

CONSTITUTION AND BY-LAWS OF THE CLEVELAND SOCIETY OF OBSTETRICIANS AND GYNECOLOGISTS

CONSTITUTION

Article I

TITLE

The title of this organization shall be the "Cleveland Society of Obstetricians and Gynecologists."

Article II

PURPOSE

Section I

Mission The Cleveland Society of Obstetricians and Gynecologists is a membership organization of obstetricians/gynecologists and other health care providers dedicated to the advancement of women's health through education, practice and research.

Section II

Vision The Cleveland Society of Obstetricians and Gynecologists is dedicated to the promotion of knowledge and the teaching of obstetrics and gynecology; to promote education of the public and the communities in which we serve in order to improve the health of women and the unborn; to provide the public with information about health care delivery; to address policies that would restrict the practice of safe, quality, compassionate care; to promote collaborative state-of-the-art care; and to encourage scientific research to enhance the care we deliver to our patients.

Article III

MEMBERSHIP

Membership in the Society shall be by invitation and self nomination and consist of Full Member, Life Member, Associate Member, Non-Resident Member, Affiliate Member and Junior Member. The Executive Council shall serve as Credentials Committee to review all applications for membership in the above categories. The voting members of the Society will be those who are Full Members.

Section 1

Full Members Each member shall be a Diplomat of the American Board of Obstetrics and Gynecology. Candidates for membership may be proposed by any member or self nominated prior to March 1 and shall be balloted upon by mail before the first meeting of the year. The name and a short history of each candidate for membership shall accompany the ballot sent to each member. A favorable vote by two-thirds (2/3) of the members voting shall be required for election to the Society. A certificate of membership shall be issued at the annual meeting. Any Full member in good standing who withdraws from active membership at his own request, may without again paying initiation fee, be reinstated upon application to, and approval by the Executive Council.

Section 2

Life Member Any member who has served the Society faithfully as an active Full member and who has reached the age of 65 and has had 20 years of dues paying membership or becomes physically disabled shall be transferred at their option to Life member status. Such members shall at all times be privileged to participate in the activities of the Society, with the exception of holding office. They shall be excused from the payment of annual dues.

Section 3

Associate Member Associate membership in this Society shall be established for those candidates who have completed the formal training for certification by the American Board of Obstetrics and Gynecology, disregarding the "time in practice" requirement. Candidates for membership may be proposed by any member or self nominated prior to March 1 and shall be balloted upon by mail before the first meeting of the year. A favorable vote by two-thirds (2/3) of the members voting shall be required for election to the Society. Such members shall at all times be privileged to participate in the activities of the Society with the exception of holding office and voting. Dues shall be established annually by the Executive Council. Associate members elected after July 1977 are not eligible for Life membership until they have become Full members as provided for in Article III, Section 1.

Section 4

Non-Resident Member A former Full member of the Cleveland Society of Obstetricians and Gynecologists who resides or conducts the major portion of his or her professional activities outside the confines of this Society and who is a member in good standing of a component Society.

Section 5

Affiliate Member Physician (M.D., D.O.), certified nurse midwife, physician assistant or nurse practitioner who is engaged in allied medical specialties and sciences that are related to obstetrics and gynecology who have special interests in obstetrics and gynecology may be invited to membership as Affiliate members or self nominated prior to March 1. Their dues will be at the same level as the dues for the Associate member. The dues will be \$100 for the Affiliate membership.

Section 6

Junior Member Junior membership shall be established for individuals enrolled in postgraduate residency training programs approved by the American Board of Obstetrics and Gynecology within the confines of the Society. Candidates for Junior membership will be nominated and recommended by their individual program directors prior to September 1 of each year. Election will be automatic upon receipt of said recommendation and will be automatically terminated at the completion of their residency training. Junior members remaining within the confines of the Society will then be encouraged to apply for Associate membership through the usual procedure. Junior members shall at all times be privileged to participate in the educational activities of the Society with the exception of holding office and voting. Special dues for Junior members shall be established annually by the Executive Council.

Article IV

OFFICERS AND EXECUTIVE COUNCIL

The officers of this Society shall be President, President-Elect, Secretary, Assistant Secretary, Treasurer, and Assistant Treasurer. These officers and six (6) other Full members, elected for a two year term, shall constitute the Executive Council. The retiring President and the Chairman of the Educational Committee shall be ex-officio members of the Council. A Nominating Committee shall be appointed by the President for the purpose of selecting candidates for offices of the Society. The Committee shall consist of five (5) members and will be chaired by the immediate Past President of the Society. Other members shall be the "at large" members of the Executive Council and two (2), full members not presently holding office. The recommendations of this committee shall be subject to approval by the Society at the Annual Meeting and, if approved, shall constitute election to office for a term of one year. These officers shall enter upon their duties immediately before the adjournment of this meeting. Any vacancy occurring between the Annual Meetings shall be filled temporarily by action of the Council. All officers shall be eligible for re-election.

Article V

MEETINGS

Section 1

Annual Meeting

The Annual Meeting of the Society shall be held in May of each year.

Section 2

Regular Meetings

There shall be bi-monthly meetings held from November through May. Members of this Society agree to appear on the program of the meetings then asked by the Executive Council, provided that a ninety (90) day written notice has been given.

Section 3

Special Meetings

Special meetings may be called at the discretion of the Executive Council, except that such a meeting shall be called upon the request of ten (10) or more voting members.

Article VI

AMENDMENTS

Proposed amendments to the constitution shall be presented to the voting membership by mail not less than thirty (30) days prior to any meeting. Following that it will be voted on at the meeting and a two-thirds (2/3) affirmative vote shall be considered acceptance of the amendments.

BY- LAWS

Article I

OFFICERS AND COMMITTEES

Section 1

President The President shall call and preside at all meetings of the Society and shall be ex-officio member of all committees. The President shall be the chairperson of the Executive Council. The term of office shall be for two years.

Section 2

President-Elect The President-Elect shall be elected by the Society to succeed the President at the next Annual Meeting and shall serve as such for two years. The President-Elect, in the absence of the President, shall assume all of those duties and have all of the authority. The President-Elect shall be expected to perform such additional duties as shall be assigned. The term of office shall be for two years.

Section 3

Secretary The secretary shall attend and keep accurate records of all meetings of the Society and of the Executive Council. The Secretary shall send proper notices of all meetings of the Society and of the Executive Council and shall notify all candidates of their election to the Society. The Secretary shall attend to all correspondence and perform such duties as ordinarily pertain to the office and shall be an ex-officio member of all committees. The term of office shall be for two years.

Section 4

Assistant Secretary The Assistant Secretary shall perform all of the duties inherent to the office and in the absence of the Secretary, shall assume those duties and prerogatives. The term of office shall be for two years.

Section 5

Treasurer The Treasurer shall receive all monies due and pay all debts. The Treasurer shall render an account thereof at each Annual Meeting. The Treasurer shall render the annual report after meeting with the Auditing Committee. The term of office shall be for two years.

Section 6

Assistant Treasurer The Assistant Treasurer shall perform all duties inherent in the office and in the absence of the Treasurer shall assume those duties and prerogatives. The term of office shall be for two years.

Article II

MEETINGS

Section 7

Committees

Committees of the Society shall be convened by order of the Executive Council as necessary. All committees and chairmen shall be appointment by the President, subject to the approval of the Executive Council. Executive Council will assume responsibilities of all committees until future need arises.

- **Nominating Committee** As provided for under Article IV of the Constitution.
- **Auditing Committee** The Auditing Committee shall consist of three(3) Full members and shall meet with the Treasurer prior to the Annual Meeting.
- **Committee on Constitution and By-Laws** The Committee on Constitution and By-Laws shall review these documents annually and consider all proposed amendments and alterations to the Society as provided for under article titled AMENDMENTS.
- **Committee on Community Activities** The Committee on Community Activities shall consider and recommend on issues regarding maternal-fetal health, community issues affecting the profession and other public relations issues that may affect the Society.
- **Educational Committee** The Educational Committee will plan and direct continuing educational programs and shall be chaired by the President-Elect.
- **Planning Committee** The Planning Committee will meet for the purpose of long range planning for the Society.
- **Legislative Committee** The Legislative Committee will meet for the purpose of reviewing and recommending changes in Federal, State

or Local legislation affecting the practice of obstetrics and gynecology.

- **Finance Committee** The Finance Committee shall be a standing committee of the Society, consisting of three (3) Full Members of the Society. Members will be the President of the Society, the President-Elect of the Society, and another member appointed by the President, subject to the approval of the Executive Council. The purpose of the committee would be to coordinate the solicitation of operating funds for the Society's activities. The committee would report to the Executive Council at regular intervals.

Article III

EXECUTIVE COUNCIL

The Executive Council shall meet as often as the interests of the Society requires. Four members shall constitute a quorum.

It shall:

- Manage the affairs of the Society, subject to the action of the voting members at the Annual Meeting.
- Control the arrangements and programs for meetings.
- Set up rules for inviting guests to the meetings of the Society.
- Constitute a court of inquiry for investigation of all charges against members for offenses involving law and honor and have the sole power of moving the expulsion of any member.
- Have the power to recommend the dropping of members for lack of interest or nonpayment of dues.
- Appoint committees as necessary to further the knowledge and advancement of obstetrics and gynecology.
- Have the power to levy assessments and authorize all expenditures.
- Have the power to accept resignations and to act on requesting reinstatements.

Article IV

DECORUM

No remarks reflecting upon personal or professional character of any member shall be in order at any meeting, except when introduced by the Executive Council.

Article V

FINANCE

Annual Dues

The Annual Dues and special assessments shall be determined by the Executive Council. Any member neglecting to pay his annual dues for two (2) years may have his membership forfeited by the vote of the Council.

Article VI

MEETINGS

Section 1

Order of Business

- Call to order
- Reading of minutes of last regular meeting and any intervening special meeting
- Treasurer's report (annual meeting)
- Committee reports
- Unfinished business
- New business
- Scientific program
- Adjournment

Section 2

Robert's Rules of Order shall be accepted as a parliamentary guide in conducting all meetings of the Society, insofar as there is no conflict with the Constitution or By-Laws.

Article VII

AMENDMENTS

Proposed amendments to the By-Laws shall be presented to the voting membership by mail not less than thirty (30) days prior to the Annual Meeting. Discussion of amendments shall be provided for on the agenda of the Annual Meeting. Secret ballots shall be mailed to the voting membership immediately following the meeting and shall be returned postmarked no later than thirty (30) days from the date of the Annual Meeting. Ballots postmarked later shall not be counted. A two-thirds (2/3) affirmative vote from ballots received shall constitute acceptance.

The Constitution and By-Laws were adopted May 27, 1947 and amended November 23, 1948; May 25, 1952; May 8, 1953; May 23, 1955; June 26, 1956; May 27, 1957; June 1964; June 1968; February 27, 1973; July 1977; April 16, 1984, May 22, 1991; May 13, 1992; May 18, 1994; June 1995; June 1997; May 15, 2003; May 21, 2008; May 16, 2012