

New York Obstetrical Society

By-Laws
2014

These are the official Society By-Laws.

BY-LAWS

Preamble

The New York Obstetrical Society is an organization consisting of Obstetrician-Gynecologists who are leaders in the field of women's health care from the New York metropolitan area, and who are dedicated to the betterment of women's health through clinical, academic, scientific, and political endeavors.

Chapter I *Members*

1. The Society shall consist of Fellows, Life Fellows, Associate Fellows, Honorary Fellows, and Corresponding Fellows. The number of Fellows shall be limited to 185, but the total number of Life Fellows, Associate Fellows, Honorary Fellows, and Corresponding Fellows shall be unlimited. Fellows of the Society shall be deemed the Members of the Society in accordance with the Not-For-Profit Corporation Law of the State of New York.
2. Those eligible to election as Fellows shall be physicians in good standing who reside in or near New York City and are Diplomates of the American Board of Obstetrics and Gynecology. Any variation in the latter requirement to be on recommendation of the Council.

3. Upon attaining the age of 70 or upon completion of 25 years of membership, a Fellow shall be offered the opportunity to become a Life Fellow. This change shall be made by the Secretary effective the first of October of each year. A Fellow who has been a member of the Society for 15 years or more and who by reason of illness or retirement requests transfer to Life Fellowship, shall be transferred upon action by the Council, who shall verify the authenticity of the reason for such request. Life Fellows shall continue to enjoy all the privileges of the Society except the right to vote and to hold office unless they continue to pay dues. Fellows, who have been offered the opportunity to become Life Fellows, may refuse to become Life Fellows if they desire the opportunity to retain their rights to vote and to hold office in the Society or for any other reason, which they are not required to disclose. Once offered and declined, they may in any given year (if they notify the Society Secretary prior to October 1st of that year) choose to change their status to Life Fellowship. This change must be at their own initiative, the Society Secretary will NOT remind them each year of their opportunity to change their status after the first year is declined. Life Fellows shall continue to pay the cost of dinners for themselves and their guests.
4. Those eligible for election as Associate Fellows shall be members of allied specialties or sciences whose work brings them into close association with the practice of Obstetrics and Gynecology and who reside in or near New York City. Their election shall be by the same procedure as that for Fellows. Their status shall be the same as that of Life Fellows. They may not vote or hold office.
5. Honorary Fellowship may be granted to eminent Obstetricians and Gynecologists. Their status shall be the same as that of the Associate Fellows. Elections shall be by ballot at any stated meeting at which notice of such election has been given.
6. Corresponding Fellows are those Fellows and Associate Fellows who move from the area. They shall continue to receive programs and may enjoy all the privileges of the Society but may not vote or hold office.

Chapter II

Officers

1. The officers of the Society shall be a President, a First Vice-President, a Second Vice-President, a Secretary, an Assistant Secretary, and a Treasurer. The six officers of the Society and four other Fellows, who shall be the four Immediate Past Presidents of the Society, shall constitute the Council of the Society.
2. A vacancy in the list of officers or of the other members of the Council shall be filled by the Council for the unexpired term.

Chapter III
Duties of Officers

1. The President shall preside at all meetings, shall appoint all committees not otherwise provided for, shall be an ex-officio member of all committees, and shall be the Chairperson of the Council.
2. The Vice-President shall, in the absence of the President, perform the duties of the latter.
3. The duties of the Secretary shall be as follows:
 1. To keep a record of the proceedings of the Society and of the Council.
 2. To conduct the correspondence of the Society.
 3. To send all members of the Society a notice of each meeting (electronically by email) at least 5 days before the meeting date. Such notice shall include the title of each presentation with the name of the author, and any other notices of importance. The notice of the Annual Meeting shall contain the names of approved candidates for Fellowship or Associate Fellowship for balloting, as well as the report of the Nominating Committee.
 4. To arrange for the Dinner Meeting and notify those responsible for the service of the expected attendance.
 5. To perform such other duties as may be designated by the Council.
 6. To notify in writing any Fellow who fails to attend at least two meetings per year.
 7. To report at the Annual Meeting the number of Fellows of the Society as of the date of the report, together with a statement of increase or decrease in such number during the year immediately preceding the date of the report. He/she shall make a statement of the place where names and places of residence of the current Fellows may be found.
4. The duties of the Assistant Secretary shall be as follows:
 1. To perform the duties of the Secretary in the absence of that officer.
 2. To perform such other duties as may be designated by the Council.
5. The duties of the Treasurer shall be as follows:

1. To collect all dues and assessments, keeping funds in a New York City bank.
- 2 To make all disbursements.
3. To present with the President at the Annual Meeting, and such other times as requested by the President or Council, a report of the financial condition and activities of the Society. The account at the Annual Meeting shall be audited, prior to the meeting, by two Fellows appointed by the President.

The annual fiscal report shall be certified by the Treasurer, and shall include the following:

- a. The assessments and liabilities of the corporation at the end of a 12-month fiscal period.
- b. Principal changes in assets and liabilities during the year immediately preceding the date of the report.
- c. Revenue or receipts of the Society both unrestricted and restricted for the year immediately preceding the date of the report.
- d. Expenses or disbursements of the Society during the year immediately preceding the report.

Chapter IV *Committees*

1. MEMBERSHIP. The President shall appoint the Membership Committee and its Chairperson. This Committee shall be responsible for reviewing all applications for potential new members, setting application receipt deadlines, and making themselves available when needed to perform the in-person interviews. After application review and interviews, this group will present a slate of proposed candidates to the Council. If the Council approves, they will present that slate of potential applicants to the membership for approval.

The Committee shall consist of three non-Council Members and two Council Members, who shall be the Secretary and the Immediate Past Chairperson of the Membership Committee. The Chair shall be the Immediate Past President. The total complement is 6 individuals.

Chair	Council Members	Non-Council Members
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Immediate Past President	2 (Secretary and the Immediate Past President of the Membership Committee)	3 (Chosen by President)
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2. NOMINATING. The President shall appoint the Nominating Committee and its Chairperson. This Committee shall be responsible for nominating one or more proposed candidates as the new Council member each year, and ascertaining if those individuals are willing to serve as President (when their time comes) and on Council for a total period of ten years, during that time to remain active members and fulfill all duties as Council members. The entire Council must vote on which candidate shall be offered admission to the Council and Presidential succession. In the event of a tie (as Council has an even 10 members) the President shall cast the deciding vote.

This Committee shall consist of three Council Members and two non-Council Members. The total complement is 5 individuals.

Chair	Council Members	Non-Council Members
Chosen by President (Can be Council or Non-Council Member)	3	2

Chapter V

Meetings

1. Meetings shall be held on the second Tuesday of every month from October through May or on other Tuesdays at the discretion of the President. Forty voting members shall constitute a quorum.
2. The Annual Meeting shall be held on the second Tuesday of May unless otherwise designated by the Council.
3. Guests will be permitted at the Presidential Address, although they will not be permitted to stay for the Business Meeting.
4. Special meetings may be called at the request of 25 Fellows of the Society. A special meeting shall be held at a time and place to be designated in the notice of the meeting and the agenda of the meeting shall be limited to that specified in the notice.

Chapter VI

Council

1. The Council shall meet as often as the needs of the Society require or at the call of the President. Five members shall constitute a quorum.
2. The Council shall arrange the program and the place of meetings for slated meetings.
3. It shall make policy decisions, referring such questions as it considers necessary to the Membership as a whole.
4. It shall receive and act upon all complaints.
5. It shall constitute a board of trial for all offenses against the Society committed by a member or for conduct unbecoming a member of the Society. Rules of Order, Art. XIII Sect. 75.
6. The Council shall be the equivalent of a Board of Directors as indicated in the Not-For-Profit Corporation Law of the State of New York.

Chapter VII

Election of Fellows

1. Candidates for Fellowship and Associate Fellowship shall be nominated in writing by a Fellow or Life Fellow and shall be endorsed by two Fellows or Life Fellows. Council members may not nominate or endorse candidates for Fellowship. Such nominations shall be sent to the Secretary and transmitted by him/her to the Membership Committee. Each sponsor shall transmit to the Membership Committee a letter of recommendation. If individuals do not hold the rank of Associate Professor or above, they must demonstrate academic productivity by presenting to the Membership Committee a paper that they have published or submitted for publication within the past 5 years of which they have first authored. Exceptions may be made by the Council for candidates with demonstrated significant leadership contributions in the areas of medical education or patient safety/quality (e.g. Directors of Resident, Medical Student, or Fellow Education, Directors of QA/QI or Simulation Programs, etc.).
2. The Membership Committee shall examine the credentials and ascertain the standing of a candidate and, when indicated, interview the candidate personally. If the Membership Committee approves of a candidate, their name shall be forwarded to the Council for approval. The Council shall then review the application and if it approves, present the name of the candidate to the Society. The name of such candidate(s) shall be sent electronically (by email) to the Membership on two

separate occasions at least two weeks apart, with the second notice sent at least two weeks before the May Business meeting with the names of the proposer and endorsers. If there are objections these may be made to any Member of the Council, and the Council shall then discuss. If there are none, or if Council still agrees to present this candidate to the Membership, the names of all such candidates – along with the names of their proposers and endorsers – shall be presented at the Annual Business meeting for a formal vote by the present members.

3. Candidates shall be voted upon at the Annual Meeting. For election, a candidate must be approved by a majority of Fellows present and voting.
4. Candidates for Honorary Fellowship must be approved by a majority of the Fellows present and voting.

Chapter VIII *Termination of Membership*

1. When Fellows and Associate Fellows move to a distance that precludes active participation, they may elect to become Corresponding Fellows or termination of their membership shall be automatic. Failure of participation by reason of illness shall not be a cause for termination of membership.
2. Failure of a Fellow to attend two meetings per year of the Society shall be equivalent to resignation. Final action shall be taken by the Council.
3. Any Fellow in arrears for dues or indebtedness for one year will, after due notification in writing by the Treasurer, forfeit his/her membership by vote of the Council.
4. Fellows who lose their membership through non-attendance or non-payment of dues (items 2 or 3 above) must re-apply and be approved by the Membership Committee to become Active Members again. If accepted, they must pay any dues which are in arrears – plus any late fees – in order to re-join.
5. If a Fellow's license to practice medicine is suspended, his/her membership in the Society will be suspended. If his/her license is revoked, then membership shall be revoked.

Chapter IX

Dues

1. Annual dues for Fellows shall be recommended by the Council and approved by a majority of the Fellows present and voting at a regular meeting. Notice of such proposal shall appear in the announcement of the meeting. The fiscal year shall end at the conclusion of the Annual Meeting. Bills shall be due when presented. Late fees as approved by Council shall apply.
2. Associate Fellows, Honorary Fellows, Life Fellows and Corresponding Fellows shall not be subject to annual dues but shall be billed for dinner at meetings which they and/or their guests attend. The amount of the dinner fee is to be determined by the Council.

Chapter X

Amendments

By-Laws may be repealed, amended, or suspended by two-third's vote of the voting members present at a regularly scheduled meeting. At the meeting preceding the meeting at which the vote will occur, a notice of the proposed change(s) shall be presented. The electronic (email) notification of the meeting at which the vote will occur will also carry a notice of the proposed change(s).

Chapter XI

Parliamentary Authority

Parliamentary authority shall be Roberts Rules of Order, most recent version.

Chapter XII

Seal

The Seal of the Society is not available in this electronic version of the bylaws, but is contained within the official print version of the bylaws.

Chapter XIII

Implementation

These By-Laws shall be effective immediately upon adoption.