

# **BYLAWS OF THE INTERNATIONAL SOCIETY FOR THE STUDY OF VULVOVAGINAL DISEASE**

## **ARTICLE I - NAME**

The name of the organization is THE INTERNATIONAL SOCIETY FOR THE STUDY OF VULVOVAGINAL DISEASE, hereafter referred to as “the Society.”

## **ARTICLE II - GOALS AND PURPOSES**

The goals and purposes of the Society shall be:

1. To promote international communication and education amongst gynecologists, pathologists, dermatologists, and other healthcare providers.
2. To establish international agreement on terminology and definitions of vulvovaginal diseases.
3. To promote clinical investigation, basic research, and dissemination of knowledge in this field.

## **ARTICLE III – GEOGRAPHIC CONFINES AND OFFICIAL LANGUAGE**

1. Confines: The Society shall have no geographic limitations.

2. Language: English shall be the official language of communication of the Society. Lack of knowledge of English shall not disqualify a candidate for membership.

## **ARTICLE IV - POLICY AND PROCEDURE MANUAL**

The Policy and Procedure Manual (PPM) will be the official document of policies and procedures of the Society. Additions, deletions and other modifications to the Policy and Procedure (PPM) Manual require approval by way of a majority vote of the Board of Directors.

## **ARTICLE V - MEMBERS AND MEETINGS OF MEMBERS**

**1. Membership.** The members of the Society shall consist of the following categories of membership: Fellow, Life Fellow, Honorary Fellow, Member, Life Member and Student Member (and the term “members” shall be inclusive of all these categories). Membership shall consist of healthcare professionals who have an interest in disciplines related to vulvovaginal diseases.

Further selection and criteria for membership shall be established by an authorized resolution adopted by the Board of Directors, as set forth in the Policy and Procedures Manual.

**2. Dues.** Each member of this Society shall pay dues on or before the date determined each calendar year by the Board of Directors.

**3. Rights of Members** who have obtained Fellow Status. Each Fellow of the Society shall have the right to cast one vote for the election of the at large members of the Board of Directors, amendments to the articles and bylaws and on any other specific matter submitted by the Board of Directors. The right of a Fellow to vote shall cease on the termination of their membership. No member shall be entitled to share in the distribution of Society assets upon the dissolution of the Society.

**4. Removal of Members** of the Society. Any member may be removed from membership by a 2/3 affirmative vote of the voters, at any regular or special meeting called for that purpose, for conduct detrimental to the interests of the Society.

**5. Resignation of Members.** Any member of the Society may resign from the Society by delivering a written resignation to the Executive Director.

**6. Business Meetings.** The business meeting of the members of the Society shall be held on a date to be determined by the Board of Directors for the purpose of electing members of the Board of Directors and transacting unfinished business as may properly come before the membership.

**7. Special Meetings.** Special meetings of the members may be called at any time by the President or Secretary General. They shall also be called by the President or Secretary General at the written request of a majority of the Board of Directors, or by the written request of 10 members of the Society.

**8. Location of World Congress/Business Meeting.** The World Congress venue will be determined by the Board of Directors. The venue and dates may be altered by resolution of the Board of Directors if a change in circumstances renders this necessary.

**9. Notice of Meetings.** Notice of the Business Meeting stating the purpose or purposes of the meeting and the time and place where it is to be held, shall be sent to the membership within 2

weeks of the business meeting. by mail or electronic transmission. The precise date to be set by the Board of Directors.

**10. Voting/Quorum.** Fellow is the only member category entitled to vote. At any Society meeting, 10% of the Fellows that are in person or participating electronically shall be necessary to constitute a quorum. Except as otherwise provided in the Bylaws, a quorum is required for a vote to take place.

**11. Voting.** Except as otherwise provided in the Bylaws, the majority vote of all the voting members present matter brought before them shall be necessary.

**12. Attendance by Telephone or Video Conference.** The Board of Directors may permit any or all voting members to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all voting members participating may simultaneously hear each other during the meeting. A voting member participating in a meeting by this means is deemed to be present in person at the meeting.

## **ARTICLE VI – OFFICERS**

**1. Officers** - The officers of the Society shall be a President, a President-Elect, a Treasurer, and a Secretary-General.

**2. Number.** The officers of the Society shall consist of a President, a President-Elect, a Treasurer, and a Secretary-General and other officers as the Board of Directors may from time to time elect.

**3. Election and Term.** The officers of the Society shall be put forth by the Nominating Committee and approved by the voting membership at any regular or special meetings in accordance with the Policy and Procedures Manual. Each officer shall hold office until their successor is elected or their resignation, retirement, removal, disqualification, or death.

**4. Removal.** Any officer or agent of the Society may be removed by a majority of the Board of Directors with or without cause.

**5. Compensation.** Officers shall not be compensated for their services.

## **ARTICLE VII – BOARD OF DIRECTORS**

**1. General Powers.** All corporate powers shall be exercised by or under the authority of, and the affairs of the Society shall be managed under the direction of the Board of Directors of the Society.

2. Number and Qualification. The Board of Directors shall be the President, the President-Elect, the Treasurer, the immediate Past President, the Secretary-General and four (4) At Large Members. (Directors) Members of the Board of Directors need not be residents of the State of Illinois.

3. Terms. Each At Large Member shall serve two terms. Membership on the Board of Directors shall be staggered so that a minimum of two (2) new At Large Members are elected at each regular meeting of the Society, whenever possible. The President will serve only one term . The Past President and President Elect will each serve one term in that role in addition to their term as President. The Secretary General and the Treasurer are encouraged to serve multiple terms.

4. Removal. Any elected director may be removed, with or without cause, upon the majority vote of all of the Board of Directors then in office.

5. Vacancies. Vacancies occurring in the Board of Directors may be filled upon the majority vote of all of the Board of Directors then in office.

6. Compensation. Board of Directors shall not be compensated for their services as such, but the Board of Directors may provide for the payment of expenses which are incurred by directors in connection with the performance of their duties.

7. Executive Committee. The Executive Committee of the Board of Directors shall consist of the officers of the Board of Directors, as further described in Article VI of these bylaws. Subject to such restrictions and limitations as may be imposed from time to time by the Board of Directors the Executive Committee shall have and may exercise the full authority of the Board of Directors in the management of the Society, except that it shall have no authority as to the following matters: (a) distributions, as defined in the Illinois Nonprofit Corporation Act; (b) the dissolution, merger or consolidation of the Society, the amendment of the charter of the Society, or the sale, lease or exchange of all or substantially all of the property of the Society; (c) the designation of any committee of the Board of Directors or the filling of vacancies in the Board of Directors or in any such committee; (d) the amendment or repeal of the bylaws or the adoption of new bylaws; or (e) the amendment or repeal of any resolution of the Board of Directors which by its terms shall not be so amendable or repeal able. The Executive Committee shall report to the Board of Directors from time to time with respect to significant actions taken by it.

8. Standing Committees. The President shall appoint a chair to the following standing committees: Committee on Terminology, Presidents' Council, Program Committee, Nominating Committee, Membership Committee, Personnel Committee, Ethics Committee and Finance Committee. Each standing committee shall be governed by the procedures described in the Policy and Procedures Manual.

9. Other Committees. The President may from time to time designate such other committees as in the judgment of the Board of Directors may be necessary to carry out the objects and purposes of the Society and may determine the duties and tenure of each such committee.

## **ARTICLE VIII- MEETINGS OF THE BOARD OF DIRECTORS**

1. **Regular Meetings.** The Board of Directors may provide, by resolution, the time and place, either within or without the State of Illinois, for the holding of regular meetings.
2. **Special Meetings.** Special meetings of the Board of Directors may be called by or at the request of the President, two members of the Board of Directors or ten members of the Society. Such meetings may be held within or without the State of Illinois.
3. **Notice of Meetings.** Regular meetings of the Board of Directors may be held provided that notice is given to each member of the Board of Directors at least 5 days before the meeting. The person or persons calling a special meeting of the Board of Directors shall, at least 24 hours before the meeting, give notice thereof by any usual means of communication, including electronic transmission. Such notice need not specify the purpose for which the meeting is called.
4. **Waiver of Notice.** Any member of the Board of Directors may waive any required notice before or after the date and time stated in the notice. Attendance at or participation by a member of the Board of Directors in a meeting shall constitute a waiver of notice of such meeting unless the member of the Board of Directors at the beginning of the meeting (or promptly upon arrival) objects to holding the meeting or transacting any business at the meeting and does not thereafter vote for or assent to action taken at the meeting.
5. **Quorum.** One-half of the member of the Board of Directors in office shall constitute a quorum for the transaction of business at a meeting of the Board of Directors. Members of the Board of Directors may not vote by proxy.
6. **Manner of Acting.** Except as otherwise provided by law, the Articles of Incorporation or these bylaws, the act of the majority of the members of the Board of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.
7. **Presumption of Assent.** A director of the Society who is present at a meeting of the Board of Directors or a committee of the Board of Directors when corporate action is taken shall be deemed to have assented to the action taken unless the director objects at the beginning of the meeting (or promptly upon arrival) to holding it or transacting business at the meeting, the director's dissent or abstention from the action is entered in the minutes of the meeting, or the director files written notice of dissent or abstention with the presiding officer of the meeting before its adjournment or with the Society immediately after the adjournment of the meeting. The right of dissent or abstention is not available to a director who voted in favor of the action taken.
8. **Attendance by Telephone or Video Conference.** The Board of Directors may permit any or all directors to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting.

9. Informal Action by Directors. Action taken without a meeting is nevertheless the Board of Directors action if written consent to the action in question, describing the action taken, is signed by all the directors, and filed with the minutes of the proceedings of the Board of Directors or filed with the corporate records, whether done before or after the action so taken. Such action shall be effective when the last director signs the consent (which may be by electronic transmission) unless the consent specifies a different effective date.

## **ARTICLE IX - INDEMNIFICATION**

1. Extent. In addition to the indemnification otherwise provided by law, the Society shall indemnify and hold harmless its directors and officers against liability and expenses, including reasonable attorneys' fees, incurred in connection with any action, suit, proceeding or claim arising out of their status as directors or officers or their activities in any of such capabilities or in any capacity in which any of them is or was serving, at the Society's request, in another corporation, partnership, joint venture, trust or other enterprise; provided, however, that the Society shall not indemnify a director or officer against any liability or litigation expense that the director or officer may incur on account of activities that at the time taken were believed or known (or reasonably should have been known) by the director or officer to be clearly in conflict with the best interests of the Society or if the director or officer received an improper personal benefit. The Society shall also indemnify a director or officer for reasonable costs, expenses, and attorneys' fees in connection with the enforcement of rights to indemnification granted herein, if it is determined in accordance with Section 2 of this Article that the director or officer is entitled to indemnification.

2. Determination. Indemnification under Section 1 of this Article shall be paid by the Society with respect to any action, suit, proceeding or claim only after a determination that the liability and/or litigation expenses for which indemnification is sought (a) were not incurred on account of activities which at the time taken were believed or known (or reasonably should have been known) by the person seeking indemnification to be clearly in conflict with the best interests of the Society and (b) did not involve any transaction from which the person seeking indemnification derived an improper personal benefit. Such determination shall be made (i) by the unanimous affirmative vote of the directors who were not parties to the action, suit or proceeding or against whom the claim was not asserted ("disinterested directors") even though less than a quorum, (ii) by independent legal counsel in a written opinion, or (iii) by a court of competent jurisdiction.

3. Advanced Expenses. Expenses incurred by a director or officer in defending any action, suit, proceeding or claim may upon approval of a majority (but not less than two) of the disinterested directors, even though less than a quorum, or, if there are less than two disinterested directors, upon unanimous approval of the Board of Directors, be paid by the Society in advance of the final disposition of such action, suit, proceeding or claim upon receipt of an undertaking by or on behalf of the director or officer to repay such amounts unless it shall ultimately be determined that the director or officer is entitled to be indemnified against such expenses by the Society.

**4. Reliance and Consideration.** Any director or officer who at any time after the adoption of this Article VII serves or has served in any of the aforesaid capacities for or on behalf of the Society shall be deemed to be doing or to have done so in reliance upon, and as consideration for, the right of indemnification provided herein. Such right shall inure to the benefit of the legal representatives of any such person and shall not be exclusive of any other rights to which such person may be entitled apart from the provision of this Article VII. No amendment, modification or repeal of this Article VII shall adversely affect the right of any director or officer to indemnification hereunder with respect to any activities occurring prior to the time of such amendment, modification, or repeal.

**5. Insurance.** The Society may purchase and maintain insurance on behalf of its directors, officers, employees and agents and those persons who were serving at the request of the Society as a director, officer, partner, trustee, employee, or agent of, or in some other capacity in, another corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise against any liability asserted against or incurred by they or her in any such capacity, or arising out of his or her status as such, whether or not the Society would have the power to indemnify against such liability under the provisions of this Article VII or otherwise. Any full or partial payment made by an insurance company under any insurance policy covering any director, officer, employee or agent made to or on behalf of a person entitled to indemnification under this Article VII shall relieve the Society of its liability for indemnification provided for in this Article VII or otherwise to the extent of such payment, and no insurer shall have a right of subrogation against the Society with respect to such payment.

## **ARTICLE X - GENERAL PROVISIONS**

**1. Management of Corporate Funds.** No funds shall be used for any purpose other than to affect the purposes of the Society. Upon the request of a majority of the members of the Board of Directors each officer and employee or agent having custody of Society funds shall be covered by an appropriate fidelity bond. The Society will designate a depository and establish policies on deposits and withdrawals of funds from such accounts by resolution at its initial meeting. Withdrawals from such accounts shall be made only by check or similar order signed by any individual so designated by the Board of Directors.

**2. Exempt Activities.** Notwithstanding any other provision of these bylaws, no director, officer, employee, or representative of this Society shall take any action or carry on any activity by or on behalf of the Society not permitted to be taken or carried on by an organization exempt from taxation under Section 501(c) (3) of the Internal Revenue Code of 1986, as amended, and its Regulations as they now exist, or as they may hereafter be amended.

**3. Fiscal Year.** Unless otherwise ordered by the Board of Directors, the fiscal year of the Society shall be a calendar year, from January 1 to December 31.

**4. Amendments.** These bylaws may be amended or repealed, and new bylaws may be adopted by the 2/3 affirmative vote of the Board of Directors then in office at any regular or a special meeting of the Board of Directors and the Members of the Society.

**5. No Personal Liability.** No director or officer of the Society shall be liable or responsible for the debts or obligations of the Society.

**6. Emergency Bylaws.**

(a). In accordance with the Illinois Nonprofit Corporation Act, the bylaws set forth in this section shall be effective only in the event that a quorum of the Board of Directors cannot be assembled because of some catastrophic event.

(b). In the event of an emergency described in (a) above and consistent with the Illinois Nonprofit Corporation Act, a meeting of the Board of Directors may be called by giving notice only to those directors whom it is practicable to reach and may be given by any practicable manner, including by publication or by radio. One or more of the officers present at the meeting of the Board of Directors may be deemed to be a director for the meeting, in order of rank and within the same rank in order of seniority, as necessary to achieve a quorum.

(c). During the emergency, the Board of Directors may modify lines of succession to accommodate the incapacity of any director, officer, employee, or agent, and relocate the principal office, designate alternate principal offices or regional offices or authorize the officers of the Society to do any of the foregoing.

(d). All other provisions of these bylaws consistent with this section shall remain effective during the emergency described in (a) above.

(e). Corporate action taken in good faith in an emergency pursuant to these bylaws and the Illinois Nonprofit Corporation Act to further the ordinary business affairs of the Society shall be binding upon the Society.

**7. Non-Discrimination.** This Society shall operate entirely on a non-discriminatory basis with respect to race, gender, sexual orientation, age, disabilities, race, religion, and national origin. This policy shall apply to membership, Board of Directors, committees, staff, and services. All committees, boards, and other groups will attempt to offer a diverse representation of specialties, countries, etc. to reflect the diversity of our membership.

**8. Income** of the Society shall not accrue to any members or any individual. All income spent shall be for the benefit of the Society.

**9. Political Campaigns.** The Society as a unit shall not participate or intervene in political campaigns on behalf of a candidate for public office and shall not attempt to influence legislation.

**10. The assets** of the Society must be permanently dedicated to an exempt purpose. Distribution of assets on dissolution of the Society, should this occur, shall be limited to organizations under Section 501 (c) (3) of the Internal Revenue Code, 1954 (or the corresponding provision of any future United States Internal Revenue Law).

11. ‘Chapters’ are permitted, as long as they further the goals of the ISSVD. The chapter will have its own by-laws.