ASCCP Official Bylaws

Revised as of April 4, 2017 ASCCP Members' Annual Business Meeting, Orlando, Florida

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. 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. Honorary members shall be named by the current ASCCP President and will be given a (1) year complimentary membership.

4. Emeritus members shall be those active members reaching the age of 65, who are retired from practice and who have been a member for 5 consecutive or 10 cumulative years, 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 annual 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.

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. 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, up to eleven (11) Members-at-Large, and up to four (4) ex-officio members to include two additional Past Presidents, the Editor-in-Chief of the Journal of Lower Genital Tract Disease and a junior member (such as a resident, fellow, or a person 5 years or less from completion of training). 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 Board of Directors Member-at-Large shall serve solely in that capacity more than three (3) consecutive elected terms or for a total of six (6) consecutive years.

The Board of Directors shall govern 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 voluntarily for health or other personal or professional reasons, the officer may be excused and the Nominating Committee will propose a successor for that term to the Board of Directors. Should an officer 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 of the Board of Directors resign voluntarily for health or other personal or professional reasons, the Member-at-Large may be excused and the Nominating Committee will propose a successor for that term to the Board of Directors. Should a Member-At-Large 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. In either instance the proposed candidate 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 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 individuals shall be unavailable to serve or are 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:

1. Ensuring compliance with ACCME standards to facilitate and assure continued accreditation at the highest level.

2. Conducting an analysis of the entire ASCCP CME Program annually and submitting an evaluation report.

3. 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.

4. Reviewing the needs assessment, course evaluations, and pre/post test and using the results in curriculum/content development, identifying gaps and planning future programs.

5. Overseeing the continuing evaluation of educational courses and enduring materials produced and sponsored by ASCCP.

6. Conducting needs assessment survey of ASCCP's membership and other societies regarding Lower Genital Tract Disorders education.

7. Identifying new educational opportunities within the U.S. and Internationally.

8. 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:

Section B Editor-in-Chief

The President of the Society (ASCCP) shall propose a name for the Editor-in-Chief of the Journal of Lower Genital Tract Disease (JLGTD) when appropriate. A majority vote of the members of the ASCCP Board of Directors shall constitute appointment of the Editor-in-Chief proposed by the President.

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

1. Responsible for the day-to-day management and production of the JLGTD
2. Leadership in managing the journal to achieve highest quality of up to date scientific and clinical content
3. Review and critique submitted manuscripts, oversee peer review, make editing suggestions, and make the final decisions about publication
4. Provide strategic planning for the Journal
5. Present the names of proposed Editors for formal approval by the ASCCP Board of Directors. *(Note: All Editors shall serve at the behest of the ASCCP Board of Directors)*.
6. Preside at Editorial Board meetings
7. Report to the Executive Director (ED) and the President of ASCCP
8. Liaison with the Board of Directors: ex-officio member of the Board of Directors; shall attend all meetings of the Board of Directors
9. Serve as the production liaison to the publisher
10. Meet with appropriate representatives of the publisher to review the marketing plans and budget, subscription rates, production process, and other relevant issues
11. Collaborate with the ED to negotiate general financial arrangements with the publisher, and to review the publisher's marketing plan for JLGTD
12. Determine and create categories of editors and their roles with approval from the Board of Directors. Approval from the Board of Directors can be done electronically.
13. Note: The Executive Director shall serve as the sole authority to enter into and conclude any legal contracts between the Society and the publisher.

Section C 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.

Section D Editorial Board

The Editorial Board shall be composed of the Editor-in-Chief, Senior Associate Editors, and Associate Editors, and the Editors. Meetings of the entire Editorial Board (as necessary) may be by asynchronous online communication, or by telephonic/internet concurrent audio conference. In person meetings will be limited to the Editor-in-Chief, Senior Associate Editors, and Associate Editors; Editors may be invited on an ad hoc basis. The Editorial Board shall formally meet at each Annual Meeting to assess the overall content of the Journal.

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.

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 Annual 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
If the Executive Committee determines that a proposed amendment(s) to the Bylaws needs to occur prior to the Annual Business Meeting, the vote can be done electronically. Amendments to the Bylaws may be proposed by three (3) or more active members and submitted to the Secretary. A copy of the proposal shall be sent to each active member by the Secretary at least thirty (30) calendar days before the Members' Annual Business or the voting period.

Members will have a voting period of no less than ten (10) business days. Adoption shall require an affirmative vote of two-thirds of the members voting or 3% of members.

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 if 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.