

THE BYLAWS OF THE AAGL

Bylaw Amendments Last Ratified by Membership November 2009

ARTICLE I

NAME

The name of this organization shall be the AAGL (hereinafter sometimes referred to as the "Association").

ARTICLE II

PURPOSE

In addition to the specific purposes listed in the Articles of Incorporation, the general purpose of the Association shall be to educate and stimulate interest in all aspects of gynecologic endoscopy and minimally invasive gynecologic care.

ARTICLE III

MEMBERSHIP

Section 1. Classes of Membership.

a. There shall be eight classes of membership:

1. Regular Membership
2. Associate Membership
3. Honorary Membership
4. Founding Membership
5. Resident/Fellow Membership
6. Retired Membership
7. Life Members
8. Corporate Members

b. Regular, Honorary, Founding, Life, Retired, and full dues paying Resident/Fellow members shall have the right to vote on association matters.

Section 2. Qualifications.

- a. Regular Membership: To be eligible to become a regular member of the Association, an applicant must be a physician and possess an interest in gynecologic endoscopy and minimally invasive gynecologic care; and be in good standing with their licensing body.
- b. Associate Membership: To be eligible to become an associate member of the Association, an applicant should be a professional in the health care industry and have an interest in the field of gynecologic endoscopy and/or minimally invasive gynecologic care.
- c. Honorary Membership: Honorary members are elected by a vote of the Board of Trustees.
- d. Founding Membership: Founding members shall be those current members who attended the first annual meeting.
- e. Resident/Fellow Membership: Resident/Fellow members shall be those in training programs (residency or fellowship) with an interest in gynecologic endoscopy and/or minimally invasive gynecologic care. Application to this category must be accompanied by verification of training status by the Director of Training. Resident/Fellow members shall be required to pay dues at a reduced rate to be determined by the Board of Trustees. Upon completion of their training, Resident/Fellow members will be eligible for regular membership.
- f. Retired Membership: Retired members must be retired from active clinical practice.
- g. Life Membership: Life members must have been a member of the AAGL for a minimum of 15 years and must be retired from active clinical practice.
- h. Corporate Membership: Corporate members are those companies engaged in the health care industry that have an interest in the field of gynecologic endoscopy and/or minimally invasive gynecology.

Section 3. Admission to Membership

- a. Procedures for admission: The procedures for admission of new members shall be supervised by the Executive Committee.
- b. Application: Application for membership shall be made on the form provided by the Association. Upon receipt of the properly completed application and the payment of the required dues, the applicant for membership shall be reported to the Board of Trustees for their approval. The Executive Committee shall make independent investigation before admitting the applicant for membership, if deemed appropriate by the Board of Trustees, to determine whether the applicant meets all requirements for membership.
- c. Election: The applicant shall become a member of the Association upon the favorable action by the Board of Trustees. No person shall have the right to be admitted as a member. Membership is a privilege which may be granted only by the Board of Trustees in its absolute discretion. An application for membership shall not be reconsidered, once it has been rejected by the Board of Trustees, until at least six months' time has elapsed from the date of such rejection.
- d. The AAGL is committed to a policy of equal opportunity for all persons and does not discriminate on the basis of race, color, national origin, age, marital status, sex, disability, religion or veteran status.

ARTICLE IV

DUES

Section 1. Dues. The Board of Trustees shall determine the amount to be paid by each class of members as annual dues.

Section 2. Delinquency. Any member who is delinquent in the payment of annual dues shall be dropped from the rolls of the Association and all rights and privileges of membership shall be terminated.

Section 3. Reapplication. Any member dropped from the rolls of the Association for nonpayment of dues may apply for membership at any time upon payment of dues. Membership will be restored upon the approval of the Board of Trustees.

ARTICLE V

TERMINATION OF MEMBERSHIP

Section 1. Resignation or Death. All rights and privileges of any member shall be terminated upon written resignation or upon death.

Section 2. Nonpayment of Dues. A member shall be dropped from the rolls of the Association for failure to pay annual dues within 2 months after they become due.

Section 3. Revocation of License. Any regular member whose license to practice medicine is revoked or suspended by any state or other appropriate authority may have membership terminated.

Section 4. Qualifications. Any member who fails to meet and maintain all of the qualifications for membership shall have membership terminated.

Section 5. Expulsion.

- a. In addition to the provisions of Sections 1 through 4 of this Article, the Board of Trustees may expel, suspend or terminate a member for good and sufficient cause.
- b. The Board of Trustees shall give thirty (30) days written notice to a member of any expulsion, suspension or termination. Such notice shall state the reasons for the expulsion, suspension or termination.

- c. Any member who wishes to respond to a notice of expulsion, suspension or termination shall provide a written response to said notice not less than fifteen (15) days before the effective date of the expulsion, suspension or termination.
- d. If the Board of Trustees receives a written response to a notice of expulsion, suspension or termination as provided for in Article V, section 5c, the Executive Committee shall reconsider the notice of expulsion, suspension or termination in light of the written response, and shall recommend to the Board of Trustees, either modification, affirmation, or rescinding said notice. The Board of Trustees shall give written notice within 30 days to the member of its action.

ARTICLE VI

OFFICERS

Section 1. Number. The officers of the Association shall consist of the following: President, Vice President, Secretary-Treasurer.

Section 2. Election and Term of Office.

- a. Prior to each Annual Business Meeting the voting members shall elect a previous member of the Board of Trustees to assume the office of Secretary-Treasurer. That person shall serve a four (4) year term on the Executive Committee and shall succeed to the office of Vice President in the second year of said term, and President in the third year of said term. The term of office for said officers shall begin after the close of the annual meeting or the last scheduled meeting of the Board of Trustees in the year of election. In no event will the term of office begin later than January 1st of the year following the election.
- b. In the event a vacancy occurred by the death, resignation or removal of an officer, the Vice President will fill the unexpired term of the President before succeeding to that position; Secretary-Treasurer will fill the unexpired term of the Vice President before succeeding to that position; the Secretary-Treasurer's position should be filled within 120 days by a vote of the general membership from two candidates selected by the nominating committee; should two or more vacancies occur within the same year, the Board of Trustees may leave a position unfilled and the duties of that officer divided amongst the executive committee or the vacant position(s) may be filled for the remainder of the term by a vote of the general membership from two candidates selected by the nominating committee.
- c. Nominees for the position of Secretary-Treasurer shall be nominated in the same manner as for selecting nominees for the position of Trustees as provided for in Article VIII, Section 4, except that they must be gynecologists. There shall be two persons nominated by the Nominations Committee for the position of Secretary-Treasurer.

- d. The Secretary-Treasurer shall be elected by the general membership in the manner provided for voting for Trustees in Article VIII, Section 4 of these Bylaws.
- e. Officers must be members in good standing with the Association.

Section 3. Duties.

- a. **President:** The President shall preside at all meetings of the Association, the Executive Committee and the Board of Trustees. The President shall perform all duties usually associated with the office of President including the selection and direction of all committees authorized by the Board of Trustees. The President shall be an ex-officio member of all committees except the Nominations Committee.
- b. **Vice President:** The Vice President shall perform such duties as are assigned by the Board of Trustees. The Vice President shall be a member of the Nominating Committee.
- c. **Secretary-Treasurer:** The Secretary-Treasurer shall keep a record of all meetings of the Association, the Executive Committee and the Board of Trustees. The Secretary-Treasurer shall report on the collection of all monies and authorized disbursements and render an account thereof at the Annual Business Meeting. The Secretary-Treasurer shall perform all of the ordinary duties usually associated with the offices of Secretary and Treasurer.

ARTICLE VII

EXECUTIVE COMMITTEE

Section 1. **Members.** The Executive Committee shall consist of the President, Vice President, Secretary-Treasurer, the Immediate Past President (ex-officio), the Executive Director (ex-officio), and Executive Vice President/Medical Director (ex-officio).

Section 2. **Powers of the Executive Committee.** The Executive Committee may, when necessary, exercise all of the powers of the Board of Trustees during the interim period between meetings of the Board. Decisions by the Executive Committee may be made by a majority, thereof, of the Committee, and such decisions may be made by any form of communication, including telephonic, e-mail and fax between members thereof, without the necessity of a meeting. All decisions made by the Executive Committee shall be memorialized in writing and distributed to the Board of Trustees for their approval. The Executive Committee will serve as the Compensation and Finance Committee.

Section 3. **Meetings of the Executive Committee.** Meetings of the Executive Committee shall be at such times and places as are designated by the President of the Association. Telephone or written notice of such meetings shall be given to all members of the Executive Committee. Except in an emergency, such notice shall be given at least two (2) weeks in advance of the meeting.

ARTICLE VIII

BOARD OF TRUSTEES

Section 1. **Members.** The Board of Trustees shall consist of the Executive Committee and 8 members elected by the Association membership. Four trustees will be selected from the general membership; one trustee will be selected from each of the following geographical areas: 1) Europe, Middle East, and Africa; 2) Pacific Rim, India and Asia; 3) South America, Mexico and Central America; and 4) North America. Members of the Board of Trustees must be members of the Association in good standing.

Section 2. **Powers of the Trustees.** The full and complete power and authority to manage and control all of the assets and activities of the Association shall be vested in the Board of Trustees. Without limiting the generality of the foregoing, the Board of Trustees shall have the following purposes:

- a. To conduct, manage, and control the affairs and business of the Association and to make such rules and regulations therefore consistent with California law, with the Articles of Incorporation or the Bylaws, as they may deem best.
- b. To hire, set the terms of employment, evaluate performance and terminate employment of the Executive Vice President/Medical Director and the Executive Director of the Association.
- c. To change the principal office for the transaction of the business of the Association from one location to another within the State of California; to fix and locate from time to time one or more subsidiary offices of the Association within or without the state of California for the holding of any Trustees' meetings; and to adopt, make and use a corporate seal and to alter the form thereof from time to time as in their judgment they may deem best, provided such seal shall at all times comply with any applicable law.
- d. To borrow money and incur indebtedness for the purposes of the Association, and to cause to be executed and delivered therefore in the Association name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, or other evidences of debt and securities therefore.
- e. To foster and promote publications and contributions to medical and other scientific literature connected with the objectives and purposes of the Association.
- f. A member of the Executive Committee or Board of Trustees, who has not continued to meet the qualification for membership; for academic malfeasance; or for actions inappropriate for their elected position may be removed from office. Due process shall be the same as Termination of Membership Article V, Sections 1 through 5.

Section 3. **Term of Trustees elected by members.**

- a. Term of Office for Trustees elected by membership prior to the Annual Business Meeting of members shall be

two (2) years, or until election of their successors. The term of office shall begin after the close of the annual meeting or last scheduled meeting of the Board of Trustees in the year of election. In the event of no annual business meeting, the term of office will begin no later than January 1st of the year following the election.

- b. Two trustees shall be elected each year from the general membership and one trustee shall be elected every two years from the membership of each of the following regions: 1) Europe, Middle East, Africa; 2) South America, Mexico, Central America; 3) Pacific Rim, India and Asia; and 4) North America.
- c. Each Association member shall be entitled to cast one vote by ballot for each of the trustee positions to be filled. The persons equal in number to the number of offices for each of the categories to be filled obtaining the highest number of votes cast shall be declared elected.

Section 4. Nomination and election of trustees elected by the members.

- a. At least 75 days but no earlier than 120 days in advance of the date of the Annual Business Meeting, a Nominating Committee consisting of the current Vice President, the 3 immediate past presidents, the Executive Director and the Executive Vice President/Medical Director shall submit to the Secretary a list of nominees which shall contain one more name than there are Secretary/Treasurer or Trustees to be elected for each of the categories being elected. The most immediate, Immediate Past President will chair the Nominating Committee.
 - 1. The Nominating Committee will only select candidates from the current membership of the Association.
 - 2. The Nominating Committee will also consider as possible candidates those Association members who wish to be considered as a candidate for an Association office and whose request is supported by letters from at least 5 (five) members of the Association and submitted at least 120 days in advance of the date of the Annual business meeting.
- b. Nominations for Trustees to be elected by the membership prior to the Annual Business Meeting may also be made by petition.
 - 1. In order to be valid, any such petition for nomination shall be (1) in writing, (2) delivered to the Secretary/Treasurer 120 days prior to the Annual Meeting, (3) signed and dated by members whose signatures shall have been obtained within eleven (11) months preceding such Annual Meeting, and (4) signed by members who shall have voting rights at the time of such delivery to the Secretary and who shall constitute in number not less than five (5) percent of the total number of voting members in good standing at the time the petition is filed.
 - 2. In the event a valid nomination made by this petition results in more than the authorized number of candidates as listed in Article VI, Section 2a and Article VIII, Section 1 no candidate will assume office unless elected by at least a simple majority of the votes received. In the event no candidate is elected a subsequent run off election will be held from the two candidates receiving the highest number of votes.
 - 3. If a run off election is required, ballots will be mailed prior to the Annual Meeting. To be counted, ballot

forms must be received by the current Secretary-Treasurer within not more than 21 days after the closure of the Annual Meeting.

- c. The nominating process shall close no later than 5:00 p.m. on the 75th day prior to the first day of Annual Business Meeting, or if that day falls on a weekend, or holiday, at 5:00 p.m. on the next succeeding business day. Dates and times shall be those at the location of the primary office of the Association.
- d. Voting for Trustees chosen by members shall start not less than forty-five (45) days prior to the Annual Meeting. Confidential ballots shall be sent to each voting member containing the names of those candidates nominated by the Nominating Committee and those candidates nominated by petition. To be counted ballots must be received by the Secretary-Treasurer or designee not less than fourteen (14) days prior to the date of the Annual Business Meeting.
- e. There shall be no proxies in the election for Trustees.
- f. The results of the election shall be announced at the Annual Business Meeting.

Section 5 The Executive Vice President/Medical Director. The Executive Vice President/Medical Director shall have the responsibility for formulating organizational and medical policies subject to approval of the Board of Trustees. The Executive Vice President/Medical Director shall be an ex-officio member of the Board of Trustees and all committees.

Section 6. The Executive Director. The Executive Director shall be responsible to the Board of Trustees for the day-to-day operation of the Association and its staff. The Executive Director shall be an ex-officio member of the Board of Trustees and all committees.

Section 7. Vacancies. Any vacancy occurring on the Board of Trustees for any reason (except as specified in Article 6, Section 2b) may be filled by appointment by the remaining members of the Board of Trustees. The person so chosen shall serve until the expiration of the unexpired term of the person whom they replace.

Section 8. Quorum. A majority of the Board of Trustees shall constitute a quorum for the transaction of business.

Section 9. Roberts Rules of Order will be followed at all meetings of the Association. The rules contained in Roberts Rules of Order shall govern the organization in all cases to which they are applicable and in which they are not inconsistent with these by-laws.

ARTICLE IX

MEETINGS OF THE MEMBERSHIP

Section 1. Annual Meeting. A meeting of the membership of the Association, to be known as the Annual Business Meeting, shall be held each year.

Section 2. Time and Place. The time and place of the Annual Meeting shall be designated by the Board of Trustees. The Secretary-Treasurer shall give notice of the meeting by mail to each member of the Association not less than forty-five (45) days before the date of the meeting.

Section 3. Special Meetings. Special meetings of the membership of the Association may be called by the Board of Trustees for such time and place as it may designate, provided notice thereof by mail shall have been given to each member of the Association not less than thirty (30) days before the date of the meeting. Said notice shall state the purpose or purposes for which the meeting is called.

Section 4. Quorum. The voting members of the Association present shall constitute a quorum for the transaction of business at the Annual Meeting or any specially called meeting of the membership of the Association.

ARTICLE X

COMMITTEES and SPECIAL INTEREST GROUPS

Section 1. Standing Committees. The Association shall have the following standing committees.

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| a. Advisory Committee | i. Finance Committee |
| b. Affiliated Society Committee | j. Long Range Annual Meeting Planning |
| c. Audit Committee | k. Nominating Committee |
| d. Bylaws Committee | l. Practice Committee |
| e. Compensation Committee | m. Publications Committee |
| f. Continuing Medical Education Committee | n. Website Committee |
| g. Editorial Committee | |
| h. Ethics Committee | |

Section 2. Other Committees. The Association President may create ad hoc committees at his/her discretion during his/her term in office. Ad Hoc Committees will terminate at the end of each calendar year unless renewed. .

Section 3. Members of the Committee. The President shall select, except as specified in Article VII, Section 1; Article VII, Section 2; and Article VIII, Section 4a; the chair and members of all committees. Members selected to committees

will be subject to the approval of the Board of Trustees.

Section 4. No member shall chair a committee longer than three consecutive years except for newly established or significantly restructured committee when, at the Board's discretion, the chair may be appointed for a fourth term.

Section 5. The terms for all appointed committee members shall be for the calendar year in which they were appointed unless specifically noted.

Section 6. Special Interest Groups are not committees and will function under their own charter as established by the Board of Trustees.

ARTICLE XI

CORPORATE SEAL

The Association shall have a common seal, consisting of two concentric circles inscribed with the name of the Association and words "Nonprofit, incorporated June 27, 1972."

ARTICLE XII

ASSOCIATION OFFICES

The Association shall have, and continuously maintain, its principal office for the transaction of business within the State of California. It may have such other offices, within and without the State of California, as the Board of Trustees may from time to time determine.

ARTICLE XIII

BOOKS AND RECORDS

The Association shall keep complete and correct books and records of account and shall also keep minutes of the proceedings of the Board of Trustees, Executive Committee, committees, and meetings of its members. The Association shall also keep at its principal office a record of the names and addresses of the members of the Association entitled to vote. All books and records of the Association may be inspected by any member of the Association for any proper purpose at any reasonable time.

ARTICLE XIV

MISCELLANEOUS PROVISIONS

Section 1. Rules. The Board of Trustees may adopt rules to cover any matters not covered by these Bylaws. Such rules may be adopted, modified, or rescinded by action of a majority of the Board of Trustees.

Section 2. Dissolution of the Association. The Association is not organized, nor shall it be operated, for pecuniary gain or profit, and it does not contemplate the distribution of gains, profits or dividends to the members thereof and is organized solely for nonprofit purposes. The property, assets, profits and net income of the Association are irrevocably dedicated to charitable and educational purposes and no part of the profits or net income of the Association shall ever inure to the benefit of any Trustee, officer or member thereof. Upon the winding up or dissolution of the Association, after paying or adequately providing for its debts and obligations, the remaining assets shall be distributed to a nonprofit fund, foundation or corporation, which is organized and operated exclusively for charitable, education, religious and/or scientific purposes. If the Association holds any assets in trust, such assets shall be disposed of in such a manner as may be directed by decree of the Superior Court of the county in which the Association's principal office is located, upon petition therefore by the Attorney General or by any person concerned in the liquidation.

Section 3. Adjudication of disputes. Any dispute arising shall be subject to the laws and jurisdiction of the State of California.

ARTICLE XV

AMENDMENTS

Section 1. Proposing and Adopting Amendments. The Board of Trustees or any voting member of the Association may offer a proposed amendment(s) to these Bylaws. Any proposed amendment(s) shall be presented to the Bylaws Committee, which shall study the proposed amendment(s) and present a recommendation to the Board of Trustees at its next meeting or at a special meeting called for the purpose. The full text of the proposed amendment(s) shall be sent to each voting member 30 days prior to voting and voting will stay open for at least 30 days thereafter. To be ratified the amendment must be approved by two-thirds of the members casting a vote. If the Bylaws Committee or the Board of Trustees shall not approve of the amendment(s), such proposed amendment(s) may be brought to the membership at the Annual Meeting for vote if supported by the signatures of 10% of all the voting members of the Association.