

Revised bylaws (11/2024)

SECTION 1: DEFINITIONS

The capitalized terms used in these Bylaws shall have the following meanings:

- 1.1 BYLAWS. The term "Bylaws" refers to the bylaws of the AFS.
- 1.2 CORPORATION. The term "Corporation" means The American Foregut Society, a Colorado non-profit corporation.
- 1.3 AFS. The use of "AFS" in this document refers to the legal entity, The American Foregut Society, a 501(c)(3) entity registered in Lone Tree, Colorado
- 1.3 BOARD. The use of "Board" in this document refers to the Board of Directors of the Corporation
- 1.3 DIRECTOR. The term "Director" means a Board member who is a Director of the Corporation.
- 1.4 OFFICER. The term "Officer" means an officer of the Corporation.
- 1.5 CHAIR. The term "Chair" means the Board Chair of the Corporation.
- 1.6 SECRETARY. The term "Secretary" means the secretary of the Corporation.
- 1.7 TREASURER. The term "Treasurer" means the treasurer of the Corporation.
- 1.8 PRESIDENT. The term "President" means the elected representative of the AFS membership who heads the Executive committee.

SECTION 2: NAME OF THE CORPORATION

2.1 Name. The name of this Corporation is The American Foregut Society. The activities of the Corporation may not be conducted under any other name or assumed name. The Corporation was previously known as The Heartburn Foundation and may continue to use that name as appropriate.

SECTION 3: PURPOSES OF THE CORPORATION

3.1 Purposes. The purpose or purposes for which the Corporation is organized shall be for literary, religious, charitable, scientific, and educational purposes, and the powers herein granted shall be limited in their application as authorized by Section 501(c)(3) under the Internal Revenue Code now existing or as it may be amended:

(a) To support and promote awareness, education, and investigation into the medical condition known as heartburn and Gastro-Esophageal Reflux Disease (GERD), and other diseases of the Foregut (esophagus and stomach).

(c) To support research and educational activities that promote the following:

- 1. An educated and empowered public;
- 2. An educated and empowered medical community; and
- 3. Advancement in the diagnosis and treatment of diseases of the Foregut (esophagus and stomach).

(d) The foregoing objectives can be achieved in a myriad of ways, including but not limited to: support of clinical research, targeted patient education, as well as targeted education of the providers of care to the GERD and Foregut patient.

(e) To receive and administer funds, to take and hold by bequest, devise, gift, purchase, or lease, either absolutely or in trust, any property, real, personal or mixed, to sell, convey, and dispose of any property and to invest and reinvest the proceeds, and to deal with and expend the income from its assets, without limitations as to amounts or values, except whatever limitations as may be imposed by law, all for the purposes described above, all for the public welfare.

(f) To exercise any, all and every power for which a non-profit corporation organized under the provisions of the corporation laws of Colorado for scientific, and educational purposes, all for the public welfare, can be authorized to exercise, but not any other power.

SECTION 4: NON-PROFIT CORPORATION

4.1 Dividends. This Corporation is not organized for profit or personal gain, and there shall never be any dividend declared or paid from the profits; and no part of the income of the Corporation shall be disbursed to Directors or Officers or Members.

4.2 Use of Funds. All funds, income, and contributions paid into this Corporation shall be used only for the purposes stated in Section 3. No Director or Officer or Member of the Corporation or any member of a family of any of them shall be eligible for any benefit, nor shall such ever receive any funds from the Corporation, nor any monetary return from the operation of the Corporation, except for necessary expenses and services actually rendered and as provided in these ByLaws.

SECTION 5: OFFICES

5.1 Principal Office. The Corporation has its principal office in the City of Lone Tree, Colorado. The Corporation may have other offices, either within or without the State of Colorado, as the Board of Directors may determine or as the affairs of the Corporation may require from time to time.

5.2 Registered Office and Registered Agent. The Corporation must have and continuously maintain in the State of Colorado a registered office and a registered agent whose office is identical with that registered office. The Corporation may have a registered office identical with the principal office of the Corporation in the State of Colorado. The Board of Directors may change the address of the registered office and the registered agent with a simple majority vote.

SECTION 6: BOARD OF DIRECTORS

6.1 **General Powers.** The Board of Directors will manage and control the affairs of the Corporation.

6.2 **Duties of Directors.** The Board of Directors shall exercise ordinary business judgment in managing the affairs of the Corporation. In acting in their official capacity as Directors of this Corporation, the Directors shall act in good faith and take actions they reasonably believe to be in the best interests of the Corporation and that are not unlawful. In all other instances, the Board of Directors shall not take any action that they reasonably believe would be opposed to the Corporation's best interest or would be unlawful. A Director shall not be liable if, in the exercise of ordinary care, the Director acts in good faith relying on written financial and legal statements provided by an accountant or attorney retained by the Corporation.

6.3 Number. The Board of Directors shall consist of not less than 8 members or more than 20 voting members. Ad hoc non-voting members may be appointed by a 2/3 majority vote of the board. Ad hoc members will be appointed either as voting members or non-voting consulting members at the time of their election.

Board Chair (“Chair”). The Board of directors will elect with a 2/3 majority a current Board Member to serve as Board Chair. The Board Chair will be responsible for the conduct of Board meetings and will sit on the Executive Committee of the Society. The primary role of the Chair is to develop collaborative consensus from the Board regarding the overarching scope, goals, and strategic plan of the AFS. In addition to engaging individual Board members to work as a unit, the Chair of the Board will then work with the Executive Committee and Executive Director to execute the strategic plan. In collaboration with the ED, the Chair of the Board shall develop the agenda for Board meetings and shall lead the meetings. The term of the Chair shall be 3 years, renewable one time with 2/3 majority board approval.

The Chair will preside, when present, at all meetings of the Board of Directors. In the absence of the Chair, the senior-most current member of the Board will be appointed to preside. The Chair is the chief executive and operational officer of the Corporation. As such, the Chair is responsible to:

- (a) supervise and control the business and affairs of the Corporation; and
- (b) execute any deeds, mortgages, bonds, contracts, or other instruments as the Board of Directors has authorized, except instruments the execution of which the Board of Directors may have expressly delegated to another officer or agent of the Corporation.

The Board of Directors may also delegate any other powers and duties to the Chair as they, from time to time, may prescribe.

6.4 Term. The Founding Directors will serve for a five (5) year term with an *initial renewal* of up to three (3) years, unless they are removed by a 2/3 majority vote of the Directors. New Directors to the board will serve a three (3) year term with an *initial renewal* of up to three (3) years, unless they are removed by a 2/3 majority vote of the Directors. On completion of a 3 year renewal, all directors are eligible to be reappointed to the board if nominated by the nominating committee for up to another 3 years. A 2/3 majority vote by the Board is required for reappointment. The board can add up to 2 members per year based on need, and try to maintain GI/surgery balance. Ad hoc members will serve for two (2) years unless otherwise specified.

6.41 Election of new Board Members: New Board Members will be proposed by the Society’s **Nominating Committee**. The nominating committee will consist of the immediate past president, President Elect, past, past President, current President, and 2 board members not currently serving on the executive committee and who will serve for a 3 year term. The nominating committee will nominate members, who are members in good standing with the society, to open board and committee chair positions. Nominations require approval by a 2/3 majority vote of the board.

6.5 Removal of Directors. Removal shall be by a 2/3 majority vote of the whole Board of Directors, excluding the member under consideration for removal, whenever their judgment indicates that removal would serve the best interests of the Corporation.

6.6 **Vacancies.** If a directorship becomes vacant for any reason, the nominating committee will propose a replacement to be approved by simple majority vote of the remaining Directors even if less than a quorum. Members so appointed will serve the remaining time of the vacant directorship and be eligible for reappointment by 2/3 vote of the Board.

6.7 **Annual Meetings.** An annual meeting of the Board of Directors will be held each year at any date during the month, time, and place as the Board of Directors may have previously determined. The Board of Directors may hold its annual meeting without any notice of any kind other than this Bylaw or the resolution establishing a different date, time or place for the meeting. At each annual meeting, the Board of Directors must: (1) elect the persons to fill expiring directorships, (2) elect officers, and (3) determine and appoint members to all standing committees. At each annual meeting, the Board of Directors may also transact any other business that may come before the Board at the meeting.

6.8 **Other Meetings:**

a. **Regular Meetings.** The Board of Directors may hold regular meetings at the places, dates, and times determined from time to time by the Board of Directors. The Board of Directors may hold its regular meetings without any notice of any kind other than the resolution establishing the place, date, and time for the meetings. At any regular meeting, the Board of Directors may transact any business that may come before the Board of Directors. Meetings can be in person or by video at the choice of the Board Chair and Secretary.

b. **Special Meetings.** The Secretary must call a special meeting of the Board of Directors upon the written request of any Director or the Board Chair. The Secretary must give notice of the special meeting to each of the Directors at least three (3) days before the date of the meeting. Notice may be given by any reasonable means of communication. Except as otherwise provided by law, the Certificate of Formation, or these Bylaws, the notice of a special meeting need not state the business to be transacted at or the purpose of the special meeting. At any special meeting, the Board of Directors may transact any business that may come before the Board at the meeting.

c. **Waiver.** A Director may waive notice of a meeting of the Board of Directors in writing either before or after the meeting. A Director who attends any meeting, by attending the meeting, waives notice of the meeting unless the Director attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully convened.

6.9 **Quorum.** A majority of the Directors will constitute a quorum for the transaction of business at any meeting of the Board; but if less than a quorum of Directors is present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

6.10 **Actions of Board of Directors.** The Board of Directors shall try to act by consensus. However, the vote of a simple majority of Directors present and voting at a meeting at which a quorum is present shall be sufficient to constitute the act of the Board of Directors unless the act of a greater number is required by law or the Bylaws. A Director who is present at a meeting and abstains from voting is considered to be present and voting for the purpose of determining the decision of the Board of Directors. Unless otherwise specified in this document, "board approval" is obtained by a simple majority of board quorum.

6.11 Proxies. A Director may vote by proxy. A proxy shall be executed in writing by the Director. No proxy shall be valid after three months from the date of its execution. Each proxy shall be revocable unless expressly provided therein to be irrevocable and unless otherwise made irrevocable by law. Directors present by proxy may not be counted toward a quorum.

6.12 Compensation. Directors will not receive any stated salaries for their services, but the Board may, by resolution, allow a fixed sum as compensation for the actual time spent by Directors in traveling to and from Director's meetings as well as actual time spent at the meeting site for those meetings. The Board may also, by resolution, allow a fixed sum for expenses incurred to attend the regular or special meetings of the Board. Any compensation that the Corporation pays to a Director shall be commensurate with the expenses and services performed and shall be reasonable in amount.

6.13 Informal Action by Directors. The Board of Directors may take any action normally required or permitted at a meeting of Directors, without a meeting if a consent in writing to the action taken is signed by all of the Directors.

6.14 Meeting by Telephone or video. The Board of Directors, and any committee of the Corporation, may hold a meeting by telephone or video conference-call procedures in which all persons participating in the meeting can hear each other. The notice of a meeting by telephone/video conference must state the fact that the meeting will be held by telephone/video as well as all other matters required to be included in the notice. Participation of a person in a conference call meeting constitutes presence of that person at the meeting.

6.15 Ex Officio Members. Officers of the corporation (President, President elect, Past-President, Secretary, and Treasurer) shall be Ex-Officio members of the Board. The Board may appoint additional Ex-Officio members. Ex officio members of the board have all the same rights, privileges, duties and obligations as any other board member with the exception that the Board reserves the right to determine voting status.

SECTION 7: OFFICERS

7.1 Officers. The officers of the Corporation will comprise the **Executive Committee** of the society and will consist of the current Board Chair, a President, a President elect, a Secretary, and a Treasurer, and any other Society Members or adjunct members that the Board of Directors establish by 2/3 majority vote. Except as otherwise expressly provided in these Bylaws, officers will have the authority and perform the duties prescribed, from time to time, by the Board of Directors. A person may hold any two or more offices, except the person holding the office of Secretary may not also hold the office of Board Chair. Any Society member in good standing may hold the Corporation's offices. The Executive Committee can, with approval of the Board, appoint or hire ancillary members to the Executive Committee. Such ancillary appointees will serve in an advisory capacity to the EC and not have official voting power. Officer candidates will be proposed by the Society's **Nominating Committee**. Approval of the slate of Officers will require a simple majority vote by eligible Society Members to be conducted at its annual business Meeting or by an online ballot submission.

7.2 Designation and Term of Office. Each officer will hold office until their successor has been elected.

7.3 Removal. Any officer may be removed by 2/3 majority vote of the Board of Directors whenever their judgment indicates that removal would serve the best interests of the Corporation. Removal may not prejudice the contract rights, if any, of the officer removed.

7.4 Vacancies. The Board of Directors must elect a person to fill any vacancy in an office caused by removal, death, resignation, disqualification or otherwise for the unexpired portion of the term within 60 days. Such Officers will serve the remainder of the term and then be subject to renomination by the Nominating Committee and approval by the Society Membership.

7.5 President. The primary role of the President is to develop collaborative consensus from the Executive Committee to optimize execution the Board's objectives for the upcoming year. In collaboration with the ED the President shall create the agenda for Exec Committee meetings and shall lead the meetings. The president may propose objectives specific to the president's year in office. These objectives will be considered and approved by the Board for their alignment with the values of the society and the objectives set out by the Board.

The President is a member of the executive committee and a Non-voting member of the Board of Directors. Candidates for President are proposed by the Nominating Committee and must be approved by a simple majority of the Society Membership. The term of the President is 1 year and is non-renewable. The President's responsibilities are at the discretion of the board.

7.6 President elect. The President elect is a member of the executive committee. Candidates for President elect are proposed by the nominating committee and must be approved by a simple majority of the eligible Society Membership. The term of the President elect is 1 year and is non-renewable. The President elect is expected to be the preferred nominee for President at the completion of their respective terms. The responsibilities of the President elect are at the discretion of the board. In the absence of the President, or in the event of the President's inability or refusal to act, the President Elect shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President.

7.7 Secretary. The secretary is nominated by the Nominating Committee and confirmed by a simple majority vote of the Active Membership. The Secretary will attend Board meetings and is eligible to vote in Board matters if they are current Board members. The term is 3 years and is renewable one time by proposal by the Nominating Committee and a majority vote of the active membership. There is no implication for ascendancy.

The Secretary will:

- (a) keep the minutes of the meetings of the Board of Directors and all committees having any of the authority of the Board of Directors in one or more books provided for that purpose;
- (b) give notices of Board of Directors meetings and all notices required by these Bylaws or by law;
- (c) keep custody of the corporate records;
- (d) keep a register of the post-office address of each Director, officer, and employee of the Corporation; and
- (e) in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him/her by the Chair.

7.8 Treasurer. The treasurer is nominated by the Nominating committee and confirmed by a majority vote of the Active Society Membership. The term is 3 years and is renewable one time by renomination by the Nomination Committee and a simple majority vote of the active Membership. There is no implication for ascendancy.

The Treasurer will:

- (a) keep custody of all funds, securities, evidences of indebtedness, and other valuable documents of the Corporation;
- (b) receive and give, or cause to be given, receipts and acquittances for monies paid to the Corporation;
- (c) pay out of funds on hand all just debts of the Corporation upon their maturity;
- (d) enter, or cause to be entered, in books of the Corporation to be kept for that purpose, full and accurate accounts of all monies received by or paid out by the Corporation, and, whenever required by the Chairman, render a statement of the accounts.
- (e) keep or cause to be kept all other books necessary to show a true record of the expenses, losses, gains, assets, and liabilities of the Corporation;
- (f) perform all the other duties incidental to the office of Treasurer; and
- (g) whenever required by the Board of Directors, give the Corporation a bond for the faithful discharge of his duties in the amount and with the surety that the Board of Directors prescribes.

7.9 Compensation. The officers of the Corporation will receive whatever reasonable compensation the Board of Directors may determine. The Board of Directors may also employ whatever other agents the Board of Directors deems necessary or proper. Agents may be employed on whatever terms and for whatever periods the Board of Directors approves with 2/3 majority.

SECTION 8: EXECUTIVE COMMITTEE

8.01 Definition The primary responsibility of the Executive Committee is execute the strategic plan in collaboration with the ED. Specific objectives and key results in the strategic plan will be refined as they relate to the day-to-day operation of the society. As the annual meeting should align from the objectives of the society, the Executive Committee will collaborate with the program committee and ED in creating the meeting agenda.

8.1 Designation. The Board of Directors will have an executive committee to carry out the day-to-day management of the Society.

8.2 Number; Qualification; Term. The Executive Committee shall consist of four or more persons, a majority of whom are Directors. Members should include the President of the Society, the President-Elect, Board Chair, Secretary, and Treasurer. Membership may also include adjunct officers that the Board selects.

8.2a Term of Office. Each member of the Executive committee shall continue to serve on the committee until the next annual meeting of the Board of Directors of the Corporation. The term for the executive committee members shall be 3 years, renewable one time, with 2/3 majority board approval.

8.3 Authority. The executive committee, to the extent provided in that resolution, shall have and may exercise all of the authority of the Board of Directors in the management of the business and affairs of the Corporation. However, the executive committee shall not have the authority of the Board in reference to:

- a) Amending the certificate of formation;
- b) Approving a plan of merger or consolidation;
- c) Recommending the sale, lease or exchange of all or substantially all of the property and assets of the Corporation other than in the usual and regular course of its business;
- d) Recommending a voluntary dissolution of the Corporation or a revocation thereof;
- e) Amending, altering or repealing these Bylaws or adopting new Bylaws;
- f) Filling vacancies in or removing members of the Board of Directors or of any committee appointed by the Board of Directors;
- g) Fixing the compensation of any member of a committee; or
- h) Altering or repealing any resolution of the Board of Directors which, by its terms, provides that it shall not be so amendable or repealable.
- i) Major (>200K) investment or spending decisions.

8.4 Change in Number. The number of executive committee members may be increased or decreased (but not lower than four) from time to time by resolution adopted by a 2/3 majority of the whole Board of Directors.

8.5 Removal. Any member of the executive committee may be removed by the Board of Directors by the affirmative vote of a 2/3 majority of the whole Board, whenever in its judgment the best interests of the Corporation will be served thereby.

8.6 Vacancies. A vacancy occurring in the executive committee (by death, resignation, removal or otherwise), the nominating committee will propose a replacement to be approved by simple majority vote of the remaining Directors even if less than a quorum. Ad hoc members so appointed will serve the remaining time of the vacant executive committee membership and be eligible for reappointment by 2/3 vote of the Board.

8.7 Meetings. Time, place and notice (if any) of executive committee meetings shall be determined by the executive committee.

8.8 Quorum; Majority Vote. At meetings of the executive committee, a simple majority of the number of members designated by the Board of Directors shall constitute a quorum for the transaction of business. The act of a 2/3 majority of the members present at any meeting (including virtual meetings) at which a quorum is present shall be the act of the executive committee, except as otherwise specifically provided by statute or by the articles of incorporation or by these Bylaws. If a quorum is not present at a meeting of the executive committee, the members present thereat may adjourn the meeting from time to time, without notice other than an announcement at the meeting, until a quorum is present. Decisions by the executive committee should be approved by 2/3 of the

voting members of the executive committee. Only officers on the Executive Committee who are active society members are allowed to vote.

8.9 Compensation. Officers that sit on the executive committee will not receive any salaries for their services. The Board may, by resolution, allow a fixed sum as compensation for the actual time spent by Executive Committee members in traveling to and from Executive Committee and Board meetings as well as actual time spent at the meeting site for those meetings. Any compensation that the Corporation pays to an Executive Committee member shall be commensurate with the expenses and services performed and shall be reasonable in amount. Non-officer members of the executive committee may have compensation in some circumstances, to be approved by the Board of Directors, commensurate with services performed and reasonable in amount.

8.10 Procedure. The executive committee shall keep regular minutes of its proceedings and report the same to the Board of Directors when required. The minutes of the proceedings of the executive committee shall be placed in the minute book of the Corporation.

8.11 Action Without Meeting. Any action required or permitted to be taken at a meeting of the executive committee may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all the members of the executive committee. Such consent shall have the same force and effect as a unanimous vote at a meeting. The signed consent, or a signed copy, shall be placed in the minute book.

8.12 Responsibility. The designation of an executive committee and the delegation of authority to it shall not operate to relieve the Board of Directors, or any member thereof, of any responsibility imposed upon it or him/her by law.

SECTION 9: MEMBERSHIP

9.1 Eligibility for Membership. Application for voting membership will be open to Board Certified or Board Eligible (or equivalent qualification for members outside the US) physicians in areas of medicine related to foregut disease (e.g. General Surgery specializing in Foregut, General, Thoracic, Bariatric, or Pediatric Surgery, Gastroenterology, ENT, Pulmonary, Pathology, Radiology). Allied Health Professionals and Nurses, as well as Physicians and Residents in fellowship training in the above specialties, and medical students, may also apply for membership. Membership is granted after completion and receipt of a membership application and annual dues. All memberships shall be granted upon a majority vote of the Board or its delegated Committee, such as the Membership Engagement Committee.

9.2 Annual Dues. The amount required for annual dues shall be determined by the executive committee and approved by a simple majority vote of the Board. Continued membership is contingent upon being up-to-date on membership dues

9.3 Rights of Member. Each member shall be entitled to one vote.

9.4 Resignation and Termination. Any member may resign by filing a written resignation with the secretary. Resignation shall not relieve a member of unpaid dues, or other charges previously accrued. A member can have their membership terminated by a majority vote of the Board of Directors. The Board may consider and may review charges of unprofessional or unethical conduct made against any member. The member must be informed of the charges and shall have a right to be

heard in defence and may request that the proceedings be held in a meeting of the Executive Committee. Expulsion or censure requires an affirmative vote of three-fourths of the Executive Committee.

9.5 Non-voting membership. The board shall have the authority to establish and define non-voting categories of membership.

9.6. Annual Meetings. An annual meeting of the members shall take place on a specific date, time, and location designated by the Board of Directors. At the annual meeting the members shall receive reports on the activities of the corporation.

9.7 Special meetings. Special meetings may be called by the Executive Committee or a simple majority of the Board of Directors.

9.8 Notice of Meetings. Notice of each membership meeting shall be given to each voting member by mail or email not less than [two weeks] prior to the meeting.

9.10 Voting. All issues to be voted on shall take place electronically, through email or a website, with adequate time for members to respond.

9.11 Levels of Membership. The Board may designate a level of membership, “Fellow”, that recognizes that member as having contributed in a significant manner to the field of Foregut Medicine. Fellowship status shall be bestowed by the simple majority vote of the Board of Directors, at the recommendation of the Lifelong Learning Committee.

9.12 Additional Members. The Board may propose both voting and non-voting membership privileges to other specialties, or to other medical or non-medical individuals who have contributed to the field. Such proposals will require a simple majority approval by the Board.

9.13 Collaborative agreement- AFS may enter into collaborative agreement with another society/organization based on the 2/3 majority approval of the Board. The AFS Board will determine the type of membership and benefits of that membership on a case-by-case basis. A collaborative agreement is a document that outlines any agreement between AFS and another organization. Upon signature by both organizations, the document has binding authority. This document can be changed or amended with agreement by each party at any time.

SECTION 10: COMMITTEES

10.1 Establishment of Committees. The Board of Directors may adopt a resolution by a simple majority vote, establishing one or more committees and delegate specified authority to a committee. Committees shall consist of **four or more persons**, and appointing or removing members of a committee is at the purview of the Board. A committee may include or consist of persons who are not Directors. However, if the Board of Directors delegates any of its authority to a committee, the chair(s) of the committee must be current Directors. The Board of Directors may establish qualifications for membership on a committee. The Executive Committee may delegate to the Board Chair and current President, its power to appoint and remove members of a committee that has not been delegated any authority of the Board of Directors. The establishment of a committee or the delegation of authority to it does not relieve the Board of Directors, or any individual Director, of any responsibility imposed by the Bylaws or otherwise imposed by law.

10.2 Expectations for Committee Chairs and Committee Members. Committee members are expected to participate actively in the committee, meetings, and projects of the committee, and attend in person meetings as possible. Co-chairs are expected to schedule and conduct meetings, to develop projects to further the goals of the Corporation, present proposals and progress reports to the board. Committee members and Chairs have no independent authority to conduct business on behalf of the Corporation. Any proposals that the committees develop should be presented by the committee chairs to the board for a vote.

10.3 Standing Committees. Committees essential to the governance and functioning of the Society and are standing committees. These committees should not be dissolved by the Board or the Executive Committee.

a) **Nominating Committee.** This committee identifies candidates for leadership positions in the Corporation, including President, Treasurer, Secretary, Board Chair, Ad Hoc members of the Executive Committee, Committee Chairs, and Committee Co-Chairs. Candidates for these positions will be presented to the Board of Directors. After ratification by the Board, the nominations will be presented to the membership for election by simple majority vote, to be conducted by electronic voting.

b) **Bylaws Committee.** This committee maintains and updates the Bylaws of the Society and Corporation to comply with standard requirements for medical societies, applicable laws, and ethical principles and practices.

10.4 Term of Office. Each member of a committee shall serve on the committee for 3 years, renewable one time by 2/3 majority vote of the Board. However, the appointment of a committee member will terminate earlier if the committee is terminated, or if the member is unable to participate or fulfill the duties of the committee, ceases to qualify, resigns, or is removed as a member. A vacancy on a committee may be filled by an appointment made in the same manner as an original appointment. A person appointed to fill a vacancy on a committee shall serve for the unexpired portion of the terminated committee member's term.

10.5 Chair and Co-Chairs. Members of each committee shall be designated by the Board as the chair or co-chair of the committee. Attempts will be made to equally represent the component specialties of the Corporation. In instances in which the responsibilities of chairing the committee are to be shared equally between two persons, they shall be called co-chairs. The Nominating committee will identify candidates for committee chair and co-chair(s) and present candidates to the Board for approval by 2/3 majority vote. The chair or at least one co-chair shall call and preside at all meetings of the committee. The chair or at least one co-chair is required to report committee activities to the Board on a yearly basis or more often as requested by the Board.

10.6 Notice of Meetings.

- a. **Regular Meetings.** Each committee is required to have at least one in person meeting per year and additional virtual meetings in order to fulfill their mandate. Committees may hold regular meetings at the places, dates, and times determined from time to time by the committee. Each committee may hold its regular meetings without any notice of any kind other than the resolution establishing the place, date, and time for the meetings. At any regular meeting, each committee may transact any business that may come before it.

- b. **Special Meetings.** The chair of each committee may call a special meeting of the committee. When the chair calls a special meeting, the chair must give notice of the special meeting to each of the committee members at least three (3) days before the date of the meeting. Notice may be given by any reasonable means of communication. Except as otherwise provided by law, the Articles of Incorporation, or these Bylaws, the notice of a special meeting need not state the business to be transacted at or the purpose of the special meeting. At any special meeting, each committee may transact any business that may come before it at the meeting.

10.7 **Compensation.** Committee members shall not receive salaries for their services. The Board of Directors may adopt a resolution providing for payment to committee members of a fixed sum:

- a. as compensation for the actual time spent by committee members traveling to and from committee meetings as well as actual time spent at the meeting site for those meetings.
- b. for expenses incurred to attend the meetings of the committee.
- c. a committee member may serve the Corporation in any other capacity and receive compensation for those services. Any compensation that the Corporation pays to a committee member shall be commensurate with the expenses and services performed and shall be reasonable in amount.

10.8 **Rules.** Each committee may adopt rules for its own operation not inconsistent with the Bylaws or with rules adopted by the Board of Directors.

SECTION 11: TRANSACTIONS OF THE CORPORATION

11.1 **Contracts.** The Board of Directors may authorize by a 2/3 majority vote, officer or officers, agent or agents of the Corporation, in addition to the officers authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation. Delegated authority may be general or confined to specific instances.

11.2 **Checks and Drafts.** All checks, drafts or orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Corporation must be signed by the officer or officers, agent or agents of the Corporation and in the manner determined from time to time by resolution of the Board of Directors. In the absence of a determination by the Board, the Treasurer or an Assistant Treasurer may sign instruments when they are countersigned by a member of the Board of Directors.

11.3 **Deposits.** All funds of the Corporation must be deposited from time to time to the credit of the Corporation in the banks, trust companies or other depositories selected by the Board.

11.4 **Gifts.** The Board may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation. The Board of Directors may make gifts and give charitable contributions that are not prohibited by the Bylaws, the Certificate

of Formation, state law, or any requirements for maintaining the Corporation's federal and state tax status.

11.5 Potential Conflicts of Interest. The Corporation shall not make any loan to a Director or officer of the Corporation. A Director, officer, or committee member of the Corporation may transact business with the Corporation except as otherwise provided by the Bylaws, Certificate of Formation, or all applicable laws. Such a person transacting business with the Corporation has the same rights and obligations relating to those matters as other persons transacting business with the Corporation. The Corporation shall not borrow money from or otherwise transact business with a Director, officer, or committee member of the Corporation unless the transaction is described fully in a legally binding instrument and is in the best interests of the Corporation. The Corporation shall not borrow money from or otherwise transact business with a Director, officer, or committee member of the Corporation without full disclosure of all relevant facts and without the approval of the Board of Directors, not including the vote of any person having a personal interest in the transaction.

11.6 Prohibited Acts. As long as the Corporation is in existence, and except with the prior approval of the Board of Directors, no Director, officer, or committee member of the Corporation shall:

- a) do any act in violation of the Bylaws or a binding obligation of the Corporation;
- b) do any act with the intention of harming the Corporation or any of its operations;
- c) do any act that would make it impossible or unnecessarily difficult to carry on the intended or ordinary activities or any business of the Corporation;
- d) receive an improper personal benefit from the operation of the Corporation;
- e) use the assets of this Corporation, directly or indirectly, for any purpose other than carrying on the activities or any business of this Corporation;
- f) wrongfully transfer or dispose of Corporation property, including intangible property such as good will;
- g) use the name of the Corporation (or any substantially similar name) or any trademark or trade name adopted by the Corporation, except on behalf of the Corporation in the ordinary course of the Corporation's activities or any business;
- h) disclose any of the Corporation practices, trade secrets, or any other information not generally known to the business community to any person not authorized to receive it.

SECTION 12: BOOKS AND RECORDS

12.1 Required Books and Records. The Corporation must keep correct and complete books and records of account. The Corporation's books and records include:

- a) a file-endorsed copy of all documents filed with the Colorado Secretary of State relating to the Corporation, including, but not limited to, the certificate of formation, and any certificate of amendment, restated certificate, certificate of merger, certificate of consolidation, and statement of change of registered office or registered agent;
- b) a copy of the Bylaws, and any amended versions or amendments to the Bylaws;
- c) minutes of the proceedings of the Board of Directors, and committees having any of the authority of the Board of Directors;
- d) a list of the names and addresses of the Directors, officers, and any committee members of the Corporation;
- e) a financial statement showing the assets, liabilities, and net worth of the Corporation at the end of the four most recent fiscal years;

- f) a financial statement showing the income and expenses of the Corporation for the four most recent fiscal years;
- g) all rulings, letters, and other documents relating to the Corporation's federal, state, and local tax status; and
- h) the Corporation's federal, state, and local information or income tax returns for each of the Corporation's four most recent tax years.

12.2 Inspection and Copying. Any Director, officer, or committee member of the Corporation may inspect and receive copies of all books and records of the Corporation required to be kept by the Bylaws. Such a person may inspect or receive copies if the person has a proper purpose related to the person's interest in the Corporation and if the person submits a request in writing. Any person entitled to inspect and copy the Corporation's books and records may do so through his or her attorney or other duly authorized representative. A person entitled to inspect the Corporation's books and records may do so at any reasonable time.

SECTION 13: FISCAL YEAR

13.1 Fiscal Year. The fiscal year of the Corporation will begin on the first day of January and end on the last day of December: the fiscal year will therefore be the calendar year.

SECTION 14: AMENDMENT OF BYLAWS

14.1 Amendments. These Bylaws may be altered, amended, or repealed, or new Bylaws may be approved, by the affirmative vote of a 2/3 majority of the full Board of Directors at any regular or special meeting, but only if notice of the proposed action is given to each Director at least five days before the meeting.

SECTION 15: INDEMNIFICATION

15.1 Indemnification of Directors and Officers. The Directors, officers, former Directors, former officers, and their heirs and legal representatives ("Indemnities") may not be held liable or responsible for, and the Corporation must indemnify and hold harmless Indemnities from and against, any and all expenses (including attorneys' fees), claims, liabilities, damages, fines, judgments, and settlements of every kind incurred in connection with any claim, action, suit or proceeding (civil, criminal, administrative, or investigatory) brought or threatened to be brought, irrespective of the legal theory upon which founded, in which an Indemnity is involved by reason of being or having been a Director or officer or acting or having acted as a Director, officer, partner, agent, employee, or affiliate of another corporation or entity at the request of the Corporation. This indemnification is in addition to any other rights to which Indemnity may be entitled as a matter of law. This indemnification is intended to indemnify the Indemnities to the fullest extent permitted by Colorado law.

15.2 Insurance. The Corporation may purchase and maintain insurance on behalf of any Indemnity against any and all expenses (including attorneys' fees), claims, liabilities, damages, fines, judgments, and settlements of every kind incurred in connection with any claim, action, suit, or proceeding (civil, criminal, administrative, or investigatory) brought or threatened to be brought irrespective of the

legal theory upon which founded, in which an Indemnity is involved by reason of being or having been a Director or officer of the Corporation or acting or having acted as a Director, officer, partner, agent, employee, or affiliate of another corporation or entity at the request of the Corporation without regard to whether or not the Indemnity would be entitled to indemnification under Section 15.1 or otherwise.

SECTION 16: DISSOLUTION

16.1 Dissolution of the Corporation. The Board of Directors may, by resolution adopted by a 2/3 majority of the whole Board may dissolve the corporation.

16.2 Distribution of Assets. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the Corporation, dispose of all assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated and duly qualified under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any subsequent code), as the Board of Directors shall determine. Any assets not so disposed of shall be disposed of by the District Court of the County in which the principal office of the Corporation is then located, exclusively for whatever purposes or to whatever organization or organizations as said Court shall determine, which are organized and operated exclusively and duly qualified under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any subsequent code).

SECTION 17: MISCELLANEOUS

17.1 Legal Authorities Governing Construction of Bylaws. The Bylaws shall be construed in accordance with the laws of the State of Colorado. All references in the Bylaws to statutes, regulations, or other sources of legal authority shall refer to the authorities cited, or their successors, as they may be amended from time to time.

17.2 Legal Construction. If any Bylaw provision is held to be invalid, illegal, or unenforceable in any respect, the invalidity, illegality, or unenforceability shall not affect any other provision, and the Bylaws shall be construed as if the invalid, illegal, or unenforceable provision had not been included in the Bylaws.

17.3 Headings. The headings used in the Bylaws are used for convenience and shall not be considered in construing the terms of the Bylaws.

17.4 Gender. Wherever the context requires, all words in the Bylaws in the male gender shall be deemed to include the female or neutral gender, all singular words shall include the plural, and all plural words shall include the singular.

17.5 Seal. The Board of Directors may provide for a corporate seal.

17.6 Power of Attorney. A person may execute any instrument related to the Corporation by means of a power of attorney if an original executed copy of the power of attorney is provided to the secretary of the Corporation to be kept with the Corporation records.

17.7 **Parties Bound.** The Bylaws shall be binding upon and inure to the benefit of the Directors, officers, committee members, employees, and agents of the Corporation and their respective heirs, executors, administrators, legal representatives, successors, and assigns except as otherwise provided in the Bylaws.