

ISONG Bylaws

ARTICLE I

The International Society of Nurses in Genetics, Inc., was incorporated in 1988 in the State of Maryland.

ARTICLE II VISION and MISSION

The International Society of Nurses in Genetics, ISONG, is a global nursing specialty organization dedicated to genomic health care, education, research, and scholarship. The vision of ISONG is to care for people's genetic and genomic health throughout the lifespan and across the continuum of health and disease.

The mission of ISONG is to serve both the nursing profession and the public. ISONG fosters and advocates for the scientific and professional development of its members and the nursing community, in the discovery, interpretation, application, and management of genomic information, for the promotion of the public's health and well being. ISONG advocates for public understanding of genomic health and use of genomic information.

The goals of ISONG are:

Global community

1. Build and sustain a vibrant international community for the development of nurses in genetics and genomics in relation to education, research and professional practice that enhances social capital by:

- fostering effective communication and networking with nursing organizations and other genetics specialty groups;
- promoting interprofessional collaboration in the care of people, families, and communities at risk for genetic conditions;
- providing a forum for education and support for nurses providing genetic- and genomics-based healthcare.

Integration

2. Promote the integration of genetics and genomics across nursing education, research and care at all levels of professional practice, through:

- promoting engagement of nurses with genetics and genomics;
- sharing expertise and best practice in education, research and care delivery;
- offering practical support for continuing professional development.

Leadership

3. Demonstrate and promote leadership in the development and implementation of standards of healthcare practice in genetics and genomics for the benefit of patients and families, through:

- leading and influencing public policies;
- articulating standards of practice in nursing professional education and clinical care;
- generating and disseminating evidence for high quality nursing practice; maintaining an outward-facing approach to collaborative working with other relevant public and professional groups.

ARTICLE III MEMBERSHIP

Section 3.1 Categories of Membership. The Society membership shall be consistent with the Vision, Mission and goals of the Society. The Society shall have six categories of members to be designated as full, affiliate, retired, members with a disability, student and corporate members. The annual dues of all categories shall be determined by the Board of Directors, as designated in the Society's Policies and Procedures Manual.

A. Full Membership. Full membership shall be extended to any professional nurse, licensed to practice nursing, who is interested in fostering the goals of the Society and who has paid dues in full to the Society. Full members may attend all meetings of members, vote, hold office, serve on the Board of Directors or as Chairperson of a committee, be a committee member, and receive privileges of membership. In exceptional circumstances, members who do not hold a nursing qualification but who have contributed to the development of genetic nursing may be awarded full membership. These individuals must be nominated by two full ISONG members and the membership must be approved by the ISONG Board.

B. Affiliate Membership. Affiliate membership shall be extended to any person who is not eligible for full or student membership, but who is interested in fostering the goals of the Society. Affiliate members have all privileges of full membership except they may not vote, hold either elected or appointed leadership positions or as a member of the Nominating Committee.

C. Retired Membership. Retired membership shall be extended to any full or affiliate member who has retired from employment. Retired members have all of the rights and privileges of their immediately preceding membership category (or category for which they would qualify prior to retirement) and shall receive a reduction in the annual dues as established by the Board of Directors.

D. Membership for persons with a Disability. This membership shall be extended to any member who has a permanent disability. Members with a disability have all the rights and privileges of their immediately preceding membership category (or category for which they would qualify prior to disability) and shall receive a reduction in the annual dues as established by the Board of Directors.

E. Student Membership. Student membership shall be extended to any student who is enrolled full time in a program leading to an academic degree in nursing, genetics or a related field of study. Student members shall have all the privileges of affiliate membership indicated

in 3.1B, but also including that they may not vote. The exception is the elected Student Representative who will hold a position on the ISONG Board of Directors and vote upon Board issues.

F. Corporate Membership. Corporate membership shall be extended to any service provider, business, hospital, university or vendor who is interested in supporting the goals of the Society. Corporate members shall have all the privileges of affiliate members.

Section 3.2 Application for Membership. Application for membership shall be on the form provided by the Membership Committee and shall be accompanied by payment of the annual membership dues. ISONG dues are non refundable

Section 3.3 Suspension, Expulsion and Resignation. Termination of membership shall automatically occur as a result of resignation in writing by the member, revocation or suspension of the member's nursing license, non-payment of dues, or conviction of a felony.

ARTICLE IV DIRECTORS and OFFICERS

Section 4.1 Board of Directors. The Board of Directors constitutes the elected members of ISONG. The affairs of ISONG shall be managed and administered by the Board of Directors, which shall consist of President, President-elect, (immediate) Past President, Treasurer, Secretary, two (2) Members-at-Large and one Student Representative. Officers must be current in ISONG dues payment. If a Board member is more than 30 days in arrears in payment of ISONG dues, this will be cause for removal from office. Vacancies shall be filled as set forth in Article IV, Section 6.b.

Section 4.2 Resignation. A member of the Board of Directors may resign at any time by resigning the office or position she/he held. The resignation shall be confirmed by the remaining Board of Directors and become effective upon written notification thereof. Vacancies shall be filled as set forth in Article IV. Section 6.b.

Section 4.3 Meetings. Board Meetings. Regular meetings of the Board of Directors shall be held at least two (2) times per year and can occur in person, via conference call or electronically. Committee chairpersons shall be invited to be present at the Board of Directors meeting occurring in conjunction with the ISONG conference, and at other meetings as requested by the ISONG President or Board of Directors. Special meetings of the Board of Directors may be held upon approval by not less than one-third of the Board of Directors. Members may attend Board meetings, but their presence may be excluded for issues of a confidential or sensitive nature, as determined by the decision of the Board of Directors.

Section 4.4 Quorum of Directors. The presence of four (4) members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Directors.

Section 4.5 Action of the Board of Directors. The vote of a majority of the members of the Board of Directors and committee chairpersons present at the time of the vote, shall be the action of the Board of Directors.

Section 4.6 Officers. The Board of Directors shall be referred to as the Officers. The Officers of ISONG (the President, President-elect, (immediate) Past President, Treasurer, Secretary, two (2) Members-at-Large and one Student Representative) shall be elected by vote of the full ISONG membership

Assumption of Duties. All newly elected or appointed Officers shall assume office normally after November 1 and no later than December 1 following the election process, the exact date normally coinciding with the close of Congress. An individual who is appointed to assume the duties and responsibilities of an Officer leaving their office prior to the conclusion of their term-of-office shall assume said office on the next day following the effective date of such appointment.

a. Vacancies. A vacancy in the office of the President shall be filled by the President-elect. If the President-elect is unable to fill such a vacancy, then the office of the President shall be filled from among the members of the Board of Directors by a vote of the majority of the members of the Board of Directors. All other vacancies occurring in an elective office shall be filled from among the full members of ISONG by a vote of the majority of the members of the Board of Directors then in office.

Section 4.7 Powers and Duties of Officers. The officers of ISONG shall each have such powers and perform such duties as generally pertain to their respective offices, subject to the control and direction of the Board of Directors. The duties of each officer shall include, but not be limited to the following:

a. The **President** shall be the principal executive officer of the Society and shall, in general, supervise and control all of the administrative matters and business affairs of the organization. The President shall implement policy established by the members of the Board of Directors. The President shall authorize all financial transactions of ISONG. The President shall preside at all the meetings of the members and of the Board of Directors; execute all conveyances, notes, contracts, or other instruments authorized by members; appoint all committee chairpersons as provided for in the Bylaws; serve as an ex-officio member of all standing committees; and perform and discharge all duties incident to the office of the President and such other duties as may be assigned by the members of the Board of Directors.

b. The **President-elect** shall become familiar with the duties of the President and shall automatically succeed to the presidency at the conclusion of the President's term of office. The President-elect shall perform the duties of the President in the absence of the President or in the case of inability to act. When so acting, the President-elect shall have all the powers of and be subject to all restrictions of the President. The President-elect shall serve as Parliamentarian during the official meetings of ISONG, serve as liaison between the Board of Directors and Committee Chairs, and perform such other duties as assigned by the Board of Directors. The President-Elect should not also serve as a Committee Chair.

c. **The (immediate) Past-President.** The immediate Past-President shall provide assistance to the President and Board of Directors in order to support, facilitate and affect administrative business and other affairs of ISONG. This includes leadership in infrastructure development such as establishment/ revision of Operational Policies and Procedures. The Past-President may serve as a liaison with special projects or initiatives and ambassador outreach as directed by and in coordination with the President. The Past-President shall chair the Bylaws committee and the Nominations and Awards committee.

d. The **Secretary** shall oversee, keep, maintain, and assure distribution of the Board minutes to the Board of Directors and summaries of the minutes to ISONG members; give all notices that are required to be given by these Bylaws; attest all documents, the execution of which has been duly authorized by the members according to these Bylaws; and in general perform all duties incident to the office of Secretary and such other duties as the Board of Directors may prescribe.

e. The **Treasurer** shall be responsible for all funds and securities of the Society, including all authorized monies due and payable to ISONG from any source whatsoever; deposit all such monies in the name of the Society in such banks or other depositories as shall be decided by the Board of Directors; account for and record all financial transactions by the Society; prepare and render an annual report for the Society at the annual meeting and whenever requested by the Society membership or Board of Directors; and perform such other duties as may be assigned by the Board of Directors. If ISONG does not meet the asset criteria that would require its financial accounts to be audited by a properly licensed independent public accounting firm based on the federal laws of the United States, the Treasurer will lead an internal task force to review, verify and maintain the fiscal integrity of the accounting books every two years in accordance with the established ISONG International Financial Review Procedure most recently approved by the Board of Directors.

f. The **Members-at-Large** shall provide a perspective of the general membership to the Board of Directors, serve in an advisory capacity, work with the Membership committee on initiatives, perform such duties as may be assigned by the Board of Directors as well as participate in meetings of the Board of Directors.

g. The **Student Representative** shall provide a perspective of student membership to the Board of Directors; take particular responsibility for seeking opportunities to promote student membership and engagement with ISONG; work with the Membership committee on initiatives and perform such duties as may be assigned by the Board of Directors as well as participate in meetings of the Board of Directors.¹

Section 4.8 Term of Office. The President and President-Elect shall each serve a one-year term or until his or her successor has been installed. The Student Representative will serve for a term of one year and may serve for a second elected term. The other Officers shall each serve a two-year term or until his or her successor has been installed. No person may hold more than one office simultaneously. No officer may serve more than two consecutive terms of office. Officers may run for any office after a hiatus of one term (2 years off the Executive Board).

Section 4.9 Election of Officers. The Officers shall be elected by electronic or written vote of all members with voting privileges. Elections each year shall include the President-elect, a Member-at-Large and Student Representative. Election of the Secretary shall occur in odd years and the Treasurer in even years. The President and the Past-President positions shall be an automatic sequence following the conclusion of the President-elect and President positions, respectively. The election of officers shall be completed prior to the completion of

¹ Student Representative is defined as any qualified nurse who is pursuing graduate education.

the term of office of the previous incumbent and shall be installed on the date that the previous incumbent's term of office is completed.

Section 4.10 Nomination of Officers. The Nominations and Awards committee shall select no more than three nominees for each position to be filled. Nominated persons must be full members of ISONG. No member of the committee may appear on the slate for the year that such person is a member of the Nominations and Awards committee. The committee will distribute with its ballot a biographical sketch or other pertinent information approved by the nominees.

Section 4.11 Ballot Preparation. The Nominations and Awards committee shall prepare a ballot listing the nominees for each position, together with a provision for write-in votes for each position. The names of the members of the Nominations and Awards Committee shall be included with the ballot. The Nominations and Awards Committee shall submit its ballot to the Board of Directors before members are invited to vote. Members will be mailed information about the process for voting. The ballot will be hosted online, with access to the ballot limited to members who have voting privileges. Security measures will be in place to ensure that no member can vote more than once.

Section 4.12 Ballots: Count of Votes. The tally of ballots will be the responsibility of the Nominations and Awards committee. The President, or other members of the Board of Directors, shall announce the results to the members not more than two weeks after the close of the ballot via the ISONG web site and member electronic communications tool. The list of officers and committee chairpersons will also be listed in the subsequent Annual Report.

ARTICLE V

MEETING OF MEMBERS

Section 5.1 Annual Meetings. The annual meeting of members shall be held at a time and location selected by the Board of Directors. The date and location of this meeting shall be determined at least 12 weeks prior to the meeting.

Section 5.2 Notice of Annual Meetings. Notice of the time and place of the annual meeting of members shall be sent via an electronic communications tool to each member at least eight weeks prior to such meeting.

Section 5.3 Quorum. At any meeting, a vote in the affirmative by a clear majority of those voting shall constitute acceptance of any motion for purposes of transaction of business by the Board.

Section 5.4 Special Meetings. Special meetings of the members may be held at any time or place with the approval of the Board of Directors. Notice of special meetings shall state the time, place and purpose of the meeting and shall be sent electronically via electronic communication to each member at least 15 days prior to the meeting date. Business transacted at any special meeting shall be limited to the purpose stated in the notice thereof.

Section 5.5 Voting. At any meeting of the members, each member present with voting privileges shall be entitled to one vote. Except as otherwise provided for in the Bylaws or the

Articles of Incorporation, each full member shall be entitled to one vote on all matters contained in any ballot.

ARTICLE VI

EXECUTIVE BOARD

Section 1. Executive Board. The Executive Board of ISONG shall be comprised of the President, President-elect, Treasurer and Secretary.

Section 2. Powers and Duties. The Executive Board shall be empowered to make decisions and act on behalf of the welfare of ISONG when action is needed in a critical or timely fashion which does not allow for the call and scheduling of a special meeting. In this case, the Board of Directors shall be notified in writing of the issue, its critical nature and action taken, in not more than five (5) business days. This issue and action shall be incorporated into the Minutes of the Society.

ARTICLE VII

COMMITTEES

Section 7.1 Standing Committees. There shall be the following standing committees, consistent with the Vision, Mission and goals of the Society including, but not limited to: Bylaws, Communications, Education, Ethical Issues and Public Policy, Membership, Nominations and Awards, Professional Practice, Congress, and Research.

Section 7.2 Chairpersons. Each standing committee shall have a chairperson or two co-chairpersons who shall be appointed by the President for a two-year term, except for the Bylaws Committee and the Nominations and Awards Committee whose chairperson shall be the immediate past President, and whose term of office shall be one year. The President may reappoint standing committee chairpersons for one additional two-year term, but no person may serve as chairperson for more than a total of four consecutive years. The Congress Committee chair normally will be appointed no later than 12 months preceding the annual meeting for which she/he has responsibility, and will serve until all business from said meeting is completed, usually no more than 6 months following the conclusion of the meeting.

Section 7.3 Membership. Membership on standing committees is open to all members including full, affiliate, retired, members with a disability, student and corporate members with the exception of the Nominations and Awards Committee. Only full members may be chairpersons of standing committees. Affiliate Members are not eligible for membership on the Nominations and Awards Committee. Members may join any committee by contacting the current chairperson or the Executive Board.

Section 7.4 Rules. Each committee shall keep records of its proceedings and report the same to the Board of Directors. Each committee chairperson shall submit an Annual Report, to be shared with the membership at a time specified by the President. Each committee may determine its own rules, except to the extent such rules are fixed by these Bylaws or the Board of Directors. Committee chairpersons will provide reports summarizing ongoing

committee activities to the Board of Directors as requested and participate in Board meetings as requested.

Section 7.5 Standing Committee Responsibilities. The responsibilities and directions of the Committees shall include, but not be limited to, those designated below.

a. Nominations and Awards Committee. This committee shall be comprised of the (immediate) Past President who will serve as chairperson, and a minimum of three others who have had full membership for the previous three (3) years. The committee chairperson may remain as a committee member for an additional year to provide continuity. The term of office for other members shall be one year. This committee shall select nominees, distribute ballots and manage voting as described in Article IV. Sections 10, 11, and 12. It shall solicit and review nominations for ISONG Founders Awards from the membership of the Society prior to each annual meeting. The committee will select the award recipients by consensus. Recipients will receive the awards at the annual meeting.

b. Bylaws Committee. This committee shall consider and recommend any changes or amendments in either the Articles of Incorporation or the Bylaws, which may be considered necessary or advisable. The Chairperson of the Bylaws Committee shall be the immediate past President. The committee shall oversee the creation and modification of policies.

c. Communications Committee. This committee shall be in charge of developing and disseminating information, which shall promote the Vision, Mission and goals of ISONG, fostering genetic health care in the nursing and genetics communities as well as the general public. The activities of the Communications Committee include, but are not limited to:

1. Production of the Annual Report. The Committee co-chairs and designees shall be responsible for compiling and publishing the Annual Report for members of the Society from reports submitted by the Board of Directors and Committee co-chairs. It shall be distributed to all members, and other interested parties, as deemed appropriate by the Board of Directors.

2. Web Page Management. The Communications Committee shall coordinate ISONG web site maintenance with a designated web site editor.

d. Congress Committee. This committee shall provide the Society with an annual education program consistent with the Vision, Mission and goals of the Society. It will be the responsibility of this committee, in conjunction with the Executive Director, to initiate and participate in obtaining financing for the program and to obtain continuing education credits for the program to ensure quality. The chairperson of the Congress Committee will serve a two-year term commencing two years prior to the annual program.

e. Development Committee. This committee shall facilitate outreach to community organizations, educational institutions, associations and businesses to advocate for ISONG's mission. This includes building relationships with schools of nursing, collaborating with agencies to foster new initiatives, and promoting sponsorship of professional and public education related to genetics and genomics.

f. Education Committee. This committee shall facilitate the education goals of the Society by promoting and supporting genetic/genomic education of all professional nurses. The

committee shall assemble and maintain educational resources to support the integration of genetics and genomics into nursing practice and nursing education. Such resources shall be available for Society members as well as other individuals and groups. The committee shall promote opportunities for discourse among nurses regarding evidence-based genomic health care and encourage sharing of best practices in education. The Education committee shall coordinate with the Information and Public Relations, Research, Program and other such committees as designated by the Board of Directors.

g. Ethical Issues and Public Policy Committee. This committee shall evaluate scientific and political changes, which require a response by the Society. They shall recommend and establish criteria, with approval by the Board of Directors, for such evaluation, which reflects the Vision, Mission and goals of the Society. The Ethical Issues and Public Policy committee may not provide verbal or written opinions on political or scientific issues without the approval of the Board of Directors.

h. Membership Committee. The membership committee will directly serve the larger mission of ISONG to increase international visibility, and increase global membership. This committee shall identify ways in which ISONG is responsive to membership issues and needs. This includes proposing and developing plans for recruitment of new members, and retention and engagement of existing members. The committee will identify, recommend, and implement activities to increase membership from the international community of nurses in genetics. Members of this committee will work with the executive board and other committees to raise the multinational profile.

i. Professional Practice Committee. This committee, in conjunction with directions approved by the President and Board of Directors, shall be instrumental in supporting efforts, developing and evaluating scope and standards of practice, credentialing, and ongoing genetics nursing practice issues.

j. Research Committee. This committee shall foster research activities in nursing, genetics, and related areas to enhance professional and personal development of members, consistent with the Vision, Mission and goals of the Society, including but not limited to grants, publications, and journals.

Section 7.6 Special/Ad Hoc Committees. Special committees may be appointed by the President and/or the Board of Directors for such special tasks as circumstances warrant. Such special committees shall limit their activities to the accomplishment of the task for which they were created and appointed, and shall have no power to act except as specifically conferred by action of the Board of Directors. Upon completion of the task for which appointed, such committees shall stand discharged.

a. Advisory Committee. An Advisory Committee may be created to: (1) advise the Board of Directors on issues which are presented to the Advisory Committee for consideration by the Board of Directors and (2) to bring to the attention of the Board of Directors issues which are identified by the Advisory Committee that are relevant to the Vision, Mission and goals of the Society. The chairperson shall be appointed by the President. The composition of the Advisory Committee shall include representation of all categories of membership, the total number of which shall be determined by the Board of Directors. Consumers and/or professionals with relevant expertise may be invited, as needed, as determined by the Board of Directors. This body shall be established when deemed appropriate by the President, as

reflected by growth of membership, acceptance of the Vision approved within this amendment, and implementation of the goals espoused within the Strategic Plan.

Section 7.7 Suspension, Discontinuance or Consolidation. The Board of Directors may suspend or discontinue any standing or special committee whose functions may not be considered necessary to carry out the goals of the Society or may consolidate the functions of one or more committees to better accomplish such goals.

Section 7.8. Archivist. The archivist assesses, collects, organizes, preserves, maintains control over, and provides access to information determined to have long-term value. The information maintained by an archivist can be any form of media (photographs, video or sound recordings, letters, documents, electronic records, etc.). The Archivist keeps records that have enduring value as reliable memories of the past, and they help people find and understand the information they need in those records.

Section 7.8.a. Naming of the Archivist. The archivist is appointed by President of the Society based on explicit qualifications for a term of 3 years, and after the approval of the Executive Board. The archivist may be reappointed for an unlimited number of terms.

ARTICLE VIII EXECUTIVE DIRECTOR

The role of the Executive Director is to provide administrative support and foster growth for ISONG in a direction consistent with its vision and mission and as directed by the President. The Executive Director shall be an ex-officio member present at meetings of ISONG. The responsibility for engaging the services of the Executive Director or an association management firm lies with the Board of Directors. The President, with input from others as appropriate, is responsible for conducting the annual evaluation of the Executive Director. The responsibilities of the Executive Director shall be designated in the Policies and Procedures Manual, including responsibility for obtaining audits of ISONG's financial records.

ARTICLE IX AMENDMENTS

Section 9.1 The Articles of Incorporation [the Bylaws] may be amended by an affirmative vote of two-thirds (2/3) of those casting a ballot, provided at least ten percent (10%) of the membership eligible to vote submit a completed ballot. Voting may be conducted through electronic ballots, mailed ballots, or balloting in person at the Annual ISONG Business Meeting.

Section 9.2 Parliamentary Authority. When not in conflict with these Bylaws or the Articles of Incorporation, "Robert's Rules of Order Newly Revised" shall be the parliamentary authority.

Approved by ballot January 2016