

**American Association of
Obstetricians and
Gynecologists Foundation
Inc.**

Bylaws

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**THE AMERICAN ASSOCIATION OF OBSTETRICIANS AND GYNECOLOGISTS
FOUNDATION, INC.**

BYLAWS

Article I. Members

Section 1. Annual Meetings. The annual meeting of the members of the American Association of Obstetricians and Gynecologists Foundation, Inc. (AAOGF), shall be held in the same city (unless held remotely) as, and during, the annual meeting of the American Gynecological and Obstetrical Society (AGOS). In the call of this meeting, the President shall fix the time and means. Notice of annual meetings shall be published in the official program for the annual meeting of the AGOS over the names of the President and Secretary-Treasurer, and no other or further notice shall be required, as all members of AGOS are also members of AAOGF. The presence of 15 members shall constitute a quorum.

Section 2. Special Meetings. Special meetings of members of the AAOGF shall be called by the President, who in the call shall fix the time and means of the meeting and shall further state the business to be considered. Special meetings of the members shall be held on 30 days written notice, which shall be given by the Secretary-Treasurer to all members as to the time, means, and purposes thereof. The President shall be required to call a special meeting of the members upon resolution adopted by the Board of Trustees at a duly constituted meeting or upon written request of 3 trustees or 25 members of the Foundation; such requests shall state the business to be considered.

Section 3. Place of Meetings. Meetings of the members of the AAOGF may be held in any place in the United States or by electronic means.

Article II. Trustees

Section 1. Trustees Generally.

The affairs of the Foundation shall be managed by a Board of Trustees, consisting of:

- five to seven (5-7) Trustees elected by the membership,
- Three to four (3-4) Trustees, whose office entitles them to serve on the Board, those being the President of the AGOS, the Past President of the AGOS, and the President-Elect of the AGOS. The immediate Past President of AAOGF will serve as a ninth member for one year after the election of a new President, to provide for continuity of leadership.
- (a) Trustees Elected by AGOS Membership. The Trustees elected by the AGOS membership shall serve as Foundation President, Vice-President, Secretary-Treasurer, Chair of the AAOGF Scholar Committee, Chair-Elect of the AAOGF Scholar Committee, and an at-large member. The term of office of the Foundation President, Vice-President, Secretary-Treasurer, Chair of the AAOGF Scholar Committee, and an at-large member shall be three years. Each elected Trustee may

be re-elected for one additional three-year term, except for the at-large member, who will not be eligible for re-election. The Chair-Elect for the AAOGF Scholar Committee will serve one year as a trustee prior to becoming the Chair of the AAOGF Scholar Committee.

Terms of office shall be arranged so that at least one elected Trustee shall expire at the time of the annual meeting each year. At each annual meeting, the members shall elect one or more Trustee(s) to replace those whose term of office is expiring. All such elections shall be conducted by ballot. All members of AGOS, except honorary members, are eligible for election as Trustees. The President of AAOGF shall appoint a Nominating Committee to provide the nominees for the positions of elected Trustees of AAOGF. The President has the authority to create as many Nominating Committees as necessary and appropriate if more than one nominee is needed to fill vacancies.

(b) Trustees by Virtue of the Offices they hold. The President of the AGOS is a Trustee and will serve ex officio and will have the power to vote on affairs of the Board. The terms of office of these two Trustees shall coincide with the terms of the offices, which entitle them to serve as Trustees. The immediate Past President of AAOGF will be a voting member of the AAOGF Board of Directors for the duration of his/her one-year term as Past President.

Section 2. Elected Trustees; Vacancies.

Each person so appointed shall serve as a Trustee until that Trustee or a successor is elected by the membership at the next annual meeting of the membership or at a prior special meeting of the membership. No special meeting of the membership shall be called for the sole purpose of electing a Trustee. However, at any special meeting of the membership called for another previously stated purpose, while a Trustee appointed by the Board to fill a vacancy in the office of an elected Trustee is serving, action shall be taken by the membership to confirm or replace the said Trustee. Notice of the impending election shall have been given to the Board membership by the Secretary-Treasurer.

Section 3. Annual Meetings.

The annual meetings of the Board of Trustees shall be held without call or notice in the same city (or remotely) as, and on the day prior to or during, the annual meeting of the members of the American Gynecological and Obstetrical Society.

Section 4. Interim Meetings.

The Interim Meeting of the Board of Trustees may be held in the spring of every year.

Section 5. Special Meetings.

The President shall hold special meetings of the Board of Trustees upon call. The Secretary-Treasurer shall be required to provide in writing 30 days' notice of special meetings, giving the time, place, and business to be considered. The President shall be required to call a special meeting of the Board of Trustees upon resolution adopted by a

majority of the members of the Board of Trustees at a duly constituted meeting or upon written request of three (3) Trustees, such request to state the business to be considered.

Section 6. Quorum.

Four (4) Trustees present shall constitute a quorum at a meeting of the Trustees.

Section 7. Place of Meetings.

Meetings of the Board of Trustees of the Foundation need not be held at its registered office or elsewhere in the State of Michigan. Such meetings may be held in any place in the United States or by remote means

Section 8. Committees.

The Board of Trustees may by resolution adopted by a majority of members of the Board appoint such committees, standing or special, as it may deem appropriate, to assist it in administering the affairs of AAOGF. The President shall nominate, for Board approval, committee members and chairs, other than the chair of the AAOGF Scholar Committee.

a) Nominating Committee. This committee shall consist of three (3) members. The President of AAOGF shall appoint them after approval of the Board of Trustees has been obtained. At the interim meeting of the Board of Trustees, this committee shall present nominations for the offices of President, Vice President, Secretary-Treasurer and Chair and Chair-Elect of the Scholar Committee whenever the term of office of any of these individuals is to terminate at the subsequent annual meeting. Nominations may also be considered at other times should the need arise due to unavoidable delays at the discretion of the President.

b) Scholar Committee. A standing committee shall be the AAOGF Scholar Committee. This committee shall consist of the Chair, Chair-Elect, three (3) ex-officio members, and up to six (6) additional members. The ex-officio members shall be the immediate Past President, the President of AGOS, and the Secretary-Treasurer of the AAOGF.

The AAOGF Nominating Committee shall nominate the Chair and Chair-Elect of the American Association of Obstetricians and Gynecologists Scholar Committee and the voting members of that organization shall elect the Chair. Upon election, they shall become trustees of the AAOGF. The term of office for the Chair shall be three years and they shall be eligible for re-election for additional term. The Chair elect will serve for one year prior to assuming the role of the Chair. In addition to the Chair and the Chair-Elect and the officers noted above up to six (6) additional members may be appointed. The Trustees of AAOGF shall designate the Scholar Chair and the term of office shall be three years, and they shall be eligible for a second term. The committee shall make recommendations to the Board of Trustees of AAOGF concerning activities to be undertaken to fulfill the purpose of that organization. It shall be concerned with the selection of awardees to be supported by the organizations and measures to ascertain that the individuals involved are attaining the objectives of these fellowships.

Section 9. Powers and Duties of Trustees.

The Board of Trustees shall have the power to refuse to accept on behalf of AAOGF gifts, bequests, and acquisitions of any type which do not conform to the purposes of AAOGF as stated in Article III of the Articles of Incorporation or which carry restrictions as to Trustee management or disposition. The Board of Trustees shall review and approve or disapprove of the management of all investments, and requests for funds from various sources. It shall promote donations and bequests to AAOGF. Proposals from members for expenditures from the foundation for new programs must be submitted in writing to the Secretary of AAOGF at least thirty days before the interim meeting of the Council of the American Gynecological and Obstetrical Society. The Board of Trustees of AAOGF will report annually to the membership concerning the financial status of, the expenditures there from, and recommendations for programs to be financed by AAOGF.

Article III. Officers

Section 1. Officers Generally. The officers of AAOGF shall be a President, a Vice-President and a Secretary-Treasurer. The term of office for each position shall be three years and each officer shall be eligible for re-election for one additional three-year term.

Section 2. President. The President shall be the chief executive officer and shall have and exercise generally the powers and duties pertaining to such office. He or she shall prepare or cause to be prepared, and shall submit to the annual meeting, a report of the business activities and affairs of AAOGF.

Section 3. Vice-President. During any vacancy in the office of President, and during the absence or disability of the President, or at his or her direction, the Vice-President shall have and may exercise all of the powers and perform all of the duties of the President.

Section 4. Secretary-Treasurer. The Secretary-Treasurer shall keep, or cause to be kept, in proper form, the minutes and records of all corporate proceedings. They shall have and may exercise all powers and duties pertaining to the offices of Secretary and Treasurer. They shall be the chief financial officer of AAOGF and shall keep, or cause to be kept, true and accurate accounts of all financial transactions thereof. They shall prepare, or cause to be prepared, audits of the books of the AAOGF in accordance with accepted accounting practices and shall render from time to time, upon demand, to the Trustees and to the President, reports of all matters within their jurisdiction and shall make an annual report, with periodic audits conducted by a certified public accountant.

Section 5. Compensation of Officers. No members, officers or Trustees may receive compensation.

Section 6. Bonding of Officers. AAOGF shall maintain a Directors and Officers Liability policy to indemnify AAOGF board members.

Article IV Depository.

The Board of Trustees, at its discretion, may designate a depository for the custody and keeping of the funds of AAOGF, and also such securities and other property of the AAOGF as the Board shall determine. Such depository shall be a bank, trust company, or other nationally recognized depository located in such city and state in the United States as may be determined by the Board of Trustees.

Article V. Fiscal Year.

The fiscal year of the Foundation shall be July 1 through June 30.

Article VI. Indemnification.

AAOGF shall indemnify and hold harmless any and all of its officers, Trustees, and organizational members, whether or not then in office (and their personal representative and heirs) against all reasonable expenses actually and necessarily incurred by him or her, including but not limited to judgments, attorney's fees and court costs, in connection with the defense of any litigation or administrative proceeding to which they may have been a party because they were or is a Trustee, officer, or organizational member of AAOGF; provided, however, said officer, Trustee, or organizational member shall have no right to reimbursement in relation to matters in which he or she has been adjudged liable to the AAOGF for willful misconduct, bad faith, gross negligence or reckless disregard of the duties their office or employment. AAOGF may indemnify any person, including any Trustee or officer, or former Trustee or officer, consistent with and to the extent provided by applicable law, including but not limited to Sections 450.1561 through 450.1569 of Michigan Compiled Laws, as from time to time amended.

Article VII. Amendments.

These Bylaws may be altered, amended, or repealed at any time by the affirmative vote of a majority of the members at any regular meeting of the members, or at any special meeting of the members. If notice of the proposed alteration, amendment, or repeal were given at least 30 days prior to said meeting.

Revised and amended

October 2013

Approved September 2014

Approved September 2015

Approved September 2018

Approved September 2021

Approved September 2022

