

Inteleos Bylaws

Approved 2015-08-18

Article 1- General

- 1.1 Name. The name of the corporation shall be Inteleos
- 1.2 Vision. Inteleos creates global standards of excellence in healthcare.
- 1.3 Mission. Inteleos is a non-profit certification organization that delivers rigorous assessments and cultivates a global community of professionals dedicated to the highest standards in healthcare and patient safety.
- 1.4 Additional Purposes. Inteleos may pursue any other lawful purposes approved by the Board of Directors, as long as they are in accordance with Section 501 (c)(6) of the Internal Revenue Code as it may be amended and are in compliance with the requirements of Ohio Corporation law. However, no part of the net earnings of the corporation shall inure to the benefit of any Director, including Board Officers.
- 1.5 English shall be the official language of the corporation.

Article 2- Offices

- 2.1 Principal Office. The principal office of the corporation shall be located at such place as the Board of Directors may determine. The corporation may also have offices at such other places as the Board of Directors may determine.

Article 3- Board of Directors

- 3.1 Authority. The Board of Directors shall govern the affairs of the corporation, determine its policies, actively pursue its purposes and have discretion in the disbursement of its funds. In the execution of its authority, the Board may appoint agents to facilitate the conduct of its business.
- 3.2 Number and General Qualifications. The Board shall comprise no fewer than nine and no more than 13 Directors.
- 3.3 Composition Requirements. The composition of the Board shall conform to the following requirements:
 - 3.3.1 A majority of the Directors must be healthcare professionals.
 - 3.3.2 The Board must have a minimum of two Directors who are currently ARDMS credentialed sonographers and a minimum of two Directors who are physicians holding active Inteleos certification.
- 3.4. Elections. Directors shall be elected by a simple majority vote of the Board members from a slate proposed by the Nominating Committee.
 - 3.4.1 Elections shall be held by either electronic or paper balloting.
- 3.5 Terms of Office. Unless otherwise specified in these bylaws, the term of a Director shall be two years except that those Directors elected to the newly constituted Board effective January 1, 2016, shall be elected to staggered terms ranging from one to four years in order to ensure future orderly transition on the Board.

A Director may be re-elected for one additional consecutive two-year term. Notwithstanding this term limit, a Director duly elected as an Officer of the Board shall continue on the Board while serving as a Board Officer. A Director who rotates off the Board may be considered eligible by the Nominating Committee to be a candidate for election to the Board following two years of not serving on the Board.

The Board has the authority to extend any term due to extenuating circumstances to ensure effective governance. A two-thirds majority vote of the Directors is required to extend any Director's term beyond those described above.

3.5.1 A Director who is elected or appointed to fill the unexpired portion of a vacated position shall complete the remaining portion of the original Director's term. At the conclusion of that term, the Director is eligible to be considered for election to a full two-year term and, if elected, is also eligible to be considered for election to one additional two-year term.

3.6 Resignation, Removal and Vacancy. Directors may resign their office by giving written notice to the Chair of the Board, specifying the date of such resignation. Any Director may be removed with or without cause by a two-thirds majority vote of the Directors in attendance at any meeting duly called and at which a quorum is present. A Director, who misses two consecutive board meetings without providing advance notice to the Chair along with an excuse determined by the Board to be adequate, shall be deemed to have resigned. For the purpose of this provision, a meeting is defined as a gathering either in person or by electronic communications (e.g., telephone or web conference).

3.6.1 In the event of the death, resignation or removal of any Director, the Nominating Committee shall recommend to the Board one or more candidates for election to fill the vacant Director position.

3.7 Compensation. Board representatives shall not receive any compensation for their services; however, the Board may by resolution authorize reimbursement of representatives' reasonable expenses incurred in the performance of their duties.

Article 4- Officers

4.1 Elections and Positions. The Officers of the corporation shall be elected by the Board of Directors using a preferential voting model when there are three or more candidates or with a simple majority vote when there are two or fewer candidates on a ballot (*Refer to Robert's Rules of Order and Inteleos procedures*).

4.1.1 Officer positions of the Board shall be the Chair, Vice-Chair (who is also the Chair-Elect), Secretary and Treasurer. All Officers shall be elected from among the Directors who have served a minimum of two years on the Board.

4.2 Terms of Office. Officers shall be elected to a two year term. The Secretary and Treasurer positions may be re-elected to that same position, or the other Secretary or Treasurer position for one additional two year term. A Director who is serving as Secretary or Treasurer may also be elected to Vice-Chair for a two year term. Officers shall take office following the close of the annual business meeting in the year in which they are elected.

4.2.1 A Director who is elected to fill the unexpired portion of a vacated Officer position shall complete the remaining portion of the original Officer's term. This is considered a partial term and does not count toward officer terms limits.

4.3 Chair. The Chair of the Board must be a healthcare professional who holds a current Inteleos certification, and shall serve only one two-year term. The Chair shall preside at all Board meetings, serve as the primary communication link between the Board and the CEO and fulfill such other duties as may be defined in these bylaws or in the standing policies. If the Chair is unable to be present at a meeting, the Vice-Chair shall be the acting chair of such meeting. The Chair may vote only on the occasion of a tie vote of the Board, or if their vote would change the outcome.

4.4 Vice-Chair. The Vice-Chair of the Board (who is also the Chair-Elect) must be a healthcare professional who holds a current Inteleos certification, and shall serve a two-year term and then automatically succeed to become the Chair of the Board.

The Vice-Chair shall, in the absence or disability of the Chair, perform the duties and exercise the powers of the Chair and fulfill such other duties as may be defined in these bylaws or in the standing policies or as assigned by the Chair or the Board.

The Vice-Chair shall serve as the Chair of the Nominating Committee.

- 4.5 Secretary. The Secretary of the Board shall serve one two-year term, with the option to be re-elected for one additional two-year term.

The Secretary shall assure that notice of meetings is given as required by these bylaws and shall keep a record of the proceedings of all meetings of the board. The Secretary may perform other duties incident to the office or as assigned by the Chair or by the Board.

- 4.6 Treasurer. The Treasurer of the Board shall serve one two-year term with the option to be re-elected for one additional two-year term.

The Treasurer shall oversee the financial affairs and resources of the corporation and shall regularly report to the Board in this regard. The Treasurer shall serve as Chair of the Finance and Audit Committee and may perform other duties incident to the office of Treasurer or as assigned by the Chair or by the Board.

- 4.7 Resignation, Removal and Vacancy. Officers may resign their office by giving written notice to the Chair, specifying the date of such resignation. In the event of the Chair's resignation, notice shall be given to the Secretary. Any Officer elected by the Board may be removed from office at any time with or without cause by a two-thirds majority vote of the Board in attendance at any meeting duly called and at which a quorum is present when, in its sole judgment, the best interests of Inteleos shall be served thereby.

If the position of any Officer becomes vacant for any reason, the vacancy shall be filled by a Board election and the Nominating Committee shall recommend to the Board one or more candidates for election to fill the vacant Director position.

Article 5- Meetings of the Board of Directors

- 5.1 General. Regular meetings of the Board of Directors shall be held at least quarterly each year. The Board shall designate one such meeting as the annual meeting, at which the Directors, including the Officers, shall be elected in alternate years. Special meetings of the Board may be held upon call of the Chair or upon request of a simple majority of the Directors. Regular and special meetings of the Board may be held at such date, time and place as determined by the Board. For the purposes of these bylaws, a meeting is defined as a gathering either in-person or by electronic communications.

- 5.2 Quorum and Voting. Each Director shall have one vote on all matters before the Board. A simple majority of the Directors of the Board shall constitute a quorum at any meeting of the Board. The Chair may vote only on the occasion of a tie vote of the Board, or if their vote would change the outcome.

- 5.3 Notice of Regular Meetings. Written notice of a regular or special meeting must be sent to all Directors at their most recent recorded address by mail, facsimile, electronic or other mode of transmission at least 10 and no more than 60 calendar days prior to the meeting, (Ohio State Regulation 1702.18).

- 5.4 Notice of Emergency Meetings. If the Chair determines that immediate Board action is required, an emergency meeting may be held upon at least four hours' notice to each Director. If a quorum of the Board is not present at the time designated for the emergency meeting, the Executive Committee (EC), with a quorum present, may act upon the matter immediately and report to the Board within five days. However, the Board or EC may not amend the bylaws at an emergency meeting.

- 5.5 Waiver of Notice. Notice of the time, place and purpose of any meeting of the Board may be waived in writing or via electronic means, either before or after such meeting, by any Board member, and such waiver shall be filed with or entered into the record of the meeting. The attendance of any Board member at such meeting without protesting notice, prior to or at the commencement of the meeting, shall be deemed to be a waiver of notice of such meeting by the Board member present.

- 5.6 Action without a Meeting. Any action that may be authorized or taken at a meeting of the Board may be taken without a meeting with the vote or approval of, and in writing signed by, all of the Directors who

would be entitled to notice of a meeting for such purpose. Such writing shall be filed with the record of the meeting.

- 5.7 Participation by Telephone/ Web Conference. Directors who are unable to attend an in-person meeting may participate and vote by telephone or web conference or by means of any other technology whereby all Directors participating can hear one another. Action taken by voice vote during a telephone/web conference shall be a valid action of the Board and shall be reported at the next regular meeting of the Board.
- 5.8 Proxy Participation. Presence or participation in any meeting of the Board by proxy shall not be allowed.
- 5.9 Parliamentary Authority. The parliamentary rules in the most current edition of Robert's Rules of Order shall govern the deliberations of all meetings, when not in conflict with these bylaws or any special rules specified or adopted by the Board.

Article 6- Standing Committees and Other Entities

- 6.1 Standing Committees- General. The following Standing Committees shall be appointed by the Chair of the Board of Directors, subject to the approval of the Board, and shall be advisory only, unless by resolution the Board directs a committee to take specific action:

- Executive Committee;
- Finance and Audit Committee;
- Nominating Committee; and
- Compensation Committee.

- 6.1.1 Each Standing Committee shall include at least one Director. Standing Committees may include representatives who are not Directors.

The CEO shall be an ex-officio, non-voting member of each Standing Committee except for the Compensation Committee.

The Chair of the Board shall be an ex officio, non-voting member of all Standing Committees.

- 6.1.2 Standing Committee chairs and members shall serve two-year terms and may be reappointed by the Chair of the Board, subject to the approval of the Board, for one additional two-year term.
- 6.1.3 All Standing Committees shall meet at least on a quarterly basis, with the exception of the Compensation Committee that shall meet on an as needed basis, either in person or by telephone or web conference.
- 6.1.4 A simple majority of the Standing Committee representatives entitled to vote on a matter shall constitute a quorum at any meeting. Each committee member shall have one vote on all proposals, and a majority of those voting shall prevail on all proposals. The chair of a committee may vote on the occasion of a tie, but not otherwise.
- 6.1.5 Parliamentary rules in the most current edition of Robert's Rules of Order shall govern the deliberations of all Standing Committee meetings, when not in conflict with these bylaws and any special rules specified or adopted by the Board.
- 6.1.6 Standing Committee representatives who are unable to attend an in-person meeting may participate and vote by telephone or web conference or by means of any other technology whereby all committee representatives participating can hear one another. Action taken by voice vote during a telephone/web conference shall be a valid action of the committee.
- 6.1.7 Presence or participation in any Standing Committee meeting by proxy shall not be allowed.
- 6.1.8 Compensation- Representatives of Standing Committees shall not receive any compensation for their services; however, the Board may by resolution authorize reimbursement of representatives' reasonable expenses incurred in the performance of their duties.

- 6.2 Standing Committees- Specific. The specific Standing Committees shall be as follows:
- 6.2.1 The Executive Committee shall be comprised of the officers of the Board and the CEO as an ex officio member without vote.
- 6.2.1.1 The Executive Committee is authorized to act on such matters as may be defined by and delegated to it by resolution of the Board and to act on matters in accordance with bylaws.
- On those matters delegated to it by Board resolution, and in the event that the Board is unable to act on an emergency matter in accordance with the stated notice and with a quorum present, the Executive Committee shall have the full authority to act and bind the organization between meetings of the Board. All actions taken by the Executive Committee are subject to approval by the Board.
- 6.2.2 The Finance and Audit Committee shall be chaired by the Treasurer and shall be comprised of three additional Directors, and upon discretion of the Inteleos Board it may appoint no more than two other members. The CEO serves as an ex officio member without vote. The Committee shall safeguard the financial resources and instruments of the organization by overseeing the financial reporting process, monitoring internal control processes and recommending policies to the Board regarding the budget process and other financial matters.
- 6.2.3 The Nominating Committee shall consist of no more than five people, including the Vice-Chair who serves as chair, two additional Directors and up to two other members.
- The Nominating Committee shall prepare a slate of candidates for all Director positions, including those as Officers, and any other appointed or elected positions or vacancies; provide orientation for new Board members and committee and Council members, and oversee board development, trainings and evaluations.
- 6.2.4 The Compensation Committee shall be comprised of the Officers of the Board and be chaired by the Chair. The Compensation Committee shall recommend to the Board, staff and CEO compensation policies including any annual adjustments to compensation and benefits. The Compensation Committee shall oversee the annual performance review of the CEO.
- 6.3 Other Committees, Task Forces and Advisory Groups. The Board or Chair of the Board may create such other committees, task forces and advisory groups as may be desirable for the effective operation of the corporation. Representatives of these groups shall be appointed by the Chair of the Board, subject to the approval of the Board.
- 6.4 Resignation or Removal of Committee, Task Force or Advisory Group Members. Individuals serving on a Standing Committee may resign by giving written notice to the Chair of the Board, specifying the date of such resignation. Representatives may be removed with or without cause by a two-thirds majority vote of the Board in attendance at any meeting duly called and at which a quorum is present. Representatives of other committees, task forces and advisory groups as may be established by the Board may be removed by the Chair of the Board following consultation with the Chair of the specific entity and with approval of the Executive Committee. Any member who misses two consecutive meetings without providing, in advance, an excuse determined by the Chair to be adequate shall be deemed to have resigned. For the purpose of this provision, a meeting is defined as a gathering either in person or by electronic communications.
- 6.5 Auditor, General Counsel and Other Advisors. The Board shall retain an auditor, general counsel and, at its discretion, a parliamentarian, or other advisors deemed necessary to conduct the business of the corporation.

Article 7- Councils

- 7.1 Councils- General. The Board shall establish one or more Councils that are subject to the ultimate authority and control of the Board. Council(s) shall be responsible for oversight of the development and administration of subject matter assessments.

At least one Director will be assigned by the Chair of the Board to serve as a Board ex-officio member to each Council. Directors may be assigned to serve as a Board liaisons to other organizational entities, committees, task forces or working groups, subject to the approval of Board. Board Ex-Officio members, Liaisons, or approved representatives by the Chair of the Board, shall attend all of their assigned Council or Transition Center meetings.

7.2 Council Composition Requirements. The composition of a Council shall conform to the following requirements:

7.2.1 Each Council shall be comprised of no fewer than five members.

7.2.2 A Council shall consist of a Chair; Vice-Chair; representatives of the various related assessments under the Council's purview; plus the potential for up to four additional members appointed by the Chair of the Board subject to approval by the Board. The Chair of the Council shall serve as a non-voting liaison to the Board.

7.2.3 The Transition Center shall not be considered a Council. There will be a Board appointed Chair and Vice-Chair of each Transition Center assessment.

7.3 Council Terms of Office. Unless otherwise specified in these bylaws, and except when appointed to fill the unexpired term of another Council member, a Council member shall serve a single two-year term.

The Board has the authority to extend the term of any Council member due to extenuating circumstances by a two thirds (2/3) vote

7.3.1 A Council member who is appointed to fill the unexpired portion of a vacated position shall complete the remaining portion of the original term. At the conclusion of this term, the Council member is eligible to be appointed to one full term of two years.

7.3.2 Current or former Council members who have completed at least one full term on a Council within the last two years shall be eligible for consideration by the Nominating Committee for election to become a Director. If a current Council member were elected to serve as a Director, s/he shall be required to resign from his/her position on a Council.

7.4 Resignation, Removal and Vacancy. Council members may resign their position by giving written notice to the Secretary and Chair of the Board, specifying the date of such resignation. The Board may remove, with or without cause, any Council member by a majority vote of the Board in attendance at any meeting duly called and at which a quorum is present.

7.4.1 Any Council member who misses two consecutive council meetings without providing the Council Chair in advance an excuse determined by the Council to be adequate shall be deemed to have resigned. For the purposes of this provision, a meeting is defined as a gathering in person or by electronic communications.

7.5 Council Leadership Appointments and Positions. The Council Chair and Vice-Chair shall be appointed by the Chair of the Board, subject to Board approval from among the members of the respective Council.

7.5.1 Council Chairs and Vice-Chairs may not concurrently serve on an AOT.

7.5.2 A Council member may be appointed to a Council leadership position after two years of service on the Council.

7.5.2.1 ARDMS/ Sonography Council Chair and Vice-Chair positions must be filled by credentialed Sonographers who hold active Inteleos registration.

7.5.2.2 Physician Council Chair and Vice-Chair positions must be filled by physicians with active licensure and Inteleos certification.

7.5.3 The Inteleos Board may waive the requirement for current Inteleos certification for any Council Chair or Vice-Chair positions.

7.6 Council Leadership Terms of Office. Council members may, through a formal process set by the Board, recommend candidates for the positions of Council Chair and Vice-Chair to the Nominating Committee.

7.7 Council Chair. A Council Chair shall serve a single two-year term. Council Chairs shall preside at all Council meetings, serve as a communication link and liaison between the Council and the Board, and fulfill other such duties as may be defined in these bylaws or assigned by the Board. If a Council Chair is unable to be present at a meeting, the Council Vice-Chair shall be acting chair of such meeting.

Council Chairs, with advice from the Board Liaison, shall recommend to the Nominating Committee the candidates to be the representatives of the various related assessment groups/teams under the Council's purview.

7.8 Council Vice-Chair. A Council Vice-Chair shall serve a single one-year term that is renewable for an additional one-year term. After one year of service as a Council Vice-Chair, the individual is eligible to serve as Council Chair subject to Board approval. The Council Vice-Chair shall be responsible for the operations of the Council.

The Council Vice-Chair shall in the absence or disability of the Council Chair, perform the duties and exercise the powers of the Chair and fulfill such other duties as may be defined in these bylaws or by the policies and procedures or assigned by the Board.

7.8.1 The Inteleos Board may appoint additional Council Vice-Chair(s) to meet specific needs of an assessment community to assure successful integration and development of certification programs into the Inteleos organization. The terms of additional Council Vice-Chairs may vary and will be determined by the Inteleos Board.

7.9 Resignation, Removal and Vacancy. Council Chairs and Vice-Chairs may resign their position by giving written notice to the Board Chair, specifying the date of such resignation. Any Council Chair or Vice-Chair may be removed from their position at any time with or without cause by action of the Inteleos Board of the Board in attendance at any meeting duly called and at which a quorum is present. If the position of Council Chair or Vice-Chair becomes vacant for any reason, the vacancy shall be filled by action of the Inteleos Board.

Article 8- Chief Executive Officer

The CEO shall be appointed by and serve at the pleasure of the Board of Directors and shall function as the Chief Executive Officer of the organization. The CEO shall be directly responsible to, and compensated by, the Board, and shall be responsible for the employment, supervision and management of the staff. The Compensation Committee, who shall present a report with recommendations to the Board, shall review the performance of the CEO annually. The CEO shall serve as the primary liaison to the Board and Executive Committee and attend all meetings of these entities; the CEO shall be an ex-officio, non-voting member of each Standing Committee except for the Compensation Committee. Board action to remove the CEO shall require a two-thirds majority vote in support of the action.

Article 9- Fiscal Year/ Financial Audit

The Board of Directors shall determine the fiscal year of the corporation and shall be responsible for ensuring that an independent audit of the organization's financial records is conducted each fiscal year.

Article 10- Indemnification/ Insurance

Inteleos shall provide for indemnification for any and all of its Directors or Officers or former Directors or Officers to the extent permitted by Ohio law. The CEO shall, subject to the approval of the Board of Directors,

maintain reasonable limits of general business liability insurance and carry fidelity bond coverage on the executive staff and association professional liability insurance for Board and other representatives.

Article 11- Amendments

The Board of Directors may amend these bylaws by a two thirds (2/3) majority vote of the Directors in attendance, at any regular or special meeting provided there is a quorum present. The bylaws cannot be amended at emergency meetings. Written notice setting forth the proposed amendment or summary of the changes to be effected thereby shall be given to each Director within the time and the manner provided for the giving of notice of meetings of Directors.

Article 12- Dissolution

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation by payment to a suitable organization for the purpose of maintaining a certification registry and databases.. Should no such organization exist, disposal of all assets will be made by payment to such organization or organizations constituted and operated exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c)(6) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law), as the Board shall determine. Any assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is located, exclusively for such purposes or to such organization or organizations as said court shall determine which are organized and operated exclusively for such purpose.