



**BYLAWS**

**Amended March 14, 2016**

## **ARTICLE I - NAME**

The name of this Association shall be "International Trademark Association, Inc.," which may be referred to in these Bylaws as "INTA" or "Association."

## **ARTICLE II - OBJECTIVES**

The objectives of the Association shall be (i) to support and advance brands, trademarks, and related intellectual property, as elements of fair and effective commerce, (ii) to protect the interests of the public with respect to the uses of brands, trademarks and related intellectual property, (iii) to promote the interests of the members of the Association and of brand and trademark owners in the uses of their brands, trademarks and related intellectual property, (iv) to obtain, collect, and disseminate information concerning the creation, use, registration, protection, and enforcement of brands, trademarks and related intellectual property throughout the world; and (v) to implement the goals for the Association as set forth from time to time in the Association's Strategic Plan.

## **ARTICLE III - MEMBERSHIP**

### **1. Membership Categories**

The membership of the Association shall consist of Regular Members and Associate Members. Each Regular Member and Associate Member shall appoint in writing one of its directors, officers, employees, partners or firm members as its designee to act on its behalf with respect to membership matters (hereinafter "Designee"). Each Member may additionally appoint in writing one of its directors, officers, employees, partners or firm members as its representative for the purpose of any other matter relating to the Association, including but not limited to service on the Board of Directors, as an Officer, on a committee or otherwise as eligible and permitted by these Bylaws (hereinafter "Representative"). The Designee or Representative of a Regular Member may be, as an alternative to a director, officer, employee, partner or firm member, an outside counsel or contractor who devotes substantially all of his or her professional time to the business of the Regular Member. In addition to the above categories, the Board of Directors may establish or terminate other categories and sub-categories of membership, including for special constituencies, as necessary to accomplish the objectives of the Association. The identification of and procedures for establishing such categories and sub-categories shall be defined in the INTA Code of Policies, which shall be approved by the Board of Directors. As used in these Bylaws, the term "Member" refers to a Regular Member, Associate Member, and such other categories and sub-categories of membership as may be established by the Board of Directors.

#### **1.1 Regular Member**

Any Person (as used in these Bylaws meaning an individual, firm, corporation or other legal entity) owning a trademark or other mark that is used in commerce to distinguish goods or services offered by that Person, or under the authority of that Person, shall be eligible to be a Regular Member, except that any Person who is eligible as an Associate Member or other Member category shall not be eligible to be a Regular Member. Each Regular Member shall have the right to one vote at all Stated Meetings of the Association.

## **1.2 Associate Member**

Any Person providing services related to brands, trademarks, related intellectual property and/or the laws of trademarks or related intellectual property shall be eligible solely for Associate Membership. The use or ownership of one or more trademarks or other marks shall not qualify such Person for Regular Membership. Persons eligible for Associate Membership include but are not limited to duly licensed attorneys; law firms; trademark agencies and agents registered to practice before any governmental trademark office or patent office; chambers of commerce; trade and membership associations; design firms and designers; advertising agencies; public relations and public affairs firms; domain name registrars and registries; and trademark search firms and investigation firms. The fact that an organization is a not-for-profit organization shall not affect the determination of whether it qualifies for Associate Membership. An Associate Member may be heard on any matters pertaining to the Association but shall not vote or be deemed part of a quorum at any Stated Meeting of the Association. A Person that is eligible for Regular Membership or any other category of Membership other than Associate Member shall not be eligible for Associate Membership.

## **ARTICLE IV - FINANCIAL MATTERS**

### **1. Fiscal Year**

The fiscal year of the Association shall begin on 1 January and end on 31 December.

### **2. Dues**

(a) The annual dues for all Member categories shall be determined by the Board of Directors.

(b) The annual dues of all Members for each calendar year shall be due and payable on January 1st of that year. Notice to this effect shall be sent to each Member before each January 1st, and a second notice shall be sent thereafter to each Member whose dues remain unpaid. Additional notices may be sent, as deemed necessary by the Chief Executive Officer or the Association staff designated by the Chief Executive Officer.

(c) A new Member shall pay dues on the first day of the month next following its acceptance as a Member.

(d) No Regular Member shall have the right to vote until it has paid its dues.

### **3. Budget**

Each year, the Board of Directors shall adopt a budget for the Association for the succeeding fiscal year. The budget may be revised by the Board of Directors at any time.

### **4. Audit**

The Board of Directors shall provide for an audit of the Association on at least an annual basis. Such audit shall be prepared by licensed public accountants authorized to perform such audits in the jurisdictions in which the Association operates. The Board of Directors shall consider the retention of new auditors according to the policy set forth in the INTA Code of Policies.

## **5. Report**

At the Annual Meeting of Members of the Association, the Board of Directors shall direct the Chief Executive Officer (or his or her designee) to present the audited annual report of the Association, certified by an independent public or certified public accountant or a firm of such accountants selected by the Board of Directors, in accordance with Section 519 of the Not-for-Profit Corporation Law of the State of New York.

## **ARTICLE V - BOARD OF DIRECTORS**

### **1. Eligibility and Powers**

(a) The control and management of the affairs of the Association shall be vested in a Board of Directors consisting of the President and no less than twenty-one nor more than thirty-six other Designees or Representatives, each of whom shall have one vote, except non-voting members of the Board of Directors who shall not be counted in this number nor deemed a part of a quorum at any meeting of the Board of Directors nor have a vote nor be eligible for election as Officers. A Designee or Representative of a Regular Member or Associate Member shall be eligible to serve as a Director. No more than one Designee or Representative from any one Member may serve on the Board of Directors at any one time. The Board of Directors shall be composed of not more than one-third Designees or Representatives of Associate Members at one time.

(b) Directors shall be elected at an Annual Meeting of Members of the Association. A Director shall be elected for a term of not more than three years or until a successor shall have been elected, except that a Director who ceases to be eligible to serve as a Director shall thereupon cease to be a Director. A Director who shall have served on the Board of Directors for three consecutive years (excluding any period of service as a Director elected to fill a vacancy under Section 4 of this Article) shall not be eligible to serve on the Board of Directors for a period of one year thereafter, except that a Designee or Representative who is nominated and elected as an Officer may continue to serve on the Board of Directors as long as such individual is an Officer.

(c) A Member that has been represented on the Board of Directors for three consecutive years (excluding any period of service by a Designee or Representative elected to fill a vacancy under Section 4 of this Article) shall not be represented on the Board of Directors for a period of one year thereafter, except by a Designee or Representative who is nominated and elected as an Officer, who may continue to serve on the Board of Directors as long as such Designee or Representative of the Member is an Officer.

(d) The Board of Directors shall decide annually by a majority vote which individuals have signing authority for the Association, effective January 1<sup>st</sup> of each year.

### **2. Immediate Past President**

The immediate past President shall be a non-voting member of the Board of Directors for three years following his or her term as President, and shall not be counted toward a quorum or in determining the ratio between Directors from Regular and Associate Members.

### **3. Advisory Directors**

Up to three Advisory Directors, when there is a need for their special expertise, may be elected by the Board of Directors as non-voting members of the Board of Directors after nomination by the Nominating Committee. An Advisory Director shall not be a Designee or Representative of, and shall not be employed by or affiliated with, a Member. An Advisory Director may be appointed to a one-year term, which is renewable for not more than three consecutive one-year terms. An Advisory Director shall not be counted for purposes of determining the existence of a quorum.

#### **4. Vacancies**

In the event of a Director's resignation, removal, ineligibility or inability to perform the duties of a Director, a majority of the Board of Directors then in office shall have the power to elect an eligible person to serve for the remainder of the term of such Director.

#### **5. Meetings of the Board of Directors**

(a) The Annual Meeting of the Board of Directors shall be held promptly following the Annual Meeting of Members of the Association. Regular Meetings of the Board of Directors shall be held at such times and places as the Board of Directors or President shall decide. Special Meetings of the Board of Directors may be held at such times and places as the Board may decide or at the call of the President or on the written request of five or more Directors addressed to the President or Secretary. In the event of a lack of a quorum at any meeting of the Board of Directors, such meeting may be rescheduled to such time and place as set forth in a notice complying with the requirements for notice of a Special Meeting of the Board of Directors.

(b) Regular Meetings of the Board of Directors may be held without notice if the time and place of such meetings are fixed by the Board of Directors or the President. Special Meetings of the Board of Directors may only be held upon notice to the Board of Directors. Notice shall be given in such manner as determined by the Board of Directors. Any Director may waive notice of any meeting by submitting a waiver of notice. Waiver may be written or electronic. If written, the waiver must be executed by the Director by signing such waiver or causing his or her signature to be affixed to such waiver by any reasonable means, including but not limited to facsimile signature. If electronic, the waiver must be sent by electronic email and set forth information from which it can reasonably be determined that the transmission was authorized by the Director.

(c) Any one or more Directors who is not physically present at a meeting of the Board of Directors may participate by means of a conference telephone, videoconference, or other similar communications equipment to the extent such means of participation is reasonably available. Participation by such means shall constitute presence in person at the meeting, as long as all persons participating in the meeting can hear each other at the same time and can participate in all matters before the Board of Directors.

(d) Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all of the Directors consent to the adoption of a resolution authorizing the action. Consent may be written or electronic. If written, the consent must be executed by the Director by signing such consent or causing his or her signature to be affixed to such consent by any reasonable means, including but not limited to facsimile signature. If electronic, the consent must be sent by electronic mail and set forth information from which it can reasonably be determined that the transmission was authorized by the Director.

#### **6. Quorum**

A majority of the voting Directors shall constitute a quorum for the purposes of any meetings of the Board of Directors.

## **ARTICLE VI - OFFICERS, COUNSEL AND EMPLOYEES**

### **1. Election and Duties**

(a) The Officers of the Association shall be a President, a President Elect, such other Vice Presidents as the Board of Directors may decide, a Secretary, and a Treasurer, each of whom shall be elected from amongst the Directors at each Annual Meeting of the Board of Directors by a majority vote of the Directors present at such meeting to serve for the next calendar year or until a successor shall have assumed the duties of the office. No one shall be eligible to serve successive terms as President, except that an Officer who becomes Acting President or President pursuant to Section 3 of this Article may be elected to a successive one-year term as President. The Board of Directors may likewise elect such other Officers as it may from time to time deem advisable and they shall perform such duties as the Board of Directors may prescribe.

(b) Only Designees or Representatives of Regular Members shall be eligible to serve as Officers. An Officer who ceases to be eligible to serve as an Officer shall thereupon cease to be an Officer.

### **2. President**

The President shall preside at all meetings of the Association, the Board of Directors and the Executive Committee and shall be the executive head of the Association and the Chair of the Board of Directors, directly responsible to the Board of Directors for the conduct of all Association operations and activities. The President shall have authority to delegate to other Officers, Committee Chairpersons and the Chief Executive Officer such duties as seem appropriate for the administration thereof under the President's general supervision. The President shall submit at each Annual Meeting of the Association a report of the activities of the Association during the preceding year.

### **3. President Elect and Vice Presidents**

(a) The President Elect and the other Vice Presidents shall perform such duties as may be delegated to them by the Board of Directors, the Executive Committee, or the President.

(b) Subject to the terms of Article IX of these Bylaws, the President Elect shall succeed to the office of President for the next calendar year without further vote. In the event of the temporary absence or temporary inability of the President to perform the duties of the office, the President Elect shall, except in the event of absence or inability to serve, become Acting President and exercise the authority and perform the duties of the office. In the event of the resignation, removal from office, ineligibility or inability of the President to perform the duties of the office, the President Elect shall, except in the event of inability to serve, become President.

(c) In the event of the temporary absence or temporary inability of both the President and the President Elect to perform the duties of the office of President, the Vice President who has seniority shall become Acting President and exercise the authority and perform the duties of the office.

(d) If no Vice President has seniority, the Board of Directors shall elect by a majority vote a Vice President as Acting President who shall exercise the authority and perform the duties of the office.

(e) As used in this Section the term "seniority" means the greatest number of years of service as a Director of the Association.

#### **4. Secretary**

The Secretary shall be responsible for the minutes of all meetings of the Association, the Board of Directors and the Executive Committee, and shall be the custodian of the seal and records of the Association. The Secretary shall perform such other duties as may be delegated by the Board of Directors, the Executive Committee or the President.

#### **5. Treasurer**

The Treasurer shall oversee the custody of all monies and securities of the Association and their placement in appropriate financial vehicles and repositories in accordance with guidelines established by the Board of Directors. The Treasurer shall direct the Association staff to keep proper books of account and shall sign and authorize the signing of checks and shall give such surety bonds as the Board of Directors may require. The Treasurer shall make reports on the financial condition of the Association at each Annual Meeting of the Association and of the Board of Directors and, whenever called upon to do so, at the other meetings of the Association, the Board of Directors, and the Executive Committee. The Treasurer shall also perform such other duties as may be delegated by the Board of Directors, the Executive Committee, or the President. The Treasurer shall be Chairperson of the Finance Committee. All duties performed by the Treasurer shall be subject to the supervision and direction of the Board of Directors, the Executive Committee, the Audit Committee and the President. All financial and other records in the custody of the Treasurer and/or the Association staff shall be open to the Board of Directors, the Executive Committee, and the President at all times for inspection or audit. On ceasing to hold office, the Treasurer shall surrender all records, files, books of account, monies, securities, and other property of the Association, as well as control thereof, to a successor elected by the Board of Directors or to such other person as designated by the Board of Directors.

#### **6. Counsel**

The Board of Directors shall at the Annual Meeting of the Board of Directors retain from among the Designees or Representatives of Regular Members or Associate Members a Counsel to serve as legal adviser to the Board and to hold office for the next calendar year. Counsel shall give such legal opinions as may be requested by the President, the Chief Executive Officer, the Executive Committee, or the Board of Directors. A person serving as Counsel may be reappointed for total service of up to three consecutive one-year terms. Counsel shall not be affiliated with the same Regular or Associate Member as the immediately preceding Counsel.

#### **7. Succession**

In the event of the resignation, removal from office, ineligibility or inability of any Officer, other than the President, or Counsel to perform the duties of the office, the Board of Directors by a majority vote shall elect an eligible person to serve for the remainder of that year or until a

successor shall have been elected and shall have assumed the duties of the office.

## **8. Chief Executive Officer**

(a) The Association shall employ a full-time executive with the title Chief Executive Officer who shall be the chief staff executive responsible to the President, the Executive Committee, and the Board of Directors. The employment or discharge of a Chief Executive Officer shall be by the Board of Directors.

(b) The Chief Executive Officer shall participate in the recommendation, formulation and implementation of policies and programs for the Association; be responsible for the administrative operation of the Association's offices and the supervision of all staff personnel; and be responsible for the development and administration of the annual budget. The Chief Executive Officer shall, unless otherwise directed by the President, the Executive Committee or the Board of Directors, attend all meetings of the Association, the Board of Directors and Permanent Committees, and attend or delegate other staff to attend all meetings of Non-Permanent and Special Committees, Project Teams, Task Forces or other groups of volunteers. The Chief Executive Officer shall, as may be directed by the President, the Executive Committee or the Board of Directors, represent the Association at meetings of associations and governmental and non-governmental organizations throughout the world; communicate to others the positions and comments of the Association; keep the President fully informed on the conditions and operations of the Association; and perform such other duties as may be assigned or delegated by the President, the Executive Committee or the Board of Directors and as set forth in the INTA Code of Policies.

## **ARTICLE VII - COMMITTEES**

### **1. Permanent Committees**

(a) The Board of Directors shall have the authority to create and disband certain permanent committees, including but not limited to the following committees: Executive, Audit, Nominating, Finance, Planning, and Compensation & Benefits.

(b) Except as otherwise specified in these Bylaws: nominations for the Audit, Nominating, Finance, Planning, and Compensation & Benefits Committees shall be made by the President.

### **2. Executive Committee**

(a) The Board of Directors shall at the Annual Meeting of the Board of Directors elect by a majority vote of the Directors present at such meeting, an Executive Committee to serve for the next calendar year or until its successor shall have been elected and shall have assumed the committee's duties. The Executive Committee shall at all times be comprised of at least four members of the Board of Directors in addition to the President, the President Elect, the Vice Presidents, the Secretary, and the Treasurer. The term of the four or more members of the Board of Directors serving on the Executive Committee shall be one year or until any earlier expiration of the member's service on the Board, and these members may be reappointed for a total of two consecutive one-year terms. The President shall be the Chairperson of the Executive Committee. In the absence of any member of the Executive Committee, the President shall have the power to appoint another member of the Board of Directors to act as a member pro tem of the Executive Committee for the purposes of any meeting of the Committee. In the event of the resignation,

removal from office, ineligibility or inability of any member of the Executive Committee to perform the duties of the office, the Board of Directors shall elect a successor to serve for the remainder of the calendar year. The Immediate Past President shall participate on the Executive Committee for one year immediately following his or her term as President as a non-voting member, and shall not be counted toward a quorum.

(b) Meetings of the Executive Committee shall be held at such times and dates as the Committee may decide, or at the call of the President or on the written request of three or more members thereof addressed to the President or the Secretary. A majority of its members shall constitute a quorum for the purposes of any meeting.

(c) The Executive Committee shall have and may exercise, when the Board of Directors is not in session, all the powers of the Board of Directors in the management and business affairs of the Association to the extent permitted by law, and provided that in any event, the Executive Committee shall not have power to fill vacancies on the Board of Directors or to amend the Bylaws of the Association. All action taken by the Executive Committee shall be reported at the next meeting of the Board of Directors.

### **3. Audit Committee**

(a) The Board of Directors shall at the Annual Meeting of the Board of Directors elect by a majority vote of the Directors present at such meeting, an Audit Committee to serve for the next calendar year or until their successors shall have been elected and shall have assumed their duties. The Audit Committee, which will be responsible to the Board of Directors, shall consist of no fewer than three and no more than five Directors, including the Chair who shall be elected by the Board of Directors. Each member of the Audit Committee shall be an "independent director" as defined in the Not-for-Profit Corporation Law of the State of New York. No member of the Audit Committee, including the Chair, shall be a member of the Executive Committee or the Finance Committee or have signing authority for the Association. The term of the Audit Committee members shall be one year or until any earlier expiration of the member's service on the Board, and members may be reappointed for a total of three consecutive one-year terms. The term of the Chair shall be one year, subject to reappointment for an additional one-year term. In the event of the resignation, removal from office, ineligibility or inability of any member of the Audit Committee to perform the duties of the office, the Board of Directors, by a majority vote, shall elect a successor to serve for the remainder of the calendar year.

(b) The Audit Committee shall: (i) oversee the accounting and financial reporting processes of the Association and the audit of its financial statements; (ii) annually retain or renew the retention of an independent auditor; (iii) review with the independent auditor the results of the audit (including the management letter); (iv) oversee the adoption, implementation of, and compliance with any conflict of interest policy and whistleblower policy adopted by the Association; (v) review with the independent auditor the scope and planning of the audit prior to its commencement; (vi) review and discuss with the independent auditor any material risks and weaknesses in internal controls identified by the auditor, any restrictions on the scope of the auditor's activities or access to requested information, any significant disagreements between the auditor and management, and the adequacy of the Association's accounting and financial reporting processes; (vii) annually consider the performance and independence of the auditor; and (viii) report its activities to the Board of Directors. The Audit Committee shall also perform such other duties as may be assigned from time to time by the Board of Directors or the President.

(c) Meetings of the Audit Committee shall be held at such times and places as the Committee may decide, or at the call of the Chair of the Audit Committee or the President of the Association, or on the written request of two or more members of the Committee addressed to the President or the Secretary. A majority of the members of the Audit Committee shall constitute a quorum for the purposes of any meeting.

#### **4. Nominating Committee**

(a) The Board of Directors shall at the Annual Meeting of the Board of Directors elect by a majority vote of the Directors present at such meeting, a Nominating Committee comprising a Representative or Designee from each of seven Members in good standing, namely, three former Presidents of the Association, one of whom shall be the Immediate Past President, two Representatives or Designees of Regular Members, and two Representatives or Designees of Associate Members. The Immediate Past President shall serve as Chairperson and shall continue to chair the Nominating Committee even if his or her status changes from Regular to Associate Member. In the event that the Immediate Past President is unable to serve as Chairperson for any reason, the Board of Directors shall elect a Regular Member of such Committee as Chairperson. In the event a former President becomes an Emeritus Member, the Board of Directors may waive the Regular Member in good standing requirement. The term of the two Representatives or Designees of Regular Members, and the two Representatives or Designees of Associate Members serving as Nominating Committee members shall be one year or until any earlier expiration of the member's service on the Board, and these members may be reappointed for a total of two consecutive one-year terms. The Nominating Committee shall serve for the next calendar year or until its successor is elected and shall have assumed its duties. It shall hold meetings from time to time whenever it shall deem necessary, and a majority of its members shall constitute a quorum for the purposes of any meeting. In the event of the resignation, removal from office, ineligibility or inability of any member of the Nominating Committee to perform the duties of the office, the Board of Directors, by a majority vote, shall elect a successor to serve for the remainder of the calendar year.

(b) The Nominating Committee shall (i) make nominations for Officers and for members of the Board of Directors, Advisory Directors, non-Permanent Committee Chairpersons, and such Committee Vice Chairpersons as the Board of Directors may decide, to succeed those incumbents whose terms of office expire at the end of the calendar year and (ii) notify the Secretary at least thirty days before the next Annual Meeting of Members. The Secretary shall transmit a list of the nominations made by the Nominating Committee in writing, via facsimile copy, by electronic mail or by publication in the INTA Bulletin to all Regular Members and Associate Members at least ten days before the next Annual Meeting of Members of the Association.

(c) Nominations other than those made by the Nominating Committee must be made by at least five Regular Members and submitted in writing to the Secretary not less than ten days prior to the next Annual Meeting of Members of the Association and the Secretary shall give notice of such nominations to all Regular and Associate Members of the Association by first class mail, by electronic mail, or by facsimile copy at least six days before such Annual Meeting.

#### **5. Finance Committee**

(a) The Board of Directors shall at the Annual Meeting of the Board of Directors elect by a majority vote of the Directors present at such meeting, a Finance Committee to serve for the next two

calendar years or until their successors shall have been elected and shall have assumed their duties. The Finance Committee, which will be responsible to the Board of Directors, shall consist of no fewer than three and no more than five Directors, including the Chair. No member of the Finance Committee shall be a member of the Audit Committee. The Treasurer shall serve as Chair of the Finance Committee. The Chair of the Planning Committee shall be an *ex officio* member of the Finance Committee and, as such, is a non-voting member and is not considered for determining whether a quorum is present. The term of the Finance Committee members shall be two years or until any earlier expiration of the member's service on the Board, except that when first establishing the Finance Committee the Board will elect members to one and two year terms in order to create staggered terms for the members. In the event of the resignation, removal from office, ineligibility or inability of any member of the Finance Committee to perform the duties of the office, the Board of Directors, by a majority vote, shall elect a successor to serve for the remainder of the calendar year.

(b) The purpose of the Finance Committee is to provide general oversight of the financial matters of the Association, including: financial policy; budget; investment allocation and investments; and performing such other duties as may be assigned from time to time by the Board of Directors or the President.

(c) The Treasurer may, with the concurrence of the President, appoint one or more subcommittees, which may include members who are not Directors. Each subcommittee shall be chaired by a member of the Finance Committee. Subcommittees may make recommendations to the Finance Committee but may not act on behalf of the Finance Committee if they include members who are not Directors, except with respect to investment management if such authority has been delegated in accordance with Section 519 of the Not-for-Profit Corporation Law of the State of New York.

(d) Meetings of the Finance Committee shall be held at such times and places as the Committee may decide, or at the call of the Treasurer or the President of the Association. A majority of the members of the Finance Committee shall constitute a quorum for the purposes of any meeting.

## **6. Planning Committee**

(a) The Board of Directors, after consultation with the Officers, shall at the Annual Meeting of the Board of Directors elect the Chair and the members of the Planning Committee to serve for the next calendar year or until their successors shall have been appointed and shall have assumed their duties. The Planning Committee, which will be responsible to the Board of Directors, shall consist of no more than nine Directors. The President Elect shall serve as Chair of the Planning Committee. The term of the Planning Committee members shall be one year or until any earlier expiration of the member's service on the Board of Directors, and there is no limitation on the number of terms a member of the Planning Committee may serve. In the event of the resignation, removal from office, ineligibility or inability of any member of the Planning Committee to perform the duties of the office, the Board of Directors, by a majority vote, shall elect a successor to serve for the remainder of the calendar year.

(b) The purpose of the Planning Committee is to manage strategic and annual planning for the Association, including: preparation of a strategic plan; defining annual priorities; providing recommendations concerning changes to the Association's structure of non-Permanent Committees; and monitoring the progress of the Association against such strategic plan and annual priorities. In carrying out such functions, the Planning Committee shall solicit the views of

the Association's Committees, staff and the Members at large.

(c) Meetings of the Planning Committee shall be held at such times and places as the Committee may decide, or at the call of the Chair of the Planning Committee or the President of the Association. A majority of the members of the Planning Committee shall constitute a quorum for the purposes of any meeting.

## **7. Compensation & Benefits Committee**

(a) The Board of Directors shall at the Annual Meeting of the Board of Directors elect by a majority vote of the Directors present at such meeting, a Compensation & Benefits Committee to serve for the next calendar year or until their successors shall have been elected and shall have assumed their duties. The Compensation & Benefits Committee, which will be responsible to the Board of Directors, shall consist of no fewer than three Directors, including the Chair. No member of the Compensation & Benefits Committee shall be a member of the Executive Committee. The term of the Compensation & Benefits Committee members shall be one year or until any earlier expiration of the member's service on the Board of Directors, and there shall be no limitation on the number of consecutive terms a member of the Compensation & Benefits Committee may serve. In the event of the resignation, removal from office, ineligibility or inability of any member of the Compensation & Benefits Committee to perform the duties of office, the Board of Directors, by a majority vote, shall elect a successor to serve for the remainder of the calendar year.

(b) The purpose of the Compensation & Benefits Committee is to carry out the Board of Directors' overall responsibility for, and to provide oversight with respect to, the compensation and benefits for the Association staff (including the Chief Executive Officer), including participating with the Chief Executive Officer and the Association staff designated by the Chief Executive Officer to establish total compensation plans, policies and programs for the Association staff in the form of base salary, incentive compensation and bonuses, benefits and such other forms of compensation or benefits as the Committee may recommend.

(c) Meetings of the Compensation & Benefits Committee shall be held at such times and places as the Committee may decide, or at the call of the Chair of the Committee. A majority of the members of the Compensation & Benefits Committee shall constitute a quorum for the purposes of any meeting.

## **8. Non-Permanent Committees**

(a) The Board of Directors may create, continue, or discontinue non-Permanent Committees as the Board of Directors may from time to time deem desirable and shall establish policies, procedures, and responsibilities for said committees, as set forth in the INTA Code of Policies. Non-Permanent Committees shall not have authority to bind the Board of Directors.

(b) Designees or Representatives of any Regular Member or Associate Member shall be eligible for election as Chairpersons or Vice Chairpersons, or for appointment as a member, of a non-Permanent Committee. Designees or Representatives of categories of membership as designated by these Bylaws or in the INTA Code of Policies may be eligible for election as Chairpersons or Vice Chairpersons, or for appointment as a member, of a non-Permanent Committee, subject to eligibility and other provisions of these Bylaws or the INTA Code of Policies.

(c) At the meeting of the Board of Directors immediately preceding the Annual Meeting of the

Board of Directors, the Chairperson of each non-Permanent Committee shall be elected by a majority vote of the Directors present at such meeting to serve for the next two calendar years, but shall not again be eligible for election to that Committee position for a period of two years thereafter unless nominated for an additional term by unanimous vote of the Nominating Committee. The Vice Chairperson(s) of each non-Permanent Committee shall be elected at the meeting of the Board of Directors immediately preceding the Annual Meeting of the Board of Directors by a majority vote of the Directors present at such meeting to serve for the next two calendar years and thereafter may be elected Chairperson of that non-Permanent Committee for a term of two years. The term of service as Chairperson or Vice Chairperson shall be deemed to be a term of service as a member of the Committee. The Board of Directors or the President may at any time create, continue, or discontinue an alternative title for the Chairperson, Vice Chairperson(s), or any member of a Committee.

(d) The members of each non-Permanent Committee shall be appointed to serve for the next two calendar years by the President after consultation with the Chairperson of such Committee. The members shall be eligible for re-appointment for one successive subsequent term of two years; but shall not again be eligible for appointment to such Committee for a period of two years thereafter unless appointed for an additional term as a Chairperson or Vice Chairperson by vote of the Board of Directors.

(e) The term of service as a member of a non-Permanent Committee shall, including service as a Chairperson or Vice Chairperson, not exceed eight years. When deemed necessary to meet the needs of the Association, the Board of Directors, on the recommendation of the President, may waive the rules of eligibility for Committee service stated in this Section 8 with respect to one or more non-Permanent Committees of the Association.

## **9. Task Forces**

The President or the Board of Directors by a majority vote may at any time create and discharge a non-Board Task Force as may be deemed desirable and the Chairperson, Vice Chairperson(s), if any, Task Force leaders, and members thereof shall be designated by the President or the Board of Directors. Task Forces shall not have authority to bind the Board of Directors.

## **10. Duties and Responsibilities**

All non-Permanent Committees and Task Forces shall be responsible to the President for the performance of their duties unless the Board of Directors shall otherwise direct. The duties of the committees shall be those indicated by their titles or as may be otherwise assigned to them by the Board of Directors or the President or as set forth in the INTA Code of Policies.

## **11. Committee Meetings**

Except as otherwise set forth in the Bylaws, committee meetings shall be conducted in accordance with procedures as set forth in the INTA Code of Policies.

# **ARTICLE VIII - MEETINGS OF THE ASSOCIATION'S MEMBERS**

## **1. Annual Meeting of Members**

The Annual Meeting of Members of the Association for the election of Directors and for the transaction of such other business as may come before the meeting shall be held at a time and place approved by the Board of Directors.

## **2. Special Meetings of Members**

Special Meetings of Members of the Association shall be held at such times and places as the Board of Directors shall approve. Special Meetings of Members shall also be called by the President upon the request in writing of not less than ten percent of the Regular Members then in good standing, who shall specify in their request the business that they desire to be considered at the proposed meeting.

## **3. Notice**

Written notice of each Stated Meeting of the Association shall be given personally, by first class mail, by electronic mail, or by facsimile copy not less than ten days and not more than fifty days before the date of each meeting and shall state the place, date and hour of the meeting, the person or persons who called the meeting, and, if for a Special Meeting of Members, the purpose(s) for which the meeting has been called. Notice of any meeting need not be given to any Member who submits a waiver of notice, either in person or by proxy, whether before or after the meeting. Waiver of notice may be written or electronic. If written, the waiver must be executed by the Member or by the Member's authorized officer, director, employee, or agent by signing such waiver or causing such signature to be affixed to such waiver by any reasonable means including, but not limited to, facsimile signature. If electronic, the waiver must be sent by electronic email and set forth information from which it can reasonably be determined that the waiver was authorized by the Member.

## **4. Stated Meetings**

The Annual Meeting of Members and Special Meetings of Members shall be considered Stated Meetings of the Association.

## **5. Quorum**

Ten percent of the total number of the Regular Members of the Association represented by Designees or by proxy shall constitute a quorum for the purposes of any meeting of the Association.

## **6. Motions**

Motions at Stated Meetings shall be made and seconded, if a second is required, only by Regular Members.

## **7. Voting**

In the transaction of business at any meeting of the Association a majority vote of the Regular Members represented by Designees or by proxy shall decide. In the case of a tie vote the President shall cast the deciding vote.

## **8. Proxies**

At least ten days before each Stated Meeting of the Association the Secretary shall send by first class mail, by electronic mail, or by facsimile copy, a blank form of proxy to each Regular Member. Proxies shall be recognized only if held by Regular Members or by the President or Secretary of the Association. A Member may authorize another person to act as proxy in writing or by electronic mail. If the proxy is authorized in writing, the Member must sign such writing or cause such signature to be affixed to such writing by any reasonable means including, but not limited to, facsimile signature. If the proxy is authorized by electronic mail, it must set forth information from which it can reasonably be determined that the proxy was authorized by the Member.

## **9. Rules of Order**

All meetings of the Association, the Board of Directors, and Committees shall be conducted in accordance with the most recently revised edition of Robert's Rules of Order unless such conduct would be in conflict with these Bylaws or any applicable provision of law, in which case these Bylaws or such applicable provision of law shall govern.

## **ARTICLE IX - REMOVAL, SUSPENSION AND EXPULSION**

### **1. Removal of Directors, Officers, Non-Permanent Committee Chairpersons and Vice Chairpersons**

Any Director, Officer, non-Permanent Committee Chairperson, or Vice Chairperson may be removed from office by a vote of two-thirds of the entire Board of Directors for failure or refusal to perform the duties of the office properly or for conduct bringing the Association into disrepute. Absence of a Director from two consecutive meetings may be deemed by the Board of Directors to be failure to perform the duties of the office properly.

### **2. Suspension or Expulsion of a Member or Disqualification of a Designee**

(a) A Member may be suspended for a period or expelled for cause such as violation of any of the Bylaws of the Association or the INTA Code of Policies, or for conduct prejudicial to the best interests of the Association.

(b) A person may be temporarily or permanently disqualified from serving as a Designee of a Member for cause such as violation of any of the Bylaws of the Association or for conduct prejudicial to the best interests of the Association. If a Designee is disqualified, the Member shall appoint a new Designee pursuant to Article III, Section 1.

(c) Suspension or expulsion of a Member or disqualification of a Designee shall be by a two-thirds vote of the entire Board of Directors, provided that a statement of the charges shall have been sent by first class mail, by electronic mail, or by facsimile copy to the Member or Designee at the last recorded address at least fifteen (15) days before final action is to be taken thereon accompanied by a notice of the time when and place where the Board of Directors is to take action. The Member or Designee shall be given an opportunity to be present at the time and place mentioned in such notice and to present a defense, including the right of representation by counsel and the right of cross-examination.

### **3. Termination of Membership**

Policies and procedures concerning voluntary or involuntary termination of membership (other than suspension or expulsion as set forth in Section 2 hereof) shall be as set forth in the INTA Code of Policies.

### **ARTICLE X - INDEMNIFICATION**

The Association shall indemnify all Officers and Directors for acts within their respective authorities to the full extent permitted by the Not-For-Profit Corporation Law of the State of New York and the Association may indemnify, to the same extent as Officers and Directors, all Counsel, Chairpersons, Vice Chairpersons, members of committees, other volunteers authorized to act on behalf of the Association and employees of the Association. Any question as to whether a person is eligible for indemnification in a specific matter shall be determined either by a Special Committee of at least three Directors who are not parties to the matter and who are appointed by the Board of Directors, or in a written opinion by an independent legal counsel who shall be selected by the Board of Directors. The Association may, in its sole discretion, purchase and maintain insurance on behalf of any person covered by this Article, against any liability asserted against such person arising out of any acts or omissions to which this Article applies, regardless of whether the Association would have the power to indemnify against such liability.

### **ARTICLE XI - NOTICE TO MEMBERS**

Except as otherwise stated in these Bylaws, notice given to Members for any purposes stated in these Bylaws (hereinafter "Notice") shall be given by serving the Designee of the Member of the Association personally, by first class mail, by electronic mail, or by facsimile copy, or by publication in the *INTA BULLETIN*. The Board of Directors shall have the authority to establish other requirements for notice.

### **ARTICLE - XII USE OF FUNDS AND DISSOLUTION**

The Association shall use its funds only to accomplish the objectives and purposes specified in these Bylaws and the Code of Policies. No part of the Association's funds shall inure to the benefit of, or be distributed, to the Members of the Association. On dissolution of the Association, any funds remaining shall be distributed by the Board of Directors, in accordance with a plan of dissolution and distribution previously approved by a two-thirds vote of Regular Members, to one or more regularly organized and qualified professional societies, trade associations, charitable, educational, scientific or philanthropic organizations which are exempt from the payment of Federal income taxes under Section 501(c) of the Internal Revenue Code of 1986.

### **ARTICLE XIII - INTA CODE OF POLICIES**

The Board of Directors shall adopt policies and procedures to supplement these Bylaws and such policies and procedures shall be set forth in a Code of Policies.

#### **ARTICLE XIV - AMENDMENTS**

These Bylaws may be amended at any meeting of the Members of the Association or of the Board of Directors by a majority vote of the Regular Members or of the Board of Directors, respectively, provided, that the Secretary shall have transmitted notice, pursuant to Article XI, to all Regular and Associate Members, stating the proposed amendments in full, not less than twenty days prior to the meeting at which such amendments to these Bylaws are to be voted upon.