

# **BY-LAWS OF THE INTERNATIONAL SOCIETY FOR ECT AND NEUROSTIMULATION (ISEN)**

## **ARTICLE I ORGANIZATION**

A. **NAME:** The name of this organization shall be the International Society for ECT and Neurostimulation, Inc., hereinafter referred to as the organization.

B. **PURPOSE:** This nonprofit Organization is comprised of clinicians, educators, and researchers. Its members seek to pursue the mission and vision statements described below.

**Mission Statement:** The mission of ISEN is to promote and strengthen the practice of ECT and other neurostimulation treatments through education, training, research, advocacy, and international collaboration.

**Vision Statement:** The vision of ISEN is to become the organization most recognized for improving the lives of patients with severe neuropsychiatric illness through accessible, high-quality ECT and other neurostimulation treatments.

C. **MEMBERSHIP:** Membership in this Organization shall be open to all clinicians, educators, and researchers interested in electroconvulsive therapy and other brain stimulation therapies.

D. **DEFINITION OF PHYSICIAN:** For purpose of officer eligibility and Board service requirements under these Bylaws, "Physician" means an individual who holds one of the following degrees: Medical Doctor (MD), Doctor of Osteopathic Medicine (DO), Bachelor of Medicine/Bachelor of Surgery (MBBS), Bachelor of Medicine/Bachelor of Surgery (MBBCh), or Bachelor of Medicine/Bachelor of Surgery (MBBH) degree, or any equivalent primary medical qualification (including successor or substantively equivalent degrees) that entitles the individual to licensure as a physician in the jurisdiction where the individual is trained and/or practices.

## **ARTICLE II OFFICES**

A. **PRINCIPAL OFFICE AND REGISTERED AGENT:** Pursuant to the Maryland Nonprofit Corporation Act, the Organization shall have and continuously maintain in Maryland a principal office and resident agent for service of process, notice or demand required or permitted by law to be served upon this Organization.

B. **OTHER OFFICES:** The Organization may maintain such other business offices, mailing addresses, and administrative locations within and/or outside of Maryland as shall from time to time be determined by the Board of Directors.

## **ARTICLE III BOARD OF DIRECTORS**

A. **COMPOSITION.** The Board of Directors is the governing body of the Organization and shall consist of the following voting Directors:

1. The Executive Committee—President, Vice President, Treasurer, Secretary, and Immediate Past President (each of whom must be a Physician). The President shall serve as the Chair of the Board and shall preside at all meetings of the Board of Directors
2. Former President Directors—the five most recent former Presidents of the Organization who are willing to serve (each of whom, by definition, is a Physician). Former President Directors shall each serve for a term of up to ten (10) years from the conclusion of their Presidential term.
3. Two Appointed Directors at Large—Nursing Director at Large and Psychology Director at Large

Advisory Officers are non-voting and are not members of the Board; they may attend meetings by invitation.

**B. ELIGIBILITY.** Only Physicians are eligible to serve on the Executive Committee, and, as a result of officer succession, to become Former President Directors.

## **ARTICLE IV OFFICERS**

**A. EXECUTIVE COMMITTEE:** The officers of the Organization shall consist of the President, Vice President, Treasurer, Secretary, and Immediate Past President. These five positions shall constitute the Executive Committee of the Organization. Every two years, the Secretary shall advance to Treasurer, the Treasurer to Vice President, the Vice President to President, and President to Immediate Past President, subject to the individual's willingness to serve. A new Secretary shall be elected every two years. The only officer position elected by the membership is the Secretary; all other officer positions progress by succession. Officers may resign their position at any point.

**B. ELECTION AND SUCCESSION.** Every two (2) years, prior to the Annual Membership Meeting/Conference, the membership shall elect the Secretary by electronic ballot conducted with not less than thirty (30) days' notice. The Secretary must be a Physician. Following the election, officer succession shall occur at the Annual Membership Meeting/Conference as follows: the Secretary advances to Treasurer; the Treasurer advances to Vice President; the Vice President advances to President; and the outgoing President assumes the role of Immediate Past President, each subject to the individual's willingness to serve.

1. **Secretary:** It shall be the duty of the Secretary to keep the minutes of all meetings of the Organization and of its Board of Directors and to perform such other duties as shall be assigned by the Board of Directors.

2. **Treasurer:** It shall be the duty of the Treasurer to work in conjunction with the Executive Director to collect all monies whatsoever due the Organization and to have custody of the funds of the Organization, and to place the same in such depositories as may be approved by the Board of Directors, the same to be disbursed upon warrants approved by the Board of Directors. He/she and the Executive Director shall record and submit before the Annual Meeting each year, to the

Board of Directors, a report of the receipts and disbursements, which the said Board may cause to be audited by a firm of character or certified accountants of its own selection. The Treasurer shall perform such other duties as may be assigned by the Board of Directors.

3. **Vice President:** It shall be the duty of the Vice President to fulfill the role of President when the President is unable to perform his/her duties and functions and to perform such other duties as shall be assigned by the Board of Directors.

4. **President:** It shall be the duty of the President to preside at the Annual Meeting of the Organization and at the meetings of the Board of Directors. The President will assist with activities of the Organization in the manner set forth in these By-Laws.

5. **Immediate Past-President:** Immediate Past President. It shall be the duty of the Immediate Past President to serve as a member of the Board of Directors, to facilitate strategic planning with the Board of Directors, and to attend all strategic planning meetings of the Board of Directors.

C. **APPOINTED OFFICERS (Voting Directors at Large):** Appointed officers will be chosen by a majority vote of the Board of Directors, will serve a two-year term and can be reappointed to the same office as voted by the Board. Appointed officers are voting members of the Board. Appointed officers can include Director-at-Large Positions which include the Nursing Director-at-Large and the Psychology Director-at-Large. The Nursing Director-at-Large will be recommended by the nursing committee. The Psychology Director-at-Large will be served by ISEN professional members who are health care professionals with qualifications and expertise relevant to the practice of ECT and neurostimulation.

D. **ADVISORY OFFICERS (Non-Voting):** Advisory officers will be chosen by a majority vote of the Board of Directors, will serve a two-year term, and can be reappointed to the same office as voted by the Board of Directors. Advisory officers are non-voting and are not members of the Board. Advisory officers can include the current Editor of the Journal of ECT, the Member for International Affairs, ISEN Historian, and up to 2 additional members serving in an advisory capacity. Advisory Officers may join Board meetings by invitation only.

E. **VACANCIES AND INTERIM SUCCESSION.** If an officer or Director resigns or is unable to serve between elections: (i) the Vice President shall act as President, the Treasurer shall act as Vice President, and the Secretary shall act as Treasurer, with each officer automatically moving up one position in the succession line; (ii) the resulting vacancy in the office of Secretary shall be filled by an emergency election of the members conducted by electronic ballot upon not less than fourteen (14) days' notice; and (iii) any vacancy among Former President Directors is filled automatically by the next most recent former President willing to serve. Appointed Directors at Large vacancies may be filled by the Board for the remainder of the unexpired term.

## **ARTICLE V**

### **EXECUTIVE DIRECTOR**

A. **EXECUTIVE DIRECTOR:** The Executive Director of the Organization shall be appointed by the Board of Directors. The term of office will continue at the discretion of the Board. The Executive Director will carry out duties assigned by the Board of Directors and attend the meetings of the Board of Directors. If the Executive Director is a volunteer clinician/physician,

they will have voting rights. If the Executive Director is hired to fulfill this position, they will not have voting rights.

## **ARTICLE VI**

### **MEETINGS OF THE BOARD OF DIRECTORS.**

A. **REGULAR MEETINGS:** The Board of Directors of the Organization shall meet at least four (4) times during the course of the year, which may be held in person or by means of remote communication that permits all persons participating to hear each other contemporaneously. Board members are expected to attend scheduled meetings unless excused

B. **SPECIAL MEETINGS:** Special meetings of the Board of Directors may be called at any time by the President of the Organization. Special meetings shall be held at such places as may be specified by the President of the Organization

C. **NOTICE OF BOARD MEETING:** Written or printed notice of meetings of the Board of Directors shall be delivered by electronic transmission, such as email or calendar invitation, sent to each member of the Board at the address on record not less than seven (7) nor more than thirty (30) days prior to the date set for such meeting. Notice by first-class mail or reputable courier may be used upon a Director's request. For special meetings, at least twenty-four (24) hours' notice is required unless exigent circumstances exist. Delivery by electronic transmission is effective when sent by the Organization's system. If mailed, delivery is effective on the date deposited, postage prepaid, in the United States mail.

#### **D. QUORUM AND VOTING:**

1. At any and all meetings of the Board of Directors, duly called, a quorum shall consist of one-third (1/3) of the entire Board of Directors.

2. At any meeting of the Board of Directors at which a quorum is present, the affirmative vote of a majority of the members present there at, shall be necessary and sufficient to adopt any measure as the act of the Board of Directors, except as the approval of a greater proportion of the Executive Committee is required by the Maryland Nonprofit Corporation Act or by these By-Laws of taking of specific measures.

E. **ACTION WITHOUT MEETING:** Any action required by law to be taken at a meeting of the Board of Directors may be taken without meeting if consent thereto in writing, setting forth the action so taken, shall be signed by all of the Board of Directors members. Such consents in writing may be submitted to the Organization by e-mail or otherwise, shall be filed with the Minutes of the Board of Directors meetings and shall have the same force and effect as a unanimous vote.

F. **WAIVER OF NOTICE:** Whenever any notice is required to be given to any member of the Board of Directors by statute or under the provision of the Articles of Incorporation of these By-Laws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice. Presence without objection also waives notice.

**G. AUTHORITY TO DENY OR REFUND REGISTRATIONS:** The Board of Directors reserves the right to refuse registration or refund registration fees to any person whose presence has the potential to be disruptive and/or not consistent with the mission and goals of the organization.

## **ARTICLE VII MEMBERSHIP MEETINGS AND ANNUAL CONFERENCE**

- A. ANNUAL MEMBERSHIP MEETING/CONFERENCE.** ISEN shall hold an annual conference each year that is open to all members and the conference will serve as the Annual Membership Meeting.
- B. ELECTION CYCLE.** Elections occur every two (2) years and shall be conducted by electronic ballot prior to the Annual Membership Meeting/Conference. Notice of the election and ballot access shall be provided to members not less than thirty (30) days in advance.
- C. OFFICER INTRODUCTION AND SUCCESSION.** When an election occurs, newly elected and succeeding officers shall be introduced to the membership at the Annual Membership Meeting/Conference, and officer succession shall take effect at or immediately following the annual membership meeting.

## **ARTICLE VIII ORDER OF BUSINESS**

- A. ORDER OF BUSINESS:** The following, or a similar list, shall be the order of business:

1. Roll Call.
2. Review and approval of the minutes of the preceding meeting.
3. Reports of Committees.
4. Reports of Officers.
5. Report of the Executive Director.
6. Old and unfinished Business.
7. New Business.

## **ARTICLE IX MISCELLANEOUS**

- A. FISCAL YEAR:** The Fiscal Year of the Organization shall begin on the first day of January each year.
- B. SIGNATURE OF NEGOTIABLE INSTRUMENTS:** All bills, notes, checks, or other instruments for the payment of money will be signed by any two (2) of the four (4) Officers of the Organization or the Executive Director.

## **ARTICLE X AMENDMENTS**

A. **AMENDMENTS:** The By-Laws of the Organization may be altered or repealed by the affirmative vote of the majority of the members of the Board of Directors present at any meeting thereof.

## **ARTICLE XI DISSOLUTION**

A. **DISSOLUTION:** On dissolution, all property of the Organization, from whatever source arising, shall be distributed in such a manner as the Board of Directors of the Organization may determine, provided, however, that such disposition shall be calculated exclusively to carry out the objects and purposes of the Organization.

## **ARTICLE XII COMMITTEES**

A. **COMMITTEES:** All committees of the Organization shall be appointed by the Executive Committee, and their term of office shall be for a period of two (2) years or less if sooner terminated by the action of the Executive Committee.

## **ARTICLE XIII DUES**

A. **DUES:** The dues of this Organization shall be determined by a majority vote of the Board of Directors. Dues are assessed on a rolling basis for a twelve-month term beginning on a member's join or renewal date and are payable in full on that date and on each annual anniversary thereafter.

## **ARTICLE XIV INDEMNIFICATION OF DIRECTORS AND OFFICERS**

A. **INDEMNIFICATION OF DIRECTORS AND OFFICERS:** Each Board of Directors member, Officer, and Executive Director of the Organization and each former Board Member, Officer, and Executive Director thereof shall be indemnified by the Organization against expenses actually and necessarily incurred by him/her in connection with the defense of any action, suit, or proceeding in which he/she is made a party by reason of being or having been a Director, Officer, or Executive Director of the Organization, except in relation to matters as to which he/she shall be adjusted, in each action, suit, or proceeding, to be liable for negligence or misconduct in the performance of his/her duties; indemnified against any expenses in relation to any matter as to which there has been no adjudication with respect to his/her performance of duty unless the Organization shall receive an opinion from independent counsel that he/she has been negligent or guilty of misconduct in the performance thereof. The indemnification herein provided for shall not be exclusive of any other rights to which the persons indemnified may be entitled under any agreement, vote of members or otherwise.