

Draft (January, 2014)

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

Fifth Amendment, February 2011

Sixth Amendment, February, 2014

ARTICLE 1 - NAME

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

ARTICLE 2 – PURPOSE

The purposes of this Society are:

- To promote the health of women worldwide by the study and the advancement of knowledge and practice of gynecological pathology.
- To create a forum for the discussion and exchange of new knowledge in gynecological pathology. This is to be achieved through the publication of a Journal (The International Journal of Gynecological Pathology) and by electronic methods such as a website.
- To foster and provide leadership in the development of research in gynecological disease.
- To promote the organization and improvement of training programs in this discipline.

ARTICLE 3 – MISSION STATEMENT

The mission of the International Society of Gynecological Pathologists is to promote the health of women by acquiring greater understanding of gynecologic diseases, improving the accuracy of pathologic diagnosis, and disseminating this knowledge throughout the world.

ARTICLE 4 – TAX EXEMPTION

The International Society of Gynecological Pathologists is organized exclusively for the charitable purposes within the meaning of Section 501 (C) (3) of the Internal Revenue Code of 1986 of the USA. The Society shall not conduct any activities that are not permitted to be conducted by an organization that is exempt from the US Federal Income Tax under Section 501 and deductible under Section 170 (C) (2) of the IRS Code of 1986.

ARTICLE 5 – MEMBERSHIP

There shall be the following classes of membership:

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.

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.

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

Honorary Members - Persons who have made distinguished or extraordinary contributions to the field of gynecological pathology. Election to Honorary Membership will be by action of the Board of Directors.

Emeritus Member - A person who was either a Regular or Associate Member of the Society may be elected by the Board of Directors 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 Member status 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.

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 Secretary determines that the required materials have been received and the applicant is considered qualified, the names shall be brought forward to the Board of Directors for their consideration. Nominations shall be determined by a simple vote of the Board of Directors. Newly confirmed members shall be announced during the next business meeting of the Society or by electronic methods, such as email.

RIGHTS OF THE MEMBERS

All Regular members, Honorary members and Emeritus members shall have the right to nominate candidates for the Board of Directors, and to vote for the election of officers of the Board of Directors, on issues related to the Bylaws or amendments to the Bylaws, and on the approval of the annual budget. 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 at 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.

TERMINATION OF MEMBERSHIP

The following shall be causes of termination of membership in the Society:

- Death of the member
- Resignation of the member by written document submitted to the Secretary and acted upon by the Board of Directors.
- Expulsion from the Society due to:
- Non-payment of dues for two years.
- Unethical conduct.

Requests for expulsion of a member shall be documented in writing by two members, acted upon by the Board of Directors 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 Board of Directors.

NOTICE TO MEMBERS

Members shall be informed of the activities and progress of the Society through the website, emails, and annual meetings.

ANNUAL DUES

Membership annual dues shall be established by the Board of Directors and paid to the Treasurer or his/her agent (as approved by the Board of Directors) in any currency redeemable in US dollars. Honorary and Emeritus members shall pay no dues.

WAIVER OF DUES

The annual dues may be waived by the Board of Directors under certain extraordinary circumstances, upon request from the member.

ARTICLE 6 – BOARD OF DIRECTORS

The elected officers of the Society shall form the Board of Directors and include the following 10 Officers:

- President
- Vice-President (President-Elect)
- Secretary
- Treasurer
- Past President
- Officers-at-Large (5)

The main functions of the Board of Directors are:

- To represent the Society in official business.
- To organize and coordinate the regular and extraordinary meetings of the Society.
- To provide leadership in the development and implementation of scientific programs according to the objectives of the Society.
- To set policies regulating the normal functions of the society, including, but not necessarily limited to policies relating to conflict of interest, non-discrimination, due diligence, financial audits, document retention, and compensation practices.

In addition, the routine affairs of the Society, including, but not limited to, creation of committees, development and execution of strategic plans, affiliations with other societies, creation of contracts (including those relating to the publication of the Journal), financial activities, scheduling of meetings and symposia, shall be governed by the Board of Directors 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 Board of Directors shall also be responsible for formulating policies governing the outreach and education missions of the Society. An update of the finances must be provided by the Treasurer or Financial Committee for discussion and approval to the Board of Directors on a quarterly basis, and the Board of Directors must approve the annual budget and the information provided in the IRS form 990. The actions of the Board of Directors shall be considered taken upon majority approval at a meeting of the Board of Directors.

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 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 ballot in a category shall become elected. Elections may be conducted by mail, email, or other electronic means as determined by the Board of Directors, and the method will be announced to the membership at the annual business meeting or by electronic means.

VACANCIES

In the case of a vacancy, the Board of Directors may elect an officer to fill the vacancy for the remainder of the vacancy term.

TERM OF OFFICE

The elected officers shall hold office for periods of two years.

- 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 Board of Directors for two (2) years (as Immediate Past-President) and the Vice-President shall assume the presidency for a term of two (2) years.
- 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.
- The Officers-at-large shall hold office for a period of two (2) years and may be re-elected for two (2) additional terms. The Officers-at-large should reflect the broad membership of the society in terms of geographical location.

ARTICLE 7 – DUTIES OF THE OFFICERS

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 signing deeds, mortgages and contracts and other fiduciary instruments as authorized by the Board of Directors. 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.

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 Board of Directors.

Secretary - The Secretary shall keep records of the meetings and other activities of the Society; keep custody of the documents of the Society according to the Document Retention policy; and execute other functions delegated by the President or the Board of Directors.

Treasurer - The Treasurer or his/her agent or assistant, shall receive membership dues, royalties from the Journal, and other income received by the Society; keep all records of financial documents and transactions; act as custodian of funds, depositing them in a bank or other financial instrument as designated or approved by the Board of Directors; issue and sign checks up to \$3000; prepare quarterly financial statements and present them to the Board of Directors; provide or complete information as necessary to comply with US IRS requirements; assist the Finance Committee in the creation of an annual budget; and execute other functions delegated by the President or the Board of Directors. Checks for more than \$3000 must be countersigned by the President. The Treasurer will be bonded to protect both the Society and the individual.

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 Board of Directors.

ARTICLE 8 - COMMITTEES

Governance Committee - The Governance committee is composed of the President, the President-elect and the Secretary, and it is chaired by the President. The committee shall be responsible for developing and updating administrative policies for the Society, including those related to document retention, non-discrimination, and whistle-blower issues, as well as the mission statement and amendments to the By-laws, as needed. The governance Committee shall also address issues relating to potential affiliations with other societies or organizations, and public relations.

Finance Committee - The Finance Committee is composed of the Past-President, the President and the Treasurer, and it is chaired by the Past-President. This committee shall be responsible for review of the financial activities for each quarter as presented by the Treasurer, and then discussed, modified as necessary and adopted by the committee. The committee shall also be responsible for preparing an annual budget to be presented to the Board of Directors, advising the Board of Directors on investments and money management, the need for financial audits, ensuring that some form of financial review be conducted annually, and reviewing matters pertaining to IRS regulations and completion of associated forms. The Finance Committee shall present all of their recommendations to the Board of Directors for approval.

Education Committee - The Education committee shall be composed of 6-12 Regular members, at least one half of whom shall be members of the Board of Directors. It is chaired by the President or his/her appointee. The committee is responsible for identifying potential programs or symposia for the members to be presented at Society Scientific meetings and making recommendations of such to the Board of Directors; for development and maintenance of the society website; for development of list serves or other electronic methods of communication of educational information as needed; for development of webinars as needed; and for provision of CME credit as appropriate for educational activities, all as approved by the Board of Directors.

Nominating Committee - The Nominating Committee is composed of the three Past-Presidents of the Society, and it is chaired by the immediate Past-President. The Nominating Committee shall submit to the Board of Directors a slate of nominees for the positions of Officers of the Society at least 90 days prior to the next scheduled election.

Ad Hoc Committees - The President may create other committees as deemed necessary or desirable, and appoint their members. Ad-Hoc Committees may be formed of members of the Board of Directors, Regular Members, or both.

RULES, RECORDS, QUORUMS AND VACANCIES

Each committee shall define the rules for itself and maintain written records of each meeting. A majority of members of any committee shall constitute a quorum. A vacancy in the membership of any committee other than the Board of Directors shall be filled by the President.

ARTICLE 9 – INDEMNIFICATION

The International Society of Gynecological Pathologists shall indemnify the Board of Directors, and the Officers of the Society, individually or as a group, against any liability in connection with the proceeding in which the indemnified representative may be involved in an indemnified capacity, without limitation, except where the conduct of the indemnified representative has been finally determined by a court of law to constitute willful misconduct or recklessness, or accrual of personal benefit to which the indemnified individual is not legally entitled.

ARTICLE 10 - MEETINGS

BUSINESS MEETINGS

The President of the Society must call a business meeting of all members of the Society at least once a year. All major policy matters acted upon or proposed by the Board of Directors must be reported to the Membership, either at the annual business meeting or by electronic methods (including email, website or other methods) The annual budget, 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 or electronic ballot.

COMMITTEE MEETINGS

- **Board of Directors Meetings** - The President shall call a Board of Directors meeting any time he/she considers it necessary. There shall be at least quarterly meetings of the Board of Directors, at which time the quarterly financial reports shall be provided for review and approval. Meetings of the Board of Directors may take place at a time when a quorum (5 or more) are present in person, or by conference call or by other electronic methods, as determined by the members of the Board of Directors.
- **Finance Committee Meetings** – The Finance Committee shall meet at least quarterly, in person or by electronic methods including conference call, at which time the financial activities for the quarter should be presented by the Treasurer, and then discussed, modified as necessary and adopted by the committee.
- **Nominating Committee, Governance Committee, Education Committee, and Ad-Hoc Committee Meetings** – These committees may meet in person or by electronic methods of their choice, including conference call or emails. The Chair of the Committee shall provide a

written summary of their discussions, recommendations, and ballots to the Board of Directors at least annually.

- **Scientific Meeting** - The Board of Directors 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 Board of Directors.

ARTICLE 11 - FINANCIAL AFFAIRS

Fiscal Year – The fiscal year of the Society shall end on December 31st of each year.

Management of Funds – the funds of the Society shall be deposited in one or more banks or financial institutions, based on recommendations from the Finance Committee, and determined by the Board of Directors. Funds in one bank should not exceed limits protected by the FDIC. Money to be invested in CD's, securities, bonds, funds or other financial instruments must be approved by the Board of Directors.

Annual Budget – An annual budget shall be prepared by the Finance Committee and presented to the Board of Directors at least 30 days prior to the last meeting of the Board of Directors for the year.

Financial Review – The financial records of the Society shall be reviewed annually by a certified public accountant, and the results of the review presented to the Board of Directors for final approval. The type of review (compilation or audit) shall be suggested by the Finance Committee subject to approval by the Board of Directors.

ARTICLE 12 - OFFICIAL JOURNAL

The Society shall sponsor and own the copyrights of the International Journal of Gynecological Pathology (the Journal) as its official journal. All official announcements of the Society shall appear in the Journal and/or on the Society website. Each dues-paying member shall receive a copy of the journal.

The Board of Directors will select the editor-in-chief of International Journal of Gynecological Pathology, who will hold this position for a period of five years, with the possibility of renewal for an additional five year period at the discretion of the Board of Directors.

ARTICLE 13 - AMENDMENT OF THE BY-LAWS

Proposals to amend the By-Laws may be made by any regular member to the Board of Directors. Such proposals shall be made in writing to the Secretary. The Board of Directors shall evaluate and present them to the Membership by electronic methods or at an annual Business Meeting. The Board of Directors may itself initiate proposals to amend the By-Laws.

The amendment(s) shall be approved by a two-thirds (2/3) majority vote of all voting regular members by ballot using electronic methods or at the annual business meeting.

ARTICLE 13 - LIQUIDATION OF THE SOCIETY

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.