



BYLAWS OF THE INFECTIOUS DISEASES SOCIETY FOR OBSTETRICS AND GYNECOLOGY

ARTICLE I NAME AND OBJECTIVE

The name of this Society shall be as set forth in the Articles of Incorporation. The activities of the organization shall be conducted for scientific purposes, for the advancement and promulgation of knowledge regarding the area of infectious diseases and for the facilitation of personal relationships among investigators in the subject of infectious diseases related to obstetrics and gynecology.

ARTICLE II MEMBERSHIP

Section 1. The Society shall consist of full members members-in-training, and emeritus members.

Section 2. Eligibility.

(a) *Member*

Qualifications:

- Any clinician or scientist who is a member or an associate of an organization related to women's health or infectious diseases in women;
- has an interest in infectious diseases related to women by demonstrating a substantial clinical or laboratory practice in this field, or academic presentations or writings within this field;
- Continuing identification with the field of infectious disease of women;
- Active participation in two (2) or more annual meetings, or presented original work at the annual meeting.

Nomination and Election:

The Membership Committee shall determine eligibility of sponsored and seconded prospective members, which shall then be recommended to the Council. Council shall determine approval of election.

Privileges:

- May vote,
- May participate in and/or chair committees,
- May hold elective office.

(b) *Member-in-Training*

Qualifications:

- Expressed interested in obstetrics and gynecology;
- Has previously attended (1) Annual Meeting.

Nomination and Election:

The Membership Committee shall determine eligibility of sponsored and seconded prospective members, which shall then be recommended to the Council. Council shall determine approval of election.

Privileges:

- Reduced membership dues,
- May participate in committees,
- May not hold elective office,
- May not vote.

(c) *Emeritus Member*

Qualifications:

- Member must be in good standing with all dues paid prior to request

Nomination and Election:

- Full Members may request Emeritus Member status at the age of 70 or upon retirement from active practice in the field. Requests must be received in writing for review by Council. Council approval is required.

Privileges:

- Are exempt from dues
- May vote
- May not hold elective office

Section 4. Resignation, Forfeiture and Expulsion.
Failure to Pay Dues. The annual Membership dues, as set by the Council, are due and payable by each Member. The Membership of any Member who fails to pay his or her dues for two (2) years shall be automatically suspended until he or she pays his or her outstanding dues.

Death. Membership in the Society shall be terminated by death and thereafter all the rights, privileges and requirements of membership in the Society shall cease.

Resignation. Any member may resign by filing a written resignation with the secretary, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments, or other charges theretofore accrued and unpaid.

Termination by Council Action. The Council may by the affirmative vote of two thirds (2/3) of the members of the Council then in office terminate the membership of any member when the Council determines such action is in the best interest of the Society. Such action may be taken with or without prior notice, reason, or cause in the sole and absolute discretion of the Council. Following any decision by the Council to terminate a member's membership, the Secretary shall notify the individual that his or her membership has been terminated by Council. The Council's decision to terminate an individual's membership shall be final and not subject to appeal.

ARTICLE III MEETINGS AND QUORUM

Section 1. Annual Business Meeting. The Annual Business meeting of the Society shall be held at such time and place as shall be determined by the Council.

Section 2. Annual Scientific Meeting. There will be an Annual Scientific Meeting of the Society.

Section 3. Special Meetings. Regional branches of the Society may be authorized by the Council upon petition by ten members to hold special meetings. These may hold special scientific meetings as desired and elect their own officers.

Section 4. Quorum. One-third (1/3) of the membership shall constitute a quorum for the transaction of business at any meeting or electronic vote.

Section 5. Council Meeting. At least one meeting of the Council shall be held at each annual scientific meeting of the Society.

ARTICLE IV OFFICIALS

Section 1. Officers. The officers shall be a President, a President-Elect, Secretary, Treasurer, and Immediate Past President who shall each be elected for a term of two years by the members of the Society. The powers and duties of the officers shall be such as usually devolve upon their respective positions.

Section 2. Council. The officers so elected, and six additional elected members shall constitute the Board of Directors of the Corporation and shall be known as the Council. The term of office of Council Members shall be three years, and a sufficient number of members whose terms expire shall be elected at each annual meeting. The President of the Society shall be Chairman of the Council.

Section 3. Filling the Vacancies. The Council shall fill all interim vacancies in elective positions.

ARTICLE V NOMINATION OF OFFICERS

Section 1. Nomination Committee. The Nomination Committee shall consist of four (4) to eight (8) members, at least two (2) of whom shall be Past Presidents of the Society, appointed for the ensuing year by the newly-elected President and approved by the Council. The Immediate Past President shall be an ex-officio member of the Committee, and shall act as Chairman.

Section 2. Nomination of Officials.

a. The Nomination Committee shall make at least one nomination for each of the following offices: President-Elect, Secretary, Treasurer and the required number of Council Member positions on the Council to be filled by vote of the members. Any member of the Society may submit names to the Nominating Committee for its consideration.

b. The nominations of the Nominating Committee shall be transmitted to the Secretary at least sixty days before the annual business meeting at which they are to be considered.

c. The Secretary shall send to each member, at least four weeks before any meeting, an electronic ballot containing the list of nominees and space for such additional names as the member wishes to propose, and at the same time shall notify the members that they must vote before the results are pulled, no more than seven (7) days prior to the beginning of the business session at which the election results are announced.

Section 3. Elections. At the Society annual business meeting, the Secretary shall announce the election results. A majority of votes cast shall be necessary to elect an official. In case no candidate shall have received a majority of votes, the office in question shall be filled by majority vote of those members present at the business session.

Newly elected Officers and Council Members shall take office at the adjournment of the annual business meeting.

ARTICLE VI COMMITTEES

Section 1. Under the discretion of the current Council, there may be the following Standing Committees: Bylaws, Finance, Membership, Nomination, Scientific Program.

Section 2. Standing Committee chairmen shall be appointed by the President, shall serve two year terms, and shall be members of the Council with, the exception of the Nomination Committee which shall be governed under Article V. Section 1. The Treasurer of the Society shall serve as the chairman of the Finance Committee.

Section 3. Committee membership shall be designated by the chairman of the committee. Membership shall be for a term of two years with reappointment for successive terms permitted.

Section 4. Ad hoc committees may be appointed by the President as he or she deems advisable.

ARTICLE VII FINANCIAL

Section 1. Dues. The dues shall be determined by majority vote at the Society annual business meeting upon recommendation by the Council.

Section 2. Expenditures. No expenditures from the general funds of the Society except those required in the performance of the ordinary duties of the Society or officers shall be made except by vote of the Society or the Council.

ARTICLE VIII PUBLICATIONS

The Council of the Society may, by majority vote, authorize the publication of periodicals and abstracts. Ownership of these shall be vested in the Society.

ARTICLE IX PAPERS AT SCIENTIFIC SESSIONS

The President and Secretary shall be authorized to arrange programs for the scientific sessions at the scientific meeting. The manner of selection of papers to be presented and the time allowed for presentation shall be determined by the Council.

ARTICLE X AMENDMENTS

These Bylaws, after having been approved by the Council and adopted by the Society, may be amended at any meeting as hereinafter provided.

Amendment Process. Amendments to bylaws may be proposed by the Council or by any Full Member in good standing. Proposed bylaw amendments are to be referred to the Council for review and clarification. A majority vote of the Council is required for approval. Proposed bylaw amendments approved by the Council will be sent to each voting member by electronic means at least thirty (30) days prior to the date specified in the notice for an electronic vote. In order to be adopted, proposed amendments must receive the affirmative vote of two-thirds of the votes cast with not less than fifteen (15) percent of the Full Membership voting.

ARTICLE XI INDEMNIFICATION

Each officer and council member of the Infectious Diseases Society for Obstetrics and Gynecology, whether or not then in office, shall be indemnified by the corporation against all costs and expenses reasonably incurred by or imposed upon him or her in connection with or arising out of any transaction, action, suit or proceeding in which he or she may be

involved, and to which he or she may be a party by reasons of being or having been an officer or council member of this said corporation, and this corporation is authorized to make such expenditures of money, when and if the occasion arises, to carry out the intent and purpose of this bylaw.

Amended 8/1998

Amended 8/2000

Amended 8/2011

Amended 8/2014