AMENDED AND RESTATED BYLAWS

OF

AMERICAN SOCIETY FOR METABOLIC AND BARIATRIC SURGERY,

A Florida Nonprofit Corporation

Adopted June 2004

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AMENDED AND RESTATED BYLAWS

OF

AMERICAN SOCIETY FOR METABOLIC AND BARIATRIC SURGERY,

A Florida Nonprofit Corporation

ARTICLE I: OFFICES

1.01 Principal Office Location and Establishment

The principal administrative location of the American Society for Metabolic and Bariatric Surgery is hereby recognized a Florida a nonprofit corporation aligned with Section 501(c)(6) of the Internal Revenue Code (henceforth referred to as the "Corporation" or the "Society"), is designated as:

14407 SW 2nd Place, Ste F3, Newberry, FL 32669

The Society reserves the right to relocate its principal office or establish additional offices elsewhere, as deemed necessary by the Board of Directors ("the Board"; formerly known as the "Executive Council"), to meet the operational demands and objectives of the Society in accordance with Florida's nonprofit corporation standards.

1.02 Registered Office and Agent

The Society shall maintain a registered office and a registered agent in accordance with the requirements of the Florida Nonprofit Corporation Act. The Board of Directors shall approve the location of the registered office and the designation of the registered agent.

ARTICLE II: PURPOSE

2.01 Nonprofit Purpose

This Society is hereby established as a nonprofit entity, expressly prohibited from operating for the private benefit of any individual. It is formed in accordance with the Florida Nonprofit Corporation Act expressly for the purposes sanctioned under Section 501(c)(6) of the Internal Revenue Code, or any future corresponding regulations of the United States federal tax law. The primary mission of the Society is dedicated to enhancing the well-being of individuals affected by obesity and associated illnesses through the progression of metabolic and bariatric surgical techniques and other medical interventions. This mission includes:

1. Elevate the standard of care and therapy for those impacted by obesity.

2. Push the boundaries of scientific knowledge in the field of metabolic and bariatric surgery.
3. Facilitate meaningful dialogues among healthcare experts focusing on obesity and its associated conditions.
4. Serve as the definitive authority and go-to resource in the realm of metabolic and bariatric surgery.
5. Advocate for equitable access to top-tier treatment options for individuals with obesity.
6. Meet the diverse educational and professional requirements of our membership.

In its operations and activities, the Society shall strictly adhere to its nonprofit objectives and shall not partake in any endeavors that do not significantly further these objectives. Furthermore, it is restricted from engaging in any activities that are not permissible for an organization exempt from federal income taxation under Section 501(c)(6) of the Internal Revenue Code or equivalent provisions in subsequent federal tax legislation.

2.02 Dedication and Distribution of Assets

1. **Asset Dedication:** All assets of this organization are permanently devoted to the nonprofit purpose objectives outlined in these bylaws. The Society's net earnings will not benefit any director, trustee, officer, member, or any individual, except as payment for legitimate services rendered, goods supplied, or other valuable considerations received by the Society in furtherance of its purposes.
2. **Dissolution and Distribution:** Upon the dissolution or winding up of the Society, once all debts, obligations, and liabilities have been satisfied or provisioned for, the remaining assets shall be allocated to one or more nonprofit entities. Such entities must be recognized as tax-exempt under Sections 501(c)(3) or 501(c)(6) of the Internal Revenue Code, or a corresponding section of any future federal tax law. Furthermore, these organizations must operate primarily within the State of Florida and focus on promoting research and education related to metabolic and bariatric surgery.

ARTICLE III: CONSTRUCTION

3.01 Construction

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

ARTICLE IV: MEMBERSHIP CLASSES AND DESIGNATIONS

4.01 Membership Classes, Qualifications, and Rights

The Society maintains two (2) primary membership classes: (1) **Surgeon/Physician** and (2) **Integrated Health**, each encompassing multiple categories that reflect the diverse professional backgrounds, roles, and contributions of its members. These membership categories are designed to align with the Society's mission, ensuring broad representation while adhering to Florida nonprofit law.

Membership qualifications, voting rights, and eligibility for leadership positions—including service on the national Board of Directors—are defined based on class and category. Regular Surgeon and Senior Surgeon members retain full voting privileges and Board eligibility. All other membership classes and categories recognize contributions, support professional engagement, and foster inclusion within the Society, but do not have voting rights or board eligibility unless otherwise designated by the ASMBS President for a one-year term. As noted below in the membership class tables, these distinctions ensure that governance and leadership representation remain aligned with the Society's strategic direction and professional standards.

MEMBERSHIP CLASS: SURGEON/PHYSICIAN			
CATEGORY	**QUALIFICATIONS**	**VOTING RIGHTS**	**BOARD ELIGIBILITY**
Regular Surgeon	Board-certified surgeon, 25+ bariatric surgeries, requires recommendation.	Yes	Yes
Regular Physician	Board-certified physician, specialty in obesity medicine, requires a recommendation.	Yes	Yes
Affiliate Surgeon	Non-board certified surgeon with fewer than 25 bariatric surgeries, requires a recommendation.	No	No
Affiliate Physician	Non-board certified physician, does not perform bariatric procedures, requires recommendation.	No	No
International	Practicing outside the USA in bariatric surgery, requires recommendation.	No	No
Candidate	Trainee in bariatric surgery, must transition to full membership post-training.	No	No
Senior	65+ years or long-standing member, retains previous rights.	Yes	Yes
Honorary	Recognized for contributions to field.	No	No
Distinguished	Exceptional MD contributions.	No	No

MEMBERSHIP CLASS: INTEGRATED HEALTH*			
CATEGORY	**QUALIFICATIONS**	**VOTING RIGHTS**	**BOARD ELIGIBILITY**
Regular Associate	Licensed and/or certified healthcare professional (nurse, dietitian, PA, etc.) working within MBS, requires recommendation.	No	No^
Associate	Licensed and/or certified healthcare professional who treats patients with obesity, requires recommendation.	No	No
Affiliate	Non-certified professional employed in a bariatric practice but does not meet Associate requirements, requires recommendation.	No	No
International Associate	IH professional outside the USA, requires recommendation.	No	No
International Affiliate	IH professional outside the USA, does not meet Associate requirements, requires recommendation.	No	No
Student	Full-time student in a relevant health discipline, proof of enrollment required.	No	No
Senior	65+ years or long-standing IH member, retains previous rights.	No	No
Honorary	Recognized for IH contributions.	No	No
Distinguished	Exceptional IH contributions.	No	No

***** *Integrated Health shall have the authority to nominate and elect its own leadership to the Integrated Health Leadership Council (IHLC). Members elected to the IHLC will progress through the organization's leadership pathway in accordance with established procedures and criteria. See the Integrated Health Policies and Procedures for further details.*

^The Director of the Integrated Health Leadership Council (IHLC) is appointed annually by the ASMBS President to serve as a voting member of the Board of Directors; the Director-Elect of the IHLC is appointed annually by the ASMBS President to serve as a non-voting/ex-officio member of the Board of Directors.

Membership shall be granted upon application and fulfillment of the criteria outlined in the Society's policies and procedures

4.02 Special Designations
Fellows and International Fellows are special designations awarded to members who meet specific criteria detailed in the Society's policies and procedures.

4.03 Member Dues and Fees
Members are required to pay dues and fees as set by the Board of Directors, with approval by a majority vote of members pending a quorum. Special provisions are made for initiation fees and exemptions for Senior Members.

4.04 Good Standing
Members must be current on dues and fees to maintain good standing and voting rights.

4.05 Termination and Suspension
Membership may be suspended or terminated due to non-payment of dues, failure to meet established qualifications, or violations of ethical standards. In cases involving ethical violations, termination must follow the Society's ethics violation reporting policies and procedures, including formal notification and the opportunity for a hearing before a final determination is made.

4.06 Reinstatement
Terminated or suspended members may seek reinstatement under conditions set by the Board.

4.07 Transferability
Membership rights are non-transferable.

4.08 Calling Special Meetings
The Board of Directors, the President, or 20 percent (20%) or more of the voting members having a right to vote may call a special meeting of the members for any lawful purpose at any time.

To call a special meeting, a written request outlining the business to be transacted, signed by the requisite number of members, must be submitted to the Chief Executive Officer and President. This triggers the process for notifying eligible members and scheduling the meeting within 120 days after the request is received and verified.

4.09 Place of Meetings
Member meetings will be held at locations, physical and/or virtual, designated by the Board of Directors, facilitating participation and access.

4.10 Notices
Notices for any meeting where members take action will specify details like location, date, and agenda. Notices are to be sent within a timeframe of 10 to 120 days before the meeting, via methods ensuring delivery. This includes special considerations for annual meetings, amendments, or significant corporate actions.

4.11 Member Voting Rights
Members eligible to vote have the right to participate in critical decisions such as electing officers, amending bylaws, mergers, dissolutions, and other key matters. One vote per member is standard, with specific eligibility requirements to maintain fairness and integrity.

4.12 Establishing a Quorum
A quorum, constituting 10% of voting power amongst the full voting eligible membership, is necessary for conducting business, ensuring decisions are made with adequate member representation.

4.13 Proceeding in Absence of Quorum
Business can continue until adjournment if a quorum is initially present, even if members depart. Actions require the majority approval of the initial quorum to proceed.

4.14 Voting Rights of Members
Voting rights are linked to members' standing in the Society's records by a determined record date. Decisions are made by a majority of votes present unless state law or the Articles of Incorporation require otherwise. This includes the election of officers and Board members through the highest number of votes.

4.15 Waivers and Record Date
Attendance at a meeting waives notice objections unless immediately declared. The record date for notice or action entitlement is set by the Board, providing clear guidelines for member participation.

4.16 Meeting Management
Meetings, including the annual business meeting, are led by the President, adhering to procedural fairness, and allowing member input on resolutions and agendas, subject to advance submission requirements.

4.17 Adjournment and Continuation
Meetings can be adjourned with majority consent, with reconvening details provided at the time. New notice requirements apply if the adjournment exceeds 60 days, or a new record date is set.

4.18 Remote Participation
Actions permissible at member meetings can also occur via mail or electronic ballots, facilitating broader participation. This includes detailed procedures for nomination, election, and ballot management, ensuring integrity and transparency in the voting process.

ARTICLE V: BOARD OF DIRECTORS

5.01 Board Composition and Authority
In accordance with the Florida Nonprofit Corporation Act and subject to any limitations set forth in the Articles of Incorporation and applicable law, the Society's operations and activities will be governed, and all corporate powers exercised by a Board of Directors ("Board"). The Board is entrusted with the Society's control, management, and policy direction. While the Board may delegate operational management to individuals, the Chief Executive Officer, councils, or committees, final oversight and authority rest with the Board.

5.02 Board Procedures
The Board may establish rules for its meetings, provided these do not conflict with Florida law, the Articles of Incorporation, or these Bylaws.

5.03 Powers of the Board
The Board's specific powers, without limiting its general authority from previous sections and other bylaws, include:

1. Adopting and amending policies and disciplinary procedures for members, within the framework of these Bylaws.
2. Acquiring property, rights, or privileges on the Society's behalf under terms deemed appropriate by the Board.
3. Authorizing payments for acquisitions.
4. Borrowing funds and incurring debts on behalf of the Society, including issuing securities.
5. Appointing, suspending, or removing officers, agents, and employees, determining their duties, compensation, and requiring bonds as deemed necessary.
6. Delegating certain powers to appointed officers to manage subordinate staff.
7. Designating authorized signatories for financial transactions and legal documents.
8. Relocating the registered office, appointing registered agents, and conducting business across jurisdictions.
9. Recommending and approving the Chief Executive Officer appointment.

5.04 Composition and Eligibility of the Board of Directors
The Board of Directors shall consist of fifteen (15) voting members and three (3) non-voting/ex-officio members unless otherwise modified through amendments to the Articles of Incorporation or these bylaws. The composition of the Board of Directors is as follows:

Voting Members:

- President
- President-Elect
- Vice President
- Immediate Past President
- Senior Past President
- Nine (9) Directors-at-Large
    - No more than two (2) of these positions may be occupied by Regular Physician members
- Director of the Integrated Health Leadership Council
    - *Appointed and conferred annually by the ASMBS President*

Non-voting/Ex-officio Members:

- Director-Elect of the Integrated Health Leadership Council
    - *Appointed and conferred annually by the ASMBS President*
- President of the TREO Foundation
- ASMBS Chief Executive Officer

5.05 Terms of Service for Board Members
The voting members shall choose the board members, including the Vice President and Directors-at-Large, per the bylaws.

All levels of President serve for a term of one (1) year. After serving, the President cannot re-run for a position on the Board. Directors-at-Large are elected for three-year terms and may be re-elected for one additional term if they remain voting members in good standing. Terms are staggered to ensure continuity. The Chair of the Integrated Health Leadership Council serves for a one-year term. All non-voting/ex-officio members serve for the term of their respective position.

Board members officially begin their terms in accordance to the fiscal year, which begins annually on July 1 and concludes annually on June 30. Ceremonial transition of leadership occurs at the Society's Annual Meeting.

5.06 Nomination Process
Nominations for the Vice President and Directors-at-Large shall be electronically solicited and submitted by the voting members. At least 120 days before the Society's annual meeting, the

Nominating Committee will request nominations for the open positions on the Board of Directors. Details about the nomination process, including qualifications for each role, how to submit nominations, and the nomination timeline, will be electronically communicated to all eligible voting members and posted on the Society's website. The Nominating Committee will accept nominations for at least twenty-one (21) days following this announcement.

5.07 Eligibility Criteria for Nominees
Nominees must be voting members in good standing with proven leadership abilities and a history of effective service within the Society. Criteria include:

1. Directors-at-Large nominees should have substantial involvement in metabolic and bariatric surgery and leadership experience within the Society or related accreditation committees within the last five (5) years.
2. Vice President nominees should be actively engaged in metabolic and bariatric surgery and have current or past Board of Directors service within the last two (2) years.

All nominees are required to provide additional documentation as specified by the Chief Executive Officer or Society for consideration by the Nominating Committee.

5.08 Candidate Selection
Following the nomination period, the Nominating Committee reviews submissions to ensure nominees meet the required qualifications. Qualified nominees are then notified and included in the candidate slate. The Nominating Committee may also nominate additional candidates to ensure a diverse and qualified selection. The final ballot will not list more than three candidates for any open position, with each candidate running for only one position.

5.09 Voting Process
The Nominating Committee will distribute the candidate slate and electronic ballots to eligible voters at least twenty-one (21) days before the Society's annual meeting. Voters have a minimum of ten days to submit their ballots, with extensions provided if necessary to meet quorum requirements. A minimum of 10% of voting members is required for the national election.

5.10 Election Outcome
After the voting period, votes are tallied and verified. Candidates with the highest votes for each position are declared elected, assuming the number of votes meets or exceeds the quorum. Election results are first shared with the Nominating Committee, then the President, then the Executive Committee of the Board, and finally announced to the membership before the annual meeting begins. Newly elected officials start their tenure at the conclusion of the annual meeting.

5.11 Annual Board Meeting
The Board of Directors is required to convene at least once annually before the Society's member business meeting to deliberate on agenda items for the upcoming member meeting. Resolutions not initiated by the Board must be proposed in writing, signed by a minimum of ten members in good standing, and submitted at least thirty days before the member meeting to be considered for voting. Notification of the Board's annual meeting shall be provided to each director well in advance.

5.12 Regular Board Meetings
The Board shall schedule regular meetings, aside from the annual meeting, at intervals and times determined by the Board itself.

5.13 Special Board Meetings
Special meetings can be called by either the President or any Board member. Notice for such meetings must be given at least 48 hours in advance through direct or electronic communication methods. A Director's waiver of notice or attendance without protest constitutes acceptance of the meeting's validity. All consents or waivers related to the meeting must be recorded or included in the minutes.

5.14 Remote Participation in Meetings
Board meetings, apart from the annual meeting, may utilize teleconferencing or similar technology, ensuring all participants can communicate effectively. Such participation counts as being present in person, provided identity and membership verification protocols are adhered to, and participants can actively engage in discussions and voting.

5.15 Board of Directors, Council, and Committee Quorum and Voting
A quorum, constituted by a simple majority of the Board, council, or committee, is required for business transactions. Actions passed by a majority of those present at a quorum-held meeting are binding unless a greater vote count is specified by the law, Articles of Incorporation, or these bylaws. Meetings may proceed with business if a quorum is initially present, even if members leave, provided the remaining actions are approved by at least a majority of the required quorum.

5.16 Decisions Without a Meeting
The Board can act without convening a meeting if all members consent in writing to a proposed action, with the written consent filed with the Board's minutes.

5.17 Attendance at Board Meetings
Society members or committee chairs may attend Board meetings when invited by the President. The President may invite other individuals as appropriate, who can present reports and may be excused at the President's discretion, excluding them from executive sessions.

5.18 Director Compensation
Board members receive no salary or stipend but may be reimbursed for reasonable expenses incurred in their official capacities, subject to budget approval.

5.19 Meeting Conduct
The President, or in their absence the President-Elect or the Vice President, shall chair Board meetings. The Board staff liaison, or an appointee in their absence, will act as the meeting's secretary to document proceedings.

5.20 Meeting Adjournment
A meeting may be adjourned by a majority vote of the attending directors, whether a quorum is present or not. If adjourned for over 24 hours, notice must be given to absent voting members before the rescheduled meeting.

5.21 Director Vacancies
Vacancies, except for the President, are filled by presidential appointment. The appointee fills the position through the end of the vacated term. If the President's position is vacated, the President-Elect will assume the role.

5.21.1 Director Removal
Board members can be removed by a majority vote of the Board if deemed in the Society's best interest. The same applies to any member appointed by the President, as decided by the Board. Removal does not affect any contractual rights of the removed party.

5.21.2 Director Resignation
Directors may resign by submitting written notice to the President and Chief Executive Officer. A resignation can specify a future date, and its acceptance is not required to make it effective. A successor may be appointed by the President to fill the remaining term of the position vacated.

5.22 Board Size Adjustment
Any change in the number of Board members shall not remove any director before their term's end.

5.23 Establishment and Authority of Councils and Committees
1. The Board of Directors may create standing, special, or executive councils or committees as it deems beneficial for the management of the Society, aligning with the Florida Nonprofit Corporation Act. The formation of these committees is enacted through a Board resolution, passed by a majority of Directors then serving, which explicitly

outlines the committee's powers and responsibilities. The creation of any council or committee does not absolve the Board or its members from their legal responsibilities.

2. "Standing council or committee" or "special council or committee" refers to any council or committee appointed by the Board that, through explicit delegation, can make and enact decisions for the Board or implement decisions under Board-established guidelines without further Board action. Each council or committee chair is responsible for setting meeting notices and procedures. The Board or the council/committee chair can call council/committee meetings.

3. The President may develop special task forces and work groups, including appointing members.

4. Chairs and Co-Chairs of all standing, special, and ad hoc councils, committees, task forces, and work groups must be members in good standing and will serve a maximum of two years, renewable for one additional term.

5.24 Restrictions on Councils, Committees, Task Forces, and Work Groups
Councils, committees, task forces, and work groups are established with specific limitations and do not possess the authority to:

a. Amend, repeal, or introduce new Bylaws;
b. Modify, repeal, or institute new articles of incorporation;
c. Approve plans for merging or consolidating;
d. Recommend to members any major transactions involving the sale, lease, exchange, or disposition of significant assets;
e. Engage in negotiations or enter into financial commitments on behalf of the Society;
f. Suggest the voluntary dissolution of the Society or its termination.

ARTICLE VI: OFFICERS

6.01 Election and Term Duration of Society Officers
The Society's leadership includes the roles of President, President-Elect, Vice President, Immediate Past President, Senior Past President, and nine Directors-at-Large. The Vice President and the Directors-at-Large are selected through a majority vote by the members. All Presidents serve for one (1) year terms. The progression for presidential roles follows:

1. Vice President
2. President-Elect
3. President

4. Immediate Past President
5. Senior Past President

Directors-at-Large are appointed for three-year staggered terms to maintain organizational continuity. All terms for Officers, Directors-at-Large, Council, Committee, Task Force, and Work Group members align to the fiscal year, which begins annually on July 1 and concludes annually on June 30. Ceremonial transition of leadership occurs at the Society's Annual Meeting. The Board retains the authority to establish new officer positions as necessary for the effective management of Society affairs, with the stipulation that no individual may simultaneously hold more than one office.

6.02 President
Serving as the Society's Chief Elected Officer, the President oversees and chairs all meetings of both the Board and the membership. The President ensures adherence to proper conduct and signs off on meeting minutes. With Board approval, the President holds the authority to appoint or dismiss the Chief Executive Officer and oversees the performance of all other officers, ensuring their duties are fulfilled. The President also carries out additional tasks as directed by the Board.

6.03 President-Elect
In the President's absence or incapacity, the President-Elect assumes all presidential duties and powers. This role involves assisting the President and undertaking tasks delegated by them. The President-Elect also fulfills other responsibilities as assigned by the Board.

6.04 Vice President
The Vice President, formerly known as the Secretary-Treasurer, is responsible for managing dues, maintaining financial records, and presenting financial reports as required by the Board.

The Vice President serves as Chair of the Audit Committee, which consists of the Vice President, CEO, President, and Comptroller, and annually audits the Society's accounts and presents the annual budget to the Board for review and approval.

6.05 Appointment of Additional and Temporary Officers
The President, with approval from the Board, may appoint subordinate officers or temporary substitutes for specific duties or purposes. Such appointments are made according to Board resolutions, with actions taken by these appointees deemed fully authoritative as if performed by regular officers.

6.06 Officer Resignations
Officers can resign at any time by submitting a written notice to the President and CEO, effective upon receipt or at a specified future date. Resignations do not require acceptance to become effective.

6.07 Filling Vacancies
Vacancies, except for the President, are filled by presidential appointment until the next election. Should the Presidency become vacant, the President-Elect immediately steps into the role.

6.08 Chief Executive Officer
Serving as the Society's Chief Staff Officer, the Chief Executive Officer (CEO), shall serve for a term contractually prescribed by the Board of Directors. Subject to direction from the Board of Directors, the Chief Executive Officer shall be responsible for the fiscal and operational management of the Society's headquarters and staff. The Chief Executive Officer may serve as a representative of the Society and shall provide support to the Board of Directors in the development and execution of the strategic plan and values. The Chief Executive Officer shall serve as a non-voting member on the Board of Directors and its Executive Committee.

6.09 Officer Compensation
The Board of Directors and officers of the Society shall have no authority to establish compensation for services to the Society as an officer, except that the Board of Directors may establish and pay compensation to the Chief Executive Officer for services to the Society. Officers serve without salary but may be reimbursed for reasonable expenses incurred in their official capacity, subject to Board approval through the annual budgeting process.

6.10 Other Elected and Appointed Officials
The Society shall have the officials outlined in this Article, but such officials shall not be deemed officers of the Society.

ARTICLE VII: INDEMNIFICATION

7.01 Indemnification Policy
In accordance with §617.0831, Florida Statutes, and §607.0850–607.0859, the Society shall indemnify any person who is or was a director or officer of the Society, to the fullest extent permitted by law, against liability and reasonable expenses, including attorneys' fees, judgments, fines, penalties, and settlements, incurred in a proceeding by reason of that person's service to the Society. Indemnification is subject to the applicable standards and limitations in §607.0851 and 607.0859. The Society shall provide mandatory indemnification as required by §607.0852. Advancement of expenses and any additional indemnification shall be governed by §607.0853 and 607.0858, respectively.

Upon receipt of a written indemnification request, the Society shall determine permissibility and authorize indemnification for the specific proceeding under Florida Statutes § 607.0851 and 607.0855. A wholly successful director or officer shall receive mandatory expense indemnification under §607.0852.

Before final disposition, the Society may advance expenses under §607.0853, subject to statutory authorization and the individual's signed repayment undertaking if ultimately ineligible. Indemnification and advancement remain subject to §607.0859.

Exclusions to this indemnification include liabilities incurred from:

- Unauthorized financial benefits received by an officer or director.
- Deliberate harm caused to the Society.
- Intentional legal violations.

These indemnification rights are not exclusive and do not preclude other indemnification rights available under any agreement, resolution by disinterested directors, or applicable laws. These rights extend to the heirs, executors, and administrators of the indemnified individuals.

Similarly, the Society's employees and agents are entitled to indemnification and expense advancement on par with directors and officers, subject to Board approval in specific cases involving proceedings by or in the right of the Society.

ARTICLE VII: INSURANCE COVERAGE

8.01 Insurance Coverage for Officers, Directors, Employees, and Agents

In accordance with the laws of Florida, the Society shall obtain and maintain insurance coverage to the maximum extent permitted by law for its officers, directors, employees, and other agents. This insurance is intended to cover any liability claims or expenses arising from actions taken in their official capacities or as a result of their association with the Society, irrespective of whether the Society possesses the authority to indemnify or reimburse expenses to these individuals under these Bylaws or applicable Florida law.

ARTICLE IX: CONFLICTS OF INTEREST IN CONTRACTS INVOLVING DIRECTORS AND OFFICERS

9.01 Disclosure and Approval of Conflicts of Interest

In situations where a member of the Board of Directors or an officer of the Society, or any business entity in which one or more of the Society's directors or officers have a significant financial interest, stands to benefit directly or indirectly from a contract or transaction involving

the Society, the following stipulations must be adhered to, in compliance with Iowa's nonprofit corporation statutes:

1. Full disclosure of the significant financial interest by the director or officer must be made to the Board of Directors. This disclosure should be recorded in the meeting minutes or be fully acknowledged by the Board before considering the contract or transaction.
2. Approval of such contracts or transactions must be granted by a majority vote of the Board of Directors, with the vote excluding any interested director or officer. The approval must be based on a vote count sufficient for the purpose under standard voting procedures.
3. The Board of Directors must, in good faith and after due diligence, determine that the contract or transaction is in the Society's best interest and that comparable deals or arrangements are not readily available to the Society under similar terms.
4. The transaction must be demonstrably fair and reasonable to the Society at the time it is ratified.

Exceptions are made for transactions that are part of the Society's educational or charitable objectives, provided they are approved in good faith and without unjust favoritism, and they result in benefits to a class of persons that includes one or more directors or officers, consistent with the intended beneficiaries of the Society's programs.

The Society shall not extend loans to any of its officers or directors, ensuring full compliance with Iowa's legal framework governing nonprofit organizations and eliminating potential conflicts of interest.

ARTICLE X: MAINTENANCE AND INSPECTION OF CORPORATE RECORDS

10.01 Record-Keeping Requirements

In compliance with the requirements for nonprofit corporations in Florida, the Society is obligated to maintain accurate and comprehensive financial records, along with written minutes of all meetings involving its members, Board of Directors, and any committees empowered by the Board. Additionally, a current list of members eligible to vote, including their contact information, must be kept at the Society's registered or principal office.

10.01.1 Inspection Rights

Members of the Society or their designated representatives (including attorneys) are granted the right to inspect the Society's books and records for any legitimate purpose at reasonable times. This provision ensures transparency and accountability within the organization, allowing members to stay informed about its operations and governance.

10.01.2 Photocopying Policy

While the Society is not obligated to provide photocopies of its books and records, should a member or a member on a member's behalf request such a service, the Society reserves the right to levy a reasonable fee. This policy is intended to balance the members' rights to information with the practical considerations of managing the Society's resources.

ARTICLE XI: WAIVER OF NOTICE

11.01 Waiver of Notice Requirements

In instances where the law, the Articles of Incorporation, or these Bylaws mandate the provision of notice, a written waiver signed by the individual(s) entitled to such notice, either before or after the time specified, will be considered equivalent to receiving the actual notice. This flexibility allows for the efficient operation of the Society while ensuring that all procedural requirements are met through mutual agreement of the parties involved.

ARTICLE XII: JURISDICTION FOR LEGAL PROCEEDINGS

12.01 Jurisdiction and Governing Law

Any legal proceedings initiated against the Society, covering a wide range of issues including membership disputes, must be filed in a federal or state court located in Florida or in the state where the Society's main office is situated. The laws of the State of Florida will govern these proceedings, ensuring that legal consistency is maintained in accordance with incorporation status.

ARTICLE XIII: AFFILIATION WITH INTERNATIONAL ORGANIZATIONS

13.01 Participation in the International Federation for the Surgery of Obesity and Metabolic Disorders (IFSO)

The Society commits to being an active member of IFSO. The Board of Directors will appoint two, or more, representatives to participate in IFSO activities, fostering global collaboration and exchange in the field of metabolic and bariatric surgery.

ARTICLE XIV: AMENDING THE BYLAWS

14.01 Amendment Process

Proposals for adopting, altering, or repealing any Bylaw provision must first gain approval from the Board of Directors. Once approved, these proposals will be presented to the Society's members for a vote. A minimum of 10% vote from members is required to enact any changes. Additionally, amendments proposed by at least ten members in good standing, submitted to the Board at least thirty days before the annual member meeting, must also be presented for a

member vote. While the Board of Directors holds the authority to modify the Bylaws, such changes will not take effect until ratified by a vote of members. This process ensures that all stakeholders have a voice in the governance of the Society.