

BYLAWS OF
SOCIETY FOR ACADEMIC SPECIALISTS IN GENERAL
OBSTETRICS AND GYNECOLOGY (SASGOG)

Approved May 5, 2017
Revised December 21, 2025

ARTICLE I - Offices

The precise location of the principal office shall be determined by the Board of Directors.

The Society shall have and continuously maintain in the Commonwealth of Virginia a registered office, and a registered agent whose office is identical with such registered office as required by the laws of the Commonwealth of Virginia.

ARTICLE II - MEMBERS

Section 1. Type of Membership.

The Society shall have membership categories as deemed necessary by the Board of Directors. Classes of membership may be added or changed at the discretion of the Board. No Member shall hold more than one class of membership in the Society. No person shall be refused membership by reason of gender, race, religion, sexual orientation, or political affiliation. Membership may be denied, however, based on activities detrimental to the reputation or interest of the Society or behavior, which casts discredit upon the profession of medicine, based on the Society's Code of Conduct.

Section 2. Membership Dues.

The Board of Directors shall determine the dues for Members. Dues are payable within sixty days of the date on which the invoice was presented.

Section 3. Meetings of Members.

The Board of Directors shall determine the time and place of the annual meeting and of all called meetings of Members. The President, the Board of Directors, or not less than 25% of the Voting Members may call special meetings of the members. The President shall present a report of the activities of the Board and the Society at the Society's annual meeting.

Section 4. Notice.

Members shall be notified of the time and place of all regularly scheduled meetings by means determined by the Board at least 30 days prior to such meetings.

Section 5. Quorum and Voting.

Except as otherwise provided in these Bylaws, the act of the majority of the voting Members present at a meeting or participating in electronic vote shall be accepted as the act of the voting Members.

Section 6. Transferability.

Membership in the Society is not transferable or assignable.

ARTICLE III - Board of Directors

Section 1. Function.

The Board of Directors is the policy making body of the Society and may exercise all the powers and authority granted to the Society by law. The Board of Directors shall have charge, control, and management of the affairs and funds of the Society, and shall have the power and authority to do and perform all acts and functions not inconsistent with these Bylaws or the Articles of Incorporation. The Board of Directors may also be referred to as the Board, and all references in these Bylaws to the Board shall mean the Board of Directors.

Section 2. Qualification.

Board members should be licensed, practicing physicians and should be a member in good standing of the Society. Board members must demonstrate ethical conduct in accordance with the Society's Code of Conduct and must disclose conflicts of interest and disciplinary action. The Board may waive one or more requirements by a two-thirds vote, if deemed in the best interests of the organization.

Section 3. Compensation.

The members of the Society's Board shall not be compensated for services rendered to the Society either as board members or as members of any committee of the Board, except that a board member may be entitled to reimbursement for reasonable expenses incurred on behalf of the Society.

Section 4. Number.

The initial number of Board members, including the Executive Committee, shall be thirteen, and thereafter shall be set by the Board by vote from time to time, but shall not be less than nine.

Section 5. Election and Term.

The voting Members of the Society shall elect the Board members. Board members are elected to a 3-year term on the Board of Directors. The Board will seek to promote pluralism to gain unique perspectives among its membership.

Section 6. Duties of Board Members.

A board member shall perform their duties as a board member, including their duties as a member of any committee on which they serve, in good faith, in a manner reasonably believed to be in the best interests of the Society, and with such care as an ordinarily prudent person in a similar position would use under similar circumstances.

Section 7. Presumption of Assent.

A board member who is present at a meeting of the Board at which action on any corporate matter is taken is presumed to have assented to the action unless they vote against it or expressly abstain from voting on it. The Secretary shall record each abstention in the minutes of the meeting.

Section 8. Vacancies.

Any vacancy occurring on the Board, including any vacancy created by an increase in the number of board members shall be filled by the Board. A board member appointed to fill a vacancy shall hold office until such board member's successor has been appointed and qualified or until such board member's earlier resignation, removal from office, or death.

Section 9. Resignation or Removal of Board Members.

A board member of the Society may resign at any time by tendering a resignation in writing to the Board, its presiding officer, the President, or the Secretary. The resignation shall become effective upon the date specified therein or, if no date is specified therein, upon receipt. A board member may be removed with or without cause by a majority of the Board. A board member may be removed only at a meeting called for the purpose of removing them. The meeting notice shall state that the purpose or one of the purposes of the meeting is removal of the board member. Removal shall be without prejudice to any contract rights of the person removed. The mere election of any person as a board member of the Society does not create any contract rights.

Section 10. Quorum and Voting.

Not less than two thirds of the board members then in office constitute a quorum for the transaction of business during a meeting of the Board. Except as otherwise provided in these Bylaws, the act of the majority of the board members present at a meeting at which a quorum is present is the act of the Board.

Section 11. Place of Meetings.

Meetings of the Board, whether annual, regular, or special, may be held within or outside the Commonwealth of Virginia.

Section 12. Annual and Regular Meetings.

An annual meeting and regular meetings of the Board shall be held at such time and place as shall be determined by resolution of the Executive Committee. Notice of such resolution shall be given to any board member not present during its adoption. Members of the Board shall be notified of the time and place of all regularly scheduled meetings by means determined by

the Board at least 30 days prior to such meeting. The Board shall hold at least two regular meetings per year, including an annual meeting at the time of the Society's annual meeting.

Section 13. Special Meetings.

Special meetings of the Board may be called by or at the request of the President or any three board members at such place or places as may be designated in the notice of the special meeting.

Section 14. Notice of Special Meetings.

Written notice of the time and place of special meetings of the Board shall be given to each board member by electronic delivery before the special meeting. Notice of a meeting of the Board need not be given to any board member who signs a waiver of notice before, during, or after the meeting. Attendance of a board member at a meeting constitutes a waiver of notice of that meeting and waiver of all objections to the time and place of the meeting and the manner in which it was called or convened, except when the board member attends the meeting solely to object, at the beginning of the meeting, to the transaction of business because the meeting is not lawfully called or convened. Except as otherwise provided in these Bylaws, neither the business to be transacted at, nor the purpose of, any meeting of the Board need be specified in the notice or waiver of notice of that meeting.

Section 15. Adjournment of Meetings.

A majority of the board members present, whether or not a quorum exists, may adjourn any meeting of the Board to another time and place. Notice of any adjourned meeting shall be given to the board members who were not present at the time of the adjournment and, unless the time and place of the adjourned meeting are announced at the time of the adjournment, to the other board members.

Section 16. Method of Meeting.

Members of the Board may participate in a meeting of the Board by means of a designated online virtual conferencing platform by which all persons participating in the meeting can hear each other at the same time. Participation by such means constitutes presence in person at a meeting.

Section 17. Attendance.

Each board member must attend a minimum of two thirds of the regularly scheduled Board meetings each year, and one in-person Board meeting. If a board member fails to meet this minimum, his or her office will become vacant for the remainder of the term. At the discretion of the Board, application of this rule may be waived due to extenuating circumstances to be considered on an individual basis.

Section 18. Action Without a Meeting.

The board or a committee can take action without holding a meeting, as long as its members agree to the action in writing. The written agreement must clearly describe the action being

taken and be endorsed via electronic vote by at least two thirds of the members of the Board or committee.

ARTICLE IV - Officers

Section 1. Officers.

The officers of the Society shall include a President, a President-Elect, a Secretary, a Treasurer, and an immediate Past President who shall, except for the immediate Past President be elected by the Members. The Board may also from time to time elect or appoint other officers, assistant officers, and agents who shall have such authority and perform such duties as the Board may prescribe. The officers shall be elected from a slate of nominees proposed by the Nominating Committee and approved by the Board. Following approval by the Board, the nominees shall be submitted to the voting Members of the Society at least 60 days prior to the Society's annual meeting. Officers shall serve two-year terms. The terms of office shall expire at the annual meeting held two years after that at which the officer was elected or at such time as his or her successor is appointed and qualified or until their earlier death, resignation, or removal from office. The Board may by action or inaction fail to elect to appoint any officer, which shall not affect the existence of the Society. The Board may elect to extend a term of an Officer under extenuating circumstances if they are unable to fill the position or for adjustments of term schedules as deemed necessary by the Board.

Section 2. President.

The President is the Chief Executive Officer of the Society. Subject to the directions of the Board, they shall be responsible for the general and active management of the business and affairs of the Society, may sign bonds, deeds, and contracts for the Society, shall preside at all meetings of the Society, and shall serve as chairperson of the Board. In consultation with the Board, the President shall appoint the members of all ad hoc and special committees and task forces except the Nominating Committee, and shall designate the chairperson of each committee from among members of the committee, unless otherwise provided in the Bylaws. Subject to the consent of the Board, the President may create, combine, or discontinue all appointed committees and task forces. The President also shall be an ex officio member of all committees and task forces and designate all of the Society's official delegates and representatives to other major organizations.

Section 3. President-Elect.

In the absence or incapacity of the President, the President-Elect shall assume all the duties of the President. The President-Elect shall be elected for a two-year term before they become the President, and shall automatically become the President at the end of their two-year term.

Section 4. Immediate Past President.

The Immediate Past President will be a member of the Board and of the Executive Committee. They will continue any Presidential initiatives begun during their term. They shall be the chair of the Nominating Committee. The sitting President will automatically become the Immediate Past President at the end of their two-year term.

Section 5. Secretary.

The Secretary shall (a) keep the minutes of the proceedings of the Board; (b) report unfinished business at previous meetings requiring action; (c) see that all notices are duly given according to the relevant provisions of these Bylaws or as required by law; (d) in general, perform all duties incident to the office of Secretary and such other duties as the President or the Board may from time to time prescribe. In the absence or incapacity of both the President and the President-Elect, the Secretary shall discharge the functions of the President until the President's term has been completed.

Section 6. Treasurer.

The Treasurer shall (a) be responsible for all funds and securities of the Society; (b) present to the Board a proposed budget for the ensuing year, which shall be ratified by the Board, and which the Treasurer shall not exceed without the consent of the majority of the members of the Board; (c) make a complete financial report at the annual meeting of the Society; (d) in general, perform all the duties incident to the office of Treasurer and such other duties as the President or the Board may from time to time prescribe. If required by the Board, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such sureties as the Board may require.

Section 7. Vacancies.

Any vacancy in any office because of death, resignation, or removal shall be filled by appointment of the Board for the unexpired term of such office.

Section 8. Resignation or Removal of Officers.

An officer of the Society may resign at any time by tendering a resignation in writing to the Society. The resignation shall become effective upon the date specified therein, or if no date is specified therein, upon receipt by the Society. Any officer or agent elected or appointed by the Board may be removed at any time with or without cause by a majority vote of the Board. Removal shall be without prejudice to any contract rights of the person removed. The mere appointment of any person as an officer, agent, or employee of the Society does not create any contract rights.

Section 9. Compensation.

No officer of the Society shall receive any salary, wages, or other compensation for their services rendered as officers, except that officers may be entitled to reimbursement for any reasonable expenses incurred on behalf of the Society.

ARTICLE V - Committees

Section 1. Committees.

The Society shall have a Nominating Committee and an Executive Committee. The Board, by resolution adopted by a majority of the full Board may also designate one or more other committees, as deemed necessary, consisting of one or more board members and/or

Members of the Society. Any committee shall have and may exercise all the authority of the Board but only to the extent allowed by the Board of Directors. The designation of any such committee and the delegation of authority thereto shall not relieve the Board or any individual board member of any responsibility imposed upon it or them by law.

Section 2. Executive Committee

The Executive Committee shall be composed of the President, President-Elect, Immediate Past President, Secretary, Treasurer, and one At-large Board member appointed by the President. The Executive Committee is responsible for addressing time sensitive issues and bringing recommendations to the Board. The Executive Committee may act on behalf of the board when the full Board of Directors is not available. The Executive Committee shall hold regular meetings in order to manage the business of the Society. These meetings shall comply with the guidelines for meetings set forth in Article V, Section 4. The Executive Committee will establish policies and procedures governing the daily management of the Society. which is indicated in Article VI below.

Section 3. Nominating Committee.

The chairperson of the Nominating Committee shall be the immediate Past President. The President-Elect shall appoint the members of the committee, subject to the approval of the Board. The committee will consist of Individual Members with broad representation. Members of the committee should be active participants in the Society's programs and activities. The Nominating Committee shall seek appropriate candidates and submit a slate of at least one nominee for each vacant or elective office when necessary to the Board not less than 90 days before the Annual Meeting of each election year. This slate shall be distributed to the membership for a vote. Members of the committee will serve two-year terms and may be reappointed.

Section 4. Meetings.

Meetings of any of the Society's committees may be held within or outside the Commonwealth of Virginia and may be held by means of designated online virtual conferencing platform in which all of the participants may hear one another. A majority of any such committee may fix the time and place of its meetings. Each committee shall have an agenda, shall keep minutes of its meetings and other appropriate records of its actions, and shall submit those minutes and other records to the Board.

Section 5. Quorum.

A majority of the then serving members of any committee shall constitute a quorum. Any action of the majority of those present at a meeting at which a quorum is present shall be the act of the committee, except when a committee has only one member, when any action taken by such member shall be deemed the act of the committee.

Section 6. Other Committees.

The Board shall have the right to establish other special committees and task forces for such special tasks as circumstances warrant. The purposes and composition of such special

committees shall be provided by a resolution duly adopted by the Board. Chairpersons of such committees may be appointed by the President, subject to approval by the Board. The members of such a special committee need not be members of the Board or of the Society. In the event of the establishment of a special committee, the special committee shall limit its activities to the accomplishment of the task for which it is appointed and shall have no power to act except as specifically conferred by action of the Board. Upon completion of the task for which appointed, such special committee shall stand discharged.

ARTICLE VI - Executive Director and Other Employees

The Board may employ or contract with a Management Company for an Executive Director to help carry out the Society's objectives. If an Executive Director is contracted, he or she shall be responsible to the Board for the daily management of the Society in accordance with the policies and procedures established by the Executive Committee or as contractually arranged with the Management Company. The Executive Director shall be responsible for the timely presentation to the Board of an annual program plan and for the development of a proposed budget in accordance with parameters established by the Board or any committee thereof. The Executive Director shall report at each meeting of the Board on developments within the Society and related matters.

ARTICLE VII - Indemnification

To the maximum extent permitted by law, every person who acts or has acted in their Official Capacity as defined in Section 13.1-875 of the Virginia Nonstock Corporation Act, as a board member, committee member or officer of the Society shall be indemnified by the Society for any judgment or award obtained against them and for all expenses and costs actually and necessarily incurred by such person, including reasonable attorney's fees, in connection with the defense of any claim, action, suit or proceeding in which such person is made a party by reason of their being or having been a board member, committee member or officer of the Society. In the event of any such claim, action, suit or proceeding is instituted against a board member, committee member or officer of the Society, the Society shall have the right to enter into a settlement or compromise in regard thereto as may be deemed advisable by the Board. The right of indemnification provided herein shall be in addition to any rights which a board member, committee member or officer may be entitled to by contract or as a matter of law, including, without limitation, indemnification rights provided by Sections 13.1-875 through 13.1-883 of the Virginia Nonstock Corporation Act. The Board shall be authorized to provide for such indemnity through appropriate policies of insurance.

ARTICLE VIII - Financial Administration

Section 1. Fiscal Year.

The fiscal year of the Society shall be January 1 - December 31, but may be changed by resolution of the Board.

Section 2. Records Required.

The Society shall keep correct and complete books and records of account and minutes of the proceedings of the Board and committees of board members and shall keep at its registered office or principal office an electronic record of its current board members, giving their names and addresses.

Section 4. Inspection.

Every board member shall have the right to inspect the Society's books, records, and minutes.

Section 5. Checks, Drafts, Etc.

All checks, orders for the payment of money, bills of lading, warehouse receipts, obligations, bills of exchange, and insurance certificates shall be signed or endorsed by such officer(s) or agent(s) (i.e., Executive Director or Management Company) of the Society and in such manner as shall from time to time be determined by resolution of the Board or of any committee to which such authority has been delegated by the Board.

Section 6. Deposits and Accounts.

All funds of the Society, not otherwise employed, shall be deposited from time to time in general or special accounts in such banks, trust companies, or other depositories as the Board or any committee to which such authority has been delegated by the Board may select, or as may be selected by such officer(s) or agent(s) of the Society to whom such power may from time to time be delegated by the Board. For the purposes of deposit and collection for that account of the Society, checks, drafts, and other orders of the Society may be endorsed, assigned, and delivered on behalf of the Society by any officer or agent of the Society. Quarterly reports of deposits and other of the Society's financial transactions shall be presented to the Board by the Treasurer.

Section 7. Annual Reports.

The President or their designee will prepare an annually updated written account of the Society's programs and finances in accordance with requirements determined by the Board.

ARTICLE IX - General Provisions**Section 2. Insurance.**

The Board will acquire such kinds of insurance as it determines may be reasonably necessary to protect the Society, the assets of the Society, and the officers, board members, and employees of the Society from liability in connection with the Society's performance of its exempt functions, including, without limitation, the procurement of general liability insurance, casualty and property damage insurance, and director and officer liability insurance, if the

Board determines the same to be in the best interest of the Society and its board members, officers, employees and consultants.

ARTICLE X - Amendments

Section 1. Amendments to Bylaws.

Upon approval by the Board of Directors, proposed changes to the bylaws shall be sent to the voting members in good standing by electronic mail at least thirty days prior to the vote on the proposed amendment. A majority vote of approval of the participating voting members is required for adoption of an amendment to the Bylaws. The adopted amendment or Bylaws changes will go into effect immediately upon the close of the meeting at which it was approved, unless otherwise specified in the approval.

Section 2. Amendments to Articles of Incorporation.

The Articles of Incorporation shall only be amended by (a) a 75% majority vote of the board members then in office at any regular or special meeting, provided 7 days prior notice is given of the proposed amendment or provided all members of the Board waive such notice, or by unanimous consent in writing without a meeting pursuant to Section 18 of Article III.

ARTICLE XI – Dissolution

Upon the dissolution of the organization, assets shall be distributed for more exempt purposes with the meaning of section 501(c)(3) of the Internal Revenue Code.