

AMERICAN COLLEGE OF
OBSTETRICIANS AND GYNECOLOGISTS

Bylaws

Amended January 2018

American College of Obstetricians and Gynecologists
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**AMERICAN COLLEGE OF
OBSTETRICIANS AND GYNECOLOGISTS
BYLAWS
Amended January 2018**

ARTICLE I

Name

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

ARTICLE II

Objectives, Powers, and Transition

Section 1. Objectives. The objectives of the College shall be to foster and stimulate improvements in all aspects of the health care of women; to establish and maintain the highest standards of practice; to promote high ethical standards; to establish and promote policy positions on issues affecting the specialty of obstetrics and gynecology; and to promote, represent, and advance the professional and socioeconomic interests of its members.

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. Membership. Effective January 1, 2018, all Fellows, Life Fellows, Junior Fellows, and members in other categories of the College shall automatically be members in the same category of the ACOG Foundation (formally known as The American College of Obstetricians and Gynecologists) and Honorary Fellows in the ACOG Foundation shall automatically be Honorary Fellows in the College.

Section 3. Fellows and Members in All Categories. Fellows, Life Fellows, Junior Fellows, Honorary Fellows, and members in other categories shall be elected in accordance with the bylaws of the College and the policies and procedures of the Executive Board.

ARTICLE IV

Fellows, Their Qualifications, Privileges, and Obligation

Section 1. Qualifications. A Fellow in the College shall have an unrestricted medical license in each jurisdiction where the Fellow is licensed, shall be certified by the American Board of Obstetrics and Gynecology, Inc., (“ABOG”) or any other organization recognized by the College as a certifying entity, and shall meet all other qualifications for Fellow status as established by the Executive Board. A Fellow who fails to maintain these qualifications may be disciplined in accordance with policies and procedures of the Executive Board.

Section 2. Immediate Loss of Membership. A Fellow’s membership shall immediately end upon death or as defined in the policies and procedures of the Executive Board.

Section 3. Privileges. A Fellow shall have the right to vote and hold office in the College. No Fellow may serve simultaneously in more than one elected office of the College, including national, district, and section levels.

Section 4. Obligation. A Fellow shall immediately notify the College if there has been any adverse action taken against the Fellow’s medical license in any jurisdiction or if the Fellow is no longer certified by ABOG or any other organization recognized by the College as a certifying entity.

ARTICLE V

Life Fellows, Their Qualifications, Privileges, and Obligation

Section 1. Qualifications. A Life Fellow in the College shall meet the qualifications for Life Fellows as established by the Executive Board.

Section 2. Immediate Loss of Membership. A Life Fellow’s membership shall immediately end upon death or as defined in the policies and procedures of the Executive Board.

Section 3. Privileges. Life Fellows shall be eligible to vote; however, they shall not hold office or serve on the Committee on Nominations.

Section 4. Obligation. A Life Fellow shall immediately notify the College if there has been any adverse action taken against the Life Fellow’s medical license in any jurisdiction.

ARTICLE VI

Junior Fellows, Their Qualifications, Privileges, and Obligation

Section 1. Qualifications. A Junior Fellow in the College shall meet the qualifications for Junior Fellows as established by the Executive Board.

Section 2. Immediate Loss of Membership as a Junior Fellow. A Junior Fellow's membership as a Junior Fellow shall immediately end:

- a. Upon election as a Fellow in the College.
- b. Upon failure of the Junior Fellow to submit an application to be a Fellow in the College within one year after the Junior Fellow becomes eligible to apply to be a Fellow, or within 14 years after starting graduate training in obstetrics and gynecology, whichever occurs first. Exception may be made according to policies and procedures established by the Executive Board.
- c. Upon death or as defined in the policies and procedures of the Executive Board.

Section 3. Privileges. Junior Fellows shall not be eligible to vote or hold office, but shall have the right to vote and hold office as related to Junior Fellow activities. Junior Fellows also may vote when authorized by the Executive Board.

Section 4. Obligation. A Junior Fellow shall immediately notify the College if there has been any adverse action taken against the Junior Fellow's medical license in any jurisdiction.

Section 5. Organization of Junior Fellows. Junior Fellows shall be organized according to guidelines established by the Executive Board, and shall not adopt bylaws but may adopt policies and procedures that do not conflict with College bylaws or policies.

ARTICLE VII

Members in Other Categories, Their Qualifications, Termination, and Privileges

Section 1. Qualifications. In addition to Fellow, Life Fellow, and Junior Fellow, other categories of members, including Honorary Fellows may be established by the Executive Board. Members in these other categories shall meet the qualifications as established by the Executive Board.

Section 2. Termination. Members in these other categories as defined herein may be terminated in the event of resignation, delinquency, death, or other cause deemed sufficient by the Executive Board, without prior notice or hearing.

Section 3. Privileges. Members in these other categories shall not be eligible to vote or hold office but may vote when authorized by the Executive Board.

ARTICLE VIII

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

Section 1. Reciprocity. 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 grievance-related process or notification taken by the ACOG Foundation prior to January 1, 2010 shall have the same effect in the same manner on the status of the individual's membership in the College effective as of January 1, 2010. The College and the Fellows, Life Fellows, and Junior Fellows acknowledge and agree that any complaints or investigations that were pending before the ACOG Foundation Grievance Committee, Appeals Panel Committee or the Executive Board prior to January 1, 2010, shall continue to be assigned to the appropriate committee of the College or the Executive Board of the College. 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 College shall have the same effect in the same manner on the status of the individual's membership in the ACOG Foundation.

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

Section 2. Disciplinary Actions. A Fellow, Life Fellow, or Junior Fellow may be issued a warning, censured, suspended for a stated period of time, or expelled for failure to maintain the requirements for such category of membership, for violations of the *Code of Professional Ethics* adopted by the College, for conduct inconsistent with the College bylaws, for an adverse action against a medical license held by the Fellow, Life Fellow, or Junior Fellow, or for any other conduct detrimental to and inconsistent with the purposes of the College. A Fellow or Junior Fellow may be issued a warning, censured, suspended for a stated period of time, or expelled for loss of certification by ABOG or any other organization recognized by the College as a certifying entity. Disciplinary actions shall be decided according to policies and procedures established by the Executive Board.

Section 3. Expulsion. Upon expulsion of a Fellow, Life Fellow, or Junior Fellow in any category, all rights and privileges of that category of membership in the College shall be forfeited and terminated. Any Fellow, Life Fellow, or Junior Fellow who has been expelled may reapply to the College according to policies and procedures established by the Executive Board.

Section 4. Delinquency. Fellows and Junior Fellows shall pay all dues and assessments required by the College, including national, district, and section dues. A Fellow or Junior Fellow who fails to pay national, district, or section dues or assessments within 90 days

after they become due shall be given notice of the delinquency and shall be terminated from membership in the College and the ACOG Foundation. Any Fellow or Junior Fellow who has been terminated from membership for reasons of delinquency may be reinstated according to policies and procedures established by the Executive Board.

Section 5. Resignation. A Fellow, Life Fellow, or Junior Fellow may resign by providing written notice to the College. A Fellow, Life Fellow, or Junior Fellow who resigns from membership in the College automatically resigns from the ACOG Foundation. Resignation from the College shall not relieve an individual of the obligation to pay outstanding dues or assessments.

Section 6. Notifications. All notifications of disciplinary actions and resignations or terminations prior to the conclusion of the grievance process or other disciplinary process shall be in accordance with policies and procedures established by the Executive Board.

ARTICLE IX

National Officers, Fellows-at-Large and Young Physicians-at-Large

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

President	Secretary
President Elect	Assistant Secretary
Immediate Past President	Treasurer
Executive Vice President and Chief Executive Officer	

Section 2. Duties of National Officers.

- a. President. The President shall preside at all meetings of the College and of the Executive Board and shall perform all other duties usually associated with the office of President, including the appointment and direction of all College committees authorized by the Executive Board, except the Committee on Nominations. The President shall deliver a presidential address at the Inauguration and Convocation. The President shall be an ex officio member of all committees except the Committee on Nominations, Compensation Committee, the Grievance Committee, and the Appeals Panel Committee. If the President's position becomes vacant, the President Elect shall serve as the Acting President and shall serve out the remainder of the President's term. After serving as Acting President, the President Elect shall serve his or her own term as President.

- b. President Elect. The President Elect shall assist and cooperate with the President. The President Elect shall name College committee appointees to serve during his or her term of office as President, except for the Committee on Nominations. These appointees will begin to function upon adjournment of the Annual Business Meeting. If the President Elect position becomes vacant, except under the circumstance when the President Elect become the Acting President, the Executive Board shall elect a successor from one or more nominee(s) submitted by the Committee on Nominations in accordance with policies and procedures established by the Executive Board. If the President Elect becomes Acting President, then this position will remain vacant until the next election cycle.
- c. Immediate Past President. The Immediate Past President shall be a member of the Grievance Committee, and shall carry out other duties as assigned by the President. When the President Elect becomes Acting President, the Immediate Past President shall serve for another term. If the Immediate Past President position is vacated, the most recent available past president shall serve as the replacement for the remainder of the term of office.
- d. 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. If the Treasurer position is vacated, the Executive Board shall appoint a successor to serve for the remainder of the term of office.
- e. 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. The Secretary shall be an ex officio member of all committees, except the Committee on Nominations, Compensation Committee, Grievance Committee, and the Appeals Panel Committee. When for any reason the Secretary is unable to serve as Secretary, the Assistant Secretary shall assume the duties of the Secretary. If the Secretary position is vacated, the Assistant Secretary becomes Secretary for the remainder of the term of office.
- f. Assistant Secretary. The Assistant Secretary shall assist the Secretary and shall serve as chair of the Committee on Credentials and serve on the Grievance Committee. The Assistant Secretary shall assume the duties of the Secretary when for any reason the Secretary is unable to serve. If the Secretary position is vacated, the Assistant Secretary becomes Secretary for

the remainder of the term of office. If the Assistant Secretary position is vacated, the Executive Board shall appoint a successor to serve the remainder of the term of office.

- g. Executive Vice President and Chief Executive Officer. The Executive Vice President and Chief Executive Officer shall be responsible for overall management of the College under policies of the Executive Board. The Executive Vice President and Chief Executive Officer is appointed by the Executive Board of the College in accordance with policies and procedures established by the Executive Board. The Executive Vice President and Chief Executive Officer shall not have the right to vote on any matter presented to the Executive Board or the Executive Committee for a vote. The Executive Vice President and Chief Executive Officer has the right to attend and participate at all meetings and executive sessions of the Executive Board and the Executive Committee, except for executive sessions when the Executive Vice President and Chief Executive Officer's performance is being discussed.

Section 3. Fellows-at-Large. There are two Fellow-at-Large positions on the Executive Board. A Fellow-at-Large shall have been a Fellow for more than eight years as of the deadline for submission of nomination materials for the office. If a Fellow-at-Large position is vacated, the Executive Board shall appoint a successor to serve the remainder of the term of office.

Section 4. Young Physicians-at-Large. There are three Young Physician-at-Large positions on the Executive Board and effective upon adjournment of the 2018 Annual Business Meeting, there will be two Young Physician-at-Large positions. A Young Physician-at-Large shall have been a Fellow for eight or fewer years as of the deadline for submission of nomination materials for the office. If a Young Physician-at-Large position is vacated, the Executive Board shall appoint a successor to serve the remainder of the term of office.

ARTICLE X

Committee on Nominations

Section 1. Composition. The Committee on Nominations is composed according to policies and procedures established by the Executive Board, which includes the following:

- a. The three past presidents most recently retired from the Executive Board who are available shall serve on the committee, and one of them shall serve as chair.

- b. Each district shall have one representative as a member of the committee and two alternates to be selected in the following manner:
 - 1. The district chairs who have most recently retired from the Executive Board during the calendar year preceding the first meeting of the committee who are available shall serve as the representatives of their districts on the committee for that year.
 - 2. A representative for each of the remaining districts shall be elected by his or her district advisory council at the time of the annual district meeting or at the last district advisory council meeting of the calendar year.
 - 3. Two alternate representatives shall be elected in order of preference by each district advisory council at the time of the annual district meeting or at the last district advisory council meeting of the calendar year.
- c. Two additional members of the Committee on Nominations shall be young physicians from two different districts who have been a Fellow for twelve or fewer years, selected according to policies and procedures established by the Executive Board. Neither young physician shall be from the same district as any past president who is a member of the Committee on Nominations.
- d. No member of the Executive Board or salaried employee of the College or the ACOG Foundation shall serve on the Committee on Nominations.

Section 2. Duties. The duties of the Committee on Nominations shall be to prepare a slate of nominees, one nominee for each vacant national officer, Fellow-at-Large, and Young Physician-at-Large position, from among the names submitted to the committee according to policies and procedures established by the Executive Board; that is President Elect, Treasurer, Secretary, Assistant Secretary, Fellow-at-Large, and Young Physician-at-Large on the Executive Board, in that order.

Section 3. Candidates for Nomination.

- a. Each district advisory council shall encourage appropriate candidates from within the district to submit their materials for candidacy for vacant national officer, Fellow-at-Large or Young Physician-at-Large positions.

- b. Candidates for nomination must declare the office or offices for which they are candidates according to policies and procedures established by the Executive Board. Candidates for a Fellow-at-Large position shall have been a Fellow for more than eight years as of the deadline date for submission of nomination materials. Candidates for Young Physician-at-Large positions shall be a Fellow for eight or fewer years as of the deadline date for submission of nomination materials.
- c. No Fellow shall be eligible to be a candidate for nomination for the same national officer position, a Fellow-at-Large position or a Young Physician-at-Large position more than four times.
- d. No salaried employee of the College or the ACOG Foundation shall be eligible for nomination.

Section 4. Election. The election process shall be conducted in accordance with policies and procedures established by the Executive Board. The slate of nominees for all elective offices shall be made available to all voting Fellows at least thirty days before the Annual Business Meeting. The election of all nominees shall be by majority vote of all Fellows, in person or by proxy, voting at the Annual Business Meeting. Nominations will not be accepted from the floor during the Annual Business Meeting.

Section 5. Term of Office. The terms of office for the President, President Elect and Immediate Past President shall be one year. The terms of office shall expire upon adjournment of the Annual Business Meeting the following year. At the expiration of their terms, the President Elect shall automatically become President and the President shall automatically become Immediate Past President. The term of office for Treasurer shall be three years, however, effective with the May 2018 election the Treasurer's term of office shall be two years. The term of office for the Secretary shall be three years, however, effective with the May 2019 election the Secretary's term of office shall be two years. The expiration of these terms of office shall occur upon adjournment of the Annual Business Meeting. The term of office for the Assistant Secretary shall be two years. The term of office shall expire upon adjournment of the Annual Business Meeting two years following the election. The terms of office for Fellows-at-Large shall be two years. The terms of office shall expire at the adjournment of the Annual Business Meeting two years following their election. The terms of office for Young Physicians-at-Large shall be three years, however, the term of office shall be two years for the Young Physicians-at-Large elected beginning with the 2019 election. The expiration of these terms of office shall occur upon adjournment of the Annual Business Meeting.

Section 6. Re-election. The presidential officers, Treasurer, Secretary, Assistant Secretary, Fellows-at-Large and Young Physicians-at-Large shall not be eligible for re-election.

Section 7. Removal of Officers and Directors. No officer or director may be removed from office, except in accordance with Illinois law.

ARTICLE XI

Executive Board

Section 1. Members. The Executive Board shall consist of the President, President Elect, Immediate Past President, Treasurer, Secretary, Assistant Secretary, Public Member, Executive Vice President and Chief Executive Officer, chair and vice chair of the Junior Fellow College Advisory Council, the district chairs, two Fellows-at-Large, three Young Physicians-at-Large until adjournment of the 2018 Annual Business Meeting, when the number will be reduced to two Young Physicians-at-Large, one subspecialty representative from each of the subspecialties of obstetrics and/or gynecology recognized by the Accreditation Council for Graduate Medical Education (ACGME), and a representative from ABOG. The total number of Executive Board members shall not exceed 32 individuals.

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 organization arising in the interim between Annual Business Meetings.
- b. Manage, control, and conserve the property interests of the College.
- c. Establish policies and procedures for the election or appointment of Fellows, Junior Fellows, Life Fellows, and members.
- d. Fix initiation fees, national dues, and special assessments of all categories of membership.
- e. Approve district and section dues.
- f. Fix boundaries of districts and sections and create new districts and sections when necessary, according to policies and procedures established by the Executive Board.
- g. Call special meetings of the College.
- h. Create standing and temporary committees.

- i. Act as the nominating committee for the position of Public Member.
- j. Resolve disputes between the section, district, and national levels of the organization, including an appropriate process of appeal.
- k. Transact all business, not otherwise provided for, that may pertain to the College.

Section 3. Time and Place of Meetings. The President shall set the time and place of the meetings of the Executive Board. At least 15 business days' notice of such meetings shall be given by the Secretary.

Section 4. Quorum and Manner of Acting.

- a. Fifty percent of the voting members of the Executive Board shall constitute a quorum for the transaction of business.
- b. The act of a majority of the voting members of the Executive Board present at a duly called meeting at which a quorum is present shall be considered an action of the Executive Board, unless a greater number of voting Executive Board members is required by law, the Articles of Incorporation, contract, 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 that 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. Public Member. The Public Member shall be nominated by the Executive Board, and the name submitted in writing to all voting Fellows at least 30 days before the Annual Business Meeting. The election shall be by majority vote of all Fellows, in person or by proxy, voting at the Annual Business Meeting. The term of office shall be two years, expiring at the adjournment of the Annual Business Meeting two years following the election. The Public Member shall serve no more than two terms.

Section 6. Subspecialty Representatives. The subspecialty representatives shall be Fellows of the College who are certified in ACGME-recognized subspecialties, one from each ACGME-recognized subspecialty, and nominated by the subspecialty organizations selected according to policies and procedures established by the Executive Board. The term of office for each representative shall be three years, however, the term of office shall be two years for a Subspecialty Representative in accordance with the schedule established by the Executive Board. The expiration of these terms of office shall occur at the adjournment of the Annual Business Meeting. A subspecialty representative shall not serve more than one term.

Section 7. American Board of Obstetrics and Gynecology, Inc. The ABOG Executive Director shall be a Fellow of the College and shall be an ex officio member to the Executive Board. The ABOG Representative shall not have the right to vote on any matter presented to the Executive Board for a vote. The ABOG Representative has the right to attend and participate at all meetings and executive sessions of the Executive Board.

Section 8. Executive Committee. The Executive Committee shall consist of the President, President Elect, Immediate Past President, Secretary, Treasurer, Assistant Secretary, Chair of the Council of District Chairs, and the Executive Vice President and Chief Executive Officer. 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 voting members of the Executive Committee shall constitute a quorum for the transaction of business and an act of a majority of the voting members of the committee at a meeting at which a quorum is present shall be the act of the committee.

ARTICLE XII

Annual and Special Meetings

Section 1. Annual Business Meeting. A meeting of the College, to be known as the Annual Business Meeting, shall be held each year.

Section 2. Time and Place of the Annual Business Meeting. The time and place of the Annual Business Meeting shall be designated by the Executive Board. The Secretary shall give notice thereof to each Fellow not less than five nor more than 60 days before the date of the meeting.

Section 3. Transaction of Business. Election of officers, certification of replacements for the Executive Board, and transaction of other business shall be conducted at the Annual Business Meeting.

Section 4. Special Meetings. Special meetings of the College may be called by the Executive Board at such time and place as it may designate provided notice thereof shall

have been given to each Fellow not less than five nor more than 60 days before the date of the meeting, which notice shall state the purpose or purposes for which the meeting is called.

Section 5. Quorum and Manner of Acting. Five percent of the Fellows of the College, in person or by proxy, shall constitute a quorum for the transaction of business at the Annual Business Meeting or any specially called meeting of the College. An act of the majority of the Fellows voting in person or by proxy shall be the act of the Fellows.

ARTICLE XIII

Districts

Section 1. Membership. The membership of each district shall consist of Fellows, Life Fellows, and Junior Fellows, whose official address is within the district, except as otherwise provided by the Executive Board.

Section 2. District Officers. The district officers shall consist of a chair, a vice chair, secretary, treasurer, and such other officers as may be required by the districts or by the Executive Board. To be eligible for election or appointment to, or continued service in, a district officer position, a Fellow's principal place of business must be in the district he or she represents.

- a. Term of Office. The district chair and vice chair shall serve in their respective offices for a term of three years, except district chairs and vice chairs shall begin serving a two-year term in accordance with the schedule established by the Executive Board. The district chair and vice chair may not succeed themselves. A Fellow may serve only one term as district vice chair and one term as district chair. The secretary and treasurer shall serve in their respective offices for a term of three years, except district secretaries and treasurers shall begin serving a two-year term in accordance with the schedule established by the Executive Board. The secretary and treasurer may serve up to two terms in their position. These officers shall assume office at the next annual district business meeting or at the last district advisory council meeting of the calendar year following their election.
- b. Method of Election. A district Nominating Committee shall be formed to prepare a list of nominees to replace the chair, vice chair, secretary, and treasurer according to the policies and procedures established by the Executive Board. The list adopted shall be sent to all Fellows of the district for balloting according to policies and procedures established by the Executive Board.

- c. Replacement. Whenever, in the opinion of the district advisory council and subject to Executive Board guidelines, a district officer, other than the district chair, has vacated, or has failed or is unable to fulfill the duties of the office, the district advisory council shall appoint a replacement to complete the unexpired term. If the district chair has vacated, or has failed or is unable to fulfill the duties of the office, the district vice chair shall complete the unexpired term.

Section 3. Duties of the District Chair.

- a. To serve on the Executive Board and submit reports and recommendations to the Executive Board.
- b. To consider issues arising in the district and act upon them.
- c. To call and preside at the district annual business meeting and at other meetings of the district.
- d. To call and preside at the meetings of the district advisory council.
- e. To direct and coordinate the activities of the section chairs in the district.
- f. To encourage recruitment and other activities of Junior Fellows in the district.
- g. To appoint members of district standing and ad hoc committees.
- h. To evaluate the qualifications of applicants for Fellows and Junior Fellows in accordance with policies and procedures of the Executive Board.

Section 4. Duties of District Vice Chair. The district vice chair shall assist the district chair. When, for any reason, the district chair is unable to serve in the capacity as district chair, the district vice chair shall assume the position.

Section 5. District Advisory Council.

- a. The district advisory council shall consist of the district officers, section chairs, and such other representatives as selected by the council. District and section officers shall be the only voting members of the district advisory council, except Junior Fellow district chairs and vice chairs may vote as part of the district advisory council if provided in the district's policies and procedures.

- b. The advisory council shall not adopt bylaws but may adopt policies and procedures, provided such policies and procedures are not in conflict with College bylaws or policies and procedures.

- b. Each district advisory council, through its district chair, shall be responsible to the Executive Board for the management of the affairs of the College within its district. Its duties shall include the following:
 - 1. To meet at least once annually.
 - 2. To transact all district business arising in the interim between the district annual business meetings, as is necessary to carry out the objectives of the College within the district.
 - 3. To manage, control, and conserve the property interests of the district.
 - 4. To fix district and section dues of Fellows, subject to the approval of the Executive Board.
 - 5. To define the duties of district officers.
 - 6. To create standing and ad hoc committees of the district and to provide any necessary definition of committee duties.
 - 7. To manage the affairs of a section when both section chair and section vice chair are unable to act.
 - 8. To replace a section officer, other than the section chair, who, in the opinion of the council and subject to Executive Board guidelines, has vacated or has failed or is unable to fulfill the duties of the office. If the section chair has vacated, or has failed or is unable to fulfill the duties of the office, the section vice chair shall complete the unexpired term.
 - 9. To review, for approval or disapproval, a proposal by a section to adopt section policies and procedures.
 - 10. To receive the proposed list of section officers as determined by the section Nominating Committee.

Section 6. Internal Regulations.

- a. The district's activities and policies and procedures shall not conflict with College bylaws or policies.
- b. The district and section officers may not obligate the College in any manner unless specifically authorized by the Executive Board.

ARTICLE XIV

Council of District Chairs

Section 1. Members. The Council of District Chairs (CDC) shall consist of the chairs of each district in the College, and the CDC shall elect from its members a Chair of the CDC.

Section 2. Powers and Duties. The CDC shall act only as a forum for discussion in areas that solely pertain to the districts and sections, make recommendations to the Executive Board, as needed on those issues, and serve as the Awards Committee for district and section awards as required by the policies and procedures of the Executive Board.

Section 3. Time and Place of Meetings. The CDC may meet at the time and place of the Executive Board meeting but shall meet no more than four times a year. The CDC also may have an annual retreat; the time and place of the retreat shall be set by the Chair of the CDC. The Chair of the CDC shall give the members of the CDC at least fifteen business days' notice of such meetings.

Section 4. Quorum. Fifty percent of the members of the CDC shall constitute a quorum.

ARTICLE XV

Sections

Section 1. Membership.

- a. General. The membership of each section shall consist of Fellows, Life Fellows, and Junior Fellows, whose official address is within the section, except as otherwise provided by the Executive Board.
- b. Adjunct Section Members. In those sections where other obstetric and gynecologic societies exist, any member of such societies, who is not eligible to be and has not been a Fellow in the College, may be elected to nonvoting membership in that section, such nonvoting member to be designated as an adjunct member of the section. Such election shall be

carried out according to procedures and subject to restrictions and conditions established by the Executive Board. Adjunct members of the section shall not be members of the district or the national organization of the College, and they shall not be eligible to hold office in the section. They may take part in section activities not in conflict with the foregoing definition of the status of adjunct members.

Section 2. Section Officers. The section officers shall consist of a chair, a vice chair, and such other officers as may be required by the sections. To be eligible for election or appointment to, or continued service in, a section officer position, a Fellow's principal place of business must be in the section he or she represents.

- a. Term of Office. The section chair and vice chair shall serve in their respective offices for a term of three years, except section chairs and vice chairs shall begin serving a two-year term in accordance with the schedule established by the Executive Board. The section chair and vice chair may not succeed themselves. They shall assume office at the next annual district business meeting or at the last district advisory council meeting of the calendar year following their election. A Fellow may not serve more than one term as section vice chair and one term as section chair without written approval of the Executive Board upon recommendation of the district advisory council.
- b. Method of Election. A section Nominating Committee shall be formed to prepare a list of nominees to replace the retiring section officers according to policies and procedures established by the Executive Board. The list adopted shall be sent to all Fellows of the section for balloting according to policies and procedures established by the Executive Board.
- c. Dues. Section dues may be proposed to the district advisory council by the section officers or existing section advisory council.
- d. Policies and Procedures. Sections shall not have bylaws but may adopt policies and procedures by approval of the section officers or existing section advisory council, subject to approval by the district advisory council.

Section 3. Duties of Section Chair.

- a. To serve as a member of the district advisory council.
- b. To keep informed about the purposes and policies of the College and the conditions in the section relating to these policies.

- c. To consider issues in the section and to submit reports and recommendations to the district chair and the district advisory council.
- d. To coordinate the activities of the Fellows and Junior Fellows so that the section exerts a strong influence to improve the health care of women at the local level.
- e. To stimulate interest in the specialty of obstetrics and gynecology and in the College among medical students, residents, nurses, and other health care personnel in the section.
- f. To evaluate the qualifications of applicants for Fellow from the section and to make recommendations to the district chair.
- g. To appoint section committees as necessary.
- h. To preside at meetings of the section advisory council when such council is authorized by section policies and procedures. When a section advisory council is authorized, section officers shall be the only voting members of the section advisory council, except Junior Fellow section chairs and vice chairs may vote as part of the section advisory council if provided in the section's policies and procedures.

Section 4. Duties of Section Vice Chair.

- a. To assist the section chair.
- b. When, for any reason, the section chair is unable to serve in the capacity as section chair, the section vice chair shall assume the position.

Section 5. Internal Regulations. The section activities, policies, and procedures shall not conflict with district or with College bylaws or policies.

ARTICLE XVI

Political Action Committee

Section 1. Separate Segregated Fund. The College may establish a separate segregated fund from which contributions to and expenditures on behalf of federal candidates will be made. The separate segregated fund shall register with the Federal Election Commission as a federal political action committee. All contributions to and from as well as all expenditures from the separate segregated fund shall be in compliance with the Federal Election

Campaign Act, as amended, and the corresponding federal election regulations. The separate segregated fund shall also register with any/all federal agencies with registration and reporting requirements for political action committees.

Section 2. Governance. The separate segregated fund shall be governed by a committee that will make all decisions regarding federal candidates on whose behalf the separate segregated fund should make contributions or expenditures. The separate segregated fund shall be governed by policies and procedures as established by the Executive Board.

ARTICLE XVII

Parliamentary Authority

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

ARTICLE XVIII

Offices

The corporation 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 XIX

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 corporation 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 XX

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 XXI

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 XXII

Amendments

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