

Bylaws of the American Gynecological & Obstetrical Society

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Article I. Members

Section 1. Fellowship. The corporation (the "Society") is organized on a membership basis (also called a "Fellowship"). The members of the Society shall consist of Active Fellows, Life Fellows, and Honorary Fellows (collectively, the "Fellows"), as described in Article II hereof.

Section 2. Meetings of members

a. Annual meeting. The annual meeting of the Society shall be held regularly at a time and place to be determined by the Council. The annual meeting shall include: (i) Scholarly contributions related to all forms of research, clinical care, educational or other topics pertinent to the enhancement of healthcare for women; (ii) One or more "business meetings," at which only Fellows of the Society shall be present; and (iii) such other business as may properly come before the meeting.

b. Scholarly contributions. Scholarly contributions may include a free-standing paper of original scientific research which has not previously been accepted, published, or read before another body; a state-of-the-art review of a focused topic that encompasses the presenter's previous or current work and expertise in the field; participation in a scientific panel, debate, discussion, forum; other presentation of pertinent clinical or educational research; or other topic related to the healthcare of women.

c. Other meetings. Special meetings of the Society may be called by the Council after giving written notice of not less than ten nor more than sixty days prior to the special meeting.

d. Quorum. Fifty Fellows shall constitute a quorum for the transaction of the business of the Society. The Fellows present in person or by proxy at the meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough Fellows to leave less than a quorum. The vote of a majority of the Fellows present in person or by proxy at the meeting at which a

quorum is present constitutes the action of the Fellows, unless a greater number is required by other sections of these Bylaws or the Articles of Incorporation. Whether or not a quorum is present, the meeting may be adjourned by a vote of a majority of the Fellows present, in person or by proxy.

e. Conduct of meetings. Robert's Rules of Order shall be the parliamentary guide for all meetings of the Society. Meetings of the Fellows will be presided over by the President. The Secretary or Assistant Secretary of the Society or, in their absence, a person chosen at the meeting, will act as Secretary of the meeting.

f. Action by Written Consent. Any action required or permitted to be taken at an annual or special meeting of the Fellows may be taken without a meeting, without prior notice and without a vote, if a majority of all Fellows entitled to vote consent in writing to the action so taken. Written consents will be filed with the minutes of the proceedings of the Fellows.

g. Notice of Meetings. Except as otherwise provided by these bylaws or by law, written notice containing the time, place and purpose of a meeting of the Fellows will be given either personally, by mail, by electronic mail (with confirmation of delivery), or by such other means as may hereafter be permitted by statute and approved by action of the Council, to each Fellow of record entitled to vote at the meeting not less than 10 days nor more than 60 days before the meeting. No notice of an adjourned meeting need be given if the time and place to which the meeting is adjourned is announced at the meeting. At the adjourned meeting, the only business that may be transacted is business that might have been transacted at the original meeting, unless the Fellows fix a new record date for the adjourned meeting.

h. Participation by Conference Telephone. A Fellow may participate in a meeting by a conference telephone or similar communications equipment by which all persons participating in the meeting may hear each other if all participants are advised of the communications equipment and the names of the participants in the conference are divulged to all participants. Participation in a meeting pursuant to this section will constitute presence in person at the meeting. ([return to top](#))

Article II. Fellows

Section 1. Active Fellows. Active Fellows shall not exceed 350 in number. A candidate for Active Fellowship must have completed medical school training at least ten years previously and shall have demonstrated outstanding talent and ability as a clinician, teacher, investigator and leader in the field of obstetrics and gynecology. The candidate shall be proposed to the Fellowship Committee by two Fellows who are not members of the Council. His or her total contributions to the specialty and national reputation will be reviewed by two consultants (outside of the Council or the Fellowship Committee) prior to

consideration of the candidate by the Fellowship Committee, which shall report thereon to the Council through the Secretary (ARTICLE V, Section 3). If a candidate for Active Fellowship is approved/nominated by the Fellowship Committee he/she will be required to provide a structured biosketch which will be provided to all Active Fellows so that a vote on nominated candidates may occur. Approval requires the favorable vote of 90% of the Active Fellows voting on each candidate. The Secretary, with the assistance of the Assistant Secretary, shall count the ballots. New fellows are required to contribute to the Society through a scholarly contribution as requested by the Program Advisory Committee or Council. (ARTICLE I, Section 2b) (ARTICLE V, Section 4).

Section 2. Continued Participation. Any Active Fellow who does not attend an annual meeting for three successive years shall, unless he or she offers an excuse satisfactory to the Society, be dropped from Fellowship. This requirement does not pertain to Life Fellows or Honorary Fellows.

Section 3. Dues and Assessments. Each Active Fellow shall pay the stated annual dues no later than March 1 of each year. The Council shall have the authority to establish dues and to make any assessments deemed necessary. The Council may, for good and sufficient reason, remit the dues of any Fellow. Any Fellow neglecting to pay dues for two years without permission of Council may have his or her membership forfeited by vote of the Council.

Section 4. Life Fellows. After 25 years as an Active Fellow of this Society, a member may, at his or her own request and by vote of the Council, be transferred to Life Fellowship. Regardless of the number of previous years of service to this Society, the Council, at its discretion, may transfer a member to Life Fellowship at any time because of ill health or retirement; however, retirement is not required with the 25 year fellowship criteria. Life Fellows shall enjoy all of the privileges of the Society except the right to vote on the admission of new members. They shall pay no dues. The Active Fellow, at the time of requesting Life Fellow status, should submit their curriculum vitae and a photograph.

Section 5. Honorary Fellows. Nominations of Honorary Fellows shall originate in the Council. Their election shall take place in the same manner as that of the Active Fellows. Active Fellows or Life Fellows of this Society are not eligible for Honorary Fellowship. Honorary Fellows shall enjoy all of the privileges of the Society except the right to vote or to hold office. They shall pay no dues. ([return to top](#))

Article III. Council

Section 1. Powers. The Council shall be charged with the management of the affairs of the Society, subject to the action of the Fellows at the annual meeting. It shall constitute a court of inquiry for the investigation of all charges against Fellows for offenses involving law or honor; and it shall have the sole power of moving the expulsion of any Fellow. It shall pass upon all applications for Fellowship, and no name shall be presented to the Society without its recommendations.

Section 2. Council Members. The Council shall consist of 13 members: ten voting and three non-voting (the "Council Members"). The ten voting members shall be the five officers described in Section 1 of Article IV, the Past President of the Society, the President of the American Association of Obstetricians and Gynecologists Foundation, Inc., and three Fellows elected by the Society as Members At-Large. The terms of the Members At-Large will be staggered so that at each annual meeting, one of the Members At-Large will be elected. The Members At-Large will serve a term of three years. The remaining voting members that are not Members At-Large shall serve for a term in accordance with their position. The three non-voting members of the Council shall be the following members of the American Association of Obstetricians and Gynecologists Foundation, Inc. and shall have ex-officio status: the Vice-President, the Secretary-Treasurer, and the Chair of the Scholar Committee.

Section 3. Resignation, Removal and Vacancies. A Council Member may resign by written notice to the Society. The resignation will be effective upon its receipt by the Society or a subsequent time as set forth in the notice of resignation. A Council Member may be removed, either with or without cause, by the affirmative vote of a majority vote of the Fellows entitled to vote. If a vacancy has occurred among the Council Members as a result of death, resignation, removal or otherwise, the vacancy may be filled by the affirmative vote of a majority of the Council.

Section 4. General Powers as to Negotiable Paper. The Council may, from time to time, authorize the making, signature or endorsement of checks, drafts, notes and other negotiable paper or other instruments for the payment of money and designate the persons who will be authorized to make, sign or endorse the same on behalf of the Society.

Section 5. Powers as to Other Documents. All material contracts, conveyances and other instruments may be executed on behalf of the Society by the President or the President-Elect, and, if necessary, attested by the Secretary or the Treasurer.

Section 6. Regular Meetings. The Council shall meet as often as the interests of the Society may require, but not less than two times annually. The President, or any three Council Members, may call a meeting, notice of which

shall be sent to every Council Member, and six Council Members shall constitute a quorum.

Section 7. Special Meetings. Special meetings of the Council may be called by the President and will be called by the President or Secretary at the direction of not less than three Council Members or as may otherwise be provided by law. Special meetings will be held at the principal office of the Society unless otherwise directed by the President or Secretary and stated in the notice of the meeting. Any request for a meeting by the Council must state the purpose or purposes of the proposed meeting.

Section 8. Notice of Meeting. Except as otherwise provided by these Bylaws or by law, written notice containing the time and place of all meetings of the Council will be given personally, by mail, by electronic mail (with confirmation of delivery), or by such other means as may hereafter be permitted by statute and approved by action of the Council, to each Council Member not less than ten days before a regular meeting and not less than two days before a special meeting. Notice of a regular meeting need not state the purpose or purposes of the meeting nor the business to be transacted at the meeting. Notice of a special meeting must state the purpose or purposes of the meeting.

Attendance of a Council Member at a meeting constitutes a waiver of notice of the meeting, except where the Council Member attends the meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

Section 9. Quorum and Voting. Six of the voting Council Members shall constitute a quorum. The vote of a majority of the voting Council Members present at a meeting at which a quorum is present will constitute the action of the Council, unless the vote of a larger number is required by law or by other sections of these Bylaws or the Articles of Incorporation.

Section 10. Conduct at Meetings. Meetings of the Council Members will be presided over by the President. The Secretary or an Assistant Secretary of the Council or, in their absence, a person chosen at the meeting will act as Secretary of the meeting.

Section 11. Action by Unanimous Written Consent. Any action required or permitted to be taken at an annual or special meeting of Council may be taken without a meeting, without prior notice and without a vote, if all of the voting Council Members consent in writing or electronically to the action so taken. Written consents will be filed with the minutes of the proceedings of the Council.

Section 12. Teleconferences. A Council Member may participate in a meeting of the Council by conference telephone or other interactive two-way communication media. Participation in a meeting pursuant to this section constitutes presence in person at the meeting.

Section 13. Compensation. Council Members will serve without compensation but may be reimbursed for actual, reasonable and necessary expenses incurred by a Council Member in his or her capacity as a Council Member. ([return to top](#))

Article IV. Officers

Section 1 General. The officers of the Society shall be a President, a President-Elect, a Secretary, an Assistant Secretary, and a Treasurer. All officers shall be nominated by the Nominating Committee and elected by ballot of the Active Fellows and Life Fellows. The officers shall enter upon their duties immediately before adjournment of the annual meeting at which they are elected and shall hold office for one year. Any officer may be removed from office at any meeting of the Fellows, with or without cause, by the affirmative vote of a majority of the Fellows entitled to vote, whenever in their judgment the best interest of the Society will be served. An officer may resign by written notice to the Society. The resignation will be effective upon its receipt by the Society or at a subsequent time specified in the notice of the resignation. The Council shall fill a vacancy in an office between annual meetings for the unexpired term.

Section 2. President. The President shall preside at all meetings of the Society and perform such duties as ordinarily pertain to a chairperson. He or she shall be an ex-officio chairperson of the Council.

Section 3. President-Elect. The President-Elect shall succeed to the office of President upon the expiration of the term of the incumbent. If the President is unable to preside, the President-Elect shall assume his or her duties.

Section 4. Secretary. The Secretary shall keep or cause to be kept a record of all meetings of the Society and of the Council. He or she shall be an ex-officio clerk at Council meetings, and shall be entitled to vote therein. The Secretary shall notify the Treasurer and the Assistant Secretary of changes of addresses of all Fellows. He or she shall supervise all correspondence of the Society and perform all the ordinary duties of the office. He or she shall be the custodian of the seal, books and records of the Society. The Secretary may be re-elected twice, to serve a maximum of three successive one-year terms.

Section 5. Assistant Secretary. The Assistant Secretary shall assist the Secretary, and shall assume the duties of the Secretary, should the Secretary for any reason become incapacitated. The Assistant Secretary will communicate regularly with the Secretary should the occasion arise. The Assistant Secretary may be re-elected twice, to serve a maximum of three successive one-year terms.

Section 6. Treasurer. The Treasurer shall oversee the collection, payment and records of monies for all Society activities and obligations. The Treasurer shall render an account of the finances of the Society at annual meetings. The

Treasurer shall be bonded in an amount judged appropriate by the Council. At the beginning of each fiscal year, he or she shall notify the Fellows of any monies due the Society, including the amounts of annual dues and any assessment levied by the Council. Having collected amounts due from the Fellows, he or she shall annually, after the close of the fiscal year, notify the Secretary of the names of any Fellows delinquent in their payments to the Society. No less frequently than biennially, he or she shall arrange for an audit, by a certified public accountant, of the accounts of the Society, including invested funds, and for a report of such audit to be made directly to the Council and the Audit Committee, with copies to the Auditing Committee. In the absence of the President and the President-Elect, the Treasurer shall preside over the Council. The Treasurer may be re-elected four times, to serve a maximum of five successive one-year terms.

Article V. Committees

Section 1. General. The Council may designate such committees as it deems appropriate. The committees will have the authority as delegated to them by the Council, except that no committee will have power or authority to:

- a. Amend the Articles of Incorporation;
- b. Adopt an agreement of merger or consolidation;
- c. Recommend to the Fellows the sale, lease or exchange of all or substantially all of the Society's property and assets;
- d. Recommend to the Fellows the dissolution of the Society or a revocation of a dissolution;
- e. Amend the Bylaws of the Society;
- f. Fill vacancies in the Council;
- g. Fix compensation of the Council Members for serving on the Council or on a committee; or
- h. Terminate membership of a Fellow.

Section 2. Nominating Committee. The Nominating Committee shall consist of the Past President as Chair, a Council Member and two other Fellows appointed as Members At-Large by the Council upon the recommendation of the President, and one other Fellow appointed by the Board of Trustees of the American Association of Obstetricians and Gynecologists Foundation, Inc. The Committee shall be constituted annually. The Committee shall prepare a list of nominees for each position in which an individual is completing a term of service. These include the officers and Council Members of the Society. The Report of this committee shall be made to the Council. These nominations shall be submitted to the business meeting of the Society.

Section 3. Fellowship Committee. The Fellowship Committee shall consist of the Past President, the Secretary as Chair of the Committee, the Assistant Secretary (ex-officio) and six Fellows appointed as Members At-Large by the Council upon the recommendation of the President with a goal of appropriate

diversity of representation. Each of the recognized (subspecialties acknowledged in the Bylaws of the American Board of Obstetrics and Gynecology) subspecialties within obstetrics and gynecology shall be represented on the Fellowship Committee. Members At-Large appointed by the Council shall serve for a three year staggered term, with two new members being appointed each year. Members At-Large are not eligible to serve more than one full term. The committee shall be responsible for reviewing applications for membership and making a recommendation to Council. Evaluation of a candidate shall emphasize the totality of their contributions during their career in Obstetrics and Gynecology and women's healthcare.

Section 4. Program Advisory Committee. The Program Advisory Committee shall be appointed at the discretion of the President. The constituency of committee is at the discretion of the President. The Committee shall assist the President in planning the format and content of the annual meeting.

Section 5. Audit Committee. The Audit Committee shall consist of two Fellows, not Council Members, appointed by the Council. No less frequent than every three years and with the change of the office of Treasurer, The Audit Committee shall examine the accounts of the Society, including the report of the certified public accountant and shall make a report to the Council. The Audit Committee shall conduct an outside audit every three years and with the change of office of treasurer. No Audit Committee member may be affiliated with an organization seeking to provide services, goods, equipment or facilities to the Society or have any other conflict of interest with the Society. A minimum of one member of the Audit Committee must have adequate financial literacy to understand, analyze and assess the financial statements of the Society and assess the competency of the auditing firm. The Auditing Committee shall meet with the Society's auditor to review the financial statements, internal accounting and financial reporting procedures and controls of the Society and report such information to the Council and the Treasurer. The Auditing Committee is responsible for reviewing significant accounting and reporting issues as well as recent professional and regulatory pronouncements presented by the auditor. The Auditing Committee shall monitor compliance with the Society's policy on professional conduct and conflicts of interest as well as ensure the accuracy and timely filing of Form 990. The Form 990 must be presented for review by members of Council prior to filing.

Section 6. Finance Committee. The Finance Committee shall consist of the Secretary of the Society, the Secretary-Treasurer of the American Association of Obstetricians and Gynecologists Foundation, Inc., an additional Council Member who will serve as Chair of the Finance Committee, a Member At-Large, the Treasurer as a nonvoting member and other individuals elected by a unanimous vote of Council. The Chair of the Finance Committee will be appointed by the President of the Society. His/her term shall coincide with

his/her term on Council. The term of the Member At-Large and the other individuals elected by the Council shall be three years.

The Finance Committee shall receive prospective annual budget proposals from the Treasurer, review receipts, expenditures and deviations from the budget no less than twice a year prior to each Council meeting. In addition, the Finance Committee will evaluate the reserve funds and the investments of the Society, all of which should be subject to review and consent of the Council. The Chair of the Finance Committee shall report the findings of the Committee at all Council meetings.

Section 7. Other Committees. The Council may designate other committees as deemed appropriate. The committees will have the authority as specifically delegated to them by the Council.

Section 8. Procedure. All committees, and each member thereof, will serve at the pleasure of the Council. Regular or special meetings of any committee may be held in the same manner provided in these Bylaws for regular or special meetings of the Council, and the attendance of a majority of any committee will constitute a quorum at the meeting. ([return to top](#))

Article VI. Headquarters

Section 1. Offices. The Society shall maintain an office, as the Council may determine.

Section 2. Books and Records. The Society shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Council, committees having and exercising any of the authority of the Council, and shall keep at the principal office a record giving the names and addresses of all categories of members.

Section 3. Executive Director. The Council may engage the services of an Executive Director. The Executive Director shall perform the duties stipulated by contract with the Society and shall perform additional duties assigned by the Council pursuant to contract. The Executive Director shall supervise any other employees, contractors, consultants, vendors and other agents hired by or on behalf of the Society. The Executive Director shall report to the Council through the Council.

Article VII. Indemnification

Section 1. Indemnification.

The Society shall, to the fullest extent permitted by law, indemnify and hold harmless each person who serves as an Officer of the Society, as a member of any duly authorized committee of the Society, or as an employee of the

Society, from and against any and all claims and liability, whether the same are settled or proceed to judgment, to which such person shall have become subject by reason of his or her having acted in the capacity or capacities heretofore enumerated, or by reason of any action alleged to have been taken or omitted by him or her in such capacity, and shall reimburse (to the extent not otherwise reimbursed by insurance) each such person for all legal and other expenses, including the cost of settlement, reasonably incurred by him or her in connection with any such claims, liability, suit, action or proceeding; provided, however, that no such person shall be indemnified against, or be reimbursed for, any claims, liabilities, costs or expenses incurred in connection with any claim or liability, or threat or prospect thereof, if he or she did not meet the standards of conduct required by applicable law in order to permit the corporation so to indemnify him or her, or if the claim or liability arose out of the person's:

- (a) willful failure to deal fairly with the Society or its members in connection with a matter in which the person has a material conflict of interest;
- (b) violation of criminal law, unless the person had reasonable cause to believe his or her conduct was unlawful;
- (c) transaction from which the person derived an improper personal profit or benefit; or
- (d) willful misconduct

Section 2. Rights to Continue. This indemnification will continue as to a person who has ceased to be a Council Member or officer of the Society. Indemnification may continue as to a person who has ceased to be a volunteer, employee or agent of the Society to the extent provided in a resolution of the Council or in any contract between the Society and the person. Any indemnification of a person who was entitled to indemnification after such person ceased to be a Council Member, officer, volunteer, employee or agent of the Society will inure to the benefit of the heirs and personal representatives of that person. ([return to top](#))

Article VIII. Conflicts of Interest

Section 1. Disclosure. When a Council Member, officer or committee member is affiliated with an organization seeking to provide goods, services or facilities to the Society, or when a member of the Council, officer or committee member has any duality of interest or possible conflict of interest, real or apparent, such affiliation or conflict of interest should be disclosed and made a matter of record, either when the interest becomes a matter of Council or Committee action or as part of a periodic procedure to be established by the Council. An affiliation with an organization will be considered to exist when a Council Member, officer, committee member or a member of his or her immediate family or close relative is an officer, director, trustee, partner, employee or agent of the organization, or has any other substantial interest or dealings with the organization. Council members, officers and Committee members are

required annually to sign a conflict of interest statement that has been approved by Council.

Section 2. Voting. Any Council Member or officer having a duality of interest or possible conflict of interest on any matter should not vote or use his or her personal influence on the matter, and should not be counted in determining a quorum for the meeting at which the matter is voted upon, even though permitted by law. The Council should obtain and rely on appropriate comparability data, when appropriate. The minutes of the meeting should reflect that the disclosure was made, that the interested Council Member abstained from voting, that his or her presence was not counted in determining a quorum, and that comparability data was considered.

Section 3. Statement of Position. The foregoing requirements should not be construed to prevent a Council Member or officer from stating his or her position on the matter under consideration, nor from answering questions of other Council Members relating to the matter. ([return to top](#))

Article IX. Miscellaneous

Section 1. Fiscal Year. The fiscal year of the Society will end on the last day of December.

Section 2. Amendments. These Bylaws may be amended, repealed, or suspended by two-thirds vote of the Fellows present at any meeting of the Society at which a quorum is present and who are entitled to vote, PROVIDED, that notice in writing of the proposed action has been given with the notice of the meeting at which the vote is to be taken.

Adopted September 24, 2004.

Revised September 30, 2005.

Revised September 27, 2007

Revised September 11, 2009

Revised September 14, 2012

Revised September 20, 2013

Revised September 12, 2014

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