

BYLAWS

AMERICAN UROGYNECOLOGIC SOCIETY

ARTICLE I. The Society

1. Name. The name of this organization will be AMERICAN UROGYNECOLOGIC SOCIETY (the "Society").

2. Office. The principal office for the transaction of business of the Society will be in the District of Columbia. The Society may have other offices in such other locations as shall be determined by the Directors.

3. Organization. The Society is organized pursuant to the Nonprofit Public Benefit Corporation Law of the State of California and does not contemplate pecuniary gain or profit to the members thereof and it is organized for nonprofit purposes. The Society is organized exclusively for charitable and scientific purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) (the "Code"). Notwithstanding any other provision of these Bylaws, the Society will not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under section 501(c)(3) of the Code or (b) by a corporation contributions to which are deductible under section 170(c)(2) of the Code.

ARTICLE II. Objectives and Purposes

1. Objectives. Objectives of the Society will be:

- (a) To disseminate information regarding progress in female pelvic medicine and reconstructive surgery.
- (b) To provide the opportunity for the exchange of experiences and opinion through discussion, study and publications in this discipline.
- (c) To encourage original research in this discipline.
- (d) To promote the acquisition of knowledge and improve clinical training in female pelvic medicine and reconstructive surgery.
- (e) To facilitate education and awareness about pelvic floor disorders.

2. Limitation on Corporate Activities.

(a) No substantial part of the activities of the Society shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Society shall not participate in, or intervene in (including the publishing or distributing of statements), any

political campaign on behalf of, or in opposition to, any candidate for public office.

(b) No part of the net earnings of the Society shall inure to the benefit of, or be distributable to, its officers, directors, committee members, employees, or other private persons, except that the Society shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein, all as permitted under Section 501(c)(3) of the Code and pursuant to these Bylaws.

ARTICLE III. Membership

1. Membership Qualifications. Membership in the Society is available to individuals or companies involved in, or associated with, the fields of female pelvic medicine and reconstructive surgery.

2. Voting Membership. Regular voting membership in the Society is limited to individuals who hold an MD or DO and are engaged in the fields of female pelvic medicine and reconstructive surgery. Such members (the "Voting Members") must pay annual dues to the Society and may vote on all matters that properly come before the membership, serve on the Board of Directors, and hold office.

3. Nonvoting Membership. The following membership classes have no vote, nor are members of such classes eligible to serve on the Board of Directors or hold office:

(a) **Corporate Members.** Corporate membership is available to companies furnishing goods or services to the fields of female pelvic medicine and reconstructive surgery. Dues and other terms of corporate membership are specified by the Board of Directors.

(b) **Affiliate Members.** Affiliate membership is available to health care professionals, who do not fall within another category, and government officials having an interest in the fields of female pelvic medicine and reconstructive surgery. Dues and other terms of affiliate membership are specified by the Board of Directors.

(c) **Life and Honorary Members.** Life and honorary memberships are conferred upon individuals according to terms specified by the Board of Directors. No dues are paid by life or honorary members.

4. Applications for Membership. All applicants for membership must complete and sign the application form provided by the Society and submit the application to the Executive Director of the Society.

5. Voluntary Termination. At any time, a member may voluntarily terminate its membership in the Society by delivering to the Executive Director written notice

specifying the effective date of such voluntary termination.

6. Expulsion. Any member may be expelled for cause by a two-thirds vote of the Directors. Failure for more than 90 days by Voting Members, Corporate Members, or Affiliate Members to pay any required membership dues, as well as failure of any member to meet the applicable criteria for membership, are presumed to constitute cause for expulsion. Other causes for expulsion may be determined at the discretion of the Directors. Proposed expulsion for any reason other than a failure to pay dues shall entitle the member to receive advance written notice of at least fifteen (15) days, setting forth the reason for the proposed expulsion; an opportunity to contest the proposed expulsion in writing or in person before the Board of Directors not less than five (5) days before the effective date of the proposed expulsion; and final written notice of the Directors' decision.

ARTICLE IV. Membership Dues

1. Dues. Dues are established by the Board of Directors.

2. Failure to Pay Dues. Any member of the Society whose payment of dues is delinquent for a period of 90 days shall be treated pursuant to the terms of Article III, Section 6 of these Bylaws. Termination of membership shall not extinguish any member's financial obligations to the Society.

3. Refunds. No dues will be refunded under any circumstances.

ARTICLE V. Membership Meetings and Voting

1. Meetings of Members; Quorum. Members shall meet at least annually, with notice provided in writing or electronically at least thirty (30) days in advance of any meeting. Member voting without a meeting may also occur via U.S. mail, overnight delivery, or electronic mail. One-third of the Voting Members shall constitute a quorum; a majority of votes is required to carry a matter where a quorum exists, unless otherwise provided by these Bylaws or California law.

2. Voting at Meetings. At all meetings of the Society's membership, each Voting Member will have one vote. Proxy voting for Voting Members is permitted at meetings of members.

3. Voting By Ballot.

(a) Where authorized in these Bylaws or by resolution of the Directors, actions which may be taken by the Voting Members, including the election of Directors and Officers, may be taken without a meeting if the Society distributes a written ballot to every Voting Member entitled to vote on the matter. That ballot and any related

material may be sent by the Society via electronic transmission and completed ballots may be returned to the Society via electronic transmission if such electronic transmission is approved by the Directors.

(b) Ballots shall set forth the proposed action, provide an opportunity to specify approval or disapproval of any proposal, and provide a reasonable time within which to return the ballot to the Society. Ballots will also provide that, where the person solicited specifies a choice with respect to any such matter, the vote shall be cast in accordance therewith. Solicitations for ballots shall indicate the number of responses needed to meet the quorum requirement, and, with respect to ballots other than for the election of Directors, shall state the percentage of approvals necessary to pass the measure submitted.

(c) Approval by written ballot shall be valid when the number of votes cast by ballot within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes required to approve at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

ARTICLE VI. Liability of Members

A member of the Society is not, as such, personally liable for the debts, liabilities, or obligations of the Society. No person is liable for any obligation arising from membership unless the person was admitted to membership upon the person's application or with the person's consent.

ARTICLE VII. Board of Directors

1. Directors. The governing body of the Society is the Board of Directors (the "Board"), which has authority and is responsible for the governance of the Society. The Board establishes Society policy and monitors implementation of such policy by the Society's employed staff under the direction of the Executive Director.

2. Composition of the Board. The Board shall consist of the following individuals:

(a) Six (6) directors-at-large (the "Directors-at-Large");

(b) The five (5) officers set forth in Article VIII, Section 1 of these Bylaws (the "Officer Directors");

(c) The chair and vice chair of the American Urogynecologic Society Foundation, Inc. (the "AUGS Foundation"), who shall serve as an *ex officio*, voting

member; and

(d) The Executive Director of the Society (the “Executive Director”), shall serve as *ex officio*, non-voting member.

Except where noted differently, the term “Directors,” as used in these Bylaws, shall refer collectively to the Directors-at-Large, the Officer Directors, and the chair of the AUGS Foundation. The terms “Board of Directors” and “Board” shall refer collectively to the Directors and the Executive Director.

3. Qualifications.

(a) Any member who has been a Voting Member in good standing for three (3) consecutive years is eligible to be elected as a Director-at-Large.

(b) The qualifications to serve as an Officer Director are as set forth in Article VIII, Section 2 of these Bylaws.

4. Election and Term of Office.

(a) Election

(i) Candidates to serve as Directors-at-Large shall be nominated pursuant to such procedures as are determined by the Directors from time to time. Directors-at-Large shall be elected by the Voting Members at the Annual Meeting, and such election may be conducted by means of paper or electronic ballot.

(ii) The Officer Directors shall be elected pursuant to the procedures set forth in Article VIII, Section 3 of these Bylaws.

(iii) The individuals serving as chair of the AUGS Foundation and the Executive Director are not elected to the Board and serve by virtue of their respective roles as such.

(b) Term

(i) Directors-at-Large shall be divided into groups such that they serve staggered terms of three years. No Director-at-Large may serve more than one successive full or partial terms; however, a person who has previously served one successive full or partial terms as a Director-at-Large may again serve after a one-year absence from the Board.

(ii) The Officer Directors shall serve for such terms as are set forth in Article VIII, Section 3 of these Bylaws.

(iii) The individuals serving as chair and vice chair of the AUGS

Foundation and the Executive Director shall serve on the Board for so long as they occupy those respective positions.

5. Meetings.

(a) The Board shall meet at least annually at whatever time and place it selects. The presence of a majority of the Directors constitutes a quorum. A majority of votes is required to carry a matter at any meeting at which a quorum is present, unless otherwise provided by these Bylaws or California law. Proxy voting is not permitted.

(b) Meetings may be called by the President, the Treasurer, or by any two (2) Directors.

(c) Regular meetings may be held without notice if the time and place of the meetings are fixed by the Board. Notice need not be given to any member of the Board who provides a waiver of notice.

(d) Special meetings may be held upon four (4) days' notice by first-class mail or upon 48 hours' notice delivered personally or by telephone, including a voice messaging system or electronic transmission by the Society. All such notices must be delivered to each member of the Board.

6. Participation in Meeting Via Electronic Means. Members of the Board or any committee thereof may participate in a meeting of the Board or such committee by means of a conference telephone, electronic video screen communication, or electronic transmission by and to the Society. Participation in a meeting by conference telephone or electronic video screen shall constitute presence in person at the meeting as long as all participants in the meeting are able to hear one another. Participation in a meeting through electronic transmission by and to the Society (other than conference telephone or electronic video screen) shall constitute presence in person at the meeting if each member participating in the meeting can communicate with all of the other members concurrently, and if each member is provided the means of participating in all matters before the Board, including, without limitation, the capacity to propose, or to interpose an objection to, a specific action to be taken by the Society.

7. Informal Action by Directors. Any action required or permitted to be taken at any meeting of the Board may be taken without a meeting if all Directors individually or collectively consent in writing to that action. The written consent or consents shall be filed with the minutes of the proceedings of the Board. The action by written consent shall have the same force and effect as a unanimous vote of the Directors.

8. Compensation. Directors shall not receive compensation for their services as such but may be reimbursed for reasonable expenses incurred on behalf of the Society, in accordance with the Society's established reimbursement policy.

9. Removal. A Director-at-Large may be removed for cause by a two-thirds vote of the

Directors. An Officer Director, the chair of the AUGS Foundation, or the Executive Director shall be removed from the Board if such individual ceases to serve as an Officer, the chair of the AUGS Foundation, or Executive Director, as the case may be.

10. Vacancies.

(a) If for any reason a vacancy occurs among the Directors-at-Large, the Directors shall appoint an individual to serve for the unexpired portion of the term.

(b) A vacancy among the Board positions held by the Officer Directors, the chair of the AUGS Foundation, and the Executive Director shall be filled at such time that the underlying position giving rise to such position on the Board is filled. For any period of time that an Officer position, the position of chair of the AUGS Foundation, or the position of Executive Director remains vacant, the Board position assigned to such individual shall also remain vacant, and the remaining members of the Board shall constitute a valid Board for all purposes.

ARTICLE VIII. Officers

1. Officers. The officers of the Society will be a President, Immediate Past President, President-Elect, Vice President, and Secretary-Treasurer.

2. Qualifications. Officers must be Voting Members of the Society who are serving or have previously served as either a Director or a Committee Chair. No person may hold more than one office at the same time.

3. Election and Term of Office.

(a) Election

(i) The Voting Members shall elect individuals to serve as Vice President and Treasurer. Such elections shall be conducted by electronic ballot prior to the Annual Meeting of the Society or at the Annual Meeting of the Society.

(ii) The positions of President-Elect, President, and Immediate Past President shall be filled automatically by the following sequential progression:

(A) Upon completion of a one-year term, the individual serving as Vice-President shall ascend to the position of President-Elect.

(B) Upon completion of a one-year term, the individual serving as President-Elect shall ascend to the position of President.

(C) Upon completion of a one-year term, the individual serving as President shall ascend to the position of Immediate Past President.

(iii) Upon completion of a one-year term, the individual serving as Immediate Past President shall no longer serve as an officer of the Society.

(b) The Treasurer shall serve for a term of three (3) years. The individual serving as Treasurer may be re-elected to serve multiple consecutive terms.

4. Duties. The officers shall perform those duties that are usual to their positions and that are assigned to them by the Directors. The President of the Society shall serve as the chair of the Board. The President-Elect shall serve in place of the President at any time that the President is not available. The Treasurer shall serve as the chief financial officer of the Society.

5. Removal. An officer may be removed for any reason by a two-thirds vote of the Directors.

6. Resignation. An officer may resign by delivering written notice to the President or the Treasurer, specifying the effective date of such resignation.

7. Vacancies. If a vacancy occurs among the officers, for any reason, the Board shall vote on a replacement to fill such position for the unexpired portion of the term.

ARTICLE IX. Committees

1. Executive Committee. The Officer Directors shall constitute an Executive Committee authorized to act in the place of the Board (a) when authority is designated by the Board, or (b) in emergency matters where such Executive Committee action is temporary and subject to subsequent approval by the Directors at the next meeting of the Board.

2. Audit Committee. An Audit Committee shall be appointed by the Directors to oversee the financial audit of the Society.

(a) The Audit Committee shall consist of Voting Members. At least one member of the Audit Committee must have expertise or experience in financial matters. The Executive Director shall not serve as a member of the Audit Committee but may advise and consult with the Audit Committee. The President and Treasurer shall not serve as members of the Audit Committee. The Chair of the Audit Committee may not simultaneously serve on the Finance Committee.

(b) The Audit Committee, under the supervision of the Directors, is responsible for making recommendations to the Directors regarding the engagement or discharge of the financial auditors of the Society.

(c) The Audit Committee must (i) confer with the Society's auditor to satisfy

committee members that the financial affairs of the Society are in order; (ii) review the audit and decide whether to accept it; and (iii) if applicable, determine whether to approve any non-audit services performed by the Society's audit firm, and ensure that the provision of such services conform with all applicable standards under California and federal law.

3. Finance Committee. The Finance Committee is appointed by the President to oversee the financial management and investments for the Society. The Treasurer serves as the Chair of this Committee.

4. Governance Committee. The Governance Committee is appointed by the President to regularly review the policies, procedures, and governing documents of the Society and consistently ensure that the Society implements the standards of best practice among Section 501(c)(3) public charities. The Governance Committee shall also perform an annual assessment of the Board of Directors and all Society committees in order to ensure that the Society operates with maximal effectiveness and efficiency. The Governance Committee shall oversee the enforcement of the Society's Conflict of Interest Policy, including the disclosure and proper vetting of any potential conflicts of interest.

5. Other Committees. The President or the Directors may, from time to time, appoint whatever other committees are deemed necessary to the operation of the Society.

6. Rules. The Directors may, at their discretion, set rules for the governance of the committees, so long as such rules are not inconsistent with the Society's charter, these Bylaws, with other rules adopted by the Directors, or with any applicable provision of California law.

ARTICLE X. Limitation of Liability and Indemnification

To the fullest extent permitted by the Nonprofit Public Benefit Corporation Law of the State of California and the Internal Revenue Code, the personal liability of the directors, officers, committee members, and employees of the Society is hereby eliminated.

To the fullest extent permitted by the Nonprofit Public Benefit Corporation Law of the State of California and the Internal Revenue Code, the Society shall indemnify its directors, officers, committee members, and employees.

ARTICLE XI Miscellaneous

1. Executive Director. The Society shall employ an Executive Director, who shall be appointed or terminated by the Executive Committee. The Executive Director shall be responsible for implementing policies established by the Directors and shall be accountable to the Directors. The Executive Director shall serve as an *ex officio*, non-

voting member of the Board.

2. Corporate Seal. The corporate seal of the Society will be in such form as the Directors will determine and may contain the name of the Society, the date and state of its creation and such other matters as the Directors, in their discretion, may determine. Said seal may be used by causing it or a facsimile thereof to be impressed, affixed, reproduced or otherwise.

3. Checks, Drafts, and Notes. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Society for all debts of the Society will be signed by the Secretary-Treasurer and countersigned by an individual designated by the Directors. The requirements of this section shall not apply to checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness for amounts less than Ten-Thousand Dollars (\$10,000).

4. Notice and Waiver of Notice. Whenever any notice is required to be given pursuant to these Bylaws, personal notice is not meant unless expressly so stated; and any notice so required will be deemed to be sufficient if given by depositing the same in a post office box in a sealed post paid wrapper, addressed to the person entitled thereto at his/her last known post office address, and such notice will be deemed to have been given on the day of such mailing. Any notice required to be given under these bylaws may be waived by the person entitled thereto.

5. Contracts. The Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of, and on behalf of, the Society, and such authority may be general or confined to specific instances, and unless so authorized by the Directors, no officer, agent, or employee will have the power or authority to bind the Society by any contract or engagement or to pledge its credit or to render it liable for any purpose or in any amount.

6. Fiscal Year. The fiscal year of the Society will begin on July 1 of each year.

7. Amendment.

(a) These Bylaws may be adopted, amended, or repealed by an affirmative vote of two-thirds of the Directors present at any regular or special meeting of the Board, provided that written notice of the proposed action will have been given at least ten (10) days prior to such meeting, unless such notice is otherwise required by state law.

(b) Bylaws may also be adopted, amended, or repealed by an affirmative vote of the majority of the Voting Members at a meeting of the members at which a quorum is present, or by written ballot pursuant to Article V, Section 3 above.

(c) Notwithstanding the foregoing, if any amendment of these Bylaws serves to accomplish any of the following actions, such amendment must be approved by a majority of the Voting Members:

(i) materially and adversely affect the voting rights of the Voting Members.

(ii) alter the number or composition of the individuals who shall comprise the Board, as set forth in Article VII, Section 2.

(iii) increase the terms of the Directors.

(iv) any other action or item that requires the consent of the Voting Members pursuant to the terms of California law.