

**AMENDED AND RESTATED BYLAWS
OF THE
AMERICAN HERNIA SOCIETY, INC.,
(a Florida Not For Profit Corporation)**

Adopted Effective as of September 2023

**ARTICLE I
CORPORATE PURPOSE**

Section 1.1 Name. The corporation shall be known as the American Hernia Society, Inc. (the “Society” or “AHS”). The Society may use such trade names as determined by the Board of Governors.

Section 1.2 Objectives. The primary objectives of the Society shall be:

- (a) To advance the science and treatment of hernia and abdominal core health.
- (b) To promote the highest standards of professional skills and competence among surgeons who perform abdominal wall reconstruction.
- (c) To promote the exchange of information among abdominal wall reconstructive surgeons.
- (d) To promote the highest standards of personal and professional conduct among abdominal wall reconstructive surgeons and other physicians.

Section 1.3 Purposes. The Society is organized and operated exclusively as a professional organization and other similar purposes within the meaning of §501(c)(6) of the Internal Revenue Code, as amended, or the corresponding section of any future federal tax code (the “Code”). The Society may carry on any other lawful activity consistent with its Articles of Incorporation, these Bylaws, the Code, and the Florida General Not For Profit Corporation Act, as amended (the “Act”).

**ARTICLE II
OFFICES**

Section 2.1 Business Offices. The principal office of the Society shall be at such location as the Board of Governors shall determine. The Society may have such other offices, either within or without the State of Florida, as its Board of Governors (“Board”) may determine from time to time.

Section 2.2 Registered Office. The Society shall have and continuously maintain in the State of Florida a registered office, and a registered agent whose office is identical with such registered office. The registered office may be, but need not be, identical with the principal office of the Society in the State of Florida. The registered agent and the address of the registered office may be changed from time to time by the Board.

ARTICLE III OFFICERS

Section 3.1 Society Officers. The Officers of the Society shall consist of a President, President-Elect, Past-President, Secretary, and Treasurer.

Section 3.2 Qualifications for Office/Election. Only Active Members (as defined in Section 6.3 below) in good standing are eligible for nomination and election to office. The Treasurer shall be elected by the vote of the Active Members pursuant to Section 4.4 hereunder.

Section 3.3 Term of Office. Officers shall serve four (4) consecutive one (1) year terms, serving one (1) year in each office in the following order: Treasurer, followed by Secretary, President-Elect, President, and Past-President. Except for the Treasurer, who is elected by the Active Members, each Officer shall automatically succeed to the next office in the order of succession unless they resign or are otherwise removed from office.

Section 3.4 Nomination. The Nominating Committee, acting in accordance with these Bylaws, shall nominate one (1) or more Active Members for the office of Treasurer. The Nominating Committee shall present its nominations to the President not less than sixty (60) days prior to the Annual Business Meeting.

Section 3.5 President. The President shall be the principal Officer of the Society and shall in general supervise and control all of the business and affairs of the Society. The President shall sign any deeds, mortgages, bonds, contracts, or other instruments on behalf of the Board, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these Bylaws or by statute to some other Officer or agent of the Society. The President shall preside at all Board, annual, scientific, and other meetings of the Society. The President shall serve as chair of the Executive Committee, shall appoint the chair of all committees except as otherwise provided herein, shall serve as an *ex-officio* member of all committees, shall deliver a report to the members at the close of his or her term of office, announce results of elections, and shall in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board from time to time.

Section 3.6 President-Elect. The President-Elect shall witness the administration of the affairs of this organization in anticipation of his or her term of office as President, which term of office shall begin the year in which the term of the President shall expire, shall carry out all duties designated by the President and will serve an *ex officio* member on all standing committees. The President-Elect shall perform all duties and exercise the powers of the President in the absence of the President. The President-Elect shall serve as the chair of the Program Committee. The President-elect shall succeed to the office of President at such time such office becomes vacant.

Section 3.7 Secretary. The Secretary shall, directly or through an agent, keep the minutes of the meetings of the Board in one or more books (electronic or otherwise) provided for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records; and in general perform all duties incident to the office of the Secretary and such other duties as from time to time may be assigned by the President or by the Board. The Secretary shall succeed to the office of President at such time such office becomes vacant.

Section 3.8 Treasurer. The Treasurer shall, directly or through an agent, have charge and custody of and be responsible for all funds and securities of the Society; receive and give receipts for moneys due and payable to the Society from any source whatsoever, and deposit all such moneys in the name of the Society in such banks, trust companies, or other depositories as shall be selected by the Board; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or by the Board. The Treasurer shall succeed to the office of Secretary at such time such office becomes vacant.

Section 3.9 Officer Vacancies. The office of President-Elect shall be filled by a 2/3 majority vote of board members without subsequent Nominating Committee approval. If the President becomes unable to perform the duties of the office, the President-Elect shall serve as President until the President can resume such duties or until the next annual membership meeting. In the event the President-Elect served as President for less than eight months, this individual shall continue as President to the time for which originally elected. If the office of the President Elect shall fall vacant, the Secretary shall ascend to that position. If the office of the Secretary shall fall vacant, the Treasurer shall ascend to that position. If the office of Treasurer shall fall vacant, a current member of the Board of Governors shall be elected by a majority of the Board of Governors to serve as Treasurer.

Section 3.10 Executive Director. The Board may contract for administrative management. The chief management administrator shall be designated the Executive Director. (S)he shall serve in this capacity under contract, either directly or through delegation to the individual Executive Director by a management company with which the organization has contracted, until such time as two-thirds of the Board shall request his/her resignation or shall terminate his/her, or the delegating management company's contract. The Executive Director may negotiate, enter into, and execute contracts, deeds and other instruments on behalf of the organization as are necessary and appropriate as are approved or authorized by the Board of Governors, including through the actions of its Executive Committee. The Executive Director and his/her staff are responsible for carrying out the administrative work of the organization, subject to policies, directions, and orders of the Board. The Executive Director, as the chief administrator of the organization, shall prepare and submit to the Board plans, suggestions, budgets, and recommendations as to policies and practices to be pursued by the organization. All duties are to be conducted under the authority and supervision of the Board or the President.

Section 3.11 Resignation of Officer. Any Officer may resign at any time, subject to any rights or obligations under any existing contracts between the officer or agent and the organization, by giving written notice to the President. Acceptance of such resignation shall not be necessary to make it effective unless the notice of resignation so provides.

Section 3.12 Removal of Officer. The Board of Governors may remove any Officer other than the Executive Director at any time, but only with cause, by a majority vote of all Directors in office, excluding the Officer in question. The notice of a meeting at which an Officer is to be removed must state that one of the purposes of the meeting is to consider removal of an officer. Removal of an Officer will not remove such person from also being a Director. Removal of an Officer will not affect any contract rights of the officer removed. However, the election or appointment of an Officer will not by itself create contract rights. The Executive Director may be removed as set forth in Section 3.10. Additionally, the Active Members may remove any Officer as both an Officer and a Director pursuant to the procedures set forth in Section 4.7.

Section 3.13 Compensation. Officers other than the Executive Director shall not receive compensation for their services as such; however, the reasonable expenses of Officers related to the work of the Society may be paid for or reimbursed by the Society.

ARTICLE IV BOARD OF GOVERNORS

Section 4.1 General Powers. The affairs of the Society shall be managed by its Board of Directors, which may also be called a Board of Governors (“Board”). The Board shall have all powers of a Board of Directors as set forth in the Act and these Bylaws. All Directors and Officers must be Active Members (as defined in Section 6.3) of the Society in good standing.

Section 4.2 Number. There shall be seventeen (17) members of the Board of Governors (“Directors”), although there may be a lesser amount if there is a Board vacancy. Directors need not be residents of the State of Florida. The Board shall consist of the President, President-Elect, Secretary, Treasurer, and no more than thirteen (13) additional Directors. Directors shall have equal voting privileges to consist of one (1) vote each. The immediate Past-President shall be *ex officio* voting Director, and the next immediate Past-President may be an *ex officio* non-voting Director.

Section 4.3 Term. Directors who are not Officers shall serve for a three (3) year term, which shall be staggered so three (3) Directors are elected each year, and they may be elected for an additional term of three (3) years. Except for time served as an Officer, no Director shall serve for more than six (6) consecutive years. A Director that is term-limited can be re-elected to the Board after a one (1) year hiatus. A Director that resigns from the Board for any reason other than personal medical or family issues or a Director that is removed from the Board under Section 4.7 cannot be re-elected to the Board. Terms shall commence after the close of the Annual Member Meeting or on January 1 if no such meeting takes place.

Section 4.4 Elections. Directors and the Treasurer shall be elected by the vote of the Active Members at the Annual Member Meeting or by electronic written ballot pursuant to Section 7.7. If such election does not take place at the Annual Member Meeting and is done by written ballots pursuant to Section 7.7, all ballots must be received at least thirty (30) calendar days prior to the Annual Member Meeting. All ballots for Officers and Directors shall allow for write-in candidates. The candidate receiving a plurality of the vote shall be elected.

Section 4.5 Director Vacancies. Whenever a vacancy occurs in the position of Director prior to the end of the term, either by resignation, removal, death, incapacity, or otherwise, the Board shall have the authority to either: (i) hold a special election for the Active Members to fill such vacancy; (ii) hold the position open until the next annual election, or (iii) the President, upon approval by the Executive Committee, may to appoint a temporary replacement to the vacant position, to serve until the next election. Partial terms shall not be counted towards the Terms and Term limits set forth in Section 4.3.

Section 4.6 Resignation of Directors. Any Director may resign at any time, subject to any rights or obligations under any existing contracts between the officer or agent and the organization, by giving written notice to the President. Acceptance of such resignation shall not be necessary to make it effective unless the notice of resignation so provides.

Section 4.7 Removal of Directors.

(a) Any Director (including any Officer) may be removed, with or without cause, by the Active Members by at least a two-thirds majority vote of all of the Active Members.

(b) Notice of the meeting of the Active Members seeking to remove a member(s) of the Board of Governors shall state the specific Board Member(s) sought to be removed.

(c) A proposed removal of a Director at a meeting shall require a separate vote for each Director sought to be removed.

(d) If a vacancy is created by the removal of a Director by the Active Members at a meeting, the Active Members vote to fill the vacancy at the same meeting. Otherwise, the vacancy shall be filled as provided by Section 4.5 of these Bylaws.

(e) Any Director who is removed or leaves office for any reason shall turn over to the Board of Governors any and all records of the Society in his or her possession within seventy-two (72) hours from their removal.

Section 4.8 Board Meetings. The Board of Governors shall meet at least twice a year, and one of these meetings shall be the regular annual meeting of the Board, to be held upon notice at least once a year, at such location as determined by the Board. The Board may provide by resolution the time for the holding of additional regular meetings of the Board with notice to be given as set forth herein. Special meetings of the Board may be called by or at the request of the President or any five (5) Directors. Notice of any special meeting shall state the purpose(s) of the special meeting. Board meetings may be open to Active Members at the President's discretion, subject to the invocation of an executive session of the Board.

Section 4.9 Notice of Meeting. Notice of each meeting of the Board stating the date, time and place of the meeting shall be given to each Director at such Director's business or residential address at least five (5) calendar days prior thereto by the mailing of written notice by mail or at least two (2) calendar days prior thereto by telephone, electronic transmission, or any other form of wire or wireless communication (and the method of notice need not be the same as to each Director) as permitted by the Act.

Section 4.10 Waiver of Notice. A Director may waive notice of any meeting before or after the time and date of the meeting stated in the notice. Attendance of a Director at a meeting shall constitute a waiver of notice of such meeting and a waiver of any and all objections to the manner in which it has been called or convened, except when the Directors states, at the beginning of the meeting or promptly upon arrival at the meeting, any objection to the transaction of affairs because the meeting is not lawfully called or convened

Section 4.11 Quorum and Voting. A majority of the number of Directors serving the Society at the time notice of a meeting of the Board is given shall constitute a quorum for the transaction of business at such meeting of the Board; but if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn and reconvene the meeting from time to time without further notice. The act of a majority of Directors present at a meeting at which a quorum is present (and is exists at such time the vote is taken) shall be the act of the Board of Governors unless a greater number of votes are required by the Act or these Bylaws.

Section 4.12 Voting by Proxy. No Director or Officer may vote or act by proxy at any meeting of the Board.

Section 4.13 Board Action Without Meeting. Any action of the Board may be taken by written action signed, or consented to by authenticated electronic communication, by the unanimous vote of the Board. The written action is effective when signed, or consented to by authenticated electronic communication, by all of directors, unless a different effective time is provided in the written action. Action taken pursuant to this section may be transmitted or received by mail or by e-mail or other form of communication permitted by the Act and must be in a form sufficient to identify (i) the Director or Officer; (ii) the Director's or Officer's vote, abstention, demand, or revocation; and (iii) the proposed action to which such vote, abstention, demand, or revocation relates. For purpose of this section, communication to the Society is not effective until received.

Section 4.14 Deemed Assent. A Director, Officer, or committee member who is present at a meeting of the Board when action is taken is deemed to have assented to all action taken at the meeting unless such person objects as required under the Act. Such right of dissension or abstention is not available to a Director, Officer, or committee member who votes in favor of the action taken.

Section 4.15 Telecommunication/Video Meetings. Directors, Officers, or the members of any committee of the Board may participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all members participating may hear each other during the meeting. A Director, Officer, or committee member participating in a meeting by this means is deemed to be present in person at the meeting.

Section 4.16 Compensation. Directors, Officers, and committee members shall not receive compensation for their services as such; however, the reasonable expenses of Directors, Officers, and committee members related to the work of the Society may be paid for or reimbursed by the Society.

ARTICLE V COMMITTEES

Section 5.1 Committees of Directors. The Board may designate and appoint one or more standing, *ad hoc*, or advisory committees of the Board which shall have and exercise the authority of the Board as granted in the resolution appointing the committee. No committee shall have the authority to amend, alter or repeal Bylaws; elect, appoint, or remove any member of any such committee or any Director or Officer of the Society; or amend, alter or repeal any resolution of the Board. The appointment of any such committee and the delegation of authority thereto shall not relieve the Board, or any individual Director or Officer, of any responsibility imposed upon such person by law. All committees shall comply with these Bylaws, the Articles of Incorporation, and their chartering resolutions, as amended from time to time.

Section 5.2 Standing Committees. The Society shall have the following standing committees:

(a) *Executive Committee*. The Executive Committee consists of the President, President-Elect, Secretary, Treasurer, and Immediate Past-President and it shall act on behalf of the Board of Governors to administer the affairs of the organization between meetings of the Board of Governors. The Executive Director shall be an *ex officio* non-voting member of the Executive Committee.

(b) *Nominating Committee*. The Nominating Committee shall consist of three (3) most recent Past Presidents and four (4) Voting Members at Large. The members at large will be

selected from an open call to membership for nominations. Nominations can consist of self-nomination or nomination from other members in good standing. The top 4 candidates receiving the most nominations from active members in good standing will be appointed. If there are more than 4 candidates with equal number of nominations, a board vote will lead to the selection. The Nominating Committee shall nominate members for the Board of Governors and Officers, and have such other duties deemed necessary by the Board of Governors or President.

(c) *Finance Committee.* The Finance Committee shall consist of the Treasurer plus three (3) or more members of the Board of Governors. The Treasurer shall serve as chair of the Committee. The Committee shall make recommendations to the Board of Governors regarding the investment and re-investment of the funds belonging to the organization and shall cause a report of accounts of the organization for any fiscal year to be prepared by a competent and independent firm of certified public accountants of good standing.

(d) *Governance Committee.* The Bylaws Committee shall consist of at least four (4) members including the chair, at least one of whom is a current or previous member of the Board of Governors. The Committee shall review the Bylaws and governance policies of the Society and make recommendations to the Board for modification as needed. The Executive Director and legal counsel are *ex officio* members of the Bylaws Committee.

(e) *Membership Committee.* The Membership Committee shall be composed of at least seven (7) members, including a chair and co-chair, an Active Member who is also a member of the Diversity Committee, and a representative of each class of Membership. The Membership Committee shall review all applications for membership in the Society and approve, in accordance with the policies and practices it adopts, those applications which meet all requirements imposed by these Bylaws. The Membership Committee shall oversee the membership outreach program and work with the administrative office to meet membership goals and objectives.

(f) *Program Committee.* The Program Committee shall consist of at least five (5) members, chaired by the President-Elect, with the Secretary as the assistant chair. The Annual Meeting Committee shall be responsible for drafting and evaluating the program content for the annual clinical meeting, scientific sessions, and other conferences approved by the Board of Governors, and for making recommendations to the Board of Governors for the Board's approval.

(g) *Awards Committee.* The Awards Committee shall consist of at least five (5) members who are the President-Elect, the immediate past president, and a representative of each of the following Committees: Program, Membership and Resident and Fellow. The President-Elect shall be the chair of the Committee. The Committee shall review nominees for various awards as established by the Board of Governors or its committees; make recommendations as to the nature of the awards, the venue, and manner of presentation; and submit those recommendations to the Board for approval.

(h) *Grants Committee.* The Grants Committee shall consist of at least three (3) members. The members shall be Active Members appointed by the President who are surgeons with expertise in hernia surgery. The Committee shall: (1) evaluate and award research grants or awards as funding permits; and (2) oversee any grants so awarded.

(i) *International Relations Committee.* The International Relations Committee shall consist of at least three (3) members. The Committee shall establish and maintain affiliations

with other professional organizations to coordinate efforts that will further advance the purposes of the organization.

(j) *Website/Social Media Committee.* The Website/Social Media Committee shall consist of at least three members. The Committee shall assist in the development and implementation of the communication options and strategies of the organization.

(k) *Patient Advocacy Committee.* The patient advocacy committee shall consist of at least three members. The Committee shall recommend the development and implementation of a patient advocacy strategy for the organization and will serve as the organization's liaison to community patient advocacy groups concerned with hernia disease.

(l) *Resident and Fellow Committee.* The Resident and Fellow Committee shall have at least five (5) members. The chair of this committee will be an Active Member and the co-chair may be a resident or fellow member. The Committee shall develop and implement a pathway for new surgeons with an interest in abdominal wall disorders to make a contribution to the Society including by coordinating a resident and fellow clinical session at the annual meeting and promoting resident and fellow participation in the organization.

(m) *Diversity Committee.* The Diversity Committee shall have at least (5) five members, including a chair appointed by the President and the other members being appointed by the chair. The Committee shall strive to improve the diversity of the Society, to build a culture that allows for the inclusion of underrepresented groups within the Society, and to provide an avenue for reporting of and addressing discriminatory action/language at Society meetings in order to facilitate change.

(n) *Education Committee.* The Education Committee shall have at least five (5) members. The Committee shall be responsible for organization, development, and evaluation of scientific sessions, other than the Annual Clinical Meeting, and other conferences approved by the Board of Governors.

(o) *Practice Advisory Committee.* The Practice Advisory Committee shall have at least five (5) members. The Committee shall draft advisories on hernia/mesh related topics consistent with the mission of the organization. The Committee shall adopt a conflict of interest policy. All advisories adopted by the Committee shall be submitted to the Board for its approval by at least a two-third approval of the entire Board. No advisory shall be the official position of the Society until such Board approval.

Section 5.3 Advisory Committees and Task Forces. The President and the Board, in their discretion, may each designate and appoint one or more task forces, advisory committees or individual advisors to the Board of Governors (collectively, "Advisors to the Board"). Any such Advisors to the Board shall serve in an advisory capacity only and shall have no right to vote on Board decisions. Advisors to the Board may attend Board meetings as determined in the discretion of the Board. Any advisory committee or task force created by the President shall only exist during the President's term unless otherwise extended by the Board of Governors.

Section 5.4 Operation of Committees. Except as otherwise provided in these Bylaws, committee chairs and co-chairs shall be appointed by the President, with approval of the Board, and committee members shall be appointed by the committee chair and co-chair, subject to the approval of the President. Committees may, with the approval of the President, appoint subcommittees to carry

out the work of the committees. All committee members are appointed for a one-year term and may be re-appointed. Each standing committee shall have such powers and duties as prescribed by Board Resolution and these Bylaw. Each committee shall submit written reports to the Board describing their activities at such time as determined by the Board. Vacancies in the elected or appointed membership of any committee, whether specifically provided for by these Bylaws or created, shall be filled by the President or committee chair, based on the person who appointed the person to the vacant committee membership position.

Section 5.5 Quorum. Unless otherwise provided in the resolution of the Board designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 5.6 Rules. Each committee may adopt rules for its own governance not inconsistent with the Articles of Incorporation, these Bylaws, any rules adopted by the Board of Governors, or the Act. Such rules shall be subject to the approval of the Board of Governors.

ARTICLE VI MEMBERSHIP

Section 6.1 Categories of Membership. There shall be one class of voting members ("Voting Members" or "Voting Memberships") and such classes of non-voting members ("Non-Voting Members," "Non-Voting Memberships") as may be determined by the Board of Governors from time to time. Voting Members and Non-Voting Members shall be collectively referred to as "Members." Members in good standing are those Members who have paid their membership dues by the payment deadline.

Section 6.2 Rights and Privileges of Membership. Only Active Members (as defined in Section 6.3) are Voting Members of the Society and may serve as Officers and members of the Board of Governors. Non-Voting Members shall have no voting rights or rights to hold office; however, they may attend such meetings of the Society that are not solely business meetings of the Voting Members and may participate in all other functions of the Society. Non-Voting Members may also be voting members of committees unless they are prohibited from being members or from voting by these Bylaws or the Committee's rules.

Section 6.3 Voting Members ("Active Members"). Voting Members, which may also be called "Active Members," are primarily surgeons certified by a national board examination of surgeons, and have evidenced special interest in the field of hernia surgery by his/her teaching through lectures and/or writings or who has clinical or basic science interest in the field, and who meet such other requirements of Active Membership as determined by the Board of Governors from time to time, and who have paid their annual dues. Active Membership is by application only.

Section 6.4 Non-Voting Members. The Board, in its discretion, may approve such classes of Non-Voting Members, and the rights and privileges of each Non-Voting Membership, as it may determine from time to time, including but not limited to the following classes:

(a) *Candidate-Board Eligible*. Candidate-board eligible membership is by application. A candidate-board eligible member shall be a surgeon who qualifies for active membership except that the surgeon shall be eligible for but has not yet attained the board or society certification or fellowship required for active membership.

(b) *Resident/Fellow.* Resident /Fellow membership is by application. A resident member shall be a physician actively participating in training in a surgery residency program accredited by the ACGME or the American Osteopathic Association and a fellow member shall be a physician actively participating in an advanced training program.

(c) *Student.* Student membership is by application. A student member shall be a student in a medical school program granting either a Doctor of Medicine (MD) degree which is accredited by the Liaison Committee on Medical Education or a Doctor of Osteopathic Medicine (DO) degree which is accredited by the American Osteopathic Association Commission on Osteopathic College Accreditation, or, if the student attends a medical school outside of the United States (or outside of the United States or Canada if in an MD degree program), the student member shall be a student in an accredited medical school program approved by the Membership Committee.

(d) *Retired.* A physician who has been an Active Member of the Society in good standing and who has retired from professional activity or has become permanently disabled shall be eligible to become a retired member by application to Society.

(e) *Allied Health Members.* Allied health membership is by application. Allied health professional, such as nurses, physician assistants, surgical technicians, and other interested allied health professionals, are eligible for allied health membership.

(f) *Affiliate.* Affiliate membership is by application. A physician not in the clinical practice of surgery and who has not been an Active Member, or a scientist who, while not engaged in the practice of surgery to humans, is interested in abdominal wall surgery or the basic science of hernia disease, or any other person whose interests, knowledge or experience may benefit the mission of the organization may be an affiliate member.

(g) *Honorary Members.* The Board may confer honorary membership. Honorary Membership will be reserved for those who have made significant contributions to clinical or academic surgery and academic medicine but need not be in active surgical practice. Honorary members do not pay dues and may attend organizational functions and regular meetings without a vote. Honorary members who desire to attend AHS meetings must register and pay the member registration fee for such meetings.

(h) *Corporate Alliance Members.* Corporate Alliance Members include companies which produce products that support the mission of the Society. A Corporate Alliance Member will appoint one representative to the Society. Companies can become members of the Corporate Alliance by approval of the Board of Governors.

Section 6.5 Applications for Membership. The Society shall have an application for membership for Active Members and Non-Voting Members, setting forth the criteria for Membership for each classification. The process for review of applications and the determination of admission shall be as determined by the Board. No Member is admitted until all required dues have been paid. Memberships are non-transferable.

Section 6.6 Duration of Membership. Membership in the Society may be terminated by voluntary withdrawal. Membership may also be suspended or terminated pursuant to the procedures outlined in Section 6.7, or by the non-payment of dues. All rights, privileges and interests of a Member shall cease upon termination of membership.

Section 6.7 Suspension and Termination of Membership. No Voting or Non-Voting Member may be suspended or terminated (other than for non-payment of dues) except as follows: the Member shall be given not less than fifteen (15) days' prior written notice of the suspension or termination and the reasons, therefore. The Member shall have an opportunity to be heard, orally or in writing, not less than five (5) days before the effective date of the suspension or termination by the Board. The Society shall adopt additional processes and procedures for suspending or terminating a person's Member status with the Society. Any terminated or suspended Member remains liable to the Society for fees or assessments incurred or commitments made prior to termination or suspension.

Section 6.8 Reinstatement. Members who have been suspended or terminated as members of the Society may apply for reinstatement. The requirements for reinstatement may be determined from time to time by the Board. Reinstatement is not guaranteed; applications will be assessed on a case by case basis by the Board. The Board has complete authority to decline reinstatement.

ARTICLE VII MEMBER MEETINGS

Section 7.1 Member Meetings. The annual business meeting of the Active Members of the Society ("Annual Active Member Meeting") may be held in conjunction with the annual scientific meeting of the Society or at such time, place and location as determined by the Board. Special meetings of the Members may be called by the President of the Board, the Board, or by at least twenty-five percent (25%) of the Active Members. Active Members shall elect Officers and Directors at the Annual Active Member Meeting and transact such other business as may properly come before the meeting. Business transacted at Special Meetings shall be limited to the purpose stated in the meeting notice.

Section 7.2 Notice. Notice of each meeting of the Members stating the date, time and place of the meeting and, if a special meeting, a description of the purposes of such meeting, shall be given to each Member at such Member's designated address by telephone, electronic mail, or any other form of wire or wireless communication (and the method of notice need not be the same as to each Member) as permitted by the Act not less ten (10) nor more than ninety (90) calendar days prior to such meeting. Notice for the Annual Member Meeting shall be provided at least sixty (60) calendar days prior to such meeting. A Member may waive notice of any meeting before or after the time and date of the meeting stated in the notice.

Section 7.3 Waiver. Notice of a meeting or of voting by mail need not be given to any active member who signs, either in person or by proxy and whether before or after the meeting or the end of the voting by mail period, as applicable, a waiver of notice. The attendance, whether in person or by proxy, of any active member at a meeting without protesting the lack of notice of the meeting at the start of or as soon as the member arrives at the meeting or submission of a ballot in a voting by mail process shall constitute a waiver of notice by such active member.

Section 7.4 Fixed Record Date. For the purposes of determining the Active Members qualified or entitled to receive notice of a meeting or to vote at any meeting of members, or to vote on any matter on which a vote of the Active Members is required, the Board of Governors shall fix, in advance, a date as the record date for any such determination of Active Members.

Section 7.5 Voting and Quorum. Each Active Member in good standing shall be entitled to one (1) vote in the affairs of the Society as set forth in Section 7.6 below. At all voting at in-person meetings (which includes meetings held by video or teleconference) of Active Members voting shall

be by voice vote or a showing of hands; however, any one Director or three (3) Active members may demand that the vote be taken by written ballot under Section 7.7. Except in the case of any matter specifically set forth in the Bylaws or Articles of Incorporation, a vote of a majority of the Active Members present at a meeting at which a quorum is present shall be needed to pass any issue brought before the Active Members. Ten percent (10%) of the Active Members of the Society shall constitute a quorum when voting does not take place at an in-person meeting. The number of Active Members who check-in at in an-person meeting shall constitute a quorum at such meeting. If a quorum is present when meeting is called to order, such quorum is not broken by the subsequent withdrawal of any Active Member.

Section 7.6 Voting Rights of Members. Unless voting for Officers and Directors takes place by written ballot under Section 7.7, Active Members shall elect Officers and Directors at the Annual Member Meeting and transact such other business as may properly come before the meeting. Business transacted at Special Meetings shall be limited to the purpose stated in the meeting notice. Active Members shall have the right to elect Officers of the Society as provided in Section 4.4. By the vote of at least two-thirds (2/3rd) of the Active Members present at a meeting at which a quorum is present, Active Members shall also approve: (a) the amendment of these Bylaws as provided in Article X; (b) the removal of Officers or Directors of the Society as provided in Section 4.7; (c) the merger or consolidation of the Society with or in to another organization; (d) the sale of substantially all of the Society's assets; or (e) the dissolution of the Society. The Board may submit such other matters to the vote of the Voting Members as it determines in its sole discretion.

Section 7.7 Membership Voting by Written Ballot. Any action that may be taken at any meeting of the Active Members may be taken by secret written ballot either at a meeting or without a meeting in writing by mail, e-mail, or any other electronic means pursuant to which the members entitled to vote thereon are given the opportunity to vote for or against the proposed action, and the action receives approval by a majority of the Active Member casting votes, or such larger number as may be required by the Act, the Articles of Incorporation, or these Bylaws, provided that the number of Active Members casting votes would constitute a quorum under Section 7.5. For voting that does not take place at an in-person meeting, voting must remain open for not less than thirty (30) calendar days from the date the ballot is delivered; provided, however, in the case of a removal of one or more directors, a merger, consolidation, dissolution or sale, lease or exchange of assets, the voting must remain open for not less than 20 days from the date the ballot is delivered. The ballot shall: set forth each proposed action; provide an opportunity to vote for or against the proposed action; indicate the number of responses necessary to meet the quorum requirements; state the percentage of approvals necessary to approve each matter other than election of directors; specify the time by which the ballot must be received by the corporation in order to be counted; and be accompanied by written information sufficient to permit each person voting to reach an informed decision. Active Members shall return their written ballots as directed by the Society. Written ballots may not be revoked. Written ballots may be deleted ten (10) days following the meeting unless the results are challenged.

ARTICLE VIII DUES AND FISCAL MATTERS

Section 8.1 Membership Dues. Membership dues shall be defined from time to time by the Board of Governors. Membership dues may vary between categories and classes of membership. The Board shall establish the timing and method of fees notification and collection. Dues shall be payable in advance on such dates as specified by the Board.

Section 8.2 Payment Delinquency. A Member shall be considered delinquent if dues are not paid within 180 days after the due date of such fees. A delinquent Member shall automatically forfeit status as a Member in good standing. A Member who is not in good standing for nonpayment of dues may be reinstated as a Member in good standing upon payment of the entire indebtedness and upon meeting any other requirements for membership.

Section 8.3 Waiver of Annual Fees. Members experiencing significant and substantial financial hardship may apply to the Board for a partial or total waiver of annual fees, which may be approved in the sole discretion of the Board. If the Board awards a fees waiver, such member shall remain a Member in good standing during such time as the waiver is in place.

Section 8.4 Fiscal Year. The fiscal year and membership year of the Society shall be from January 1st to December 31st.

ARTICLE IX INDEMNIFICATION

Section 9.1 Indemnification. The Society shall indemnify each person who is or was a director, officer, employee, or volunteer of the corporation to the fullest extent allowed under the Act and may purchase insurance insuring its obligations under this Section or otherwise protecting the persons intended to be protected by this Section. Any repeal or modification of this Section will be prospective only and will not adversely affect any right or indemnification of any person who is or was a director, officer, employee, or volunteer of the corporation existing at the time of the repeal or modification. The Society may, but is not obligated to, indemnify any agent of the corporation not otherwise covered by this Section to the fullest extent allowed under the Act.

ARTICLE X AMENDMENTS

The Board may amend these Bylaws at any time to add, change, or delete a provision; provided, however, that the Active Members shall have the right to approve any such addition, change or deletion that impact the rights or obligations of the Active Member and that Bylaws may only be amended in a manner which would not disqualify the Society under § 501(c)(6) of the Code. Additionally, amendments to these Bylaws may be proposed by at least ten percent (10%) of the Active Members in good standing. All proposed amendments to these Bylaws that must be approved by the Active Member must be approved by a vote of at least sixty percent of a quorum (60%) as set forth in Section 7.5.

ARTICLE XI MISCELLANEOUS

Section 11.1 Conflict of Interest Policy and Other Policies. The Board shall adopt a Conflict of Interest Policy in compliance with the Act and the Code, and such other policies as necessary for the governance of the Society. Such Policies shall be reviewed every three (3) years.

Section 11.2 Non-Discrimination. The Society does not discriminate on the basis of race, gender, sexual orientation, disability, religion, ethnicity, politics, or nationality in the selection of members.

Section 11.3 Parliamentary Procedure. In all affairs and meetings of the Board and the Active Members, and to the extent not in conflict with these Bylaws, the presiding officer shall follow the Standard Code of Parliamentary Procedure, 4th Edition, by Alice Sturgis, as Revised by the American Institute of Parliamentarians (or any subsequent revision by the American Institute of Parliamentarians) (the “Sturgis Rules”).

Section 11.4 Governing Law. These Bylaws shall be construed in accordance with the laws of the State of Florida.

Section 11.5 Captions. All Article titles or captions contained in these Bylaws are for convenience only and shall not be deemed part of the context of these Bylaws.