

B Y L A W S

THE INTERNATIONAL FUNCTIONAL ELECTRICAL STIMULATION SOCIETY, INC.

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Modified by The Board of Directors, September 6, 1999
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BYLAWS

Article I - PURPOSE

Section 1. Purpose

The purpose of the International Functional Electrical Stimulation Society, Inc. (hereinafter referred to as “IFESS”, the “International FES Society”, or the “Society”) is to promote the research, applications and understanding of functional electrical stimulation (FES) as it is utilized in the field of medicine, through meetings, tutorials, publications, and the exchange of information.

Article II - MEMBERSHIP

Section 1. Membership

Membership in IFESS shall be open to all qualified individual persons, organizations, or other entities interested in the field of electrical stimulation upon application to the Secretary, followed by remittance of membership dues to the Treasurer as hereinafter provided. Continuing membership shall require payment of annual renewal fees. A member who does not remit annual dues for renewal of membership will have membership revoked if the delinquency exists for one calendar year. The Membership Categories include:

Regular Membership: Open to any individual person with a professional degree (Bachelors or Higher) working in a research, educational, commercial, or clinical environment, and directly or indirectly concerned with FES. Regular Membership entitles the holder to vote in all elections.

Student Membership: Open to any individual person with full-time student status at a recognized degree-granting institution. A letter from the Dean's Office or equivalent certifying this full-time student status must be submitted annually. Student Membership does not have voting privileges.

Corporate Membership: Open to any corporate entity that designs, produces or provides products or services relating to FES and wishes to participate in the activities of the Society. Corporate Membership does not have voting privileges.

User/Consumer Individual Membership: Open to any individual person who is either a user, potential user, or directly concerned with the care of a user or potential user of FES. User/Consumer Individual Membership does not have voting privileges.

User/Consumer Group Membership: Open to any not-for-profit entity directly or

indirectly concerned with FES wishing to participate in the activities of the Society in any way. User/Consumer Membership does not have voting privileges.

Honorary Member: A special category of membership (non-voting, exempt from dues) that is bestowed upon individuals who may fall outside of the above categories, who have made a special contribution to the advancement of FES, including contributions from a non-scientific or non-medical point of view. Honorary Memberships are bestowed upon recommendation of the board of directors and approval by a majority of voting members. Honorary Membership does not have voting privileges.

Life Member: A special category of regular membership in which the member pays a substantial single dues amount representing a lifelong commitment to the Society and is entitled to lifelong membership at no additional cost thereafter. Life Membership entitles the holder to vote in all elections.

Section 2. Right of Members to Vote

Each voting member (regular or life member) shall be entitled to one (1) vote on any question requiring a vote of the membership of the organization.

Article III - MEETINGS

Section 1. Annual Meeting

Annual meetings of IFESS shall be held at dates and places to be decided by the Board of Directors. All members shall be notified in writing, not less than six months before each Annual Meeting.

Section 2. Special General Membership Meetings

In the case of extraordinary circumstances, a general membership meeting may be called if at least 5 members of the Board of Directors petition the President of the Society. Within two weeks of such petition, the President shall notify the general membership of the time and location of an extraordinary meeting that must be held within two months of the date of the announcement.

Article IV - DUES AND FEES

Section 1. Establishment of Dues and Fees

Dues and fees for each category of membership shall be set and reviewed annually and may be modified periodically by the Board of Directors, if needed.

Section 2. Use of Dues and Fees

The annual dues and any other fees collected by the Society shall be used only for legitimate expenses associated with the Society, such as the organization of its annual meeting, the editing and publication of its proceedings, mailings to members and other interested persons, or necessary travel by Officers and Directors to meetings of the Board of Directors of the Society. Such legitimate expenses will be determined by the Board of Directors. Should the International FES Society be dissolved, the assets will be distributed to a charitable fund or non-profit entity determined by the Board of Directors. Final financial statements will be prepared by the Treasurer and an audit of Society finances shall occur before final disbursement occurs.

Article V - OFFICERS

Section 1. Officers and Their Terms

The officers of IFESS shall consist of a President, Vice-President, Secretary, and a Treasurer each of whom shall serve for a term of three years, without compensation. No individual shall serve more than three consecutive terms in the same office. Only regular and life members are eligible to hold office. Normally, terms of office shall be based upon the calendar year and shall begin on January 1st of the year following an election.

Section 2. President

The President shall preside at meetings of the membership and of the Board of Directors and shall perform the recognized functions of the office.

Section 3. Vice President

The Vice President shall preside in the absence of the President and shall perform the recognized functions of the office. If the office of President becomes vacant, the Vice President shall automatically become President for the remaining period of the term of the President.

Section 4. Secretary

The Secretary shall give notification of the date, time and place of meetings of the Board of Directors of IFESS, and keep the minutes of all meetings of the Board of Directors, the annual meetings and any extraordinary meetings of the Society. The Secretary shall prepare such directives and other documents as are needed and authorized by the Board of Directors. The Secretary shall also determine the eligibility for membership of qualified individual persons, organizations, or other entities interested in the field of FES who apply for membership in the Society,

Section 5. Treasurer

The Treasurer shall keep and maintain accurate accounts of the transactions of the Society, including accounts of its assets, liabilities, receipts, and disbursements. The Treasurer shall deposit all moneys and other valuables in the name and to the credit of the Society with such depositories as may be designated by the Board of Directors. He or she shall disburse the funds of the Society as may be ordered by the Board, shall render to the President and Directors, whenever they request it, an account of all his or her transactions as Treasurer and of the financial condition of the Society, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the Bylaws.

Section 6. Termination of Duties of an Officer

Officers shall normally serve their full term. In exceptional circumstances, a sitting officer may be removed from office by a majority vote of voting membership. Each officer shall, upon the expiration of his/her term, or the termination of duties for any other reason, deliver to the successor the records of office.

Section 7. Vacancies in an Office

A vacancy in the office of President, Vice President, Secretary, or Treasurer may be filled temporarily by an appointment made at a meeting of the Board of Directors. A person thus appointed will serve the remainder of the unexpired year's portion of the term until the next International FES Society annual meeting or until a ratification vote of the membership is held. If the appointed person is ratified, he or she will serve the remainder of the 3-year term of office.

Article VI - GOVERNING BODY

Section 1. The Board of Directors

All official business shall be conducted by the Board of Directors of IFESS, consisting of nine (9) regular or life members of the Society. The term of a member of the Board of Directors shall be three years, with three members of the Board being elected or re-elected at each annual meeting. For the first three years of the International FES Society, three of the newly elected Directors will serve one year, three will serve two years and three will serve three years. The Directors serving these terms will be chosen at random at the first Board of Directors meeting after the initial election. Terms shall be based upon the calendar year and shall begin on January 1st of the year following an election.

Section 2. Membership of the Board

Only regular or life members of the Society shall be eligible for Board membership. The Directors shall serve without compensation. In addition to the nine voting Directors, there shall be one representative from the International Neuromodulation Society (INS) and one representative from the Asian Pacific Functional Electrical Stimulation Society (APFESS) who shall function as Liaison Members of the Board of Directors. These Liaison Members of the Board shall be appointed by their respective societies for terms determined by their governing Bylaws. These Liaison Members shall have no Board voting privileges but shall act in an advisory capacity to the IFESS Board.

Section 3. Vacancies in the Board of Directors

A vacancy in the Board of Directors shall be filled by the appointment of another eligible member by the Board of Directors. In the event that a vacancy persists until the end of a calendar year, the office shall be filled by the electorate at the yearly election. A Director thus appointed or elected shall hold the office for the remainder of the unexpired term.

Section 4. Meetings of the Board of Directors

There shall be a meeting of the Board of Directors at the time and place of the annual meeting. Additional meetings may be called by the President, or in his/her absence or inability, by the Vice President. In the event of the refusal of the President to call such a meeting, a special meeting of the Board may be called by at least five directors. Adequate notification of the date, time and place of the meetings of the Board of Directors shall be given by the Secretary to each Director.

Section 5. Quorum of the Board of Directors

The presence of five Directors at a Board meeting shall be necessary to constitute a quorum for the transaction of business. Every act or decision by a majority of the Directors present at a meeting duly held, at which a quorum is present, shall be regarded as a valid act of the Board of Directors.

Section 6. Removal of a Director

Any director may be removed from the Board by a majority vote of the general membership. The vacancy so created will be filled as specified in section 3 above.

Section 7. Chief Executive Officer

A Chief Executive Officer (CEO) shall be appointed by the Board of Directors to oversee the corporate functions of the Society. These functions shall include the filing of tax and corporate status documents with the Secretary of State of the State of California, the United States Internal Revenue Service, and the Franchise Tax Board of the State of

California. The CEO shall act as the official Officer of Record for the Society and shall have the authority and support of the Board of Directors and the Society as a whole in these matters. The CEO so named by the Board of Directors shall serve in this capacity until he/she chooses to retire from this position or until removed by a vote of 2/3 of the members of the Board of Directors.

Article VII - ELECTIONS

Section 1. Notice of Election

Notice of the annual election of three of the members to the Board of Directors and tri-annual election of officers shall be made to all members. A call for the nomination of candidates will be given at the yearly Society conference.

Section 2. Election Committee and Nomination Process

The President shall appoint an Election Committee to consist of a chairman, and three or more voting members. No more than two of the members of the Election Committee may be on the Board of Directors. The names of the Election Committee members, a request for nomination from the members of the Society and a notice of the deadline for the submission of nominations shall be distributed to all voting members in good standing at the annual meeting preceding the election or by September 15th, whichever occurs first. A nomination may be made by a single voting member. Nominations must be received by the Election Committee by October 15th of the year of the election. After the deadline for receipt of nominations, the Election Committee shall report to the President the names of the nominees that have been selected and have given their agreement to stand for the election as new directors and officers.

Section 3. Ballots

A ballot including the nominations shall be distributed to all members in good standing by November 15th of the year of the election. Ballots must be returned to the Election Committee by December 15th.

Section 4. Election Procedure

Ballots shall be counted by the Election Committee and the candidates receiving the largest numbers of votes will be certified as elected. Results of the election shall be announced to the membership by January 15th of the following year. In case of a tie vote a majority of the Board of Directors shall decide the outcome of that election. The newly elected Directors and Officers shall take office at the beginning of the calendar year following the election.

Article VIII - FISCAL YEAR

Section 1. Fiscal Year

The fiscal year of the Society shall be the calendar year. Each year an Audit Committee will be appointed by the Board of Directors. The Audit Committee will examine the financial records of the Society and will report its findings in writing at the following Annual Conference.

Article IX - AMENDMENTS

Section 1. Amendment Procedures

These Bylaws may be amended by an affirmative vote of two-thirds of the Board of Directors.

Article X - MEETING FORMALITIES

Section 1. Annual Meeting Agenda

The agenda for the annual meeting of the Society shall be prepared jointly by the Officers (President, Vice President, Secretary, and Treasurer), and shall include, but not be limited to, the following:

- a. Roll Call and Determination of Quorum
- b. Approval of the minutes of the previous annual meeting
- c. Reports from the Officers
- d. Reports from Standing Committees
- e. Election of Officers (every three years) and members of the Board of Directors (every year)
- f. Business presented by the Board of Directors
- g. Business presented by any member of the Society, in writing, to the Secretary in advance of the meeting.
- h. Adjournment

The annual meeting will be presided over by the President of the Society, or, in his/her absence, by the Vice President.

Article XI - Society Records

Section 1. Society Records Requests

The Bylaws, Articles of Incorporation, Minutes of the Board of Directors, Annual Meeting or Committee Meetings, and Financial Statements shall be available to any category of member upon written request to the Secretary, and if more than ten (10) pages in length, upon payment of a reasonable fee for reproduction and handling.

Article XII - COMMITTEES

Section 1. Committees

Standing and ad-hoc committees are permissible. These shall be constructed as directed by the Officers or Board of Directors. The President shall prepare a written charge to the committee that will be approved by the Board of Directors.

Association Liaison and Journal Committee

The Association Liaison and Journal Committee shall be responsible for developing policy recommendations regarding the relationship with other societies and associations and shall promote publications related to FES in Neuromodulation, IEEE TNSRE, IEEE BME and any other relevant journals.

Audit Committee

The Audit Committee shall examine the financial records of the Society and will report its findings in writing at the following Annual Conference.

Bylaws Committee

The Bylaws Committee shall manage proposed amendments to the Bylaws. All proposed Bylaw amendments will be presented to the Board of Directors by the Bylaws Committee.

Development and Long-Range Planning Committee

The Development and Long-Range Planning Committee shall develop and implement fund-raising activities of IFESS and propose strategic long term visions for IFESS.

Education, Fellows and Awards Committee

The Education, Fellows and Awards Committee shall monitor the quality of and insure the continuity of educational courses that accompany each meeting; it shall provide continuity of materials from meeting to meeting; it shall recommend to the Board of Directors individuals to be nominated for fellow status; it shall develop criteria for Society fellows; and it shall select the Vodovnic Student Award winners and shall establish award criteria.

Election Committee

The Election Committee shall oversee the election process, including the nomination

process, the distribution of ballots, the counting of ballots, and the certification of the election process.

Meetings Committee

The Meetings Committee ad hoc members shall include current chairs, chairs of past meetings, and chairs of upcoming meetings and shall report on meeting activity to the Board of Directors, shall establish expectations, priorities, and objectives.

Membership and Public Information Committee

The Membership and Public Information Committee shall develop methods of increasing and broadening participation in IFESS and membership (including display and booth deployment and participation in other Society meetings). The Committee shall develop and maintain public information, shall disseminate information to customers, and shall support and monitor public information via web and direct inquiry.

Section 2. Implementation

The chairperson of each standing committee shall, with the approval of the Board, be appointed by the President and serve one year. A chairperson whose term of office has expired shall continue to serve until a successor is appointed and is ready to serve. A standing committee chairperson is limited to serving no more than four successive terms.

Unless stated otherwise in these bylaws, a majority of all standing committee members shall be members of IFESS. Unless stated otherwise in these bylaws, members of committees shall be appointed by the respective committee chairpersons and ratified by the Board of Directors. The terms of office of all committees' members shall be one year and are renewable.

Standing committee subcommittees may be organized and directed by committee chairpersons.

The President may establish other committees as deemed necessary or as directed by the Board of Directors.