

# BYLAWS OF THE SOCIETY OF OB/GYN HOSPITALISTS

## ARTICLE I

### SOCIETY OF OB/GYN HOSPITALISTS

#### SECTION 1: SOCIETY OF OB/GYN HOSPITALISTS

The name of the Corporation shall be Society of Ob/Gyn Hospitalists (hereinafter referred to as the "Society")

## ARTICLE II

### MEMBERS

#### SECTION 1: MEMBERS

The society shall have four levels of Members designated: Full, Associate, Affiliate and Honorary Members.

- a. Full Members: For eligibility as a Full Member of the Society, an individual must be a licensed physician, certified nurse midwife, nurse practitioner, or physician assistants with an interest in obstetrics and gynecology, hospital care and/or participates in the management of obstetrical- gynecological hospitalized patients.
- b. Associate Members: For eligibility as an Associate Member in the Society an individual must be a resident physician, nurse or allied health-care professional in residency or training who expresses an interest in obstetrical/gynecological hospital care.
- c. Affiliate Member: For eligibility as an Affiliate Member an individual must be a non-health-care provider (i.e. layperson, bioethicist, scientist, business person) who have expressed an interest in obstetrical/gynecological hospital care and wishes to support the goals of the Society.
- d. Honorary Members: For eligibility as an Honorary Member, one must have made an outstanding contribution to the field of Obstetrics and Gynecology.
- e. Members of all levels shall be accepted, determined if in good standing, and dismissed in accordance with the bylaws of the Society and the policies and procedures of the Society.

#### SECTION 2: ANNUAL MEETINGS

During the annual Society meeting, the Members will conduct business as determined by the Board of Directors.

### SECTION 3: SPECIAL MEETINGS

Special Meetings of the Members may be called by the Board of Directors, or by 25% or more of the Full Members.

### SECTION 4: ACTION BY FULL MEMBERS WITHOUT A MEETING

Whenever Full Members are required to take any action by vote, such action may be taken without a meeting on written consent, or consent by email received by the Society from the member's email address as listed in the Society's official member database, setting forth the action so taken, signed by 34% of the Full Members in good standing unless otherwise put forth in these bylaws.

### SECTION 5: NOTICE OF MEETINGS

- a. An email shall be sent to each Member and such notice shall state the place, date and hour of the meeting; and, unless it is an Annual Meeting, shall also indicate that it is being issued by or at the direction of a Director or 25% of the Full Members calling the meeting. Notice of a Special Meeting shall also state the purpose or purposes for which the meeting is being called.
- b. A copy of the notice of any meeting shall be given not less than ten or more than sixty days before the date of the meeting to each Member entitled to vote at such meeting.
- c. Notice of meeting need not be given to any Member that submits a signed waiver of notice, in person or by proxy, whether before or after the meeting. The attendance of any Member at a meeting in person or by proxy, without protesting prior to the conclusion of the meeting the lack of notice of such meeting, shall constitute a waiver of notice by such Member.

### SECTION 6: QUALIFICATION OF VOTERS

- a. Only Full Members in good standing shall be entitled to vote at meetings of the Members and each Full Member shall have one vote.
- b. The Board of Directors may fix a date as the record date for the purpose of determining the Members entitled to vote at any meeting of the Members or any adjournment thereof, or to express consent or dissent from any proposal without a meeting. The record date shall not be more than sixty nor less than ten days before the date of the meeting.

### SECTION 7: QUORUM AND ADJOURNED MEETINGS

- a. Members entitled to cast a majority 34% of the total number of votes entitled to be cast at a meeting of Members shall constitute a quorum for the transaction of business. When a quorum is once present to organize a meeting, it is not broken by the subsequent withdrawal of any Member or Members.
- b. Despite the absence of a quorum, the Full Members present may adjourn the meeting to another time and place, and it shall not be necessary to give notice of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken. If a quorum is present at the adjourned meeting, any business may be transacted that might have been transacted on the original date of the meeting. However, if the adjournment is for more than thirty days, or if after the adjournment the Board of Directors fixes a new record date for determining the Member entitled to vote, a notice of the adjourned

meeting shall be given to each Member.

#### SECTION 8: ORGANIZATION

At every meeting of the Members the President, or in the absence of the President, the Vice President, or in the absence of such officers, a person selected by the Full Members, shall act as chairman of the meeting. In the absence of the Secretary, a person selected by the Full Members shall act as a Secretary of the meeting.

#### SECTION 9: VOTING

- a. Whenever any corporate action, other than the election or removal of Directors, is to be taken by vote of the Full Members, it shall, except as otherwise required by law or by the Certificate of Incorporation, be authorized by a majority of the votes cast at such Meeting.
- b. Directors shall be elected by an electronic vote cast 60-90 days prior to the Annual Business Meeting at the Annual Clinical Meeting except as otherwise required by law.

### **ARTICLE III BOARD OF DIRECTORS**

#### SECTION 1: POWER OF THE BOARD AND QUALIFICATIONS OF DIRECTORS

- a. The Society shall be managed by its Board of Directors. Each Director shall be at least eighteen years of age and is a current Full Member and has been a full member for at least two years.
- b. The Board of Directors shall establish policies and procedures to elect, appoint, determine if in good standing, and abolish members
- c. The Board of Directors shall fix fees, dues, and special assessments for members.
- d. The Board of Directors shall transact all business that comes before it provided that it pertains to the Society.

#### SECTION 2: NUMBER AND TERMS OF OFFICE

- a. The Board of Directors shall consist of not less than 3 nor more than 15 members, the number of Directors to be determined from time to time by resolution of the Board of Directors or by action of the Full Members, provided that no decrease in the number of Directors shall shorten the term of any incumbent Director. The composition of the Board shall be the President, the three elected officers of the Society (Vice president who is also the President Elect, Treasurer, and Secretary), and the immediate past President and up to 10 Directors at large.
- b. At each Annual Meeting of the Members, the elected Officers shall be designated as Directors. The vice president shall have a one-year term. The secretary and treasurer shall each have a two-year term and be elected in alternate years. All officers shall serve until their successors have been elected. The President-elect shall take the office of President at the next Annual Meeting of the Members.
- c. Members elected to the Board of Directors at Large shall serve a two-year term. Any qualified member can serve as Director at Large for two consecutive full terms upon approval of the Board for a total of four years. If a Director at Large position becomes vacant prior to the end of a term that position may be filled by election by a majority of the board of

directors. The remainder of that term shall not be considered a full term. If a vacancy of a Director at Large position occurs due to the end of a term the position will be filled by election by majority vote of the board of directors at the first board of directors meeting after the newly elected officers have taken office as is reasonable.

- d. Each Director shall have one vote. Officers will be elected by the Board of Directors annually after the Nominating Committee has confirmed eligibility as per criteria set by current policy at the time of the election. In the event a candidate does not come forward that meets all of the criteria set by such policy, the Board may vote by a simple majority to appoint someone to the position.
- e. The incorporating Directors shall serve until such time as their successors are elected by the Full Membership by the method specified within these by-laws.
- f. All candidates for office shall notify the Society prior to the election of their intent to run for office as set forth in the policies and procedures of the Society.
- g. Following two consecutive terms, a director may run for an additional two-year term upon the approval of the Board of Directors and election by the Members with the option to serve for an additional two-year term for a total of eight consecutive years of service on the Board. Should a prior Director want to serve on the Board again in any future non-consecutive year, their eligibility to run for election as a director on the Board will be determined by the current SOGH policies.

### SECTION 3: ORGANIZATION

At each meeting of the Board of Directors, the President, or, in the absence of the President, the Vice President, shall preside, or in the absence of either such officers, a Chairman chosen by a majority of the Directors present shall preside. The Secretary shall act as Secretary of the Board of Directors. In the event that the Secretary shall be absent from any meeting of the Board of Directors, the officer presiding over that meeting shall select its Secretary.

### SECTION 4: RESIGNATIONS AND REMOVAL OF DIRECTORS

- a. Any Director of the Society may resign at any time by giving written notice to the President, or to the Secretary. Such resignation shall take effect at the time specified therein or, if no time be specified, then on delivery.
- b. Any or all of the Directors may be removed for cause by majority vote of the Full Members or by vote of the Directors. Any or all of the Directors may be removed without cause by vote of the Full Members.

### SECTION 5: NEWLY CREATED DIRECTORSHIPS AND VACANCIES

Newly created Directorships resulting from an increase in the number of Directors and vacancies occurring in the Board of Directors for any reason shall be filled by the vote of a majority of the Directors then in office, regardless of their number. Directors elected to fill newly created Directorships shall hold office until their successors have been elected or appointed and qualified. There shall be no classification of these Directors until the next annual meeting of Members. Directors elected to fill vacancies shall serve until the next annual meeting at which the election of Directors is in the regular order of business and until their qualified successors are elected.

#### SECTION 6: ACTION BY THE BOARD OF DIRECTORS

- a. Except as otherwise provided by law or in these by-laws, the act of the Board of Directors means action at a meeting of the Board by vote of a majority of Directors present at the time of the vote, if a quorum is present at such time.
- b. Any action required or permitted to be taken by the Board of Directors or any committee thereof may be taken without a meeting if all Members of the Board of the committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the members of the Board or committee shall be filed with the minutes of the proceedings of the Board or committee
- c. Any one or more Members of the Board of Directors or any committee thereof may participate in a meeting of such Board or committee by means of a conference telephone or similar communications equipment allowing all the persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

#### SECTION 7: PLACE OF MEETINGS

The Board of Directors may hold its meetings at places within or without the state of Texas as the Board of Directors may from time to time by resolution determine.

#### SECTION 8: ANNUAL MEETINGS

As soon as practical after each annual election of Directors, the Board of Directors shall meet for the purpose of organization and the transaction of other business. Notice of such meeting does not need to be given. Such first meetings may be held at any other time and if it is held at another time, notice shall be given as hereinafter provided for a Special Meeting of the Board of Directors.

#### SECTION 9: REGULAR MEETINGS

Regular meetings of the Board of Directors may be held without notice at such times as may be fixed from time to time by resolution of the Board of Directors.

#### SECTION 10: SPECIAL MEETINGS

Special Meetings of the Board of Directors shall be held whenever called by the President. Notice shall be given orally or by email and shall state the purposes, time and place of the meeting. If notice is given orally, in person or by telephone, it shall be given not less than one day before the meeting; and, if it is given by email, it shall be given not less than three days before the meeting.

#### SECTION 11: WAIVERS OF NOTICE

Notice of a meeting need not be given to any Director who has submitted 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.

#### SECTION 12: QUORUM

- a. A majority of the Board of Directors shall constitute a quorum for the transaction of

business. When a quorum is once present to organize a meeting, it is not broken by the subsequent withdrawal of any Directors.

b. A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place without notice to any Director.

### SECTION 13: ANNUAL REPORT

The Board of Directors shall present at the Annual Meeting of Members a report certified by an accountant(s) selected by the Board or certified by a majority of the Directors, showing in appropriate detail the following:

- a. The assets and liabilities, including the trust funds, of the Society as of the end of the twelve-month fiscal period terminating not more than six months prior to said meeting.
- b. The principal changes in assets and liabilities, including trust funds, during said fiscal period.
- c. The revenue or receipts of the Society both unrestricted and restricted to particular purposes during the fiscal period.
- d. The expenses or disbursements of the Society for both general and restricted purposes during said fiscal period.

This report shall be filed with the records of this Society and a copy thereof entered in the minutes of the proceedings of the Annual Meeting of the members.

## **ARTICLE IV COMMITTEES**

### SECTION 1: EXECUTIVE COMMITTEE AND OTHER STANDING COMMITTEES

The Board of Directors, by the resolution adopted by a majority of the entire Board may designate from among its Members an Executive Committee and other Standing Committees consisting of three or more Directors. The Standing Committees shall have such authority as shall be permitted by the Board, and the Executive Committee shall have all the authority of the Board, except that no such committee shall have authority as to the following matters:

- a. The submission of the Members of any action requiring the Members' approval under the law.
- b. The filling of vacancies in the Board or in any committee
- c. The fixing of compensation of the Directors for serving on the Board of any committee.
- d. The amendment or repeal of by-laws, or the adoption of new by-laws.
- e. The amendment or repeal of any resolution of the Board which by its terms shall not be so amendable or repealable.

Any reference to these by-laws to the Board of Directors shall include the Executive Committee unless the context or express provision otherwise is provided.

### SECTION 2 SPECIAL COMMITTEES

The Board of Directors may designate Special Committees, each of which shall consist of such persons and shall have such authority as is provided in the resolution designating the committee, except that such authority shall not exceed the authority conferred on the Executive Committee by Section I of this Article III.

### SECTION 3: MEETINGS

Meetings of committees, of which no notice shall be necessary, shall be held at such time and place as shall be fixed by the President of the Board or the chairman of the committee or by vote of a majority of all of the members of the committee.

### SECTION 4: QUORUM AND MANNER OF ACTING

Unless otherwise provided by resolution of the Board of Directors, a majority of all of the members of a committee shall constitute a quorum for the transaction of business and the vote of a majority of all the members of the committee shall be the act of the committee

The procedures and manner of acting of the Executive Committee and of the committees of the Board shall be subject at all times to the Directors of the Board of Directors.

### SECTION 5: TENURE OF MEMBERS OF COMMITTEES OF THE BOARD

Each committee of the Board and every member thereof shall serve at the pleasure of the Board. Committee terms will be determined by current policy.

### SECTION 6: ALTERNATE MEMBERS

The Board of Directors may designate one or more Directors as alternate members of the Executive Committee or any Standing Committee of the Board who may replace any absent member or members at any meeting of such committee.

## **ARTICLE V OFFICERS OF THE SOCIETY**

### SECTION 1: NUMBER OF OFFICERS

All officers of the Society shall be Full Members. The officers shall be: a President, Vice President, Treasurer, Secretary, Immediate Past President and such other officers as the Board of Directors may in its discretion determine. No two offices can be held by the same person at the same time.

### SECTION 2: TERMS OF OFFICE AND QUALIFICATIONS

Those officers whose titles are specifically mentioned in Section I of this Article IV shall be elected by a vote of the Full Members in good standing at its Annual Meeting. Unless a shorter term is provided in the resolution of the Board electing such officer, the term of office of each Officer shall extend to the next Annual Meeting and until the officer's successor is elected or appointed.

### SECTION 3: ADDITIONAL OFFICERS

Additional officers may be elected for such period, have such authority and perform such duties, either in an administrative or subordinate capacity, as the Board of Directors may from time to time determine.

### SECTION 4: REMOVAL OF OFFICERS

Any officer may be removed for cause by the Board of Directors as determined by a majority vote of all Board Members plus one additional vote.

#### SECTION 5: RESIGNATION

Any officer may resign at any time by giving written notice to the Board of Directors, or to the President or to the Secretary. Any such resignation shall take effect at the time specified therein, or, if no time be specified, then upon delivery.

#### SECTION 6: VACANCIES

A vacancy in any office shall be filled by the Board of Directors as per current policy.

#### SECTION 7: PRESIDENT

The President shall preside at all meetings of the members at which the President is present. The President shall act as the chief executive officer of the Society and shall supervise generally the management of the affairs of the Society subject only to the supervision of the Board. The President shall also perform such other duties as may be assigned from time to time by the Board.

#### SECTION 8: VICE PRESIDENT

In the absence or incapacity of the President or if the office of President is vacant, the Vice President shall preside at all meetings of the members, and shall perform the duties and exercise the powers of the President, subject to the right of the Board from time to time to extend or confine such powers and duties or to assign them to others. The Vice President shall have such powers and shall perform such other duties as may be assigned by the Board of Directors or the President.

#### SECTION 9: TREASURER

The Treasurer shall, if required by the Board of Directors, obtain a bond for the faithful discharge of his/her duties, in such sum and with sureties as the Board of Directors shall require. The Treasurer shall keep and maintain the books of account and shall have charge and custody of, and be responsible for, all funds and securities of the Society, and deposit all such funds in the name of and to the credit of the Society in such banks, trust companies, or other depositories as shall be selected by the Board of Directors. The Treasurer shall also perform all other duties customarily incident to the office of Treasurer and such other duties as from time to time may be assigned by the Board of Directors, such as maintaining the non-profit designation and paying taxes.

#### SECTION 10: SECRETARY

The Secretary shall see that all notices required to be given by the Society are duly given and served. The Secretary shall have access to the minutes of all meetings of Members, Directors, the Executive Committee and any other committees which may keep minutes and of all other contracts and documents which are not in the custody of the Treasurer of the Society, or in the custody of some other person authorized by the Board of Directors to have such custody. The Secretary shall keep a current list of Society Members, the class of membership, contact information and the status as to the entitlement to vote.

#### SECTION 11: APPOINTED OFFICERS

The Board of Directors may delegate to any officer or committee the power to appoint and to remove any subordinate officer, agent, or employee.



## **ARTICLE VI CONTRACTS, CHECKS, DRAFTS AND BANK ACCOUNTS**

### SECTION 1: EXECUTION OF CONTRACTS

The Board of Directors, except as in these by-laws otherwise provided, may authorize any Officer or Officers, agent or agents, in the name of and on behalf of the Society to enter into any contract or execute and deliver any instrument, and such authority may be general or confined to specific instances; but, unless so authorized by the Board of Directors, or expressly authorized by these by-laws, no Officers, agent or employee shall have any power or authority to bind the Society by any contract or engagement or to pledge its credit or to render it liable in any amount for any purpose.

### SECTION 2: PAYMENT METHODS

All checks, drafts, and other orders for the payment of money out of the funds of the Society, and all notes or other evidences of indebtedness of the Society, shall be signed on behalf of the Society in such manner as shall from time to time be determined by resolution of the Board of Directors.

### SECTION 3: DEPOSITS

All funds of the Society not otherwise employed shall be deposited from time to time to the credit of the Society in such banks, trust companies or other depositories as the Board of Directors may select. The current balance of such accounts should be electronically available to a reasonable extent as determined by the capabilities of these depositories to at least three directors.

## **ARTICLE VII INDEMNIFICATION AND INSURANCE**

To the full extent authorized by the law, the Society shall indemnify any person, made or threatened to be made, a party in any action or proceeding, whether civil or criminal, by reason of the fact that the person, his or her testator or interstate is or was a Director or Officer of the Society or served in any capacity at the request of the Society and any other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise. The foregoing shall not obligate the Society to purchase Directors' and Officers' liability insurance but should applicable law permit, the Society may purchase such insurance if authorized and approved by the Board of Directors.

## **ARTICLE VIII CONFLICTS OF INTEREST**

### SECTION 1: DEFINITION OF CONFLICTS OF INTEREST

A conflict of interest will be deemed to exist whenever an individual is in the position to approve or influence Society policies or actions which involve or could ultimately benefit that financially: (a) the individual; (b) any member of his immediate family (spouse, parents, children, brothers or sisters, and spouses of these individuals); or (c) any organization in which he or an immediate family member is a director, trustee, officer, member, partner or more than 10% shareholder. Service on the board of another not-for-profit corporation does not constitute a conflict of interest.

### SECTION 2: DISCLOSURE OF CONFLICT OF INTEREST

A Director or Officer shall disclose a conflict of interest: (a) prior to voting on or otherwise discharging his duties with respect to any matter involving the conflict which comes before the Board or any committee; (b) prior to entering into any contract or transaction involving the conflict; (c) as soon as possible after the Director or Officer learns of the conflict; and (d) on the annual conflict of interest disclosure form. The Secretary of the Society shall distribute annually to all Directors and Officers, a form soliciting the disclosure of all conflicts of interest, including specific information concerning the terms of any contract or transaction or transaction with the Society and whether the process for approval set forth in Section 3 of this Article VIII was used.

### SECTION 3: APPROVAL OF CONTRACTS AND TRANSACTION INVOLVING POTENTIAL CONFLICTS OF INTEREST

A Director or Officer who has or learns about a potential conflict of interest should disclose promptly to the Secretary of the Society the material facts surrounding any actual or potential conflict of interest, including specific information concerning the terms of any contract or transaction with the Society. All effort should be made to disclose any such contract or transaction and have it approved by the Board before the arrangement is entered into. If a situation arises where conflict of interest is difficult to determine, or questions arise concerning the propriety of contact by an individual or others, the matter should be brought to the attention of the SOGH Managing Director, President or Treasurer.

Following receipt of information concerning a contract or transaction involving a potential conflict of interest, the Board shall consider the material facts concerning the proposed contract or transaction including the process by which the decision was made to recommend entering into the arrangement on the terms proposed. The Board shall approve only those contracts or transactions in which the terms are fair and reasonable to the Society and the arrangements are consistent with the best interests of the Society. Fairness includes, but is not limited to, the concepts that the Society should pay no more than fair market value for any goods or services which the Society receives and that the Society should receive fair market value consideration for any goods or services that it furnishes others. The Board shall set forth the basis for its decision with respect to approval of contracts or transactions involving conflicts of interest in the minutes of the meeting at which the decision is made, including the basis for determining that the consideration to be paid is fair to the Society.

### SECTION 4: VALIDITY OF ACTIONS

No contract or other transaction between the Society and one or more of its Directors or Officers, or between the Society and any other corporation, firm, association or other entity in which one or more of its corporation or officers are directors, officers or have a substantial financial interest, shall be either void or voidable for this reason alone or by reason alone that such Director or Directors or Officer or Officers are present at the meeting of the Board of Directors, or of a committee thereof, which authorizes such contract or transaction, or that his or their votes are counted for such purpose, if the material facts as to such Director's or Officer's interest in such contract or transaction as to any such common directorship, officership or financial interest are disclosed in good faith or know to the Board or committee and the Board or committee authorizes such contract or transaction by a vote sufficient for such purpose without counting the vote of votes of such interested Director or Officers. Common or

interested Directors may be counted in determining the presence of a quorum in a meeting of the Board of Directors or a committee which authorizes such contract or transaction. At the time of the discussion and decision concerning the authorization of such contract or transaction, the interested Director or Officer should not be present at the meeting.

#### SECTION 5: EMPLOYEE CONFLICTS OF INTEREST

An employee of the Society with a potential conflict of interest in a particular matter shall promptly and fully disclose the potential conflict to the supervisor. The employee shall thereafter refrain from participating in deliberations and discussion as well as any decisions, relating to the matter and follow the direction of the supervisor as to how the Society decisions which are the subject of the conflict will be determined. The President shall be responsible for determining the proper way for the Society to handle decisions which involve unresolved employee conflicts of interest. In making such determinations the President may consult with legal counsel.

The President shall report to the Board at least annually concerning employee conflicts of interest which have been disclosed and contracts and transactions involving employee conflicts which the President has approved.

### **ARTICLE IX COMPENSATION**

#### SECTION 1: REASONABLE COMPENSATION

It is the policy of the Society to pay no more than reasonable compensation for personal services rendered to the Society by the Officers and employees. The Directors of the Society shall not receive compensation for fulfilling their duties as directors, although the Directors may be reimbursed for actual out-of-pocket expenses which they incur in order to fulfill their duties as Directors. Expenses of spouses will not be reimbursed by the Society.

The Board of Directors must approve in advance the amount of all compensations for Officers of the Society. Before approving the compensation of an Officer, the Board shall determine that the total compensation to be provided by the Society to the Officer is reasonable in light of the position, responsibility and qualification of the Officer for the position held, including the result of an evaluation of the Officer's prior performance for the Society, if applicable. In making the determination, the Board shall consider total compensation to include the salary and the value of all benefits provided by the Society to the individual in payment for services. At the time of the discussion and decision concerning an Officer's compensation, the Officer should not be present in the meeting. The Board should obtain and consider appropriate data concerning comparable compensation paid to similar officers in like circumstances.

The Board shall set forth the basis for its decisions with respect to compensation in the minutes of the meeting at which the decisions are made, including the conclusions of the evaluation and the basis for determining that the individual's compensation is reasonable in light of the evaluation and the comparability data.

**GENERAL  
SECTION 1: OFFICE  
ARTICLE X**

The office of the Society shall be at such place within or without the State of Texas as the Society shall determine by resolution from time to time.

**SECTION 2: BOOKS AND RECORDS**

There shall be kept at the office of the Society (1) correct and complete books and records of account, (2) minutes of the proceedings of the Members, the Board of Directors and the Executive Committee, (3) a current list of the Directors and Officers of the Society and their residence addresses and contact information, (4) a copy of these by-laws, (5) a copy of the Society's application for recognition of exemption with the Internal Revenue Service, and (6) copies of the last three years information returns to the Internal Revenue Service.

**SECTION 3: SEAL**

The corporate seal shall be in the form of a circle and shall have inscribed thereon the following: Society of Ob/Gyn Hospitalists A Texas Nonprofit Corporation.

**SECTION 4: FISCAL YEAR**

The fiscal year of the Society shall commence January 1 in each calendar year and end of December 31 of that year.

**ARTICLE XI  
DISSOLUTION**

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of corporation is the located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

**ARTICLE XII  
AMENDMENTS**

The bylaws of the Society may be amended or repealed at any time by a majority vote of the voting Full Members. Any bylaw adopted by the Board may be amended or repealed by the Full Members.

These by-laws have been Amended on the following dates:

- September 26, 2017
- September 24, 2019
- July 1, 2022