

Florida Obstetric and Gynecologic Society By-laws

(Adopted August 26, 2007)

Chapter 1. Definitions

1.1 Definitions. (a) As used in these Bylaws, the expression “FOGS” shall mean the Florida Obstetric and Gynecologic Society, Inc.

(b) The term “fellow” has equivalent meaning as “member.”

Chapter 2. Membership

2.1 Active Fellows. (a) Any regular practitioner in good standing in the community in which he/she resides, who makes Obstetrics and/or Gynecology his/her exclusive study or practice and has been in practice in his/her current location in the state for a minimum of two years shall be eligible for election as an Active Fellow of the Society. Active members will pay dues and assessments and will be voting members.

(b) In addition, a candidate must be certified by the American Board of Obstetrics and Gynecology, and must have no limitation of his/her hospital privileges because of the quality of his/her work.

(c) He/she shall be a credit to the profession and to the community and shall not have been convicted of a felony.

2.2 Life Fellows. (a) Upon completion of twenty-five (25) years membership or upon reaching the age of sixty-five (65) providing he/she has been an Active Fellow for fifteen (15) years. An Active Fellow on becoming Life Fellow shall enjoy all the privileges of the Society and shall pay a reduced dues rate and pay assessments as determined by the Board.

(b) Any Active Fellow who has extenuating circumstances or becomes incapacitated may be granted lifetime membership status upon approval by the Executive Committee.

2.3 Honorary Fellows. Honorary membership may be conferred by the Executive Board of Directors upon such persons who have provided distinguished service to FOGS or to the medical community. Honorary Fellows shall not have the right to vote nor shall they pay dues or assessments.

2.4 Associate Fellows. Associate Fellows will have completed an approved residency in Obstetrics and Gynecology, but otherwise will not qualify as an Active Fellow. They may maintain their Associate Fellow status until they are eligible, but then must apply for Active membership or be dropped as an Associate member. Associate fellows shall pay dues and assessments and are voting members.

2.5 Resident Fellows. Resident Fellows of the Society are those who are currently enrolled in recognized residency programs of Obstetrics and Gynecology in the State of Florida. Resident fellows shall not vote or pay dues and assessments.

2.6 Acceptance Notification. The Executive Board of Directors shall have authority to approve candidates for membership. Applicants accepted for membership will be notified of such acceptance by mail, within thirty (30) days after approval by the Executive Board of Directors.

2.8 Status Change. Requests for a change in membership status should be made in writing to the Secretary of the Society at the principal Association office. All such requests will be forwarded to the Chairman of

the Membership Committee or Secretary who will present the request with a recommendation to the Executive Board of Directors for approval.

2.9 Dues and Assessments. (a) The Executive Board of Directors shall review the dues annually for all categories of membership and determine if there will be a dues change. Recommendations for dues changes shall be approved by majority vote of the membership.

(b) Dues are due and payable on January 1 of each calendar year or as prescribed by the Executive Board. Members will be sent a reminder of unpaid dues sixty (60) days after the initial annual billing. Members whose dues remain unpaid ninety (90) days after billing are considered delinquent and will be notified of the delinquent status and reminded that membership will be cancelled if the dues are unpaid. Members whose dues are unpaid after one hundred twenty (120) days from billing will be notified again by Certified or other available correspondence that can be tracked for delivery. If a member's dues are not paid within one hundred eighty (180) days, the member shall be dropped from membership.

2.10 Discrimination. Membership in any category of FOGS or in any of its affiliates shall not be denied or abridged because of sex, color, creed, race, religion, disability, ethnic origin, national origin, sexual orientation or age, or for any other reason unrelated to character or competence. Nor shall membership in any category of FOGS be denied to any person who meets the requirements for membership as set forth in these bylaws and in the bylaws of the applicant's respective affiliate organization. In considering applicants for membership, information as to the character, ethics, and professional activities of the individual may be considered.

2.11 Dissolution of Membership. (a) Automatically when any member has not paid his/her financial obligations as stated in 2.6 (b)

(b) When so recommended and adopted by the Executive Board of Directors for the good of the Society with or without censure. Such action shall be reported to the membership at the next annual business meeting.

(c) Associate Fellows may maintain their Associate membership until they are eligible, but then must convert to Active membership or be dropped as an Associate member.

Chapter 3. Officers

3.1 Officers. The officers of the Society shall consist of a President, President-Elect, Vice President, Treasurer, and a Secretary, and Immediate Past-President.

3.2 Executive Committee. (a) The officers plus the Florida Section Chairman and Vice Chairman of the American College of Obstetricians and Gynecologists (provided they are members of the Florida Obstetric and Gynecologic Society) shall comprise the Executive Committee.

(b) The Executive Committee shall meet as necessary between Executive Board Meetings in the best interests of the Society, to facilitate the proper functions of the Society. The Executive Committee shall have the power to act with the authority and in the name of the Society when urgent matters require action between Executive Board of Director meetings. In such cases, report of such action or actions shall be made to the next duly called meeting of the Executive Board of Directors. Four (4) members shall constitute a quorum of the Executive Committee.

3.3 Election of Officers. (a) The President-Elect automatically becomes the President. The President automatically becomes the Immediate Past-President. Therefore both President and President and Immediate Past-president are not elected positions. The Vice President, Treasurer and Secretary are all elected for a term

of one year. These officers and representatives will be elected by ballot at the Annual Meeting. The term of service will begin at the conclusion of the Annual Meeting and run through the following Annual Meeting.

(b) Valid nominations for Officers shall include the recommendations of the Nominating Committee, and nominations from the floor of the Annual Meeting, provided that a petition signed by ten (10) FOGS members in support of each floor nominee has been submitted to the Executive Board of Directors at least thirty (30) days prior to the annual meeting.

(c) The officers shall be elected by a simple majority of the vote's case, by members present at the annual business meeting.

3.4 Duties of the Officers. (a) President - The President shall serve one year unless he/she filled an unexpired term of the previous President, then he/she shall serve for one year after completing the unexpired term. The President shall preside at all meetings and shall be the Chairman of the Executive Committee. The President shall appoint all committees not otherwise provided for and shall be an ex-officio member of all committees (except the Nominating Committee).

(b) President-Elect - The President-Elect shall be elected at the Annual Meeting for a term of one year. The President-Elect shall, in the absence of the president, perform the duties of the latter. The President-Elect automatically ascends to President.

(c) Vice President - The Vice President shall be elected at the Annual Meeting for a term of one year. The Vice President shall assist the President in meeting planning and management responsibilities and shall work closely with the Treasurer to assure adherence to fiscal policy. The Vice President may ascend to President-Elect if nominated and elected.

(d) Treasurer - The Treasurer shall be elected at the Annual Meeting for a term of one year. The Treasurer shall collect and receive all dues and assessments; shall have charge of the Society's funds; shall make a detailed report in writing at the Annual Meeting, giving copies to the President for his/her files, or more often if required; shall account for cash flow and savings and report to the Executive Committee regarding funds availability and cash flow on a regular basis; and shall serve as the Chair of the Finance Committee. The Treasurer may ascend to Vice President if so nominated and elected.

(e) Secretary - The Secretary shall be elected at the Annual Meeting for a term of one year. The Secretary shall keep a record of the proceedings of the Society; shall have charge of all the Society's property not specified elsewhere; shall send notices at least thirty (30) days before the date of each regular meeting to all Fellows of the Society, giving the titles of papers to be read and of other presentations, with the names of the authors and the names of the candidates for Fellowship recommended by the Executive Board; shall send notice of the Annual Meeting and the election of officers and the Executive Committee members, with the slate; shall serve as a liaison to other groups and assist in the preparation of the Society's newsletter; and shall serve as the Chair of the Membership Committee. The Secretary may ascend to Treasurer if so nominated and elected.

3.5 Vacancies. (a) Any vacancies in the Officer positions, except that of President or Past-President, occurring by resignation, death, or otherwise, may be filled on an interim basis by the Executive Committee until the next regular meeting, due notice of the election having been made to the membership.

(b) If the office of President becomes vacant, the President-Elect immediately assumes the Presidency and completes the unexpired term. If the office of Past-President becomes vacant, the office is not filled.

Chapter 4. Executive Board of Directors

4.1 Composition of the Executive Board of Directors. (a) The Board of Directors shall consist of the Officers, Section Chairman and Vice Chairman of the American College of Obstetricians and Gynecologists (provided they are members of the Florida Obstetric and Gynecologic Society) plus not more than six (6) additional at large directors.

(b) Election of At Large Directors: (a) Directors shall be elected from a diverse representation of professional practice and geographical locations so as to ensure adequate representation, by majority vote of the members.

(c) Excluding the Officers, Valid nominations for at large directors shall include the recommendations of the Nominating Committee, and nominations from the floor of the Annual Meeting, provided that a petition signed by ten (10) FOGS members in support of each floor nominee has been submitted to the Board of Directors at least thirty (30) days prior to the annual meeting.

(d) The elected directors shall serve for terms of up to three (3) years. No director shall serve more than two (2) full terms or more than eight (8) years in sequence, if first elected or appointed to complete an unexpired term. If elected as an officer, the Board member shall retain the right to serve two full terms in addition to his/her time served as an officer.

(e) The term of approximately one third of the elected directors will expire each year.

(f) The Section Chairman and Vice Chairman of the American College of Obstetricians and Gynecologists are appointed by virtue of their leadership status on the Florida Section of ACOG. The representatives are appointed and not elected positions.

(g) Ex-officio member(s) may be appointed annually by the President of FOGS with the approval of the majority of the Board of Directors, to serve on the Board of Directors in an advisory capacity without voting privileges. Ex-officio member(s) must be members but may represent other allied associations or may possess specialized knowledge or experience. At least one large position is to be filled by a Florida resident attending one of the state ACGME OBGYN programs.

4.2 Vacancies. If a vacancy occurs among the at large directors, a member of the Association may be appointed by the President, with the approval of the majority of the Executive Committee, to serve until the next Annual Meeting. A member of the Association shall be elected at the next Annual Meeting to complete the unexpired term.

4.3 Duties. (a) The Executive Board of Directors shall administer the affairs of the Association during intervals between Annual Meetings, subject to the general policies established by the membership.

(b) The most recent policy actions shall be deemed to supersede contradictory past actions. In the absence of a specifically applicable current statement of policy, the Executive Board of Directors shall determine what it considers to be the position of FOGS based upon the tenor of past and current actions that may be related in subject matter. Such determinations shall be considered to be FOGS policy until modified, approved or rescinded at the next annual or special meeting of the membership.

(c) The Executive Board of Directors shall have the power to determine the annual dues amount or make any assessments it deems necessary for the welfare of the Society.

4.4 Meetings. (a) Regular meetings of the Executive Board of Directors shall be held at such time and place as the Board shall determine. Notice of each regular meeting shall be given at least thirty (30) days before each such meeting.

(b) Special meetings of the Board of Directors may be called at anytime by the President or at the request of six (6) members of the Board. Notice shall be given at least fifteen (15) days before each such meeting.

(c) The notice shall specify the general purpose of the business to be transacted at the meeting, but other business may also be transacted.

(d) A simple majority of the members of the Executive Board of Directors shall constitute a quorum.

4.5 Removal of Executive Board Directors. For reasons other than resignation or end of Board term, a Board member can only be removed from office with the consent of 2/3 majority consent of the Executive Board of Directors and approval by majority vote of the membership either by ballot or by simple majority vote of members present at the Annual Business meeting.

4.6 Executive Director. The Board of Directors may employ an Executive Director for the Association. The Executive Director shall be directly responsible to the Executive Board of Directors and serve at its pleasure. The assignment of duties of the Executive Director shall be the responsibility of the Executive Board of Directors. The contract of the Executive Director shall be determined and approved by the Executive Board of Directors. The Executive Committee shall provide the Executive Director a written annual review of which specifically details his/her deficiencies and merits. The goals and objectives of the association for the coming year shall be clearly defined as part of this review.

4.7 Arbitration. The Executive Board of Directors shall constitute an arbitration panel for all offenses against the Constitution and By-Laws, or for conduct unbecoming a fellow that leads to censorship or expulsion from the membership ranks.

Chapter 5. Committees

5.1 Nominating Committee. The Nominating committee shall consist of Past Presidents who are available. The President will name a Chairman of this Committee who will be a Past-President. A minimum of four (4) Past Presidents shall be present at the Nominating Committee meeting. If the required number of Past-President's is unavailable, the President may select members in good standing to serve on the Nominating committee given that they shall not be nominated to any officer or board position.

5.2 Legislative and Government Regulatory Committee. The purpose of this committee is to monitor the legislative bodies and governmental regulatory agencies, to give expert advice to these bodies, when appropriate, and to keep the membership informed of impending laws and regulation that may affect the health and well being of women. This Committee will be appointed by the President (subject to the approval of the Executive Committee) to serve at his/her pleasure. However, it is strongly recommended that some effort be made to make reappointments of Fellows so that each will serve for a period of at least three (3) years. Each year the President will designate a chairman and appoint at least one new member. The size of the committee is not limited.

5.3 Finance and Audit Committee. The purpose of this Committee is to oversee the finances of the Society. This Committee will be chaired by the Treasurer

5.4 Membership Committee. The purpose of this Committee is to encourage eligible obstetricians and gynecologists in our state to join the Society, to aid in screening candidates, and to submit the completed application to the Executive Board for consideration. This Committee will be appointed by the President (subject to the approval of the Executive Board). The Secretary shall serve as the chair of this committee.

5.5 Ad Hoc Committees. The President will appoint any other committees necessary for the good of the Society (subject to the approval of the Executive Board).

5.6 Chairperson Appointments. Unless specified by the President, all committee chairman shall be members of the Executive Board of Directors. Committee members can be comprised of any voting member in good standing.

Chapter 6. Meetings

6.1 Place of Meeting. All meetings of the members of FOGS shall be held at such place as designated by the Executive Board of Directors and stated in the notice of the meeting.

6.2 Annual Meeting. An Annual Meeting of fellows shall be held each year. The location of the Annual Meeting shall be determined by the Executive Board of Directors. An interim meeting may or may not be held at the discretion of the Executive Board.

6.3 Special Meetings. At any time the President, Executive Committee, Board, or twenty (20) members by written request may petition the Board for consideration to convene a special meeting of the members of FOGS.

6.4 Notice of Meetings. Notice is given if delivered in person, by telephone, fax, telegram, or listed in the official FOGS publication or website at least thirty (30) days prior to the meeting. If mailed, such notice shall be deemed to have been delivered when deposited in the United States Mail, addressed to the member at the address then appearing on the records of the Society.

6.5 Quorum. At least one third of the members registered at the Annual Meeting or, if at a special meeting, at least 10 percent (10%) of the total Association members shall constitute a quorum.

Chapter 7. Amendments

7.1 Amendments. These Bylaws may be amended or repealed or new bylaws adopted at the Annual Meeting, which action shall be determined, a quorum being present or if necessary, by mail ballot. No bylaws shall be amended, repealed, nor any new bylaws adopted, unless written mail notice of such proposed action to each member at least thirty (30) days before the Annual Meeting. If done by mail ballot then members shall be given 60 days to place their vote. The Executive Board will make proposals for changes in bylaws. Alternatively, recommendations from the membership pertaining to changes in the bylaws at the Annual Meeting can be presented to the Board in writing by at least twenty (20) members of the Society, at least 90 days in advance of the Annual Meeting.

Chapter 8. Parliamentary Authority

8.1 Parliamentary Authority. Any customary or parliamentary proceedings not provided for by these By-Laws shall be governed by the latest edition of Roberts' Rules of Order.

Chapter 9. Dissolution

9.1 Dissolution. Under dissolution of the Society all assets thereof, after payment of all debts and other liabilities, shall be paid and distributed to such nonprofit corporations or other organizations qualified as tax-exempt pursuant to section 501 (c) of the Internal Revenue Code and devoted to medical research, scientific or other purposes related to the advancement of science or patient care or as may be designated by a majority of the Board of Directors of the Association holding office at the time of dissolution.