



The American College of Obstetricians and Gynecologists Bylaws

Amended May 2009

The American College of Obstetricians and Gynecologists
Women's Health Care Physicians
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ARTICLE I

Name

The name of the corporation is The American College of Obstetricians and Gynecologists, hereinafter sometimes referred to as “the College.”

ARTICLE II

Objectives and Powers

Section 1. Objectives. The objectives of the College shall be to foster and stimulate improvements in all aspects of the health care of women in the United States and globally including establishing and maintaining the highest possible standards for education; fostering the highest standards of practice in its relationship to public welfare; promoting high ethical standards in practice; promoting publications and encouraging contributions to medical and scientific literature.

Section 2. Powers. The College shall have all the powers of a not-for-profit corporation as are now or shall hereafter be conferred by the statutes of the State of Illinois.

ARTICLE III

Membership

Section 1. Categories. Fellow, Life Fellow, and Junior Fellow status in The American Congress of Obstetricians and Gynecologists (“the Congress”) shall confer membership, in the same category, Fellow, Life Fellow, or Junior Fellow, of the College, except for Honorary Fellows. Honorary Fellows are elected in accordance with the policies and procedures established by the Executive Board of the College and shall only be members in the College. Members in other categories of membership established by the Executive Board of the Congress shall automatically become members in the same category of the College. Loss of membership in the Congress shall result in the immediate loss of membership in the College.

Section 2. Privileges. Fellows of the College shall have the right and privilege to hold office in the College, but no category of membership of the College shall have voting rights in the College, except for Fellows and Junior Fellows in the Armed Forces District who shall be able to vote for Fellow and Junior Fellow officers, respectively.

ARTICLE IV

Reciprocity, Discipline, and Termination of Fellows, Life Fellows, and Junior Fellows

The College and the Fellows, Life Fellows, and Junior Fellows acknowledge and agree that any previous disciplinary actions,

including warning, censure, suspension, and expulsion or any other grievance-related process or notification taken by the College prior to the date the Congress commences operations shall have the same effect in the same manner on the status of the individual’s membership in the Congress effective as of the date the Congress commences operations. The College and the Fellows, Life Fellows, and Junior Fellows acknowledge and agree that any complaints or investigations pending before the College’s Grievance Committee, Appeals Panel Committee, or College Executive Board shall be assigned to the appropriate committee of the Congress or the Executive Board of the Congress effective as of the date the Congress commences operations. The College and the Fellows, Life Fellows, and Junior Fellows acknowledge and agree that any disciplinary actions, including warning, censure, suspension, and expulsion and any disciplinary-related process or notification taken by the Congress shall have the same effect in the same manner on the status of the individual’s membership in the College.

Immediate loss of membership for any reason in the Congress shall result in immediate loss of membership in the College.

ARTICLE V

Elected National Officers and Other Executive Board Members

Section 1. National Officers. The national officers of the College shall consist of the following:

President	Treasurer
President Elect	Secretary
Immediate Past President	Assistant Secretary
Vice President	Executive Vice President

The national officers of the College shall be those individuals serving as national officers of the Congress and such individuals shall serve in the same capacity for the same term of office.

Section 2. Duties of Officers.

- President.* The President shall preside at all meetings of the College and of its Executive Board and shall be an ex officio member of all committees. The President shall perform all other duties usually associated with the office of President, including the appointment and direction of all committees authorized by the Executive Board.
- President Elect.* The President Elect shall name committee appointees to serve during his or her term as President.
- Immediate Past President.* The Immediate Past President shall carry out the duties assigned by the President.

- d. *Vice President.* The Vice President shall assist and cooperate with the President.
- e. *Treasurer.* The Treasurer shall be responsible for collecting all monies, for making all authorized disbursements, for rendering an account thereof at the Annual Business Meeting, and for arranging an annual audit of College accounts. The Treasurer shall be under bond upon such terms, conditions, and for such amounts as shall be affirmed by the Executive Board.
- f. *Secretary.* The Secretary shall be responsible for the records of all meetings of the College and of the Executive Board, and for the correspondence of the College, and shall perform all the ordinary duties of the office.
- g. *Assistant Secretary.* The Assistant Secretary shall assist the Secretary.
- h. *Executive Vice President.* The Executive Vice President shall be responsible for overall management of the College under policies of the Executive Board. The Executive Vice President is appointed by the Executive Board of the College.

ARTICLE VI

Executive Board

Section 1. Members. The Executive Board of the College shall consist of those individuals serving on the Executive Board of the Congress. In addition, a representative of the Armed Forces District shall serve on the Executive Board of the College.

Section 2. Powers and Duties. The general management of the College shall be vested in the Executive Board, whose powers and duties shall be those ordinarily held and performed by the board of directors of a corporation. It shall:

- a. Transact all business required to carry out the objectives of the College.
- b. Manage, control, and conserve the property interests of the College.
- c. Create standing and temporary committees.
- d. Transact all business, not otherwise provided for, that may pertain to the College.

Section 3. Time and Place of Meetings. The President of the College shall set the time and place of the meetings of the Executive Board. At least 15 business days' notice of such meetings by mail, fax or any electronic means shall be given by the Secretary.

Section 4. Quorum and Manner of Acting.

- a. Fifty percent of the members of the Executive Board shall constitute a quorum for the transaction of business.
- b. The act of a majority of the members of the Executive Board present at a duly called meeting at which a quorum is present shall be the act of the Executive Board, unless the act of a greater number is required by law, the Articles of Incorporation, or these bylaws.
- c. The Executive Board may conduct any meeting of the Executive Board through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other. All members of the Executive Board are expected to be present for all standing, scheduled meetings; if a board member must be physically absent from an Executive Board meeting for illness or other compelling reason, that member may participate and act at any Executive Board

meeting by telephone or other communications equipment with the prior approval of the President.

- d. Any action to be taken at a meeting of the Executive Board may be taken without a meeting if a consent in writing, setting forth the action taken, is signed by all of the Executive Board members entitled to vote.

Section 5. Executive Committee. The Executive Committee shall consist of those individuals serving on the Executive Committee of the Congress. It shall transact business arising in the interim between Executive Board meetings, and shall have such other powers and duties as authorized by the Executive Board. A majority of the members of the Executive Committee shall constitute a quorum for the transaction of business.

ARTICLE VII

Armed Forces District

Section 1. Membership. The membership of the Armed Forces District shall consist of actively serving members of the Uniformed Services of the United States. Retired and reserve members of the Armed Forces may also choose to be in the Armed Forces District.

Section 2. Composition. The Armed Forces District and its sections, Air Force, Army, and Navy shall be the only district and sections in the College. The Armed Forces District may adopt policies and procedures that are not in conflict with bylaws or policies and procedures.

ARTICLE VIII

Publications

The Executive Board shall foster and promote publications and contributions to medical and other scientific literature connected with the objectives and purposes of the College.

ARTICLE IX

Parliamentary Authority

The most recent edition of Sturgis' *The Standard Code of Parliamentary Procedure* shall apply to the proceedings of the College, except in such cases as are covered by the bylaws.

ARTICLE X

Offices

The College shall have, and continuously maintain, in the State of Illinois, a registered office and a registered agent whose office is identical with such registered office, and may have other offices within or without the State of Illinois as the Executive Board may determine.

ARTICLE XI

Contracts and Checks

Section 1. Contracts. The Executive Board may authorize any officer, employee, or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 2. Checks. All checks, drafts, or other orders for payment of money, notes, or other evidence of indebtedness issued in the name of the College shall be signed by such officer, employee, or agent of the corporation, and in such manner as shall be established by the Executive Board.

ARTICLE XII

Fiscal Year

The fiscal year of the College shall begin on the first day of January and end on the last day of December in each year.

ARTICLE XIII

Indemnification

The College shall indemnify its officers, Executive Board members, committee members, employees, and each person serving at the request of the College as a representative to another organization as

a member, director, trustee or officer of or delegate to the other organization, against such liabilities, costs, and expenses, in such manner, under such circumstances, and to such extent as is required or permitted by applicable Illinois law. The College may purchase and maintain insurance against the financial obligations described herein.

ARTICLE XIV

Amendments

A two-thirds vote of the Executive Board shall be required for adoption of any proposed amendment to these bylaws.