

AMENDED AND RESTATED BYLAWS
OF
AMERICAN SOCIETY FOR METABOLIC & BARIATRIC SURGERY,
An Iowa Nonprofit Corporation

Adopted June 2004

Amended June 2005

Amended June 2006

Amended May & June 2007

Amended June 2008

Amended February 2009

Amended March & April 2011

Amended January 2012

Amended May 2013

Amended May 2015

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Amended July 2018

Amended May 2019

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AMENDED AND RESTATED BYLAWS

OF

AMERICAN SOCIETY FOR METABOLIC & BARIATRIC SURGERY,

An Iowa Nonprofit Corporation

Offices

1.01 Principal Office. The principal office of American Society for Metabolic & Bariatric Surgery, an Iowa nonprofit corporation (hereinafter referred to as the "Corporation" or the "Society"), shall be located at:

100 SW 75th Street, Suite 201, Gainesville, FL 32607

The Corporation may relocate the principal office, and may also establish such other offices, as the Board of Directors (hereinafter sometimes referred to as the "Executive Council") shall direct if the business of the Corporation so requires.

1.02 Registered Office and Agent. The Corporation shall maintain a registered office and a registered agent within the State of Iowa in accordance with the requirements of the Iowa Nonprofit Corporation Act. The location of the registered office and the designation of the registered agent shall be approved by the Executive Council.

Purpose

2.01 Nonprofit Purpose. This Corporation is a nonprofit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Corporation Act of the State of Iowa and is organized for the purposes set forth in Internal Revenue Code section 501(c)(6) or the corresponding provision of any future United States internal revenue law. Within the context of these general purposes, the Corporation's specific purposes shall be to study severe obesity and advance the art and science of bariatric surgery by: 1) the encouragement of its members to pursue investigations both in the clinic and laboratory; 2) the interchange of ideas, information and experience pertaining to bariatric surgery; 3) the establishment of guidelines for patient selection and care; 4) the promotion of guidelines for patient selection and care; 5) the promotion of improved perioperative and long-term care of patients and the reduction of patient risk; 6) the fostering of educational programs for physicians, paramedical persons and lay people; and 7) the promotion of outcome studies and quality assurance. Notwithstanding any other provision in these Bylaws, the Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that do not further the purpose of this Corporation, and the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Internal Revenue Code section 501(c)(6) or the corresponding provision of any future United States internal revenue law.

2.02 Dedication of Property. (a) All corporate property is irrevocably dedicated to the purposes set forth in section 2.01. No part of the net earnings of this Corporation shall inure to the benefit of any of its directors, trustees, officers, or members, or to the benefit of any private person except as reasonable compensation for services rendered, goods received, and other property or valuable thing which may be acquired by the Corporation for the accomplishment of its purposes.

(b) On the winding up and dissolution of this Corporation, after paying or adequately providing for the debts, obligations and liabilities of the Corporation, the remaining assets of this Corporation shall be distributed to nonprofit funds, foundations or corporations which have established their tax-exempt status under Internal Revenue Code sections 501(c)(3) or 501(c)(6), or the corresponding provision of any future United States internal revenue law, and which have their principal area of activities in the State of Iowa and which have as their principal purpose the assistance and advancement of research and education in the field of bariatric surgery.

Construction

3.01 Unless the context requires otherwise, the general provisions, rules of construction and definitions in the Nonprofit Corporation Act of the Iowa Code shall govern the construction of these Bylaws.

Members

4.01 **Classes.** This Corporation shall have the following classes of members: Regular, Affiliate Surgeon, Affiliate Physician, Associate, Affiliate Associate, Integrated Health Student, International Associate, International Affiliate Associate, Candidate, Senior, Honorary, Distinguished and International members. In addition, Regular members may be designated as a "Fellow" as provided in section 4.02.1.2 and International members may be designated as an "International Fellow" as provided in section 4.02.8.2. Membership shall be conferred upon application and on compliance with the standards and requirements set forth below and approval by majority vote of the Executive Council.

Amended June 2006

Amended June 2008

Amended February 2009

Amended March 2011

4.02 **Qualifications and Voting Rights of Member Classes.** The qualifications for and voting rights, if any, of each class of members are as follows:

4.02.1 **Regular Surgeon and Physician Members.** Regular members must have demonstrated scholarly interest in the treatment of severe obesity and commitment to the long-term care of persons with obesity.

Regular Surgeon membership shall consist of licensed medical doctors and osteopathic physicians with either American Board of Surgery or American Osteopathic Board of Surgery certification, or fellowship in the American College of Surgeons or equivalent.

Regular Physician members shall consist of licensed medical doctors and osteopathic physicians with American Medical Specialty Board Certification in their primary specialty or American Board of Obesity Medicine Certification.

Regular members have voting privileges and may be elected to the Executive Council. Only Regular Surgeon members may hold office.

Amended July 2018
Amended May 2019

4.02.1.1 Regular Member Applications. Application for Regular membership shall be made on a form provided by the Executive Director or by the Society. In addition, the applicant shall submit letters of recommendation from two Regular or Senior (previously Regular) Members with voting privileges who are familiar with the candidate's practice. Information to be included in the letters of reference will be provided in the application packet.

Amended January 2012

4.02.1.2 Fellow Designation. The designation of "Fellow of the American Society for Metabolic & Bariatric Surgery" may be bestowed upon a Regular Member in good standing for a minimum of two (2) years who presents evidence acceptable to the Society that they perform surgery at a facility currently participating in MBSAQIP or a program of periodic, verifiable reporting of bariatric surgery outcomes data as approved by the Society. The types of data to be reported and the specific mechanisms for implementing and administering the "Fellow" designation shall be as specified in rules and guidelines as may be adopted by the Executive Council from time to time.

Adopted June 2006
Amended May 2015

4.02.1.3 Term of Designation. Designation as a "Fellow of the American Society for Metabolic & Bariatric Surgery" shall be for a period of three (3) years. The designation may be renewed for additional three year terms contingent on the Member's continued participation in MBSAQIP or an approved outcomes data reporting program, attendance at the ASMBS Annual Meeting or Annual Course Event at least once within the three years, achievement of 18 Category 1 CME credits in the field of metabolic and bariatric surgery, and performed a minimum of 25 ASMBS approved bariatric procedures as the primary surgeon annually. The designation may be withdrawn prior to the end of the three year term in the event the Member's participation in MBSAQIP or an approved outcomes data reporting program terminates, fails to meet any of the renewal criteria outlined above or in the event the Member is found to have falsified data.

Adopted June 2006
Amended May 2015

4.02.1.4 Application for Fellow Designation and Renewal. Application for Designation as a Fellow of the American Society for Metabolic & Bariatric Surgery shall be made on a form provided by the Society and the submission of such information as the Society deems warranted in order to verify the Member's participation in an approved outcomes data reporting program and verification of other requirements.

Adopted June 2006
Amended May 2015

4.02.1.5 **Senior Fellows.** Members who are/were designated Fellows at the time of their retirement from clinical practice may apply to the Executive Council for designation as a Senior Fellow. Retired Senior Member Fellows will receive exemption to operative and MBSAQIP participation requirements and will be reviewed on a case-by-case basis.

Adopted June 2006

Amended May 2015

4.02.1.6 **Active Military Fellows.** Member who are active duty members of the armed forces will receive exception to MBSAQIP participation requirements and prorated experience and CME requirements if deployed during the application period.

Adopted June 2006

Amended May 2015

4.02.2 **Affiliate Surgeon and Affiliate Physician Members.** Affiliate Surgeon membership shall consist of non-board-certified surgeons and surgeons without experience in bariatric surgery as defined by the Society. Affiliate Physician membership shall consist of medical doctors and osteopathic physicians who are not surgeons and are not board certified

Amended May 2019

Applicants for Affiliate Surgeon and Affiliate Physician memberships should have demonstrated scholarly interest in the treatment of severe obesity and commitment to the long-term care of persons with obesity. Affiliate Surgeon and Affiliate Physician members do not have voting privileges and are not eligible to be a member of the Executive Council.

Amended July 2018

4.02.2.1 **Affiliate Member Applications.** Application for Affiliate Surgeon and Affiliate Physician membership shall be made on a form provided by the Executive Director or by the Society. One letter of recommendation from a Regular or Senior member who is familiar with the candidate shall be included with the application or provided under separate cover.

4.02.3 **Integrated Health, Associate Members.** IH Associate membership shall consist of integrated health care professionals, including those employed by a metabolic and bariatric surgical or medical practice, hospital or research institution as well as independent health care providers. Applicants for IH Associate membership should have a license, certification or registration as appropriate for the profession, and demonstrated scholarly interest in the surgical treatment and long-term care of persons with obesity IH Associate members have voting rights within the Integrated Health Science Section and are eligible to hold office as members of the Integrated Health.

Amended June 2008

Amended July 2018

4.02.3.1 **Integrated Health Associate Member Applications.** Application for IH Associate membership shall be made on a form provided by the Executive Director

or the Society. One letter of recommendation from a Regular, Senior or IH Associate member who is familiar with the candidate shall be included with the application or provided under separate cover. Membership shall be conferred on the applicant on the majority vote of the governing board of the Integrated Health Section. IH Associate members shall be automatically enrolled as members of the Integrated Health Section of the Society.

Amended February 2016

4.02.3.2 Integrated Health Affiliate Members. IH Affiliate membership shall consist of persons actively employed in a metabolic and bariatric surgical practice or hospital based metabolic and bariatric surgery program who do not otherwise meet the requirements for IH Associate membership. IH Affiliate members do not have voting rights and are not eligible to hold office.

Adopted June 2005

4.02.3.3 Integrated Health Affiliate Applications. Application for IH Affiliate membership shall be made on a form provided by the Executive Director of the Society. One letter of recommendation from a Regular, Senior or IH Associate member who is familiar with the candidate shall be included with the application or provided under separate cover. Membership shall be conferred on the applicant on the majority vote of the governing board of the Integrated Health Section. IH Affiliate members shall be automatically enrolled as members of the Integrated Health Section of the Society.

Adopted June 2005

4.02.3.4 Integrated Health Student. Integrated Health Student membership shall consist of students engaged in a full-time course of study in a relevant integrated health discipline who have a scholarly interest in the treatment of severe obesity. Application for Integrated Health Student membership must be made on a form provided by the Executive Director of the Society accompanied by documentation of full time enrollment in a course of study in a relevant integrated health discipline. One letter of recommendation from a Regular Member or IH Associate member who is familiar with the candidate shall be included with the application or provided under separate cover. Integrated Health Student members have no voting rights and may not hold office.

Adopted February 2009

Adopted February 2016

4.02.3.5 Integrated Health, International Associate and Integrated Health, International Affiliate Members. International applicants who otherwise meet the requirements for Integrated Health Associate Members or Integrated Health Affiliate Members but who are unable to obtain a letter of recommendation from a Regular or Senior Member may apply for IH International Associate or IH International Affiliate membership. Application for IH International Associate or IH International Affiliate membership shall be made on a form provided by the Executive Director or the Society. One letter of recommendation from an International Member who is familiar with the

candidate shall be included with the application or provided under separate cover. Membership shall be conferred on the applicant on the majority vote of the governing board of the Integrated Health Section. IH International Associate and IH International Affiliate members shall be automatically enrolled as members of the Integrated Health Section of the Society. IH International Associate members have no voting rights and may not hold office except as members of the Integrated Health Section. IH International Affiliate members have no voting rights and may not hold office.
Adopted February 2009

4.02.4 Candidate Members. Candidate membership shall consist of medical students, surgical residents and participants in a recognized fellowship program who have a scholarly interest in the treatment of severe obesity. Application for Candidate membership shall be made on a form provided by the Executive Director or by the Society. Applicants shall submit written verification of their status signed by their program director. Candidate membership may be renewed on an annual basis upon signed verification of the member's continuing qualifying status. Candidate members have no voting rights and may not hold office.

Amended February 2009
Amended January 2012

4.02.5 Senior Members. Senior membership shall consist of Regular, Affiliate Surgeon, Affiliate Physician, Integrated Health Associate, and Integrated Health Affiliate members who have been Members of the Society in good standing for 25 or more years or who have reached the age of 65. Members who no longer actively practice due to disability or retirement may also be considered for Senior membership at the discretion of the Executive Council and/or Integrated Health Executive Council. Application for Senior membership shall be made to the Membership Committee. Conferral of Senior membership shall not change the member's existing membership rights regarding voting or the holding of office.

4.02.6 Honorary Members. Honorary membership shall consist of persons who are not otherwise members of the Society and who have made outstanding contributions to the field of bariatric surgery. Honorary membership shall be conferred on the majority vote of the Executive Council. Honorary members have no voting rights and may not hold office.

4.02.7 Distinguished Members. Distinguished membership shall consist of persons who are Regular, Affiliate Surgeon, Affiliate Physician, Associate or Senior members who have made outstanding contributions to the field of bariatric surgery. Distinguished membership shall be conferred on the majority vote of the Executive Council. Conferral of Distinguished membership shall not change the member's existing membership rights regarding voting or the holding of office.

4.02.8 International Members. International applicants who do not otherwise meet the requirements for Regular membership are eligible for International membership. International membership shall consist of licensed medical doctors and

osteopathic physicians who have performed a minimum of 25 bariatric procedures as the primary surgeon within the past two years. The applicant shall submit either one letter of recommendation from a Regular or Senior (previously Regular) Member with voting privileges, or two letters of recommendation including one letter from an International Member in good standing and one letter from the Chief Administrator of the applicant's primary hospital in support of the application. International members must have demonstrated scholarly interest in the surgical treatment of severe obesity and commitment to the long-term care of severely obese patients. International members have no voting rights and may not hold office.

Adopted June 2008

Amended January 2012

Amended May 2019

4.02.8.1 International Member Applications. Application for International membership shall be made on a form provided by the Executive Director or by the Society. The required letters of recommendation may accompany the application or be submitted under separate cover. Information to be included in the letters of reference will be provided in the application packet.

Adopted June 2008

4.02.8.2 International Fellow Designation. The designation of "International Fellow of the American Society for Metabolic & Bariatric Surgery" may be bestowed upon an International Member in good standing who presents evidence acceptable to the Society that they perform surgery at a facility currently participating in MBSAQIP or active participation in a program of periodic, verifiable reporting of bariatric surgery outcomes data as approved by the Society, attendance the ASMBS Annual Meeting or Annual Course Event at least once within the three years, achievement of 18 Category 1 CME credits in the field of metabolic and bariatric surgery, and performed a minimum of 25 ASMBS approved bariatric procedures as the primary surgeon annually. The types of data to be reported and the specific mechanisms for implementing and administering the "Fellow" designation shall be as specified in rules and guidelines as may be adopted by the Executive Council from time to time.

Adopted March 2011

Amended May 2015

4.02.8.3 Term of Designation. Designation as an "International Fellow of the American Society for Metabolic & Bariatric Surgery" shall be for a period of three years. The designation may be renewed for additional three-year terms contingent on the Member's continued participation in an approved outcomes data-reporting program. The designation may be withdrawn prior to the end of the three-year term in the event the Member's participation in MBSAQIP or an approved outcomes data reporting program terminates, fails to meet any of the renewal criteria outlined above or in the event the Member is found to have falsified data.

Adopted March 2011

Amended May 2015

4.02.8.4 Application for International Fellow Designation. Application for Designation as an International Fellow of the American Society for Metabolic & Bariatric Surgery shall be made on a form provided by the Society and the submission of such information as the Society deems warranted in order to verify the Member's participation in an approved outcomes data reporting program and verification of other requirements.

Adopted March 2011

Amended May 2015

4.02.9 International Applicants. International surgeons applying for membership in the Society should be members in good standing of their home country's bariatric surgical society if one is available in that country.

4.02.10 Review and Determination of Membership Applications. All applications for membership in the Society shall be reviewed and determined by the Membership Committee. The Membership Committee shall determine whether an applicant meets the stated criteria and qualifications for membership as set forth in these Bylaws and any rules or procedures pertaining to membership applications and qualifications which may be established. Applicants meeting the stated criteria and qualifications for membership shall be approved; those not meeting stated criteria and qualifications shall be denied. The Membership Committee may refer individual applications to the Executive Council for resolution of or guidance on a particular issue. Denied applicants may request that their application and qualifications be reviewed by the Executive Council, in which case the determination of the Executive Council shall be final. The Membership Committee shall periodically provide the Executive Council with a list of approved and denied applicants.

Adopted March 2011

4.03 Member Dues and Fees. Each Member must pay, within the time and on the conditions set by the Executive Council, any dues, fees or assessments established by these Bylaws or which may be established by the Executive Council from time to time. All such dues, fees or assessments shall be approved by majority vote of the Members having a right to vote at the annual business meeting of Members at which a quorum is present.

4.03.1 Initiation Fee. Upon admission, each Regular, Affiliate Surgeon, Affiliate Physician and Associate Member shall pay an initiation fee by which act the Member acknowledges and accepts the Bylaws and the rules and procedures of the Society. The amount of the initiation fee shall be set periodically by the Executive Council and approved by the Members as set forth in section 4.03.

4.03.2 Annual Dues. Each Regular, Affiliate Surgeon, Affiliate Physician and Associate Member shall pay annual dues in an amount set periodically by the Executive Council and approved by the Members as set forth in section 4.03. Senior Members shall not be required to pay annual dues after the end of the calendar year during which they attain Senior membership.

4.04 **Good Standing.** Any Member who shall be in arrears in the payment of any dues, fees or assessments more than 180 days after the date due shall not be in good standing and shall not be entitled to vote as a Member.

4.05 **Termination.** A membership shall terminate on occurrence of any of the following events:

- a) Resignation of the Member;
- b) The Member's failure to pay dues, fees or assessments as set by the Executive Council within one year after they become due and payable;
- c) Any event that renders the member ineligible for membership, or failure to satisfy membership qualifications; or
- d) The good faith determination by the Executive Council, or a committee authorized by the Executive Council to make such a determination, that the Member has failed in a material degree to observe such disciplinary rules or ethical guidelines as may be established by the Society, or has engaged in conduct materially and seriously prejudicial to the Society's purposes and interests including, without limitation, conviction of a felony, the intentional or willful falsification of outcomes data submitted as a condition of designation as a Fellow, or unethical conduct.

Amended June 2005
Amended June 2006

4.06 **Suspension.** A member may be suspended, under Section 4.07 of these Bylaws, based on the good faith determination by the Executive Council, or a committee authorized by the Executive Council to make such a determination, that the member has failed in a material degree to observe such disciplinary rules or ethical guidelines as may be established by the Society, or has engaged in conduct materially and seriously prejudicial to the Society's purposes and interests including, without limitation, conviction of a felony, the intentional or willful falsification of outcomes data submitted as a condition of designation as a Fellow, or unethical conduct. Suspension may be for a defined period or until the member satisfies any conditions of reinstatement which may have been imposed. A person whose membership is suspended shall not be a member during the period of suspension.

Amended June 2005
Amended June 2006

4.07 **Procedure for Termination or Suspension; Reinstatement.** If grounds appear to exist for terminating or suspending a member under Sections 4.05 or 4.06 of these Bylaws, the following procedure shall be followed:

- a) The Executive Council shall give the Member at least 45 days' prior notice of the proposed suspension or termination and the reasons for the proposed

suspension or termination. Notice shall be given by any method reasonably calculated to provide actual notice, including electronic mail. Notice given by posted mail shall be sent by first-class or registered mail to the Member's last address as shown on the Society's records.

- b) The Member shall be given an opportunity to be heard, either orally or in writing, at least five days before the effective date of the proposed suspension or termination. The hearing shall be held, or the written statement considered, by the Executive Council or by a committee authorized by the Executive Council to determine whether the suspension or termination should occur. Any hearing may be conducted telephonically.
- c) The Executive Council or duly designated committee shall decide whether the Member should be suspended, expelled, or sanctioned in any way. The decision of the Executive Council or authorized committee shall be final.
- d) Any action challenging an expulsion, suspension, or termination of membership, including a claim alleging defective notice, must be commenced within 180 days after the effective date of the expulsion, suspension, or termination.
- e) Members whose membership has been terminated under Section 4.05 who wish to be reinstated shall first apply to the Executive Council for reinstatement. The Executive Council may set such conditions for reinstatement, as it deems appropriate, or may require the former member to reapply for membership in the Society under the then-current standards and procedures for membership.

4.08 **Transferability.** No membership or right arising from membership shall be transferred.

4.09 **Annual Business Meeting.** An annual business meeting of members shall be held on such date and at such time as may be fixed by the Executive Council.

4.10 **Special Meetings.** The Executive Council, the President, or 20 percent (20%) or more of the Members having a right to vote may call a special meeting of the Members for any lawful purpose at any time.

4.11 **Procedure for Calling Special Meetings.** A special meeting called by Members pursuant to Section 4.10 shall be called by written request, specifying the general nature of the business proposed to be transacted and signed by the required number of Members, and submitted to the Executive Director or Secretary-Treasurer of the Society. The Secretary-Treasurer shall cause notice of any special meeting to be given promptly to the members entitled to vote stating that a meeting will be held at a specified time and date fixed by the Executive Council, provided, however, that the meeting date shall be at least 10 but no more than 120 days after receipt of the request. Nothing in this Section shall be construed as limiting, fixing, or affecting the time at

which a meeting of members may be held when the meeting is called by the President or the Executive Council. No business, other than the business that was set forth in the notice of the meeting, may be transacted at a special meeting.

4.12 Place of Meetings. Meetings of the Members shall be held at any place designated by the Executive Council.

4.13 Notice. Whenever members are required or permitted to take any action at a meeting, a written notice of the meeting shall be given, under Section 4.14 of these Bylaws, to each member entitled to vote at that meeting. The notice shall specify the place, date, and hour of the meeting. For the annual business meeting, the notice may generally state the matters, if any, that the Executive Council, at the time notice is given, intends to present for action by the members. However, the failure of the notice to set forth a particular matter shall not preclude the Executive Council from presenting that matter or resolution to the Members for action at the annual business meeting. For a special meeting, the notice shall state the general nature of the business to be transacted and shall state that no other business may be transacted.

Approval by the members of any of the following proposals is valid only if the notice or written waiver of notice states the general nature of the proposal or proposals:

- a) Removing an officer or member of the Executive Council unless proposed by the Executive Council;
- b) Amending the articles of incorporation or these Bylaws unless proposed by the Executive Council; or
- c) Electing to merge the Society with another entity, electing to dispose of all or substantially all of the Society's assets, and electing to wind up and dissolve the Society.

Amended April 2011

4.14 Time and Manner of Notice. Notice of any meeting of members, other than the annual business meeting, shall be in writing and shall be given to each Member entitled to vote at least 10 but no more than 120 days before the meeting date. Notice of the annual business meeting of Members shall be in writing and shall be given to each Member entitled to vote at least 60 days before the meeting date. Notice of any meeting may be given either personally or by first-class mail, or by other means of written communication, including electronic mail or facsimile transmission, charges prepaid, and shall be addressed to each member entitled to vote, at the postal or electronic mail address or facsimile number of that member as it appears on the books of the Society or at such address given by the member to the Society for purposes of notice. An affidavit of the mailing of any notice of any members' meeting, or of the giving of such notice by other means, may be executed by the Executive Director or any person designated by the Executive Director, and if so executed, shall be filed and

maintained in the Corporation's minute book. However, the failure to execute an affidavit of mailing, or execution of such affidavit after any meeting for which notice was given, shall not affect the validity of any action taken at such meeting. Notice shall be deemed delivered when deposited in the United States mail, if notice is mailed; and upon successful transmission if notice is given by facsimile transmission or electronic mail.

4.15 Voting Rights. Each member in a class of members entitled to vote shall have the right to vote on the election of officers of the Society, on the amount of dues and fees, on the disposition of all or substantially all of the Corporation's assets, on any merger and its principal terms and any amendment of those terms, on any amendment of these Bylaws or the Society's Articles of Incorporation, on any election to dissolve the Corporation, on any resolution properly brought before the Members for action pursuant to Section 4.21 of these Bylaws, and on any other matter required by law or these Bylaws to be voted on by the members. Each Member entitled to vote shall be entitled to one vote on each matter submitted to a vote of the voting members. Members who are not in good standing or whose memberships have been suspended or terminated under these Bylaws shall not be entitled to vote on any matter.

4.16 Quorum. Ten percent (10%) of the voting power shall constitute a quorum for the transaction of business at any meeting of members. "Voting power" means those Members in good standing entitled to vote.

4.17 Continuing Without a Quorum. The members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment, even if enough members have withdrawn to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the members required to constitute a quorum.

4.18 Voting. a) The members entitled to notice of any meeting or to vote at any such meeting shall be only those persons in whose name memberships stand on the records of the Society on the record date for notice determined pursuant to section 4.20 of these Bylaws.

b) If a quorum is present, the affirmative vote of a majority of the voting power represented at the meeting shall be deemed the act of the members unless the vote of a greater number, or voting by classes, is required by the Iowa Nonprofit Corporation Act or by the Articles of Incorporation. In any election of officers or members of the Executive Council, the candidates receiving the highest number of votes are elected.

Amended April 2011

4.19 Waiver. A member's attendance at a meeting shall also constitute a waiver of notice of that meeting unless the member objects at the beginning of the meeting to the transaction of any business because the meeting was not lawfully called or convened. Also, attendance at a meeting is not a waiver of any right to object to the

consideration of matters required to be included in the notice of the meeting but not so included, if that objection is expressly made at the meeting.

4.20 **Record Date.** For purposes of establishing the members entitled to receive notice of any meeting, entitled to vote at any meeting, entitled to vote by written ballot, or entitled to exercise any rights in any lawful action, the Executive Council may, in advance, fix a record date. In the absence of any action by the Executive Council to set a record date, the record date for sending notice of a meeting shall be the date notice is sent; for voting at a meeting shall be ten days before the date of the meeting; for voting by written ballot shall be ten days before the mailing of written ballots; and for taking any other action shall be ten days before that action.

4.21 **Conduct of Meetings Including Annual Business Meeting.** The President shall preside as chairperson at all meetings of the members. The chairperson shall conduct each meeting in a businesslike and fair manner and should generally follow the rules of procedure outlined in Robert's Rules of Order as revised from time to time. The chairperson shall have all of the powers usually vested in the chairperson of a meeting of members. Without limiting the generality of the foregoing, the chairperson's rulings on procedural matters shall be conclusive and binding on all members, unless at the time of a ruling a request is made to the members present and entitled to vote, in which case the decision of a majority of such members shall be conclusive and binding on all members.

The order of business at the annual business meeting shall be presentation of committee reports, presentation of old business carried over from prior meetings for action by the Members, presentation by the Executive Council of new business for action by the Members, presentation of resolutions from the Members for action by the Members, presentation of newly elected officers and Executive Council members, and adjournment. The agenda order may be altered, and the time allotted for discussion of any particular item restricted by the Chairperson in his or her sole discretion. The order of business at special meetings shall be restricted to discussion of the matters set forth in the notice of the special meeting.

Other than parliamentary or procedural motions, no resolution from the floor or proposed by a Member shall be presented to the Members for discussion or action unless the proposed resolution was submitted to the Executive Council in writing signed by at least ten Members in good standing at least thirty days prior to the annual business meeting or, in the case of a special meeting, at least thirty days prior to the special meeting. Nothing in these Bylaws shall limit or restrict the number of or subject matter of any resolutions presented by the Executive Council to the Members for action at the annual business meeting. The Executive Council may present resolutions, including proposed amendments to the Bylaws or to the Articles of Incorporation, to the Members for action whether or not the notice of the annual business meeting sets forth the proposed resolution.

Amended April 2011

Amended January 2012

4.22 **Adjournment.** Any members' meeting, whether or not a quorum is present, may be adjourned to another time and place by the vote of the majority of the members represented at the meeting. No meeting may be adjourned for more than 60 days. When a members' meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which adjournment is taken. If after adjournment a new record date is fixed for notice or voting, a notice of the adjourned meeting shall be given to each member who, on the record date for notice of the meeting, is entitled to vote at the meeting. At the adjourned meeting, the Corporation may transact any business that might have been transacted at the original meeting.

4.23 **Action by Mailed or Electronic Written Ballot.** Any action that members may take at any meeting of members may also be taken without a meeting as set forth in this section. Nomination and election of officers and members of the Executive Council shall be conducted electronically as set forth in sections 5.06 through 5.09. A written ballot may be mailed or transmitted electronically to each member entitled to vote as set forth in Section 4.14. The solicitation accompanying the ballot shall state the number of responses required in order to meet the quorum requirement of Section 4.16; the percentage of approvals necessary in order to pass the measure(s); and shall specify the manner in which the completed ballot must be returned to the Society and the time by which the completed ballot must be received by the Society in order to be counted. Each ballot shall set forth the proposed action; give the Member the opportunity to specify approval or disapproval of each proposal; and provide a reasonable time in which to return the ballot. Any ballot marked by the Member "withhold" or which otherwise indicates the Member's authority to vote is withheld shall not be counted for or against the indicated measure but shall be counted in determining a quorum. Approval by written or electronic ballot shall be valid when the number of votes cast, including ballots marked "withhold" or some similar designation, and received by the Society within the designated time period meets or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals meets or exceeds the number of votes that would be required for approval at a meeting attended by the Members. Once returned to the Society a written or electronic ballot may not be revoked. All written or electronic ballots shall be maintained by the Society for three years from the deadline for returning the ballots.

Amended April 2011

Executive Council

5.01 **Executive Council.** Subject to the provisions and limitations of the Iowa Nonprofit Corporation Act and any other applicable laws, and subject to any limitations imposed by the Articles of Incorporation, the Society's affairs and activities shall be managed, and all corporate powers shall be exercised, by or under the direction of a board of directors, which shall be known and referred to as the Executive Council. The

Executive Council shall be charged with the control and management of the affairs, business and properties of the Society. The Executive Council may delegate the management of the activities of the Society to any person or persons, an Executive Director or committees, however composed, provided that the activities and affairs of the Society shall be managed, and all corporate powers shall be exercised under the ultimate direction and authority of the Executive Council.

5.02 Rules. The Executive Council may adopt such rules and regulations for the conduct of its meetings as it may deem proper so long as such action is not inconsistent with the laws of the State of Iowa, the Articles of Incorporation, or these Bylaws.

5.03 Specific Powers of the Executive Council. Without prejudice to the general powers conferred by Sections 5.01 and 5.02 and the other powers conferred by the Articles of Incorporation and these Bylaws, it is hereby expressly declared that the Executive Council shall have the following powers:

First: To adopt and amend rules and regulations, including disciplinary rules and procedures applicable to Members, not inconsistent with these Bylaws, for the management of the Corporation's business and affairs.

Second: To purchase or otherwise acquire for the Corporation any property, rights, or privileges which the Corporation is authorized to acquire, at such price and on such terms and conditions and for such consideration as the Executive Council shall, in its discretion, deem appropriate.

Third: In its discretion, to pay for any property or rights acquired by the Corporation.

Fourth: To borrow money and incur indebtedness on the Corporation's behalf and to create, make, and issue mortgages, bonds, deeds of trust, trust agreements, and negotiable or transferable instruments and securities, secured by mortgage or otherwise, and to perform every other act necessary to effectuate the same.

Fifth: To appoint and, at its discretion, remove or suspend such subordinate Officers, agents, or servants, permanently or temporarily, as it may deem appropriate, to determine their duties and to specify their salaries or emoluments, and to require security in such instances and in such amounts as the Board deems appropriate.

- Sixth:** To confer upon any appointed Officer of the Corporation, by resolution, the power to choose, remove, or suspend such subordinate Officers, agents, or servants.
- Seventh:** To determine who shall be authorized on the Corporation's behalf to sign bills, notes, receipts, acceptances, endorsements, checks, releases, contracts, and documents.
- Eighth:** To change the registered office in Iowa from one location to another; to appoint and approve a registered agent for the Corporation; to establish a principal office in such location as deemed reasonable and to change the location of the principal office from one location to another; to cause the Corporation to be qualified to conduct its activities in any other state, territory, dependency or country; and to conduct its activities in or outside Iowa.
- Ninth:** To recommend to the President and approve the hiring of an Executive Director.

5.04 Number and Qualification of Members of the Executive Council. The authorized number of members of the Executive Council shall be fifteen (15), unless changed by amendment of the Articles of Incorporation or these Bylaws. The members of the Executive Council shall be the President, the President-Elect, the Secretary-Treasurer, eight Councilpersons at Large of which a maximum of two positions are filled by Regular Physician members, the two most recent past Presidents, the President of the Integrated Health Section, and the President-Elect of the Integrated Health section.

Amended June 2006

Amended May 2007

Amended February 2009

Amended February 2016

Amended July 2018

5.05 Term of Office. The Secretary-Treasurer, and the Councilpersons at Large shall be elected by the members entitled to vote as set forth in sections 5.06 through 5.09. The President, President-Elect and Secretary-Treasurer shall serve one-year terms of office. The Secretary-Treasurer shall become President-Elect upon completion of the term of office of Secretary-Treasurer. The President-Elect shall become President upon completion of the term of office of the President-Elect. The President shall not be eligible for reelection to the Executive Council after completing service on the Council as President. The Councilpersons at Large shall each serve a three (3) year term of office. Councilpersons at Large shall serve on a staggered basis. Councilpersons at Large may serve a second term on the Executive Council provided

they remain a voting Member in good standing. The President and President-Elect of the Integrated Health Section shall be elected by the Integrated Health section and shall each serve a two (1) year term of office. Each elected member of the Executive Council shall take office upon the conclusion of the Society's Annual Meeting and shall hold office until a successor has been elected and qualified.

Amended May 2007

Amended February 2009

Amended April 2011

Amended May 2013

Amended February 2016

Amended June 2016

Amended July 2018

5.06 Manner of Election. The Secretary-Treasurer and the Councilpersons at Large shall be nominated and elected electronically by the members entitled to vote as set forth in this section. At least one hundred twenty (120) days prior to the Society's annual meeting, the Nominating Committee shall solicit nominations for candidates to fill available offices and seats on the Executive Council. Notice of the nominating period setting forth the available offices and the qualifications for each position, the manner of submitting nominations, and the time period for submitting nominations shall be sent electronically to all voting members in good standing and shall be posted on the Society's Website. Any voting member in good standing may nominate any other voting member in good standing who appears to meet the stated qualifications by submitting an electronic nomination setting forth the name of the nominee and the position being nominated to in the manner set forth in the notice. The Nominating Committee shall accept nominations for a period of at least twenty-one (21) days from the notice of nominations.

Adopted April 2011

Amended May 2013

Amended June 2016

5.07 Qualifications for Nominees. Nominees for office must be voting (Regular or Senior – previously Regular) members in good standing and should have a demonstrated history of leadership and effective service to the Society, as follows:

a) Nominees for Councilpersons at Large should be actively engaged in the practice of bariatric and metabolic surgery and have effectively served as a chair or co-chair of a Society committee, a co-chair of a Metabolic and Bariatric Surgery Accreditation and Quality Improvement Program (MBSAQIP) committee or as a State Chapter President within the past five (5) years.

b) Nominees for Secretary-Treasurer should be actively engaged in the practice of bariatric and metabolic surgery and either be currently effectively serving on the Executive Council or have effectively served on the Executive Council within the past two (2) years.

Nominees for office are required to submit additional materials as set forth by the Executive Director or by the Society in order to be considered by the Nominating Committee.

Adopted April 2011
Amended May 2013
Amended May 2015
Amended June 2016

5.08 Formulation of Slate of Candidates. Upon the close of the nominating period the Nominating Committee shall review and validate all nominations received from the voting members to verify that the qualifications for the relevant position have been met. Nominees and the Nominators shall be notified in writing that the nomination was received. Nominees not meeting the relevant qualifications as determined by the Nominating Committee may be omitted from the slate; otherwise all qualified nominees shall be placed on the slate. A nomination in no way indicates or represents acceptance of the nominee to the final slate. The Nominating Committee may also nominate its own qualified nominees for any or all available positions to ensure that qualified nominees for each available position are presented on the final slate of candidates and to help ensure balance among the candidates regarding practice status (private /academic), geographic area or other relevant factors. For the position of Secretary-Treasurer, the Nominating Committee shall consult with the current President and may interview current qualified members of the Executive Council to gauge their interest in being nominated as Secretary-Treasurer. No more than three (3) candidates for each open position will be placed on the final ballot. Candidates may only be placed on the ballot for one (1) open position.

Adopted April 2011
Amended May 2013

5.09 Election Process. At least twenty-one (21) days prior to the start of the Society's annual meeting the Nominating Committee shall present the slate of candidates to the voting members electronically together with an electronic ballot for voting. The slate shall contain the name of each candidate for each available position together with a brief statement of the candidate's practice background and service to the Society. The ballot materials provided to voting members shall indicate the method and deadline for submission of the electronic ballot. The electronic ballot shall permit each voting member to vote for no more than one candidate for each available position. A member may choose not to vote for a candidate for a position. Voting members shall have at least ten (10) days from dissemination of the slate and electronic ballot to return completed ballots, except that in the event the number of ballots returned is less than the number of members which if present at a meeting would constitute a quorum, the time period for submission of ballots shall be extended until the number of ballots required to equal a quorum is received.

Adopted April 2011

5.10 Tabulation and Announcement of Results. At the close of the voting period indicated in the ballot materials the results of the vote shall be tabulated.

Provided that the number of ballots returned is at least equal to the number of members which if present at a meeting would constitute a quorum, the candidate(s) receiving the highest number of votes for each position is elected. Society staff will report the results in confidence to the Nominating Committee and the Chair of the Nominating Committee will report the results to the President of the Society. The results of the election will then be announced to the membership prior to the commencement of the Society's annual meeting. Elected candidates shall assume their respective office at the conclusion of the annual meeting.

Adopted April 2011

Amended January 2012

5.11 Annual Meeting of the Executive Council. The Executive Council shall meet at least once prior to the annual business meeting of the Members to consider matters to be presented to the Members at the annual meeting. Other than those proposed by the Executive Council, only resolutions submitted to the Executive Council in writing signed by at least ten members in good standing at least thirty days prior to the annual business meeting shall be presented to the Members for vote. Notice of the annual meeting of the Executive Council shall be given to each member of the Council a reasonable period of time prior to the meeting.

5.12 Regular Meetings of the Executive Council. Regular meetings of the Executive Council, other than the annual meeting, shall be held at such dates and times as may be set by the Executive Council.

5.13 Special Meetings of the Executive Council. Special meetings of the Executive Council may be called by the President or any other member of the Executive Council. Special meetings may be held on five days' notice by first class mail, postage prepaid, or on 48 hours notice delivered personally or by telephone (including a voice message system or other system or technology designed to record and communicate messages), facsimile, telegraph, electronic mail, or other electronic means. Notice of the special meeting need not be given any member of the Executive Council who signs a waiver of notice or written consent to holding the meeting, or an approval of the minutes of the meeting, whether before or after the meeting, or who attends the meeting without protesting the lack of notice to that member either before or at the commencement of the meeting. All waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

5.14 Telephonic Meetings. Any meeting of the Executive Council, other than the annual meeting, may be held by conference telephone, videoscreen communication, or other communications equipment. Participation in a meeting under this section shall constitute personal presence if each member participating in the meeting can communicate concurrently with all other members; each member has the capacity to propose or object to specific action to be taken by the Society; and it can be verified that the persons participating in the meeting via telecommunications equipment are members entitled to participate in the meeting and that the actions of or votes by the members so participating are taken or cast only by the member.

5.15 Quorum at Meetings of the Executive Council. A majority of the members of the Executive Council shall be necessary at all times to constitute a quorum for the transaction of any business. If a quorum is present, the affirmative vote of a majority of the members of the Executive Council present shall be deemed the act of the Executive Council unless the vote of a greater number of members is required by law, the Articles of Incorporation, or these Bylaws; provided, however, that any meeting at which a quorum was initially present may continue to transact business notwithstanding the withdrawal of voting members if any action taken is approved by at least a majority of the required quorum for that meeting, or such greater number as is required by the law, the Articles or these Bylaws.

5.16 Action Without a Meeting. Any action required or permitted to be taken at any meeting of the Executive Council may be taken without a meeting if a written consent to such action is signed by all members of the Executive Council and such consent is filed with the minutes of the Executive Council.

5.17 Attendance at Meetings of the Executive Council. The Executive Director of the Society shall attend all meetings of the Executive Council and shall attend executive sessions of the Executive Council upon invitation by the Council. Other persons, including committee chairs and Members of the Society, may attend meetings upon invitation by the President. Persons invited to attend meetings, other than legal counsel, may present appropriate reports and may be excused from any other portion of the meeting in the discretion of the President, and shall not attend any executive sessions of the Executive Committee.

Amended May 2013

5.18 Compensation of Directors. No member of the Executive Council shall receive any salary or compensation for his or her services as a member of the Executive Council except that they may be reimbursed for reasonable expenses incurred in conducting the business of the Society subject to the approval of the Executive Council.

5.19 Conduct of Meetings. The President or, in his or her absence, the President-Elect (and in his or her absence, the Secretary-Treasurer), will preside at meetings of the Executive Council. The Secretary-Treasurer of the Society or, in the Secretary's absence, any person appointed by the Executive Council will act as Secretary of the Council and shall keep written minutes of all actions taken by the Council.

5.20 Adjournment. A majority of the members of the Executive Council present at a meeting, whether or not a quorum is present, may adjourn any meeting to another time and place. If the meeting is adjourned for more than 24 hours, notice of the adjournment to another time or place must be given before the time of the adjourned meeting to the voting members who were not present at the time of the adjournment.

5.21 Removal of Members of Executive Council. Any member of the Executive Council may be removed from office at any time by a majority vote of the Executive Council, Ethical Advisory Committee and the Nominations Committee whenever in their judgment removal is in the best interests of the Society. Any member of the Council appointed or elected by the President may be removed by a majority vote of the members of the Council whenever in the Council's judgment removal is in the best interests of the Society. The removal of any officer or member of the Executive Council shall be without prejudice to the contract rights, if any, of the officer or member removed.

Amended June 2016

5.22 Resignation of Members of Executive Council. Any member of the Executive Council may resign effective upon giving written notice to the President, the Secretary or to the Executive Council. The notice may specify a later effective date of the resignation. If the resignation is to be effective at a later date, a successor member may be elected to take office when the resignation becomes effective. The acceptance of a resignation shall not be necessary to make it effective.

5.23 Vacancies on the Executive Council. A vacancy on the Executive Council occurs on the death, resignation or removal of a member of the Council; and whenever the authorized number of members of the Council is increased. Except as otherwise provided in these Bylaws, vacancies on the Council, except for the office of President, shall be filled by appointment by the President until the next election. Should the office of President become vacant, the President-Elect shall assume the office of President.

Amended January 2012

5.24 Reduction in the Number of Executive Council Members. Any reduction in the authorized number of members of the Executive Council shall not result in any member of the Council being removed from office prior to the expiration of the term of his or her office.

5.25 Committees. a) Subject to the provisions of Section 5.26 below, in the event that the Executive Council determines that the management of the Corporation would be benefited by the establishment of one or more standing or special committees or by an executive committee, the Council may from time to time establish one or more such committees. The establishment of a standing or special committee or an executive committee shall be affected by a resolution of the Executive Council approved by the vote of a majority of the members of the Council then in office, which specifically sets forth the powers and duties delegated to such committee. The designation of any such committee and the delegation to it of authority shall not operate to relieve the Executive Council, or any member thereof, of any responsibility under the law.

b) The term "standing committee" or "special committee" shall mean any

committee appointed by the Executive Council which is authorized by specific delegation, without further Council action, to make and implement decisions on behalf of the Council, or to implement, with some degree of discretion, decisions of the Council pursuant to guidelines established by the Executive Council. Notice of, and procedures for, meetings of standing or special committees shall be as prescribed by the chairman of each such committee, and meetings of standing or special committees may be called by the Executive Council or by the chairman of the standing or special committee.

c) Chairpersons of all standing committees, special committees or ad hoc committees shall be a voting (Regular or Senior – previously Regular) member in good standing and hold office for a two (2) year term, which may be renewed for an additional (2) two-year term.

Amended May 2013

5.25.1 Nominating Committee. There shall be a Nominating Committee consisting of the two (2) most recent past Presidents and four (4) members at large. The members at large shall serve a term of two (2) years and shall be appointed by the Executive Council on a staggered basis so that at least one (1) member at large is appointed each year. The Nominating Committee will present a slate of nominees to the Members as set forth in sections 5.08 and 5.09 of these Bylaws. Members of the Nominating Committee are expected to serve their full term and will not be eligible for nomination to the Executive Council during their term on the committee. Vacancies on the Nominating Committee will be filled by appointment by the President as approved by the Executive Council.

Amended April 2011

Amended May 2013

5.25.2 Program Committee. There shall be a Program Committee consisting of a chairperson and additional members appointed by the Executive Council. It shall be the duty of the Program Committee to plan the program for the annual business meeting and to assist and direct the Executive Director in implementing meeting plans and arrangements. The Program Committee shall also participate in the planning of other Society sponsored meetings as they arise.

5.25.3 Ad Hoc Committees. Special ad hoc committees may be appointed by the president as approved by the Executive Council as needs arise. A member of the Executive Council shall serve as liaison to each such committee as required for representation on the Executive Committee.

5.26 Limitations Upon Committees of the Executive Council. No committee of the Executive Council, including any executive committee, shall have any of the authority of the Executive Council with respect to a) the approval of any action required by law as also requiring the approval of the Members; b) the filling of vacancies on the Executive Council or on any committee of the Council; c) the amendment or repeal of

Bylaws or the adoption of new Bylaws; d) the amendment or repeal of the articles of incorporation or the adoption of new articles; e) adopting a plan of merger or consolidation; f) recommending to the Members the sale, lease, exchange or other disposition of all or substantially all of the property and assets of the Corporation; or g) recommending to the members a voluntary dissolution of the Corporation or a revocation thereof.

Officers

6.01 Authorized Officers; Manner of Election and Terms of Office. The Officers of the Society shall be a President, a vice-president known as the President-Elect, a Secretary-Treasurer, and eight Councilpersons at Large. The Secretary-Treasurer and the Councilpersons at Large shall be elected by majority vote of the Members entitled to vote as set forth in sections 5.06 through 5.09. The President, President-Elect, and Secretary-Treasurer shall serve one-year terms of office. The Secretary-treasurer shall become the President Elect upon the completion of the term of Secretary-Treasurer. President-Elect shall become President upon completion of the term of office of the President-Elect. The Councilpersons at Large shall each serve a three-year term of office. Councilpersons at Large shall serve on a staggered basis. Each elected officer shall be a member of the Executive Council as set forth in section 5.04 of these Bylaws. Each officer shall take office upon the conclusion of the Society's Annual Meeting and shall hold office until the next election at which the office is up for election and until a successor has been elected and qualified. The Executive Council may establish such other officers as are necessary to transact the business of the Society. No two offices, other than the office of Secretary-Treasurer, shall be held by the same person.

Amended May 2007

Amended April 2011

Amended June 2016

6.02 President. The President shall be the Chief Executive Officer of the Corporation and shall preside as Chairman at all meetings of the Executive Council and of the Members. The President shall see that the rules of order and decorum are properly enforced in all deliberations of the Society and shall sign the approved minutes of each meeting. With the advice and consent of the Executive Council, the President shall have the authority to hire and to terminate an Executive Director. The President shall have general superintendence and direction of all of the other Officers of the Society and shall see that their duties are properly performed. The President shall perform such other duties as the Executive Council may direct.

6.03 President-Elect. In the absence or disability of the President, the President-Elect shall preside at all meetings of the Executive Council and of the Members, and when so acting shall have all the powers of, and be subject to all the restrictions upon, the President. The President-Elect shall assist the President and shall carry out such duties as the President may delegate. The President-Elect shall have such other powers and perform such other duties as from time to time may be

prescribed by the Executive Council.

6.04 Secretary-Treasurer. The Secretary-Treasurer shall keep minutes of all meetings of the Executive Council and of the Members; shall attend all sessions of the Executive Council; shall report unfinished business requiring action from prior meetings; shall supervise correspondence of the Society; and shall give, or cause to be given, notice of all meetings of the Executive Council. The Secretary-Treasurer shall also supervise all dues collections and the accounts of the Society; shall ensure that full and accurate accounting records are maintained at all times; and shall present such reports, including an annual report of the Society's financial condition, as the Executive Council may direct. The Secretary-Treasurer shall perform such other duties as may be prescribed by the Executive Council or the President. The accounts of the Society shall be audited on an annual basis under the supervision of an Audit Committee appointed by the President.

6.05 Other Officers and Substitutes. The Executive Council or the President may designate such other subordinate officers with such duties as may be necessary or advisable for the conduct of the Society's affairs. The Executive Council may, at any other time, designate any other person or persons, on behalf of the Society, to sign any contracts, deeds, notes, or other instruments in the place or stead of any of the Officers, and may designate any person to fill any one of said offices, temporarily or for any particular purpose; and any instruments so signed in accordance with a resolution of the Executive Council shall be the valid act of this Corporation as fully as if executed by any regular Officer.

6.06 Resignations of Officers. Any Officer may resign his or her office at any time, such resignation to be made in writing and to take effect from the time the same is received by the Society, unless some later time is specified in the resignation, and then from that date. The acceptance of a resignation shall not be necessary to make it effective.

6.07 Vacancies in Office. Except as otherwise provided in these Bylaws, vacancies in offices, except for the office of President, shall be filled by appointment by the President until the next election. Should the office of President become vacant, the President-Elect shall assume the office of President.
Amended January 2012

6.08 Compensation of Officers. Officers of the Society shall serve without compensation except that they may be reimbursed for reasonable expenses incurred in conducting the business of the Society subject to the approval of the Executive Council.

Integrated Health Section

7.01 Integrated Health Section. There shall be an Integrated Health Section which shall be comprised of all Associate members of the Society. The purpose of the

Integrated Health Section (IHS) shall be to establish a national forum through which scientific and intellectual advancement in the understanding and management of the disease of severe obesity can be brought to the attention of professional peers and into national focus. The IHS shall maintain an organizational structure within the Society which is in concert with these Bylaws.

Adopted June 2008

7.02 IHS Executive Council. IHS shall be governed by an Executive Council, which shall report to the Executive Council of the Society. All section resolutions, policies and procedures shall be subject to review and approval of the IHS Executive Council and the Executive Council of the Society.

7.02.1 Composition. The IHS Executive Council shall consist of 12 members, including the President, Past President, Senior Past President, President-Elect, Secretary, and seven Members at Large. In addition, the Executive Council of the Society shall appoint one of its members as liaison to the IHS Executive Council. At least one Member at Large must currently be working in the nursing discipline, one Member at Large must currently be working in a behavioral health discipline, one Member at Large must currently be working in the nutrition science discipline and one Member at Large must currently be working as an advanced practice provider. The three remaining Member at Large positions may be filled by an otherwise qualified member in any discipline.

Amended June 2007

Amended February 2009

Amended January 2012

Amended July 2018

7.02.2 Term of Office. The IH President-Elect, the IH Secretary, and the seven IH Members at Large shall be elected by the Associate members of IHS in good standing as set forth in these Bylaws. The IH President, IH President-Elect, IH Past President, IH Senior Past President and IH Secretary shall each serve a one -year term of office. The IH Secretary shall be an elected position and become IH President-Elect upon completion of the term of office of IH Secretary. The IH President-Elect shall become IH President upon completion of the term of office of the IH President-Elect. The IH President shall not be eligible for reelection to the IH Executive Council after completing service on the IH Executive Council as (IH Past) President. Only the IH Members at Large can stand for reelection. IH Members at Large may serve a second term on the IH Executive Council provided they remain a voting IH Associate member in good standing. The seven IH Members at Large shall each serve a three (3) year term and shall be elected on a staggered basis. Each elected member of the IH Executive Council shall take office upon the conclusion of the Society's Annual Meeting and shall hold office until a successor has been elected and qualified.

Amended June 2005

Amended June 2006

Amended June 2007

Amended February 2009

Amended January 2012

Amended May 2013
Amended July 2018

7.02.3 Quorum and Voting. A majority of the members of the IHS Executive Council shall be necessary at all times to constitute a quorum for the transaction of any business. If a quorum is present, the affirmative vote of a majority of the members of the IHS Executive Council present shall be deemed the act of the IHS Executive Council.

7.02.4 Manner of Election. The IH Secretary and the IH Members at Large shall be nominated and elected electronically by the members entitled to vote as set forth in this section. At least one hundred twenty (120) days prior to the Society's annual meeting, the IH Nominating Committee shall solicit nominations for candidates to fill available offices and seats on the IHS Executive Council. Notice of the nominating period setting forth the available offices and the qualifications for each position, the manner of submitting nominations, and the time period for submitting nominations shall be sent electronically to all IH Associate members in good standing and shall be posted on the Society's Website. Any IH Associate member in good standing may nominate any other IH Associate member in good standing who appears to meet the stated qualifications by submitting an electronic nomination setting forth the name of the nominee and the position being nominated to in the manner set forth in the notice. The IH Nominating Committee shall accept nominations for a period of at least twenty-one (21) days from the notice of nominations.

Adopted January 2012
Amended May 2013
Amended July 2018

7.02.5 Qualifications for Nominees. Nominees for office must be voting IH Associate members in good standing and should have a demonstrated history of leadership and effective service to the Society, as follows:

- a) Nominees for IH Members at Large must currently be working in the specialty of metabolic and bariatric surgery for at least two (2) years and have effectively served as a member of any Integrated Health Section committee for at least a one-year term within the past five (5) years.
- b) Nominees for IH Secretary must currently be working in the specialty of metabolic and bariatric surgery for at least two (2) years and have effectively served on the Integrated Health Section Executive Council within the past five (5) years and have served for a minimum of 1 year (12 consecutive months) on the IH Executive Council.

Nominees for office are required to submit additional materials as set forth by the Executive Director or by the Society in order to be considered by the IH Nominating Committee.

Nominees for office are required to submit additional materials as set forth by the Executive Director or by the Society in order to be considered by the IH Nominating Committee.

Amended January 2012

Amended May 2013

Amended July 2018

7.02.6 Formulation of Slate of Candidates. Upon the close of the nominating period the Integrated Health Nominating Committee shall review and validate all nominations received from the voting members to verify that the qualifications for the relevant position have been met. Nominees and the Nominators shall be notified in writing that the nomination was received. Nominees not meeting the relevant qualifications as determined by the Nominating Committee may be omitted from the slate; otherwise all qualified nominees shall be placed on the slate. A nomination in no way indicates or represents acceptance of the nominee to the final slate. The IH Nominating Committee may also nominate its own qualified nominees for any or all available positions to ensure that qualified nominees for each available position are presented on the final slate of candidates and to help ensure balance among the candidates regarding the discipline represented geographic area or other relevant factors. For the position of IH Secretary, the IH Nominating Committee shall consult with the current IH President of the Integrated Health Section and may interview current qualified members of the Integrated Health Section Executive Council to gauge their interest in being nominated as IH Secretary. No more than three (3) candidates for each open position will be placed on the final ballot. Candidates may only be placed on the ballot for one (1) open position.

Amended January 2012

Amended May 2013

Amended July 2018

7.02.7 Election Process. At least twenty-one (21) days prior to the start of the Society's annual meeting the Integrated Health Nominating Committee shall present the slate of candidates to the voting members electronically together with an electronic ballot for voting. The slate shall contain the name of each candidate for each available position together with a brief statement of the candidate's practice background and service to the Society. The ballot materials provided to voting members shall indicate the method and deadline for submission of the electronic ballot. The electronic ballot shall permit each voting member to vote for no more than one candidate for each available position. A member may choose not to vote for a candidate for a position. Voting members shall have at least ten (10) days from dissemination of the slate and electronic ballot to return completed ballots, except that in the event the number of ballots returned is less than the number of members which if present at a meeting would constitute a quorum, the time period for submission of ballots shall be extended until the number of ballots required to equal a quorum is received.

Adopted January 2012

7.02.8 Tabulation and Announcement of Results. At the close of the voting period indicated in the ballot materials the results of the vote shall be tabulated. Provided that the number of ballots returned is at least equal to the number of members which if present at a meeting would constitute a quorum, the candidate(s) receiving the highest number of votes for each position is elected. Society staff will report the results in confidence to the Integrated Health Nominating Committee and the Chair of the Nominating Committee will report the results to the President of the Integrated Health Section. The results of the election will then be announced to the membership prior to the commencement of the Society's annual meeting. Elected candidates shall assume their respective office at the conclusion of the annual meeting.

Adopted January 2012

7.02.9 Vacancies on the Integrated Health Executive Council. A vacancy on the Integrated Health Executive Council occurs on the death, resignation or removal of a member from the Council; and whenever the authorized number of members of the Council is increased. Except as otherwise provided in these Bylaws, vacancies on the Council, except for the office of IH President, shall be filled by appointment by the IH President until the next election. Should the office of IH President become vacant, the IH President-Elect shall assume the office of IH President.

Adopted July 2018

7.03 Voting Rights. Each Associate member shall have the right to vote on the election of officers and members of the IHS Executive Council as specified in section 7.02.2 and on any other matter brought before the Associate members for action by the Executive Council of the Integrated Health Section. Each Associate member entitled to vote shall be entitled to one vote on each matter submitted to a vote of the Associate members. Associate members who are not in good standing or whose memberships have been suspended or terminated under these Bylaws shall not be entitled to vote on any matter. Five percent (5%) of the voting power shall constitute a quorum for the transaction of business at any meeting of members of the Integrated Health Section. "Voting power" means those Associate Members in good standing entitled to vote. If a quorum is present, the affirmative vote of a majority of the Associate Members represented at the meeting shall be deemed the act of the members. In any election of officers or members of the Executive Council of the Integrated Health Section, the candidates receiving the highest number of votes are elected. No resolution adopted by the Integrated Health Section shall be binding on the IHS Executive Council of the Society unless specifically approved by the Executive Council of the society.

Adopted June 2005

Amended June 2006

Amended January 2012

7.04 Committees. The IHS Executive Council shall be authorized to establish such committees as it deems appropriate. Members of any such committees shall be members in good standing of the IHS. Chairpersons of all standing IH committees shall be voting Associate members in good standing and hold office for a two (2) year term, which may be renewed for an additional two (2) year term. Committee

chairpersons shall be appointed on an annual basis by the President of the IHS Executive Council.

Amended February 2009

Amended May 2013

7.04.1 Nominating Committee. There shall be an IHS Nominating Committee consisting of the two immediate past Presidents of the IHS Executive Council and four members in good standing of the Integrated Health Section appointed by the IHS Executive Council. The Nominating Committee shall present a slate of nominees for the offices of President-Elect and Secretary for approval to the IHS Executive Council and to the Executive Council of the Society every two years and shall present a slate of nominees for Member at Large positions for approval to the IHS Executive Council and to the Executive Council of the Society each year. The slates as approved shall be presented to the Associate members of IHS for election as set forth in these Bylaws. The members of the Nominating Committee chosen by the IHS Executive Council shall each serve a two-year term; the terms shall be staggered so that two new members are chosen each year. In the event a member of the Nominating Committee is nominated for a position on the IHS Executive Council the member so nominated shall immediately resign from the Nominating Committee. Vacancies on the Nominating Committee shall be filled by appointment by the President of the IHS Executive Council and approved by a majority vote of the IHS Executive Council.

Amended June 2006

Amended February 2009

Amended January 2012

Executive Director

8.01 The Society shall employ an Executive Director, whose duties shall be to maintain a national headquarters office; to maintain and preserve all books, records and articles of the Society; to keep an account of the Society with its Members; to keep a register of the Members with the dates of their admission and places of residence; and to otherwise be responsible for the day to day business affairs of the Society. The Executive Director shall be authorized to hire and terminate subordinate employees with the approval of the Executive Council; shall assist the Executive Council in the transaction of routine business as directed by the President; and shall attend meetings of the Executive Council except when excused. The Executive Director shall have such other authority and shall perform such other duties as directed by the Executive Council.

Indemnification of Officers and Directors

9.01 To the fullest extent permitted by law, this Corporation shall indemnify its directors (i.e., Members of the Executive Council) and officers, including persons formerly occupying any such positions, against all expenses (including attorney's fees), judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any "proceeding", as that term is used in Iowa Code section 490.850, if the standards set forth in Iowa Code sections 490.851 or 490.856 are met, by reason of the fact that the person is or was a person described in said section.

On written request to the Executive Council by any person seeking indemnification under Iowa Code sections 490.851 or 490.856, the Executive Council shall promptly decide under Iowa Code section 490.855(2)(a) or section 490.855(2)(b) whether the applicable standards of conduct set forth in Iowa Code sections 490.851 or 490.856 have been met and, if so, the Executive Council shall authorize indemnification as set forth in section 490.855(3).

Except where an officer or member of the Executive Council is entitled to mandatory indemnification under Iowa Code section 490.852, to the fullest extent permitted by law, expenses incurred by a person seeking indemnification under these Bylaws in defending any proceeding covered by this indemnification provision shall be advanced by the Corporation before final disposition of the proceeding, upon compliance with the requirements of Iowa Code section 490.853.

Notwithstanding any of the foregoing, no person shall be entitled to indemnification for any liability in connection with a proceeding by or in the right of the Corporation, except for reasonable expenses incurred in connection with the proceeding, or for any liability arising out of conduct constituting any of the following:

- a) receipt by an officer or director of a financial benefit to which the officer or director is not entitled;
- b) an intentional infliction of harm upon the Corporation; or
- c) an intentional violation of law.

The indemnification rights provided by this section shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any agreement, vote of disinterested Members of the Executive Council, or otherwise; and such indemnification rights shall inure to the benefit of the heirs, executors and administrators of those in whom the right to indemnification originally vested.

The Corporation shall indemnify its employees and agents, and advance expenses to its employees and agents, to the same extent and pursuant to the same standards as to its officers and members of the Executive Council, except that no employee or agent shall be entitled to be indemnified for expenses or liability incurred in connection with a proceeding by or in the right of the Corporation unless approved by the Executive Council.

Insurance

10.01 This Corporation shall purchase and maintain insurance to the fullest extent permitted by law on behalf of its Officers, Members of the Executive Council,

employees and other agents, to cover liability asserted against or incurred by any Officer, Member of the Executive Council, employee or agent in such capacity or arising from the Officer's, Member of the Executive Council's, employee's or agent's status as such, and whether or not the Corporation has the power to indemnify or advance expenses to such person under these Bylaws or applicable law.

Contracts With Directors and Officers

11.01 No Member of the Executive Council or Officer of this Corporation, nor any corporation, firm, association or other entity in which one or more of this Corporation's Members of the Executive Council or Officers have a material financial interest, shall be interested, directly or indirectly, in any contract or transaction with this Corporation, unless (a) the material facts regarding that Member's or Officer's financial interest in such contract or transaction or regarding such common directorship, officership or financial interest are fully disclosed in good faith and noted in the minutes, or are known to all members of the Executive Council prior to the Council's consideration of such contract or transaction; (b) such contract or transaction is authorized in good faith by a majority of the Executive Council by a vote sufficient for that purpose without counting the votes of the interested Member(s) of the Executive Council; c) before authorizing or approving the transaction, the Executive Council considers and in good faith decides after reasonable investigation that the Corporation could not obtain a more advantageous arrangement with reasonable effort under the circumstances; and (d) the Corporation for its own benefit enters into the transaction, which is fair and reasonable to the Corporation at the time the transaction is entered into.

This section does not apply to a transaction that is part of an educational or charitable program of the Corporation if it (a) is approved or authorized by the Corporation in good faith and without unjustified favoritism, and (b) results in a benefit to one or more Members of the Executive Council or Officers or their families because they are in the class of persons intended to be benefited by the educational or charitable program of this Corporation.

No loan shall be made by the Corporation to any of its Officers or Members of the Executive Council.

Corporate Records

12.01 The Society shall keep correct and complete books and records of account, and shall keep written minutes of the proceedings of its Members, Executive Council, and any committees having any of the authority of the Executive Council. In addition, the Society shall keep at its registered office or principal office in the State of Iowa a record of the names and addresses of its Members entitled to vote. All books and records of the Society may be inspected by any Member, or the Member's agent or attorney, for any proper purpose at any reasonable time. Without imposing any duty to provide photocopies of its books and records, the Society shall be entitled to charge a

reasonable fee for providing photocopies of any book or record requested by or on behalf of a Member.

Waiver

13.01 Whenever any notice whatsoever is required to be given under the provisions of any statutes or under the provisions of the Articles of Incorporation or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Legal Action Against the Society

14.01 Any action at law or in equity against the Society, including but not limited to any action relating to membership, shall be brought in a federal or state court located either in the State of Iowa or in the state in which the Society's principal place of business is located; and any such action shall be governed by the laws of the State of Iowa.

Membership in International Federation for the Surgery of Obesity

15.01 The Society shall be a member organization of the International Federation for the Surgery of Obesity, with two representatives to be appointed by the Executive Council.

Amendments

16.01 Any proposed adoption, alteration, repeal or amendment of any provision of these Bylaws shall first be approved by the Executive Council. If approved by the Executive Council, the proposed bylaw adoption, alteration, repeal or amendment shall be presented to the Members for approval at the next annual meeting of the Members. The approval of a majority of the voting Members at a meeting at which a quorum is present shall be required for the adoption, alteration, repeal or amendment of any bylaw. Notwithstanding the foregoing, any proposed adoption, alteration, repeal or amendment of a bylaw bearing the signature of at least ten Members in good standing and submitted to the Executive Council at least thirty days prior to the annual business meeting of Members must be submitted to the Members for action at the annual business meeting. The Executive Council may adopt, alter, amend or repeal the bylaws provided that no such action shall become effective until approved by a majority of the voting Members at the next annual meeting of Members.