

**BYLAWS OF  
THE SOCIETY FOR WOMEN'S HEALTH RESEARCH**

**ARTICLE I**

Name

The name of the corporation (hereinafter called "the Corporation") is **THE SOCIETY FOR WOMEN'S HEALTH RESEARCH.**

**ARTICLE II**

Purposes and Objectives

The purposes and objectives for which the Corporation has been organized are charitable and educational, including but not limited to improving the health of women through research as evidenced by the Corporation's five basic goals:

1. To identify those areas of research which will have an impact on the health of women;
2. To promote and encourage financial support, both public and private, for women's health research;
3. To effect changes in policies and behavior to improve the health of women based on research outcomes;
4. To create a milieu for change by informing policymakers, the public, educators and other professionals on research outcomes; and
5. To advance women as leaders in the health professions with the intent of increasing research in women's health and improving the health of women.

**ARTICLE III**

Seal

The Board of Directors shall provide a corporate seal which shall be in the form of a circle and shall have inscribed thereon the name of the Corporation and the words "District of Columbia."

**ARTICLE IV**

Offices

The principal office of the Corporation shall be located within or without the District of Columbia, as the Board may from time to time determine. The Corporation also may have offices at such other places as the Board of Directors may from time to time appoint or the purposes of the Corporation may require.

## ARTICLE V

### Board of Directors

1. Function. The business, property and policies of the Corporation shall be managed and controlled by a Board of Directors.
2. Powers and Duties of Board of Directors. All the corporate powers, except such as are otherwise provided for by these Bylaws and in the laws of the District of Columbia, shall be and are hereby vested in and shall be exercised by the Board of Directors. The Board of Directors may by general resolution delegate to a committee of its own number, or to officers or employees of the Corporation such powers as it sees fit.
3. Initial Board. The initial Board of Directors shall consist of three individuals, specified in the Articles of Incorporation of the Corporation, who shall serve for an initial term of 4 years.
4. Selection. The Board of Directors shall be self-perpetuating. Members of the Board of Directors, other than those serving at the time of incorporation, shall be selected by the existing Board.
5. Terms of Office. Directors shall serve staggered three (3) year terms. A Director may serve two consecutive terms and may be reelected as a Director after not serving as a Director for at least one calendar year. However, a Director may serve additional terms of office for purposes of fulfilling the duties of an elected officer, as provided in Article VI (Officers), Paragraph 2 (Election and Term of Office). Upon completion of any extended term, the Director's seat shall become vacant and, if the Board chooses to fill the vacancy, shall be filled in accordance with Article V, Paragraph 8 below. Each Director elected after the completion of the initial term shall serve for a period of three (3) years. Designations required under this section shall be made by a resolution of the currently elected and seated Board of Directors.
6. Number. The number of Directors of the corporation shall be no less than three (3) and shall be no more than twenty five (25), but such number may be increased or decreased by amendment to these Bylaws in the manner set forth in Article XV hereof. When the number of Directors is so decreased by amendment adopted by the Board of Directors, such Director in office shall serve until his/her term expires, or until his/her resignation or removal as herein provided.
7. Resignation. Any Director may resign at any time by giving written notice of such resignation to the Board of Directors.
8. Vacancies. Any vacancy on the Board of Directors may be filled in the same manner provided for the selection of members of the Board set forth in paragraph 4 of this article. A Director elected to fill a vacancy shall serve through the completion of the vacant term.
9. Annual Meetings. The annual meeting of the Directors shall be held at a time and location as the Board of Directors shall determine.
10. Special. Special meetings of the Board of Directors may be called by the Chair and must be called by him/her on the written request of two-thirds of the members of the Board.

11. Notice of Meeting. Notice of meetings shall be given to each Director, but such notice may be waived by any Director. Regularly scheduled meetings of the Board of Directors may be held without notice at such time and place as shall be determined by the Board, provided that reasonable notice of such regularly scheduled meetings shall have been served on all Directors on at least one occasion. Any business may be transacted at any Board of Directors' meeting.

12. Waiver of Notice. A Director may waive any notice required under the provisions of any law or under the provisions of the Articles of Incorporation or Bylaws of this Corporation before or after the date and time stated in the notice. Such waiver shall be in the form of a record, signed by the Director entitled to the notice, and filed with the minutes of the Corporation. A Director's attendance at or participation in a meeting shall waive any required notice to the Director of the meeting, unless the Director at the beginning of the meeting, or promptly upon arrival, objects to holding the meeting or transacting at the meeting and does not thereafter vote for or assent to action taken at the meeting.

13. Quorum. At all meetings of the Board of Directors, a majority of the then elected and sitting Directors shall be necessary and sufficient to constitute a quorum for the transaction of business, and the act of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise specifically provided by statute or by these Bylaws. If at any meeting there is less than a quorum present, a majority of those present may adjourn the meeting from time-to-time without further notice to any Directors.

14. Telephone Attendance at Meetings. Any or all directors may participate in a meeting of the Board of Directors or a committee of the Board by means of conference telephone or by any means of communication by which all persons participating in the meeting are able to hear one another, and such participation shall constitute presence in person at the meeting.

15. Voting. A majority of votes carries any action, except where provided otherwise by law or by these bylaws. Voting may be conducted in person or by conference call. Proxy voting by Directors is not permitted. Action may be taken without a meeting where all Directors consent to the action in writing.

16. Contracts and Services. The Directors and officers of the corporation shall avoid direct or indirect conflicts of interest relating to or incidental to the operations conducted by the Corporation, including the negotiation of contracts and other matters. A Director with an actual, apparent, or potential conflict of interest with the mission and activities of the corporation will disclose to the Board any such conflicts and any business, financial and organizational interests and affiliations which are or could be construed to be a conflict of interest. In no event, however, shall any person or other entity dealing with the Directors or officers be obligated to inquire into the authority of the Directors and officers to enter into and consummate any contract, transaction, or other action.

17. Compensation. Directors shall not receive any stated salary for their services as such, but by resolution of the Board, a fixed sum or expenses of attendance, if any, or both, may be allowed for attendance at each regular or special meeting of the Board. The Board of Directors shall have power in its discretion to contract for and to pay Directors rendering services to the corporation compensation appropriate to the value of such services, in an arm's length transaction.

18. Removal of Directors. Any Director may be removed from office for conduct detrimental to the interest of the Corporation by a two-thirds vote of the full Board of Directors at any regular or special meeting called for that purpose, but the Director subject to removal proceedings shall not vote. Any such Director proposed to be removed shall be entitled to a written notice mailed at least fifteen days prior to the date of the meeting at which such removal is to be voted upon, and shall be entitled to appear before and be heard at such meeting.

## ARTICLE VI

### OFFICERS

1. Titles. The officers of the corporation shall be the Chair, Chair- Elect, Secretary-Treasurer, Immediate Past Chair, and such other officers with such powers and duties not inconsistent with these Bylaws as may be appointed and determined by the Board of Directors. Any person may hold more than one office, except the offices of Chair and Secretary-Treasurer, may not be held by the same person.

2. Election and Term of Office. The officers shall be selected for a term of two years by the Board of Directors. However, an officer, other than the Immediate Past Chair, may serve two consecutive terms in any one office and may be elected to another office for additional terms. The Immediate Past Chair shall be the person completing a term of office as Chair immediately prior to the election of a new Chair. The most recent and available immediate past chair shall serve for one two-year term.

3. Qualifications. All Officers shall be Directors. A candidate is not eligible for election as an Officer if the candidate is not currently serving as a Director, except that this rule shall not apply to the Immediate Past Chair or to an officer elected to a second term or another officer position, and such Officer's term on the Board of Directors shall be extended as provided in Article V (Board of Directors), Paragraph 5 (Terms of Office)." No officer, other than the Immediate Past Chair, may serve more than a total of thirteen (13) years on the Board of Directors. Board members who shall hold any office shall be qualified for the office to which they may be appointed and may not hold any office where that office's duties would cause that person to be in violation of any federal law, regulation or other applicable requirement.

4. Vacancies. In case any office of the Corporation becomes vacant by death, resignation, retirement, disqualification, or any other cause, the majority of the Directors then in office, although less than a quorum, may elect an officer to fill such vacancy, and the officer so elected shall hold office through the completion of the vacant term or until the officer's successor is duly elected and qualified.

5. Duties and Responsibilities.

A. Chair. The Chair shall have and exercise general charge and supervision of the affairs of the Corporation and shall do and perform such other duties as may be assigned to him/her by the Board of Directors. The Chair shall preside at meetings of the Board of Directors. She/He may sign any contracts or agreements authorized by the Board of Directors.

B. Chair Elect. The Chair-Elect shall have and exercise the powers and perform the functions that are from time-to-time assigned to him/her by the Chair or the Board of Directors. The Chair-Elect shall have the powers and shall exercise the duties of the Chair whenever the Chair, by reason of illness or other disability, or absence, is unable to act, and at other times when specifically so directed by the Board of Directors.

**C. Secretary-Treasurer.** The Secretary-Treasurer shall have charge of such books, documents, and papers as the Board of Directors may determine and shall have the custody of the corporate seal. She/He shall be responsible for recording or seeing to the proper recording of the minutes and transactions of all meetings of the Directors, and for maintaining the corporate books of all such meetings in the form and manner required by law. She/He may sign in the name, and on behalf of the corporation, any contracts or agreements authorized by the Board of Directors, and may affix the seal of the corporation. Subject to the right to delegate such responsibilities in accordance with Article VIII below, the Secretary-Treasurer shall have the oversight of all funds, property, and securities of the Corporation, subject to such regulations as may be imposed by the Board of Directors; when necessary or proper, she/he shall endorse on behalf of the Corporation collection checks, notes, and other obligations, and shall deposit the same to the credit of the corporation at such banks or depositories as the Board of Directors may designate; she/he shall sign all receipts and vouchers, in addition to such other officer or officers, if any, as may be designated by the Board of Directors; she/he shall sign all checks of the Corporation, and all bills of exchange and promissory notes issued by the Corporation except in cases where the signing and execution thereof shall be expressly designated by the Board of Directors or by these Bylaws to some other officer or agent of the Corporation; she/he shall maintain full and accurate account of all monies and obligations received and paid or incurred by him/her for or on account of the Corporation; she/he shall make such payments as may be necessary or proper to be made on behalf of the Corporation and enter such payments regularly on the books of the Corporation; and she/he shall, in general, perform all the duties incident to the office of Secretary-Treasurer, subject to the control of the Board of Directors. She/He may be required to give bond for the faithful performance of his duties, in such sum and with such sureties as the Board of Directors may require.

**D. Immediate Past Chair.** The Immediate Past Chair shall have and exercise the powers and perform the functions that are from time-to-time assigned to him/her by the Chair or the Board of Directors

**6. Removal.** Any officer may be removed from office by the affirmative vote of two-thirds of all the Directors at any regular or special meeting called for that purpose, for nonfeasance, malfeasance, or misfeasance, for conduct detrimental to the interest of the Corporation or for refusal to render reasonable assistance in carrying out its purposes. Any officer proposed to be removed shall be entitled to at least fifteen days notice in writing by mail of the meeting of the Board of Directors at which such removal is to be voted upon and shall be entitled to appear before and be heard by the Board of Directors at such meeting.

**7. Executive Committee.** The Executive Committee shall consist of the officers of the Corporation and two (2) additional individuals who are also Directors to be elected by the majority vote of the Board of Directors for a two year term. This Committee shall meet no less than quarterly and shall act for the Corporation in all matters during the interim periods between meetings of the Board of Directors. The Committee's supervisory function shall be delegated to the Chair as necessary between meetings.

## **ARTICLE VII**

### **Founding Honorary Director**

After serving four terms as a member of the Board of Directors, Corporation founder Florence P. Haseltine, Ph.D., M.D., shall be provided a permanent position on the Board of

Directors as the Founding Honorary Director. This position is in addition to the Directors discussed in Article V above.

## **ARTICLE VIII**

### Agents and Representatives

The Board of Directors may appoint such agents and representatives of the Corporation, including an executive director or other employee of the corporation, with such powers and to perform such acts or duties on behalf of the Corporation including, but not limited to, any of the responsibilities of the Officers with regard to the operation of the Corporation as the Board of Directors may see fit, so far as may be consistent with these Bylaws, to the extent authorized or permitted by law. The executive director shall be the President of the Corporation and shall be responsible for the day-to-day management of the Corporation. The Board delegates to the President such powers to perform all necessary acts or duties on behalf of the Corporation to fulfill this function, including, but not limited to, the negotiation and execution of contracts and the hiring, termination, and supervision of staff, so far as may be consistent with these Bylaws to the extent authorized or permitted by law.

## **ARTICLE IX**

### Contracts

The Board of Directors, except as in these Bylaws is otherwise provided, may authorize any office or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to a specific instance; and unless so authorized by the Board of Directors, no officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement, or to pledge its credit, or render it liable pecuniarily for any purpose or in any amount.

## **ARTICLE X**

### Advisors

1. Advisory Committees or Panels. The Board of Directors may appoint from its number, or from among such persons as the Board may see fit, one or more advisory committees or panels, and at any time may appoint additional members thereto. The members of any such committee or panel shall serve during the pleasure of the Board of Directors. Such advisory committees or panels shall advise and aid the Directors and officers and employees of the Corporation in all matters designated by the Board of Directors. Each such committee or panel may, subject to the approval of the Board of Directors, prescribe rules and regulations for the call and conduct of meetings of that body and other matters relating to its procedure.

The members of any advisory committee or panel shall not receive any stated salary for their services as such, but by resolution of the Board of Directors a fixed sum or expenses of attendance, if any, or both, may be allowed for attendance at any meeting of such committee or panel. The Board of Directors shall have power in its discretion to contract for and to pay members of such advisory Committee or panel rendering services to the corporation compensation appropriate to the value of such services, in an arm's length transaction.

2. Advisors to Committees of the Board. The Board of Directors may appoint from among such persons as the Board may see fit, one or more advisors to any existing

committee established by the Board. These advisors shall serve at the pleasure of the Board of Directors and shall advise and aid the Directors and officers and employees of the Corporation in all matters designated by the Board of Directors. Each such advisor shall be a non-voting member of the committee of the Board.

The advisors to the Board committees shall not receive any stated salary for their services as such, but by resolution of the Board of Directors a fixed sum or expenses of attendance, if any, or both, may be allowed for attendance at any meeting of such Board committee. The Board of Directors shall have power in its discretion to contract for and to pay such advisors rendering services to the corporation compensation appropriate to the value of such services, in an arm's length transaction.

## **ARTICLE XI**

### **Voting Upon Stock of Other Corporations**

Unless otherwise ordered by the Board of Directors, the Secretary-Treasurer shall have full power and authority on behalf of the Corporation to vote either in person or by proxy at any meeting of stockholders of any corporation in which this Corporation may hold stock, and at such meeting may possess and exercise all of the rights and powers thereof, as this Corporation might have possessed and exercised if present. The Board of Directors may confer like powers upon any such person and may revoke any such powers as granted at its pleasures.

## **ARTICLE XII**

### **Fiscal Year**

The fiscal year of the Corporation shall commence on January 1 of each year and end on December 31.

## **ARTICLE XIII**

### **Prohibition Against Sharing in Corporate Earnings**

No Director, officer, employee, or person connected with the Corporation, or member of an advisory committee or panel, or any other private individual shall receive at any time any of the net earnings or pecuniary profit from the operations of the Corporation; provided, that this shall not prevent the payment to any such person of such reasonable compensation as would be paid to an unrelated third party for services rendered to or for the Corporation in affecting any of its purposes as shall be fixed by the Board of Directors, nor shall it limit the extent to which grants, scholarships, and fellowships can be made available to scholars, researchers, students, writers and others. No such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Corporation.

## **ARTICLE XIV**

### **Investments**

The Corporation shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the Board of Directors, without being restricted to the class of investments which a trustee is or may hereafter be permitted by law to make or by any similar restrictions.

## **ARTICLE XV**

### **Amendments**

The Board of Directors shall have the power to make, alter, amend, and repeal the Bylaws or Articles of Incorporation of the Corporation by affirmative vote of a majority of the Directors; provided that the proposed action is inserted in the Notice of the Meeting of the Board.

## **ARTICLE XVI**

### **Dissolution**

1. **Procedure.** The Corporation may be dissolved in accordance with the Laws of the District of Columbia. The Board of Directors must first approve a resolution recommending dissolution.

2. **Distribution of Assets.** Upon dissolution of the Corporation, the Board of Directors shall distribute the assets of the Corporation remaining after the payment, satisfaction and discharge, or adequate provision therefor, of all liabilities and obligations of the Corporation to one or more corporations, societies or organizations organized and operated not-for-profit, who, in the judgment of a majority of the Directors, shall be deemed to further the field of women's health research, provided that such corporations, societies or organizations must be tax-exempt under Section 501(c)(3) of the Internal Revenue Code.

## **ARTICLE XVII**

### **Indemnification**

1. **Indemnification.** The Corporation shall indemnify and hold harmless any person (the "Indemnitee"), who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding whether civil, criminal, administrative, investigative or otherwise, by reason of the fact that the Indemnitee is or was a director, advisory director, officer, employee, volunteer, agent or fiduciary of the Corporation, or is or was serving at the written request of the Corporation, or is or was serving at the written request of the Corporation as a director, advisory director, officer, employee, agent, trustee or fiduciary of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, to the fullest extent permitted by law, against all expenses (including but not limited to attorneys' and other experts' fees and disbursements), judgments, fines and amounts paid in settlement actually and reasonably incurred by the Indemnitee or his heirs, executors or administrators in connection with any such action, suit or proceeding, or in connection with any appeal therein; and no provision of these Bylaws is intended to be construed as limiting, prohibiting, denying or abrogating any of the general or specific powers or rights conferred under the District of Columbia Nonprofit Corporation Act upon the Corporation to furnish, or upon any court to award, such indemnification, or indemnification as otherwise authorized pursuant to the District of Columbia Nonprofit Corporation Act or any other law now or hereafter in effect.

2. **Determination.** If and to the extent such indemnification shall require a determination whether or not the relevant person met the applicable standard of conduct set forth in the District of Columbia Nonprofit Corporation Act, such determination shall be made expeditiously at the cost of the Corporation after a request for the same from the person seeking



indemnification. Such a determination shall be made (1) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding, or (2) if such a quorum is not obtainable, or, even if obtainable, a quorum of disinterested directors so directs, by independent legal counsel in a written opinion. If indemnification is to be given or an advance of expenses is to be made upon a determination by independent legal counsel, such counsel may be the regular counsel to the Corporation. In rendering such opinion, such counsel shall be entitled to rely upon statements of fact furnished to them by persons reasonably believed by them to be credible, and such counsel shall have no liability or responsibility for the accuracy of the facts so relied upon, nor shall such counsel have any liability for the exercise of their own judgment as to matters of fact or law forming a part of the process of providing such opinion. The fees and disbursements of counsel engaged to render such opinion shall be paid by the Corporation whether or not such counsel ultimately are able to render the opinion that is the subject of their engagement.

3. Advances of Expenses. If an indemnified party shall request that his expenses actually and reasonably incurred in connection with any actual or threatened action, suit, proceeding or investigation or appeal therein be paid by the Corporation in advance of the final disposition thereof, such request shall not be unreasonably refused, and a response to such request shall not be unreasonably delayed, by the Corporation.

4. Insurance. The Corporation shall maintain liability insurance with a limit of coverage of not less than \$200,000 per individual claim and \$500,000 per total claims that arise from the same occurrence. The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, advisory director, officer, employee, agent or fiduciary of the Corporation, or is or was serving at the request of the Corporation as a director, advisory director, officer, employee, agent, trustee or fiduciary of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of the District of Columbia Nonprofit Corporation Act or any other provision of law.

**ARTICLE XVIII**

Effective Date

The Bylaws shall take effect on the date of adoption.

Adopted this 6th day of March, 1990 at a regularly scheduled meeting of the Board of Directors.

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**Certificate of Secretary**

Amended the 6th day of May, 1993 at a regularly scheduled meeting of the Board of Directors.

Amended the 18th day of September, 1996, at a regularly scheduled meeting of the Board of Directors.

Amended the 10<sup>th</sup> day of December, 1998, at a regularly scheduled meeting of the Board of Directors.

Amended on the 7<sup>th</sup> day of December, 2000, at a regularly scheduled meeting of the Board of Directors.

Amended on the 30<sup>th</sup> day of April, 2002, at a regularly scheduled meeting of the Board of Directors.

Amended on the 4<sup>th</sup> day of December, 2003, at a regularly scheduled meeting of the Board of Directors.

Amended on the 20<sup>th</sup> day of April, 2004, at a regularly scheduled meeting of the Board of Directors.

Amended on the 9<sup>th</sup> day of May, 2006, at a regularly scheduled meeting of the Board of Directors.

Amended on the 5<sup>th</sup> day of October, 2006, at a regularly scheduled meeting of the Board of Directors.

Amended on the 18<sup>th</sup> day of October, 2007, at a regularly scheduled meeting of the Board of Directors.

Amended on the 20<sup>th</sup> day of November 2009, at a regularly scheduled meeting of the Board of Directors

**Secretary**\_\_\_\_\_