

Society of Family Planning  
An Illinois Nonprofit Corporation

Bylaws  
Adopted June 2, 2023

ARTICLE 1

PURPOSES

1.1 The purposes of the Corporation, the Society of Family Planning, are exclusively charitable, educational, and scientific as set forth in the Articles of Incorporation. In pursuing such purposes, the Corporation shall not act so as to impair its eligibility for exemption under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

ARTICLE 2

OFFICES

2.1 Registered Agent. The Corporation shall maintain a registered agent and registered office in Illinois.

2.2 Other Offices. The Corporation may also have offices at such other places as the Directors may select and the business of the Corporation shall require.

ARTICLE 3

MEMBERS

3.1 Number and Dues. The Corporation shall of Members who are united by a vision of just and equitable abortion and contraception, informed by science, have a demonstrated interest in conducting or leveraging family planning research, and are in good professional standing. Dues for members will be set by staff at the Society.

Dues, if any, for membership shall be set by the staff, subject to approval by the Board of Directors.

3.2 Requirements for Membership. No person shall become a Member who does not meet the above-stated membership eligibility criteria. Membership may be

denied for any reason deemed sufficient by the Board of Directors even though the applicant may meet the stated criteria for Membership. Members of the Corporation have the opportunity to bring concerns about any individual's membership status to the Board of Directors. Criteria for exclusion from membership may include, but is not limited to, 1) having been sanctioned or had their membership revoked by a national certifying or licensed body related to their medical or scientific discipline, 2) a finding of scientific misconduct or violation of ethical standards by any regional, national, or international governmental, academic or scientific institution or body having a report issued by their home organization indicating there is reason to believe the member has engaged in scientific misconduct, 3) having evidence of their having violated the community norms of the Society, or 4) other criteria as determined by the Board of Directors from time to time.

3.3 Special Meetings. Special meetings of the entire Membership may be called by the President, the Board, or at the written request of 10% of the Membership. At least five days' written notice stating the time, place, and purpose of any special meeting shall be given to the Members entitled to participate.

3.4 Voting. Should the Board of Directors put forth an issue for vote by the membership, each member shall be entitled to one vote of each matter of business.

3.5 Quorum. A majority of all Members shall constitute a quorum for the transaction of business at the meeting.

3.6 Expulsion from Membership. Any Member may be expelled from Membership, with or without the assignment of any cause, upon a majority vote of the Board of Directors present at a duly convened meeting of the Board of Directors, provided that written notice of the intention to expel and reasons therefore have been provided in the notice of the meeting. No Member shall be expelled without having the opportunity to be heard or to provide a written statement to be read at such meeting, but no formal hearing procedure need be followed. If the member in question is on the Board of Directors, that member shall sit out the vote related to such expulsion, and the vote is by a majority of other directors. Criteria for expulsion may include, but is not limited to, the items noted in 3.2 above.

## ARTICLE 4

### DIRECTORS

4.1 Powers. The business and affairs of the Corporation shall be managed by the Board of Directors, these Bylaws, or a resolution duly adopted by the Board.

4.2 Qualifications of Directors. Each Director shall be an individual of at least 18 years of age, who need not be a resident of Illinois.

4.3 Number, Election, Role. The Board of Directors shall consist of not fewer than eleven (11) nor more than fifteen (15) persons. Directors will solicit nominations publicly. Directors shall be chosen at least annually from the group of nominated candidates by vote of the Directors at a duly convened meeting of the Board of Directors. At all times, the Board of Directors shall include individuals who can effectively represent the needs of Complex Family Planning Fellowship (CFP) programs (fellowship program directors) and CFP subspecialists and individuals who can represent the needs of non-CFP subspecialist members and programs. Directors hold overall fiscal and managerial oversight responsibility for the Corporation, including strategic oversight of the Corporation's vision and mission.

4.4 Terms. Directors shall serve for a term of two (2) years and until their successors are elected and qualified. As nearly as possible, an equal number of terms shall expire each year. Directors who are not also officers shall be called "members-at-large" of the Board. No directors may serve in the member-at-large role for more than three terms or six (6) years total. Once a Director has been off of the Board of Directors for a period of six (6) years, they have the opportunity to serve again on the board. Officers shall serve for a term of two (2) years with the option of renewal for one consecutive two-year officer term. For Directors serving in one or more officer positions, the maximum period of service on the Board is eight (8) years.

4.5 Removal. Any Director may be removed from office, with or without the assignment of any cause, by a vote of a majority of the Board of Directors in office at a duly convened meeting of the Board of Directors, provided that written notice of the intention to consider removal of such Director has been included in the notice of the meeting. No Director shall be removed without having the opportunity to be heard at such meeting, but no formal hearing procedure need be followed. Criteria for removal may include, but are not limited to, 1) having been sanctioned or had their membership revoked by a national certifying or licensed body related to their medical or scientific discipline, 2) a finding of scientific misconduct or violation of ethical standards by any regional, national, or international governmental, academic or scientific institution or body having a report issued by their home organization indicating there is reason to believe the Director has engaged in scientific misconduct, 3) having evidence of their having violated the community norms of the Society, 4) if they are Members of the Society, having their Society membership revoked, or 5) other criteria as determined by the Board of Directors from time to time.

4.6 Quorum. A majority of all Directors shall constitute a quorum for the transaction of business at any meeting, and the acts of a majority of the Directors present at a duly convened meeting at which a quorum is present shall be the acts of

the Board, unless a greater number is required by the Act or these Bylaws. In situations where a Director recuses themselves from a vote, any actions voted on after the departure of that Director may still be passed as long as the majority of remaining Directors approves the action.

4.7 Vote. Every Director shall be entitled to one vote.

4.8 Consent of Directors in Lieu of Meeting. Any action which may be taken at a meeting of the Board may be taken without a meeting if all Directors then in office consent in writing setting forth the action so taken. Such consents shall be filed by the Secretary with the records of the Corporation.

4.9 Regular Meetings. Regular meetings of the Board shall be held as determined by the Board. Board members will be given at least thirty (30) days of notice of regular meetings, and will be notified via email of the date, time, and location (including an online forum) of the meeting.

4.10 Special Meetings. Special meetings of the Board may be called by the President or by one-third of the Board of Directors at any time. At least 24 hours notice stating the time, place, and purpose of any special meeting shall be given to the members of the Board. If a special meeting is called for the removal of a director, notice of the proposed removal shall be delivered to all directors at least twenty (20) days in advance.

4.11 Virtual Participation. Although in-person participation at regular meetings of the Board by Directors is prioritized when possible, any Director may participate in a meeting of the Board or any committee thereof by means of remote communications by which all persons participating in the meeting can hear and/or see each other.

4.12 Leave of Absence. Directors may take a temporary leave of absence from their Board responsibilities for a maximum period of three months. A leave of absence may be for any reason. The Director taking leave is responsible for communicating their return to the Board President. If at any point the Director on leave will not be able to return to the Board, then they should inform the Board President immediately. At the end of three months, the Director must either assume their Board responsibilities again in full or resign from Board service. If the Director cannot return after three months, then the Director will be able to reapply for Board service the following recruitment cycle.

## ARTICLE 5

### OFFICERS

5.1 Positions, Election. The officers of the Corporation shall include a President, a President Elect, a Secretary, and a Treasurer. Officers other than the President shall be elected by the Directors from among the Directors who have completed at least two years as a member-at-large Director. If no Directors who meet the above criteria are put forth for the officer roles of Secretary or Treasurer, the minimum service requirement for these two officer positions may be waived upon vote by the Governance Committee. An open call for Officers is made to all Directors to self-nominate themselves for Officer roles. If more than one Director nominates themselves to the Secretary or Treasurer role, the Governance Committee (or in the absence of such a committee, the Board) will select the person who will serve in that position, by a majority vote. If more than one person nominates themselves to serve in the President Elect role, the Board will select the person who serves in that position, by a majority of Directors of the Board at the meeting. After two years of service in the President Elect role, an individual shall automatically succeed to the office of President and no vote is needed. At all times, the slate of officers shall include individual(s) who can effectively represent the needs of Complex Family Planning Fellowship (CFP) programs (fellowship program directors) and CFP subspecialists and individuals who can represent the needs of non-CFP subspecialist members and programs.

5.2 Duties. The duties of the officers shall be laid out in the officer job description documents developed by the Governance Committee. The Board of Directors has the obligation to regularly review the officer job descriptions to ensure alignment with current roles.

5.3 Removal of Officers. Any officer may be removed from office, with or without the assignment of any cause, by a vote of a majority of the Board of Directors in office at a duly convened meeting of the Board of Directors, provided that written notice of the intention to consider removal of such Officer has been included in the notice of the meeting. No Officer shall be removed without having the opportunity to be heard at such meeting, but no formal hearing procedure need be followed. Criteria for removal may include, but is not limited to, 1) having been sanctioned or had their membership revoked by a national certifying or licensed body related to their medical or scientific discipline, 2) a finding of scientific misconduct or violation of ethical standards by any regional, national, or international governmental, academic or scientific institution or body having a report issued by their home organization indicating there is reason to believe the Director has engaged in scientific misconduct, 3) having evidence of their having violated the community norms of the Society, 4) if they are Members of the Society, having their Society membership revoked, or 5) other criteria as determined by the Board of Directors from time to time.

## ARTICLE 6

## COMMITTEES

6.1 Establishment. The Board may establish one or more committees to consist of one or more Directors of the Corporation. Any such committee, to the extent provided in the resolution of the Board forming the committee, shall have and may exercise any of the powers and authority of the Board, except that no committee, including the Executive Committee, shall have any power or authority to amend the Society's charter or bylaws, to fill vacancies on the Society's board, to hire/fire the Society's chief executive, or make changes in the strategic direction of the organization.

6.2 Vote. If any person who is not a Director is appointed to any committee of the Board, such non-Director shall have the right to serve as advisors on the committee, and no right to vote on any question that would create a binding obligation of the Corporation.

6.3 Committee Structure. The Board of Directors has the obligation to create, adapt, and remove Committees as necessary to carry out the strategic vision and mission of the Corporation. Current standing committees include, but are not necessarily limited to the Executive Committee, Governance Committee, and Finance Committee.

6.4 Appointment to Committees. Directors will solicit nominations for committee service publicly. Committee members shall be chosen annually from those who nominated themselves by the Board of Directors. In instances where the Board determines there is a compelling reason to broaden committee membership beyond existing Directors, the Board of Directors has the discretion to do so. Unless otherwise determined by the Board or set out in these Bylaws, the President shall have the power to appoint and remove members and chairs of all committees.

6.5 Creation and Composition of Advisory Committees. The Corporation may, in its discretion, establish Advisory Committees that may include persons who are not Directors. Such Advisory Committees shall have no power to bind the Corporation and shall have only such other responsibilities and duties as may be delegated to them by the Board or the President.

6.6 Board Liaisons. A Board Liaison maintains a critical connection between the Board of Directors and a designated committee, subcommittee, working group, task force, or external body. Board Liaisons are appointed by the President. The primary purpose is to facilitate communication between the Board and appointed member groups. Board Liaisons who are not Board Directors are non-voting, advisory members of the Committee.

## ARTICLE 7

### RESIGNATIONS AND VACANCIES

7.1 Resignations. Any Member, Director, Officer, Advisor, or Liaison may resign such position at any time, such resignation to be made in writing and to take effect from the time of its receipt by the Corporation, unless some later time may be fixed in the resignation, and then from that date. The acceptance of the resignation by the Board shall not be required to make it effective.

7.2 Filling Vacancies. If a vacancy exists among the positions available for Directors, by virtue of a desire to fill unfilled positions, or by reason of death, resignation, disqualification or otherwise, the Directors in office may choose a person or persons who may serve as a Director for the remainder of the applicable term. If the position of any officer becomes vacant, by an increase in the number of officers, or by reason of death, resignation, disqualification or otherwise, the a person or persons who shall hold office for the remaining term shall be chosen according to the procedures above for Officers.

## ARTICLE 8

### MEETINGS AND NOTICE

8.1 Place of Board Meetings. Board meetings may be held anywhere that is fiscally responsible and reasonable. Meetings can also be 100% remote.

8.2 Notice. Whenever written notice is required to be given to any person, it may be given to such person either personally or by sending a copy thereof by first class or express mail, postage prepaid, or courier service, charges prepaid, or by facsimile transmission or electronic mail, to that person's address (or facsimile number or e-mail address) appearing on the books of the Corporation, or in the case of Directors, supplied by that person to the Corporation for the purpose of notice. If the notice is sent by mail or courier service, it shall be deemed to have been given to the person entitled thereto when deposited in the United States mail or with the courier service for delivery to such person or, in the case of facsimile or electronic mail when dispatched. Such notice shall specify the place, day and hour of the meeting and any other information which may be required by the Act or these Bylaws, including, in the case of a special meeting of Directors, the general nature of the business to be transacted.

8.3 Waiver of Notice. Any required notice may be waived by the written consent of the person entitled to such notice either before or after the time for giving of notice, and attendance of a person at any meeting shall constitute a waiver of notice of such meeting, except where a person attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

8.4 Electronic Mail. Any action which may be done, or is required to be done, in writing under these Bylaws or the Act, including agreement to a unanimous written consent, shall be valid if sent and received by electronic mail.

## ARTICLE 9

### INDEMNIFICATION

9.1 Indemnification. (a) The Corporation may indemnify any officer or Director, any employee or agent 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 or investigative, (other than an action by, or in the right of, the Corporation) (a "Proceeding") by reason of the fact that such person is or was a representative of the Corporation, or is or was serving at the request of the Corporation as a representative of another domestic or foreign corporation for-profit or not-for-profit, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred in connection with such Proceeding if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation, and with respect to any criminal proceeding, had no reason to believe such conduct was illegal. The termination of any Proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the corporation or, with respect to any criminal action or proceeding, that the person had reasonable cause to believe that his or her conduct was illegal.

(b) The Corporation may indemnify any officer or Director, any employee or agent who was or is a party, or is threatened to be made a party to any threatened, pending or completed Proceeding by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that such person is or was a representative of the Corporation, or is or was serving at the request of the Corporation as a representative of another domestic or foreign corporation for-profit or not-for-profit, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees)

judgments, fines and amounts paid in settlement actually and reasonably incurred in connection with such Proceeding if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation, provided, however, that no indemnification shall be made under this subsection in respect of any claim, issue or matter as to which the person has been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the Corporation unless and only to the extent that the court in which the action was brought determines upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses that the court of common pleas or other court shall deem proper.

(c) To the extent that a present or former director, officer, or employee of the Corporation has been successful, on the merits or otherwise, in the defense of any Proceeding referred to in subsections (a) and (b), or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person, if that person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation.

(d) Expenses (including attorney's fees) incurred by an officer or director of the Corporation in defending a Proceeding may be paid by the Corporation in advance of the final disposition of the Proceeding, as authorized by the board of directors in the specific case, upon receipt of an undertaking by or on behalf of such director or officer to repay such amount, unless it shall ultimately be determined that such person is entitled to be indemnified by the corporation as authorized in this Section. Such expenses (including attorney's fees) incurred by former directors and officers or other employees and agents of the Corporation or by persons serving at the request of the Corporation as directors, officers, employees or agents of another corporation, partnership, joint venture, trust or other enterprise may be paid in advance on such terms and conditions, if any, as the Corporation deems appropriate.

9.2 Procedure. (a) Unless ordered by a court, any indemnification under Section 8.2 or otherwise permitted by law shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification is proper in the circumstances because he or she has met the applicable standard of conduct set forth under that section. Such determination shall be made by:

- (1) the Board of Directors by a majority vote of directors who are not parties to such action, suit, or proceeding, even though less than a quorum
- (2) by a committee of such directors, even though less than a quorum, designated by a majority vote of such directors,

- (3) if there are no such directors, or if such directors so direct, by independent legal counsel in a written opinion; or
- (4) by the Members entitled to vote.

(b) If the Corporation indemnifies or advances expenses under Section 8.1 (b), the Corporation shall report the indemnification or advance in writing to Members entitled to vote with or before the notice of the next meeting of the Members entitled to vote.

9.3 Continuing Right to Indemnification. The indemnification and advancement of expenses provided pursuant to this Article shall continue as to any person who has ceased to be an officer or Director of the Corporation and shall inure to the benefit of the heirs, executors and administrators of such person.

9.4 Other Rights. This Article shall not be exclusive of any other right which the Corporation may have to indemnify any person as a matter of law.

## ARTICLE 10

### AMENDMENTS

10.1 Articles of Incorporation. The Articles of Incorporation of the Corporation may be amended by a majority of all Directors at any duly convened meeting of Directors after not less than ten (10) days notice of such proposed action has been given, including a copy of the proposed amendment or a summary of the changes to be effected thereby.

10.2 Bylaws. The Bylaws may be amended by vote of the majority of all Directors in office at a duly convened meeting of Directors, after notice of such proposed action has been given, including a copy of the proposed amendment or a summary of the changes to be effected thereby.

## ARTICLE 11

### MISCELLANEOUS

11.1 Fiscal Year. The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December.

11.2 Policies. The Board shall adopt policies dealing with conflicts of interest, whistleblower protection, document retention and destruction, and other policies needed, as determined by the Board.

11.3 Headings. In interpreting these Bylaws, the headings of articles shall not be controlling.

11.4 Bond. If required by the Board, any person shall give bond for the faithful discharge of his or her duty in such sums and with such sureties as the Board shall determine.

11.5 Corporate Seal. The corporate seal of the Corporation shall be in circular form and shall bear the name of the Corporation and the words "Corporate Seal, Illinois 2010."