BYLAWS
of the
International Consortium of Mohs Surgery, Inc.

Adopted by the Board of Directors on September 12, 2026

ARTICLE I — NAME, STATUS, AND OFFICES

Section 1.1. Name.

The name of the corporation is **International Consortium of Mohs Surgery, Inc.** (the "Corporation" or "ICMS"). The Corporation may conduct business using "International Consortium of Mohs Surgery" and "ICMS," subject to applicable law and any required assumed-name filings.

Section 1.2. Nonprofit status.

The Corporation is an Indiana nonprofit corporation organized under the Indiana Nonprofit Corporation Act of 1991, Indiana Code Title 23, Article 17, as amended from time to time (the "Act").

Section 1.3. Principal and registered offices.

The principal office of the Corporation shall be located at such place as the Board of Directors (the "Board") determines from time to time. The registered office and registered agent in Indiana shall be as stated in the Articles of Incorporation or in any subsequent filing made in accordance with Indiana law.

Section 1.4. Other offices.

The Corporation may maintain additional offices inside or outside Indiana as the Board determines to be necessary or appropriate.

ARTICLE II — PURPOSES AND LIMITATIONS

Section 2.1. Purposes.

The Corporation is organized and shall be operated exclusively for charitable, educational, scientific, and professional purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), as such:

ICMS is organized exclusively for collaborative, educational, scientific, and charitable purposes dedicated to advancing international collaboration in Mohs micrographic surgery and the multidisciplinary management of skin cancer. In furtherance of these purposes, the Society shall:

1. Advance education and training in Mohs micrographic surgery, reconstructive surgery, and the multidisciplinary management of skin cancer worldwide.
2. Foster international collaboration and facilitate the exchange of scientific knowledge, research, innovation, and best practices.

3. Promote excellence in patient care by supporting the highest standards of ethics, professionalism, quality, and clinical practice.
4. Provide a global forum for professional development, mentorship, leadership and collaboration among members.
5. Support research and scholarly activities that advance the science and practice of Mohs surgery and skin cancer management.
6. Engage in advocacy, public education, outreach, and strategic partnerships that promote skin cancer awareness, prevention, early detection, equitable access to high-quality care, and appropriate recognition of Mohs micrographic surgery throughout the world.

Section 2.2. No clinical authority or patient-care relationship.

The Corporation is a professional and educational society. Unless expressly authorized by the Board and lawful in the applicable jurisdiction, the Corporation shall not diagnose, treat, prescribe for, credential, license, supervise, employ, or direct the clinical judgment of any individual health-care professional. Nothing issued or sponsored by the Corporation is a substitute for independent professional judgment, applicable law, institutional requirements, or individualized patient care.

ARTICLE III — MEMBERS

Section 3.1. Membership structure.

The Corporation shall have members. Voting members are members for purposes of the Act. Membership is a privilege, not a property right, and is subject to the Articles of Incorporation, these Bylaws, and policies adopted by the Board.

Section 3.2. Classes of membership.

The Board may establish membership classes, eligibility criteria, rights, privileges, dues, and other requirements consistent with these Bylaws. Unless otherwise provided by the Board, the membership classes are:

1. **Fellow Members.** Physicians who meet the eligibility and professional requirements established by the Board and who are in good standing. Fellow Members are voting members and may hold office and serve as directors, subject to these Bylaws.
2. **Allied Members.** Physicians engaged in cutaneous oncology, Mohs micrographic surgery, or reconstructive dermatologic surgery who do not otherwise qualify for Fellow membership. Allied Members are nonvoting unless the Board expressly designates otherwise.
3. **Members In Training.** Residents, fellows, students, and other individuals in qualifying training programs. Members in Training are nonvoting unless the Board expressly designates a subclass as voting.
4. **Histotechnologist Member.** Histotechnologists, histotechnicians, and other qualified laboratory professionals actively engaged in Mohs micrographic surgery or related cutaneous oncology histopathology who contribute to tissue processing, frozen section preparation, staining, laboratory quality assurance, or other essential components of Mohs histotechnology. Histotechnologist Members are nonvoting unless the Board expressly designates otherwise.

5. **Honorary Fellow Members.** Individuals recognized for exceptional contributions to Mohs surgery, dermatologic oncology, education, research, or the mission of ICMS. Honorary Fellow Members are nonvoting unless the Board expressly designates otherwise.
6. **Retired Members.** Previous Fellow or Allied Member in good standing who has retired from active clinical practice. Retired Members are nonvoting unless the Board expressly designates otherwise.
7. **Associate Members.** Physicians, scientists, allied health professionals, and other individuals whose work supports the mission of ICMS and who meet Board-established requirements. Associate Members are nonvoting unless the Board expressly designates otherwise.
8. **Additional Classes.** The Board may create, merge, modify, or discontinue nonvoting membership classes and may establish reasonable distinctions among classes. Any change that would materially alter the voting rights of a voting class shall be made only in accordance with the Act, the Articles of Incorporation, and these Bylaws.

Section 3.3. Admission and renewal.

Applicants shall be admitted or renewed in the manner prescribed by the Board. The Board may delegate routine administration of applications and renewals to an officer, staff member, membership committee, or management provider, subject to Board oversight. The Board retains authority over eligibility standards and appeals.

Section 3.4. Good standing.

A member is in good standing if the member satisfies applicable eligibility requirements, has paid all dues and assessments when due or has an approved waiver or payment arrangement, complies with these Bylaws and duly adopted policies, and is not suspended or terminated.

Section 3.5. Dues and assessments.

The Board shall establish dues, renewal dates, assessments, waivers, and payment procedures. The Board may set different dues for classes, geographic regions, career stages, or other mission-based categories, provided such distinctions are lawful and applied consistently with Board policy.

Section 3.6. Resignation.

A member may resign at any time by written notice to the Secretary or the Corporation’s principal office. Resignation does not relieve the member of obligations accrued before the effective date of resignation.

Section 3.7. Suspension or termination.

The Board may suspend or terminate a member, or decline renewal, for failure to meet eligibility criteria, nonpayment of dues, material violation of these Bylaws or Corporation policies, conduct materially inconsistent with the mission or professional standards of ICMS, or other good cause. Except when immediate action is reasonably necessary to protect patients, participants, the Corporation, or its legal interests, the member shall receive written notice of the proposed action and a meaningful opportunity to be heard under procedures adopted by the Board. The Board may delegate preliminary review to an ethics, membership, or disciplinary committee, but final suspension or termination of a voting member shall require Board action.

Section 3.8. No transferability.

Membership is personal and may not be sold, assigned, transferred, pledged, or inherited.

ARTICLE IV — MEETINGS AND ACTION OF MEMBERS

Section 4.1. Annual meeting.

An annual meeting of voting members shall be held each calendar year at a date, time, and place, including by permitted remote communication, determined by the Board. The annual meeting may be held in conjunction with the Corporation's scientific meeting or another program. The purposes shall include receiving reports, electing directors when required, and conducting other properly presented business.

Section 4.2. Special meetings.

Special meetings of voting members may be called by the President, the Board, or voting members holding at least ten percent (10%) of the votes entitled to be cast on a matter proposed for the meeting, unless a different threshold is required by the Act or the Articles of Incorporation. A request by voting members must be written, state the purpose or purposes of the meeting, and be delivered to the Secretary.

Section 4.3. Place and remote participation.

Member meetings may be held at any place inside or outside Indiana or solely by remote communication to the extent authorized by the Act and these Bylaws. The Board shall adopt reasonable measures to verify that persons participating remotely are members entitled to participate and vote, and to provide them a reasonable opportunity to read or hear proceedings substantially concurrently with their occurrence and to vote on matters submitted to members.

Section 4.4. Notice.

Written notice of a meeting of voting members shall be delivered not fewer than ten (10) nor more than sixty (60) days before the meeting, or within any different period required by the Act. Notice shall state the date and time of the meeting, the physical location or remote-access instructions, and, for a special meeting, the purpose or purposes for which the meeting is called. Notice may be delivered personally, by mail, electronic transmission, or another method permitted by the Act.

Section 4.5. Record date.

The Board may fix a record date to determine the voting members entitled to notice of, and to vote at, a meeting, to act by written consent, or for another proper purpose. If no record date is fixed, the record date shall be determined under the Act.

Section 4.6. Quorum.

Unless a greater requirement applies by law, the Articles of Incorporation, or these Bylaws, ten percent (10%) of the votes entitled to be cast on a matter, represented in person or through permitted remote participation, constitutes a quorum for action by voting members. Once a quorum is established, it shall continue for the remainder of the meeting despite the withdrawal of members, unless the Act requires otherwise.

Section 4.7. Voting.

Each voting member in good standing is entitled to one (1) vote on each matter submitted to voting members. Proxy voting is not permitted. Unless a greater vote is required by law, the Articles of Incorporation, or these Bylaws, action is approved if the votes cast in favor exceed the votes cast against the action.

Section 4.8. Action without a meeting.

Voting members may act without a meeting by written consent in the manner and with the vote required by the Act. Unless the Act permits a lower threshold, action by written consent requires approval by voting members holding at least eighty percent (80%) of the voting power entitled to vote on the action.

Section 4.9. Conduct of meetings.

The President, or another person designated by the Board, shall preside at member meetings. The Secretary shall keep, or cause to be kept, minutes. The Board may adopt rules of order and procedures for nominations, debate, voting, remote participation, and other meeting administration.

ARTICLE V — BOARD OF DIRECTORS

Section 5.1. Authority and responsibility.

The affairs, activities, and property of the Corporation shall be managed under the direction of the Board, subject to the Act, the Articles of Incorporation, and these Bylaws. Directors shall exercise their authority in good faith, with the care an ordinarily prudent person in a like position would exercise under similar circumstances, and in a manner reasonably believed to be in the best interests of the Corporation.

Section 5.2. Number and composition.

The Board shall consist of not fewer than eleven (11) and not more than eighteen (18) directors, including Officers. The exact number shall be fixed from time to time by Board resolution. A majority of directors must be physicians who are Fellow Members in good standing. The Board shall seek appropriate geographic, demographic, professional, and practice-setting diversity consistent with the Corporation’s global mission.

Section 5.3. Qualifications.

Each director must be an individual and, except for the initial Directors identified in the Articles of Incorporation or public or nonmember directors expressly authorized under Section 5.4, must be a voting member in good standing throughout service. Directors need not be residents of Indiana. The Board may establish additional eligibility standards that are consistent with these Bylaws and applicable law.

Section 5.4. Categories of directors.

The Board shall include:

1. The President, President-Elect, Immediate Past President, Secretary/Treasurer, and Assistant Secretary/Treasurer, each of whom shall serve as a director by virtue of office;

2. At-large directors elected by the voting members; and
3. Up to two (2) directors appointed by the Board for expertise, international representation, public interest, scientific, legal, financial, educational, or other mission-related needs. An appointed director need not be a member if the Board so determines.

The Board may adopt a director-composition policy that specifies the number and type of seats within the authorized range.

Section 5.5. Election and terms.

Except for ex officio or appointed directors, directors shall be elected by voting members at the annual meeting or by secure electronic ballot conducted before the annual meeting under procedures adopted by the Board. Directors shall serve staggered three-year terms, beginning at the close of the annual meeting at which elected and ending at the close of the third succeeding annual meeting, or until a successor is elected and qualified. A director may serve no more than two (2) consecutive full three-year terms, after which the director is ineligible for reelection for one (1) year; provided that service as an officer, service filling an unexpired term, and service as Immediate Past President shall not count toward that limit unless the Board provides otherwise.

Section 5.6. Initial Board.

Notwithstanding Section 5.5, the initial Board identified in the Articles of Incorporation may establish initial classes of directors with terms of one (1), two (2), and three (3) years as necessary to create staggered terms.

Section 5.7. Resignation.

A director may resign at any time by written notice to the President or Secretary. The resignation is effective when delivered unless it specifies a later effective date.

Section 5.8. Removal.

A director elected by voting members may be removed, with or without cause, by the voting members in the manner permitted by the Act. A director appointed by the Board may be removed, with or without cause, by the Board. Removal of an officer from office does not automatically remove that person as a director unless the applicable Board or member action expressly provides otherwise or the person serves as a director by virtue of that office under Section 5.4.

Section 5.9. Vacancies.

Unless the Act or Articles of Incorporation require election by members, a vacancy on the Board, including a vacancy created by an increase in the number of directors, may be filled by the affirmative vote of a majority of the remaining directors even if less than a quorum. A director elected to fill a vacancy shall serve the unexpired portion of the term. The Board may leave a vacancy unfilled if doing so does not reduce the Board below the minimum required by law or these Bylaws.

Section 5.10. Compensation and reimbursement.

Directors shall not receive compensation for service as directors, except reasonable reimbursement of properly documented expenses and such other payments as may be approved in advance by disinterested directors under a written policy and applicable law. This provision does not prohibit compensation for separate bona fide services provided to the Corporation if approved in accordance with the conflict-of-interest policy and applicable law.

ARTICLE VI — BOARD MEETINGS AND ACTION

Section 6.1. Regular meetings.

The Board shall meet at least two (2) times each fiscal year at times and places determined by the Board. Regular meetings may be held without notice if the Board has fixed the time and place by resolution or if notice is otherwise provided under Board policy.

Section 6.2. Special meetings.

Special Board meetings may be called by the President or by any two (2) directors. Notice stating the date, time, place or remote-access method, and purpose of a special meeting shall be given to each director at least two (2) days before the meeting by a method permitted by the Act, unless waived as permitted by law.

Section 6.3. Remote participation.

Unless prohibited by the Articles of Incorporation or these Bylaws, directors may participate in a Board or committee meeting through any means of communication by which all participating directors may simultaneously communicate with each other. Participation in that manner constitutes presence in person at the meeting.

Section 6.4. Waiver of notice.

A director may waive notice of any meeting before or after the meeting in writing or by electronic transmission. A director’s attendance at or participation in a meeting waives notice unless the director, at the beginning of the meeting or promptly upon arrival, objects to holding the meeting or transacting business because of inadequate notice and does not thereafter vote for or assent to action taken at the meeting.

Section 6.5. Quorum and voting.

A majority of the directors then in office constitutes a quorum. If a quorum is present, the affirmative vote of a majority of directors present is the act of the Board unless a greater vote is required by the Act, the Articles of Incorporation, or these Bylaws. A director who is present at a meeting when action is taken is presumed to have assented to the action unless the director’s dissent or abstention is entered in the minutes, the director files a written dissent before adjournment, or the director sends written dissent within the period permitted by the Act.

Section 6.6. Action without a meeting.

The Board may act without a meeting if each director then in office consents to the action in writing or by electronic transmission, unless a different rule is required by the Act. The consent shall be filed with the minutes of Board proceedings and shall have the same effect as a vote at a meeting.

Section 6.7. Presiding officer and minutes.

The President shall preside at Board meetings unless the Board designates another director. The Secretary, or a person designated by the presiding officer, shall keep minutes of all Board actions.

ARTICLE VII — OFFICERS

Section 7.1. Officers.

The officers of the Corporation shall include a President, President-Elect, Immediate Past President, Secretary/Treasurer and Assistant Secretary/Treasurer. The Board may also appoint one or more Vice Presidents, an Executive Director, and other officers or assistant officers as it considers appropriate. Any two or more offices may be held by the same person, except that the President and Secretary shall not be the same person.

Section 7.2. Election and term.

Notwithstanding the provisions of this Section, the initial Officers identified in the Articles of Incorporation shall serve in the offices designated therein. Thereafter, the President-Elect and any elected Vice Presidents shall be elected by voting members under procedures established by the Board. The President-Elect, President, Immediate Past President and Secretary/Treasurer shall each serve a term of two years, unless otherwise established by the Board. The Assistant Secretary/Treasurer shall ordinarily serve a one-year transition term and shall automatically succeed to the office of Secretary/Treasurer as provided in this Section. Officers shall serve until their successors are elected, appointed, or assume office through succession and are qualified, unless earlier resignation, removal, death, incapacity, or disqualification occurs.

a. ***Succession***
    i. Unless the individual resigns, is removed, becomes disqualified, or is otherwise unable to serve, the President-Elect shall automatically succeed to President upon completion of the President's term, and the President shall thereafter succeed to Immediate Past President.
    ii. Unless the individual resigns, is removed, becomes disqualified, or is otherwise unable to serve, the Assistant Secretary/Treasurer shall automatically succeed to Secretary/Treasurer upon completion of the Secretary/Treasurer's term. The Secretary/Treasurer shall not automatically succeed to President-Elect or any other office.

b. ***Appointment of Assistant Secretary/Treasurer***
    i. During the final year of each Secretary/Treasurer's term, the Nominations and Governance Committee shall identify and evaluate qualified candidates to serve as Assistant Secretary/Treasurer. Upon recommendation of the Nominations and Governance Committee, the Board of Directors shall appoint the Assistant Secretary/Treasurer by majority vote.
    ii. The Assistant Secretary/Treasurer shall work closely with the Secretary/Treasurer during the transition year and shall perform such duties as may be assigned by the Secretary/Treasurer, President, or Board of Directors. Upon completion of the transition year, the Assistant Secretary/Treasurer shall automatically succeed to the office of Secretary/Treasurer.
    iii. To be eligible to be nominated as Assistant Secretary/Treasurer, the prospective nominee must have previously served at least one full term as a Director.

Section 7.3. President.

The President shall be the chief elected and principal volunteer officer of the Corporation; preside at meetings of voting members and the Board unless another presiding officer is designated; provide strategic leadership with the Board; execute authorized documents; appoint committee chairs and members subject to Board approval where required; and perform other duties assigned by the Board. The President, or the President's designee, shall serve as the principal spokesperson and official representative of the Corporation.

Section 7.4. President-Elect.

The President-Elect shall perform duties assigned by the President or Board and shall act in place of the President during the President’s absence, incapacity, resignation, or removal, unless the Board provides otherwise. The President-Elect shall support strategic and succession planning.

Section 7.5. Immediate Past President.

The Immediate Past President shall provide continuity and counsel; may chair the Nominations and Governance Committee if appointed; and shall perform other duties assigned by the Board.

Section 7.6. Secretary.

The Secretary shall ensure that notices are given as required; that minutes and corporate records are kept and maintained; that membership and Board actions are properly documented; and that other duties assigned by the Board are performed. The Secretary may delegate administrative functions to staff or a management provider while retaining appropriate oversight.

Section 7.7. Treasurer.

The Treasurer shall oversee the financial affairs of the Corporation; report to the Board regarding financial condition, budgets, financial statements, and material financial risks; help ensure appropriate financial controls; and perform other duties assigned by the Board. The Treasurer may delegate administrative functions to staff, a management provider, accountant, or investment professional while retaining appropriate oversight.

Section 7.8. Assistant Secretary/Treasurer.

The Assistant Secretary/Treasurer shall assist the Secretary/Treasurer in the performance of these responsibilities, become familiar with the financial, governance, and administrative affairs of ICMS, and perform such duties as may be assigned by the Secretary/Treasurer, President, or Board. The Assistant Secretary/Treasurer shall serve principally as a transitional and leadership-development role in preparation for succession to Secretary/Treasurer.

Section 7.9. Executive Director.

If appointed, the Executive Director shall be the chief employed executive of the Corporation and shall have the authority and duties prescribed by the Board or in a written position description. The Executive Director may be, but need not be, an officer. If the Executive Director is an officer, the Executive Director shall not be a voting director unless separately elected or appointed as a director under these Bylaws.

Section 7.10. Removal and resignation.

Any officer may resign by written notice to the President or Secretary. An officer elected or appointed by the Board may be removed by the Board, with or without cause, by a two-thirds vote of the Board, subject to contractual rights, if any. An officer elected by members may be removed by members as provided by law or may be removed from the office by the Board to the extent permitted by law and these Bylaws; any resulting vacancy shall be filled as provided in Section 7.11.

Section 7.11. Vacancies.

A vacancy in an office may be filled by the Board for the unexpired portion of the term, except that a vacancy in the office of President shall be filled by the President-Elect, and a vacancy in the office of President-Elect shall be filled by the Board unless the Board directs a special election by voting members. Any appointment to fill a vacancy shall be made not later than sixty days after the occurrence of such a vacancy, unless a special election is deemed necessary.

Section 7.12. Compensation.

Volunteer officers shall not receive compensation solely for officer service, except reimbursement of reasonable expenses. Compensation for an Executive Director or other paid officer must be reasonable, approved by disinterested directors, and documented in accordance with applicable law and the Corporation's conflict-of-interest policy.

ARTICLE VIII — COMMITTEES, ADVISORY BODIES, AND TASK FORCES

Section 8.1. Board committees.

The Board may create one or more committees of the Board. Each committee of the Board must consist of two (2) or more directors, and all committee members must be appointed by the Board. To the extent specified by the Board and permitted by the Act, a committee may exercise Board authority. No committee may take action reserved by law to the full Board, amend the Articles of Incorporation or Bylaws, elect or remove directors, fill Board vacancies, approve a merger or dissolution, or take any other action prohibited by the Act.

Section 8.2. Standing committees.

The Board may establish standing committees, including an Executive Committee, Finance and Audit Committee, Nominations and Governance Committee, Education and Training Committee, Research and Scientific Affairs Committee, Membership and Global Engagement Committee, and Ethics and Professional Standards Committee. The Board shall define each committee's purpose, authority, composition, appointment process, and reporting obligations by charter or resolution. The Board may also consolidate, reorganize, rename or dissolve standing committees as necessary.

Section 8.3. Executive Committee.

The Executive Committee shall consist of the President, President-Elect, Immediate Past President, Secretary/Treasurer, and Assistant Secretary/Treasurer when such position is filled, and one Member-at-Large appointed or elected by the Board. The Executive Committee may exercise the authority of the Board between regularly scheduled Board meetings only to the extent authorized by the Board and applicable law, and shall report all actions taken to the Board at its next meeting for ratification when required.

Section 8.4. Advisory bodies and task forces.

The Board or President may establish advisory councils, task forces, councils, working groups, and other bodies that include non-directors. Such bodies are advisory only and may not exercise Board authority unless constituted as a committee of the Board under Section 8.1.

Section 8.5. Committee procedures.

Committees shall comply with procedures established by the Board or their charters. Unless otherwise provided, a majority of committee members constitutes a quorum, and a majority of members present when a quorum exists may act. Committee meetings may be conducted remotely, and committee action may be taken by unanimous written consent, to the extent permitted by law.

ARTICLE IX — NOMINATIONS AND ELECTIONS

Section 9.1. Nominations and Governance Committee.

The Board shall appoint a Nominations and Governance Committee composed of at least three (3) individuals, a majority of whom shall be directors. The Committee shall identify and evaluate candidates for officer and director positions, promote a qualified and diverse leadership pipeline, and present a slate to the voting members or Board as applicable.

Section 9.2. Eligibility and disclosures.

A nominee must satisfy the applicable qualifications for the office or directorship and submit such biographical information, conflict disclosures, eligibility attestations, and consents to serve as the Board reasonably requires.

Section 9.3. Nominations by members.

The Board shall adopt a fair procedure through which voting members may submit additional nominations. The procedure may include reasonable deadlines, eligibility verification, written consent of the nominee, and a petition signed by a reasonable number of voting members.

Section 9.4. Elections.

Elections may be conducted at a meeting, by electronic ballot, or by another secure method authorized by the Board and permitted by law. Candidates receiving the highest number of votes for the available positions shall be elected, unless the Board has adopted a different voting method that is disclosed in advance and consistent with these Bylaws.

ARTICLE X — ETHICS, CONFLICTS, ANTITRUST, AND CONFIDENTIALITY

Section 10.1. Conflict-of-interest policy.

The Board shall adopt and maintain a written conflict-of-interest policy consistent with Indiana law and the Corporation’s tax-exempt status. Directors, officers, committee members with delegated authority, and key employees shall disclose actual, potential, or perceived conflicts of interest at least annually and whenever they arise. Interested persons shall not participate in deliberation or voting on a matter in which they have a conflict, except to provide factual information when requested. The minutes shall reflect the disclosure, recusal, deliberation, and disposition of the matter.

Section 10.2. Corporate opportunities and duty of loyalty.

Directors and officers shall act in the best interests of the Corporation and shall not use their positions, confidential information, or Corporation opportunities for improper personal benefit. The Board may approve a transaction involving a conflict only after appropriate disclosure, recusal, review of alternatives, and a determination by disinterested decision-makers that the transaction is fair, reasonable, and in the Corporation's best interests.

Section 10.3. Antitrust compliance.

The Corporation shall conduct all activities in compliance with applicable antitrust and competition laws. No meeting, communication, program, or activity of the Corporation may be used to discuss, agree upon, or facilitate agreements concerning prices, fees, reimbursement, compensation, allocation of markets or patients, boycotts, employment terms, or other competitively sensitive subjects except as expressly permitted by law and reviewed by counsel when appropriate. The Board shall maintain an antitrust-compliance policy and may require training or legal review for designated activities.

Section 10.4. Confidentiality.

Directors, officers, committee members, volunteers, employees, and contractors shall protect nonpublic information received through their ICMS roles and use it only for authorized Corporation purposes. This obligation does not limit legally protected reporting or disclosures required by law.

Section 10.5. Professional conduct.

The Board may adopt policies addressing professional conduct, harassment, discrimination, retaliation, ethics complaints, scientific integrity, meeting conduct, and due process. Such policies shall be applied in a manner consistent with applicable law and the procedures in Section 3.7.

Section 10.6. Nondiscrimination.

The ICMS shall not discriminate on the basis of race, color, ethnicity, national origin, gender, sex, sexual orientation, religion, disability, age, or any other status protected by applicable law, in any of its activities, programs, membership, governance or employment practices, except where a lawful exemption applies.

ARTICLE XI — FINANCIAL ADMINISTRATION AND RECORDS

Section 11.1. Fiscal year.

The fiscal year of the Corporation shall be the calendar year unless changed by Board resolution.

Section 11.2. Budget and financial oversight.

The Board shall approve an annual operating budget and shall exercise prudent oversight of the Corporation's revenues, expenses, reserves, investments, and material financial obligations. The

Board may adopt reserve, investment, gift-acceptance, expense-reimbursement, and financial-control policies.

Section 11.3. Depositories and disbursements.

Corporation funds shall be deposited in accounts selected by the Board. Checks, electronic transfers, contracts, and other disbursements shall be authorized and controlled in the manner established by the Board. The Board shall maintain appropriate separation of financial duties and approval controls.

Section 11.4. Loans.

The Corporation shall not make loans to directors or officers except as expressly permitted by law and approved by disinterested directors after review by legal counsel.

Section 11.5. Books and records.

The Corporation shall keep correct and complete books and records of account, minutes of proceedings of members, the Board, and Board committees, and such other records as required by the Act and applicable law. Records may be maintained in written or electronic form as permitted by law.

Section 11.6. Inspection rights.

Members, directors, and others entitled to inspect corporate records may do so in accordance with the Act, subject to reasonable procedures adopted by the Board to protect confidential, proprietary, personally identifiable, medical, and legally privileged information.

Section 11.7. Financial review or audit.

The Board shall arrange for an independent financial review, compilation, or audit as appropriate in light of the Corporation’s annual revenue, assets, legal requirements, grant conditions, and risk profile. An independent audit shall be required whenever mandated by law, a material funding source, or Board resolution.

ARTICLE XII — INDEMNIFICATION AND INSURANCE

Section 12.1. Indemnification.

To the fullest extent permitted by the Act, the Corporation shall indemnify a person who is or was a director, officer, employee, agent, or committee member of the Corporation against liability and expenses incurred in a proceeding because of that person’s status or actions in that capacity, provided the applicable standards of conduct and other requirements of the Act are satisfied. The Corporation may advance expenses to the extent permitted by law and upon receipt of any undertaking required by law.

Section 12.2. Nonexclusivity.

The rights provided by this Article are not exclusive of other rights to which an indemnified person may be entitled under the Articles of Incorporation, a contract, Board resolution, or otherwise, to the extent lawful.

Section 12.3. Insurance.

The Corporation may purchase and maintain directors' and officers' liability insurance and other insurance on behalf of persons described in Section 12.1, whether or not the Corporation would have power to indemnify those persons under the Act.

ARTICLE XIII — NOTICES, ELECTRONIC COMMUNICATIONS, AND WAIVERS

Section 13.1. Notice.

Unless otherwise required by law, notice under these Bylaws may be delivered personally, by mail, private carrier, telephone, electronic mail, electronic transmission, or other electronic means consented to by the recipient and permitted by the Act. Notice shall be effective as provided by the Act or, if the Act does not specify, when sent to the last address or electronic contact information shown in Corporation records.

Section 13.2. Electronic signatures and records.

Signatures, consents, ballots, records, notices, and other documents may be executed, delivered, retained, and transmitted electronically to the extent permitted by law.

Section 13.3. Waiver.

Whenever notice is required, a written or electronic waiver signed or delivered by the person entitled to notice, before or after the event, is equivalent to notice to the extent permitted by law.

ARTICLE XIV — PARLIAMENTARY AUTHORITY

The current edition of *Robert's Rules of Order Newly Revised* shall guide the conduct of meetings when not inconsistent with the Act, the Articles of Incorporation, these Bylaws, or duly adopted rules of procedure. Failure to follow parliamentary procedure does not invalidate otherwise lawful action unless the failure materially prejudiced a member's rights or violated applicable law.

ARTICLE XV — AMENDMENTS

Section 15.1. Amendments by voting members.

These Bylaws may be amended, repealed, or replaced by the affirmative vote of two-thirds (2/3) of the votes cast by voting members at a meeting where a quorum is present, provided that notice of the proposed amendment or a summary of its substance is delivered with the meeting notice. To the extent permitted by the Act, the Board may also submit amendments to voting members by written or electronic consent.

Section 15.2. Amendments by the Board.

The Board may amend, repeal, or replace these Bylaws by the affirmative vote of two-thirds (2/3) of directors then in office, provided that the Board may not amend a bylaw that the Articles of Incorporation or a member-adopted bylaw expressly reserves to voting members, nor eliminate or materially diminish voting-member rights without member approval when required by law or these Bylaws.

Section 15.3. Consistency.

No amendment may conflict with the Act, the Articles of Incorporation, or the requirements for the Corporation's federal tax-exempt status.

ARTICLE XVI — MISCELLANEOUS

Section 16.1. Governing law.

The internal affairs of the Corporation shall be governed by Indiana law, including the Act, except to the extent superseded by applicable federal law or by the laws of another jurisdiction that must apply to a particular activity.

Section 16.2. Severability.

If any provision of these Bylaws is determined to be invalid or unenforceable, the remaining provisions shall continue in effect to the fullest extent permitted by law.

Section 16.3. Interpretation.

If a provision of these Bylaws conflicts with the Articles of Incorporation or the Act, the Articles of Incorporation control over these Bylaws, and the Act controls over both to the extent mandatory. Headings are for convenience only and do not affect interpretation.

Section 16.4. Effective date.

These Bylaws are effective upon their adoption by the incorporator(s) or initial Board, as applicable, and shall remain effective until amended or repealed in accordance with law and these Bylaws.

CERTIFICATION OF ADOPTION

The undersigned certifies that the foregoing Bylaws were adopted as the Bylaws of International Consortium of Mohs Surgery, Inc., an Indiana nonprofit corporation, on September 12, 2026.

Signature ____

Mara Lynda Zehnder, MD, Secretary