

ISN BYLAWS – November 2018¹

1. NAME, PURPOSE

1.1 The International Society of Nephrology (ISN) is a Pennsylvania nonprofit corporation exempt from federal taxation under Section 501(c)(3) of the Internal Revenue Code.

1.2 The ISN is a philanthropic organization dedicated to advancing worldwide kidney health. The ISN bridges the gaps of available care through advocacy and collaborations with its global partners. The ISN builds capacity in healthcare professionals via granting programs, education and research. By connecting communities, the ISN develops a stronger understanding of how to manage kidney diseases and engage in a collaborative effort to improve prevention, diagnosis and treatment.

2. MEMBERSHIP

2.1 Membership Classes. The Corporation shall have four (4) classes of members:

2.1.1 Full Members. An individual member shall be designated a "Full Member" of the International Society of Nephrology by meeting the eligibility requirements. There are three categories eligible for Full membership:

2.1.1.1 any doctor (holding a medical degree), or scientist or allied health professional (such as nurses, dieticians, pharmacists, renal technicians or others) holding a health-related doctoral degree, who has manifested a scientific or clinical interest in nephrology,

2.1.1.2 any group of doctors, scientists or allied health professionals as described in item 2.1.1.1 in countries that are judged financially disadvantaged. Eligible group size, and objective criteria for assessing financial disadvantage (e.g. World Bank data) will be published annually by the Executive Committee, or

¹ Amendments approved by ISN Council on 24 October 2018 and General Assembly on 2 November 2018

2.1.1.3 trainees who in support of their application provide sufficient evidence as determined by the Executive Committee that they are currently part of a designated training program to become a nephrologist.

Full Members shall pay annual dues as determined by the Executive Committee and receive benefits as determined by the Council. Full Members shall be eligible to vote **and** can hold office.

2.1.2 ***Emeritus Members.*** Emeritus Members shall have been members for a minimum of ten (10) years and must have made an appropriate request to the Executive Director of the Corporation for cause, such as disability, retirement, hardship, etc. Those individuals that are appointed Emeritus members shall not pay annual dues and will receive benefits as determined by the Council. The Emeritus Member shall be eligible to vote, but cannot hold office.

2.1.3 ***Associate Members.*** Eligible for associate membership shall be those individuals such as private citizens interested in kidney disease, or allied health professionals such as nurses, dieticians, pharmacists, renal technicians or others who do not qualify as Full or Emeritus Members. Associate Members shall pay annual dues as determined by the Executive Committee and receive benefits as determined by the Council. Associate Members cannot vote and cannot hold office.

2.1.4 ***Corporate Members.*** Corporate membership may be extended to any corporation, partnership, foundation, society, or other organization that has contributed to the ISN annually a sum determined by the Executive Director. Corporate membership includes benefits as determined by Council. Corporate membership shall be authorized by the Executive Committee. Corporate Members cannot vote and cannot hold office.

2.2 Membership Consent. In order to be granted membership each applicant for any of the classes of membership shall be required to provide their consent to relevant ISN

policies (e.g. conflict of interest, ethical, diversity) as determined by the Executive Committee.

2.3 Membership Dues. Each member shall renew annually. Dues are payable in advance and will be considered to be in arrears when dues have not been paid for one (1) full month after expiry date.

2.4 Resignation and Termination of Membership

2.4.1 Resignation. Any member may resign by filing a written resignation with the Executive Director. Resignation shall not relieve a member of unpaid dues, or other charges previously accrued. Such resignation shall take effect upon the later of receipt by the Executive Director or as specified in the written resignation.

2.4.2 Automatic Termination. Membership terminates automatically when dues have not been paid for one (1) full month after expiry date and after having been served (or sent) a reminder.

2.4.3 Termination by Council. The Council may terminate the membership of a member of any class by a two-thirds (2/3) majority decision. Prior to any such vote, the Council must notify the member of the grounds for the proposed termination and must provide the member with an opportunity to appear before the Council and to submit any writings or documentation in support of his or her position. A member whose membership is terminated under this provision is not entitled to any refund of dues paid, unless the Council otherwise determines.

3. MEETINGS OF MEMBERS

3.1 General Assembly. The General Assembly consists of Full and Emeritus Members, as described in Article 2.1.

3.2 Meetings of the General Assembly

3.2.1 Regular Meetings. The General Assembly shall hold a regular (annual) meeting, the specific date, time and place to be determined by the President. A General Assembly meeting can also take place online, provided each attendee is able to follow the discussion and express their vote when required. No non-voting members may attend the General Assembly unless invited to attend the meeting by the President.

3.2.2 Extraordinary Meetings of the General Assembly. Extraordinary Meetings of the General Assembly may be called by the President, the Executive Committee, a simple majority of the Council, or via a written request signed by ten percent (10%) of the voting members. The specific date, time and place will be determined by the President.

3.2.3 Quorum. Quorum for the conduct of member business shall consist of at least ten (10) members eligible to vote.

3.2.4 Notice of Meetings. Notice of the date, time and place of a Meeting of the General Assembly shall be given to each voting member, by email or by mail, at least thirty (30) days before the meeting. Notice of the date, time, and place of an Extraordinary Meeting will be provided to each voting member, by email or by mail, at least ten (10) days before the meeting.

3.2.5 Agenda and Minutes: The agenda for a Meeting of the General Assembly shall be distributed with the notice of meeting and shall be published on the Corporation's official website or in another official publication of the Corporation before the meeting. Suggestions for additions to the agenda have to be made to the President. Minutes of the Meeting of the General Assembly shall be approved by the Executive Committee and be published on the Corporations website, in a members-restricted area.

3.3 Voting. All decisions will be made by simple majority vote of those members present at the General Assembly eligible to vote. In case of a tie, the President has the deciding vote.

3.4 Ballot to Elect Regional Board Deputy Chairs. In accordance with Article 8.1.3.2, the Nominating Committee shall submit a list of at least 2 but optimally 3 candidates for each Regional Board Deputy Chair to the Executive Director, who shall cause the lists to be published or mailed to all voting members at least 30 days before the Congress together with a ballot form to be completed and submitted before or at the Congress. Acceptable voting responses may be received by mail, email, online, or facsimile. This ballot procedure shall be coordinated by the Executive Director and its staff. The result of the ballot shall be made public at the Congress.

4. COUNCIL

The Council, in conjunction with the Executive Committee, provides organizational oversight for the ISN. It provides input and oversight to the strategic planning process and oversees the Executive Committee in determining the optimum governance structure and policies for the ISN.

4.1 Powers and Duties. The Council shall have general supervision of the business, affairs and property of the Corporation, normally based on prior studies, discussions and recommendations made by the Executive Committee. The Council may delegate duties and authority as it deems necessary and may define responsibilities and procedures consistent with the articles of incorporation and these Bylaws. The Council's specific powers and duties include the following:

4.1.1 Approval of the method of counting the votes in elections for all positions in the Corporation. Such approval remains valid until changed by a subsequent Council decision.

4.1.2 Ensure the election process for the President-Elect complies with applicable law and these Bylaws.

4.1.3 Ensure the election process for the Regional Board Deputy Chairs complies with applicable law and these Bylaws.

4.1.4 Oversee the usual ascent of the President-Elect to President; subject to final approval by the General Assembly.

4.1.5 Ratification of the President and Executive Committee's proposed appointments to the Executive Committee, subject to final approval by the General Assembly.

4.1.6 Approval of the continuation between terms for the position of Secretary/Treasurer and standing committee chairs.

4.1.7 Involvement in strategic planning for the Corporation.

4.1.8 Involvement in the regular evaluation of all ISN activities.

4.1.9 Oversight of the Executive Committee and the Executive Director.

4.1.10 Any other functions not otherwise designated by the Bylaws and set out in separate ISN policies or procedures.

4.2 Seats. The Council of the Corporation shall be composed of all members designated as follows:

4.2.1 The Regional Board Chair and Deputy Chair of each of the ten ISN regions.

4.2.2 President, acting as Chair of Council and having the casting vote in case of a tie.

4.2.3 all other members of the Executive Committee as non-voting members.

4.3 Term of Office. As designated in Article 4.2, Councillors shall be appointed by right as duly assigned by their role of Regional Board Chair, Regional Board Deputy Chair, Officer of the Corporation or all other members of the Executive Committee. The

members of Council shall, upon appointment, immediately enter upon the performance of their duties and shall continue in office until their successors shall be duly appointed.

4.4 Vacancies. Interim vacancies for positions on Council are filled by way of the procedure for the relevant member as described at articles 6.4.1 and 7.4.

4.5 Meetings. There shall be a minimum of two meetings of Council per year, one of which will be a face-to-face meeting. Additional Extraordinary Meetings of the Council may be held on the recommendation of the majority of the Executive Committee members. Council meetings can be conducted via webinar (audio and materials are shared with all participants via the Internet; interaction and questions and answers are possible). Executive Committee members will be invited and expected to attend all Council Meetings. No other non-voting members may attend Council meetings unless invited to attend by the President.

4.6 Notice, Agendas and Minutes. Notice of the time and place of Council meetings shall be given at least thirty (30) days prior to the meeting. The agendas for the meetings of the Council shall be distributed fifteen (15) days before the meeting. Additional items may be added, by the President, to the agendas and acted upon at the time of the meeting. The agendas for Extraordinary Meetings of the Council should be distributed at least five (5) days prior to the meeting. Decisions can be reached during Extraordinary Meetings only on items listed on the agenda, except in the case of urgent or unpredictable business. Minutes of the Council Meetings shall be distributed within a reasonable period following the meeting.

4.7 Quorum and Voting. Quorum for the conduct of Council business shall consist of fifty percent (50%) of the total Council members eligible to vote. There shall be no proxy voting. Electronic voting via a secure system (e-mail or online survey) is permissible for members of Council who participate in the meeting by telephone conference or similar electronic conference. All decisions of the Council shall be made by simple majority vote of those Council members present (in person or by telephone or electronic conference)

unless otherwise specified in the Bylaws. The Chair of the meeting shall have the deciding vote in case of a tie.

4.8 Participation by Electronic Means. One or more persons may participate in a meeting of the Council through conference telephone or similar communications equipment by means of which all participants can follow the proceedings and communicate with each other.

4.9 Action by Consent. Any action that may be approved at a meeting of the Council may also be approved by a written consent by all members of the Council that sets forth the action and is signed by all members of the Council and filed with the Executive Director. Written consents may be signed by members of the Council in separate copies of the same document, which may be delivered to the Corporation by facsimile or electronic transmission.

4.10 Compensation. Council members shall not receive compensation for their services on the Council, but may be reimbursed for expenses reasonably incurred on behalf of the Corporation, as funds are available and approved by the Executive Committee as described in the appropriate policy.

5. OFFICERS

5.1 Officers. The Officers of the Corporation shall be the President, President-Elect, Secretary/Treasurer, Executive Director, and such other officers as the Council may, from time to time, authorize.

5.2 Duties of Officers.

5.2.1 **President.** The President shall have the following duties:

5.2.1.1 The President shall have the final responsibility for the administration of the Corporation, in constant coordination with the rest of the Executive Committee. The President will always act in the best

interests of the Society, and with the approval and support of the Executive Committee.

5.2.1.2 The President shall chair the Council, the Executive Committee and the General Assembly. In any of these meetings, the President shall have the deciding vote in case of a tie.

5.2.1.3 The President shall propose the agenda items for respective meetings, with the support of the Executive Director and other members of the Executive Committee.

5.2.1.4 The President shall speak on behalf of the Corporation and sign any position statements as approved by the Council. The President may designate other individuals to speak or approve on their behalf.

5.2.1.5 The President shall propose and assign appointments within the Executive Committee as identified in Article 6.3.

5.2.1.6 The President shall propose and assign appointments for relevant supporting group chairs (excluding the Nominating Committee), following the method set out in the Society's relevant policies and procedures.

5.2.1.7 The President shall propose potential recipients of ISN prizes and awards.

5.2.1.8 The President shall assume the position of Past-President four years after their election to the position of President-Elect.

5.2.2 ***President-Elect.*** The President-Elect shall have the following duties:

5.2.2.1 The President-Elect shall preside at any official meeting which the President is unable to attend and shall fulfill the responsibilities of the

President should he or she be unable to discharge them. If both are unable to function, the next in line of succession shall be the Past-President (e.g. if both the President and President-Elect are absent, the Past-President shall be vested with all the powers and shall perform all the duties of the President during their absence).

5.2.2.2 The President-Elect shall perform such duties as may be designated by the President and the Council.

5.2.2.3 The President-Elect shall appoint the Nominating Committee Chair, and nominate members of the Nominating Committee, for approval by the Council, as explained in Article 8.1.3.

5.2.2.4 The President-Elect shall take office as President at the end of the second Congress following the Congress at which they were elected.

5.2.3 **Secretary/Treasurer.** The Secretary/Treasurer shall have the following duties:

5.2.3.1 The Secretary/Treasurer, after consultation with the President and appropriate administrative staff, shall be responsible for proposing an annual budget to the Executive Committee and Council.

5.2.3.2 The Secretary/Treasurer shall oversee the implementation of the budget and finances of the Corporation.

5.2.3.3 The Secretary/Treasurer shall supervise the receipt of all dues and other funds, payment of all obligations and debts and render a complete financial account to the Executive Committee, Council and General Assembly.

5.2.3.4 The Secretary/Treasurer shall ensure that the accounts of the Corporation are audited or reviewed annually by a legally authorized independent auditor.

5.2.3.5 The Secretary/Treasurer shall supervise the keeping of all records of the Corporation, including but not limited to financials, membership, administrative procedures and policies, personnel, reports, Corporation assets.

5.2.3.6 The Secretary/Treasurer in consultation with members of the Executive Committee shall prepare the agenda for the Executive Committee, Council and General Assembly meetings, for approval by the President.

5.2.3.7 The Secretary/Treasurer shall observe the discipline of the Executive Committee, Council, and General Assembly meetings and ensure the voting formalities. The Secretary/Treasurer shall ensure adequate taking and revision of the minutes by relevant parties.

5.2.3.8 The Secretary/Treasurer oversees the process of all elections and vote counting methods and shall report to the Executive Committee and Council on the results of each election following its conclusion.

5.2.4 **Executive Director.** The Executive Director is hired by the Executive Committee, subject to approval by the Council. The Executive Director has day-to-day responsibility for the objectives outlined in the ISN business plan, which is developed each year to deliver on the ISN strategy. The Executive Director will attend all Executive Committee and Council meetings, report on the progress of all ISN activities, answer questions of Executive Committee members, and carry out the duties included in the job description. The Executive Director shall have the following duties, and the Executive Committee can designate other duties as necessary, subject at all times to oversight by the Council:

5.2.4.1 The Executive Director shall have overall supervision of the operations of the Corporation.

5.2.4.2 The Executive Director shall direct the day-to-day business of the Corporation.

5.2.4.3 The Executive Director shall maintain the properties of the Corporation.

5.2.4.4 The Executive Director shall hire, discharge, and determine the salaries and other compensation of all staff members under the Executive Director's supervision.

5.2.4.5 The Executive Director shall make such reports at the Council and Executive Committee meetings as shall be required by the President or the Council.

5.2.4.6 The Executive Director or his/her nominee shall be an ad-hoc member of all supporting groups.

5.2.4.7 The Executive Director shall supervise the documentation of all Corporation administrative policies and procedures.

5.2.4.8 The Executive Director shall solicit and receive annual reports from all ISN governance/operational supporting groups and Regional Boards.

5.2.4.19 The Executive Director is hired as a staff member and shall serve as an ex officio non-voting member of the Executive Committee, subject to such conditions as the Executive Committee or Council may provide.

5.5 Terms of Officers.

5.5.1 The President and President-Elect shall serve for one (1) two (2)-year term.

5.5.2 The Secretary/Treasurer shall serve for up to three (3) consecutive two (2)-year terms.

5.6 Election of Officers. The officers are elected as follows:

5.6.1 President. The President-Elect, at the end of the two-year term of office, takes office as President.

5.6.2 President-Elect.

5.6.2.1 The General Assembly elects the President-Elect from among three (3) candidates shortlisted by the Nominating Committee.

5.6.2.2. Ballot to Elect President-Elect. In accordance with Article 8.1.3.2, the Nominating Committee shall submit a list of 3 candidates for the position of President-Elect to the Executive Director, who shall cause the lists to be published or mailed to all voting members at least 30 days before the Congress together with a ballot form to be completed and submitted before or at the Congress. Acceptable voting responses may be received by mail, email, online, or facsimile. This ballot procedure shall be coordinated by the Executive Director and its staff. The result of the ballot shall be made public at the Congress.

5.6.3 Secretary/Treasurer. The President shall propose two (2) to three (3) names of candidates for the appointment of position of Secretary/Treasurer to the Executive Committee for its selection by vote and subject to ratification of the Council.

5.7 Vacancies. Interim vacancies in any position may be filled on the recommendation of the Executive Committee, and such individuals shall serve until the next official meeting of the Council.

5.8 Compensation. Elected Officers shall serve without compensation for their services on the Executive Committee, but may be reimbursed for expenses reasonably incurred on behalf of the Corporation, as funds are available and approved by the Executive Committee as described in the appropriate policy document.

6. EXECUTIVE COMMITTEE

The Executive Committee in conjunction with the Council provides organizational leadership within the ISN. It defines the organization's vision, mission and values and focuses on long term strategies to ensure successful and sustainable outcomes.

6.1 Powers and Duties.

The affairs of the Corporation shall be managed by the Executive Committee, as overseen by the Council. The Executive Committee shall have general management of the business, affairs and property of the Corporation in conjunction with the Council.

The Executive Committee's specific powers and duties include the following:

6.1.1 The Executive Committee shall organize leadership retreats as deemed necessary for long-term planning of the activities of the Corporation.

6.1.2 The Executive Committee shall create and maintain a strategic plan for the Society after consulting with Regional Boards, supporting groups and staff. The strategic plan is to be approved by Council prior to implementation.

6.1.3 The Executive Committee shall supervise the implementation of the Strategic Plan and review relevant reports to ensure successful implementation.

6.1.4 The Executive Committee shall prospectively seek Council approval on the following actions:

- Strategic Plan
- Annual budget
- Appointment of Secretary/Treasurer
- Appointment of Editors and governance/operational supporting group chairs
- Granting ISN prizes and awards
- Affiliation with other Societies, firms or organizations
- Proposing termination of service of any member of the Executive Committee by vote of a majority of the remaining members of the Executive Committee.

6.2 Role, Size and Composition.

6.2.1 Role. The Executive Committee is responsible for overall policy and strategic direction of the ISN and delegates responsibility for day-to-day operations to the ISN's Executive Director. The Executive Committee shall be responsible for appointing and reviewing the performance of the Executive Director, subject to the oversight of the Council.

6.2.2 Size and Composition. The Executive Committee shall have either nine (9) or ten (10) members comprising of the Corporation Officers described in Article 5, the Past-President, two (2) Council representatives and two (2) or three (3) members at large.

6.2.3 General inclusivity provisions. Per the ISN Diversity policy, all nominations and candidate choices should embrace and proactively implement a mix of diverse candidates related to age, gender, ethnicity, cultural and regional perspectives.

6.3 Appointment and term. Each member of the Executive Committee is appointed as follows:

- President and Past-President - candidates move to these positions by acclamation at the end of their previous terms of President-Elect and President respectively. Each of these positions serve a 2-year term.
- President-Elect – elected as described in Article 5.6.2. The President-Elect serves a 2-year term.
- Secretary/Treasurer - elected as described in Article 5.6.3. The Secretary/Treasurer will serve a 2-year term, renewable to a maximum of 3 consecutive terms.
- Two (2) members of Council, one chosen by the President and one by Council. Each Council member to serve a 2-year term, renewable to a maximum of 2 consecutive terms. These positions will encompass the following distinct roles:
 - Governance - acts as the Executive Committee member that analyzes proposals and decisions of the group with the lens of adherence to the ISN Bylaws, policies and procedures.
 - Purpose - acts as the Executive Committee member that analyzes activities, strategies, proposals and decisions of the group with the lens of alignment to the ISN Vision, Mission, Values and Strategic Plan.
- Up to three (3) Members at large, each to serve a 2-year term, renewable to a maximum of 2 consecutive terms.
 - The President shall propose three (3) names of candidates for the appointment of one (1) member at large to the Executive Committee for its selection by vote of the Executive Committee.
 - One (1) or two (2) members at large will be chosen from a short list of three (3) names proposed and voted on by the Executive Committee.
 - Former Officers or Councillors can only be nominated to the position of member at large after 6 years has elapsed since their role as former Officer or Councillor.
- The Executive Director is appointed as a non-voting member of the Executive Committee by definition of their appointed position.

6.4 Vacancies. An interim vacancy that occurs on the Executive Committee during a member's term by virtue of incapacitation, resignation, removal, or disqualification may be filled by the Council, and to the extent possible the replacement shall be selected as follows:

6.4.1 the President-Elect will replace the vacating President,

6.4.2 the Past-President will replace the vacating President-Elect,

6.4.3 a member at large will be selected by the Council to replace the vacating Secretary/Treasurer,

6.4.4 another Council member will be selected by the Council to replace a vacating Council member,

6.4.5 member(s) at large will not be replaced for the remainder of the vacating member's term or until such time as the appointment process for the relevant position is held (whichever occurs earlier).

6.5 Resignation and Termination.

6.5.1 Resignation from the Executive Committee must be in writing and received by the President. Such resignation will be effective at the later of the date it is received by the President or the date specified in the resignation.

6.5.2 An Executive Committee member may be removed for cause by a three-quarters (3/4) vote of the remaining members.

6.6 Meetings: The President shall call for in person or virtual (e.g. conference call) meetings of the Executive Committee as frequently as necessary.

6.7 Notice, Agendas and Minutes. Notification of the time and place of Executive Committee meetings shall be made at least thirty (30) days prior to the meeting. The agendas for the meetings of the Executive Committee shall be distributed at least seven (7) days prior to the meeting, with the necessary background documents for each agenda item, unless there is a need for an emergency meeting. New points can be

added to the agendas and acted upon at the time of the meeting at the discretion of the President. Minutes of the Executive Meeting shall be distributed within a reasonable period following the meeting.

6.8 Quorum and Voting. Quorum for the conduct of Executive Committee business shall consist of five (5) voting members. There shall be no proxy voting. Electronic voting via a secure system (email, online survey) is permissible for members of the Executive Committee who participate in the meeting by telephone conference or similar electronic conference. All decisions of the Executive Committee shall be made by simple majority vote of those present (in person or by telephone or electronic conference) unless otherwise specified in the Bylaws. The President, as Chair, has the deciding vote in case of a tie.

6.9 Participation by Electronic Means. One or more persons may participate in a meeting of the Executive Committee through conference telephone or similar communications equipment by means of which all participants can follow the discussion and communicate with each other.

6.10 Compensation. The Executive Committee members receive no compensation other than reimbursement of reasonable expenses, as established by the relevant ISN policy documents.

7. REGIONAL BOARDS

Regional Boards are the regional representations of the ISN. Regional Boards are also a major means of integration with affiliated societies.

7.1 Members as identified in article 2 are designated to a region by virtue of their country of residence. The ISN has established a Regional Board in each of its 10 regions, as follows:

- Africa
- Eastern and Central Europe

- Latin America and the Caribbean
- Middle East
- New Independent States and Russia
- North America and the Caribbean
- North and East Asia
- Oceania and South East Asia
- South Asia
- Western Europe

7.2 Role, Size and Composition. Will be defined within the relevant Terms of Reference and policy documents, as defined by the Executive Committee and Council.

7.2.1 Role. Regional Boards are tasked with providing input on the ISN strategic plan by defining regional priorities and needs, and suggesting ISN interventions. Regional Boards are also tasked with supporting ISN activities in the region, providing feedback related to surveys and research and creating connections and partnerships.

7.2.2 Size. As defined within the respective Regional Board Terms of Reference.

7.2.3 Composition. As defined within the respective Regional Board Terms of Reference but shall include the following mandatory positions:

- Chair and Deputy Chair who will also represent the region as members of Council
- An Executive Committee liaison as designated by the ISN President

7.3 Appointment and Term

7.3.1 Regional Board Chair. Candidates move to these positions by acclamation at the end of their previous term as Deputy Chair. Regional Board Chairs serve a 2-year term and serve as member of the ISN Council throughout this term.

7.3.2 Regional Board Deputy Chair. Three (3) candidates will be shortlisted by the Nominating Committee and are voted on by the membership of the region. Regional Board Deputy Chairs serve a 2-year term and serve as member of the ISN Council throughout this term. Former Regional Board Chairs may be considered for nomination as Regional Board Deputy Chair but only after 6 years has elapsed following completion of their term as Regional Board Chair.

7.3.3 Executive Committee liaison. A representative from the Executive Committee is appointed by the President to act as liaison between the Regional Board and the Executive Committee.

7.3.4 Other members of the Regional Board are appointed as defined within the respective Regional Board Terms of Reference.

7.3.5 General inclusivity provisions - per the ISN Diversity policy, all nominations and candidate choices should embrace and proactively implement a mix of diverse candidates related to gender, ethnic, cultural and regional perspectives.

7.4 Vacancies.

7.4.1 Provision for premature vacancy of Regional Board Chair. If a Regional Board Chair prematurely vacates their role by reason of death, incapacitation, resignation, removal, or disqualification:

7.4.1.1 the Deputy Chair should take over the Chair's role by acclamation and should continue until the end of the originally planned term as Chair.

7.4.1.2 The Executive Committee to determine by majority vote a member of the respective region to be Deputy Chair, to serve the remained of the unexpired term. A new election for Deputy Chair should continue as per the usual election cycle.

7.4.2 Provision for premature vacancy of Regional Board Deputy Chair. If the Regional Board Deputy Chair prematurely vacates their role by reason of death, incapacitation, resignation, removal or disqualification:

7.4.2.1 the vacancy may be filled by a member of the respective region as decided by majority vote of the Executive Committee. Such an individual will serve the remainder of the vacating Regional Board Deputy Chair's term.

7.4.2.2 At the next Regional Board Deputy Chair election cycle, in view of the extraordinary circumstances, the Executive Committee should review and invite the existing Chair to serve out another term, and hold an election for the Regional Board Deputy Chair position.

7.5 Resignation and Termination. Resignation from the Regional Board must be in writing and received by the Regional Board Chair. Such resignation will be effective at the later of the date it is received by the Regional Board Chair or the date specified in the resignation. A Regional Board member may be removed for cause by a three-quarters (3/4) vote of the remaining members.

7.6 Compensation. The Regional Board members receive no compensation other than reimbursement of reasonable expenses, as established by the relevant ISN policy documents.

8. SUPPORTING GROUPS

8.1 Standing Committees. There shall be three standing committees – Executive, Finance & Audit and Nominating Committee.

8.1.1 The Executive Committee as defined in Article 6 may create advisory committees as needed.

8.1.2 The Finance & Audit Committee. The Finance & Audit Committee is responsible for the tasks identified in the relevant terms of reference as agreed by the Executive Committee. The Secretary/Treasurer is chair of the Finance & Audit Committee, which includes the Executive Director, President and Past-President and experts as designated by the Secretary/Treasurer to advise on financial policy. The Finance & Audit Committee is responsible for oversight of the development and review of fiscal procedures, a fundraising plan, investment plan, an annual budget and periodic reporting by relevant staff and other Executive Committee members.

8.1.3 Nominating Committee

8.1.3.1 **Composition and Election of Nominating Committee.** The Nominating Committee shall consist of one (1) member from each of the 10 ISN regions. No more than two (2) of these members shall be immediate former Councillors or members of the previous Executive Committee. The Immediate Past-President shall also serve as a voting member of the Nominating Committee. Nominees for Members and the Chair of the Nominating Committee are proposed by the President-Elect following the Congress at which the election of the President-Elect took place. Nominees for Nominating Committee representatives from each region will be proposed to the President-Elect by each Regional Board Chair, following consultation by the Regional Board Chair with their respective Regional Board and region. The President-Elect may choose the Chair of the Nominating Committee without consultation with Regional Board Chairs. For the avoidance of doubt, the Nominating Committee Chair is an additional member of the Nominating Committee in addition to the 10 regional board representatives and Past-President, and has the

casting vote in case of a tie. The Council, by majority vote, may reject the list, but only once; in such case, a second list supplied by the President-Elect, which must contain at least three (3) new candidates, shall constitute the official Nominating Committee without further action by the Council. In case of a subsequent vacancy or the inability of a member to serve, the President-Elect shall make a replacement appointment. The Nominating Committee, through its Chair, shall confer regularly with the President-Elect in the intervals between Congresses.

8.1.3.2 Powers and duties of the Nominating Committee.

8.1.3.2.1 The Executive Director shall inform the Nominating Committee which are the open seats on Council.

8.1.3.2.2 Members of the Nominating Committee are expected to hold appropriate consultations with the nephrology community within their region, particularly the Regional Boards, the affiliated societies and Councillors, to bring forward names to be considered as candidates for Regional Board Deputy Chair and President-Elect. Every candidate for Regional Board Deputy Chair and President-Elect must be a member in good standing of the Corporation, and every candidate for President-Elect must be a present or former member of the Executive Committee or Council. Candidates shall be selected as individuals on the basis of their contributions to the progress of global nephrology, their leadership skills and demonstrable commitment to the ISN. The composition of the Council shall reflect the various disciplines and the ethnic, gender and age diversity of the Corporation. The names and curricula vitae of candidates shall be submitted by the members of the Nominating Committee to its Chair who shall distribute the complete material to all Nominating Committee members.

8.1.3.2.3 At a meeting of the Nominating Committee, the number of candidates shall be reduced to three (3) for the position of President-Elect, and three (3) for each Regional Board Deputy Chair (with the option of reducing to two (2) if a particular position has a very limited number of candidates). The Chair of the Nominating Committee shall submit the list of proposed candidates together with a brief CV to the Executive Director.

8.2 Ad-hoc Supporting Groups. The Executive Committee may create ad-hoc supporting groups (e.g. committees) to support the President, Council, Executive Committee, or Staff activities as needed. The procedure of establishing a supporting group, defining its mission, appointing its chair and members, and review of its performance, shall be regulated by the policies and procedures of the Corporation.

9. AGENTS

9.1 Agents. The Council may appoint agents who shall have such authority and perform such duties as may be prescribed by the Council. The Council may remove any agent at any time with or without cause. Removal without cause shall be without prejudice to such person's contract rights, if any, and the appointment of such person shall not itself create contract rights, wherever possible. The Council may delegate to the President and/or the Executive Committee its authority to appoint agents subject to such limitations as the Council may impose.

10. FREE CIRCULATION OF SCIENTISTS

The Corporation, in all its activities shall follow the overall principles outlined by the International Council for Science (ICSU) regarding the universality of science, Declaration of Istanbul, World Medical Association's Declaration of Geneva, the Declaration of Helsinki and the UN International Bill of Human Rights.

11. INDEMNIFICATION

11.1 Right to Indemnification. To the fullest extent permitted by applicable law in effect at the time of such indemnification, the Corporation shall indemnify any person

who was or is a party or is threatened to be or is made a party to any threatened, pending, ongoing, or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, including action by or in the right of the Corporation, by reason of the fact that such person is or was a Council member, Executive Committee member, officer, or agent of the Corporation, or, while a Council member, Committee member, officer, employee or agent of the Corporation, is or was serving at the request of the Corporation as a member, director, trustee, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, including an employee benefit plan, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement, actually and reasonably incurred by such person in connection with such threatened, pending or completed action, suit or proceeding, provided such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation and, with respect to any criminal proceeding, had no reasonable cause to believe his or her conduct was unlawful.

11.2 Advance of Expenses. The Corporation may pay expenses incurred by a Council member, Executive Committee member or officer, and may pay expenses incurred by any other agent, in defending a civil or criminal action, suit or proceeding in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such person to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the Corporation.

11.3 Reliance upon Provisions. Each person who shall act as an authorized representative of the Corporation shall be deemed to be doing so in reliance upon the rights of indemnification provided by this Article.

11.4 Procedure for Determining Permissibility. To determine whether any indemnification or advance of expenses under this Article is permissible, the Council by a majority vote of a quorum consisting of Council members not parties to such action, suit or proceeding may, and on request of any person seeking indemnification or advance of expenses, shall be required to determine in each case whether the

applicable standards in any applicable statute have been met, or such determination shall be made by independent legal counsel if such quorum is not obtainable, or, even if obtainable, a majority vote of a quorum of disinterested Council members so directs. The reasonable expenses of any Council member, Executive Committee member, officer, employee or agent in prosecuting a successful claim for indemnification, and the fees and expenses of any special legal counsel engaged to determine permissibility of indemnification or advance of expenses shall be borne by the Corporation.

11.5 Modification or Repeal. No modification or repeal of any provision of this Article shall affect, to the detriment of the Council member, Executive Committee member, officer or employee, the obligation of the Corporation to indemnify or to advance expenses in connection with a claim based on any act or failure to act occurring before such modification or repeal. Any repeal or modification of any provision of this Article shall be prospective only, and shall not affect, to the detriment of any such person, any limitation on the personal liability of any such person, existing at the time of such repeal or modification.

11.6 Indemnification Not Exclusive; Inuring of Benefit. The indemnification and advancement of expenses provided by this Article shall not be deemed exclusive of any other right to which one indemnified may be entitled under any agreement, vote of Council members or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office, shall inure to the benefit of the heirs, executors and administrators of any person, and shall continue as to each such person who has ceased serving the Corporation.

11.7 Insurance, Security and Other Indemnification. The Council shall have the power to (i) authorize the Corporation to purchase and maintain, at the Corporation's expense, insurance on behalf of the Corporation and others to the extent that power to do so has not been prohibited by law, (ii) create any fund of any nature, whether or not under the control of a trustee, or otherwise secure any of its indemnification obligations, and (iii) give other indemnification to the extent not prohibited by applicable law.

12. CONFLICT OF INTEREST

12.1 Conflict of interest. Members of the Corporation shall abide by any Code of Ethics and transparency policy as set by the Executive Committee and approved by Council.

13. LIMITATION OF LIABILITY

13.1 Limitation of Liability. To the fullest extent permitted by law, no director shall be personally liable to the Corporation or its members for monetary damages for breach of fiduciary duty as a director.

14. AMENDMENTS

14.1 Amendments. Amendments to the Bylaws may be proposed in writing by a majority vote of the Executive Committee. The amendments must be circulated at least thirty (30) days in advance of any official meeting of the Council. The amendments must be acted upon at the next official meeting of the Council. The notice of such an official meeting shall contain an announcement, text, and explanations of the proposed amendment or amendments. Proposed amendments shall require for their adoption an affirmative vote of two-thirds (2/3) of the Council members present and, thereafter, a majority vote of those present at a meeting of the General Assembly. Voting and/or ratification is allowed by face-to-face meetings or by electronic means.