BYLAWS

SOCIETY OF GYNECOLOGIC ONCOLOGY

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 purposes for which the Society is organized are:

(a) To promote and further the goals and common professional interests of cancer clinicians and scientists;

(b) To develop and promote high ethical and practice standards for cancer clinicians and scientists;

(c) To interact and cooperate with other professional organizations of physicians and health care providers;

(d) To develop professional educational programs and materials to enhance the ability of other physicians and health professionals to address the needs of patients with gynecologic cancer;

(e) To communicate to the public about all aspects of gynecologic cancer directly and through interaction with other medical and health professions, professional societies, and governmental bodies;

(f) To work independently and with professional, patient and other consumer groups to influence federal and state governmental agencies to further the interests of patients with gynecologic cancer; and

(g) To operate as a professional association.

ARTICLE III

MEMBERSHIP

Section 3.1 Categories, Qualifications, Nomination, Election and Privileges. The Society shall consist of Full, Associate, International Affiliate, 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.)  Certified in Gynecologic Oncology by the American Osteopathic Board of Obstetrics and Gynecology (AOBOG);

vi.)  International Affiliate and Associate Members may be nominated to Full Membership when certain criteria established by the Board of Directors are met.

**Nomination and Election:** Nomination and election shall be according to procedures established by the Board of Directors.

**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 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.)  A board certified clinician or other scientist who holds a terminal degree and devotes a substantial portion of his/her professional time
investigating the biology, diagnosis, prevention or treatment and other areas of gynecologic cancers.

ii.) Practicing American Osteopathic Board of Obstetrics and Gynecology (AOBOG) osteopathic board certified gynecologic oncologists.

iii.) 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 Board of Directors.

**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; and

iv.) All persons holding Associate Membership on December 31, 2009 shall retain the right to vote.

(c) **International Affiliate Membership.**

**QUALIFICATIONS:**

International Affiliate Membership shall be reserved for individuals who through professional training or experience desire to the further mission of the Society or do not meet criteria for other membership categories.

**Nomination & Election:** SGO staff may accept applicants and approve based accepted qualifications and criteria. Nomination and election shall be according to procedures established by the Board of Directors.

**Privileges:**

i.) May not serve on committees;

ii.) May not sponsor candidates for membership; and

iii.) 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 or ABMS fellowship training program in pathology, medical oncology or radiation oncology and are awaiting certification.

**Nomination and Election:** Nomination and election shall be according to procedures established by the Board of Directors.

**Privileges:**

i.) May serve on committees;

ii.) May not sponsor candidates for membership;

iii.) May not hold elective office except for the Board of Directors position of candidate member representative; and

iv.) May vote for the position of candidate member only.

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

**QUALIFICATIONS:**

Fellow-in-Training Membership shall be reserved for physicians currently enrolled in:

i.) 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; or

ii.) An ABMS fellowship training program in pathology, medical oncology or radiation oncology.

**Nomination and Election:** Nomination and election shall be according to procedures established by the Board of Directors.

**Privileges:**

i.) May serve on committees;

ii.) May not sponsor candidates for membership; and
iii.) May not hold elective office except for the Board of Directors position of Fellow-in-Training member representative.

iv.) May vote for the position of Fellow-in-Training member only.

(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 Board of Directors.

**Privileges:**

i.) May serve on committees;

ii.) May sponsor candidates for Allied membership; and

iii.) May not vote or hold elective office.

(g) **Senior Membership.**

**QUALIFICATIONS:**

Full Members may request Senior Member status upon retirement from the health care field.

**Nomination and Election:**

Nomination and election shall be according to procedures established by the Board of Directors.

**Privileges:**

i.) May vote;

ii.) May sponsor all candidates for membership;

iii.) May not hold elective office; and

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 Board of Directors.

**Privileges:**

i.) May not vote;

ii.) May sponsor candidates for membership;

iii.) May not hold elective office; and

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 Board of Directors.

**Privileges:**

i.) May not serve on committees;

ii.) May not sponsor candidates for membership; and

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 Board of Directors. 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 Board of Directors.
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 Board of Directors, 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 Board of Directors Action.** The Board of Directors may by the affirmative vote of two thirds (2/3) of the members of the Board of Directors then in office terminate the membership of any member when the Board of Directors 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 Board of Directors. Following any decision by the Board of Directors 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 Board of Directors action pursuant to this Section 3.4(e). The Board of Directors’ 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 Board of Directors.

**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 members of the Board of Directors.

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 Board of Directors 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 BOARD OF DIRECTORS**

Section 5.1 **Governing Body.** The governing body of the Society shall be the Board of Directors duly elected by the membership. The affairs of the Society, including the control and dispersal of the Society’s property and funds, shall be managed by or under the direction of the Board.

Section 5.2 **Specific Powers.**

i.) The Board of Directors 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 Board of Directors and shall be final and conclusive.

ii.) The Board of Directors 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.) Members and officers of the Board of Directors 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 Board of Directors and will serve as an ex-officio member of the Board of Directors.

iii.) There shall be no requirement as to the place of residence of any members or officers of the Board of Directors.

iv.) Elected members of the Board of Directors may not succeed themselves in the same office.

Section 5.4 Duties. The Board of Directors 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.

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 Board of Directors. The Board of Directors shall consist of fifteen (15) voting members. Six (6) of the voting members of the Board of Directors shall be the 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 (“FWC”) and eight (8) “Members-at-Large” elected from the Society’s voting membership.

(b) Non-Voting Resource Members of the Board of Directors. The Board of Directors shall also have three (3) non-voting resource members. The non-voting resource members shall be a Candidate Member representative, a Fellow-In-Training Member representative, and an American Congress of Obstetricians and Gynecologists representative. The qualifications for the Candidate Members Representative and the Fellow-In-Training Member Representative shall be established by resolution of the Board of Directors. The presence or absence of non-voting resource members of the Board of Directors shall not be considered for purposes of determining the existence of a quorum. Non-voting members of the Board of Directors shall enjoy none of the rights of the voting members of the Board of Directors and may, at the discretion of a majority of the voting members of the Board of Directors, be excluded from any meeting of the Board of Directors.

Section 5.6 Election and Term.

(a) Voting Members of the Board of Directors. The six (6) Officer Directors of the Board of Directors along with the Foundation for Women’s Cancer Chair shall serve on the Board of Directors so long as they remain in office. The eight (8) Members-at-Large shall be elected by the Society’s voting members to terms of three (3) years commencing on the date of the conclusion of the Society’s Annual Meeting and continuing until her or her successor has been elected and qualified.

(b) Non-Voting Resource Members of the Board of Directors. The Candidate Member Representative and the Fellow-In-Training Member Representative shall be elected 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 Board of Directors 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 Board of Directors.

Section 5.7 Meetings of the Board of Directors.

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

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

5.7.3 **Transaction of Business.** The Board of Directors 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.** Except as otherwise required by law or these Bylaws, notice of any regular or special meeting of the Board of Directors, including a statement of the purpose or purposes for which a special meeting is called, shall be given by written or printed notice delivered personally by mail, by facsimile or by electronic mail to each Director at his or her address as shown in the records of the Foundation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice is given by facsimile, such notice shall be deemed delivered upon acknowledgment of receipt and if by electronic mail upon transmission. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

5.7.5 **Quorum.** A majority (51%) of the voting members of the Board of Directors in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

5.7.6 **Voting.** Each member of the Board of Directors shall have only one vote. 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 Board of Directors members present and voting at any duly constituted meeting of the Board of Directors at which a quorum is present shall be sufficient to authorize any act by the Board of Directors.

5.7.7 **Informal Action.** Any action required or permitted to be taken at a meeting of the Board of Directors 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 forth the action so taken, shall be signed by all of the members of the Board of Directors.

5.7.8 **Participation by Telephonic or Electronic Means.** Any member of the Board of Directors 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 Board of Directors member.
5.7.9 **Presumption of Assent.** A director present at a Board meeting at which action on a matter is taken is conclusively presumed to assent to the action taken unless the director’s dissent is entered in the minutes of the meeting or unless the director files a written dissent to the action with the meeting secretary before the meeting’s adjournment or forwards a dissent by registered or certified mail to the Foundation’s Secretary-Treasurer immediately after the meeting’s adjournment. This right to dissent does not apply to a director voting in favor of an action.

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

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

**ARTICLE VI**

**OFFICERS**

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

Section 6.2 **Absence or Disability of President.** In the event of the absence or disability of the President the President Elect I will assume the duties of the President. If the President’s absence or disability exceeds or is expected to exceed a cumulative total of six months, the Board of Directors may at its discretion, appoint the immediate Past President to fulfill the duties of the President for the duration of the President’s absence.

Section 6.3 **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 6.4 **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 Board of Directors and of the Society Membership;

iii.) see that all orders or resolutions of the Board of Directors are carried out;

iv.) establish, with majority approval of the Board of Directors, committees to support the purposes of the Society;

v.) chair the Executive Committee; and,

vi.) represent the Society as a member of the Board of the Foundation for Women’s Cancer.

Section 6.5 **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 Women’s Cancer Foundation.

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

i.) have such additional powers and discharge such duties as may be assigned from time to time by the Board of Directors;

ii.) serve for a term of one year; and,

iii.) automatically ascend to the presidency when the President’s term ends.

iv.) make appointments, subject to the approval of the Board of Directors and specifications of these Bylaws, to standing and other committees.

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 Board of Directors) 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 two years;

ii.) keep or cause to be kept the records of the Society under the supervision of the President and the Board of Directors;

iii.) record or cause to be recorded the minutes of the meetings of the Members and Board of Directors 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 Board of Directors;

viii.) present financial reports and an annual audited financial report to the Board of Directors as requested;

ix.) present financial reports at the Annual Meeting of the Membership; and,

x.) serve on the Finance Committee

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

i.) serve for a term of two years;

ii.) be a Full Member elected to the office of Secretary-Treasurer-Elect every two (2) years simultaneously with the election of the Secretary-Treasurer, and then succeed to the office of Secretary-Treasurer for a
term of two (2) years with the recommendation and approval of the Nominating Committee;

iii.) serve on the Executive Committee,

iv.) serve on the Finance Committee.

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 Board of Directors, 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 Board of Directors members to the SGO Board of Directors for approval and for a vote by the membership. The Nominating Committee is also charged with providing nominations for the positions of Chairperson, Past Chairperson and Chairperson-Elect of FWC and the Directors-at-Large positions on the Board of Directors of FWC for appointment by the Society’s Board of Directors.

Section 7.2 Composition. The committee shall consist of the Immediate Past President, the Immediate Past President once removed, and five to seven (5-7) Members of the Society not currently serving on the Board of Directors. The Immediate Past President shall act as Chair. If there is no Immediate Past President, the President shall, with the approval of the Board of Directors, appoint the Nominating Committee Chair. The five to seven (5-7) Members of the Society shall be appointed by the President Elect with the approval of the Board of Directors. 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 the Board of Directors, for the unexpired portion of the term.

Section 7.3 Nominating Procedures. In accordance with policies and procedures established by the Board of Directors, the Committee shall consider the qualifications of all candidates for all open positions submitted through the call for nominations and as outlined in Policy 2.2. No member of the Nominating Committee may be nominated for office while serving on the committee.

Section 7.4 Election Procedures. Policy 2.3 outlines the procedures the Nominating Committee shall follow in conducting electronic elections. Candidates for Officer and Member positions of the Board of Directors receiving the greatest number of votes shall be elected per the policy with each eligible voting member having one vote for
each open position 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 Board of Directors. 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: Finance, Bylaws, Membership, Nominating and Communications.

8.1.1 **Finance Committee:** The Finance Committee shall supervise the financial policies and expenditures of the Society, including developing an annual budget and monitoring the investment of the funds of the Society, and shall periodically report on such matters to the Board. More specifically the Finance Committee shall: (i) ensure the Society’s financial resources are used to advance its exempt purposes; (ii) ensure the Society keeps complete, current, and accurate financial records and that the Board is provided with and reviews timely reports of the Society’s financial activities; (iii) develop and transmit recommendations for the Society’s annual budget to the Board by the date set by the Board; (iv) ensure the Society has appropriate financial policies and procedures including, prudent investment policies, and oversee implementation of the same, and annually review and provide recommendations to improve the same to the Board; (v) oversee the Society’s compliance with local, state, and federal ordinances, statutes and regulations including, but not limited to, all applicable tax and reporting obligations (e.g., IRS Form 990); (vi) ensure the Society has an independent review or audit of its financial statements annually and oversee the same; (vii) inquire into any financial matters deemed necessary by the Finance Committee, the Board, any officer, or the CEO; (viii) provide periodic reports to the Board regarding the Committee’s activities and recommendations; and (ix) perform such other duties and responsibilities as may be assigned by the Board.

8.1.2 **Bylaws Committee:** The Bylaws Committee shall deal with amendments to the Bylaws of the Society, as specified in Article XVII of these Bylaws. The Committee shall consist of three or more members, appointed by the President Elect with the approval of the Board of Directors.

8.1.3 **Membership Committee:** The Membership Committee shall examine applicant credentials, rule on the eligibility of such applicants, and recommend action to the Board of Directors. The Committee shall consist of three or more Members, appointed by the President Elect with approval of the Board of Directors.

8.1.4 **Nominating Committee:** See Article VII

8.1.5 **Communications Committee:** The Communications Committee shall be responsible for the development of public information and patient education
ARTICLE VIII

OTHER COMMITTEES

Section 8.2 Other Committees. The President, with majority approval by the Board of Directors, shall have the authority to establish such other committees as may be deemed necessary. A committee serve at the pleasure of the Board of Directors. Committee appointments are made by the President and approved by the Board of Directors.

Section 8.3 Terms of Service. Committee members are to be appointed by the President Elect 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. Terms of service will be consistent with Policy 3.1.

Section 8.4 Removal. Any appointed committee member may be removed per Policy 3.3.

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 Board of Directors.

ARTICLE IX

EXECUTIVE COMMITTEE

Section 9.1 Composition. The Executive Committee shall consist of the President, President-Elect I, President-Elect II, Immediate Past President, Secretary-Treasurer, the Secretary-Treasurer-Elect and the Chairperson of FWC.

Section 9.2 Duties. The Executive Committee shall address issues between Board of Directors meetings, and shall act for the Board of Directors between regular meetings of the Board of Directors, and report those actions promptly to the Board of Directors, subject to limitations imposed by Board of Directors policy. The Executive Committee shall take no action with respect to the election of officers or with respect to filling vacancies on the Board of Directors. 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 Board of Directors 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, Board of Directors, committees having and exercising any of the authority of the Board of Directors, and shall keep at the principal office a record giving the names and addresses of all categories of members. Upon written request, the Board of Directors 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 **Chief Executive Officer.** The Society shall engage the services of a Chief Executive Officer (“CEO”), who shall also serve as the FWC’s CEO and be employed by SGO. The CEO shall be the principal executive officer of the Society and shall supervise and oversee the administrative functions and operations of the Society including the implementation of budgets, policies, procedures and directions adopted by the Board. The CEO shall be responsible for the performance of such management functions and duties as shall be prescribed or delegated by the President or which may be incident to the position of CEO. The CEO shall report directly to the Board.

Section 10.4 **Chief Financial Officer.** The Society shall have a Chief Financial Officer (“CFO”) who shall be the Society’s principal financial staff member, serving as a resource to the Board, the officers, and the CEO and providing financial information as requested. In addition, the CFO shall: (i) be responsible for the maintenance of adequate books of account for the Foundation; (ii) have charge of all Foundation funds and securities (and be responsible therefore), and for the receipt and disbursement thereof in accordance with the policies and procedures adopted by the Board; (iii) recommend to the Audit and Finance Committee and the Board appropriate financial policies, procedures, and controls based on best practices; (iv) implement, oversee, and enforce all financial policies, procedures, and controls adopted by the Board; and (v) perform other duties assigned by the CEO or the Board. If required by the Board, the CFO shall give a bond for the faithful discharge of his/her duties in such sum and with such surety as the Board shall determine.

**ARTICLE XI**

**FINANCE PROCEDURES**

Section 11.1 **Annual Budget.** The Board of Directors 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.

Section 11.2 **Audit.** The financial records of SGO shall be audited annually by a certified public accountant appointed by the Board of Directors. The annual audit report shall be provided to the membership at the Annual Meeting.

Section 11.3 **Fiscal Year.** The fiscal year shall be from January 1 to December 31.

Section 11.4 **Dues.** The annual membership dues, as set by Board of Directors, shall be payable each December 31.
Section 11.5  **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 11.6  **Contracts.** The Board of Directors 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 11.7  **Special Assessments.** Special assessments may be levied upon the membership by the Board of Directors 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 two-thirds (2/3) vote of the Board of Directors Members present and voting to pass any levy.

**ARTICLE XII**

**SEAL**

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

**ARTICLE XIII**

**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 XIV**

**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 XV**

**INDEMNIFICATION AND INSURANCE**

Section 15.1  **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 Board of Directors 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 15.2 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 XVI

DISSOLUTION

In the event of dissolution of the Society, no Member, Board of Directors member, officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets and 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 therefor.

ii.) All of the remaining assets of the Society (except any assets held by the Society upon condition requiring return, transfer or other conveyance in the event of dissolution, which assets shall be returned, transferred or conveyed in accordance with such requirements) shall be distributed exclusively for the
purposes of the Society in such manner, or to such organization or organizations as shall at the time qualify as a tax-exempt organization or organizations under the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue statute, as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the court of general jurisdiction of the county in which the principal office of Society is then located, exclusively for such purposes in such manner, or to such organization or organizations which are organized and operated exclusively for such purposes, as said court shall determine.

ARTICLE XVII

AMENDMENTS

Section 17.1 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.

Amendment Process. Amendments to Bylaws may be proposed by the Board of Directors or by any Full Member in good standing. Proposed bylaw amendments are to be referred to the Bylaws Committee for review and clarification and then submitted to the Board of Directors. A Majority vote of the Board of Directors at a meeting at which a quorum is present is required for approval. Proposed bylaw amendments approved by the Board of Directors will be sent to each voting member by electronic means at least thirty (30) days prior to the date specified in the notice for an electronic vote. In order to be adopted, proposed amendments must receive the affirmative vote of two-thirds of the votes cast with not less than fifteen (15) percent of the Full Membership voting.