

BYLAWS OF THE COUNCIL OF CHAIRS OF OBSTETRICS AND GYNECOLOGY

PREAMBLE

The Council of Chairs of Obstetrics and Gynecology (CUCOG) will, through the unique leadership positions of its members, promote excellence in medical student, resident, and fellowship training, clinical practice, and research in women's health. Through CUCOG, the chairpersons will provide a forum for review of and action on issues relevant to academic obstetrics and gynecology.

ARTICLE I NAME AND PURPOSES

Section 1.01. Name. The name of the organization is Council of Chairs of Obstetrics and Gynecology (CUCOG).

Section 1.02. Purpose. The corporation is organized for the charitable and educational purposes of supporting leadership development in Obstetrics and Gynecology. It will, through the unique leadership positions of its members, promote and encourage excellence in medical student, resident, and fellowship training, clinical practice, and research and advocacy for in women's health.

ARTICLE II MEMBERSHIP

Section 2.01. Type of Membership. CUCOG shall have two classes of Members as follows: Regular Members; and Emeritus Members. No Member shall hold more than one class of membership in CUCOG. No person shall be refused membership by reason of race, religion, sexual orientation, or political affiliation. Membership may be denied, however, based on activities detrimental to the reputation or interest of CUCOG or behavior, which casts discredit upon the profession of medicine.

Section 2.02. Regular Members. Chairpersons and interim chairpersons of Departments of Obstetrics and Gynecology in the United States and Canada, who have a fully accredited residency program or who train medical students in the department. Such membership in the organization will terminate when a member ceases to be the chairperson or interim chairperson as identified above. Regular members are full voting members of the Council and are required to pay full dues annually. Regular Members may be elected to the Council and may serve as Officers of the Society.

Section 2.03. Emeritus Members. Former CUCOG members in the United States and Canada will be eligible, upon their request, for emeritus membership in

CUCOG. Emeritus members will be non-voting and reduced-dues paying members. One emeritus member may serve on each standing committee. Emeritus members will not be required to pay a meeting registration fee to attend the Annual Meeting. One emeritus members may be included on the Board of Directors or serve as an Officer of the Society. In the event an Officer or Committee Member becomes Emeritus Member while serving on the Executive Board or on a Committee, they will be allowed to finish their term.

Section 2.04. Membership Dues. The Executive Board shall determine the dues for members.

Section 2.05. Meetings of Members. The time and place of the annual meeting and of all called meetings shall be determined by the Executive Board of the organization. Special meetings of the members may be called by the President, the Executive Board, or not less than one-tenth of the members. The President shall present a report of the activities of the Executive Board and CUCOG at the annual business meeting.

Section 2.06. Notice. All members shall be notified of the time and place of all regularly scheduled meetings via electronic mail at least 30 days prior to such meetings.

Section 2.07. Quorum. A quorum of any regular or called meeting shall consist of at least 25% of the voting members of the organization.

Section 2.08. Voting. Members may vote in person, or by electronic ballot.

Section 2.09. Election of Officers. Officers shall be elected by electronic mail vote of members in accordance with section 4.01.

ARTICLE III AUTHORITY AND DUTIES OF THE EXECUTIVE BOARD

Section 3.01. Authority of the Executive Board. The Executive Board is the policy-making and administrative body and may exercise all the powers and authority granted to the corporation by law.

Section 3.02. Number, Selection, and Tenure. The number of the Executive Board members of the corporation shall be designated in the first instance in the Articles of Incorporation, and thereafter shall be set by the Executive Board by vote from time to time, but

shall not be less than four (4) officers as defined in Article IV. The Executive Board consists of the officers of the corporation (President, Immediate Past President, President-Elect, Secretary-Treasurer) and the elected at-large members. Typically three (3) at large members are to be elected, although this can be increased to four (4) if the Executive Board determines that there is a need. A majority of the officers may select one of the at-large members to be designated as Secretary-Treasurer-designee. As necessary, the position of Secretary-Treasurer can be submitted to an open nomination and election. A member of the executive board may serve consecutive terms. The Executive Board will seek to promote pluralism and diversity among its membership.

Section 3.03. Compensation. Executive Board members shall not be compensated for serving on the executive board, but may be reimbursed for actual expenses incurred on behalf of the corporation. Executive Board members who also serve as employees of the corporation may be compensated for their service as employees.

Section 3.04. Vacancies. Vacancies existing by reason of resignation, death, incapacity, or removal of an executive board member before the expiration of his/her term may be filled by a majority vote of the remaining executive board members, or by an open nomination and election.

Section 3.05. Meetings. The Executive Board shall hold at least two (2) regular in-person meetings, regularly spaced and with a majority of voting members attending, per calendar year. If the Executive Board holds conference calls evenly spaced per calendar year, the full executive board may hold a minimum of one (1) in-person meeting per calendar year. Meetings shall be at such times and places as the Executive Board shall determine. Meetings may be called by any two executive board members with telephone, electronic or written notice.

Section 3.06. Quorum and Voting. A quorum of any regular or called meeting shall consist of at least 25 percent of the members of the executive board.

Section 3.07. Attendance. Each Executive Board member must attend a minimum of 50% of the executive board meetings scheduled per year. If an executive board member fails to meet this minimum, his or her office can, at the discretion of the Executive Board, be terminated and replaced, or sustained, depending on extenuating circumstances.

Section 3.08. Action Without a Meeting. Any action required or permitted to be taken at a meeting of the Executive Board (including amendment of these

Bylaws) or of any committee may be taken without a meeting if all the members of the executive board or committee consent in writing to taking the action without a meeting and to approving the specific action. Such consent shall have the same force and effect as a unanimous vote of the executive board or of the committee, as the case may be.

Section 3.09. Participation in Meeting by Conference Telephone. Members of the Executive Board may participate in a meeting through use of conference telephone or similar communications equipment, so long as members participating in such meeting can hear one another. Such participation in a meeting by telephone conference call shall not substitute, however, for the attendance requirements set forth in section 3.08 above.

Section 3.10. Committees. The Executive Board may, by resolution adopted by a majority of the executive board members in office, establish committees of the executive board composed of at least two (2) persons, which may include non-executive board members. Chairpersons of such committees may be appointed by the President, subject to approval by the Executive Board. The Executive Board may establish such procedures to govern their activities, and delegate thereto such authority as may be necessary or desirable for the efficient management of the property, affairs, business, and/or activities of the corporation. At the discretion of the Executive Board committees may be dissolved.

Section 3.11. Notice. Notice of time and place of all regularly scheduled meetings shall be mailed to all members of the Executive Board at least 30 days prior to such meeting.

ARTICLE IV OFFICERS

The officers of CUCOG shall consist of President, President-Elect, Secretary-Treasurer, Immediate Past-President, two-four At Large Members, and such other officers as the Executive Board may designate.

Section 4.01. Election of Officers; Terms of Office. Officers shall serve two (2) year terms. The officers shall be elected biennially from a slate of nominees proposed by the Executive Board or by a designated Nominating Committee and approved by the Executive Board. Typically, the officers may ascend from Secretary-Treasurer-Elect to Secretary-Treasurer. If agreed by the Executive Board, the Secretary-Treasurer may ascend to the position of President-Elect. In the event that the officers do not ascend in this manner, an open nomination and balloted election shall take place. The slate of nominees for any officer or at-large Executive Board member, following approval by the

executive board, shall be submitted by email to all members of CUCOG eligible to vote at least 60 days prior to the annual business meeting. Election of officers shall be by electronic vote of the eligible members, and the nominee must receive a majority of all votes cast to be elected to office. The number of elected at-large Executive Board members shall be determined by the majority of the officers as deemed necessary and the three (3) or four (4) individuals who receive the most votes shall be elected. The results of the vote will be presented to the membership via email communication. The terms of office shall expire at the annual meeting. Officers shall not succeed themselves in office. One of the members at large is anticipated to become the Secretary-Treasurer at the expiration of a two-year term designed to facilitate the transition of this office. At-large members may be re-elected for no more than a second term; however, these individuals can ascend to an officer position (typically Secretary-Treasurer) either through election or appointment by the officers. In the event of a vacancy due to death, resignation, or removal, the executive board shall appoint a new officer.

Section 4.02. Resignation. Resignations are effective upon receipt by the Secretary of a written notification.

Section 4.03. Removal. An officer may be removed by the Executive Board at a meeting, or by action in writing pursuant to section 3.09, whenever in the executive board's judgment the best interests of the corporation will be served thereby. Any such removal shall be without prejudice to the contract rights, if any, of the person so removed.

ARTICLE V DUTIES OF OFFICERS.

Section 5.01. The President. The President shall preside at all meetings of CUCOG and shall serve as chairperson of the Executive Board. In consultation with the executive board, he/she shall appoint the members of all ad hoc and special committees and shall designate the chairperson of each committee from among members of the committee, unless otherwise provided in the bylaws. Subject to the consent of the Executive Board, the President may create, combine, or discontinue all appointed committees. The President also shall: be an ex officio member of all committees; designate all official delegates and representatives to other major organizations, such as the American College of Obstetricians and Gynecologists, American Board of Obstetrics and Gynecology, Association of American Medical Colleges, and similar organizations; perform all other duties required by custom or parliamentary usage.

Section 5.02. President-Elect. In the absence or incapacity of the President, the President-Elect shall

assume all the duties of the President. In the absence or incapacity of both the President and the President-Elect, the Secretary-Treasurer shall discharge the functions of the President until the President's term has been completed.

Section 5.03. Secretary-Treasurer. The Secretary-Treasurer shall keep an accurate and permanent record of the meetings and transactions of CUCOG. He/She shall conduct the correspondence and perform such other duties as pertain to the office of the Secretary, as directed by the President and the President-Elect. He/She shall receive and be the custodian of the funds of CUCOG. He/She shall present to the Executive Board a proposed budget for the ensuing year, and this budget shall be ratified by the Executive Board prior to December 1 of the ensuing fiscal year. He/She shall incur no additional expense during the ensuing year without the consent of the majority of the members of the Executive Board. He/She shall make a complete financial report and the annual meeting of the CUCOG and shall also serve as Secretary of the Executive Board. The Secretary-Treasurer shall keep a register of the post office address of each member; shall report unfinished business at previous meetings requiring action; shall attend to such other business as CUCOG may direct and, in general, shall perform all the ordinary duties incident to the office of Secretary-Treasurer. He/She shall be empowered to enter into contracts and to authorize such expenditures as may be necessary to carry on the affairs of CUCOG.

ARTICLE VI STANDING COMMITTEES

Section 6.03. Program Committee. The Program Committee will develop the program for the annual meeting, subject to the approval of the President. The membership of the Program Committee and its chairperson shall be appointed annually by the President, subject to approval by the Executive Board. Typically, the Secretary-Treasurer will serve as the Chair of the Program Committee, and the President-Elect will serve on the committee.

Section 6.05. Government Relations Committee. If needed, the President will appoint a Government Relations Committee that will establish and maintain relationships with elected officials in an effort to advance the activities of the CUCOG. The chairperson of the Government Relations Committee shall be appointed by the President, subject to approval by the Executive Board. The chairperson will serve a two-year term. In addition to the chairperson, the committee may include up to four other members, appointed by the President.

**ARTICLE VII
INDEMNIFICATION**

Every current or former member of the executive board, officer or employee of the organization may be indemnified by the corporation against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such members of the executive board, officer or employee in connection with any threatened, pending, or completed action, suit or proceeding to which she/he may become involved by reason of her/his being or having been a member of the executive board, officer, or employee of the organization, or any settlement thereof, unless adjudged therein to be liable for negligence or misconduct in the performance of her/his duties. Provided, however, that in the event of a settlement the indemnification herein shall apply only when the executive board approves such settlement and reimbursement as being in the best interest of the corporation. The foregoing right of indemnification shall be in addition and not exclusive of all other rights to which such member of the executive board, officer or employee is entitled.

**ARTICLE VIII
FINANCIAL ADMINISTRATION**

Section 8.01. Fiscal Year. The fiscal year of the Corporation is Jan 1 – Dec 31.

**ARTICLE IX
CONFLICTS OF INTEREST**

Section 9.01. Existence of Conflict, Disclosure. A conflict of interest may exist when the direct, personal, financial interest of any director or officer competes with the financial interest of the corporation. All members of the executive board shall sign the CUCOG conflict of interest policy in accordance with the established policy. A copy of this conflict-of-interest statement shall be furnished to each executive board member or officer who is presently serving the corporation, or who may hereafter become associated with the corporation. This policy shall be reviewed annually for the information and guidance of the executive board members and officers, and any new officers and executive board members shall be advised of the policy upon undertaking the duties of their offices.

**ARTICLE X
ANNUAL REPORTS**

An annually updated written account of the corporation's purposes, structure, programs and financial condition shall be published and made publicly available through the filing of the required 990 form. The annual report shall contain: a description of the corporation's purposes, description of its overall programs, activities and accomplishments; a statement of its eligibility to receive deductible contributions; information about the governing body and structure, including

identification of officers, executive board members, and chief administrative personnel; and a comprehensive financial summary that reflects all revenue, reports expenses by program, management and fund-raising categories, and reports year-end balances.

**ARTICLE XI
AMENDMENT OF BYLAWS**

These Bylaws may be amended by both a majority vote of the Executive Board, provided seven (7) days prior notice is given of the proposed amendment or provided all members of the Executive Board waive such notice, or by unanimous consent in writing without a meeting pursuant to Section 3.09, and by a majority vote of the membership who shall be notified via electronic mail at least 30 (thirty) days in advance of such proposed change.

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