

ASCCP Official Bylaws

Revised as of April 11, 2014 ASCCP Members' Annual Business Meeting, Scottsdale, Arizona

ARTICLE I NAME AND PURPOSE

The AMERICAN SOCIETY FOR COLPOSCOPY AND CERVICAL PATHOLOGY, Inc, dba ASCCP is a 501(c) 3 organization incorporated under the laws of the State of Pennsylvania and doing business in the State of Maryland. The purpose of the Society is to provide a forum for education and dissemination of knowledge about the lower anogenital tract in health and disease. The Society's membership is multidisciplinary. The Society may encourage, promote and sponsor seminars, publications, education courses and consensus conferences to carry out its purpose. The Society shall hold regular meetings of the membership to conduct its business.

ARTICLE II MEMBERSHIP

Section A Type of Membership

1. Active members shall be health professionals interested in lower anogenital tract disorders and be licensed physicians, advanced practice clinicians or others who have attained or completed a college degree or an advanced health related degree from an accredited institution. Active members may also meet membership criteria if they demonstrate an active interest in lower genital tract disease by their professional involvement through nursing, public health policy, and/or research/basic science. All active members will have the right to vote and to hold office.
2. Fellow, Resident, Student membership shall be available to those currently enrolled in an accredited training program. Members in this category will have a reduced dues schedule as set by the Board of Directors. They will be entitled to vote and hold office.
3. Associate members shall be those active members who, for reason of prolonged (1 year or more) sabbatical or illness, require a temporary leave from active membership. To obtain associate membership, an individual must petition the Membership Committee outlining the reason for transfer. Associate members will have a reduced dues schedule as approved by the Board of Directors; they cannot vote or to hold office in the Society.
4. Honorary members shall be those who have made outstanding contributions to the field of lower anogenital tract disorders and are not currently Active members of the Society and are approved for membership pursuant to Article II, Section B. 2. They cannot vote or hold office in the Society.
5. Emeritus members shall be those active members reaching the age of 65, who are retired from practice, and request transfer to emeritus status. Emeritus members shall be entitled to vote at business meetings. They shall not pay dues or registration fees for the biennial scientific meeting and shall not be eligible to hold office. However, they may serve on most Society committees. They may subscribe to the *Journal of Lower Genital Tract Disease* at the rate set by the Board of Directors.

Section B Election to Membership

1. **ACTIVE MEMBERS** Application shall be made by the individual desiring membership in the Society by submitting a membership application and paying dues. The applicant must meet the requirements stated in Article II, Section A.1 and A.2. New members shall be notified by email of her or his acceptance to membership and shall then receive a membership certificate. Reasons for rejection of membership may include activities by the applicant considered detrimental to the reputation or interest of the Society, or behavior which casts discredit upon the profession of medicine. Acceptance to membership may not be refused by reason of age, sex, race, creed, religion, political affiliation, sexual orientation, or national origin.
2. **HONORARY MEMBERS** Nominations for honorary membership may be proposed by any member in good standing and must be approved by a majority of the Board of Directors prior to being voted upon by the membership. Election to honorary membership shall be by majority vote of the membership in attendance at a regular Members' Annual Business Meeting.

Section C Loss of Membership

1. An active or associate membership shall be lost if dues remain unpaid 90 days beyond their annual dues anniversary date. Such individuals may reinstate their membership by submitting their annual membership dues and paying a reinstatement fee.
2. Any member may voluntarily withdraw her or his membership at any time. Written notification of withdrawal should be sent to the Executive Director of the ASCCP. Membership dues will not be refunded.
3. Any member may be removed from membership by a majority vote of the Board of Directors provided the reasons for this action were addressed formally by the Ethics Committee under the terms of the Code of Ethics and notification of removal from membership has been sent by registered mail to the home address listed in the National Office. Due cause for such removal may include activities by the member considered detrimental to the reputation or interest of the Society, or behavior which casts discredit upon the profession. Removal for age, sex, creed, sexual orientation, national origin, political, religious or racial reasons is prohibited.

ARTICLE III OFFICERS

Section A President

The President shall be the executive officer of the Society and shall preside at the Annual Members' Business Meeting and special membership meetings, and at meetings of the Board of Directors. The President shall serve for one year. The President may create committees and appoint members necessary for the conduct of the Society. It shall be the President's

prerogative to officially represent the Society at the regular meetings of the International Federation for Cervical Pathology and Colposcopy or to appoint another member of the Society as his/her representative and official delegate.

Section B President Elect

The President Elect shall act as Vice President, and in the absence of the President shall preside at meetings of the Society and of the Board of Directors. The President Elect shall be an ex-officio member of all committees will serve a one year term and will then automatically succeed to the Office of Society President.

Section C Treasurer

The Treasurer, in conjunction with the ASCCP administrative staff, shall oversee the financial records and overall collections and disbursements in accordance with the Bylaws and at the direction of the Board of Directors. At the end of each fiscal year, the Treasurer, in conjunction with ASCCP administrative staff, and an outside accounting firm shall conduct a financial audit and submit a report to the Board of Directors and to the Membership.

Section D Secretary

The Secretary shall oversee the records of the Society and shall be an ex-officio member of all committees.

Section E Assistant Secretary

The Assistant Secretary shall assist the Secretary in the performance of secretarial duties.

Section F Immediate Past President

In the absence of the President and President Elect, the Immediate Past President shall preside at meetings of the Society and of the Board of Directors, and shall serve as a member of the Executive Committee.

Section G Elections of Officers

1. Nominations will be made by the Nominating Committee (see Article VI, Section B). The official slate of officers and Members-at-Large proposed by the Nominating Committee shall be submitted to the entire voting membership by electronic mail at least 30 days prior to the Members' Annual Business Meeting.
2. Additional nominations may be made from the floor by any voting member in good standing at the Members' Annual Business Meeting.
3. The nominee for an office obtaining a simple majority of votes cast by the voting membership present at the Members' Annual Business Meeting or by prior electronic voting of membership not present at the meeting shall be elected.

ARTICLE IV BOARD OF DIRECTORS

The Board of Directors shall consist of the immediate Past President, President, President-Elect, Treasurer, Secretary, Assistant Secretary, eleven (11) Members-at-Large, and four (4) ex-officio members to include a junior member (such as a resident, fellow, or a person 5 years or less from completion of training), two additional Past Presidents, and the Editor-in-Chief of the Journal of Lower Genital Tract Disease. The ex-officio members shall be non-voting members. The Executive Committee shall consist of the President, Immediate Past-President, President-Elect, Treasurer, Secretary and Assistant Secretary.

Any candidate for Society officer must have previously served a minimum of two (2) years on the Board of Directors. Members-at-large shall be appointed for 2 year terms. Vacancies for Members-at-large shall be elected at the Members' Annual Business Meeting by a majority vote of active members voting. No Member-at-Large to the Board of Directors shall serve in that capacity more than three (3) consecutive elected terms or for a total of six (6) consecutive years.

The Board of Directors shall conduct the activities of the Society and shall convene for such purpose at its discretion, except that it shall meet at least once annually at the time of the Members' Annual Business Meeting. Actions of the Board achieved by correspondence, including electronic mail, shall be as valid as if the Board physically assembled to achieve this end. Any vote or meeting conducted electronically must be conducted by the Board member from an email address consistent with the registry of Board member email addresses maintained by the Secretary. A quorum shall consist of nine (9) Board members and actions determined by a majority of those participating shall be binding.

Should an officer resign or be removed for cause, the election of that officer will be rescinded and the Nominating Committee will propose a successor for that term to the Board of Directors. The remaining members of the Executive Committee shall advance to the new officer position in succession, leaving the office of Assistant Secretary vacant until the election can proceed at the next Members' Annual Business Meeting. The exception is the office of the immediate Past President; this shall remain vacant until the next election. Should the President resign or be removed for cause, the President Elect will assume the office of President for the remainder of the term, and would be eligible, if she/he desired, to stand for a second full term.

Should a Member-at-Large resign or be removed for cause, the election of that Member-at-Large will be rescinded and the Nominating Committee will propose a successor for the duration of that term to the Board of Directors and would be eligible, if she/he desired, to stand for a full term. If a board position is vacant, the Nominating Committee will propose a candidate to fill that position prior to the next Members' Annual Business Meeting and would be eligible, if she/he desired, to stand for a full term.

The Executive Committee and up to two other members of the Board shall make up the United States' delegation to the International Federation for Cervical Pathology and Colposcopy World Congress. The President may appoint other members as necessary to fill any vacancies in the delegation.

ARTICLE V BOARD OF DIRECTORS

Section A Members' Annual Business Meeting

The Members' Annual Business Meeting shall be held at a time and place designated by the Board of Directors.

Section B Special Meetings

Special meetings may be called at any time by the Board of Directors.

Section C Notice of Meetings

Notice of the Members' Annual Business Meeting shall be sent to all members at least ninety (90) before the meeting. Notice of special meetings shall be sent to all members at least sixty (60) days before such meeting, together with an announcement of any business to be conducted at that time.

Section D Quorum at Annual and Special Meetings

After appropriate official notice of a meeting Members' Annual Business Meeting or special meeting), as outlined in Section C, those active members in attendance at the annual or special meeting shall be sufficient to constitute a quorum for the transaction of business.

ARTICLE VI COMMITTEES

Section A The Membership Committee

The Membership Committee shall consist of three (3) or more active members of the society appointed by the President. The Membership Committee shall be responsible for upholding the membership standards set forth in the Bylaws and other charges specified by the President.

Section B The Nominating Committee

The Nominating Committee shall consist of six (6) active members of the Society. The President Elect shall chair the committee, and the remaining five (5) persons shall consist of the President, two Immediate Past Presidents, Treasurer and one active Member-at Large appointed by the current President of the Society. If any of these shall be unavailable to serve or no longer an active member of the Society, the current President may appoint any member of the Society to serve on the Nominating Committee so there are six (6) persons on the committee. They shall propose a slate of candidates for officers of the Society and for membership on the Board of Directors. The candidates for election shall be presented to the members of the Society in accordance with Article III, Section G of these Bylaws.

Section C The Finance Committee

The Finance Committee shall consist of three (3) or more members appointed by the President, and shall:

1. Review the financing of the Society and make recommendations to the membership.
2. Oversee the annual audit of Society's finances prior to the Members' Annual Business Meeting.

Section D The Education Committee

The Education Committee shall consist of two (2) Co-Chairs appointed by the President. The Education Committee shall be responsible for:

- Ensuring compliance with ACCME standards to facilitate and assure continued accreditation at the highest level.
- Conducting an analysis of the entire ASCCP CME Program annually and submitting an evaluation report.

- Appointing Course Directors for ASCCP CME courses, advising, reviewing and approving course directors' proposed faculty members and submitting to Executive Committee and Board for final approval.
- Reviewing the needs assessment, course evaluations, and pre/post test and using the results in curriculum/content development, identifying gaps and planning future programs.
- Overseeing the continuing evaluation of educational courses and enduring materials produced and sponsored by ASCCP.
- Conducting needs assessment survey of ASCCP's membership and other societies regarding Lower Genital Tract Disorders education.
- Identifying new educational opportunities within the U.S. and Internationally.
- Identifying opportunities to partner with other professional organizations to facilitate assurance that learners' continuing education needs are met.

Section E The Practice Committee

The Practice Committee shall consist of three (3) or more members appointed by the President and shall have responsibility for:

1. The development and timely updating of practice protocols. These protocols may deal with diagnosis and/or treatment of disorders of lower anogenital tract, instrumentation utilized for diagnosis and/or treatment of lower anogenital tract disorders, and methodology. The Practice Committee shall develop these protocols either independently or at the request of the Board of Directors and shall present the developed protocols to the Board for approval and distribution to the membership.
2. Recommend updates for practice guidelines as needed.
3. Advise and assist the members and Board of Directors in such other matters as may arise in the clinical practice of colposcopy and screening, diagnosis, management of disorders of the lower anogenital tract.

Section G The Ethics Committee

The Ethics Committee shall consist of five (5) or more members appointed by the President, and shall:

1. Oversee the evaluation of matters of professional conduct, to include the investigation and evaluation of grievances brought against members of the Society and, if necessary, to forward those grievances, their report, and their recommendation for action, to the Board of Directors. The Ethics Committee will evaluate and investigate all complaints within the purview of the ASCCP Code of Ethics.
2. Review the Code of Ethics biennially and, if necessary, recommend updates to the Board of Directors.

ARTICLE VII JOURNAL

Section A *Journal of Lower Genital Tract Disease*

The official publication of the Society shall be the *Journal of Lower Genital Tract Disease*. This journal shall be administered as follows:

1. Editor-in-Chief: The President of the Society shall propose a name for the Editor-in-Chief of the *Journal of Lower Genital Tract Disease* when the present Editor-in-Chief's term of office has expired. A majority vote of the members of the ASCCP Board of Directors attending the meeting at which the name of an Editor-in-Chief of the *Journal of Lower Genital Tract Disease* is proposed by the President shall constitute appointment.

The duties of the Editor-in-Chief shall be as follows:

- a. Preside at Editorial Board meetings
- b. Appoint Associate Editors and Editors-at-large to the Editorial Board
- c. Provide strategic planning for the *Journal*
- d. Negotiate general financial arrangements with the publisher and will present contracts to the Board of Directors
- e. Review the publisher's *Journal* marketing plan
- f. Report to the ASCCP President

Executive Editor: The President of the Society shall propose a name for the Executive Editor of the *Journal of Lower Genital Tract Disease* when the present Executive Editor's term of office has expired. A majority vote of the members of the ASCCP Board of Directors attending the meeting at which the name of an Executive Editor of the *Journal of Lower Genital Tract Disease* is proposed by the President shall constitute appointment.

The duties of the Executive Editor shall be as follows:

- a. Serve as the production liaison to the publisher
- b. Define the editorial content of the *Journal*
- c. Plan the format of the *Journal*

Associate Editors: The Associate Editors will include a Past President, one member with expertise in electronic publishing, one member with expertise in lower anogenital tract disorders and/or Human papillomavirus, and two or more other members who reflect the interdisciplinary nature of the Society.

The duties of the Associate Editors shall be as follows:

- a. Be responsible for the solicitation of manuscripts
- b. Develop an interdisciplinary network of contributors to the *Journal* (to include pathology, vulvar disease, family practice interests, nurse practitioner interests, etc.)
- c. Provide integration with the ASCCP Board of Directors

Proposed names for the Associate Editors of the *Journal of Lower Genital Tract Disease* shall be proposed to the Editor-in-Chief by the Executive Editor within sixty (60) days of his/her appointment. Concurrence of the Editor-in-Chief shall constitute appointment of the Associate Editors.

4. Editorial Committee: The Editorial Committee shall be composed of the Editor-in-Chief, the Executive Editor, Senior Associate Editors, and the Associate Editors.
5. Editorial Board: The Editorial Board shall be composed of the Editor-in-Chief, Executive Editor, Senior Associate Editors, Associate Editors and additional Editors-at-Large. Editors-at-Large will be proposed by the Executive Editor to the Editor-in-Chief. The Editor-in-Chief will then present the names of the Editors-at-Large for formal approval by the ASCCP Board of Directors. All Editors shall serve at the behest of the ASCCP Board of Directors.
6. Term of Office: All Editors will serve for a five (5) year term and may be reappointed indefinitely. Editors will be appointed to staggered terms to provide an evolving yet stable Editorial Board. An Editor may be removed from her/his position by the ASCCP Board of Directors at any time for failure to adequately carry out the duties of the position. If an Editor is removed by action of the ASCCP Board of Directors, the Editor-in-Chief shall appoint a replacement until the time of the next annual members' business meeting, when a new name may be proposed for Editor to the Board of Directors.
7. Content of the *Journal of Lower Genital Tract Disease*: The Editorial Committee shall be responsible for the production of the *Journal of Lower Genital Tract Disease*. Although the content of each issue is the responsibility of the Executive Editor, the direction of the Board of Directors concerning editorial policy matters shall be accepted and implemented by the Editorial Board.

8. Liaison with the Board of Directors: The Editor-in-Chief of the *Journal of Lower Genital Tract Disease* shall be an ex-officio member of the Board of Directors. She/he shall attend all meetings of the Board of Directors.

The Editorial Board shall formally meet at each biennial meeting to assess the overall content of the *Journal* and to assess the financial arrangement with the publisher. The Executive Director shall serve as the sole authority to enter into and conclude any legal contracts between the Society and the publisher.

ARTICLE VIII DUES

Section A

Annual dues shall be payable by each active member, including the year in which the initiation fee is paid. The Board may elect to offer discounted first year dues from time to time including that for course participants who join while attending the course. After payment of a discounted initiation fee, dues for fellow, resident, or student members shall be waived for the duration of their participation in an accredited postgraduate training program. The initiation fee must be paid as one transitions from one form of training membership to another, i.e. student to resident and resident to fellow.

Section B

Registration fees for members attending Society courses and meetings shall be determined by the Executive Director and approved by the Board of Directors and shall be payable by active, associate, fellow, resident, student, and honorary members. Such fees shall not be charged to official guests of the Society. Emeritus members do not pay a registration fee for the biennial scientific meeting. Guests of members and other nonmembers who are not official guests of the Society will pay a higher registration fee, which shall be determined by the Executive Director and approved by Board of Directors.

Section C

The dates of the fiscal year may be set by the Executive Director with the approval of the Board of Directors, and may be changed by the Board of Directors from time to time if expedient.

ARTICLE IX PARLIAMENTARY PROCEDURE

Parliamentary procedure shall be according to "Robert's Rules of Order," the most recent edition.

ARTICLE X AMENDMENTS

Amendments to the Bylaws may be proposed by three (3) or more active members and shall be submitted to the Secretary at least ninety (90) days before the Members' Annual Business Meeting. A copy of the proposal shall be sent to each active member by the Secretary at least thirty (30) days before the Members' Annual Business Meeting. Adoption

shall require an affirmative vote of two-thirds of the members voting.

ARTICLE XI DISSOLUTION OF THE SOCIETY

Section A Dissolution

The Society may dissolve and end its affairs in the following manner:

1. The Board of Directors shall adopt a resolution recommending that the Society be dissolved, and directing that the question of such dissolution be submitted to a vote at a meeting of the voting members. Written or printed notice stating that the purpose, or one of the purposes, of such meeting is to consider the advisability of dissolving the Society shall be given to each voting member within the time and manner provided in the Bylaws for the giving of notice of meetings of voting membership. A resolution to dissolve the Society shall be adopted upon receiving at least two-thirds of the votes entitled to be cast by members voting.
2. Upon adoption of such a resolution by the membership, the Society shall cease to conduct its affairs except in so far as may be necessary for the end thereof, shall immediately cause a notice of the proposed dissolution to be mailed to each known creditor of the Society and shall proceed to collect its assets and apply and distribute them as provided in these Bylaws.

Section B Distribution of Assets

The assets of the Society in the process of dissolution shall be applied and distributed as follows:

1. All liabilities and obligations of the Society shall be paid, satisfied and discharged, or adequate provision shall be made therefore.
2. Assets held by the Society upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred, or conveyed in accordance with such requirements.
3. Assets received and held by the Society subject to limitation permitting the use only for the accomplishment of the objectives and purposes specified by these Bylaws, but not held upon a condition requiring return, transfer, or conveyance by reason of the dissolution, shall be transferred or conveyed to one or more domestic or foreign corporations, societies, or organizations engaged in activities substantially similar to those of this Society, pursuant to a plan of distribution adopted by the Board of Directors. No part of said funds shall inure, or be distributed to the members of the Society.

ARTICLE XII INDEMNIFICATION OF OFFICERS, DIRECTORS, COMMITTEE MEMBERS, AND STAFF EMPLOYEES

Every officer, director, committee member, and staff employee shall be indemnified by the Society against all expenses, settlement, judgments, or other liabilities, including counsel fees,

reasonably incurred or imposed upon such person in connection with any proceeding or threatened proceeding to which such person may be made a party or may become otherwise involved by reason of such person being or having been an officer, director, committee member, or staff employee of the Society whether or not such person is an officer, director, committee member, or staff employee at the time such expenses are incurred. PROVIDED, that no indemnification shall be made where a person did not reasonably believe that the actions in question were in the best interest of the corporation; and PROVIDED FURTHER that, other than expenses paid to a person who prevails on the merits, no indemnification shall be made unless a court orders such indemnification or a majority of a quorum of those directors not involved in the proceeding vote for such indemnification; and PROVIDED FURTHER that the Society shall not indemnify any person where such indemnification would be in violation of any applicable law.

The aforementioned duty to indemnify shall not exceed the treasury funds existing for the Society at the time of the loss in question is incurred, said funds to include any applicable insurance proceeds.