

SOCIETY OF GYNECOLOGIC ONCOLOGY BYLAWS

ARTICLE I

Name

The name of the corporation, an Illinois not-for-profit corporation, hereinafter referred to as the "Society," is: SOCIETY OF GYNECOLOGIC ONCOLOGY.

ARTICLE II

Objects & Purposes

The objects and purposes for which the Society is formed are as follows:

- (a) To improve the care of patients with gynecologic cancer;
- (b) To advance knowledge and raise standards of practice in gynecologic oncology;
- (c) To encourage research in gynecologic oncology; and,
- (d) To cooperate with other individuals and organizations interested in oncology and related fields.

ARTICLE III

Membership

Section 3.1. Categories, Qualifications, Nomination, Election and Privileges. The Society shall consist of Full, Associate, International, Candidate, Fellows-in-Training, Resident/Medical Student, Allied, Senior, and Honorary Members.

- (a) *Full Membership.*

QUALIFICATIONS:

To be eligible for Full Membership, an individual must be fully licensed to practice medicine in his or her country of residence, be of high moral, ethical and professional standing and be certified by one of the following boards:

- i.) Certified in Gynecologic Oncology by the American Board of Obstetrics and Gynecology (ABOG);
- ii.) Certified in Medical Oncology by the American Board of Internal Medicine (ABIM);
- iii.) Certified in Pathology by the American Board of Pathology (ABP);
- iv.) Certified in Radiation Oncology by the American Board of Radiology (ABR).
- v.) International Members may be nominated to Full Membership when certain criteria established by the Council are met.

Nomination and Election: Nomination and election shall be according to procedures established by the SGO Council.

Privileges:

- i.) Are eligible to serve on all committees.
- ii.) May sponsor all candidates for membership;

- iii.) May vote and hold elective office.

(b) *Associate Membership.*

QUALIFICATIONS:

Associate Membership shall be reserved for physicians and individuals who through professional training and/or experience in women's health care are able to further the mission of the Society and who satisfy one of the following qualifications:

- i.) Practicing board certified physicians of other specialties
- ii.) Practicing American Osteopathic Board of Obstetrics and Gynecology (AOBOG) osteopathic board certified gynecologic oncologists.
- iii.) A scientist who holds a doctoral degree and devotes a substantial portion of his/her professional time investigating the biology, diagnosis, prevention or treatment and other areas of gynecologic cancers.
- iv.) Candidate members who have reached the 8 year limit for Candidate Membership and who are not yet eligible for Full Membership.

Nomination and Election: Nomination and election shall be according to procedures established by the SGO Council.

Privileges:

- i.) Are eligible to serve on committees;
- ii.) May sponsor candidates for Associate, International and Allied Membership;
- iii.) May not vote or hold elective office;
- iv.) All persons holding Associate Membership on December 31, 2009 shall retain the right to vote.

(c) *International Membership.*

QUALIFICATIONS:

International Membership shall be reserved for physicians and scientists with a doctoral degree who devote a substantial portion of their clinical time to gynecologic oncology and who reside in a country outside the United States.

- i.) Members shall either be gynecologic oncologists board certified by a board recognized by the SGO Council as being of equivalent rank to the American Board of Obstetrics and Gynecology (ABOG); OR
- ii.) Hold membership in the Gynecologic Cancer Intergroup (GCIG); OR
- iii.) A practicing physician, other than a Gynecologic Oncologist, who by training or experience is comparable to a US Board Certified, Medical Oncologist, Radiation Oncologist, or Pathologist.

Nomination and Election: Nomination and election shall be according to procedures established by the SGO Council.

Privileges:

- (c) May serve on committees;
- (d) May sponsor candidates for International Membership;
- (e) May not vote or hold elective office.

(d) *Candidate Membership.*

QUALIFICATIONS:

Candidate Membership shall be reserved for physicians that have completed an American Board of Obstetrics and Gynecology (ABOG) approved post-residency fellowship training program in gynecologic oncology.

Nomination and Election: Nomination and election shall be according to procedures established by the SGO Council.

Privileges:

- i.) May serve on committees;
- ii.) May not sponsor candidates for membership;
- iii.) May not vote or hold elective office.

(e) *Fellow-in-Training Membership.*

QUALIFICATIONS:

Fellow-in-Training Membership shall be reserved for physicians currently enrolled in an American Board of Obstetrics and Gynecology (ABOG), American Osteopathic Board of Obstetrics and Gynecology (AOBOG) or international equivalent approved post-residency fellowship training program in Gynecologic Oncology.

Nomination and Election: Nomination and election shall be according to procedures established by the SGO Council.

Privileges:

- i.) May serve on committees;
- ii.) May not sponsor candidates for membership;
- iii.) May not vote or hold elective office.

(f) *Allied Membership.*

QUALIFICATIONS:

Allied Membership shall be reserved for non-physician specialists who have demonstrated their ability to participate in the care and treatment of patients with gynecologic cancers.

Nomination and Election:

Nomination and election shall be according to procedures established by the SGO Council.

Privileges:

- i.) May serve on committees;
- ii.) May sponsor candidates for Allied membership;
- iii.) May not vote or hold elective office.

(g) *Senior Membership.*

QUALIFICATIONS:

Full Members may request Senior Member status at age 65 or upon retirement from the health care field.

Nomination and Election:

Nomination and election shall be according to procedures established by the SGO Council.

Privileges:

- i.) May vote;
- ii.) May sponsor all candidates for membership;
- iii.) May not hold elective office;
- iv.) Are exempt from dues.

(h) *Honorary Membership.*

QUALIFICATIONS:

An individual who has made an outstanding contribution to women's cancer may be designated as an Honorary Member.

NOMINATION & ELECTION:

Nomination and election shall be according to procedures established by the SGO Council.

Privileges:

- i.) May not vote;
- ii.) May sponsor candidates for membership;
- iii.) May not hold elective office;
- iv.) Are exempt from dues;

(i) *Resident/Student Membership.*

QUALIFICATIONS:

Resident and Medical Student Membership shall be reserved for physicians or students currently enrolled in a US or international residency or medical school.

NOMINATION & ELECTION:

Nomination and election shall be according to procedures established by the SGO Council.

Privileges:

- i.) May not serve on committees;
- ii.) May not sponsor candidates for membership;
- iii.) May not vote or hold elective office.

Section 3.2. Voting.

Applications for membership shall be reviewed and considered for election under criteria and procedures established by the SGO Council. If the Membership Committee deems it appropriate, such criteria and procedures may include waiver of sponsorship criteria in cases of reciprocal society membership. Members shall be elected by a majority vote of the SGO Council.

Section 3.3. Re-nomination. A nominee who is not elected to membership may be re-nominated for membership by the procedure set forth in this Article in any of the two (2) subsequent years. An individual who is nominated for membership three (3) times and who is not elected to membership shall thereafter be ineligible for further nomination for membership in the Society.

Section 3.4. Termination of Membership

- (a) *Failure to Pay Dues.*
The annual Membership dues, as set by the Council, are due and payable by each Member on or before January 1. The Membership of any Member who fails to pay his or her dues by January 1 shall be automatically suspended until he or she pays his or her outstanding dues.
- (b) *Death.*
Membership in the Society shall be terminated by death and thereafter all the rights, privileges and requirements of membership in the Society shall cease.
- (c) *Resignation.*
Any member may resign by filing a written resignation with the secretary, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments, or other charges theretofore accrued and unpaid.
- (d) *Ineligibility.*
The membership of any member who becomes ineligible for membership shall terminate automatically.
- (e) *Termination by Council Action.*

The Council may by the affirmative vote of two thirds (2/3) of the members of the Council then in office terminate the membership of any member when the Council determines such action is in the best interest of the Society. Such action may be taken with or without prior notice, reason, or cause in the sole and absolute discretion of the Council. Following any decision by the Council to terminate a member's membership pursuant to this section 3.7(e), the Secretary shall notify the individual that his or her membership has been terminated by Council action pursuant to this section 3.7(e). The Council's decision to terminate an individual's membership shall be final and not subject to appeal.

- (f) *Reinstatement.* Any individual whose membership has been terminated for any reason may be reinstated according to procedures established by the Council.

ARTICLE IV

Meeting of Members

Section 4.1. – Annual Meeting. There shall be an Annual Meeting of the membership of the Society.

Section 4.2 – Special Meetings. Special meetings of the members may be called by the President with approval of six (6) other Council Members.

Section 4.3 – Notice. Notice of meetings of the Membership shall be sent to all members utilizing the email or street address which appears on the official roll of the Society sixty (60) days prior to a regular meeting and thirty (30) days before a special meeting.

Section 4.4. – Voting. Each voting member shall be entitled to one vote in person or by submitting electronic or mail ballots.

Section 4.5 – Quorum. Fifteen (15) percent of voting members, credentialed in accordance with policies and procedures approved by the Council of the Society and present in person, shall constitute a quorum at any membership meeting. If a quorum is present, the affirmative vote of a majority of the votes represented at the meeting shall be the act of the members, unless the vote of a greater number is required by the Illinois General Not For Profit Corporation Act, the articles of incorporation, or these bylaws. At any recessed meeting at which a quorum shall be present, any business may be transacted, if the meeting is reconvened, that might have been transacted at the original meeting. Withdrawal of members from any meeting shall not cause failure of a duly constituted quorum at that meeting.

ARTICLE V

The Council

Section 5.1. – Governing Body. The Society of Gynecologic Oncology shall be governed and managed by a Council duly elected by the membership.

Section 5.2. – Powers.

- i.) The affairs of the Society shall be governed and managed by a Council duly elected by the membership. Voting Council members must be Full Members.
- ii.) The Council shall have full authority to interpret and implement all the provisions of these Bylaws. All interpretations of the Bylaws shall be by three-fourths (3/4ths) vote of the entire Council and shall be final and conclusive.
- iii.) The management of the affairs of the Society and the control and dispersal of its property and

funds, including any funds entrusted to it, shall be vested in the Council.

- iv.) The Council shall consider and take action on membership matters as directed by these Bylaws and in accordance with Society policy and procedures.

Section 5.3 – Qualifications.

- i.) Council members and officers must maintain full membership status to be elected and serve. A change in membership status shall automatically disqualify an incumbent from holding elective office.
- ii.) The representative of the American Congress of Obstetricians and Gynecologists will be appointed by the President with the approval of Council and will serve as an ex-officio member of the Council.
- iii.) There shall be no requirement as to the place of residence of any Council members or officers.
- iv.) Elected Council members may not succeed themselves in the same office.

Section 5.4. – Duties. The Council is charged with the following duties and responsibilities:

- i.) perform all duties entrusted to Directors of a Corporation;
- ii.) develop and abide by the Bylaws and Policies of the Society;
- iii.) supervise and direct the business and financial affairs of the Society;
- iv.) set all dues and fees payable to the Society, consistent with the provisions of Article XIII;
- v.) establish a date, time and place for the Annual Meeting of the Society;
- vi.) develop, monitor, and evaluate programs which further the Mission and Strategic goals of the Society;
- vii.) identify relevant professional issues for presentation to and action by the membership;
- viii.) retain management and staff services as needed to assist in the day-to-day business and financial operations of the Society; and,
- ix.) carry on the work of the Society ensuring that no part of the net earnings of the corporation shall inure to the benefit of any Member, trustee, officer of the corporation, or any private individual (except that a reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes).

Section 5.5. – Composition.

(a) Voting Members of the Council:

The Council shall consist of sixteen (16) voting members. Seven (7) of the voting members of the Council shall be the President, Vice President, President-Elect I, President-Elect II, Immediate Past President, Secretary-Treasurer, and Secretary-Treasurer-Elect (Collectively, “Officer Members”). The remaining voting members include the chair of the Foundation for Women’s Cancer and eight (8) “Members-at-Large” elected from the Society’s voting membership.

(b) Non-Voting Resource Members of the Council:

The Council shall also have five (5) non-voting resource members. The non-voting resource members shall be the Clinical Practice Committee Chair, the Society’s Executive Director, a Candidate Member representative, a Fellow-In-Training Member representative, and an American Congress of Obstetricians and Gynecologists representative. The Clinical Practice Committee Chair and the Society’s Executive Director shall serve ex-officio without vote. The qualifications for the Candidate Members Representative and the Fellow-In-Training Member Representative shall be established by resolution of the Council. The presence or absence of non-voting resource members of the Council shall not be considered for purposes of determining the existence of a quorum. Non-voting members of the Council shall enjoy none of the rights of the voting members of the Council and may, at the discretion of a majority of the voting members of the Council, be excluded from any meeting of the Council.

Section 5.6 -- Election and Term.

(a) Voting Members of the Council:

The seven (7) Officer Directors and Foundation for Women's Cancer Chair shall serve on the Council so long as they remain in office. The eight (8) Members-at-Large shall be nominated by the Nominations Committee, elected by the Society's voting members to terms of three (3) years commencing on the date of the Member-at-Large's election and continuing until her or her successor has been elected and qualified.

(b) Non-Voting Resource Members of the Council:

The Executive Director shall serve as a non-voting resource member of the Council. The Clinical Practice Chair is appointed to the Council by the President to serve a three (3) year term commencing on the date of the Clinical Practice Chair's appointment and continuing until his or her successor has been appointed. The Candidate Member Representative and the Fellow-In-Training Member Representative shall possess the qualifications established by the Council by resolution, shall be nominated by the Nominations Committee, and elected by the Society's voting members to a one (1) year term commencing on the date of their election and continuing until his or her successor has been elected and qualified. The American Congress of Obstetricians and Gynecologists Representative shall be nominated by the American Congress of Obstetricians and Gynecologists and approved by the Council annually. The American Congress of Obstetricians and Gynecologists Representative shall continue to serve until his or her successor has been nominated by the American Congress of Obstetricians and Gynecologists and approved by the Council.

Section 5.7 – Meetings of the Council.

5.7.1 - Regular Meetings. The Council shall hold at least two (2) regular meetings during each calendar year. Written notice of each regular meeting of the Council shall be given to each Member of the Council by the Secretary-Treasurer at least thirty (30) days prior to the meeting.

5.7.2 - Special Meetings. Special meetings of the Council may be called by the President or by three (3) Council Members, on notice to the Members of the Council at least ten (10) days prior to the proposed meeting. This notification must be in writing.

5.7.3 - Transaction of Business. The Council may transact any and all business pertaining to the Society at any regular or special meeting, or as otherwise provided in these Bylaws.

5.7.4 – Notice. Any Council member may waive notice of any meeting. The attendance of a Council member at any meeting shall constitute a waiver of notice of such meeting, except where a Council member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at the meeting need not be specified in the notice or waiver of notice of such meeting, unless specifically required by law or these Bylaws.

5.7.5 - Quorum. A majority of the voting members of the Council in office shall constitute a quorum for the transaction of business at any meeting of the Council.

5.7.6 – Voting. Each member of the Council shall have only one vote as Council member. No proxy voting shall be valid. Unless a larger proportion of affirmative votes are required by these Bylaws, the Articles of Incorporation or by law, the affirmative vote of a majority of the Council members present and voting at any duly constituted meeting of the Council shall be sufficient to authorize any act by the Council.

5.7.7 – Informal Action. Any action required or permitted to be taken at a meeting of the Council may be taken without a meeting if a consent in writing, either by United States Mail, by facsimile, by electronic "email" or in person, setting the action so taken, shall be signed by a majority of the Council members entitled to vote with respect to the subject matter thereof.

5.7.8 – Participation by Electronic Means. Any Council member may participate in a meeting by means of a conference telephone or similar communications equipment allowing all persons in the meeting to hear each other at the same time. This participation shall constitute presence in person at that meeting. No alternate person may substitute for the Council member.

Section 5.8. – Inability to Serve. All vacancies on the Council, whether caused by death, resignation, or for any other reason, may be filled with appointees selected by the President, with Council approval, for the remainder of the term, unless otherwise directed by these Bylaws.

Section 5.9. Except as may be otherwise expressly provided herein, all rights, powers, obligations, or duties of a Member of the Council of the Society, as such Member of the Council, shall cease upon termination of his membership on the Council.

ARTICLE VI Officers

Section 6.1 - Officers. The Society shall have a President, an Immediate Past President, a Vice President, a President-Elect I, a President-Elect II, a Secretary-Treasurer, and a Secretary-Treasurer-Elect. In addition to all other powers and duties conferred upon them, the President, Vice President, President-Elect I, President-Elect II, Secretary-Treasurer and Secretary Treasurer-Elect shall be Members of the Council for the duration of their terms of office.

Section 6.2 – Duties of Officers. Each officer of the Society shall fulfill the following duties:

- i.) be a Full Member of the Society;
- ii.) hold only one elective office at a time;
- iii.) not succeed to the same office following the elected term;
- iv.) serve on the Executive Committee;
- v.) have the general powers of supervision and management usually vested in the respective offices of a not-for-profit corporation, under the laws of the State of Illinois.

Section 6.3 - President. The President shall be the principal officer of the Society and shall fulfill the following duties:

- i.) serve for a term of one year;
- ii.) preside at all meetings of the Council and of the Society Membership;
- iii.) see that all orders or resolutions of the Council are carried out;
- iv.) execute all contracts, deeds, bonds, and other instruments in writing authorized by the Council;
- v.) serve as an Ex-Officio member, without vote, of all committees except the Nominating Committee;
- vi.) establish, with majority approval of the Council, committees to support the purposes of the Society;
- vii.) make appointments, subject to the approval of the Council and specifications of these Bylaws, to standing and other committees;
- viii.) chair the Executive Committee; and,
- ix.) represent the Society as a member of the Board of the Foundation for Women’s Cancer.

Section 6.4 – Immediate Past President. The Immediate Past President shall:

- i.) serve for a term of one year;
- ii.) chair the Nominating Committee; and,
- iii.) represent the Society as a member of the Board of the Foundation for Women’s Cancer.

Section 6.5 – Vice President. The Vice President shall:

- i.) during the absence or disability of the President, exercise all functions of the President;
- ii.) have such additional powers and discharge such duties as may be assigned from time to time by the Council; and,
- iii.) serve for a term of one year.

Section 6.6 – President-Elect I. The President-Elect I shall:

- i.) exercise all functions of the President during the absence or disability of the President and Vice President;
- ii.) have such additional powers and discharge such duties as may be assigned from time to time by the Council;
- iii.) serve for a term of one year; and,
- iv.) automatically ascend to the presidency when the President's term ends.

Section 6.7 – President-Elect II. The President-Elect II shall:

- i.) serve for a term of one year;
- ii.) automatically ascend to the position of President-Elect I when the President-Elect I's term ends, or when there is a vacancy in that office;
- iii.) execute the duties of the Secretary-Treasurer in the absence or disability of the Secretary-Treasurer and the Secretary-Treasurer-Elect; and,
- iv.) appoint (with the approval of the Council) a Full Member to chair the Program Committee for the year in which the President Elect II will serve as President.

Section 6.8 – Secretary-Treasurer. The Secretary-Treasurer shall:

- i.) serve for a term of three years;
- ii.) keep or cause to be kept the records of the Society under the supervision of the President and the Council;
- iii.) record or cause to be recorded the minutes of the meetings of the Members and Council and shall sign such minutes;
- iv.) preserve correspondence, reports, records, bylaws and the Policy and Procedure Manual of the Society in a permanent file;
- v.) be bonded;
- vi.) have signature authority of all the funds and property of the Society;
- vii.) oversee the collection, payment and record of monies for all Society activities and obligations, in accordance with policies and procedures established by the Council;
- viii.) present financial reports and an annual audited financial report to the Council as requested;
- ix.) present financial reports at the Annual Meeting of the Membership; and,
- x.) serve on the Finance and Membership Committees.

Section 6.9 – Secretary-Treasurer-Elect. The Secretary-Treasurer-Elect shall:

- i.) serve for a term of three years;
- ii.) be a Full Member elected to the office of Secretary-Treasurer-Elect every three (3) years simultaneously with the election of the Secretary-Treasurer, and then succeed to the office of Secretary-Treasurer for a term of three (3) years with the recommendation and approval of the Nominating Committee;
- iii.) serve on the Executive Committee, ex officio, without vote; and,
- iv.) serve on the Finance and Membership Committees.

Section 6.10 – Removal. Any elected officer or appointed officer may be removed from office at any time

by a two-thirds vote of the Council, whenever in its judgment the best interest of the Society will be served thereby.

Section 6.11 – Vacancy. A vacancy in any office by reason of death, resignation, removal, disqualification or otherwise will be filled by the successor as designated in these Bylaws, for the remainder of the term. If no successor is designated, the vacancy will be filled by the Nominating Committee in accordance with Article VII.

ARTICLE VII Nominations and Elections

Section 7.1. Nominating Committee. The committee is charged with providing a slate for the election of officers and Council members by the membership at the Annual Meeting.

Section 7.2. Composition. The committee shall consist of the Immediate Past President, the Immediate Past President once removed, and five (5) Members of the Society not currently serving on the Council. The Immediate Past President shall act as Chair. If there is no Immediate Past President, the President shall, with the approval of the Council, appoint the Nominating Committee Chair. The five (5) Members of the Society shall be appointed by the President with the approval of the Council. The term of office is for one year. A vacancy in Nominating Committee membership by reason of death, resignation, removal, disqualification or otherwise will be filled by the President with the approval of Council, for the unexpired portion of the term.

Section 7.3. Nominating Procedures. In accordance with policies and procedures established by the Council, the Committee shall consider the qualifications of all candidates proposed by the membership or by members of the Committee itself. Nominees to executive positions in the Society may come from the membership or from seated Members of the Council. No member of the Nominating Committee may be nominated for office while serving on the committee. The slate proposed by this committee does not rule out nominations from the floor.

Section 7.4. Election Procedures. The Nominating Committee shall recommend procedures for elections, subject to the approval of the Council. Election of officers and Council Members shall be by a majority vote of the members present at a meeting of the members, with each member having one vote for each office to be filled. In case of a tie for any office, the election shall be decided by a run-off election between the two tying candidates. Should the two tying candidates again tie in the run-off election, the tie shall be broken in accordance with policies and procedures established by the Council. Results of the election shall be tabulated and communicated to members.

ARTICLE VIII Committees

Section 8.1. – Standing Committees. The organization shall have the following standing committees: Bylaws, Membership, Program and Nominating (See Article VII). Committee members will serve at the pleasure of the Council unless specified by the Bylaws.

8.1.1 Bylaws Committee: The Bylaws Committee shall deal with amendments to the Bylaws of the Society, as specified in Article XVIII of these Bylaws. The committee shall consist of three or more Members, appointed by the President, with the approval of the Council.

8.1.2 Membership Committee: The Membership Committee shall examine applicant credentials, rule

on the eligibility of such applicants, and recommend action to the Council. This committee shall consist of three or more Members, appointed by the President with approval of the Council.

8.1.3 Program Committee: The Program Committee shall be charged with the development of the scientific and educational content of the annual meeting on women's cancer. The committee shall consist of members appointed by the President with approval of the Council. The President Elect I, the President Elect II and their respective Program Chairs, in accordance with Article VI of these Bylaws, shall serve ex officio, without vote, for purposes of continuity. The committee shall be chaired by that Program Chair who had been appointed, with the approval of the Council, by the current President when elected President Elect II. All Program Committee members serve a term of one (1) year.

Section 8.2 – Other Committees. The President, with majority approval by the Council, shall have the authority to establish other committees as deemed necessary. The committees serve at the pleasure of the Council. Committee appointments are made by the President and approved by the Council.

Section 8.3 – Terms of Service. Committee members are to be appointed by the President for a two (2) year term, not to exceed two (2) terms. Such appointments shall be made to ensure continuity with approximately one-third of the committee turning over each year. Committee chairs serve two-year terms, not to exceed two (2) terms. Members and chairs are eligible for re-appointment, subject to the limitation of two (2) terms. Immediate past chairs shall continue in office until their successors have been duly appointed.

Section 8.4 – Removal. Any appointed committee member may be removed from office at any time by a two-thirds vote of the Council, whenever in its judgment the best interest of the Society will be served thereby.

Section 8.5 – Vacancies. A vacancy on any committee by reason of death, resignation, removal, disqualification or otherwise may be filled by the President, for the unexpired portion of the term with the approval of the Council.

ARTICLE IX Executive Committee

Section 9.1. Composition. The Executive Committee shall consist of the President, Vice President, President-Elect I, President-Elect II, Immediate Past President, Secretary-Treasurer, and the Secretary-Treasurer-Elect. The Secretary-Treasurer-Elect and the Executive Director shall be non-voting members.

Section 9.2. Duties. The Executive Committee shall address issues between Council meetings, and shall act for the Council between regular meetings of the Council, and report those actions promptly to the Council, subject to limitations imposed by Council policy. The Executive Committee shall take no action with respect to the election of officers or with respect to filling vacancies on the Council. The committee shall be responsible for review and planning of the administrative and financial matters of the Society. As such, the Executive Committee shall provide immediate supervision to the Executive Director of the Society.

ARTICLE X Headquarters

Section 10.1. Offices. The Society shall maintain an office in its state of incorporation, and such other offices as the Council may determine.

Section 10.2. Books and Records. The Society shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Council, committees having and exercising any of the authority of the Council, and shall keep at the principal office a record giving the names and addresses of all categories of members. Upon written request, the Council may approve inspection of books and records of the Society by any member or member's agent or attorney for any proper purpose at any reasonable time.

Section 10.3. Agents. The Council may appoint such agents as it may deem advisable, who need not be Members of the Society or Council; such appointees shall exercise such powers and perform such duties and receive such compensation for their services as shall be determined by the Council. The appointment of an agent of the Society shall not confer upon the appointee membership in the Society.

Section 10.4. Executive Director. The Council may engage the services of an Executive Director. The Executive Director shall perform the duties stipulated by contract with the Society and shall perform additional duties assigned by the Council pursuant to contract. The Executive Director shall supervise any other employees, contractors, consultants, vendors and other agents hired by or on behalf of the Society. The Executive Director shall report to the Council through the Executive Committee. The Executive Director shall serve as a member of the Council, ex-officio, without vote. The Executive Director shall also serve as a member of the Executive Committee of the Council, ex-officio, without vote.

ARTICLE XI Compensation

Section 11.1. Personal Benefit. No part of the net earnings of the corporation shall inure to the benefit of any Member, trustee, officer of the corporation, or any private individual.

Section 11.2. Compensation for Services. Any person may be paid such reasonable compensation for services rendered to the Society in the capacity as a Member of the Council, an officer, employee or otherwise, as the Council shall deem reasonable in support of the Society's purposes.

Section 11.3. Expense Reimbursement. In accordance with policies and procedures established by the Council, a person may be reimbursed for any expenses, disbursements, or liabilities made or incurred by such person for or on account of the Society or in connection with the management and conduct of the affairs of the Society.

ARTICLE XII Fiscal Procedures

Section 12.1. Fiscal Year. The Council shall fix the fiscal year of the Society.

Section 12.2. Annual Budget. The Council shall, by such procedure as it may prescribe, adopt a budget each fiscal year appropriating and authorizing expenditures of funds for the operation of the Society. Funds to meet this budget are to be provided by the members' dues or through other means commensurate with the purposes of the Society and the laws of the State of Illinois regarding Not-for-Profit corporations. The budget shall be developed and monitored by the Executive Committee.

Section 12.3. Contracts. The Council may authorize any officer, agent or agents of the Society, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Society, and such authority may be general or may be confined to specific instances.

Section 12.4. Checks, Drafts or Orders. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Society shall be signed by the Treasurer or, in the absence of the Treasurer, by the President or other officer or person of the Society as designated by the Council, in accordance with policies and procedures established by the Council.

Section 12.5. Deposits. All funds of the Society shall be deposited from time to time to the credit of the Society in such banks, trust companies or other depositories as the Council may select.

Section 12.6. Gifts. To the extent not inconsistent with the Society's tax-exempt status or the law, the Council may accept on behalf of the Society any contribution, gift, bequest or device in accordance with the purposes of the Society.

Section 12.7. Annual Dues. Upon election to the Society, annual dues shall be due and payable by Full, Associate, International, Candidate, Fellow-in-Training, Allied and Resident/Medical Student members. The annual dues amount shall be determined by majority vote of the Council.

Section 12.8. Special Assessments. Special assessments may be levied upon the membership by the Council when necessary, provided such assessment shall not exceed an amount equal to the annual dues for the fiscal year in which the assessment is levied. It will require a two-thirds (2/3) vote of the Council Members present and voting to pass any levy.

ARTICLE XIII

Seal

The Council may determine that the Society shall have a seal to be in such form as the Council shall approve or may determine that the Society shall have no seal.

ARTICLE XIV

Waiver of Notice

Whenever any notice is required to be given under the provisions of Illinois law or under the provision of the Articles of Incorporation of the Society or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XV

Parliamentary Authority

The rules contained in the current edition of Robert's Rules of Order, Newly Revised, shall govern the Society in all cases to which they are applicable and in which they are not inconsistent with statute, these Bylaws or a specific provision of the Articles of Incorporation and any special rules of order the Society may adopt.

ARTICLE XVI
Indemnification and Insurance

Section 16.1. Indemnification. The Society shall, to the fullest extent permitted by law, indemnify and hold harmless each person who serves as an Officer of the Society, as a member of the Council of the Society, as a member of any duly authorized committee of the Society, or as an employee of the Society, from and against any and all claims and liability, whether the same are settled or proceed to judgment, to which such person shall have become subject by reason of his or her having acted in the capacity or capacities heretofore enumerated, or by reason of any action alleged to have been taken or omitted by him or her in such capacity, and shall reimburse (to the extent not otherwise reimbursed by insurance) each such person for all legal and other expenses, including the cost of settlement, reasonably incurred by him or her in connection with any such claim, liability, suit, action or proceeding; provided, however, that no such person shall be indemnified against, or be reimbursed for, any claims, liabilities, costs or expenses incurred in connection with any claim or liability, or threat or prospect thereof, if he or she did not meet the standards of conduct required by applicable law in order to permit the corporation so to indemnify him or her, or if the claim or liability arose out of the person's:

- (a) willful failure to deal fairly with the Society or its members in connection with a matter in which the person has a material conflict of interest;
- (b) violation of criminal law, unless the person had reasonable cause to believe his or her conduct was lawful or no reasonable cause to believe his or her conduct was unlawful;
- (c) transaction from which the person derived an improper personal profit or benefit; or
- (d) willful misconduct.

Section 16.2. Insurance. The Society may purchase insurance to protect the officers, directors, committee members and members, the staff and the Society against liability with such coverage and limits as the Society deems appropriate. Without limiting the foregoing, the Society shall at all times maintain Directors and Officers Liability Insurance.

ARTICLE XVII
Dissolution

In the event of dissolution of the Society, no Member, trustee, officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets upon any dissolution of the corporation; the net assets of the corporation shall be applied and distributed as follows:

- i.) All liabilities and obligations shall be paid, satisfied, and discharged or adequate provision shall be made thereof.
- ii.) After the liabilities and obligations of the Society are paid pursuant to these Bylaws, the Society shall distribute any remaining assets in accordance with the Illinois Non Profit Corporation Law.
- iii.) If any assets shall remain after the above provisions of these Bylaws have been complied with, any remaining assets shall be distributed to one or more educational, charitable, scientific or philanthropic organizations engaged in activities substantially similar to those of the Society.

ARTICLE XVIII
Amendments

Section 18.1 – Definitions. In this Article, the term "Amendment" means and includes any and all of the following: The adoption of a new Bylaw; the change in part or whole of an existing Bylaw; or the repeal of a Bylaw.

Section 18.2 – Council Review. Amendments to the Bylaws may be proposed to the Council by any Full Member in good standing. Proposed amendments must be made in writing more than 120 days prior to the Annual Business Meeting.

Proposed bylaws amendments are to be referred to the Bylaws Committee for review and clarification and then submitted to the Council for approval. A majority vote of the Council is required. The Council will review and if the proposal is (a) denied, the President and Chair of the Bylaws Committee will send a communication to proposer, (b) accepted by Council, the proposed change will be sent to the Bylaws Committee for language drafting. The draft language will be provided to Council for review and approval with a majority vote. The proposed bylaws changes will be sent to each voting member at least thirty (30) days prior to the Annual Meeting. A two-thirds vote at the Annual Business Meeting is required to amend the bylaws.

Section 18.3 – Amendment at Annual Meeting The Bylaws may be amended at any Annual Business Meeting but no amendment shall be voted upon and adopted unless:

18.31 Such amendment has been previously denied by Council.

18.32 Such amendment has been sent, in proposed form, to each voting member at least thirty (30) days prior to the Annual Meeting; and unless

18.33 Such proposed amendment receives the affirmative vote of two-thirds of the votes cast at an annual membership meeting.

Adopted: May, 1984; as amended, March 6, 2011.