

Society of Family Planning Research Fund
A Pennsylvania Nonprofit Corporation
(Nonmembership)

Bylaws
Adopted February 04, 2022

ARTICLE 1

PURPOSES

1.1 The purposes of the Corporation are exclusively charitable 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)(4) of the Internal Revenue Code of 1986, as amended.

ARTICLE 2

OFFICES

2.1 Registered Agent. The registered agent of the Corporation shall be at such location in Pennsylvania as the Directors may from time to time determine.

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 Membership Corporation. The Corporation shall have no members.

3.2 Honorary Titles. The Board may create such classes of "membership," such as contributing members or honorary members, as the Directors see fit, but such persons shall not have the rights of members under the Pennsylvania Nonprofit Corporation Law of 1988, as amended (the "Act").

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 Pennsylvania, who is a Member of the Corporation.

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 for board service from the membership and from nominations members of the Board of Directors. Directors shall be chosen at least annually from the group of nominated candidates by ballot 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 the Complex Family Planning Fellowship (eg, fellowship program directors and subspecialists). 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 three (3) years and until their successors are elected and qualified. As nearly as possible, an equal number of terms shall expire each year. No directors may serve in the member-at-large role for more than two 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 in the same manner as all other Members.

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 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 of Family Planning, or 4) other criteria as determined by the Board of Directors from time to time.

4.6 Quorum. A majority of all Directors, defined as 50% + 1, 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.¹ 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 a majority of the initial quorum 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 a consent or consents in writing or discussion setting forth the action so taken shall be voted on by a majority of Directors in office (50% + 1) and shall be filed with the Secretary of the Corporation.

4.9 Regular Meetings. Regular meetings of the Board shall be held as determined by the Board.

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. Sufficient notice, ideally at least 24 hours notice, stating the time, place, and purpose of any special meeting shall be given to the members of the Board.

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.

ARTICLE 5

OFFICERS

5.1 Positions, Election. The officers of the Corporation shall include a President, a President-elect, a Secretary, and a Treasurer who 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. At all times, the slate of officers shall include individual(s) who can effectively represent the needs of the Complex Family Planning Fellowship (eg, fellowship program directors and subspecialists).

¹ Section 5546 of the Pennsylvania Nonprofit Corporation Law requires the affirmative vote of two-thirds of the Directors in office to approve the purchase, sale, mortgage, leasing away, or other disposition of real estate if there are less than 21 members on the Board, or a majority of all Directors if there are 21 or more members on the Board.

5.2 Terms. Officers shall serve for a term of two years with the option of renewal for one consecutive two-year officer term. For Directors serving in one or more officer position, the maximum period of service on the Board is eight (8) years.

5.3 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.

5.4 Removal of Officers. Any officer may be removed from office on the Board, 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 of Family Planning, or 4) 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 SFP's charter or bylaws, to fill vacancies on SFP's board, to hire/fire SFP'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 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 from the Membership. Committee members shall be chosen annually from the group of nominated Members by the Board of Directors. In instances where the Board determines there is a compelling reason to broaden committee membership beyond existing Members, 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 Boards. The Corporation may, in its discretion, establish Advisory Boards that may include persons who are not Directors. Such Advisory Boards 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 are non-voting members.

ARTICLE 7

RESIGNATIONS AND VACANCIES

7.1 Resignations. Any Member, Director, or Officer 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 Directors may choose a person or persons who shall hold office for the remaining term.

ARTICLE 8

MEETINGS AND NOTICE

8.1 Place of Meetings. 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 Members, 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 (50% + 1) 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 purpose 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 purpose 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, Pennsylvania ____."