

IGCS



**INTERNATIONAL
GYNECOLOGIC
CANCER SOCIETY**

BYLAWS

International Gynecologic Cancer Society, Inc.
(Kentucky Corporation)

Amended August 24, 2023

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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 Board of Directors of The Society. The Society may also have offices at other places as determined by the Board of Directors.

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 four (4) global regions which shall be: (a) The Americas (North, Central and South America), (b) Europe and (c) Africa and the Middle East and (d) Asia and Oceania. 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, clinical research associate or other clinical specialist, physician 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) Full Members

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

2) Senior Members

A member may request Senior Membership status upon retirement from professional activities if they have been an active member for a minimum of 10 years or as reviewed by The Board. 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 at the subscription rate set by the Society. S/he retains all other privileges of membership that an Active Member enjoys in The Society.

3) Strategic Alliance Partners

Strategic Alliance Partners are multidisciplinary professional organizations dedicated to gynecologic oncology committed to the work of gynecological cancers who desire to be partners of IGCS and receive member benefits as specified in the Memorandum of Understanding.

4) Honorary Members

To be eligible for Honorary Membership, an individual must have made an outstanding contribution to 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 appointed office in The Society. They are not required to pay dues.

Section 3: Approval of Membership

All applications for membership shall be submitted in via the IGCS website to the administrative office. Per Policy applications for membership are reviewed by the administrative staff and CEO.

Requests for Strategic Alliance Partnership Membership are reviewed and approved by the President and CEO with input from the treasurers as needed.

Section 4: Attendance Requirements

There are no specific attendance requirements for members.

Section 5: Termination of Membership

The Board may terminate any member or strategic alliance partner who (1) does not comply with The Society's

Conflict of Interest Policy 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 Board of Directors. A strategic alliance partnership may be terminated if provisions agreed to in the MOU are not met. The vote to terminate a member or strategic alliance partner shall be by majority vote of the full Board of Directors.

Article III
MEETINGS OF THE MEMBERSHIP

Section 1: Annual Meeting

The Society shall meet annually, in a combined business and scientific session. The meeting site and date shall be determined by the Board. In setting the meeting site, the Board of Directors shall have the meeting site rotate among the four (4) global regions or as otherwise determined by the Board of Directors.

Section 2: Leadership Meeting of the Strategic Alliance Partnership Members

An annual meeting of the designated leader from each of the strategic alliance partnerships will be held in conjunction with the Annual Meeting. The notice and agenda for the meeting will be sent to each designated partner contact no less than sixty (60) days in advance of the meeting. Each partnership will have the opportunity to discuss important matters of their members and provide, when solicited, feedback to the Society.

Section 3: Special Meetings

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

Section 4: Notice of Meetings

Notice of all meetings of the members, whether annual or special, shall be sent in writing or electronically to all members by the administrative office no less than sixty (60) days prior to the meeting with the agenda of the meeting sent fourteen (14) days in advance of the meeting.

Section 5: Business Meeting of Society

The business meeting, limited to active members in good standing, will be held during the regular annual scientific meeting. Pertinent business of the Society will be discussed along with committee reports, an update to the *International Journal of Gynecologic Cancer* (IJGC) as well as the current financials of the Society.

Section 6: 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. The designated parliamentarian for the meeting will be Secretary Treasurer of the Society.

Section 7: Guests

Guests can attend the business meeting after review of the agenda by The Board.

Section 8: Scientific Program Chair

Per Policy, the President shall appoint a Chairperson of the Scientific Program, who in turn shall select individuals to assist in planning of the annual meeting. The Program Chairperson will keep the Board of Directors updated on the program.

Section 9: 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 full membership shall be recommended by The Board. Payment of annual dues entitles the active member to vote, and receive an annual subscription of The Journal or option to purchase at discounted rate, 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: Strategic Alliance Partnership Dues

The annual fee for strategic alliance partner members will be paid within 60 days of the invoice unless otherwise specified. The fee is payable to the IGCS in one payment via wire transfer. Member benefits for the strategic alliance partnership program are specified in the Memorandum of Understanding (MOU).

Section: 4: Termination

Membership in The Society may be terminated for nonpayment of dues in accordance with established Policy and Procedures of The Society.

Section 5: Special Dues

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

Article V

BOARD OF DIRECTORS

Section 1: Board of Directors

On September 28, 2022 the name of the governing body was changed from IGCS Council to IGCS Board of Directors. From this date, the IGCS governing body will be referred to as Board of Directors (or Board). The Society shall have a Board of Directors composed of at least fifteen (15) duly elected members of The Society in good standing. Newly elected members of The Board assume office following the annual meeting of the membership. Appointment of The Board members shall be effective upon approval of the election results as presented to the current Board of Directors.

Board of Directors consists of:

- The Officers (also referred to as the Executive Committee) which includes the President, Immediate Past President, President Elect, Vice President, Secretary/Treasurer, Secretary/Treasurer Elect. The role and terms of elected officers is specified in Article VI..
- Nine (9) elected Board of Directors members at large to represent the world regions and four clinical disciplines (i.e., gynecologic oncology, medical oncology, radiation oncology and pathology. The Board of Directors Member at large positions are:
 - One (1) Gynecologic Oncologist representing North America (USA and Canada)
 - One (1) Gynecologic Oncologist representing Latin America and the Caribbean
 - One (1) Gynecologic Oncologist representing Europe
 - One (1) Gynecologic Oncologist representing Africa and the Middle East
 - Two (2) Gynecologic Oncologists representing Asia and Oceania
 - One (1) Medical Oncologist (any global region)
 - One (1) Radiation Oncologist (any global region)
 - One (1) Pathologist (any global region) the pathologist will be nominated and appointed by the leadership of the International Society of Gynecologic Pathologists for as long as a Strategic Alliance Partnership memorandum of understanding is in effect.
- Up to four (4) ex-officio, non-voting members including the IGCS CEO, the Education Committee Chair, the Mentorship and Training Committee Chair, and the Advocacy Committee Chair.

The term of office of each such Board of Directors member at large is two (2) years unless otherwise decided by the Board of Directors to avoid large number of current members rotating off at the same time. The one exception is the Pathologist position, which is a one (1) year appointment or term specified by the International Society of Gynecologic Pathologists (for as long as the Strategic Alliance Partnership memorandum of understanding is in effect).

Countries are classified within each world region in accordance with the World Bank unless reclassified by IGCS Policy 4.6 World Regions.

The Board of Directors has the right to appoint active members of The Society to The Board to represent

professional groups or regions with a substantial membership designated as ex-officio. Such appointed persons will serve as non-voting members on the Board of Directors and will have a maximum term of two (2) years.

The Board of Directors shall be empowered to employ a Chief Executive Officer (CEO) to undertake the administrative work of The Society at the direction of and under the supervision of the Officers of The Society.

The Board of Directors may also choose to appoint staff executive (by contractual engagement or by employment) to assist in the administration of the Society work as recommended by the CEO and approved by The Board.

Section 2: Authority

The affairs of The Society shall be governed by The Board, 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 The Board shall be considered taken upon majority approval at a meeting of a quorum of the voting members of The Board.

Section 3: Appointment of Nonmembers

The President may appoint nonmembers of The Society to sit on the Board of Directors for the purpose of assisting The Society. These are in addition to those elected members. The term of the appointment is set by The Board 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 The Board at any time upon action of the Board of Directors.

Section 4: Vacancy

Any vacancy occurring among the Board of Directors shall be filled by appointment made by the President with the advice and approval of The Board 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

Board of Directors shall meet at least twice annually and twice at the annual meeting 1) prior to the start of the annual meeting and 2) at the conclusion of the annual meeting. Special meetings of The Board may be called at any time either in person or by conference calls as set forth in the annual governance calendar. 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 The Board or by the President at the request of two-thirds of voting members of The Board. All members of The Board are required to attend the regular and special meetings of The Board unless otherwise excused by the President. Official meetings of The Board require a quorum as set for in Article V Section 7 for approval of any decision and function.

Section 6: Resignation / Removal

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

Section 7: Quorum

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

Section 8: Conditions of Election

- a) The regional Board of Directors member positions will be elected by a majority vote of the members residing within each specified region
- b) The Medical Oncologist and Radiation Oncologist Board of Directors member positions will be elected by a majority vote of the entire membership.
- c) The Pathologist Board of Directors member will be nominated and appointed by the leadership of the International Society of Gynecologic Pathologists for as long as a Strategic Alliance Partnership memorandum of understanding is in effect.
- d) No individual may be elected to the same Board of Directors member position twice.
- e) A Board of Directors member may not vacate a position early to run for an officer position.
- f) Quorum is constituted by 15% of the total eligible voting members within each voting segment on the day the election opens. Policy 2.3 Electronic Elections further specifies the conditions of the election.

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. The President and President Elect position must be filled by a gynecologic oncologist. The other Officer positions are open to any member. Each officer must be a member of The Society in good standing.

Section 2: Conditions of Election

- a) A member can hold only one elective office at a time. An elected officer may not normally succeed him/herself in the same office or run for the same office that they have previously held.
- b) An elected officer may not vacate their position early to run for a different position. No previous member of the Executive Committee may apply for a Board of Directors Member at large position.
- c) The Officers will be elected by a majority vote of the entire membership. Quorum is constituted

by 15% of the total eligible voting members on the day the election opens. Policy 2.3 Electronic Elections specifies the conditions of the election.

Section 3: Duties of Officers

- a) **President:** The President shall preside at all meetings of The Society and The Board. S/he shall be an ex-officio member of all committees. S/he shall appoint Committees, standing and special, and their chairs, with approval of The Board including the Nominating Committee to carry out the work of The Society. Whenever, in the opinion of The Board, the President is unable to fulfill the duties, the Vice President shall assume these.
- b) **President Elect:** The President Elect shall become a member of The Board 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 appropriate annual meeting. S/he shall assist the President when requested to do so. S/he will appoint committee members and chairs for the ensuing two (2) years for all open and vacant positions. 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 The Board 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 The Board and of the annual business meeting. S/he shall review with the Secretary/Treasurer Elect, CEO and accounting personal the annual budget, the audit and the quarterly financial report, cash flow, investments and shall monitor The Society's financial performance and report quarterly to The Board the current financial status of The Society. S/he shall be a member of the Industry Relations Committee.
- f) **The Secretary/Treasurer Elect** shall become a member of the Board of Directors and officer on the Executive Committee for two (2) years prior to becoming Secretary/Treasurer. The Secretary-Treasurer elect will automatically ascend to Secretary-Treasurer at the end of their term. S/he will be a voting member of The Board and will work closely with the Secretary/Treasurer to affect 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 The Board, 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 Board of Directors, for the unexpired portion of the term.

Article VII

COMMITTEES

Section 1: Committees

The standing committees of The Society include Executive, Nominating, and Scientific Program.

The President with the approval of The Board may convene additional or special committees. (e.g. Bylaws, Membership, Education, Mentorship and Training and Industry Relations). Each Committee of the Society shall have a charter as approved by The Board and adhere to the policies and procedures related to Committees.

Section 2: Authority

Committees serve at the pleasure of The Board unless otherwise specified by the Bylaws. Committee members are appointed by the President, except where otherwise specified in the by-laws and as specified in Policy. 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. Committee chairs report in writing twice annual to The Board but do not vote on matters before The Board.

Section 3: Standing Committees and Subcommittees

- a) Executive Committee: The Executive Committee shall be a standing committee of The Board consisting of the 6 officers of the Society and the CEO in a non-voting role. The Executive Committee can serve as a governing body of The Society when The Board is not in session. All actions implemented by the Executive Committee at times when The Board is not in session must be recorded and presented to the next The Board meeting.
- b) Nominating Committee: Will meet annually per policy and provide a slate of candidates for the elected positions including the President Elect, Vice President, Secretary/Treasurer Elect and Members of The Board. Per Policy, 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, vice president, and two members of the IGCS Board of Directors appointed by the committee chair. The President Elect is an observer, non-voting member of the

committee.

c) Scientific Program Committee:

The purpose of the Annual Meeting Scientific Program Committee is to develop relevant and innovative scientific program for the IGCS Annual Meeting. Also, to ensure a balanced approach and optimize regional representation, expertise and address the varying needs of IGCS learners.

Section 4: Other Committees

- a) Recognition and Awards Program Committee: Recognition and Awards Program is intended to recognize IGCS members for their achievements, notable impact and contributions to the mission and vision of the organization. This committee will be made up of the current year's Nominating Committee members.
- b) The President, with approval of The Board, shall have the authority to establish other committees as deemed necessary and may also discontinue committees with the approval of The Board. These Committees serve at the pleasure of The Board.

Section 5: Removal

An appointed Committee chair or member may be removed at any time by two-thirds of voting members of The Board, 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 elect a President Elect, Vice President, Secretary/Treasurer Elect and vacant Board of Directors positions as may be provided in Article V Section 8 and Article VI Section 2. Candidates receiving a simple majority of votes shall be declared elected. Quorum is constituted by participation of 15% of the total number of eligible voting members within each voting segment on the day the election opens. Only active members in good standing with The Society shall be entitled to vote or hold elective office or committee positions. See Policy 2.X Electronic Elections for further specifications.

All voting shall take place by ballot (electronic or mailed in specific instances). All references in these Bylaws to "ballots" shall include those sent by electronic transmission, as determined by The Board, provided that any such method of electronic transmission provides for at least as much security against fraud and inaccuracy as provided by postal mail. If a member of the Society does not have an email address on file, it will be their responsibility to contact the administrative office and request a postal mailed ballot.

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 The Board, an officer, employee or otherwise, as the Board of Directors shall deem reasonable. A person may be reimbursed for any reasonable expense, disbursement or liability made or incurred by such person on behalf 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 The Board, 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 The Board.

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

DISCLOSURE/CONFLICTS OF INTEREST

Section 1: Applicability and Purpose

All members and members of The Board of The Society shall be subject to this Article and the Disclosure/Conflict of Interest Policy previously adopted by The Society. This Article XI shall be construed, interpreted and implemented in a manner consistent with The Society's Disclosure Conflict of Interest Policy, and members of The Board 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 Board of Directors.

Section 2: Existence of Conflict: Disclosure

A conflict of interest may exist when the direct, personal, financial interest of any Board of Directors member competes with, is averse to, or diverges from the interests of The Society. If any such conflict of interest arises regarding a matter requiring action by The Board, or if a member retains a significant financial interest which may reasonably appear to be affected by an action of The Board, then the interested party shall disclose such interest to The Board and this will be managed by the President or Committee Chair as they preside over meetings. Board of Directors shall determine if any such conflict exists and, in particular, Board of Directors shall determine the specific interests of The Society at issue. Board of Directors shall not deem a conflict of interest to exist, if standing alone, a Board of Directors 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 The Board 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 The Board to discuss, prior to the Board of Directors' deliberation, any relevant information.

Section 4: Minutes of Meeting

The minutes of meetings of The Board 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 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 Board of Directors member who is serving The Society. This Article shall also be delivered to each member upon her/his election as a Board of Directors member. Members of The Board shall review this Article on an annual basis.

Article XII

POLICY AND PROCEDURES MANUAL

Board of Directors 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

Board of Directors 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 (2/3) vote of The Board members.

Article XV

DISSOLUTION

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

Section 1:

Upon approval of The Board, the Secretary Treasurer shall deliver a copy of the approved resolution of The Board to dissolve IGCS to each active member at least six (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 annual business meeting.

Section 2:

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

Section 3:

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

Section 4:

Where the Board of Directors 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.