

**CONSTITUTION AND BYLAWS OF
THE ASSOCIATION OF MANAGERS OF GYNECOLOGY AND OBSTETRICS**

Adopted 10/07/77

With Amendments Incorporated from Fall 1995 Meeting
With Amendments Incorporated from Fall 2000 Meeting
With Amendments Incorporated from Fall 2001 Meeting
With Amendments Incorporated from Fall 2002 Meeting
With Amendments Incorporated from Fall 2003 Meeting
With Amendments Incorporated from Fall 2007 Meeting
With Amendments Incorporated from Fall 2010 Meeting

ARTICLE I GOALS AND OBJECTIVES

Section 1 Goals

The improvement of health care delivery, education and research in Gynecology and Obstetrics through professional management.

Section 2 Objectives

1. To promote professional management and continuing education in Gynecology and Obstetrics so that public health care can be advanced.
2. To provide a forum for discussion of management issues in Gynecology and Obstetrics.
3. To provide as mechanism for exchange of information.
4. To interact with other organizations in accomplishing these goals.
5. To provide a mechanism to voice concerns related to legislative and compliance matters.

ARTICLE II MEMBERSHIP AND VOTING

Section 1 Membership

Membership shall be defined as follows:

1a. Active Membership

The criteria for active member status are as follows:

- a. Working in a Department of Gynecology and Obstetrics which involves teaching, research and patient services.
- b. The Department of Gynecology and Obstetrics is part of an accredited medical school of the Association of American Medical Colleges or the Association of Canadian Medical Colleges.
- c. The individual holds the most senior administrative position in the Department.

- d. This senior position is confirmed in writing by the Department Chairperson.

Individuals in a department who meet all criteria for active membership who are on separate campuses of a medical school are eligible for Active status.

1b. Associate Membership

The criteria for associate member status are as follows:

- a. An administrative person who meets all the criteria for active membership, but is not the senior administrative person in the department.
- Or b. Meets all the criteria for active membership except is only affiliated with an accredited medical school of the Association of American Medical Colleges or the Association of Canadian Medical Colleges.
- Or c. Works in gynecology/obstetrics related health care organization meeting all of the following criteria:
 - 1. Participates in service, teaching or research in gynecology/obstetrics.
 - 2. Relates to an accredited medical school of the Association of American Medical Colleges or the Association of Canadian Medical Colleges.
 - 3. Holds an administrative position in the organization.
 - 4. This administrative position is confirmed in writing by the Department Chairperson.

Section 2 Voting Lists

The Secretary/Treasurer or other officer or agent having charge of the books of the Association shall make, at least ten (10) days before each meeting of the members, a complete list of the active, associate, and life members in good standing entitled to vote at such meeting or any adjournment thereof, arranged in alphabetical order with the medical school address, which list shall also be provided and kept open at the time and place of the meeting and shall be subject to the inspection of any member during the entire meeting. The original books shall be prima facie evidence as to who are the members entitled to examine such list or transfer books or to vote at any meeting of members.

The Secretary/Treasurer will confirm the eligibility of all absentee ballots.

ARTICLE III MEETINGS

Section 1 Time for Annual Meeting

The Annual Meeting shall be for the purpose of electing directors and for the transaction of such business as may come before the members in attendance. In order to conduct such election and business, a quorum must be present at the Business Meeting.

Section 2 Quorum

A quorum shall consist of a majority of the voting members of the Association present at the Annual Meeting.

Section 3 Special Meeting

Special meetings of the members, for any purpose or purposes unless otherwise prescribed by statute, may be called by the President, or by a majority of the Board of Directors, and shall be called by the President, at the request of not less than one-tenth (1/10) of all members entitled to vote at the meeting. Failure to elect the Board of Directors at the Annual Meeting shall not cause dissolution of the Association, but the several directors thereof shall continue to hold office until their successors are elected and qualified. A special meeting for the purpose of holding such elections shall be called as soon thereafter as convenient or the directors shall be elected at the next Annual Meeting.

Section 4 Notice of Meeting

Written or printed notice stating the place, day and hour of the meeting, and in case of a special meeting, the purpose or purposes of the meeting, shall be delivered not less than ten (10) nor more than fifty (50) days before the date of the meeting, either personally, by mail, by electronic mail, by fax, or by direct completed telephone call, to each member of the record entitled to vote at such meeting. If mailed, such notice shall be deemed to have been given when deposited in the United States mail, addressed to the member as it appears on the books of the Association with postage thereon prepaid.

Section 5 Protocol

All meetings will be conducted in accordance with Robert's Rules of Order.

ARTICLE IV OFFICERS

Section 1 Number

The officers of the Association shall be a President, Vice-President, President-Elect, and a Secretary/Treasurer. Any two or more offices may not be held by the same person, and the officers shall serve on the Board of Directors. Election of all officers shall be from and by members in good standing.

Section 2 Election and Term of Office

The President, Vice President, President Elect and Secretary/Treasurer shall be members in good standing, elected by a majority vote of the eligible members present at the Annual Meeting of the members held pursuant to Article III, Section 1 of these Bylaws. Such officers shall hold office until their successors are elected and qualified.

Section 3 President

The President shall be the principal executive officer of the Association and shall be in charge of the general direction and promotion of its affairs with authority to do such acts and to make such contacts as are necessary or proper to carry on business of the Association for the duration of their term of office. The President shall preside over all

official meetings of the Association and shall also perform those duties which usually devolve upon a president of an association. The President may, during the absence of any officer, delegate said officer's duties to any other officer or director. The office of President is for a one year term.

Section 4 Vice President

The Vice President shall perform such presidential duties as may be delegated by the Board of Directors and/or by the President. The office of Vice President is for a one year term.

In the absence, resignation or disability of the President, the Vice-President shall, by appointment of the Board, perform the duties of the President for the remainder of the one year term.

In the absence, resignation or disability of the President-Elect, the Vice President shall, by appointment of the Board, perform the duties of the President-Elect. In such case, the Vice President, as acting President-Elect, shall ascend to the Presidency at the recommendation of the Board and the Nominating Committee, subject to approval of the membership, at the next Annual Meeting.

Section 5 President-Elect

The President-Elect shall assist the President and Vice President and perform such duties as may be delegated by the Board of Directors and/or the President. The office of President-Elect shall be for a one year term. The President-Elect will ascend to the Presidency at the Annual Meeting without election.

Section 6 Secretary/Treasurer

The Secretary/Treasurer shall issue notices of all meetings of members and all meetings of the Board of Directors, shall keep the minutes of all such meetings, shall serve as custodian for all Association records, and shall make such reports and perform such duties as are incident to the office or which may be delegated by the President or Board of Directors. As Treasurer he/she shall maintain books of financial account of the Association's finances and business and shall render to the President and Board of Directors and members a complete financial statement at the Annual Meeting and at such times as may be requested of him/her an account of all his/her transactions as Treasurer and of the financial condition of the Association. The Secretary/Treasurer will prepare at each year end for approval by the Board, the required reports for State and Federal tax authorities. The Secretary/Treasurer must be bonded as a condition of office. The office of Secretary/Treasurer is for a two year term and may be re-elected.

ARTICLE V BOARD OF DIRECTORS

Section 1 General Powers

The business and affairs of the Association shall be managed by its Board of Directors who shall be responsible to the membership to ensure compliance that the policies and directives as outlined in the Constitution and Bylaws are adhered to. All members of the Board of Directors are full voting members of the Board.

Section 2 Number, Tenure and Qualifications

There shall be not fewer than seven (7) directors. The directors shall consist of the President, Immediate Past-President, Vice President, President-Elect, Secretary/Treasurer, and two At-Large directors. At-large board members shall each be elected for a two year term.

Section 3 Vacancies and Removal

In the event of a vacancy occurring on the Board more than 90 days prior to the Annual Meeting, that shall be in conflict with Article V, Section 2, requiring that there be no fewer than seven (7) directors, the Board shall appoint a member-at-large to serve the unexpired term. In the event that such vacancy occurs in the Vice Presidency, the Board and Nominating Committee will appoint a Vice President to serve the remaining term. In the event of a vacancy occurring within 90 days of the Annual Meeting, the Board may decide to hold the position for the Annual Meeting.

Section 4 Meetings

A regular meeting of the Board of Directors shall be held without other notice than these Bylaws, coinciding with, and at the same place as the Annual Meeting of the members. The Board may provide, by resolution, the time and place for the holding of additional regular meetings.

Special meetings of the Board of Directors may be called by or at the request of the President or any two directors. Notice of special meetings shall be given not less than two (2) weeks in advance of said meeting. Such notice may be by mail, email, direct completed telephone call, or may be verbal. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed with postage thereon prepaid. If sent by email, return electronic receipt of the email shall be requested. Any director may waive notice of any meeting. The attendance of a director at a meeting shall constitute waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 5 Quorum

A majority of the Board of Directors shall constitute a quorum for the transaction of business. Any director may submit his/her vote by proxy to the President if unable to attend a meeting of the Board of Directors.

Section 6 Committees

The President shall appoint ad hoc and/or standing committees as he/she deems necessary provided that no more than one member of the Board of Directors shall serve on any one Committee.

Section 7 Compensation

The Directors of the Organization shall serve without remuneration and no Director shall directly or indirectly receive any profit from their position as such; provided that Directors may be paid reasonable expenses incurred in the performance of their duties.

Section 8 Indemnification

Every Director or Officer of the organization or other person who has undertaken or is about to undertake any liability on behalf of the organization shall at all times be indemnified and saved harmless out of the funds of the organization from and against:

- a. All costs, charges and expenses whatsoever which such Director, Officer of other person sustains or incurs in or about any action, suit or proceeding which is brought or prosecuted against the individual for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by the person in or about the execution of the duties of the office, except such costs, charges or expenses as are occasioned by the individual's own willful neglect.
- b. All other costs, charges and expenses, which he/she sustains or incurs in or about, or in relation to the fares thereof, except such costs, charges or expenses that are occasioned by the individual's own willful neglect.

ARTICLE VI CONTRACTS, LOANS, CHECKS, DEPOSITS AND DUES

Section 1 Contracts

The Board of Directors may authorize, in addition to the President, any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association. Such authority may be general or confined to specific instances; the authorization must be specifically recorded in the official minutes of the Annual or Special Meeting.

Section 2 Loans

No loans shall be contracted on behalf of the Association and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of two-thirds (2/3) vote of members present at the Annual Meeting. Such authority may be general or confirmed to specific instances.

Section 3 Checks and Drafts

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association shall be signed by the Treasurer or agent or agents of the Association and in such manner as shall from time to time be determined by resolution of the Board of Directors. All checks, drafts or other orders for the payment of money written in excess of five thousand dollars (\$5,000.00) must require two signatures.

Section 4 Deposits

All funds of the Association not otherwise employed shall be deposited from time to time to the credit of the Association in such banks, trust companies or other depositories as the Board of Directors may select.

Section 5 Dues

Proposed changes to the annual dues shall be recommended by the Board of Directors to the general membership at the Annual Meeting and adopted by majority vote of the eligible members. Dues are payable by March 1 of each year and shall become delinquent

if not paid by June 1. Any member whose dues are delinquent at the time of the Annual Meeting shall forfeit his/her voting rights at that meeting.

ARTICLE VII TERMINATION OF MEMBERSHIP

Membership shall be terminated by resignation of the member or failure to meet membership.

ARTICLE VIII AMENDMENTS

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted at the Annual Meeting as submitted by the Bylaws Committee through the Board of Directors by a majority vote of the members present.

ARTICLE IX DISSOLUTION

Upon dissolution of AMGO, all assets in whatever form, after payment of all legal debts and obligations, will be given to the tax-exempt member institutions comprising the organizations who are in good standing at the time of the dissolution based on a formula to be devised by the Board of Directors and which will consider the number of dues-paying members from each institution and the number of years that institution has been represented in the membership of the organization.

ARTICLE X ATTENDANCE OF MEETINGS BY NON-MEMBERS

Individuals who represent institutions or organizations that are not AMGO members may be allowed to attend and participate in meetings of the Association providing that they pay a registration fee to be determined annually by the Board of Directors of the Association, not to be less than the fee for members.

ARTICLE XI YEAR END

The annual year end for the Association shall be December 31.

Updated November 5, 2010