

**South Atlantic Association of Obstetricians & Gynecologists
Bylaws**

Adopted January 28, 1997

Article I. Name, Purposes and Restrictions

The name of the corporation is the South Atlantic Association of Obstetricians and Gynecologists here in after to be referred to as "the Association."

Section 1. Purposes. The purposes of the Association include but are not limited to:

- a. Promote the common professional interests of obstetricians and gynecologists in the states of Florida, Georgia, North Carolina, South Carolina, Virginia, and West Virginia (the States");
- b. Encourage the study of the problems of obstetrics and gynecology;
- c. Improve the quality of obstetrical and gynecological practice both of its Fellows and of all other physicians residing in its territory; to cooperate with other similar organizations, both local and national, in the study and in the management of problems pertaining to obstetrical and gynecological practice;
- d. Grant recognition for unusual attainment or service in obstetrical and gynecological problems by the inclusion in its membership, as Fellows, specialists who reside within its territory and, as Honorary Fellows, specialists who reside without its boundaries, who may be so elected;
- a. Foster a spirit of comradeship and mutual helpfulness among those included in its Fellowship; and,
- e. In general, to foster and stimulate improvements in all aspects in the health care of women which properly comes within the scope of obstetrics and gynecology.

Section 2. No Inurement. Notwithstanding any other provision of the Articles of Incorporation, these Bylaws, or any applicable law, the Association shall not engage in any of the following activities:

a. No part of the earnings of the Association shall inure to the benefit of or shall be distributable to any private individual or person within the meaning of Section 501(c) of the Code, provided, however, that the Association may pay reasonable compensation for services rendered to it and may provide for the reimbursement of expenses reasonably incurred on its behalf.

b. No dividend shall be paid by the Association, and no part of the income of the Association, shall be distributed to its member(s), or Executive Board, provided, however, that, subject to Article I hereof, the Association may confer benefits upon its member(s) in conformity with its purposes and may make distributions to its member(s) or others as permitted by law and any successor provisions enacted or amended now or hereafter upon dissolution or final liquidation of the Association.

Section 3. Territory. The territorial boundaries of the Association shall be limited to the states of Florida, Georgia, North Carolina, South Carolina, Virginia, and West Virginia (the "States").

Article II. Executive Board

Section 1. General Powers. The affairs of this Association shall be managed by an Executive Board.

Section 2. Number and Composition of the Executive Board. The Executive Board shall be composed of the Immediate Past-President, President, President-Elect, Treasurer, Secretary and eighteen (18) members-at-large consisting of three (3) members from each of the States within the territory of the Association.

Section 3. Qualification, Term, and Election of Executive Board.

- a. **Officers.** The officers, as elected by the membership, shall serve a one (1) year.
- b. **Members-at-Large.** The members-at-large shall be elected by the membership at the annual meeting for the term specified. The members-at-large shall be elected annually, five (5) each year, to serve for a period of three (3) years.
- c. **Qualifications.** Membership for five (5) years in the Association shall be required before a Fellow is eligible to become a member of the Executive Board as an officer or member-at-large.
- d. **Re-election.** Members-at-large of the Executive Board shall not be eligible for immediate re-election as a member-at-large.
- e. **Resignation.** Any Executive Board member may resign upon presenting to the Executive Board his/her resignation in writing.
- f. **Removal from Office.** Any Executive Board member may be removed from the Executive Board by the affirmative vote of two-thirds (2/3) of the Executive Board at any meeting thereof, upon written notice setting forth the reasons and grounds thereof, provided to such Executive Board member at least ten (10) days prior to the date of such meeting.
- g. **Vacancies.** Any vacancy occurring in the Executive Board shall be filled by the President.

Section 4. Duties. The members of the Executive Board shall assume all duties upon their election and shall serve until their end of their appointed term or until their successors are elected. The Executive Board shall serve in an advisory capacity to the President and other officers and as a reference committee during the business meetings to the Association. It shall have the power to act for the Association in emergency matters between the meetings of the Association. It shall supervise the investments and expenditures of the funds in the treasury provided, however, that contemplated investments and expenditures shall be presented to the Association for action.

Section 5. Supervision. The Executive Board shall exercise general supervision over the Fellows and shall make appropriate recommendations to the Association in the event of any moral delinquency, incapacitating physical or mental illness, conviction of a felony, or permanent loss of medical licensure following due investigation. If a Fellow's membership was terminated by the Executive Board for any of these reasons, he/she may not regain membership without completing all of the requirements of a new candidate for membership.

Section 6. Meetings. The Executive Board shall meet annually prior to the annual meeting of the Association and, also, upon call by the President. Those present shall constitute a quorum.

Section 7. Report. The Executive Board shall submit each year, in its report to the business meeting, a recommendation for the appropriation of a sum of money adequate to pay the expenses of the Secretary-Treasurer's office.

Section 8. Liaison. The senior member-at-large from each state, defined as the longest tenured member at-large from each state, shall have the responsibility of acting in a liaison capacity between the

membership in their state and the Executive Board. The state liaison shall disseminate to the Fellows in their state information concerning the status of candidates for membership and obtain, for subsequent use by the Executive Board, such information and recommendations from the membership-at-large as might be utilized by the Executive Board in its deliberations.

Article III. Officers

Section 1. Officers. The officers of this Association shall be an Immediate Past-President, President, President-Elect, Treasurer, and Secretary.

Section 2. Term and Election. The Nominating Committee shall propose annually to the Executive Board a list of nominees for election to office. At the annual meeting, if only one slate of officers is nominated, election can be accomplished by acclamation. However, if more than one nominee is presented for election to an office, election shall be by secret ballot, and a majority of all votes cast shall be necessary to elect. All officers shall serve a one (1) year term.

Section 3. Qualification. Membership for five (5) years in the Association shall be required before a Fellow is eligible to hold office.

Section 4. Duties of the Officers.

- a. **Immediate Past-President.** The immediate Past President shall serve in an advisory capacity to continue the efficient flow of the business of the Association.
- b. **President.** The President shall preside at all meetings of the Association held during their term of office, and shall also serve as Chairperson of the Executive Board. The President's term shall end with the adjournment of the next succeeding annual meeting after election.
- c. **President-Elect.** The President-Elect shall become President at the adjournment of the next succeeding annual meeting after election. The President-Elect shall preside at all meetings of the Association, and also shall be Acting Chairperson of the Executive Board, when the President is absent. In the event of the death or resignation of the President, the President-Elect shall succeed immediately to the Presidency and shall complete the unexpired term.
- d. **Treasurer.** The Treasurer shall:
 - i. Keep a record of the proceedings of the meetings of the Association.
 - ii. Serve as custodian of the archives of the Association and all funds of the Association.
 - iii. Collect all dues and assessments from the Fellows and report to the Fellows with dues and/or assessments in arrears and Fellows who have been absent from three (3) successive regular meetings to the Executive Board.
 - iv. Maintain an accurate roster of the Fellows in the several classifications, and conduct all elections.
 - v. Ensure payment of the bills and financial obligations of the Association and keep an accurate record of such disbursements.
 - vi. Submit to the Executive Board a full report of collection and disbursements and of the balance of the treasury at each annual meeting.
 - vii. Send out to the Fellows not later than sixty (60) days before the annual meeting all proposed amendments to the Articles of Incorporation and the Bylaws to be acted upon at such meeting.
 - viii. Issue the official call for the meetings of the Association.

- e. **Secretary.** The Secretary shall attend all Executive Board Meetings and be responsible for keeping the records and applications for all proposed candidates for membership and all other matters that pertain to perspective members.

Section 5. Resignation. Any officer may resign upon presenting to the Executive Board his/her resignation in writing. Any such resignation shall take effect upon the date of the receipt of such notice or at any later time specified therein; and, unless otherwise specified in said notice, the acceptance of such resignation shall not be necessary to make it effective.

Section 6. Removal from Office. Any officer may be removed from office by the affirmative vote of two thirds (2/3) of the Executive Board at any meeting. Notice of the vote for removal of such officer shall be provided to such officer at least ten (10) days prior to the date of such meeting.

Section 7. Vacancies. Any vacancy of the officers occurring between annual meetings shall be filled temporarily by action of the President, or, the Executive Board if the office of President is vacated.

Article IV. Membership

Section 1. Classification of Fellows. Members of the Association shall be divided into the following classes: Retired Fellows, Senior Fellows, Active Fellows, Honorary Fellows, Associate Fellows, and Junior Fellows.

Section 2. Retired Fellows. This group is comprised of members that are no longer involved with the practice of Obstetrics and/or Gynecology. Retired Fellows shall retain all the privileges of Active Fellows including voting and holding office .

Section 3. Senior Fellows. Active Fellows who have passed their sixty-sixth (66th) birthday and have paid their dues for the current year shall be declared Senior Fellows. Senior Fellows shall retain all the privileges of Active Fellows including voting and holding office. Attendance at meetings is not compulsory.

Section 4. Active Fellows. Active Fellows shall be restricted to Obstetricians and/or Gynecologists who reside within the territory of the Association. Each candidate for Fellowship must have met the following requirements:

- a. Be a Diplomate of the American Board of Obstetrics and Gynecology.
- b. Be engaged in the active practice of Obstetrics and/or Gynecology within the territory of the Association continuously for two (2) years.
- c. Active Fellows who will be absent for a third consecutive annual meeting of the Association must submit a written excuse, prior to the meeting, that will be acceptable to the Executive Board or be subject to removal from the roster of Fellows. Since an excused absence is not synonymous with attendance, he/she must attend the next annual meeting or obtain an excused absence.
- d. The number of Active Fellows shall not exceed three hundred (300).

Section 5. Honorary Fellows. The Honorary Fellow title may be conferred upon Obstetricians and/or Gynecologists who live outside of the territory of the Association and who have rendered distinguished services in their specialty or to this Association. They shall enjoy the privileges of the Association except they may not hold office, vote, or sponsor new members, nor shall they be liable for dues or special assessments. Attendance at meetings shall not be compulsory. Nomination for Honorary Fellowship may be made by any voting Fellow. Such nominations shall be referred to the Executive Board, and the

Executive Board shall submit such nominations as it has approved to an annual business meeting for action.

Section 6. Associate Fellows. An Active Fellow who has been in good standing and for any reason completely leaves the active practice of obstetrics and/or gynecology or moves outside the territory of the Association shall cease to be an Active Fellow but, in lieu thereof, may become an Associate Fellow upon application for this fellowship at the discretion of the Executive Board. An Associate Fellow shall enjoy all the privileges of the Association except he/she may not vote, hold office or sponsor new members. Attendance at meetings shall not be compulsory. An Associate Fellow who returns to the full-time or part-time (more than ten hours a week) practice of obstetrics and/or gynecology within the territory of the Association shall, at the time of the next annual meeting of the Association, upon the action of the Executive Board, cease to be an Associate Fellow and shall be re-assigned by the Executive Board to his/her appropriate fellowship category as an Active or Senior Fellow.

Section 7. Junior Fellow. A Junior Fellow should be an Obstetric and Gynecology resident or recent graduate of an approved Obstetric and Gynecology program and an active candidate for board certification with the American Board of Obstetrics and Gynecology. A Junior Fellow should remain in that status until he/she completes board certification at which time he/she shall become an Active Fellow. He/she shall enjoy all the privileges of the Association except voting for offices and sponsoring new members

Article V. Meetings of the Membership

Section 1. Annual Meetings. There shall be held each year at the time and place selected by the Executive Board convocation of the Association at which time there shall be held a business meeting.

Section 2. Business Meeting. All business of the Association, including the election of Officers and members-at-large to the Executive Board as well as any other business shall be transacted at the business meeting. Fifty (50) Fellows shall constitute a quorum. The order of business shall be as follows:

- a. Reading of the minutes of the last meeting.
- b. Report of the Treasurer.
- c. Report of the Executive Board.
- d. Action on recommendation of the Executive Board.
- e. Report of the balloting on candidates for active membership.
- f. Report of the Nominating Committee.
- g. Nominating from the floor.
- h. Election of officers.
- i. Report of special committees.
- j. Unfinished business.
- k. New business. (Balloting on proposed amendments to the Articles of Incorporation and Bylaws)
- l. Adjournment.

Section 3. Scientific Sessions. There shall be held scientific sessions at which time scientific papers shall be presented under the following rules:

- a. Titles of all papers to be read in the scientific sessions shall be sent to the Secretary not later than June 1 prior to the annual meeting.

- b. No paper which has already been published or submitted for publication shall be read before the Association.
- c. A carefully edited, complete copy, including titles and authors of each paper read before the Association, shall be handed to the Secretary at the time of its reading.

Section 4. Special Meeting. Special business meetings may be called by the Executive Board. The notice of such meetings shall state the business to be considered and no other business may be transacted. These meetings may be conducted electronically.

Article VI. Dues & Assessments

Section 1. Senior Fellows. Senior Fellows shall have their dues reduced to 50% of Active Fellow dues after the end of the calendar year in which they have passed their 66th birthday.

Section 2. Annual Dues. The Executive Board shall review and set the dues, as appropriate. Recommendations for dues changes shall be approved by majority vote of the Executive Board. Annual dues are payable by January 1 each year. Fellows in arrears as of February 1 shall be reminded by the Treasurer of their delinquency. Fellows who have been in arrears for one (1) year shall be removed from the roster of Fellows.

Section 3. Special Assessments. The Executive Board shall recommend to the Association any special assessment which may become necessary. The Executive Board shall recommend the amount of the assessment for the Fellows. The recommended assessment, to become effective, must be approved by a two-thirds (2/3) affirmative vote at any annual business meeting of the Association.

Special assessments are payable within sixty (60) days after the approval by the Association of such an assessment. Fellows in arrears as of ninety (90) days following approval shall be reported to the Executive Board, who shall remind such Fellows of their delinquency. Fellows who have been in arrears for one (1) year from the date of the approval of the assessment shall be removed from the roster of Fellows.

Section 4. Application Fee. Proposed Fellows shall pay a fee ("Application Fee") of one year annual dues for the membership classification he/she is applying for fellowship in the Association. This fee will be applied to the first year of annual dues for approved Fellows but is not refundable in the event of rejection.

Article VII. Committees

Section 1. Ad Hoc Committees. The Executive Board may from time to time appoint committees as necessary to report on specific areas of importance to the Association.

Section 2. Long Range Planning Committee. The Long Range Planning Committee shall be chaired by the Immediate Past-President and include the President, two (2) past Presidents, the Secretary, Treasurer, and at least one (1) member-at-large. This Committee will primarily look at issues related to the long-term financial and organizational health of the SAAOG and make recommendations to the Executive Board and to the membership at the annual business meeting. In particular, this Committee will take over the functions of the Future Sites Planning, Membership, and Finance Committees.

Section 3. Program Committee. The Program Committee shall be chaired by the President-Elect and include of the President, President-Elect, Treasurer, Secretary, and Immediate Past-President. The

Program Committee shall invite the Official Guests, as designated by the Executive Board, to appear at the annual scientific session within three (3) years after the Executive Board receives the nomination of the candidate from the Membership Committee. The Program Committee may invite as guests any persons who, in its opinion, would enhance the scientific session.

Section 4. Nominating Committee. The Nominating Committee shall consist of the President, President-Elect, Secretary, Treasurer, and the senior member-at-large, defined as the longest tenured member at-large from each of the States. The Nominating Committee shall make its recommendations only to the Executive Board. The Nominating Committee shall prepare and announce on the first day of each annual meeting, and shall post in a conspicuous place, a slate of nominees for the open positions on the Executive Board. several officers of the Association and one (1) nominee from each state, (unless there is more than one vacancy) who shall be elected to serve for three (3) years on the Executive Board. Additional nominations shall be entertained from any voting Fellow of the Association in the order of business prior to the election of officers and of Board members.

Article VIII. Applications for Membership

Section 1. Submission of Applications. The procedure for submitting applications shall be as follows:

- a. A Fellow, eligible to propose, shall propose ("Proposer"), by a personal letter, email, or fax, a candidate ("Proposed Member") to the Association and state in the letter reasons why the Proposed Member should be considered as a candidate for Fellowship, and whether the Proposed Member is Certified by the American Board of Ob-Gyn. The Proposed Member will submit an application form, CV and Application Fee to the Association (the "Application Package").
- b. The SAAOG office shall transmit the Application Package to the Secretary, to the Proposed Member's State Representatives and to the members-at-large from Proposed Member's state to render a recommendation regarding membership in the Association. The members-at-large shall notify the SAAOG office within fourteen (14) days if they disapprove ("State Review") of this Proposed Member. The Secretary and reviewing State Representatives will render a recommendation regarding membership in the Association upon receiving any disapprovals from the members-at-large.
- c. If the Proposed Member is not recommended for membership the Secretary shall notify the Proposer, who shall notify the Proposed Member.
- d. If the Proposed Member is recommended for membership after the State Review, the Proposed Member will be considered provisionally approved, with limited benefits of membership being active, until a formal approval vote is taken at the next official meeting of the Executive Board.
- e. The Executive Board will conduct an official vote to approve Proposed Members from provisional membership to full active membership status. Proposed Members approved by the Executive Board will receive a welcome letter and membership certificate in the mail.

Section 5. Rejection of Candidate. If the candidate is rejected, the Secretary shall notify the Proposer if the rejection was during the "State Review" or by the Executive Board. The Secretary shall notify the Proposer by the following letter:

"The Secretary has been directed by the Executive Board to inform you that the candidate, Dr. _____, has been declined for Fellowship in the South Atlantic Association of Obstetricians and Gynecologists.

The Executive Board has also requested that the Secretary remind you of the provisions of the Bylaws for the reconsideration of a candidate by the Association. An individual who has been declined for fellowship may, after an interval of three (3) years, be proposed again."

Section 6. Reapplication. An individual may again be proposed as candidate after an interval of three (3) years if he/she has been declined for Fellowship by the members-at-large of his/her state, or by the Executive Board.

Article IX. General Expenses

Section 1. Expenses. Expenses of the meeting and other activities of the Association such as the funds to defray the cost of the annual meetings (stenographer, invited guests, necessary funds of audit and stationery, stamps, etc.) shall be derived from the annual dues and other income of the Association. The amount of these expenses will be decided upon by the Executive Board.

Section 2. Salaries and Travel Expenses. No officer of this Association will receive any salary. Travel expenses may be paid by the Association to members of committees sanctioned by the Executive Board as the budget of the Association permits in any given year.

Article X. Miscellaneous

Section 1. Checks, Drafts, Etc. The Executive Director, Treasurer, or other individual authorized by the Executive Board their absence shall be authorized as sole signatory on all budgeted expenditures and, as required, non-budgeted expenditures of \$5,000 or less. Two authorized signatures shall be required on all non-budgeted expenditures greater than \$5,000. The Executive Board shall review the amount specified annually.

Section 2. Contracts, Etc. The Executive Board may, except as otherwise provided herein, authorize any officer or officers, agent or agents, to enter into any contract or to execute any instrument in the name of this Association or on behalf of the Association and such authority may be general or confined to specific instances. Unless so authorized by the Executive Board, no officer or agent or employee shall have any power or authority to bind the Association by any contract or engagement or to pledge its credit or render it liable for any purpose or to any amount.

Section 3. Fiscal Year. The fiscal year of the Association shall be from May 1 to April 30.

Section 4. Inspection of Bylaws and Association Records. The Association shall keep in its principal office for the transaction of business the original or copy of the Bylaws or other Association records, as amended or otherwise altered to date, certified by the Secretary, which shall be open to inspection by interested persons at all times during office hours, upon reasonable notice.

South Atlantic Association of Obstetricians & Gynecologists Bylaws

Adopted January 28, 1997

Article I. Name, Purposes and Restrictions

The name of the corporation is the South Atlantic Association of Obstetricians and Gynecologists here in after to be referred to as "the Association."

Section 1. Purposes. The purposes of the Association include but are not limited to:

- f. Promote the common professional interests of obstetricians and gynecologists in the states of Florida, Georgia, North Carolina, South Carolina, Virginia, and West Virginia (the States");
- g. Encourage the study of the problems of obstetrics and gynecology;
- h. Improve the quality of obstetrical and gynecological practice both of its Fellows and of all other physicians residing in its territory; to cooperate with other similar organizations, both local and national, in the study and in the management of problems pertaining to obstetrical and gynecological practice;
- i. Grant recognition for unusual attainment or service in obstetrical and gynecological problems by the inclusion in its membership, as Fellows, specialists who reside within its territory and, as Honorary Fellows, specialists who reside without its boundaries, who may be so elected;
- b. Foster a spirit of comradeship and mutual helpfulness among those included in its Fellowship; and,
- j. In general, to foster and stimulate improvements in all aspects in the health care of women which properly comes within the scope of obstetrics and gynecology.

Section 2. No Inurement. Notwithstanding any other provision of the Articles of Incorporation, these Bylaws, or any applicable law, the Association shall not engage in any of the following activities:

a. No part of the earnings of the Association shall inure to the benefit of or shall be distributable to any private individual or person within the meaning of Section 501(c) of the Code, provided, however, that the Association may pay reasonable compensation for services rendered to it and may provide for the reimbursement of expenses reasonably incurred on its behalf.

b. No dividend shall be paid by the Association, and no part of the income of the Association, shall be distributed to its member(s), or Executive Board, provided, however, that, subject to Article I hereof, the Association may confer benefits upon its member(s) in conformity with its purposes and may make distributions to its member(s) or others as permitted by law and any successor provisions enacted or amended now or hereafter upon dissolution or final liquidation of the Association.

Section 3. Territory. The territorial boundaries of the Association shall be limited to the states of Florida, Georgia, North Carolina, South Carolina, Virginia, and West Virginia (the "States").

Article II. Executive Board

Section 1. General Powers. The affairs of this Association shall be managed by an Executive Board.

Section 2. Number and Composition of the Executive Board. The Executive Board shall be composed of the Immediate Past-President, President, President-Elect, Treasurer, Secretary and eighteen (18) members-at-large consisting of three (3) members from each of the States within the territory of the Association.

Section 3. Qualification, Term, and Election of Executive Board.

- h. **Officers.** The officers, as elected by the membership, shall serve a one (1) year.
- i. **Members-at-Large.** The members-at-large shall be elected by the membership at the annual meeting for the term specified. The members-at-large shall be elected annually, five (5) each year, to serve for a period of three (3) years.
- j. **Qualifications.** Membership for five (5) years in the Association shall be required before a Fellow is eligible to become a member of the Executive Board as an officer or member-at-large.
- k. **Re-election.** Members-at-large of the Executive Board shall not be eligible for immediate re-election as a member-at-large.
- l. **Resignation.** Any Executive Board member may resign upon presenting to the Executive Board his/her resignation in writing.
- m. **Removal from Office.** Any Executive Board member may be removed from the Executive Board by the affirmative vote of two-thirds (2/3) of the Executive Board at any meeting thereof, upon written notice setting forth the reasons and grounds thereof, provided to such Executive Board member at least ten (10) days prior to the date of such meeting.
- n. **Vacancies.** Any vacancy occurring in the Executive Board shall be filled by the President.

Section 4. Duties. The members of the Executive Board shall assume all duties upon their election and shall serve until their end of their appointed term or until their successors are elected. The Executive Board shall serve in an advisory capacity to the President and other officers and as a reference committee during the business meetings to the Association. It shall have the power to act for the Association in emergency matters between the meetings of the Association. It shall supervise the investments and expenditures of the funds in the treasury provided, however, that contemplated investments and expenditures shall be presented to the Association for action.

Section 5. Supervision. The Executive Board shall exercise general supervision over the Fellows and shall make appropriate recommendations to the Association in the event of any moral delinquency, incapacitating physical or mental illness, conviction of a felony, or permanent loss of medical licensure following due investigation. If a Fellow's membership was terminated by the Executive Board for any of these reasons, he/she may not regain membership without completing all of the requirements of a new candidate for membership.

Section 6. Meetings. The Executive Board shall meet annually prior to the annual meeting of the Association and, also, upon call by the President. Those present shall constitute a quorum.

Section 7. Report. The Executive Board shall submit each year, in its report to the business meeting, a recommendation for the appropriation of a sum of money adequate to pay the expenses of the Secretary-Treasurer's office.

Section 8. Liaison. The senior member-at-large from each state, defined as the longest tenured member at-large from each state, shall have the responsibility of acting in a liaison capacity between the membership in their state and the Executive Board. The state liaison shall disseminate to the Fellows in their state information concerning the status of candidates for membership and obtain, for subsequent use by the Executive Board, such information and recommendations from the membership-at-large as might be utilized by the Executive Board in its deliberations.

Article III. Officers

Section 1. Officers. The officers of this Association shall be an Immediate Past-President, President, President-Elect, Treasurer, and Secretary.

Section 2. Term and Election. The Nominating Committee shall propose annually to the Executive Board a list of nominees for election to office. At the annual meeting, if only one slate of officers is nominated, election can be accomplished by acclamation. However, if more than one nominee is presented for election to an office, election shall be by secret ballot, and a majority of all votes cast shall be necessary to elect. All officers shall serve a one (1) year term.

Section 3. Qualification. Membership for five (5) years in the Association shall be required before a Fellow is eligible to hold office.

Section 4. Duties of the Officers.

- f. **Immediate Past-President.** The immediate Past President shall serve in an advisory capacity to continue the efficient flow of the business of the Association.
- g. **President.** The President shall preside at all meetings of the Association held during their term of office, and shall also serve as Chairperson of the Executive Board. The President's term shall end with the adjournment of the next succeeding annual meeting after election.
- h. **President-Elect.** The President-Elect shall become President at the adjournment of the next succeeding annual meeting after election. The President-Elect shall preside at all meetings of the Association, and also shall be Acting Chairperson of the Executive Board, when the President is absent. In the event of the death or resignation of the President, the President-Elect shall succeed immediately to the Presidency and shall complete the unexpired term.
- i. **Treasurer.** The Treasurer shall:
 - ix. Keep a record of the proceedings of the meetings of the Association.
 - x. Serve as custodian of the archives of the Association and all funds of the Association.
 - xi. Collect all dues and assessments from the Fellows and report to the Fellows with dues and/or assessments in arrears and Fellows who have been absent from three (3) successive regular meetings to the Executive Board.
 - xii. Maintain an accurate roster of the Fellows in the several classifications, and conduct all elections.
 - xiii. Ensure payment of the bills and financial obligations of the Association and keep an accurate record of such disbursements.
 - xiv. Submit to the Executive Board a full report of collection and disbursements and of the balance of the treasury at each annual meeting.
 - xv. Send out to the Fellows not later than sixty (60) days before the annual meeting all proposed amendments to the Articles of Incorporation and the Bylaws to be acted upon at such meeting.
 - xvi. Issue the official call for the meetings of the Association.
- j. **Secretary.** The Secretary shall attend all Executive Board Meetings and be responsible for keeping the records and applications for all proposed candidates for membership and all other matters that pertain to perspective members.

Section 5. Resignation. Any officer may resign upon presenting to the Executive Board his/her resignation in writing. Any such resignation shall take effect upon the date of the receipt of such notice or at any later time specified therein; and, unless otherwise specified in said notice, the acceptance of such resignation shall not be necessary to make it effective.

Section 6. Removal from Office. Any officer may be removed from office by the affirmative vote of two thirds (2/3) of the Executive Board at any meeting. Notice of the vote for removal of such officer shall be provided to such officer at least ten (10) days prior to the date of such meeting.

Section 7. Vacancies. Any vacancy of the officers occurring between annual meetings shall be filled temporarily by action of the President, or, the Executive Board if the office of President is vacated.

Article IV. Membership

Section 1. Classification of Fellows. Members of the Association shall be divided into the following classes: Retired Fellows, Senior Fellows, Active Fellows, Honorary Fellows, Associate Fellows, and Junior Fellows.

Section 2. Retired Fellows. This group is comprised of members that are no longer involved with the practice of Obstetrics and/or Gynecology. Retired Fellows shall retain all the privileges of Active Fellows including voting and holding office .

Section 3. Senior Fellows. Active Fellows who have passed their sixty-sixth (66th) birthday and have paid their dues for the current year shall be declared Senior Fellows. Senior Fellows shall retain all the privileges of Active Fellows including voting and holding office. Attendance at meetings is not compulsory.

Section 4. Active Fellows. Active Fellows shall be restricted to Obstetricians and/or Gynecologists who reside within the territory of the Association. Each candidate for Fellowship must have met the following requirements:

- e. Be a Diplomate of the American Board of Obstetrics and Gynecology.
- f. Be engaged in the active practice of Obstetrics and/or Gynecology within the territory of the Association continuously for two (2) years.
- g. Active Fellows who will be absent for a third consecutive annual meeting of the Association must submit a written excuse, prior to the meeting, that will be acceptable to the Executive Board or be subject to removal from the roster of Fellows. Since an excused absence is not synonymous with attendance, he/she must attend the next annual meeting or obtain an excused absence.
- h. The number of Active Fellows shall not exceed three hundred (300).

Section 5. Honorary Fellows. The Honorary Fellow title may be conferred upon Obstetricians and/or Gynecologists who live outside of the territory of the Association and who have rendered distinguished services in their specialty or to this Association. They shall enjoy the privileges of the Association except they may not hold office, vote, or sponsor new members, nor shall they be liable for dues or special assessments. Attendance at meetings shall not be compulsory. Nomination for Honorary Fellowship may be made by any voting Fellow. Such nominations shall be referred to the Executive Board, and the Executive Board shall submit such nominations as it has approved to an annual business meeting for action.

Section 6. Associate Fellows. An Active Fellow who has been in good standing and for any reason completely leaves the active practice of obstetrics and/or gynecology or moves outside the territory of the Association shall cease to be an Active Fellow but, in lieu thereof, may become an Associate Fellow upon application for this fellowship at the discretion of the Executive Board. An Associate Fellow shall enjoy all the privileges of the Association except he/she may not vote, hold office or sponsor new

members. Attendance at meetings shall not be compulsory. An Associate Fellow who returns to the full-time or part-time (more than ten hours a week) practice of obstetrics and/or gynecology within the territory of the Association shall, at the time of the next annual meeting of the Association, upon the action of the Executive Board, cease to be an Associate Fellow and shall be re-assigned by the Executive Board to his/her appropriate fellowship category as an Active or Senior Fellow.

Section 7. Junior Fellow. A Junior Fellow should be an Obstetric and Gynecology resident or recent graduate of an approved Obstetric and Gynecology program and an active candidate for board certification with the American Board of Obstetrics and Gynecology. A Junior Fellow should remain in that status until he/she completes board certification at which time he/she shall become an Active Fellow. He/she shall enjoy all the privileges of the Association except voting for offices and sponsoring new members

Article V. Meetings of the Membership

Section 1. Annual Meetings. There shall be held each year at the time and place selected by the Executive Board convocation of the Association at which time there shall be held a business meeting.

Section 2. Business Meeting. All business of the Association, including the election of Officers and members-at-large to the Executive Board as well as any other business shall be transacted at the business meeting. Fifty (50) Fellows shall constitute a quorum. The order of business shall be as follows:

- m. Reading of the minutes of the last meeting.
- n. Report of the Treasurer.
- o. Report of the Executive Board.
- p. Action on recommendation of the Executive Board.
- q. Report of the balloting on candidates for active membership.
- r. Report of the Nominating Committee.
- s. Nominating from the floor.
- t. Election of officers.
- u. Report of special committees.
- v. Unfinished business.
- w. New business. (Balloting on proposed amendments to the Articles of Incorporation and Bylaws)
- x. Adjournment.

Section 3. Scientific Sessions. There shall be held scientific sessions at which time scientific papers shall be presented under the following rules:

- d. Titles of all papers to be read in the scientific sessions shall be sent to the Secretary not later than June 1 prior to the annual meeting.
- e. No paper which has already been published or submitted for publication shall be read before the Association.
- f. A carefully edited, complete copy, including titles and authors of each paper read before the Association, shall be handed to the Secretary at the time of its reading.

Section 4. Special Meeting. Special business meetings may be called by the Executive Board. The notice of such meetings shall state the business to be considered and no other business may be transacted. These meetings may be conducted electronically.

Article VI. Dues & Assessments

Section 1. Senior Fellows. Senior Fellows shall have their dues reduced to 50% of Active Fellow dues after the end of the calendar year in which they have passed their 66th birthday.

Section 2. Annual Dues. The Executive Board shall review and set the dues, as appropriate. Recommendations for dues changes shall be approved by majority vote of the Executive Board. Annual dues are payable by January 1 each year. Fellows in arrears as of February 1 shall be reminded by the Treasurer of their delinquency. Fellows who have been in arrears for one (1) year shall be removed from the roster of Fellows.

Section 3. Special Assessments. The Executive Board shall recommend to the Association any special assessment which may become necessary. The Executive Board shall recommend the amount of the assessment for the Fellows. The recommended assessment, to become effective, must be approved by a two-thirds (2/3) affirmative vote at any annual business meeting of the Association.

Special assessments are payable within sixty (60) days after the approval by the Association of such an assessment. Fellows in arrears as of ninety (90) days following approval shall be reported to the Executive Board, who shall remind such Fellows of their delinquency. Fellows who have been in arrears for one (1) year from the date of the approval of the assessment shall be removed from the roster of Fellows.

Section 4. Application Fee. Proposed Fellows shall pay a fee ("Application Fee") of one year annual dues for the membership classification he/she is applying for fellowship in the Association. This fee will be applied to the first year of annual dues for approved Fellows but is not refundable in the event of rejection.

Article VII. Committees

Section 1. Ad Hoc Committees. The Executive Board may from time to time appoint committees as necessary to report on specific areas of importance to the Association.

Section 2. Long Range Planning Committee. The Long Range Planning Committee shall be chaired by the Immediate Past-President and include the President, two (2) past Presidents, the Secretary, Treasurer, and at least one (1) member-at-large. This Committee will primarily look at issues related to the long-term financial and organizational health of the SAAOG and make recommendations to the Executive Board and to the membership at the annual business meeting. In particular, this Committee will take over the functions of the Future Sites Planning, Membership, and Finance Committees.

Section 3. Program Committee. The Program Committee shall be chaired by the President-Elect and include of the President, President-Elect, Treasurer, Secretary, and Immediate Past-President. The Program Committee shall invite the Official Guests, as designated by the Executive Board, to appear at the annual scientific session within three (3) years after the Executive Board receives the nomination of the candidate from the Membership Committee. The Program Committee may invite as guests any persons who, in its opinion, would enhance the scientific session.

Section 4. Nominating Committee. The Nominating Committee shall consist of the President, President-Elect, Secretary, Treasurer, and the senior member-at-large, defined as the longest tenured member at-large from each of the States. The Nominating Committee shall make its recommendations only to the

Executive Board. The Nominating Committee shall prepare and announce on the first day of each annual meeting, and shall post in a conspicuous place, a slate of nominees for the open positions on the Executive Board. several officers of the Association and one (1) nominee from each state, (unless there is more than one vacancy) who shall be elected to serve for three (3) years on the Executive Board. Additional nominations shall be entertained from any voting Fellow of the Association in the order of business prior to the election of officers and of Board members.

Article VIII. Applications for Membership

Section 1. Submission of Applications. The procedure for submitting applications shall be as follows:

- f. A Fellow, eligible to propose, shall propose ("Proposer"), by a personal letter, email, or fax, a candidate ("Proposed Member") to the Association and state in the letter reasons why the Proposed Member should be considered as a candidate for Fellowship, and whether the Proposed Member is Certified by the American Board of Ob-Gyn. The Proposed Member will submit an application form, CV and Application Fee to the Association (the "Application Package").
- g. The SAAOG office shall transmit the Application Package to the Secretary, to the Proposed Member's State Representatives and to the members-at-large from Proposed Member's state to render a recommendation regarding membership in the Association. The members-at-large shall notify the SAAOG office within fourteen (14) days if they disapprove ("State Review") of this Proposed Member. The Secretary and reviewing State Representatives will render a recommendation regarding membership in the Association upon receiving any disapprovals from the members-at-large.
- h. If the Proposed Member is not recommended for membership the Secretary shall notify the Proposer, who shall notify the Proposed Member.
- i. If the Proposed Member is recommended for membership after the State Review, the Proposed Member will be considered provisionally approved, with limited benefits of membership being active, until a formal approval vote is taken at the next official meeting of the Executive Board.
- j. The Executive Board will conduct an official vote to approve Proposed Members from provisional membership to full active membership status. Proposed Members approved by the Executive Board will receive a welcome letter and membership certificate in the mail.

Section 5. Rejection of Candidate. If the candidate is rejected, the Secretary shall notify the Proposer if the rejection was during the "State Review" or by the Executive Board. The Secretary shall notify the Proposer by the following letter:

"The Secretary has been directed by the Executive Board to inform you that the candidate, Dr. _____, has been declined for Fellowship in the South Atlantic Association of Obstetricians and Gynecologists.

The Executive Board has also requested that the Secretary remind you of the provisions of the Bylaws for the reconsideration of a candidate by the Association. An individual who has been declined for fellowship may, after an interval of three (3) years, be proposed again."

Section 6. Reapplication. An individual may again be proposed as candidate after an interval of three (3) years if he/she has been declined for Fellowship by the members-at-large of his/her state, or by the Executive Board.

Article IX. General Expenses

Section 1. Expenses. Expenses of the meeting and other activities of the Association such as the funds to defray the cost of the annual meetings (stenographer, invited guests, necessary funds of audit and stationery, stamps, etc.) shall be derived from the annual dues and other income of the Association. The amount of these expenses will be decided upon by the Executive Board.

Section 2. Salaries and Travel Expenses. No officer of this Association will receive any salary. Travel expenses may be paid by the Association to members of committees sanctioned by the Executive Board as the budget of the Association permits in any given year.

Article X. Miscellaneous

Section 1. Checks, Drafts, Etc. The Executive Director, Treasurer, or other individual authorized by the Executive Board their absence shall be authorized as sole signatory on all budgeted expenditures and, as required, non-budgeted expenditures of \$5,000 or less. Two authorized signatures shall be required on all non-budgeted expenditures greater than \$5,000. The Executive Board shall review the amount specified annually.

Section 2. Contracts, Etc. The Executive Board may, except as otherwise provided herein, authorize any officer or officers, agent or agents, to enter into any contract or to execute any instrument in the name of this Association or on behalf of the Association and such authority may be general or confined to specific instances. Unless so authorized by the Executive Board, no officer or agent or employee shall have any power or authority to bind the Association by any contract or engagement or to pledge its credit or render it liable for any purpose or to any amount.

Section 3. Fiscal Year. The fiscal year of the Association shall be from May 1 to April 30.

Section 4. Inspection of Bylaws and Association Records. The Association shall keep in its principal office for the transaction of business the original or copy of the Bylaws or other Association records, as amended or otherwise altered to date, certified by the Secretary, which shall be open to inspection by interested persons at all times during office hours, upon reasonable notice.

Section 5. Rules of Order. Robert's Rules of Order shall be the parliamentary guide when not to conflict with the Articles of Incorporation or these Bylaws for all meetings of this association, its Executive Board or any other committee.

Section 6. Meetings. The meetings of the Association shall be self-sustaining and under no circumstances will the Association be the guest of any Fellow or group of Fellows.

Article XI. Amendments

Section 1. Articles of Incorporation. The Articles of Incorporation may be amended by an affirmative vote of two-thirds (2/3rds) of the Executive Board present and voting at any meeting of the Executive Board where Quorum is present.

Section 2. Bylaws. These Bylaws may be amended by an affirmative vote of two-thirds (2/3) of the Executive Board present and voting at any meeting of the Executive Board where Quorum is present. Bylaws will be reviewed once per year by the Executive Board.

[Historical Background Removed]

Section 5. Rules of Order. Robert's Rules of Order shall be the parliamentary guide when not to conflict with the Articles of Incorporation or these Bylaws for all meetings of this association, its Executive Board or any other committee.

Section 6. Meetings. The meetings of the Association shall be self-sustaining and under no circumstances will the Association be the guest of any Fellow or group of Fellows.

Article XI. Amendments

Section 1. Articles of Incorporation. The Articles of Incorporation may be amended by an affirmative vote of two-thirds (2/3rds) of the Executive Board present and voting at any meeting of the Executive Board where Quorum is present.

Section 2. Bylaws. These Bylaws may be amended by an affirmative vote of two-thirds (2/3) of the Executive Board present and voting at any meeting of the Executive Board where Quorum is present. Bylaws will be reviewed once per year by the Executive Board.

[Historical Background Removed]