

**BYLAWS
OF
THE NETWORK: TOWARDS UNITY FOR HEALTH (TUFH) ASSOCIATION**

ARTICLE I.

1.1. Purpose. The purpose of The Network: Towards Unity for Health (TUFH) Association (“Corporation”) is to contribute to the advancement of relevant, equitable, quality, efficient health systems by supporting the development and sustainability of socially accountable educational institutions for health workers through partnerships between those institutions and policy makers, health service organizations, health professionals, students, and communities. The Corporation acts as a hub for partner organizations to share information and collaborate in achieving common goals, acting as a network of networks. The Corporation also seeks to build a sustainable international community of professionals, students, and institutions who share these goals.

1.2. Objectives.

(a) To strive for collaboration, partnership, and unity amongst the various stakeholders to improve population health and the development of innovative, equitable, and efficient healthcare and educational systems, with particular attention to interdisciplinary/interprofessional cooperation and inter-sectoral action;

(b) To encourage and advise health professions institutions on strategies to move towards an efficient implementation of the principles of social accountability through a commitment:

(1) To promote the orientation of education, research and service delivery programs to respond to population priority health needs linked with health system policies and actions in order to meet those needs;

(2) To recruit, admit and graduate a health professions student body that reflects the ethnic, geographic and socioeconomic diversity of the populations served;

(c) To assist development of accreditation systems that reflect these values;

(d) To support advocacy at the political leadership level for the adoption of health and academic policies consistent with the values and principles of social accountability.

(e) To stimulate and promote international collaboration aiming to reduce disparities in health care and the health workforce.

1.3. Activities. The Corporation shall carry out activities that contribute to the organization’s objectives, including:

(a) the organization of an annual international conference with particular attention to socially accountable health professions education, intersectoral cooperation and citizen empowerment around health issues. The meeting will be a global gathering of organizations and individuals who share the mission of the Corporation. If possible, the location of the meeting should rotate to a different World Health Organization (WHO) region each year;

(b) dissemination of information through print and online communications, including diffusion of resources to communities that pursue social accountability in health professions education, health equity and community health;

- (c) development of position papers consistent with the mission of the Corporation;
- (d) facilitation of collaboration and communication between General Assembly Members including documentation of lessons learned and success stories;
- (e) support for the “Student Network Organization” (See Exhibit A);
- (f) presentation of online programs;
- (g) fund raising and grant writing;
- (h) affiliation with the journal, Education for Health;
- (i) collaboration with organizations that share similar values and goals to create “a network of networks”; and
- (j) establishment of task forces that advance the goals and objectives of the organization.

ARTICLE II.

MEMBERS

2.1. Membership. The Corporation shall have one class of members: General Assembly Members. The Board of Directors (referred to herein individually as “Directors”) may add or eliminate classes of at any time. Except as expressly provided in or authorized by the Certificate of Incorporation, the Bylaws of this Corporation, or provisions of law, General Assembly Members shall have the rights, privileges, restrictions, and conditions established by resolution of the Board of Directors. Among the benefits generally to be afforded to General Assembly Members is the right to attend meetings of the Members of the Corporation and access to Corporation materials as may be approved by the Board of Directors. The benefits and privileges of General Assembly Members are defined below:

(a) All General Assembly Members must pay the annual membership fees set from time to time by resolution of the Board of Directors for General Assembly Members. Benefits specifically afforded to General Assembly Members who remain in good standing (which for purposes of these Bylaws means that the General Assembly Member continues to meet the eligibility requirements of Section 2.2 and is current on its dues payments) are:

- (1) The right to be listed as a General Assembly Member in all press releases and events of the Corporation; and
- (2) The right to be listed as a General Assembly Member on the Corporation’s web site.

2.2. Membership Qualifications. The qualifications for General Assembly Membership in the Corporation can occur by meeting the requirements of any of the following: (i) the applicant may be an organization whose main purpose is to undertake one or more aspects of health services, education, research, and policy and/or support the purpose of the Corporation; (ii) the applicant may be an individual who supports the purpose of the Corporation; (iii) the applicant may be an individual who is a current student in an institution who supports the purpose of the Corporation; (iv) the applicant may be an individual who has made distinctive contributions to health systems and health education who are nominated and approved by the Board of Directors; or (v)

the applicant may be an individual or an organization who is dedicated to the improvement of the social determinants of health. No more than eight (8) General Assembly Members can be affiliated with a single institution or organization.

2.3. Admission of General Assembly Members. The Board of Directors shall approve General Assembly Members by resolution.

2.4. Fees and Dues. The annual dues payable to the Corporation by General Assembly Members shall be established and may be changed from time to time by resolution of the Board of Directors. In addition to the termination provisions of Section 2.8, any General Assembly Member that is delinquent in the payment of any dues shall be deemed suspended upon written notice from the Corporation until all delinquent dues are paid.

2.5. Number of General Assembly Members. There is no limit on the number of General Assembly Members the Corporation may admit.

2.6. Membership Roll. The Corporation shall keep a membership roll containing the name and address of each General Assembly Member, the date upon which the applicant became a General Assembly Member, and the name and contact information of one (1) individual from each General Assembly Member organization who shall: serve as a primary contact for the Corporation, receive all correspondence, notices and information, distribute such correspondence, notices and information within his or her organization, and vote on all issues submitted to a vote of the General Assembly Members. Termination or suspension of the membership of any General Assembly Member shall be recorded in the roll, together with the date of termination or suspension of such General Assembly Member, and the date on which such General Assembly Member is reinstated from suspended status. Such roll shall be kept at the Corporation's principal office. Membership in the Corporation is a matter of public record; however, membership lists will not be sold or given to third parties. If the address or other contact information of a General Assembly Member changes, it shall be the responsibility of the General Assembly Member to provide the Corporation with updated information.

2.7. No Liability of Members. No General Assembly Member of this Corporation, as such, shall be individually liable for the debts, liabilities, or obligations of the Corporation.

2.8. Termination of Membership. The membership of a General Assembly Member shall terminate upon the occurrence of any of the following events:

(a) Failure to Renew Membership. Upon a failure to initiate or renew membership by paying dues on or before their due date, such termination to be effective thirty (30) days after receipt of a written notification of delinquency is given personally or mailed to such General Assembly Member by the Office of the Secretariat of the

Corporation. A General Assembly Member may avoid such termination by paying the amount of delinquent dues within a thirty (30) day period following the General Assembly Member's receipt of the written notification of delinquency.

(b) **Resignation.** Upon fifteen (15) days written notice from the General Assembly Member to the Office of the Secretariat. For clarity, the effective date of termination is fifteen (15) days from the date of written notice to the Office of the Secretariat. A General Assembly Member who resigns shall forfeit all membership dues already paid.

(c) **Violation of Polices or Duties of Membership.** Upon unanimous vote of all Disinterested Directors (defined below) when such Disinterested Directors determine, after affording the General Assembly Member in question the right to be heard on the issue, that the General Assembly Member has violated any material provision of these Bylaws, or other policies and procedures duly approved by the Board of Directors, including the requirements for General Assembly Members as stated in Section 2.2 and failed to cure where, in the discretion of a majority of the Disinterested Directors, such violation can be cured. For purposes of this Section 2.8(c), a "Disinterested Director" is a Director who is not employed by the Member subject to the vote for termination. A General Assembly Member who is terminated pursuant to this Section 2.8(c) shall have no liability for unpaid membership dues.

(d) **Member's Dissolution.** Upon a General Assembly Member's dissolution, in the event that two (2) or more General Assembly Member organizations are merged or a General Assembly Member entity is acquired by another General Assembly Member entity, the resulting entity shall have only one (1) membership.

2.9. **Rights of Members.** All rights of a General Assembly Member in the Corporation shall cease on termination of membership as herein provided. A General Assembly Member terminated shall not receive any refund of dues already paid.

2.10. **Annual Meetings.** Unless directors are elected by written consent of General Assembly Members in lieu of a meeting, an annual meeting of General Assembly Members for the election of directors and the transaction of such other business as may properly come before the meeting shall be held at such time and place as the General Assembly Members shall determine. Unless the General Assembly Members otherwise determine, the annual meeting of General Assembly Members shall be held in connection with the annual conference.

2.11. **Special Meetings.** Special meetings of the General Assembly Members may be called by the Secretary General, the board of directors of the Corporation (the "Board"), or by a majority of the General Assembly Members.

2.12. **Notice of Meetings and Waiver of Notice.** Written notice of all meetings of General Assembly Members shall be given not less than 90 nor more than

120 days before the date of the meeting to each General Assembly Member entitled to vote at such meeting. The notices of all meetings shall state the place, if any, date and hour of the meeting, the means of remote communications, if any, by which General Assembly Members and proxy holders may be deemed to be present in person and vote at such meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called. Any notice shall be effective if given by a form of electronic transmission consented to by the General Assembly Member to whom the notice is given. Notice of any meeting need not be given to any General Assembly Member who shall, either before or after the meeting, submit a waiver of notice or who shall attend such meeting, except when the General Assembly Member attends for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.

2.13. Quorum. Except as otherwise provided by law or the certificate of incorporation, a quorum for the transaction of business at any meeting of General Assembly Members shall consist of one-third or at least 30, whichever is less, of the General Assembly Members then serving and entitled to vote at the meeting, present in person or by proxy.

2.14. Election of Directors and Voting. General Assembly Members shall elect the directors in the categories and for the terms set forth in Section 3.3. At each annual meeting, the General Assembly Members shall elect directors upon nomination from the Nominating and Governance Committee to the open directorship positions for which an existing director's term is expiring in accordance with Section 3.3. At all such elections of directors the voting may, but need not, be by ballot and a plurality of the votes of the General Assembly Members present in person or by proxy at the meeting and entitled to vote on the election of directors shall be sufficient to elect directors. Except as otherwise provided by law, the certificate of incorporation or these bylaws, any other action shall be authorized by the vote of the majority of the General Assembly Members present in person or by proxy at the meeting and entitled to vote on the subject matter.

2.15. Action by Consent in Lieu of a Meeting. General Assembly Member action may be taken without a meeting if a majority of members entitled to vote consent thereto in writing (including by electronic transmission), and the writing or writings are filed with the records of the Corporation, except as otherwise provided by law, the certificate of incorporation or these bylaws.

2.16. Meeting by Telephone, Video Conference or Similar Communications Equipment. General Assembly Members may participate in any meetings of the General Assembly Members through conference calls, video conference or other forms of communication that permit participants to hear and be heard by all other participants, and participation in such meeting shall constitute the presence in person by such General Assembly Member at such meeting.

ARTICLE III.

BOARD OF DIRECTORS

3.1. General Powers. The business and affairs of the Corporation shall be managed by or under the direction of the Board, who may exercise all of the powers of the Corporation except as otherwise provided by law or the certificate of incorporation.

3.2. Number and Term.

(a) The initial number of directors shall be equal to the number of directors initially elected by the incorporator. Thereafter, the Board may determine from time to time the number of directors constituting the entire Board, which number shall be no less than sixteen (16). The phrase “entire Board” refers to the total number of directors that the Corporation would have if all vacancies were filled.

(b) Each director who is elected by the General Assembly Members, and each director who is elected in the interim to fill any vacancy or newly created directorship, shall hold office for the duration of such director’s designated term in accordance with this Section 3 and until his or her successor is duly elected and qualified or until his or her earlier death, resignation or removal.

3.3. Qualification and Terms for Directors. The Board of Directors shall consist of the following members to be elected for terms as set forth below by the General Assembly Members:

(a) *Secretary General Director.* One director shall be designated as the Secretary General director, to serve on the Board for a four-year term, renewable once.

(b) *Vice Secretary General Director.* One director shall be designated as the Vice Secretary General director, to serve on the Board for a four-year term, renewable once.

(c) *Immediate Past Secretary General Director.* One director shall be designated as the Immediate Past Secretary General director, to serve on the Board for a four-year term, renewable once. To be eligible to serve as the Immediate Past Secretary General director, a person must be the immediate past Secretary General.

(d) *Student Network Organization President Director.* One director shall be designated as the Student Network Organization President director, to serve on the Board for a one-year term. To be eligible to serve as the Student Network Organization President director, a person must be the Student Network Organization President. See Exhibit A.

(e) *Regional Representative Directors.* Seven directors shall be designated as Regional Representative directors, to each serve on the Board for a four-year term, renewable once. To be eligible to serve as a Regional Representative director, a person must be living and working in a country in the region for which they are nominated to serve as the Regional Representative director. The Nominating and

Governance Committee shall nominate one person from a country in each of the seven regions specified in Exhibit B

(f) for election as Regional Representative directors. Upon the expiration of a Regional Representative director's term, the Nominating and Governance Committee shall preferably nominate a person from a different country than the most recent director from that region.

(g) *At Large Directors*. Four directors shall be designated as the At Large directors, to serve on the Board for a four-year term, renewable once.

(h) *Executive Director*. One director shall be designated as the Executive Director, to serve on the Board for the period such individual holds the office of Executive Director. Non voting member of the Board of Directors.

(i) *Education for Health Editors*. Education for Health is the peer-reviewed journal of the Corporation. The Editors are appointed by the Board of Directors. Non voting member of the Board of Directors.

3.4. Annual Meeting. Following the annual meeting of General Assembly Members, the newly elected Board shall meet for the purpose of the election of officers and the transaction of such other business as may properly come before the meeting.

3.5. Regular Meetings. Regular meetings of the Board may be held without notice at such times and places as may be determined from time to time by the Board.

3.6. Special Meetings. Special meetings of the Board may be called by the Secretary General or a majority of the directors and shall be held at such time and place as may be specified by such order.

3.7. Notice of Meetings and Waiver of Notice. Immediately after the annual meeting of General Assembly Members for the election of directors, the Board shall hold an organizational meeting of the Board at which all directors are expected to attend. Notice need not be given of regular meetings of the Board held at times and places fixed by resolution of the Board, except that notice of each resolution or other action affecting the date, time, and place of one or more regular meetings shall be given to each director not present at the meeting adopting such resolution or other action. Notice shall be deemed given effectively if given in person or by telephone, mail addressed to such director at such director's address as it appears on the records of the Corporation, facsimile, e-mail or by other means of electronic transmission. Notice of the place, if any, date, time and purpose of each special meeting of the Board shall be given to each director by mail at least two days before the special meeting, or by telephone or electronic transmission (including e-mail) or delivery in person not later than the day before the day of the meeting. Directors may waive notice of any meeting in writing (including by electronic transmission), and the attendance of any director at a meeting shall constitute a waiver of notice of such meeting except when a director attends a meeting for the express purpose of objecting, at the beginning of such meeting, to the transaction of any business because the meeting is not lawfully called or convened. A

notice or waiver of notice of a meeting of the Board need not specify the purpose or purposes of the meeting.

3.8. Quorum and Manner of Acting. The presence of one-third of the entire Board constitutes a quorum. The affirmative vote of a majority of the directors present at a meeting shall be the act of the Board, unless otherwise provided by law, the certificate of incorporation, or these bylaws.

3.9. Action by Unanimous Written Consent in Lieu of a Meeting. Board action may be taken without a meeting if all the directors consent thereto in writing (including by electronic transmission), and the writing or writings are filed with the records of the Corporation.

3.10. Meeting by Telephone, Video Conference or Similar Communications Equipment. Directors may participate in any meetings of the Board or any committee thereof through conference calls, video conference or other forms of communication that permit participants to hear and be heard by all other participants, and participation in such meeting shall constitute the presence in person by such director at such meeting.

3.11. Resignation and Removal. Any director may resign at any time upon written notice to the Corporation and such resignation shall take effect upon receipt thereof by the Secretary General, President or Secretary, unless otherwise specified in the resignation. One or more of the directors may be removed prior to the expiration of the director's term, with cause, by a majority of the General Assembly Members entitled to vote in the election of such director.

3.12. Vacancies. Vacancies on the Board, whether caused by resignation, death, disqualification, removal, an increase in the authorized number of directors or otherwise, may be filled by the affirmative vote of a majority of the remaining directors, although less than a quorum, or by a sole remaining director or action of the General Assembly Members entitled to vote for the election of directors. A director so elected shall be elected to hold office until the earlier of the expiration of the term of office of the director whom he or she has replaced, a successor is duly elected and qualified or the earlier of such director's death, resignation or removal.

3.13. No Compensation of Directors. No director shall be compensated for his or her services as a director, except for reimbursement of reasonable expenses incurred in connection with such services. Directors may serve the Corporation in any other capacity and receive reasonable compensation therefor.

ARTICLE IV.

COMMITTEES

4.1. Committee Composition and Authority.

(a) The Board may designate one or more committees. Committees composed only of directors are "Board Committees." Board Committees may have Board authority to the extent permitted by law and delegated by the Board or in these bylaws. All other committees are advisory.

(b) Each Board Committee shall keep minutes of its proceedings, and actions taken by a Board Committee shall be reported to the Board. The Board may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. In the absence or disqualification of a member of a committee, the member or members present at any meeting and not disqualified from voting, whether or not such member or members constitute a quorum, may unanimously appoint another director to act at the meeting in the place of any such absent or disqualified member.

(c) No Board Committee shall have the power or authority in reference to: (a) adopting, amending or repealing any of these bylaws, or adopting or amending any provision of the certificate of incorporation, (b) approving, adopting or recommending to the General Assembly Members any action or matter (other than the election or removal of directors) expressly required by the DGCL to be submitted to Members for approval, (c) any other actions which may require the approval of the entire Board under applicable law, the certificate of incorporation or these bylaws, (d) filling vacancies in the Board or any committee, (e) electing, appointing or removing any member of any committee or any officer, or (f) amending or repealing any resolution of the Board.

4.2. Procedures, Quorum and Manner of Acting. Unless the Board of Directors otherwise provides, each committee designated by the Board of Directors may make, alter and repeal rules for the conduct of its business. In the absence of such rules each committee shall conduct its business in the same manner as the Board of Directors conducts its business pursuant to this Article III of these Bylaws.

4.3. Action by Unanimous Written Consent in Lieu of a Meeting. Committee action may be taken without a meeting if all the members consent thereto in writing (including by electronic transmission), and the writing or writings are filed with the records of the committee.

4.4. Term and Termination. In the event any person shall cease to be a director of the Corporation, such person shall simultaneously therewith cease to be a member of any Board Committee.

4.5. Standing Board Committees. The Corporation shall have one standing Board Committee: a Nominating and Governance Committee, which shall have the duties and responsibilities set forth below.

4.6. Nominating and Governance Committee. The Nominating and Governance Committee shall be responsible for facilitating the effective execution of the

governance responsibilities of the Board, including, among other things, the identification and recruitment of new directors, the orientation of new directors, meeting the ongoing development needs of the Board, evaluating the performance of individual directors and the Board as a whole, and in consultation with the Secretary General, as appropriate, recommending a slate of officers of the Corporation. The Nominating and Governance Committee shall identify candidates for the Board and nominate eligible individuals for the directorship positions listed in Section 3.3 that are up for election no later than 30 days prior to the date set for the annual meeting of General Assembly Members. The composition of the Nominating and Governance Committee shall be determined by the Board and the members of the Committee shall be appointed by the Secretary General in consultation with the Board. In addition, the Board should also solicit the advice of General Assembly Members to questions being considered by the Board or the Nominating and Governance Committee.

4.7. Advisory Board. The Corporation shall have an Advisory Board, which shall not be a Board Committee. The purpose of the Advisory Board is to provide a broader perspective on matters facing the organization, including strategy, partnerships, member benefits, and other opportunities. The Board of Directors shall appoint members of the Advisory Board from time to time upon recommendation from the Nominating and Governance Committee, which shall include members from the following groups as detailed below: (i) Task Force Chairs; (ii) Eminences; (iii) partner organizations; and (iv) the immediate past president of SNO.

(a) Task Force Chairs. The Corporation's Task Forces or Working Groups are created as needed by the Board of Directors on recommendation from the General Assembly Members or Board of Directors. Chairs are selected by the members of the task force or working group, and ratified by the Board of Directors. They organize the work of the task force, periodically report to the Board of Directors, and serve on the Advisory Board.

(b) Eminences. The Eminences of the Corporation are distinguished members of the organization who have worked tirelessly to fulfill the purpose of the organization as evidenced by their full careers in the field of health services education, research, and policy. They are nominated by the Nominating Committee of the Board of Directors and ratified by the Board of Directors to serve on the Advisory Board.

(c) Partner Organizations. Partner organizations are those with a closely aligned mission that increase the efficiency or programmatic impact of the Corporation through services, resources, or programs. They are nominated by the Nominating Committee and approved by the Board of Directors. A representative of each Partner Organization serves on the Advisory Board. Representatives serve a four-year term on the Advisory Board renewable once.

(d) Immediate Past President of SNO. At the conclusion of the SNO President's term, that person is designated Immediate Past President of SNO and shall serve a one year term on the Advisory Board. See Exhibit A.

4.8. Advisory Committees. The Board may create such advisory committees (which shall not be Board Committees) to perform such functions as the Board shall authorize, provided no such advisory committee may be delegated authority to act for the Board or any Board Committee.

ARTICLE V.

OFFICERS

5.1. Election and Qualifications. The Board shall elect the officers of the Corporation, which shall include a President, fulfilled by the Secretary General, Secretary, and Treasurer. The Board shall appoint an Executive Director and the Office of the Secretariat (which shall also perform the functions of a Treasurer and Secretary). The officers may also include one or more assistant secretaries, such assistant treasurers and such other officers as the Board may from time to time determine. Each officer shall have such powers and duties as may be prescribed by these bylaws and as may be assigned by the Board. Any two or more offices may be held by the same person, except that no one person may hold the offices of both President and Treasurer.

5.2. Term. Unless specified otherwise for certain offices in Section 5.4 below, each officer shall serve for a term of four years following his or her election or appointment and until such time as his or her respective successor is elected and qualified or until his or her earlier death, resignation or removal. Except for the offices of Secretary General and Vice Secretary General, any vacancy in any office arising from any cause may be filled for the unexpired portion of the term by the Board. In the event of a vacancy arising in the Secretary General, the Vice Secretary General shall become the Secretary General. In the event of a vacancy of the office of Vice Secretary General, the Board shall elect a Vice Secretary General from among its General Assembly Members.

5.3. Resignation and Removal. Any officer may resign at any time upon written notice to the Corporation. Any officer may be removed from office, with or without cause, at any time by a majority of directors then in office.

5.4. Duties and Authority. The officers shall have such duties and authority as customarily pertain to their office except as modified by these bylaws or the Board.

(a) *Secretary General.* The Secretary General presides over all meetings of the Board of Directors and General Assembly Members. The Secretary General represents the Corporation in its relations with other institutions and the authorities of all countries. The Secretary General represents the Corporation and ensures the general supervision of the work of the Office of the Secretariat, normally by appropriate delegation.

(b) *Vice Secretary General.* The Vice Secretary General shall serve in lieu of the Secretary General, where the Secretary General is not available.

(c) *Regional Representatives.* Regional Representatives are elected by the Board for a four year term, renewable once. Every four years, the regional representatives should be nominated from a different country in the region. The same country representative will only be nominated in exceptional cases (e.g., there is no representative from other countries). They are expected to keep regional members informed and maintain active communication with the Secretariat.

(d) *Executive Director.* The Executive Director implements and evaluates the activities of the Corporation as directed by the Board of Directors.

(e) *Treasurer.* The Treasurer shall be responsible for the receipt and disbursement of all monies of the Corporation, shall keep proper books of accounts of such receipts and disbursements, and shall prepare financial statements in such forms and at such times as may be required by the Board or the President.

(f) *Secretary.* The Secretary shall prepare or supervise the preparation of the minutes of the meetings of the Board and the General Assembly Members, have custody of the books, records, and documents (other than those maintained by the Treasurer), and shall attest deeds, contracts, leases and other legal instruments and formal documents and shall perform such other duties as may be assigned by the Board or the President.

(g) *Assistant Officers.* Any assistant officer shall have such powers and duties of the officer such assistant officer assists as such officer or the Board shall from time to time prescribe.

(h) *Other Officers.* Other officers may be elected by resolution of the Board and shall have such powers and duties as may be prescribed in such resolution

(i) *Office of the Secretariat.* The Office of the Secretariat functions as the headquarters of the Corporation. The Board of Directors will contract with an entity to provide Secretariat services. These services include:

(1) ensure the current administration of the Corporation, under relevant local, national, and international laws;

(2) administer and manage the membership of the Corporation;

(3) administer and manage the finances of the Corporation; the

Secretariat will provide periodic financial reports to the Board of Directors;

(4) carry out membership recruitment campaigns;

(5) ensure the preparation and follow-up of the Board of Directors, Advisory Board, and General Assembly Member meetings;

(6) support the work of the regional representatives;

(7) plan and coordinate the annual meeting, in conjunction with the local host;

(8) explore strategic partnerships;

(9) identify and apply for external funding opportunities;

(10) manage the organization's website;

(11) perform continuous quality improvements for membership and communications;

- budget;
- (12) propose annual budgets and administer the approved
 - (13) draft annual reports of activities; and
 - (14) other duties as assigned by the Board of Directors.

ARTICLE VI.

MISCELLANEOUS PROVISIONS

6.1. Indemnification of Directors and Officers.

(a) The Corporation shall indemnify and hold harmless, to the fullest extent permitted by applicable law as it presently exists or may hereafter be amended, any person ("Indemnified Person") who was or is made or is threatened to be made a party or is otherwise involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative ("Proceeding"), by reason of the fact that such person is or was a director or officer of the Corporation and acting in such capacity, or while serving as a director or officer of the Corporation, is or was serving at the request of the Corporation as a director, trustee, officer, employee or agent of another company, partnership, joint venture, employee benefit plan, trust or other enterprise, against all liability and loss suffered and expenses (including attorneys' fees) reasonably incurred by such person in such Proceeding. Notwithstanding the preceding sentence, except as provided in paragraph (c) of this Article the Corporation shall be required to indemnify an Indemnified Person in connection with a Proceeding (or part thereof) commenced by such Indemnified Person only if the commencement of such Proceeding (or part thereof) by the Indemnified Person was authorized in advance by the Board.

(b) The Corporation shall, to the fullest extent not prohibited by law, pay the expenses (including attorneys' fees) incurred by an Indemnified Person in defending any Proceeding in advance of its final disposition; *provided, however*, that such payment of expenses in advance of the final disposition of the Proceeding shall be made only upon receipt of an undertaking by the Indemnified Person to repay all amounts advanced if it is ultimately determined that the Indemnified Person is not entitled to be indemnified under this Article or otherwise.

(c) If a claim for indemnification (following the final disposition of the Proceeding for which indemnification is sought) under this Article is not paid in full within 60 days after a written claim therefor by the Indemnified Person has been received by the Corporation, or a claim for advancement of expenses under this Article is not paid in full within 30 days after any statement therefor has been received by the Corporation, the Indemnified Person shall thereupon be entitled to file suit to recover the unpaid amount of such claim. If successful in whole or in part, the Indemnified Person shall be entitled to be paid the expense of prosecuting such claim to the fullest extent permitted by law. In any such action the Corporation shall have the burden of proving that the Indemnified Person is not entitled to the requested indemnification or advancement of expenses under applicable law.

(d) Any right to indemnification or to advancement of expenses of any Indemnified Person arising hereunder shall not be eliminated or impaired by an amendment to or repeal of this Article after the occurrence of the act or omission that is the subject of the Proceeding for which indemnification or advancement of expenses is sought.

(e) The rights conferred on any Indemnified Person by this Article shall not be exclusive of any other rights that such Indemnified Person may have or hereafter acquire under any statute, the certificate of incorporation, these bylaws or any agreement, or any vote of General Assembly Members or disinterested directors or otherwise. This Article shall not limit the right of the Corporation, to the extent and in the manner permitted by law, to indemnify or to advance expenses to persons other than Indemnified Persons when and as authorized by appropriate corporate action.

6.2. Manner of Notice and Waiver of Notice. Except as otherwise provided in the certificate of incorporation or these bylaws, notices and waivers of notice shall be in writing and delivered in any manner permitted by the local law. Whenever written notice is required to be given by law, the certificate of incorporation or these bylaws, a written waiver signed by the person entitled to notice whether before or after the time stated in such notice, shall be deemed equivalent to notice. Attendance of a person at a meeting shall constitute a waiver of notice of such meeting, except when the person attends the meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.

6.3. Notice by Electronic Transmission. Without limiting the manner by which notice otherwise may be given, any notice to General Assembly Members or directors given by the Corporation under any provision of the local laws, the certificate of incorporation, or these bylaws shall be effective if given by a form of electronic transmission consented to by the General Assembly Member or director to whom the notice is given, unless effective notice to the General Assembly Member or directors by electronic transmission is prohibited by law. Any such consent shall be revocable for future notices by the General Assembly Member or director by written notice to the Corporation. Such consent shall be deemed revoked if (a) the Corporation is unable to deliver by electronic transmission two consecutive notices given by the Corporation in accordance with such consent and (b) such inability becomes known to the secretary or an assistant secretary of the Corporation, or other person responsible for the giving of notice; provided, however, the inadvertent failure to treat such inability as a revocation shall not invalidate any meeting or other action. For purposes of these bylaws, "electronic transmission" means any form of communication, not directly involving the physical transmission of paper, that creates a record that may be retained, retrieved and reviewed by a recipient thereof, and that may be directly reproduced in paper form by such a recipient through an automated process. For the avoidance of doubt, "electronic transmission" includes transmission by facsimile or electronic mail.

6.4. Amendments. Except as otherwise provided in the certificate of incorporation or these bylaws, these bylaws may be amended or repealed, and new bylaws may be adopted by at least two-thirds of the General Assembly Members entitled to vote in the election of directors. The Board shall also have the authority to amend or repeal and adopt new bylaws subject to the foregoing power of the General Assembly Members and except as provided by applicable law. Notwithstanding the foregoing, no amendment, alteration, change or repeal of these Bylaws shall be effected which will result in the denial of tax-exempt status to the Corporation under Section 501(c)(3) of the Internal Revenue Code of 1986, as it may be amended.

6.5. Contributions. The Network: TUFH may accept monetary and in-kind contributions and assistance from members, individual, public or private bodies, excluding pharmaceutical industry, tobacco and weapon industry and other industries that can be in conflict with the organization's mission and purpose.

6.6. The Student Network Organization. The Student Network Organization (SNO) is an independent organizing body within The Network: TUFH aiming to increase student participation and career development opportunities through participation in The Network: TUFH annual conferences and initiatives that continue between meetings. The Student Network Organization is a student driven network that reflects the practitioners that create the future of the health and educational systems. SNO shares the basic values of The Network: TUFH and acts in concert to advance the goals of The Network: TUFH. The president of SNO can develop collaborations with other organizations with similar or complementary values in the name of the Student Network Organization and The Network: TUFH. See Exhibit A.

Adopted by the Incorporator on _____

Exhibit A

Bylaws of the Student Network Organization (SNO)



STUDENT NETWORK ORGANIZATION

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MISSION

SNO is an independent organizing body within The Network TUFH aiming to promote student participation in processes of ultimate health care's construction. SNO open spaces in order to strengthen students' interests, regardless of their area of expertise, on public health issues from a local, regional and international level, through interdisciplinary collaboration between partners, with opportunities to interact with professors, peers and public health professionals currently working in their field of interest, establishing networks and surrounded by a friendly and familiar environment. In order to achieve this goal, SNO:

- Offers career development opportunities through integrated participation in The Network TUFH annual conferences.
- Provides students with opportunities to engage in professional and social activities to nurture a sense of community service, health advocacy, and active involvement in Local, Regional and Global issues pertaining to health.
- Facilitates connections between Universities, Organizations and students encouraging cross-collaboration on projects or internships, in a local, regional or international manner.
- Provides social networking opportunities with other students around the world.
- Stimulates student participation by encouraging every partner of The Network TUFH and Student Network Organization to bring at least 1 student at the conference.
- Links student to multi-disciplinary groups to tackle health inequities locally and globally.

VISION

Becoming an international student organization of reference for the construction of networks from an interdisciplinary point of view, based on accomplishment of the ultimate health care.

REQUIREMENTS FOR A STRONG SNO TEAM

- Strong leadership skills
- Skills for teamwork
- Effective communication
- Interest in group welfare before personnel
- Approachable
- Good at Decision-Making processes
- Capacity for Conflict Resolution
- Commitment
- Monthly meetings where each member reports on their activities;
- Work with programming the Network conference;
- Access to the website of The Network: TUFH (or a contact who can upload information);

- Being on the Organizing Committee for the conference;
- Having a position on the Board of Directors for the president of SNO;
- Having a position on the Advisory Board for the immediate past president of SNO;
- Being kept in the loop by the network for all registration, accommodation for students, all accommodation options, all transport options, all social activities being planned;
- Inform Secretariat of all decisions so they can assist SNO whenever needed.

REQUIREMENTS FOR HOSTING A CONFERENCE

- Have a team of local students who will help organize the conference.
- These students will work as volunteers during the conference, but must at least participate 50% of their time as a participating member of the conference, this means attending workshops, panel sessions, TUFH talks, poster sessions, social events,... The local students have to get the opportunity to learn from The Network: TUFH conference.
- The team of local students will select a leader, this student will take a position on the Student Network Organization Executive Committee. See 5. SNOLEADERSHIP.
- This team leader must attend the conference previous to the one being hosted at his or her University.

Article 1: IDENTIFICATION

Section1: Name

The official name of this Association shall be; Student Network Organization
The Student Network Organization is organized for professional and social purposes.

Section 2: Objectives

- a. To foster unity and sense of common purpose among students
- b. To promote and solicit for the rights of members
- c. To serve as a training forum for leadership and social decorum.
- d. To establish and maintain channels of effective communication between the students, civil societies, collaborating organizations, World Health Organization and The Network towards Unity for Health administration.
- e. To carter for the welfare of students.
- f. To encourage group activity among the students, scholastic, social and cultural purposes.
- g. To acquire, maintain and provide such facilities and services deemed necessary for the members of the association.

Section 3: Membership

- h. Is open to all students undergoing Medical and Allied health sciences (which includes Medical Laboratory Science, Nursing, Dentistry, Psychology, Public Health, Nutrition and Dietetics, and others) in a recognized tertiary institution.
- i. Membership is extended without regard for age, sex, and race, physical or mental disability.
- j. A student who withdraws or is dismissed from the university forfeits the rights and claims to membership of the association.
- k. A student on suspension from the university shall temporarily lose his membership of SNO until the University Authorities reinstate the student.
- l. Honorary membership shall be conferred on anyone who renders meritorious service to SNO.

Section 4: Rights of Members

A member of the association shall;

- m. Attend and take part in all SNO activities (Either Local, Regional or global)
- n. Have the rights to vote and be voted for, subject to the provision of this bylaws
- o. Have the rights to use all SNO facilities subject to regulations approved from to time by the SNO Executive Council.
- p. Have the rights to suggest and express opinion in all issues that concern the Organization, through a document sent to the Office Manager.
- q. Have rights to lodge relevant complains to the SNO authority, through a document sent to the Office Manager.

Section 5: Power and Activities

Powers, responsibilities and activities of SNO shall be in conformity with the principles of The Network Towards Unity for Health.

SNO Executive Council reserves the right to represent students' interest before TUFH and its organs.

SNO Executive Council reserves the right to execute projects which conforms to TUFH policies.

ARTICLE 2: LEADERSHIP GUIDELINES AND EXPECTATIONS OF SNO EC, ADVISORY AND COUNCIL MEMBERS

Attend meetings regularly (can miss with prior notice)

- a) Be on time and stay committed
- b) Wear appropriate attire for meetings and events

- c) Foul language or inappropriate behavior towards members will not tolerated
- d) Pursue excellence, Respect Authority and Be Teachable
- e) Desire to grow, learn, interact with members
- f) Be accountable to peers
- g) Represents the organization in all environment (on and off campus and otherwise) in a professional manner

ARTICLE 3: TASKS (ANNUAL WORKPLAN)

- (From previous conference) Support & provide guidance for the local team planning the next conference.
- (From previous conference) Work with the secretariat to plan the next conference.
- (From previous conference) Send out email to all registered Universities to reach as many students as possible to apply to present/apply for grants/etc.
- (From previous conference) Send out email to all registered Universities, institutions and individuals to stimulate to bring at least one student to the next conference.
- (6 months prior) Create low-cost list of student social activities and post-conference options.
- (6 months prior) Plan student activity/workshop for the conference.
- (6 months prior) Provide materials to post-conference students to recruit new students to apply and attend next years' conference.
- (3 months prior) Finalize all accommodation options.
- (2 months prior) transport to/from conference for students.
- (2 months prior) transport to/from airport.
- (2 months prior) Providing an pre-conference orientation session for all students.
- (2 months prior) Call for mentors and mentees.
- (1 month prior) Begin the presidential election process.
- (1 month prior) Begin the application and selection process (See 5. SNO Leadership).
- (1 month prior) Link a local student with an international student and get communication between the two going.
- (1 month prior) Link a student to a mentor local and get communication between the two going.
- (On request) Provide support/guidance for students presenting at conference.

ARTICLE 4: SNO LEADERSHIP AND FUCTIONS

The Student Network Organization or SNO will exist out of 9 roles, and it is based on the following:

- a. There will be representatives of 5 different continents to make sure we have input from students all around the world.
- b. There are important roles to consider: ▪ President ▪ Vice-president ▪ Office manager ▪ Public relations manager ▪ Manager of the local team ▪Regional Representative ▪National Representative ▪ Advisory
- c. If there is a matter that needs voting on, an odd number avoids a 2 against 2 result.

4.1. Executive Committee

The Executive members of the Organization are President, Vice President, Office Manager, Local Team Manager and Public Relation Manager, they constitute the executive committee. The Student Network Organization Executive Committee will exist out of 5 members, this number has three functions:

1. If possible there will be representatives of 5 different continents to make sure we have input from students all around the world.
2. There are 5 important roles to consider.
3. If there is a matter that needs voting on, an odd number avoids a 2 against 2 result.

4.2 SNO ADVISORY BOARD

The SNO Advisory Board, will be made up preceeding year's SNO EC officers. Their role is to advise, stimulate and guide the SNO EC team and help with the establishment of specific objectives for the current strategic plan.. The involvement of the Advisory Board will be at least two times before the next conference through electronic media, and can be as often as required by the SNO EC. The immediate past president of SNO has a position on the Advisory Board of The Network: TUFH.

4.3 COUNCIL

The Council members of the Organization are President, Vice President, Office Manager, Local Team Manager and Public Relation Manager and Regional Representative, National Representatives, Past President, Office Manager, Public Relations Manager and the Local Team Manager.

These 5 members will fill in the following functions:

PRESIDENT:

The President is the CEO of Student Network Organization. He will be in charge of making the general supervision of the organization affairs and must ensure compliance of our mission; defining goals and designing, planning and developing a strategy that will lead the organization to the fulfillment of the vision in a cost and time effective manner. The president will always be a SNO-member that has-been selected from the SNO Executive Committee team from last year.

- He / She facilitates accomplishment of the SNO strategic goals and objectives.
- He / She must be informed of everything that happens in the organization, including officials work, membership, budget, organization assets, and other organization resources, to help make the best use of them.
- He / She is the representation of SNO to The Network: TUFH, other organizations, associations, the media and other students.
- He / She will be the direct link between The Network and SNO and Collaborate with The Network: TUFH secretariat as He / She will be the SNO representative on the organizing committee of The Network: TUFH conference, and He / She will participate in strategic and operational activities of The Network: TUFH.

- He / She is accountable to give monthly reports of SNO progress to the secretariat of The Network: TUFH.
- He / She will be leading decision-making processes about the internal policies of the organization.
- He / She will develop relationships with key senior executives throughout the professional community to maximize the value and awareness of SNO to maintain and increase sponsorship opportunities.
- He / She presides at all meetings of SNO EC.
- He / She will be responsible to report any problems which are going on in SNO. Any internal conflicts will first be dealt with by the president, if it cannot be resolved he / she must contact The Network, TUFH.
- He / She is responsible to look for funding opportunities to assure all members can attend.
- He / She is responsible to guide selection process of next president and selection process of next SNO officials.
- He / She delegates task appropriately and motivates staff to provide an outstanding participation.

VICE-PRESIDENT:

The Vice President is the second in command within the organization. He /She has the oversight of all officers. As the President oversee general operations, vice president deal with particular operations of each branch. This involves EC Officers' operations as general leadership and accountability for its performance. He / She makes EC office run efficiently and in tandem with other parts of the organization.

- He/She will take over all functions of the president when he/she is not available. He/She will assist the team in any way the team deems fit.
- He/She must give a monthly update (1 week before scheduled meeting) to the office-manager.
- He reports directly to the President and relays important information to the president about officers' tasks.
- He will in close consultation with the president, develop relationships with other organizations that are like-minded and suitable for/open to partnering with SNO on projects when appropriate and relay to SNO EC
- He will in consultation with the president maintain office results by counseling and disciplining officers.
- He / She will perform other responsibilities as assigned by the President.

OFFICE MANAGER:

The Office Manager must supervise the adequate functioning of other officers, fulfilling the organization bylaws. He / She aims to design, implement, evaluate and maintain the processes of the organization, in order to organize, preserve and improve efficiency and productivity.

- He /She will maintain office services by implementing office systems, organizing office operations and procedures.
- He / She will provide historical reference by defining procedures for retention, protection, retrieval, transfer and disposal of records (documents, certificates, reports, agendas, updates).
- He / She will design and implement office policies by establishing standards and measuring results against standards; making necessary adjustments.
- He /She will control official correspondence of SNO, creating and answering e-mails that needs to be send out and re-directing them to another SNO-member if necessary.
- He / She will design filling systems as databases.
- He / She will be the direct link between Regional Representatives to SNO EC.
- He / She will receive Public Relations Manager, Vice – President and Regional Representatives reports monthly (1 week before meeting), to fuse it together in an update report and sending them to The Vice-President and President (2 days before meeting).
- He / She will manage the financial report of SNO funds.
- He / She will be responsible to create the official documents of SNO.
- He / She will in consultation with the president be responsible to organize monthly Skype meetings and provide agenda and send out a detailed report for each meeting.
- He / She is responsible to file all applications during the elections.

PUBLIC RELATIONS MANAGER:

Public Relations (PR) is the area focused on maintaining the organization's image and communicating its messages to its members, potential sponsors and the general public. The PR Manager will work with executives to craft an overview of how the organization wants to be perceived, having an impact on public opinion, projecting a positive image in order to build a mutually beneficial relationship between SNO and its public. This involves focusing in the right message, deciding on the broad outlines of a campaign to disseminate SNO's message.

- He / She will develop public trust of the organization through advertising and marketing of SNO as a brand and name.
- He / She will in consultation with regional representatives come up with special international health events to raise the profile of the organization or lend its brand and name to events that represents the philosophy of SNO.
- He / She will maximize SNO's positive use of social media to build its image and to promote students' participation (maintaining Facebook, Twitter and other social network's feed).

- He / She will be responsible to manage the SNO Newsletter
- He / She will contact students' groups, organizations, Universities, students to spread the word about SNO and The Network: TUFH.
- He / She will be responsible to collaborate with The Network: TUFH secretariat in SNO-related PR activities.
- He/ she will in consultation with the president be responsible to update the SNO website of The Network. There will be pictures of all the members, a short introduction along with their name and function. As well as a clear explanation of what SNO does and how one can become member.
- He / She will update our student contact list.
- He / She will work with the Office Manager to design, establish and provide e-certificates to members of SNO.
- He / She must give a monthly update (1 week before scheduled meeting) to the Office Manager.

MANAGER OF THE LOCAL TEAM:

- He / She will preferably originate from the host Institution same continent as the conference is being held at in that year.
- He / She is the link between SNO and the local team.
- He will work directly with the president
- He / She collaborate with the regional representative to manage SNO-related activities before and during The Network: TUFH conferences.
- He / She will provide guidance and support to the local students. As well as following up closely if decisions are being made.
- He / She will also help prepare the environment for workshops and other SNO events during the conference with the fellow SNO members (help organize student housing option for students, cheap transport to and from airport and to and from conference venue and special student activities).
- He will identify organizations (NGOs) local or international that SNO can partner with for post conference community service programs
- Will identify an impactful low budget community activity the SNO can carry out.
- He will identify possible clinical rotation option available the SNO can put up for students to sign up for during the conference.
- He / She must give a monthly update (1 week before scheduled meeting) to the Office-Manager.

REGIONAL REPRESENTATIVE

The Student Network Organization shall have 7 regional representatives for each of the seven regions as defined and identified by The Network: TUFH. The Regional Representative (RR) will apply SNO bylaws in a regional manner, so he / she will be able to develop its regional committee and proportionate SNO EC objectives in its own region. Strategies and regional goals should be shared with SNO EC Office Manager, as

well as the Regional Progress Report (monthly 1 week before meeting) to the SNO EC Office Manager.

They will be for the following regions:

- Latin America Region
- North America Region
- South East Asian Region
- Western Pacific Region
- European Region
- African Region
- Eastern Mediterranean Region

The role of the regional representative will be, but not limited to:

- Mobilizing students for active participation in SNO activities in the region they represent
- Creating awareness of the existence of SNO in the institutions and organizations in their region
- Representing the interests of SNO across the region
- Identifying possible regional collaborations with institutions and/or organizations, this includes student organizations that cut across all health professions
- Sending monthly reports to the SNO EC through the office manager
- Creating and developing activities in between conferences that reflect the values of SNO
- He / She will provide an orientation session for students of its region.
- He / She will support students with abstract submission and prepare them for presentations.
- He / She will provide materials to post conference students to recruit new students to apply and attend next year conference, therefore constantly bringing fresh perspectives to each conference.

NATIONAL REPRESENTATIVES

Number of representatives will depend on the number of countries for each Region.

The National Representative or NR will apply SNO bylaws in a national manner, so he / she will be able to develop its national committee and proportionate SNO EC objectives in its own nation. Strategies and national goals should be shared with his/her Regional Representative and they will be part of its Regional work plan. She /He will provide a National Progress Report that will be included in the Regional Progress Report sent to SNO EC Office Manager, (monthly 1 week before meeting) to the SNO EC Office Manager.

He / She will provide orientation session for all students of its nation.

He / She will support students with abstract submission and help prepare them for presentations.

He /She will provide material to post conference students to recruit new students to apply and attend next year conference, therefore constantly bringing fresh perspectives to each conference.

ARTICLE 5: APPLICATION AND SELECTION PROCESS

Section 5.1. Election of the president of SNO by vote

The president is elected from the SNO EC. Each member of the SNO EC, excluding the president, can vie for presidency.

- One month to the next conference the president will send out a call of expression of interest for the office of president. Each candidate sends in a CV and a letter of motivation.
- Voting of the new president will be one week after the expression of interest; each SNO EC member shall vote for the candidate(s).
- Five days after the voting the SNO EC must send their votes to the president, votes received after five days will not be valid.
- In the event were votes aren't honest the president has the right to cancel the entire voting and call for re-election.
- The scores are calculated and the new president is elected by the majority vote.
- The new president takes over at the end of the last day of the conference.

Characteristics on which the president is selected:

1. High proficiency in speaking and writing in English
2. Ability to keep deadlines and attend all meetings
3. Gives constant input/suggestions/ideas
4. Strong leadership experience
5. Ability to lead a discussion
6. Ability to delegate tasks as they arise
7. Commitment to SNO objectives and purpose
8. Decisiveness
9. Highly organized
10. Social, friendly and approachable

Each SNO-member shall give points to all the candidates based on these 10 characteristics stated above. Each voter will score the candidate(s) on each characteristic with a 5 points system:

- | | |
|-----------------|--------------|
| 1: Inadequate | 4: Good |
| 2: Sufficient | 5: Excellent |
| 3: Satisfactory | |

Section 5.2. Selection of the SNO EC and Regional Representative

In the SNO EC the position of president shall be filled as described in 6.1. Election of the president of SNO by vote.

In the SNO EC the position of manager of the local team will be filled by the student leader from the local team at the hosting university of the next conference.

- One month to the next conference the president will send out a call of expression of interest for the office of vice-president, office manager, public relations manager and regional representative. This will be send out to all SNO members and all registered students for the conference.
- Each candidate will send in a CV and a letter of motivation to the SNO mail.
- Candidates have until 2 PM on the second day of the conference to postulate.
- It will be up to the SNO EC to go through those applications and select the new vice-president, public relations manager, office manager and 7 regional representatives.
- The announcement of the new SNO EC and regional representatives will be made during the general assembly.
- The new SNO EC and regional representatives take over at the end of the last day of the conference.

Requirements to be eligible for the function of vice-president, office manager, public relations manager and regional representative:

- Must have attended a The Network: TUFH conference in the last 2 years or attend conference in the year of candidacy.
- Must be a student or just graduated.
- (Have) present(ed) something during the conference (poster, workshop,...).
- Understand, speak and write English.
- Be able to give time to SNO and preferably be able to attend next years conference.
- Provide SNO with a CV, a summary of what you are presenting at the conference and a motivation letter clearly stating the following. Name, address (country), e-mail, university, what you are studying, what position(s) you are interested in, why you think you would be a good candidate for that position, what you expect, what you would like to present at next years conference, what your goals are.

In creating the new SNO EC, SNO will always aspire to have representatives from different continents as well as having an interdisciplinary team. The selection process will be guided by the president, the entire team will help evaluate and select the new members.

All applications will be filed, in case of a SNO-member not functioning as expected that person can be replaced by another applicant.

ARTICLE 6: FUNDING

Section 6.1. The Network: TUFH

The Network: TUFH will each year:

- Provide \$600 per SNO EC-member, so \$3000 in total as travel fund for SNO

- Provide a conference fee waiver.
- Provide a certificate for each SNO-member stating his/her name, position and year of SNO membership.

Section 6.2. GHETS

GHETS will provide each year a pre-approved budget for SNO, which can be used as deemed appropriate by the SNO EC.

Section 6.3. Funding support

SNO has the right to accept monetary or other support from individuals, organizations or institutions, excluding pharmaceutical industry, tobacco and weapon industry and other industries that can be in conflict with the organization's mission and purpose. . All funds for SNO will be put aside by the secretariat of The Network: TUFH and will only be used by the SNO EC. The financial report shall be kept by the SNO EC.

ARTICLE 7: AMENDEMENTS

Amendments to the bylaws may be amended only after 3 years, by majority of vote of the SNO EC. All amendments must be discussed with all members of SNO and the advisory board.

ARTICLE 8: COLLABORATIONS AND PARTNERSHIPS

SNO will work on collaborations with students organizations globally through the regional representatives.

SNO will work on collaborations and/or partnerships with institutions and/or organizations who share same or similar vision with SNO and or TUFH to create projects or activities for SNO and the student participants of The Network : TUFH.

The president of SNO can sign in the name of SNO and of The Network : TUFH.

Exhibit B

Latin America Region
North America Region
South East Asia Region
Western Pacific Region
European Region
African Region
Eastern Mediterranean Region