

# **National Society of TB Clinicians**

## **BYLAWS**

### **ARTICLE I. Name**

The name of this organization shall be the National Society of TB Clinicians (NSTC), hereinafter referred to as the "Society."

### **ARTICLE II. Purpose, Mission, and Objectives**

#### **Section 1. Purpose**

As a Section within the National Tuberculosis Controllers Association (NTCA), the purpose of the Society is to advance the elimination of tuberculosis (TB) in the United States and its territories.

#### **Section 2. Mission**

The Society works in partnership with the TB control officials of federal, state, local, and territorial governments, and with other entities in the public and private sectors to provide the clinician's perspective on issues vital to the success of eliminating tuberculosis.

#### **Section C. Objectives**

- (a) To promote excellence in the diagnosis, treatment and medical management of tuberculosis;
- (b) To build regional and national capacity in clinical expertise through mentoring of clinicians;
- (c) To organize and facilitate TB-related educational opportunities for clinicians;
- (d) To promote understanding and collaboration between clinicians and public health programs in the control and prevention of tuberculosis in communities;
- (e) To promote the evaluation and implementation of new diagnostic and treatment technologies as they become available;
- (f) To promote and participate in a research agenda addressing the needs of tuberculosis clinicians;
- (g) To provide a network for collaboration and communication among clinicians engaged in the control and prevention of tuberculosis; and
- (h) To advocate for national policies and resource allocations which promote and enable achievement of the goal of tuberculosis elimination in the United States.

## **ARTICLE III. Membership**

### **Section 1. Eligibility of Members**

- (a) Society membership is open to all NTCA members who are physicians, advanced practice nurses, and physician assistants currently or formerly involved in the diagnosis, treatment and medical management of tuberculosis; in the management of tuberculosis control and prevention programs; or in the conduct of TB-related research.
- (b) Any clinician who is an Active Member (i.e., a TB Controller) or an Associate Member of NTCA is considered a member of the NSTC unless he/she declares in writing the desire to not be so included.

### **Section 2. Participation of Members**

All NSTC members, including federal employees, have the right to vote, hold office, and serve on standing or special committees of the Society.

### **Section 3. Dues**

- (a) In accordance with the Bylaws of the NTCA, individual members failing to pay NTCA dues shall forfeit privileges of membership in both NTCA and in NSTC.
- (b) The fiscal year of the NSTC shall correspond to the fiscal year of the NTCA.

## **ARTICLE IV. Office**

The office and mailing address of the NSTC shall be the Executive Office of the NTCA.

## **ARTICLE V. Executive Committee**

### **Section 1. Composition and Terms**

- (a) The Executive Committee of the NSTC shall include the President, President-elect, and Secretary. The immediate Past-president shall serve as an ex-officio member of the Executive Committee.
- (b) The President-elect shall be elected for a one (1) year term, and will succeed to the office of the President for a one (1) year term.
- (c) The Secretary shall be elected for a two (2) year term.
- (d) The terms of NSTC officers shall commence upon the conclusion of the NTCA Annual Workshop.
- (e) At the inaugural business meeting of the Society, the membership in attendance shall directly elect a President, President-elect, and a Secretary.

### **Section 2. Elections**

- (a) A candidate for office in the NSTC shall be a member of NTCA in good standing for a minimum of one (1) year prior to assuming office.

- (b) No later than sixty (60) days prior to the annual meeting, the NTCA Executive Director shall distribute to all NSTC members a paper or electronic ballot listing the NSTC offices to be filled and qualified candidates nominated for each office. Ballots must be returned, as specified in the ballot materials, no later than forty-five (45) days prior to the annual meeting.
- (c) Two tellers, neither of whom may be a current NSTC officer or be named as a candidate on the ballot, will be appointed by the NTCA Executive Director to count the ballots.
- (d) Election to office shall be by a simple majority of votes cast. A tie vote shall be decided by a witnessed coin toss by the NTCA Executive Director.
- (e) Election results shall be reported by the NTCA Executive Director to the current NSTC President prior to the annual business meeting of the Society. The NSTC President shall report election results to the membership during the annual meeting.

### **Section 3. Vacancies**

- (a) Should the office of the President become vacant in mid-term, the President-elect shall complete the remainder of the term.
- (b) Should the office of President-elect or Secretary become vacant, the remaining members of the Executive Committee shall appoint a qualified NSTC member to fill the vacancy to complete the unexpired term.
- (c) Should any committee chair position become vacant, the Executive Committee shall appoint another chair.

### **Section 4. Executive Committee Meetings**

- (a) The Executive Committee shall convene no less than two (2) times annually. Such meetings may be held in person or by conference call, or a combination of methods.
- (b) The President shall preside over meetings of the Executive Committee. The President-elect shall preside in the absence of the President.
- (c) A quorum for Executive Committee meetings shall consist of two (2) of the voting Executive Committee members, convened by whatever method is determined by the President or, in his/her absence, by the President-elect.

## **ARTICLE VI. Duties of the Individual Officers of the Executive Committee**

### **Section 1. The President**

- (a) The President shall call meetings of the members of the Executive Committee.
- (b) The President shall preside over the annual meeting of the Society and all meetings of the NSTC officers. In his/her absence, the presiding member of the Executive Committee shall be the President-elect.

- (c) The President shall supervise affairs of the Society.
- (d) The President shall also serve on the Executive Committee of the NTCA.

**Section 2. The President-elect**

- (a) In the absence of the President, the President-elect shall preside at the annual meeting of the Society and meetings of the Executive Committee.
- (b) The President-elect shall succeed to the Presidency in turn, or in the event the President is unable to complete his/her elected term.
- (c) The President-elect shall chair a program planning committee for the NSTC annual meeting, with additional Society members appointed by the President.

**Section 3. The Secretary**

- (a) The Secretary, with assistance from the NTCA Executive Director as needed, shall issue all notices of Society meetings, ensure that resolutions and proceedings of meetings are duly recorded and communicated to NSTC members, and shall perform all duties pertaining to the secretarial functions of the NSTC.
- (b) The Secretary, with assistance from the NTCA Executive Director as needed, shall ensure that a registry is kept of all members of the NSTC.

**Section 4. The Past-president**

- (a) The immediate Past-president shall serve for one (1) year following his/her term of office as President as an ex-officio, non-voting member of the Executive Committee, with the following exception: the Past-president may vote when an Executive Committee decision requires that a tie-breaker vote be cast.
- (b) The Past-president shall chair the Nominating Committee.
- (c) The Past-president shall assist with planning the annual meeting of the Society.

**ARTICLE VII. Committees of the Society**

**Section 1. Nominating Committee**

- (a) A Nominating Committee, appointed by the Executive Committee, shall consist of four (4) Society members who are not officers of NSTC and the immediate Past-president who shall chair the committee.
- (b) Terms of Nominating Committee members shall begin upon appointment by the Executive Committee but not later than six (6) months prior to the next annual meeting, and shall conclude upon the next annual election and installation of NSTC officers.
- (c) Prior to the deadline established by the Nominating Committee, any member of the Society may submit in writing to the Nominating Committee the name of a qualified and willing candidate for NSTC office. No later than sixty (60)

days prior to the next annual meeting, the Nominating Committee shall deliver to the NTCA Executive Director the names of at least two (2) qualified candidates for each NSTC office to be filled during the next election.

**Section 2. Other Committees**

- (a) Other standing and special committees may be authorized by the Executive Committee.
- (b) The chairs of all committees shall be appointed by the Executive Committee.
- (c) All reports of committees shall be promptly submitted in writing to the President of the Society or, by agreement, to the NTCA Executive Director, for distribution to the NSTC officers.

**ARTICLE VIII. Meetings of the Society**

**Section 1. Annual Meeting**

There shall be an annual meeting of Society members held once each calendar year in conjunction with the NTCA Annual Workshop, or at a time and place determined by the Executive Committee.

**Section 2. Quorum for Membership Meetings**

A quorum for the annual meeting or in-person special meetings shall be fifty (50) percent of the NSTC members (i.e., clinicians with NTCA Active Member or Associate Member dues paid, and not electing in writing to exclude themselves from Society membership), or twenty-five (25) percent of the States, Territories, and Big-cities represented by one or more current attending members.

**Section 3. Parliamentary Authority**

Rules of parliamentary procedure according to the latest edition of *Robert's Rules of Order* shall govern meetings of Society unless suspended by a majority vote of those attending a meeting.

**ARTICLE IX. Liability and Indemnification**

**Section 1. Limitation of Liability**

- (a) No member of the Executive Committee shall be personally liable to the Society or its members for monetary damages for breach of fiduciary duty as a member of the Executive Committee, notwithstanding any provision of law imposing such liability, provided, however, that this provision shall not eliminate the liability of an member of the Executive Committee to the extent that such liability is imposed by applicable law, (i) for any breach of the member of the Executive Committee's duty of loyalty to the Society or its members, (ii) for acts or omissions not in good faith which involve intentional misconduct or a knowing violation of law, or (iii) for any transaction from which there is improper personal benefit.
- (b) This provision shall not eliminate the liability of a member of the Executive Committee for any act or omission occurring prior to the date upon which this

provision becomes effective.

- (c) No amendment of or repeal of this provision shall apply to, or have any effect on, the liability or alleged liability of any member of the Executive Committee for, or with respect to, any acts or omissions of such officer occurring prior to such amendment or repeal.

## **Section 2. Indemnification**

The Society may, in the sole discretion of the officers, indemnify in whole or in part any person (and his/her heirs, executors, administrators, or other legal representatives) who is, or shall have been a member of the Executive Committee of the Society, or any person who is serving or shall have served at the request of the Society against all liabilities and expenses (including judgments, fines, penalties, and attorney's fees and all amounts paid, other than to the Society, in compromise or settlement) reasonably incurred by any such member of the Executive Committee, or person who may be a party defendant or with which he/she may be threatened or otherwise involved, directly or indirectly, by reason of his/her being or having been a member of the Executive Committee, of the Society or other such corporation, except in relations to matters as to which any such member of the Executive Committee, or person shall be finally adjudged, other than by consent, in such action, suit, or proceeding to have been liable for bad faith or misconduct in their performance of his/her duty as such member of the Executive Committee, or person serving the Society.

## **ARTICLE XI. Amendments**

### **Section 1. Process of Amendment**

Members may submit proposed amendments in writing to the Executive Committee for study and necessary revision. If the officers concur with the proposed amendment, the amendment will be presented for a vote of approval by the membership.

### **Section 2. Voting**

The vote shall occur by paper or electronic ballot distributed to members of the Society. Passage of an amendment to the Bylaws shall be by two-thirds (2/3) of the NSTC members voting.

## **ARTICLE XII. Non-discrimination**

All affairs of the Society shall be carried on without discrimination as to race, sex, creed, age, color, marital status, sexual orientation, disability, or national origin.

## **ARTICLE XIII. Dissolution of the Society**

In the event of dissolution of the Society, all liabilities and obligations shall be paid and the remaining funds shall be transferred to any group that supports tuberculosis elimination, pursuant to a plan of distribution as provided by law under the Internal Revenue Code. The members of the Executive Committee will decide at the time of dissolution to whom the distribution will be made.