

Bylaws of the Society of Gynecologic Surgeons

ARTICLE ONE

Section 1. Name

SOCIETY OF GYNECOLOGIC SURGEONS. The Society is a nonprofit corporation organized under the laws of the State of Texas.

Section 2. Objectives

The Society has been organized exclusively for charitable, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 and its objectives are:

- a) To promote the acquisition and dissemination of knowledge in gynecologic surgery.
- b) To advance and encourage the understanding of anatomy, physiology, and pathology of the female reproductive system.
- c) To stimulate continued improvement in surgical skills and techniques.

ARTICLE TWO – MEMBERSHIP

Section 1. Membership Categories and Qualifications

The Membership of this Society shall be composed of four (4) classes of members: Active, Life, Honorary and Associate. Active Members are voting members of the Society.

Note: Founding Members and Charter Members are included in either the Active or Life Member category.

a) Active Members:

Active Members shall have full and equal rights of participation in the business and affairs of the Society, shall be eligible to hold office and shall have the right to vote.

b) Associate Members:

All fellows in advanced gynecologic surgical fields (Female Pelvic Medicine and Reconstructive Surgery, GYN Oncology, Reproductive Endocrinology, MIGS) or in gynecology or urology residency programs, are eligible for membership as Associate Members of the Society. All members of the Fellows' Pelvic Research Network (FPRN)[®] must be Associate Members of the Society. Residents are not eligible to be FPRN[®] Members. Associate Members shall have equal rights of participation in the affairs of the society but will not be eligible to vote or hold office or act as a proposer or endorser for new members until achieving Active Membership status.

Associate Members Post Training (within three years following completion of training): All physicians within three years post completion of training in gynecologic surgical fields (Female Pelvic Medicine and Reconstructive Surgery, GYN Oncology, Reproductive Endocrinology, MIGS) or gynecology or urology residency programs are eligible for membership as Associate Members Post Training of the Society. Associate Members shall have equal rights of participation in the affairs of the society but will not be eligible to vote or hold office or act as a proposer or endorser for new members until achieving Active Membership status.

c) Life Members:

Active Members who have been members of the Society for at least ten years and have reached the age of seventy (70) or have retired and wish to change their status to Life membership may do so by written request to the Executive Director. Life members will not be required to pay annual dues, but should they choose to attend the annual meeting, they will be required to pay the registration fee. They shall enjoy all privileges of membership except the right to vote and the right to hold office. Life Membership may also be considered for approval in extenuating circumstances for an SGS Active Member in good standing if a request in writing is submitted to the Board of Directors, if the above prerequisites are not met.

Section 2. Application and Selection to Membership

A candidate for membership may be proposed and endorsed only by an Active member in good standing by submitting a completed application and supporting documentation as required in SGS policies.

Section 3. Termination of Membership

The Board of Directors shall have the power to issue a warning, censure, suspend for a stated period of time, or expel a member for failure to maintain the requirements for membership, for ethical violations, or for any other cause, which in its judgment shall be deemed sufficient. These procedures shall include providing written notification to the member of the reasons for the disciplinary action, the opportunity for a hearing, and a right to appeal to the Board of Directors. An affirmative vote of at least two-thirds of the members of the Board of Directors present at a duly constituted meeting shall be necessary for any disciplinary action. Upon expulsion, all rights and privileges of membership shall be forfeited and terminated.

The membership of any member who fails to pay his/her dues in a timely fashion shall be revoked as outlined in Article Three, Section 3. A member may be reinstated at any time provided all delinquent dues are paid.

ARTICLE THREE – DUES

Section 1. Annual Dues

Each Active and Associate Member shall pay dues as specified by the Board of Directors. Dues are payable within sixty days of the date on which the invoice is submitted.

Section 2. Perquisites

Payment of the annual dues entitles the Active Member to vote, hold office, and receive all official publications of the Society and other benefits of membership. Associate Members cannot vote or hold office but will receive other benefits of membership.

Section 3. Default of Payment

Any member in default of payment of the annual dues, except in case of waiver by the Executive Director, shall be suspended from all privileges of membership. If such default is not corrected within sixty days after due notice in writing by the Executive Director, the membership of such member shall be revoked.

ARTICLE FOUR – OFFICERS

Section 1. Officers

The Officers of the Society are the President, President-Elect, Secretary-Treasurer, Assistant Secretary-Treasurer, Immediate Past President, and Executive Director. The Assistant Secretary -Treasurer shall be elected by the membership and shall serve for one year after which time he/she will sequentially become Secretary-Treasurer, President-Elect, President, and Past President with the term of each office being one year. The Executive Committee shall appoint the Executive Director.

Section 2. Nomination and Election

Nomination and election for Assistant Secretary-Treasurer shall be in the same manner for the Directors at large hereinafter set forth. The Officers shall assume their duties at the conclusion of the first Annual Meeting of the Society after which they were elected. The Nominating Committee will issue its report at the annual business meeting.

Section 3. Vacancy

Vacancies occurring in the elected offices of the Society shall be filled by appointment by the Board of Directors. Vacancies in the appointed offices of the Society may be filled at the discretion of the Board of Directors.

ARTICLE FIVE – DUTIES OF THE OFFICERS

Section 1. President

The President shall preside over all meetings of the Society, the Board of Directors and the Executive Committee and serve for one (1) year. He/she shall be the Chairman of the Board of Directors and of the Executive Committee, will appoint all committees not otherwise herein provided for,.

Section 2. President-Elect

The President-Elect shall assume all responsibilities as assigned by the President and in the absence or incapacity of the President, shall assume the duties and responsibilities of the President.

Section 3. Secretary-Treasurer

The Secretary-Treasurer shall keep a record of the proceedings of the Society. He/she shall submit a written annual financial statement at the business meeting and at such other times as requested by the Executive Committee, keep a record of all members present at all meetings and inform the Executive Committee of any attendance delinquencies and Chair the Finance and Investment Committees.

Section 4. Assistant Secretary-Treasurer

The Assistant Secretary-Treasurer shall assist the Secretary-Treasurer in all of his/her duties and shall perform the duties of the Secretary-Treasurer in the absence of or at the request of the Secretary-Treasurer.

Section 5. Immediate Past President

The Immediate Past President shall assume all responsibilities as assigned by the President. In the absence or incapacity of the President and/or the President-Elect, the Immediate Past President shall preside and assume the assigned duties of the President and President-Elect until the next annual election.

Section 6. Executive Director

It shall be the duty of the Executive Director to implement and carry out the policies as set forth by the Board of Directors and Executive Committee, maintain a register of names and addresses and membership status of all members, conduct all official correspondence of the Society, keep specific records of Annual Meetings, and serve as an ex-officio member of all standing committees.

ARTICLE SIX – DIRECTORS

Section 1. Directors

There shall be two directors who are elected by a majority vote of all the voting members of the Society elected annually to serve a two-year term and election is staggered to ensure that a new director will be elected each year.

Section 2. Method of Nomination and Election

The Nominating Committee shall submit its nomination through the Executive Committee to the members of the Society on an official ballot at least two months prior to the Annual Meeting. Directors-at- Large shall be elected by the Voting Members, and such election may be conducted by means of paper or electronic ballot.

ARTICLE SEVEN – BOARD OF DIRECTORS

Section 1. The Board of Directors of the Society

The Board of Directors shall be composed of the President, President-Elect, Secretary/Treasurer, Assistant Secretary Treasurer, Immediate Past President, Executive Director, two elected at large members and chairs of the following committees: Education, Membership, Postgraduate, Scientific Program, Research, Publications, and Communications. Key members of the Society may be invited by the President to attend and present specific information at meetings of the Board or the Executive Committee, but may not vote.

Section 2. Authority

The authority to manage the Society is vested in the Board of Directors which shall direct the affairs of the Society to conform with laws under which the Society is incorporated and by the provisions of the Bylaws. It is the responsibility of the Board of Directors to develop policies by which the Society conducts its affairs.

Section 3. Vacancy

Any vacancy on the Board of Directors shall be filled by the recommendation of the Executive Committee and approved at the next meeting of the Board of Directors.

Section 4. Meetings of the Board of Directors

The Board of Directors shall meet at least twice yearly. The Annual Meeting of the Board of Directors shall be held each year within seven days preceding the Annual Business Meeting of the Society. The interim meeting shall take place at least two months before the next Annual Meeting of the Society. This meeting can be conducted virtually.

Written notice of each meeting shall be forwarded to each member of the Board not less than ten days prior to any meeting. The time shall be established, whenever possible, at the immediately preceding Board of Directors meetings. The notice shall be given either personally, by first class, registered or certified mail, by electronic transmission, or by other means of written communication.

Attendance at these regular and special meetings of the Board of Directors, as well as at various committees of the Society and at meetings of other organizations or agencies as assigned by the President, shall be required of each Director unless excused by the President. Two unexcused absences shall be considered as a resignation from the Board of Directors. Officers and members of the Board may resign should unforeseen difficulties preclude their active participation.

Section 5. Quorum

The presence of a majority of its voting members shall constitute a quorum for the transaction of business at any regular or special meeting of the Board of Directors.

ARTICLE EIGHT – MEETINGS OF THE SOCIETY

Section 1. Annual Meeting

The membership of the Society shall meet on a date and at a time and place designated by the Executive Committee. The meeting will include scientific sessions as well as the business meeting.

Section 2. Special or Interim Meetings

Special meetings, scientific or business, may be called as deemed appropriate by the Executive Committee.

Section 3. Notice of Meetings

The members shall be notified by the Executive Director at least sixty (60) days before any meeting, annual or special meeting is to be held.

Section 4. Quorum

A quorum for the annual meeting shall consist of twenty percent (20%) of the members eligible to vote.

Section 5. Fiscal Year

The fiscal year of the Society will be the calendar year.

ARTICLE NINE – BOARD STANDING COMMITTEES

Section 1. Executive Committee

The Executive Committee, composed of members from the Society, serves as an advisory body to the President, Executive Director and Board of Directors. The Executive Committee serves as the governing body of the Society when the Board of Directors is not in session. The Executive Committee is comprised of the President, President-Elect, Secretary-Treasurer, Assistant Secretary-Treasurer, Past President, Executive Director and two Directors at large. Key members of the Society may be invited by the President, Chair of the Executive Committee, to attend and present specific information but may not vote.

Section 2. Nominating Committee

The Nominating Committee shall consist of the Immediate Past President acting as chairperson, a Past President to be appointed for a 3-year term, the Secretary-Treasurer, two At-Large members to serve 2-year, staggered terms, and the Executive Director or designee ex-officio. The members-at-large must have been Active or Life members for a minimum of three (3) years. Nominations for members-at-large will be solicited from all active and life members and the President Elect. The final committee participants will be determined by the Executive Committee.

Section 3. Membership Committee

The Membership Committee will be composed of a Chair and up to five (5) Active or Life SGS Members appointed by the Executive Committee. The Chair and/or member will serve for a period of three (3) years and may be reappointed for one additional term. The Chair may be replaced with one of the Active committee members after his/her three (3) year term with the approval of the Executive Committee and a new committee member will be appointed by the Executive Committee. The Executive Director will be an ex-officio member of the Membership Committee.

Section 4. Research Committee

The Research Committee will be composed of a Chair and up to five (5) Active SGS Members appointed by the Executive Committee, with terms of service for a period of three (3) years and may be reappointed for one additional term. The Chair may be replaced with one of the Active committee members after his/her three (3)

year term with the approval of the Executive Committee and a new committee member will be appointed by the Executive Committee. The Executive Director will be an ex-officio member of the Research Committee.

Section 5. Education Committee

The Education Committee will be composed of a Chair and up to five (5) Active SGS Members appointed by the Executive Committee with terms of service for a period of three (3) years and may be reappointed for one additional term. The Chair may be replaced with one of the active committee members after his/her three (3) year term with the approval of the Executive Committee and a new committee member will be appointed by the Executive Committee. The Executive Director will be an ex-officio member of the Education Committee.

Section 6. Postgraduate Committee

The Postgraduate Committee will be composed of 2 Active members whose Chair will be appointed by the Executive Committee. The term of the committee chair and other active member(s) will be reviewed after three (3) years or as necessary, by the Executive Committee.

Section 7. Scientific Program Committee

The Scientific Program Committee will be composed of SGS Active members consisting of a Chair, immediate past-Chair and Chair-elect, all appointed by the Executive Committee. The Scientific Program Committee Chair will designate an SGS Active Member to supervise the selection of abstracts and a second SGS Active Member to supervise the selection of videos and additional SGS Active Members to review the submissions. The number of committee members is based on the submissions. The Executive Director will be an ex-officio member of the Scientific Program Committee.

Section 8. Finance Committee

The Finance Committee shall consist of the Secretary-Treasurer as Chair, Assistant Secretary-Treasurer, Immediate Past President, President Elect, two at large Society Members and the President (ex-officio). The Executive Director will be an ex-officio member of the Finance Committee.

The duties of the Finance Committee are to oversee and advise the President and the Board of Directors regarding all financial matters of the Society. The Board of Directors must approve policies developed by the Finance Committee.

Section 9. Publications Committee

The Publications Committee will be composed of a Chair, appointed by the Board of Directors, and up to ten (10) SGS Active Members, with term of service for a period of three (3) years and may be reappointed for one additional term. The Chair may be replaced with one of the Active committee members after his/her three (3) year term with the approval of the Executive Committee and a new committee member will be appointed by the Executive Committee. The Executive Director will be an ex-officio member of the Publications Committee.

Section 10. Communications Committee

The Communications Committee will be composed of a Chair, appointed by the Board of Directors, and up to twelve (12) SGS Members, with term of service for a period of three (3) years and may be reappointed for one additional term. The Chair may be replaced with one of the Active committee members after his/her three (3) year term with the approval of the Executive Committee and a new committee member will be appointed by the Executive Committee. The Executive Director will be an ex-officio member of the Communications Committee.

Other Committees:

The President may appoint such other committees as the President shall deem necessary, the members of which shall be members of the Society or special consultants to the Society.

ARTICLE TEN –GIFTS

The Society shall have the power to accept gifts to support its mission.

ARTICLE ELEVEN – AMENDMENTS TO THE BYLAWS

A proposed amendment to the Bylaws must first be approved by the Executive Committee or signed by at least twenty-five percent (25%) of the active membership. The proposed amendment(s) shall then be submitted to the membership at the next annual business meeting or presented electronically to the membership at least 30 days before a vote is to be taken. Whenever possible, pro and con explanations of the proposed amendment(s) shall be furnished to each voting member. Members shall have (30) days after the date of the mailing to respond to the ballot. Failure to vote shall be considered an affirmative vote. An affirmative vote of two-thirds (2/3) of the membership shall be necessary for adoption.

The Secretary-Treasurer is authorized to make administrative changes to the Bylaws, without membership vote, provided that the changes do not modify the intent of the bylaws statement. Permitted changes are limited to:

- a. correction of spelling, grammar or punctuation
- b. correction to an article or section cross-reference
- c. modification of position title, or committee name

ARTICLE TWELVE -DISSOLUTION

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.