

## **BY-LAWS**

### **INTERNATIONAL SOCIETY OF GYNECOLOGICAL PATHOLOGISTS**

Approved on March 5, 1978

First Amendment, November, 1981

Second Amendment, March 1991

Third Amendment, March 2009

Fourth Amendment, March 2010

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#### **ARTICLE 1 - NAME**

This society shall be called the INTERNATIONAL SOCIETY OF GYNECOLOGICAL PATHOLOGISTS, incorporated under the laws of the State of Minnesota, United States of America, as a non-profit organization.

#### **ARTICLE 2 - OBJECTIVES**

The objectives of this Society are:

- 2.1 To promote the study and the advancement of gynecological pathology.
- 2.2 To create a forum for the discussion and exchange of new knowledge in gynecological pathology.
- 2.3 To foster and provide leadership in the development of research in gynecological disease.
- 2.4 To promote the organization and improvement of training programs in this discipline.

#### **ARTICLE 3 - MEMBERSHIP**

There shall be the following kinds of membership:

- 3.1 REGULAR MEMBERS - Any physician formally trained in Pathology and either recognized or certified as a pathologist (in accordance to each country's regulations and customs for specialists) and who has demonstrated interest and has contributed to the field of gynecological pathology.
- 3.2 ASSOCIATE MEMBERS - Any physician or other scientist who does not qualify as a regular member but who has demonstrated special interest in the field of gynecological pathology, as evidenced by significant contributions.

3.3 JUNIOR MEMBERS - Any pathologist in training who has an interest in gynecological pathology. This Junior Membership is limited to two years.

3.4 HONORARY MEMBERS - Persons who have made distinguished or extraordinary contributions to the field of gynecological pathology. Election to Honorary Membership will be conducted by the Executive Committee and confirmed by simple majority vote during the next business meeting of the Society or by mail vote at any time.

3.5 EMERITUS MEMBER - A person who was either a Regular or Associate Member of the Society may be elected by the Executive Committee upon his/her request as an EMERITUS MEMBER when he/she retires from gainful activities, provided that past dues have been fully paid. Persons elected to Emeritus will enjoy the benefits of regular members, including full voting privileges and access to digital/printed journal, providing the Society is financially solvent. However, such persons will not be eligible to hold office. All persons elected to Emeritus status will be formally announced at the next business meeting of the Society.

3.6 ELECTION TO MEMBERSHIP - A qualified individual may apply for membership to the Secretary of the Society. An updated copy of the curriculum vitae and a letter of recommendation must accompany each application. After the Membership Committee determines that the applicant is qualified, the nomination shall be confirmed by the Executive Committee and submitted for election by simple majority vote during the next business meeting of the Society or by mail vote at any time.

3.7 RIGHTS OF THE MEMBERS - All Regular members, Honorary members and Emeritus members shall have the right to vote. Only Regular members shall have the right to hold office.

All members of the Society have the right to participate in the scientific sessions and in deliberations and discussions of the business meetings.

No member shall use the name, the property or the organization of the Society for personal benefit. Only current elected officers shall represent the Society in official business.

3.8 TERMINATION OF MEMBERSHIP - The following shall be causes of termination of membership in the Society:

3.8.1 Death of the member

3.8.2 Resignation of the member by written document submitted to the Secretary and acted upon by the Executive Committee.

3.8.3 Expulsion from the Society due to:

3.8.3.1 Non-payment of dues over two years.

3.8.3.2 Unethical conduct.

Requests for expulsion of a member shall be documented in writing by two members, acted upon by the Executive Committee after adequate investigation including appropriate communication with the member in question, and final ratification by simple majority vote at the next business meeting. An expelled member can appeal the decision by written document to the Executive Committee.

#### **ARTICLE 4 - OFFICERS**

4.1 The Executive Committee of the Society shall consist of the following Officers and the Immediate Past President.

4.1.1 President

4.1.2 Vice-President (President-Elect)

4.1.3 Secretary

4.1.4 Treasurer

4.1.5 Officers-at-Large (4)

4.2 ELECTION - Only regular members of the Society are eligible to be Officers. Nominations for Officers' positions shall be made by the Nominating Committee. Additional nominations may be made by any regular member. The membership shall be notified of a forthcoming mail-ballot election by the Secretary at least 60 days prior to the mailing of the ballot; a nomination by a member must be received in writing by the Secretary at least 30 days before the date of mailing of the ballot for entry of the nominee's name on the ballot. The individual who receives the largest number of votes by mail ballot in a category shall become elected.

4.3 TERM OF OFFICE - The elected officers shall hold office for periods of two years and can be re-elected for successive periods up to a maximum of six years in office in any capacity.

4.3.1 The President and the Vice-President shall hold office for periods of two (2) years and shall not be eligible for re-election. After his/her term of office, the President shall continue as a member of the Executive Committee for two (2) years (as Immediate Past-President) and the Vice-President shall assume the presidency for a term of two (2) years.

4.3.2 The Secretary and the Treasurer shall hold office for a period of two (2) years and can be re-elected to their offices for successive periods up to a maximum of six (6) years.

4.3.3. The Officers-at-large shall hold office for a period of two (2) years and may be re-elected for two (2) additional terms.

4.4 DUTIES OF THE OFFICES

4.4.1 Duties of the President - The President shall be the principle executive officer of the Society. He/she shall preside at all meetings of the Society, serve as Chairman of the Board of Directors, take responsibility as a representative of the Society, and be responsible for deeds, mortgages and contrasts which the Board of Directors has approved. The President officially shall receive donations, bequests, or gifts to the Society, on behalf of the Society. The President is empowered to appoint permanent and ad hoc committees which he/she deems necessary to make recommendations on important issues, or to which he/she delegates certain functions as necessary.

4.4.2 Duties of the Vice-President - The Vice President shall be the President-Elect. In the absence or incapacity of the President, the Vice-President shall perform the duties of the President. He/she shall execute other duties as delegated by the President or the Executive Committee.

4.4.3 Duties of the Secretary - The Secretary shall keep records of the meetings and other activities of the Society; keep custody of the document of the Society; and execute other functions delegated by the President or the Executive Committee.

4.4.4 Duties of the Treasurer - The Treasurer shall receive membership dues and other income received by the Society; keep all records of financial documents and transactions with approval of the President; and execute other functions delegated by the President or the Executive Committee.

4.4.5 Duties of the Officers at Large - The Officers-at-Large shall coordinate the activities of the Society in their areas by stimulating educational programs and the recruitment of new members, and shall execute any other function delegated by the President or the Executive Committee.

## **ARTICLE 5 - EXECUTIVE COMMITTEE**

The elected officers of the Society shall form the Executive Committee. They may also serve as members of the Board of Directors. The affairs of The Society shall be governed by the Executive Committee who shall act in its own best judgment and discretion to carry out the general mission of The Society as governed by the Articles of Incorporation, Bylaws, Conflict of Interest Policies, and Procedures and applicable law. The actions of the Executive Committee shall be considered taken upon majority approval at a meeting of a quorum (5) of the voting members of the Executive Committee.

The main functions of the Executive Committee are:

5.1 To represent the Society in official business.

5.2 To carry out the directions and policies approved by the membership.

5.3 To organize and coordinate the regular and extraordinary meetings of the Society.

5.4 To exert leadership in the development and implementation of scientific programs according to the objectives of the Society.

## **ARTICLE 6 - BOARD OF DIRECTORS**

The elected officers of the Society shall form the Board of Directors as well as the Executive Committee. The president shall serve as Chairman of the Board.

The election of officers and the functions of the Board of Directors are the same as those of the Executive Committee, as stated in these By-Laws.

The Board of Directors, as such, shall deal specifically with matters related to the incorporation of the Society.

## **ARTICLE 7 - MEETINGS**

7.1 BUSINESS MEETINGS - The President of the Executive Committee must call a business meeting of all members of the Society at least once a year. All major policy matters must be reported to the Membership. Annual Accounts, Changes to By-Laws, Election of Officers, and Setting Dues for Membership must be approved by simple majority vote at a business meeting or by mail ballot.

7.2 EXECUTIVE COMMITTEE MEMBERS - The President shall call an Executive Committee Meeting any time he/she considers it necessary. There shall be at least one yearly meeting of the Executive Committee.

7.3 BOARD OF DIRECTORS MEETING - The chairman shall call a meeting of the Board of Directors at least once a year, which may coincide with a meeting of the Executive Committee, or within 90 days after he/she receives a request to call such a meeting by the majority of members of the Board.

7.4 SCIENTIFIC MEETING - The Executive Committee shall call scientific meetings at least once a year with a notice to the members at least three (3) months before the meeting. Scheduling of scientific meetings in association with those of other societies may be arranged by the Executive Committee.

## **ARTICLE 8 - AMENDMENT OF THE BY-LAWS**

8.1 Proposals to amend the By-Laws may be made by any regular member to the Executive Committee. Such proposals shall be made in writing to the Secretary. The Executive Committee shall evaluate and present them to the Membership. The Executive Committee may itself initiate proposals to amend the By-Laws.

8.2 The amendment(s) shall be approved by a two thirds (2/3) majority vote of all voting regular members by mail ballot.

## **ARTICLE 9 - LIQUIDATION OF THE SOCIETY**

9.1 DECISION TO LIQUIDATION - The Society may be dissolved by two-thirds (2/3) majority vote of regular members. Such a move may be initiated by the Board of Directors. Debts of the Society may be assessed to the regular members as deemed necessary.

## **APPENDIX I: ANNUAL DUES**

Membership annual dues shall be established by the Executive Committee and paid to the Treasurer in any currency redeemable in US dollars. Honorary and Emeritus members shall pay no dues.

## **APPENDIX II; WAIVER OF DUES**

The annual dues may be waived by the Executive Committee under certain extraordinary circumstances, including retirement, upon request from the member.

## **APPENDIX III: OFFICIAL JOURNAL**

III.1 The Society shall sponsor and own the copyrights of the International Journal of Gynecological Pathology as its official journal.

III.2 All official announcements of the Society shall appear in the aforementioned official journal.

III.3 Each dues-paying member shall receive a copy of the aforementioned journal.

III.4 The executive committee will nominate the editor in chief of International Journal of Gynecological Pathology who will hold this position for a period of five years.