



THE AMERICAN GYNECOLOGICAL & OBSTETRICAL SOCIETY



Vol. IV, No. 1

NEWSLETTER

January, 2005

A MESSAGE FROM THE PRESIDENT

Dear Fellows:

I would like to begin by congratulating our sixteen newly elected AGOS fellows. They are:

Jacques S. Abramowicz, M.D., Chicago, IL
J. Christopher Carey, M.D., Phoenix, AZ
Eva Chalas, M.D., Smithtown, NY
Christos Coutifaris, M.D., Ph.D., Philadelphia, PA
David A. Fishman, M.D., New York, NY
Jeffrey M. Fowler, M.D., Columbus, OH
Barbara A. Goff, M.D., Seattle, WA
William W. Hurd, M.D., Dayton, OH

David L. Keefe, M.D., Providence, RI
Lawrence C. Layman, M.D., Augusta, GA
James H. Liu, M.D., Cleveland, OH
George A. Macones, M.D., M.S.C.E., Philadelphia, PA
Bryan F. Mitchell, M.D., Edmonton, Alberta, Canada
Ana A. Murphy, M.D., Atlanta, GA
John M. Thorp, Jr., M.D., Chapel Hill, NC
Vivian M. Dickerson, M.D., Orange, CA

I also take great pleasure in congratulating our immediate past president, Gloria E. Sarto, M.D., Ph.D., whose 2004 meeting focused on the critical issues of diversity, women in medicine and women's health. Dr. Sarto's important Presidential address was entitled "Of Disparities and Diversity: Where Are We?" Her Price Orator, Dr. Gro Harlem Brundtland, former Director-General of the World Health Organization, gave a sensational presentation on the status of women's health globally. Dr. Sarto's guest lecturer was Molly L. Carnes, M.D., M.S., Professor, Department of Medicine, University of Wisconsin-Madison, who spoke on "Women in Academic Leadership Positions: Institutional Transformation Required." The combination of these superb presentations was truly memorable.

We look forward to the AGOS annual meeting to be held September 29 – October 1, 2005, at the magnificent Empress Hotel in lovely Victoria, British Columbia. Dr. Giorgio Pardi of the Mangiagalli Hospital in Milan will be the 2005 Price Orator. Dr. Pardi and his group of co-workers have been innovators on the cutting edge of assessment of fetal growth and organ development. Dr. Pardi's Price Oration will review the history of fetal growth and development over the past fifty years.

As my guest lecturer, I am pleased to announce that Dr. Eoin Trevelyan, D.B.A., of the Harvard School of Public Health, will address academic leadership in obstetrics and gynecology. Many of us have had the great pleasure of meeting and learning from Dr. Trevelyan during his superb courses on executive leadership. I am also excited to tell you that the panel discussion will be lead by Dr. Jim Roberts of the University of Pittsburgh and will deal with ensuring tomorrow's clinician investigators.

I wish to thank the officers of the Society, the AGOS Council, and our staff for their advice and counsel during this year. We note that for personal reasons Ericka A. Jones, who served as the administrative director for AGOS, left the

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Ronald S. Gibbs, M.D.

AGOS Officers

Ronald S. Gibbs, MD, President
Eberhard Mueller-Heubach, MD, President-Elect
James E. Ferguson, II, MD, Secretary
Linda C. Giudice, MD, PhD, Assistant Secretary
Robert Resnik, MD, Treasurer

AGOS & AAOGF Headquarters

409 12th Street, SW, Washington, DC 20024-2188
Cassandra Larkins, Administrative Director, AGOS & AAOGF
202-863-1647, 202-554-0453 (F) clarkins@acog.org

AGOS Council

Gloria E. Sarto, MD, PhD, Past-President
Sherman Elias, MD, President, AAOGF
James M. Roberts, MD, Vice-President, AAOGF
Thomas R. Moore, MD, Treasurer, AAOGF
Charles J. Lockwood, MD, Chairman, AAOGF EFC
E. Albert Reece, MD, PhD (2004-2007)
Beth Y. Karlan, MD (2002-2005)
Mark Phillippe, MD (2003-2006)

2004 ANNUAL MEETING REPORT

Membership after Council Action in September 2004

Active	206
Life	130
Honorary	42 (Foreign: 21 U.S. and Canada: 21)
Total	378

ANNUAL MEETING, SEPTEMBER 9, 10, 11, 2004 Sagamore on Lake George, Bolton Landing, New York


The twenty-third annual meeting of the American Gynecological and Obstetrical Society was held at the Sagamore on Lake George, Bolton Landing, New York, September 9-11, 2004. Physician registrants (members and guests) numbered 234. The total number of attendees including members, guests and spouses was 361. The theme for the meeting highlighted diversity and disparities in health care and health outcomes among diverse populations of women. On Thursday, September 9, 2004, President Gloria E. Sarto delivered her presidential address titled "Of Disparities and Diversity: Where Are We?" On Friday, September 10, 2004, Dr. Molly L. Carnes gave a presentation entitled "Women in Academic Leadership Positions: Institutional Transformation Required". On the same day a panel discussion chaired by Steven G. Gabbe, Dean, Vanderbilt University School of Medicine, addressed the issue "Increasing Diversity in Obstetrics and Gynecology" with Henry W. Foster, Jr. and Jennifer R. Niebyl as panel participants. A highlight of the meeting was the Joseph Price Oration delivered by Gro Harlem Brundtland, M.D., M.P.H., Immediate Past Director-General, World Health Organization. Her topic was "Women's Health: An International Perspective". There were fifteen candidate paper presentations, an above average number. The program also featured the

President's Message

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position to move to North Carolina. The officers are pleased to announce that Cassandra Larkins will serve as the Administrative Director for AGOS and AAOGF. Cassandra has extensive experience in association management. She is the Director of ACOG's Specialty Societies Services Department and has been with the College for over 20 years. On behalf of the officers, council and staff, I extend my sincerest thanks for your commitment to the Society. I wish you and your families the best for a good new year.

Sincerely,


Ronald S. Gibbs, MD
President, AGOS

following special presentations:

Charles Hunter Award Paper

"Programmed Syndrome of Hypernatremic Hypertension in Ovine Twin Lambs"
Michael G. Ross, M.D., M.P.H.

AAOGF Endowment Scholar Lectures

"The Regulation of Angiogenesis in Ovarian Cancer"
Angeles Alvarez-Secord, M.D.
AAOGF - Burroughs Wellcome Scholar at Duke University, Durham, NC
"Racial/Ethnic Differences in Maternal Outcomes of Diabetic Pregnancy"
Wanda K. Nicholson, M.D., M.P.H.
AAOGF - American Board of Obstetrics and Gynecology Scholar at Johns Hopkins University, Baltimore, MD

September 9, 2004 Opening Meeting

President Gloria E. Sarto called the meeting to order on September 9th at 7:45 a.m. She welcomed the members and guests and thanked the individuals who have been instrumental in the organization of the meeting. President Sarto then introduced the newly elected members of the Society. She welcomed the recipients of the travel awards to the meeting: David Chelmow (The J. Bay Jacobs Award), New England Medical Center, Boston, MA; Omid Khorram (The James W. Kennedy Award), Harbor UCLA Medical Center, Torrance, CA; Deborah Krakow (The Henry L. Darner Award), Cedars-Sinai Medical Center, Los Angeles, CA; Robert M. Silver (The Walter T. Danreuther Award), University of Utah Medical Center, Salt Lake City, UT. A moment of silence was observed in memory of Fellows who died during the past year:

James T. Bradbury	Equinn W. Munnell
Celso-Ramon Garcia	Richard W. Stander
Robert Messer	Luther M. Talbert
J. G. Moore	

News from Council:

- The operations of the Society were facilitated by monthly conference calls of an executive group of AGOS officers:

AGOS President (Gloria E. Sarto, M.D., Ph.D.)
AGOS President-Elect (Ronald S. Gibbs, M.D.)
AGOS Secretary (Eberhard Mueller-Heubach, M.D.)
AGOS Assistant Secretary (James E. Ferguson, II, M.D.)
AGOS Treasurer (Robert Resnik, M.D.)
AGOS/AAOGF Administrative Director
(Ericka Jones)

2004 ANNUAL MEETING REPORT

- A website for AGOS (www.agosonline.org) is fully operational with a public and membership only access. This accomplishment is entirely the result of the efforts of Assistant Secretary Ferguson.
- A tight budget for our annual meeting was established by Treasurer Resnik. He has worked hard to complete an audit of AGOS finances by Langan Associates.
- The transition of AGOS from an Unincorporated Association to a 501(c)3 Non-Profit Corporation which had been presented at the 2003 Business Meeting was completed to be voted on at the 2004 Business Meeting by the fellowship of the Society.
- The recommendation of the Strategic Planning and Advisory Committee to accept Vivian M. Dickerson for fellowship via the alternative mechanism was approved by Council.
- Officers of ACOG, CUCOG, SGI, SMFM, ASRM and SGO were invited to attend the annual scientific meeting at their own expense.
- The following members requested transfer to Life Fellowship and were approved by Council: Barrie Anderson, Thomas J. Garite, Oren Richard Depp, III, Raymond H. Kaufman, Stanley A. Gall
- The twenty-fourth annual meeting of AGOS will be held September 29-October 1, 2005 at The Empress Hotel, Victoria, British Columbia.
- The following date and future location is confirmed: 2006 - September 14-16
The Kingsmill Resort and Conference Center, Williamsburg, VA

Council and the fellowship at the 2002 Business Meeting decided to alternate resorts and big cities as annual meeting locations. For 2007 Chicago is being considered.

NEWS FROM THE BUSINESS MEETING ON SEPTEMBER 10, 2004

- The Fellowship Committee Chair, Eli Y. Adashi, reported that the Committee had approved 10 applicants at its meeting on September 8, 2004. These individuals will be invited to submit papers for the 2005 Annual Meeting.
- The Nominating Committee Chair, Eli Y. Adashi, submitted the slate of officers, council and committee members (see separate report from the Nominating Committee). The membership approved the slate as submitted.
- Treasurer Resnik gave a report on the finances of the Society. The financial situation is tight and requires careful planning and fiscal restraint.
- Assistant Secretary Ferguson presented the new by-laws of AGOS resulting from the change in corporate status from an Unincorporated

Association to a Non-Profit Corporation. These changes had been proposed at the 2003 Annual Meeting. Copies of the by-laws were handed out to the membership and the changes were carefully reviewed by Assistant Secretary Ferguson. The membership then voted to approve the change in corporate status.

- The Chair of the Strategic Planning and Advisory Committee, Steven G. Gabbe, reported that the Committee had considered the application of Vivian M. Dickerson for active fellowship by the alternative mechanism and recommended her acceptance to Council.
- Ronald S. Gibbs, M.D. was installed as the 2004-2005 President of AGOS.

GUIDELINES AND RESPONSIBILITIES FOR MENTORS/SPONSORS OF CANDIDATES FOR AGOS FELLOWSHIP

1. The mentor/sponsor should review the criteria for fellowship before submitting a candidate's name for consideration. The candidate should be a leader in academic obstetrics and gynecology to include national prominence, good character and high ethical standing, recognized ability as a teacher and clinician. Evidence of research and scholarly activity is important and includes at least 20 publications in peer-reviewed journals. When one of the mentors is from the candidate's parent institution, then the other mentor should be from a different institution.
2. The candidate's material, manuscript, and presentation to the organization are very important in the evaluation for membership. Please counsel the candidate on the importance of an appropriate topic and the importance of the quality of the study in his/her area of expertise. If there are any questions about this, feel free to consult with the President or Secretary of AGOS. The paper can be clinical or basic science in your specialty but must be original work performed by the candidate, not previously presented. Alternatively, a systematic "state-of-the-art" review may be submitted. With rare exception, this requires that the candidate be first author on the paper. The paper will be reviewed by five reviewers prior to presentation and for publication in the American Journal of Obstetrics and Gynecology. The study design should be adequate, and the manuscript should be well written. You should review the paper well in advance for your suggestions, and you should review the candidate's presentation and slides to help him/her anticipate potential questions or problems before his/her final presentation to AGOS. Finally, you should not submit a candidate's name for

2004 ANNUAL MEETING REPORT

consideration if you will be unable to attend the meeting at the time he/she presents the paper.

3. Mentors/Sponsors are encouraged to invite their candidates and potential candidates to attend the annual meetings so that the membership can become better acquainted with them. Papers presented to the society by potential candidates which meet all of the criteria will be accepted as the thesis requirement when the individual is later considered for fellowship.
4. Mentors/Sponsors are required to write a letter of support for the candidate.
5. Members of the AGOS Council cannot sponsor candidates.
6. Applications are due by May 1st each year.
7. Candidates must have attended at least one AGOS Meeting as a guest.

- The manuscript must be on a clinical or basic science research topic that is original and not the review of work by others.
- The manuscript should ordinarily be expected to include a testable hypothesis.
- The manuscript should ordinarily be expected to include a well-defined control group and have a reasonable number of observations.
- The manuscript should ordinarily be expected to have analysis of results with valid statistical methods.
- The manuscript should be considered among the candidate's best research works.
- Alternatively, a "state-of-the-art" review on a focused topic that encompasses the previous or current work and expertise of the candidate in the field may be submitted.
- Candidates selecting a "state-of-the-art" review should provide a detailed historical review of their own work with a description of their specific research questions, their research methodologies and the specific outcomes that were assessed.
- A comprehensive scholarly review of the literature describing the work of others in the area of study with a description of sources should place the candidate's own work into context.
- Criteria and quality assessment of studies included in the review should be clearly described.
- Results of studies should be presented objectively with assessment of study quality. Study results should be related to each other to provide a current understanding of the body of work under review.
- Implications for future investigation should be delineated.

FELLOWSHIP CANDIDATE GUIDELINES

The Fellowship Committee will use the following guidelines to determine if candidates meet the requirements for membership. To standardize this process, a scoring system is being used as noted below:

1. Scholarly contributions (quantity and quality of publications, especially first-authored publications in peer-reviewed journals and books and funded research) 55 points.
2. National prominence (holding membership in prestigious and selective societies, committee membership or office in national or regional organizations, independence) 35 points.
3. Letters of evaluation (letters from the two mentors describing in detail the strengths of the candidate) 5 points.
4. Comments from three Fellows who are asked to review the candidate's application and spontaneous input from members as requested in the newsletter – 5 points

Total point 100. Candidates should, in general, have at least 75 points.

Occasionally, candidates may consider submission of papers that do not fit these guidelines (e.g. ethical or historical topics). In such rare instances the candidate should send a letter outlining the project to the Secretary who will submit it to the Program Advisory Committee for review. The Secretary will then provide feedback from the Program Advisory Committee to the candidate regarding the suitability of the intended submission.

CRITERIA FOR MANUSCRIPT SUBMISSION FOR MEMBERSHIP

- Candidates for fellowship in the American Gynecological and Obstetrical Society must submit an original scientific paper.
- The manuscript must be submitted in the format of the *American Journal of Obstetrics and Gynecology*.
- The candidate for fellowship need not be the first author; however, if not, the author should be the last (senior) author.

NOMINATING COMMITTEE REPORT:

The Nominating Committee consisted of Eli Y. Adashi as Chair, along with Joanna M. Cain, Steve N. Caritis, Phyllis C. Leppert and James M. Roberts as members. The Committee presented the following slate
 President-Elect: Eberhard Mueller-Heubach
 Secretary: James E. Ferguson, II
 Assistant Secretary: Linda C. Giudice
 Treasurer: Robert Resnik
 Council Member: E. Albert Reece (2004-2007)
 Program Advisory Committee:
 Katharine D. Wenstrom (2004-2007)

LETTER FROM THE AGOS SECRETARY

Eberhard Mueller-Heubach, M.D.

Our annual scientific meeting at the Sagamore on Lake George in Bolton Landing, New York was a great success. I would like to give thank all officers, Council members, fellow reviewers, discussants, panelists and AAOGF scholars for their contributions to our meeting.

A special thanks also to our staff. There were fifteen candidate paper presentations, a larger number than usual. Council approved all fifteen candidate papers immediately following this meeting and we are happy to report that all candidates were approved by the membership. In addition, Vivian M. Dickerson was elected by the alternative mechanism. Our distinguished Joseph Price Orator Harlem Gro Brundtland was elected to honorary membership.

We would like the fellows of AGOS to carefully review the enclosed guidelines and responsibilities of mentors/sponsors for AGOS fellowship as well as the fellowship candidate guidelines and to identify potential candidates and submit applications by May 1, 2005 to James E. Ferguson, II, Secretary of AGOS. Please note that an age of less than 50 is no longer a requirement for candidates. Of importance are the expanded guidelines for manuscripts which now include a "state-of-the-art" review on a focused topic as an alternative for manuscript submission. Specific guidelines for preparation of a "state-of-the-art" review are enclosed.

Enclosed with this mailing is an announcement of the Charles Hunter Award Paper. Please post this

announcement in a prominent location in your department and encourage as many young investigators as possible to compete for this prestigious award. Also enclosed is an announcement of the AAOGF Travel Awards for the 2005 AGOS Annual Meeting. These Awards are designed to support the attendance of promising academicians in our specialty at our annual meeting. Also enclosed is a copy of the new AGOS by-laws following our incorporation as a 501(c)3 Non-Profit Corporation.

With this newsletter I complete my term as Secretary. For almost a decade as a Fellowship Committee member, Assistant Secretary and Secretary, the Society has been an important part of my life and I have tremendously enjoyed the great people who are in our Society. They have been a pleasure to work with and have been of immense assistance to me in making the organization work. Thanks to all of you! My trusted assistant Robin Shoaf deserves a special mention for her dedication to the Society.

I am honored and humbled by your trust in electing me as your future President and look forward to serving you in this role in 2006.

Respectfully Submitted,



Eberhard Mueller-Heubach, M.D.
Secretary

AAOGF PRESIDENT'S UPDATE

Sherman Elias, M.D.



Sherman Elias, M.D.

At the opening reception of the American Gynecological and Obstetrical Society (AGOS) Meeting, the American Association of Obstetricians and Gynecologists Foundation (AAOGF) celebrated its 75th anniversary. The occasion was used to solicit special, additional contributions in support of a President's Travel Award.

A total of 75 donations of \$500 each in the name of a specific past president will fund this new award. The AAOGF is especially appreciative for two grants of \$20,000 each given by the American College of Obstetricians and Gynecologists (ACOG) to endow two AAOGF/ACOG-Burch Travel Awards. These Travel Awards will be specifically for junior fellows or young fellows of ACOG to participate in the AGOS Meeting.

The AAOGF looks back with great pride in our having launched the academic careers of over 50 AAOGF scholars. Many of our former scholars have now ascended to leadership positions in our specialty and are mentoring and facilitating the careers of future generations of physician-scientists. The AAOGF has also continued to support many other important research and education endeavors, including the Joseph Price Oration, the Hunter Prize Award Paper, an annual AAOGF Scholars' Retreat, and an AAOGF/RSDP Young Investigators Breakfast at the Society of Gynecologic Investigation. At the upcoming AGOS Meeting in Victoria, British Columbia, the AAOGF will support the participation of Eoin Trevelyan, DBA, from the Harvard School of Public Health. Dr. Trevelyan will address the topic of success in academic obstetrics and gynecology and current challenges facing our specialty, including decreased U.S. medical student interest and liability issues.

The current AAOGF Scholars are as follows:

Kristine Y. Lain, M.D. – 2002-2005
American Board of Obstetrics and
Gynecology/AAOGF Scholar
University of Pittsburgh

Michael House, M.D. – 2003-2006
Society for Maternal-Fetal Medicine/AAOGF Scholar
Tufts-New England Medical Center

Charles Lee Caperton, II, M.D. – 2003-2006
American Board of Obstetrics and
Gynecology/AAOGF Scholar
University of Texas Health Sciences Center

Donna M. Neale, M.D. – 2004-2007
Society for Maternal-Fetal Medicine/AAOGF Scholar
Yale University School of Medicine

Virginia D. Winn, M.D., Ph.D. – 2004-2007
American Board of Obstetrics and
Gynecology/AAOGF Scholar
University of California, San Francisco

Janet Andrews, M.D. – 2005-2008
Society for Maternal-Fetal Medicine/AAOGF Scholar
University of Iowa

Ursula Harkness, M.D. – 2005-2008
American Board of Obstetrics and
Gynecology/AAOGF Scholar
University of Cincinnati

On behalf of the AAOGF, I want to take this opportunity to thank this past year's Board of Trustees for their hard work and dedication: James M. Roberts, M.D., Vice-President; Michael T. Mennuti, M.D., Secretary-Treasurer; Gloria E. Sarto, M.D., PhD, AGOS President; Ronald S. Gibbs, M.D., AGOS President-Elect; and Charles J. Lockwood, M.D., Chairman, Endowment Fund. A very special thanks goes to Michael Mennuti, M.D., who completed his second term as Secretary-Treasurer of the Foundation. Dr. Mennuti has served with the highest level of commitment to AAOGF and its current success is in no small way directly attributable to his dedication, close financial oversight, and hard work. I wish to welcome our newly elected Secretary-Treasurer of AAOGF, Thomas R. Moore, M.D.

It is a privilege for me to serve as President of the AAOGF at the time of our Diamond Anniversary. As we reflect on our successes, we look forward to even greater opportunities and achievements in the future.

Sincerely,

Sherman Elias, M.D.
President, AAOGF

SAVE THE DATE!

The 2005 AGOS Annual Meeting will be held at the Fairmont Empress Hotel, Victoria, British Columbia, September 29-October 1.

Victoria, British Columbia, is internationally renowned for its beautiful gardens, the mildest climate in the country and distinctive old world charm set in the midst of some of the most spectacular scenery in the world! Victoria is the gateway to Vancouver Island, a world of old growth forests, rugged coastline, breathtaking beaches and the mysteries of Native culture. Built in 1908, its distinguished character raises an image of the stately beauty of the Victorian Era. Esteemed visitors from Rudyard Kipling to Queen Elizabeth II have delighted in this pristine Canadian city and its ritual of Afternoon Tea at The Fairmont Empress. The Fairmont Empress has been fully restored to reflect the timeless elegance of a grand heritage hotel. The hotel's interior remains a grand showplace of crystal chandeliers, regal tapestries, carved mahogany ceilings, marble fireplaces, and hardwood floors imported from around the globe. Lovingly restored to her turn-of-the-century beauty, The Fairmont Empress welcomes visitors with stately lounges, elegant group facilities, and 477 meticulously decorated rooms and suites. All recall a bygone era of luxury with antique furnishings, down-filled duvets, and distinctive architectural elements.

The eight-story, ivy-clad chateau originated as a point of destination for ocean travelers aboard Canadian Pacific steamships. A landmark in Victoria for nearly a century, The Fairmont Empress overlooks Victoria's spectacular Inner Harbour, next to the Royal BC Museum and Parliament Buildings—and just steps away from a myriad of downtown boutiques, restaurants, and cafes.

Golf presents another popular pastime for guests. The nearby Olympic View Golf Club and Cordova Bay Golf Course defy golfers to keep their eye on the ball with expansive views of the island's scenic beauty. The Nicklaus Design course at Bear Mountain Golf & Country Club stands as a third excellent excuse to spend the day driving, pitching, and putting.

A day of golf or other activity calls for a trip to the 8,000-square-foot, full-service Willow Stream Spa at the hotel, where the impressive list of treatments includes facials, wraps, massage, hydrotherapy, and specialty treatments inspired by the elements. The warm atmosphere and decor, designed to capture the essence of Vancouver Island, welcomes men and women, seasoned spa goers and the uninitiated alike.

Registration packets and more information on the 2005 meeting will be mailed in May. We look forward to seeing you in Victoria, British Columbia!

CALL FOR PAPERS

The American Gynecological And Obstetrical Society

For the
Charles A. Hunter, Jr., Prize
THESIS AWARD

Of

THE AMERICAN ASSOCIATION
OF OBSTETRICIANS AND
GYNECOLOGISTS FOUNDATION

Any Obstetrician-Gynecologist, other than a Candidate for Fellowship in the American Gynecological and Obstetrical Society (AGOS) is eligible for the Award.

Fellowship in AGOS is not required.

The work must be exceptional in basic or clinical research, not previously presented or published, and make a major contribution to our discipline. If accepted by Council, the paper **must** be published in the American Journal of Obstetrics and Gynecology. The paper cannot be submitted to any other journal for publication.

The **deadline** to submit Papers is April 15, 2005

The winner will be recognized at the 2005 AGOS Annual Meeting to be held at The Empress Hotel,

Victoria, British Columbia

September 29 – October 1, 2005

The winning author will receive an Honorarium of \$2,000 plus travel expenses.

Please return the completed manuscript to:

James E. Ferguson, II, M.D.

Secretary, AGOS

Department of Obstetrics and Gynecology

University of Kentucky College of Medicine

800 Rose Street, Room C375

Lexington, Kentucky 40536-0293

AAOGF TRAVEL AWARDS TO 2005 AGOS MEETING

The American Association of Obstetricians and Gynecologists Foundation (AAOGF) and The American Gynecological and Obstetrical Society (AGOS) are pleased to announce that AAOGF will provide four travel awards of \$2000.00 each to be used for the 2005 Annual Meeting of AGOS to be held at The Empress Hotel, Victoria, British Columbia, September 29 – October 1, 2005. The Home Department of each recipient must agree to provide the balance of support required for attendance.

Guidelines For Eligibility:

- Full-time academic position for at least 6 years.
- Primary appointment in a Medical School Department of Obstetrics and Gynecology in North America.
- Assistant or Associate Professor level.
- Not an active candidate for membership in AGOS.
- CV indicating progressive scholarly productivity, substantial promise for future academic/scholarly contributions, and potential for membership in AGOS.
- Recipients must commit to attend the entire meeting including all of the scientific sessions.

Application Packet MUST Include:

- Letter of proposal by a member of AGOS.
- Accompanying letter from the candidate's Department Chair indicating that the balance of support will be provided by the Department.
- Three copies of current CV (including any prior and current grant support).

Applicants must register for the meeting in advance. Registration fees will be deducted from the award and the balance of the award will be sent to the recipient prior to the meeting.

Final Deadline for Application Submission:

April 1, 2005

Mail to:

Cassandra Larkins
Administrative Director, AGOS & AAOGF
409 12th Street, SW
Washington, DC 20024-2188

AAOGF Trustees

Sherman Elias, MD, President

James M. Roberts, MD, Vice-President

Thomas R. Moore, MD, Secretary-Treasurer

Cassandra Larkins, Administrative Director, AGOS & AAOGF

Ronald S. Gibbs, MD, President, AGOS

Eberhard Mueller-Heubach, MD, Pres.-Elect, AGOS

Charles J. Jockwood, MD, Chairman, EFC

BYLAWS OF AMERICAN GYNECOLOGICAL AND OBSTETRICAL SOCIETY

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) Reading and discussion of scientific papers; (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. Papers. Candidates for Fellowship in the Society must submit an original scientific paper. Alternatively, they may elect to submit a state-of-the-art review of a focused topic that encompasses their previous or current work and expertise in the field. If the paper is accepted by the Program Advisory Committee, the candidate will be invited to give a 15-minute presentation followed by five minutes for formal discussion and ten minutes for questions from participants and response from the candidate. There will be no specified limits of the number of such papers that can be made. A paper in this format may be submitted if a candidate has previously submitted a paper which was rejected.

The manuscript of a paper to be read at an annual meeting, including the title and the scope and content of the proposed paper, shall be furnished to the Secretary at a time designated by the Secretary. No paper or poster which has previously been accepted, published, or read before another body shall be presented before this Society. Candidate and Fellowship papers will be reviewed by two consultants prior to their presentation and such evaluations will be reported to the Council. Presentation of papers shall be limited to 15 minutes. All papers that may be read before the Society and are accepted for publication shall become the property of the Society and the publication thereof shall be under the control of the Council.

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 an 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 which might have been transacted at the original meeting, unless the Fellows fix a new record date for the adjourned meeting.

Meetings may be held without notice if all Fellows are present in person or if notice of the meeting is waived in writing, either before or after the meeting, by all Fellows not present at the 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.

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ARTICLE II. Fellows

Section 1. Active Fellows. Active Fellows shall not exceed 240 in number, except as otherwise stated in Article II, Section 2. 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, and investigator in the field of obstetrics and gynecology. The candidate shall be proposed to the Council by two Fellows who are not members of the Council. His or her contribution 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 candidacy by the Fellowship Committee, which shall report thereon to the Council through the Secretary and must be recommended for election by the Council. Candidates so nominated shall be voted upon by mail ballot of all Active Fellows. Approval requires the favorable vote of 90% of the Active Fellows voting on each candidate. The Secretary, with the assistance of one Fellow chosen by the Secretary, shall count the ballots prior to the interim meeting of the Council and announce the results of the vote at this meeting.

Individuals who have presented papers to the Society before becoming formal candidates for Fellowship may, by decision of the Council, be referred to the Fellowship Committee to be considered as formal candidates for Active Fellowship without being obliged to present another paper, or, after being reviewed by the Fellowship Committee, may be invited to discuss a paper at a future annual meeting as an additional requirement for consideration for Fellowship.

Section 2. Alternative Mechanism for Active Fellowship. Individuals who are deemed to have national prominence with unique significant and long term contributions to obstetrics and gynecology, and who are able to make special contributions to the Society, may be proposed and elected to Active Fellowship without presenting a research paper at the annual meeting (the "Alternative Mechanism"). They will be expected to participate in an annual meeting in a scholarly fashion, through such mechanisms as discussing a paper, participating in a panel, or presenting a paper in their area of expertise.

These candidates will be considered for Fellowship by the Strategic Planning and Advisory Committee. This Committee's recommendation will be forwarded to the Council for action. An individual's election must be approved by 90% of the Fellowship, as are all candidates

for Active Fellowship. If an individual is disapproved by Council to present a paper, the individual may not enter this pathway for Fellowship.

A maximum of ten individuals in this category of Active Fellowship may be selected by this mechanism. No more than two individuals per year may be so elected. The number of Active Fellows may be raised from 240 to 250. These individuals will have the full privileges and obligations of Active Fellowship. Fellows elected by this mechanism may proceed to Life Fellowship, as provided by Article II, Section 5 of these Bylaws.

Section 3. 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 4. Dues and Assessments. Each Active Fellow on admission shall pay an initiation fee in an amount to be determined by the Council. This fee shall include dues for the first year. Each 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 5. Life Fellows. After 25 years as an Active Fellow of this Society or its predecessors, a member shall automatically become a Life Fellow. After 20 years as an Active Fellow, 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. 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.

Section 6. 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 initiation fee or dues.

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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 have control of the publications of the Society, with full power to accept or reject papers or discussions. 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: Vice-President, the Secretary-Treasurer, and the Chair of the Endowment Fund 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.

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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 to the action so taken. Written consents will be filed with the minutes of the proceedings of the Council.

Section 12. Telephonic Conferences. A Council Member may participate in a meeting of the Council by 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 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.

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 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 and conduct 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. He or she shall arrange the program for the annual meeting, obtaining the advice of the Program Advisory Committee with respect thereto. The Secretary shall also serve as Chair of the Program Advisory Committee. 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 receive all monies, pay all bills, and 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 or initiation fees 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. Annually, 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 Auditing 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;

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- (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 as well as appropriate members of the Program Advisory Committee. The Report of this committee shall be made to the Council at the interim meeting of the Council. These nominations shall be reported and posted before the first session of the annual meeting and shall be submitted to the business meeting of the Society.

Section 3. Fellowship Committee. The Fellowship Committee shall consist of the Past President as Chair, the Secretary, 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 geographical representation. Each of the recognized 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.

Section 4. Program Advisory Committee. The Program Advisory Committee shall consist of the Secretary as Chair, the President, the Assistant Secretary, three Members At-Large elected by the Fellowship, and one Trustee of the American Association of Obstetricians and Gynecologists Foundation, Inc., appointed by its Trustees. The term of office of the three Members At-Large shall be three years after provision for initial stag-

gered terms allowing for the selection of one new member each year. Members At-Large are not eligible to serve more than two terms. The Committee shall assist the Secretary in planning the format and content of the annual meeting. It will be responsible for locating currently productive investigators who are not candidates for Fellowship but who are capable of presenting and discussing new data emanating from their laboratories or services, which have significant clinical implications in Obstetrics and Gynecology. The Committee shall assist the Secretary in screening offerings from the Fellowship for inclusion in the annual meeting program.

Section 5. Auditing Committee. The Auditing Committee shall consist of two Fellows, not Council Members, appointed annually by the Council. They shall annually examine the accounts of the Society, including the report of the certified public accountant and shall make a report to the Council. No Auditing 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 Auditing 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 Auditing Committee shall also ensure that the lead and reviewing partner of the auditing firm engaged by the Society for its audits shall be rotated off every five years and the auditing firm's performance of non-auditing services should be limited to tax return preparation.

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 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.

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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. Strategic Planning and Advisory Committee. The Strategic Planning and Advisory Committee shall consist of the prior Past President, who will be serving as the Chair of the Committee, the Past President, the current President, the President-Elect, the Secretary, the Treasurer and two Members At-Large appointed by the Council. The term of the Members At-Large shall be two years and staggered to allow for the selection of one new Member At-Large each year.

The Strategic Planning and Advisory Committee will conduct strategic planning for the Society and will evaluate other issues as requested by the President or the Council. The Committee will also consider candidates proposed for Active Fellowship by the Alternative Mechanism and will forward its recommendation to the Council for final action.

Section 8. 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 9. Procedure. All committees, and each member thereof, will serve at the pleasure of the Council. The Council will have the power at any time to increase or decrease the number of members of any committee, to fill vacancies thereon, to change any membership thereof, and to change the functions or terminate the existence of any committee. 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.

ARTICLE VI. Indemnification

Section 1. Indemnification. The Society will, to the fullest extent permitted by law, indemnify any Council Member or officer of the Society (and, to the extent provided in a resolution of the Council or by contract, may indemnify any volunteer, employee or agent of the Society) who was or is a party to or threatened to be made a party to any threatened, pending, or completed action, suit or proceeding by reason of the fact that the

person is or was a Council Member, officer, volunteer, employee or agent of the Society, or is or was serving at the request of the Society as a Council Member, officer, partner, volunteer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, whether for profit or not for profit, against expenses including attorneys' fees (which expenses may be paid by the Society in advance of a final disposition of the action, suit or proceeding as provided by law), judgments, penalties, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with the action, suit or proceeding if the person acted (or refrained from acting) in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Society or its Members, and with respect to any criminal action or proceedings, if the person had no reasonable cause to believe his or her conduct was unlawful.

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.

ARTICLE VII Conflicts of Interest

Section 1. Disclosure. When a Council Member or an officer is affiliated with an organization seeking to provide goods, services or facilities to the Society, or when a member of the Council or officer has any duality of interest or possible conflict of interest, real or apparent, such affiliation or conflict of interest should be disclosed to the Council and made a matter of record, either when the interest becomes a matter of Council 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 or officer 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.

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

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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.

ARTICLE VIII. 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 10, 2004

