



AMENDED AND RESTATED CODE OF REGULATIONS OF

ARTICLE I GENERAL

Section 1.1 Name

The name of this organization shall be THE MENOPAUSE SOCIETY (hereinafter “the Society”).

Section 1.2 Location

The principal office of the Society shall be in Ohio or at such other location designated by the Board of Trustees (hereinafter “the Board”).

Section 1.3 Purposes and Objectives

The purposes of the Society shall be

- (a) To conduct its activities in accordance with the Society’s Mission and Vision Statement set forth in Section 1.4; and
- (b) To conduct and to carry on any transactions permitted by (i) the laws of the State of Ohio to be conducted or carried on by a corporation organized under Ohio Revised Code Chapter 1702 or any act amendatory thereof or supplemental thereto, and (ii) by Sections 501(c)(3), 509(a)(1) and 509(a)(2) of the Internal Revenue Code of 1986 and the regulations promulgated thereunder, or any act amendatory thereof or supplemental thereto (hereinafter collectively referred to as “Internal Revenue Code”).

Section 1.4 Mission and Vision Statement

Mission: To empower healthcare professionals to improve the health of women during the menopause transition and beyond.

Vision: As the definitive, independent, and evidence-based resource for healthcare professionals, researchers, the media, and the public, the Society leads the conversation about improving women’s health and healthcare experiences during the menopause transition and beyond.

The Society strives to:

- Stimulate, support, and encourage evidence-based research on all aspects of menopause and healthy aging and translate this research into clinical practice.
- Promote the exchange of scientific knowledge of menopause and healthy aging through a multidisciplinary platform that includes, but is not limited to, the Annual Scientific Meeting, online resources, and the journal *Menopause*.
- Recognize expertise and promote excellence in menopause-related clinical practice and health-promotion strategies for women as they age.
- Develop and distribute continuing professional education for healthcare professionals, researchers, and educators, with the overarching goal of enhancing the understanding of menopause and healthy aging.
- Collaborate with other professional groups to establish standards and provide appropriate menopause- and age-related curricula in women’s healthcare.
- Empower women with scientifically accurate and culturally sensitive information so that they can actively participate in menopause- and age-related healthcare decisions.
- Support multidisciplinary healthcare professionals caring for women with scientifically accurate, culturally inclusive, evidence-based information to appropriately care for and support women in making informed healthcare decisions that promote healthy aging.

Section 1.5 Powers of the Organization

The Society is a nonprofit corporation organized and existing under Ohio Revised Code Chapter 1702 and is intended to be a qualified tax-exempt organization under Section 501(c)(3) of the Internal Revenue Code. As such an exempt organization,

- (a) The Society shall be operated exclusively for charitable and educational purposes.
- (b) No part of the Society’s net earnings shall inure to the benefit of or be distributable to its membership, Trustees, Officers, or private persons except, however, that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes as set forth in these Regulations.
- (c) No substantial part of the activities of the Society shall consist of carrying on propaganda or otherwise attempting to influence legal action.

- (d) The Society shall not participate in or interfere with (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.
- (e) The Society shall not engage in any activity that is unlawful under applicable federal, state, and local law.
- (f) The Society shall not operate for the purpose of carrying on a trade or business for profit.

Section 1.6 Dissolution

On dissolution of the Society, the Board, after making appropriate provisions for payment of all liabilities of the Society, shall arrange for the distribution of all assets, taxable and nontaxable, held by the Society either by direct distribution or by distribution to one or more organizations to which contributions are deductible under Sections 170(c) of the Internal Revenue Code, as the Board may determine, and, if required by state law, subject to any order of a Judge of the State of Ohio. Any such assets not so distributed within a reasonable time after dissolution of the Society shall be disposed of exclusively in accordance with the direction of any court of competent jurisdiction in such manner as in the judgment of such court will best accomplish the purposes for which the corporation was organized.

**ARTICLE II
MEMBERSHIP**

Section 2.1 General

Those eligible for membership shall support the Purposes and Objectives of the Society and shall meet additional criteria for one of the categories of membership provided in Section 2.2(a). Members shall be accepted irrespective of sex, race, language, religion, or political persuasion.

Section 2.2 Categories of Members, Privileges

- (a) The membership of the Society shall consist of Active, Honorary, Life, and Associate Members.
 - (1) **Active Member.** Active Members shall be licensed physicians and other licensed healthcare professionals or scientists holding an advanced degree in one of the biological or social sciences and others with professional or scientific interests in menopause who subscribe to the principles of professional ethics in their respective disciplines. Active Members shall have the right to vote and hold office and shall receive a subscription to *Menopause*.

- (2) Honorary Member. Honorary Membership may be bestowed on individuals who in the opinion of the Society are deserving of this special recognition by virtue of exceptional contributions either to the field of menopause or to the Society. Honorary Members shall not have the right to vote or hold office. They shall pay no dues and shall not receive a subscription to *Menopause*.
 - (3) Life Member. An Active Member who has reached the age of 70 years or more and who has been a member of the Society continuously for at least the ten previous years shall be granted Life Membership upon request sent to the Chief Operating Officer. Life Members shall have the right to vote but shall not have the right to hold elected office. They shall pay no dues and shall not receive a subscription to *Menopause*.
 - (4) Associate Member. Physicians who are serving approved residencies or fellowships and students may apply for Associate Membership. Associate Members shall not have the right to vote or hold office. They shall receive a subscription to *Menopause* and shall pay a reduced in-training registration fee for attendance at the Annual Scientific Meeting, said fee established by the Board. Membership in this category is automatically terminated 3 years after completion of training, at which time the individual is transferred to Active Membership. Associate Members may transfer to Active Membership at any time during this 3-year period.
- (b) Irrespective of age, Past Presidents of the Board shall be granted Life Membership on request to the Chief Operating Officer. Past Presidents may attend the Annual Scientific Meeting without payment of a registration fee and shall receive a subscription to *Menopause*.
 - (c) The first 200 members of the Society shall be designated Founding Members.

Section 2.3 Applications for Membership

- (a) Requests for membership shall be made in writing on the application form of the Society and submitted to the Chief Operating Officer acting on behalf of the Board, stating the applicant's wish to join the Society.
- (b) A request for membership shall imply approval of the Purposes and Objectives of the Society.
- (c) The Board reserves the right to reject applications from applicants who do not meet the qualifications for membership in the Society.

- (d) Notification of the decision shall be sent to the applicant.

Section 2.4 Dues

- (a) The dues shall be levied on the membership as determined by the Board. Funds shall be collected, administered, and accounted for in a manner established by the Board.
- (b) The Board shall determine any exemptions from dues.

Section 2.5 Meetings of the Membership

- (a) There shall be an Annual Meeting of the Society that shall consist of an Annual Scientific Meeting and an Annual Meeting of Members. The Board shall determine the time and place of the meeting.
- (b) In addition to the Annual Meeting of the Society, Special Meetings of Members shall be held whenever called in writing by the Board or as otherwise provided by statute.

Section 2.6 Notice of Membership Meetings

Notice of the time and place of any meeting shall be provided to all members of the Society no more than 120 days or fewer than 30 days prior to the meeting.

Section 2.7 Quorum for Membership Meetings

A quorum of 30 members qualified to vote shall be required for the conduct of the Annual Meeting of Members or of any Special Meeting of Members. If a quorum is not reached, a second assembly shall be announced at which any number shall suffice.

Section 2.8 Action by Vote

- (a) Action on matters before membership may be taken or authorized by resolution, unless otherwise provided by law.
- (b) Records of votes taken at the Annual Meeting of Members and Special Meetings of Members shall be maintained with the official records of the Society.

Section 2.9 Termination of Membership

- (a) Membership shall be terminated by
 - (1) Notice of resignation.

- (2) Failure to pay the membership fee for a second or subsequent term.
 - (3) Death of the member.
 - (4) The loss of a member's license to practice in his or her clinical field (other than by retirement) or debarment.
 - (5) An involuntary termination voted by the Board by a two-thirds majority.
- (b) The terminated member concerned shall have the right to appeal before the Annual Meeting of Members where a majority vote of the membership present and voting shall be required to reinstate the member.

ARTICLE III BOARD OF TRUSTEES

Section 3.1 Exclusive Authority of Board

The Board or its committees shall govern and exercise all authority of the affairs of the corporation.

Section 3.2 Numbers, Eligibility

- (a) The number of elected Trustees shall be 12.
- (b) All such Trustees shall be Active Members of the Society.
- (c) The Medical Director, Editor-in-Chief of *Menopause*, and the Immediate Past President as specified in Section 3.5 shall have full voting authority and shall be considered for quorum purposes during meetings of the Board.

Section 3.3 Nominations for the Board of Trustees

- (a) The President shall appoint a Trustee Nominating Committee, which shall consist of three Trustees and three Active Members of the Society who are not Trustees. The role of the Trustee Nominating Committee shall be to recommend a list of candidates to fill the number of open seats on the Board that will occur at the next Annual Meeting of Members.

- (b) The Trustee Nominating Committee shall consult with the Board prior to preparing a list of proposed candidates from among the Active Members of the Society. It shall present the Committee's recommended list to the Board for its approval. The Board shall submit the Board-approved official slate along with the Notice of the Annual Meeting of Members to all voting members no fewer than 90 days prior to the Annual Meeting of Members. Such notice to members may be submitted by email.
- (c) Other candidates may be nominated from among the Active Members of the Society by written petition signed by at least 10 voting members of the Society, including the candidate, and received by the President no fewer than 60 days prior to the Annual Meeting of Members.

Section 3.4 Election of Trustees

- (a) No fewer than 45 days prior to the Annual Meeting of Members, the President shall direct the Chief Operating Officer to issue to each voting Member of the Society an email ballot for the election of Trustees.
- (b) The ballot shall include a listing of any candidate(s) included in the official slate and any candidate(s) nominated by written petition. The ballot shall indicate the total number of Trustees to be elected.
- (c) Only completed ballots received by the Chief Operating Officer no fewer than 30 days prior to the Annual Meeting of Members shall be counted. The candidates receiving the highest number of votes up to the number of open seats to be filled on the Board shall be declared elected and announced at the Annual Meeting of Members.

Section 3.5 Tenure of Trustees

Trustees shall serve a 3-year term commencing immediately on their election. An elected Trustee shall serve no more than two full terms consecutively, subject to the exception provided in Section 4.3(a)(6) hereunder for the Immediate Past President.

Section 3.6 Resignation of Trustee

A Trustee may resign at any time. Such resignation shall be made in writing to the President of the Society and shall take effect at the time specified therein, or if no time be specified, at the time of its receipt by the President.

Section 3.7 Removal of Trustee

A Trustee may be removed from office by an affirmative two-thirds vote of all the members qualified to vote at an Annual Meeting of Members or a Special Meeting of Members or by an affirmative two-thirds vote of the Board attending a meeting of the Board.

Section 3.8 Vacancies

A vacancy during the term of an elected Trustee shall be filled by a resolution of the Board of Trustees for the unexpired portion of the term of the Trustee or, in the event of a vacancy for the Medical Director or *Menopause* Editor-in-Chief, until such time as a new Medical Director or Editor-in-Chief can be selected.

Section 3.9 Regular Meetings of the Board of Trustees

The Board shall meet immediately prior to the Annual Scientific Meeting and immediately following the Annual Meeting of Members at the same location or at such other convenient time and place as selected by the Board. The meeting that takes place after the Annual Meeting of Members shall be designated the Annual Meeting of the Board.

Section 3.10 Additional Meetings

Additional meetings of the Board shall be held at the call of the President, Chief Operating Officer, or by written request of any three Trustees and held at an appropriate time and place or held by teleconference or other means of electronic communication.

Section 3.11 Notice to Trustees, Waiver

The Chief Operating Officer shall give written notice stating the date, time, and place of any Board meeting, the purpose for which said meeting is called, and any other business to be transacted at the meeting. All such notices shall be communicated no fewer than 10 days prior to the date of such meeting. Notices will be submitted by email. Notice may be waived only if a Trustee executes a written waiver of notice before the meeting.

Section 3.12 Quorum, Action by Trustees, Board Balloting Procedures

- (a) At any meeting of the Board, the presence either personally or by means of communication of a majority of the Board qualified to vote shall constitute a quorum.
- (b) At a meeting of the Board at which a quorum is present, the affirmative vote of a majority of the voting Trustees present shall be necessary for the authorization or taking of any action voted upon by the Board.

- (c) Except as otherwise provided in this Amended Code of Regulations, any action taken by the Board may be conducted through a Board Ballot. Board Ballots shall be circulated by email to the Board. Voting shall not be deemed completed on any ballot submitted to the Board for 10 working days after the matter is forwarded to the Trustees for consideration. Action may be taken only by the affirmative vote of a majority of the members of the Board. The Board Ballot results shall be communicated to the Board under the authority of the Chief Operating Officer as soon as practical. Records of all Board Ballots shall be maintained with the official records of the Society.
- (d) Any action to be taken by the Board may be taken by unanimous written consent without a meeting, said consent to be filed with the records of the meetings of the Board.

ARTICLE IV OFFICERS AND EDITOR-IN-CHIEF

Section 4.1 Designation of Officers and Editor-in-Chief

- (a) The Officers of the Society shall be the President, President-Elect, Secretary, Treasurer, Immediate Past President, and Medical Director. All shall be either elected or *ex officio* members of the Board.
- (b) The *Menopause* Editor-in-Chief shall be an *ex officio* member of the Board.

Section 4.2 Selection of Officers and Editor-in-Chief, Tenure of Elected Officers, Vacancies

- (a) Selection and tenure:
 - (1) Elected Officers. The President shall appoint an Officer Nominating Committee of the Board, which shall consist of three Trustees. The role of the Officer Nominating Committee shall be to recommend to the Board a slate of candidates for Officers from among the elected Trustees. This slate shall be presented to the Board for its approval. All Board-approved Officers shall serve for a 1-year term commencing on the date of the Annual Board Meeting or until their resignation or removal. Any elected Officer may serve the Society without limitation as to the number of terms so long as he or she is a member of the Board, except the President who shall be ineligible to serve two consecutive terms.
 - (2) Medical Director. The Medical Director shall be selected by the Board operating as a committee of the whole. A candidate for Medical Director shall be an Active or Life Member.

- (3) *Menopause* Editor-in-Chief. The President shall appoint an Editor-in-Chief Nominating Committee, which shall consist of three members of whom at least two are members of the Board. The role of the Nominating Committee shall be to recommend to the Board a candidate for *Menopause* Editor-in-Chief. The Nominating Committee shall consult with the Board prior to presenting to the Board a candidate for its approval. A candidate for Editor-in-Chief shall be an Active or Life Member.

(b) Vacancies

Whenever, in the opinion of the Board, an elected Officer has vacated or has failed or is unable to fulfill the duties of his or her office, the Board shall elect a replacement to complete the unexpired term.

Section 4.3 Duties of Officers and *Menopause* Editor-in-Chief

(a) President

It shall be the duty of the President to

- (1) Preside at the Annual Scientific Meeting of the Society, the Annual Meeting of Members, and all meetings of the Board and the Executive Committee.
- (2) Be the Chief Executive Officer of the Society.
- (3) Be an *ex officio* member of all committees.
- (4) Appoint the Trustee Nominating Committee, the Officer Nominating Committee, and the Editor-in-Chief Nominating Committee.
- (5) Select the one elected member of the Board who is not an officer to serve on the Executive Committee.
- (6) Serve as Immediate Past President for the year after his or her term of office. If the term of the President was in the final year of the President's term as a Trustee, the President shall serve as an *ex officio* Trustee for one additional year as Immediate Past President upon his or her acceptance of such office.

(b) Medical Director

It shall be the duty of the Medical Director to

- (1) Implement and carry forth the policy set forth by the Board.
- (2) Promote the growth of the Society and maintain its integrity.
- (3) Maintain effective liaison with other professional organizations that are interested in promoting women's health.
- (4) Perform such other duties as ordinarily pertain to, or may be required of, the office of the Medical Director.
- (5) Serve as a salaried employee or be an independent contractor under a contract, the terms of which are mutually approved by the Medical Director and the Board.
- (6) Be an *ex officio*, voting member of the Board.

(c) Secretary

It shall be the duty of the Secretary to

- (1) Authenticate the records of all meetings of the Members of the Society, Board, and Executive Committee.
- (2) Assist the President in the conduct of the Annual Meeting of Members.
- (3) Perform all other ordinary duties considered to be that of this office.

(d) Treasurer

It shall be the duty of the Treasurer to

- (1) Be responsible for the accounts of the organization.
- (2) Submit financial reports as requested by the Board.
- (3) Chair the Finance Committee.
- (4) Perform all other ordinary duties considered to be that of this office.

(e) President-Elect

It shall be the duty of the President-Elect to

- (1) Assume all duties and authority of the President in the absence of the President.
- (2) Perform such other duties as the President may assign.

(f) Immediate Past President

It shall be the duty of the Immediate Past President to serve as a member of the Executive Committee.

Section 4.4 Duties of the *Menopause* Editor-in-Chief

The Editor-in-Chief shall have responsibility for scientific and editorial content of the Society journal *Menopause*, shall appoint a journal Editorial Board subject to approval of the Board, and shall oversee activities of the Editorial Board.

**ARTICLE V
COMMITTEES**

Section 5.1 General

From time to time, the Board shall organize standing committees and *ad hoc* committees as may be required to responsibly manage the Society. The Board shall appoint the Chairs of all committees unless otherwise specified in this Amended and Restated Code of Regulations. The members of committees and Chairs may be members of the Board or members of the Society at large unless the composition and leadership are otherwise specified in this Amended Code of Regulations. A majority of the members of each committee shall be Active or Life members.

Section 5.2 Executive Committee

- (a) The Board shall from among its number appoint an Executive Committee to consist of the following individuals:
 - (1) All elected Officers of the Board.
 - (2) The Medical Director.
 - (3) The Immediate Past President.
 - (4) One additional elected member of the Board.

- (b) During the intervals between meetings of the Board of the Society, the Executive Committee may act in the name of and with the full power of the Board except as described in Article IX. The Executive Committee shall meet as necessary, with at least 7 days' notice to all its members, on call of the President, the Chief Operating Officer, or on request of at least two Executive Committee members. Action may be taken by meetings with members attending in person or by any other means of communication, including telephonic or written communication; shall require an affirmative vote of a majority of Executive Committee members and shall be reported to the Board.
- (c) In addition to its general duties set forth in Section 5.2(b), the Executive Committee shall oversee organization operations and management and from time to time review and report to the full Board on fundamental issues regarding Board structure, leadership, composition, committee organization, and Board Member qualifications.

ARTICLE VI AFFILIATIONS

The Society may, at the discretion of the Board, enter into agreements of affiliation with organizations whose objectives and programs are compatible with the purposes of the Society contained in the Articles of Incorporation and these Regulations.

ARTICLE VII FISCAL YEAR

The fiscal year of the Society shall begin on January 1st and end on the following December 31st unless some other time interval shall be subsequently determined as appropriate by the Board.

ARTICLE VIII RECORDS

The records of the Society shall be maintained at its principal office. Such records shall include correct books of account of all the business transactions of the Society. The records shall be open to inspection by appointment by any Society member during the usual hours of business. Records shall be maintained of the proceedings of the Annual Scientific Meeting, Annual Meeting of Members, and meetings of the Board, Executive Committee, and other committees and Board Ballots and other Board actions. A membership list shall be maintained but shall not be sold or used for any commercial purpose unless authorized by the Board.

**ARTICLE IX
AMENDMENT OF CODE OF REGULATIONS**

This Code of Regulations may be proposed to be amended or repealed, in whole or in part, and additional provisions adopted by recommendation of a two-thirds majority of the Trustees voting at any meeting of the Board. Such proposed revision(s) shall be submitted to all voting members of the Society by email at any time with a ballot providing for the adoption or rejection of proposed revisions. Completed ballots received by the Chief Operating Officer within 15 days of the date of submission shall be counted. Such amendment shall require a simple majority vote of the members voting.

**ARTICLE X
MISCELLANEOUS PROVISIONS**

Section 10.1 Parliamentary Procedure

At all meetings of the membership, Board, or committees, *Robert's Rules of Order* (latest edition) shall govern the conduct of business of the Society unless it conflicts with the Articles of Incorporation of the Society or these Regulations.

Section 10.2 Journal

The journal *Menopause* shall be the official journal of the Society.

Section 10.3 Conflict of Interest

No contract or transaction between the Society and one or more of its Trustees, or between the Society and any other organization of which one or more of the Society's Trustees has a financial or other interest, shall be void or voidable, or in any way affected, solely for this reason, or solely because the Trustee is present at or participates in the meeting (other than voting) of the Board or committee thereof that authorizes, approves, or ratifies the contract or transactions if

- (a) Material facts as to the interested Trustee's relationship or interest in the contract or transaction are disclosed at the Board meeting or committee meeting where the action authorizing, approving, or ratifying is taken and recorded in the minutes of such meeting.
- (b) The contract or transaction is approved by an affirmative majority of the disinterested Trustees or committee members.

- (c) The interested Trustee does not participate in any vote relating to such contract or transaction.
- (d) Such an interested Trustee files a confidential annual statement with the Society disclosing his or her relationship to the beneficiary organization including the monetary value to such Trustee of the contract or transaction.

Section 10.4 Reimbursement, Indemnity

- (a) Trustees shall serve without compensation for their services as members of the Board, except for reimbursement of reasonable out-of-pocket expenses to attend duly-called meetings of the Board.
- (b) The foregoing notwithstanding, each person who is or has been a Trustee, Officer, employee, or other agent of the Society and his or her heirs, executors, and administrators shall be entitled, without prejudice to any other rights he or she may have, to be reimbursed by the Society for, and indemnified by, the Society against all liabilities, costs, and expenses reasonably incurred by him or her in connection with or arising out of any claim, action, suit, or proceeding of whatsoever nature, civil or criminal, before any court, tribunal, or administrative or legislative body or agency in which he or she may be involved as a party or otherwise or with which he or she may be threatened by reason of his having served as a Trustee, Officer, employee, or other agent or by reason of an action or actions alleged to have been taken or omitted by him or her as such Trustee, Officer, employee, or other agent. Such reimbursement and indemnification may include payment by the Society of liabilities, costs, and expenses reasonably incurred in advance of the final disposition of a claim, action, suit, or proceeding or in connection with a reasonable settlement or compromise thereof (other than an amount paid to the Society itself) made with a view to curtailment of costs of litigation, on receipt of an undertaking by the person indemnified to repay such payment if he or she shall be finally adjudged by a court, tribunal, or administrative or legislative body or agency not to have acted in good faith and in the reasonable belief that the action was in the best interest of the Society. The amount of any reimbursement or indemnity paid in respect of any matter on which settlement or compromise is effected, including the amount paid by a Trustee, Officer, employee, or other agent in such settlement, shall not exceed the expense that might reasonably have been paid or incurred by such Trustee, Officer, employee, or other agent in conducting actual or threatened litigation to a final conclusion.

ADOPTED and effective as of May 18, 2023.

ATTEST:

Monica M Christmas, MD, FACOG, NCMP
Secretary

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