

November 3, 2019

International Anal Neoplasia Society Official Bylaws

ARTICLE I NAME AND PURPOSE

The INTERNATIONAL ANAL NEOPLASIA SOCIETY, Inc. is a 501(c) 3 organization incorporated under the laws of and doing business in the State of Maryland. The purpose of the Society is to provide a forum for education and dissemination of knowledge about pathobiology, diagnosis, treatment and prevention of anal neoplasia. This includes the disciplines of pathology, cytology, cytogenetics, preventive medicine, basic research, medical oncology, colorectal surgery/proctology, epidemiology, behavioral sciences and other disciplines that are relevant to the understanding of the pathophysiology of anal neoplasia. The Society may encourage, promote and sponsor seminars, publications, and educational courses in order to carry out its purpose. The Society shall hold regular meetings of the membership in order to conduct its business.

ARTICLE II MEMBERSHIP

Section A Type of Membership

1. Active members shall be interested in high resolution anoscopy (HRA) and anogenital pathology and be licensed physicians or others who have attained or completed a college degree or an advanced clinical degree from an accredited institution. Active members may also meet membership criteria if they demonstrate an active interest in anal neoplasia by their professional involvement through pathology/cytology, nursing, public health policy, and/or research/basic science. Active members are expected to participate in IANS activities and be current in the payment of society dues. All active members will have the right to vote and to hold office.
2. Trainee members shall be those interested in anal neoplasia and that are currently enrolled in an accredited training program. Members in this category will have a reduced dues schedule as set by the Board of Directors. They will be entitled to vote and hold office.
3. Honorary members shall be those physicians who have made outstanding contributions to the field of anal neoplasia but do not desire active membership. Any member of the Society may propose honorary members to the Board of Directors. If a majority of the Board of Directors approves the nomination, the recommendation will be presented to the Society at either the next members' business meeting (where a majority of the members present shall be sufficient to elect) or via electronic voting (where a majority of those voting shall be sufficient to elect).
4. Emeritus membership shall be those active members who have reached the age of 65, are retired from practice, and who request to be transferred to emeritus status. Emeritus members shall be entitled to vote. They shall not pay dues and shall not be eligible to hold office. However, they may serve on most Society committees.

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Section B Election to Membership

1. ACTIVE MEMBERS Application shall be made by the individual desiring membership in the Society by signature on the membership application or electronic application form. The application must document the individual's medical training and degree or college degree or training from an accredited institution. Acceptance to membership may not be refused by reason of age, sex, race, creed, religion, political affiliation, sexual orientation, or national origin. Refusal of membership may include activities by the applicant that would be detrimental to the reputation or interest of the Society, or behavior, which casts discredit upon the profession of medicine.
2. HONORARY MEMBERS. Election of honorary membership shall be by majority vote of the membership at a business meeting or via electronic vote. Nominations for honorary membership may be proposed by any member in good standing and must be approved by a majority of the Board of Directors prior to being voted upon by the membership.

Section C Loss of Membership

1. An active, associate, or trainee member shall be dropped from membership for nonpayment of dues 90 days after their annual dues anniversary date. They may reinstate their membership within the first year by paying the arrearage amount and thereafter by paying a new initiation fee and the annual membership dues.
2. Any member may voluntarily withdraw membership at any time. Notification of withdrawal shall be given in writing.
3. Any member may be removed from membership by a majority vote of the Board of Directors provided that the reasons for this action were addressed formally by the Ethics Committee under the terms of the Code of Ethics and notification of expulsion has been sent by registered mail to the home address as listed with the Society Office. Due cause for such removal may include activities by the member that are detrimental to the reputation or interest of the Society, or behavior, which casts discredit upon the profession. Removal for age, sex, creed, sexual orientation, national origin, political, religious or racial reasons is prohibited.

ARTICLE III OFFICERS

Section A President

The President shall be the executive officer of the Society and shall preside at the members' business and special meetings and at meetings of the Board of Directors. The first president shall serve for three years. After the first presidential term, all presidential terms will span between three consecutive business meetings. No person will hold the post for more than two consecutive terms. The President may appoint such committees as are necessary for the

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conduct of the Society.

Section B President Elect

The President Elect will act as Vice President, and in the absence of the President will preside at meetings of the Society and of the Board of Directors. The first President Elect shall be an ex-officio member of all committees and will then automatically succeed to the Office of President. After that time, all terms for the office of President-Elect will span between three consecutive business meetings. No person will hold the post for more than two consecutive terms.

Section C Secretary-treasurer

The Secretary-treasurer shall oversee the records of the Society and shall be an ex-officio member of all committees. He/she shall oversee the financial records and overall collections and disbursements in accordance with the Bylaws and at the direction of the Board of Directors. At the end of each fiscal year, the Secretary-treasurer shall have the books audited and submit this together with a report to the Board of Directors and to the Membership. The Secretary-treasurer will serve for a term that spans between three consecutive business meetings. No person will hold the post for more than two consecutive terms.

Section D Elections of Officers

1. Nominations will be made by the Nominating Committee (see Article VI, Section B). The official slate of officers and Members-at-Large proposed by the Nominating Committee shall be submitted to the entire voting membership by electronic mail at least 30 days prior to the election.
2. The nominee for an office obtaining a simple majority of votes cast by the voting membership present at the Business Meeting or by prior electronic voting of membership not present at the meeting shall be elected.

ARTICLE IV BOARD OF DIRECTORS

The Board of Directors shall consist of the immediate Past President, President, President Elect, Secretary-treasurer seven (7) Members-at-Large, and two (2) ex-officio members that may include an emeritus former board member and a community representative. Officers shall be elected at the time of the members' business meeting by a majority vote of active members present and voting or via a majority of those voting by electronic vote. Terms span between three consecutive members' business meetings. Any officer candidate must have previously served one term on the Board of Directors. Members-at-large shall be elected every three consecutive members' business meeting by a majority vote of active members voting or via a majority of those voting by electronic vote. Unless under exceptional circumstances, Members-at-Large will be Active Members of at least one year's good standing. No Member-at-Large to the Board of Directors shall serve in that capacity more than three (3) consecutive terms. The Executive Committee shall consist of the President, Immediate Past President, President-Elect and Secretary-treasurer.

The Board of Directors shall conduct the activities of the Society and shall convene for such purpose at its discretion, except that it shall meet at the time of the members' business/scientific meeting. Action by the Board arrived at by correspondence, including the electronic method of email, shall be valid as though the Board had actually assembled. Any vote or meeting conducted electronically must be conducted by the Board member from an email address that is consistent with the registry of Board member emails kept by the Secretary-treasurer. A quorum

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shall consist of five (5) members of the Board and action by a majority of those participating shall be binding.

Should an officer or Member-at-Large remove him/herself or be removed for cause, the election of that officer or Member-at-Large will be rescinded and the Nominating Committee will propose a successor for that term to the Board of Directors, the exception being the office of the immediate Past President, which will remain unfilled until the next election. Should the President remove him/herself or be removed for cause, the President Elect will assume the office of President for the remainder of the term, and would be eligible, if he/she desired, to stand for a second full term.

ARTICLE V MEETINGS

Section A Members' Business Meeting

A members' business meeting shall generally be held in conjunction with the scientific meeting. Additionally, a members' business meeting may also be held at a time and place designated by Board of Directors.

Section B Special Meetings

Special meetings may be called at any time by the Board of Directors.

Section C Notice of Meetings

Notice of special meetings shall be sent to all members at least sixty (60) days before such meeting, together with an announcement of any business to be conducted at that time.

Section D Quorum at Members' Business Meetings and Special Meetings

After official notice of a meeting (members' business meeting or special), as outlined in Section C, those active members in attendance at the members' business or special meeting shall be sufficient to constitute a quorum for the transaction of business.

ARTICLE VI COMMITTEES

Section A The Membership Committee

The Membership Committee shall consist of the President Elect and three (3) or more active members in good standing appointed by the President. The Membership Committee shall be responsible for upholding the membership standards set forth in the Bylaws. Members can serve on the Membership Committee for a maximum of two terms.

Section B The Nominating Committee

The Nominating Committee shall consist of five (5) active members of the Society. The President shall be chairman of the committee, and the remaining four (4) persons shall consist of the President Elect and three active members appointed by the current President of the Society. If any of these shall be unavailable to serve or no longer an active member of the Society, then the current President may appoint any member of the Society to serve on the Nominating Committee in order to have five (5) persons on the committee. They shall propose a slate of candidates for officers of the Society and for membership on the Board of Directors. These candidates for election shall be presented to the members of the Society in accordance with Article III, Section E of these Bylaws. Members of the Nominating Committee shall serve two terms.

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Section C The Program and Educational Activities Committee The Program and Educational Activities Committee shall be responsible for prospective planning, assessment, and evaluation of the scientific and social programs for the annual scientific meeting and all other postgraduate and enduring materials programs. The Committee shall be chaired by the President and consist of three (3) or more active members appointed by the President. It shall:

1. Conduct the necessary curriculum development and program content and carry out the continuous assessment and evaluation of the Society's postgraduate courses, scientific meetings, and enduring materials.
2. Appoint and assist course directors and/or project editors with the President's approval; review, amend and/or approve, and then forward to the Board of Directors the prospective faculty lists from the course directors.
3. Fulfill all responsibilities necessary for the approval of courses, meetings, or other educational activities for which CME credit is requested through an accredited third party.
4. Develop new methods of education and training of physicians and other providers at all levels, such as online assessment programs, DVDs, etc.

The Committee Chairman and Committee members shall sit for two (2) consecutive terms and may be reappointed at the discretion of the President.

Section D The Finance Committee

The Finance the Secretary-treasurer, and consist of the President Elect (as a voting member) and three (3) or more active members appointed by the President, and shall:

Review the financing Committee shall be chaired by of the Society and make recommendations to the membership.

1. Oversee the annual audit of Society's finances prior to the annual members' business meeting.

Members of the Finance Committee shall sit for two (2) consecutive terms.

Section F The Ethics Committee

The Ethics Committee shall be comprised of the Executive, and shall:

1. Oversee the evaluation of matters of professional conduct, to include the investigation and evaluation of grievances brought against members of the Society and, if necessary, to forward those grievances, their report, and their recommendation for action, to the Board of Directors. The Ethics Committee will evaluate and investigate all complaints within the purview of the IANS Code of Ethics.
2. Review the Code of Ethics at the time of the bylaw revisions and, if necessary, recommend updates to the Board of Directors.

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ARTICLE VII JOURNAL

There is no official publication of IANS

ARTICLE VIII DUES

Section A

Annual dues shall be payable by each active member, including the year in which the initiation fee has been paid. The Board may elect to offer discounted first year dues from time to time including those for course participants who join during the course they are attending.

Section B

Registration fees for members attending Society courses and meetings shall be fixed by the Board of Directors and shall be payable by active, associate, resident, and honorary members. Such fees shall not be charged to official guests of the Society.

Section C

The dates of the fiscal year may be set by the Board of Directors, and may be changed by the Board of Directors from time to time if this should become expedient.

ARTICLE IX PARLIAMENTARY PROCEDURE

Parliamentary procedure shall be according to "Robert's Rules of Order," the most recent edition.

ARTICLE X AMENDMENTS

Amendments to the Bylaws may be proposed by three (3) or more active members and must be submitted to the Secretary-treasurer with a copy sent to each active member by the Secretary at least thirty (30) days before the members' business meeting. Adoption shall require an affirmative vote of two-thirds of the members eligible to vote who are present at the meeting or of those voting electronically.

ARTICLE XI DISSOLUTION OF THE SOCIETY

Section A Dissolution

The Society may dissolve and end its affairs in the following manner:

1. The Board of Directors shall adopt a resolution recommending that the Society be dissolved, and directing that the question of such dissolution be submitted to a vote at a meeting of the voting members. Written or printed notice stating that the purpose, or one of the purposes, of such meeting is to consider the advisability of dissolving the Society shall be given to each voting member within the time and manner provided in the Bylaws for the giving of notice of meetings of voting membership. A resolution to dissolve the Society shall be adopted upon receiving at least two-thirds of the votes entitled to be cast by members present at such meeting.
2. Upon adoption of such a resolution by the membership, the Society shall cease to conduct its affairs except in so far as may be necessary for the end thereof, shall

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immediately cause a notice of the proposed dissolution to be mailed to each known creditor of the Society and shall proceed to collect its assets and apply and distribute them as provided in these Bylaws.

Section B Distribution of Assets

The assets of the Society in the process of dissolution shall be applied and distributed as follows:

1. All liabilities and obligations of the Society shall be paid, satisfied and discharged, or adequate provision shall be made therefore.
2. Assets held by the Society upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred, or conveyed in accordance with such requirements.
3. Assets received and held by the Society subject to limitation permitting the use only for the accomplishment of the objectives and purposes specified by these Bylaws, but not held upon a condition requiring return, transfer, or conveyance by reason of the dissolution, shall be transferred or conveyed to one or more domestic or foreign corporations, societies, or organizations engaged in activities substantially similar to those of this Society, pursuant to a plan of distribution adopted by the Board of Directors. No part of said funds shall inure, or be distributed to the members of the Society.

ARTICLE XII INDEMNIFICATION OF OFFICERS, DIRECTORS, COMMITTEE MEMBERS, AND STAFF EMPLOYEES

Every officer, director, committee member, and staff employee shall be indemnified by the Society against all expenses, settlement, judgments, or other liabilities, including counsel fees, reasonably incurred or imposed upon such person in connection with any proceeding or threatened proceeding to which such person may be made a party or may become otherwise involved by reason of such person being or having been an officer, director, committee member, or staff employee of the Society whether or not such person if an officer, director, committee member, or staff employee at the time such expenses are incurred. PROVIDED, that no indemnification shall be made where a person did not reasonably believe that the actions in question were in the best interest of the corporation; and PROVIDED FURTHER that, other than expenses paid to a person who prevails on the merits, no indemnification shall be made unless a court orders such indemnification or a majority of a quorum of those directors not involved in the proceeding vote for such indemnification; and PROVIDED FURTHER that the Society shall not indemnify any person where such indemnification would be in violation of any applicable law.

The aforementioned duty to indemnify shall not exceed the treasury funds existing for the Society at the time of the loss in question is incurred, said funds to include any applicable insurance proceeds.

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