

International Fetal Medicine and Surgery Society

BYLAWS

Section 1

NAME AND OBJECT

Name. The name of the Society shall be The International Fetal Medicine and Surgery Society (IFMSS), d.b.a. the International Fetal Medicine and Surgery Foundation.

A. Objectives. The objectives of the Society shall be as follows:

1. To promote and encourage the development and advancement of the field of fetal diagnosis and therapy;
2. To advance the cause of education and scientific research relating to the field of fetal diagnosis and therapy or other reasonably related medical or scientific pursuits; and
3. To promote the establishment of a mutually beneficial relationship among its members.

Section 2

OFFICERS

The Officers of the Society shall consist of the President, the Secretary/Treasurer (who also holds the position of President of the Foundation) and the Archivist. Additional officers may be appointed or elected by the Executive Committee.

Section 3

EXECUTIVE COMMITTEE

The Executive Committee of the Society shall consist of:

The President
The Secretary/Treasurer
The Immediate Past President
The Past President from the previous year

The President-Elect
The Incoming President
The Archivist
At Large Past President

- A. The Executive Committee shall conduct all business of the Society between general meetings.
- B. Committees may be appointed from time to time as determined by the Executive Committee.

Section 4 PRESIDENT

The President shall organize and host the Annual Scientific Meeting. He/she will select the time and the place for the meeting, and oversee all the arrangements necessary to ensure the smooth running of the meeting. He/she shall preside over all general meetings and all meetings of the Executive Committee, from the end of the preceding Annual Scientific Meeting until the end of the Annual Scientific Meeting that the President hosts. The President will be responsible for conducting all fiscal matters related to the Annual Meeting of the Society. All finances will be resolved within 90 days of the conclusion of the meeting, a report of said finances will be generated and sent to the Secretary/Treasurer of the Society and excess funds will be transferred to the operating account of the Society or to the Foundation. He/she shall also have such other powers and perform such other duties as may be required by him/her, from time to time, by the Executive Committee. He/she may also appoint permanent or ad hoc committees as he/she may be authorized to appoint by the Executive Committee, from time to time, and he/she may define the duties of such Committees. The President shall be elected by the members of the Society attending the Annual Scientific Meeting three (3) years in advance of the meeting he/she will host. Election will be by a simple majority through a show of hands at the Meeting. He/she shall serve for a term of one (1) year following the year term as President-Elect. The President shall not be allowed to hold office for two (2) consecutive terms or to hold office more than once in a period of five (5) consecutive years.

Section 5 PRESIDENT-ELECT

The President-Elect automatically becomes the President at the end of the Annual Scientific Meeting immediately preceding the Annual Scientific Meeting that he/she is scheduled to host. The President-Elect assumes the responsibility of the President in the event that the President is not able to conduct the official duties.

Section 6 INCOMING PRESIDENT

Nominations for the Incoming President will be determined by the Executive Committee at their annual board meeting held prior to the Annual Business Meeting of the Society. The Incoming President shall be elected by the members attending the Annual Scientific Meeting two (2) years in advance of the meeting that he/she will host. Election will be by a simple majority through a show of hands at the Meeting. He/she will serve as the Incoming President for a one (1) year term following which he/she automatically becomes the President-Elect.

Section 7
SECRETARY/TREASURER

Nominations for the Secretary-Treasurer will be determined by the Executive Committee at their Annual Board Meeting held prior to the Annual Business Meeting of the Society. The Secretary/Treasurer shall be elected by the members attending the Annual Scientific Meeting for a term of three (3) years. Election will be by a simple majority through a show of hands at the Meeting. The Secretary-Treasurer shall serve concurrently as the President of the International Fetal Medicine and Surgery Society Foundation. He/she shall be present at all Annual General Meetings and shall be present at all meetings of the Executive Committee. He/she shall keep a record of the proceedings of all Annual Business Meetings of the Society as well as all meetings of the Executive Committee. He/she shall keep a list of Members, and maintain a list of all Members, including their mailing addresses and e-mail addresses. He/she shall serve all notices required by law or the Bylaws of the Society. In his/her role as Treasurer, he/she shall reside within the United States as required by the U.S. Internal Revenue Service to assure the tax exempt status of the organization. He shall receive contributions and dues, pay all bills, and present the accounts at the Annual General Business Meeting. He shall furnish and keep a full set of books of account, showing every detail of the Society/Foundation's account, and all receipts and disbursements of every name and nature, the amount of cash on hand, and the amount of money owed by the Society or owing to it, and such other information as may be, in the judgement of said Secretary/ Treasurer, pertinent, or such as may be required by the Executive Committee. In cases of his/her absence, refusal or inability to act, his/her duties may be performed by any person whom the Executive Committee may direct.

Section 8
ARCHIVIST

Nominations for the Archivist will be determined by the Executive Committee at their Annual Board Meeting held prior to the Annual Business Meeting of the Society. The Archivist shall be elected by the members attending the Annual Scientific Meeting for a term of five (5) years. Election will be by a simple majority through a show of hands at the Meeting. He/she will maintain an electronic record of all the programs of each meeting, and other pictorial and documentary records as are deemed appropriate. When he/she relinquishes his/her position, he/she will pass all these records on to the incoming Archivist.

Section 9
AT LARGE PAST PRESIDENT

Nominations for the At Large Past President will be determined by the Executive Committee at their Annual Board Meeting held prior to the Annual Business Meeting of the Society. The At Large Past President shall be elected by the Members attending the Annual Scientific Meeting for a term of three (3) years. Election will be by a simple majority through a show of hands at the Meeting.

Section 10

POWER OF EXECUTIVE COMMITTEE

- A. General Powers of Members of the Executive Committee. The Executive Committee shall have the management of the business of the Society, and subject to the restrictions imposed by law, by the Articles of Incorporation or by these Bylaws, may exercise all of the powers of the Society.
- B. Specific Powers of Members of the Executive Committee. Without prejudice to such general powers, it is hereby expressly declared that the Members of the Executive Committee shall have the following powers, to wit:
1. To adopt and alter a common seal of the Society.
 2. To make and change regulations consistent with these Bylaws for the management of the Society's business and affairs.
 3. To prescribe the duties of all officers and employees of the Society; to fix their compensation if any and require from them security for faithful service, if they so deem necessary; and in their discretion, from time to time, to devote the powers and duties of any officer upon any other person for the time being.
 4. To nominate members of the Executive Committee for approval by the general membership.
 5. In the event of a resignation of any Member of the Executive Committee or the inability of any Member to serve, the Executive Committee may appoint an interim Member from one of the Past Presidents, until such time as the Member of the Executive Committee that the appointed person is replacing would have completed his/her term of service on the Executive Committee.
 6. To determine dues and assessments of the membership as required.
 7. To appoint such committee or committees on any subject within the powers of the Corporation's Articles of Incorporation and to define the powers and duties of such committees.
 8. To pay for any property purchased by the Corporation, either wholly or partly in money, bonds, debentures, or other securities of the Corporation.
 9. To borrow money and to make and issue notes, bonds and other negotiable and transferable instruments, mortgages, deeds of trust, trust agreements and to do every act and thing necessary to effectuate the same.
 10. To select and designate such bank or trust company as they may deem advisable, as official depository of the funds of the Society/Corporation and to prescribe and order the manner in which such deposits can be made and/or withdrawn.

11. To establish various awards in the name of the Society.

- C. Compensation of Members of the Executive Committee. Members of the Executive Committee shall not receive any stated salary for their service as Members of the Executive Committee. The President will receive a waiver of fees for attendance at the meeting he/she is hosting. The remaining members of the Executive Committee shall receive no reduction or waiver of any fees required to attend the Annual Meeting. They shall be responsible for their own registration fees and accommodation. Nothing herein contained shall be construed to preclude any Director from serving the Society in any other capacity and receiving compensation therefore.
- D. Quorum. A quorum of the Executive Committee shall consist of one-half (1/2) of its duly elected members. The President will abstain from all general votes of the Executive Committee unless a majority decision cannot be obtained. In this case, the President will cast the deciding vote.

Section 11 COMMITTEES

- A. Formation of Committees. The Executive Committee may, by resolution or resolutions, passed by a majority of the whole Executive Committee, designate and appoint such committee or committees on any subject within the powers of the Society; such committee or committees to have such powers, to exercise such duties or to perform such services as may be prescribed, from time to time, by the Executive Committee.
- B. Rules governing Committees. Each committee formed by the Executive Committee shall be governed by such rules and regulations as the Executive Committee by resolution may adopt from time to time.
- C. Minutes and Reports. Each committee shall keep regular minutes of their proceedings and report the same to the Executive Committee when required.

Section 12 MEMBERSHIPS

- A. Membership Categories. Membership categories of IFMSS shall consist of active members, senior members, and honorary members. Other membership categories may be established after consideration by the Executive Committee and approval by the majority of Members of this Society.
- B. Active Memberships. An active member is defined by the following criteria:

1. The member must have an interest in fetal diagnosis, fetal therapy or fetal surgery, or any related field with a specific interest in fetal diagnosis and therapy.
 2. The member must attend the Annual Meeting.
 3. Failure to attend two of three (3) consecutive Annual Meetings will result in the Member's name and address being removed from all mailing lists. Exceptions will be made in extraordinary circumstances. These should be emailed or sent by regular mail to the Secretary/Treasurer.
 4. The member must pay dues and subscribe to the journal *Fetal Diagnosis and Therapy* on an annual basis. Failure to pay these dues and subscription by the date of the Annual Meeting of the Society will result in forfeiture of membership. The Secretary/Treasurer will contact the members by email that have not paid their dues and notify them of a 90 day grace period for payment. Lack of payment by 90 days after the first day of the Annual meeting will result in removal of the individual's name from the membership list. Said individual will be notified by email of this action by the Secretary/Treasurer.
- C. Senior Memberships. A senior member is an active member of age 65 or more or retired from active clinical practice. A senior member is not required to pay dues, but will be expected to pay a full registration fee if he/she attends the Annual Meeting. A senior member may elect to continue to subscribe to the journal *Fetal Diagnosis and Therapy* at the discounted member rate.
- D. Honorary Memberships. An honorary member is one who is proposed by the Executive Committee and elected by the Members attending the Annual General Meeting. The offer of Honorary Membership is to be reserved for outstanding individuals in some field related to Fetal Diagnosis or Fetal Therapy. Either of the preceding terms can be broadened as required by the Executive Committee to allow the inclusion of a particularly worthy individual. He/she may attend all general meetings and is permitted to vote at the business meetings, but is not required to pay annual dues, apart from the costs of registering and attending the meeting.

Section 13

MEMBERSHIP DUES

Membership dues will consist of a discounted subscription to the journal *Fetal Diagnosis and Therapy*. Additional dues may be levied from time to time as determined by the Executive Committee. These fees will be included by the President in the registration fee for the Annual Meeting. Members not attending the meeting will receive email notification from the Secretary/Treasurer of their need to pay the annual dues. Members of the Society with Senior Membership status are exempt from paying dues.

Section 14
ANNUAL MEETING OF MEMBERS

- A. Date and Place. The Society shall meet annually at such place as the Executive Committee may designate, on the day which in its judgement will be most convenient for a majority of the members in each year. It is the intent that the annual meeting will be held in conjunction with the Annual Scientific Meeting. It is also the intent of this provision that the Annual Meeting be held outside of the North American continent at least every other year.
- B. Voting. At each annual meeting, each member shall be entitled to one (1) vote, and at which meeting such business may be transacted as may be found, from time to time, necessary, desirable or useful.
- C. Special Meetings. Special meetings of the Society may be called by the President, the Secretary/Treasurer, or any two (2) Members of the Executive Committee from time to time, and shall be held at such place as the Executive Committee may, from time to time, determine or may be called by any Member of the Executive Committee for the purpose of electing a member of the Executive Committee in the event for any reason vacancies shall occur in the Executive Committee. In general, such meetings should be held by means of an international teleconference.
- D. Notice. Notice of the calls for any Annual or Special Meeting of the Regular Members of this Society shall be given by the Secretary/Treasurer or such other officers as the Executive Committee may from time to time determine, to each member not less than thirty (30) days prior to the date of the holding of such meeting, whether annual or special. For a normal Annual Meeting, due notice shall be deemed to have been given by the fact that notice of the Annual Scientific Meeting has been advertised on the Meeting web site.

Section 15
TERMINATION OF MEMBERSHIP

- A. Termination by Member. Any Member, regular or otherwise, may terminate his membership at any time upon email or written notification to the Secretary/Treasurer of this Society, effective on the date of such resignation.
- B. Termination by Corporation. The Society at its option may terminate any membership of whatever class for any infraction of the Bylaws, rules and/or regulations of this Society or for other good and valid reason, as the Executive Committee of this Society shall determine.
- C. Duration of Membership. All memberships of whatever class shall be for the life of such member or until otherwise terminated.

Section 16
LIABILITY AND INSURANCE

- A. Liability of Members. No member of the Society, either regular or otherwise, personally or otherwise is liable for any of the debts, liabilities and/or obligations of this Society.
- B. Indemnification. The Corporation shall have the authority, as described under Pennsylvania Corporations Code, to indemnify its agents.
- B. Insurance. The Society shall have the authority, as described under section of the Pennsylvania Corporations Code, to purchase and maintain insurance on behalf of any agent of the Society against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such.

Section 17 DONATIONS

This Society may accept gifts, legacies, donations, and/or contributions and in any amount and any form from time to time upon such terms and conditions as may be decided from time to time by the Executive Committee.

Section 18 MISCELLANEOUS PROVISIONS

- A. Corporate Seal. The Corporate Seal of the Society shall be in such form as the Executive Committee shall determine and shall contain the name of the Society, the date and state of its creation and such other matters as the Executive Committee in their discretion may determine. Said seal be used by causing it or a facsimile thereof to be impressed, affixed, reproduced or otherwise attached to any document.
- B. Principal Office: The principal office shall be established and maintained in the county of Bergen, state of New Jersey.
- C. Other Offices: Other offices of the Society may be established at such places as the Executive Committee may from time to time designate, or the business of the Society may require.
- D. Checks, Drafts, Notes: All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Society for all debts of the Society shall be executed in accordance with such policy as the Executive Committee shall determine from time to time.
- E. Notice and Waiver of Notice: Whenever any notice is required by these Bylaws to be given, personal notice is not meant unless expressly so stated; and any notice so required shall be deemed to be sufficient if given by depositing the same in a post office box in a sealed post paid wrapper, addressed to the person entitled thereto at his last known post office address, or sent to the last known e-mail address and such notice shall be deemed to have been given on the day of such mailing. Any notice required to be given under these Bylaws may be waived by the person entitled thereto. Members not entitled to vote shall be entitled to receive notice of any meetings except as otherwise provided by statute.
- F. Assent to Meeting: Any action of the majority of the Executive Committee although not at a regularly called meeting, and the record thereof is assented to in writing by all of the other members of the Executive Committee, shall always be as valid and effective in all respect as if passed by the Executive Committee at a regular meeting.
- G. Conduct of Proceedings: The proceedings of the association shall be conducted under Robert's Rules of Order (Revised).

Section 19
FISCAL YEAR

The fiscal year of this Society shall be the calendar year.

Section 20
AMENDMENTS

The Bylaws may be amended by the affirmative vote of three-fourths (3/4ths) of all the members responding to a written or email ballot, provided a motion to submit the amendment of the membership has been made and passed at the previous Annual Meeting.

Section 21
NON-PARTISAN ACTIVITIES

This Corporation has been formed under the Pennsylvania Mutual Benefit Corporation Law for the purpose described herein above, and it shall be non-profit and non-partisan. No substantial part of the activities of the Society shall consist of the publication or dissemination of materials with the purpose of attempting to influence legislation, and the Society shall not participate or intervene in any political campaign on behalf of any candidate for public office or for or against any cause or measure being submitted for the people for vote. The Society shall not, except in an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purpose described above.

Section 22
DEDICATION OF ASSETS

The properties and assets of this non-profit Corporation are irrevocably dedicated to fulfilment of the objectives of this corporation as set forth in Section 1 hereof. No part of the net earnings, properties, or assets of this Corporation, on dissolution or otherwise, shall inure to the exclusive benefit of any private person or individual, or any member or member of the Executive Committee of this Society except in fulfilment of said objectives. On a liquidation or dissolution, all Properties and assets and obligations shall be distributed pursuant to the non-profit provisions of the Pennsylvania Corporations code then in effect.

Approved by the Executive Committee: 03/17/2004

Approved by the General Membership: 03/17/2004

Amendments to the Bylaws

Section 7
SECRETARY/TREASURER

Nominations for the Secretary/Treasurer will be determined by the Executive Committee at their Annual Board Meeting held immediately prior to the Annual Business Meeting of the Society. The Secretary/Treasurer shall be elected by the members attending the Annual Scientific Meeting for a term of three (3) years. Election will be by a simple majority through a show of hands at the Business Meeting of the Society. The Secretary/Treasurer shall be present at all Annual Business Meetings of the Society and shall be present at all meetings of the Executive Committee. He/she shall keep a record of the proceedings of all Annual Business Meetings as well as all meetings of the Executive Committee. He/she shall keep a list of Members, and maintain a list of all members, including their mailing and e-mail addresses. He/she shall serve all notices required by law or by the Bylaws of the Society. In his/her role as Treasurer, he/she shall reside within the United States as required by the U.S. Internal Revenue Service to assure the tax exempt status of the organization. He/she shall receive dues, pay all bills, and present the accounts at the Annual Business Meeting. He/she shall furnish and keep a full set of books of account, showing every detail of the Society's account, and all receipts and disbursements of every name and nature, the amount of cash on hand, and the amount of money owed by the Society or owing to it, and such other information as may be, in the judgement of said Secretary/Treasurer, pertinent, or such as may be required by the Executive Committee. These accounts must comply with Generally Accepted Accounting Principles. The Secretary/Treasurer must present an Annual Statement of Accounts detailing money received, disbursements and the current state of the financial position of the Society at the Annual Business Meeting of the Society. In cases of his/her absence, refusal, inability, or incapacity to act, his/her duties may be performed by any person whom the Executive Committee may direct.

Section 8

PRESIDENT OF THE INTERNATIONAL FETAL MEDICINE AND SURGERY FOUNDATION

The President of the International Fetal Medicine and Surgery Society Foundation shall be a voting member of the Executive Committee. He/She will hold in trust the funds ascribed to the International Fetal Medicine and Surgery Society Foundation. He/she will provide funds for the VandenBerghe-Storz Travelling Fellowships to be awarded to Young Investigators to assist them to travel to the Annual Scientific Meeting of the Society to present their research. He/she shall furnish and keep a full set of books of account, showing every detail of the Foundation's accounts, and all receipts and disbursements of every name and nature, the amount of cash on hand, and the amount of money owed by the Foundation or owing to it, and such other information as may be or such as may be required by the Executive Committee. These accounts must comply with Generally Accepted Accounting Principles. In his/her role as President of the International Fetal Medicine and Surgery Society Foundation, he/she shall reside within the United States as required by the U.S. Internal Revenue Service to assure the tax exempt status of the organization. The President of the International Fetal Medicine and Surgery Society Foundation must present an Annual Statement of Accounts detailing money received, money disbursed and the current state of the financial position of the Foundation at the Annual Business Meeting of the Society. The Annual Statement of accounts must be provided to the Secretary/Treasurer prior to the Annual Business Meeting of the Society and must be presented to the Annual Business Meeting of the Society by either the President of the International Fetal Medicine and Surgery Society Foundation or by the Secretary/Treasurer. In cases of his/her

absence, refusal, inability or incapacity to act, his/her duties may be performed by the Secretary/Treasurer or any other person whom the Executive Committee may direct.

Acceptance of these amendments to the bylaws will require the following changes to the Bylaws:-

**Section 8
ARCHIVIST
Becomes**

**Section 9
ARCHIVIST**

**Section 9
AT LARGE PAST PRESIDENT
Becomes**

**Section 10
AT LARGE PAST PRESIDENT**

**Section 10
POWER OF EXECUTIVE COMMITTEE
Becomes**

**Section 11
POWER OF EXECUTIVE COMMITTEE**

**Section 11
COMMITTEES
Becomes**

**Section 12
COMMITTEES**

**Section 12
MEMBERSHIPS
Becomes**

**Section 13
MEMBERSHIPS**

**Section 13
MEMBERSHIP DUES
Becomes**

**Section 14
MEMBERSHIP DUES**

Section 14
Termination of Membership
Becomes

Section 15
Termination of Membership

Section 16
LIABILITY AND INSURANCE
Becomes

Section 17
LIABILITY AND INSURANCE

Section 17
DONATIONS
Becomes

Section 18
DONATIONS

Section 18
MISCELLANEOUS PROVISIONS
Becomes

Section 19
MISCELLANEOUS PROVISIONS

Section 19
FISCAL YEAR
Becomes

Section 20
FISCAL YEAR

Section 20
AMENDMENTS
Becomes

Section 21
AMENDMENTS

Section 21
NON-PARTISAN ACTIVITIES
Becomes

Section 22
NON-PARTISAN ACTIVITIES

Section 22
DEDICATION OF ASSETS
Becomes

Section 23
DEDICATION OF ASSETS