

BYLAWS

International Gynecologic Cancer Society, Inc. (Kentucky Corporation)

September 18, 2014

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Article I

NAME, LOCATION AND REPRESENTATION

Section 1: Name

The name of the Society is the INTERNATIONAL GYNECOLOGIC CANCER SOCIETY, INC., hereinafter referred to as either "IGCS" or "The Society."

Section 2: Address

The Society's office shall be determined by the Council of The Society. The Society may also have offices at other places as determined by Council.

Section 3: Language

English shall be the official language of The Society and shall be used for all Society purposes.

Section 4: Composition and Representation

The IGCS consists of individual members with a major professional interest, either as a clinician or as a scientist, in the prevention, treatment and study of gynecologic cancer. The IGCS strives for a balanced worldwide representation of the scientific and medical communities. To achieve this end, The Society consists of three (3) global regions which shall be: (a) The Americas (North, Central and South America), (b) Europe and Africa and the Middle East and (c) Asia and Australasia. This geographical representation may change from time to time

Article II

MEMBERSHIP

Section 1: Membership

To be eligible for membership an individual must be a gynecologist, gynecologic oncologist, medical oncologist, radiation oncologist, pathologist, fellow in training, nurse, physician assistant, data manager, or other clinical specialist or basic scientist having a major interest in the prevention, treatment or study of gynecologic cancer. The rights of the members to vote on and participate in the affairs and purposes of IGCS shall be those solely described in these Bylaws.

Section 2: Categories of Membership

1) Provisional Members

Any individual whose application for membership has been forwarded to and approved by the Administrative office acquires the status of Provisional Member, upon payment of annual

dues. Provisional Members are allowed to participate in the scientific program and biennial meeting but are not entitled to hold elective or appointive office or allowed to vote. They receive the *International Journal of Gynecologic Cancer*, hereinafter referred to as "The Journal," newsletter and other materials, normally sent to Active Members. Provisional Members become active members upon approval by Council at the next meeting of Council.

2) Active Members

Any individual whose application for membership has been approved by Council shall become an active Member of The Society. They will enjoy all rights and privileges of The Society as defined by the Bylaws. Active membership is contingent upon timely payment of annual dues.

3) Senior Members

A member may request Senior Membership status upon retirement from professional activities or at the age of 65 years if they have been an active member for a minimum of 10 years or as reviewed by Council. A Senior Member does not pay dues, unless voluntarily, and is not allowed to vote on Society matters. S/he retains the right of subscribing to The Journal. S/he retains all other privileges of membership that an Active Member enjoys in The Society.

4) Honorary Members

To be eligible for Honorary Membership, an individual must have made outstanding contributions in the field of gynecologic cancer. Honorary Members shall enjoy all the rights and privileges of the Society, except that they shall not be entitled to vote or hold elective or appointive office in The Society. They are not required to pay dues and receive a complimentary subscription to The Journal.

5) Affiliate Members

Are nominated representatives of supporting organizations (e.g. Industries, Charities, Trusts) or individuals. They do not have voting rights.

Section 3: Approval of Membership

All applications for membership shall be submitted in writing to the Administrative office along with the candidate's curriculum vitae. Applications for membership are reviewed by the/Treasurer, who forwards approval for membership to Council for final approval for active membership.

Section 4: Attendance Requirements

There are no specific attendance requirements for members.

Section 5: Termination of Membership

Council may terminate any member who (1) does not comply with The Society's Conflict of Interest Guidelines, these Bylaws, Articles of Incorporation or the established Policies and Procedures, or (2) engages in conduct detrimental to IGCS as determined in the sole discretion of the Council. The vote to terminate a member shall be by majority vote of the full Council.

Article III

MEETINGS OF THE MEMBERSHIP

Section 1: Biennial Meeting

The Society shall meet biennially, in years ending with an even number, in a combined business and scientific session. The meeting site and date shall be determined by Council. In setting the meeting site, Council shall have the meeting site rotate among the three (3) global regions or as otherwise determined by Council.

Section 2: Special Meetings

Special meetings of the entire membership may be called at any time by either the President or Council. No member shall have the right to call a special meeting.

Section 3: Notice of Meetings

Notice of all meetings of the members, whether biennial or special, shall be sent in writing or electronically to all members by the Operations Manager no less than sixty (60) days prior to the meeting.

Section 4: Business of Society

The business meeting, limited to active members in good standing, will be held during the regular biennial scientific meeting. Old and new business, committee reports as well as future meeting site reviews shall be conducted.

Section 5: Rules of Order

Robert's Rules of Order (the most recent version) shall govern the conduct of all business meetings of The Society except when they are inconsistent with the Bylaws or Policy and Procedures of The Society.

Section 6: Guests

Guests are allowed to attend the biennial business meeting upon approval of Council only.

Section 7: Scientific Program

The President shall appoint a Chairperson of the Scientific Program, who in turn shall select a program committee. This will normally be formed from a local scientific committee, international members and the previous scientific chair. Council will approve the final format of the Scientific Programme Committee. The Program Chairperson shall coordinate the Scientific Program with Council and the administrative office.

Section 8: Quorum and Members' Actions

A quorum of a members' meeting shall be 30 members in good standing. An action of the members shall be effective upon approval of a majority of those members in attendance at any members' meeting, or if action is taken by electronic voting of all members in good standing, upon approval of a majority of members.

Article IV

MEMBERSHIP DUES

Section 1: Annual Dues

Annual dues for all categories of membership shall be recommended by Council. Payment of annual dues entitles the active member to vote, hold office, and receive an annual subscription of The Journal, The Society newsletter and other benefits of membership.

Section 2: Payment of Dues

Annual dues are to be paid at the beginning of each calendar year in accordance with established Policy and Procedures of The Society.

Section 3: Termination

Membership in The Society may be terminated for nonpayment of dues in accordance with established Policy and Procedures of The Society. *Non-payment is defined as greater than 12 months in arrears.*

Section 4: Special Dues

When necessary, special assessments may be levied equally upon all active members by Council.

Article V

COUNCIL

Section 1: Council

The Society shall have a Council composed of at least fifteen (15) duly elected members of The Society in good standing. Newly elected members of Council assume office following the biennial meeting of the membership. Appointment of Council members shall be effective upon approval of the active members in

accordance with Article III Section 8.

Council consists of the President, Immediate Past President, President Elect, Vice President, Secretary/Treasurer, Secretary/Treasurer Elect, and nine (9) elected members. The term of office for the elected officers is two (2) years. The Secretary/Treasurer's term of office is 2 years. Four (4) non-officer members of Council are elected every two (2) years; the term of office of each such Council member is four (4) years. The elected members shall reflect the scientific and geographic diversity of The Society. Four (4) clinical disciplines, i.e., gynecologic oncology, medical oncology, radiation oncology and pathology, and three (3) geographic regions representing the Americas (North, Central and South America); Europe and Africa (including all Middle Eastern countries), and Asia and Australia and New Zealand shall be represented at all times.

The Council has the right to appoint active members of The Society to Council to represent professional groups or regions with a substantial membership. Such appointed persons will serve as non-voting members on Council and will have a maximum term of two (2) years.

The Council shall be empowered to employ a paid permanent manager to undertake the administrative work of The Society at the direction of and under the supervision of the Officers of The Society.

The Council may also choose to appoint an executive (by contractual engagement or by employment) to assist in the administration of the Society if conditions require administrative expansion and if The Society's finances can support such appointment.

Section 2: Authority

The affairs of The Society shall be governed by Council who shall act in its own best judgment and discretion to carry out the general mission of The Society as governed by the Articles of Incorporation, Bylaws, Conflict of Interest Policy, established Policies and Procedures and applicable law. Actions of Council shall be considered taken upon majority approval at a meeting of a quorum of the voting members of Council

Section 3: Appointment of Nonmembers

The President may appoint nonmembers of The Society to sit on Council for the purpose of assisting The Society. These are in addition to those elected members. The term of the appointment is set by Council and shall not confer upon the appointee membership in The Society. Non-members do not have voting rights. Non-voting members may be removed from Council at any time upon action of the Council.

Section 4: Vacancy

Any vacancy occurring among the Council shall be filled by appointment made by the President with approval of Council and shall serve for the unexpired term.

In the case of a vacancy in the office of the President, the Vice President shall assume this office and shall serve for the unexpired term of the President in addition to the term for which elected.

Section 5: Meetings

Council shall meet at least annually and at each biennial meeting prior to the business meeting. Special meetings of Council may be called at any time either in person or by conference calls. Such meetings require a minimum of two weeks notice and such notice may be given electronically, by mail, in person or by telephone. Special meetings shall be called by the President with approval of Council or by the President at the request of two thirds of voting members of Council. All meetings of Council shall be held at a time and place designated by the President at the immediately preceding meeting of Council. All members of Council are required to attend the regular and special meetings of Council unless otherwise excused by the President. Official meetings of Council require a quorum for any decision and function. No action of Council may be approved outside of regular or special meetings of Council unless approved by unanimous written (or electronic) consent of voting members.

Section 6: Resignation / Removal

A member of Council may resign upon written notice to the Council. Any member of Council who has failed to attend two (2) consecutive meetings shall be considered to have resigned from Council unless otherwise notified by Council to the contrary. A member of Council may be removed prior to expiration of her/his term upon approval of two-thirds of voting members of the Council.

Section 7: Quorum

A majority of voting members shall constitute a quorum for the transaction of business at any regular or special meeting of Council.

Article VI

OFFICERS

Section 1: Officers

The officers of the Society shall be President, President Elect, Vice President, Immediate Past President, Secretary/Treasurer and Secretary/Treasurer elect Each officer must be a member of The Society in good standing.

Section 2: Conditions of Election

A member can hold only one elective office at a time. An elected officer may not normally succeed him/herself in the same office.

Section 3: Duties of Officers

- a) President: The President shall preside at all meetings of The Society and Council. S/he shall be an ex-officio member of all committees except for the Nominating Committee. S/he shall appoint Committees, standing and special, and their chairs, with approval of Council, with the exception of the Nominating Committee and two elected members of the finance committee, to carry out the work of The Society. Whenever, in the opinion of Council, the President is unable to fulfill the duties, these shall be assumed by the Vice President.

- b) **President Elect:** The President Elect shall become a member of Council for two (2) years prior to becoming President. Upon completion of his/her term of office as President Elect, s/he shall succeed the President and be installed as President at the next biennial meeting. S/he shall assist the President when requested to do so. Upon becoming President, s/he appoints the committees and chairs for the ensuing two (2) years and announces any special plans s/he has made. S/he shall succeed to all powers of the President in the event of vacancy of both the President and the Vice President. S/he shall assist the President in the performance of his /her duties as requested by the President.
- c) **Vice President:** The Vice President, in the absence of the President, shall preside at all meetings of The Society and Council and shall have all the powers of President in the event of vacancy in the office of President. S/he shall assist the President in the performance of his/her duties as requested by the President.
- d) **Immediate Past President:** The Immediate Past President shall assume all responsibilities as assigned by the President. In the absence or incapacity of the President, President Elect or Vice President, the Immediate Past President shall preside and assume the assigned duties of the President, President Elect or Vice President until the next biennial election.
- e) **Secretary/Treasurer:** The Secretary/Treasurer shall record the minutes of the meetings of Council and of the biennial business meeting. S/he shall act as the chairperson of the Finance Committee and shall review the annual budget, the biennial audit and the quarterly financial report and shall monitor The Society's financial performance and report to Council the current financial status of The Society. S/he shall be an ex-officio member of all committees except for the Nominating Committee.
- f) **The Secretary/Treasurer Elect** shall become a member of Council for two (2) years prior to becoming Secretary/Treasurer. S/he will be a voting member of Council and will work closely with the Secretary/Treasurer in order to effect a smooth transition upon completion of the term of office of the Secretary/Treasurer.

Section 4: Removal

Any elected or appointed officer may be removed from office at any time by two-thirds of voting members of Council, whenever in its judgment the best interest of The Society will be served.

Section 5: Vacancy

A vacancy in any office by reason of death, resignation, removal, disqualification or otherwise will be filled by the President or in the case of a Presidential vacancy by the Vice-President with approval of the remaining Council, for the unexpired portion of the term.

Article VII

COMMITTEES

Section 1: Committees

The standing committees of The Society include Executive, Nominating, and Finance committees.

The President with the approval of Council may convene ad hoc or special committees. (e.g. Bylaws, Membership, Education, Guidelines, Informatics and Scientific Program).

Section 2: Authority

Committees serve at the pleasure of Council unless otherwise specified by the Bylaws. Committee members are appointed by the President, except where otherwise specified in the by-laws, with approval of Council, for terms not to exceed two (2) years. A committee member may serve as Chair for a further two (2) years. The number of members appointed to each committee relates to how individual committees function and their responsibilities. Committee chairs are appointed by the President in consultation with the members of the respective committees and approval of Council for a term of two (2) years. Committee chairs report in writing annually to Council but do not vote on matters before Council.

Section 3: Standing Committees and Subcommittees

- a) Executive Committee: The Executive Committee shall be a standing committee of Council consisting of the 6 officers of the Society. The Executive Committee can serve as a governing body of The Society when Council is not in session. All actions implemented by the Executive Committee at times when Council is not in session must be recorded and presented to the next Council meeting.
- b) Nominating Committee: Provides a slate of candidates for the elected positions including the President Elect, Vice President, Secretary/Treasurer Elect and Members of Council, Finance and Nominating Committees. The Nominating Committee shall ensure that the candidates for nomination provide the widest geographic and specialty representation as well as gender balance. The Nominating Committee will be chaired by the immediate past president and include the current president, president elect and Secretary/Treasurer. In addition there will be three elected members and two non-officer members of Council.
- c) Finance Committee: Oversees the financial performance of The Society and reports to Council on all financial matters of the Society. The officers of the Society are the members of the Finance Committee which is chaired by the Secretary/Treasurer together with any additional members of The Society as may be determined by the Council.

Section 4: Special Committees

The President, with approval of Council, shall have the authority to establish other committees as deemed necessary. These Committees serve at the pleasure of Council.

Section 5: Removal

An appointed Committee chair or member may be removed at any time by two-thirds of voting members of Council, whenever, in its best judgment, the best interest of The Society will be served.

Section 6: Vacancy

A vacancy on any Committee by reason of death, resignation, removal, disqualification or otherwise shall be filled by the President for the unexpired portion of the term.

Article VIII

ELECTIONS

The members shall biennially elect a President Elect, Vice President, Secretary/Treasurer Elect and four or five* (4 or 5) members of Council and members of the Nominating Committee; Finance Committee members shall be elected by the members as may be provided in Article VII Section 3(c). Candidates receiving a simple majority of votes shall be declared elected. Only active members in good standing with The Society shall be entitled to vote or hold elective office or committee positions. (*as there are 9 elected members if in a previous cycle four have been elected, five will be required in the subsequent cycle.)

All voting shall take place by ballot. All references in these Bylaws to "ballots" shall include those sent by postal mail and/or by electronic transmission, as determined by Council, provided that any such method of electronic transmission provides for at least as much security against fraud and inaccuracy as provided by postal mail.

Article IX

COMPENSATION

Any person may be paid compensation for services rendered during service to The Society in his/her capacity as a member of Council, an officer, employee or otherwise, as the Council shall deem reasonable. A person may be reimbursed for any reasonable expense, disbursement or liability made or incurred by such person for or on account of The Society or in connection with the management and conduct of the affairs of The Society.

Article X

INDEMNIFICATION

Each person who was or is made a party or is threatened to be made a party to or is involved in any action, suit or proceeding, by reason of the fact that he is or was a member of Council, an officer, or employee of The Society acting on behalf of or representing the Society, shall be indemnified and held harmless by The Society against all expenses, liability and loss (including reasonable attorney's fees) and amounts paid or to be paid in settlement reasonably incurred or suffered by such person in connection therewith; provided, however, such indemnification shall not extend to claims, expenses and liability resulting from the gross negligence or misconduct of such person in the performance of his duties for The Society. Provided, further, that in the event of a settlement of any such claim, suit or action, The Society shall indemnify any such person seeking indemnity in connection with such settlement only if such settlement is approved by Council.

The foregoing right of indemnification shall be in addition to, and not exclusive of, all other rights to which such Indemnified Party is entitled.

Article XI

CONFLICTS OF INTEREST

Section 1: Applicability and Purpose

All members and members of Council of The Society shall be subject to this Article and the Conflict of Interest Policy previously adopted by The Society. This Article XII shall be construed, interpreted and implemented in a manner consistent with The Society's Conflict of Interest Policy, and members of Council shall comply with applicable regulations of the Conflict of Interest Policy, including without limitation, regulations relating to disclosure of conflicts of interest. No interest, relationship or affiliation perceived or actual-should be construed to compromise the objectivity and integrity of the programs, public presentations and publications sponsored by The Society and the decision-making of the Council.

Section 2: Existence of Conflict: Disclosure

A conflict of interest may exist when the direct, personal, financial interest of any Council members competes with, is adverse to, or diverges from the interests of The Society_ If any such conflict of interest arises with regard to a matter requiring action by Council, or if a member retains a significant financial interest which may reasonably appear to be affected by an action of Council, then the interested party shall disclose such interest to Council. Council shall determine if any such conflict exists and, in particular, Council shall determine the specific interests of The Society at issue. Council shall not deem a conflict of interest to exist, if standing alone, a Council member also serves as a director, officer or member of a non-profit or charitable organization which solicits or receives funds from institutions or individuals from which The Society also solicits and receives funds.

Section 3: Nonparticipation in Vote

If Council determines that a member has a conflict of interest with respect to a certain action, hereinafter referred to as "Conflicted Member", then the Conflicted Member shall not vote on or participate in the final deliberation or decision regarding the matter under consideration. The Conflicted Member, in addition, shall not be present during such deliberation, discussion or vote, unless requested by Council to discuss, prior to Council's deliberation, any relevant information.

Section 4: Minutes of Meeting

The minutes of meetings of Council shall reflect that the conflict was disclosed. Also, minutes shall indicate that the Conflicted Member was not present during the final discussion or vote on a particular matter and that he did not participate in deliberations or vote on such action or issue.

Section 5: Annual Review

A copy of this Article shall be furnished to each Council member who is serving The Society. This Article shall also be delivered to each member upon her/his election as a Council member. Members of Council

shall review this Article on an annual basis.

Article XII

POLICY AND PROCEDURES MANUAL

Council shall establish a Policy and Procedures Manual that guides the administration of The Society in a consistent manner. No policy or procedure may violate the Bylaws, Articles of Incorporation, Conflict of Interest Guidelines or applicable law.

Article XIII

FISCAL YEAR

Council shall determine the fiscal year of The Society.

Article XIV

Amendments to the Bylaws

Amendment to the Bylaws of the Society shall be effective upon approval of two-thirds (2/3rds) vote of Council members.

Article XV

DISSOLUTION

Dissolution shall be proposed, processed and voted upon as follows:

Section 1:

Upon approval of Council, the Secretary Treasurer shall deliver a copy of the approved resolution of Council to dissolve IGCS to each active member at least 6 weeks prior to the next Business meeting.

In addition the Secretary/Treasurer shall notify each active member that such proposed resolution will be presented for approval by the active members at the next biennial business meeting.

Section 2:

The Secretary/Treasurer will present the proposed resolution at the biennial business meeting. Discussion of the resolution shall be encouraged, and the proposed resolution may be modified upon approval of a majority at the biennial business meeting.

Section 3:

The resolution shall be adopted by the majority vote of active members at the biennial business meeting. The results of the vote shall be communicated to the members by the Secretary/Treasurer.

Section 4:

Where Council deems it appropriate, the Secretary/Treasurer may present the proposed resolution to each active member for approval by electronic and/or postal mail. The resolution shall be adopted upon the majority vote of active members returned by electronic and/or postal mail. The results of the vote shall be communicated to the members by the Secretary/Treasurer