



**BYLAWS
OF**

INTERNATIONAL SOCIETY FOR SEXUAL MEDICINE (ISSM)

**A CALIFORNIA NONPROFIT
PUBLIC BENEFIT SOCIETY**

(AS AMENDED AND ACCEPTED BY THE ISSM MEMBERSHIP ON OCT. 29th, 2022)

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**ARTICLE I.
NAME**

82 The name of this California nonprofit public benefit Society is INTERNATIONAL
83 SOCIETY FOR SEXUAL MEDICINE (referred to herein as the "Society" or the "Corporation").

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**ARTICLE II.
OFFICES OF THE CORPORATION**

86 The principal office for the transaction of the activities and affairs of the Society
87 ("Principal Office") shall be as established from time to time by the Society's board of directors
88 ("Board").

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**ARTICLE III.
PURPOSES**

91 **Section 3.01 Purposes.** The specific and primary purposes of the Society are to: (1)
92 encourage the highest standards of practice, education and research in the field of human
93 sexuality; (2) support the development of scientific methods for the diagnosis, prevention and
94 treatment of conditions affecting human sexual function; and (3) promote the publication of
95 medical and scientific literature concerning sexual function and dysfunction.

96 **Section 3.02 Limitations.** The purposes for which the Society is organized are exclusively
97 charitable within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 of the
98 United States, as amended (the "Code"). Notwithstanding any other provision of the Society's
99 Articles of Incorporation or these bylaws, the Society shall not carry on any activities not
100 permitted to be carried on (a) by a corporation exempt from federal income tax under
101 Section 501(c)(3) of the Code, or (b) by corporation contributions to which are deductible under
102 Section 170(c)(2) of the Code.

103 **Section 3.03 Dedication of Assets.** The Society's assets are irrevocably dedicated to
104 charitable purposes. No part of the net earnings, properties, or assets of the Society, on
105 dissolution or otherwise, shall inure to the benefit of any private person or individual, or to any
106 member, director or officer of the Society.

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**ARTICLE IV.
MEMBERSHIP**

109 **Section 4.01 Classes.** The Society will have three classes of members: Full Members,
110 Associate Members and Honorary Members.

111 (a) **Full Members.** Full Members of the Society are those persons with specific interest in
112 Sexual Medicine who have appropriate qualification as determined from time to time by
113 the Board of Directors. All voting rights of the membership shall be vested in the full
114 members.

115 (b) **Associate members.** Associate members of the Society are those persons who do not
116 fulfil the criteria for Full Membership. Associate members shall have no voting rights and
117 may not hold office in the Society.

118 (c) **Honorary Members.** Honorary Members of the Society are those persons who, in the
119 opinion of the Board of Directors, have performed services for the Society warranting
120 their appointment as Honorary Members and who have been elected as Honorary
121 Members by ballot of members at a general meeting of the Society. Honorary members
122 shall have no voting rights and may not hold office in the Society.

123 The Board of Directors may establish different classes of membership, prescribe their
124 respective privileges and duties, and set the amounts of any subscriptions.

125 Other than Honorary Members, no person may be a member in more than one membership
126 class.

127 **Section 4.02 Admission.** Any person eligible for membership will be admitted to membership
128 only on the approval of the Board of Directors of an application submitted by that person in the
129 form and manner prescribed by the Board of Directors.

130 **Section 4.03 Application Fees and Dues**

131 (a) The Board of Directors may resolve to charge a fee for applying for membership in the
132 Society but are not obliged to do so.

133 (b) The annual dues payable to the Society by members will be in the amounts determined
134 from time to time by resolution of the Board of Directors. Annual dues may be paid
135 directly by the Member or be paid on their behalf by an affiliated Regional Society
136 (hereafter referred to as "Regional Society") that has been approved by resolution of the
137 Board of Directors. Dues are payable for the first year on admission to membership and
138 annually thereafter at the time or times as may be fixed by the Board of Directors.

139 **Section 4.04 Registration.** The Secretary-General must maintain a book of members
140 containing the name, address, and class of each member in any form capable of being
141 converted into written form. The book must also note if a membership has terminated and the
142 date on which that membership ceased. The book will be kept at the principal office of the
143 Society and is subject to the rights of inspection required by law.

144 **Section 4.05 Liability and Rights.** A member of the Society is not personally liable, solely
145 because of membership, for the debts, obligations, or liabilities of the Society. A member of the
146 Society shall by virtue of membership have no right or title in or to any of the assets or property
147 of the Society.

148 **Section 4.06 Termination.**

149 (a) The membership and all rights of membership terminate on the occurrence of any of the
150 following causes:

151 (i) The voluntary resignation of a member;

152 (ii) When a membership is issued for a period of time, the expiration of that period;

153 (iii) The death of a member;

- 154 (iv) The non-payment of dues, subject to the limitations set forth in Section 4.06(b);
- 155 (v) The termination of all memberships or any class of members on the amendment
156 of these bylaws permitting the termination; and
- 157 (vi) For any other reason as reasonably determined by the Board (other than
158 termination resulting from any of the causes 1 to 5 as mentioned under section
159 4.06(a)). Such termination should be confirmed through a resolution duly adopted
160 by the affirmative vote of not less than three-fourths (3/4) of the members of the
161 Board at a meeting of the Board called and held for that purpose.
- 162 (b) **Termination for due cause.** The membership of any member who fails to pay or have
163 paid on his behalf by a Regional Society, his or her dues or assessments within 30 days
164 of the due date may be terminated at the end of that period, provided that the member
165 was given (1) 15 days prior written notice of the termination stating the reasons for
166 termination, and (2) a timely opportunity to be heard on the matter of the termination.
167 The notice will be given personally to the member or sent electronically or by first class
168 mail to the last address of the member as shown on the records of the Society.
169 Termination of membership for non-payment of dues, for any individual or group, is not
170 automatic and may be deferred at the discretion of the President, Treasurer or by
171 resolution of the Board of Directors.
- 172 (c) Termination does not relieve the member from any obligation for charges incurred,
173 services or benefits actually rendered, dues, assessments, or fees, or arising from
174 contract or otherwise. The Society retains the right to enforce any obligation or obtain
175 damages for its breach.
- 176 (d) Matters of discipline regarding individual members of the Society shall be referred to an
177 *ad hoc* Committee appointed by the President. The *ad hoc* Committee will report its
178 findings to the Board of Directors. The Board of Directors has the power to suspend any
179 member or to terminate their membership where due cause has been found. A record of
180 these deliberations will be kept. Anyone subject to disciplinary proceedings, whether
181 they remain a full member, inactive member, suspended member or has been expelled
182 from membership, may address the Board of Directors on issues pertinent to the
183 disciplinary matter under consideration. The affected member shall have the right of
184 appeal against any disciplinary decision of the Board of Directors, which will be
185 considered by those full members present at a Annual General Meeting of members of
186 the Society where they will decide on the matter by a simple majority vote.

187 **Section 4.07 Nontransferable.** Membership of the Society is not transferable.

188 **Section 4.08 Affiliation and Merger.** The Society may become affiliated to other societies
189 with common interest and purposes by vote of the Board of Directors. The Board of Directors
190 may propose a more formal and comprehensive merger to members at a Regular Meeting of
191 members of the Society. The final decision on the merger will be made by ballot of those
192 members eligible to vote at a Annual General Meeting of the Society and approved by two-thirds
193 (2/3) vote of those members.

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**ARTICLE V.
ANNUAL SCIENTIFIC MEETING OF THE SOCIETY**

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Section 5.01 Purpose. The purpose of the Annual Scientific Meeting of the Society is to promote the exchange of scientific information, data and ideas in the field of sexual medicine.

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Section 5.02 Conduct and Finances. The Board of Directors will adopt rules and regulations for the conduct of the Annual Scientific Meetings of the Society as shall be deemed advisable. It is expected that the host Regional and National societies will assist with organizing the meeting for the benefit of the Society. The host Regional and National societies will receive a proportion of any financial surplus resulting from the organization of the Meeting, according to a formula agreed from time to time by the Board of Directors. Any surplus retained by the host Regional and National societies must only be used to reimburse reasonable expenses and, to the extent not used for that purpose, to further ISSM's charitable aims. Any funds that will not be so used must be returned to the Society.

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Section 5.03 Location and Date. Annual Scientific Meetings of the Society shall be held at locations and dates to be designated from time to time by resolution of the Board of Directors.

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Section 5.04 Hosting.

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(a) Unless the Board of Directors determines otherwise, the Annual Scientific Meetings of the Society shall be hosted by each Regional Society in rotation.

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(b) A Regional Society may waive its option to host the Annual Scientific Meeting of the Society.

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(c) If, for any reason, it becomes self-evident that the hosting Regional Society is unable to fulfill its obligation to host a meeting in the due year, the Board of Directors may designate an alternative host.

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Section 5.05 Virtual Meetings. Notwithstanding any other provision of these Bylaws, the Board of Directors shall have the power and authority to determine that any Scientific Meeting of the Society be held solely by means of conference telephone or other (online) communications equipment, in lieu of being held at any designated place, and participation in such a meeting shall constitute presence in person at the meeting. Any such meeting shall be subject to such guidelines and procedures as the Board may adopt and the notice for any such meeting need not designate a "place" of the meeting if it is to be held solely by means of conference telephone or other online communications equipment. The Board may, in their sole discretion, postpone, adjourn or change the place of any such meeting (including a change to hold the meeting solely by means of remote communication) but should notify all Members in writing.

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**ARTICLE VI.
ANNUAL GENERAL MEETING OF MEMBERS**

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Section 6.01 Location and Date. General Meetings of Members, also referred to as Business Meetings of Members, will be held annually at a location and date as may be designated from time to time by resolution of the Board of Directors, as hereinafter provided.

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233 **Section 6.02 Hosting.** The General Meeting of Members will take place every year on the
234 occasion of the Annual Scientific Meeting of the Society for the purpose of transacting proper
235 business as may come before the meeting.

236 **Section 6.03 Special Meetings.** Special meetings of members will be called by the President
237 or the Board of Directors and held at the times and places that may be ordered by resolution of
238 the Board of Directors. Ten percent or more of the members of the Society may call special
239 meetings for any lawful purpose.

240 **Section 6.04 Notice**

241 (a) Written notice of every meeting of members must be either personally delivered or
242 mailed by first class mail, postage prepaid, or by electronic transmission, not less than
243 35 days nor more than 90 days before the date of the meeting to each member who is
244 entitled to vote at the meeting as of the record date for notice of the meeting.

245 (b) If notice is given by mail or other means of written communication, the notice must be
246 addressed to the member at the address appearing on the books of the Society or at the
247 address given by the member to the Society for the purpose of notice. In the case of a
248 specially-called meeting of members, notice that a special meeting will be held not less
249 than 35 days nor more than 90 days after receipt of the written request from that person
250 or persons by the Secretary-General of the Society will be sent to the members forthwith
251 and in any event within 21 days after the request was received.

252 (c) No meeting of members may be adjourned more than 45 days. If a meeting is adjourned
253 to another time or place, and thereafter a new record date is fixed for notice or voting, a
254 notice of the adjourned meeting will be given to each member of record who, on the
255 record date for notice of the meeting, is entitled to vote at the meeting.

256 (d) The notice will state the place, date, and time of the meeting. In the case of regular
257 meetings, the notice will state those matters that the Board of Directors, at the time the
258 notice is given, intends to present for action by the members. The notice of any meeting
259 at which Directors are to be elected must include the names of all those who are
260 nominees at the time the notice is given to the members.

261 (e) The record date for the purpose of determining the members entitled to notice of any
262 meeting of members is the date of the notice unless another date is established by the
263 Board of Directors. The record date for the purpose of determining the members entitled
264 to vote at any meeting of members is 30 days before the date of the meeting of
265 members and the record date for the purpose of determining the members entitled to
266 exercise any rights in respect to any other lawful action is 30 days before that other
267 action, unless the Board of Directors establishes another date.

268 **Section 6.05 Quorum**

269 (a) A quorum at any meeting of members consists of 50 Full Members, represented in
270 person. "Voting power" means the power to vote for the election of directors at the time
271 any determination of voting power is made and does not include the right to vote on the
272 happening of some condition or event which has not yet occurred.

273 (b) A meeting at which a quorum is initially present may continue to transact business,
274 notwithstanding the withdrawal of members from the meeting, if any action taken is
275 approved by at least a majority of the required quorum for that meeting.

276 (c) In the absence of a quorum, any meeting of members may be adjourned from time to
277 time by the vote of a majority of the votes represented in person. However, no other
278 business may be transacted.

279 **Section 6.06 Voting**

280 (a) Each full member is entitled to one vote on each matter submitted to a vote of the
281 members.

282 (b) Members entitled to vote are not permitted to vote or act by proxy.

283 **Section 6.07 Written Ballot**

284 (a) Any action that may be taken at any regular or special meeting of members may be
285 taken without a meeting. If an action is taken without a meeting, the Society must
286 distribute a written ballot to every member entitled to vote on the matter. The ballot must
287 state the proposed action, provide an opportunity to specify approval or disapproval of
288 any proposal, and provide a reasonable time within which to return the ballot to the
289 Society. Such ballot may be taken by electronic transmission but only for a matter
290 referred by the Board of Directors. Approval by written ballot is valid only when the
291 number of votes cast by ballot within the time period specified equals or exceeds the
292 quorum required to be present at a meeting authorizing the action, and the number of
293 approvals equals or exceeds the number of votes that would be required to approve at a
294 meeting at which the total number of votes cast was the same as the number of votes
295 cast by ballot.

296 (b) Directors will be elected by written ballot under this section by the members of the
297 Society with voting rights as authorized by the bylaws.

298 (c) The form of written ballots distributed to members must afford an opportunity on the form
299 of written ballot to specify a choice between approval and disapproval of each matter or
300 group of related matters intended, at the time the written ballot is distributed, to be acted
301 on by that written ballot. The form must also provide, subject to reasonable specified
302 conditions, that if the person solicited specifies a choice with respect to any matter the
303 vote must be cast in accordance with that choice. In any election of Directors, any form
304 of written ballot in which the Directors to be voted on are named as candidates and that
305 is marked by a member "withhold" or otherwise marked in a manner indicating that the
306 authority to vote for the election of Directors is withheld may not be voted either for or
307 against the election of a Director.

308 (d) A written ballot may not be revoked.

309 **Section 6.08 Conduct of Meetings**

310 (a) The President of the Society or, in his or her absence, the President-Elect, or, in his or
311 her absence, the Immediate Past-President, or, in his or her absence, any other person

- 312 chosen by a majority of the voting members present in person will be Chair of and
313 preside over the meetings of the members.
- 314 (b) The Secretary-General of the Society will act as the secretary of all meetings of
315 members. However, in the Secretary's absence, the Chair of the meetings of members
316 will appoint another person to act as secretary of the meetings.
- 317 (c) The Robert's Rules of Order, as amended from time to time, governs the meetings of
318 members insofar as those rules are not inconsistent with or in conflict with these Articles,
319 or the rules governing agenda, motions, and related matters.
- 320 (d) Before any meeting of the members or any action by written ballot, the Board may
321 appoint any persons other than candidates for office as inspectors of election to act at
322 the meeting. If inspectors of election are not so appointed for any meeting, or if any
323 person so appointed fails to appear or refuses to act, the Chair of the meeting may, and
324 on request of any member must, appoint inspectors of election at the meeting. If
325 inspectors of election are not so appointed for any action by written ballot, or if any
326 person so appointed refuses to act, the President of the Society must appoint inspectors
327 of election for that written ballot on request of any member. The number of inspectors
328 will be either one, three, five or seven, as directed by the Chair. The inspectors of
329 election must perform the following duties:
- 330 (i) Determine the number of outstanding voting memberships, the voting power of each,
331 and, when applicable, the number represented at the meeting, and the existence of a
332 quorum.
- 333 (ii) Receive votes, ballots, or consents.
- 334 (iii) Hear and determine all challenges and questions in any way arising in connection with
335 the right to vote.
- 336 (iv) Count and tabulate all votes and consents.
- 337 (v) Determine when the polls shall close.
- 338 (vi) Determine the result.
- 339 (vii) Do any other acts that may be proper to conduct the election or vote with fairness to all
340 members.
- 341 The Inspectors must perform their duties impartially, in good faith, to the best of their ability and
342 as expeditiously as is practical
- 343 If there are three or more inspectors of election, the decision, act, or certificate of a majority is
344 effective in all respects as the decision, act or certificate of all.
- 345 On request of the Chair or any member or member's proxy, the inspectors of election must
346 make a written report concerning the performance of their duties and execute a certificate of any
347 fact found by them. Any report or certificate made by the inspectors is prima facie evidence of
348 the facts stated.

349 **Section 6.09 Virtual Meetings.** Notwithstanding any other provision of these Bylaws, the
350 Board of Directors shall have the power and authority to determine that any annual General
351 Meeting of Members or Special Meeting of Members be held solely by means of conference
352 telephone or other (online) communications equipment, in lieu of being held at any designated
353 place, and participation in such a meeting shall constitute presence in person at the meeting.
354 Any such meeting shall be subject to such guidelines and procedures as the Board may adopt
355 from time to time and the notice for any such meeting need not designate a “place” of the
356 meeting if it is to be held solely by means of conference telephone or other (online)
357 communications equipment. The Board may, in their sole discretion, decide to postpone,
358 adjourn or change the place of any such meeting (including a change to hold the meeting solely
359 by means of remote communication) but should notify all Members in writing as stipulated in
360 these bylaws under section 6.04.

361 **ARTICLE VII.**
362 **OFFICERS**

363 **Section 7.01 Officers of the Society.** The officers of the Society shall be a President, a Past-
364 President, a President-Elect, a Secretary-General, and a Treasurer, all of whom must be full
365 members of the Society. The President is the general manager and chief executive officer of the
366 Society. No two offices may be held by the same person. The officers shall be responsible for
367 the day-to-day conduct of the Society’s business.

368 **Section 7.02 President.** The President, having previously been elected and having served a
369 two-year term as President-Elect, automatically succeeds to this office when his or her
370 predecessor completes his or her term of office.

- 371 (a) The term of the Presidency shall run for 2 years from the end of the Annual Meeting
372 following his or her election as President-Elect.
- 373 (b) The President presides over all meetings of the Board of Directors, is responsible for the
374 agenda of Board meetings, is an *ex-officio* member of all committees and officially
375 represents the Society.
- 376 (c) The President receives reports of all committees and makes recommendations
377 accordingly.
- 378 (d) In the event of the death, incapacity, resignation or temporary incapacity of the
379 President, the Past President or failing him the President-Elect will assume the
380 President’s responsibilities.
- 381 (e) In the event of a tied vote at any meeting of the Society, and only in this circumstance,
382 the President will have an additional deciding vote.
- 383 (f) The President represents the Society to government, legal, media, political, scientific,
384 industry and other public agencies or forums.
- 385 (g) Except as provided in Section 7.06, the President appoints Chairs for all Committees,
386 giving consideration to prior committee service in appointing the Chair of such
387 committees.

388 (h) In the event of a temporary or permanent incapacity or unavailability of the President,
389 the President-Elect will serve as President. If both the President and the President-Elect
390 are temporarily or permanently incapable or unavailable to serve as President, then the
391 Immediate Past-President will serve as President.

392 **Section 7.03 Secretary-General**

393 (a) The Secretary General shall receive and give timely attention to correspondence and
394 keep accurate records of the same and maintain the membership list.

395 (b) The Secretary General shall keep the minutes of Board meetings.

396 (c) The Secretary General shall prepare a membership application blank.

397 (d) The Secretary General is an ex-officio member of all committees.

398 (e) The Secretary General may be re-elected to serve one further consecutive term of office;
399 they may not be re-elected to serve a third consecutive term.

400 (f) In the event of temporary incapacity of the Secretary General, the Board shall appoint
401 one of its members to assume his responsibilities. In the event of the death or
402 resignation of the Secretary General, the Board shall appoint a successor to serve the
403 remaining term of office.

404 (g) The Secretary General may be assisted in their duties by a Secretariat contracted by the
405 Society.

406 (h) The Secretary General shall also have and assume the title and duties of Secretary as
407 specified in the California Non-profit Public Benefit Society Law.

408 **Section 7.04 Treasurer**

409 (a) Any full member of the Society who is not delinquent of dues or ineligible in law to serve
410 as a company director in the State of California may be nominated for election to the
411 office of Treasurer.

412 (b) Candidates must be proposed by, and seconded by, full members of the Society.
413 Applications for candidacy, duly proposed and seconded, must be received at the
414 Society's offices least 84 days before the biennial meeting at which the election is due to
415 take place. Should a candidate be deemed ineligible for any reason, they have a right of
416 appeal to the Executive Committee.

417 (c) The Treasurer will manage the financial affairs of the Society.

418 (d) The Treasurer is required to present a financial report to the Board of Directors not less
419 than once every twelve months.

420 (e) The Treasurer will be responsible for notification of all dues.

421 (f) The Treasurer will receive dues and other payments made to the Society.

422 (g) The Treasurer will only make payments above an amount specified from time to time by
423 the Board if such payments are approved by the Board. Smaller payments may be made
424 in accordance with any resolution of the Board.

425 (h) The Treasurer may be re-elected to serve one further consecutive term of office; they
426 may not be re-elected to serve a third consecutive term.

427 (i) In the event of temporary incapacity of the Treasurer, the Board may appoint another
428 person to assume their responsibilities. In the event of the death or resignation of the
429 Treasurer, the Board shall appoint a successor to serve the remaining term of office.

430 (j) The Treasurer may be assisted in his or her duties by a Secretariat contracted by the
431 Society.

432 (k) The Treasurer shall also have and assume the title and duties of Chief Financial Officer
433 as specified in the California Non-profit Public Benefit Society Law.

434 **Section 7.05 Terms.** Each Officer holds office for the following terms:

435 (a) The person elected President-elect holds office in three successive capacities over a
436 period of six years, with two years serving as President-elect, then with two years
437 serving as President, then with two years serving as Past President

438 (b) The Secretary-General and Treasurer each hold office for four years

439 **Section 7.06 Method of Election.**

440 (a) A Nominating Committee shall be formed for each election. The Nominating Committee
441 shall be chaired by the Immediate Past-President of the Society. The Nominating
442 Committee shall consist of all Past- Presidents plus one member from each Regional
443 Society. Each Regional Society shall determine whether its representative to the
444 Nominating Committee shall be elected by members of the Regional Society or shall be
445 appointed by its Board of Directors. The term of office of each Regional Society
446 representative shall be two years.

447 (b) The Nominating Committee must nominate one or more candidates for each open
448 Officer's position (President Elect, Treasurer and/or Secretary-General) and may
449 nominate one or more candidates for each open member-at-large position. Nominations
450 must be qualified, inter alia, with the criteria as described in the policy "Qualifications of
451 Elected Positions within the ISSM" as approved by the ISSM Board. The Nominating
452 Committee shall consider the need for diversity of geography, gender and professional
453 specialty in making its nominations. The Nominating Committee shall respect the
454 international nature and spirit of the International Society for Sexual Medicine and shall
455 assure that the various regions of and disciplines within the Society are adequately
456 represented on the Board of Directors. The Nominating Committee must announce the
457 nominations in writing to each member of the Society no later than 105 days prior to the
458 (start) date of the election.

459 (c) In addition to the candidates nominated by the Nominating Committee, any member of
460 the Society who qualifies, inter alia, with the criteria as described in the policy

461 “Qualifications of Elected Positions within the ISSM” as approved by the ISSM Board,
462 and who is not delinquent of dues or ineligible by law to serve as a company director in
463 the State of California, may be nominated for election by presenting to the Secretary
464 General a petition for nomination signed by any 20 full members of the Society. This
465 petition must be received by the Secretary General least 84 days prior to the (start) date
466 of the election. The Board of Directors shall make available by any and all reasonable
467 means a biography of each candidate and a statement from each candidate explaining
468 to the members of the Society the reasons that he or she should be elected. The
469 biography and statement must be made available to the members of the Society 42 days
470 or more prior to the (start) date of the election.

471 (d) Nominations for election will be determined by this process in advance of the Annual
472 meeting of ISSM members. There will not be nominations from the floor during the
473 Annual meeting of the members.

474 (e) In an election, the candidate for each office receiving the most votes shall be elected.

475 **Section 7.07 Vacancies.** Except in the case of the President, if an Officer resigns, is removed
476 from office or dies in office, the Board of Directors may select a replacement to serve the term of
477 office that remains.

478 **ARTICLE VIII.**
479 **BOARD OF DIRECTORS**

480 **Section 8.01 Number and Designation.** The Society will have a Board of Directors, all of
481 whom must be full members of the Society. The Directors shall be:

482 (a) The five elected officers of the ISSM, namely the President, the Past President, the
483 President Elect, the Secretary-General and the Treasurer.

484 (b) The President of each Regional Society or any other nominee of the Regional Society
485 designated by the President of that Regional Society.

486 (c) At least five Members-at-Large directors. The Board has the power to increase or
487 decrease the number of Directors who are Members-at-Large but in no case shall the
488 number of Members-at-Large be less than five. The terms of office of the Members-at-
489 Large shall be staggered in a manner that assures that about half of the Members-at-
490 Large positions are open at each election.

491 (d) The President of the International Society for the Study of Women’s Sexual Health
492 (further referred to as ISSWSH) or any other nominee of the ISSWSH designated by the
493 President of the ISSWSH.

494 **Section 8.02 Terms.** Each Director holds office for the following terms:

495 (a) The terms of office for the Officers are specified in Section 7.05.

496 (b) The President of each Regional Society (or his or her designee) shall serve as a Director
497 of ISSM for the duration of the term of office as President of that Regional Society.

- 498 (c) The members-at-large shall each serve for a non-renewable term of four years.
- 499 (d) The President of the ISSWSH (or his or her designee) shall serve as a Director of ISSM
500 for the duration of the term of office as President of the ISSWSH.
- 501 (e) In each case, the Directors shall continue to serve until their successor is elected.

502 **Section 8.03 Replacement.** If a Director who is not an Officer resigns, is removed from office
503 or dies in office, the Board of Directors may select a replacement to serve until a replacement is
504 otherwise elected.

505 **Section 8.04 Process for Election of Officers and Member-at-Large Directors**

506 (a) Any person qualified to be a candidate for the office of President-Elect, Secretary-
507 General, or Treasurer, under Article VII of these Bylaws, or to be a Member-at-Large
508 Director, under Section 8.01(c) of these Bylaws, may be nominated by the method of
509 nomination authorized by the Board. The date for close of nominations for the board is
510 84 days before the Annual meeting of members as provided in Section 6.01 of these
511 Bylaws. A nomination for these Directorships may not be made after the date set for
512 close of nomination.

513 (b) The candidates for each available position as President-Elect, Secretary-General,
514 Treasurer, or Member-at-large Director receiving the highest number of votes are
515 elected.

516 **Section 8.05 Duties of the Board of Directors.**

517 (a) The Board is responsible for the administration and management of the Society.

518 (b) The Board shall select or approve the time and place of each of its meetings.

519 (c) With the assistance of the Treasurer, the Board shall prepare and approve an annual
520 budget for the Society for the forthcoming year. The Board will appoint a Finance
521 Committee to monitor the financial affairs of the Society with the cooperation of the
522 Treasurer.

523 (d) The Board may also nominate a professional auditor, whose appointment must be
524 approved by a simple majority vote the members present at the Annual Business
525 Meeting, to provide them with a full and detailed report on the financial affairs of the
526 Society.

527 (e) The Board shall determine from time to time the annual dues or subscription payable by
528 each category of member.

529 (f) The Board shall approve all applications for membership.

530 (g) The Board shall approve all changes in the by-laws before submission for final approval
531 by the Society's full members.

532

533 **Section 8.06 Termination.** A Director's term of office automatically terminates if he or she:

534 (a) is disqualified in law from acting as a director;

535 (b) is incapable, whether mentally or physically, of managing his or her own affairs;

536 (c) is absent without notice from 3 consecutive meetings of the Board of Directors and is
537 asked by a majority of the other Board to resign;

538 (d) ceases to be a full member of the Society (but such a person may be reinstated by
539 resolution passed by all the other Directors on resuming membership of the Society);

540 (e) resigns by written notice to the Board (but only if at least two Directors will remain in
541 office);

542 (f) is removed by the full members present and voting at a general meeting after the
543 meeting has invited the views of the Director concerned and considered the matter in the
544 light of any such views;

545 (g) is no longer eligible for membership of the Board under provisions of Section 8.01(b).

546 **Section 8.07 Defective Appointment.** A technical defect in the appointment of Director of
547 which the Directors are unaware at the time does not invalidate decisions taken at a meeting.

548 **Section 8.08 Board of Director Meetings.**

549 (a) The Board must hold at least two meetings each year.

550 (b) A quorum at a meeting of the Board is six Directors.

551 (c) A meeting of the Board may be held either in person or by suitable electronic means
552 agreed by the Directors in which all participants may communicate with all the other
553 participants.

554 (d) Every issue may be determined by a simple majority of the votes cast at a meeting, but a
555 written resolution signed by all the Directors is as valid as a resolution passed at a
556 meeting. For this purpose the resolution may be contained in more than one document
557 and will be treated as passed on the date of the last signature.

558 (e) Every Director has one vote on each issue.

559 (f) A procedural defect of which the Directors are unaware at the time does not invalidate
560 decisions taken at a meeting.

561 **Section 8.09 Board of Director Powers.** Subject to the provisions and limitations of the
562 California Nonprofit Public Benefit Society Law and any other applicable laws, and subject to
563 any limitations of the articles or bylaws regarding actions that require the approval of the
564 members, the Society's activities and affairs shall be managed, and all corporate powers shall
565 be exercised, by or under the direction of the Board.

566 Subject to the foregoing, the Board of Directors has the following powers in the administration of
567 the Society:

- 568 (a) to govern proceedings at general meetings;
- 569 (b) To make standing orders, rules and regulations not inconsistent with the Articles of or
570 these Bylaws to govern their proceedings and proceedings of committees;
- 571 (c) to establish procedures to assist the resolution of disputes or differences within the
572 Society;
- 573 (d) to exercise any powers of the Society which are not reserved to a general meeting.

574 **ARTICLE IX.**
575 **COMMITTEES**

576 **Section 9.01 Committees of the Board.** The Board, by resolution duly adopted, may create
577 one or more committees, each consisting of two or more members, to serve at the pleasure of
578 the Board. The Board shall establish terms of reference for each committee, including but not
579 limited to information such as the committee's responsibilities, the composition of its
580 membership and their terms of office. The Board may delegate certain tasks and responsibilities
581 to the committees at the pleasure of the Board but it may never delegate the authority to a
582 committee to:

- 583 (a) Fill vacancies on the Board or on any committee that has the authority of the Board;
- 584 (b) Fix compensation of the Directors for serving on the Board or on any committee;
- 585 (c) Amend or repeal these bylaws or adopt new bylaws;
- 586 (d) Amend or repeal any resolution of the Board that by its express terms is not so
587 amendable or repealable;
- 588 (e) Create any other committees of the Board or appoint the members of committees of the
589 Board;
- 590 (f) Expend corporate funds to support a nominee for Director after more people have been
591 nominated for Director than can be elected;
- 592 (g) Approve any contract or transaction to which the Society is a party and in which one or
593 more of its directors has a material financial interest, except as special approval is
594 provided for in section 5233(d)(3) of the California Society's Code; or
- 595 (h) Approve any action which the members are required to approve.

596 **Section 9.02 Standing Committees.** The standing committees of the Society shall be
597 determined from time to time by the President, in consultation with the Board of Directors.

598 **Section 9.03 Finance Committee.** The Society shall have a standing Finance Committee of at
599 least five members. It is the duty of the Finance Committee to monitor the financial affairs of the

600 Society and to report its findings to the Board of Directors.

601 **Section 9.04 Nominating Committee.** The Society shall have a standing Nominating
602 Committee as provided in Section 7.06.

603 **Section 9.05 History Committee.** The Society shall have a standing History Committee that
604 will oversee the history of the Society and accurately record the major events within the Society.
605 The Chair(s) of the History Committee shall be the Society's Historian(s).

606 **Section 9.06 Ethics Committee.** The Society shall have a standing Ethics Committee in
607 charge of enforcing compliance with the Society's Code of Ethics.

608 **ARTICLE X.**
609 **ADVISORY COUNCIL**

610 The Society shall have an Advisory Council, which shall be comprised of all Past Presidents of
611 the Society. The purpose of the Advisory Council is to provide advice and recommendations to
612 the ISSM Executive Committee, Board and staff regarding issues being faced by the ISSM and
613 on matters of mutual interest. The Board shall establish terms of reference for the Advisory
614 Council. The Past Presidents appoint a Chair amongst themselves for a renewable term of 2
615 years.

616 **ARTICLE XI.**
617 **INDEMNIFICATION**

618 **Section 11.01 Right of Indemnity.** To the fullest extent permitted by law, the Society shall
619 indemnify its directors, officers, employees, and other persons described in section 5238(a) of
620 the California Society's Code, including persons formerly occupying such position, against all
621 expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by
622 them in connection with any "proceeding," as that term is used in that section, and including an
623 action by or in the right of the Society, by reason of the fact that the person is or was a person
624 described in that section. "Expenses," as used in this bylaw, shall have the same meaning as in
625 section 5238(a) of the California Society's Code.

626 **Section 11.02 Approval of Indemnity.** On written request to the Board by any person seeking
627 indemnification under section 5238(b) or section 5238(c) of the California Society's Code, the
628 Board shall promptly determine under section 5238(e) of the California Society's Code whether
629 the applicable standard of conduct set forth in section 5238(b) or section 5238(c) has been met
630 and, if so, the Board shall authorize indemnification.

631 **Section 11.03 Advancement of Expenses.** To the fullest extent permitted by law and except
632 as otherwise determined by the Board in a specific instance, expenses incurred by a person
633 seeking indemnification under Sections 11.01 and 11.02 above in defending any proceeding
634 covered by those Sections shall be advanced by the Society before final disposition of the
635 proceeding, on receipt by the Society of an undertaking by or on behalf of that person that the
636 advance will be repaid unless it is ultimately determined that the person is entitled to be
637 indemnified by the Society for those expenses.

638 **Section 11.04 Insurance.** The Society shall have the right to purchase and maintain insurance
639 to the full extent permitted by law on behalf of its officers, directors, employees, and other

640 agents, against any liability asserted against or incurred by any officer, director, employee, or
641 agent in such capacity or arising out of the officer's, director's, employee's, or agent's status as
642 such.

643 **ARTICLE XII.**
644 **RECORDS AND REPORTS**

645 **Section 12.01 Maintenance and Inspection of Corporate Records.** The Society shall keep:

- 646 (a) Adequate and correct books and records of account;
- 647 (b) Written minutes of the proceedings of its Member, its Board, and all committees of the
648 Board; and
- 649 (c) A record of the Member's name and address.

650 The Board, without submitting a written request for inspection, and a member upon submitting a
651 written request for inspection, shall have the right at all reasonable times to inspect such books
652 and records. Inspection may be made in person or by authorized agent and includes the right to
653 make photocopies and extracts.

654 **Section 12.02 Maintenance and Inspection of Articles and Bylaws.** The Society shall keep
655 at its Principal Office, or if its Principal Office is not in California, at its principal business office in
656 this State, the original or a copy of the articles of incorporation and the bylaws, as amended to
657 date, which shall be open to inspection by the Directors at all reasonable times during office
658 hours.

659 **Section 12.03 Annual Report.** The Board shall cause an annual report to be sent to the
660 members and the directors within one hundred twenty (120) days after the end of the Society's
661 fiscal year. That report shall contain the following information, in appropriate detail, for the fiscal
662 year:

- 663 (a) The assets and liabilities, including the trust funds, of the Society as of the end of the
664 fiscal year;
- 665 (b) The principal changes in assets and liabilities of the Society, including trust funds;
- 666 (c) The revenues or receipts of the Society, both unrestricted and restricted to particular
667 purposes;
- 668 (d) The expenses or disbursements of the Society for both general and restricted purposes;
669 and
- 670 (e) Any information required by Section 13.04 below.

671 The annual report shall be accompanied by any report thereon of independent accountants or, if
672 there is no such report, by the certificate of an authorized officer of the Society that such
673 statements were prepared without audit from the Society's books and records.

674 **Section 12.04 Annual Statement of Certain Transactions and Indemnifications.** The
675 Society shall annually prepare and furnish to the members and each Director a statement of any
676 transaction or indemnification of the following kind within one hundred twenty (120) days after
677 the end of the Society's fiscal year:

678 (a) Any transaction:

679 (i) In which the Society, its parent, or its subsidiary was a party;

680 (ii) In which an "interested person" had a direct or indirect material financial interest; and

681 (iii) Which involved more than \$50,000, or was one of a number of transactions with the
682 same interested person involving, in the aggregate, more than \$50,000.

683 For purposes of this subparagraph (a), an "interested person" is either of the following:

684 1) Any Director or officer of the Society, or its parent or subsidiary (a person holding a
685 mere common directorship shall not be deemed an "interested person" for purposes
686 of this subparagraph); or

687 2) Any holder of more than 10 percent of the voting power of the Society, its parent, or
688 its subsidiary.

689 The statement shall include a brief description of the transaction, the names of the
690 interested persons involved, their relationship to the Society, the nature of their interest in the
691 transaction and, if practicable, the amount of that interest; provided that if the transaction was
692 with a partnership in which the interested person is a partner, only the interest of the partnership
693 need be stated.

694 (b) Any indemnifications or advances aggregating more than \$10,000 paid during the fiscal
695 year to any officer or Director of the Society under Sections 12.1 through 12.3 above.

696 **Section 12.05 Audited Financial Statements.** The Society may cause to be prepared financial
697 statements audited by an independent auditor in accordance with generally accepted
698 accounting principles. The engagement of the auditor and the review and approval of the audit
699 shall be supervised by the Audit Committee as provided in Section 8.04 above. The audited
700 financial statements shall be made available for inspection by the Registry of Charitable Trusts
701 of the Office of the California Attorney General. They shall also be made available for
702 inspection by the public as described in Section 13.06 below.

703 **Section 12.06 Public Inspection of Certain Documents.** The Society shall make the following
704 documents available for public inspection on the same day that the request is made in person
705 during regular business hours, within thirty (30) days after receiving a request by mail, or by
706 posting the documents on the Internet in a manner that can be accessed, downloaded, viewed
707 and printed by the public free of charge and without special hardware or software:

708 (a) Form 990 for the Society for the past three years (excluding the list of donors and Form
709 990-T);

- 710 (b) Form 1023 (application for recognition of tax exemption) for the Society, including all
711 supporting statements and documents, the Society's determination letter, and all
712 correspondence from and to the Internal Revenue Service with respect to Form 1023;
713 and
- 714 (c) The audited financial statements (if any) for the Society for the period prescribed by the
715 California Attorney General.

716 **Section 12.07 Corporate Loans, Guaranties and Advances.** The Society shall not make any
717 loan of money or property to or guaranty the obligation of any Director or officer or the Member
718 on the security of its Membership in the Society, except as expressly allowed under California
719 Society's Code Section 5236.

720 **ARTICLE XIII.**
721 **MISCELLANEOUS**

722 **Section 13.01 Election to Dissolve.** The Society may elect to wind up and dissolve in any
723 manner permitted by Section 6610 of the California Society's Code or its successor statute.

724 **Section 13.02 Distribution Upon Dissolution.** On dissolution, all properties and assets
725 remaining after payment, or provision for payment, of all debts and liabilities of the Society shall
726 be distributed to a nonprofit fund, foundation, or Society organized exclusively for charitable
727 purposes, that has established its tax-exempt status under Section 501(c)(3) of the Code and
728 has been approved by at least 2/3 majority of the Board.

729 **Section 13.03 Electronic Transmission.** Communications between the Society and Members
730 and Directors may be made by means of electronic transmission as hereinafter provided.

731 (a) Electronic transmission by the Society" means a communication (a) delivered by
732 (1) facsimile telecommunication or electronic mail when directed to the facsimile number
733 or electronic mail address, respectively, for that recipient on record with the Society,
734 (2) posting on an electronic message board or network which the Society has
735 designated for those communications, together with a separate notice to the recipient of
736 the posting, which transmission shall be validly delivered upon the later of the posting or
737 delivery of the separate notice thereof, or (3) other means of electronic communication,
738 (b) to a recipient who has provided an unprovoked consent to the use of those means of
739 transmission for communications under this provision, and (c) that creates a record that
740 is capable of retention, retrieval, and review, and that may thereafter be rendered into
741 clearly legible tangible form.

742 (b) "Electronic transmission to the Society" means a communication (a) delivered by
743 (1) facsimile telecommunication or electronic mail when directed to the facsimile number
744 or electronic mail address, respectively, which the Society has provided from time to
745 time to members and directors for sending communications to the Society, (2) posting on
746 an electronic message board or network which the Society has designated for those
747 communications, and which transmission shall be validly delivered upon the posting, or
748 (3) other means of electronic communication, (b) as to which the Society has placed in
749 effect reasonable measures to verify that the sender is the member (in person or by
750 proxy) or director purporting to send the transmission, and (c) that creates a record that

751 is capable of retention, retrieval, and review, and that may thereafter be rendered into
752 clearly legible tangible form.

753 **Section 13.04 Amendment.** The power to alter, amend, or repeal the bylaws or adopt new
754 bylaws shall be vested in the Board of Directors unless otherwise provided in the articles of
755 incorporation or these bylaws. Any such alteration, amendment or repeal of these bylaws shall
756 be subject to ratification by a two thirds majority vote of a quorum of the voting members at any
757 meeting of the members, such voting to occur either in person by members in attendance at any
758 such meeting or via electronic voting through the Society's website.

759

760

CERTIFICATE OF SECRETARY

761

I, the undersigned, do hereby certify:

762

That I am the Secretary General of INTERNATIONAL SOCIETY FOR SEXUAL
763 MEDICINE, a California nonprofit public benefit Society; and

764

That the foregoing Bylaws, comprising twenty three (23) pages, including this page,
765 constitute the Bylaws of said Society, as duly adopted on October 29, 2022, and that they have
766 not been amended or modified since that date.

767

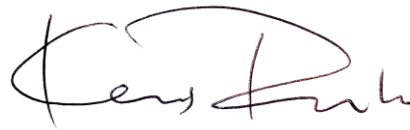
Executed on October 29, 2022 at 6.30 PM EDT.

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771



Kwangsung Park, Secretary-General