

International Society for Uterus Transplantation (ISUTx)

ARTICLE I MISSION

Section 1.1 Vision International Society for Uterus Transplantation (ISUTx) is dedicated to scientific innovation and advances in medical care in the field of uterus transplantation.

Section 1.2 Mission; ISUTx will 1) facilitate networking between scientists, clinicians and para-medics worldwide; 2) advocate patient rights; 3) educate the public and medical professionals; 4) share current knowledge and new discoveries through the ISUTx website and the Congress of ISUTx; 5) promote multidisciplinary collaborative research; 6) develop consensus and guidelines on uterus transplantation; 7) establish and maintain an international registry of uterus transplantation cases with follow-up of patients, children and donors.

ARTICLE II MEMBERS

Section 2.1 Classes of Membership. Members of ISUTx shall be divided into three classes: (a) Founding member, (b) Active member, and (c) Corporate member. The qualifications for such members are as follows:

(a) **Founding Member**. Founding members shall consist of those individuals who, because of their qualifications and achievements, participated in the initial organizational meeting of the society held in Gothenburg, Sweden, January 8-9, 2016 and/or were elected on the interim Board of Directors at that meeting as well as those that actively participated in the first membership meeting of September 19, 2017. A founding member will have all the rights of an active member upon payment of yearly membership fee. Founding members will be listed separately in the membership directory.

(b) **Active Member**. Active members shall consist of physicians, scientists, psychologists, nurses, other allied health care professionals, or ethicists that are active/have an interest in the clinical or scientific field of uterus transplantation.

(c) **Corporate member**. Corporate members shall consist of companies that have an interest in uterus transplantation.

Section 2.2 Admission. Eligible persons (2.1) shall be admitted to membership upon application. The application shall be on a form prescribed from time to time by the Board of Directors of ISUTx. Such

form should contain information on activity/interest in relation to uterus transplantation and a statement that the applicant has read the Membership Rules of the ISUTx, understands them, and that if admitted to membership, the applicant agrees to be bound by them. Applications for membership shall be submitted to the Secretary, for approval by the Executive Committee (see Article III). Eligible persons, approved by the Executive Committee, shall become member upon payment of annual fee.

Section 2.3 Fees. All members shall pay annual fees in such amount as determined by resolution of the Board of Directors. No part of the annual dues shall be refunded to any party. Any fees paid to ISUTx become the property of ISUTx.

Section 2.4 Termination of Membership.

(a) The membership of any member of ISUTx shall automatically terminate upon receipt of the member's written and signed request for such termination from the member delivered to the President, Vice President or Secretary of ISUTx. A request for termination or resignation from membership shall not relieve any member from liability for fees that are unpaid at the time such request or resignation is filed.

(b) The membership privileges of any member of ISUTx may automatically be suspended upon failure of the member to pay annual fees within a period of ninety (90) days following the date on which such fee is payable. The suspended member will immediately be notified of the suspension and the delinquent amount. If, within thirty (30) days from that date, the member's account is not brought current or the member does not respond in writing to a member of the Executive Committee, such member's membership will automatically be terminated.

(c) At its option, the Executive Committee may terminate the membership of a member who cannot be contacted for a period of six (6) months using the address, telephone number, email address or other contact information of record with ISUTx. Each member shall be responsible for providing, on a regular and timely basis, to ISUTx, accurate and updated contact information.

(d) The Board of Directors, by affirmative vote of two-thirds of all of the Directors, may suspend or expel a member for cause after a hearing by the Board of Directors or Executive Committee. Any member subject to termination for cause shall be notified in writing of the date, time, place, and purpose of such hearing at least thirty (30) days prior to the date of such hearing.

(e) All rights and interest of a member of ISUTx shall cease upon termination of membership.

(f) Any member whose membership is terminated may have his or her membership reinstated on such terms as the Board of Directors may deem appropriate by filing a written request and on approval of the request by a vote of the Directors.

Section 2.5 Membership List. ISUTx shall keep a membership list containing the name and address of each member and other contact information. Termination of the membership of any member shall be recorded in the records of ISUTx, together with the manner of termination and the date on which membership ceased. The membership list shall be kept at the principal office of ISUTx.

Section 2.6 Transferability of Membership. Membership in ISUTx is nontransferable and non-assignable.

ARTICLE III **CONGRESS**

Section 3.1 Congress. A Congress of ISUTx should be held every second year with the first congress in September 18-19, 2017. The meeting should then be arranged every second year (uneven years) in the interval of second half of September and first half of October. In addition a State-of-the-Art meeting will be held at the same time very even year. This meeting will not incorporate a membership meeting. At the Congress of ISUTx (uneven years), a face-to-face meeting of the members shall be held at the time and manner determined by the Board of Directors. An agenda for such members meeting will be prepared by the President and made available to all members at least ninety (90) days prior to the meeting.

Section 3.2 Notice. Notice of the time and place of the congress (3.1) shall be provided to members by electronic mail and posting notice of such meeting on the website of ISUTx at twelve months prior to such meeting date. No action shall be taken on any of the following proposals unless written notice of the general nature of the business or proposal has been given: (a) any proposal to amend the Bylaws of ISUTx or (b) any proposal to dissolve ISUTx.

Section 3.3 Contents of Notice. All notice of member meetings shall specify the place, the day, and the hour of the meeting. Those matters which the Board of Directors at the time of giving the notice, intend to present for action by the members should be presented. Notice of any meeting at which Directors are to be elected shall include names of all those who are nominees at the time the notice is given to members.

Section 3.4 Quorum Generally and Vote for Action. At all meetings, the presence in person of at least one fourth of the members (25%) of the total number of members of ISUTx will constitute a quorum. All actions and decisions will require an affirmative vote of a majority of the members entitled to vote at a meeting at which a quorum is present.

Section 3.5 Voting Rights. Regular and founding members in good standing shall be entitled to vote. Each member is entitled to one (1) vote.

Section 3.6 Conduct of Meetings. Meetings of members shall be presided over by the President of ISUTx or in his or her absence, by the Vice President. The Secretary of ISUTx shall act as secretary of all meetings of members, provided that in his or her absence, the presiding President/Vice President shall appoint another person to act as Secretary of the meeting.

ARTICLE IV

BOARD OF DIRECTORS

Section 4.1 General Powers, Number, and Election. The property, affairs and business of ISUTx shall be managed by the Board of Directors (including Executive Committee; President, Vice President, Past President (during 2017-2019 when initiating ISUTx this will be Vice President #2), President Elect, Secretary, Treasurer) consisting of 15 persons.

Section 4.2 Election and Term of Directors. Directors shall be elected during the period of May 1 to June 30 every uneven year, which is before the Congress of ISUTx. The election should be through a written balloting process. This election should be administered by the Board of Directors. The Nominating Committee shall develop a slate of candidates for the positions as Board Directors (President, Vice President, President Elect, Secretary, Treasurer and 10 other Directors at first election and at further elections 9 other Directors, since the Past President will be part of the Board of Directors). Such slate should be provided in connection with the notice of the biennial meeting or written balloting process, but in no event less than thirty (30) days prior to voting or official balloting deadlines.

The Directors' terms shall be two years and shall be staggered for preservation of corporate memory and continuity purposes as determined by resolution of the Board of Directors. Each member of the Board of Director shall hold office until the next succeeding election by the members, applicable to his or her Director position and his or her successor is elected and qualified or until his or her earlier removal, resignation or death. Each Director may be elected to serve more than one consecutive term.

The election for Board of Directors 2017-2019 will be by open election at the ISUTx meeting 2017. The initial Nominating Committee (see 4.5.2) will then present a nomination list for the period 2017-2019.

Section 4.3 Removal of Directors. At a meeting called expressly for that purpose, a Director or Directors may be removed, for or without cause, by a majority vote of two-thirds of Directors then in office.

Section 4.4 Vacancies. Any vacancy occurring on the Board of Directors due to the death, resignation, or incapacity of a Director may be filled by the Board of Directors. A Director elected or appointed to fill a vacancy shall be elected or appointed for the unexpired term of his or her predecessor in office and until his or her successor shall have been elected and qualified.

Section 4.5 Committees.

Section 4.5.1 Executive Committee. The Executive Committee (or Executive Board) shall consist of the President, Vice President, President Elect, Immediate Past President (if applicable), Secretary, and Treasurer. Except as provided by law, the Executive Committee shall have and may exercise such powers as may be delegated to it by the Board. Additionally, the Executive Committee shall have and may exercise such powers to transact routine business of ISUTx in the interim period between regularly scheduled meetings of the Board, provided that such actions taken shall be consistent with and not conflict with any actions or policies of the Board, with these Bylaws or with applicable law. All actions taken by the Executive Committee shall be promptly reported to the Board at the next regular meeting of the Board. The Executive Committee shall meet at such times as shall be determined by the President. The Executive Committee shall keep regular minutes of its proceedings and report the same to the Board at each regular or special meeting of the Board.

Section 4.5.1.1 Members for the Executive Committee:

President. The President shall be the chairperson of the Board of Directors; shall preside at all meetings of the Board of Directors and meetings of the members, and subject to the direction and under the supervision of the Board of Directors, shall have general charge of the business, affairs and property of ISUTx; and shall do and perform such other duties and may exercise such other powers as from time to time may be assigned to him or her by these Bylaws or by the Board of Directors.

Vice President. At the request of the President, or in the event of his or her absence, disability or refusal to act, the Vice President shall perform all the duties of the President and when so acting shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall have such powers and discharge such duties as may be assigned to him or her from time to time by the President or the Board of Directors.

Past President. The Past President is the person who served as the President during the preceding two years period.

President Elect. The President Elect is the person that has been elected to serve as the President during the following two-year period.

Secretary. The Secretary shall attend all meetings of the Board and members of ISUTx; keep attendance records and record votes taken and keep the minutes of all proceedings at meetings of ISUTx; maintain and update the membership list of ISUTx; shall act as custodian of the records of ISUTx; and, in general, perform all duties and have all powers incident to the office of Secretary and perform such other duties and have such other powers as may from time to time be assigned to him or her by these Bylaws, the President or the Board of Directors.

Treasurer. The Treasurer shall have supervision of the funds, securities, receipts and disbursements of ISUTx; cause all monies and other valuable effects of ISUTx to be deposited in its name and to its credit in such depositories as shall be selected by the Board of Directors, if pursuant to authority conferred by the Board of Directors; cause to be kept at the accounting office of ISUTx correct books of account, proper vouchers and other papers pertaining to ISUTx business; render to the President or the Board of Directors, whenever requested, an account of the financial condition of ISUTx and of his or her transactions as Treasurer; and, in general, perform all duties and have all powers incident to the office of the Treasurer and perform such other duties and have such other powers as from time to time may be assigned to him or her by these Bylaws, the President or the Board of Directors.

Section 4.5.2 Nominating Committee. The Nominating Committee shall consist of no fewer than four members and shall include the President, Vice President, Past President (if applicable) and at least two non-Director members from the membership at large of ISUTx. All members have the right to suggest nominates to the Nominating Committee. The task of the Nominating Committee should be to provide a balanced representative. The at-large members of the Nominating Committee shall be selected by the Board of Directors at least ninety (90) days prior to the Congress of ISUTx with planned meeting of members or the written balloting process of members. Each individual appointed to serve on the Nominating Committee shall serve for a term of two (2) years or until his/her successor is duly appointed by the Board of Directors. The Nominating Committee shall be responsible for selecting and evaluating individuals who are qualified to serve on the Board of Directors, including Executive Committee and for presenting the names and qualifications of such individuals to the Board for consideration and recommendation to the members. The initial Nominating Committee (prior to the 2017 Congress) will be composed of the six-membered Interim Executive Board

Section 4.6 Quorum of Directors. The presence of a majority of the Directors in office immediately before a meeting begins shall constitute a quorum at all meetings of the Board of Directors. The act of a majority of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 4.7 Compensation. Directors shall serve without compensation. However, the Board of Directors may determine reimbursement for reasonable costs and expenses actually incurred by Directors for business and activity of ISUTx.

Section 4.8 Board Meetings. The Board of Directors shall meet at least once a year for the transaction of such business as may come before them concerning the Corporation. Directors shall be given at ninety (90) days prior notice of such meetings of the Board.

Section 4.9 Place of Board Meeting. Meetings of the Board of Directors, whether regular or special, shall be held at such place which has been designated from time to time by resolution or written consent of the Board of Directors. In the absence of such designation, all meetings shall be held at the principal

office of ISUTx. Principal Office, which from 2017 will be within the Department of Obstetrics and Gynecology, University of Gothenburg, Sahlgrenska University Hospital (Blå stråket 6, SE-413 45 Göteborg). The principal office could in the future move to another location after decision by the Board of Directors.

Section 4.10 Actions of the Board of Directors Without a Board Meeting. Any action which is required to be or may be taken at a meeting of the Directors may be taken without a meeting if, one or more consents in writing, setting forth the action so taken, are signed by all of the members of the Board or of the committee. Such consents shall have the same force and effect as a unanimous vote at a meeting duly held, and may be stated as such in any certificate or document filed. The Secretary shall file such consents with the minutes of the meetings of the Board of Directors

Section 4.11 Participation. Members of the Board of Directors may participate in a meeting of the Board by means of conference telephone or similar communications equipment as long as all persons participating in the meeting can hear each other person; participation in a meeting in this manner shall constitute presence in person at the meeting.

Section 4.12 Conflicts of Interest. The Board of Directors shall promulgate and enforce effective conflict of interest policies which shall require prompt disclosure of any actual or potential conflict of interest on the part of any Director (a "Disqualified Person"). Such policies shall require each Disqualified Person to disclose fully to the Board any and all actual or potential conflict or duality of interest or responsibility, whether individual, personal, or business, which may exist or appear as to ISUTx or any matter or business which may come before the Board at any time prior to action thereon. The Disqualified Person cannot vote nor influence ISUTx action in any such matter. The requirement of disclosure of conflicts of interest shall not prohibit a Director from responding to questions concerning the matter, nor from participating in discussion, provided that such Director's participation shall have been approved by resolution of the Board following disclosure and entered upon the record of the meeting. All disclosures of conflicts of interest and actions taken thereon shall be recorded in the minutes of the Board.

Every transaction between ISUTx and a Disqualified Person must be approved by a majority of independent Directors who are unrelated to and not controlled by the Disqualified Person involved in the arrangement. Prior to a vote regarding such transaction, the Board of Directors shall obtain and review appropriate indicators of the fair market value of the services rendered by or the property acquired from the Disqualified Person. The Board's decision regarding such transaction and the basis for its determination shall be set forth in the minutes of the Board.

ARTICLE V
EXECUTION OF INSTRUMENTS

Section 5.1 Execution of Instruments Generally. All documents, instruments or writings of any nature shall be signed, executed, verified, acknowledged and delivered in such manner as the Board of Directors from time to time may determine. Such Board determinations shall be made by these Bylaws and by board action, including without limitation, continuing resolutions by the Board authorizing actions necessary or desirable in the ordinary course of business.

Section 5.2 Checks, Drafts, and Other Documents. All notes, drafts, acceptances, checks, endorsements and all evidence of indebtedness of ISUTx whatsoever, shall be signed by a member of the Executive Committee of ISUTx and in such manner as the Board of Directors from time to time may determine. Endorsements or instruments for deposit to the credit of ISUTx in any of its duly authorized depositories shall be made in such other manner as the Board of Directors may from time to time determine.

ARTICLE VI
DISTRIBUTIONS

No Director, nor any individual connected in any way with ISUTx, shall at any time recover any of the net earnings or any pecuniary profit from the operation of ISUTx; provided that, this prohibition does not prevent the payment to such persons of compensation for expenses due to services provided to ISUTx.

ARTICLE VII
FISCAL YEAR

Except as from time to time otherwise provided by the Board of Directors, the fiscal year of shall extend from the first day of January to the last day of December of each year, both dates inclusive.

ARTICLE VIII
AMENDMENTS

These Bylaws may from time to time be altered, suspended, amended or repealed, or new Bylaws may be adopted (a) at a meeting or by unanimous written consent of the Board of Directors, provided that such amendment does not relate to the number of Directors, the composition of the Board, the term of office of Directors, or the manner in which Directors are elected or (b) by approval of the members by

two-thirds of the votes cast or a majority of the voting power, whichever is less. At least thirty (30) days' notice must be given of the meeting at which an amendment is to be approved and such notice must be accompanied by a copy or summary of the proposed amendment or state its general nature.