



INTERNATIONAL SOCIETY FOR GYNECOLOGIC ENDOSCOPY ARTICLES OF INCORPORATION, CONSTITUTION AND BYLAWS of the ISGE

This document amends and replaces the Articles of Incorporation of the International Society for Gynecologic Endoscopy dated 15th April 1988 revised in June 2013 and establishes a new Constitution of the Society.

Article 1 Name

Section 1 Under the name of the “International Society for Gynecologic Endoscopy” (hereinafter called the ‘Society’) an association to be governed by this Constitution is hereby established.

Section 2 The Society is a non-profit, tax-exempt corporation established exclusively for educational, scientific and charitable purposes governed by the Maryland Non-profit Corporation Law

Article 2 Objectives of the Society

The Society is a non-profit, scientific, educational and non-partisan organisation with the following objectives:

- a) To encourage the exchange of clinical experience, scientific thought and investigation among gynecologic endoscopists and practitioners in related techniques.
- b) To encourage research and evaluation of endoscopic and related techniques.
- c) To establish and recommend standards of training in gynecologic endoscopy and related specialities. d) To conduct appropriate training, and instructional courses
- e) To promote international agreement on terminology and definitions
- f) To promote cooperation between national and international societies.

Article 3 Achievement of the Objectives

The methods by which these objectives could be achieved shall be:

- a) The organization of regular scientific meetings.
- b) The collection of reliable data on present methods and standards.
- c) Ensure regular communications with members by electronic and postal media
- d) The co-ordination of multi-centre clinical trials.
- e) Audit of the results and complications of endoscopic surgery and related techniques to ensure patient safety.
- f) Advising on the content of training programs.

The stake holders of the Society are the patients, patient associations, teaching institutions, other national and international societies, insurance companies, medical industries, other medical specialities, other care givers and the media, other governmental and non-governmental organizations

Article 4 Duration and Address of the Society

The duration of the Society shall be unlimited.

The address of the Society is set by the Executive Board of the Society to be, Viale Regina Margherita, 157, Rome Italy. Changes of the address will be notified on the Society's website and in the Society Newsletter after decision of Executive Board of the Society.

Article 5 Membership

The Society shall consist of categories of members listed hereafter

Section 1 Definition of Membership

A Categories of membership

1. Regular membership
2. Electronic-only membership
3. Associated Society Membership
4. Young Endoscopist membership (YES)
5. Retired membership
6. Life membership
7. Associated membership
8. Corporate associate
9. Honorary associate

B Definition of the Membership Categories

B 1. Categories of membership

1. **Regular membership.** A Regular member is a licensed physician with a specific interest in gynecologic endoscopy and/or minimal invasive gynecologic care in good standing with her/his medical council and/or applicable licensing body.
2. **Electronic-only membership.** An Electronic member has to be an active member of her/his medical association with a specific interest in gynecologic endoscopy and/or minimal invasive gynecologic care.
3. **Associated Society Membership:** A member of a Society Associated to ISGE is a licensed physician with a specific interest in gynecologic endoscopy and/or minimal invasive gynecologic care and member of her/his society associated to ISGE.
4. **Young Endoscopist (YES) membership.** A YES member is a licensed physician or a Resident or Fellow with a specific interest in gynecologic endoscopy and/or minimal invasive gynecologic care in good standing with her/his medical council and/or applicable licensing body under 40 years of age as proved by identity card or another valid document.
5. **Retired membership.** A Retired member is a physician over the age of 65 with a specific interest in gynecologic endoscopy and/or minimal invasive gynecologic care who did retire from her or his medical activity.
6. **Life membership.** A life member is a regular member who becomes member of the Board. The life membership remains with the specific member once her/his tenure on the Board does expire.
7. **Associated membership.** An associated member is a non-physician. He/she has an interest in gynecologic endoscopy and/or minimal gynecologic care.
 - a. Individual Industrial Members
 - b. Non-Medical scientific members
 - c. Para-Medical members
8. **Corporate Associate.** A corporate associate is an entity that does commercial business or research within the health industry and has demonstrated and interest in gynecologic endoscopy and/or minimal invasive gynecologic care.
9. **Honorary Associate.** An Honorary associate is an individual elected to such membership by the Board of ISGE in virtue of their interest and/or conspicuous contributions to gynecologic endoscopy and/or minimal

invasive gynecologic care but does not meet the qualifications for other membership categories. Honorary associates shall have the same rights as Regular members other than they will not be eligible to hold office, vote or be liable to an annual subscription.

B 2. Conditions and Restrictions

All members shall respect the Bylaws of the Society, policies and decisions of duly constituted committees approved by the Board.

C Rights and Privileges of Membership

1. **Regular membership:** Regular members shall have the right to vote on all matters concerning the Society presented for vote, to be appointed to committees, to be elected to the Board and to be elected to become officers of the Society.
2. **Electronic – only membership:** Electronic-only members shall not have the right to vote on matters concerning the society presented for vote, to be appointed to committees or to be elected to the Board or to become officers of the Society. Electronic-only members receive publications and other educational products of the Society in digital (electronic) form only.
3. **Associated Society Membership:** a member of a society associated with ISGE shall have the right to vote on all matters concerning the Society presented for vote. They shall not have the right to be appointed to committees, to elected to the board and become officers of the Society unless they proceed to regular membership of the Society.
4. **Young Endoscopist YES membership:** YES, members shall have the right to vote on all matters concerning the Society, presented for vote to the members of the Society. YES, members shall not have the right to be elected to the Board or to be become officers of the Society unless the YES member decides to become a Regular member before the age of 40 years. YES, members shall have the right to be appointed to committees and in that capacity to vote on issues discussed within the specific committee. Upon reaching the age of 40 years of age the YES membership is eligible for Regular Membership but the YES membership will terminate.
5. **Retired membership:** Retired members shall have the right to vote on all matters concerning the Society, presented for vote to the members of the Society, to be appointed to committees and to be elected to the Board. Retired members shall not have a right to be elected to be an officer of the Society.
6. **Life membership:** Life members shall have the right to vote on all matters concerning the Society that are presented to the members of the Society, to be

appointed to committees and to be elected to the Board. This membership is only available for the Regular or Resident/fellow members elected by the Board of the Society.

7. **Associate membership:** Associate members shall not have the right to vote on matters concerning the Society, presented for vote to the members of the Society, shall not have the right to be elected to the Board. Associate members shall have the right to be appointed as members of committees.
8. **Corporate Associate:** Corporate associates are not “members” of the Society within the meaning of the Maryland Non-profit Corporation Law. Corporate associates shall not have the right to vote on matters concerning the Society presented for vote to the members of the Society, to be appointed to committees or be elected to the board or to offices of the Society. Corporate associates receive publications and other educational products of the Society in digital (electronic) form.
9. **Honorary Associate:** Honorary associates are not “members” of the Society within the meaning of the Maryland Non-profit Corporation Law. Honorary associates shall have the same rights as Regular members other than they will not be eligible to hold office, vote- exception for former Regular members elected to Honorary associate - or be liable to an annual subscription.

Section 2 Admission to Membership

- A. **Authority.** Membership may be granted only by the Board of the Society upon recommendation of the Membership Committee.
- B. **Non-discrimination.** The Society is committed to equal opportunity for all persons who meet the criteria for membership and does not discriminate on the basis of race, colour, national origin, marital status, gender, sexual orientation, disability or religion.
- C. **Application.** Application for membership shall be made on the appropriate form and in conformance with the procedures and requirements established in writing by the Society.
- D. **Procedures for admission.** The procedures for admission of new members shall be established and supervised by the Executive Committee, with approval of the Board. Upon receipt of the properly completed application form and payment of the membership fee, as appropriate for the specific membership category, the application for membership shall be referred to the Membership Committee for recommendation for approval or denial.
 - 1.If approval is recommended by the Membership Committee, membership shall be automatically approved.
 - 2.If the Membership Committee recommends denial of the application, the application is to be automatically referred to the Executive Committee. The Executive Committee is to make an investigation to determine whether the applicant meets all requirements for membership.

- a. The Executive committee shall be authorised to seek input from professional advisors to conduct such investigation.
- b. Upon completion of the investigation, the Executive Committee shall make a recommendation to the Board of the Society, who will make the final decisions regarding approval or denial of the membership application by majority of the Board members voting.

E. Acceptance. The applicant shall become a member of the Society only upon the approval of the application. If the membership is denied the Society shall not be required to state the reason for the decision of denial. Such applicant shall not be reconsidered for membership until at least six months have elapsed from the date of rejection and on presentation of rationale and supportive documentation to merit reconsideration.

Article 6 Dues

Section 1. Dues. The Board of the Society shall determine from time to time the amount to be paid annually as dues by each class, and within each class, of membership.

Section 2. Non-Payment delinquency. Any member who does not pay the annual required membership fee may, upon recommendation of the Board, cease to be a member of the Society on the second month following the due date for such payment. Rights and privileges of membership shall be terminated.

Section 3. Reinstatement. Any member who ceases to be a member of the Society for non-payment of dues may appeal to the Membership Committee for reinstatement. Membership may be restored after proof of payment of the specific membership fee submitted to the Membership Committee. The Membership Committee will then seek approval of reinstatement of the member by the Board of the Society.

Article 7 Termination of Membership

SECTION 1. Resignation or Death. All rights and privileges of any member shall be terminated upon written or email resignation or upon death. Any dues already paid to the Society shall not be refunded upon termination of membership.

SECTION 2. Revocation of License. The membership of any professional member of the Society shall terminate upon revocation or suspension of his or her professional license by any state or other competent authority. Any dues already paid to the Society shall not be refunded upon such termination of membership.

SECTION 3. Disqualification. The membership of any member who fails to meet or maintain all of the qualifications for membership in his or her category of membership shall be terminated but may be offered membership through another category for which her or she remains qualified. Disqualification of a member may also be considered if the member is convicted of criminal acts, engages in any act of

malfeasance, or has been declared incompetent by a court order, convicted of a felony, or found by court order or judgment to have breached a duty under the International Law. Any dues already paid to the Society shall not be refunded upon such termination of membership.

SECTION 4. Discipline. A member may be publicly reprimanded, fined, suspended or terminated for cause by the majority of the Board casting a vote or its designee. Cause shall include a failure, in serious degree, (1) to observe the Society's rules of conduct as prescribed by the Board in these Bylaws or otherwise, (2) to abide in the lawful decisions of any duly constituted committee of the Society after approval of the Board, or (3) to engage in any conduct which is deemed by the Board or its designee contrary or prejudicial to the interests and/or purposes of the Society.

A. The discipline shall occur only after the member has been given a fifteen (15)-day prior written notice of the proposed discipline and the reasons therefor.

1. The notice shall also advise the member of the member's opportunity to appeal to the Ethics Committee, orally or in writing, as determined by the Board, not less than five (5) days before the effective date of the discipline by the Board or its designee.

2. The Ethics Committee shall make a recommendation to the Executive Committee to uphold or overturn the discipline not more than five (5) days from the date of the appeal.

3. The Board shall make a final decision regarding the discipline not more than five (5) days from receiving the recommendation of the Ethics Committee by a simple majority vote of the quorum.

4. If the member being terminated is also an elected officer or a director of the association, then removal will follow the process outlined in Article 9, Section 3.

B. The Board is not required to follow the above procedure when imposing lesser discipline such as private reprimand.

Article 8 Officers

Section 1 Appointed officers

1. Medical Director. The Medical Director shall be a physician who is a Regular member, a retired member, or a life member of the Society at the time of his or her instatement. The Medical Director shall be responsible for formulating all organizational and medical policies, and overseeing all educational activities, subject to the approval of the Board of the Society. The Medical Director has the right to attend and participate at all meetings of the Board and all committees. The Medical Director shall be non-voting.

2. Executive Director. The Executive Director need not to be a physician nor qualify for membership of the Society. He or she shall be responsible for the day-to-day operation of the Society and management of its staff, subject to the oversight of the EXCO of the Society. The Executive director has the right to attend and participate at all meetings of the EXCO, the Board and the General Assemble of the Society and all committee meetings. The Executive Director shall be non-voting.

1. The Executive Director shall provide or cause the provided administrative support for the EXCO and Board of the Society, the General Assemble, Taskforces and other advisory bodies of the Society.

3. The Director of the Legal Committee of the Society need not to be a physician nor qualify for membership of the Society and shall hold office for four years but without a vote. He or she shall be responsible for the legal matters concerning the Society. He/She report directly to the Medical Director. He/she shall be eligible to stand for re-appointment for further periods of two years at the discretion of the full elected board. When his/her term is completed he/she shall resign from the board.

4. The Director of the Finance Committee of the Society need not to be a physician nor qualify for membership of the Society and shall hold office for four years but without a vote. He or She shall be responsible for the fund raising of the Society and the financial matters. He/She reports directly to the Medical Director. He/she shall be eligible to stand for re-appointment for further periods of two years at the discretion of the full elected board. When his/her term is completed he/she shall resign from the board.

5. The Director of the China effort Committee of the Society need not to be a physician nor qualify for membership of the Society and shall hold office for four years but without a vote. He or She shall be responsible for the fund raising of the Society and the contacts in China. He/she shall be eligible to stand for re-appointment for further periods of two years at the discretion of the full elected board. When his/her term is completed he/she shall resign from the board.

6. The Director of the Japan effort Committee of the Society need not to be a physician nor qualify for membership of the Society and shall hold office for four years but without a vote. He or She shall be responsible for the fund raising of the Society and the contacts in Japan. He/she shall be eligible to stand for re-appointment for further periods of two years at the discretion of the full elected board. When his/her term is completed he/she shall resign from the board.

Section 2 Elected Officers

A. Every elected officer of the Society must be a Regular member of the Society in good standing, he or she must have served previously as a member of the Board of the Society.

B. Elected officers shall be elected by the voting members of the Board of the Society from a slate of candidates presented by the Membership committee.

C Description of the Elected Officers

1. Secretary: Prior to the Annual General Assembly Meeting, the General Assembly of the Society shall elect a member of the Board to the office of Secretary. The elected person shall serve an eight-year term on the Executive Committee and shall succeed to the office of Vice- President in the third year of said term and President in the fifth year of said term and Immediate Past President in the seventh year of said term, unless otherwise determined by the voting members of the Society, until disqualified for membership (as described in Article 7), until resignation (as described in Article 8, Section 3), or until removal from office (as described in Article 10, Section 6).

a. The term of office of the Secretary shall begin on the last day of the Annual Meeting of the Society.

b. The Secretary shall inform the membership of the Elections and provide notification of the Annual General Assembly Meeting.

c. The Secretary shall report on the collection of all revenues and disbursements and render an account thereof at the Annual General Assembly Meeting, which report, and account may be prepared by appropriate Staff.

f. The Secretary shall perform all other duties usually associated with the office of Secretary of a non-profit corporation.

2. Vice President. The Vice President shall succeed to the office of President unless otherwise determined by the voting members of this Society, until disqualified for membership (as described in Article 7), until resignation (as described in Article 8, Section 3), or until removal from office (as described in Article 10, Section 6).

a. The term of office of the Vice-President shall begin on the last day of the Annual Meeting of the Society.

b. The Vice President shall, in the absence or disability of the President, perform all duties of the President and perform such other duties assigned by the Board of Directors.

3. President. The President shall serve in that capacity for a two (2) years term on the Board of Directors and on the Executive Committee, unless otherwise determined by the voting members of this Society, until disqualified for membership (as described in Article 7), until resignation (as described in Article 8, Section 3), or until removal from office (as described in Article 10, Section 6).

a. The President shall succeed to the ad hoc position of Immediate Past President.

b. The term of office for the President shall begin the last day of the Annual Meeting of the Society.

c. The President shall preside at all meetings of the Executive Committee, the Board, and the Annual General Assembly Meeting of the membership.

d. The President shall perform all duties usually associated with the office of President of a non-profit corporation, including the selection of all members of all committees, subject to approval of the Board of the Society.

e. The President shall keep the Board of the Society and the membership fully informed about the affairs and condition of the Society and shall conduct the business of the Society pursuant to and in accordance with such policies as may be prescribed from time to time by the Board.

f. The President shall be ex-officio voting member of all committees except the Audit, Membership, Nominations, and Scientific Program Committees.

g. The President shall serve as chair of the Financial Committee and the Executive Committee.

4. Immediate Past President. The Immediate Past President shall serve in that capacity for a two-year term on the Board and on the Executive Committee, unless otherwise determined by the voting members of the Society, until disqualified for membership (as described in Article 7), until resignation (as described in Article 7, Section 3), or until removed from office (as described in Article 10, Section 6).

a. The term of office for the Immediate Past President shall begin the last day of the Annual Meeting of the Society.

b. The Immediate Past President shall be the chair of the Nominations Committee.

c. The Immediate Past President shall perform such other duties assigned by the Board.

5. The Treasurer: who shall hold office for four years. He/she shall be eligible to stand for re-election for a further period of two years at the discretion of the full elected board. When his/her term as treasurer is completed, he/she shall resign from the board unless elected to another position on the Executive Board. After completion of his/her term he/she shall not be eligible for election as an Elected Board Member for at least one year. The Treasurer is authorized to sign check, bank drafts or money orders on behalf of the Society to a maximum of US \$10,000. Check in excess of this amount must be countersigned by a second member of the Executive Board. The Treasurer is authorized to deposit funds on behalf of the Society in bank accounts approved by the Board

6. The Editor in Chief of the Society who shall hold office for four years but without a vote. He/she shall be eligible to stand for re-election for further periods of two years at the discretion of the full elected board. When his/her term is completed he/she shall resign from the board unless elected to another position on the elected board. He/she shall not be eligible for re-election as an elected board member for at least one year.

7. The Chair of the membership committee of the Society who shall hold office for four years but without a vote. He/she shall be eligible to stand for re-election for further periods of two years at the discretion of the full elected board. When his/her term is completed he/she shall resign from the board unless elected to another position on the elected board. He/she shall not be eligible for re-election as an elected board member for at least one year.

8. The Chair of the Accreditation committee of the Society who shall hold office for four years but without a vote. He/she shall be eligible to stand for re-election for further periods of two years at the discretion of the full elected board. When his/her term is completed he/she shall resign from the board unless elected to another position on the elected board. He/she shall not be eligible for re-election as an elected board member for at least one year.

9. The Chair of the Training Committee of the Society who shall hold office for four years but without a vote. He/she shall be eligible to stand for re-election for further periods of two years at the discretion of the full elected board. When his/her term is completed he/she shall resign from the board unless elected to another position on the elected board. He/she shall not be eligible for re-election as an elected board member for at least one year.

10. The Director of the Committee on Digital Matters of the Society who shall hold office for four years but without a vote. He/she shall be eligible to stand for re-election for further periods of two years at the discretion of the full elected board. When his/her term is completed he/she shall resign from the board unless elected to another position on the elected board. He/she shall not be eligible for re-election as an elected board member for at least one year.

Section 3 Officer Vacancies

A. Any Officer may resign at any time by giving written notice to the Board of Directors. Such a written resignation will be effective on (i) the date it is delivered or (ii) the time specified in the written notice that the resignation is to become effective. No Officer may resign if the Association would then be left without a duly elected Officer in charge of its affairs, except upon notice to the Maryland Attorney General.

B. Any officer may be removed to the extent permitted by law or these Bylaws.

C. If the office is vacated by reason of death, resignation, disqualification, removal, expulsion of an elected officer, or any other cause, then the vacated position shall be filled as applicable:

1. If the **office of Immediate Past President** becomes vacant for any reason, the most recent, available Past President shall fill the duties of the Immediate Past President for the remainder of the unexpired term, at which time the current President succeeds to that position.

2. If the **office of President** becomes vacant for any reason prior to the Annual Meeting of the Society, the Vice-President will vacate the office of Vice-President and assume the office of the President for the remainder of the term.

3. If the **office of Vice-President** becomes vacant for any reason prior to the Annual Meeting of the Society the Secretary will vacate the office of Secretary and assume the office of Vice-President for the remainder of the term.

4. If the **office of Secretary** becomes vacant for any reason, this vacancy will be filled by a vote of the members of the Society from among two (2) candidates selected by the Nominations committee.

D. If two (2) or more vacancies of Elected Officers occur within the same year, the Board, subject to the provisions of applicable law, may leave one (1) position unfilled for the unexpired term not to exceed one (1) year, in which case the duties of that elected Officer will be divided among the members of the Executive Committee.

Article 9 Executive Committee

Section 1. Members

The **Executive Committee (EXCO)** shall consist of the President, the Vice President, the Secretary, the Immediate Past President, the Treasurer, the medical Director (non-voting) and the Executive Director (non-voting).

1. Invited to the meetings of the Executive Committee: Editor in Chief of the Society (non-voting), Director of the Training Committee (non-voting), Director of the Membership Committee (non-voting), Director of the Committee on Digital Matters (non-voting), Director of the Accreditation Council (non-voting), Director of the Finance Committee (non-voting), Director of the Legal Committee (non-voting); Director of the China effort (non-voting) and the Director of the Japan Effort (non-voting)

Section 2. Powers of the Executive Committee

A. The Executive Committee (EXCO) is a subcommittee of the Board and may meet as needed during the periods between the meetings of the Board.

- 1.** Actions may be taken by the Executive Committee during a duly convened meeting, or without a meeting, if approved by the unanimous written consent of all voting members of the Executive Committee. All actions of the Executive Committee shall be presented at the next meeting of the Board for ratification or rejection.
- 2.** Members of the Executive Committee shall also serve as members of the Finance Committee.
- 3.** The EXCO may employ an external professional organization to assist in running the society including some of the roles of the treasurer and secretary.

B. Meetings of the Executive Committee

- 1.** The Executive Committee shall meet once a month to be held on times designated by any member of the Executive Committee and approved by the majority of the Executive Committee voting members, to conduct business presented for consideration by that body.
- 2.** Any meeting may be held by tele conference or other communication equipment as long as all participants can communicate with one another. All such participants shall be deemed to be present at such meetings.
- 3.** Notice shall be given at least one week in advance of the meeting. Special meetings require only 48 hours' notice.
- 4.** Quorum. A majority of the members of the Executive Committee, excluding non-voting members, shall constitute a quorum for the transactions of business.

SECTION 3. Resignation and Removal

1. Any member of the Executive Committee may resign by giving written notice to the Board of Directors. Such a written resignation will be effective on the later of (i) the date it is delivered or (ii) the time specified in the written notice that the resignation is to become effective. No Member of the Executive Committee may resign if the Association would then be left without a duly elected Director in charge of its affairs.

2. An elected member of the Executive Committee may be removed from office if he or she ceases to meet all the qualifications for membership; has been declared incompetent by a court order, convicted of a felony, found by court order or judgment to have breached a duty under international law or to the extent permitted by law or these Bylaws.

1. The process for removal shall be identical to the process described in Article 7, Section 4, except that removal for cause requires a 2/3 majority of the Board casting a vote.
2. Any Executive Committee member who has resigned or who has been removed shall return promptly to the Society all documents, property and proprietary information of the Society, and agrees not to use or retain any copies, duplicates, derivative works or summaries of such information.

ARTICLE 10 GENERAL BOARD

SECTION 1. Members.

A. The Board shall consist of the Executive Committee and fourteen Elected Board Members who shall serve for not more than four years unless elected to the Executive Board of the Society. The following rules shall apply for election of Board Members:

a) Elected Board Members shall be open to any Member of the Society allowed by his membership to vote and take office under the following conditions.

a.i) The number of Elected Board Members shall be governed by geographical considerations. The geographical distribution of Elected Board Members shall be as follows:

North America	2
Europe	2
Asia	2
Central/South America	2
Australia/New Zealand	2
Africa	2
Middle East	2

There shall be no more than two Elected Board Members from any North American, European, Asian or Central and South American country.

a.ii) Each member of the board can be elected to a relevant sub-committee of the board to serve for 2 years. Each member may be re-elected to the same or a different sub-committee for the remaining 2 years of their term

a.iii) No Elected Board Member shall be eligible for re-election to the Board within one year of completing his term of Membership. He shall, however, be eligible for election to the Executive Board of the Society.

b) Method of Election. A postal election shall be held each year for vacancies for election to the board at the annual general meeting. Candidates for election to Board membership must be proposed by four sponsors. Candidates and sponsors must be Members of the Society and have paid their current Membership subscriptions. Voting shall be open to every Society Member with voting privileges. A simple majority shall decide. Elected Board Members will take office at the following Annual Scientific Meeting of the Society. Proposal forms for election will be sent to each Member 4 months previously prior to the annual meeting

c) If an Elected Board Member leaves the Board or is elected to the Executive Board before his term of office is complete, his place on the Elected Board will be filled for the remaining period of his term of office by a candidate from the same geographical area, if no candidate from that area is available the post may be filled at the discretion of the Board.

d) If an Elected Board Member fails to attend the annual general meeting for two consecutive years he may be removed from the Board and his place filled for the remainder of his term of office by co-option at the discretion of the Board.

e) The Conflict of Interest exists for both the board and EXCO. All members have to declare all business interests and societal memberships that could possibly constitute a conflict of interest for them as board members. This Conflict of Interest is the first item on the agenda of each meeting and the Chair should ask for any updates from those present. This gives the members of both EXCO and the Board the opportunity to recognize a conflicted member. If the conflict is considered serious then it may mean forced resignation from the said board. If the conflict is deemed specific to one item on the agenda and sufficiently minor, then the person concerned will simply be required to abstain from voting on that particular agenda item and possibly vacate the room while the item is being discussed.

f) Members of the Board of Directors shall attest to, abide in and uphold the Bylaws, actions and other policies adopted by the Association. Failure to adhere to these requirements constitutes Cause for possible dismissal from office as discussed in Article 10, Section 6.

SECTION 2. Meetings of the General Board.

- A.** Meetings of the Board shall be held at such times and places as properly called to conduct business presented for consideration by that body.
- B.** Meetings of the Board may be called by the President or the Vice President or the Secretary, or by any two Board Members.
- C.** Notice shall be given at least one (1) week prior to the meeting. Special meetings of the Board shall be held upon four days' notice by first-class mail or 48 hours' notice delivered personally or by telephone, including a voice messaging system or by electronic transmission, e-mail by the Society.
- D.** Any action required or permitted to be taken by the Board under any provision of law may be taken without a meeting if all members of the Board shall individually or collectively consent in writing to such action in the manner specified by International Law.

SECTION 3. Quorum and Action of the Board.

- A. Quorum.** A majority of the Board, excluding non-voting members, shall constitute a quorum for the transactions of business.
- B.** Every act taken or decision made by a vote of the majority of the Board members present at a meeting duly held at which a quorum is present shall be the act of the Board unless a greater number is expressly required by International Law, the Articles of Incorporation or these Bylaws.

SECTION 4. Powers of the Board.

- A.** Subject to the Provisions of the Articles of Incorporation, the Maryland Non-profit Corporations Law, and any International law, the full and complete power and authority to manage, operate and control all assets and activities of the Society shall be vested in the Board.
- B.** The Board may delegate the management of the activities of the Society to any person or persons, management company or committee however composed, provided that the activities and affairs of the Society shall be managed, and all corporate powers shall be exercised, only under the ultimate direction of the Board.
- C.** Without limiting the generality of the foregoing, the Board shall have the following powers:
- 1.** To conduct, manage, and control the business and affairs of the Association and to make such rules and regulations therefore consistent with applicable law, the Articles of Incorporation, and the Bylaws, as they may deem appropriate.

2. To hire, set the terms of employment, evaluate performance and terminate employment of the Medical Director, the Executive Director, the Director of the Legal Committee, the Director of the Financial Committee, the Director of the China Effort, the Director of the Japan effort, the Editor in Chief of the Online Journal TheTrocar.

3. To change the principal office for the transaction of the business of the Society from one location to another; to fix and locate from time to time one or more subsidiary offices of the Society, within or outside of the USA; and to adopt, make and use a corporate seal and to alter the form thereof from time to time as they deem appropriate, provided such seal shall at all times comply with any applicable law.

4. To borrow money and incur indebtedness for the purposes of the Society, and to cause to be executed and delivered therefore in the Society's name promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, or other evidences of debt and securities.

5. To foster and promote publications and contributions to medical and other scientific literature connected with the objectives and purposes of the Society.

D. The Board may adopt rules to cover any matters not in conflict with these Bylaws. Such rules may be adopted, modified, or rescinded by a majority of the Board.

SECTION 5. Term of Elected Board Members

A. Term of Office for Board members elected by membership prior to the Annual General Assembly Meeting of members shall be four (4) years.

1. The term of office shall begin on end of the Annual Meeting following the election.

2. The term of service shall continue until election and qualification of their successors, or until such Board Member's earlier resignation, disqualification, or removal in accordance with these Bylaws and the International Law.

SECTION 6. Resignation and Removal

A. Any member of the Board may resign by giving written notice to the Board. Such a written resignation will be effective on the later of (i) the date it is delivered or (ii) the time specified in the written notice that the resignation is to become effective. No Member of the Board may resign if the Society would then be left without a duly elected Board member in charge of its affairs.

B. An elected member of the Board may be removed from office if he or she ceases to meet all the qualifications for membership; has been declared incompetent by a court order, convicted of a felony, found by court order or judgment to have breached a duty under the International Law or to the extent permitted by law or these Bylaws.

C. An elected member of the Board may be removed from office by the Board, if said Board Member misses, without good and substantial cause as may be determined by the Board, more than two (2) consecutive regular meetings of the Board, or more than two (2) Annual meetings during any rolling 24- month period.

D. The process for removal shall be identical to the process described in Article 7, Section 4, except that removal for cause requires a 2/3 majority of the Board casting a vote.

E. Any Director who has resigned or who has been removed shall return promptly to the Society all documents, property and proprietary information of the Society, and agrees not to use or retain any copies, duplicates, derivative works or summaries of such information.

SECTION 7. Vacancies. Any vacancy occurring on the Board for any reason may be filled by appointment by the remaining members of the Board. The person so chosen shall serve until the expiration of the unexpired term of the person replaced.

ARTICLE 11 NOMINATION AND ELECTION OF BOARD MEMBERS and OFFICERS

SECTION 1. Nomination Process and Timeline

A. At least seventy-five (75) days, but not more than one hundred twenty (120) days in advance of the date of the Annual General Assembly Meeting, the Nominations Committee (as assembled according to Article 13 Section 3.A.4) shall submit to the Board a list of nominees containing one more candidate than needed for each position to be filled and two (2) candidates for each Officer position to be filled.

1. The Nominations Committee may only consider candidates who are current, regular members of the Society and who otherwise meet the criteria to serve as a Board Member or as an Officer of the Society.

2. The Nominations Committee will obtain a statement of willingness to be nominated and willingness to attest to a Conflict-of-Interest policy from those members they wish to consider as candidates.

3. The Nominations Committee will fully consider as possible candidates those Society members who expressed a desire to be considered for a position, and whose request is supported by a one (1) -page letter explaining their reasons to be considered as a candidate for election, which must be submitted at least one hundred twenty (120) days in advance of the date of the Annual General Assembly Meeting.

B. Voting for Board and Officers to be chosen by members shall start not less than forty-five (45) days prior to the Annual General Assembly Meeting.

1. The Board shall cause confidential ballots to be sent to each voting member containing the names of those candidates nominated by the Nominations Committee.
2. Each Society Member entitled to vote on such Board Member and Officer positions may cast one (1) vote by ballot for each Board Member position to be filled and one (1) vote for each Officer position to be filled. To be counted, ballots must be received by the Medical Director's office not less than fourteen (14) days prior to the date of the Annual General Assembly Meeting.
3. Those persons obtaining the highest number of votes cast for the positions to be filled shall be elected. The Medical Director's will report the results to the Board.

C. Proxies for the election for Directors and Officers shall be recognized to a maximum of one proxy per member entitled to vote by his/her membership.

D. The results of the election shall be announced prior to or at the Annual General Assembly Meeting.

ARTICLE 12 MEETINGS OF THE GENERAL ASSEMBLY OF THE MEMBERSHIP

SECTION 1. Annual General Assembly Meeting. A general meeting of the membership of the Society, to be known as the "Annual General Assembly," shall be held each year.

SECTION 2. Time and Place. The time and place of the Annual General Assembly shall be designated by the Board of. The Secretary shall provide notice of the meeting to each member of the Society not less than forty-five (45) days before the date of the meeting. The Annual General Assembly is organized during the Annual Meeting of the Society unless otherwise communicated.

SECTION 3. Special Meetings. Special meetings of the membership of the Society may be called by the Board for such time and place as it may designate, provided notice thereof shall be given to each member of the Society not less than thirty (30) days before the date of the meeting. Such notice shall state the purpose or purposes for which the meeting is called.

SECTION 4. Manner of Giving Notice.

A. Notice of the time and place of all regular and special membership meetings shall be given by any one or more of the following methods: personal delivery of or written notice; First-class mail, postage paid; telephone, including a voice messaging system

or other system or technology designed to record and communicate messages; or facsimile, electronic mail (“e-mail”) or other means of electronic transmission.

B. All such notices shall be given to the address, phone number, facsimile number, or e- mail address as shown on the records of the Society. Notice of Annual General Assembly Meetings may be given in the form of a calendar or schedule that sets forth the date, time and place of such meeting.

C. The notice of all Annual General Assembly Meeting or Special General Assembly shall include an agenda of the general nature of action proposed to be taken at such meeting.

SECTION 5. Quorum. The number of voting members of the Society present at the Annual General Assembly shall constitute a quorum for the transaction of business at the Annual General Assembly or any Special General Assembly meeting of the membership of the Society. Unless otherwise required by these Bylaws or law, action may be taken at the Annual General Assembly meeting or Special General Assembly meeting by a majority vote.

SECTION 6. Proxies. Proxy voting is recognized to a maximum of one proxy per member entitled to vote by his/her membership.

SECTION 7. Action without a Meeting. Any action which may be taken at a General Assembly of the members may be taken by conforming to the mail balloting International Law.

ARTICLE 13 COMMITTEES SECTION

1. Standing Committees.

Section 1. The Society shall have the following Standing Committees

1. Audit Committee
2. Bylaws Committee
3. Compensation Committee
4. Ethics Committee
5. Finance Committee
6. Membership Committee
7. Nominations Committee
8. Accreditation Committee
9. Scientific Program Committee

Section 2. Other Committees. The Board of Directors may create ad hoc committees at its discretion. Ad hoc committees will terminate at the end of the year unless renewed.

Section 3. Members of Committees.

A. The President shall select the chair and members of all committees with the approval of the Board, with the exception of those listed below, whose members will be chosen as described.

1. Audit Committee. The Audit Committee shall not consist of the members of the Executive Committee or the Board. It will consist of at least one (1) and not more than three (3) Society members, selected by the President with the approval of the Board.

- a. The Executive Committee may engage an independent accounting firm consisting of non-member consultants to assist in audit functions.
- b. The findings and recommendations of the Audit Committee will be reported to the Board.

2. Compensation Committee. The Compensation Committee is chaired by the President and shall consist of the members of the Executive Committee, except for the Medical Director, the Executive Director, the Director of the Legal Committee, the Director of the Finance Committee, the Director of the China Effort and the Director of the Japan Effort.

- a. Society members and/or non-member consultants serving in an advisory, non-voting capacity may be appointed with the approval of the Board as necessary to perform the duties of this committee. The Compensation Committee shall make recommendations to the Board concerning compensation of the Executive Director and Medical Director, the Director of the Legal Committee, the Director of the Finance Committee, the Director of the China Effort and the Director of the Japan Effort. Other staff salaries shall be determined by the Executive Director, in accordance with budgeted resources.
- b. The Compensation Committee will conduct an objective annual performance review of, and in consultation with, the Medical Director and Executive Director.

c. The Compensation Committee will conduct an objective annual performance review of the Editor of *The Open Access Online Journal TheTrocar*, with input from the Managing Editors, and in consultation with the Editor.

3. Finance Committee. The Treasurer shall serve as the Chair of the Finance Committee. The Committee shall consist of the Executive Committee and up to two (2) other Society members and/or non-member consultants serving in an advisory, non-voting capacity as deemed necessary to perform the duties of the Finance committee as suggested by the Treasurer with approval of the Board.

4. Nominations Committee. The Immediate Past President shall serve as Chair of the Nominations Committee (whose vote is captured but only counted in the event of a tie). If the Immediate Past President is unable to serve as Chair, the next most recent Past President will be asked to serve as Chair.

a. The Medical Director and Executive Director of the Society shall be non- voting members of the Nominations Committee.

b. There shall be additional members of the Nominations Committee, selected as follows:

- 1.** Two (2) members of the Board who represented the general membership and are leaving the Board by virtue of having completed their term of office.
- 2.** A representative from each Task Force of the Association (specified in policies) then in existence shall be provided to serve as a member as defined in the then current policies and procedures of the organization.
- 3.** The Chair of the Accreditation Committee

The Executive Director of the Association shall provide or cause to have provided administrative support to the Nominations Committee.

5. Scientific Program Committee.

a. The Scientific Program Committee shall consist of:

- 1.** A Chair appointed by the Board.
- 2.** Two persons appointed by the Board, in consultation with the Accreditation Committee, and further
- 3.** Up to five (5) additional persons, including a (i) one YES member, and(ii) not less than one member selected by the Chair of the Scientific Program Committee and ratified by the Accreditation Committee.
- 4.** The Medical Director, Executive Director, Chair of the Accreditation Committee of the Society shall serve as non-voting members of the Scientific Program Committee.

b. The Chair of the Accreditation Committee, in consultation with the Accreditation Committee shall oversee and monitor all actions of the Scientific Program Committee to ensure compliance with rules, regulations, and policies of the Society and the CME provider.

- 1.** Any breach or violation of the rules, regulations, or policies of the Society or the CME provider with respect to the planning, organization, or conduct of Scientific Programs sponsored by the Society shall be brought before the Accreditation Committee for the purpose of restoring and maintaining the integrity of the Scientific Program.
- 2.** Any person or persons responsible for a breach or violation of the rules, regulations, or policies of the Society or the CME provider with respect to the planning, organization, or conduct of Scientific Programs sponsored by the Society shall be subject to action(s) deemed appropriate by the Accreditation Committee, and approved by the Board, including removal from the program or Scientific Program Committee.

B. No member shall chair a committee longer than four (4) consecutive years except for newly established or significantly restructured committees when, at the Board's discretion, the chair may be appointed for a 5th year for purposes of maintaining continuity.

C. Terms for all appointed committee members shall generally be for a 12-month period commencing when appointed, unless specifically otherwise provided, generally starting on the date of the Annual General Assembly, but are subject to change in the sole discretion of the Board.

ARTICLE 14 TASK FORCES AND PROFESSIONAL INTEREST PARTNERS

Section 1. Task Forces (TF) shall be formed and disbanded from time-to-time by the Board, to reflect the current interests and needs of the membership.

A. Task Forces are not committees of the Association.

B. Task Forces will elect their own Officers and Board and operate according to the ISGE Bylaws, policies and procedures.

C. Membership in Task Forces shall be by virtue of demonstrated interest in the subject of the Task Force and application for membership.

Section 2. Professional Interest Partners (PIPs) shall be formed and disbanded from time-to-time by the Board, to reflect the current interests and needs of the membership.

A. Professional Interest Partners are not committees of the Society.

B. Professional Interest Partners will establish their own charters with the approval of the ISGE Board, elect their own Officers and, and operate according to the ISGE Bylaws, policies and procedures.

C. Membership in Professional Interest Partners shall be appointed or elected by the Board of the Professional Interest Partner according to that group's charter and policies and procedures.

D. The Accreditation Committee Board shall be a standing Professional Interest Partner of the Society.

ARTICLE 15 ISGE SENATE

Section 1. Composition The ISGE Senate is composed of the life members having been President, Secretary or Treasurer of the ISGE and any member or Honorary Associate appointed on merit by the Board. Their number should not exceed thirty.

Section 2. Functions of the Senate The members of the Senate advise the board of the ISGE through the EXCO in matters concerning the policies of the society and serve as a think tank to recommend strategies.

Section 3. Meetings of the Senate The senate will meet with the EXCO at least once a year before and separate from the meeting of the general board or whenever three members of the EXCO, one of these being the president, feels appropriate to call for a meeting. The EXCO will if necessary, ask for electronic advice of the senate on policy matters.

ARTICLE 16 BOOKS AND RECORDS

Duty to Keep Records

A. The Society shall keep complete and accurate books and records of account according to Generally Accepted Accounting Principles (GAAP).

B. The Association shall keep minutes of the proceedings of the Executive Committee, Board, and the Annual General Assembly Meeting of the membership.

C. The Board shall cause an annual report to be sent to each Board Member within one hundred twenty (120) days after the close of the Society's fiscal year containing the following information:

- 1.** The assets and liabilities of the Society as of the end of the fiscal year
- 2.** The principal changes in assets and liabilities, including trust funds, during the fiscal year.
- 3.** The revenue or receipts of the Society, both unrestricted and restricted to particular purposes, for the fiscal year.
- 4.** The expenses or disbursements of the Society for both general and restricted purposes during the fiscal year.
- 5.** A statement of any transaction (i) to which the Society, its parent or its subsidiary was a party, (ii) which involved more than \$50,000 or which was one of a number of such transactions with the same person involving, in the aggregate, more than \$50,000, and (iii) in which either of the following interested persons had a direct or indirect material financial interest (a mere common directorship is not a financial interest): any Director or Officer of the

Society, its parent, or its subsidiary. This statement shall include (i) a brief description of the transaction, (ii) the names of interested persons involved; (iii) their relationship to the Society; (iv) the nature of their interest in the transaction, and (v) when practicable, the amount of that interest, provided that, in the case of a partnership in which such person is a partner, only the interest of the partnership need be stated.

6. A brief description of the amounts and circumstances of any loans, guaranties, indemnifications, or advances aggregating more than \$10,000 paid during the fiscal year to any officer or Director.

ARTICLE 17 GENERAL PROVISIONS

Section 1. Meetings by Telephone or Similar Communication Equipment.

Any meeting may be held by telephone conference or other communications equipment permitted by the International and Privacy Laws, as long as all participants can communicate with one another and all other requirements of the International and Privacy Laws are satisfied. All such participants shall be deemed to be present at such meeting.

Section 2. Method of Taking Action

Any action required or permitted to be taken by the Board, Executive Committee, or any Committee, under any provision of law may be taken without a meeting if all members of the Board, Executive Committee, or any Committee, shall individually or collectively consent in writing to such action in the manner specified in International and Privacy Law.

Section 3. Manner of Providing Notice of Meetings.

Notice of the time and place of all regular and special membership or Board meetings shall be given by any one or more of the following methods: personal delivery of or written notice; first-class mail, postage paid; telephone, including a voice messaging system or other system or technology designed to record and communicate messages; or facsimile, electronic mail (“e-mail”) or other means of electronic transmission.

Section 4. Fiscal Year

The fiscal year shall be the Calendar Year

Section 5. Responsibility to Third Parties

In respect to all acts involving responsibility of the Society towards Third Parties, the Society shall be validly represented by its President or by a representative duly appointed to that effect by the Board.

ARTICLE 18 AMENDMENT SECTION

Section 1. Proposing Amendments.

- A.** The Board, the Bylaws Committee, any Officer of the Association, or any Member of the Society in good standing with its membership may propose amendment(s) to these Bylaws.
- B.** Any proposal for an amendment to these Bylaws must be submitted in writing to the Secretary, care of the Society's notified address, by the Board or at least one tenth of the members.
- C.** The Bylaws Committee shall consider any proposed amendment(s) and present a recommendation to the Board, either at the next scheduled meeting of the Board or at a special meeting called for that purpose.
- D.** Any amendments to the Bylaws must receive approval of the Board by the majority casting a vote.

Section 2. Approval of the Amendments.

- A.** In the event that such proposed Amendments recommended by the Bylaws Committee are approved by the Board of, then the proposal for an amendment to these Bylaws shall be circulated to all Members of the Society in writing at least three months before the general Assembly at which the amendment is to be discussed. The voting can be in person, by post or electronic means provided therefore. When the amendment is circulated, the Secretary shall state that Society Members may, if they are unable to attend the General Assembly, indicate that they support, reject or wish to suggest an alteration to the amendment. At the General Assembly meeting the Secretary shall report on any suggested alterations proposed in the returns so that they may be debated. After those present have voted on a show of hands, the Secretary shall report the result of the postal ballot and the figures shall be added to those cast at the meeting. No Member shall vote both in person and in writing.
- B.** At the meeting, when the amendment is discussed, there must be a majority of two-thirds of Members who have voted for the amendment to be passed; the two-thirds to include postal votes as well as Members present at the meeting. If the majority is not reached, the amendment will fail. The final decision on the amendment shall be communicated to all Members as soon as possible after the meeting.

ARTICLE 19 DISSOLUTION OF THE SOCIETY

A. A decision to dissolve the Society shall be taken at a General Assembly specially convened for the purpose and composed of at least half the Members of the Society. Should this quorum not be reached the General Assembly shall be re-convened not less than three months and not more than six months after the first meeting. This second General Assembly meeting in extra-ordinary session may make valid decisions irrespective of the number of members present.

B. In no case may the Society be dissolved unless a two-thirds majority of those present at the General Assembly agree. In the event of the Society being dissolved under the above provisions or as a result of a legal or judicial process, the Board shall appoint one or more commissioners charged with the liquidation of the assets of the Society.

C. The Board shall determine the use of the net assets of the Society.

D. The liquidation shall be final only after approval of the liquidation accounts by the Members of the Society who shall be consulted in writing. The decision must be reached by a two-thirds majority.