

**BYLAWS  
OF  
INTERNATIONAL SOCIETY FOR SEXUAL MEDICINE  
A CALIFORNIA NONPROFIT  
PUBLIC BENEFIT CORPORATION**

**(AS AMENDED AND ACCEPTED BY THE ISSM MEMBERSHIP ON DEC. 10<sup>TH</sup>, 2008)**

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## ARTICLE I

### NAME

The name of this corporation is INTERNATIONAL SOCIETY FOR SEXUAL MEDICINE (the "Corporation").

## ARTICLE II

### OFFICES OF THE CORPORATION

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

## ARTICLE III

### PURPOSES

**Section 3.1. Purposes.** The specific and primary purposes of the Corporation are to: (1) encourage the highest standards of practice, education and research in the field of human sexuality; (2) develop scientific methods for the diagnosis, prevention and treatment of conditions affecting human sexual function; and (3) promote the publication of medical and scientific literature in the field of sexual function.

**Section 3.2. Limitations.** The purposes for which the Corporation is organized are exclusively charitable within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 of the United States, as amended (the "Code"). Notwithstanding any other provision of the Corporation's Articles of Incorporation or these bylaws, the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Code.

**Section 3.3. Dedication of Assets.** The Corporation's assets are irrevocably dedicated to charitable purposes. No part of the net earnings, properties, or assets of the Corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or to any member, director or officer of the Corporation.

## ARTICLE IV

### MEMBERSHIP

**Section 4.1. Classes.** The Society will have three classes of member: Full Members, Associate Members and Honorary Members.

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

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

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

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

No person may be a member in more than one membership class.

**Section 4.2. Admission.** Any person eligible for membership will be admitted to membership only on the approval of the Board of Directors of an application submitted by that person in the form and manner prescribed by the Board of Directors.

#### **Section 4.3. Application Fees and Dues**

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

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

**Section 4.4. Registration.** The Secretary-General must maintain a book of members containing the name, address, and class of each member in any form capable of being converted into written form. The book must also note if a membership has terminated and the date on which that membership ceased. The book will be kept at the principal office of the Society and is subject to the rights of inspection required by law.

**Section 4.5. Liability and Rights.** A member of the Society is not personally liable, solely because of membership, for the debts, obligations, or liabilities of the Society. A member of the Society shall by virtue of membership have no right or title in or to any of the assets or property of the Society.

**Section 4.6. Termination.**

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

- (1) The voluntary resignation of a member;
- (2) When a membership is issued for a period of time, the expiration of that period;
- (3) The death of a member;
- (4) The non-payment of dues, subject to the limitations set forth in Section 4.6(b); and
- (5) The termination of all memberships or any class of members on the amendment of these bylaws permitting the termination.

(b) **Termination for due cause.** The membership of any member who fails to pay, or have paid on his behalf by a Regional Society, his or her dues or assessments within 30 days of the due date may be terminated at the end of that period, provided that the member was given (1) 15 days prior written notice of the termination stating the reasons for termination, and (2) a timely opportunity to be heard on the matter of the termination. The notice will be given personally to the member or sent electronically or by first class mail to the last address of the member as shown on the records of the Society. Termination of membership for non-payment of dues, for any individual or group, is not automatic and may be deferred at the discretion of the President, Treasurer or by resolution of the Board of Directors.

(c) Termination does not relieve the member from any obligation for charges incurred, services or benefits actually rendered, dues, assessments, or fees, or arising from contract or otherwise. The Society retains the right to enforce any obligation or obtain damages for its breach.

Matters of discipline regarding individual members of the Society shall be referred to an *ad hoc* Committee appointed by the President, which will report its findings to the Board of Directors for action. The Board of Directors has the power to suspend any member or to terminate his or her membership where due cause has been found. A record of these deliberations will be kept. Anyone subject to disciplinary proceedings, whether he or she remains a full member, inactive member, suspended member or has been expelled from membership, may address the Board of Directors on issues pertinent to the disciplinary matter under consideration. The affected member shall have the right of appeal against any disciplinary decision of the Board of Directors, which will be considered by those full members present at a Biennial General Meeting of members of the Society. The Meeting will decide the matter by a simple majority vote.

**Section 4.7. Nontransferrable.** Membership of the Society is not transferable.

**Section 4.8. Affiliation and Merger.** The Society may become affiliated to other societies with common interest and purposes by vote of the Board of Directors. The Board of Directors may propose a more formal and comprehensive merger to members at a Regular Meeting of members of the Society. The final decision on the merger will be made by ballot of those members eligible to vote at a Biennial General Meeting of the Society.

## **ARTICLE V**

### **BIENNIAL SCIENTIFIC MEETING**

**Section 5.1. Purpose.** The purpose of the Biennial Scientific Meeting of the Society is to promote the exchange of scientific information, data and ideas in the field of sexual medicine.

**Section 5.2. Conduct and Finances.** It is expected that the host Regional and National societies will assist the professional congress organizer appointed by the Board of Directors to organize 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.

## **ARTICLE VI**

### **BIENNIAL GENERAL MEETING OF MEMBERS**

**Section 6.1. Location.** Meetings of members will be held at a location as may be designated from time to time by resolution of the Board of Directors, as hereinafter provided.

**Section 6.2. Hosting.**

**(a)** Unless the Board of Directors determines otherwise, the Biennial General Meeting of Members of the Society and its Scientific Congress shall be hosted by each Regional Society in rotation, according to the following schedule, commencing after the Biennial General Meeting at which these bylaws are adopted:

- Asia-Pacific Society for Sexual Medicine (APSSM), then
- Sexual Medicine Society of North America (SMSNA), then
- Sociedad Latinoamericana de Medicina Sexual (SLAMS), then

- Africa-Gulf Society for Sexual Medicine (AGSSM), then
- European Society for Sexual Medicine (ESSM), after which the sequence shall begin again.

(b) A Regional Society may waive its right to host the Biennial General Meeting of Members of the Society and Biennial Scientific Meeting.

(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.

(d) The members will meet every second year on the occasion of the Biennial Scientific Meeting of the Society for the purpose of transacting proper business as may come before the meeting, including the election of Directors. If the election of Directors does not occur at any meeting of the members, the Board will cause the election of Directors to be held at a special meeting of members called and held as soon as it is reasonably possible after the adjournment of the regular meeting of the members.

**Section 6.3. Special Meetings.** Special meetings of members will be called by the President or the Board of Directors and held at the times and places that may be ordered by resolution of the Board of Directors. Ten percent or more of the members of the Society may call special meetings for any lawful purpose.

#### **Section 6.4. Notice**

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

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

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

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

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

### **Section 6.5. Quorum**

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

(b) The members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment notwithstanding the withdrawal of enough members to leave less than a quorum, if any action taken, other than adjournment, is approved by at least a majority of members required to constitute a quorum.

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

### **Section 6.6. Voting**

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

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

### **Section 6.7. Written Ballot**

(a) Any action that may be taken at any regular or special meeting of members may be taken without a meeting. If an action is taken without a meeting, the Society must distribute a written ballot to every member entitled to vote on the matter. The ballot must state the proposed action, provide an opportunity to specify approval or disapproval of any proposal, and provide a reasonable time within which to return the ballot to the Society. Such ballot may be taken by electronic transmission but only for a

matter referred by the Board of Directors. Approval by written ballot is valid only when the number of votes cast by ballot within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

**(b)** Directors will be elected by written ballot of those Full Members present at the Biennial General Meeting of Members of the Society held on the occasion of the Biennial Scientific Meeting of the Society.

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

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

### **Section 6.8. Conduct of Meetings**

**(a)** The President of the Society or, in his or her absence, the President-Elect, or, in his or her absence, the Immediate Past-President, or, in his or her absence, any other person chosen by a majority of the voting members present in person will be Chairman of and preside over the meetings of the members.

**(b)** The Secretary-General of the Society will act as the secretary of all meetings of members. However, in the Secretary's absence, the Chairman of the meetings of members will appoint another person to act as secretary of the meetings.

**(c)** The Robert's Rules of Order, as amended from time to time, governs the meetings of members insofar as those rules are not inconsistent with or in conflict with these Articles, or the rules governing agenda, motions, and related matters.

**(d)** Before any meeting of the members or any action by written ballot, the Board may appoint any persons other than candidates for office as inspectors of election to act at the meeting. If inspectors of election are not so appointed for any meeting, or if any person so appointed fails to appear or refuses to act, the Chairman of the meeting may, and on request of any member must, appoint inspectors of election at the meeting. If inspectors of election are not so appointed for any action by written ballot, or if any person so appointed refuses to act, the President of the Society must appoint inspectors of election for that written ballot on request of any member. The

number of inspectors will be either one, three, five or seven, as directed by the Chairman. The inspectors of election must perform the following duties:

- (1) Determine the number of outstanding voting memberships, the voting power of each, and, when applicable, the number represented at the meeting, and the existence of a quorum.
- (2) Receive votes, ballots, or consents.
- (3) Hear and determine all challenges and questions in any way arising in connection with the right to vote.
- (4) Count and tabulate all votes and consents.
- (5) Determine when the polls shall close.
- (6) Determine the result.
- (7) Do any other acts that may be proper to conduct the election or vote with fairness to all members.

The Inspectors must perform their duties impartially, in good faith, to the best of their ability and as expeditiously as is practical

If there are three or more inspectors of election, the decision, act, or certificate of a majority is effective in all respects as the decision, act or certificate of all.

On request of the Chairman or any member or member's proxy, the inspectors of election must make a written report concerning the performance of their duties and execute a certificate of any fact found by them. Any report or certificate made by the inspectors is prima facie evidence of the facts stated.

## **ARTICLE VII**

### **OFFICERS**

**Section 7.1. Officers of the Society.** The officers of the Society shall be a President, a Past-President, a President-Elect, a Secretary-General, and a Treasurer, all of whom must be full members of the Society. The President is the general manager and chief executive officer of the Society. No office may be held by the same person. The officers shall be responsible for the day-to-day conduct of the Society's business.

**Section 7.2. President.** The President, having previously been elected and having served a two-year term as President-Elect, automatically succeeds to this office when his or her predecessor completes his or her term of office

(a) The term of the Presidency shall run for 2 years from the end of the Biennial Meeting following his or her election as President-Elect.

(b) The President presides over all meetings of the Board of Directors, is responsible for the agenda of Board meetings, is an *ex-officio* member of all committees and officially represents the Society.

(c) The President receives reports of all committees and makes recommendations accordingly.

(d) In the event of the death, incapacity, resignation or temporary incapacity of the President, the Past President or failing him the President-Elect will assume the President's responsibilities.

(e) In the event of a tied vote at any meeting of the Society, and only in this circumstance, the President will have an additional deciding vote.

### **Section 7.3. Secretary-General**

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

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

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

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

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

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

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

(h) The Secretary General shall also have and assume the title and duties of Secretary as specified in the California Nonprofit Public Benefit Corporation Law.

### **Section 7.4. Treasurer**

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

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

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

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

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

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

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

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

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

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

(k) The Treasurer shall also have and assume the title and duties of Chief Financial Officer as specified in the California Nonprofit Public Benefit Corporation Law.

**Section 7.5. Terms.** Each Officer holds office for the following terms:

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

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

## **Section 7.6. Method of Election.**

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

**(b)** The Nominating Committee shall nominate one candidate for each open position. The Nominating Committee shall consider the need for diversity of geography, gender and professional specialty in making its nominations. The Nominating Committee shall respect the international nature and spirit of the International Society for Sexual Medicine and shall assure that the various regions of and disciplines within the Society are adequately represented on the Board of Directors.

**(c)** In addition to the candidates nominated by the Nominating Committee, any member of the Society who is not delinquent of dues or ineligible by law to serve as a company director in the State of California may be nominated for election by presenting to the Secretary General a petition for nomination signed by any 20 full members of the Society. This petition must be received by the Secretary General least 84 days before the biennial meeting at which the election is due to take place.

**(d)** If in addition to the candidate nominated by the Nominating Committee, there are other candidates, the Board of Directors shall make available by any and all reasonable means a biography of each candidate and a statement from each candidate explaining to the members of the Society the reasons that he or she should be elected. The biography and statement must be made available to the members of the Society 42 days or more prior to the election.

**(e)** Nominations for election will be determined by this process in advance of the biennial meeting of ISSM members. There will not be nominations from the floor during the biennial meeting of the members.

**(f)** In an election at the biennial meeting of the members, the candidate for each office receiving the most votes shall be elected.

**Section 7.7. Vacancies.** Except in the case of the President, if an Officer resigns, is removed from office or dies in office, the Board of Directors, by a two-thirds majority, may select a replacement to serve the term of office that remains.

## ARTICLE VIII

### BOARD OF DIRECTORS

**Section 8.1. Number and Designation.** The Society will have fifteen Directors, all of whom must be full members of the Society. The Directors shall be:

(a) The five elected officers of the ISSM, namely the President, the Past President, the President Elect, the Secretary-General and the Treasurer all of who must be no older than 75 years of age at the time of his or her election.

(b) The President of each Regional Society or another officer of the Regional Society designated by the President of a Regional Society, namely the Africa-Gulf Society for Sexual Medicine (AGSSM), the Asia-Pacific Society for Sexual Medicine (APSSM), the European Society for Sexual Medicine (ESSM), the Sexual Medicine Society of North America (SMSNA) and the Sociedad Latinoamericana de Medicina Sexual (SLAMS).

(c) Five members-at-large elected at the biennial meeting; three members-at-large will be elected at the biennial meeting immediately subsequent to the adoption of these by-laws, then two at the biennial meeting subsequent to that meeting, then alternating three-and-two to be elected at each subsequent biennial in perpetuity all of who must be no older than 75 years of age at the time of his or her election.

**Section 8.2. Terms.** Each Director holds office for the following terms:

(a) The terms of office for the Officers are specified in Section 4.7.

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

(c) The five members-at-large shall each serve for a term of four years.

(d) In each case, the Directors shall continue to serve until their successor is elected.

**Section 8.3. Replacement.** If a Director who is not an Officer resigns, is removed from office or dies in office, the Board of Directors may select a replacement to serve until a replacement is otherwise elected.

**Section 8.4. Process for Election of President-Elect and Member-at-Large Directors**

(a) Any person qualified to be a candidate for the office of President-Elect, under Article VII of these Bylaws, or to be a Member-at-Large Director, under Section 8.1(c) of these Bylaws, may be nominated by the method of nomination

authorized by the Board. The date for close of nominations for the board is 84 days before the biennial meeting of members as provided in Section 6.1 of these Bylaws. A nomination for these Directorships may not be made after the date set for close of nomination.

(b) The candidates for each available position as President-Elect or Member-at-large Director receiving the highest number of votes are elected.

#### **Section 8.5. Duties of the Board of Directors.**

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

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

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

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

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

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

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

(h) Except as provided in Section 7.6, the President appoints chairmen for all Committees, giving consideration to prior committee service in appointing the Chairman of such committees.

**Section 8.6. Termination.** A Director's term of office automatically terminates if he or she:

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

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

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

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

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

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

**Section 8.7. Defective Appointment.** A technical defect in the appointment of Director of which the Directors are unaware at the time does not invalidate decisions taken at a meeting.

**Section 8.8. Board of Director Meetings.**

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

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

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

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

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

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

**Section 8.9. Board of Director Powers.** Subject to the provisions and limitations of the California Nonprofit Public Benefit Corporation Law and any other applicable laws, and subject to any limitations of the articles or bylaws regarding actions that require the approval of the members, the Corporation's activities and affairs shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board.

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

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

## **ARTICLE IX**

### **COMMITTEES**

**Section 9.1. Committees of the Board.** The Board, by resolution duly adopted may create one or more committees, each consisting of two or more directors to serve at the pleasure of the Board. The Board may delegate to the committees all of the Board's powers and authority in the management of the business and affairs of the Society except the authority to:

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

**Section 9.2. Standing Committees.** The standing committees of the Society shall be determined from time to time by the President, in consultation with the Board of Directors.

**Section 9.3. Finance Committee.** The Society will have a standing Finance Committee of at least five members. It is the duty of the Finance Committee to monitor the financial affairs of the Society and to report its findings to the Board of Directors.

**Section 9.4. Nominating Committee.** The Society shall have a Nominating Committee as provided in Section 7.6.

## ARTICLE X

### INDEMNIFICATION

**Section 10.1. Right of Indemnity.** To the fullest extent permitted by law, the Society shall indemnify its directors, officers, employees, and other persons described in section 5238(a) of the California Corporations Code, including persons formerly occupying such position, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any “proceeding,” as that term is used in that section, and including an action by or in the right of the Society, by reason of the fact that the person is or was a person described in that section. “Expenses,” as used in this bylaw, shall have the same meaning as in section 5238(a) of the California Corporations Code.

**Section 10.2. Approval of Indemnity.** On written request to the Board by any person seeking indemnification under section 5238(b) or section 5238(c) of the California Corporations Code, the Board shall promptly determine under section 5238(e) of the California Corporations Code whether the applicable standard of conduct set forth in section 5238(b) or section 5238(c) has been met and, if so, the Board shall authorize indemnification.

**Section 10.3. Advancement of Expenses.** To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under Sections 10.1 and 10.2 above in defending any proceeding covered by those Sections shall be advanced by the Corporation before final disposition of the proceeding, on receipt by the Society of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the Society for those expenses.

**Section 10.4. Insurance.** The Society shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, directors, employees, and other agents, against any liability asserted against or incurred by any officer, director, employee, or agent in such capacity or arising out of the officer’s, director’s, employee’s, or agent’s status as such.

## ARTICLE XI

### RECORDS AND REPORTS

**Section 11.1. Maintenance and Inspection of Corporate Records.** The Society shall keep:

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

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

**Section 11.2. Maintenance and Inspection of Articles and Bylaws.** The Society shall keep at its Principal Office, or if its Principal Office is not in California, at its principal business office in this State, the original or a copy of the articles of incorporation and the bylaws, as amended to date, which shall be open to inspection by the Directors at all reasonable times during office hours.

**Section 11.3. Annual Report.** The Board shall cause an annual report to be sent to the members and the directors within one hundred twenty (120) days after the end of the Society's fiscal year. That report shall contain the following information, in appropriate detail, for the fiscal year:

- (a) The assets and liabilities, including the trust funds, of the Society as of the end of the fiscal year;
- (b) The principal changes in assets and liabilities of the Society, including trust funds;
- (c) The revenues or receipts of the Society, both unrestricted and restricted to particular purposes;
- (d) The expenses or disbursements of the Society for both general and restricted purposes; and
- (e) Any information required by Section 12.4 below.

The annual report shall be accompanied by any report thereon of independent accountants or, if there is no such report, by the certificate of an authorized officer of the

Society that such statements were prepared without audit from the Society's books and records.

**Section 11.4. Annual Statement of Certain Transactions and Indemnifications.** The Corporation shall annually prepare and furnish to the members and each Director a statement of any transaction or indemnification of the following kind within one hundred twenty (120) days after the end of the Society's fiscal year:

(a) Any transaction:

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

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

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

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

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

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

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

(b) Any indemnifications or advances aggregating more than \$10,000 paid during the fiscal year to any officer or Director of the Society under Sections 11.1 through 11.3 above.

**Section 11.5. Audited Financial Statements.** The Society may cause to be prepared financial statements audited by an independent auditor in accordance with generally accepted accounting principles. The engagement of the auditor and the review and approval of the audit shall be supervised by the Audit Committee as provided in Section 8.4 above. The audited financial statements shall be made available for inspection by the Registry of Charitable Trusts of the Office of the California Attorney General. They shall also be made available for inspection by the public as described in Section 12.6 below.

**Section 11.6. Public Inspection of Certain Documents.** The Society shall make the following documents available for public inspection on the same day that the request is made in person during regular business hours, within thirty (30) days after receiving a request by mail, or by posting the documents on the Internet in a manner that can be accessed, downloaded, viewed and printed by the public free of charge and without special hardware or software:

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

(b) Form 1023 (application for recognition of tax exemption) for the Society, including all supporting statements and documents, the Society's determination letter, and all correspondence from and to the Internal Revenue Service with respect to Form 1023; and

(c) The audited financial statements (if any) for the Society for the period prescribed by the California Attorney General.

**Section 11.7. Corporate Loans, Guaranties and Advances.** The Society shall not make any loan of money or property to or guaranty the obligation of any Director or officer or the Member on the security of its Membership in the Society, except as expressly allowed under California Corporations Code Section 5236.

## ARTICLE XII

### MISCELLANEOUS

**Section 12.1. Election to Dissolve.** The Society may elect to wind up and dissolve in any manner permitted by Section 6610 of the California Corporations Code or its successor statute.

**Section 12.2. Distribution Upon Dissolution.** On dissolution, all properties and assets remaining after payment, or provision for payment, of all debts and liabilities of the Society shall be distributed to a nonprofit fund, foundation, or corporation organized exclusively for charitable purposes, that has established its tax-exempt status under Section 501(c)(3) of the Code.

**Section 12.3. Electronic Transmission.** Communications between the Corporation and Members and Directors may be made by means of electronic transmission as hereinafter provided.

(a) Electronic transmission by the corporation means a communication (a) delivered by (1) facsimile telecommunication or electronic mail when directed to the facsimile number or electronic mail address, respectively, for that recipient on record with the corporation, (2) posting on an electronic message board or network which the corporation has designated for those communications, together with a separate notice to the recipient of the posting, which transmission shall be validly

delivered upon the later of the posting or delivery of the separate notice thereof, or (3) other means of electronic communication, (b) to a recipient who has provided an unprovoked consent to the use of those means of transmission for communications under this provision, and (c) that creates a record that is capable of retention, retrieval, and review, and that may thereafter be rendered into clearly legible tangible form.

**(b)** “Electronic transmission to the corporation” means a communication (a) delivered by (1) facsimile telecommunication or electronic mail when directed to the facsimile number or electronic mail address, respectively, which the corporation has provided from time to time to members and directors for sending communications to the corporation, (2) posting on an electronic message board or network which the corporation has designated for those communications, and which transmission shall be validly delivered upon the posting, or (3) other means of electronic communication, (b) as to which the corporation has placed in effect reasonable measures to verify that the sender is the member (in person or by proxy) or director purporting to send the transmission, and (c) that creates a record that is capable of retention, retrieval, and review, and that may thereafter be rendered into clearly legible tangible form.

**Section 12.4. Amendment.** These Bylaws may be amended by two-thirds (2/3) vote of the members present at the Biennial Business Meeting. Any proposed amendment to this Memorandum must be communicated to members, in accordance with the procedures set forth herein.

**CERTIFICATE OF SECRETARY**

I, the undersigned, do hereby certify:

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

That the foregoing Bylaws, comprising \_\_\_\_\_ (\_\_) pages, including this page, constitute the Bylaws of said Corporation, as duly adopted \_\_\_\_\_, 2008, and that they have not been amended or modified since that date.

Executed on \_\_\_\_\_, 2008 at \_\_\_\_\_.

\_\_\_\_\_  
\_\_\_\_\_, Secretary-General