

Bylaws of the International Society for Telemedicine & eHealth (ISfTeH)

These Bylaws (referred to as the "Bylaws") govern the affairs of the International Society for Telemedicine and eHealth, a nonprofit Society (referred to as the "Society") registered as a Swiss not-for-profit organization under article 60 ff of the Swiss Civil code (referred to as the "Act").

Article 1. Offices

Principal Office

1.01. The Society may have such offices as the Board of Directors may determine. The Board of Directors may change the location of any office of the Society.

Registered Office and Registered Agent

1.02. The Society shall comply with the requirements of the Act and maintain a registered office and registered agent in Basel, Switzerland. The Board of Directors may change the registered office and the registered agent as provided in the Act.

Article 2. Name, Seal, and Offices

Section 1. The name of this Society is International Society for Telemedicine and eHealth, hereinafter called ISfTeH or the Society.

Section 2. The registered office of the Society shall be in the Canton of Basel. The Society may also have offices at such other places within or outside Basel, or both, as the Board of Directors, from time to time, may designate.

Article 3. Purposes

Section 1. The purposes of ISfTeH shall be to promote international health telematics – particularly telemedicine, eHealth and associated fields – including research, development, practical applications and initial and supplementary training for the benefit of the world's population.

Section 2. To achieve its charitable and educational purposes, the activities of the ISfTeH shall include the following:

- 2.1 Serve as an authoritative body in the field of Telemedicine and eHealth, and provide representation with respect to such matters in international forums.
- 2.2 Foster liaison among disciplines involved in health care, computers, information, communications, systems sciences, engineering, and technology.
- 2.3 Promote the training and development of professional and allied health personnel necessary to support Telemedicine and eHealth.
- 2.4 Plan and conduct scientific, technical, and educational meetings and programs.
- 2.5 Publish and distribute educational materials through various media.
- 2.6 Coordinate Telemedicine and eHealth activities with other national and international organizations so as better to advance the public interest.
- 2.7 Carry on such other activities as may be necessary, suitable, and proper for the fulfillment of the Society's charitable scientific, literary, and educational purposes.
- 2.8 To promote entrepreneurship in the field of Telemedicine and eHealth.

Article 4. Membership

Section 1. Categories of membership shall include:

- 1.1 National member
- 1.2 Associate Member
- 1.3 Institutional Member
- 1.4 Corporate Member
- 1.5 Individual Member
- 1.7 Student Member
- 1.8 Nurse Member

Section 2. Any person or entity with an interest in Telemedicine and eHealth who is committed to advancing the charitable scientific, literary, and educational purposes of the Society shall be eligible for membership as a Member, Student or Nurse Member, for Individuals, or, National Member, Associate Member, Institutional Member or Corporate Member with procedures approved by the Board of Directors. Conditions under which dues, if any, are to be paid will be set forth in the ISfTeH Policy and Procedures Manual.

Section 3. Persons who have demonstrated major contributions, who have achieved international recognition in the field of Telemedicine and eHealth and who are committed to advancing the charitable scientific, literary and educational purposes of the Society shall be eligible for membership as Fellows. Fellowship shall be determined in accordance with procedures established by the Board.

Section 4. Termination from membership may occur under the following conditions:

- 4.1. Failure to pay any sums due and owing to the ISfTeH in a timely manner, as defined by the Board of Directors.
- 4.2. Resignation filed in writing with the Board of Directors.
- 4.3. Upon a two-thirds vote of the ISfTeH Membership Committee and a two-thirds vote of the ISfTeH Board of Directors, following notice to the member and a confidential review by the Membership Committee or its delegate, pursuant to procedures determined by the Board of Directors and set forth in the ISfTeH Policy and Procedures Manual.

Section 5. There shall be an annual business meeting of the membership (the Annual General Assembly). Eligibility, obligations, rights, and privileges of all membership categories shall be determined by the Board of Directors.

Article 5. Fees, Dues, and Assessments

Section 1. Dues for all membership categories shall be payable at intervals established by the Board of Directors.

Section 2. Fees, dues, and assessment amounts for all membership categories shall be established by a two-thirds vote of those present at a meeting of the Board of Directors.

Section 3. Fellows may establish a supplemental dues structure in order to enable the Fellows to conduct their own activities, provided, however, that all such activities must be in furtherance of the charitable scientific, literary, and educational purposes of the ISfTeH.

Article 6. Governance

Section 1. The Board of Directors shall govern the Society, and shall determine from time to time the responsibilities and authority of the Officers.

Section 2. The Board of Directors shall consist of four (4) Officers (consisting of President, Vice President, Secretary/Treasurer, Executive Director) and five other elected members + possibly an additional member selected by the Board of Directors.

2.1 Three (3) Directors shall be elected each year by mail ballot of the members.

2.3 All elected Officers and Directors shall take office on the first day of the calendar year following the election.

2.4 Unscheduled vacancies on the Board of Directors may be filled by the Board of Directors until the next regular election, at which the Members shall elect a Director to fill the position for the duration of the vacant term of office.

Section 3. Duties and Powers of the Board of Directors

- 3.1. To adopt rules and regulations governing the ISfTeH.
- 3.2. To employ or contract for administrative and technical personnel as the Board may consider necessary to support the activities of ISfTeH.
- 3.3. To approve the President's appointments of Presidents of Standing Committees.
- 3.4. To prepare and approve a budget for the succeeding fiscal year.
- 3.5. To create such advisory groups and councils as may be necessary to fulfill liaison with other organizations.
- 3.6. To report to the membership annually regarding committee activities, financial status, and such matters as are necessary and advisable.
- 3.7. To exercise its legal and constitutional authority and responsibility in the direction and conduct of the affairs of the ISfTeH in order to promote and attain the objectives of the Society.
- 3.8. To engage in such activities as may be in furtherance of the Society's charitable, scientific, literary, and educational purposes, including, but not limited to, the entering of contracts, and the transacting of all other affairs of the ISfTeH not otherwise provided for in these Bylaws.

Section 4. Board of Directors Meetings

- 4.1. A quorum for conducting official business at a meeting of the Board of Directors shall be a majority of its members.
- 4.2. As indicated in the letter of engagement signed by Board members, service on the Board of Directors is not remunerated and costs incurred in the discharge of such service are not reimbursed by the ISfTeH.
- 4.3. The Board of Directors shall monitor compliance with the commitment letter, and publish this information.
- 4.4. The Board of Directors shall hold at least two meetings per year, one of which shall occur at the time of the Annual Membership Meeting, when the budget for the succeeding calendar year shall be presented to the membership.
- 4.5. Other meetings of the Board of Directors may be held at the call of the President, or upon petition by six (6) members of the Board.
- 4.6. Notice of all Board of Directors meetings and the proposed meeting agenda shall be sent to all members of the Board at least ten (10) calendar days prior to the meeting date.
- 4.7. Any action required by law to be taken at a meeting of the Board of Directors, or any other action which may be taken at a meeting of the Board of Directors, may be taken without a meeting, if a consent in writing setting forth the action so taken shall be signed by all directors entitled to vote in respect of the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote and may be stated as such in any document filed with the authorities of the Canton of Basel.
- 4.8. Any or all directors may participate in a meeting of the Board of Directors or a committee of the Board by means of conference telephone or by any means of communication by which all persons participating in the meeting are able to hear one another, and such participation shall constitute presence in person at the meeting.

Article 7. Officers and Executive Committee

Section 1. The ISfTeH Officers shall be a President, Vice President, Secretary/Treasurer, and an Executive Director. With the exception of Executive Director of the ISfTeH, all Officers must be members of the ISfTeH in good standing. There shall be no fewer than three incumbent voting Officers of ISfTeH at any time.

Section 2. The President, Vice President and Secretary/Treasurer shall be elected by a

ballot of the Board members. The position of Executive Director of the ISfTeH must be filled, by action of the President with the approval of the Board of Directors.

Section 3. Terms of office for the President, Vice President and Secretary,/Treasurer shall be for the duration of their mandate as Board members, beginning on the first day of the calendar year following the Annual Membership Meeting.

Section 4. Executive Committee

4.1 The Executive Committee shall consist of three (3) Officers and one (1) Executive Director. The Executive Director of the ISfTeH shall be a non-voting member of the Executive Committee. The Executive Committee shall have authority over the Society between meetings of the Board of Directors. The one Director shall be appointed by the President, subject to the approval of the Board of Directors. A quorum of the Executive Committee shall consist of three members, one of who shall be the President, or the Vice President in the absence of the President.

Section 5. The President shall be the principal officer of the ISfTeH.

5.1 The President shall preside at all meetings of the Executive Committee, the Board of Directors, and of the membership.

5.2 The President shall be a member, ex officio, with vote, on all Standing and Ad Hoc Committees.

Section 6.

6.1 The Vice President shall perform the duties of the President during absence or disability of the President. In cases where the vacancy will be permanent, an interim President shall be selected by the Board of Directors for the remaining period of the term of the former President.

Section 7. The Secretary/Treasurer, under the direction of the Board of Directors, shall maintain, or cause to be maintained, minutes of meetings, records of activities, a list of the membership, or any other records required by law.

7.1 During absence or disability of the Secretary/Treasurer, an Acting Secretary/Treasurer may be appointed by the presiding officer of the meeting. In cases where the vacancy will be permanent, an interim Secretary/Treasurer shall be selected by the Board of Directors for the remaining period of the term of the former Secretary/Treasurer.

7.2 The Secretary/Treasurer shall establish orderly mechanisms for the collection of fees, dues, and assessments, and the distribution of monies owed.

7.3 The Secretary/Treasurer shall prepare, or cause to be prepared, all financial reports, subject to procedures defined in these Bylaws, presented to the Board and to the membership.

7.4 The Secretary/Treasurer shall employ, or cause to be employed, a certified public accountant to audit the records and financial statements of the Society when and as required by the Board of Directors.

7.5 The Secretary/Treasurer shall be President of the Audit Committee.

Article 8. Standing Committees

Section 1. Permanent Standing Committees shall include: Awards Committee, Audit Committee, Working Group Steering Committee, Nominating and Governance Committee of the Board, and any other Committees as the Board shall deem necessary to help the Society achieve its goals.

- 1.1 The President of each Standing Committee, shall, with the approval of the Board, be appointed by the Board President to serve for three (3) years.
- 1.2 A Standing Committee President is limited to serving no more than three (3) successive terms.
- 1.3 The President and all member of each Standing Committee shall be members of ISfTeH. However, the President of the ISfTeH Board may, with the concurrence of a simple majority of the ISfTeH Board, appoint a non-member to a Committee because that individual possesses specialized skills or qualifications relevant to a Committee's activities that are not otherwise represented by members of the Committee.
- 1.4 At least one member of each Standing Committee shall be a member of the Board of Directors.
- 1.5 Members of Committees, except for the Nominating and Governance Committee of the Board, shall be appointed by a Committee President and approved by the Board President.
- 1.6 The term of office of all Committee members shall be for three (3) years, and shall be renewable.
- 1.7 Subcommittees of Standing Committees may be organized and directed by Committee Chairs.
- 1.8 The Board President may establish such other Ad Hoc Committees as may be deemed necessary, or as directed by the Board of Directors.
- 1.9 The President of each Standing Committee shall prepare a written report to the Board of Directors for each Annual Membership Meeting.

Section 2. The Awards Committee shall consist of the President and at least two (2) other members. The Awards Committee shall review and recommend nominees to the Board for special recognition, honors, and awards.

Section 3. The Finance Committee shall consist of the President and at least two (2) other members. The Secretary/Treasurer shall not be a member of the Committee, but shall assist and fully cooperate with the Committee.

- 3.1 The Finance Committee shall receive, review, and approve financial statements and budgets to be presented to the Board of Directors.
- 3.2 The Finance Committee shall recommend to the Board of Directors policies regarding the receipt and expenditure of funds.

Section 4. The Procurement and Compensation Committee shall consist of the President and at least two (2) other members.

- 4.1 The Procurement and Compensation Committee shall be responsible for developing policies to guide the Board in procurement of goods and services as well as compensation for various categories of staff employed by the ISfTeH.
- 4.2 The Procurement and Compensation Committee shall recommend to the Board of Directors policies regarding procurement of goods and services and compensation for staff employed by the ISfTeH.

Section 5. The Meetings Committee shall consist of the President and at least two (2) other members. The Committee shall coordinate all scientific meetings and educational activities of the ISfTeH.

- 4.1 At the time of the meeting of the Board of Directors at which the budget is to be presented and approved, the Meetings Committee shall submit for review and approval by the Board plans for all scientific and educational meetings for the budget year under discussion.
- 4.2 The Meetings Committee shall review requests from other organizations to co-sponsor or cooperatively conduct scientific meetings and shall make recommendations to the Board of Directors.

Section 6. The Membership Committee shall consist of the President and at least two (2) other members. The Membership Committee shall consider and recommend to the Board of Directors procedures for the recruitment and retention of members.

Section 7. The Working Group Steering Committee shall consist of the duly elected President of each ISfTeH Working group. The Committee shall coordinate the activities of the Working Groups.

Section 8. The Audit Committee shall consist of the President, who is ISfTeH's Secretary/Treasurer, at least two (2) Board members, and up to two (2) other members. The Committee is responsible for supervision of auditing activities and review of the external auditor's report.

Section 9. The Nominating and Governance Committee of the Board shall consist of three (3) Board members (elected or co-opted) - a chair and two (2) members - selected in a collegial manner by the Board.

The Nominating and Governance Committee of the Board shall:

1. Make recommendations regarding the composition and organization of the Board
2. When there are several candidates for a Board position, in any category of membership, the Committee will screen and select at least two candidates among the best qualified candidates to be presented for election by the membership
3. Periodically review the requirements for, and process of, election to the Board and make appropriate recommends to the Board
4. Report regularly to the Board

The term of office for each member of the Nominating and Governance Committee of the Board shall be three years, but not to exceed the term of office of the Board member.

In identifying or screening nominees for election to the Board, the Nominating and Governance Committee shall use, among others, the following assessment criteria:

1. The candidates must meet the commitments expected of prospective Board members, as exemplified by their manifesto in running for a Board position..
2. The candidate must be deemed fit to fulfil the terms of the letter of engagement, if elected.

Article 9. Elections

Section 1. Sixty (60) calendar days prior to each Annual Membership Meeting, the Nominating and Governance Committee of the Board shall submit to the Board of Directors nominations of candidates for election to the Board of Directors.

1.1 The Nominating and Governance Committee of the Board shall give due consideration to all constituencies that contribute to the field of Telemedicine and eHealth.

1.2 The Nominating and Governance Committee of the Board shall forward to the Board for presentation to the membership for election the names of at least two (2) persons for each elective position.

Section 2. The Secretary/Treasurer or his designee shall send ballots to the Regular Members not less than thirty (30) calendar days before the Annual Membership Meeting.

Section 3. Ballots must be received at the Society's office not less than fifteen (15) calendar days prior to the Annual Membership Meeting. Ballots shall be counted by the Secretary and the Chair of the Nominating and Governance Committee of the Board or their respective designees. The Chair of the Nominating and Governance Committee of the Board shall report the results of the election to the membership at the Annual Membership Meeting.

Section 4 Electors in all ISfTeH elections shall vote for only one candidate per position, using the preferential voting scheme. The winning candidate shall be determined according to the rules of preferential voting. *In the event that the election is for more than one Board position for the specific type of membership, electors are required to vote for the appropriate*

number of candidates (corresponding to the number of Board positions). The winning candidates shall be determined using the rules of preferential voting.

Article 10. Membership Meetings and Conduct of Business

Section 1. Meetings of the Membership shall be held at such times and places, as the Board of Directors shall determine.

Section 2. Members shall be notified at least sixty (60) calendar days prior to the conduct of the Annual Membership Meeting or any special membership meeting.

Section 3. Robert's Rules of Order, current revised edition, shall govern the conduct of all meetings when not inconsistent with these Bylaws and with any separate rules of order the Board of Directors may adopt.

Section 4. At the Annual Membership Meeting or any special membership meeting, a quorum shall consist of the fewest number of voting members permissible under the Non-Profit Society Code of the Canton of Basel.

Article 11. General

Section 1. Notwithstanding any provision of the Bylaws which might be susceptible to contrary interpretation:

- 1.1 No part of the net earnings of the ISfTeH shall under any circumstances insure to the benefit of any individual member of the ISfTeH.
- 1.2 The ISfTeH shall not participate in, publish or distribute statements for, or otherwise intervene in any campaign on behalf of any candidate for public office.

Section 2. All official records, archives, and historical material pertaining to the Society shall be preserved at the offices of the Society.

Section 3. Any action that may be taken upon a vote of the membership at the Annual Membership Meeting or any special membership meeting may be taken without a meeting upon a mail ballot of the members entitled to vote on such action.

Article 12. Miscellaneous Provisions

Section 1: Legal Authorities Governing Construction of Bylaws

The Bylaws shall be construed in accordance with the laws of the Canton of Basel. All references in the Bylaws to statutes, regulations or other sources of legal authority shall refer to the authorities cited, or their successors, as they may be amended from time to time.

Section 2: Legal Construction

If any Bylaw provision is held to be invalid, illegal, or unenforceable in any respect, the invalidity, illegality or unenforceability shall not affect any other provision and the Bylaws shall be construed as if the invalid, illegal, or unenforceable provision had not been included in the Bylaws.

Section 3: Headings

The headings used in the Bylaws are used for convenience and shall not be considered in construing the terms of the Bylaws.

Section 4 Gender

Wherever the context requires, all words in the Bylaws in the male gender shall be deemed to include the female or neuter gender, all singular words shall include the plural, and all plural words shall include the singular.

Section 5: Seal

The Board of Directors may provide for a corporate seal in the form prescribed by the Board of Directors.

Section 6: Power of Attorney

A person may execute any instrument related to the Society by means of a power of attorney if an original executed copy of the power of attorney is provided to the Secretary/Treasurer of the Society to be kept with the Society records.

Section 7: Parties Bound

The Bylaws shall be binding upon and inure to the benefit of the directors, officers, members, committee members, employees, and agents of the Society and their respective heirs, executors, administrators, legal representatives, successors and assigns except as otherwise provided in the Bylaws.

Article 13. Amendments

Section 1. These Bylaws may be amended by an affirmative vote of two-thirds of members of the Board of Directors present and voting at any Board of Directors meeting, and by a subsequent affirmative vote of the majority of Regular Members present at the Annual Membership Meeting or any special membership meeting.

Article 14. Fiscal Year

Section 1. The fiscal year shall be the calendar year.

Article 15. Indemnification

Section 1: When Indemnification is Required, Permitted, and Prohibited

The Society shall indemnify a director, officer, committee member, employee, or agent of the Society who was, is, or may be named defendant or respondent in any proceeding as a result of his or her actions or omissions within the scope of his or her official capacity in the Society. For the purposes of this article, an agent includes one who is or was serving at the request of the Society as a director, officer, partner, venturer, proprietor, trustee, partnership, joint venture, sole proprietorship, trust, employee benefit plan, or other enterprise. However, the Society shall indemnify a person only if he or she acted in good faith and reasonably believed that the conduct was in the Society's best interests. In the case of a criminal proceeding, the person may be indemnified only if he or she had no reasonable cause to believe that the conduct was unlawful. The Society shall not indemnify a person who is found liable to the Society or is found liable to another on the basis of improperly receiving a personal benefit. A person is conclusively considered to have been found liable in relation to any claim, issue or matter if the person has been adjudged liable by a court of competent jurisdiction and all appeals have been exhausted.

The termination of a proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent does not necessarily preclude indemnification by the Society.

The Society shall pay or reimburse expenses incurred by a director, officer, committee member, employee, or agent of the Society in connection with the person's appearance as a witness or other participation in a proceeding involving or affecting the Society when the person is not a named defendant or respondent in the proceeding.

(a) In addition to the situations otherwise described in this paragraph, the Society may indemnify a director,

officer, committee member, employee, or agent of the Society to the extent permitted by law. However, the Society shall not indemnify any person in any situation in which indemnification is prohibited by the terms of this section of these Bylaws.

(b) Before the final disposition of a proceeding, the Society may pay indemnification expenses permitted by the Bylaws and authorized by the Society. However, the Society shall not pay indemnification expenses to a person before the final disposition of a proceeding if: the person is a named defendant or respondent in a proceeding brought by the Society or the person is alleged to have improperly received a personal benefit or committed other willful or intentional misconduct.

(c) If the Society may indemnify a person under the Bylaws, the person may be indemnified against judgments, penalties, including excise and similar taxes, fines, settlements, and reasonable expenses (including attorney's fees) actually incurred in connection with the proceeding. However, if the proceeding was brought by or on behalf of the Society, the indemnification is limited to reasonable expenses actually incurred by the person in connection with the proceeding.

Procedures Relating to Indemnification Payments

Section 2: Before the Society may pay any indemnification expenses (including attorney's fees), the Society shall specifically determine that indemnification is permissible, authorize indemnification, and determine that expenses to be reimbursed are reasonable, except as provided in paragraph 15.02(c), below.

(a) The Society may make these determinations and decisions by any one of the following procedures:

(i) Majority vote of a quorum consisting of directors who, at the time of the vote, are not named defendants or respondents in the proceeding.

(ii) If such a quorum cannot be obtained, by a majority vote of a committee of the Board of Directors, designated to act in the matter by a majority vote of all directors, consisting solely of two or more directors who at the time of the vote are not named defendants or respondents in the proceeding.

(iii) Determination by special legal counsel selected by the Board of Directors by vote as provided in paragraph 8.02(a)(i) or 8.02(a)(ii), or if such a quorum cannot be obtained and such a committee cannot be established, by a majority vote of all directors.

(b) The Society shall authorize indemnification and determine that expenses to be reimbursed are reasonable in the same manner that it determines whether indemnification is permissible. If the determination that indemnification is permissible is made by special legal counsel, authorization of indemnification and determination of reasonableness of expenses shall be made in the manner specified by paragraph 15.02(a)(iii), above, governing the selection of special legal counsel. A provision contained in the articles of the Society, the Bylaws, or a resolution of members of the Board of Directors that requires the indemnification permitted by paragraph 15.01, above, constitutes sufficient authorization of indemnification even though the provision may not have been adopted or authorized in the same manner as the determination that indemnification is permissible.

(c) The Society shall pay indemnification expenses before final disposition of a proceeding only after the Society determines that the facts then known would not preclude indemnification and the Society receives a written affirmation and undertaking from the person to be indemnified. The determination that the facts then known to those making the determination would not preclude indemnification and authorization of payment shall be made in the same manner as a determination that indemnification is permissible under paragraph 15.02(a), above. The person's written affirmation shall state that he or she has met the standard of conduct necessary for indemnification under the Bylaws. The written undertaking shall provide for repayment of the amount paid or reimbursed by the Society if it is ultimately determined that the person has not met the requirements for

indemnification. The undertaking shall be an unlimited general obligation of the person, but it need not be secured and it may be accepted without reference to financial ability to make repayment.

(d) Any indemnification or advance of expenses shall be reported in writing to the members of the Society. The report shall be sent within the 12-month period immediately following the date of the indemnification or advance.