# BYLAWS

# AMERICAN UROGYNECOLOGIC SOCIETY

## ARTICLE I.
## The Society

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

**2. Office**. The corporation shall maintain an agent for services of process in the State of California. The principal office shall be located at such place as the Board of Directors may designate from time to time. The corporation may also conduct its activities and hold meetings at any location, including by electronic means.

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

## ARTICLE II.
## Objectives and Purposes

**1. Objectives**. Objectives of the Society will be:

(a) To disseminate information regarding progress in urogynecology and reconstructive pelvic surgery.

(b) To provide the opportunity for the exchange of experiences and opinion through discussion, study and publications in this discipline.

(c) To encourage original research in this discipline.

(d) To promote the acquisition of knowledge and improve clinical training in urogynecology and reconstructive pelvic surgery.

(e) To facilitate education and awareness about pelvic floor disorders.

**2. Limitation on Corporate Activities**.

(a) No substantial part of the activities of the Society shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Society shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

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

## ARTICLE III.
## Membership

**1. Voting Membership**. Voting membership in the Society is limited to the following:

(a) Individuals who hold an active MD or DO license and are actively engaged in the field of urogynecology and reconstructive pelvic surgery. Such members must pay annual dues to the Society and may vote on all matters that properly come before the membership, serve on the Board of Directors, and hold office and

(b) Individuals who hold an active license to practice as a registered nurse, nurse practitioner, physician assistant, physical therapist, or research scientist and are actively engaged in practice or research related to urogynecology and reconstructive pelvic surgery. Such members must pay annual dues to the Society and may vote on all matters that properly come before the membership, serve on the Board of Directors, and hold the office of Treasurer.

The term "Voting Members" shall refer collectively to those individuals described in this Article III, Section 1.

**2. Nonvoting Membership**. The following criteria must be met for nonvoting membership classes which have no vote, nor are members of such classes eligible to serve on the Board of Directors or hold office, they may however serve on committees or task forces:

(a) Individuals who are medical students, fellowship program coordinators, residents or health care professionals who do not fall within another category, and who have an interest in the field of urogynecology and reconstructive pelvic surgery, and industry/corporate employees and government officials who work in but do not actively practice in the field of urogynecology and reconstructive pelvic surgery. Dues and other terms of nonvoting memberships are specified by the Board of Directors.

(b) Individuals who are granted Life and Honorary memberships according to terms specified by the Board of Directors. No dues are paid by Life or Honorary members.

**3. Applications for Membership**. All applicants for membership must complete and sign the application form provided by the Society and submit the application to the Society.

**4**. **Admission of Members**. All applicants have the burden to demonstrate that they meet the membership criteria.

**5. Voluntary Termination**. At any time, a member may voluntarily terminate its membership in the Society by delivering to the Society written notice specifying the effective date of such voluntary termination.

**6. Expulsion**. Any member may be expelled for cause by a two-thirds vote of the Directors. Failure for more than 90 days by Voting Members, or Nonvoting Members to pay any required membership dues, as well as failure of any member to meet the applicable criteria for membership, constitute cause for expulsion. Other causes for expulsion may be determined at the discretion of the Directors. Proposed expulsion for any reason other than a failure to pay dues shall entitle the member to receive advance written notice, setting forth the reason for the proposed expulsion; an opportunity to contest the proposed expulsion; and final written notice of the Directors' decision.

## ARTICLE IV.
## Membership Dues

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

**2. Failure to Pay Dues**. Any member of the Society whose payment of dues is delinquent for a period of 30 days shall be treated pursuant to the terms of Article III, Section 6 of these Bylaws. Termination of membership shall not extinguish any member's financial obligations to the Society.

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

## ARTICLE V.
## Membership Meetings and Voting

**1. Meetings of Members; Quorum.**

(a) Members shall meet at least annually, with notice provided in writing or electronically at least thirty (30) days in advance of any meeting.

(b) A meeting of the members may be conducted, in whole or in part, by electronic transmission by and to the corporation, electronic video screen communication, conference telephone, or other means of remote communication. However, the conditions on which a fully remote meeting may be held are unanimous member consent, board determination of emergency, or provision of a live audiovisual feed, or otherwise as required by the California Corporations Code Section 5510.

(c) Member voting without a meeting may also occur via U.S. mail, overnight delivery, or

electronic ballot.

(d) Ten percent of the Voting Members shall constitute a quorum; a majority of votes is required to carry a matter where a quorum exists, unless otherwise provided by these Bylaws or California law.

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

**3. Voting By Ballot**.

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

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

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

## ARTICLE VI.
## Liability of Members

A member of the Society is not, as such, personally liable for the debts, liabilities, or obligations of the Society.

## ARTICLE VII.
## Board of Directors

**1. Directors**. The governing body of the Society is the Board of Directors (the "Board"), which

has authority and is responsible for the governance of the Society. The Board establishes Society policy and monitors implementation of such policy by the Society's employed staff under the direction of the Chief Executive Officer (CEO).

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

(a) Seven (7) directors-at-large (the "Directors-at-Large");

(b) The four (4) officers set forth in Article VIII, Section 1 of these Bylaws (the "Officer Directors").

(c) One additional Director known as the "Appointed Director" may be appointed by the President as a voting member.

(d) The CEO of the Society (the "CEO"), who shall serve as an *ex officio*, non-voting member.

Except where noted differently, the term "Directors," as used in these Bylaws, shall refer collectively to the Directors-at-Large, the Appointed Director and the Officer Directors. The terms "Board of Directors" and "Board" shall refer collectively to the Directors-at-Large, the Appointed Director and the CEO.

**3. Qualifications**.

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

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

(c) The Appointed Director must meet the specifications and/or requirements as set forth by the Board of Directors annually.

**4. Election and Term of Office**.

(a) Election and Appointment

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

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

(iii) The individual serving as CEO is not elected to the Board and serves by virtue of their respective role as such.

(iv) The individual serving as an Appointed Director is appointed by the AUGS President with approval from the Board of Directors.

(b) Term

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

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

(iii) The individual serving as CEO shall serve on the Board for so long as they occupy the respective position.

(iv) The Appointed Director shall serve for a term of one-year, and the term may be renewed for up to three years and may not be reappointed to the Board. However, a person who has previously served as the Appointed Director may serve a consecutive term as a Director-at-Large in accordance with the election procedures outlined in these bylaws.

**5. Meetings**.

(a) The Board shall meet at least annually at whatever time and place it selects. The presence of a majority (7) of the Directors constitutes a quorum. A majority of votes cast is required to carry a matter at any meeting at which a quorum is present, unless otherwise provided by these Bylaws or California law. Proxy voting is not permitted.

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

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

(d) Special meetings may be held upon 48 hours' notice by email or telephone, including voicemail. All such notices must be delivered to each member of the Board.

**6. Participation in Meeting Via Electronic Means**. Members of the Board or any committee thereof may participate in a meeting of the Board or such committee by means of remote communication, including but not limited to conference telephone, video conferencing,

webinar platforms, or other electronic transmission technology. Participation in a meeting by any such means shall constitute presence in person at the meeting, provided that:

(a) All participants are able to communicate concurrently with each other throughout the meeting;

(b) Each participant is provided the means to participate in all matters before the Board, including, without limitation, the capacity to propose, vote on, and/or interpose an objection to, a specific action to be taken by the Society.

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

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

**9. Removal**. A Director-at-Large or Appointed Director may be removed in accordance with applicable provisions of the California Nonprofit Corporation Law. An Officer Director or the CEO shall be automatically removed from the Board if such individual ceases to serve as an Officer, or CEO, as the case may be.

**10. Vacancies**.

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

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

## ARTICLE VIII.
## Officers

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

**2. Qualifications**. Officers must be Voting Members of the Society, licensed as an MD or DO,

Board Certified in urogynecology and reconstructive pelvic surgery or eligible for such Board certification. Additionally, the President-Elect must have previously served as a Director-at-Large or Treasurer. Qualifications for the position of Treasurer will be determined by the Board in advance of the election. No person may hold more than one office at the same time.

**3. Election and Term of Office**.

(a) Election

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

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

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

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

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

(b) The Treasurer shall serve for a term of three (3) years.

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

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

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

**7. Vacancies**.

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

(b) In the event that no qualified candidate is available to stand for election to the office of Treasurer at the time of a regularly scheduled election, the Board of Directors may, by

majority vote, appoint the immediate past Treasurer to serve one (1) additional year in the office. Such appointment shall be made notwithstanding any term limits otherwise applicable to the office of Treasurer. The appointed Treasurer shall serve until the next regularly scheduled election, at which time the position shall again be subject to the standard nomination and election procedures set forth in these Bylaws.

## ARTICLE IX.
## Committees

**1. Executive Committee**. Together with the CEO, who serves without vote, the Officer Directors shall constitute an Executive Committee authorized to act in between Board meetings in emergency or timely situations. In the event of a tie, a vote will be put forward to the Board.

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

**3. Governance Committee**. The Governance Committee is appointed by the President to regularly review the policies, procedures, and governing documents of the Society and consistently ensure that the Society implements the standards of best practice among Section 501(c)(3) public charities.

**4. Other Committees**. The President or the Directors may, from time to time, appoint whatever other committees are deemed necessary to operate the Society.

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

## ARTICLE X.
## Indemnification

To the fullest extent permitted by the Nonprofit Public Benefit Corporation Law of the State of California and the Internal Revenue Code, the Society shall indemnify any of its directors, officers, agents and employees who have been named as a party or is threatened to be made a party to any proceeding. For purposes of this Article X, the term “proceeding” shall mean any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative.

## ARTICLE XI
## Miscellaneous

**1. Chief Executive Officer (CEO).** The Society shall employ a CEO, who shall be appointed or terminated by the Executive Committee. The CEO shall be responsible for implementing policies established by the Directors and shall be accountable to the Directors. The CEO shall

serve as an *ex officio*, non-voting member of the Board.

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

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

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

**5. Amendment**.

(a) These Bylaws may be adopted, amended, or repealed by an affirmative vote of two-thirds of the Directors present at any regular or special meeting of the Board.

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

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

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

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

(iii) increase the terms of the Directors.

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