



**NORTH AMERICAN SOCIETY
FOR
PEDIATRIC AND ADOLESCENT GYNECOLOGY
BYLAWS**

Revised 2006, 2010, 2012, 2014, 2016, 2018

ARTICLE 1: NAMES

The name of this organization shall be the North American Society for Pediatric and Adolescent Gynecology (NASPAG).

This organization is incorporated as a 501(c) (3) Corporation in the State of Delaware.

ARTICLE 2.1: MISSION STATEMENT

The mission of the Society is to provide multidisciplinary leadership in education, research and gynecologic care to improve the reproductive health of youth.

ARTICLE 2.2: GOALS

- A. Serve and be recognized as the lead provider in PAG education, research and clinical care.
- B. Conduct and encourage multidisciplinary and inter-professional programs of medical education and research in the field of PAG.
- C. Advocate for the reproductive wellbeing of children and adolescents and the provision of unrestricted, unbiased and evidence-based practice of PAG.

ARTICLE 3: MEMBERSHIP

The membership of this Society shall consist of the following categories. Upon payment of their annual dues, members shall be entitled to all the rights and privileges of their category from January 1 to December 31 of the year the dues are paid.

1. An **Active Member** is a health care professional who is current in the payment of annual dues.
2. **Honorary Members:** Shall be assigned to anyone nominated for such a designation, after proper support and documentation for this honor. This designation requires approval of the Board.
3. **Emeritus Members:** A member who is over 65 years of age and has retired shall be eligible for this classification.

All active members shall be eligible for office and honors. It shall be the duty of each member of NASPAG to keep on file with the central office, an official address, current phone and fax numbers, as well as email address, to which all notices as required by the bylaws may be sent. All active and emeritus members shall pay the annual dues and special assessments as may be determined by the Executive Board. As a prerequisite of being a member of NASPAG, active and emeritus members shall receive certain benefits, such as publications and services. Such benefits shall be approved and granted by the Executive Board from time to time.

Dues renewal notices are sent to members during the fall of each year, but no later than 60 days prior to its expiration on December 31. Dues received after this date are considered overdue.

Termination of Membership: Termination of membership of NASPAG shall occur with any of the following:

- A. Non-payment of dues (overdue for more than 60 days).

- B. Revocation of medical license or other professional licenses as may apply.
- C. Resignation.
- D. Breach of ethical conduct.

Disciplinary actions shall be decided by the Executive Committee regarding breach of ethical conduct.

Members terminated for non-payment of dues shall be reinstated upon payment of dues, fees and assessments. Privileges of membership shall be restored upon reinstatement.

ARTICLE 4: MEETINGS

Section 1: There shall be an annual meeting of the Society that shall consist of a business meeting, in conjunction with the annual clinical and research meeting.

Section 2: The time and place of the business meeting shall be determined by the Executive Committee.

Section 3: A notice of the time and place of the business meeting shall be sent to all members of the Society at least 30 days prior to the meeting.

Section 4: The Board shall meet at least once a year to discuss the business that relates to the Board and have conference calls at least bimonthly. Additional calls may be organized at the discretion of the President. The Executive Committee will hold conference calls alternate months from the Board calls.

Section 5: Liaison Committee will be maintained with other organizations by the Board, coordinated through committee/Co-Chaired by Vice President and Secretary under direction of the President. NASPAG will seek and nurture The Liaison Committee, provide report to BOD relationships with societies that share a common interest in pediatric and adolescent gynecology in North America and internationally. Activities might include offering NASPAG seminars, exhibits, or joint presentations at another society's course, participating in the development of educational products or research endeavors, endorsement of other organizations documents that align with the mission and goals of NASPAG or other activities that relate to advocating for the reproductive well-being of children and adolescents.

ARTICLE 5: OFFICERS

Section 1: The Executive Committee of this Society shall be comprised of the President, Vice President, Secretary, Treasurer, Past President, and President-Elect.

Section 2: The Board shall consist of the Executive Committee, Executive Director (ex-officio), and six members at large. Members-at-large on the Board shall each serve a three-year term on an annually staggered basis. If a Board member at large vacates the position before his or her term expires, the term shall be filled by an appointee of the President until the next election occurs when the unexpired terms will be filled by a candidate elected through the usual process. The Board may elect other officers and adopt bylaws and regulations for the management of its own affairs; to write such bylaws and regulations which are not in conflict with those of the Society. Seven voting members shall constitute a quorum for a meeting of the Board.

Section 3: Ex-officio non-voting attendees at Board meetings include the Executive Director, the Editor-in-chief of the Journal, the Program Committee Chair, and Assistant Treasurer and representatives from the management company. Other individuals may be present at the invitation of the President or Executive Director.

ARTICLE 6: DUTIES OF THE OFFICERS

A. President:

1. To be the executive officer of the Executive Committee, Board and of the Society.
2. To chair the Board and submit reports and recommendations to the Board.
3. To preside at the annual business meeting and other meetings of the Society.
4. The President shall vote only in the case of a tie.
5. To serve on the Program Committee, Investment Committee, and as Ex-officio on the Development Committee.
6. To direct and coordinate the activities of the various committees as defined by the Board and encourage recruitment and enhancement of membership of the Society.
7. To represent NASPAG in relationships with other organizations with common interest in pediatric and adolescent gynecology.
8. To oversee and evaluate the Executive Director.
9. To assign every Board member to a standing or ad hoc committee.

10. To serve the one-year term of office.

B. The President-Elect:

1. To serve as President if the President cannot serve and then complete his/her own term.
2. To serve on the Program Committee and select the incoming Program Chair in consultation with the acting President, acting Program Chair and Executive Director.
3. To serve on the Investment Committee and Development Committee.
4. To serve the one-year term of office and then succeed as President.

C. The Vice President:

1. To preside at Board and Executive Committee meetings in the absence of the President or President-Elect.
2. To serve as the Co-Chair along with the Secretary, of the Liaison Committee for a three-year term.
3. To assist each committee with updating terms of reference annually as needed.
4. To serve on the Bylaws Committee.
5. To serve in this office for three years.

D. Immediate Past President:

1. To be a member of the Executive Committee and Board.
2. To chair the Nominating Committee.
3. To serve Ex-officio on the Program Committee.
4. To coordinate the activities of the Past Presidents and chair the Past Presidents' meeting at the Annual Clinical Meeting (ACRM).
5. To serve in this office for one year.

6. The retiring Past President shall in alternate years serve as either the Chair of the Bylaws Committee or as a member of the Investment Committee (ad hoc) for two years.
7. To serve on the Budget/Finance Committee.

E. Secretary:

1. To be a member of the Executive Committee and Board.
2. To be responsible for the records of all Board, Executive Committee and Business meetings of the Society.
3. To serve on the Bylaws Committee in alternating years.
4. To serve a three-year term and may be re-elected to serve an additional consecutive or non-consecutive three-year term.
5. To serve as the Co-Chair along with the Secretary, of the Liaison Committee for a three-year term.

F. Treasurer

1. To be a member of the Executive Committee and Board.
2. To be responsible for the financial oversight of the Society, including submitting financial statements on an annual basis.
3. To work closely with the Executive Director to keep the Society fiscally sound.
4. To serve a three-year term and may be re-elected to serve additional consecutive three-year terms.
5. Participates in the selection of the Assistant Treasurer with the Board during the term preceding the final Board term.
6. To work with the Assistant Treasurer during the final year of his/her term, to accomplish the tasks listed in #9.
7. To serve as Chair of the Budget/Finance Committee.
8. To serve on the Investment Committee and Development Committee.

9. To prepare, together with the Executive Director, and Assistant Treasurer, the annual fiscal report of NASPAG income and expenses to be submitted to the Board and to the membership at the annual Business Meeting of the Society. An independent audit of Society expenses will be carried out at not more than five-year intervals and reported to membership at an annual business meeting.

G. Assistant Treasurer:

1. To work closely with the Treasurer during his/her final year to assure a smooth transition to Treasurer.
2. To be prepared to assume all duties of Treasurer, at the conclusion of term as Assistant Treasurer.
3. To serve on the Investment Committee and Budget/Finance Committee.
4. To serve for one-year.

H. Executive Director:

1. To be appointed by the Board for an initial three-year term, inclusive of a one-year trial period after which time the Board and Executive Director (ED) will mutually agree to continue the next two years. Following the initial three-year term, the appointment shall automatically renew for additional one (1) year terms unless either party provides written notice to the other party at least ninety (90) days before the end of the term of an intention not to renew.
2. To perform such duties and exercise such authorities as shall be determined by the Executive Board, in order to fulfill the mission, support the membership, and maintain fiscal and ethical standards of the Society.
3. To be the primary leader for the development of extramural funding.
4. To oversee administration and management of the Society in cooperation with the Society's management company.
5. To promote the growth of the Society and maintain its integrity in public and professional forums.

I. Members-at-large:

1. Attend and actively participate in all meetings and activities.
2. Is an active member of at least one Committee as directed by the President.

J. The Duties of the Board Shall Include:

1. Transaction of all business of NASPAG to uphold the bylaws and carry out the goals and objective of the Society.
2. Fixing the dues and assessments for members including ACRM fees.
3. Development of mechanisms to carry out planning and policy development and advocacy.
4. Oversight of finances of the Society.
5. Support liaisons with other professional societies.

ARTICLE 7: THE ELECTION OF OFFICERS

A. The Method of Election

The Immediate Past President shall act as Chairperson of the Nominating Committee and shall appoint the members. The Committee shall consist of three current board members and three active members from the general membership. The Nominations Committee will consist of three members in the field of obstetrics/gynecology and three members from adolescent medicine or other fields reflected in the NASPAG membership. The Nominating Committee shall present to the Board a slate of candidates for approval at least 60 days prior to the Annual Business Meeting. The slate approved by the Board shall then be presented to the membership for electronic vote at least 30 days before the Annual Business Meeting. The number of responses that must be received to constitute a quorum is ten percent (10%) of the total voting membership. The proposed slate will be approved if the slate receives 2/3 majority of the total votes submitted.

B. Guidelines for Nomination

1. President
 - i. Member in good standing.
 - ii. Member for at least 5 years.

- iii. Prior experience as NASPAG Board member.

2. Vice-President

- i. Member in good standing.
- ii. Prior experience with NASPAG Board of Directors or Committee activities or the Society at large.

3. Secretary

- i. Member in good standing.
- ii. Prior experience with NASPAG Board of Directors, Committee activities or the Society at large.

4. Treasurer

- i. Member in good standing.
- ii. Prior experience with NASPAG Board of Directors, Committee activities or the Society at large.

5. Assistant Treasurer

- i. Member in good standing.
- ii. Meets all requirements for Treasurer.

6. Members at Large

- i. Member in good standing
- ii. Prior experience with, Committee activities or the Society at large is preferred.

7. Executive Director (Ex-Officio)

- i. Experience with NASPAG Board of Directors, or significant involvement on Committees and other leadership experience.

C. Replacement

1. Whenever, in the judgment of the Board and consistent with Society bylaws

an officer has vacated or is unable to fulfill the duties of his or her position, the Board shall elect a replacement to complete the unexpired term, except as noted under officer responsibilities in Article 5.

2. The President, President-Elect, and Vice-President may not succeed themselves.

3. The Secretary and Treasurer, upon due election by the Society, may succeed themselves for additional three-year terms.

ARTICLE 8: EXECUTIVE COMMITTEE

As noted in Article 5, the Executive Committee of the Society shall consist of the current elected officers, the President, Vice President, Secretary, Treasurer, President Elect, and Past President. In addition to bimonthly meetings, this Committee can convene as deemed necessary to transact organizational business that may arise between regularly scheduled Board meetings. The Executive Director shall be ex officio on this Committee.

ARTICLE 9: DUES

1. The annual dues shall be placed upon the membership as is determined by the Board.

2. The funds shall be collected, accounted for and administered by the Executive Director and management team in a manner approved by the Board.

3. Disbursement of funds shall be made only upon the authority of an order of the Treasurer and the Executive Director with Board oversight.

ARTICLE 10: COMMITTEES

All Committees report to the Board.

A. Standing Committee – All committee members and co-chairs should be active dues-paying members of NASPAG.

1. **Abstract Committee:** Abstract Committee: The Abstract Committee supports the presentation of high quality scientific research and educational cases at the ACRM. Committee activities include soliciting and reviewing original research and case reports for acceptance as platform or poster presentation at the ACRM, coordinating publication of accepted abstracts with the Journal, scoring award-eligible platform and poster presentations, and determining award recipients during the ACRM.

The Abstract Committee will be comprised of members from a diverse background of training and expertise. Members of the Committee must be members of NASPAG in good standing, appointed by the Abstract Committee Co-Chairs and approved by the Program Committee Chair in conjunction with the President, President Elect and Future Program Chair with a term of service of three years with option for renewal (once) at the discretion of the Abstract Committee Co-Chairs.

The Abstract Committee Co-Chairs will be members of NASPAG in good standing, with a term of service of three years and option for renewal (once) at the discretion of the Program Committee Chair in conjunction with the President, President Elect and Future Program Committee Chair. The Abstract Committee Co-Chairs will have prior experience serving on the Abstract Committee and will serve on the Planning Committee.

2. **Advocacy Committee:** The Advocacy Committee is charged with overseeing the activities of the Society that relate to advocating for the reproductive wellbeing of children and adolescents and the provision of unrestricted, unbiased and evidence-based practice by PAG providers. Committee activities include but are not limited to:

- Dissemination to the membership, and sister Organizations, NASPAG's new role through our representatives and liaisons.
- Recommendations to the Board on the Endorsement of Statements of policy from our own Organization, and endorsement of other Organizations documents that align with the Mission and Goals of the Society.

The Committee Chair is appointed by the President and its members are approved by the Board. At least one member should serve on the Board and one member should be a Past president.

3. **Budget and Finance Committee:** Establishes budget, reviews financial reports, monitors financial health of NASPAG, makes recommendations to the Board as needed for expenditures, advises Board as needed regarding budget for proposed projects; ensures compliance with financial time tables and other financial issues as needed including responding to/reviewing the final financial summary of the ACRM. The Chairperson for this committee shall be the Treasurer; members include Immediate Past President, Assistant Treasurer, Executive Director, and management company personnel for finances. This committee meets at least annually to prepare budget and review NASPAG finances.

4. **Bylaws Committee:** The Committee shall review the Bylaws every two years

and make recommendations to the Board. The Past-President chairs the Bylaws Committee and shall appoint a Bylaws Committee on an as needed basis but at least every 2 years. The Bylaws Committee shall be composed of the Executive Director, the Secretary, the Vice President and two members in good standing, at least one of whom shall be an officer of the Board.

5. Development Committee: The Development Committee shall be responsible for enhancing the financial stability of the Society. The committee duties and responsibilities will include expansion of the level of support to Friends of NASPAG, including soliciting private donations. In addition, the committee will create new initiatives for fundraising that include monetary contributions from Foundations and other external sources. The committee Co-Chairs are to be chosen by the President and will serve a 3-year term. The President and Executive Director will serve as Ex-officio members of the committee. The committee composition will include the Treasurer, President-elect, one or more Past Presidents and three Society members- at- large, each will serve 2-year terms which are renewable.

6. Education Committee: The Education Committee serves to enhance NASPAG's role as an educational authority in pediatric and adolescent gynecology (PAG) to NASPAG members, and to non-members. The goals of the committee are to develop and disseminate educational tools and products, both print and web-based including clinical recommendations and patient education materials for the NASPAG membership. The Committee will review and revise clinical recommendations and educational materials on a scheduled basis to affirm the currency. The Committee consists of at least 8 – 10 members and two Co-Chairs approved by the board. The expected term of service 3 years with option for renewal for another 3-year term. Members will be offered a renewal of term by the Co-Chair if they have been active members of the committee. Co-chair terms will overlap to provide continuity of leadership. Openings in membership of the committee will be advertised to the NASPAG members (including openings for Co-Chair). Ideally at least one Co-Chair will be nominated by the committee from amongst its members. When feasible, membership will include a member-at-large on the NASPAG Board in addition to a member in training.

7. Investment Committee: Oversees issues related to the long term financial stability of the organization; reviews distribution and rate of return on invested monies; makes investment recommendations to the Board on changes to current investments and investment of new monies. The chair of the committee is held for five consecutive years and is awarded to a Past President. Members of this committee include: President, President-Elect, Executive Director, Treasurer, Assistant Treasurer, and NASPAG management company personnel for finances (Accountant or alternate representative).

8. Liaison Committee: Co-chaired by Vice President and Secretary under direction of the President and reporting to the BOD. NASPAG will seek and nurture relationships with societies that share a common interest in pediatric and adolescent gynecology in North America and internationally. Activities might include offering NASPAG seminars, exhibits, or joint presentations at another society's course, participating in the development of educational products or research endeavors, endorsement of other organizations documents that align with the mission and goals of NASPAG or other activities that relate to advocating for the reproductive well-being of children and adolescents.

9. Nominating Committee: The Past-President chairs the Nominating Committee. See Article 7 the Election of Officers

10. Program Committee: Shall be responsible for developing the program for the annual clinical and clinical meeting. The program chairman for an upcoming year will be chosen by the President-elect in consultation with the President, Past President, outgoing Program Chair, and Executive Director. The President and President-elect will serve on the Program Committee, and the Immediate Past President will be an Ex- officio member of the Program Committee. A Co-Chair of the Education Committee will serve as a member of the Program Committee. The Chair of the Program Committee will serve as an Ex-Officio Board Member.

11. Publications Committee: This Committee will be responsible for the relationship between the Society and any publisher or organization that is involved in publication of any NASPAG material. The Co-Chairs of the Publications Committee will serve on a president appointed ad hoc committee to recommend the Editor-in-Chief of the Journal of Pediatric and Gynecology to the Board. The Publication Committee will recommend to the Board, for approval the Editor of the Society's Newsletter. The Journal and Newsletter editors shall be a member of the Committee. One member-at-large shall be appointed by the President for a three-year term. Their function will be to serve as Co-Chairs for this Committee and to provide oversight and leadership for all other publication agreements approved by the Board.

12. Research Committee: This committee shall be responsible for promoting research in the field of Pediatric and Adolescent Gynecology and providing intellectual expertise, direction and opportunities for research among members of NASPAG. The committee provides oversight to the Fellows Research Consortium, including responsibility for research grants. Membership will include 2 co-chairs, at least one in-training member and representation from a variety of specialties including at least one Gyn and one Adolescent Medicine specialist. Terms will be 3 years with option to renew.

13. Resident Education Committee: The Resident Education Committee shall be

responsible to develop an educational curriculum and other teaching tools for the NASPAG membership to use for education in PAG. It will also be responsible for the dissemination the resident education curriculum for the NASPAG membership in PAG as well as assess the need for other teaching tools for resident education by the membership. The Resident Education Committee will consist of 8-10 members who are appointed by the 2 Co-Chairs and approved by the Board. When feasible, one member of the committee should be a member at large on the NASPAG Board. Co-chairs of the Resident Education Committee will be appointed by the Board. The expected term is 2 years with option of renewal for another two-year term.

14. Social Media Committee: Using social media, including Facebook and Twitter, the Committee promotes utilization of the NASPAG website and is responsible for all postings on Facebook and Twitter on behalf of NASPAG. The Social Media Committee consists of two Co-Chairs and 6 – 8 members. The term is two- years with an option for renewal for another 2-year term. Members will be offered a renewal term by the Co-Chairs.

15. Website Committee: The Website Committee oversees the Society's website content and design, and policies, makes recommendations for changes, and is responsible for reviewing external links posted on the site. The committee selects publications and resources in coordination with other committees to be placed on the site. The Website Committee facilitates the distribution of information relevant to Pediatric and Adolescent Gynecology for meetings, professional positions and available fellowships. It coordinates information on items available for purchase through the Society, donations to the Society, and renewal of membership forms with the management company. The Website Committee consists of two Co-Chairs and four to six members. One of the Co-Chairs also serves as listserv moderator.

B. AD HOC Committee and Task Forces:

They are created and abolished by the President to accomplish specific activities in a finite timeframe.

C. Committee Membership Guidelines:

All committee members must be members in good standing of NASPAG. Each Committee shall have no fewer than three members. Committees membership where appropriate will strive for a balance of specialty training and country of origin.

ARTICLE 11: AMENDMENTS

Section 1: Proposals to amend the bylaws may be made by a member in good standing through submission at a regular business meeting or Board meeting or by electronic solicitation from the Bylaw Committee Chair every 2 years. The proposal shall be referred to the Bylaws Committee, whose chair will then report its recommendation to the Board. Amendments approved by the Board are then submitted to the membership for approval.

Section 2: The recommended bylaws changes shall be presented to the membership for electronic vote at least 30 days before the Annual Business Meeting. The number of responses that must be received to constitute a quorum is ten percent (10%) of the total voting membership. The changes will be approved if they received 2/3 majority of the total votes submitted.

ARTICLE 12: FISCAL YEAR

The fiscal year of NASPAG shall commence on January 1 of the calendar year and be completed on December 31 of the same calendar year.

ARTICLE 13: PARLIAMENTARY AUTHORITY

Parliamentary authority, "Sturgis Standard Code of Parliamentary Procedure," shall govern the conduct of the business of the Society except when in conflict with the rules and policies of the Society, in which case the latter rules and policies will govern.

ARTICLE 14: INDEMNIFICATION

Each director and officer of the North American Society of Pediatric and Adolescent Gynecology, whether or not then in office, shall be indemnified by the corporation against all cost 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/she may be involved, and to which he or she may be a party by reasons of being or having been a director or officer.

Respectfully submitted by the Bylaws Committee 2018 (Veronica Gomez-Lobo, MD Chairperson, Members Pam Murray MD and Donna Colavita and approved by electronic vote XX/XX/XX.

PARLIAMENTARY AUTHORITY