

AMENDED AND RESTATED BYLAWS
OF THE
AMERICAN GYNECOLOGICAL CLUB
(A Pennsylvania Nonprofit Corporation)

ARTICLE 1
PURPOSES

1.1 The purpose of the American Gynecological Club (hereinafter called the “Corporation”) is exclusively to improve women’s health by advancing the field of obstetrics and gynecology, including to promote the educational, clinical and research experiences as set forth in the Articles of Incorporation. In pursuing such purposes, the Corporation shall not act so as to impair its eligibility for exemption under Section 501(c)(6) of the Internal Revenue Code of 1986, as amended.

ARTICLE 2
OFFICES

2.1 Registered Office. The registered office of the Corporation shall be at such location in Pennsylvania as the Directors may from time to time determine.

2.2 Other Offices. The Corporation may also have offices at such other places as the Directors may select and the business of the Corporation shall require.

ARTICLE 3
MEMBERS

3.1 Number. The Corporation shall have three classes of Members.

(a) Active Members. Any practitioner of medicine of more than five years standing and under the age of 75 years who makes obstetrics and gynecology a prominent part of his/her work is eligible for Active Membership. Active members are expected to attend the annual meeting. The number of Active Members may be periodically determined by the Board and adjusted accordingly.

(b) Senior Members. A formerly Active Member shall be eligible to become a Senior Member if:

(i) he or she has reached the age of 75 years or more; or

(ii) he or she has retired from active work before the age of 75, has made a request for promotion to the status of Senior Member and the Members have approved such status. Senior Members are eligible to vote and hold office, but are not required to pay annual dues. Senior members who reach the age of 100 years will be honored with the designation of Centennial Member.

(c) Honorary Members. A physician or scientist who has made a significant contribution to women's health, the discipline of obstetrics and gynecology and to the affairs of the Corporation is eligible to become an Honorary Member. Honorary Members pay no dues, and are not eligible to vote or hold office. Honorary Members shall not have the rights of Members under the Pennsylvania Nonprofit Corporation Law of 1988, as amended (the "Act").

3.2 Dues. Dues, if any, for each Membership class shall be determined each year by the Board of Directors following discussion with the Membership at the annual meeting. Members who have reached age 75 may elect not to pay dues. The Board may expel any Member required to pay dues who fails to pay dues.

3.3 Manner of Election to Membership

(a) Nomination: Active, Senior, and Honorary Members are eligible to propose the names of prospective Active Members or Honorary Members. Such proposals may be made either:

- (i) in writing to the Secretary-Treasurer, or
- (ii) at the annual meeting.

An Active Member who attains the age of 75 and requests promotion to Senior Member will automatically become a Senior Member, and is not required to be elected to such status. An Active Member who retires from active work before age 75 may request promotion to Senior Member status. Such status requires approval by vote of the Members.

(b) The Membership Committee shall be constituted by the members of the Board of Directors (i.e. President, President-Elect, Immediate Past-President, Penultimate Past-President, Secretary-Treasurer, and the Historian/Archivist when one has been designated). The Committee shall review a list of potential members prepared by the Secretary-Treasurer and propose a slate of new members.

(c) Member Notification and Vote: After the annual meeting, the Secretary-Treasurer shall circulate to the Membership the names of those proposed for Active or Honorary Membership with the request that each Member approve or disapprove the sending of an invitation to attend the next annual meeting as an official guest. Any prospective member receiving affirmative votes by 4/5 of those Members voting on the question may then be extended an official invitation.

(a) Election: Official guests shall be voted upon for membership at the meeting which they attend. If requested, individuals invited as an official guest but who are unable to attend the annual meeting, may by individual exception be voted upon for membership

at the meeting even though they are not in attendance. Active Members who have retired from active work before the age of 65 and made a request for promotion to Senior Member shall be voted on at the meeting next following their retirement. An affirmative vote by 4/5 of the Members voting shall be required for election or for promotion to Senior Member.

(b) Honorary Members: Attendance at an annual meeting as an official guest shall not be required of those proposed for Honorary Membership.

(c) Failure of a nominee to be invited or to be elected at an annual meeting shall not prevent reconsideration at a future time.

3.4 Regular Meetings. Meetings shall be held as determined by the Members.

3.5 Annual Meetings. There shall be at least one meeting a year of about two-days duration. A host committee (the "Host Committee") appointed by the Board from among local Members shall have direct charge of the arrangements for any meeting held in their city. The Host Committee may invite such local non-members as may seem desirable to take part in the exercises and to be present at the social events. Such local guests are not to be confused with prospective members who are "official guests." All expenses incurred by the Host Committee in connection with the meeting are to be paid out of Corporation funds if such expenses are approved by the Board.

3.6 Special Meetings. Special meetings of the entire Membership may be called by the President, the Board or at the written request of 10% of the Membership. Special meetings of any class of Members may be called by the President, the Board or at the written request of 10% of the Members of such class of Members. At least five days written notice stating the time, place, and purpose of any special meeting shall be given to the Members entitled to participate.

3.7 Quorum. A quorum shall consist of the number of Members present at the annual meeting or at any special meeting.

3.8 Voting. Each Member shall be entitled to one vote, in person, by ballot, by mail or email or by proxy in accord with Section 3.9. Unless otherwise required by these Bylaws, the manner of voting on any matter, including changes in the articles or bylaws, may be by voice vote, show of hands, or by ballot, as determined by the Members present, or by mail or email if determined by the Board of Directors and a ballot is sent with notice of the question to be voted upon.

3.9 Voting by Proxy. Any absent Member eligible to vote at any meeting of the Members may be represented as present and may vote at such meeting by a proxy authorized in writing by the Member or by his or her duly authorized attorney in fact. Such written authorization must specify the matter with respect to which the proxy is granted and the person entitled to vote, must be signed and dated by the Member granting the proxy, and must be filed with the Secretary-Treasurer of the Corporation. A proxy shall be revocable at will but the revocation shall not be effective until notice of the revocation has been given to the Secretary-Treasurer of the Corporation. A proxy shall not be revoked by the death or incapacity of the

maker unless, before the vote is counted or the authority is exercised, written notice of such death or incapacity is given to the Secretary-Treasurer of the Corporation.

3.10 Unanimous Consent of Members in Lieu of a Meeting. Any action which may be taken at a meeting of Members may be taken without a meeting if consent or consents in writing setting forth the action to be taken shall be signed by all of the Members and shall be filed with the Secretary-Treasurer of the Corporation. A consent or consents may be sent by email, but must still must be signed and returned by one of the following methods:

- (a) print, sign, scan, and return by email;
- (b) print, sign, and return by fax; or
- (c) print, sign, and return by regular mail or other physical delivery.

3.11 Expulsion from Membership. Any Member may be expelled from Membership, with or without the assignment of any cause, upon a majority vote of all Members present at a duly convened meeting, provided that written notice of the intention to expel and reasons therefor have been provided in the notice of the meeting. No Member shall be expelled without having the opportunity to be heard at such meeting, but no formal hearing procedure need be followed.

ARTICLE 4

DIRECTORS

4.1 Powers. The business and affairs of the Corporation shall be managed by the Board of Directors, except as otherwise required by the Act, these Bylaws or a resolution duly adopted by the Board.

4.2 Qualifications of Directors. Each Director shall be an Active or Senior member, and of at least 21 years of age, but who need not be a resident of Pennsylvania.

4.3 Number, Identity, and Term of Directors. The Board of Directors shall be comprised of the President, President-Elect, the immediate Past-President, the penultimate Past-President and the Secretary-Treasurer. The term of each Director shall be the same as that indicated for the respective officer position described in Article 5.1 and until his/her successor has been selected and qualified or until his/her earlier death, resignation, or removal. The Board may appoint a Historian/Archivist to provide institutional memory and to hold items of historical interest to the Corporation shall serve as a member of the Board, ex officio with voting rights.. A Historian/Archivist may be appointed for a term of three years duration and may be renewed for an unlimited number of terms.

4.4 Quorum. A majority of all Directors shall constitute a quorum for the transaction of business at any meeting, and the acts of a majority of the Directors present at a duly convened meeting at which a quorum is present shall be the acts of the Board, unless a greater number is required by the Act or these Bylaws.

4.5 Vote. Every Director shall be entitled to one vote.

4.6 Unanimous Consent of Directors in Lieu of Meeting of Directors. Any action which may be taken at a meeting of the Board may be taken without a meeting if consent or consents in writing setting forth the action so taken shall be signed by all of the Directors in office and shall be filed with the Secretary-Treasurer of the Corporation. A consent or consents may be sent by email, but must still must be signed and returned by one of the following methods:

- (a) print, sign, scan, and return by email;
- (b) print, sign, and return by fax; or
- (c) print, sign, and return by regular mail or other physical delivery.

4.7 Annual Meeting. An annual meeting of the Board shall be held after the annual meeting of the Members.

4.8 Regular Meetings. Regular meetings of the Board shall be held as determined by the Board.

4.9 Special Meetings. Special meetings of the Board may be called by the President at any time. At least ten days notice stating the time, place, and purpose of any special meeting shall be given to the members of the Board.

4.10 Teleconference Meetings. Any Director may participate in a meeting of the Board or any committee thereof by means of a conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other..

ARTICLE 5

OFFICERS

5.1 Positions, Election, and Term. The officers of the Corporation shall be the President, the President-Elect, and the Secretary-Treasurer.

(a) The President and the President-Elect shall be elected from among the Members for a one-year term at the annual meeting by a vote of the Members and are not eligible for re-election. A one-year term as President-Elect shall be followed immediately by a one-year term as President.

(b) The Secretary-Treasurer shall be elected from among the Members at an annual meeting by a vote of the Members for a term of three years and is not eligible for re-election, except that in extraordinary circumstances he/she may be elected to serve for one additional consecutive year.

5.2 Duties. The duties of the officers shall include the following:

(a) The President shall preside at all meetings of the Members and Directors; shall generally supervise the business of the Corporation; and shall execute documents on behalf the Corporation. The President shall be an ex-officio member of every Corporation committee. The President shall appoint members of all committees which are created by the Board.

(b) The President-Elect shall act in all cases for and as the President in the latter's absence, and shall perform such other duties as the President may request from time to time.

(c) The Secretary-Treasurer shall assure that minutes are prepared and maintained for all meetings of the Board and the Members; shall assure that appropriate notice is given for all meetings of the Board and Members; and shall perform such other duties as may be prescribed by the Board or by the President. As Treasurer he/she shall assure that accurate accounts of the receipts and disbursements of the Corporation are maintained; shall cause financial reports to be provided to the Board and the Members as requested, but not less than once a year; and shall perform such other duties as may be prescribed by the Board or by the President and in conformity with the Financial Policy of the Corporation..

5.3 Removal of Officer/Director. Any Officer/Director may be removed from office, with or without the assignment of any cause, by a vote of a majority of Members present, at a duly convened meeting of the Members, provided that written notice of the intention to consider removal of such Officer/Director has been included in the notice of the meeting. No Officer/Director shall be removed without having the opportunity to be heard at such meeting, but no formal hearing procedure need be followed.

ARTICLE 6

COMMITTEES

6.1 Establishment. The Board may establish one or more committees to consist of one or more Directors of the Corporation, and the President may establish audit committees as provided in Section 6.4. Any such committee, to the extent provided in the resolution of the Board, shall have and may exercise any of the powers and authority of the Board, except that no committee shall have any power or authority as to the following:

- (a) The filling of vacancies on the Board.
- (b) The adoption, amendment or repeal of the Bylaws.
- (c) The amendment or repeal of any resolution of the Board.
- (d) Action on matters committed by the Bylaws or by resolution of the Board to another committee of the Board.
- (e) The submission to Members of any action required by the Act to be submitted to the Members for their approval.

If any person who is not a Director is appointed to any committee of the Board, such non-Director shall have no right to vote on any question that would create a binding obligation of the Corporation.

6.2 Appointment to Committees. Unless otherwise determined by the Board or these bylaws, the President shall appoint members of all committees.

6.3 Nominating Committee. The Corporation shall have a nominating committee consisting of the President, the President-Elect, the Secretary-Treasurer and two other Members appointed by the Directors. The Nominating Committee shall present a slate of candidates for officer positions to the Members.

6.4 Audit Committee. The President may from time to time establish an audit committee to review the Corporation's finances.

6.5 Creation and Composition of Advisory Boards. The Corporation may, in its discretion, establish Advisory Boards that may include persons who are not Directors. Such Advisory Boards shall have no power to bind the Corporation and shall have only such other responsibilities and duties as delegated to them by the Board or the President.

ARTICLE 7

RESIGNATIONS AND VACANCIES

7.1 Resignations. Any Member or Officer/Director may resign such position at any time, such resignation to be made in writing and to take effect from the time of its receipt by the Corporation, unless some later time may be fixed in the resignation, and then from that date. The acceptance of the resignation by the Board shall not be required to make it effective.

7.2 Filling Vacancies. If a vacancy exists among the Officer positions, by virtue of a desire to fill unfilled positions, or by reason of death, resignation, disqualification or otherwise, the Directors in office may choose a person or persons who may serve as an Officer/Director for the remainder of the applicable term.

ARTICLE 8

MEETINGS AND NOTICE

8.1 Place of Meetings. Meetings may be held at such place within or without Pennsylvania as the Board may from time to time determine.

8.2 Notice. Whenever written notice is required to be given to any person, it may be given to such person either personally or by sending a copy thereof by first class or express mail, postage prepaid, or courier service, charges prepaid, or by facsimile transmission or electronic mail, to that person's address (or facsimile number or email address) appearing on the books of the Corporation, or in the case of Officer/Director, supplied by that person to the Corporation for the purpose of notice. If the notice is sent by mail or courier service, it shall be deemed to have

been given to the person entitled thereto when deposited in the United States mail or with the courier service for delivery to such person or, in the case of facsimile or electronic mail when dispatched. Such notice shall specify the place, day and hour of the meeting and any other information which may be required by the Act or these Bylaws, including, in the case of a special meeting of Members, the general nature of the business to be transacted.

8.3 Waiver of Notice. Any required notice may be waived by the written consent of the person entitled to such notice either before or after the time for giving of notice, and attendance of a person at any meeting shall constitute a waiver of notice of such meeting, except where a person attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

8.4 Electronic Mail. Any action which may be done, or is required to be done, in writing under these Bylaws or the Act, including agreement to a unanimous written consent, shall be valid if sent and received by electronic mail.

ARTICLE 9

EXPENSES AND REIMBURSEMENT

9.1 Reimbursement. For each annual meeting the Host Committee will develop a budget to be approved by the Board and will set a registration fees for members and guests in accordance with the Finance Policy of the Corporation. After each annual meeting, the Host Committee will send to the Secretary-Treasurer an itemized statement of all expenses incurred in connection with the meeting. The Board is given full authority to require reimbursement to the Corporation from the Membership for any Corporation expenses. The expenses for each annual meeting that are approved by the Board shall be met by all Members in attendance at the meeting, all official guests, and all Members who are not in attendance at the meeting and who are less than 75 years of age. For Members who register for the meeting but are then unable to attend, all or part of the pre-meeting registration fee may be applied to the meeting expenses if notification of non-attendance occurs after contractual obligations for the meeting have been made. The balance of the expenses not covered by registration fees collected and allocation from annual dues shall be divided equally among the Members in attendance at the meeting. The Board may expel any Member required to reimburse the Corporation for Corporation expenses who fails to pay the required amount.

9.2 Balance. A sufficient balance shall be maintained in the Corporation's treasury such that all indebtedness for the annual meeting can be paid at once without the need to await receipt of the individual annual assessments and dues.

9.3 Special Assessment. If unusual expenses, above and beyond the balance in the Corporation's treasury, can be anticipated for a particular meeting, the Board may authorize a special advance assessment, the amount to be determined by the Board. Any special assessment is to be applied as partial payment of the pro rata annual assessment as determined after the meeting.

ARTICLE 10

LIABILITY AND INDEMNIFICATION

10.1 General Rule. A Director shall not be personally liable for monetary damages as a Director for any action taken, or any failure to take any action, unless:

(a) the director has breached or failed to perform the duties of Director in accordance with the standard of conduct contained in Pennsylvania Statute 15.Pa.C.S.A. Section 5712 of the Act and any amendments and successor acts thereto; and

(b) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness;

Provided, however, that the foregoing provision shall not apply to (a) the responsibility or liability of a Director pursuant to any criminal statute or (b) the liability of a Director for the payment of taxes pursuant to local, state or federal law.

10.2 Indemnification. The Corporation shall indemnify any Officer/Director who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, (and whether or not by, or in the right of, the Corporation) (a "Proceeding") by reason of the fact that such person is or was a representative of the Corporation, or is or was serving at the request of the Corporation as a representative of another domestic or foreign corporation for-profit or not-for-profit, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred in connection with such Proceeding if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation, and with respect to any criminal proceeding, had no reason to believe such conduct was illegal, provided, however, that no person shall be entitled to indemnification pursuant to this Article in any instance in which the action or failure to take action giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness; and provided, further, however, in instances of a claim by or in the right of the Corporation, indemnification shall not be made under this section in respect of any claim, issue or matter as to which the person has been adjudged to be liable to the Corporation unless and only to the extent that the court of common pleas of the judicial district embracing the county in which the registered office of the Corporation is located or the court in which the action was brought determines upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses that the court of common pleas or other court shall deem proper.

10.3 Procedure. Unless ordered by a court, any indemnification under Section 9.2 or otherwise permitted by law shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification is proper in the circumstances because he or she has met the applicable standard of conduct set forth under that section. Such determination shall be made:

(a) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to the action or proceeding;

(b) if such a quorum is not obtainable or if obtainable and a majority vote of a quorum of disinterested directors so directs, by independent legal counsel in a written opinion; or

(c) by the Members.

10.4 Advancement of Expenses. The Corporation shall advance expenses incurred by an Officer/Director who may be eligible for indemnification pursuant to this Article in defending a Proceeding unless such Proceeding is brought against the person by or in the right of the Corporation, and may advance such expenses in any case in which it decides indemnification may be appropriate, in advance of the final disposition of such Proceeding, upon receipt of an undertaking by or on behalf of such person to repay the amount so advanced if it shall ultimately be determined that such person is not entitled to be indemnified by the Corporation.

10.5 Continuing Right to Indemnification. The indemnification and advancement of expenses provided pursuant to this Article shall continue as to any person who has ceased to be an Officer/Director of the Corporation and shall inure to the benefit of the heirs, executors and administrators of such person.

10.6 Other Rights. This Article shall not be exclusive of any other right which the Corporation may have to indemnify any person as a matter of law.

ARTICLE 11

AMENDMENTS

11.1 Articles of Incorporation. The Articles of Incorporation of the Corporation may be amended by two-thirds of all Members voting at any duly convened meeting of Members after not less than 30 days notice of such purpose has been given, including a copy of the proposed amendment or a summary of the changes to be effected thereby.

11.2 Bylaws. The Bylaws may be amended by a majority of all Members present at any duly convened meeting of Members or, to the extent not prohibited by law, by vote of the majority of all Officers/Directors in office at a duly convened meeting of Officers/Directors, after 30 days notice of such purpose has been given, including a copy of the proposed amendment or a summary of the changes to be effected thereby.

ARTICLE 12

MISCELLANEOUS

12.1 Fiscal Year. The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December.

12.2 Policies. The Board shall adopt policies dealing with conflicts of interest, whistleblower protection and document retention and destruction.

12.3 Headings. In interpreting these Bylaws, the headings of articles shall not be controlling.

12.4 Bond. If required by the Board, any person shall give bond for the faithful discharge of his or her duty in such sums and with such sureties as the Board shall determine.

12.5 Subventions. The Corporation shall be authorized, by resolution of the Directors, to accept subventions on terms and conditions not inconsistent with the Pennsylvania Nonprofit Corporation Law and to issue certificates therefor.

12.6 Corporate Seal. The corporate seal of the Corporation shall be in circular form and shall bear the name of the Corporation and the words "Corporate Seal, Pennsylvania 1982."

Adopted: 10/23/2014

*Addendum

§ 5712. Standard of care and justifiable reliance

Purdon's Pennsylvania Statutes and Consolidated Statutes Title 15 Pa.C.S.A. Corporations and Unincorporated Associations

Purdon's Pennsylvania Statutes and Consolidated Statutes
Title 15 Pa.C.S.A. Corporations and Unincorporated Associations (Refs & Annos)
Part II. Corporations
Subpart C. Nonprofit Corporations (Refs & Annos)
Article B. Domestic Nonprofit Corporations Generally
Chapter 57. Officers, Directors and Members
Subchapter B. Fiduciary Duty

15 Pa.C.S.A. § 5712

§ 5712. Standard of care and justifiable reliance

Currentness

(a) Directors.--A director of a nonprofit corporation shall stand in a fiduciary relation to the corporation and shall perform his duties as a director, including his duties as a member of any committee of the board upon which he may serve, in good faith, in a manner he reasonably believes to be in the best interests of the corporation and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. In performing his duties, a director shall be entitled to rely in good faith on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by any of the following:

- (1) One or more officers or employees of the corporation whom the director reasonably believes to be reliable and competent in the matters presented.
- (2) Counsel, public accountants or other persons as to matters which the director reasonably believes to be within the professional or expert competence of such person.
- (3) A committee of the board upon which he does not serve, duly designated in accordance with law, as to matters within its designated authority, which committee the director reasonably believes to merit confidence.

(b) Effect of actual knowledge.--A director shall not be considered to be acting in good faith if he has knowledge concerning the matter in question that would cause his reliance to be unwarranted.

(c) Officers.--Except as otherwise provided in the bylaws, an officer shall perform his duties as an officer in good faith, in a manner he reasonably believes to be in the best interests of the corporation and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. A person who so performs his duties shall not be liable by reason of having been an officer of the corporation.

Credits

1990, Dec. 19, P.L. 834, No. 198, § 102, imd. effective.

15 Pa.C.S.A. § 5712, PA ST 15 Pa.C.S.A. § 5712

Current through 2014 Regular Session Acts 1 to 171, 173 to 198 and 200 to 204