



ISN Constitution

Ratified in San Francisco, October 17th 2001

ARTICLE I.

Name: The name of this organization is "THE INTERNATIONAL SOCIETY OF NEPHROLOGY"

ARTICLE II.

The mission of the ISN is to advance the discipline of nephrology worldwide. To fulfill its mission, the ISN will enhance on a global level knowledge, research, clinical practice and leadership in nephrology, all according to local needs. The ISN shall use various means to achieve these goals including: publication of its official journal, *Kidney International*, Fellowship Training, the use of commissions to develop specific areas in nephrology, and scholarly meetings including the International Congress of Nephrology.

ISN has been organized and shall be operated exclusively for the purpose described above and/or other charitable, educational, and scientific purposes. No part of the net earnings of the ISN shall accrue to the benefit of, officers or other private persons, or be distributable to its members, except that the ISN shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II. No substantial part of the activities of the ISN shall be the carrying on of propaganda, or otherwise attempting to influence legislation; and the ISN shall not participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the ISN shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purpose of the Society.

Rules and By-Laws

ARTICLE I. Membership

Section 1. The ISN shall consist of six classes of members:

- (1) Members
- (2) Joint members
- (3) Emeritus members
- (4) Honorary members
- (5) Affiliated Societies
- (6) Corporate members

Section 2. An individual member shall be designated "Member of the International Society of Nephrology." Eligible for membership shall be any physician or scientist holding a doctoral degree who has manifested a scientific interest in nephrology. He or she shall pay annual dues as determined by the Council, which includes a subscription to the Society's official Journal. Members shall be members of the General Assembly and are eligible to vote and hold office. The Council may revoke membership by a two-third's majority decision. Applications for membership in the ISN shall be submitted on a form approved by the Executive Committee.

Section 3. A joint member shall be designated "Joint member of the International Society of Nephrology". Entitled to joint membership at a reduced collective fee shall be any group of up to 10 physicians or scientists in countries that are judged financially disadvantaged by World Bank figures. The group is entitled to all the privileges of full membership in the ISN and to one copy of *Kidney International*, which must circulate among the group. Prospective participants in this program should contact the ISN Treasurer for application forms and determination of eligibility. Except for the reduced membership fee, joint memberships shall be considered as regular members (Class 1).

Section 4. An Emeritus member shall be designated "Emeritus member of the International Society of Nephrology" and shall constitute those who have been members for a minimum of ten years and who have made an appropriate request to the Secretary-General of the ISN for cause, such as disability, retirement, hardship, etc. Emeritus members do not pay dues but they may choose to continue their subscription to *Kidney International* at a reduced rate.

Section 5. An Honorary member shall be designated "Honorary member of the International Society of Nephrology." Honorary membership may be conferred upon any individual who has made contributions of exceptional merit. Honorary members shall be nominated by the Executive Committee and ratified by the Council and are subject to approval by the General Assembly. They shall pay no dues and will receive the journal free of charge.

Section 6. An Affiliated Society shall be designated "Affiliated Society of the International Society of Nephrology." Affiliated Societies are national or regional societies that adequately represent those concerned with scientific studies in the realm of nephrology. Affiliated Societies may be other scientific societies or represent a country, a grouping of countries by common consent, a region, a continent, or other geographic entities. There shall be one Affiliated Society per country or region, but exceptions may be granted by the Council. A responsible officer of each Affiliated Society will send annually a list of individual members to the Secretary-General

of the ISN. In addition, the activities of the Affiliated Society should conform to the general purposes of the ISN. Affiliated Societies will each have two votes in the General Assembly.

Section 7. A Corporate member shall be designated "Corporate Member of the International Society of Nephrology." Corporate membership may be extended to any corporation, partnership, foundation, society, or other organization that has contributed to the ISN annually a sum determined by the Executive Committee. Corporate membership includes one subscription to the official Journal. Corporate membership is authorized by the Council and shall be recognized annually in at least one publication of the ISN.

Section 8. Membership of Classes 1, 2 and 6 terminates when dues have not been paid for two consecutive years. A list of the members of the International Society of Nephrology [(Class 1)] will be available at the Congress.

ARTICLE II: Finances, Journal Subscriptions and Terms

Section 1. The financial year of the ISN extends from January 1 to December 31. All memberships shall be renewed annually or biennially. Dues are payable in advance and will be considered to be in arrears as of January 1. All new members shall be liable for the full annual dues for the year in which their application is accepted.

Section 2. Kidney International shall be available as follows:
Non-membership subscription at full rate.
Members, Joint members and Emeritus members subscription at reduced rate.
Library and other institutional subscriptions.

Section 3. The subscription rates shall be determined by the Executive Committee.

Section 4. "Term" as used in the rules and by-laws is defined as the period between two International Congresses of Nephrology.

ARTICLE III. Council

Section 1. The Council of the ISN shall be the governing body and the legal trustee of all property of the ISN. Its composition shall reflect the various disciplines and geographic diversities of the Society. The duty of the Council is to set the policy and to supervise the affairs of the ISN, to formulate by-laws, rules, and regulations.

The Council shall have all judicial and executive functions.

Among its specific duties shall be:

- (1) Election of the first four classes of members.
- (2) Election of the Vice-President from Members who are or have been members of the Executive Committee or Council.
- (3) Ratification of the usual ascent of the Vice-President to President-Elect, and of the President-Elect to President, which is intended for the strategic continuity of the Society.
- (4) Ratification of the proposed appointments of all other members of the Executive Committee, subject to final approval by the General Assembly.
- (5) To select two candidates for each unoccupied seat on the Council from the list of three submitted by the Nominating Committee.
- (6) Formulation of the general policies of the official Journal as well as other publications.
- (7) Decision on the frequency of International Congresses of Nephrology.

- (8) Selection of the Venue of the International Congress, as a rule, at least six years in advance.
- (9) Establishment of guidelines for activities and functions sponsored by the ISN.
- (10) Any other functions not otherwise designated by the by-laws.

Section 2. The Council of the ISN shall be composed of all the Executive Committee members designated in Article IV, and 27 Councilors, all of whom shall be members of the ISN.

Section 3. Term of Office

Councilors may be elected for up to three terms if the interval between Congresses is two years, and up to two terms if the interval is three years. Councilors take office immediately after the meeting at which they were elected.

Section 4. Council Meetings.

(1) There shall be two regular meetings of the Council at the time of the Congress, one at the beginning of the Congress and the other, of the newly elected Council, at the end of the Congress.

(2) Additional meetings, called Special Meetings, may be held on the recommendation of the majority of the Executive Committee.

(3) An official mail ballot shall be circulated only after approval of the ballot by the majority of the Executive Committee, the results shall be binding only if two-thirds of the Council members respond, and two-thirds of the respondents register approval of the ballot in question.

Section 5. Quorum and Voting

Quorum for the conduct of the Council business shall consist of not less than 40% of the total Council members entitled to vote. There shall be no proxy voting. All decisions of the Council shall be made by simple majority vote of those present unless otherwise specified in the by-laws. The Chair of the meeting shall have a vote and a casting vote in case of a tie.

Section 6. Filling of Vacancies

Any vacancy that may occur on the Council during a regular term by virtue of death, resignation, disqualification, or elevation to office may be filled by majority vote of the Executive Committee. Such an individual will serve the remainder of the unexpired term or until such time as a regular ballot is held by the Council. If it concerns a vacancy that occurs at the time of the regular election, then the candidate from the same region who finishes as runner-up during the election will occupy the seat.

ARTICLE IV. Executive Committee

Section 1. The ISN Executive Committee shall include the Immediate Past-President, President, President-Elect, Vice-President, Secretary-General, Treasurer, the Editor of Kidney International, the Chair of the Commission for the Global Advancement of Nephrology (COMGAN), and two Members nominated from the Council by the President in consultation with the Nominating Committee and the Executive Committee, with the particular intent of ensuring representation of the worldwide nephrology community on the Executive Committee.

Section 2. Duties of the Executive Committee

Members of the Executive Committee shall exercise those duties and rights normally pertaining to the offices they hold and in addition, any other duties which may be assigned by the Council. Specific members shall have the following duties:

(1) The President shall have the final responsibility for the administration of the Society. The President shall be Chair of the Council, the Executive Committee and the General Assembly. Except for the Nominating Committee, the President shall appoint the members of standing and ad hoc committees, including the Congress Program Committee, on the advice of the Executive Committee unless otherwise stated in the rules and by-laws. These shall be named at the regular meetings of the Council.

The President may, under special circumstances, call for a mail vote of the Executive Committee, but the result is binding only if the vote is unanimous. The President shall be responsible for the appointment or reappointment of the Editor with the advice and consent of the Executive Committee. The President, in consultation with the Executive Committee and the Nominating Committee, will select one nominee for Secretary-General and one nominee for Treasurer, all to be ratified by the Council.

(2) The President-Elect shall assist the President in any duties, which the President may delegate, or designate and shall nominate members of the Nominating Committee. The President-Elect shall take office as President at the end of the Congress and preside as Chair over the second regular meetings of the Executive Committee and Council.

(3) The Vice-President shall preside at any official meeting which the President is unable to attend and shall fulfill the duties of the President should he or she be unable to discharge them. If both are unable to function, the line of succession shall be President-Elect, Secretary-General, and Treasurer, respectively. The Vice-President shall perform such duties as may be designated by the President and the Council.

(4) The Treasurer shall receive all dues and other funds, pay all obligations and debts and render a complete financial account to the Council and to the General Assembly. The Treasurer shall submit a proposed budget to the Council. Any deviation from this budget of an amount to be determined by the Council shall receive the approval of the Executive Committee before the expenditure is made. The account of the Treasurer shall be audited annually by a legally authorized auditor from the country in which the Treasurer resides. The auditor will sign the cashbooks and the annual balance together with the Treasurer.

(5) The Secretary-General shall keep a record of all classes of membership of the ISN and keep a minute book of the transactions of the ISN and its committees. The Secretary-General shall keep the records of all meetings of the Council, the Standing Committees, and the General Assembly and prepare a Secretary's Report dealing with the activities of the ISN and submit it to the President before the Congress. The Secretary-General shall be responsible for coordinating the Secretariat of the Society and the time and location of its committee meetings during the Congress.

(6) The Editor of *Kidney International* shall determine and be responsible for the editorial and advertising policy of the official Journal with the advice of the Executive Committee and the Council. Subject to the approval of the Executive Committee, the Editor shall appoint the Editorial Board and its officers, taking account of the international character of the Society. The Editor shall convene a meeting with the editorial group at each Congress.

Section 3. Executive Committee

(1) Six members of the Executive Committee shall constitute a quorum. The Executive Committee shall make decisions by majority vote, unless otherwise specified. The Chair has the deciding vote. The Executive Committee may act on behalf of the Council in intervals between regular Council meetings. These actions of the Executive Committee must be ratified at the next official meeting of the Council.

(2) The Executive Committee advises the Organizing Committee of the forthcoming Congress according to the guidelines established by the ISN for the operation of International Congresses.

A member of the Organizing Committee of the previous Congress shall assist in this task of the Executive Committee.

(3) In case of war or other emergency preventing action by the Council and the General Assembly, the Executive Committee may take over the functions of the Council and the General Assembly and shall continue in office until the emergency is over and until a meeting of the General Assembly and the Council can be held.

Section 4. Term of Office

The President, President-Elect, Past-President and Vice-President serve for one term. The Editor and COMGAN Chair may serve for more than three terms. The Secretary-General, Treasurer and the remaining members of the Executive Committee may serve for three terms.

ARTICLE V. Standing Committees

Section 1. Standing Committees shall be:

- (1) Nominating Committee
- (2) Congress Program Committee
- (3) Such other Standing Committees as may be designated by the Council.

Section 2. Nominating Committee

(1) The Nominating Committee shall consist of one member from each of the following regions: Africa, Asia and the Pacific, Europe, North America, Latin America. No more than two of these members shall be former Councilors or members of the previous Executive Committee.

Members and the Chair of the Nominating Committee are proposed by the President-Elect following the Congress at which the election took place. The list of candidates is to be ratified by the Council by mail ballot. The Council, by majority of respondents, may reject the list, but only once. A second list supplied by the President-Elect, which must contain at least three new candidates, constitutes the official Nominating Committee without further ratification by the Council. In case of a subsequent vacancy or the inability of a member to serve, the President-Elect shall make a replacement appointment. The Nominating Committee, through its Chair, shall confer frequently with the President, in the intervals between Congresses.

(2) The Nominating Committee decides by mail ballot at an early stage on the distribution of the unoccupied seats on Council among the five regions as defined under Article V, Section 2 (1).

(3) Members of the Nominating Committee are expected to hold appropriate consultations with the nephrological community within their region to generate names to be considered as candidates for the Council and Executive Committee. Candidates shall be selected as individuals on the basis of their contributions to the progress of nephrology. The names and curricula vitae of candidates shall be submitted by the members of the Nominating Committee to its Chair who shall distribute the complete material to all Committee members.

(4) At a meeting of the Nominating Committee, the number of candidates shall be reduced to three for each unoccupied seat on Council and to three for each unoccupied seat on the Executive Committee. The Chair of the Nominating Committee shall submit the list of proposed candidates for the Council and the Executive Committee together with a brief resumé to the President at the time of the last Council meeting before the International Congress, i.e. usually at the ASN annual meeting preceding the Congress. For the benefit of continuity, the Vice-President generally ascends to the position of President-Elect after ratification by the Executive Committee and the Council.

(5) At the above Council meeting, the Council produces from the names submitted by the Nominating Committee a list of candidates containing two names for each unoccupied seat on the Council, attempting to establish equity in scientific discipline and in geography. The list of

two candidates for each unoccupied seat on Council shall be published and mailed to the membership. The ballot procedure shall be coordinated by the Secretary-General. The result of the ballot will be made public at the Congress. From the candidates for the vacancies on the Executive Committee, the Council will elect at its first meeting during the International Congress a single candidate. The Council shall present the list of candidates for the Executive Committee to the General Assembly for ratification.

(6) Interim vacancies in any position may be filled by the Executive Committee, and such individuals shall serve until the next official meeting of the Council.

Section 3. Management of Kidney International

The Executive Committee shall assist the Editor and the Treasurer in the business affairs of Kidney International. Minutes shall be kept and filed with the Secretary-General.

Section 4. ISN Congress Program Committee

The ISN Congress Program Committee is the official liaison between ISN and the local Organizing Committee of the forthcoming Congress for the preparation of the scientific program. The number of Committee members depends on the total composition of the Program Committee and may vary from congress to congress.

The ISN Congress Program Committee shall generally be comprised of six members, at least two of whom, as a rule, shall be Councilors, Past-Councilors or previous Program Committee members. Its composition shall reflect forefront science in nephrology in the broadest sense and the internationality of ISN.

Members of the ISN Congress Program Committee are appointed for two terms. To assure continuity from Congress to Congress three members shall be appointed immediately following each Congress by the President in consultation with the Council. The Chair of the ISN Congress Program Committee is appointed by the President and must be a Councilor or Past-Councilor or a member of a previous Congress Program Committee, and shall serve as Chair for one term only.

The ISN Congress Program Committee shall seek input from the Scientific Commissions and shall encourage suggestions from members and Affiliated Societies concerning format and content of the scientific program of the Congress. The ISN Congress Program Committee meets at the expense of ISN with the local Organizing and Program Committees, as needed, in particular during the initial planning phase of a Congress.

The final scientific program of the forthcoming Congress, which shall also reflect the input of the local Organizing and Program Committees, shall be approved by the ISN Congress Program Committee and must conform to the principles established by ISN.

Section 5. Filling of vacancies

Any vacancy that may occur on the Standing Committees may be filled by the President, subject to the approval by the Executive Committee at its next meeting.

ARTICLE VI. Scientific Commissions

Scientific Commissions dealing with specific aspects of nephrology can be established by the Executive Committee subject to the approval of the Council. Normally, the Chair of each Commission shall be appointed by the Executive Committee two terms with an option for renewal. The Chair shall recommend members of the Commission for approval by the Executive Committee according to the rules established by ISN. The Commissions shall assist the ISN Congress Program Committee in the generation of the scientific program and shall fulfill the

aims and objectives of Scientific Commissions as defined by ISN. The Executive Committee shall decide about the termination of a Scientific Commission.

ARTICLE VII. General Assembly

The General Assembly shall be composed of all members attending the Congress and two delegates from each Affiliated Society. No other classes of membership shall vote. The meeting of the General Assembly will be held during the Congress after the first regular meeting of the Council.

The functions of the General Assembly shall be:

To ratify the Council's election of the Vice-President, appointment of Executive Committee members and the results of the ballot for new Councilors.

To ratify the actions of the Council on the membership of Affiliated Societies and of other classes.

To ratify changes in by-laws, rules and regulations as recommended by the Council. Any proposed change must be submitted in writing to the President and signed by five members, and voted upon by the General Assembly regarding submission to the Council. The proposed change will then be submitted to the Council for debate and action.

To ratify decisions concerning the location of future Congresses.

To vote upon any item of business which the Council brings before the General Assembly. All decisions will be made by simple majority vote of those members present at the General Assembly, unless otherwise stated in the by-laws and regulations. The Chair has the deciding vote.

ARTICLE VIII. Scientific Meetings

The ISN will hold International Congresses at regular intervals as determined by the Council. The ISN may sponsor other international or regional meetings, workshops and symposia as the Executive Committee sees fit, but shall not obligate the ISN financially in excess of the budget approved by the Council.

ARTICLE IX. Free Circulation of Scientists

Organizers of a Congress of the ISN and of meetings sponsored by the ISN must, at the time of the invitation, agree in writing to the resolution of the International Council of Scientific Unions (ICSU) regarding the free circulation of scientists.

ARTICLE X. Agendas and Minutes of Meetings

Section 1. Agendas

(1) The agendas for the meetings of the Council and Executive Committee to be held at the time of the Congress should be distributed at least one month prior to the meeting. New points can be added to the agendas and acted upon at the time of the meeting. The agendas for Special Meetings of the Council and the Executive Committee should be distributed at least one month prior to the meeting, unless there is an emergency. Decisions can be reached during Special Meetings only on items listed on the agenda, except in the case of urgent or unpredictable business.

(2) The agenda for the General Assembly shall be published in *Kidney International* before the Congress. Further suggestions to the agenda have to be made to the Council prior to its first Regular Meeting.

Section 2. Minutes

Minutes of the Committee Meetings and the Council Meetings shall be distributed not later than three months after the meeting. Minutes of the Meeting of the General Assembly shall be ratified by the Executive Committee and published in *Kidney International*.

ARTICLE XI. Circulation of Information

Major affairs and decisions of the Society and its committees shall be published in *Kidney International*. The text should be prepared by the President and the Secretary-General in cooperation with the Editor.

ARTICLE XII. Amendments

Section 1. Amendments to the by-laws may be proposed in writing by a majority vote of the Executive Committee. The amendment must be circulated one month in advance of any official meeting of the Council. The amendment must be acted upon at the next official meeting of the Council. The notice of such an official meeting shall contain an announcement, text, and explanations of the proposed amendment or amendments. Proposed amendments shall require for their adoption an affirmative vote of two-thirds of the Council, present. The Council action shall be ratified by the General Assembly, as proposed in Article VII.

Section 2. Upon dissolution of ISN, the Council shall, after paying or making provision for the payment of all of the liabilities of ISN) dispose of all of the assets of ISN exclusively for the purposes for which ISN was organized and operated, in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, or scientific purposes, as the Council shall determine. The decision of the Council as to the disposition of the assets of ISN shall be ratified by the General Assembly or by the members.

ARTICLE XIII. Indemnification

The ISN shall indemnify each member of the Executive Committee, Council, or any Committee of the ISN against any liabilities or expenses, including attorney's fees, reasonably incurred by such a member in connection with any actual or threatened legal action to which he or she might become a party by reason of being such a member, except to the extent that the said member shall be adjudged in such action to be liable for gross negligence or willful misconduct in the performance of his or her duties.