

ACOG FOUNDATION

# Bylaws

Amended November 2018

ACOG Foundation  
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**ACOG FOUNDATION  
BYLAWS  
Amended November 2018**

**ARTICLE I**

**Name**

The name of the corporation is the “ACOG Foundation.” Prior to 2018, the ACOG Foundation was known as The American College of Obstetricians and Gynecologists.

**ARTICLE II**

**Objectives and Powers**

Section 1. Objectives. The objectives of the ACOG Foundation 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 ACOG Foundation 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, Junior Fellow, and Honorary Fellow status in the American College of Obstetricians and Gynecologists, (“the College”) shall confer membership, in the same category, Fellow, Life Fellow, Junior Fellow or Honorary Fellow, of the ACOG Foundation. Members in other categories of membership established by the Executive Board of the College shall automatically become members in the same category of the ACOG Foundation. Loss of membership in the College shall result in the immediate loss of membership in the ACOG Foundation.

Section 2. Privileges. Fellows of the ACOG Foundation shall have the right and privilege to hold office in the ACOG Foundation, but no category of membership of the ACOG Foundation shall have voting rights in the ACOG Foundation.

**ARTICLE IV**

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

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. Any complaints or investigations that were pending before the ACOG Foundation's Grievance Committee, Appeals Panel Committee, or 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. 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.

**ARTICLE V**

**National Officers and Other Executive Board Members**

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

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

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

Section 2. Duties of Officers.

- a. President. The President shall preside at all meetings of the ACOG Foundation 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.
- b. President Elect. The President Elect shall name committee appointees to serve during his or her term as President, except for those committees for

which membership is established by the policies and procedures of the Executive Board.

- c. Immediate Past President. The Immediate Past President shall carry out the duties assigned by the President.
- d. Treasurer. The Treasurer shall be responsible for collecting all monies, for making all authorized disbursements, for rendering an account thereof at an informational meeting, and for arranging an annual audit of the ACOG Foundation accounts. The Treasurer shall be under bond upon such terms, conditions, and for such amounts as shall be affirmed by the Executive Board.
- e. Secretary. The Secretary shall be responsible for the records of all meetings of the ACOG Foundation and of the Executive Board, and for the correspondence of the ACOG Foundation, and shall perform all the ordinary duties of the office.
- f. Assistant Secretary. The Assistant Secretary shall assist the Secretary.
- g. Executive Vice President and Chief Executive Officer. The Executive Vice President and Chief Executive Officer shall be responsible for overall management of the ACOG Foundation under policies of the Executive Board. The Executive Vice President and Chief Executive Officer is appointed by the Executive Board of the ACOG Foundation. 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.

## **ARTICLE VI**

### **Executive Board**

Section 1. Members. The Executive Board of the ACOG Foundation shall consist of those individuals serving on the Executive Board of the College and shall have the same voting rights as they do on the College Executive Board. The total number of Executive Board members shall not exceed 32 individuals.

Section 2. Powers and Duties. The general management of the ACOG Foundation 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 ACOG Foundation.
- b. Manage, control, and conserve the property interests of the ACOG Foundation.
- c. Create standing and temporary committees.
- d. Transact all business, not otherwise provided for, that may pertain to the ACOG Foundation.

Section 3. Time and Place of Meetings. The President of the ACOG Foundation shall set the time, date, and place of the meetings of the Executive Board. At least five (5) 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 the act of the Executive Board, unless the act of a greater number 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 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 College. 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.

## **ARTICLE VII**

### **Parliamentary Authority**

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

## **ARTICLE VIII**

### **Offices**

The ACOG Foundation 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 IX**

### **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 ACOG Foundation 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 X**

### **Fiscal Year**

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

## **ARTICLE XI**

### **Indemnification**

The ACOG Foundation shall indemnify its officers, Executive Board members, committee members, and each person serving at the request of the ACOG Foundation 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 ACOG Foundation may purchase and maintain insurance against the financial obligations described herein.

## **ARTICLE XII**

### **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.