

ASCCP Official Bylaws

Revised as of March 27, 2010 ASCCP Members' Biennial Business Meeting, Las Vegas, Nevada

ARTICLE I NAME AND PURPOSE

The AMERICAN SOCIETY FOR COLPOSCOPY AND CERVICAL PATHOLOGY, Inc. 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 genital tract through the use of colposcopy. This includes the disciplines of pathology, cytology, cytogenetics, preventive medicine, basic research, gynecologic oncology, and epidemiology which are relevant to the understanding of the patho-physiology of the disease processes of the lower genital tract. The Society may encourage, promote and sponsor seminars, publications, and education courses in order to carry out its purpose. The Society shall hold regular meetings of the membership in order to conduct its business.

ARTICLE II MEMBERSHIP

Section A Type of Membership

1. Active members shall be interested in colposcopy and genital pathology and be licensed physicians or others who have attained or completed a college degree or an advanced clinical degree from an accredited institution. Such applicants must present either verification of having completed an ACCME-accredited lower genital tract pathology postgraduate course or a letter from a U.S.-accredited residency program attesting to one's previous colposcopy training during residency. Active members may also meet membership criteria if they demonstrate an active interest in lower genital tract disease by their professional involvement through pathology/cytology, nursing, public health policy, and/or research/basic science. All active members will have the right to vote and to hold office.
2. Resident members shall be those physicians who are currently enrolled in an accredited residency training program and have completed a clinical rotation in colposcopy or have completed such a program in the past year. Residents who have not completed a formal rotation in colposcopy but can present verification of having completed an ACCME-accredited lower genital tract pathology postgraduate course are also eligible for membership. Fellows in post-residency fellowships meeting one or more of the above requirements are also eligible. Their membership application shall be supported by a letter from their program director. 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 pay a reduced dues fee. They do not have the right to vote or to hold office in the Society.

4. Honorary members shall be those physicians who have made outstanding contributions to the field of colposcopy and cervical pathology but do not desire active membership. Honorary members may be proposed to the Board of Directors by any member of the Society. If a majority of the Board of Directors approves the nomination, the recommendation will be presented to the Society at the next biennial meeting where a majority of the members present shall be sufficient to elect.
5. Emeritus membership shall be those active members who have reached the age of 65, are retired from practice, and who request to be transferred to emeritus status. Emeritus members shall be entitled to vote at business meetings. They shall not pay dues, nor registration fees for the biennial scientific meeting and shall not be eligible to hold office. However, they may serve on most Society committees.

Section B Election to Membership

1. **ACTIVE MEMBERS** Application shall be made by the individual desiring membership in the Society by signature on the membership application. The application must document the individual's medical training and degree or college degree or advanced clinical degree from an accredited institution. The application must document the applicant's previous training in colposcopy or cervical pathology or cite the applicant's demonstrated active interest in lower genital tract disease as evidenced by their professional involvement through pathology/cytology, nursing, public health policy, and/or research/basic science. If the application is acceptable to the Membership Committee, the applicant will be notified, by letter, that he/she has received provisional membership in the Society and shall be eligible, upon payment of the initiation fee and dues payment, to receive all benefits of membership except the right to vote and hold office. The applicant's name will be placed on a ballot to be sent to the active members. The ballot will be mailed electronically during the last week of December of any given year. Those responses received within thirty (30) days after the mailing by the Secretary shall be counted. A favorable vote by the majority of those responding shall constitute election. A person so elected shall become either an active or resident member and shall be able to participate fully in Society activities. New members shall be notified, by letter, of their admittance to membership and shall then receive their membership certificate. The name of an applicant who has been rejected by the Membership Committee may be submitted to the membership at the annual members' business meeting by submitting a request to the Secretary. But to be elected by this procedure, an affirmative vote of at least 75% of those present and eligible to vote must be received. Acceptance to membership may not be refused by reason of age, sex, race, creed, religion, political affiliation, sexual orientation, or national origin. Refusal of membership may include activities by the applicant which would be detrimental to the reputation or interest of the Society, or behavior which casts discredit upon the profession of medicine.

2. HONORARY MEMBERS. Election to honorary membership shall be by majority vote of the membership at a regular meeting. 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.

Section C Loss of Membership

1. An active or associate member shall be dropped from membership for nonpayment of dues 90 days after their annual dues anniversary date. They may reinstate their membership within the first year by paying the arrearage amount and thereafter by paying a new initiation fee and the annual membership dues.
2. Any member may voluntarily withdraw membership at any time. Notification of withdrawal shall be given in writing.
3. Any member may be removed from membership by a majority vote of the Board of Directors provided that the reasons for this action were addressed formally by the Ethics Committee under the terms of the Code of Ethics and notification of expulsion has been sent by registered mail to the home address as listed with the National Office. Due cause for such removal may include activities by the member which are 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 meetings, and at meetings of the Board of Directors and shall serve for one year. The President may appoint such committees as are necessary for the conduct of the Society. It shall be the prerogative of the President 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 the official delegate.

Section B President Elect

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

Section C Secretary

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

Section D Assistant Secretary

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

Section E Treasurer

The Treasurer 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 shall have the books audited and submit this together with a report to the Board of Directors and to the Membership.

Section F 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 election meeting.
2. Additional nominations may be made from the floor by any voting member in good standing at the annual meeting.
3. The nominee for an office obtaining a simple majority of votes cast by the voting membership 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, Secretary, Assistant Secretary, Treasurer, eleven (11) Members-at-Large, and four (4) ex-officio members to include an elected trainee (resident or fellow), the two most recent Presidents, and the Editor-in-Chief of the *Journal of Lower Genital Tract Disease*. Officers shall be elected every year at the annual members' business meeting by a majority vote of active members present and voting. Any officer candidate must have previously served a minimum of two (2) years on the Board of Directors. Members-at-large shall be elected every two years at the members' business meeting by a majority vote of active members present and voting. No Member-at-Large to the Board of Directors shall serve in that capacity more than three (3) consecutive terms or for a total of six (6) years. The Executive Committee shall consist of the President, Immediate Past President, President Elect, Treasurer, Secretary and Assistant Secretary.

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' business meeting. Action by the Board arrived at by correspondence, including the electronic method of email, shall be valid as though the Board had actually assembled. Any vote or meeting conducted electronically must be conducted by the Board member from an email address that is consistent with the registry of Board member emails kept by the Secretary. A quorum shall consist of twelve (12) members of the Board and action by a majority of those participating shall be binding.

Should an officer or Member-at-Large remove himself or be removed for cause, the election of that officer or Member-at-Large will be rescinded and the Nominating Committee will propose a successor for that term to the Board of Directors, the exception being the office of the immediate Past President, which will remain unfilled until the next election. Should the President remove

himself 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 he/she desired, to stand for a second full term. The President, Past President, President Elect, Treasurer, Secretary, Assistant Secretary and up to two other Members at Large shall make up the United States' delegation to the International Federation for Cervical Pathology and Colposcopy. The President may appoint other members as necessary to fill any vacancies in the delegation.

ARTICLE V BOARD OF DIRECTORS

Section A Annual Members' Business Meeting

The annual members' 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 annual members' business meeting shall be sent to all members at least one hundred and eighty (180) days 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 official notice of a meeting (annual members' business meeting or special), 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 at any annual or special meeting.

ARTICLE VI COMMITTEES

Section A The Membership Committee

The Membership Committee shall consist of three (3) or more active members in good standing appointed by the President. The Membership Committee shall be responsible for upholding the membership standards set forth in the Bylaws. The committee shall review all applications for membership and, if standards are met, forward the names to the Society membership for vote.

The committee shall see to it that all applications are complete before submitting them to the membership for balloting. Those applications which have been approved by the Membership Committee will be submitted to the membership for balloting, according to the Bylaws.

Section B The Nominating Committee

The Nominating Committee shall consist of six (6) active members of the Society. The President Elect shall be chairman of the committee, and the remaining five (5) persons shall consist of the President, two Immediate Past Presidents, and two active Members-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, then the current President may appoint any member of the

Society to serve on the Nominating Committee in order to have 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. These candidates for election shall be presented to the members of the Society in accordance with Article III, Section F of these Bylaws.

Section C The Program Committee

The Program Committee shall be responsible for prospective planning, assessment, and evaluation of the scientific and social programs for the biennial and all other scientific programs. The Program Committee shall consist of five (5) or more active members appointed by the President, and shall:

1. Appoint and assist course directors with the President's approval; review, amend and/or approve, and then forward to the Board of Directors the prospective faculty lists from the course directors.
2. Consult with the Education Committee regarding necessary curriculum development and program content and carry out continuous assessment and evaluation of the Society's postgraduate courses and scientific meetings.
3. Length of term - The Program Chairman and Committee shall sit for (2) years and may be reappointed at the discretion of the President.

Section D 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 annual members' business meeting.

Section E The Education Committee

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

1. Develop and promote the educational activities of the Society.
2. Make proposals for educational activities to the membership.
3. Make recommendations to the Society to establish requirements and set guidelines for educational courses.
4. Oversee continuing evaluation of those educational courses and enduring materials sponsored or approved by the Society.
5. Should be responsible for approval of courses, meetings, seminars or other educational activities for which CME credit is requested.

6. Develop new methods of education and training of physicians at all levels in colposcopy, such as CD-ROMs, online assessment programs, DVDs, etc.
7. Shall maintain approval for CME credit through the Accreditation Council for Continuing Medical Education.

Section F 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 diseases of the genital tract, instrumentation utilized for diagnosis and/or treatment of genital tract diseases, 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. Advice and assistance to the members and Board of Directors in such other matters as may arise in the clinical practice of colposcopy and screening and management of genital tract pathology.

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. Shall preside at Editorial Board meetings
 - b. Shall appoint Associate Editors and Editors-at-large to the Editorial Board
 - c. Shall provide strategic planning for the *Journal*
 - d. Shall negotiate general financial arrangements with the publisher and will present contracts to the Board of Directors
 - e. Shall review the publisher's *Journal* marketing plan
 - f. Shall report to the ASCCP President
2. 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. Shall serve as the production liaison to the publisher
 - b. Shall define the editorial content of the *Journal*
 - c. Shall plan the format of the *Journal*
3. Associate Editors: The Associate Editors will include the current President, a Past President, one member with expertise in electronic publishing, one member with expertise in lower genital tract disease and/or human papillomavirus, and two or more other members who reflect the interdisciplinary nature of the Society.

The duties of the Associate Editors are as follows:

- a. Shall be responsible for the solicitation of manuscripts
- b. Shall develop an interdisciplinary network of contributors to the *Journal* (to include pathology, vulvar disease, family practice interests, nurse practitioner interests, etc.)
- c. Shall 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, and the Associate Editors.
5. Editorial Board: The Editorial Board shall be composed of the Editor-in-Chief, Executive Editor, 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 term of five (5) years with indefinite reappointment. Editors will be appointed to staggered terms so as to provide an evolving yet stable Editorial Board. An Editor may be removed from his/her position by the ASCCP Board of Directors at any time for failure to adequately carry out the duties of his/her 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, at which time he/she shall again propose a name 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 Committee.
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. He/she shall attend all meetings of the Board of Directors.

The Editorial Board and the Board of Directors shall formally meet at each biennial scientific meeting to assess the overall content of the *Journal* and to assess the financial arrangement with the publisher. The Board of Directors 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, associate, and provisional member, including the year in which the initiation fee has been paid. The Board may elect to offer discounted first year dues from time to time including those for course participants who join during the course they are attending.

Section B

Registration fees for members attending Society courses and meetings shall be fixed by the Board of Directors and shall be payable by active, associate, resident, 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 fixed by the Board of Directors.

Section C

The dates of the fiscal year may be set by the Board of Directors, and may be changed by the Board of Directors from time to time if this should become 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 must be submitted to the Secretary at least ninety (90) days before the annual members' business meeting and a copy must be sent to each active member by the Secretary at least thirty (30) days before the annual meeting. Adoption shall require an affirmative vote of two-thirds of the members eligible to vote who are present at the meeting.

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 present at such meeting.
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.