

Bylaws of the American Gastroenterological Association

A 501c6 Corporation

ARTICLE I: PURPOSES

The purpose of the American Gastroenterological Association, Inc. (the “Association”) 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. Membership Eligibility. Membership is composed of physicians and scientists, nurse practitioners, physician assistants, practice managers, allied health professionals, employees of corporations involved with digestive health, students, and others who practice or have an interest in digestive health.

Section 2. Regular Membership. Regular Membership shall be open to qualified physicians and scientists and other persons who pay applicable dues established by the Governing Board. Regular Members have the right to vote and hold office in the AGA.

Section 3. Other Membership Classes. The Governing Board may establish other Membership classes that are ineligible to vote or hold office in the AGA.

Section 4. Dues. Dues shall be determined from time to time by the Governing Board.

Section 5. Removal from Membership. The Governing Board may consider and may investigate any charges of unprofessional or unethical conduct made against any member. The member must be informed of the charges and shall have a right to be heard in defense and may request that the proceedings be held in an executive session of the Governing Board. Expulsion or censure requires an affirmative vote of three-fourths of the Governing Board.

ARTICLE III: MEETINGS OF MEMBERS

Section 1. Annual Meeting. The Annual Business Meeting of the Membership shall be held each year at a time and place to be determined by the Governing Board. The Chair and the Chair-Elect shall preside over the Annual Business Meeting of the Members.

Section 2. Special Meetings. A special meeting of the Membership may be held at any time on call of the Governing Board.

Section 3. Notice. A notice stating the place, date, and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called shall be communicated not fewer than thirty (30) days before the meeting to each voting member of the Association. Notice of each meeting of members shall be given pursuant to Delaware General Corporation Law. The notice of any meeting shall in all instances include, or be accompanied by, any additional information or documents prescribed by the Delaware General Corporation Law.

Section 4. Voting and Quorum. Every voting member attending any Association meeting shall be entitled to one vote on each matter submitted to a vote of the Members. One hundred (100) voting Members in any combination shall constitute a quorum for the transaction of business.

Section 5. Program and Procedure. Any member wishing to bring new or old business matters before the Annual Business Meeting of the Association shall submit this business in writing to the Secretary/Treasurer at least two weeks prior to the Annual Meeting. Such business items must be reviewed by the Governing Board or an appropriate committee before any action is taken by the Members at a meeting of the Association. The Governing Board shall have the final decision as to which items appear on the agenda.

Any member wishing to bring new or old business before the Annual Business Meeting of the Association that has not been placed on the agenda by the Governing Board may do so under suspension of the rules.

All or part of the Annual Business Meeting may be closed (and held in executive session) for the purpose of conducting confidential business and shall be closed if the business involves reports or charges of unprofessional or unbecoming conduct, under Article II, Section 5 of the Bylaws, and if the Member so requests.

Section 6. Adjournment of Meetings. Any annual or special meetings of members may be adjourned to a subsequent date by a vote of the majority of the members present, in person or by proxy regardless of whether a quorum is present. Notice of an adjourned meeting, other than an announcement at the meeting of the adjourned date, shall not be required.

ARTICLE IV: GOVERNING BOARD

Section 1. General Powers. The business affairs of the Association shall be vested in the Governing Board. The Governing Board's fiduciary duties include hiring the organization's CEO, setting an appropriate salary, and overseeing his/her performance.

Section 2. Composition. The Board shall consist of twelve persons: seven (7) of whom shall be elected by the voting members and five (5) of whom shall serve ex-officio with vote. The ex-officio members shall be the Chair, the Chair-Elect, the Vice Chair, the Secretary/Treasurer of the Association, and the Vice President of the AGA Institute. The seven (7) elected directors shall be referred to as "Councillors." The Secretary/Treasurer-elect shall be a non-voting Member of the Governing Board during the year he/she serves in that role.

Section 3. Qualification of Councillors. The seven (7) Councillors shall each serve for a term of three (3) years or until their successors are elected and qualified or until their earlier death, resignation, disqualification, or removal. The seven (7) elected Councillors shall be nominated by the Nominating Committee described in Article VI of these Bylaws and elected by the voting Members in accordance with Article VI. The qualifications for the foregoing Councillors are:

- a) Two (2) Practice Councillors shall be Regular Members who are either in Private Practice or Employed Practice Physician models.
- b) One (1) Councillor shall be a Regular Member who is actively engaged in clinical research (as defined further by the Governing Board) in a healthcare institution.
- c) One (1) Councillor shall be a Regular Member who is actively engaged in basic research (as defined further by the Governing Board) in a healthcare institution.
- d) One (1) Councillor shall be a Regular Member who is an academic clinician-educator with knowledge and expertise in training (as defined further by the Governing Board).
- e) One (1) Councillor shall be a Regular Member and identified as an at-large Councillor to address a specific organizational need. The specific qualifications for this position shall be identified and approved by the Governing Board in advance of the nomination cycle.
- f) One (1) Councillor shall be a Regular member nominated by the Nominating Committee and elected by the membership as an at-large Councillor. The only qualification for this position shall be that the person shall be a Regular Member.

Section 4. Vacancies. If a Councillor is elected an Officer of the Association, or if the position of Councillor becomes vacant, the Governing Board may designate a person to fill a vacancy in any position as Councillor. The person so designated shall serve until the next Annual Business Meeting when a successor shall be elected to serve the balance of the unexpired term.

Section 5. Certain Specified Duties. The Board shall review and establish long-term objectives of the Association, assess the environment in which members operate, including threats, weaknesses, future trends, and opportunities thereto, and based thereon establish the priority of all programs and activities. The Governing Board shall also manage the affairs of the Association and review, establish, and modify professional, scientific, business, and administrative policies within the limits of the Bylaws to further the purposes of the Association. The Governing Board shall approve an annual budget; establish financial goals for the Association; oversee the financial operations of the Association; and have discretion in the control, management, investment, and disbursement of its funds. The Governing Board and the officers shall tender reports at such times and in such a manner as are required by law. All

actions by the Association regarding its Membership interests in other entities, including voting, require approval by the Governing Board.

Section 6. Meetings. The Governing Board shall meet periodically. Meetings may be in person or by videoconference. The Governing Board will hold at least one in-person meeting a year. The time and place of such meetings are to be proposed by the Chair and ratified by the Governing Board. Special meetings may be called at any time by the Chair, in consultation with the Chief Executive Officer of the Association, or by any of the five Members of the Board. Written notice of any meeting of the Board shall be communicated to each Member of the Board at least five (5) days before the meeting.

Section 7. Quorum. Seven (7) Members of the Board shall constitute a quorum for the transaction of business at any Board meeting.

Section 8. 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 the 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 should be given to all directors if the adjournment is for more than thirty (30) days. Pursuant to Delaware Corporate requirements, any action may be taken if consent is in writing, setting forth the action is so taken, and if the action receives the unanimous consent of the Board Members. If unanimous consent is not given, the action must be tabled for consideration at a meeting of the Board.

Section 9. Executive Committee. The Governing Board shall have an Executive Committee, consisting of the Board Officers and the Vice President of the AGA Institute 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. By a vote of seven Members of the Governing Board, the powers of the Executive Committee may be limited or by a vote of seven (7), the Governing Board could delegate final decision-making to the Executive Committee. 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 10. Participation at Meetings by Conference via Electronic Device. Directors may participate in and act at any meeting of the Governing Board through the use of a conference telephone, virtual meeting, or other method 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 11. Conduct of Elections for Directors. The elected directors shall be nominated and elected by vote of the voting Members in the manner set forth in Article VI of these Bylaws.

Section 12. Compensation. Directors may receive honoraria for their services as Directors. In addition, nothing contained herein shall be construed to preclude any Director from receiving compensation from the Association for other services rendered or for reasonable expenses incurred in serving the Association.

Section 13. Removal. Except as may otherwise be provided by the Delaware General Corporation Law, any Director may be removed by the vote of a majority of the Governing Board.

ARTICLE V: OFFICERS

Section 1. Officers. The officers shall be a Chair, Chair-Elect, Vice-Chair, Secretary/Treasurer, and, when elected, Secretary/Treasurer-Elect. The officers shall be elected by the Governing Board from a slate presented by the Nominating Committee in the manner set forth in Article VI of these Bylaws. Only Regular Members may be elected to these offices. No person may hold more than one office at any given time.

Section 2. Compensation of Officers. Officers shall be compensated in such amount as is fixed by the Board.

Section 3. Chair. The Chair, who shall have the duties of President, shall be the chief elected executive of the Association. The Chair shall preside over all meetings of the Association and shall serve as Chair of the Governing Board and Executive Committee. With the approval of the Governing Board, the Chair 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 Chair shall also carry out such other duties as may be assigned to him/her by the Board.

Section 4. Chair-Elect. The Chair-Elect, in the absence or inability of the Chair to act, shall preside at meetings of the Association, serve as 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 Chair.

Section 5. Vice Chair. The Vice Chair, in the absence or inability of both the Chair and the Chair-Elect to act, shall preside at meetings of the Association and serve as Chair of the Governing Board. The Vice-Chair shall perform such other duties as may be assigned by the Chair or the Governing Board.

Section 6. 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.

The Secretary/Treasurer, or his or her designee shall keep the minutes of all meetings of the Association, shall be the custodian of the corporate records and of the corporate seal of the Association, and shall perform all duties incident to the office of Secretary/Treasurer. The Secretary-Treasurer is the principal elected financial officer and serves as the Chair of the Finance and Operations Committee.

Section 7. Terms of Office. The Vice-Chair shall serve for a term of one (1) year and shall succeed automatically to the office of Chair-Elect and to the office of Chair, serving one 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 Chair, the Chair-Elect, the Vice Chair, nor the Secretary/Treasurer may serve more than one full term except as provided with respect to an unexpired term in Article IV.

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

ARTICLE VI: COMMITTEES.

Section 1. The Board shall create, modify, and select Committees to further the Purposes of the Association. The following Committees shall be deemed mandatory and shall be appointed and administered consistent with Bylaws and Delaware Corporate Law: Nominating Committee, Finance Committee, and Audit Committee.

Section 2. Nominating Committee: Composition and Selection. The Nominating Committee shall consist of twelve (12) Members, at least one of whom must be a current director of the Association, to serve a one (1) year term. The Chair of the Association shall serve as Chair of the Committee for a one-year term. The AGA Institute President shall serve as a non-voting Member. The Members of the Nominating Committee shall be appointed by the Governing Board within sixty (60) days of the conclusion of the Annual Meeting. At the invitation of the Chair of the Nominating Committee, the CEO shall attend and participate in the Nominating Committee meetings.

Functions. The Nominating Committee shall prepare three (3) slates: one for the officers of the Association (the "Officers Slate"); one for the Councillors of the Association (the "Councillors Slate") and one for the Members of the following year's Nominating Committee (the "Nominating Committee Slate").

The Nominating Committee shall submit the Officers Slate, the Councillors Slate, and the Nominating Committee Slate to the Governing Board at least ninety (90) days before the Annual Business Meeting. The Governing Board may receive the report or may reject it.

If after the Nominating Committee has reported and prior to the Annual Meeting, any candidate dies, becomes incapacitated, withdraws or becomes disqualified to serve, then the Nominating Committee shall promptly select a substitute candidate and immediately file the name of such candidate with the Chair.

Section 3. Election.

- a) The ballot of candidates must be submitted to the Secretary/Treasurer at least thirty (30) days before the Annual Meeting. The Secretary/Treasurer shall review the count of the ballots and report the results of the election at the Annual Meeting.
- b) The election process shall be by ballot under the supervision of and pursuant to written rules issued in advance by the Secretary/Treasurer.
- c) Nominations from the floor of the meeting will not be accepted.

Section 4. Election Standard. A plurality of the votes cast shall be necessary to elect.

Section 5. Installation. The Councillors and Officers shall take office at the close of the Annual Business Meeting at which they are elected.

Section 6. Other Committees. In addition to the Nominating Committee (described in Article VI, Section 2 of these Bylaws) and the Executive Committee (described in Article IV, Section 9 of these Bylaws), the Association shall have a Finance & Operations Committee and may have such other committees as determined by the Governing Board.

Section 7. 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 8. The Audit Committee, a subcommittee of the Finance & Operations Committee, will be chaired by the Ethics Committee Chair. The committee will consist of the three at-large members of the Finance Committee and the Secretary Treasurer. The Audit Committee will select external auditors, provide oversight of the financial reporting process, the organization's system of internal controls, and compliance with laws and regulations.

Section 9. Committees shall have only those powers granted herein and shall not have authority or power to contract with any outside party. The Governing Board may establish administrative rules for committees at its discretion.

ARTICLE VII: INDEMNITY

The Association 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 VIII: MISCELLANEOUS

Section 1. Books and Records. The Association shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of the Governing Board, Committees, and Annual Business Meetings. It shall keep at its registered office, or principal office, a record of the name and address of the Members and the names and addresses of the Members of the Governing Board.

ARTICLE IX: AMENDMENTS

These Bylaws may be amended, altered, or repealed and new Bylaws may be adopted by the Governing Board of the Association 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 Association with the notice of the meeting at which the proposed amendment, alteration, or repeal will be presented to the Board for action.