

Bylaws of the AAGL

Ratified by the AAGL membership on November 3, 2017 to be effective January 1, 2018

ARTICLE I NAME

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

ARTICLE II PURPOSE

SECTION 1. General Purpose

The Association is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the California Nonprofit Corporation Law for charitable and educational purposes.

SECTION 2. Specific Purpose

The specific purpose of the Association shall include, without limitation, in addition to the specific purposes listed in the Articles of Incorporation, to educate and to stimulate interest in all aspects of gynecologic endoscopy and minimally invasive gynecologic care.

ARTICLE III ASSOCIATION OFFICES

The Association shall have, and continuously maintain, its principal office within the State of California, and additional offices at such other place or places established by resolution of the Board of Directors.

Article IV MEMBERSHIP

SECTION 1. Definition of Membership

- A. Classes of membership.** There shall be eight (8) classes of membership:
1. Regular membership
 2. Electronic-only membership
 3. Resident/fellow membership
 4. Retired membership
 5. Life membership
 6. Associate membership
 7. Corporate membership
 8. Honorary membership

B. Qualifications for Membership

1. Regular membership. A Regular member must (i) be a licensed physician, (ii) possess an interest in gynecologic endoscopy and/or minimally invasive gynecologic care, and (iii) be in good standing with his or her applicable licensing body.

2. Electronic-only membership. An Electronic-only member must (i) be an active member of another medical association and (ii) demonstrate an interest in gynecologic endoscopy and/or minimally invasive gynecologic care.

3. Resident or fellow membership. A Resident or Fellow member must (i) be in a professional training program related to gynecologic endoscopy and/or minimally invasive gynecologic care, and (ii) have their application endorsed for verification of training status by the Director of Training or equivalent officer. Applicants who are qualified to become resident/fellow members and are also qualified to become regular members may choose which category of membership for which they wish to be considered.

4. Retired membership. A Retired member is former regular member who has retired from active clinical practice.

5. Life membership. A Life member is a retired member who has been a Regular member of the Association for a minimum of 15 years.

6. Associate membership. An Associate member must (i) be a non-physician professional in the healthcare industry and (ii) possess an interest in gynecologic endoscopy and/or minimally invasive gynecologic care.

7. Corporate membership. A Corporate member must be an entity that (i) does commercial business or research in the healthcare industry and (ii) has a demonstrated interest in gynecologic endoscopy and/or minimally invasive gynecologic care.

8. Honorary membership. An Honorary member is an individual elected to such membership by the Board of Directors of the Association by virtue of their interest in and/or conspicuous contributions to gynecologic endoscopy and/or minimally invasive gynecologic care but does not meet the qualifications for other membership categories.

9. Founding members. A Founding member is a member from any membership class that attended the first annual meeting of the Association. This membership class is a ceremonial designation only, without membership benefits or voting rights.

10. Conditions and Restrictions. All members shall abide by the Articles of Incorporation, Bylaws, policies and decisions of duly constituted committees approved by the Board of Directors of the Association. The Board of Directors shall adopt such written rules, requirements and procedures relating to membership, provided such written rules, requirements and procedures shall not contradict these Bylaws.

C. Rights and Privileges of Membership

1. Regular membership. Regular members shall have the right to vote on all Association matters presented for vote to the members of the Association, to be appointed to committees, to be elected to the Board of Directors and to be elected to offices of the Association.

2. Electronic-only membership. Electronic-only members are not “members” of the Association within the meaning of section 5056 of the California Nonprofit Corporation Law. Electronic-only members shall not have the right to vote on matters presented for vote to the members of the Association, to be appointed to committees, or be elected to offices or the Board of Directors of the Association. Electronic-only members receive publications and other educational products of the Association in digital (electronic) form only.

3. Resident/Fellow membership. Resident/fellow members shall have the right to vote on all Association matters presented for vote to the members of the Association, and to be elected to the Board of Directors but not to offices of the Association. Resident/fellow members shall have a right to be appointed to committees and/or as a representative to the Board of Directors and in that capacity vote on issues discussed within the activities of the committee or Board. Upon completion of training, resident/fellowship shall be eligible for Regular membership but their resident/fellow membership will terminate.

4. Retired membership. Retired members shall have the right to vote on all Association matters presented for vote to the members of the Association, to be appointed to committees, and to be elected to the Board of Directors. Retired members shall not have a right to be elected to be an Officer of the Association.

5. Life membership. Life members shall have the right to vote on all Association matters presented for vote to the members of the Association, to be appointed to committees, and to be elected to the Board of Directors. Life members shall not have a right to be elected to be an Officer of the Association.

6. Associate membership. Associate members shall have the right to vote on all Association matters presented for vote to the members of the Association but shall not have a right to be elected to offices or the Board of Directors of the Association. Associate members shall have the right to be appointed as members of committees.

7. Corporate membership. Corporate members are not “members” of the Association within the meaning of section 5056 of the California Nonprofit Corporation Law. Corporate members shall not have the right to vote on matters presented for vote to the members of the Association, to be appointed to committees, or be elected to offices or the Board of Directors of the Association.

8. Honorary membership. Honorary members are not “members” of the Association within the meaning of section 5056 of the California Nonprofit Corporation Law. Honorary members shall not have the right to vote on matters presented for vote to the members of the Association, to be appointed to committees, or be elected to offices or the Board of Directors of the Association.

SECTION 2. Admission to membership

A. Authority. Membership may be granted only by the Board of Directors of the Association upon recommendation of the Membership Committee.

B. Nondiscrimination. The Association is committed to equal opportunity for all persons who meet criteria for membership and does not discriminate on the basis of race, color, national origin, age, marital status, gender, sexual orientation, disability, religion, or veteran status.

C. Application. Application for membership shall be made on the appropriate form, and in conformance with the procedures and requirements established in writing by the Association.

D. Procedures for admission. The procedures for admission of new members shall be established and supervised by the Executive Committee, with approval by the Board of Directors. Upon receipt of the properly completed application and payment of the required application fees and/or dues, the application for membership shall be referred to the Membership Committee for recommendation for approval or denial.

1. If approval is recommended by the Membership Committee, membership shall be deemed automatically approved.

2. If the Membership Committee recommends denial of the application, said application shall be automatically referred to the Executive Committee, which shall make or cause to be made an investigation to determine whether the applicant meets all requirements for membership.

a. The Executive Committee shall be authorized to seek input from professional advisors to conduct such investigation.

b. Upon completion of the investigation, the Executive Committee shall make a recommendation to the Board of Directors of the Association, who will make the final decision regarding approval or denial of the membership application by majority of the Board members casting a vote.

E. Acceptance. The applicant shall become a member of the Association only upon the approval of the application. If the application for membership is denied, such applicant shall not be reconsidered for membership until at least six months have elapsed from the date of rejection and upon presentation of rationale and supportive documentation to merit reconsideration.

ARTICLE V DUES

SECTION 1. Dues. The Board of Directors shall determine from time to time the amount to be paid annually as dues by each class, and within each class, of membership.

SECTION 2. Delinquency. Any member who is delinquent in the payment of annual dues may, upon recommendation of the Board of Directors, cease to be a member of the Association on the 60th day following the due date for such payment, and all rights and privileges of membership shall thereupon be terminated.

SECTION 3. Reinstatement. Any member who ceases to be a member of the Association for nonpayment of dues may appeal to the Membership Committee for reinstatement. Membership may be restored only upon the approval of the Board of Directors of the Association upon recommendation of the Membership Committee. Applicable fees and dues may be assessed by the Membership Committee, in accordance with guidelines approved by the Board, upon reinstatement.

ARTICLE VI TERMINATION OF MEMBERSHIP

SECTION 1. Resignation or Death. All rights and privileges of any member shall be terminated upon written or email resignation or upon death. Any dues already paid to the Association shall not be refunded upon termination of membership.

SECTION 2. Revocation of License. The membership of any professional member of the association shall terminate upon revocation or suspension of his or her professional license by any state or other competent authority. Any dues already paid to the Association shall not be refunded upon such termination of membership.

SECTION 3. Disqualification. The membership of any member who fails to meet or maintain all of the qualifications for membership in his or her class of membership shall be terminated, but may be offered membership through another category for which her or she remains qualified. Disqualification of a member may also be considered if the member is convicted of criminal acts, engages in any act of malfeasance, or has been declared incompetent by a court order, convicted of a felony, or found by court order or judgment to have breached a duty under the California Nonprofit Corporations Law. Any dues already paid to the Association shall not be refunded upon such termination of membership.

SECTION 4. Discipline. A member may be publicly reprimanded, fined, suspended or terminated for cause by the majority of the Board casting a vote or its designee. Cause shall include a failure, in serious degree, (1) to observe the Association's rules of conduct as prescribed by the Board in these Bylaws or otherwise, (2) to abide in the lawful decisions of any duly constituted committee of the Association after approval of the Board, or (3) to

engage in any conduct which is deemed by the Board or its designee contrary or prejudicial to the interests and/or purposes of the Association.

A. The discipline shall occur only after the member has been given a fifteen (15)-day prior written notice of the proposed discipline and the reasons therefor.

1. The notice shall also advise the member of the member's opportunity to appeal to the Ethics Committee, orally or in writing, as determined by the Board, not less than five (5) days before the effective date of the discipline by the Board or its designee.

2. The Ethics Committee shall make a recommendation to the Executive Committee to uphold or overturn the discipline not more than five (5) days from the date of the appeal.

3. The Board shall make a final decision regarding the discipline not more than five (5) days from receiving the recommendation of the Ethics Committee by a simple majority vote of the quorum.

4. If the member being terminated is also an elected officer or a director of the association, then removal will follow the process outlined in Article VIII, Section 3.

B. The Board is not required to follow the above procedure when imposing lesser discipline such as private reprimand.

ARTICLE VII OFFICERS

SECTION 1. Appointed Officers.

A. Medical Director. The Medical Director shall be a physician who is a Regular member, a retired member, or a life member of the Association at the time of his or her instatement. The Medical Director shall be responsible for formulating all organizational and medical policies, and overseeing all educational activities, subject to approval of the Board of Directors. The Medical Director has the right to attend and participate at all meetings of the Board and all committee meetings except the Audit and Compensation Committees. The Medical Director shall be non-voting.

B. Executive Director. The Executive Director need not be a physician nor qualify for membership in the Association. He or she shall be responsible for the day-to-day operation of the Association and management of its staff, subject to the oversight of the Board of Directors. The Executive Director has the right to attend and participate at all meetings of the Board and all committee meetings except the Audit and Compensation Committees. The Executive Director shall be non-voting.

1. The Executive Director shall provide or cause to be provided administrative support for Board of Directors and Executive Committee activities, the membership business meeting, all committees, task forces, and other advisory bodies of the Association except the Audit and Compensation committees.

SECTION 2. Elected Officers.

A. Every elected Officer of the Association must be a Regular member of the Association in good standing, must have served previously as a member of the Board of Directors of the Association, and must not have served previously as an Officer of the Association.

B. Elected Officers shall be elected by the voting members of the Association from a slate of candidates presented by the Nominations Committee as described in Article X.

C. Description of Elected Officers

1. Secretary-Treasurer. Prior to each Annual Business Meeting, the voting members of the Association shall elect a previous member of the Board of Directors to the office of Secretary-Treasurer. The elected person shall serve a four-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 and Immediate Past President in the fourth year of said term, unless otherwise determined by the voting members of this Association, until disqualified for membership (as described in Article VI), until resignation (as described in Article VII, Section 3), or until removal from office (as described in Article IX, Section 6).

a. The term of office for the Secretary-Treasurer shall begin on January 1st of the year following election.

b. The Secretary-Treasurer shall inform the membership of the Elections and provide notification of the Annual Business Meeting.

c. The Secretary-Treasurer shall report on the collection of all revenues and disbursements and render an account thereof at the Annual Business Meeting, which report and account may be prepared by appropriate Association Staff.

d. The Secretary-Treasurer shall keep or cause to be kept records of all meetings of the Executive Committee, the Board of Directors, and the Annual Business Meeting of the membership. The Secretary-Treasurer shall certify and keep or cause to be kept at the principal office of the Association the original or a copy of these Bylaws as amended to date. Upon request, the Secretary-Treasurer shall deliver or cause to be delivered at all reasonable times to any Director copies of these Bylaws and the record of such meeting minutes.

e. The Secretary-Treasurer shall oversee or cause to be overseen the financial affairs of the Association according to Generally Accepted Accounting Principles (GAAP). The Secretary-Treasurer shall also cause to be kept and maintained adequate and correct books and records of accounts, prepare or cause to be prepared, and certify, financial statements to be included in any required reports.

f. The Secretary-Treasurer shall serve as chair of the Finance Committee.

g. The Secretary-Treasurer shall perform all other duties usually associated with the offices of both Secretary and Treasurer of a non-profit corporation.

2. Vice President. The Vice President shall succeed to the office of President unless otherwise determined by the voting members of this Association, until disqualified for

membership (as described in Article VI), until resignation (as described in Article VII, Section 3), or until removal from office (as described in Article IX, Section 6).

- a. The term of office for the Vice President shall begin on January 1st.
- b. The Vice President shall, in the absence or disability of the President, perform all duties of the President and perform such other duties assigned by the Board of Directors.

3. President. The President shall serve in that capacity for a one (1) year term on the Board of Directors and on the Executive Committee, unless otherwise determined by the voting members of this Association, until disqualified for membership (as described in Article VI), until resignation (as described in Article VII, Section 3), or until removal from office (as described in Article IX, Section 6).

- a. The President shall succeed to the ad hoc position of Immediate Past President.
- b. The term of office for the President shall begin on January 1st.
- c. The President shall preside at all meetings of the Executive Committee, the Board of Directors, and the Annual Business Meeting of the membership.
- d. The President shall perform all duties usually associated with the office of President of a non-profit corporation, including the selection of all members of all committees, subject to approval of the Board of Directors.
- e. The President shall keep the Board of Directors and the membership fully informed about the affairs and condition of the Association and shall conduct the business of the Association pursuant to and in accordance with such policies as may be prescribed from time to time by the Board of Directors.
- f. The President shall be an ex-officio, voting member of all committees except the Audit, Membership, Nominations, and Scientific Program Committees.
- g. The President shall serve as chair of the Compensation Committee and the Executive Committee.

4. Immediate Past President. The Immediate Past President shall serve in that capacity for a one (1) year term on the Board of Directors and on the Executive Committee, unless otherwise determined by the voting members of the Association, until disqualified for membership (as described in Article VI), until resignation (as described in Article VII, Section 3), or until removed from office (as described in Article IX, Section 6).

- a. The term of office for the Immediate Past President shall begin on January 1st.
- b. The Immediate Past President shall be the chair of the Nominations Committee.
- c. The Immediate Past President shall perform such other duties assigned by the Board of Directors.

SECTION 3. Officer Vacancies

A. Any Officer may resign at any time by giving written notice to the Board of Directors. Such a written resignation will be effective on the later of (i) the date it is delivered or (ii) the time specified in the written notice that the resignation is to become effective. No

Officer may resign if the Association would then be left without a duly elected Officer in charge of its affairs, except upon notice to the California Attorney General.

B. Any Officer may be removed to the extent permitted by law or these Bylaws.

C. If an office is vacated by reason of death, resignation, disqualification, removal, expulsion of an elected Officer, or any other cause, then the vacated position shall be filled, as applicable:

1. If the office of Immediate Past President becomes vacant for any reason, the most recent, available Past President shall fill the duties of the Immediate Past President for the remainder of the unexpired term, at which time the current President succeeds to that position.

2. If the office of President becomes vacant for any reason prior to May 1st, the Vice President will vacate the office of Vice President and assume the office of President for the remainder of the term. If the office of President becomes vacant after May 1st the Vice President shall fill the duties of the Immediate Past President for the remainder of the unexpired term before succeeding to that position in the following year.

3. If the office of Vice President becomes vacant for any reason prior to May 1st the Secretary-Treasurer will vacate the office of Secretary-Treasurer and assume the office of Vice President for the remainder of the term. If the office of Vice President becomes vacant after May 1st, the Secretary-Treasurer shall fill the duties of the Vice President for the remainder of the unexpired term before succeeding to that position in the following year.

4. If the office of Secretary-Treasurer becomes vacant at any time, the position will be filled within one hundred twenty (120) days of the occurrence of such vacancy by a vote of the members of the Association from among two (2) candidates selected by the Nominations Committee.

D. If two (2) or more vacancies of elected Officers occur within the same year, the Board of Directors, subject to the provisions of applicable law, may leave one (1) position unfilled for the unexpired term not to exceed one (1) year, in which case the duties of that elected Officer will be divided among the members of the Executive Committee.

ARTICLE VIII EXECUTIVE COMMITTEE

SECTION 1. Members.

A. The Executive Committee shall consist of the President, the Vice President, the Secretary-Treasurer, the Immediate Past President, the Executive Director (non-voting) and the Medical Director (non-voting).

SECTION 2. Powers of the Executive Committee.

A. The Executive Committee is a subcommittee of the Board of Directors, and may meet as needed during the periods between meetings of the Board of Directors.

1. Actions may be taken by the Executive Committee during a duly convened meeting, or without a meeting, if approved by the unanimous written consent of all voting members

of the Executive Committee. All actions of the Executive Committee shall be presented at the next meeting of the Board of Directors for ratification or rejection.

2. The members of the Executive Committee shall also serve as members of the Finance Committee.

3. The members of the Executive Committee (except the Medical Director and Executive Director) shall also serve as members of the Compensation Committee.

B. Meetings of the Executive Committee.

1. Meetings of the Executive Committee shall be held at such times and places as may be designated by any Member of the Executive Committee and approved by a majority of the Executive Committee voting members, to conduct business presented for consideration by that body.

2. Any meeting may be held by telephone conference or other communications equipment permitted by the California Nonprofit Corporations Law, as long as all participants can communicate with one another and all other requirements of the California Nonprofit Corporations Law are satisfied. All such participants shall be deemed to be present at such meeting.

3. Notice shall be given at least two (2) weeks in advance of the meeting. Special meetings require only 48 hours' notice.

4. Quorum. A majority of the members of the Executive Committee, excluding non-voting members, shall constitute a quorum for the transactions of business.

SECTION 3. Resignation and Removal

A. Any member of the Executive Committee may resign by giving written notice to the Board of Directors. Such a written resignation will be effective on the later of (i) the date it is delivered or (ii) the time specified in the written notice that the resignation is to become effective. No Member of the Executive Committee may resign if the Association would then be left without a duly elected Director in charge of its affairs, except upon notice to the California Attorney General.

B. An elected member of the Executive Committee may be removed from office if he or she ceases to meet all the qualifications for membership; has been declared incompetent by a court order, convicted of a felony, found by court order or judgment to have breached a duty under the California Nonprofit Corporations Law or to the extent permitted by law or these Bylaws.

1. The process for removal shall be identical to the process described in Article VI, Section 4, except that removal for cause requires a 2/3 majority of the Board casting a vote.

2. Any Executive Committee member who has resigned or who has been removed shall return promptly to the Association all documents, property and proprietary information of the Association, and agrees not to use or retain any copies, duplicates, derivative works or summaries of such information.

ARTICLE IX BOARD OF DIRECTORS

SECTION 1. Members.

- A.** The Board of Directors shall consist of the Executive Committee and eight (8) other Members elected by the membership.
- B.** Four (4) of such eight (8) Directors shall be elected from the general membership and one (1) Director will be elected 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.
- C.** Members of the Board of Directors must be Regular members of the Association in good standing and must not have served previously as an Officer of the Association.
- D.** Members of the Board of Directors shall attest to, abide in and uphold the Bylaws, actions and other policies adopted by the Association. Failure to adhere to these requirements constitutes Cause for possible dismissal from office as discussed in Article IX, Section 6.

SECTION 2. Meetings of the Board of Directors.

- A.** Meetings of the Board of Directors shall be held at such times and places as properly called to conduct business presented for consideration by that body.
- B.** Meetings of the Board may be called by the President or the Vice President or the Secretary-Treasurer of the Board, or by any two Directors.
- C.** Notice shall be given at least two (2) weeks prior to the meeting. Special meetings of the Board shall be held upon four days' notice by first-class mail or 48 hours' notice delivered personally or by telephone, including a voice messaging system or by electronic transmission by the Association.
- D.** Any action required or permitted to be taken by the Board under any provision of law may be taken without a meeting if all members of the Board shall individually or collectively consent in writing to such action in the manner specified in the California Nonprofit Corporation Law.

SECTION 3. Quorum and Action of the Board of Directors.

- A.** Quorum. A majority of the Board of Directors, excluding non-voting members, shall constitute a quorum for the transactions of business.

B. The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the Association may adopt.

C. Every act taken or decision made by a vote of the majority of the Directors present at a meeting duly held at which a quorum is present shall be the act of the Board of Directors, unless a greater number is expressly required by the California Nonprofit Corporations Law, the Articles of Incorporation or these Bylaws.

SECTION 4. Powers of the Directors.

A. Subject to the Provisions of the Articles of Incorporation, the California Nonprofit Corporations Law, and any other applicable law, the full and complete power and authority to manage, operate and control all assets and activities of the Association shall be vested in the Board of Directors.

B. The Board of Directors may delegate the management of the activities of the Association to any person or persons, management company or committee however composed, provided that the activities and affairs of the Association shall be managed, and all corporate powers shall be exercised, only under the ultimate direction of the Board.

C. Without limiting the generality of the foregoing, the Board of Directors shall have the following powers:

1. To conduct, manage, and control the business and affairs of the Association and to make such rules and regulations therefore consistent with applicable law, the Articles of Incorporation, and the Bylaws, as they may deem appropriate.

2. To hire, set the terms of employment, evaluate performance and terminate employment of the Medical Director, the Executive Director, the Editor-in-Chief of *The Journal of Minimally Invasive Gynecology*, and the Editor-in-Chief of *SurgeryU*.

3. To change the principal office for the transaction of the Association 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 Directors' meetings; and to adopt, make and use a corporate seal and to alter the form thereof from time to time as they deem appropriate, provided such seal shall at all times comply with any applicable law.

4. To borrow money and incur indebtedness for the purposes of the Association, and to cause to be executed and delivered therefore in the Association's name promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, or other evidences of debt and securities.

5. To foster and promote publications and contributions to medical and other scientific literature connected with the objectives and purposes of the Association.

D. The Board of Directors may adopt rules to cover any matters not in conflict with these Bylaws. Such rules may be adopted, modified, or rescinded by a majority of the Board of Directors.

SECTION 5. Term of Elected Directors

A. Term of Office for Directors elected by membership prior to the Annual Business Meeting of members shall be two (2) years.

1. The term of office shall begin on January 1st of the year following the election.
2. The term of service shall continue until election and qualification of their successors, or until such Director's earlier resignation, disqualification, or removal in accordance with these Bylaws and the California Nonprofit Corporations Law.

B. Two (2) Directors shall be elected each year from the general membership and one (1) Director shall be elected every other year from the membership of each of the following regions:

1. Even-numbered years: (i) Europe, Middle East, or Africa; and (ii) North America
2. Odd-numbered years: (i) Pacific Rim, India or Asia; and (ii) South America, Mexico, or Central America

SECTION 6. Resignation and Removal

A. Any member of the Board of Directors may resign by giving written notice to the Board of Directors. Such a written resignation will be effective on the later of (i) the date it is delivered or (ii) the time specified in the written notice that the resignation is to become effective. No Member of the Board of Directors may resign if the Association would then be left without a duly elected Director in charge of its affairs, except upon notice to the California Attorney General.

B. An elected member of the Board of Directors may be removed from office if he or she ceases to meet all the qualifications for membership; has been declared incompetent by a court order, convicted of a felony, found by court order or judgment to have breached a duty under the California Nonprofit Corporations Law or to the extent permitted by law or these Bylaws.

C. An elected member of the Board of Directors may be removed from office by the Board of Directors, if said director misses, without good and substantial cause as may be determined by the Board of Directors, more than two (2) consecutive regular meetings of the Board of Directors, or more than three (3) regular meetings during any rolling 12-month period.

D. The process for removal shall be identical to the process described in Article VI, Section 4, except that removal for cause requires a 2/3 majority of the Board casting a vote.

E. Any Director who has resigned or who has been removed shall return promptly to the Association all documents, property and proprietary information of the Association, and

agrees not to use or retain any copies, duplicates, derivative works or summaries of such information.

SECTION 7. Vacancies. Any vacancy occurring on the Board of Directors for any reason may be filled by appointment by the remaining members of the Board of Directors. The person so chosen shall serve until the expiration of the unexpired term of the person replaced.

ARTICLE X NOMINATION AND ELECTION OF DIRECTORS AND OFFICERS

SECTION 1. Nomination Process and Timeline

A. At least seventy-five (75) days, but not more than one hundred twenty (120) days in advance of the date of the Annual Business Meeting, the Nominations Committee (as assembled according to Article XII, Section 3.A.4) shall submit to the Board of Directors a list of nominees containing one more candidate than needed for each Director's position to be filled and two (2) candidates for each Officer position to be filled.

1. The Nominations Committee may only consider candidates who are current, regular members of the Association and who otherwise meet the criteria to serve as a Director or as an Officer of the Association.

2. The Nominations Committee will obtain a statement of willingness to be nominated and willingness to attest to a Conflict of Interest policy from those members they wish to consider as candidates.

3. The Nominations Committee will fully consider as possible candidates those Association members who expressed a desire to be considered for a position, and whose request is supported by a one (1) -page letter explaining their reasons to be considered as a candidate for election, which must be submitted at least one hundred twenty (120) days in advance of the date of the Annual Business Meeting.

B. Except as provided in (A) above, the nominating process shall close no later than 5:00 p.m. on the seventy-fifth (75th) day prior to the 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 prevailing at the location of the Association's principal office.

C. Voting for Directors and Officers to be chosen by members shall start not less than forty-five (45) days prior to the Annual Business Meeting.

1. The Board of Directors shall name an independent agency to conduct the election. This agency shall cause confidential ballots to be sent to each voting member containing the names of those candidates nominated by the Nominations Committee.

2. Each Association Member entitled to vote on such Director and Officer positions may cast one (1) vote by ballot for each Director position to be filled and one (1) vote for each Officer position to be filled. To be counted, ballots must be received by the independent agency not less than fourteen (14) days prior to the date of the Annual Business Meeting.

3. Those persons obtaining the highest number of votes cast for the positions to be filled shall be elected. The independent agency will report the results to the Board of Directors.

- D. Proxies for the election for Directors and Officers shall not be recognized.
- E. The results of the election shall be announced prior to or at the Annual Business Meeting.

ARTICLE XI MEETINGS OF THE MEMBERSHIP

SECTION 1. Annual Business Meeting. A general 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 Business Meeting shall be designated by the Board of Directors. The Secretary-Treasurer shall provide notice of the meeting 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 Directors for such time and place as it may designate, provided notice thereof shall be given to each member of the Association not less than thirty (30) days before the date of the meeting. Such notice shall state the purpose or purposes for which the meeting is called.

SECTION 4. Manner of Giving Notice.

A. Notice of the time and place of all regular and special membership meetings shall be given by any one or more of the following methods: personal delivery of or written notice; First-class mail, postage paid; telephone, including a voice messaging system or other system or technology designed to record and communicate messages; or facsimile, electronic mail (“e-mail”) or other means of electronic transmission.

B. All such notices shall be given to the address, phone number, facsimile number, or e-mail address as shown on the records of the Association. Notice of Annual Business Meetings may be given in the form of a calendar or schedule that sets forth the date, time and place of such meeting.

C. The notice of all Annual Business Meeting or Special Meeting shall include a statement of the general nature of action proposed to be taken at such meeting.

SECTION 5. Quorum. The number of voting members of the Association present at the Annual Business Meeting shall constitute a quorum for the transaction of business at the Annual Business Meeting or any Special meeting of the membership of the Association. Unless otherwise required by these Bylaws or law, action may be taken at the Annual Business meeting or Special meeting by a majority vote.

SECTION 6. Proxies. Proxy voting is not permitted at any meeting of the members, including but not limited to standing, ad-hoc, Board and Executive Committee meetings.

SECTION 7. Action without a Meeting. Any action which may be taken at a meeting of the members may be taken by conforming to the mail balloting procedure specified in the California Nonprofit Corporation Law.

ARTICLE XII COMMITTEES

SECTION 1. Standing Committees.

- A.** The Association shall have the following Standing Committees
- 1.** Audit Committee
 - 2.** Bylaws Committee
 - 3.** Compensation Committee
 - 4.** Ethics Committee
 - 5.** Finance Committee
 - 6.** Membership Committee
 - 7.** Nominations Committee
 - 8.** Professional Education Committee
 - 9.** Scientific Program Committee

SECTION 2. Other Committees. The Board of Directors may create ad hoc committees at its discretion. Ad hoc committees will terminate at the end of the year unless renewed.

SECTION 3. Members of Committees.

A. The President shall select the chair and members of all committees with the approval of the Board, with the exception of those listed below, whose members will be chosen as described.

1. Audit Committee. The Audit Committee shall not consist of the members of the Executive Committee or the Board of Directors. It will consist of at least one (1) and not more than three (3) Association members, selected by the President with the approval of the Board.

a. The Board of Directors may engage an independent accounting firm consisting of non-member consultants to assist in audit functions.

b. The findings and recommendations of the Audit Committee will be reported to the Board of Directors.

2. Compensation Committee. The Compensation Committee is chaired by the President and shall consist of the members of the Executive Committee, except for the Medical Director and the Executive Director.

a. Association members and/or non-member consultants serving in an advisory, non-voting capacity may be appointed with the approval of the Board of Directors as necessary to perform the duties of this committee. The Compensation Committee shall make recommendations to the Board of Directors concerning compensation of the Executive Director and Medical Director. Other staff salaries shall be determined by the Executive Director, in accordance with budgeted resources.

b. The Compensation Committee will conduct an objective annual performance review of, and in consultation with, the Medical Director and Executive Director.

c. The Compensation Committee will conduct an objective annual performance review of the Editor of *The Journal of Minimally Invasive Gynecology*, with input from the Managing Editors, and in consultation with the Editor.

3. Finance Committee. The Secretary-Treasurer shall serve as the Chair of the Finance Committee. The Committee shall consist of the Executive Committee and up to two (2) other Association members and/or non-member consultants serving in an advisory, non-voting capacity as deemed necessary to perform the duties of the Finance committee as suggested by the Secretary-Treasurer with approval of the Board of Directors.

4. Nominations Committee. The Immediate Past President shall serve as Chair of the Nominations Committee (whose vote is captured but only counted in the event of a tie). If the Immediate Past President is unable to serve as Chair, the next most recent Past President will be asked to serve as Chair.

a. The Medical Director and Executive Director of the Association shall be non-voting members of the Nominations Committee.

b. There shall be additional members of the Nominations Committee, selected as follows:

1. Two (2) members of the Board of Directors who represented the general membership and are leaving the Board of Directors by virtue of having completed their term of office.

2. A representative from each Special Interest Group of the Association (specified in policies) then in existence shall be provided to serve as a member as defined in the then current policies and procedures of the organization.

The Executive Director of the Association shall provide or cause to have provided administrative support to the Nominations Committee.

5. Scientific Program Committee.

a. The Chair will be appointed by the Board of Directors.

b. The Board will suggest a slate of candidates approved by the Professional Education Committee from which the Chair must select two (2) to serve on the Scientific Program Committee.

c. The Medical Director, Executive Director, Professional Education Manager of the Association shall serve as non-voting members of the Scientific Program Committee.

d. Up to 4 (four) additional members of the Scientific Program Committee are to be chosen by the Chair of the Scientific Program Committee and approved by the Professional Education Committee.

e. The Professional Education Manager of the Association, in consultation with the Professional Education Committee, shall oversee and monitor all actions of the Scientific Program Committee to ensure compliance with rules, regulations, and policies of the Association and the ACCME.

i. Any breach or violation of the rules, regulations, or policies of the Association or the ACCME with respect to the planning, organization, or conduct of

Scientific Programs sponsored by the Association shall be brought before the Professional Education Committee for the purpose of restoring and maintaining the integrity of the Scientific Program.

ii. Any person or persons responsible for a breach or violation of the rules, regulations, or policies of the Association or the ACCME with respect to the planning, organization, or conduct of Scientific Programs sponsored by the Association shall be subject to action(s) deemed appropriate by the Professional Education Committee, and approved by the Board, including removal from the program or Scientific Program Committee.

B. No member shall chair a committee longer than three (3) consecutive years except for newly-established or significantly restructured committees when, at the Board's discretion, the chair may be appointed for a 4th year for purposes of maintaining continuity.

C. Terms for all appointed committee members shall generally be for a 12-month period commencing when appointed, unless specifically otherwise provided, generally starting on March 1st of each year, but are subject to change in the sole discretion of the Board of Directors.

ARTICLE XIII SPECIAL INTEREST GROUPS AND PROFESSIONAL INTEREST PARTNERS

Section 1. Special Interest Groups (SIGs) shall be formed and disbanded from time-to-time by the Board of Directors, to reflect the current interests and needs of the membership.

A. Special Interest Groups are not committees of the Association.

B. Special Interest Groups will follow the established AAGL charter for SIGs, elect their own Officers and Board of Directors, and operate according to the AAGL Bylaws, policies and procedures.

C. Membership in Special Interest Groups shall be by virtue of demonstrated interest in the subject of the Group and application for membership.

Section 2. Professional Interest Partners (PIPs) shall be formed and disbanded from time-to-time by the Board of Directors, to reflect the current interests and needs of the membership.

A. Professional Interest Partners are not committees of the Association.

B. Professional Interest Partners will establish their own charters with the approval of the AAGL Board, elect their own Officers and Board of Directors, and operate according to the AAGL Bylaws, policies and procedures.

C. Membership in Professional Interest Partners shall be appointed or elected by the Board of Directors of the Professional Interest Partner according to that group's charter and policies and procedures.

D. The Fellowship in Minimally Invasive Gynecologic Surgery (FMIGS) Board of Directors shall be a standing Professional Interest Partner of the Association.

ARTICLE XIV BOOKS AND RECORDS

SECTION 1. Duty to Keep Records

A. The Association shall keep complete and accurate books and records of account according to Generally Accepted Accounting Principles (GAAP).

B. The Association shall keep minutes of the proceedings of the Executive Committee, Board of Directors, and the Annual Business Meeting of the membership.

C. The Board of Directors shall cause an annual report to be sent to each Director within one hundred twenty (120) days after the close of the Association's fiscal year containing the following information:

1. The assets and liabilities of the Association as of the end of the fiscal year
2. The principal changes in assets and liabilities, including trust funds, during the fiscal year
3. The revenue or receipts of the Association, both unrestricted and restricted to particular purposes, for the fiscal year
4. The expenses or disbursements of the Association for both general and restricted purposes during the fiscal year;
5. A statement of any transaction (i) to which the Association, its parent or its subsidiary was a party, (ii) which involved more than \$50,000 or which was one of a number of such transactions with the same person involving, in the aggregate, more than \$50,000, and (iii) in which either of the following interested persons had a direct or indirect material financial interest (a mere common directorship is not a financial interest): (1) any Director or Officer of the Association, its parent, or its subsidiary; (2) Any holder of more than 10% of the voting power of the Association, its parent, or its subsidiary. This statement shall include (i) a brief description of the transaction, (ii) the names of interested persons involved; (iii) their relationship to the Association; (iv) the nature of their interest in the transaction, and (v) when practicable, the amount of that interest, provided that, in the case of a partnership in which such person is a partner, only the interest of the partnership need be stated.
6. A brief description of the amounts and circumstances of any loans, guaranties, indemnifications, or advances aggregating more than \$10,000 paid during the fiscal year to any officer or Director.
7. If the annual renewal of registration filed by the Association with the California Attorney General's Registrar of Charitable Trusts (Form RRF-1) contains all of the information required in the annual report as set forth above, then whenever the

Association is required to provide the annual report it may instead provide a copy of Form RRF-1.

ARTICLE XV GENERAL PROVISIONS

SECTION 1. Meetings by Telephone or Similar Communication Equipment.

Any meeting may be held by telephone conference or other communications equipment permitted by the California Nonprofit Corporations Law, as long as all participants can communicate with one another and all other requirements of the California Nonprofit Corporations Law are satisfied. All such participants shall be deemed to be present at such meeting.

SECTION 2. Method of Taking Action

Any action required or permitted to be taken by the Board, Executive Committee, or any Committee, under any provision of law may be taken without a meeting if all members of the Board, Executive Committee, or any Committee, shall individually or collectively consent in writing to such action in the manner specified in the California Nonprofit Corporation Law.

SECTION 3. Manner of Providing Notice of Meetings.

Notice of the time and place of all regular and special membership or Board meetings shall be given by any one or more of the following methods: personal delivery of or written notice; first-class mail, postage paid; telephone, including a voice messaging system or other system or technology designed to record and communicate messages; or facsimile, electronic mail ("e-mail") or other means of electronic transmission.

ARTICLE XVI AMENDMENT

SECTION 1. Proposing Amendments.

- A.** The Board of Directors, the Bylaws Committee, any Officer of the Association, or any Regular, Retired, or Life member of the Association may propose amendment(s) to these Bylaws.
- B.** The Bylaws Committee shall consider any proposed amendment(s) and present a recommendation to the Board of Directors, either at the next scheduled meeting of the Board of Directors or at a special meeting called for that purpose.
- C.** Any amendments to the Bylaws must receive approval of the Board of Directors by the majority of the Directors casting a vote.
- D.** In the event that such proposed Amendments recommended by the Bylaws Committee are approved by the Board of Directors, then the proposed changes to the Bylaws will be submitted to the voting members of the Association for ratification.

1. The full text of the proposed amendments shall be sent to the members with the notice of the Annual Business Meeting, or as a mail or e-mail ballot. If voting is by mail or email ballot, voting shall remain open for thirty (30) days.

2. A majority of members voting shall constitute ratification.

E. In the event that such proposed Amendments are not approved by the Bylaws Committee, or that proposed Amendments recommended by the Bylaws Committee are not approved by the Board of Directors, such proposed amendments(s) may be brought to the membership for vote if supported by the signatures of 10% of all the voting members of Association.

1. The full text of the proposed amendments shall be sent to the members with the notice of the Annual Business Meeting, or as a mail or email ballot. If voting is by mail or e-mail ballot, voting shall remain open for thirty (30) days.

2. A majority of members voting shall constitute ratification.