

Bylaws of the American Gastroenterological Association Institute

BYLAWS 501(c)(3)*

ARTICLE I: PURPOSES AND EFFECTIVE DATE

The purpose of the American Gastroenterological Association Institute, Inc. (the "Corporation") is to unite clinicians, researchers, and digestive health stakeholders with the goal of ending the burden of digestive disease. The effective date of these bylaws is July 14, 2023.

ARTICLE II: MEMBERSHIP

Section 1. Member. The sole member of the Corporation shall be the American Gastroenterological Association, Inc. (the "Member"), a nonprofit nonstock corporation organized under the laws of the State of Delaware.

Section 2. Annual and Regular Meetings. The annual meeting of the Member shall be held on such date of each year and at such time and place as may be determined by the Member for the election of directors and the transaction of such other business as may properly be brought before such meeting. Other regular meetings of the Member may be held during the year on such dates and at such times and places as may be determined by the Member for the transaction of such business as may be properly brought before such meetings.

Section 3. Special Meetings. Special meetings of the sole member shall be called at any time by the Chair upon the request of five (5) or more members of the Governing Board or the Member. Any special meeting shall be called by written request filed with the Member, which written request shall state the purpose for which such special meeting is called.

Section 4. Notice of Meeting. Notice shall be provided to the Member not fewer than ten (10) nor more than thirty (30) days prior to the date of the meeting, which notice shall state the date, time, and place of the meeting, and the purposes thereof, in the case of a special meeting. Notice of a meeting may be waived in writing by the Member, either before or after the meeting.

Section 5. Written Consent. Any action required or permitted at any meeting of the Member may be taken without a meeting, without prior notice, and without a vote if the Member consents thereto in writing. Said written consent shall be filed with or entered upon the records of the Corporation and shall have the same effect as a vote for all purposes.

ARTICLE III: GOVERNING BOARD

Section 1. General Powers. The business and affairs of the Corporation shall be vested in the Governing Board. The Board shall have all the powers and duties to manage the affairs of the Corporation and all such other powers and duties as shall be necessary or proper to enable it

fully to conduct the business of the Corporation and to effectuate the purposes thereof and shall have the power not inconsistent with the provisions hereof, from time to time, to appoint and remove, and to fix the compensation of all officers, and consultants, as the Board shall deem necessary or proper for the purpose of conducting the business and affairs of the Corporation.

Section 2. Election and Number. The Governing Board shall consist of thirteen (13) persons, of which twelve (12) persons shall be elected by the Member and one will be the Chair, AGA Research Foundation, who is elected by the AGA Institute Governing Board.

Section 3. Qualification and Term. All directors must be regular members of the Member. Each director shall hold office for three (3) years, the Secretary/Treasurer shall hold office for four (4) years, and until his or her successor is elected and qualified or until his or her earlier death, resignation, or removal.

Section 4. Vacancies. Vacancies in the Governing Board shall be filled by the Member. Each director elected to fill a vacancy shall hold office for the unexpired term of his or her predecessor in office.

Section 5. Meetings. An annual meeting of the Corporation shall be held for the election of Officers (as defined in Section IV) and for the transaction of such other business as shall come before the meeting. Special meetings may be called at any time by the President or by any five members of the Board. Written notice of any meeting of the Board shall be mailed or otherwise transmitted in writing, to each member of the Board at least five (5) days before the meeting.

Section 6. Quorum. Seven members of the Board shall constitute a quorum for the transaction of business at any Board meeting.

Section 7. Voting. The act of the majority of the Board members present at a meeting at which there is a quorum shall be the act of the Board. In the absence of a quorum, a majority of directors present may adjourn the meeting from time to time until a quorum is present. Notice of any adjourned meeting need not be given, except that notice shall be given to all directors if the adjournment is for more than thirty (30) days. Pursuant to Delaware Corporate Law, any action to be taken at a meeting of the Board may be taken without a meeting by Mail Ballot if unanimous consent of the Board is in writing, setting forth the action so taken.

Section 8. Executive Committee. The Governing Board shall have an Executive Committee, consisting of the Board Officers (see Article IV, section 1), the Past President, and the Chair of the AGA Research Foundation that is empowered to exercise all powers of the Board, consistent with state law, between meetings of the Governing Board. All actions of the Executive Committee shall be submitted to the Governing Board for ratification. The Executive Committee may conduct its business using such means of communication as it deems appropriate. A majority of the Executive Committee members shall constitute a quorum for the purposes of conducting business. A written record of the actions of the Committee will be kept.

Section 9. Participation at Meetings. Directors may participate in and act at any meeting of the Governing Board through the use of a conference telephone or other technologies through which all persons participating in the meeting can communicate with each other. Participation in a meeting by such means shall constitute attendance and presence in person at the meeting.

Section 10. Removal. Except as may otherwise be provided by the Delaware General Corporation Law, any director or the entire Governing Board may be removed, with or without cause by the Member.

ARTICLE IV: OFFICERS

Section 1. Officers. The officers shall be a President, President-Elect, Vice-President, and Secretary-Treasurer, and such other officers with such titles and duties as the resolution of the Governing Board creating them shall designate.

Section 2. Election and Qualification. Consistent with Article IV, Section 8 of these Bylaws, the officers shall be elected by the Governing Board at the Annual Meeting of the Corporation. Only regular members of the Member may be elected to these offices. No person may hold more than one office at any given time.

Section 3. Compensation of Officers. Officers shall be compensated in such amount as is fixed by the Board.

Section 4. President. The President shall be the chief elected officer of the Corporation. The President shall preside at all meetings of the Corporation and shall serve as Chair of the Governing Board and Executive Committee. With the approval of the Governing Board, the President shall appoint chairs and members of the committees set forth in these Bylaws and any ad hoc committee or group that the Governing Board establishes. The President shall also carry out such other duties as may be assigned to him or her by the Board.

Section 5. President-Elect. The President-Elect, in the absence or inability of the President to act, shall preside at meetings of the Corporation, serve as Vice Chair of the Governing Board, and shall also perform such other duties as may be assigned from time to time by the Governing Board or the President. Upon the end of the President's term, the President-Elect shall become the President of the Corporation.

Section 6. Vice President. The Vice President, in the absence or inability of both the President and the President-Elect to act, shall preside at meetings of the Corporation and serve as Chair of the Governing Board. The Vice President shall perform such other duties as may be assigned by the President or the Governing Board. Upon the end of the President-Elect's term, the Vice President shall become the President-Elect of the Corporation.

Section 7. The Secretary/Treasurer.

The Secretary/Treasurer shall be responsible for the prudent stewardship and management of the Association's cash, investments, and other assets. He/she shall ensure expenditure of funds is in accord with the budget established by the Governing Board; and shall regularly inform the Governing Board and members of the financial condition of the Association.

Section 8. Terms of Office. The Vice President shall serve for a term of one (1) year and shall succeed automatically to the office of President-Elect and to the office of President, serving one (1) year in each office. The Secretary/Treasurer shall be elected to a term of four (4) years. The

Secretary/Treasurer-Elect, if any, shall become Secretary/Treasurer at the close of the Annual Business Meeting following the election. Neither the President, the President-Elect, the Vice President, nor the Secretary/Treasurer may serve more than one full term except as provided with respect to an unexpired term in Article IV, Section 9.

Section 9. Vacancies. Any vacancy occurring for any reason in any of the offices named above shall be filled by the Governing Board.

- a) President. If the President dies or resigns, is unable to perform the duties of the office, or if the office otherwise becomes vacant, the President-Elect shall immediately become President and shall serve for the balance of the last President's term and the term to which the President-Elect would have succeeded in due course. If there is a vacancy in the office of President-Elect when the vacancy in the office of President occurs, then the Vice President shall immediately become President and shall serve for the balance of the last President's term and thereafter until the close of the second Annual Business Meeting following his or her election as Vice President.
- b) President-Elect. If the President-Elect dies or resigns, is unable to perform the duties of the office, or if the office otherwise becomes vacant, then the Vice President shall perform the duties of the President-Elect until the next Annual Business Meeting, at which time the Vice President shall succeed to President and both a President-Elect and a Vice President shall be elected.
- c) Vice President. If the Vice President dies or resigns, is unable to perform the duties of the office, or if the office otherwise becomes vacant, then the Governing Board may fill the vacancy for the balance of the unexpired term, but the person so selected shall not automatically succeed to President-Elect. A Vice President and a President-Elect shall be elected in the usual manner at the next Annual Business Meeting.
- d) Secretary/Treasurer. If the Secretary/Treasurer dies or resigns, is unable to perform the duties of the office, or if the office otherwise becomes vacant, then the Secretary/Treasurer-Elect, if any, shall immediately become Secretary/Treasurer and shall serve the balance of the unexpired term and thereafter for the term to which he or she would have succeeded in due course. If no Secretary/Treasurer-Elect is then in office, the vacancy in the office of Secretary/Treasurer shall be filled by the Governing Board for the balance of the unexpired term.

ARTICLE V: COMMITTEES

Section 1. The function of Committees. Committees and all other entities created under or pursuant to this Article V (hereinafter committee) have the responsibility and obligation to develop programs to implement organizational strategies and directions as approved by the Governing Board. The Governing Board may establish administrative rules for committees at its discretion.

Section 2. Finance & Operations Committee. The Governing Board shall have a Finance & Operations Committee consisting of the Executive Committee, the Secretary/Treasurer-elect (if any), the past Secretary/Treasurer, plus three at large members (not on the Governing Board) appointed by the Secretary/Treasurer with the approval of the Governing Board. The Finance & Operations Committee shall be concerned with reviewing and presenting the Annual Operating

Budget to the Board, overseeing the investment portfolio, and ensuring there is an annual independent audit of AGA financial statements.

Section 3. Other Committees. The Governing Board of the Corporation may create, by a resolution adopted by the Governing Board or by any committee of the Governing Board, such other committees determined to be necessary or desirable for the purpose of assisting with the conduct of the affairs of the Corporation, which committees may consist of such individuals as the authority creating the committee deems appropriate and which shall have and may exercise such authority as shall be provided in such resolution, provided that no such committee, other than the Executive Committee, shall have or exercise any authority regarding the management of the Corporation or have or exercise any of the powers reserved by law or these Bylaws to the Governing Board. A member of the AGA Governing Board may be appointed to serve as liaison to the committees as deemed appropriate by the Governing Board.

ARTICLE VI: INDEMNITY

The Corporation shall have the power to indemnify any person to the fullest extent permitted under Section 145 of the General Delaware Corporation Law or any successor provision or statute, as may from time to time be amended, including the advancement of any expenses (including attorneys' fees) incurred or to be incurred by any officer or director in defending any civil, criminal, administrative or investigative action, suit or proceeding prior to the final disposition of such action, suit or proceeding.

ARTICLE VII: MISCELLANEOUS

Section 1. Books and Records. The Corporation shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its Member, the Governing Board, and committees having any of the authority of the Governing Board. It shall keep at its registered office, or principal office, a record of the name and address of the Member and the names and addresses of the members of the Governing Board.

ARTICLE VIII: AMENDMENTS

These Bylaws may be amended, altered, or repealed and new Bylaws may be adopted by the Governing Board of the Corporation by a vote of a majority of the directors present at any meeting of the Board at which a quorum is present, and not otherwise, provided that notice of the proposed amendment, alteration, or repeal shall have been delivered to each director of the Corporation with the notice of the meeting at which the proposed amendment, alteration, or repeal will be presented to the Board for action.

