

BY-LAWS OF THE INTERNATIONAL UROGYNECOLOGICAL ASSOCIATION

ARTICLE I NAME AND LOCATION

Section 1.01 Name. The name of the corporation is the International Urogynecological Association (the “Association”).

Section 1.02 Principal Offices. The Association shall maintain in the State of Illinois a registered office and a registered agent at such office, and may have other offices within or without the State of Illinois. The principal office of the Association for transaction of the business of the Association can be in a different location and will be supervised by the Association’s Executive Director.

Section 1.03 Organization. The Association is organized pursuant to the General Not For Profit Corporation Act of 1986 (the “Act”) of the State of Illinois and does not contemplate pecuniary gain or profit to its members. The Association is organized exclusively for charitable and scientific purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Law (the “Code”). Notwithstanding any other provision of the Act or of these bylaws, the Association shall not carry on any activities not permitted to be carried on by an organization described in section 501 (c) (3) of the Code, nor shall the Association carry on any other activities not permitted to be carried on by an organization contributions to which are deductible under section 170(a)(1) of the Code as having been made to an organization described in section 170(c)(2) of the Code.

ARTICLE II OBJECTIVES OF ASSOCIATION

Section 2.01 Mission Statement. The Association is a non-profit organization dedicated to the advancement of urogynecological knowledge throughout the world through education and the promotion of basic and clinical research on disorders of the female pelvic floor.

Section 2.02 Objectives. The objectives of the Association shall be:

- a) To disseminate internationally information regarding progress in the science of urogynecology.
- b) To provide an opportunity for the exchange of the experiences, opinions and research of the members of the Association through discussions, study and publications.
- c) To encourage original research from the Association members as well as others.
- d) To promote the acquisition of knowledge and improve clinical training in urogynecology throughout the world.

ARTICLE III MEMBERSHIP

Section 3.01 Membership Guidelines. Membership in the Association shall consist of regular, life and honorary members.

Section 3.02 Regular Members. Regular members of the Association are those members in good standing as of January 1, 1989 and those duly admitted thereafter. Regular members shall consist of Obstetrician/Gynecologists, Urologists and those individuals with a special interest in urogynecology, for example nurses, biomedical engineers, neurologists, physiotherapists, and other professionals who are involved in the care of women with female pelvic floor dysfunction. Each regular member shall be entitled to one vote at the Association's annual business meeting (or any other meeting of members), or electronically when indicated, and may receive the Association's official journal.

Section 3.03 Lifetime Members. Lifetime members are those members in good standing who after five years of regular membership upon reaching the age of 70, or who withdraw from professional activity, shall be made life members upon their written request and approval of the Board of Directors. Lifetime members shall not be required to pay dues nor will they be entitled to vote or hold office, but they may receive an electronic copy of the Association's official journal.

Section 3.04 Honorary Members. Honorary members are those persons of distinction who have significantly contributed to the field of Urogynecology and are appointed by the Board of Directors. Honorary members shall not be required to pay dues nor will they be entitled to vote or hold office, but they may receive an electronic copy of the Association's official journal.

Section 3.05 Affiliate Societies. A national or international society may apply by letter for affiliation with the Association through the IUGA office. This application will be reviewed by the Board of Directors, and a response will be given within 3 months. A minimum of 30 paying members is required. A society representing a small nation/interest group may apply for exception to this minimal number of members requirement. More than one society may apply for affiliation from a single country.

ARTICLE IV TERMINATION OF MEMBERSHIP

Section 4.01 Termination of Regular Membership. Any member in good standing may terminate his membership at any time upon delivery to the Executive Director of the Association the effective date of such resignation. Dues for the current year will not be refunded.

Section 4.02 Directed Termination of Regular Membership. The failure to pay dues after 3 (three) notifications shall be grounds for termination of membership. The Executive Director shall report any such delinquencies to the Board of Directors for their review prior to such termination.

A member may be terminated after a majority vote of regular members for an infraction of the bylaws, policies and/or guidelines of the Association or for any good and valid reasons as the Board of Directors of the Association shall determine.

ARTICLE V MEETINGS

Section 5.01 Annual Meetings. The membership of the Association shall meet at least annually at a date and time determined by the Board of Directors. The annual meeting will include a scientific session as well as a business meeting. The annual meeting may also include educational course(s). The annual meeting may be held independently or in Association with another society with similar goals. The annual meeting site shall be selected by a majority vote of all members.

Section 5.02 Special Meetings. Special meetings may be called as deemed appropriate by the Board of Directors.

Section 5.03 Notice of Meetings. Written notice of any annual or special meeting of the members of the Association, stating the place, day, and hour of the meeting, and in the case of a special meeting, the purpose or purposes for which the special meeting is called, shall be delivered by the Secretary or his/her designate not less than 60 (sixty) days prior to the date of that meeting to each member of record entitled to vote at such meeting. Any such notice delivered by electronic mail shall constitute such written notice.

ARTICLE VI ELECTIONS

Section 6.01 Voting. At all meetings of the Association, each regular member shall have one vote and may attend such meetings and vote in person only and not by proxy. Voting by regular members of the Association may occur at meetings of the members either in person, or via electronic voting through the Association's website, provided all members participating in the meeting can communicate with each other. A majority of a quorum of the regular members present and voting shall be the act of the members on any motion or proposal brought before the members, except as otherwise provided in these bylaws.

Section 6.02 Quorum. The presence of at least 75 of the regular, voting members of the Association either present at an annual business meeting or who vote electronically shall constitute a quorum for taking action on any motion or proposal brought before the members in attendance.

ARTICLE VII LIABILITY OF MEMBERS

Section 7.01 No member of the Association shall be personally or otherwise liable for any of the debts, liabilities and/or obligations of the Association.

ARTICLE VIII OFFICERS OF THE ASSOCIATION

Section 8.01 The officers of the Association shall include a President, a Past-President, a Vice-President, a Secretary and a Treasurer. At the expiration of their normal terms of office, or if any officer is removed from office by majority vote of the entire Board of Directors, the officers shall be nominated by the Nominating Committee and elected by a majority vote by the membership.

Section 8.02 President. The President shall serve as chairman of the Board of Directors. The President or his/her designee shall preside over all meetings of the Association. The President may appoint committees as deemed necessary for the proper functioning of the Association. The President's term of office shall be for 2 (two) years and a President may not serve for successive terms.

Section 8.03 Vice-President. The Vice President shall, in the absence of the President, perform all the duties and have all the powers of the President. The Vice-President will aid the President in the organization of the Association and may serve as the President's proxy for running meetings. The Vice-President shall perform such other duties as shall be assigned by the Board of Directors, and shall supervise all committee chairmen. The Vice-President shall be a member of the Board of Directors. The Vice-President's term of office shall be 2 (two) years, and will serve a term as President of the Association immediately following the term of Vice- President. A Vice-President may not serve for successive terms.

Section 8.04 Secretary. The Secretary shall be elected for a term of 2 (two) years, renewable once. The Secretary

shall see that records of the proceedings of the Association are kept and that the Association's by-laws are current. The Secretary will be the primary contact with the office in the planning and organisation of the annual meetings.

Section 8.05 Treasurer. The Treasurer shall be elected for a term of 2 (two) years, renewable once. The Treasurer shall:

1. Ensure that sound financial records are kept, that sound financial practices are in place, that appropriate financial reports are provided on a regular basis to the board and that necessary bank accounts for the Association's funds are established.
2. The Treasurer will be the primary contact with the office in the development of a budget for the board's consideration.
3. Submit a financial report to the membership of the Association for its review at the Association's annual business meeting.
4. Ensure the payment of staff salaries, as determined, and in an amount determined, by the Board of Directors.

Section 8.06 Immediate Past-President. The Immediate Past-President shall serve a (two) 2-year term of office, and shall be a member of the Board of Directors. The Immediate Past-President shall serve as the spokesperson of the Past-Presidents, and shall serve in other capacities as outlined by the President.

Section 8.07 Removal of Officers. The membership of the Association may petition the President of the Association to remove any officer from office (with the exception of the President), or the Immediate Past President to remove the President from office. Any such petition must contain the signatures of at least 150 (one hundred and fifty) regular members in good standing, with at least 10% each from 4 of the 6 IUGA regions, and must be approved by 20% of all regular members in good standing. If a petition were so approved, the removal of an officer of the Association would occur only by the vote of a majority of a quorum as defined in section 6.02 of the regular members in good standing who are present at the next Annual Business Meeting of the Association.

ARTICLE IX BOARD OF DIRECTORS

Section 9.01 In General. The business and affairs of the Association shall be managed by the Board of Directors, whose chair shall be the President of the Association. Each of the President, the Past-President, the Vice-President, the Secretary and the Treasurer shall serve as an ex-officio member of the Board of Directors with full voting rights. The Board of Directors shall ascertain that all regions of the world are represented in the Association's activities.

Section 9.02 Number of Directors. The Board of Directors shall consist of 5 (five) voting members: The President, The Past-President, the Vice-President, the Secretary and the Treasurer. Directors may serve for no more than 6 (six) consecutive years in any capacity, and may only serve one lifetime term of office in each capacity.

Section 9.03 Advisory Members. In addition to the regular voting members of the Board of Directors, the President may invite at least one non-voting special member-at-large to function in an advisory capacity.

Section 9.04 Meetings of the Board of Directors. The Board of Directors shall meet at least once a year, prior to the annual business meeting, and at other such times as may be designated by the President. A quorum shall consist of the chairman of the Board of Directors and two (2) additional members. Voting rights of the members of the Board of Directors shall not be delegated to another nor exercised by proxy. However, the wishes and intentions

of a member of the Board, unable to attend the meeting, may be presented by proxy.

Section 9.05 Specific Functions of Directors. Without prejudice to such general powers, it is hereby expressly declared that the directors shall have the following powers, to wit:

- a) To adopt and alter a common seal of the Association.
- b) To periodically review and suggest changes to these bylaws as needed, and make and change regulations not inconsistent with these bylaws for the management of the Association's business and affairs.
- c) To designate the time and place of its meetings or to authorize the President to do so. To appoint such committee or committees on any subject within the powers of the Association's Articles of Incorporation and to define the powers and duties of such committees.
- d) To ensure that the IUGA office operates effectively, thereby assisting in assuring that the association meets its goals and fulfills its mission.

Section 9.06 Compensation of Board of Directors. Directors shall not receive any salaries for their services as directors, but by resolution of the Board, may receive reimbursement of expenses for meetings of the Board. Nothing herein contained shall be construed to preclude any director from serving the Association in any other capacity and receiving compensation therefore.

ARTICLE X. EXECUTIVE DIRECTOR

The Board of Directors may engage an executive director to oversee the day-to-day operations of the Association. The President shall serve as the supervisor of the executive director.

The executive director shall be responsible for managing the resources and affairs of the Association in such a way as to achieve the mission of the Association and other directions from the Board of Directors, usually in the form of a strategic plan.

ARTICLE XI INDEMNIFICATION OF DIRECTORS, OFFICERS AND EMPLOYEES

Section 11.01 Indemnification in Actions other than by or in the Right of the Association. The Association may indemnify any person 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 (other than an action by or in the right of the Association) by reason of the fact that such person is or was a director, officer, employee or agent of the Association, or is or was serving at the request of the Association as a director, officer, employee or agent of another corporation, partnership joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, if such person acted in good faith and in a manner such person reasonably believed to be in, or not opposed to, the best interests of the Association, and, with respect to any criminal action or proceeding, had no reasonable cause to believe such person's conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which such person reasonably believed to be in or not opposed to the best interests of the Association or, with respect to any criminal action or proceeding, that the person had reasonable cause to believe that such person's conduct was unlawful.

Section 11.02 Indemnification in Actions by or in the Right of the Association. The Association may indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Association to procure a judgment in its favor by reason of the fact that such person is or was a director, officer, employee or agent of the Association, or is or was serving at the request of the Association as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, if such person acted in good faith and in a manner such person reasonably believed to be in, or not opposed to, the best interests of the Association, and with respect to any criminal action or proceeding had no reasonable cause to believe such person's conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not of itself create a presumption that the person did not act in good faith and in a manner which such person reasonably believed to be in or not opposed to the best interests of the Association or, with respect to any criminal action or proceeding, that the person had reasonable cause to believe that such person's conduct was unlawful.

Section 11.03 Right to Payment of Expenses. To the extent that a director, officer, employee or agent of the Association has been successful, on the merits or otherwise, in the defense of any action, suit or proceeding referred to in sections 10.01 and 10.02 of this Article, or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith.

Section 11.04 Determination of Conduct. Any indemnification under section 10.01 and 10.02 of this Article (unless ordered by a court) shall be made by the Association only as authorized in the specific case, upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because such person has met the applicable standard of conduct set forth in section 10.01 or 10.02 of this

Article. 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 such action, suit or proceeding, or (b) if such a quorum is not obtainable, or even if obtainable, if a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or (c) by the members entitled to vote, if any.

Section 11.05 Payment of Expenses in Advance. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Association in advance of the final disposition of such action, suit or proceeding, as authorized by the board of directors in the specific case, upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount, unless it shall ultimately be determined that such person is entitled to be indemnified by the Association as authorized in this Article.

Section 11.06 Indemnification Not Exclusive. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any bylaw, agreement, vote of disinterested directors, or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs, executors and administrators of such a person.

Section 11.07 Insurance. The Association may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Association, or who is or was serving at the request of the Association as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the Association would have the power to indemnify such person against such liability under the provisions of this Article.

Section 11.08 Notice to Members. If the Association has paid indemnity or has advanced expenses under this Article

to a director, officer, employee or agent, the Association shall report the indemnification or advance in writing to any members entitled to vote with or before the notice of the next meeting of the members.

Section 11.09 References to Association. For purposes of this Article, references to “the Association” shall include, in addition to the surviving corporation, any merging corporation (including any corporation having merged with a merging corporation) absorbed in a merger which, if its separate existence had continued, would have had the power and authority to indemnify its directors, officers, employees or agents, so that any person who was a director, officer, employee or agent of such merging corporation, or was serving at the request of such merging corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall stand in the same position under the provisions of this Article with respect to the surviving corporation as such person would have with respect to such merging corporation if its separate existence had continued.

Section 11.10 Other References. For purposes of this Article, references to “other enterprises” shall include employee benefit plans; references to “fines” shall include any excise taxes assessed on a person with respect to an employee benefit plan; and references to “serving at the request of the Association” shall include any service as a director, officer, employee or agent of the Association which imposes duties on, or involves services by such director, officer, employee, or agent with respect to an employee benefit plan, its participants, or beneficiaries. A person who acted in good faith and in a manner such person reasonably believed to be in the best interests of the participants and beneficiaries of an employee benefit plan shall be deemed to have acted in a manner “not opposed to the best interests of the Association” as referred to in this Article.

ARTICLE XII INTERNATIONAL ADVISORY BOARD

Section 12.01 International Advisory Board. The International Advisory Board shall consist of nine (9) members, one each representing the following regions: 1) Africa, 2) Northern America, 3) Latin America & the Caribbean, 4) Europe, 5) Oceania, 6) Western Asia, 7) Southern Asia, 8) Southeastern Asia, and 9) Central & Eastern Asia, as defined under the United Nations geoscheme. Each member of the International Advisory Board shall serve a nonrenewable 3-year term, which shall be staggered so as to avoid change in no more than five (5) members in a single year. The International Advisory Board will be responsible to meet with and counsel the Board of Directors and will focus on identifying new opportunities for scientific, educational and other supportive activities in their respective regions. The International Board shall be elected by a majority vote of the regular voting members in the region they will represent.

ARTICLE XIII COMMITTEES OF THE ASSOCIATION

Section 13.01 Committees. The standing committees shall consist of Nominating, Research and Development, Education, Publications, Terminology and Standardization, Scientific, Public Relations, Fellows, Bylaws and Annual Meeting Site Selection committees. Each committee shall keep regular minutes of their proceedings and report the same to the Secretary as well as the membership at the annual business meeting. The Board of Directors shall establish terms of reference for each committee, including information such as the committee’s responsibilities, the composition of its membership, their terms of office and the committee’s reporting relationship in the Association.

Section 13.02 Terms of office. No member shall serve more than 6 consecutive years in any capacity on the Research and Development, Education, Publication, Terminology and Standardization, Scientific, Public Relations and Fellows & Trainees committees. In exceptional circumstances, and upon approval of the Nominations Committee, an officer or a member may continue for 1 (one) year in office. Generally, no member should serve on more than one standing committee at the same time, unless serving ex officio.

Section 13.03 Nominating Committee. The Nominating Committee will be chaired by the immediate past-president and shall consist of the President, Past- President, one member nominated by the President, and two members-at-

large elected by a majority vote of the regular members for a (two) 2-year non-renewable term, and shall prepare and submit to the Board of Directors at each annual meeting nominations for each elected office. At the committee's discretion, one, two or more candidates may be suggested for each open position. A call for nominations will be issued to the membership prior to the Annual Meeting, and submissions must be qualified, inter alia, with curriculae vitae, position statements and records of IUGA involvement as described in the IUGA Policies. The IUGA office will not assist candidates in campaigning or canvassing. Positions requiring nominations by the Nominating Committee include: Vice-President, the Secretary Elect, the Treasurer, the International Advisory Board, Chairpersons of the Research & Development, Terminology & Standardization, Education, Publication, and Public Relations Committees, and the chairperson and members of the Scientific Committee. Any person so nominated shall have given his/her prior consent. The approved slate shall be presented to the membership at the annual business meeting, at which time additional nominations may be solicited from the floor.

Section 13.05 Education Committee. The Education Committee shall be headed by a qualified chairman, who has been an active member of the committee for 2 years, and who has been elected by a majority vote of the regular members to a 2-year term, renewable for 1 term. The members shall serve 3-year terms but may be reappointed at the discretion of the Chairman. Its functions shall include establishment of educational objectives and goals as well as the organization of any educational courses to be sponsored by the Association. The Education Committee shall also aid the Scientific Committee Chairman in the organization of the Association's annual scientific sessions.

Section 13.06 Publications Committee. The Publications Committee shall be headed by a qualified Chairman who has been an active member of the committee for 2 years, and who has been elected by a majority vote of regular members to a 2-year term, renewable for 1 term. Its duties include providing liaison with the editorial staff of the International Urogynecological Journal Association, as well as overseeing publications of the Association, including newsletters.

Section 13.07 Scientific Committee. The Scientific Committee shall be headed by a qualified Chairman, who has been a member of the committee for 3 years, and who has been elected by a majority vote of regular members to a non-renewable 2 year term. Eight other members shall be elected by a majority vote of regular members for 3-year terms, renewable for one term. Two members shall be appointed by each local organizing committee for each annual meeting to serve for 1 year. The committee shall act to advise on program content and shall judge abstract submissions in a blinded fashion.

Section 13.08 Public Relations Committee. The Public Relations Committee shall be headed by a qualified Chairman who has been a member of the committee for 2 years, and who has been elected by a majority vote of regular members to a 2 year term, renewable for 1 term. The members should serve 3-year terms but may be reappointed at the discretion of the Chairman. The committee shall serve to enhance relations with the lay public via international and educational efforts. The committee shall also serve to establish liaisons with other professional and lay public organizations and Associations.

Section 13.09 Fellows and Trainees Committee. The Fellows Committee shall be headed by a qualified Chairman elected by a majority vote of regular members to a 2-year term, renewable for 1 term. The members should serve 2-year terms but may be reappointed at the discretion of the Chairman. They shall make recommendations directly to the Research & Development Committee, Education Committee and Executive Committee regarding fellowship activities.

Section 13.10 Research & Development Committee. This committee shall be headed by a qualified Chairman, who has been a member of the committee for 2 years, and who has been elected by a majority vote of regular members to a 2-year term, renewable for 1 term. The members should serve 3-year terms but may be reappointed at the discretion of the Chairman. This committee shall serve to review current developments and practices and to issue reports on these topics to the members. This committee shall also act to encourage and coordinate research activities amongst the membership throughout the world.

Section 13.11 Terminology and Standardization Committee. This committee shall be headed by a qualified Chairman, who has been a member of the committee for 2 years, and who has been elected by a majority vote of regular of regular members to a 2-year term, renewable for 1 term. The members should serve 3-year terms but may be reappointed at the discretion of the Chairman. The committee shall act to review and standardize the terminology that the Association utilizes to discuss and present its educational and research activities.

Section 13.12 Membership Committee. This committee shall be headed by a qualified Chairman, who has been a member of the committee for 2 years, and who has been elected by a majority vote of regular members to a 2-year term, renewable for 1 term. Members of the committee would serve a 2 year term, renewable once. The numbers of members will be established through terms of reference, which shall be developed by the board. The committee will work in partnership with IUGA staff to develop and execute member recruitment and retention strategies and to provide advice regarding membership-related processes.

Section 13.13 Bylaws Committee. The Bylaws Committee will be convened on an ad hoc basis to review and suggest changes to these bylaws as needed. The Bylaws Committee shall be chaired by the Secretary, and include the other members of the Board of Directors as well as two Past Presidents of the Association and two members-at-large, all as designated by the Secretary.

Section 13.14 Annual Meeting Site Selection Committee. The Annual Meeting Site Selection Committee will be convened on an ad hoc basis to review bids to host the Annual Meetings of the Association. At the committee's discretion, one, two or more candidate cities may be identified. If more than one location is identified, they will be submitted for voting by the membership. The board will establish a pattern to ensure that the meeting rotates through different regions of the world. The Annual Meeting Site Selection Committee shall be chaired by the Secretary, and include the other members of the Board of Directors as well as the immediate past and the current Annual Meeting chairs.

Section 13.15 Subcommittees. Committees may form subcommittees to accomplish specific tasks.

Section 13.16 Advisory Council. The Advisory Council shall be comprised of the International Advisory Board, Past Presidents and Committee Chairmen with the purpose of providing advice to the Board of Directors regarding issues being faced by the Association. It shall meet at the Annual Meeting and can include invited guests as seen necessary.

ARTICLE XIV MISCELLANEOUS PROVISIONS

Section 14.01 Corporate Seal. The corporate seal of the Association shall be in such a form as the Board of Directors shall determine. It shall contain the name of the Association as well as the date and state of its incorporation. Said seal may be used by causing it or a facsimile thereof to be impressed, fixed or reproduced.

Section 14.02 Checks, Drafts, Notes. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association for all debts of the Association shall be signed by the executive director or his designee. These shall all be accounted for by the executive director and such accounting presented to the Board of Directors on a regular basis.

Section 14.03 Notice and Waiver of Notice. Whenever any notice is required by these bylaws to be given, it will be given by electronic mail from the Secretary's office. General communication shall be through the website. Members should update any electronic mail addresses promptly. Any notice required to be given under these bylaws may be waived by the person entitled thereto. Members are not entitled to receive notice of any meetings except as otherwise provided by statute.

Section 14.04 Assent to Meeting. Any action of the majority of the Board of Directors of the Association, occurring at a regularly called meeting shall be as valid and effective in all respects as if passed by the Board at a regular meeting.

Section 14.05 Contracts and Commitments. The Board of Directors may authorize any officers, employees or agents of the Association, to enter into any contract or execute any instrument in the name of, and on behalf of the Association, and such authority may be general or confined to specific instances. Unless so authorized by the Board of Directors, no officer, agent or employee shall have the power or authority to bind the Association by any contract or engagement or to pledge its credit or to render it liable for any purpose or in any amount.

Section 14.06 Membership Dues. The Association shall also be entitled to levy dues on an annual basis. Money generated by these dues shall be used to allow for the functioning of the Association. Dues shall be collected in the currency of the country in which the Association's office is located. Increases in dues shall be at the suggestion of the Treasurer after approval of the Board of Directors.

ARTICLE XV FISCAL YEAR

Section 15.01 Fiscal Year. The fiscal year of the Association shall begin on October 1 of each calendar year.

ARTICLE XVI AMENDMENT OF THE BYLAWS

Section 16.01 Amendments. The power to alter, amend, or repeal the bylaws or adopt new bylaws shall be vested in the Board of Directors unless otherwise provided in the articles of incorporation or these bylaws. Such action may be taken at a regular or special meeting for which written notice of the purpose shall be given. The bylaws may contain any provisions for the regulation and management of the affairs of the corporation not inconsistent with law or the articles of incorporation. Any such alteration, amendment or repeal of these bylaws shall be subject to ratification by a majority vote of a quorum of the voting members at any meeting of the members, such voting to occur either in person by members in attendance at any such meeting or via electronic voting through the Association's website.

ARTICLE XVII INTERNATIONAL UROGYNECOLOGY JOURNAL (IUJ)

Section 17.01 Journal. The IUJ is the official journal of the Association. Dr. Oscar Contreras Ortiz shall be recognized in perpetuity as the founding editor.

CERTIFICATE OF SECRETARY

I, the undersigned, do hereby certify:

- 1) That I am the Secretary General of the INTERNATIONAL UROGYNECOLOGICAL ASSOCIATION; and
- 2) That the foregoing Bylaws, comprising 11 (eleven) pages, including this page, constitute the Bylaws of said Corporation, as duly adopted on June 29, 2018, and that they have not been amended or modified since that date.

Executed on August 1, 2018 by Roy Ng, Secretary:

A handwritten signature in black ink, appearing to read "Roy Ng", is written over a horizontal line.