

BYLAWS OF THE INTERNATIONAL SOCIETY FOR THE STUDY OF WOMEN'S SEXUAL HEALTH

ARTICLE I –PURPOSE OF THE ORGANIZATION

ISSWSH is an international, multidisciplinary, academic, clinical and scientific organization whose purposes are: (1) to provide opportunities for communication among scholars, researchers and practitioners about women's sexual health, (2) to support the highest standards of ethics and professionalism in research, education and clinical practice of women's sexual health, and (3) to provide the public with accurate information about female women's sexual health.

ARTICLE II – MEMBERSHIP

Section 2.01 This 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. The Membership Committee shall review each application for membership according to the standards outlined in these Bylaws, determine category qualification, and make a recommendation to the Board of Directors to approve membership. Membership will be approved upon a favorable vote of two-thirds of the voting members of the Board of Directors. In the event ISSWSH becomes affiliated with other societies with common interest and purposes, members of any such society may become joint members of ISSWSH through their affiliated societies.

Section 2.02 Active Members. This corporation shall have one class of members with voting rights and members of this class shall be known as Active Members.

- 1) Active membership is open to qualified professionals who must work in women's sexual health and related fields that maintain the majority of their work AND income (>50%) as a clinician, researcher, educator or academician. It is also open to retired qualified professionals who met the above criteria during their working years. Examples include physicians, therapists, researchers, educators, allied health professionals, those working in academia or any other professions deemed by the Board of Directors to qualify for Active Membership.
 - a) 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.
 - b) Active members may serve on the Board or Directors and as committee chairs.
 - c) 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:
 - i) Practicing Physician Active Member – individual currently working as a physician in women's sexual health and/or related fields; or
 - ii) Practicing Non-Physician Active Member –individual currently working in women's sexual health and/or related fields, such as therapists, allied health professionals, researchers; or
 - iii) Early Career Active Member – individual who has completed a degree within the last two years from undergraduate, graduate, residency or fellowship training and are new in the practice and/or research of women's sexual health. Application for membership in this category must be accompanied by a copy of the applicant's most recent diploma.; or

- iv) Retired Active Member – individual who works no more than ten hours per week in women’s sexual health and/or related field and has maintained active membership for at least five years prior to seeking retired status.

Section 2.03 Nonvoting Members. This corporation shall have three classes of members and shall have only the rights and privileges designated in this Section.

- 1) 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.
- 2) 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.
- 3) Classes of nonvoting members:
 - a) Trainees: Student/Resident/Fellow Members. Membership in this class is open to individuals who are currently enrolled in an undergraduate, graduate program, or in residency training at accredited institutions in fields such as medicine, psychology, nursing, mental health, social work, sociology, human sexuality, physical therapy, or other related areas. This class includes individuals who have completed a residency and are pursuing further subspecialty training in a field related to the practice/research of women’s sexual health.
 - i) Application for and annual renewal of student and resident membership must be accompanied by proof of current matriculation for students and residents.
 - ii) Application for membership as a fellow must include a letter from the fellowship program director.
 - b) Honorary Members. Membership in this class is open to individuals who have demonstrated a serious scientific interest in or who have made an important contribution to the field of women’s sexual health. Determination of honorary membership will be made by the executive office, with input from the chairperson of the membership committee.
 - c) Advocate Members. 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 women's sexual health advocacy through a non-profit platform. Members in this class may include but are not limited to patient advocates, support group leaders, and fundraisers whose missions align with the mission and values of the ISSWSH.

Section 2.04 Expectations of Membership.

- 1) Members shall adhere to the following expectations:
 - a) Possession of an unlimited professional practice license in the State, Province, or Country of the applicant’s practice (if applicable).
 - b) Adherence to established standards that are generally accepted by the applicant’s licensing board, professional organization and/or as outlined by the official policies and guidelines of ISSWSH including but not limited to:
 - i) Making truthful or proven claims or statements regarding therapies, medication or scientific evidence.
 - ii) Engaging in ethical conduct on internet forums, internet chat rooms, social media websites or other public media platforms.
 - iii) Exhibiting professional and ethical behavior/conduct related to research in, or the practice of, women’s sexual health.
 - c) Proper and prompt payment of ISSWSH dues.
 - d) Truthful statements of conflicts of interests.

- 2) The determination of whether members or applicants for membership adhere to these expectations of membership shall be at the sole discretion of the Board of Directors from time to time.
- 3) Members of all categories and classes of voting and nonvoting membership must adhere to the ISSWSH bylaws.

Section 2.05 Membership Dues. There shall be dues for membership in this corporation. The dues amount and the date when they are required to be paid shall be determined by the Board of Directors from time to time and may be different for each different class of membership. Any member who has not paid dues on a timely basis, as established by the Board of Directors, shall have all membership rights suspended until the dues are paid in full. The membership rights of any member who has not paid dues within thirty (30) days of the date the member is notified that the dues are in arrears shall be suspended. Membership rights will be reinstated if the dues are paid in full prior to December 31 of the year in issue. If the dues are not paid by that date, the membership shall be terminated. Terminated members may reapply for membership.

Section 2.06 Interest in property. The members of this corporation shall not, as such, have any right, title or interest in the real or personal property of this corporation.

Section 2.07 Resignation. Any member may resign their membership at any time by giving written notice to the Board of Directors or to the President. Such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 2.08 Denial of Membership. Applicants may be denied membership for any failure to meet and maintain expectations of membership as outlined in this Article or for any other reason as deemed appropriate by the Board of Directors from time to time. The denied applicant may reapply for membership after the concerns have been addressed. The denied applicant will be notified in writing of the final determination. Restrictions and requirements for reapplication will be maintained in the Membership Committee Terms of Reference.

Section 2.09 Termination of Membership. A Member may be terminated for any failure to meet and maintain expectations of membership as outlined in this Article or for any other reason deemed appropriate by the Board of Directors from time to time.

Section 2.10 Membership Changes. Each category and class of member will have a full description, list of benefits and requirements maintained in the Membership Committee Terms of Reference

Article III - Member Meetings

Section 3.01 Annual Meeting. All members will meet every year, preferably during the Scientific Meeting of ISSWSH, for the purpose of transacting proper business as may come before the meeting, including the election of Directors. The Board of Directors shall set the time and location of the annual meeting.

Section 3.02 Special Meetings. Special meetings of the members may be called by the President, the Board of Directors, or by the lesser of thirty Active Members or twenty percent of the Active Members. The Board of Directors shall set the time and location of any special meeting. Special meetings must be held not less than thirty-five (35) days nor more than ninety (90) days after receipt of the written request to hold a special meeting. The Secretary shall send notice of all special meetings within twenty-one (21) days after the request is received.

Section 3.03 Notice of Meetings. Notice of any meeting of the members stating the time, place and purpose thereof shall be given to each member at least thirty (30) days before the meeting. Notice may be communicated (i) by electronic communication in a manner previously approved by the member, (ii) in person, or (iii) by United States mail. 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 ISSWSH or at the address given by the member to ISSWSH for the purpose of notice. The notice will state the place, date, and time of the meeting; the place, date and time of the meeting may not be varied without a new notice being issued. In the case of regular meetings, the notice shall state all matters to be presented for action at the meeting. 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.

Section 3.04 Record Date. The record date for the purpose of determining the members entitled to notice of any meeting of members is thirty (30) days before the date of the meeting of members. The record date for the purpose of determining the members entitled to vote at any meeting of members is thirty (30) days before the date of the meeting of members.

Section 3.05 Conduct of Meetings.

- 1) The line of succession to chair and preside over member meetings is first the President, then the President-Elect, then the Immediate-Past President, or ultimately, any other person chosen by a majority of the Active Members present in person at the meeting.
- 2) The Secretary of ISSWSH will act as the secretary of all meetings of members. However, in the Secretary's absence, the Chair of the meeting will appoint another person to act as secretary of the meeting.
- 3) 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 Chair 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 ISSWSH 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 Chair. The inspectors of election must perform the following duties: (i) 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:
 - (a) Receive votes, or consents,
 - (b) Hear and determine all challenges and questions in any way arising in connection with the right to vote,
 - (c) Count and tabulate all votes and consents,
 - (d) Determine when the polls shall close,
 - (e) Determine the result, and
 - (f) 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 Chair 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.

Section 3.06 Quorum. The lesser of thirty Active Members or twenty percent of the Active Membership present at a meeting shall constitute a quorum for the transaction of business. 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. 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, but no other business may be transacted.

Section 3.07 Meetings Solely by Means of Remote Communication. Any meeting among members may be conducted solely by one or more means of remote communication through which all of the members may participate in the meeting, if the number of members participating in the meeting is sufficient to constitute a quorum at a meeting. Participation in a meeting by that means constitutes presence in person at the meeting.

Section 3.08 Voting. Only Active Members present in person at the meeting may vote. There shall be no cumulative voting nor any voting by mail. Active Members shall be entitled to only one vote on any matter brought before any meeting of the members. A majority vote of the Active Members present at any meeting, if a quorum is present, shall be sufficient to transact any business, unless a greater number of votes is required by law, the Articles of Incorporation or these Bylaws. An Active Member shall not appoint a proxy for himself or herself or vote by proxy at a meeting of the members.

ARTICLE IV – BOARD OF DIRECTORS (BOD)

Section 4.01 Powers. The Directors of this corporation shall constitute its governing Board and shall have such powers and authority as shall be conferred upon them by the Articles of Incorporation, the Bylaws and applicable law.

Section 4.02 Board Responsibilities. The Board of Directors shall be responsible for the following: determining the mission and vision of ISSWSH, overseeing the administration and management of ISSWSH, setting member dues, determining whether an individual policy or public position statement requires a vote by the membership, approving the slate of candidates for election to serve on the Board of Directors, as presented by the Nominating Committee, and any other matters requiring management by the Board of Directors.

Section 4.03 Board Composition. The Board of Directors of this corporation shall include individuals occupying the following roles:

- 1) The Officers as defined in these Bylaws,
 - a) The Chairs of the following Standing Committees:
 - i) Advocacy
 - ii) Clinical Guidelines
 - iii) Education
 - iv) Fellowship

- v) Finance
 - vi) Global Development
 - vii) Membership
 - viii) Online Services
 - ix) Research Grants
 - x) Scientific Program
 - xi) Social Media
- b) The Co-chair of the Scientific Program Committee
 - c) As many Directors-at-Large as elected by the Active Members from time to time.

Section 4.04 Election of Board Members. A slate of candidates for all upcoming vacancies for Officers, Standing Committee Chairs and Directors-at-Large shall be presented to the Active Membership each year at the annual meeting. Voting for Board positions shall take place by the Active Members in person or by ballot. The nomination and election process shall be further defined in the ISSWSH Nomination Policy.

Section 4.05 Terms of Service. All directors shall serve two-year terms, except the directors serving due to their positions as Standing Committee Chairs, who shall serve either one or two-year terms as detailed in the Section of these Bylaws describing Standing Committee Chairs.

Section 4.06 Resignation. A director may resign at any time by giving written notice to this corporation. The resignation shall be effective without acceptance when the notice is given to this corporation, unless a later effective time is specified in the notice.

Section 4.07 Removal. A director may be removed for any failure to meet and maintain expectations of membership as outlined in these Bylaws. The Active Members may remove directors with or without cause either (i) at any meeting of the members at which a quorum is present if two-thirds of the Active Members present at the meeting vote in favor of removal, or (ii) or at any time during the year by ballot if a majority of all Active Members vote in favor of removal.

Section 4.08 Vacancies. Any vacancy occurring on the Board of Directors may be filled by the Board of Directors. A director appointed to fill a vacancy shall hold office until a qualified successor is elected by the voting member, or until their earlier death, resignation, removal or disqualification.

Section 4.09 Regular Meetings. Regular meetings of the Board of Directors shall be held at least two times per year and may be held at such time and place as may be designated from time to time by the Board of Directors.

Section 4.10 Special Meetings. Special meetings of the Board of Directors may be held at any time or place whenever called by the Chair or any two (2) directors. Anyone entitled to call a special meeting of the directors may make written request to the President to call the meeting, and notice shall then be given, setting forth the time, place and purpose thereof, to be held no later than thirty (30) days after receiving the request. If notice of the meeting is not given within five (5) days from the date on which the request is received by the President, the person or persons who requested the meeting may fix the time and place of the meeting and give notice thereof in the manner hereinafter provided. The business transacted at a special meeting is limited to the purposes stated in the notice of the meeting.

Section 4.11 Notice. Notice of any meeting of the Board of Directors stating the time, place and purpose thereof shall be given to each director at least five (5) days before the meeting. Notice may be communicated (i) by electronic communication in a manner previously approved by the director, (ii) in person, or (iii) by United States mail. Any director may waive notice of a meeting before, at or after the meeting, in writing or by attendance. Any director who waives notice of a meeting and attends such a meeting shall be counted for the purposes of determining whether a quorum is present. Attendance at a meeting is deemed a waiver unless the director objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened, or objects before a vote on an item of business because the item may not lawfully be considered at that meeting, and the director does not participate in the consideration of the item at that meeting.

Section 4.12 Quorum. A majority of the directors currently holding office and present at a meeting shall constitute a quorum for the transaction of business. In the absence of a quorum, a majority of the directors present may adjourn a meeting from time to time until a quorum is present and any business which might have been transacted at the adjourned meeting may be transacted at that meeting. If a quorum is present when a duly called or held meeting is convened, the directors present may continue to transact business until adjournment, even though the withdrawal of a number of directors originally present leaves less than the number otherwise required for a quorum.

Section 4.13 Participation in Meetings by Means of Remote Communication. A director may participate in a board meeting by means of remote communication, through which that director, other directors so participating, and all directors physically present at the meeting may hear and participate with each other during the meeting. Participation in a meeting by that means constitutes presence in person at the meeting.

Section 4.14 Meetings Solely by Means of Remote Communication. Any meeting among directors may be conducted solely by one or more means of remote communication through which all of the directors may participate in the meeting, if the number of directors participating in the meeting is sufficient to constitute a quorum at a meeting. Participation in a meeting by that means constitutes presence in person at the meeting.

Section 4.15 Voting. Only directors present in person at the meeting may vote. There shall be no cumulative voting nor any voting by mail. Each director shall be entitled to only one vote on any matter brought before any meeting of the Board of Directors. A majority vote of the directors that are present at any meeting, if a quorum was established, shall be sufficient to transact any business, unless a greater number of votes is required by law, the Articles of Incorporation or these Bylaws. A director shall not appoint a proxy for himself or herself or vote by proxy at a meeting of the Board of Directors. A director who is present at a meeting of the Board of Directors when an action is taken is presumed to have assented to the action unless the director votes against the action or is prohibited from voting on the action.

Section 4.16 Action Without a Meeting. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken by written action signed by the number of directors that would be required to take the same action at a meeting of the Board of Directors at which all directors were present. The written action shall be effective when signed by the required number of directors, unless a different effective time is provided in the written action, and all directors shall be notified immediately of its text and effective date. Failure to provide such notice shall not invalidate the written action.

ARTICLE V - Officers

Section 5.01 General. The officers of this corporation shall be the officers designated in this Section. The officers filling the roles of President-Elect, Treasurer and Secretary shall be elected by the Active Members to serve for terms of two years. Terms shall begin at the close of the annual meeting of members at which they were elected and shall terminate at the close of the annual meeting of the members two years later. The terms of the Secretary and Treasurer shall be staggered so that the Secretary and the Treasurer begin their terms of office in different years. Immediately following the two-year term as the President-Elect, the President-elect shall serve a two-year term as the President, and immediately following the term as President, the President shall serve a two-year term as Immediate-Past President.

Section 5.02 President. The President shall be the chief executive and operating officer in charge of all normal daily operations of this corporation and shall preside at all meetings of the Board of Directors, the Executive Committee and meetings of the members. They shall be responsible for the general supervision, direction and management of the affairs of this corporation. The President also shall set the agenda for all meetings, appoint the chairs of any ad hoc committees, and be an ex-officio member of all committees. The President may be assisted in these duties by the professional administrator.

Section 5.03 President-Elect. The President-Elect shall assist the President in developing the agenda for all meetings and shall chair meetings in the absence of the President.

Section 5.04 Immediate-Past President. The Immediate-Past President shall chair the Nominating Committee.

Section 5.05 Secretary. The Secretary shall be responsible for maintaining the minutes of all meetings of the Board of Directors and the annual meeting of the members and collecting and reviewing from the Chairs of each committee the minutes of all committee meetings. The Secretary may be assisted in these duties by the professional administrator.

Section 5.06 Treasurer. The Treasurer shall be the Chief Financial Officer of this corporation and shall be responsible for financial matters related to daily operations, including but not limited to, providing financial management and/or oversight, overseeing investments of the reserves, preparing and managing the annual budget, approving budgeted expenses, reviewing and ensuring required state and tax report filings, reviewing of and participating in audit process, and reporting to the board on key financial events and assessing organization's fiscal health. The Treasurer may be assisted in these duties by the professional administrator.

Section 5.07 Vacancies. If any office shall become vacant by reason of death, resignation or otherwise, the Board of Directors shall elect a successor or successors to serve for the unexpired term or terms of the office or offices in which such vacancy occurs. In the event of the absence or disability of any officer of this corporation, the Board of Directors may designate such other officer or officers who shall exercise such powers and perform such duties for the time such other officer is absent or disabled.

Section 5.08 Compensation. The directors, as such, shall not receive compensation. The compensation of all officers and other agents or representatives performing services for this corporation requiring compensation shall

be fixed by the Board of Directors by the concurring vote of not less than a majority of the directors in attendance at the meeting; but nothing herein contained shall be construed to preclude any director or other officer from serving this corporation in any other capacity and receiving compensation for the fair and reasonable value of the services rendered.

Section 5.09 Past Presidents. Upon completion of the Immediate Past President's term as an officer, the Immediate Past President transitions to an ex-officio past president. Past presidents may attend board meetings in an ex-officio capacity and do not have voting privileges. They may be asked to recuse themselves at the discretion of the Board of Directors from time to time.

ARTICLE VI - Committees

Section 6.01 Executive Committee. The Executive Committee shall be comprised of all the officers of this corporation. The committee shall meet at least four times each year and as often as is necessary. Three officers shall constitute a quorum for Executive Committee meetings and all issues shall be determined by a majority of the votes cast at a valid meeting. The Executive Committee may meet by means of electronic communication, provided the meeting complies with all the requirements for electronic meetings of the Board of Directors.

Section 6.02 Standing Committees. Standing committees shall include the Advocacy, Clinical Guidelines, Education, Fellowship, Finance, Global Development, Membership, Nominating, On-Line Services, Scientific Program, Social Media, and Research Grants committees. Other standing committees may be formed in response to the needs of ISSWSH, as determined by the Board of Directors.

Section 6.03 Committee Duties and Responsibilities. Each committee shall keep regular documentation of their proceedings to present reports at Board meetings and to the membership at the annual meeting. The Board of Directors shall establish terms of reference for each committee, including information such as the committee's responsibilities, the composition of its membership, their terms of office and the committee's reporting relationship in the Association. Committees shall strive to be as diverse, equitable, and inclusive as possible.

Section 6.04 Committee Membership.

- 1) Standing Committee Chairs shall be elected as provided in these Bylaws, except the Immediate-Past President shall fill the role of the Nominating Committee Chair.
- 2) All standing committee chairs shall serve a term of two years and a maximum of two terms, except The Scientific Program Committee Chair shall serve a single, three-year term (one year as co-chair, one year as chair, one year as advisory chair). The Education Committee Chair shall serve a single, four-year term (one year as chair-elect, two years as chair, and one year as advisory chair).
- 3) The members of each Standing Committee shall be appointed by the President, shall serve a term of up to two-years and may be reappointed at the discretion of the President. All committee positions shall be filled by members of ISSWSH in good standing.

Section 6:05 Ad Hoc Committees. Ad Hoc Committees may be created at the discretion of the Board of Directors for specific purposes for specific periods of time. Ad Hoc Committee Chairs and Members shall be appointed by the President. Ad Hoc Committee Chairs may attend board meetings in an ex-officio capacity and do not have

voting privileges. They may be asked to recuse themselves at the discretion of the Board of Directors from time to time.

ARTICLE VII – Miscellaneous

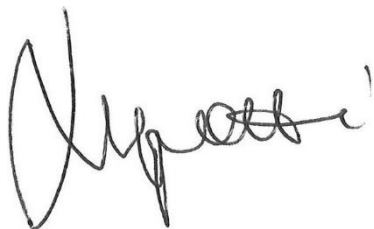
Section 7.01 Amendments. Proposals for amendments to these Bylaws must be submitted in writing to the Board of Directors and approved by a majority of all members of the Board of Directors then in office. The proposed amendment then must be sent to the membership thirty (30) days before the next annual business meeting or a meeting by means of remote communication. A majority vote of the Active Members at a business meeting at which a quorum is present is required to pass any such proposed amendment.

Section 7.02 Conduct of Meetings. All meetings of ISSWSH shall be conducted in the English language and governed by Roberts Rules of Order. The same rules shall be used for resolution of any issues not provided for in these Bylaws. The Rules of Order shall not be suspended under any circumstances.

Section 7.03 Administrative Changes to Bylaws. Minor changes to the Bylaws that do not affect the content or meaning may be made without Membership approval. Examples of such changes include grammatical corrections, stylistic updates, appropriate and inclusive language. Any administrative changes shall be documented and communicated to the Board of Directors for transparency. The Board of Directors reserves the right to deny minor administrative changes or request a vote of the membership.

ACKNOWLEDGMENT

The undersigned officer of this corporation, does hereby certify that the foregoing Amended and Restated Bylaws were adopted as the complete Amended and Restated Bylaws of this corporation by the Voting Members and the Board of Directors to be effective February 28, 2025



Linda Vignozzi, MD, PhD

President 2024-2026