The Bridge Between Practice and Research in Addictions Nursing

INTERNATIONAL NURSES SOCIETY ON ADDICTIONS
BYLAWS

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ARTICLE I - NAME

SECTION 1.1 – Name

The name of the corporation is the International Nurses Society on Addictions ("IntNSA").

ARTICLE II - PURPOSES OF THE CORPORATION

SECTION 2.1 – 501(c)(6) Purposes

IntNSA is a nonprofit nonstock corporation as defined under Chapter 17 of the Kansas Statutes Annotated, as amended and supplemented, corresponding to Sections in 1972 General Corporation Code and amendments thereto (the "Act"), formed to operate exclusively as a business league within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States internal revenue law (the "Code"). IntNSA is a global organization and is made up of individuals and country chapters around the globe. All country chapters are under the umbrella of IntNSA Global and IntNSA Global is made up of international board members. Country chapters follow the ByLaws of IntNSA Global and have the authority to elect their own Board of Directors and follow the policies and practices in their individual countries. Individual members may choose to leave their country chapter but a member is unable to take the IntNSA name or IntNSA organization from IntNSA Global.

Specific Purposes. Subject to and within the limits of such purpose in Section 2.1, the purposes for which IntNSA is formed are, at such times and with such emphasis as the Board of Directors may from time to time determine, (i) as set forth in IntNSA's Articles of Incorporation dated September 17, 1982, as amended from time to time, and (ii) everything necessary, proper, advisable or convenient for the accomplishment of the foregoing purposes and goals and all other things incidental to them or connected to them that are not forbidden by these Articles of Incorporation, by the Act, the Code, or by any other law.

ARTICLE III - OFFICES AND REGISTERED AGENT

SECTION 3.1 – Offices.

The principal office of IntNSA shall be located at such place as determined by the Board of Directors. IntNSA may maintain additional offices at such other places within or without the State of Kansas as the Board of Directors may designate.

SECTION 3.2 – Registered Agent.

IntNSA shall designate a person to serve as the registered agent for the State of Kansas. The Board of Directors may change the registered agent from time to time.

ARTICLE IV - MEMBERS

SECTION 4.1 – Eligibility for Membership; Terms of Membership.

All members belong to IntNSA Global. Membership enrollment, dues collection, and membership records are administered exclusively by IntNSA. Chapters may not maintain independent membership structures.

(a) Regular Membership. Regular membership shall be open to nurses who are concerned with or engaged in the practice of addictions nursing. Active Members may vote and hold office. For purposes of these Bylaws, a “nurse” is a person who has completed a program of basic, generalized nursing education and is authorized by the appropriate regulatory authority to practice as a “Registered Professional Nurse”, or a “Licensed Practical Nurse”, or equivalent license (each a “License”).

(b) Student Membership. Student membership shall be open to individuals who are enrolled in a nursing education program, the successful completion of which will enable such individual to become licensed as a nurse as defined in Section 4.1(a). The Board of Directors will determine the dues for student Members. Student Members may not vote or hold office. Student Members in RN-to-BSN or nursing graduate programs who hold a current License to practice nursing may vote or hold office.

(c) Institutional Membership. Institutional memberships shall be open to a group of not less than 15 nurses from one organization/institution. Nurses who are institutional Members are eligible to vote and hold office.

(d) Affiliate Membership. Affiliate membership shall be open to persons and entities concerned with addictions nursing, as the Board of Directors may determine. Affiliate Members may not vote or hold office

(e) Member Status. Members with Licenses in a probationary status may vote and hold office. Members with Licenses currently inactive due to disciplinary action are not able to vote or hold office.

(f) Member Rights: The Members shall have such rights as are set forth in the Act for nonprofit nonstock corporations, the Articles of Incorporation, and these Bylaws, as applicable.

SECTION 4.2 – Modifications to Membership.

The Board of Directors shall, from time to time, in its sole discretion: (i) enact procedures for the admission of Members, (ii) set, modify, and withdraw the admission fee and dues for each membership category, and (iii) establish and define, and repeal, new categories of membership, including voting and non-voting memberships. Members may vote and hold office in accordance with their membership category. No member shall have any ownership interest in the assets of IntNSA.

Termination of Members. Membership may be terminated voluntarily by the Member or involuntarily by the Board of Directors for violations of IntNSA's Standards of Civility, Confidentiality and Ethical Conduct as set forth in Section 12.3 (the "Member Rules"). The procedures for terminating a Member adopted by the Board of Directors from time to time shall require due process, including prior notice to the Member of the proposed termination and an opportunity to be heard by the Board of Directors. In the event of any termination of membership, no dues or fees paid by such Member will be refunded.

SECTION 4.3 – Rights of Members.

No Member shall have any interest in IntNSA or its assets. Each voting Member in good standing shall be eligible to cast one vote on those matters for which voting Member action or approval is required, and in the manner so required by (i) these Bylaws; or (ii) the Act for the Members of a nonprofit nonstock corporation, if any; or (iii) the determination and direction of the Board.

ARTICLE V - MEETINGS OF MEMBERS

SECTION 5.1 – Annual Meetings.

An annual meeting of the Members shall be held once a year. The President will designate the specific date, time and location of the annual meeting, which need not be in the State of Kansas. At the annual meeting, the Members shall undertake such business as set forth on the agenda prepared by the Board of Directors, including electing Directors in accordance with these Bylaws, and receiving reports on the finances, budget, and activities of IntNSA. Failure to hold the annual meeting will not invalidate IntNSA's existence or affect any otherwise valid corporate acts.

SECTION 5.2 – Record Date.

The record date for an annual meeting of the Members shall be the date that is 30 days prior to the date of such annual meeting. The record date for a special meeting of the Members called by the President or the Board of Directors shall be 15 days prior to the date of the special meeting. The determination of who is a Member eligible to vote shall be made as of the close of business on the record date.

SECTION 5.3 – Notice of Meetings.

1. After fixing a record date for a meeting, IntNSA shall prepare a list of the names of all its Members that are entitled to notice of the meeting, in accordance with the Act. The list of Members must be available for inspection in accordance with the Act. A Member is entitled to copy the list, during regular business hours and at the Member's expense, during the period it is available for inspection.

2. IntNSA shall give notice to the Members entitled to vote of the date, time, and place or manner (if held by video or teleconference) of each annual or special meeting of the Members. The notice shall be given [30] days before the annual meeting date and 10 days in the case of a special meeting. The notice of an annual meeting does not need to include a description of the purpose for which the meeting is called. The notice of a special meeting must include a description of the purpose for which the meeting is called.

3. Notice is given when it is (i) delivered personally to the Member, left at the Member's residence or usual place of business, or (ii) sent by e-mail, or (iii) by U.S. mail to the Member's address as it shall appear on the Member records of IntNSA. Notwithstanding the foregoing, a Member may waive notice of any meeting of the Members by written statement filed with the Secretary, or by oral statement at any such meeting. Attendance at a meeting of the Members shall also constitute a waiver of notice, except where a Member states that he or she is attending solely for objecting to the conduct of business because the meeting was not lawfully called or convened. Any meeting of the Members may adjourn from time to time to reconvene at the same or some other place, and no notice need be given of any such adjourned meeting other than by general announcement.

SECTION 5.4 – Quorum; Voting.

Except as otherwise provided in these Bylaws, all issues to be voted on by the Members shall be decided by a simple majority of those, as applicable, (a) present at the meeting in which the vote takes place or (b) who respond to an online or electronic request for the casting of votes communicated and administered by the Board of Directors (including as the Board of Directors so directs any Officer of IntNSA to undertake) within the timeframe so stated for such vote to occur. There shall be no cumulative voting.

SECTION 5.5 – Methods of Meeting.

Members may participate in a meeting in-person, by means of a conference telephone or video conference, or any combination thereof, so long as all persons participating in the meeting can hear one another. Participation in a meeting by any of these means constitutes presence in person at a meeting.

SECTION 5.6 – Conduct of Meeting.

The President shall preside at each meeting of Members. The President shall determine the order of business and has the authority to establish rules for the conduct of the meeting. The President shall announce at the meeting, or in the electronic transmission sent to Members to announce online voting, when the polls close for each matter voted upon by the Members. After the polls close, no ballots, or votes, nor any otherwise permissible revocations or changes to a Member's vote may be accepted. Each Member in good standing is entitled to one vote. No vote by proxy is permitted nor will an attempt to vote by proxy be counted.

ARTICLE VI - BOARD OF DIRECTORS

SECTION 6.1 – Function of Directors.

The business and affairs of IntNSA shall be managed under the direction of its Board of Directors, which shall determine matters of policy in accordance with the provisions of the Articles of Incorporation, these Bylaws and the Act. The Board of Directors may delegate certain of the management of the activities of IntNSA to any person or persons, management company or committee however composed, provided IntNSA's affairs shall be managed, and all corporate powers shall be exercised under the ultimate direction of the Board of Directors.

SECTION 6.2 – Number of Directors; Qualifications and Ex Officios.

Number: The Board of Directors shall be composed of: (a) IntNSA's President, President Elect, Secretary, and Treasurer; (b) seven (7) At-large Directors.

There are three (3) ex-officio members of IntNSA Global. The chair of the ex-officio members shall be appointed by the Board of Directors. Ex-officio members shall not serve as Directors and shall serve in an advisory capacity only. Ex-officio members may make recommendations to the Board of Directors but shall have no voting rights unless expressly authorized by the Board.

Qualifications: All Directors must (a) at the time of election or appointment, and at all times while serving as a Director, be a Member of the society in good standing and (b) have provided previous service to IntNSA such as, but not limited to: conference attendance, service on a committee or task force, presentations at the annual conference, and/or other service or qualifications as determined by the Board of Directors. Directors need not be residents of the State of Kansas.

SECTION 6.3 – Election and Tenure of Directors.

At-Large Directors: New At-large Directors and current Directors shall be elected or re-elected by the Members entitled to vote, as determined in accordance with Section 5.3, at the Member annual meeting. The Members shall elect no more than four (4) Directors at the Member annual meetings on any given year. Each Director shall hold office until the third annual meeting subsequent to his or her election. Directors may be re-elected for additional terms but no Director who has served six (6) consecutive years shall be eligible for reelection as a Director until at least one (1) intervening year has elapsed. The nominating committee of the Board of Directors shall not less than 30 days prior to the Member annual meeting prepare and submit to the Members entitled to vote on the election of the Directors a slate of prospective Members meeting the qualifications set forth in Section 6.2. Any Member may request a ballot be mailed in lieu of electronic voting. Each voting Member may cast one
(1) ballot. Results of the election shall be announced at the annual meeting. The newly elected Directors each will be sent a notice by email alerting them to election results and an invitation to the Board of Directors annual meeting immediately following the Member annual meeting. The Member must declare their intent to serve in writing by replying to the notification. If a Director's term expires and a successor has not been elected, such Director shall continue to serve until a successor is elected or the number of Directors is reduced by the Board of Directors.

SECTION 6.4 – Removal or Resignation of Director.

1. The Members may remove any Director, with or without cause, at the annual or special meeting of the Members properly convened for such purpose, by the affirmative vote of two-thirds of the Members present at the meeting. The notice of the meeting at which the removal of a Director is to be

considered must state that one of the purposes of the meeting is to vote on the removal of the Director.

2. The Board of Directors may remove a Director who: (i) has been declared of unsound mind; (ii) has been convicted of a felony; (iii) has been found by a final court order to have breached a duty as a Director; or (iv) has missed three (3) or more meetings in any twelve month period without being excused.

3. A Director may resign at any time upon written notice to the Secretary. Such resignation shall take effect on the date the notice was delivered to the Secretary, unless another date is specified in the notice of resignation. No acceptance of such resignation shall be necessary to make it effective.

SECTION 6.5 – Vacancy on Board of Directors.

A majority of the remaining Directors, whether or not sufficient to constitute a quorum, at any time may fill a vacancy on the Board of Directors that results from any cause. A Director elected by the Board of Directors to fill a vacancy shall serve until the next annual meeting of the Members. At the next annual meeting, the Members shall elect an individual to fill the unexpired term of the Director whose resignation or removal created the vacancy on the Board of Directors.

SECTION 6.6 – Annual and Regular Meetings.

IntNSA shall hold an annual meeting of its Board of Directors for: (a) the Induction of Officers, and (b) the transaction of such other business as may properly come before the meeting. The annual meeting shall be held during the first year at such place and at such time as determined by the Board of Directors. IntNSA may hold other regular meetings at such times as are affixed by the Board of Directors. Unless the Articles of Incorporation, the Act or these Bylaws provide otherwise, any business may be considered at the annual or any other regular meeting without such business having been specified in the notice for such meeting. Failure to hold an annual meeting does not invalidate IntNSA's existence or affect any otherwise valid corporate acts.

SECTION 6.7 – Special Meetings.

The President or any two (2) Directors may call a special meeting of the Board of Directors at any time. Any business may be considered at any special meeting without such business having been specified in the notice for such meeting; provided, however, that if one of the purposes of a special meeting is the removal of a Director, then the notice must state that one of the purposes of the meeting is to vote on the removal of the Director. A special meeting of the Board of Directors shall be held on such date and at such place as shall be designated in the notice for such meeting.

SECTION 6.8 – Notice of Meeting.

The Secretary or such person's designee shall give notice to each Director of each meeting of the Board of Directors not less than three (3) days prior to the date set for such meeting. The notice shall state the time and place of the meeting. Notice is given to a Director when it is delivered personally to the Director, left at the Director's residence or usual place of business, or sent by e-mail, at least 48 hours before the time of the meeting or, in the alternative, by U.S. mail to the Director's address as it shall appear on the records of IntNSA, at least seven (7) days before the time of the meeting.

Notwithstanding the foregoing, a Director may waive notice of any meeting of the Board of Directors by written statement filed with the Secretary, or by oral statement at any such meeting. Attendance at a meeting of the Board of Directors shall also constitute a waiver of notice, except where a Director states that he or she is attending solely for objecting to the conduct of business on the ground that the meeting was not lawfully called or convened. Any meeting of the Board of Directors may adjourn from time to time to reconvene at the same or some other place, and no notice need be given of any such adjourned meeting other than by general announcement.

SECTION 6.9 – Action by Directors.

Unless the Articles of Incorporation, the Act or these Bylaws require a greater proportion, the action of a majority of the Directors present at a meeting at which a quorum is present shall constitute the action or approval of the Board of Directors. The Board of Directors, consisting of 4 officers and 7 directors are elected by the members to govern the organization. The Board of Directors shall have full authority to manage and control the affairs of IntNSA, including the authority to interpret, amend, and implement these Bylaws in the best interests of the organization. The Directors present at a duly organized meeting may continue to do business until adjournment, notwithstanding the withdrawal of enough Directors to leave less than a quorum. If a meeting cannot be organized because a quorum has not attended, those present may adjourn the meeting from time to time until a quorum is present, at which time any business may be transacted that may have been transacted at the meeting as originally called.

SECTION 6.10 – Methods of Meeting.

Members of the Board of Directors may participate in a meeting in-person, by means of a conference telephone or video conference, or any combination thereof, so long as all persons participating in the meeting can hear one another. Participation in a meeting by any of these means constitutes presence in person at a meeting.

SECTION 6.11 – Action by Written Consent.

Any action or approval required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting, if a unanimous written consent that sets forth the action to be taken or approval to be given is signed by each Director (which signature may be transmitted electronically or in pdf or similar form) of the Board of Directors and filed with the minutes of proceedings of the Board of Directors.

SECTION 6.12 – Compensation.

IntNSA shall not pay any compensation to any Director for services rendered to IntNSA as a Director, except that Director may be reimbursed for expenses incurred in the performance of such Director's duties (including for travel, phone, printing, and overhead expenses) to IntNSA, in reasonable amounts as approved by the Board of Directors. A Director who serves IntNSA in any other capacity may receive reasonable compensation for such other services as approved by the Board of Directors.

ARTICLE VII - COMMITTEES

SECTION 7.1 – Board of Directors Committees.

6 The Board of Directors may establish one or more standing committees comprised of one or more Directors. The Board of Directors may delegate to these committees any of the powers of the Board of Directors, except the power to (i) elect or remove Directors; (ii) approve the dissolution, merger, or reorganization of IntNSA or distribution of its assets; (iii) amend the Articles of Incorporation or the Bylaws; or (iv) approve or propose to Members any action that the Act, the Articles of Incorporation or these Bylaws require the Members to approve.

7 The President of the Board of Directors shall appoint the members and the Chair of each committee, subject to the approval of the Board of Directors. Each committee shall adopt rules of procedure for its business that are consistent with Section 6.8 of these Bylaws. A majority of the members of a committee shall constitute a quorum for the transaction of business and the act of a majority of those present at a meeting at which a quorum is present shall be the act of the committee. Any action required or permitted to be taken at a meeting of a committee may be taken without a meeting, if a unanimous written consent that sets forth the action is signed by each member of the committee and filed with the minutes of the committee. The President of the Board of Directors shall be an ex officio voting member of all committees. The members of a committee may conduct any meeting thereof by conference telephone or similar communications equipment in accordance with the provisions of Section 6.10.

8 Each member of a committee shall serve until the next annual meeting of the Board of Directors and until such member's successor is appointed, unless: (i) the committee shall be sooner terminated, (ii) such member be removed from such committee, with or without cause, by the Board of Directors, or (iii) such member shall cease to be a Director or otherwise resign from such committee.

SECTION 7.2 – Nominating Committee.

1. Directors: The Board of Directors shall, not later than [90] days prior to the annual meeting of the Members convene a nominating committee for the sole purpose of preparing and submitting to the Board of Directors at least one (1) candidate for each of the open seats on the Board of Directors to be voted upon at such annual meeting of the Members. The nominating committee shall make its recommendations to the Board of Directors not later than 45 days prior to the annual meeting of the Members and shall submit to the Board of Directors together with its recommendations for each candidate such candidate's letter of intent which includes a statement of willingness to serve and a short professional biography prepared by such candidate. It is the nominating committees' responsibility to vet the applicant to assure they meet eligibility as a member and have contributed to IntNSA in the past.

2. Officers: The Board of Directors shall, not later than 60 days prior to the annual meeting of the Board of Directors convene a nominating committee for the sole purpose of preparing and submitting to the Board of Directors at least one (1) candidate for each of the Offices to be voted upon at such annual meeting of the Board of Directors. The nominating committee shall make its recommendations to the Board of Directors not later than 30 days prior to the annual meeting of the Members and shall submit to the Board of Directors together with its recommendations for each candidate such candidate's letter of intent which includes a statement of willingness to serve and a short professional biography prepared by such candidate.

SECTION 7.3 – Special Committees of the Board of Directors.

The Board of Directors may appoint one or more special committees for such special tasks as circumstances warrant. Such special committees shall limit their activities to the accomplishment of the task for which they are created and appointed and shall have no power to act except such as is specifically conferred by action of the Board of Directors.

SECTION 7.4 – Advisory Committees.

- The Board of Directors may appoint individuals who may or may not be Directors of IntNSA to serve as an advisory committee to the Board of Directors. The advisory committees shall have such functions and responsibilities specified by the Board of Directors; provided, however, that the Board of Directors may not delegate any of its power, authority or functions to the advisory committee. Each advisory committee may adopt rules of procedure for its business that are consistent with Section 6.8 of these Bylaws and with the rules adopted by the Board of Directors.

- The President shall appoint the members and the Chair of each advisory committee, subject to the approval of the Board of Directors. A majority of the members of an advisory committee shall constitute a quorum for the transaction of business. The members of an advisory committee may conduct any meeting thereof by conference telephone or similar communications equipment in accordance with the provisions of Section 6.10.

- Each member of an advisory committee shall serve until the next annual meeting of the Board of Directors and until such member's successor is appointed, unless: (i) the committee shall be sooner terminated; (ii) such member be removed, with or without cause, by a vote of the Board of Directors; or (iii) such member shall otherwise resign from such committee.

SECTION 7.5 – Compensation of Members of Committees.

IntNSA shall not pay any compensation to any member of a committee for services rendered to IntNSA as such, except that a member may be reimbursed for expenses incurred in the performance of such committee member's duties to IntNSA, in reasonable amounts as approved by the Board of Directors. A member of a committee who serves IntNSA in any other capacity may receive reasonable compensation for such other services pursuant to a resolution of the Board of Directors.

ARTICLE VIII - OFFICERS

SECTION 8.1 – Officers.

IntNSA shall have a President, President Elect, Secretary, and Treasurer. Each Officer shall be an active Member of IntNSA. A person may hold more than one office in IntNSA but may not serve concurrently as President, President-Elect, Treasurer or Secretary of IntNSA. The Board of Directors may establish and remove other offices, and appoint and remove such other Officers to fill those offices, as the Board of Directors determines is necessary or appropriate.

SECTION 8.2 – Officer Qualifications.

All Officer candidates must be a regular Member in good standing at the time of appointment by the Board of Directors and at all times while serving in office. In addition, all President and President Elect candidates must have served on the Board of Directors for at least one (1) year prior to being slated as a candidate for such office. All Officer candidates for election must have demonstrated commitment to IntNSA through participation in or support of IntNSA activities such as volunteering on the educational conference committee or other committees, or other activities as the Board of Directors determines is beneficial to IntNSA.

SECTION 8.3 – President.

The President shall serve one (1) three year term and shall control the affairs of IntNSA and perform all such duties as are assigned from time to time to the President by these Bylaws or the Board of Directors. The President shall preside over all meetings of the Board of Directors. The President shall also serve as a Member with the right to vote on all committees except the nominating committee and shall make all required appointments of ad hoc committees. The President may sign with the Secretary, Treasurer or any proper Officer of IntNSA authorized by the Board of Directors, any checks, deeds, mortgages, contracts or other instruments which the Board of Directors has authorized to be executed, and shall perform such other duties as are necessary and incident to the office of President or as may be prescribed by the Board of Directors. In general, the President shall perform all duties incident to the office of the President of a corporation, and such other duties as are from time to time assigned to the President by the Board of Directors.

SECTION 8.4 – President Elect.

The President Elect shall serve one (1) three year term and will automatically succeed to one (1) three- year term as President after the initial three-year term. The President Elect shall perform such duties as may be assigned by the President. These duties shall be such as to allow the President Elect to acquire a thorough understanding of the business of IntNSA and the duties of the office of the President. In the event that the President Elect resigns prior to his or her term as President, or is unable or unwilling to serve as President, then the existing President shall continue to serve as President until the Board of Directors elects a President in accordance with Section 8.8. In general, the President-Elect shall perform all duties incident to the office of the President-Elect of a corporation, and such other duties as are from time to time assigned to the President-Elect by the Board of Directors.

SECTION 8.5 – Secretary.

The Secretary will be eligible for two (2) consecutive three-year terms. The Secretary shall keep the minutes of the meetings of the Board of Directors and of any committees, in books provided for the purpose. The Secretary shall see that all notices are duly given in accordance with the provisions of the Bylaws or as required by law and shall be custodian of the records of IntNSA. In general, the Secretary shall perform all duties incident to the office of a Secretary of a corporation, and such other duties as are from time to time assigned to the Secretary by the Board of Directors.

SECTION 8.6 – Treasurer

The Treasurer will be eligible for two (2) consecutive three-year terms. The Treasurer shall be chair of the finance committee. The Treasurer shall have charge of and be responsible for all funds, securities, receipts and disbursements of IntNSA, and shall deposit, or cause to be deposited, in the name of IntNSA, all moneys or other valuable effects in such banks, trust companies or other depositories as shall, from time to time, be selected by the Board of Directors. The Treasurer shall render to the President and to the Board of Directors, whenever requested, an account of the financial condition of IntNSA. In general, the Treasurer shall perform all of the duties incident to the office of a Treasurer of a corporation, and such other duties as are from time to time assigned to the Treasurer by the Board of Directors.

SECTION 8.7 – Executive Director.

In addition to the other Officers of IntNSA specified in Section 8.1, the Board of Directors may appoint an Executive Director. The Executive Director shall report to the Board of Directors. The Executive Director shall, subject to the direction of the Board of Directors, (i) be responsible for general supervision of the business and affairs of IntNSA, (ii) be responsible for providing leadership and direction to IntNSA, and (iii) establish and maintain management systems needed to ensure and report on the implementation of policies established by the Board of Directors. The Board of Directors may remove or replace the Executive Director, with or without cause, at any time. If the Board of Directors does not or has not appointed an Executive Director, then the President shall serve in such office during the President's term.

SECTION 8.8 – Election and Tenure of Officers.

The Board of Directors shall appoint the Officers for the terms set forth for such office. The Board of Directors may request such information from such candidate for office as it reasonably determines is necessary or advisable to facilitate its consideration and determination for appointment. An Officer may be appointed for additional terms. The Board of Directors may fill a vacancy that occurs in any office for the unexpired portion of the term. The Board of Directors may remove any Officer from any office at any time with or without cause by (i) a vote of eight (8) or more of its Members in favor of removal or (ii) unanimous written consent in favor of removal.

SECTION 8.9 – Vacancies; Resignation.

Vacancies in any office arising from any cause may be filled by the Board of Directors at any regular or special meeting of the Board of Directors or by unanimous written consent of the Board of Directors. An Officer may resign at any time by giving thirty (30) days prior written notice to the Board of Directors.

SECTION 8.10 – Compensation.

The Board of Directors may determine such compensation for the Officers as it deems appropriate to serve the needs of IntNSA. An Officer may be reimbursed for expenses incurred in the performance of his or her duties (including for travel, phone, printing, and overhead expenses) to IntNSA, in reasonable amounts as approved by the Board of Directors.

SECTION 8.11 – Additional Compensation.

An Officer who serves IntNSA in any other capacity may receive reasonable compensation for such other services pursuant to a resolution of the Board of Directors.

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ARTICLE IX - INDEMNIFICATION

SECTION 9.1 – Statutory Mandatory Indemnification.

IntNSA shall indemnify any Officer or Director to the extent the Officer or Director was successful, on the merits or otherwise, in the defense of any proceeding to which the Officer or Director was a party because the Officer or Director is or was an Officer or Director of IntNSA against reasonable expenses incurred by the Officer or Director in connection with the proceeding.

SECTION 9.2 – Additional Indemnification.

- IntNSA may also indemnify an Officer or Director who is a party to a proceeding because he or she is or was an Officer or Director against liability incurred in the proceeding if the individual:
    - Acted in good faith;
    - Reasonably believed:
        - In the case of conduct in an official capacity, that the conduct was in the best interests of IntNSA; and
        - In all other cases, that the individual's conduct was at least not opposed to the best interests of IntNSA;
    - In the case of any criminal proceeding, had no reasonable cause to believe his or her conduct was unlawful; and
    - In the case of an employee benefit plan, reasonably believed such actions to be in the interests of the participants in and the beneficiaries of the plan.

- Any such determination shall be made in accordance with the Act (i) by a majority vote of the disinterested Directors, a majority of whom will constitute a quorum for that purpose; (ii) by a majority of the Members of a committee of two or more disinterested Directors appointed by such a vote; (iii) if there are no disinterested Directors, by the Members or by special legal counsel selected in the manner prescribed in the Act, provided that the special legal counsel determines that indemnification is permissible because the Officer or Director has met the relevant standard of conduct in these Bylaws and the Act; (iv) by an affirmative vote of the Members at a duly called meeting of the members; or (v) by a court of competent jurisdiction.

- The termination of a proceeding by judgment, order, settlement, or conviction or upon a plea of nolo contendere or its equivalent is not, in itself, determinative that the Officer or Director did not meet the standard of conduct contained in this Section 9.2.

- Unless ordered by a court of competent jurisdiction, IntNSA may not indemnify an Officer or Director if such indemnification is otherwise prohibited by law.

- With respect to any matter disposed of by a settlement or compromise payment by such person, pursuant to a consent decree or otherwise, no indemnification either for said payment or for any other expenses shall be provided unless such settlement or compromise payment is approved (i) by a majority vote of the disinterested Directors, a majority of whom will constitute a quorum for that purpose; (ii) by a majority of the Members of a committee of two or more disinterested Directors appointed by such a vote; (iii) if there are no disinterested Directors, by the Members or by special legal counsel selected in the manner prescribed in the Act, provided that the special legal counsel determines that indemnification is permissible because the Officer or Director has met the relevant standard of conduct in the Bylaws and the Act; (iv) by a court of competent jurisdiction.

SECTION 9.3 – Advancement of Expenses.

- IntNSA may advance funds to pay for or reimburse the reasonable expenses incurred by an individual who is a party to a proceeding because he or she was an Officer or Director if the individual delivers to IntNSA
  - a written statement signed by the individual setting forth his or her good faith belief that he or she has met the relevant standard of conduct described in these Bylaws and the Act and
  - an undertaking in the form of an unlimited general obligation to repay any funds advanced if the individual is not entitled to indemnification under these Bylaws or mandatory indemnification under the Act. Such authorization shall be conducted in the same manner as specified in Section 9.2(b).

SECTION 9.4 – Selection of Counsel.

The Board of Directors shall have the right to select attorneys and to approve any legal expenses incurred in connection with any suit, action or proceeding to which this indemnification applies. Unless the Board of Directors waives such right, the Board of Directors shall not be required to indemnify any Director or Officer for expenses of counsel not selected by the Board of Directors.

SECTION 9.5 – Not Exclusive Right.

The indemnification provided by these Bylaws shall not be deemed exclusive of any other rights which a Director or Officer may have under any agreement with IntNSA or otherwise.

SECTION 9.6 – Severability.

Every provision of this Article IX is intended to be severable, and if any term or provision is invalid for any reason whatsoever, such invalidity shall not affect the validity of the remainder of this Article IX.

ARTICLE X - INTERESTED DIRECTORS AND OFFICERS

SECTION 10.1 – Conflict of Interest.

No contract or transaction between IntNSA and (i) one or more of its Directors or Officers, or (ii) any other corporation, partnership, association, or other organization in which one or more of IntNSA's Directors or Officers are Directors or Officers, or have a financial interest, shall be void or voidable solely for this reason, or solely because the interested Director or Officer is present at or participates in the meeting of the Board of Directors or a committee thereof which authorizes the contract or transaction, if:

- The material facts as to his or her relationship or interest and as to the contract or transaction are disclosed or are known to the Board of Directors or the committee, and the Board of Directors or committee in good faith authorizes the contract or transaction by the affirmative votes of a majority of disinterested Directors, even though the disinterested Members of the Directors be less than a quorum; or

- The contract or transaction is fair as to IntNSA as of the time it is authorized, approved or ratified by the Board of Directors or a committee thereof.

Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorizes the contract or transaction but may not be counted when the Board of Directors takes action on the contract or transaction.

SECTION 10.2 – Conflict Proceeding.

In a proceeding contesting the validity of a contract or transaction described in this Article X, the person asserting validity has the burden of proving fairness unless the material facts as to his or her relationship or interest and as to the contract or transaction are disclosed or are known to the Board of Directors or the committee, and the Board of Directors or committee in good faith authorizes the contract or transaction by the affirmative votes of a majority of the disinterested Directors, even though the disinterested Directors be less than a quorum.

SECTION 10.3 – Self-dealing or Excess Benefit Transaction.

Any contract or transaction between IntNSA and (i) one or more of its Directors or Officers, or (ii) any other corporation, partnership, association, or other organization in which one or more of IntNSA's Directors or Officers are Directors or Officers, or have a financial interest, which is an act of self-dealing between a disqualified person and a private foundation under Section 4941 of the Code shall be void and beyond the authority of IntNSA, the Board of Directors, and its Officers to agree or consent.

ARTICLE XI – CHAPTERS

SECTION 11.1 – Establishment of Chapters.

The Board of Directors shall authorize, establish, oversee, terminate, and set all rules and regulations for each and all country, state, bistate, tristate, or other similar geographically designated, chapters (each at "Chapter"). Chapters are administrative subdivisions of IntNSA and shall not constitute separate legal entities unless expressly authorized in writing by the Board of Directors. The existence of a separate EIN, bank account, or local registration shall not confer independent legal status or authority. Chapters acknowledge that they are granted limited, revocable rights only and acquire no ownership interest in IntNSA assets, systems, or membership.

SECTION 11.2 – Authority of Chapters.

No Chapter shall have any authority over or with respect to the operations, assets, property, or Members of IntNSA and shall be limited to the authority granted to it, and the activities authorized, by the Board of Directors as it so determines, modifies, and repeals, from time to time.

SECTION 11.3 – Governance and Compliance

The Board of Directors shall maintain a Chapter Formation and Governance Handbook, as amended from time to time, which shall govern the formation, operation, and compliance requirements of all Chapters. All Chapter governance documents, policies, and activities must be consistent with these Bylaws and are subject to approval and oversight by the Board of Directors. In the event of any conflict, these Bylaws shall control.

SECTION 11.4 – Legal Status, Financial Controls, and Assets

Chapters may operate with a separate EIN or local registration only with prior written approval of the Board of Directors and shall remain fully subordinate to IntNSA at all times. All assets of any Chapter, including funds, bank accounts, investments, and property, are held for the benefit of IntNSA and shall be deemed assets of IntNSA, regardless of the name or structure under which such assets are held. All Chapter accounts must be disclosed to the Board of Directors, be subject to oversight and reporting requirements and require Board approval for establishment, modification, or closure.

SECTION 11.5 – Membership

All members are members of IntNSA Global. Chapters do not own, control, or have independent rights to membership data, member relationships, or dues

SECTION 11.6 – Revocation or Dissolution.

The Board of Directors may revoke, suspend, or terminate a Chapter at any time, with or without cause, in its sole discretion. Upon revocation, termination, dissolution, disaffiliation, or any separation of a Chapter from IntNSA all assets of the Chapter shall immediately revert to IntNSA; the Chapter shall cease use of IntNSA's name, marks, and materials and shall have no continuing rights or claims. This provision shall apply to any merger, consolidation, or transfer of all or substantially all assets of a Chapter.

ARTICLE XII – MISCELLANEOUS

SECTION 12.1 – Maintenance of Tax Exempt Status.

- IntNSA shall function as an organization qualifying under Section 501(c)(6) of the Code.

- IntNSA shall neither have nor exercise any power, nor shall it directly or indirectly engage in any activity, that would (i) prevent it from obtaining an exemption from federal income taxation as a Corporation described in Section 501(c)(6) of the Code, or (ii) cause it to lose such exempt status.

- IntNSA shall not be operated for the purpose of carrying on a trade or business for profit.

- No part of the income of IntNSA shall inure to the benefit of any Director or Officer of IntNSA or any private individual, except that reasonable compensation may be paid for services rendered on behalf of IntNSA, and no Director or Officer of IntNSA or any private individual shall be entitled to share in any distribution of any of the assets of IntNSA upon its dissolution.

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- IntNSA shall comply with Section 6033 of the Code.

- Upon the termination, dissolution or final liquidation of IntNSA in any manner or for any reason, its assets, if any, remaining after payment (or provision for payment) of all liabilities of IntNSA shall be distributed in a manner reasonably determined by the Board of Directors to carry out the objectives and purposes stated in the Articles of Incorporation. Any such assets not so disposed of shall be disposed of by a court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as such court shall determine, which are organized and operated exclusively for such purposes.

- In no event shall any of such assets or property be distributed to any Member, Director or Officer, or any private individual. No Member, Director or Officer, or any private individual has or shall have any interest in the assets or property of IntNSA.

SECTION 12.2 – Fiscal Year; Auditing.

The accounts of IntNSA shall be audited or reviewed annually by a certified public accountant selected by the Board of Directors and the report of the audit or review shall be submitted to the Board of Directors of IntNSA.

SECTION 12.3 – Standards of Civility, Confidentiality and Ethical Conduct.

- In the professional environment, respectful discussions and disagreements are encouraged (via a number of channels e.g. verbal, written, email, social media, etc.).

- Incivility can be unintended or deliberate and may consist of one event or a series of events, that a reasonable person would find offensive or unacceptable under the circumstances. It can include a broad range of unacceptable behaviors including behavior that is unprofessional, intolerant, rude, threatening to another person by actions or comments, using language that is inappropriate (shouting or abusive, aggressive, demeaning manner) and/or designed to cause insult, intimidation, humiliation or degradation.

- Ethics.

    - Members are required to be of honorable character and reputation;
    - Members may not engage in conduct injurious to IntNSA, its purposes, or its Members, Board of Directors and/or its Employees (if any);
    - Members may not “injure the good name of IntNSA, disturb its well-being, or hamper it in its work”;

   - Except as necessary for censure or disciplinary procedures, Members may not use language that reflects on a Member's conduct or character, or is discourteous, unnecessarily harsh, or not allowed in a debate.

- Directors, Ex-Officios and Employees shall abide by the confidentiality and ethics policies of the Board of Directors.

- Confidentiality Agreements: Board of Directors and Officers will sign Confidentiality Agreements when elected/re-elected. Ex Officio Board Members will sign a Confidentiality Agreement upon appointment and/or at time of contract execution or renewal. Employees (if any) will sign a Confidentiality Agreement upon hire and/or contract execution/renewal.

- Rules of Debate:

   - All discussion must be relevant to the immediately pending question and/or agenda item.
   - No Director or Member (as the case may be) should speak more than twice to each debatable motion. The second time takes place after everyone wishing to debate the motion has had an opportunity to speak once.
   - All remarks should be addressed to the President – no cross debate is permitted.
   - Debate must address issues not personalities.
   - When possible, the President should let the floor alternate between those speaking in support and those speaking in opposition to the motion.
   - Directors and Members (as applicable) may not disrupt the assembly.
   - Rules of debate can be changed by those in attendance by a two-thirds vote or general consent without objection.

SECTION 12.4 – Voting Upon Shares in Other Corporations.

The President, the Treasurer or Executive Director or a proxy appointed by any of them, may vote stock of, and all other voting rights with respect to, other corporations or associations, registered in the name of IntNSA (if any). The Board of Directors, however, may appoint by resolution some other person to vote such shares, in which case such person shall be entitled to vote such shares upon the production of a certified copy of such resolution.

SECTION 12.5 – Execution of Documents.

A person who holds more than one office in IntNSA may not act in more than one capacity to execute, acknowledge, or verify an instrument required by law to be executed, acknowledged, or verified by more than one Officer.

SECTION 12.6 – Checks, Drafts, Accounts, Etc.

All checks, drafts, electronic funds transfers, and orders for the payment of money, notes, and other evidences of indebtedness, issued in the name of IntNSA, shall, unless otherwise provided by resolution of the Board of Directors, including any banking resolution, be signed by any of the Executive Director, the Treasurer or the President, or by the designees of either the Executive Director, the Treasurer or the President; provided, however, that each designee shall be approved in advance by the Board of Directors, which may impose additional limitations on such re-delegated authority. All funds of IntNSA shall be deposited from time to time to the credit of IntNSA in such banks, trust companies or other depositories as may be selected by any of the Executive Director, the Treasurer or the President, or by one or more Officers or agents to whom such power may from time to time be delegated by the Board of Directors.

SECTION 12.7 – Amendments.

These Bylaws may be amended, restated, or repealed at any time by the Board of Directors. The Board of Directors may, but is not required to, submit any proposed amendment to the Members for advisory or approval purposes. Members shall have no independent authority to amend these Bylaws unless expressly authorized by the Board of Directors.

SECTION 12.8 – Amendment and Restatement.

These Bylaws amend, restate, and replace in their entirety the bylaws of IntNSA dated March 2025.
The undersigned Secretary of IntNSA hereby certifies, as Secretary and not in his/her personal capacity, that the foregoing 2026 Amended and Restated Bylaws of IntNSA was approved on 7 April 2026 by the Board of Directors in accordance with Article VI.

These bylaws, along with a copy of the March 2025 bylaws, which these bylaws amend, restate and replace, will be filed with the minutes of IntNSA.

Revision September 2019.

Revision September 2020.

Revision May 2024.

Revision March 2025.

Revision April 2026.