

BYLAWS

SOCIETY OF GYNECOLOGIC ONCOLOGY (SGO)

ARTICLE I

NAME

The name of the corporation, an Illinois not-for-profit corporation, hereinafter referred to as the “Society,” is: Society of Gynecologic Oncology.

ARTICLE II

OBJECTS & PURPOSES

The purposes for which the Society is organized are:

- a. To promote and further the goals and common professional interests of gynecologic cancer clinicians, scientists, trainees and patient advocates;
- b. To develop and promote high ethical and practice standards for gynecologic cancer clinicians, scientists, and trainees;
- c. To interact and cooperate with other professional organizations of physicians and health care providers;
- d. To develop professional educational programs and materials to enhance the ability of other physicians and health professionals to address the needs of patients with gynecologic cancer;
- e. To communicate to the public about all aspects of gynecologic cancer directly and through interaction with other medical and health professions, professional societies, and governmental bodies;
- f. To work independently and in collaboration with professional, patient and other consumer groups to influence federal and state governmental agencies to further the interests of patients with gynecologic cancer; and
- g. To operate as a professional association.

ARTICLE III

MEMBERSHIP

Section 3.1 Categories, Qualifications, Nomination, Election and Privileges. The Society shall consist of Full, Associate, Trainee, Senior, and Honorary Members.

a. **FULL MEMBERSHIP**

Category Criteria / Qualifications:

- i. Be of high moral, ethical, and professional standing;
- ii. Physicians fully licensed to practice medicine in their country of residence (MD, DO, or corresponding degree);
 - a. U.S. MDs/DOs: Completed their terminal training (ABOG/AOBOG/ACGME approved residency or fellowship) and provide either primary or consultative care to patients with gynecologic cancers or related diseases.
 - b. Non-U.S. physicians: Physicians who have completed their terminal training (residency or fellowship) and provide either primary or consultative care to patients with gynecologic cancers.
- iii. Non-physicians with doctoral degree (PhD or equivalent) who conduct either basic, translational, epidemiologic, and/or clinical research in the field of gynecologic cancers or disease. (May choose to apply for full or associate membership depending on which member category and benefits best suit their needs.)

Nomination and Election: Nomination and election shall be according to procedures established by the Board of Directors.

Privileges:

- i. Are eligible to serve on all committees;
- ii. May sponsor all candidates for membership;
- iii. May vote and hold elective office.

b. **ASSOCIATE MEMBERSHIP**

Category Criteria / Qualifications:

Associate Membership shall be reserved for individuals who through professional training and/or experience in women's health care are able to further the mission of the Society and who satisfy one of the following qualifications:

- i. Be of high moral, ethical, and professional standing.;
- ii. Non-physician degreed professionals including but not limited to; nurse practitioners, physician assistants, nurses, psycho-oncologists, pharmacists, genetic counselors, social workers, scientists, and clinical research assistants who:
- iii. Devote majority of their practice to the care of patients with gynecologic cancers or related diseases; OR
- iv. Have demonstrated interest in basic, translational or clinical research of gynecologic cancers or gynecologic cancer education.
- v. Patient Advocates who:

- a. Volunteer or work for a tax-exempt, not for profit cancer patient advocacy, survivorship or awareness organization: OR
- b. Engage in cancer research community by serving as patient representative at public or private research institutions and organizations including but not limited to NCTN, NCORP, FDA, DOD

Nomination and Election: Nomination and election shall be according to procedures established by the Board of Directors.

Privileges:

- i. Are eligible to serve on committees and participate in all volunteer activities; and
- ii. May not vote or hold elective office.

C. **TRAINEE MEMBERSHIP.**

Category Criteria / Qualifications:

- i. Fellows: Physicians currently enrolled in an AOBG, ACGME or international equivalent approved post-residency fellowship training in gynecologic oncology or an American Board of Medical Specialties (ABMS) fellowship program in pathology, medical oncology or radiation oncology. All applicants must provide verification of enrollment from the applicant's program director or faculty advisor. Membership is terminated upon completion or graduation.
- ii. Resident/Students: Physicians or medical students currently enrolled in a U.S. or international residency or medical school with an interest in gynecologic oncology. All applicants must provide verification of enrollment from the applicant's program director or faculty advisor. Membership terminated upon granting of degree or graduation (but may reapply upon enrollment to a residency or fellowship program).

Nomination and Election: Nomination and election shall be according to procedures established by the Board of Directors.

Privileges:

- i. May serve on committees and participate in all volunteer activities;
- ii. May not hold elective office except for the Board of Directors position of Fellow-in-Training member representative.
- iii. May vote for the position of Fellow-in-Training member only.

D. **SENIOR MEMBERSHIP**

Category Criteria / Qualifications:

- i. Be a Full or Associate Member in good standing for the past five (5) consecutive years; and
- ii. Has retired from health care field defined as:
 - a. Does not provide *compensated* surgical or non-surgical patient care, participate in funded research or perform compensated teaching, administrative or research duties related to gynecologic oncology.

Nomination and Election: Nomination and election shall be according to procedures established by the Board of Directors.

Privileges:

- i. May not vote;
- ii. May not hold elective office;
- iii. May not serve on committees; and,
- iv. Are exempt from dues.

E. **HONORARY MEMBERSHIP**

Category Criteria / Qualifications:

An individual who has made an outstanding contribution to the field of gynecologic oncology may be designated as an Honorary Member.

Nomination & Election: Nomination and election shall be according to procedures established by the Board of Directors.

Privileges:

- i. May not vote;
- ii. May not hold elective office;
- iii. May not serve on committees; and
- iv. Are exempt from dues

Section 3.2 **Voting.** Applications for membership shall be reviewed and considered for election under criteria (see Section 3.1) and procedures (see Section 3.4) established by the Board of Directors. Members shall be elected to membership by a majority vote of the Board of Directors.

Section 3.3 **Re-nomination.** A nominee who is not elected to membership may be re-nominated for membership by the procedure set forth in this Article in any of the two (2) subsequent years. An individual who is nominated for

membership three (3) times and who is not elected to membership shall thereafter be ineligible for further nomination for membership in the Society.

Section 3.4 **Termination of Membership.**

- a. **Failure to Pay Dues.** The annual Membership dues, as set by the Board of Directors, are due and payable by each Member on or before January 1. The Membership of any Member who fails to pay his or her dues by January 1 shall be automatically suspended until he or she pays his or her outstanding dues.
- b. **Death.** Membership in the Society shall be terminated by death and thereafter all the rights, privileges and requirements of membership in the Society shall cease.
- c. **Resignation.** Any member may resign by filing a written resignation with the secretary, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments, or other charges theretofore accrued and unpaid.
- d. **Ineligibility.** The membership of any member who becomes ineligible for membership shall terminate automatically.
- e. **Termination by Board of Directors Action.** The Board of Directors may by the affirmative vote of two thirds (2/3) of the members of the Board of Directors then in office terminate the membership of any member when the Board of Directors determines such action is in the best interest of the Society. Such action may be taken with or without prior notice, reason, or cause in the sole and absolute discretion of the Board of Directors. Following any decision by the Board of Directors to terminate a member's membership pursuant to this section 3.7(e), the Secretary shall notify the individual that his or her membership has been terminated by Board of Directors action pursuant to this Section 3.4(e). The Board of Directors' decision to terminate an individual's membership shall be final and not subject to appeal.
- f. **Reinstatement.** Any individual whose membership has been terminated for any reason may be reinstated according to procedures established by the Board of Directors.

ARTICLE IV

MEETING OF MEMBERS

Section 4.1 **Annual Meeting.** There shall be an Annual Meeting of the membership of the Society.

- Section 4.2 **Special Meetings.** Special meetings of the members may be called by the President with approval of the Executive Committee.
- Section 4.3 **Notice.** Notice of meetings of the Membership shall be sent to all members utilizing the email or street address which appears on the official roll of the Society sixty (60) days prior to a regular meeting and thirty (30) days before a special meeting.
- Section 4.4 **Voting.** Each voting member shall be entitled to one vote in person or by submitting electronic or mail ballots.
- Section 4.5 **Quorum.** Fifteen (15) percent of voting members credentialed in accordance with policies and procedures approved by the Board of Directors of the Society and present in person shall constitute a quorum at any membership meeting. If a quorum is present, the affirmative vote of a majority of the votes represented at the meeting shall be the act of the members, unless the vote of a greater number is required by the Illinois General Not For Profit Corporation Act, the articles of incorporation, or these bylaws.

ARTICLE V

THE BOARD OF DIRECTORS

- Section 5.1 **Governing Body.** The governing body of the Society shall be the Board of Directors duly elected by the membership. The affairs of the Society, including the control and dispersal of the Society's property and funds, shall be managed by or under the direction of the Board.
- Section 5.2 **Specific Powers.**
- i.) The Board of Directors shall have full authority to interpret and implement all the provisions of these Bylaws. All interpretations of the Bylaws shall be by three-fourths (3/4ths) vote of the entire Board of Directors and shall be final and conclusive.
 - ii.) The Board of Directors shall consider and act on membership matters as directed by these Bylaws and in accordance with Society policy and procedures.
- Section 5.3 **Qualifications.**
- i. Members and officers of the Board of Directors must maintain Trainee or Full membership status to be elected and serve. A change in membership status shall automatically disqualify an incumbent from holding elective office.

- ii. The representative of the American Congress of Obstetricians and Gynecologists (ACOG) will be nominated by ACOG and appointed by the SGO President with the approval of the SGO Board of Directors and will serve a one (1) year term as an ex-officio member of the SGO Board of Directors.
- iii. There shall be no requirement as to the place of residence of any members or officers of the Board of Directors.
- iv. Elected members of the Board of Directors may not succeed themselves in the same office.

Section 5.4 **Duties.** The Board of Directors has three primary legal duties known as the “duty of care,” “duty of loyalty,” and “duty of obedience.”

- i. **Duty of Care:** Take care of the Society by ensuring prudent use of all assets, including facility, people, and good will;
- ii. **Duty of Loyalty:** Ensure that the Society’s activities and transactions are, first and foremost, advancing its mission; Recognize and disclose conflicts of interest; Make decisions that are in the best interest of the nonprofit corporation; not in the best interest of the individual board member (or any other individual or for-profit entity).
- iii. **Duty of Obedience:** Ensure that the Society obeys applicable laws and regulations; follows its own Bylaws; and that the nonprofit adheres to its stated corporate purposes/mission.

Section 5.5 **Composition.**

- a. **Voting Members of the Board of Directors.** The Board of Directors shall consist of sixteen (16) voting members. Six (6) of the voting members of the Board of Directors shall be the President, President-Elect I, President-Elect II, Immediate Past President, Secretary-Treasurer, and Secretary-Treasurer-Elect. The remaining voting members include the chair of the Foundation for Women’s Cancer (“FWC”) and nine (9) “Members-at-Large” elected from the Society’s voting membership.
- b. **Non-Voting Resource Members of the Board of Directors.** The Board of Directors shall also have two (2) non-voting resource members. The non-voting resource members shall be a Trainee (Fellow-In-Training) representative and an American Congress of Obstetricians and Gynecologists (ACOG) representative. The presence or absence of non-voting resource members of the Board of Directors shall not be considered for purposes of determining the existence of a quorum. Non-voting members of the Board of Directors shall enjoy none of the rights of the voting members of the Board of Directors and may, at the discretion of a majority of the voting members of the Board of Directors, be excluded from any meeting of the Board of Directors.

Section 5.6 **Election and Term.**

- a. **Voting Members of the Board of Directors.** The six (6) Officer Directors of the Board of Directors along with the Foundation for Women's Cancer Chair shall serve on the Board of Directors so long as they remain in office. The nine (9) Members-at-Large shall be elected by the Society's voting members to terms of three (3) years commencing on the date of the conclusion of the Society's Annual Meeting and continuing until her or her successor has been elected and qualified. Each Member-at-Large shall serve one three-year term.
- b. **Non-Voting Resource Members of the Board of Directors.** The Trainee (Fellow-In-Training) Representative shall be elected to a one (1) year term commencing on the date of their election and continuing until his or her successor has been elected and qualified. The American Congress of Obstetricians and Gynecologists (ACOG) Representative shall be nominated by ACOG and appointed by the SGO President with the approval of the SGO Board of Directors annually. The American Congress of Obstetricians and Gynecologists Representative shall continue to serve until his or her successor has been nominated by the American Congress of Obstetricians and Gynecologists and approved by the Board of Directors.

Section 5.7 **Meetings of the Board of Directors.**

- 5.7.1. **Regular Meetings.** The Board of Directors shall hold at least two (2) regular in person meetings during each calendar year. Written notice of each regular meeting of the Board of Directors shall be given to each Member of the Board of Directors at least thirty (30) days prior to the meeting.
- 5.7.2. **Special Meetings.** Special meetings of the Board of Directors may be called by the President or by three (3) members of the Board of Directors, on notice to the Members of the Board of Directors at least ten (10) days prior to the proposed meeting. This notification must be in writing by mail or by electronic mail.
- 5.7.3. **Transaction of Business.** The Board of Directors may transact any and all business pertaining to the Society at any regular or special meeting, or as otherwise provided in these Bylaws.
- 5.7.4. **Notice.** Notice of any regular or special meeting of the Board of Directors, including a statement of the purpose or purposes for which a special meeting is called, shall be given by written or printed notice delivered personally by mail or by electronic mail to each Director at his or her address as shown in the records of the Society.
- 5.7.5. **Waiver of Notice.** Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of

notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

- 5.7.5. **Quorum.** A majority (51%) of the voting members of the Board of Directors in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.
- 5.7.6. **Voting.** Each member of the Board of Directors shall have only one vote. No proxy voting shall be valid. Unless a larger proportion of affirmative votes are required by these Bylaws, the Articles of Incorporation or by law, the affirmative vote of a majority of the Board of Directors members present and voting at any duly constituted meeting of the Board of Directors at which a quorum is present shall be sufficient to authorize any act by the Board of Directors.
- 5.7.7. **Informal Action by Directors.** Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members of the Board of Directors.
- 5.7.8. **Participation by Telephonic or Electronic Means.** Any member of the Board of Directors may participate in a meeting by means of a conference telephone or similar communications equipment allowing all persons in the meeting to hear each other at the same time. This participation shall constitute presence in person at that meeting. No alternate person may substitute for the Board of Directors member.
- 5.7.9. **Presumption of Assent.** A director present at a Board meeting at which action on a matter is taken is conclusively presumed to assent to the action taken unless the director's dissent is entered in the minutes of the meeting or unless the director files a written dissent to the action with the meeting secretary before the meeting's adjournment or forwards a dissent by registered or certified mail to the Society's Secretary-Treasurer immediately after the meeting's adjournment. This right to dissent does not apply to a director voting in favor of an action.

Section 5.8 **Vacancy.** All vacancies on the Board of Directors, whether caused by death, resignation, or for any other reason, shall be filled for the remainder of the term by the member who ran for the Board of Directors, did not get elected, and received the next highest percentage of vote. If no successor is designated, the vacancy will be filled by the Nominating Committee in accordance with Article VII.

- 5.8.1. **Effect of Termination of Board Membership.** Except as may be otherwise expressly provided herein, all rights, powers, obligations, or

duties of a Member of the Board of Directors of the Society, as such Member of the Board of Directors, shall cease upon termination of his membership on the Board of Directors.

ARTICLE VI

OFFICERS

- Section 6.1. **Officers.** The Society shall have a President, an Immediate Past President, a President-Elect I, a President-Elect II, a Secretary-Treasurer, and Secretary-Treasurer-Elect. In addition to all other powers and duties conferred upon them, the President, President-Elect I, President-Elect II, Secretary-Treasurer and Secretary Treasurer-Elect shall be Members of the Board of Directors for the duration of their terms of office.
- Section 6.2. **Absence or Disability of President.** In the event of the absence or disability of the President the President Elect I will assume the duties of the President. If the President's absence or disability exceeds or is expected to exceed a cumulative total of six months, the Board of Directors may at its discretion, appoint the immediate Past President to fulfill the duties of the President for the duration of the President's absence.
- Section 6.3. **Duties of Officers.** Each officer of the Society shall fulfill the following duties:
- i. be a Full Member of the Society;
 - ii. hold only one elective office at a time;
 - iii. not succeed to the same office following the elected term;
 - iv. serve on the Executive Committee; and
 - v. have the general powers of supervision and management usually vested in the respective offices of a not-for-profit corporation, under the laws of the State of Illinois.
- Section 6.4. **President.** The President shall be the principal officer of the Society and shall fulfill the following duties:
- i. serve for a term of one year;
 - ii. preside at all meetings of the Board of Directors and of the Society Membership;
 - iii. see that all orders or resolutions of the Board of Directors are carried out;
 - iv. establish, with majority approval of the Board of Directors, committees to support the purposes of the Society;
 - v. chair the Executive Committee; and
 - vi. represent the Society as a member of the Board of the Foundation for Women's Cancer.

- Section 6.5. **Immediate Past President.** The Immediate Past President shall:
- i. serve for a term of one year;
 - ii. chair the Nominating Committee;
 - iii. chair of the Governance Committee; and
 - iv. represent the Society as a member of the Board of the Women's Cancer Foundation.

- Section 6.6 **President-Elect I.** The President-Elect I shall:
- i. have such additional powers and discharge such duties as may be assigned from time to time by the Board of Directors;
 - ii. serve for a term of one year;
 - iii. serve as co-chair of the Governance Committee; and,
 - iv. automatically ascend to the presidency when the President's term ends; and
 - v. make appointments, subject to the approval of the Board of Directors and specifications of these Bylaws, to standing and other committees
 - vi. appoint (with the approval of the Board of Directors) a Full Member to chair the Program Committee for the year in which the President Elect I will serve as President.

- Section 6.7 **President-Elect II.** The President-Elect II shall:
- i. serve for a term of one year;
 - ii. serve as chair of the Health Policy and Socio-Economic Committee
 - iii. automatically ascend to the position of President-Elect I when the President-Elect I's term ends, or when there is a vacancy in that office; and
 - iv. execute the duties of the Secretary-Treasurer in the absence or disability of the Secretary-Treasurer and the Secretary-Treasurer-Elect

- Section 6.8 **Secretary-Treasurer.** The Secretary-Treasurer shall:
- i. serve for a term of two years;
 - ii. keep or cause to be kept the records of the Society under the supervision of the President and the Board of Directors;
 - iii. record or cause to be recorded the minutes of the meetings of the Members and Board of Directors and shall sign such minutes;
 - iv. preserve correspondence, reports, records, Bylaws and the Policy and Procedure Manual of the Society in a permanent file;
 - v. be bonded;
 - vi. have signature authority of all the funds and property of the Society;

- vii. oversee the collection, payment and record of monies for all Society activities and obligations, in accordance with policies and procedures established by the Board of Directors;
- viii. present financial reports and an annual audited financial report to the Board of Directors as requested;
- ix. present financial reports at the Annual Meeting of the Membership; and
- x. serve as Chair of the Finance Committee

Section 6.9 **Secretary-Treasurer-Elect.** The Secretary-Treasurer-Elect shall:

- i. serve for a term of two years;
- ii. be a Full Member elected to the office of Secretary-Treasurer-Elect every two (2) years simultaneously with the election of the Secretary-Treasurer, and then succeed to the office of Secretary-Treasurer for a term of two (2) years with the recommendation and approval of the Nominating Committee;
- iii. serve on the Executive Committee; and
- iv. serve on the Finance Committee.

Section 6.10 **Removal.** Any elected officer or appointed officer may be removed from office at any time by a two-thirds vote of the Board of Directors, whenever in its judgment the best interest of the Society will be served thereby.

ARTICLE VII

NOMINATIONS AND ELECTIONS

Section 7.1 **Nominating Committee.** The committee is charged with providing a slate for the election of officers and Board of Directors members to the SGO Board of Directors for approval and for a vote by the membership. The Nominating Committee is also charged with providing nominations for the positions of Chairperson, Past Chairperson and Chairperson-Elect of FWC and the Directors-at-Large positions on the Board of Directors of FWC for appointment by the Society's Board of Directors.

Section 7.2 **Composition.** The committee shall consist of the Immediate Past President, the Immediate Past President once removed, and five to seven (5-7) Members of the Society not currently serving on the Board of Directors. The Immediate Past President shall act as Chair. If there is no Immediate Past President, the President shall, with the approval of the Board of Directors, appoint the Nominating Committee Chair. The five to seven (5-7) Members of the Society shall be appointed by the President Elect with the approval of the Board of Directors. The term of office is for one year. A vacancy in Nominating Committee membership by reason of death, resignation, removal, disqualification or otherwise will be filled by

the President with the approval of the Board of Directors, for the unexpired portion of the term.

Section 7.3 **Nominating Procedures.** In accordance with policies and procedures established by the Board of Directors, the Committee shall consider the qualifications of all candidates for all open positions submitted through the call for nominations and as outlined in Policy 2.2. No member of the Nominating Committee may be nominated for office while serving on the committee.

Section 7.4 **Election Procedures.** Policy 2.3 outlines the procedures the Nominating Committee shall follow in conducting electronic elections. Candidates for Officer and Member positions of the Board of Directors receiving the greatest number of votes shall be elected per the policy with each eligible voting member having one vote for each open position to be filled. In case of a tie for any office, the election shall be decided by a run-off election between the two tying candidates. Should the two tying candidates again tie in the run-off election, the tie shall be broken in accordance with policies and procedures established by the Board of Directors (The Board of Directors would decide with a majority vote). Results of the election shall be tabulated and communicated to members.

ARTICLE VIII

COMMITTEES

Section 8.1 **Standing Committees.** The organization shall have the following standing committees: Executive, Governance, Professional Ethics, Finance, Membership, and Nominating.

8.1.1 **Executive Committee:** The Executive Committee shall consist of the President, President-Elect I, President-Elect II, Immediate Past President, Secretary-Treasurer, the Secretary-Treasurer-Elect and the Chairperson of FWC. The Executive Committee shall address issues between Board of Directors meetings, shall act for the Board of Directors between regular meetings of the Board of Directors, and report those actions promptly to the Board of Directors, subject to limitations imposed by Board of Directors policy. The Executive Committee shall take no action with respect to the election of officers or with respect to filling vacancies on the Board of Directors. The committee shall be responsible for review and planning of the administrative and financial matters of the Society. As such, the Executive Committee shall provide immediate supervision to the Executive Director of the Society.

8.1.2 **Governance Committee:** The role of the Governance Committee (GC) is to: Oversee the board and committee orientation process, including assuring up-to-date orientation materials are available; administer board and committee member continuing development/education, mentoring, coaching programs and self-assessment. Additionally, the GC will provide support for individual Board and committee members in their roles as association leaders. It is the responsibility of the GC to update and maintain the Bylaws. The Chair of the Governance Committee will be the Immediate Past President (one-year term). The GC will review and update the following items at least annually:

- a. Governance policies
- b. Member leader job descriptions
- c. Governance decision-making model
- d. Facilitate administration of governance self-assessment (independent external assessment)
- e. Assure an effective process is administered to assess the contributions of individual member leaders and committee members
- f. Provide semi-annual reports (March and July) of Committee progress to the board
- g. Oversee revision of the SGO Bylaws to align with the current governance policies and structure.
- h. The Governance Committee shall deal with amendments to the Bylaws of the Society, as specified in Article XVI of these Bylaws.

8.1.3 **Professional Ethics Committee:** Members of the Professional Ethics committee, a sub-committee of the Board of Directors, are appointed by the President-Elect I and ratified by the Board of Directors. The purpose of the Professional Ethics Committee is to:

- a. Develop principles aligned with SGO core values that are standards of conduct that define the essentials of honorable behavior for the physician member of the Society of Gynecologic Oncology (SGO)
- b. Develop a process for resolving ethical issues
- c. Manage, review and make recommendations to the Board of Directors relative to mitigate conflict of interest (COI) and risks associated with COI

8.1.4 **Finance Committee:** The Finance Committee shall supervise the financial policies and expenditures of the Society, including developing an annual budget and monitoring the investment of the funds of the Society, and shall periodically report on such matters to the Board. More specifically the Finance Committee shall: (i) ensure the Society's financial resources are used to advance its exempt purposes; (ii) ensure the Society keeps complete, current, and accurate financial records and

that the Board is provided with and reviews timely reports of the Society's financial activities; (iii) develop and transmit recommendations for the Society's annual budget to the Board by the date set by the Board; (iv) ensure the Society has appropriate financial policies and procedures including, prudent investment policies, and oversee implementation of the same, and annually review and provide recommendations to improve the same to the Board; (v) oversee the Society's compliance with local, state, and federal ordinances, statutes and regulations including, but not limited to, all applicable tax and reporting obligations (e.g., IRS Form 990); (vi) ensure the Society has an independent review or audit of its financial statements annually and oversee the same; (vii) inquire into any financial matters deemed necessary by the Finance Committee, the Board, any officer, or the CEO; (viii) provide periodic reports to the Board regarding the Committee's activities and recommendations; and (ix) perform such other duties and responsibilities as may be assigned by the Board.

8.1.5 **Membership Committee:** The Membership Committee shall examine applicant credentials, rule on the eligibility of such applicants, and recommend action to the Board of Directors. The Committee shall consist of three or more Members, appointed by the President Elect with approval of the Board of Directors.

8.1.6 **Nominating Committee:** See Nominations and Elections Section.

Section 8.2 **Other (Non-Standing) Committees.** The President, with majority approval by the Board of Directors, shall have the authority to establish such other committees as may be deemed necessary. A committee serve at the pleasure of the Board of Directors. Committee appointments are made by the President and approved by the Board of Directors.

Section 8.3 **Terms of Service.** Committee members are to be appointed by the President Elect for a two (2) year term, not to exceed two (2) terms. Terms of service will be consistent with Policy 3.1.

Section 8.4 **Removal.** Any appointed committee member may be removed per Policy 3.3.

Section 8.5 **Vacancies.** A vacancy on any committee by reason of death, resignation, removal, disqualification or otherwise may be filled by the President, for the unexpired portion of the term with the approval of the Board of Directors.

ARTICLE IX

HEADQUARTERS

- Section 9.1 **Offices.** The Society shall maintain an office in its state of incorporation, and such other offices as the Board of Directors may determine.
- Section 9.2 **Books and Records.** The Society shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors, committees having and exercising any of the authority of the Board of Directors, and shall keep at the principal office a record giving the names and addresses of all categories of members. Upon written request, the Board of Directors may approve inspection of books and records of the Society by any member or member’s agent or attorney for any proper purpose at any reasonable time.
- Section 9.3 **Chief Executive Officer.** The Society shall engage the services of a Chief Executive Officer (“CEO”), who shall also serve as the FWC’s CEO and be employed by SGO. The CEO shall be the principal executive officer of the Society and shall supervise and oversee the administrative functions and operations of the Society including the implementation of budgets, policies, procedures and directions adopted by the Board. The CEO shall be responsible for the performance of such management functions and duties as shall be prescribed or delegated by the President or which may be incident to the position of CEO. The CEO shall report directly to the Board.
- Section 9.4 **Chief Financial Officer.** The Society shall have a Chief Financial Officer (“CFO”) who shall be the Society’s principal financial staff member, serving as a resource to the Board, the officers, and the CEO and providing financial information as requested. In addition, the CFO shall: (i) be responsible for the maintenance of adequate books of account for the Foundation; (ii) have charge of all Foundation funds and securities (and be responsible therefore), and for the receipt and disbursement thereof in accordance with the policies and procedures adopted by the Board; (iii) recommend to the Audit and Finance Committee and the Board appropriate financial policies, procedures, and controls based on best practices; (iv) implement, oversee, and enforce all financial policies, procedures, and controls adopted by the Board; and (v) perform other duties assigned by the CEO or the Board. If required by the Board, the CFO shall give a bond for the faithful discharge of his/her duties in such sum and with such surety as the Board shall determine.

ARTICLE X

FINANCE PROCEDURES

- Section 10.1 **Annual Budget.** The Board of Directors shall, by such procedure as it may prescribe, adopt a budget each fiscal year appropriating and authorizing expenditures of funds for the operation of the Society.
- Section 10.2 **Audit.** The financial records of SGO shall be audited annually by a certified public accountant appointed by the Board of Directors. The annual audit report shall be provided to the membership at the Annual Meeting.
- Section 10.3 **Fiscal Year.** The fiscal year shall be from January 1 to December 31.
- Section 10.4 **Dues.** The annual membership dues, as set by Board of Directors, shall be payable each December 31.
- Section 10.5 **Personal Benefit.** No part of the net earnings of the corporation shall inure to the benefit of any Member, trustee, officer of the corporation, or any private individual.
- Section 10.6 **Contracts.** The Board of Directors may authorize any officer, agent or agents of the Society, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Society, and such authority may be general or may be confined to specific instances.
- Section 10.7 **Special Assessments.** Special assessments may be levied upon the membership by the Board of Directors when necessary, provided such assessment shall not exceed an amount equal to the annual dues for the fiscal year in which the assessment is levied. It will require two-thirds

(2/3) vote of the Board of Directors Members present and voting to pass any levy.

ARTICLE XI

SEAL

- Section 11. The Board of Directors may determine that the Society shall have a seal to be in such form as the Board of Directors shall approve or may determine that the Society shall have no seal.

ARTICLE XII

WAIVER OF NOTICE

- Section 12. Whenever any notice is required to be given under the provisions of Illinois law or under the provision of the Articles of Incorporation of the Society or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XIII

PARLIAMENTARY AUTHORITY

- Section 13. The rules contained in the current edition of Robert's Rules of Order, Newly Revised, shall govern the Society in all cases to which they are applicable and in which they are not inconsistent with statute, these Bylaws or a specific provision of the Articles of Incorporation and any special rules of order the Society may adopt.

ARTICLE XIV

INDEMNIFICATION AND INSURANCE

- Section 14.1 **Indemnification.** The Society shall, to the fullest extent permitted by law, indemnify and hold harmless each person who serves as an Officer of the Society, as a member of the Board of Directors of the Society, as a member of any duly authorized committee of the Society, or as an employee of the Society, from and against any and all claims and liability, whether the same are settled or proceed to judgment, to which such person shall have become

subject by reason of his or her having acted in the capacity or capacities heretofore enumerated, or by reason of any action alleged to have been taken or omitted by him or her in such capacity, and shall reimburse (to the extent not otherwise reimbursed by insurance) each such person for all legal and other expenses, including the cost of settlement, reasonably incurred by him or her in connection with any such claim, liability, suit, action or proceeding; provided, however, that no such person shall be indemnified against, or be reimbursed for, any claims, liabilities, costs or expenses incurred in connection with any claim or liability, or threat or prospect thereof, if he or she did not meet the standards of conduct required by applicable law in order to permit the corporation so to indemnify him or her, or if the claim or liability arose out of the person's:

- a. willful failure to deal fairly with the Society or its members in connection with a matter in which the person has a material conflict of interest;
- b. violation of criminal law, unless the person had reasonable cause to believe his or her conduct was lawful or no reasonable cause to believe his or her conduct was unlawful;
- c. transaction from which the person derived an improper personal profit or benefit; or
- d. willful misconduct.

Section 14.2 **Insurance.** The Society may purchase insurance to protect the officers, directors, committee members and members, the staff and the Society against liability with such coverage and limits as the Society deems appropriate. Without limiting the foregoing, the Society shall at all times maintain Directors and Officers Liability Insurance.

ARTICLE XV

DISSOLUTION

Section 15. In the event of dissolution of the Society, no Member, Board of Directors member, officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets and the net assets of the corporation shall be applied and distributed as follows:

- i. All liabilities and obligations shall be paid, satisfied, and discharged or adequate provision shall be made therefor.
- ii. All of the remaining assets of the Society (except any assets held by the Society upon condition requiring return, transfer or other conveyance in

the event of dissolution, which assets shall be returned, transferred or conveyed in accordance with such requirements) shall be distributed exclusively for the purposes of the Society in such manner, or to such organization or organizations as shall at the time qualify as a tax-exempt organization or organizations under the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue statute, as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the court of general jurisdiction of the county in which the principal office of Society is then located, exclusively for such purposes in such manner, or to such organization or organizations which are organized and operated exclusively for such purposes, as said court shall determine.

ARTICLE XVI

AMENDMENTS

Section 16 **Definitions.** In this Article, the term “Amendment” means and includes any and all of the following: The adoption of a new Bylaw; the change in part or whole of an existing Bylaw; or the repeal of a Bylaw.

Amendment Process. Amendments to Bylaws may be proposed by the Board of Directors or by any Full Member in good standing. Proposed bylaw amendments are to be referred to the Governance Committee for review and clarification and then submitted to the Board of Directors. A Majority vote of the Board of Directors at a meeting at which a quorum is present is required for approval. Proposed bylaw amendments approved by the Board of Directors will be sent to each voting member by electronic means at least thirty (30) days prior to the date specified in the notice for an electronic vote. In order to be adopted, proposed amendments must receive the affirmative vote of two-thirds of the votes cast with not less than fifteen (15) percent of the Full Membership voting.