

CONSTITUTION AND BY-LAWS
(Revised September 2010)

CONSTITUTION

ARTICLE I

NAME

The name of this Organization shall be the Phoenix Obstetrical and Gynecological Society.

ARTICLE II

OBJECT

The purpose of this Society Shall be:

1. To Improve the practice and advance the cause of Obstetrics and Gynecology as a specialty.
2. To stimulate interest in the scientific and clinical aspects of Obstetrics and Gynecology.
3. To maintain and promote continued friendship and good will among the members.
4. To formulate standards and principles for the practice of Obstetrics and Gynecology in Phoenix and Maricopa County, while incorporating evidenced based medicine.
5. To promote and advocate for women's health issues in Phoenix and Maricopa County.
6. To introduce and involve new members and resident physicians to the organization.

ARTICLE III

MEMBERSHIP

Section 1. The membership of this Society shall be composed of the classes:

- A. Active Members
- B. Honorary Members
- C. Affiliate Members
- D. Emeritus Members

Section 2. The qualifications required of these classes, their rights and obligations, and the method of their election shall be set forth in the By-Laws.

ARTICLE IV

OFFICERS

Section 1. The officers of this Society shall consist of a President, Vice-President, President-Elect and Secretary-Treasurer. All except the Secretary-Treasurer shall hold office for a period of one year. The Secretary-Treasurer shall hold office for a period of two years. At the expiration of the one year term, the President-Elect shall automatically become President and shall serve as such for one year.

Section 2. The governing body shall be called the Executive Committee of the Society and Shall consist of all the officers, the immediate Past President, and four members at large elected by the general membership. One member at large must maintain a practice in the West Valley, one in Central Phoenix, one in the North Valley, and one in the East Valley. In addition, the Director of any Residency Program in Maricopa County will be an ex-officio member of the governing body, provided they are members of the Society.

Section 3. The three most recent living Past-Presidents shall constitute the Nominating Committee, with the immediate living Past-President serving as Chairman.

ARTICLE V

MEETINGS

Section 1. Meetings shall be held at least four times annually. The place and time of the meetings shall be scheduled by the President in conjunction with the governing body.

Section 2. Special meetings may be called by the President with the approval of the Executive Committee, provided that at least a week's advance notice is sent to the membership.

Section 3. Robert's Rules of Order shall govern business meetings in all cases to which they are applicable and in which they are not inconsistent with the Constitution, By-Laws, or special rules of order adopted by this Society.

ARTICLE VI

QUORUM

- Section 1. A quorum for the conduct of business meetings of the Society shall consist of 15% of the Active membership.
- Section 2. A quorum for the conduct of the meetings of the Executive Committee shall consist of 50% of the elected members. A quorum of any committee shall consist of at least 50% of the membership of that committee.

ARTICLE VII

AMENDMENTS

This Constitution and accompanying By-Laws may be amended by a two-thirds affirmative vote of the Active membership responding to a mail ballot. Notice of a proposed amendment must be given at least one week prior to a regular or special meeting.

BY-LAWS

ARTICLE I

MEMBERSHIP

Section 1. Active Members

- A. Active members shall consist of physicians whose practice is limited to Obstetrics and/or Gynecology, who have completed an approved residency in Obstetrics and Gynecology, are certified by the American Board of Obstetrics and Gynecology or an equivalent Board as deemed by the Executive Committee, or are eligible to take the board examination.
- B. Candidates for Active membership shall submit a completed official application to the Executive Director of the Society.
- C. Candidates receiving a 75% affirmative vote of the Executive Committee shall be declared elected to Active Membership. The annual dues are to be paid by the new member upon notification of his/her acceptance to Active membership.

Section 2. Emeritus Members

Any Active member of the Society upon reaching the age of sixty-five (65) years, or any active member that continues to practice in a location outside of Maricopa County, may at their request have their membership changed to Emeritus Status. Emeritus members shall enjoy all the privileges of the Society other than voting or holding office and shall not be required to pay annual dues. They may be assessed for their share of the expenses of any Society function that they may attend.

Section 3. Honorary Members

Honorary membership may be conferred by a 75% vote of Executive Committee. Honorary members shall be exempt from initiation fees and payment of annual dues. They shall not be entitled to vote or hold office and shall have no right, title, or interest in any of the property of the Society. They may be assessed for their share of the expenses of any Society function that they may attend.

Section 4. Affiliate Members

- A. Affiliate members may be any physician or person whose professional interests relate to Obstetrics and Gynecology and whose membership would further advance the activities of the Society
- B. Affiliate membership shall be conferred by a 75% vote of the Executive Committee. Affiliate members shall pay 75% of the annual dues. They shall not be entitled to vote or hold office and shall have no right, title, or interest in any of the property of the Society. They will be assessed for their share of the expenses of any Society function that they may attend or an additional annual rate to be determined from time to time.

ARTICLE II

DUTIES OF OFFICERS

- Section 1. The President shall preside at meetings of the Society and perform such duties as custom and parliamentary usage requires. He shall appoint all committees unless otherwise specifically provided in these By-Laws. He shall serve as chairman of the Executive Committee and he shall be a member, ex-officio of all committees. The President shall be responsible for arrangements, including meeting rooms, dinners, audio-visual arrangements, hotel accommodations, etc. for the guest speakers at regularly scheduled meetings during his/her tenure. The President must review the presentation prior to the meeting to assure that the topic behooves the interests of the Society.
- Section 2. The Vice-President shall assist the President in the performance of his duties and preside in his absence.
- Section 3. The Secretary-Treasurer shall keep a record of the proceedings of the Society, the Executive Committee, and all other committees. He shall be responsible for sending notice of all meetings to the membership, including with such notice announcement of the program, any proposed amendments to the Constitution or By-Laws, or any proposed new membership nominations. He shall perform such other duties ordinarily pertaining to this office or may be designed by the Executive Committee.
- Section 4. The President-Elect will be responsible for arranging the dates and speakers during his tenure in office as President. The President-Elect must review the presentation with the President prior to the meeting to assure that the topic behooves the interests of the Society.

ARTICLE III

DUTIES OF THE EXECUTIVE DIRECTOR

The Executive Director shall receive and process all new applications and submit them to the Executive Committee for approval. The Executive Director shall receive and hold all funds of the Society from which she will pay all Society bills. She will send out statements to each member for dues, assessments, or any other charges, when due. She shall submit a financial report at the last meeting of year or whenever else requested by the President. The Executive Director shall promote the Society and communicate with the membership with meeting and event notices. The Executive Director shall act as a liaison for the President and the Society.

ARTICLE IV

DUTIES OF THE EXECUTIVE COMMITTEE

The Executive Committee shall meet on call of the President as often as the interest of the Society shall require but at least semi-annually, generally in September and January. The President shall act as chairman and 50% attendance will constitute a quorum. The Executive Committee subject to the provisions herein outlined, shall have full and complete authority and the power to conduct, manage, control, and transact all affairs and business of and in behalf of the Society. Nothing herein, however, shall preclude the membership from originating new business on the floor of the Society, nor from voting instructions to the Executive Committee. Ex-officio members of the committee shall consist of the past-presidents of the Society except for the immediate past-president who is a voting member of the Executive Committee, all committee chairmen, and the Directors of the residency programs. The ex-officio members shall not vote. Executive Committee meetings shall be open to the membership, and minutes of these meetings shall be available to the membership. The Executive Committee shall be responsible to the Society for its actions.

ARTICLE V

ELECTION OF OFFICERS

- Section 1. The Nominating Committee shall submit a list of at least two candidates for each office at the March meeting of the Society. Additional nominations may then be made from the floor. Election shall be by electronic ballot by prior to the May meeting. A majority or votes cast will be necessary to elect.
- Section 2. If more than two nominees for an office appear on the ballot and no nominee receives a majority of the votes cast on the first ballot, all nominees for that office

except the two highest shall be dropped and a second electronic ballot shall be taken prior to the May meeting to determine the winning candidate for said office. In case the only two nominees for said office receive an equal number of votes, one additional electronic ballot shall be taken prior to the May meeting and if a tie still exists, election shall be determined by lot in such manner as the Executive Committee may prescribe.

Section 3. Term of office shall be for one year, commencing June 1st and terminating on May 31st of the next year.

ARTICLE VI

TERMINATION OF MEMBERSHIP

Section 1. A member may terminate his membership by written resignation.

Section 2. Non-payment of dues and assessments in arrears over six months will be automatic cause for expulsion provided that thirty (30) days notice in writing of said action be given to the member.

Section 3. Termination of membership which is considered prejudicial to the best interest of the Society may be recommended to the Society by the Executive Committee at a business meeting. Such member may be entitled to a hearing before the Society prior to the vote on the termination of his membership. A seventy-five per cent (75%) vote of the Active membership voting will be necessary to terminate a membership. Vote will be by electronic ballot.

ARTICLE VII

DUES AND ASSESSMENTS

Section 1. An application fee of \$50.00 is established. This fee may be changed by the Executive Committee.

Section 2. Dues shall be determined by the Executive Committee at its first meeting following its election of office, usually in September. Dues will be published to the membership along with notification of the next meeting. The amount of the dues shall be based upon the anticipated expenses of the Society including secretarial expenses. Dues are due within 60 days of notifications.

Section 3. Assessments may be levied upon recommendation of the Executive Committee, subject to the approval of a majority of the Active membership voting.

Section 4. Dues are forfeited upon withdrawal of the member or any reason from the Society.

ARTICLE VIII

GUESTS

Non-members of the Society may attend as invited guests of any member in good standing. Cost for the guest shall be charged to the inviting member. Guests may be requested to leave by the presiding officer during any discussion of Society policy, or during any other time that the presiding officer deems a closed session advisable. Non-members may attend the scientific portion of all meetings as invited guests of the Society or any member in good standing.

ARTICLE IX

COMMITTEES

Section 1. Membership Committee

The membership committee shall consist of a chairman who will be the Secretary-Treasurer of the Society and two members from the governing body appointed by the President. This committee shall keep an up-to-date roster of all members of the Society and addition all those physicians in the community practicing Obstetrics and Gynecology who are non-members of the Society. Furthermore, it is the responsibility of the committee to contact the non-members who are eligible, concerning membership and to make the Society members aware of these same individuals as they do become available.

Section 2. Constitution and By-Laws Committee

The Constitution and By-Laws Committee shall consist of a chairmen and one other member appointed by the President. The Chairman will act as Parliamentarian for the Society. This committee shall maintain an official copy of the Constitution and By-Laws, present all motions for amendments in proper form for voting upon, and record all revisions duly voted by this membership of the Society.

Section 3. Special committees may be appointed by the President for specific purposes and shall make such reports as directed by the President or the Executive Committee.