

## Heartland Association of Gynecologic Oncology

### THE HEARTLAND ASSOCIATION OF GYNECOLOGIC ONCOLOGY

#### *Mission Statement:*

*“To foster the dissemination of knowledge about gynecologic cancer and to stimulate research and collaboration to improve the lives of women with gynecologic malignancies.”*

The Heartland Association of Gynecologic Oncologists (HAGO) was founded in 2020 with a charter membership of 8 physicians. The purpose of the Association is to: 1) provide a place for gynecologic oncologists in our area to gather, network and collaborate; 2) provide valuable leadership experience to junior faculty; 3) provide trainees the opportunity to present their research, collaborate and network with other trainees and leaders in our region; 4) stimulate the development and sharing of research and educational resources to further improve the care of women with gynecologic cancer, and 5) provide a forum for education and dissemination of knowledge about gynecologic oncology. HAGO is an association that specializes in oncology with the main goal of promoting quality science and fellowship among the members. The association membership is open to fellowship-trained gynecologic oncologists who practice within the middle portion of the United States. The membership consists of approximately 120 members including gynecologic oncologists, medical oncologists, radiation oncologists and pathologists.

The HAGO Board of Directors consists of the immediate Past President, President, President-Elect, Vice-President, Secretary-Treasurer, Secretary-Treasurer-Elect and two (2) Members-at-Large. This corporation is a nonstock, nonprofit corporation and is not organized for the private gain of any person. It is organized under the nonstock corporation laws of Wisconsin for public and charitable purposes. This corporation is organized and operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

#### **Annual Meeting**

The Annual Meeting held in September presents a program of carefully chosen subjects dealing with clinical problems and research topics in the field of gynecologic oncology and allows participants an opportunity for interaction and discussion. The meeting is well attended, with a good mix of individuals from community practice, academic centers, and those completing fellowships or residencies.

Prizes have been established to recognize the high level of excellence in original research that is presented at the Association's Annual Meeting. Each year, the following three \$500.00 cash awards are offered: The Award for the best paper presentation by a HAGO member, the Award serves to recognize the best basic science research presentation by a resident or fellow, and the Award recognizes the best resident or fellow presentation on clinical research.

**HEARTLAND ASSOCIATION OF GYNECOLOGIC ONCOLOGY, INC.  
BYLAWS**

Article I. NAME AND PURPOSE

The Heartland Association of Gynecologic Oncology, Inc. (the "Association") is incorporated under the laws of the State of Wisconsin as a nonstock corporation and is permitted to engage in any and all activities authorized by the Articles of Incorporation of the Association (the "Articles"). The purpose of the Association is to provide a forum for education and dissemination of knowledge about gynecologic oncology. The Association stimulates and promotes original scientific investigation of gynecologic oncology and disseminates information concerning new developments in gynecologic oncology and assists in the education of physicians and others interested in the gynecological cancer patient.

Article II. OFFICES

The principal office of the Association for the transaction of its business shall be located in the City and County of Dane, State of Wisconsin. The Association may also have offices in such other places, within or without the State of Wisconsin, where it is qualified to do business.

Article III. MEMBERSHIP AND DUES

SECTION A. TYPE OF MEMBERSHIP

1. The Association shall have five classes of Members as follows: (i) Full Members; (ii) Associate Members; (iii) Members-in-Training; (iv) Emeritus Members, and (v) Affiliate Members. No Member shall hold more than one class of membership in the Association. The membership of the Association shall be composed of those individuals who meet the qualifications of Section A.2, support the purposes of the Association, and meet other criteria that the Board of Directors may designate from time to time.
2. Eligibility. Any individual who demonstrates a professional interest in gynecologic oncology is eligible for membership in the Association. The individual shall have been trained, currently reside, or have an interest in future practice in a "heartland" state: Wisconsin, Michigan, Minnesota, Iowa, Illinois, Indiana, Ohio, Kentucky, Tennessee, Arkansas, Missouri, Kansas, Nebraska, North Dakota, or South Dakota. In addition, the following requirements apply:
  - a. Full Members. Full Members shall be licensed physicians interested in gynecologic oncology and must be active members of a gynecologic oncology service. Specifically, a Full Member must be Board-certified or Board-eligible by the American Board of Obstetrics and Gynecology or its equivalent, the American Board of Radiology, the American Board of Internal Medicine, the American Board of General Surgery, or the American Board of Pathology.
  - b. Associate Members. Associate Members shall be those individuals whose primary career activities are in gynecologic oncology. An Associate Member must be a licensed Nurse Practitioner, Physician Assistant or nurse and be a member of an active gynecologic oncology service.
  - c. Members-in-Training. Members-in-Training shall be trainees in an obstetrics and gynecology residency or a gynecologic oncology fellowship.

- d. Emeritus Members. At age 65 or upon retirement from active practice, a Full Member may elect to become an Emeritus Member by submitting a letter to the Executive Committee.
  - e. Affiliate Members. Affiliate Members shall be those individuals with an interest in gynecologic oncology who are employed by industry.
3. Rights of Members. Full Members, Associate Members, Members-in-Training, and Emeritus Members may serve on committees and be involved with planning and helping with the activities of the Association.
    - a. Full Members. Each Full Member is entitled to one vote and may hold office.
    - b. Associate Members. Each Associate Member is entitled to one vote and may hold office, but Associate Members may not comprise more than 10% of the Executive Committee.
    - c. Members-in-Training. Each Member-in-Training is entitled to one vote but may not hold office.
    - d. Emeritus Members. Emeritus Members shall not vote or hold office.
    - e. Affiliate Members. Affiliate Members shall not vote or hold office.

#### SECTION B. ELECTION TO MEMBERSHIP

In order to be elected as a Full Member, Associate Member or Member-in-Training, an individual must submit a completed application to the Secretary-Treasurer of the Association prior to the meeting at which Membership status is activated. A curriculum vitae of the nominee shall be presented to the Board of Directors who shall decide on the eligibility of a nominee and distribute to the voting Members the name and summary of credentials of all nominees. Election to membership may be carried out electronically. A majority vote of the voting Members will constitute election. Newly elected members shall be notified by letter of their admittance to membership and shall then receive their membership certificate.

#### SECTION C. DUES AND REGISTRATION FEES

1. Dues shall be determined annually by the Board. Annual dues shall be payable by each Member, including the year in which the initiation fee is paid.
2. Dues are payable upon receipt of the dues statement; dues are not pro-rated.
3. Registration fees for HAGO meetings shall be fixed by the Board of Directors. An Emeritus Member shall pay a registration fee reduced by 25%.

#### SECTION D. LOSS OF MEMBERSHIP

1. A Member shall be dropped from membership for failure to pay dues by the end of fiscal year. Reminders will be sent and an invitation to change membership status will be offered. A Member may be reinstated after remitting the full dues owed, including dues for the current year.
2. Any Member may voluntarily withdraw membership at any time. Notification of withdrawal shall be given in writing.
3. The membership fee shall be forfeited if membership is withdrawn or terminated prior to the end of a fiscal year.
4. All Members-in-Training will cease to be Members-in-Training upon completion of their residency or fellowship should they choose to pursue subspecialty training. They can then apply for Full Member status if they choose to do so.

5. A Member may be removed from membership by expulsion or suspension pursuant to Section 181.0620, Wis. Stats. Any Member may be removed from membership by majority vote of those Directors present at a meeting where quorum is met provided that (i) a notice describing the reasons for this action has been delivered to the Member, at least fourteen (14) days prior to taking a final vote of the Board upon the matter and (ii) the Member has been afforded an opportunity to be heard by the Board of Directors, orally or in writing, not less than five (5) days before the effective date of removal. Removal with or without cause could include activities by the Member which are detrimental to the reputation or interest of the Association, or behavior which casts discredit upon the profession. Removal for political, religious, gender, ethnic or racial reasons is prohibited.

Article IV. MEETINGS OF MEMBERS

SECTION A. ANNUAL MEETING OF MEMBERS

The Annual Meeting of Members shall be held at a time and place designated by the Board. Typically, this meeting will be held in September when at all possible. The agenda for the Annual Meeting of Members shall include but not be limited to the following:

- Determination of overall program plans and priorities for the following year
- Report of training and educational events
- Reports from committees
- Amendment of bylaws, if any.

SECTION B. SPECIAL MEETINGS OF MEMBERS

Special meetings may be called at any time by a majority of the Board of Directors.

SECTION C. NOTICE OF MEETINGS

1. Notice may be sent by mail or electronically. The Secretary shall deliver to each Member a notice of each Annual and each special meeting, stating the time and place of the meeting, and in the case of a special meeting, the purposes of the special meeting.
2. Notice of the Annual Meeting shall be given not less than ten (10) days, nor more than sixty (60) days, before the date scheduled for the meeting referred to in the notice. Notice of the time and place shall be given in sufficient time for the convenient assembly of the Members.
3. Whenever any notice whatsoever is required to be given under the provisions of the Nonstock Corporation Law of the State of Wisconsin or under the provisions of the Articles of Incorporation or the Bylaws of this Association, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

SECTION D. QUORUM AT ANNUAL AND SPECIAL MEETINGS

After official notice of a meeting, those Members in attendance at the business meeting and eligible to vote shall be sufficient to constitute a quorum for the transaction of business at any Annual or special meeting.

SECTION E. CONDUCT OF MEETINGS

The President shall preside over all meetings of the Members. The Secretary- Treasurer shall keep the minutes of the meeting and record in an electronic minute book all resolutions adopted at the meeting as well as recording all transactions occurring at the meeting.

SECTION F. ACTION BY WRITTEN BALLOT

An action that may be taken on a regular, annual, or special meeting of the members may be taken by electronic ballot without a meeting in accordance with the procedures set forth in Wisconsin Statutes, Section 181.0708.

Article V. BOARD OF DIRECTORS

SECTION A. GENERAL POWERS

The management, control and operation of the affairs and properties of this Association are vested in the Board of Directors of the Association, which shall be called the “Board.” The Board is responsible for planning, coordinating, communicating and managing all Association activities.

SECTION B. NUMBER AND COMPOSITION OF THE BOARD

The Board of Directors shall consist of no fewer than seven (7) nor more than eleven (11) individuals (the “Directors”). The exact number of Directors shall be determined from time to time by a majority vote of the members. The Board of Directors shall consist of the immediate Past President, President, President- Elect, Secretary-Treasurer, Secretary-Treasurer-Elect and two (2) Members- at-Large and one Member-in-Training representative.

SECTION C. DIRECTOR TERMS

The terms of the Directors who also hold officer positions are set out in Article VI.

Members-at-Large are full, voting members of the Board of Directors but not officers of the Corporation. The two Members-at-Large shall serve staggered two-year terms. The duties of the Members-at-Large include:

1. to attend Board meetings and vote;
2. to represent and serve as a voice for the Corporation membership to the Board; and
3. to help preserve corporate memory and continuity in board functions and decisions through the two-year term.

The Member-in-Training representative is a non-voting member of the Board of Directors but not an officer of the Corporation. The Member-in-Training representative shall serve a one-year term. The duties of the Member-in-Training representative include:

1. to attend Board meetings; and
2. 2. to represent and serve as a voice for the Member-in-Training membership to the Board.

Any vacancy among the members of the Board of Directors shall be filled by appointment by the President and ratification by the Board of Directors. Such appointment shall be in effect until the next annual election.

SECTION D. ELECTION OF OFFICERS

Except as otherwise provided in these Bylaws, Directors shall be elected every year as needed. Nominations will be made by the Nominating Committee. The official slate of Officers

and Directors shall be proposed by the Nominating Committee and approved by the Board, then submitted to the entire voting Membership for election. Elections may be conducted electronically. A majority vote of eligible members who vote will constitute the election of the Officers and Directors.

SECTION E.                    RESIGNATIONS, REMOVAL, VACANCIES

1. Any Director may resign effective upon written notice to the President, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be elected to take office when the resignation becomes effective. No Director may resign if the Association would then be left without a duly elected Director or Directors in charge of its affairs.
2. Any Director may be removed from office with or without cause by a majority vote of the Members.
3. No reduction of the authorized number of Directors shall have the effect of removing any Director prior to the expiration of the Director's term of office.

SECTION F.                    MEETINGS OF DIRECTORS

1. Place of Meeting. Regular or special meetings of the Board of Directors shall be held at any place within or without the State of Wisconsin which has been designated from time to time by the Board of Directors. Whenever a place other than the principal office is fixed by the Board of Directors as the place at which future meetings are to be held, written notice thereof shall be sent not less than five (5) days before the next regular meeting to all Directors who were absent from the meeting at which such place was fixed. In the absence of such designation regular meetings shall be held at the principal executive office of the Association.
2. Annual and Regular Meetings. The Annual Meeting of the Board of Directors shall be held on such date at such time as may be fixed by the Board of Directors, in conjunction with the Annual Meeting of Members. Such an Annual Meeting shall be held for the purpose of organization and the transaction of their business. In addition, the Board of Directors shall hold such other regular meetings as the Board of Directors shall establish from time to time.
3. Special Meetings.
  - a. Special meetings of the Board of Directors for any purpose or purposes may be called at any time by the President, or by not less than two (2) of the Directors.
  - b. Special meetings of the Board of Directors shall be held upon forty-eight (48) hours' notice given personally or by electronic means of communication.
  - c. Notice shall be deemed to have been given at the time it is personally delivered to the recipient or is actually transmitted by the person giving the notice by electronic means, to the recipient.
4. Quorum. A simple majority of the Directors shall constitute a quorum, except to adjourn as hereinafter provided. Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors, unless a greater number be required by the Articles of Incorporation, subject to the provisions of the Wisconsin Nonstock Corporation Law, especially those provisions relating to (a) approval of contracts or

transactions in which a Director has a direct or indirect material financial interest, (b) appointment of committees, and (c) indemnification of Directors, if any action taken is approved by at least a majority of the required quorum for such meeting.

5. Waiver of Notice. The transactions of any meeting of the Board of Directors, however called and noticed or wherever held, are as valid as though held at a meeting duly held after regular call and notice if a quorum is present and if, either before or after the meeting, each of the directors not present signs a written waiver of notice, a consent to holding such meeting or an approval of the minutes thereof. The waiver of notice or consent need not specify the purpose of the meeting. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.
6. Adjournment. A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting of the Board to another time and place. Notice of the time and place of holding an adjourned meeting need not be given to absent Directors if the time and place is fixed at the meeting adjourned. If the meeting is adjourned for more than twenty-four (24) hours, notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to the Directors who were not present at the time of the adjournment.
7. Electronic Meetings. The Board of Directors may participate in a meeting through use of conference telephone or similar communications equipment, so long as all Directors participating in such meeting can hear one another and speak to one another. Participation in a meeting pursuant to this section constitutes presence in person at such meeting.
8. Action Without Meeting. In accordance with Section 181.0821, Wis. Stats., any action that would be taken at a meeting of the Board, except for action pursuant relating to amending these Bylaws or dissolving this Association, may be taken without a meeting if a consent in writing setting forth the action to be taken, is signed by two-thirds (2/3) of all of the Directors, provided all Directors receive notice of the text of the written consent and of its effective date and time. Any such consent signed by two-thirds (2/3) of all of the Directors has the same effect as a two-thirds (2/3) vote taken at a duly convened meeting of the Board at which a quorum is present and may be stated as such in any document filed with the Wisconsin Department of Financial Institutions. For purposes of this section, pursuant to Section 181.0821(1r), Wis. Stats., “in writing” includes a communication that is transmitted or received by electronic means, including electronic mail (“email”), and “signed” includes manual signatures as well as electronic processes associated with a writing and executed or adopted by a person with intent to authenticate a writing, such as an affirmative reply in an email, as defined in Section 181.0103(10p), Wis. Stats., as amended from time to time.
9. Fees and Compensation. Directors and members of committees may not receive any compensation for their services as such but may receive such reimbursement for expenses incurred on behalf of the Association as may be fixed or determined by the Board of Directors to be just and reasonable.
10. Rights of Inspection. Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the Association. Such inspection by a Director may be made in person or by agent or attorney. Without the consent of the Board of Directors, no corporate books, records, or documents shall be used by any Director

for any purpose not reasonably related to the person's interest as a Director. Without limiting the generality of the foregoing, without the consent of the Board of Directors, no corporate books, records, or documents shall be:

- Used for any purpose which the user does not reasonably and in good faith believe will benefit the Association;
- Used for any commercial purpose or purposes in competition with the Association; or
- Sold to or purchased by any person.

11. Conflict of interest. The Board shall adopt and abide by a Conflict of Interest Policy, attached to these Bylaws as Exhibit A.

Article VI. OFFICERS

The Officers of the Association shall be a President, an immediate Past President, a President-Elect, a Secretary-Treasurer, and a Secretary-Treasurer-Elect.

SECTION A. TERMS OF OFFICE

The Officers shall serve terms of one (1) year, other than the Secretary-Treasurer who shall serve a term of three (3) years. Officers shall serve until their successors are elected.

SECTION B. PRESIDENT

The President shall preside at the Annual and special meetings of the Members, and at all meetings of the Board of Directors. The President shall chair the Program Committee. The President will have the necessary authority and responsibility for the administration of the affairs of the Association subject only to such Bylaws as may be adopted and such orders as may be issued by the Board of Directors. The President will advise and make recommendations to the Board of Directors relating to the operation and long-range planning of the Association. The President may sign with the Secretary-Treasurer or other proper officer of the Association authorized by the Board of Directors any deeds, bonds, contracts or other instruments which the Board of Directors has authorized to be executed and shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors.

SECTION C. PRESIDENT-ELECT

The President-Elect shall co-chair the Program Committee. After the President-Elect's term, the President-Elect will automatically succeed to the office of President.

SECTION D. SECRETARY-TREASURER

The Secretary-Treasurer shall:

1. Maintain a register of names, addresses and membership status of all members;
2. Conduct all official correspondence of the Association;
3. Keep the records of the annual meetings and of the committee meetings;
4. Be an ex-officio member of all committees;
5. Keep the financial records and make all collections and disbursements in accordance with the Bylaws and at the direction of the Board of Directors;
6. Submit a report to the Board of Directors at the end of each fiscal year; and
7. Have the books audited every three years (to coincide with the change in Secretary-Treasurer) and submit this together with a report to the Board of Directors and to the Membership.



SECTION E. SECRETARY-TREASURER-ELECT

The Secretary-Treasurer-Elect shall succeed to the office of Secretary-Treasurer. The Secretary-Treasurer-Elect shall perform functions as directed by the Secretary-Treasurer and shall be elected to serve during the last year of the current Secretary-Treasurer's term of office.

Article VII. COMMITTEES

SECTION A. EXECUTIVE COMMITTEE

The Board may form an Executive Committee to serve at the pleasure of the Board of Directors, and the Board may delegate to such committee any of the authority of the Board of Directors, other than electing officers and filling Board vacancies, consistent with Section 181.0825, Wis. Stats. The Executive Committee members shall be appointed by resolution adopted by a majority of the Directors and shall be comprised of only Directors.

Any other committee that does not consist entirely of Directors shall be chaired by a Director and include as many members or volunteers as the Board desires. Any other committee that does not consist entirely of Directors shall have only the authority delegated to it by the Board.

SECTION B. NOMINATING COMMITTEE

The three most immediate Past Presidents of the Association, with the most senior of these with respect to the office of President functioning as the Chair of the Committee, shall comprise the Nominating Committee. It shall be the duty of the Nominating Committee to recommend to the Board a slate of officers and Directors for election each year. The Board must approve the slate of officers and Directors prior to member vote.

SECTION C. PROGRAM COMMITTEE

The Program Committee shall be chaired by the President and co-chaired by the President-Elect. The Program Committee shall consist of at least five (5) Full Members appointed by the Program Committee Chair. The Program Committee is responsible for planning the scientific and social programs for the Annual Meeting.

Article VIII. FISCAL YEAR

The fiscal year shall be the calendar year.

Article IX. AMENDMENTS

Amendments to the Bylaws of the Association may be proposed by three (3) or more Full or Associate Members and must be submitted to the Secretary-Treasurer. Notice of the proposed amendment must be provided to each member by the Secretary-Treasurer at least thirty (30) days before a vote is taken. Voting may be carried out electronically. Adoption shall require an affirmative vote of two-thirds (2/3) of the Members eligible to vote who cast a vote.

Article 10. DISSOLUTION AND DISTRIBUTION OF ASSETS

Subject to the relevant provisions in the Articles of Incorporation and the Wisconsin Nonstock Corporation Law, the Association may dissolve and end its affairs in the following manner:

1. The Board of Directors shall adopt a resolution recommending that the Association be dissolved and directing that the question of such dissolution be submitted to a vote at a meeting of the voting Members. Written notice stating that the purpose, or one of the purposes, of such meeting is to consider the advisability of dissolving the Association shall be given to each voting Member within the time and manner provided in the Bylaws for the giving of notice of meetings of voting Membership. A resolution to dissolve the Association shall be adopted upon receiving at least two-thirds (2/3) of the votes entitled to be cast by Members present at such meeting.
2. Upon adoption of such a resolution by the Membership, the Association shall cease to conduct its affairs except in so far as may be necessary for the end thereof, shall immediately cause a notice of the proposed dissolution to be mailed to each known creditor of the Association and shall proceed to collect its assets and apply and distribute them as provided in these Bylaws.
3. The assets of the Association in the process of dissolution shall be applied and distributed as follows: all liabilities and obligations of the Association shall be paid, satisfied and discharged, or adequate provision shall be made therefore; assets held by the Association upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred, or conveyed in accordance with such requirements; and assets received and held by the Association subject to limitation permitting the use only for the accomplishment of the objectives and purposes specified by these Bylaws, but not held upon a condition requiring return, transfer, or conveyance by reason of the dissolution, shall be transferred or conveyed to one or more domestic or foreign corporations, societies, or organizations engaged in activities substantially similar to those of this Association, pursuant to a plan of distribution adopted by the Board of Directors. No part of said funds shall inure, or be distributed to, the Members of the Association.

Article XI.

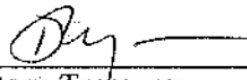
INDEMNIFICATION AND INSURANCE

1. Indemnification. The Association shall, to the fullest extent authorized by Chapter 181, Wis. Stats., indemnify each Director and officer of the Association against reasonable expenses and against liability incurred by a Director or Officer in a proceeding which he or she was a party because he or she was a Director or Officer of the Association. These indemnification rights shall not be deemed to exclude any other rights to which the Director or Officer may otherwise be entitled. The Association shall, to the fullest extent authorized by Chapter 181, Wis. Stats., indemnify any employee who is not a Director or Officer of the Association, to the extent the employee has been successful on the merits or otherwise in defense of a proceeding, for all reasonable expenses incurred in the proceeding if the employee was a party because he or she was an employee of the Association. The Association may, to the fullest extent authorized by Chapter 181, Wis. Stats., indemnify, reimburse, or advance expenses of Directors, Officers, or employees.
2. Insurance. The Association shall have the power to purchase and maintain insurance on behalf of any agent covering liability incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the Association would have the power to indemnify the agent against such liability under the provisions of this Article.

SECRETARY-TREASURER CERTIFICATION

The undersigned, Denise Uyar, Secretary-Treasurer of Heartland Association of Gynecologic Oncology, Inc., a Wisconsin nonstock corporation, hereby certifies the Bylaws regulating the conduct and affairs of this Corporation, a copy of which bylaws are attached to and precede this certificate, have been duly adopted.

DATED: Feb 17, 2022

  
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Secretary-Treasurer