



## **BYLAWS OF THE INTERNATIONAL SOCIETY FOR THE STUDY OF WOMEN'S SEXUAL HEALTH**

**AS AMENDED AND ACCEPTED BY THE ISSWSH MEMBERSHIP ON FEB. 9, 2018**

### **ARTICLE I – NAME**

The name of this organization shall be the International Society for the Study of Women's Sexual Health, hereinafter referred to as ISSWSH.

### **ARTICLE II - PURPOSE OF THE ORGANIZATION**

ISSWSH is an international, multidisciplinary, academic, clinical and scientific organization whose purposes are: (1) to provide opportunities for communication among scholars, researchers and practitioners about women's sexual health, (2) to support the highest standards of ethics and professionalism in research, education and clinical practice of women's sexual health, and (3) to provide the public with accurate information about female women's sexual health.

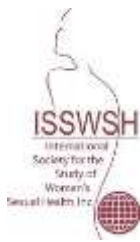
### **ARTICLE III – MEMBERSHIP**

Section 1: Membership is open to any individual who qualifies for one of the following membership categories: active, resident/student, early career professional/fellow, honorary or affiliated. Membership in ISSWSH is non-discriminatory, multidisciplinary, gender-neutral and multinational. Membership status does not constitute an endorsement of a person, product, organization, or professional activities.

Section 2: Active membership is open to qualified professionals who work in women's sexual health and related fields, such as but not restricted to physicians, therapists, researchers, and allied health professionals.

Section 3. Resident/Student membership is open to persons who are currently enrolled in undergraduate, graduate or residency training at a school of medicine, psychology, nursing, mental health, social work, sociology, human sexuality, physical therapy, or other field related to the practice and/ or research of women's sexual health. Application for and annual renewal of student membership must be accompanied by proof of current matriculation.

Section 4. Early Career Professional/Fellow membership is open to fellows or persons who graduated from undergraduate, graduate or residency training at a school of medicine, psychology, nursing, mental health, social work, sociology, human sexuality, physical therapy, or other field related to the practice and/ or research of women's sexual health within the past 2 years. Application for and annual renewal of Early Career Professional membership must be accompanied by the most recent diploma.



Section 5: Honorary membership is open to individuals who, in the opinion of the Board of Directors, have demonstrated a serious scientific interest in women's sexual health or who have made an important contribution in the field of women's sexual health but who do not qualify for Active membership.

Section 6: Affiliated membership is open to individuals working in businesses, industries and other commercial entities affiliated with women's sexual health and psychology.

Section 7: Applications shall be available on line at the ISSWSH website or from the Secretary of the ISSWSH; and each person must attest to his or her ethical, moral and professional standards when signing the application.

Section 8: Only active, early career professional/fellow or honorary members shall have the right to vote, serve on the Board of Directors or serve as committee chairs.

Section 9: The Membership Committee shall review each application for membership and make a recommendation to the Board of Directors. A two-thirds majority of the voting members of the Board of Directors is necessary for an applicant to be admitted to membership in ISSWSH. Applicants to whom membership is denied will be notified of the disapproval by the Secretary of the Society.

Section 10: The Society may become affiliated to other societies with common interest and purposes by vote of the Board of Directors.

#### **ARTICLE IV – BOARD OF DIRECTORS (BOD)**

Section 1: The ISSWSH Board of Directors shall be made up of Members of the Executive Committee, Standing Committee Chairs, and Directors at Large. The BOD shall consist of a total of 17 elected voting members including 5 members of the Executive Committee (also called Officers), 8 Standing Committee Chairs, Co-Chair of the Scientific Program Committee and 3 elected Directors at Large. In addition, the BOD shall include all past presidents and Ad Hoc Committee Chairs as ex-officio non-voting members.

##### **Section 2: Election to serve on BOD**

A slate of candidates for BOD positions becoming vacant will be presented to the Membership each year at the annual business meeting and voting will take place by Members in person. In some circumstances the Board of Directors may determine that a vote for an elected position should take place via electronic voting at a time other than the annual meeting.

##### **Section 3: Executive Committee**

The Executive Committee of the ISSWSH shall include 5 officers, the President, President-Elect, Secretary, Treasurer and Immediate Past President. The five officers are voting members of the BOD.



#### Section 4: Standing Committees.

The elected Chairs of the following 8 standing committees are voting members of the BOD. In addition, the Co-Chair of the Scientific Committee will also be a voting member of the BOD.

1. Advocacy
2. Education
3. Fellowship
4. Global Development
5. Membership
6. On Line Services
7. Scientific Program
8. Social Media

#### Section 5: Directors at Large

Three elected Directors at Large will serve as voting members of the BOD.

#### Section 6: Responsibilities

The Board of Directors shall be responsible for:

1. Determining the mission and vision of ISSWSH
2. The administration and management of ISSWSH
3. Day to day conduct of the Society's business
4. Determining the dues for each Membership Category annually
5. Voting on changes to the By-Laws before they are submitted to the membership for vote
6. Determining whether an individual policy or public position statement requires a vote by the membership
7. Reviewing the report of the Nominating Committee and approving it prior to submission to the membership.

#### Section 7: Terms of Office

1. Executive Committee Officers: Two year terms
2. Standing Committee Chairs: One or two year terms as detailed in Article VII
3. Directors at Large: Two year terms

#### Section 8: Vacancies

If a Director at Large resigns, is removed from office or dies in office, the Board of Directors may select a replacement to serve until a replacement is otherwise elected.

#### Section 9: Board of Director Meetings

- (a) The Board must hold at least two meetings each year.
- (b) A quorum at a meeting of the Board is nine Directors.



- (c) A meeting of the Board may be held either in person or by suitable electronic means agreed by the Directors in which all participants may communicate with all the other participants.
- (d) Every issue may be determined by a simple majority of the votes cast at a meeting, but a written resolution signed by all the Directors is as valid as a resolution passed at a meeting. For this purpose the resolution may be contained in more than one document and will be treated as passed on the date of the last signature.
- (e) Except for the chairman of the meeting, who has a second or casting vote, every Director has one vote on each issue.
- (f) A procedural defect of which the Directors are unaware at the time does not invalidate decisions made at a meeting.

#### Section 10: Termination

A Director's term of office automatically terminates if he or she:

- (a) is disqualified in law from acting as a director;
- (b) is incapable, whether mentally or physically, of managing his or her own affairs;
- (c) is absent without notice from 3 consecutive meetings of the Board of Directors and is asked by a majority of the other Board to resign;
- (d) ceases to be a full member of the Society (but such a person may be reinstated by resolution passed by all the other Directors on resuming membership of the Society);
- (e) resigns by written notice to the Board (but only if at least two Directors will remain in office);
- (f) is removed by the full members present and voting at a general meeting after the meeting has invited the views of the Director concerned and considered the matter in the light of any such views.

#### **ARTICLE V: Executive Committee**

##### Section 1: President

The President shall be the Chief Executive Officer of the ISSWSH.

1. The President shall:
  - a. Set the direction of ISSWSH
  - b. Serve as the spokesperson for ISSWSH
  - c. Oversee the Board of Directors
  - d. Set the agenda and Chair all BOD meetings, Executive Committee meetings, and the general business meetings following Roberts Rules of Order
  - e. Appoint the Chairs of Ad Hoc Committees
  - f. Oversee the Committees' activities
  - g. Be an Ex-officio Member of all Committees
  - h. Remain as an Ex-Officio, non-voting member of the BOD after the completion of his/her term



2. Term: The President shall serve a term of two years immediately following his/her term as President-Elect and shall serve a two year term as Immediate Past President following the term as President. This two year term of office shall commence at the close of the annual business meeting and shall terminate at the close of the annual business meeting two years later.

#### Section 2: President-Elect

1. The President-Elect shall:
  - a. Assist the President in developing the agenda and chair the Board of Directors and general business meetings in the President's absence.
  - b. Be a member of the Scientific Program committee .
2. Term: The President-Elect shall serve a term of two years. This term of office shall commence at the close of the annual business meeting and shall terminate at the close of the annual business meeting two years later. After the completion of the term the President-Elect shall be elevated to the office of President without standing for election.

#### Section 3: Immediate Past President

1. The Immediate Past President shall be an Officer and Chairperson of the Nominating Committee.
2. Term: The Immediate Past President shall serve a term of two years. This will commence at the close of the annual business meeting following his/her 2 year term as President and terminate at the close of the annual business meeting two years later.
3. All Past Presidents will continue to serve as Ex Officio non-voting Members of the BOD.

#### Section 4: Secretary

The Secretary shall be the Chief Operating Officer of ISSWSH.

1. The Secretary shall be responsible for:
  - a. Maintaining minutes of all meetings of the Board of Directors and the annual business meeting of the ISSWSH
  - b. Collecting and reviewing from the Chairpersons of each committee the minutes of all committee meetings
  - c. In conjunction with a professional administrator, the Secretary shall be responsible for distribution of materials to the Board of Directors
  - d. Working with the On Line Services Chairperson and the professional administrator to maintain membership records and when needed distribute appropriate materials to the general membership
2. Term: The term of the Secretary shall commence at the close of the annual business meeting in which the Secretary is elected and shall terminate at the close of the annual business meeting two years later. The term of the Secretary shall be staggered with the two year term of the Treasurer so that the Secretary and the Treasurer begin their terms of office in different years.
3. The Secretary may be a member ex officio of all Standing and Ad Hoc committees.



#### Section 5: Treasurer

The Treasurer shall be the Chief Financial Officer of ISSWSH

1. The Treasurer shall be responsible for all financial matters, including the filing of tax reports of ISSWSH. The Treasurer shall be assisted in these duties by the professional administrator.
2. Term: The term of the Treasurer shall commence at the close of the annual business meeting and shall terminate at the close of the annual business meeting two years later. The term of the Treasurer shall be staggered with the two year term of the Secretary so that the Secretary and the Treasurer begin their terms of office in different years.

#### Section 6: Vacancies

If an Officer resigns, is removed from office or dies in office, the Board of Directors, by a two-thirds majority, may select a replacement to serve the term of office that remains.

#### Section 7: Executive Committee Meetings

- (a) The Executive Committee must hold at least four meetings each year.
- (b) A quorum at a meeting of the Executive Committee is three Officers.
- (c) A meeting of the Executive Committee may be held either in person or by suitable electronic means agreed by the Officers in which all participants may communicate with all the other participants.
- (d) Every issue may be determined by a simple majority of the votes cast at a meeting, but a written resolution signed by all the Officers is as valid as a resolution passed at a meeting. For this purpose the resolution may be contained in more than one document and will be treated as passed on the date of the last signature.
- (e) Except for the chairman of the meeting, who has a second or casting vote, every Officer has one vote on each issue.
- (f) A procedural defect of which the Officers are unaware at the time does not invalidate decisions taken at a meeting.

### **ARTICLE VI: Standing Committees**

#### Section 1: Number of Standing Committees

There will be 8 standing Committees as listed below.

#### Section 2: Chairperson

Each of the Standing Committees will have a Chairperson who will be a voting member of the BOD. In addition, the Co-Chair of the Scientific Committee will also be a voting member of the BOD.

#### Section 3: Advocacy Committee (#1)

1. The Advocacy Committee shall consist of the Advocacy Chair and up to of 5 members who will be appointed by the President of the Society after the approval of the Executive Committee.



2. The Advocacy Committee is responsible for a continuing program to advocate for issues in support of the mission of ISSWSH, through planned activities and services. The Committee will report to ISSWSH Board of Directors.
3. Responsibilities of the Chair:
  - a. Oversight of the Committee
  - b. Preparation of position statements for review and approval of Board of Directors
  - c. Annual written report to the BOD and the Membership at the Annual Meeting
4. Term: The Advocacy Committee Chair shall serve a term of two years which shall commence at the close of the annual business meeting during which the Chair is elected and terminate at the close of the annual business meeting two years later.

#### Section 4: Education Committee (#2)

1. The Education Committee shall consist of the Chair and up to 4 other members, also appointed by the President. The Committee shall be balanced in composition as to gender, specialty, and geographic distribution.
2. The Education Committee shall be responsible for the development of an educational plan and for the scheduling and presentation of specific courses and lectures approved by the Board of Directors. The educational programs shall be inclusive of issues relevant to physicians, psychologists, sexual health providers/therapists, nurse practitioners, and others.
3. Responsibilities of the Chair:
  - a. Course Director for ISSWSH Fall, Spring Courses and Annual Meeting programs
  - b. Oversight of course faculty and rotation, content, and logistics
  - c. Oversight of CME accreditation for Fall, Spring Courses and Annual Meeting programs and CME compliance for ISSWSH Fall, Spring Courses and Annual Meeting presentations.
4. Term: The Education Committee Chair shall serve a term of two years which shall commence at the close of the annual business meeting during which the Chair is elected and terminate at the close of the annual business meeting two years later.

#### Section 5: Fellowship Committee (#3)

1. The Fellowship Committee shall consist of the Fellowship Chair and up to 5 members appointed by the President.
2. The Fellowship Committee is responsible for reviewing all Fellowship applications. The Committee will accept Fellowship applications throughout the year and will vote on applications as they become complete.
3. Responsibilities of the Chair:
  - a. Oversight of the Committee
  - b. Development of the criteria for acceptance as an ISSWSH Fellow
  - c. Review of Fellowship applications
  - d. Annual written report to the BOD and the Membership at the Annual Meeting



4. Term: The Fellowship Committee Chair shall serve a term of two years which shall commence at the close of the annual business meeting during which the Chair is elected and terminate at the close of the annual business meeting two years later.

#### Section 6: Global Development Committee (#4)

1. The Global Development Committee shall consist of the Global Development Chair and up to 5 members appointed by the President.
2. The Global Development Committee is responsible for ISSWSH education programs that are not the responsibility of the Education Committee Chairman (NP, PA, PT, and Patient Oriented courses), Initiatives, and Grant Development.
3. Responsibilities of the Chair:
  - a. Oversight of the Committee
  - b. Course Director for all NP, PA, PT, and Patient Oriented courses
  - c. Oversight of CME accreditation for all above programs and responsible CME compliance
  - d. Director of acquisition of grants for educational programs, including unrestricted industry sponsored grants
4. Term: The Global Development Committee Chair shall serve a term of two years which shall commence at the close of the annual business meeting during which the Chair is elected and terminate at the close of the annual business meeting two years later.

#### Section 7: Membership Committee (#5)

1. The Membership Committee shall consist of the Membership Chair and up to of 5 members who will be appointed by the President of the Society after the approval of the Executive Committee.
2. The Membership Committee is responsible for reviewing all Membership applications. The Committee will accept Membership applications throughout the year and will vote on applications as they become complete. The Committee will also establish and implement goals of membership recruitment and retention plan.
3. Responsibilities of the Chair:
  - a. Oversight of the Committee
  - b. Review of Membership applications
  - c. Yearly Membership Survey
  - d. Recruitment and retention plan
  - e. Annual written report to the BOD and the Membership at the Annual Meeting
4. Term: The Membership Committee Chair shall serve a term of two years which shall commence at the close of the annual business meeting during which the Chair is elected and terminate at the close of the annual business meeting two years later.





#### Section 8: On Line Services Committee (Committee #6)

1. The On Line Services Committee shall consist of the elected Chairperson and one or two other ISSWSH members fully qualified to take over the on line services in the event the On Line Services Chairperson is unable to carry out his/her duties. The On Line Services Chairperson shall have the power to appoint one or two On Line Services Committee members with whom to work. The composition of this committee does not need to reflect balance in geography, gender or scientific expertise.
2. The On Line Services Committee is responsible for:
  - a. Maintaining a list of electronic mail addresses of the members of ISSWSH.
  - b. Maintaining the ISSWSH website in conjunction with the professional administrator employed by ISSWSH. The electronic list and website will be used for communications from the Board of Directors to the general membership, for dissemination of regular publications of ISSWSH and for online discussion of difficult or unusual cases and other matters of importance to ISSWSH.
  - c. Development and maintenance of online educational materials.
  - d. Reviewing letters and case submissions by ISSWSH members.
  - e. Distributing ISSWSH Member submissions on the list-serve or website after these communications are modified, if necessary, for proper English language usage, deletion of derogatory terms and deletion of commercial content when appropriate.
  - f. Maintaining the electronic-mail list of members of the Board of Directors.
  - g. Managing Membership communications and the web site as technology advances.
3. Responsibilities of the Chairperson:
  - a. Oversight of the Committee
  - b. Training other committee members to assume the Chairperson's responsibilities in the Chairperson's absence
4. Term: The On Line Services Chairperson shall serve a term of two years which shall commence at the close of the annual business meeting in which the Chairperson is elected and terminate at the close of the annual business meeting two years later.

#### Section 9: Scientific Program Committee (#7)

1. The Scientific Program Committee shall consist of the Scientific Program Chairperson, the immediate past Scientific Program Chairperson, the elected Scientific Program Co- Chair, the President Elect, and up to 8 members appointed by the President and approved by the Secretary and the Scientific Program Committee Chairperson. The Committee shall be balanced in composition as to gender, and specialty and, if possible, geographic distribution.
2. The Scientific Program Committee is responsible for planning and oversight of the annual meeting. The Committee is responsible for ensuring the highest possible scientific quality by considering the format of the meeting and the facilities and by majority approval of all the abstracts and invited speakers.



3. Responsibilities of the Chairperson:
  - a. Oversight of the Committee
  - b. Work in conjunction with the Scientific Program Co- Chair, the President and the Secretary to develop the scientific program for the next meeting of ISSWSH
  - c. Report to the President on request
4. Term: The Scientific Program Chairperson shall serve a term of one year which shall commence at the close of the annual ISSWSH meeting and shall terminate at the close of the ISSWSH meeting the following year. The Scientific Program Chairperson shall serve on the scientific program committee for the year following his/her term of office.
5. Responsibilities of the Co-Chair: The Scientific Program Co-Chair shall assist the Scientific Program Chairperson and work in conjunction with the President and the Secretary.
6. Term: The Scientific Program Co-Chair shall be elected for a term of one year that shall commence at the close of the annual ISSWSH meeting and terminate at the close of the annual ISSWSH meeting the following year.
7. Both the Scientific Chair and Co-Chair are voting members of the BOD.

#### Section 10: Social Media Committee (#8)

1. The Social Media Committee shall consist of the Social Media Chair and up to 5 members appointed by the President.
2. The Social Media Committee is responsible for providing and approving content for designated ISSWSH social media platforms.
3. Responsibilities of the Chair:
  - a. Identify social media platforms for ISSWSH presence
  - b. Provide and approve content in conjunction with the Committee
4. Term: Social Media Chair shall serve a term of two years which shall commence at the close of the annual business meeting during which the Chair is elected and terminate at the close of the annual business meeting two years later.

#### **ARTICLE VII: Ad Hoc and Other Committees**

Ad hoc committees may be created at the discretion of the President for specific purposes for specific periods of time. Ad Hoc Committee Chairs are appointed by the President.

#### Section 1: Nominating Committee

1. The Nominating Committee shall be composed of the Immediate Past President as Chair, the President-Elect and 2 members of the Board of Directors appointed by the President.
2. The Nominating Committee is responsible for determining a slate of candidates for each open position on the BOD to present at the annual business meeting. All open positions need to be filled by members of ISSWSH in good standing.
  - a. The Committee will nominate:
    - i. 1 nominee for each open position: President-Elect, Secretary, Treasurer



- ii. 1 nominee for each open position as Director-at- Large
    - iii. 1 nominee for each open position as Chair on the 8 Standing Committees
    - iv. 1 nominee for open position as Co-Chair of the Scientific Program Committee
  - b. The Nominating Committee will present the slate of nominees for all open elected positions to the Board of Directors for approval prior to submitting the proposed slate to the membership for approval. The Nominating Committee will make every attempt to submit the Board approved slate to the membership electronically in advance of the Annual Business Meeting.
- 3. Responsibilities of the Chair:
  - a. Oversight of the Committee
  - b. Development with the committee of the slate of potential candidates for positions on the BOD for the following year in advance of the vote by the ISSWSH Members
- 4. Term: The Nominating Committee Chair shall serve a term of two years. This term is the same term as the 2 year term of the Past President. Following this 2 year term, the Past President will remain an Ex Officio non-voting member of the BOD.

#### **ARTICLE VIII - SCIENTIFIC MEETINGS**

The International Society for the Study of Women’s Sexual Health shall conduct at least one annual meeting.

##### Section 1: Purpose

The purpose of the meeting shall be to provide opportunities for communication among scholars, researchers and practitioners about female sexual function and women's sexual experience and to support the highest standards of ethics and professionalism in research, education and clinical practice of female sexuality.

##### Section 2: Location

Locations of future meetings shall be decided by the Board of Directors following consultation with the professional administrator.

##### Section 3: Conflict of Interest

A Conflict of Interest Statement shall be received by the ISSWSH from every speaker and presenter and retained by the professional administrator.

#### **ARTICLE IX – ANNUAL GENERAL MEETING OF MEMBERS**

##### Section 1: Location

Meetings of members will be held at a location as may be designated from time to time by resolution of the Board of Directors, as hereinafter provided.



## Section 2: Annual General Meeting

The members will meet every year on the occasion of the Scientific Meeting of the Society for the purpose of transacting proper business as may come before the meeting, including the election of Directors. If the election of Directors does not occur at any meeting of the members, the Board will cause the election of Directors to be held at a special meeting of members called and held as soon as it is reasonably possible after the adjournment of the regular meeting of the members.

**Section 3: Special Meetings.** Special meetings of members will be called by the President or the Board of Directors and held at the times and places that may be ordered by resolution of the Board of Directors. 20 percent or more of the members or 30 members of the Society, whichever is the greater number, may call special meetings for any lawful purpose.

## Section 4: Notice

- (a) Written notice of every meeting of members must be either personally delivered or mailed by first class mail, postage prepaid, or by electronic transmission, 30 days before the date of the meeting to each member who is entitled to vote at the meeting as of the record date for notice of the meeting.
- (b) If notice is given by mail or other means of written communication, the notice must be addressed to the member at the address appearing on the books of the Society or at the address given by the member to the Society for the purpose of notice. In the case of a specially-called meeting of members, notice that a special meeting will be held not less than 35 days nor more than 90 days after receipt of the written request from that person or persons by the Secretary of the Society will be sent to the members forthwith and in any event within 21 days after the request was received.
- (c) No meeting of members may be adjourned more than 90 days. If a meeting is adjourned to another time or place, and thereafter a new record date is fixed for notice or voting, a notice of the adjourned meeting will be given to each member of record who, on the record date for notice of the meeting, is entitled to vote at the meeting.
- (d) The notice will state the place, date, and time of the meeting; the place, date and time of the meeting may not be varied without a new notice being issued according to the provisions of Section 6 of these bylaws. In the case of regular meetings, the notice will state those matters that the Board of Directors, at the time the notice is given, intends to present for action by the members. The notice of any meeting at which Directors are to be elected must include the names of all those who are nominees at the time the notice is given to the members.
- (e) The record date for the purpose of determining the members entitled to notice of any meeting of members is 15 days before the date of the meeting of members. The record date for the purpose of determining the members entitled to vote at any meeting of members is 30 days before the date of the meeting of members. The record date for the purpose of determining the members entitled to exercise any rights in respect to any other lawful action is 30 days before that other action.



## Section 5: Quorum

- (a) A quorum at any meeting of members consists of 30 Full Members, or 20% of the membership if that is a lesser number, represented in person. "Voting power" means the power to vote for the election of directors at the time any determination of voting power is made and does not include the right to vote on the happening of some condition or event which has not yet occurred.
- (b) The members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment notwithstanding the withdrawal of enough members to leave less than a quorum, if any action taken, other than adjournment, is approved by at least a majority of members required to constitute a quorum.
- (c) In the absence of a quorum, any meeting of members may be adjourned from time to time by the vote of a majority of the votes represented in person. However, no other business may be transacted.

## Section 6: Conduct of Meetings

- (a) The President of the Society or, in his or her absence, the President-Elect, or, in his or her absence, the Immediate Past-President, or, in his or her absence, any other person chosen by a majority of the voting members present in person will be Chairman of and preside over the meetings of the members.
- (b) The Secretary of the Society will act as the secretary of all meetings of members. However, in the Secretary's absence, the Chairman of the meetings of members will appoint another person to act as secretary of the meetings.
- (c) The Robert's Rules of Order, as amended from time to time, govern the meetings of members insofar as those rules are not inconsistent with or in conflict with these bylaws, or the rules governing agenda, motions, and related matters.
- (d) Before any meeting of the members or any action by written ballot, the Board may appoint any persons other than candidates for office as inspectors of election to act at the meeting. If inspectors of election are not so appointed for any meeting, or if any person so appointed fails to appear or refuses to act, the Chairman of the meeting may, and on request of any member must, appoint inspectors of election at the meeting. If inspectors of election are not so appointed for any action by written ballot, or if any person so appointed refuses to act, the President of the Society must appoint inspectors of election for that written ballot on request of any member. The number of inspectors will be either one, three, five or seven, as directed by the Chairman. The inspectors of election must perform the following duties:
  - (1) Determine the number of outstanding voting memberships, the voting power of each, and, when applicable, the number represented at the meeting, and the existence of a quorum
  - (2) Receive votes, or consents
  - (3) Hear and determine all challenges and questions in any way arising in connection with the right to vote
  - (4) Count and tabulate all votes and consents
  - (5) Determine when the polls shall close
  - (6) Determine the result
  - (7) Do any other acts that may be proper to conduct the election or vote with fairness to all members



The Inspectors must perform their duties impartially, in good faith, to the best of their ability and as expeditiously as is practical. If there are three or more inspectors of election, the decision, act, or certificate of a majority is effective in all respects as the decision, act or certificate of all. On request of the Chairman or any member or member's proxy, the inspectors of election must make a written report concerning the performance of their duties and execute a certificate of any fact found by them. Any report or certificate made by the inspectors is prima facie evidence of the facts stated.

#### **ARTICLE X – DUES**

The fiscal year of ISSWSH shall be from January 1 to December 31. Dues shall be determined by a majority vote of the Board of Directors. If the ISSWSH creates its own journal or other publication, dues shall be levied to include a subscription to the publication. Once the Board has voted to enforce payment of dues, members in arrears shall forfeit all rights of membership including all publications, electronic and paper, and eligibility for any elected office or membership in any committee until the indebtedness is paid.

#### **ARTICLE XI – AMENDMENTS**

Proposals for amendments to these Bylaws must be submitted in writing to the Board of Directors and approved by a two-thirds majority of the Board of Directors. The proposed amendment then must be sent to the membership 30 days before the next Business Meeting. A two-thirds majority of those members present at the Business Meeting is required to pass an Amendment to these Bylaws. Amendments not approved by the Board of Directors may still be presented directly to the general membership as New Business at any Business Meeting of the ISSWSH but a vote on the proposed amendment may not be held until a Business Meeting which occurs no less than 180 days after the Business Meeting in which the amendment is proposed.

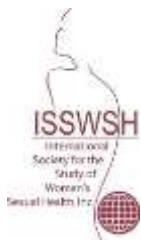
#### **ARTICLE XII - RULES OF ORDER**

All official business and scientific meetings of the ISSWSH shall be conducted in the English language, and governed by Roberts Rules of Order. The same rules shall be used for resolution of any issues not provided for in these Bylaws. Rules of Order shall not be suspended under any circumstances.

#### **ARTICLE XIII - DISCIPLINARY ACTION**

Members may be disciplined for any of the following reasons:

1. Plagiarism
2. Falsification of scientific data
3. Felony or other serious crimes
4. Actions detrimental to ISSWSH
5. Violation of the Bylaws
6. Unethical conduct



If disciplinary action is under consideration, an Ad Hoc Disciplinary Committee shall be named by the President. This Ad Hoc Disciplinary Committee will review the reasons for possible disciplinary action and report directly to the Board of Directors. Disciplinary action may be taken by the Board of Directors after the member to be disciplined is given an opportunity to appear before the Board of Directors, or the matter may be dismissed by the Board of Directors. Membership may be revoked by the Board for cause. The Executive Committee shall be empowered to use any of the following actions it deems necessary or appropriate: a) for minor infractions, sending a letter of caution to the disciplined member; b) for serious infractions, sending a letter of reprimand to the disciplined member; c) for gross infractions, temporary or permanent termination of membership. A record of deliberations of the Ad Hoc Disciplinary Committee shall be kept. A record of deliberations of the Board of Directors shall be kept. The disciplined member may appeal the decision of the Board of Directors directly to the membership of the ISSWSH at a Business Meeting. A majority vote of the active members present at the annual business meeting shall be required to overrule the action of the Board of Directors.