

## BYLAWS

### SOCIETY OF GYNECOLOGIC ONCOLOGY (SGO)

#### ARTICLE I

##### NAME

**Section 1.1: 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

##### OBJECTIVES & PURPOSES

**Section 2.1 Objectives and Purposes.** The objectives and purposes for which the Society is organized are:

- A. To promote and further the goals and common professional interests of those involved in caring for people with gynecologic cancer, including physicians, scientists, trainees and patient advocates;
- B. To develop and promote high ethical and practice standards for those involved in gynecologic cancer care, scientists, and trainees;
- C. To interact and cooperate with other professional organizations of physicians and health care professionals;
- 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 in collaboration with professionals, patients 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, Trainee, Senior and Honorary Members.

#### **A. FULL MEMBERSHIP**

**1. Category Criteria / Qualifications:**

- a. Individuals with high standards of morality and ethical practice in their profession; AND
- b. Physicians fully licensed to practice medicine in their country of residence (MD, DO or corresponding degree):
  - i. U.S. MDs/DOs: MDs/Dos who have completed their terminal training (ABOG/AOBOG/ACGME approved residency or fellowship) and provide either primary or consultative care to people with gynecologic cancers or related disease.
  - ii. Non-U.S. physicians: Physicians who have completed their terminal training (residency or fellowship) and provide either primary or consultative care to people with gynecologic cancers or related disease.OR
- c. Physicians or non-physicians with doctoral degree (PhD or equivalent) who conduct either basic, translational, epidemiologic and/or clinical research in the field of gynecologic cancers or disease. (May choose to apply for full or associate membership depending on which member category and benefits best suit their needs.) OR
- d. Individuals who at one point held positions as described in a., b., or c., and now have administrative or leadership roles in for profit or nonprofit healthcare institutions.

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

**3. Privileges:**

- a. Are eligible to serve on all committees; AND
- b. May vote and hold elective office; Members qualifying under A.1.d cannot hold office.

#### **B. ASSOCIATE MEMBERSHIP**

**1. Category Criteria / Qualifications:**

- a. Individuals with high standards of morality and ethical practice in their profession; AND
- b. Non-physician professionals who through professional training and/or experience in gynecologic cancer care can further the mission of the Society, including but not limited to nurse practitioners, physician assistants, nurses, psycho-

oncologists, pharmacists, genetic counselors, social workers, scientists, and clinical research assistants who:

- i. Devote the majority of their practice to the care of people with gynecologic cancers or related diseases; OR
- ii. Have demonstrated interest in basic, translational, or clinical research or education related to gynecologic cancers. OR
- iii. Are Advocates who:
  - 1) Volunteer or work for a tax-exempt, not-for-profit cancer advocacy, survivorship, or awareness organization: OR
  - 2) Engage in the cancer research community by serving as patient representatives at public or private research institutions and organizations including but not limited to the National Clinical Trials Network (NCTN), NCI Community Oncology Research Program (NCORP), the United States Food and Drug Administration (FDA) and the United States Department of Defense (DOD).

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

**3. Privileges:**

- a. Are eligible to serve on committees and participate in all volunteer activities;
- b. May hold elective office on the Board of Directors only as an Associate member representative;
- c. May vote for the position of Associate Board member and President Elect II.

**C. TRAINEE MEMBERSHIP.**

**1. Category Criteria / Qualifications:**

- a. Fellows: Physicians currently enrolled in an Accreditation Council for Graduate Medical Education (ACGME), American Osteopathic Board of Obstetrics and Gynecology (AOBOG), or international equivalent approved post-residency fellowship training in gynecologic oncology or an American Board of Medical Specialties (ABMS) fellowship program in pathology, medical oncology or radiation oncology. All applicants must provide verification of enrollment from the applicant's program director or faculty advisor. Membership is terminated upon completion or graduation.
- b. Resident/Students: Physicians or medical students currently enrolled in a U.S. or international residency or medical school and U.S or international graduate students or undergraduate students with an interest in gynecologic oncology. All applicants must provide verification of enrollment from the applicant's program director or faculty advisor. Membership terminated upon granting of degree or graduation (but may reapply upon enrollment to a residency or fellowship program).

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

**3. Privileges for Fellows:**

- a. May serve on committees and participate in all volunteer activities;
- b. May hold elective office on the Board of Directors only as a Fellow-in-Training member representative;
- c. May vote for the position of Fellow-in-Training member and President Elect II.

**4. Privileges for Residents/Students:**

- a. May participate in all volunteer activities but may not hold elective office or vote.

**D. SENIOR MEMBERSHIP**

**1. Category Criteria / Qualifications:**

- a. Served as a Full or Associate Member in good standing for five (5) consecutive years; and
- b. Has retired from healthcare field defined as:
  - i. Does not provide compensated surgical or non-surgical patient care, participate in funded research, or perform compensated teaching, administrative, or research duties related to gynecologic oncology.

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

**3. Privileges:**

- a. Exempt from dues;
- b. May serve on committees;
- c. May vote.

**E. HONORARY MEMBERSHIP**

**1. Category Criteria / Qualifications:**

- a. An individual who has made an outstanding contribution to the field of gynecologic oncology may be designated as an Honorary Member.

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

**3. Privileges:**

- a. Exempt from dues;
- b. May not hold elective office, vote, or serve on committees.

**Section 3.2 Voting.** Applications for membership shall be reviewed and considered for election under criteria (see Article III) and procedures established by the Board of Directors. Members shall be elected to membership by a majority vote of the Board of Directors.

**Section 3.3 Re-application.** An applicant who is not elected to membership may re-apply for membership in any of the two (2) subsequent years. An individual who applies for membership three (3) times and who is not elected to membership shall thereafter be ineligible for further consideration 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 their dues by January 1 shall be automatically suspended until outstanding dues are paid. If dues are not paid by June 30, membership may be terminated.

**B. Death.** Membership in the Society shall be terminated upon the member's death.

**C. Resignation.** Any member may resign by filing a written resignation with the Secretary-Treasurer. However, such resignation shall not relieve the resigning member of dues obligations, assessments, or other charges theretofore accrued and unpaid. Dues are neither prorated nor refunded unless otherwise approved by the board.

**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 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 and is the sole and absolute discretion of the Board of Directors. Following any decision by the Board of Directors to terminate an individual's membership pursuant to this section 3.4(E), the Secretary-Treasurer shall notify the individual that their membership has been terminated by Board of Directors action pursuant to this Section 3.4(E).

**F. Reinstatement.** Any individual whose membership has been terminated for any reason may be reinstated by the Board of Directors with an affirmative vote of two-thirds (2/3) members present and voting.

**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 the Executive Committee or 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.** Ten percent (1/10<sup>th</sup>) of voting members present, either in person or virtually, by means of which all persons participating in the meeting can communicate with each other, 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.

**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.**

- A.** 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 (3/4) vote of the entire Board of Directors and shall be final and conclusive.
- B.** The Board of Directors shall consider and act on membership matters as directed by these Bylaws and in accordance with Society policy and procedures.

**Section 5.3 Qualifications.**

- A.** Members and officers of the Board of Directors must maintain Full, Associate, or Trainee membership status to be elected and serve, according to the privileges of each membership type, as described in Article III. A change in membership status shall

automatically disqualify an incumbent from holding elective office.

- B. With the exception of the international representative to the Board of Directors, there shall be no requirement as to the place of residence of any members or officers of the Board of Directors.
- C. Elected members of the Board of Directors may not succeed themselves in the same office.

**Section 5.4 Duties.** The Board of Directors has three primary legal duties known as the “duty of care,” “duty of loyalty,” and “duty of obedience.”

- A. **Duty of Care:** Take care of the Society by ensuring prudent use of all assets, including facilities, people, and goodwill.
- B. **Duty of Loyalty:** Ensure that the Society’s activities and transactions are, first and foremost, advancing its mission; Recognize and disclose conflicts of interest; Make decisions that are in the best interest of the nonprofit corporation, not in the best interest of an individual Board member (or any other individual or for-profit entity).
- C. **Duty of Obedience:** Ensure that the Society obeys applicable laws and regulations; follows its own Bylaws; and that the nonprofit adheres to its stated corporate purposes/mission.

**Section 5.5 Composition.**

**A. Voting Members of the Board of Directors.** The Board of Directors shall consist of a minimum of fifteen (15) and a maximum of twenty (20) 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. The remaining voting members include the Chair of the (1) Foundation for Women’s Cancer (“FWC”), the (1) Chair of the Diversity, Inclusion & Health Equity Committee and up to twelve (12) “Members-at-Large” elected from the Society’s voting membership. Among the twelve (12) “Members-at-Large”, one (1) position is for an Early Career Member, (an individual within five (5) years of completing terminal training), one (1) is dedicated to a Community Practice-based Member, one (1) is dedicated to an Associate Member, one (1) is dedicated to a Member certified as a non-Gynecologic Oncologist Physician and one (1) is dedicated to an international member.

**B. Non-Voting Resource Members of the Board of Directors.** The Board of Directors shall also have two (2) non-voting resource members, when applicable.

- 1. The non-voting resource members shall be:
  - a. One (1) Trainee (Fellow-In-Training) representative;
  - b. Chair-Elect of the Foundation for Women’s Cancer in the final year of the Chair-Elect position, when there is a Chair-Elect.

2. 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.

<b>SGO Board of Directors Composition</b>	
<b>Voting Members</b>	
1	President
2	President-Elect I
3	President-Elect II
4	Immediate Past President
5	Secretary-Treasurer
6	Secretary-Treasurer-Elect
7	Chair of the Foundation for Women’s Cancer (“FWC”)
8	Chair of the Diversity, Inclusion & Health Equity Committee
9	Early Career Member, an individual within five (5) years of completing terminal training
10	Community Practice-based Member
11	Associate Member
12	Medical/Radiation Oncologist Member
13	International Member
14	Member-at-large
15	Member-at-large
16	Member-at-large
17	Member-at-large
18	Member-at-Large
19	Member-at-Large
20	Member-at-large
<b>Non-Voting Members</b>	
21	One (1) Trainee (Fellow-In-Training) representative
22	Chair-Elect of the Foundation for Women’s Cancer, when applicable

**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 (1) Foundation for Women’s Cancer Chair and (1) the Chair of the Diversity, Inclusion & Health Equity Committee shall serve on the Board of Directors so long as they remain in office. Should the chair of the Diversity, Inclusion & Health Equity Committee (DI&HE) be unable to serve due to a conflict of interest or conflict of commitment, then the vice chair of the DI&HE Committee will serve in this capacity for the entire term. The twelve (12) 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 their successor has been elected and qualified.

The Associate member Representative shall be elected by their Associate colleagues to a three (3) year term commencing on the date of their election and continuing until a successor has been elected and qualified.

**B. Non-Voting Resource Members of the Board of Director**

The Trainee (Fellow-In-Training) Representative shall be elected by their Fellow-In-Training colleagues to a one (1) year term commencing on the date of their election and continuing until a successor has been elected and qualified.

**Section 5.7 Meetings of the Board of Directors.**

**A. Regular Meetings.** The Board of Directors shall hold at least two (2) regular in person and/or virtual 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 at least thirty (30) days prior to the meeting.

**B. 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 by mail or by electronic mail.

**1. 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.

**2. Notice.** 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 or by electronic mail to each Director at their address as shown in the records of the Society.

**3. Waiver of Notice.** 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.

**C. 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.

**1. Voting.** Each member of the Board of Directors shall have only one (1) 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.

**2. Informal Action by Directors.** 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, setting forth the action so taken is approved by a majority of Directors via email.

3. **Participation by Telephonic or Electronic Means.** Any member of the Board of Directors may participate in a meeting by means of a video and/or telephone conference 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.
4. **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 Society'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 Vacancy.** Vacancies on the Board of Directors, whether caused by death, resignation, or for any other reason, shall be filled as follows:

1. The President, President Elect I and Secretary-Treasurer positions shall be automatically filled by the current President Elect I, President Elect II and Secretary-Treasurer Elect, respectively, without Board or Membership vote. The DIHE Committee Chair will be filled by the President Elect I per Article VI, Section 6.6.
  2. All other positions shall be left open until the next general election of Officers and Directors by members. If the number of voting Directors falls below the minimum (per Section 5.5.a) or with a majority vote of Directors, a special election may be held to fill open positions. The process of application and vote is as described in Section 5.6 and Article VI.
  3. Any person filling a vacancy of President or Secretary-Treasurer will assume the term of their predecessor. The person filling the position will be eligible to serve a second term. A decision by the President or Secretary-Treasurer who is serving in their role as a result of a vacancy, to serve a second term must be confirmed by a majority vote of the Board of Directors.
- A. Termination of Board Membership.** Board membership shall terminate at the end of the member's term or as a result of any member termination action or event described in Section 3.4. Board members may also be removed during their term of office for misconduct or incapacity with a two-thirds (2/3) majority vote of members of the Board who are present.
- C. 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, declare the Office Vacant per Section 5.8.

**Section 6.3. Duties of Officers.** Each officer of the Society shall fulfill the following duties:

1. Be a Full Member of the Society;
2. Hold only one elective office at a time;
3. Not succeed to the same office following the elected term, except as allowed under Section 5.8;
4. Serve on the Executive Committee; and
5. 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:

1. Serve for a term of one year;
2. Preside at all meetings of the Board of Directors and of the Society Membership;
3. See that all orders or resolutions of the Board of Directors are carried out;
4. Establish, with majority approval of the Board of Directors, committees to support the purposes of the Society;
5. Chair the Executive Committee;
6. Represent the Society as a member of the Board of the Foundation for Women's Cancer; and
7. Serve on the Nominating, Honors and Awards Committee.

**Section 6.5. Immediate Past President.** The Immediate Past President shall:

1. Serve for a term of one year;
2. Chair the Nominating, Honors and Awards Committee; and
3. Chair the Governance Committee.

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

1. Have such additional powers and discharge such duties as may be assigned from time to time by the Board of Directors;
2. Serve for a term of one year;
3. Co-chair the Governance Committee;
4. Co-chair Nominating, Honors and Awards Committee;
5. Automatically ascend to the presidency when the President's term ends or the office becomes vacant per section 5.8;
6. Make appointments, subject to the approval of the Board of Directors and specifications of these Bylaws, to standing and other committees; and
7. Appoint (with the approval of the Board of Directors) at least one Full Member to chair the Program Committee for the year in which the President Elect I will serve as President.

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

1. Serve for a term of one year;
2. 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 per section 5.8; and
3. Execute the duties of the Secretary-Treasurer in the absence or disability of both the Secretary-Treasurer and the Secretary-Treasurer- Elect.

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

1. Serve for a term of two (2) years;
2. Keep or cause to be kept the records of the Society under the supervision of the President and the Board of Directors;
3. Record or cause to be recorded the minutes of the meetings of the Members and Board of Directors;
4. Preserve correspondence, reports, records, Bylaws and the Policy and Procedure Manual of the Society in a permanent file;
5. Be bonded;
6. Have signature authority of all the funds and property of the Society;
7. 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;
8. Present financial reports and an annual audited financial report to the Board of Directors as requested;
9. Present financial reports at the Annual Meeting of the Membership; and
10. Chair the Finance Committee.

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

1. Serve for a term of two years;
2. Be a Full Member elected to the office of Secretary-Treasurer-Elect every

- two (2) years and then succeed to the office of Secretary-Treasurer for a term of two (2) years;
3. Serve on the Executive Committee; and
  4. 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.

## ARTICLE VII

### NOMINATIONS AND ELECTIONS

**Section 7.1 Nominating, Honors and Awards 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-Elect of the Foundation for Women's Cancer (FWC) and the Directors-at-Large positions on the Board of Directors of FWC and selecting candidates for Society honors and awards.

**Section 7.2 Composition.** The committee shall consist of the President, Immediate Past President, and seven to twelve (7-12) Members of the Society not currently serving on the Board of Directors. One committee member position will be dedicated to an FWC Board member. The Immediate Past President shall act as Chair and the President-Elect I shall act as Co-Chair and be a non-voting member for the board nominations process. If there is no Immediate Past President, the President shall, with the approval of the Board of Directors, appoint the Nominating Committee Chair. The seven to twelve (7-12) Members of the Nominating Committee shall be appointed by the President Elect I with the approval of the Board of Directors. With the exception of the SGO President, all appointments are for a one (1) year term. If a vacancy causes the committee to fall below the minimum, the President-Elect I will fill the vacancy 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, honors and awards submitted through the call for Applications per policy established by the Board of Directors. No member of the Nominating Committee may submit an application for office while serving on the Committee.

**Section 7.4 Election Procedures.** The Nominating Committee shall follow policies established by the Board of Directors in conducting electronic elections. 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: Executive, Governance, Professional Ethics, Finance, Membership and Nominating.

**A. Executive Committee:** 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 the Board of the Foundation for Women’s Cancer. The Executive Committee shall address issues between Board of Directors meetings, 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 Chief Executive Officer (CEO) of the Society.

**B. Governance Committee:** The role of the Governance Committee is to Administer board and committee performance and member continuing development/education, mentoring, and coaching programs. Additionally, the Governance Committee will provide support for individual Board and committee members in their roles as association leaders. The Chair of the Governance Committee will be the Immediate Past President (one-year term) and oversees the board and committee orientation process. The Governance Committee will review and update the following items at least annually:

1. Governance policies;
2. Member leader job descriptions;
3. Governance decision-making model;
4. Facilitate administration of governance self-assessment (independent external assessment);
5. Provide semi-annual report (March and July) of Committee progress to the Board;
6. Oversee revision of the SGO Bylaws to align with the current governance policies and structure;
7. The Governance Committee shall deal with amendments to the Bylaws of the Society, as specified in Article XVI of these Bylaws.

**C. Professional Ethics Committee:** Members of the Professional Ethics committee, a sub-committee of the Board of Directors, are appointed by the President-Elect I and ratified by the Board of Directors. The purpose of the Professional Ethics Committee is to:

1. Develop principles aligned with SGO core values that are standards of conduct that define the essentials of honorable behavior for the members of the Society of Gynecologic Oncology (SGO);

2. Develop a process for resolving ethical issues;
3. Manage, review and make recommendations to the Board of Directors relative to mitigate conflict of interest (COI) and risks associated with COI.

**D. 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:

1. Ensure the Society's financial resources are used to advance its mission;
2. Ensure that the Society retain its exempt status;
3. 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;
4. Develop and transmit recommendations for the Society's annual budget to the Board by the date set by the Board;
5. 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;
6. 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);
7. Ensure the Society has an independent review or audit of its financial statements annually and oversee the same;
8. Inquire into any financial matters deemed necessary by the Finance Committee, the Board, any officer, or the CEO;
9. Provide periodic reports to the Board regarding the Committee's activities and recommendations;
10. Perform such other duties and responsibilities as may be assigned by the Board.

**E. 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 (3) or more members, appointed by the President Elect I.

**F. Nominating Committee:** See Nominations and Elections Article VII.

**Section 8.2 Other (Non-Standing) 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 serves at the pleasure of the Board of Directors. Initial committee appointments are made by the President-Elect I and approved by the Board of Directors. Committees may be merged, restructured, or terminated, by majority vote of the Board of Directors.

**Section 8.3 Terms of Service.** With the exception of the Nominating, Honors and Awards

Committee, committee members are to be appointed by the President Elect-I for a two (2) year term, not to exceed two (2) consecutive terms in accordance with these bylaws and policies established by the Board of Directors.

**Section 8.4 Removal.** Any appointed committee member may be removed by the Board of Directors.

**Section 8.5 Vacancies.** A vacancy in a committee chair position by reason of death, resignation, removal, disqualification or otherwise will be filled by the committee co-chair. The President-Elect I will appoint a new committee co-chair for the rest of the term.

## ARTICLE IX

### HEADQUARTERS

**Section 9.1 Offices.** The Society shall maintain an office in its state of incorporation, and such other offices as the Board of Directors may determine.

**Section 9.2 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 9.3 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 create, communicate, and implement the organization's vision, mission and overall direction. The CEO leads the development and implementation of the overall organization's strategy, and solicits advice and guidance, when appropriate, from the SGO and FWC Boards of Directors. The CEO has authority over and is responsible for all aspects of the operations of SGO and FWC. The CEO shall report directly to the Board of Directors.

## ARTICLE X

### FINANCE PROCEDURES

**Section 10.1 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 10.2 Audit.** The financial records of SGO shall be audited annually by a certified public accountant appointed by the Board of Directors.

**Section 10.3 Fiscal Year.** The fiscal year shall be from January 1 to December 31.

**Section 10.4 Dues.** The annual membership dues, as set by the Board of Directors, shall be payable each December 31 for the following year.

**Section 10.5 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 10.6 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 10.7 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 XI

### SEAL

**Section 11.** 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 XII

### WAIVER OF NOTICE

**Section 12.** 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 XIII

### PARLIAMENTARY AUTHORITY

**Section 13.** 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 XIV

### INDEMNIFICATION AND INSURANCE

**Section 14.1 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:

1. 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;
2. 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;
3. Transaction from which the person derived an improper personal profit or benefit; or
4. Willful misconduct.

**Section 14.2 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 XV

### DISSOLUTION

**Section 15.** 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:

1. All liabilities and obligations shall be paid, satisfied, and discharged or adequate provision shall be made therefor.
2. 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 XVI

### AMENDMENTS

**Section 16.1** **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 16.2** **Amendment Process.** Amendments to Bylaws may be proposed by the Board of Directors or by any Full or Associate Member in good standing. Proposed bylaw amendments are to be referred to the Governance 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 (2/3) of the votes cast with not less than fifteen (15) percent of the Full Membership voting.