

AMERICAN GYNECOLOGICAL & OBSTETRICAL SOCIETY, INC.  
Bylaws – Approved September 13, 2024

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## ARTICLE I: GENERAL PROVISIONS

**SECTION 1. Identity and Mission.** The American Gynecological and Obstetrical Society (“AGOS” or the “Society”) is a professional organization of elected obstetrician gynecologists who have demonstrated leadership in academia and in shaping the future of women+’s health care. The mission of AGOS is to promote exceptional women+’s health care through education, research, innovation and advocacy. AGOS is committed to enhancing diversity and inclusion across our membership.

**SECTION 2. Management.** Management and control of the Association shall be vested in its Governing Council (the “Governing Council” or “Council”), pursuant to Article IV of these Bylaws, acting through the officers having the powers described in that Article.

**SECTION 3. Fiscal Year.** The fiscal year of the Association shall date from January first to December thirty-first.

**SECTION 4. Amendments.** These Bylaws may be amended, repealed, or suspended by two-thirds vote of the Fellows who are entitled to vote, either in-person at a Society meeting or virtually via a secure online platform, if notice of the proposed action has been given.

The Secretary is authorized to make administrative changes to the Bylaws, without membership vote, provided that the changes do not modify the intent of the bylaws statement. Permitted changes are limited to:

- a. correction of spelling, grammar or punctuation
- b. correction to an article, section or cross-reference
- c. modification of position title, or committee name

**SECTION 5. Rules of Order.** Robert’s Rules of Order shall be the parliamentary guide for all proceedings of the Association unless otherwise provided for in these Bylaws.

**SECTION 6. Governance Policies & Procedures.** In addition to these bylaws, more detailed processes are maintained in a Governing Council Policies & Procedures document, reviewed annually by the Council.

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## ARTICLE II: MEMBERSHIP

**SECTION 1. Member Categories.** AGOS members (“Fellows”) shall consist of Active Fellows, Life Fellows, and Honorary Fellows.

**SECTION 2. Dues and Assessments.** Active Fellows shall pay the stated annual dues as determined by the Governing Council. 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 the Council may have his or her membership forfeited by vote of the Council.

**SECTION 3. Voting Status and Rights.** Only Active and Life Fellows shall be eligible to vote in elections and at the Society Annual Meeting, or for other Society matters of which a membership vote is required or requested.

**SECTION 6. Active Fellows.** Candidates for Active Fellow status are fully board-certified members who must have completed residency and if applicable fellowship and shall have demonstrated outstanding talent and ability as a clinician, teacher, investigator, and leader in the field of obstetrics and gynecology. The application process, including letters of support, review and recommendation for acceptance and vote to approve new Active members shall be governed by procedures set forth by the Governing Council.

**SECTION 7. Life Fellows.** After 25 years as an Active Fellow, a member may, at his or her own request and by vote of the Governing Council, be transferred to Life Fellowship. Regardless of the number of previous years of membership in the Society, the Secretary and Assistant Secretary, at their discretion, may transfer a member to Life Fellowship at any time because of ill health or retirement; however, retirement is not required with the 25-year fellowship criteria. Life Fellows shall enjoy all the privileges of the Society except the right to vote. They shall pay no dues.

**SECTION 8. Honorary Fellows.** Nomination and election of Honorary Fellows may be appointed by the Council. Active Fellows or Life Fellows of the Society are not eligible for Honorary Fellowship. Honorary Fellows shall enjoy all Society privileges, except the right to vote or to hold office. They shall pay no dues.

**SECTION 9. Representatives of the Society.** AGOS may nominate or appoint prominent Fellows to represent the Society to other affiliated organizations. These roles and procedures for terms of service and liaison relationships will be in accordance with those of related organizations and maintained in the Council Policy Manual.

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**ARTICLE III: OFFICERS, GOVERNING COUNCIL, EXECUTIVE COMMITTEE**

**SECTION 1. Officers.** The six officers of the Society shall be the President, President-Elect, Immediate Past President, Secretary, Assistant Secretary, Treasurer and Assistant Treasurer. All officers shall be nominated by the Nominating Committee and elected by 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 their terms shall expire through the annual meeting (per the one-year or two-year term) of the following year(s).

**SECTION 2. President.** The President shall serve as Chair of the Governing Council and of the Executive Committee and shall serve on other committees as stipulated by Bylaws. The President shall preside at all meetings of the Society and perform such duties as ordinarily pertain to a chairperson. The President may call special meetings of the Governing Council. The President shall serve a one-year term.

**SECTION 3. President-elect.** The President-elect, after serving one year in this office, shall ascend to the office of President automatically without again standing election. The President-elect shall perform any duties that are assigned by the President and shall preside in the absence of the President. The President-elect shall be a member of the Governing Council and the Executive Committee and shall serve on other committees as stipulated by Bylaws and as appointed by the President.

**SECTION 4. Immediate Past President.** The Immediate Past President shall be a member of the Governing Council and the Executive Committee and shall serve as Chair of the Nominating Committee, and on other committees as stipulated by Bylaws and as appointed by the President.

**SECTION 5. Secretary.** The Secretary shall keep or cause to be kept a record of all meetings of the Society and of the Governing Council. The Secretary shall be a member of the Governing Council and Executive Committee and shall serve on other committees as stipulated by Bylaws and as appointed by the President. He or she shall supervise all correspondence of the Society and perform all the ordinary duties of the office. The Secretary shall serve a non-renewable two-year term, to be staggered with the term of the Treasurer so that the terms of both positions do not expire in a given year

**SECTION 6. 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 shall serve a non-renewable two-year term.

**SECTION 7. Treasurer.** The Treasurer shall be the custodian of the assets of the Association. The Treasurer shall be a member of the Governing Council and the Executive Committee and shall serve on other committees as stipulated by Bylaws and as appointed by the President. The

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Treasurer shall oversee all general accounting and financial recordkeeping functions and ensure prompt payment of all authorized expenses of the Society. The Treasurer shall ensure that all funds of the Association are audited at least biennially by a certified public accountant. In the absence of the President and the President-Elect, the Treasurer shall preside over the Council. The Treasurer shall serve a non-renewable two-year term which is staggered to not rotate at the same time as the Secretary.

**SECTION 6. Assistant Treasurer.** The Assistant Treasurer shall assist the Treasurer, and shall assume the duties of the Treasurer, should the Treasurer for any reason become incapacitated. The Assistant Treasurer shall serve a non-renewable two-year term. As a member of the Finance Committee, the Assistant Treasurer shall be delegated responsibility of the annual audit.

### **SECTION 8. Governing Council.**

**Section 8.1 Authority and Duties.** The Governing Council shall constitute the governing Board of the Corporation and shall have such powers and authority as shall be conferred upon it by the Articles of Incorporation, the Bylaws and applicable law. The Council shall be charged with establishing and maintaining the Strategic Plan and appropriate oversight of the Society, subject to the action of the Fellows at the annual meeting. 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 for membership approval without the Council's recommendations.

**Section 8.2 Council Members.** The Council shall consist of 13 members: ten voting and three non-voting. The ten voting members shall be the six officers described in Section 1 of this Article, the President of the American Association of Obstetricians and Gynecologists Foundation, Inc. (AAOGF), and three Fellows elected by the Society as Members At-Large. The three non-voting members of the Council shall be the AAOGF Vice-President, AAOGF Secretary-Treasurer, and Chair of the AAOGF Scholar Committee.

**Section 8.2.1 Executive Director.** The Council may engage the services of an Executive Director who shall perform the duties stipulated by contract. The Executive Director shall supervise any other employees, contractors, consultants, vendors, and other agents hired by or on behalf of the Society. The Executive Director shall report to the Governing Council.

**Section 8.3 Terms.** The President-elect, President and Immediate Past President shall follow that ascendancy, serving in each position for one year, each for a total of three years. The Secretary, Assistant Secretary, Treasurer and Assistant Treasurer shall each serve non-renewable, two-year terms. Members At-Large will serve non-renewable three-year terms, staggered so that at each annual meeting, one of the Members At-Large will be elected. The four members representing the AAOGF shall serve terms that are in accordance with their AAOGF positions.

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**Section 8.4. Resignation, Removal and Vacancies.** A Council Member may resign by written notice to the Society. 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 in their judgment the best interest of the Society will be served. If a vacancy occurs because of death, resignation, removal or otherwise, the vacancy may be filled by the affirmative majority vote of the Council to complete the unexpired term.

**Section 8.5 Recusal or Expulsion/ Replacement.** A Council member must voluntarily recuse him or herself from both discussion and vote on any matter coming before the Council in which the member has a personal or financial interest greater than, apart from, or contrary to, that of the Society as a whole, or a noted conflict of interest. The Council shall have the power, by a two-thirds vote (excluding the member in question), to disqualify a member from voting on any matter in which the member is believed to have a significant conflict of interest. By the same two-thirds vote, the Council shall have the power to expel one of its members for serious conflict of interest or other grave misconduct deemed by the Council in its sole discretion to bring discredit to the Society, or for chronic absenteeism or severe and continuing disability rendering the member unable to participate in the business and functioning of the Council. The decision of the Council shall be final.

**Section 8.6 Meetings.** The Council shall hold a regular meeting concurrently with the Annual Meeting of the Society and at least one additional meeting annually. The Council shall hold other interim meetings or special meetings at such times and places as may be established by the President or any seven (7) voting members of the Council.

**Section 8.6.1 Remote/Virtual Meetings.** The Council and its committees, including its Executive Committee, are authorized to conduct their business using real-time meetings (in-person, teleconference, video conference) or by other methods where members are not simultaneously present (email, facsimile, computer, postal mail) provided that all members have been notified and have access to all pertinent information.

A Council Member may participate in a Council meeting by means of remote communication, through which that Council Member, other Council Member so participating, and all directors physically present at the meeting may hear and participate with each other during the meeting. Participation by that means constitutes being present at the meeting.

Electronic voting (email, computer, and facsimile) of the Council and its committees must meet the following criteria to be valid and binding:

- a. The vote is communicated in writing by electronic transmission.
- b. A vote for, against or abstain is cast by all voting members.
- c. The vote must be unanimous (excluding abstentions) to pass.

A unanimous electronic vote must be recorded in the minutes of the next meeting. If there is any dissenting vote cast during an electronic vote, the matter must be deferred to the next real-time meeting to afford members an opportunity for debate.

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**Section 8.7 Notice.** Regular meetings of the Council shall be scheduled at least ninety (90) days in advance, and a timely agenda sent to all members. Notice of any special meetings shall be given to all Council members at least fifteen (15) days in advance, with a description of matters to be discussed.

**Section 8.8 Quorum and Voting.** A majority of Council members entitled to vote shall constitute a quorum for transaction of business by the Council at real-time meetings (in-person, teleconference, video conference). Decisions of the Council shall be made by a majority (one-half plus one) of those present and voting.

**SECTION 9. Executive Committee of the Governing Council.** The Executive Committee of the Governing Council shall consist of the President, President-elect, Immediate Past President, Secretary, Assistant Secretary and Treasurer, with the President serving as Chair. This Committee may act only to the extent that authority is delegated to it by the Council, between meetings of the full Council, but shall be responsible and empowered to attend to routine administration and management of Society affairs. The President shall report all Executive Committee actions for ratification at the next meeting of the full Council. Action may be taken upon majority vote of members of the Executive Committee; however, any dissenting member may require that such action be delayed or deferred pending approval of the entire Council.

## ARTICLE IV: COMMITTEES

**SECTION 1. Standing Committees.** All Standing Committees shall report and make appropriate recommendations to the Governing Council at least annually and shall present reports to the membership at the Annual Meeting when requested to do so. The Standing Committees of the Society shall be:

1. Fellowship Committee
2. Finance Committee
3. Nominating Committee
4. Program Advisory Committee

**Section 1.1 Fellowship Committee.** The Fellowship Committee shall consist of the Secretary as Chair, the Assistant Secretary, Past President and six Fellows appointed as Members At-Large by the Council upon the recommendation of the President with a goal of appropriate diversity of representation. Each of the recognized (subspecialties acknowledged in the Bylaws of the American Board of Obstetrics and Gynecology) shall be represented on the Fellowship Committee. Members At-Large appointed by the Council shall serve for a three-year staggered, non-renewable term, with two new members being appointed each year. The committee shall be responsible for reviewing applications for membership and making recommendations for any new members to the Governing Council.

**Section 1.2 Finance Committee.** The Finance Committee shall consist of the Treasurer as Chair, the Assistant Treasurer, one designated Council member, the AOGF Secretary-Treasurer and an elected Member-At-Large who shall serve a non-renewable 2-year term. The committee shall advise the Council in fulfilling its financial oversight responsibilities with

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respect to audit activities, the annual Society budget and any major impacts on financial planning and shall ensure the accuracy and timely filing of IRS Form 990. The committee shall make recommendations to the Council for the selection of the Society's investment advisor and shall maintain the Society's investment policy, as approved by the Council. The Assistant Treasurer shall be delegated responsibility of the annual audit.

**Section 1.3 Nominating Committee.** The Nominating Committee shall consist of nine voting members, including the Immediate Past President, Chair (1-year term), the Past President (1-year term), and AAOGF Representative (2-year term, renewable once), and six Members-At-Large representing subspecialties (Generalist, Complex Family Planning, Reproductive Endocrinology and Infertility, Gynecologic Oncology, Urogynecology, and Maternal-Fetal Medicine). The At-Large members shall serve staggered 2-year non-renewable terms. The Committee shall prepare a list of nominees, after an opportunity for Society Fellows to self-nominate, for positions on the Governing Council or AGOS committees in which an individual is completing a term of service. The timeline and details of annual nominations and elections are described in AGOS Governance Policies and Procedures.

**Section 1.4 Program Advisory Committee.** The Program Advisory Committee shall be appointed at the discretion of the President and shall assist the President in planning the format and content of the annual meeting.

**SECTION 2. Special Committees.** Special Committee or task forces may be authorized by the Governing Council to perform specific duties. They shall report periodically and upon the completion of their assignments to the Council.

## ARTICLE V: SOCIETY MEETINGS

**SECTION 1. Annual Meeting.** The Annual Meeting of the Society shall be held at such a time and place as Governing Council shall elect and may be cancelled by a majority vote of the Council. The scientific program of the Annual Meeting shall be determined by the President, in concert with the Program Advisory Committee.

**SECTION 2. Annual Business Meeting.** The Annual Business Meeting shall be held proximate to the Society's Annual Meeting. The meeting is held in-person or may be held virtually (pre-recorded video or live webinar) accompanied by secure online voting. Only voting Association Members shall have the right to speak and participate at the Annual Business Meeting. Non-voting members may attend as observers at the meeting.

Official notice of the time, place, meeting format (in person or virtual) and agenda of the Annual Business Meeting shall be provided at least thirty (30) days before the Meeting. Assuming that adequate notice of the Annual Business Meeting has been given to the voting members pursuant to these Bylaws, there shall be no quorum requirement at that Meeting.

The Order of Business at the Annual Business Meeting of the Association shall be: reports of officers, report of the Audit, Bylaws, Nominating and other standing committees as requested.



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**SECTION 3. Voting in Lieu of a Meeting.** Any action which may be taken at a meeting of members may be taken without a meeting by electronic means, using a secure online voting platform to capture and record votes, provided that notice of that action item request is provided to membership at least thirty (30) days in advance. Documentation of any interim vote between regular meetings will be documented by the Secretary.

### **ARTICLE VI. INDEMNIFICATION**

**SECTION 1. Indemnification.** The Society shall, to the fullest extent permitted by law, indemnify and hold harmless each person who serves as an Officer of the Society, as a member of any duly authorized committee of the Society, or as an employee of the Society, from and against any and all claims and liability, whether the same are settled or proceed to judgment, to which such person shall have become subject by reason of his or her having acted in the capacity or capacities heretofore enumerated, or by reason of any action alleged to have been taken or omitted by him or her in such capacity, and shall reimburse (to the extent not otherwise reimbursed by insurance) each such person for all legal and other expenses, including the cost of settlement, reasonably incurred by him or her in connection with any such claims, liability, suit, action or proceeding; provided, however, that no such person shall be indemnified against, or be reimbursed for, any claims, liabilities, costs or expenses incurred in connection with any claim or liability, or threat or prospect thereof, if they did not meet the standards of conduct required by applicable law in order to permit the corporation so to indemnify him or her, or if the claim or liability arose out of the person's: (a) willful failure to deal fairly with the Society or its members in connection with a matter in which the person has a material conflict of interest; (b) violation of criminal law, unless the person had reasonable cause to believe his or her conduct was unlawful; (c) transaction from which the person derived an improper personal profit or benefit; or (d) willful misconduct.

**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. DISCLOSURE/CONFLICTS OF INTEREST**

When a Council Member, officer or committee member is affiliated with an organization seeking to provide goods, services or facilities to the Society, or when a member of the Council, officer or committee member has any duality of interest or possible conflict of interest, real or apparent, such affiliation or conflict of interest should be disclosed and made a matter of record, either when the interest becomes a matter of Council or Committee action or as part of a periodic procedure to be established by the Council. These types of affiliations/relationships and potential conflicts and their impact on a member's potential recusal and ability to participate or vote in Society matters are described in AGOS Governance Policies and Procedures.