



BYLAWS
OF
WESTERN ASSOCIATION OF GYNECOLOGIC ONCOLOGISTS, INC.

Revised June 2007
Revised June 2015

Article I. NAME AND PURPOSE

The Western Association of Gynecologic Oncologists, Inc. (the “Association”) is incorporated under the laws of the State of California under the Nonprofit Corporation Law and is permitted to engage in any and all activities authorized by the Articles of Incorporation of the Association (the “Articles”). The purpose of the Association is to provide a forum for education and dissemination of knowledge about gynecologic oncology. The Association stimulates and promotes original scientific investigation of gynecologic oncology, and disseminates information concerning new developments in gynecologic oncology and assists in the education of physicians and others interested in the gynecological cancer patient.

Article II. OFFICES

The principal office of the Association for the transaction of its business shall be located in the City of Chicago, State of Illinois. The Association may also have offices in such other places, within or without the State of Illinois, where it is qualified to do business.

Article III. MEMBERSHIP

SECTION A. TYPE OF MEMBERSHIP

1. The Association shall have four classes of Members as follows: (i) Regular Members; (ii) Associate Members; (iii) Honorary Members; (iv) Emeritus Members. No Member shall hold more than one class of membership in the Association. No person shall be refused membership in the Association by reason of race, religion or political affiliation. Membership may be denied, however, based on activities detrimental to the reputation or interest of the Association or behavior which casts discredit upon the profession of medicine.

SECTION B. ELIGIBILITY

1. Regular Member

a. Qualifications:

- Licensed physician interested in gynecologic oncology,
- Board-certified by the American Board of Obstetrics and Gynecology or its equivalent, the American Board of Radiology, The American Board of Internal Medicine, The American Board of General Surgery, or the American Board of Pathology,
- Must be an active member of a gynecologic oncology service,
- Must have trained or currently reside West of the Mississippi River,
- Active participation in one (1) or more annual meetings.

b. Nomination and Election:

The completed application, including letters of recommendation from two (2) active members shall be reviewed by the Executive Board for eligibility. A vote will occur during the annual business meeting during which election shall be by a majority vote of the active members present.

- c. Privileges:
 - May vote,
 - May hold elective office,
 - May participate in and/or chair committees.

2. Associate Member

- a. Qualifications:
 - Primary career activities involve gynecologic oncology,
 - Must hold a doctoral degree,
 - Must have trained or currently reside West of the Mississippi River,
 - Active participation in one (1) or more annual meetings.

- b. Nomination and Election:

The completed application, including letters of recommendation from two (2) active members shall be reviewed by the Executive Board for eligibility. A vote will occur during the annual business meeting during which election shall be by a majority vote of the active members present.

- c. Privileges
 - May vote,
 - May hold elective office.

3. Honorary Member

- a. Qualifications:
 - Demonstrated a sustained interest in gynecologic oncology,
 - Active participation in one (1) or more annual meetings.

- b. Nomination and Election:

Nomination may be made verbally or in writing by a Regular Member and must be seconded by a Regular Member. A vote will occur during the annual business meeting during which election shall be by a majority vote of the active members present.

- c. Privileges:
 - May not vote,
 - May not hold elective office,
 - Are exempt from annual dues.

4. Emeritus Member

- a. Qualifications:
 - Member must be in good standing with all dues paid prior to request

- b. Nomination and Election:

At age 65, or upon retirement from active practice, a Regular Member may elect to become an Emeritus Member. Nomination may be made in writing by the Regular Member to the Executive Board. The Board will review all requests.

- c. Privileges:

- May not vote,
- May not hold elective office,
- Are exempt from annual dues.

SECTION C. LOSS OF MEMBERSHIP

1. A Regular or Associate Member shall be dropped from membership for nonpayment of dues. This will be automatic after thirty-six months. Reminders will be sent and an invitation to change membership status will be offered. A Regular or Associate Member may be reinstated after remitting the full dues owed, including dues for the current year.

2. Any Member may voluntarily withdraw membership at any time. Notification of withdrawal shall be given in writing.

3. Any Member may be removed from membership by majority vote of the Board of Directors provided that a notice describing the reasons for this action has been sent by registered mail to the Member at the home address as listed with the Secretary-Treasurer, at least sixty (60) days prior to taking a final vote of the Board upon the matter and (ii) the Member has been afforded an opportunity to be heard by the Board of Directors, orally or in writing, not less than five days before the effective date of removal. Due cause for such removal may include activities by the Member which are detrimental to the reputation or interest of the Association, or behavior which casts discredit upon the profession. Removal for political, religious or racial reasons is prohibited. Removal from Membership by action of the Board of Directors may be appealed to the Membership at an annual meeting. A 75% vote of Members present at the meeting and eligible to vote shall be required to override the action of the Board.

4. Membership in the Society shall be terminated by death and thereafter all the rights, privileges and requirements of membership in the Society shall cease.

Article III. MEETINGS

A. ANNUAL MEETING

There will be an Annual Scientific Meeting of the Society.

B. BUSINESS MEETING

The Annual Business Meeting of the Society shall be held at such time and place as shall be determined by the Executive Board.

C. SPECIAL MEETINGS

Special meetings may be called at any time by the Board of Directors.

D. NOTICE OF MEETINGS

Notice of annual meetings shall be sent to all members before the meeting. Notice of special meetings shall be sent to all Members before such meeting, together with an announcement of any business to be conducted at that time.

E. QUORUM AT ANNUAL AND SPECIAL MEETINGS

After official notice of a meeting (annual or special), those Members in attendance at the business meeting and eligible to vote shall be sufficient to constitute a quorum for the transaction of business at any annual or special meeting.

Article IV. Board of Directors

The Board of Directors shall consist of the immediate Past President, President, President-Elect, Vice-President, Secretary-Treasurer, Secretary-Treasurer-Elect and two (2) Members-at-Large. Except as otherwise provided herein, Directors shall be elected every year at the annual meeting by a majority vote of active Members present and voting. The powers and duties of the officers shall be such as usually devolve upon their respective positions. The authorized number of directors shall not be less than one (1) nor more than fifteen (15). The exact number of directors, the individuals to serve as directors, and their term of office shall be determined from time to time by a majority vote of the members. Each Officer serves a one-year term, unless stated otherwise below.

SECTION A. OFFICER ROLES AND RESPONSIBILITIES

- a. **President:** The President shall be the executive officer of the Association and shall preside at the annual and special meetings, and at meetings of the Board of Directors and shall serve for one (1) year.
- b. **President-Elect:** The President-Elect shall be the Program Chairman of the Program Committee and will serve for a term of one (1) year and will then automatically succeed to the office of President.
- c. **Vice President:** The vice-president, in the absence of the president, will preside at meetings of the association and of the board of directors. The vice-president shall serve for a term of one (1) year and will not succeed to the office of president. The vice-president shall chair the audit committee. The audit committee will have two other members – Secretary-Treasurer-Elect and one WAGO member not on the Executive Board. The Secretary-Treasurer will be an ex-officio member
- d. **Secretary-Treasurer:** The Secretary-Treasurer shall serve a three-year term. Duties of the Secretary-Treasurer include:
 - Maintain a register of names, addresses and membership status of all members in conjunction with management office;
 - Conduct all official correspondence of the Association;
 - Keep the records of the annual meetings and of the committee meetings in conjunction with management office;
 - Keep the financial records and make all collections and disbursements in accordance with the Bylaws and at the direction of the Board of Directors;
 - Submit a report to the Board of Directors at the end of each fiscal year;
- e. **Secretary-Treasurer-Elect:** The Secretary-Treasurer-Elect shall serve for a term of one (1) year and shall succeed to the office of Secretary-Treasurer. The Secretary-Treasurer-Elect shall perform functions as directed by the Secretary-Treasurer and shall be elected during the last year of the current Secretary-Treasurer's term of office.

- f. **Member At Large:** The Member At Large terms shall be staggered, serving overlapping two-year terms.

SECTION B. NOMINATION OF OFFICERS

- a. **Nominating Committee**
The three most immediate Past Presidents of the Association, with the most senior of these with respect to the office of President functioning as the Chairman of the Committee, shall comprise the Nominating Committee. The immediate past president shall be an ex-officio member of the Committee and shall act as chairman.
- b. **Nomination of Officials**
The Nominating Committee is to recommend a slate of officers for election each year at the annual business meeting of the Association.
- c. **Election of Officials**
The official slate of Officers shall be submitted for voting at the annual business meeting. A majority vote of the active, eligible members presented will constitute election of the Officers.

Newly elected Officers shall take office at the adjournment of the annual business meeting.

SECTION C. RESIGNATIONS, REMOVAL, VACANCIES

- a. Any director may resign effective upon written notice to the President, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be elected to take office when the resignation becomes effective. No director may resign if the Association would then be left without a duly elected director or directors in charge of its affairs.
- b. Any or all directors may be removed from office with or without cause by a majority of the Members.
- c. No reduction of the authorized number of directors shall have the effect of removing any director prior to the expiration of the director's term of office.
- d. Any vacancy among the members of the Board of Directors shall be filled by appointment by the President and ratification by the Board of Directors. Such appointment shall be in effect until the next annual election.

SECTION D. MEETINGS

- 1. Annual Regular Meetings The annual meeting of the Board of Directors shall be held on such date at such time as may be fixed by the Board of Directors. Such regular meeting shall be held for the purpose of organization and the transaction of their business. In addition, the

Board of Directors shall hold such other regular meetings as the Board of Directors shall establish from time to time.

2. Special Meetings

b. Special meetings of the Board of Directors for any purpose or purposes may be called at any time by the President, or by not less than two (2) of the directors.

c. Special meetings of the Board of Directors shall be held upon four (4) days' notice or forty-eight (48) hours' notice given personally.

d. Quorum A majority of the authorized directors shall constitute a quorum, except to adjourn as hereinafter provided. Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors, unless a greater number be required by the Articles of Incorporation, subject to the provisions of the California Nonprofit Corporation Law, especially those provisions relating to (a) approval of contracts or transactions in which a director has a direct or indirect material financial interest, (b) appointment of committees, and (c) indemnification of directors, if any action taken is approved by at least a majority of the required quorum for such meeting.

e. Waiver of Notice The transactions of any meeting of the Board of Directors, however called and noticed or wherever held, are as valid as though held at a meeting duly held after regular call and notice if a quorum is present and if, either before or after the meeting, each of the directors not present signs a written waiver of notice, a consent to holding such meeting or an approval of the minutes thereof. The waiver of notice or consent need not specify the purpose of the meeting. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

f. Adjournment A majority of the directors present, whether or not a quorum is present, may adjourn any directors' meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given to absent directors if the time and place is fixed at the meeting adjourned. If the meeting is adjourned for more than twenty-four (24) hours, notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to the directors who were not present at the time of the adjournment.

g. Telephonic Meetings Members of the Board of Directors may participate in a meeting through use of conference telephone or similar communications equipment, so long as all members participating in such meeting can hear one another. Participation in a meeting pursuant to this section constitutes presence in person at such meeting.

h. Action Without Meeting Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all members of the Board of Directors shall individually or collectively consent in writing to such action. Such consent or consents shall have the same effect as a unanimous vote of the Board of Directors and shall be filed with the minutes of the proceedings of the Board of Directors.

i. Fees and Compensation Directors and members of committees may not receive any compensation for their services as such, but may receive such reimbursement for

expenses incurred on behalf of the Association as may be fixed or determined by the Board of Directors to be just and reasonable.

j. Rights of Inspection Every director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the Association. Such inspection by a director may be made in person or by agent or attorney. Without the consent of the Board of Directors, no corporate books, records, or documents shall be used by any director for any purpose not reasonably related to the person's interest as a director. Without limiting the generality of the foregoing, without the consent of the Board of Directors, no corporate books, records, or documents shall be:

- (1) Used for any purpose which the user does not reasonably and in good faith believe will benefit the corporation;
- (2) Used for any commercial purpose or purposes in competition with the Association;
- (3) Sold to or purchased by any person.

Article V. COMMITTEES

SECTION A. THE EXECUTIVE COMMITTEE

There may be an Executive Committee to serve at the pleasure of the Board of Directors, and the Board may delegate to such committee any of the authority of the Board of Directors except as provided in Section 5212 of the California Nonprofit Corporation Law.

The Executive Committee members shall be appointed by resolution adopted by a majority of the number of directors then in office and may be designated an Executive Committee or by such other name as the Board of Directors shall specify. The Board of Directors shall have the power to prescribe the manner in which proceedings of any such committee shall be conducted. In the absence of prescription, such committee shall have the power to prescribe the manner in which its proceedings shall be conducted.

SECTION B. THE PROGRAM COMMITTEE

The Program Committee shall consist of five (5) or more Regular Members appointed by the Program Chairman. The President-Elect shall be the Program Chairman and shall be responsible for prospective planning of the scientific and social programs for the annual meeting of the Association.

Article VI. DUES AND FISCAL YEAR

SECTION A Annual dues shall be payable by each Regular and Associate Member, including the year in which the initiation fee has been paid. Annual dues fees for an Emeritus Member is waived. The annual dues fee for Members shall be established by the Board of Directors.

SECTION B Registration fees for Members attending meetings shall be fixed by the Board of Directors and shall be payable by Regular, Associate, and Honorary Members. Guests of

Members and other nonmembers who are not official guests of the Association will pay a registration fee, which shall be fixed by the Board of Directors.

SECTION C The fiscal year shall be established by the Board of Directors, and may be changed by the Board of Directors from time to time if this should become expedient.

Article VII. PARLIAMENTARY PROCEDURE

Parliamentary procedure shall be according to the most recent edition of Robert's Rules of Order, except to the extent other procedures are required by the California Nonprofit Corporation Law.

Article VIII. AMENDMENTS

Amendments to the Bylaws of the Association may be proposed by three (3) or more Regular and Associate Members and must be submitted to the Secretary-Treasurer at least ninety (90) days before the annual meeting of the Association, and a copy must be sent to each member by the Secretary-Treasurer at least thirty (30) days before the annual meeting. Adoption shall require an affirmative vote of two-thirds of the Member's eligible to vote who are present at the meeting. In addition, any amendment to the Bylaws of the Association that would terminate all memberships or any class of memberships shall meet the requirements of Section 5342 of the California Nonprofit Corporation Law.

Article IX. DISSOLUTION AND DISTRIBUTION OF ASSETS

Subject to the relevant provisions in the Articles of Incorporation and the California Nonprofit Corporation Law, the Association may dissolve and end its affairs in the following manner:

1. The Board of Directors shall adopt a resolution recommending that the Association be dissolved, and directing that the question of such dissolution be submitted to a vote at a meeting of the voting Members. Written or printed notice stating that the purpose, or one of the purposes, of such meeting is to consider the advisability of dissolving the Association shall be given to each voting Member within the time and manner provided in the Bylaws for the giving of notice of meetings of voting Membership. A resolution to dissolve the Association shall be adopted upon receiving at least two-thirds of the votes entitled to be cast by Members present at such meeting.
2. Upon adoption of such a resolution by the Membership, the Association shall cease to conduct its affairs except in so far as may be necessary for the end thereof, shall immediately cause a notice of the proposed dissolution to be mailed to each known creditor of the Association and shall proceed to collect its assets and apply and distribute them as provided in these Bylaws.
3. The assets of the Association in the process of dissolution shall be applied and distributed as follows: all liabilities and obligations of the Association shall be paid, satisfied and discharged, or adequate provision shall be made therefore; assets held by the Association upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred, or conveyed in accordance with such requirements; and assets received and held by the Association subject to limitation permitting the use only for the

accomplishment of the objectives and purposes specified by these Bylaws, but not held upon a condition requiring return, transfer, or conveyance by reason of the dissolution, shall be transferred or conveyed to one or more domestic or foreign corporations, societies, or organizations engaged in activities substantially similar to those of this Association, pursuant to a plan of distribution adopted by the Board of Directors. No part of said funds shall inure, or be distributed to, the Members of the Association.

Article X. INDEMNIFICATION AND INSURANCE

1. Indemnification Every officer, director, committee member, and staff employee shall be indemnified by the Organization against all expenses, settlements, judgments, or other liabilities, including counsel fees, reasonably incurred or imposed upon such person in connection with any proceeding or threatened proceeding to which such person may be made a party or may become otherwise involved by reason of such person being or having been an officer, director, committee member, or staff employee of the Association whether or not such person is an officer, director, committee member, or staff employee at the time such expenses are incurred; PROVIDED, that no indemnification shall be made where a person did not reasonably believe that the actions in question were in the best interest of the Association; and PROVIDED FURTHER that, other than expenses paid to a person who prevails on the merits, no indemnification shall be made unless a court orders such indemnification or a majority of a quorum of those directors not involved in the proceeding vote for such indemnification; and PROVIDED FURTHER that the Association shall not indemnify any person where such indemnification would be in violation of any applicable law.

The aforementioned duty to indemnify shall not exceed the treasury funds existing for the Association at the time the loss in question is incurred, said funds to include any applicable insurance proceeds.

2. Insurance The Association shall have the power to purchase and maintain insurance on behalf of any agent covering liability incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the Association would have the power to indemnify the agent against such liability under the provisions of this Article.

Revised June 12, 2015

SECRETARY-TREASURER CERTIFICATION

The undersigned, _____, Secretary-Treasurer of Western Association of Gynecologic Oncologists, a California nonprofit public benefit corporation, hereby certifies the Bylaws regulating the conduct and affairs of this corporation, a copy of which bylaws are attached to and precede this certificate, have been duly adopted.

DATED: _____, 2015

Secretary-Treasurer