



BY-LAWS
OF
THE INTERNATIONAL PELVIC PAIN SOCIETY

ARTICLE I

NAME AND PURPOSE

Section 1. Name.

The name of the nonprofit corporation is The International Pelvic Pain Society (hereinafter referred to as the “Society”).

Section 2. Office.

The society shall maintain in the State of Alabama a registered office and a registered agent at such office and may have other offices within or without the State of Alabama. The principal office of the Society for transaction of the business of the Society can be in a different location and will be supervised by the Society's Executive Director.

Section 3. Purpose.

The Society has two primary objectives: (a) To educate health care professionals how to diagnosis and manage chronic pelvic pain and associated disorders, thereby changing the lives of patients worldwide, and (b) To bring hope to men and women who suffer from chronic pelvic pain by significantly raising public awareness and impacting individual lives.

ARTICLE II

MEMBERS

Membership. The Nonprofit Corporation shall have several classes of members as determined by the Board of Directors from time to time. Each class of members shall have the rights specifically expressed in this Article.

Active Members. The Nonprofit Corporation shall have one class of members with voting rights and members of this class shall be known as Active Members. An active member must maintain membership by payment in full of his or her dues, unless dues are waived at the discretion of the Board of Directors. Active members in good standing shall have the right to vote on any matters properly coming before the membership, including the election of board members. Active members shall have all other rights reserved to voting members by these Bylaws, the Articles of Incorporation and applicable law. Active members may serve on the Board or Directors and as committee chairs. Dues for Active Members shall be set by the



Board of Directors from time to time and may be modified for the various Active Members based on the following sub-categories of Active Membership:

Physician Health Care Provider (MD, DO): Membership in this class is open to individuals who are clinicians who possess an unrestricted license to practice healthcare or healthcare-affiliated profession in the state, province or country of the member's residence.

Non-physician Health Care Provider (PT, DPT, WCS, PhD, NP, etc.): Membership in this class is open to individuals who are non-physician providers in good standing in their professional discipline.

Advocate (non-health care membership with interest in pelvic pain): Membership in this class is open to individuals who do not qualify for any of the other membership categories, but who have a special interest in pelvic pain, such as patient advocates, support group leaders, and fundraisers whose missions are consistent with that of the IPPS.

Retired/Emeritus: Membership in this class is open to individuals who have retired from their profession and wish to maintain membership. Payment of dues for emeritus members may be waived at the discretion of the Board of Directors.

Nonvoting Members. This corporation shall have four classes of members without voting rights. Each such class shall be defined as described in this Section and shall have only the rights and privileges designated in this Section. Members of any of the classes of membership described in this Section shall not have the right to vote on any matters coming before the membership. Members of any of the classes of nonvoting membership described in this Section may not serve on the Board of Directors or as committee chairs unless specifically permitted by the Board of Directors from time to time based on the following classes of nonvoting members:

Resident/Student: Membership in this class is open to individuals who are currently enrolled in an undergraduate, graduate medical program, or in residency training at an accredited school/program.

Fellow/Trainee: Membership in this class is open to individuals who have completed a residency and have elected to complete further training in a subspecialty field related to the practice/research of chronic pelvic pain.

Business Professional/Industry: Membership in this class is open to individuals who are employed by businesses, industries or other commercial entities affiliated with pelvic pain.

Honorary: Membership in this class is open to individuals who are elected by the Board of Directors as recognition of their contributions to the field of pelvic pain and/or the member's service to the Society. Honorary members are not required to pay dues.

ARTICLE III

BOARD OF DIRECTORS

Section 3.1. Powers and Number.

The Board of Directors shall have general power to control and manage the affairs and property of the Society in accordance with the purposes and limitations set forth in the Articles of Incorporation. The Board of Directors shall consist of the Chairman of the Board, President, Vice-President, Past-President, Secretary, Treasurer, and eight (8) Directors. The number of Directors with voting power shall not be less than three (3). Each Officer and Director shall serve without financial remuneration. Each Officer and Director must be an Active Member in good standing. Officers must have previously served as a Director. The Secretary shall be elected by a plurality or majority vote of the membership and then shall ascend each year in sequence to Treasurer, then Vice-President, then President, then Past-President unless removed from office by a majority vote of the Board. Vacancies that occur in the Board of Directors may be filled for the unexpired term by a majority vote of the Board of Directors. Directors shall be elected by a plurality or majority vote of the membership. A vote of the membership to elect the Secretary and Board of Directors shall occur each year prior to the start of a new term of office on the subsequent January 1st.

Section 3.2. Officers

a) Secretary: The Secretary shall hold office for a term of one year. After one year in office the Secretary becomes the Treasurer. Term of office starts January 1st of the year after election. The Secretary shall: (a) employ, with the approval of the Board of Directors, such secretarial assistance as is necessary under the direction of the Chairman of the Board; (b) keep accurate records of all the activities of the Society; (c) give prompt attention to all correspondence; (d) keep an accurate list of (1) members, (2) applicants for membership, (3) members suspended or expelled and dates of suspension or expulsion, and (4) members reinstated and the date of same; (d) provide all new members with a copy of the Bylaws; (e) publish and send Newsletters; (f) send notice of the time and place of the Annual Meeting by Newsletter to all members at least three (3) months prior to the meeting; (g) arrange for meetings of the Board of Directors and send notices of all regular and special meetings to all members of the Board of Directors at least fifteen (15) days prior to the meeting, (h) keep the minutes and all records of such meetings; (i) keep accurate minutes of the Annual Business Meeting and send one (1) copy to every member of the Board of Directors; (j) obtain the names of all committee members for the coming year from the Board within sixty (60) days after the Annual Meeting and notify them in writing; (k) make an annual report of all his or her activities on behalf of the Society to the Board of Directors at the Annual Business Meeting and to members of the Society at the Annual Business Meeting.

b) Treasurer: The Secretary shall assume the office of Treasurer on January 1st after completing a one-year term in office as Secretary. The term of office as Treasurer shall be one (1) year. The Treasurer shall: (a) keep an accurate record of all assets of the Society and keep

them in the name of the Society; (b) disburse the monies of the Society only by the authority of the Board of Directors; (c) keep a journal, ledger, and alphabetical list of all members indicating the state of their accounts with the Society; (d) be responsible for the collection of all dues and assessments, both current and delinquent; (e) report delinquent members promptly to the Secretary and to the Board of Directors; (f) Ensure that the Society maintains financial records and reporting practices in compliance with all applicable federal and state laws and regulations. At least annually, the Board of Directors shall vote on whether an independent audit of the Society's financial statements should be conducted by a certified public accountant. Any audit required by law or approved by the Board of Directors shall be presented to the Board of Directors and reported to the membership at the Annual Business Meeting. (g) recommend to the Board of Directors the need for any special assessments; (h) be responsible for setting the budgets, subject to approval of the Board of Directors, for the Annual Meeting; (i) report annually to the Board of Directors on the assets held by the Society, the existence of which must be verified by the certified public accountant and the Finance Committee; (j) take such other action as directed by the Board of Directors.

c) Vice-President: The Treasurer shall assume the office of Vice-President on January 1st after completing a one-year term in office as Treasurer. The term of office as Vice-President shall be one (1) year. In the absence or inability of the President to act, the Vice President shall perform all the duties and may exercise any of the powers of the President. The Vice-President shall chair the Program Committee and have general oversight responsibility for the Annual Meeting scheduled during his or her term in office. Direct responsibility for the Annual Meeting program is delegated to a Scientific Program Director(s) selected by the Board of Directors.

d) President: The Vice-President shall assume the office of President on January 1st after completing a one-year term in office as Vice-President. The term of office as President shall be one (1) year. The President shall serve as a member of the Program Committee for the Annual Meeting and as ex-officio, voting member of all Standing Committees as he or she sees appropriate. The President shall in collaboration with the Chairman of the Board develop goals for the Nonprofit Corporation during his or her year in office. He or she shall keep the Board of Directors fully informed and report to the Board regarding these goals. The President is responsible for approval of all appointments to committees of the Nonprofit Corporation. The President shall also have such other powers and perform such other duties as the Board of Directors may from time to time prescribe. The President also shall provide guidance to the Chairman of the Board regarding long-term planning goals of the Nonprofit Corporation.

e) Chair: The Chair is elected by the Board and serves for a five-year term at the discretion of the Board with a review at three years, with the option of one-time re-election for a second term. The Chair is responsible for driving the long-range vision of the Nonprofit Corporation with direction by the President and Board. The Chair shall be the public spokesperson for the Nonprofit Corporation but may delegate this responsibility to other Board members as appropriate. The Chair shall conduct business meetings. Meeting agendas are the responsibility of the Chair and President. The Chair shall coordinate committees and provide financial oversight. The Chair shall have the power to sign alone, unless the Board of Directors specifically requires an additional signature, in the name of the Nonprofit Corporation, all

contracts authorized either generally or specifically by the Board of Directors. The Chair shall recommend Active Members to vacancies on all standing committees and the Chairs of the committees for approval by the President. The Chair shall appoint special committees authorized by the Board of Directors. The Chair may call Special Meetings of the Board of Directors. The Chair shall direct the attention of the Board of Directors to all matters pertaining to the interpretation of the Bylaws and to all matters of discipline of members. The Chair shall be a member of the Program Committee for the Annual Meeting, a member of the Finance Committee and an ex-officio, non-voting member of all Standing Committees as is deemed appropriate. The Chair shall vote on decisions of the Board of Directors only on the occasion of a tie vote.

f) Past-President: The President shall assume the office of Past-President on January 1st after completing a one-year term in office as President. The term of office as Past-President shall be one (1) year. The Past-President shall chair the nominating committee.

g) The officers shall comprise “the Executive Committee”. The Executive Committee is empowered and may, on occasion, make policy and/or other decisions, but remain primarily advisory to the Board to present issues to the Board for decisions on matters of the Society.

Section 3.3 Members of the Board of Directors.

There shall be two (2) classes of directors, to be known as the Class A Directors, Class B Directors and Class I Director. All Directors are elected for terms of two (2) years. Class A Directors and the Class I Director are elected in even years and Class B Directors in odd years. There shall be four (4) Directors in both Class A and B. There shall be (1) Director in Class I. This Director is required to practice outside of the United States. International Candidates can also be elected as a Class A or Class B directors. There must be at least one international Director on the Board of Directors at all times. If the Class I Directorship is vacated for any reason, a new International Director will be nominated by the Nominations Committee and elected by a majority vote of the Board of Directors.

Section 3.4. Removal from Office

Any Director or Officer may be removed at any time, with or without cause, by a vote of a majority of the entire Board.

Section 3.5. Resignation.

Any Director or Officer may resign from office at any time by delivering a resignation in writing to the Chair of the Board, and the acceptance of the resignation, unless required by its terms, shall not be necessary to make the resignation effective.

Section 3.6. Vacancies and Newly Created Directorships.

Except as provided for herein, any newly created directorships and any vacancies on the Board of Directors arising at any time and from any cause may be filled at any meeting of the Board of Directors by a majority of the directors then in office, regardless of their number, and the directors so elected shall serve for the unexpired term of his predecessor in office.

Section 3.7. Place, Time and Mode of Meetings.

The Board of Directors shall hold an annual meeting at a time and place fixed by the Board of Directors. A special meeting may be called at any time by the President or Chair of the Board or by written demand of one-third (1/3) of the entire Board at any time and place specified by them. The members of the Board may participate in any meeting of such Board by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time and participation by such means shall constitute presence in person at a meeting.

Section 3.8. Notice of Meetings.

Notice of the time and place of each regular, special or annual meeting of the Board, and, to the extent possible, a written agenda stating all matters upon which action is proposed to be taken, shall be electronically transmitted or be mailed to each director, postage prepaid, addressed to him or her at his or her residence or usual place of business (or at such other address as he or she may have designated in a written request filed with the Secretary), at least fifteen (15) days before the day on which the meeting is to be held; provided, however, that notice of special meetings to discuss matters requiring prompt action may be sent to him or her at such address by telephone, no less than forty-eight (48) hours before the time at which such meeting is to be held. Notice of a meeting need not be given to any director who submits a signed waiver of notice whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to him or her.

Section 3.9. Quorum and Voting.

At all meetings of the Board of Directors, a majority of the entire Board shall constitute a quorum for the transaction of business. Except as otherwise provided by law or these By-Laws, the vote of a majority of the directors present at the time of the vote shall be the act of the Board.

Section 3.10. Action by the Board.

Any action required or permitted to be taken by the Board or by any committee thereof may be taken without a meeting if all members of the Board or the committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consent shall be filed with the minutes of the proceedings of the Board or committee. Participation of one or more directors by conference telephone allowing all persons participating in the meeting to hear each other at the same time shall constitute presence at a meeting.

Section 3.11. Committees of the Society.

(a) The Board, by resolution adopted by a majority of the entire Board, may establish and appoint standing committees. The Chair of the Board shall appoint the committee chair and committee members, with approval of the President. Each committee so appointed shall include one or more directors. Special or ad hoc committees, at the direction of the Board, may be appointed by the Chair of the Board with approval of the President and shall have only the powers specifically delegated to them by the Board.

(b) Standing Committees. The Board of Directors shall establish the following standing committees: Finance Committee, Nominations Committee, Program Committee, Bylaws Committee, Membership Committee, Medical Education Committee, Research Committee, Ethics, Professionalism and Equality Committee, and Patient Education Committee.

(c) Committee Membership. All committee members shall be Active Members of the Society. Individuals who are not members of the Society may participate in committee activities when additional expertise is required, provided such participation is approved by the Board of Directors.

(d) Committee Composition and Chairs.

a. Finance Committee. The Finance Committee shall be chaired by the Treasurer and shall include the President, the Chair of the Board, and two (2) Directors nominated by the Treasurer and approved by the President.

b. Nominations Committee. The Nominations Committee shall be chaired by the Past President and shall include the President and the Chair of the Board. The Nominations Committee shall be responsible for preparing nominations for election to the office of Secretary and to the Board of Directors, subject to approval by the Board of Directors.

c. Program Committee. The Program Committee shall be chaired by the Vice President and shall include the President, the Chair of the Board, the Program Director, and such additional members as may be appointed by the Chair of the Board with approval of the President.

d. Bylaws Committee. The Bylaws Committee shall be chaired by the Chair of the Board and shall include the Secretary and the Vice President.

e. Past Presidents Committee. The Past Presidents Committee shall consist of all Past Presidents of the Society who are Active Members of the Society.

(e) Committee Appointment and Tenure. All other committees and committee chairs are appointed by the Chair of the Board, with approval of the President. Tenure on any committee is at the discretion of the Chairman of the Board with approval by the President.

(f) Committee Representation. The membership of all committees shall include at least one Board member, except for the Ethics Professionalism and Equality Committee which will consist of at least 4 IPPS members of which at least 2 must be non-Board of Directors members.

Section 3.12. Remuneration to Directors and Officers - No director of the Nonprofit Corporation shall receive any compensation, remuneration or other emolument for services

rendered as a director or officer of the Nonprofit Corporation other than reimbursement of actual expenses incurred in the discharge of duties as such; and no loans shall be made by the Nonprofit Corporation to any of its directors or officers. The Chair of the Board may be compensated for duties at the discretion of the Board of Directors.

Section 3.13. Legal Proceedings. The Board of Directors may institute and defend any and all suits or legal proceedings in any court relating to the Nonprofit Corporation, employ counsel and compromise or submit to arbitration all matters of dispute in which the Nonprofit Corporation may be involved, as the Board of Directors may deem necessary and proper.

ARTICLE IV

ADVISORY AND HONORARY BOARDS

Section 4.1. Powers.

- (a) Advisory Board. The Board of Directors may appoint from time to time any number of persons as non-voting advisors of the Nonprofit Corporation to act either singularly or as a committee or committees. To be referred to collectively as the Advisory Board. Each advisor shall hold office at the pleasure of the Board of Directors and for a term not exceeding 3 years and shall have only the authority or obligations as the Board of Directors may from time to time determine. An advisory board member, serves a term of three years that may be renewed for an additional three-year term at the discretion of the Board. Investment managers, accountants, attorneys, and plan administrators are not “advisors” pursuant to this article.
- (b) Honorary Board. The Board of Directors may appoint from time to time any number of persons as non-voting honorary members of the Board of the Nonprofit Corporation to be referred to as the Honorary Board. Honorary Board Members are individuals who have rendered distinguished service to the Corporation, including former Board Directors, major contributors, or community leaders. Each honorary board member serves a term of two years renewable at the Board of Director’s Discretion and shall have only the authority or obligations as the Board of Directors may from time to time determine.

Section 4.2. No Compensation. No advisor or honorary board member of the Nonprofit Corporation shall receive, directly or indirectly, any salary or compensation for any service rendered to the Nonprofit Corporation except that the Board of Directors may authorize reimbursement of expenditures reasonably incurred on behalf of activities for the benefit of the Nonprofit Corporation.

ARTICLE V

CONTRACTS, CHECKS, BANK ACCOUNTS AND INVESTMENTS

Section 5.1. Checks, Notes and Contracts. The Board of Directors is authorized to select the banks or depositories it deems proper for the funds of the Nonprofit Corporation. The Chair of the Board shall be authorized from time to time on the Nonprofit Corporation's behalf to sign checks, drafts or other orders for the payment of money, acceptance, notes or other evidence or indebtedness, to enter into contracts or to execute and deliver other documents and instruments.

Section 5.2. Investments. The Board of Directors is authorized to retain, invest or reinvest the funds of the Nonprofit Corporation in such property, real, personal or otherwise, including, but not limited to, stocks of any class, shares of mutual funds, bonds and debentures, real estate investment trusts, or shares of interests in common trust funds, as the Board of Directors may deem desirable. The Board of Directors is authorized to hire one or more individuals, stock brokerage firms, associations or corporations acting as broker, investment advisor or otherwise ("the Investment Advisors"), to invest or reinvest the funds of the Nonprofit Corporation, and to hire accountants and attorneys to conduct other matters as the Board of Directors may deem desirable. Notwithstanding the foregoing, the Board of Directors shall not authorize (i) any loan made by the Nonprofit Corporation to the directors and officers of the Nonprofit Corporation; (ii) any acts which violate the self-dealing provisions of Section 4941 of the Internal Revenue Code of 1986, as amended (the "Code"); or (iii) any acts which violate the intermediate sanctions provisions of Section 4958 of the Code.

Section 5.3. Gifts. The Board of Directors, in its discretion, may accept on behalf of the Nonprofit Corporation any contribution, gift, bequest or devise for any purpose of the Nonprofit Corporation.

ARTICLE VI

BOOKS AND RECORDS

There shall be kept at the office of the Nonprofit Corporation correct books of account of the activities and transactions of the Nonprofit Corporation, including a minute book, which shall contain a copy of the Articles of Incorporation, a copy of these By-Laws, and all minutes of meetings of the Board of Directors.

ARTICLE VII

FISCAL YEAR



The fiscal year of the Nonprofit Corporation shall be determined by the Board of Directors.

ARTICLE VIII

EXCULPATION OF MEMBERS OF THE BOARD OF DIRECTORS

No member of the Board of Directors of the Nonprofit Corporation shall be liable to anyone for any acts on behalf of the Nonprofit Corporation or any omissions with respect to the Nonprofit Corporation omitted by such person, except for his own willful or wanton misconduct, fraud or gross negligence. No member of the Board of Directors shall be liable to anyone for any act of neglect or default on the part of any one or more of the other Board members in the absence of specific knowledge on the part of such Board member of such willful or wanton misconduct, fraud or gross negligence.

ARTICLE IX

IMMUNITY OF VOLUNTEERS AND INDEMNIFICATION OF BOARD MEMBERS AND OFFICERS

Section 9.1. Limitation of Liability. The members of the Board of Directors and the officers of the Nonprofit Corporation shall receive the full benefit of the immunity provided by The Volunteer Service Act, as set forth in § 6-5-336, Code of Alabama (1975), as well as the protection provided by § 10-11-1, et seq., Code of Alabama (1975). Liability of a Board member or officer of the Nonprofit Corporation is not eliminated or limited to the extent such person acts or omits to act in a manner which amounts to willful or wanton misconduct, fraud or gross negligence. Any amendment or repeal of this Section shall be prospective only and shall not adversely affect any limitation on the liability of a Board member or officer existing at the time of such amendment or repeal. In addition to the foregoing, a Board member or officer of the Nonprofit Corporation shall not be liable to the fullest extent permitted by any provisions of the statutes of Alabama hereafter enacted that further limits the liability of a Board member or officer.

Section 9.2. Right to Indemnification. Members of the Board of Directors and officers of the Nonprofit Corporation shall be indemnified by the Nonprofit Corporation to the fullest extent allowable, including attorneys' fees, under the Alabama Nonprofit Corporation Act, more specifically § 10-3A-20(14) of the Code of Alabama (1975), or the provisions of any other applicable law.

Section 9.3. Insurance. The Nonprofit Corporation may purchase and maintain insurance, at its expense, to protect itself or any person who is or was serving as a Board member or officer, whether or not the Nonprofit Corporation would have the power to indemnify such person against such expense, liability or loss under this Article X.



Section 9.4. Savings Clause. If this Article X or any portion hereof shall be invalidated on any ground by any court of competent jurisdiction, then the Nonprofit Corporation shall nevertheless indemnify and hold harmless each Board member and officer as to costs, charges and expenses (including attorneys' fees), judgments, fines and amounts paid in settlement with respect to any action, suit or proceeding, whether civil, criminal, investigative or administrative to the full extent permitted by any applicable portion of this Article IX that shall not have been invalidated and to the fullest extent permitted by applicable law.

ARTICLE X

AMENDMENTS

These By-Laws may be amended by a majority vote of the general membership of the Society. Proposed changes in these By-Laws will be presented by the President to the membership at the Annual Meeting and shall be voted on at the Annual Meeting. In urgent matters regarding the need to amend these By-Laws the Board has the authority to have a vote of the membership by ballot at other times than the Annual Meeting.