

**BYLAWS OF THE INTERNATIONAL SOCIETY FOR
COMPUTERIZED ELECTROCARDIOLOGY, Inc.**
(Adopted 1989, Amended 1993, 1995, 2000, 2004, 2007, 2016, 2018)

Article I - PURPOSE

Section 1. Purpose

The purpose of the International Society for Computerized Electrocardiology, Inc. (ISCE) is to promote the understanding of the application of computer science and related disciplines to the field of electrocardiology through:

- (i) Sponsorship & organization of annual conferences on research and applications in computerized electrocardiology.
- (ii) Promotion of research in the use of computer processing in electrocardiology; dissemination of research results through the conference and publication of its proceedings.
- (iii) Promulgation of technology transfer by fostering collaborative links between research investigators, industry, clinical practitioners, and regulatory agencies.
- (iv) Development of innovative methods for communication and education relevant to the field of computerized electrocardiology (e.g. electronic mails, databases, teaching programs, tutorials, etc.)

Article II - MEMBERSHIP

Section 1. Current Dues-Paying Membership

Current dues-paying membership shall be open to all persons interested in the application of computer technology in the field of electrocardiology upon application accompanied by remittance for dues as hereinafter provided, i.e. before December 31st of the current year.

Section 2. Charter Membership

Persons who, prior to December 1985, were active in organizing the annual conferences on "Computerized Interpretation of the Electrocardiogram" and who contributed \$350 towards the initial capitalization of the ISCE shall be acknowledged as "Charter Members of the ISCE" in perpetuity and shall enjoy all privileges which are assigned to current, dues-paying members.

Section 3. Associate Membership

Persons who submitted abstracts for the young investigators competition and who presented their work at the conference shall be offered memberships (including all benefits and privileges thereof) for the following year free of charge.

Article III - GOVERNING BODY

Section 1. The Board of Directors

Governance of the Society resides in the Board of Directors, which shall be composed of 9 elected Director Members plus 6 Executive Committee Members (as defined in Article IV). Unless specified otherwise, all references to the "Board" in these bylaws shall refer to the Board of Directors. The President shall serve as Chair of the Board of Directors for the duration of the term as President. Directors shall serve without direct compensation. Directors are expected to attend all Annual Meetings of the Society and to participate in the planning process for each meeting. If the President and Vice President are both unable to attend a meeting of the Board, a member of the Board shall be selected by the President to serve as Chair for that meeting.

Section 2. Directors' Term of Office

With the exception of the Executive Committee, Board members shall be divided into three yearly classes, and each member shall serve for a term of three years. Accordingly, the current term of three members of the Board will end each year as three members are elected each year. Successive terms on the Board shall be permitted, so that a member of the Board, if nominated, may be re-elected to serve without interruption of service. Service on the Board shall begin and end at the time of Election held at the Annual Meeting of the General Membership.

Section 3. Nomination and Election of Directors

Prospective elected Directors of the Board shall be Members of the Society who have attended at least two of the four Annual ISCE Conferences preceding Election. Directors shall be elected from candidates proposed by the Nominating Committee or by written proposal submitted to the President signed by any six Members of the Society who are eligible to vote at the Election. The Conference Chair of the Annual Conference during which the Election is held and a President whose term is expiring shall automatically stand for election to the Board.

Directors shall be elected by a vote of the General Membership of the Society (Article II) in good standing on February 1 preceding the Election. Each voting Member of the Society shall cast votes for not more than three of the candidates standing for election, and the three candidates with the most votes shall comprise the class of Directors to serve for the following three years. In the event of a tie, a runoff vote will determine the election.

Section 4. Nominating Committee

The Nominating Committee shall consist of the President and two members of the Board appointed by the President and approved by the Board. Appointed members of the nominating committee will serve for one year terms and may be reappointed for successive terms, but for no more than three consecutive terms.

Section 5. Removal of Directors and Vacancies

Any Director who fails to attend an Annual Meeting shall be removed from the Board prior to the new class of Directors, unless an explanation is provided to the President prior to the Meeting and a majority vote of the Board recommends continuation of service. Vacancies among the 9 regular Board members, including the case in which an elected Board member is selected to serve as President or other Officer, will be filled for the duration of that term of service by appointment of a new Director by the majority of the Board.

Section 6. Quorum of the Board of Directors

Every act or decision by a majority of the Directors shall be regarded as a valid act of the Board of Directors, except for amending these Bylaws as provided in Article VIII below.

Section 7. The Program Committee

The Program Committee shall consist of: the Executive Committee and any additional persons appointed by the Board to serve actively in planning and conducting the annual Conference. The Program Committee shall be responsible for the detailed planning of the scientific program for the annual Conference.

Section 8. Indemnification Power

The ISCE shall indemnify any Director or former Director or any member of current or former Program Committees as described in Section 7 above against expenses, including attorney's fees, judgments, penalties, fines, settlements and reasonable expenses, actually incurred by such persons in connection with the defense of any civil action, suit, or proceeding relating to his conduct as a Director or Program Committee Member except that said indemnification shall not apply:

- (i) to acts of nonfeasance, misfeasance, or malfeasance,
- (ii) to intentional misconduct or knowing violations of the law, or
- (iii) to transactions involving improper personal benefits.

The Board of Directors, excluding any Director seeking indemnification, shall determine whether to indemnify a Director, Officer, or Program Committee Member (i) upon its own motion, or (ii) within 45 days after the receipt of a written request from a Director, Officer, or Program Committee Member seeking indemnity. The Board of Directors shall be entitled to rely upon an opinion of counsel on whether the matter at issue is one for which indemnification is disallowed under items (i) through (iii) in the preceding paragraph of this Section.

Section 9. ISCE Board of Trustees

The Board of Trustees shall serve as advisors to the ISCE Board of Directors, for the purpose of promoting goodwill between the organization, industry, and industry regulators. Membership in the Board of Trustees will be constituted from the leadership of sponsoring industry members, who will agree to a program of planned financial support for the mission of the organization. Members

of the Board of Trustees need not be regular voting members of ISCE, but a member of ISCE may serve on the Board of Trustees, and a member of ISCE who is an elected or executive member of the Board of Directors may also serve as a member of the Board of Trustees. A financial commitment underlying membership in the Board of Trustees will be established and supervised by the Treasurer, with the approval of the Board of Directors. It is anticipated that at least one meeting of the Board of Trustees, together with the Executive Directors and other invited individuals, will be held annually, as coordinated by the ISCE Treasurer in conjunction with the Executive Directors. This meeting may be held separately or together with the annual conference, at the convenience of the Trustees and the Directors.

Section 10. Conflict of Interest Policy

The International Society of Computerized Electrocardiology (ISCE), its officers and directors shall avoid any conflict between their own personal, professional or business interests and the interests of the Society, in any and all actions taken by them on behalf of the Society in their respective capacities.

In the event that any officer, director, or committee member of the Society shall have any direct or indirect interest in, or relationship with, any individual or organization which proposes to enter into any transaction with the Society, including but not limited to transactions involving:

- (i) the sale, purchase, lease or rental of any property or other asset;
- (ii) employment, or rendition of services, personal or otherwise;
- (iii) the award of any grant, contract, or subcontract;
- (iv) the investment or deposit of any funds of the Society;

such person shall give notice of such interest or relationship and shall thereafter refrain from discussing or voting on the particular transaction in which s/he has an interest, or otherwise attempting to exert any influence on the Society.

Article IV - OFFICERS, TERMS, AND DUTIES

Section 1. Officers and Terms

The Board of Directors shall appoint a President, a Vice President, a Secretary, and a Treasurer (or Secretary-Treasurer), for a term of three (3) years. Additionally, the Board shall appoint other officers and/or committees with terms not exceeding three (3) years as necessary to carry out the operations and functions of the ISCE. Further, each year the Board shall appoint a Conference Chairman and Co-chairman, whose term shall begin at the end of the previous Conference and shall expire at the end of their Conference. Officers shall not serve concurrently as elected Director Members of the Board. Officers who are Director Members of the Board when appointed shall relinquish the elected Board position, which will then be filled as described in Section 5 of Article III. The 9 Director members of the Board (as defined in Article III) may relieve any officer at any time for failure to perform the duties of the office.

Section 2. The Executive Committee

The Executive Committee of the Society shall be composed of the President, the Vice President, the Secretary and the Treasurer. Members of the Executive Committee serve as the four Executive Committee Directors of the Board of Directors. The Executive Committee Directors are not counted within the three classes of elected Directors and do not serve concurrently as elected Directors. The members of the Executive Committee shall serve as voting members of the Board of Directors for all decisions except removal of an Officer as described in Section 1.

Section 3. President

The President will have served as an elected Director of the Society or other Executive Committee officer of the Society for at least the three consecutive years prior to appointment. The President shall preside at the annual meeting of the general membership and at the Board of Directors meetings (Article V, Section 2), and shall perform any other recognized functions of the office.

Section 4. Vice President

The Vice President will have served as an elected Director of the Society or other Executive Committee officer of the Society for at least the three consecutive years prior to appointment. The Vice President shall assist the President with the executive functions of the Society and shall preside at any meeting in the absence of the President.

Section 5. Secretary

The Secretary will have served as an elected Director of the Society or other Executive Committee officer of the Society for at least three consecutive years prior to appointment. The Secretary shall keep the minutes of all meetings of the Board of Directors of the ISCE. The Secretary shall prepare such directives and other documents as are needed and authorized by the Board of Directors. In case of absence or the Secretary's inability to execute the duties for whatever cause, the Treasurer, if available, or another person designated by the Board of Directors shall assume these responsibilities.

Section 6. Treasurer

The Treasurer will have served as an elected Director of the Society or other Executive Committee of the Society for at least three consecutive years prior to appointment. The Treasurer shall keep and maintain accurate accounts of the transactions of the ISCE, 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 ISCE with such depositories as may be designated by the Board of Directors. The Treasurer shall disburse the funds of the ISCE as may be ordered by the Board, shall render to the Board of Directors, whenever they request it, an account of the financial condition of the ISCE and all his/her transactions as Treasurer, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the Bylaws.

Section 7. Conference Chairman

The Conference Chairman shall be appointed by the Board of Directors. The Conference Chairman will ordinarily have served as Conference Co-Chairman of the preceding Conference. The Conference Chairman shall be responsible for the scientific program of that year's Conference for which he/she is appointed. The Conference Chairman shall select session topics, session chairmen, and coordinate the Conference plans with other members of the Program Committee. The Conference Chairman may accept or reject papers for presentation at the Conference. He/she may delegate this and certain other responsibilities to members of the Program Committee and/or Session Chairmen.

Section 8. Conference Co-chairman

The Conference Co-chairman shall undertake such duties as assigned by the Board and by the Conference Chairman. The Conference Co-chairman will ordinarily have served as a Session Chair at one or more annual Conferences and as a participant in at least two Conferences. At its discretion, the Board of Directors may override this requirement by majority vote.

Section 9. Termination of Duties of an Officer

Each officer shall, upon the expiration of his/her term, or the termination of his/her duties for any other reason, deliver to his/her successor the records of the office.

Section 10. Vacancies in an Office

The Board of Directors shall appoint persons to fill vacancies. If a vacancy occurs during an unexpired term, the Board may appoint the person for a term of any length, not to exceed three (3) years. However, interim appointees for conference chair or co-chair will serve only for the unexpired term.

Article V - MEETINGS

Section 1. Annual ISCE Conference

An Annual Conference of the International Society for Computerized Electrocardiology, Inc. shall be held at the date and place to be decided by the Board of Directors.

Section 2. Annual Meeting of the General Membership

An annual meeting of the general membership (including all defined in Article II), in conjunction with the Annual Conference, shall be conducted by the President, principally to fill the available vacancies on the Board of Directors by election. The current Board of Directors and the general membership may make nominations according to Article III, Section 3 above.

Other issues of importance to the general membership may be discussed at this meeting.

Section 3. Meetings of the Board of Directors

The Board of Directors shall meet annually in conjunction with the Annual Conference. Other meetings of the directors may be called at any time by one-third (1/3) of the Board members. All directors shall be notified in writing, not less than one month before a meeting.

Section 4. Meetings of the Board of Trustees.

The Board of Trustees shall meet annually, either separately or in conjunction with the Annual Conference, as determined by the Treasurer and President with the approval of the Executive Directors.

Article VI - DUES AND FEES

Section 1. Establishment of Dues and Fees

Dues and fees shall be set annually by the Board of Directors, which may delegate the responsibility to the Treasurer.

Section 2. Use of Dues and Fees

The annual dues, conference fees, and donations collected by the ISCE shall be used only for legitimate expenses associated with the ISCE, the organization of the annual Conference, the editing and publication of its Proceedings, mailings to interested persons, and necessary expenses for Directors to attend meetings of the Board.

Article VII - OFFICIAL YEARS

Section 1. Fiscal Year

The fiscal year of the ISCE shall be from July 1st of each year until June 30th of the following year.

Section 2. General Membership Year

The general membership year of the ISCE shall be from January 1st of each year until December 31st of that year.

Section 3. Term Years

Terms for officers and Board members begin and end during Annual Conferences and hence cannot correspond to exact annual dates, as the Annual Conferences cannot be scheduled exactly one year apart.

Article VIII – ENDORSEMENT POLICY

Section 1. Endorsement of Scientific Manuscripts/Consensus Papers initiated by ISCE.

ISCE may initiate a scientific statement or consensus document on a specific topic of relevance to the Society. If ISCE initiates a document and designates all of the authors, or if ISCE initiates a document that invites participation from other organizations, then approval of the final manuscript by a majority of the Board will constitute ISCE "endorsement" of a scientific statement or a consensus paper.

Section 2. Endorsement of Scientific Manuscripts/Consensus papers initiated outside ISCE.

If an external organization invites ISCE to participate in planning and preparation of a scientific statement or consensus document, or to contribute to preparation of a guideline, then if, in advance, a majority of the Board:

- i) approves the topic; and
- ii) agrees that there are members of ISCE with specific expertise in the subject matter who could contribute; and
- iii) agrees to ISCE participating in the writing;

then final approval of the manuscript by a majority of the Board will constitute endorsement.

Section 3. Papers etc. prepared by ISCE members but not reviewed in advance by the Board.

Completed or draft reviews, statements and consensus documents prepared by ISCE members but which have not been subjected to a review, by the Board, of topics and authors in advance of writing, will not be endorsed. For the avoidance of doubt, it is not the role of ISCE to endorse individual basic or clinical research publications.

Section 4. Endorsement of Scientific Meetings of other Societies.

ISCE will not endorse scientific meetings of other societies.

Section 5. Advertising other scientific meetings on the ISCE website.

ISCE will allow advertising of other scientific meetings on its website, ideally on the basis of reciprocity where possible.

Article IX - AMENDMENTS

Section 1.

These bylaws may be amended only by an affirmative vote of two thirds of the Board of Directors. Any proposed amendment shall be presented in writing to each Director at least 4 weeks before an anticipated vote on that proposal.