



OHIO GASTROENTEROLOGY SOCIETY
CODE OF REGULATIONS

ARTICLE I – NAME

The name of this corporation shall be the Ohio Gastroenterology Society, herein referred to as “Society.”

ARTICLE II – INCORPORATION

The Society is incorporated under the laws of the State of Ohio.

The Society shall have no capital stock and is not organized for profit.

The existence of the Society is perpetual.

ARTICLE III – LOCATION

The principal office of this corporation shall be at an address designated by the Governing Board of the Society, currently 3401 Mill Run Drive, Hilliard OH 43026.

ARTICLE IV – PURPOSE

The purposes of the corporation are as follows:

- a. To promote quality patient care in the practice of gastroenterology.
- b. To advance the legislative interests of gastroenterologists in the State of Ohio.
- c. To address practice management related issues affecting Ohio gastroenterologists.
- d. To provide a forum for professional fellowship among Ohio gastroenterologists.
- e. To educate the public concerning the types of services provided by gastroenterologists.

ARTICLE V – COMMUNICATION

The official and preferred means of communication for the Society will be by electronic mail.

ARTICLE VI – MEMBERSHIP

There shall be six classes of membership in the Society: Active, Trainee, Senior, Honorary, Mid-level Provider, and Associate.

Only Active Members shall have the right to propose members for elected office, vote, or hold elective office.

Active Membership

General Requirements:

- a. A valid, unrestricted medical license issued by the State Medical Board of Ohio.
- b. Board certified or board eligible in gastroenterology.
- c. Sound moral and ethical character and of good standing.

Process:

- a. The applicant shall complete an application form with enclosed payment of current dues.
- b. One reference, if the reference is an Active Member of the Society, is required. Alternatively, references from two non-members who are practicing Ohio gastroenterologists are required.
- c. Completed applications shall be considered by the Membership Committee and presented to the Governing Board for approval at a regularly scheduled meeting of the Board.
- d. Approval by the Governing Board of the Society grants the applicant Active Membership.
- e. The Secretary of the Society shall inform applicants of their acceptance into the Society as Active Members.

Trainee Membership

- a. Available only to fellows during the period of subspecialty training in gastroenterology.
- b. Requires completion of application with certification by program director or chief of service.
- c. Allows entry to all Society functions. Fee levied for such entry may be reduced or waived by action of the Governing Board.
- d. Trainee Members shall not propose members for elected office, vote, or hold elective office.
- e. Trainee Members shall pay no annual dues.

Senior Membership

- a. Members who have attained the age of sixty-five (65) may request advancement to Senior Membership.
- b. Senior Members shall not propose members for elected office, vote, or hold elective office.
- c. Senior Members shall pay no annual dues.

Honorary Membership

- a. The Governing Board is authorized to grant Honorary Membership to any physician, scientist, or lay person considered worthy of this recognition because of outstanding contributions to the field of gastroenterology or to the Society.
- b. Honorary Members shall not propose members for elected office, vote, or hold elective office.
- c. Honorary Members shall pay no annual dues.

Mid-level Provider Membership

- a. Available to Mid-level Provider, i.e., Nurse Practitioners and Physician Assistants, who hold an unrestricted license issued by the appropriate licensing Board in Ohio.
- b. Sound moral and ethical character and of good standing.
- c. The applicant shall complete the application process as outlined under the Process for Active Membership. The approval process for a Mid-level Provider applicant will be the same as for Active Members.
- d. Mid-level Provider Members shall not propose members for elected office, vote, or hold elective office.

Associate Membership

- a. Available to Registered Nurses, Licensed Practical Nurses, Endoscopy Mangers and Office Managers, who are actively employed in a gastroenterology practice, ambulatory endoscopy or surgery center, or a hospital based endoscopy unit.
- b. Sound moral and ethical character and of good standing.
- c. The applicant shall complete the application process as outlined under the Process for Active Membership. The approval process for an Associate applicant will be the same as for Active Members.
- d. Associate Members shall not propose members for elected office, vote, or hold elective office.

Termination of Membership

Membership is nontransferable and nonassignable.

Termination of membership shall occur upon:

- a. Receipt in writing of resignation.
- b. Death.
- c. Failure to pay dues for two successive years.
- d. For behavior inconsistent with professional standards as judged by the Governing Board of the Society.
- e. The Governing Board may, upon receipt of firm evidence, vote for reinstatement to Active Membership if the reasons for termination of membership were invalid or rendered invalid or have been corrected.

ARTICLE VII – GOVERNING BOARD

Except where otherwise specified in the Code of Regulations, the affairs of the corporation will be conducted by a Board of Directors of the corporation which shall be known as the “Governing Board.”

The Governing Board will be composed of three elected officers, the Past President, and four appointed committee chairs, as outlined below:

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| a. President/Chair, Legislative Committee | Elected from Active Membership |
| b. Vice President/Secretary | Elected from Active Membership |
| c. Treasurer/Chair, Finance Committee | Elected from Active Membership |
| d. Past President/Chair, Nominations Committee | Advances from President |
| e. Chair, Education Committee | Appointed by incoming President |
| f. Chair, Membership Committee | Appointed by incoming President |
| g. Chair, Code of Regulations Committee | Appointed by incoming President |
| h. Chair, Insurance Committee | Appointed by incoming President |

The appointment of Committee Chairs may not all be from within the same region.

The Governing Board shall meet bi-annually, including once at the Annual Meeting; other meetings may be called by the President or any three members of the Governing Board with reasonable notice as to the time and place. Telephone conferences, asynchronous email meetings, internet-based meetings or other new technology-based meetings can be called for urgent and non-urgent business as well.

Quorum will consist of the majority of the Governing Board.

The President of the Society shall preside over the Governing Board.

A simple majority is required for all decisions of the Governing Board.

A vacancy on the Governing Board shall be filled from the Active Membership of the Society as appointed by the President with the approval of the majority of the Governing Board. A vacancy of the officers shall be said to exist if an officer is unable to perform his or her duties for a six-month period. The Governing Board will, at its next meeting, fill this vacancy by a majority vote.

ARTICLE VIII – OFFICERS

The officers of this corporation shall consist of a President, Vice President/Secretary, Treasurer, and Past President.

The term of office for the officers shall be two years.

Officers, except for the Past President, shall be elected by the Active Membership at the Annual Meeting of the Society and shall take office at the conclusion of the Annual Meeting.

President:

- a. Shall be the chief executive officer of the corporation.
- b. Shall preside over all meetings of the Society and the Governing Board as well as committee meetings at his or her discretion.
- c. Shall supervise the implementation of all orders and resolutions of the Society and its Governing Board.
- d. Shall appoint the Chairs of the Education, Membership, and Code of Regulations Committees, as well as any special or ad hoc committees, from among the Active Membership.
- e. Shall appoint the members of all of the six standing committees of the Society (see Article XII).
- f. Shall promote the legislative agenda of the Society and shall chair the Legislative Committee.
- g. Shall advance to Past President of the Society after the completion of the term of office.

Vice-President/Secretary:

- a. Shall, in the absence or disability of the President, perform the duties of the President.
- b. Shall perform such duties as the Governing Board shall prescribe.
- c. Shall assume the office of the Presidency at the end of term of the current President.
- d. Shall be elected from the Active Membership.
- e. Shall keep a record of the proceedings of all meetings of the Society and its Governing Board.
- f. Shall notify all members of the Society and its Governing Board in advance of all meetings.
- g. Shall be the custodian of the corporate records.
- h. Shall maintain the official membership roster of all members.

Treasurer:

- a. Shall be elected from the Active Membership.
- b. Shall have charge and custody of all funds of the Society.
- c. Shall collect and expend funds under the direction of the Governing Board.
- d. Shall keep and maintain adequate and correct accounts of the corporation's properties and business transactions.
- e. Shall submit to the Governing Board an annual audit of the corporation's finances as made by a certified public accountant.
- f. Shall serve as the Chair of the Finance Committee.

Past-President:

- a. Shall serve as the Chair of the Nominations Committee.
- b. Shall perform such duties as the Governing Board shall prescribe.

Society Administrator:

- a. Shall be appointed by the President, in consultation with other officers, to assist the Officers and the Governing Board in the execution of Society policies, goals, and programs.
- b. Shall be responsible to the Governing Board, which shall assist the President in directing his or her activities.
- c. Shall attend all meetings of the Governing Board and the Annual Meeting of the Society.

ARTICLE IX – NOMINATIONS AND ELECTIONS OF OFFICERS

The Founding Governing Board shall prepare the first slate of nominations for the offices of President, Vice President/Secretary, and Treasurer of the Society, for the first Society elections to be held at the first Annual Meeting of the Society.

Subsequently, the Nominations Committee shall prepare a slate of nominations for the offices of Vice President/Secretary, and Treasurer.

All nominees shall give their consent to their nomination.

Nominations from the floor during an Annual Meeting of the Society shall not be permitted.

A written petition of ten (10) or more Active Members may be employed to place a name on the ballot. This petition must be received sixty (60) days prior to the Annual Meeting of the Society.

The slate of Nominees shall be circulated to the Active Membership of the Society by the Vice President/Secretary, no later than fifteen (15) days prior to the Annual Meeting of the Society.

Election of officers from duly nominated candidates shall take place at the Annual Meeting of the Society. The election may be conducted by voice vote or by written ballot. Only Active Members of the Society may vote. Each Active Member shall have one vote and the candidate for each office receiving the greatest number of votes for that office shall be the elected officer for that office.

The newly elected officers shall be installed at the close of the Annual Meeting of the Society at which they are elected. Each officer shall hold office until for two years, until the Annual Meeting of the Society and until his or her successor is elected, or until his or her earlier resignation, removal from office, or death.

ARTICLE X – MEETINGS

There shall be an Annual Meeting of the Society. This will be both an educational as well as a business meeting of the Society.

The time and place of the annual meeting shall be decided by the Governing Board and each member shall be notified at least ninety (90) days in advance.

Ten (10) Active Members shall constitute a quorum at any Annual or special meeting of the Society.

The vote shall be decided by simple majority of those present.

A special meeting of the Active Membership may be called by the Governing Board or by any twenty (20) Active Members of the Society with thirty (30) days notice given to the remaining Active Members.

Electronic mail ballots may be utilized at the discretion of the Governing Board, but 20 percent response will be necessary to constitute a quorum and simple majority shall decide the question.

ARTICLE XI – COMMITTEES

The standing committees of the Society shall be seven (7): Finance, Nominations, Education, Legislative, Membership, Code of Regulations and Insurance.

Each standing committee shall have a Chair and two members, all of whom shall be appointed by the president. The three exceptions are the Finance Committee, which shall be chaired by the Treasurer of the Society, the Nominations Committee, which shall be chaired by the Past President of the Society, and the Legislative Committee, which shall be chaired by the President of the Society.

The Chair of each committee shall serve as a member of the Governing Board.

Additional special or ad hoc committees may be appointed by the President of the Society as deemed appropriate.

The duties of the standing committees shall be as follows:

Finance Committee

- a. The Treasurer of the Society shall be the Chair of the Finance Committee.
- b. Shall prepare the annual budget of the Society in cooperation with the Treasurer.
- c. Shall present the proposed budget to the governing board at its first meeting following the new fiscal year.
- d. Shall advise the governing board on the Society's investments and bank accounts.

Nominations Committee

- a. The Past President of the Society shall be the Chair of the Nominations Committee.
- b. The first Chair of the Nominations Committee shall be appointed by the Founding Governing Board of the Society and will serve a 2 year term.
- c. Shall meet biannually to develop a slate of nominees for the offices of President, Vice President/Secretary, and Treasurer.
- d. Shall report slate of nominees to the Governing Board and membership no later than fifteen (15) days prior to the Annual Meeting of the Society on odd years.

Education Committee

- a. The Chair of the Education Committee shall be appointed by the President of the Society.
- b. Shall organize and conduct the program of the Annual Meeting.

- c. Shall sponsor courses or seminars in gastroenterology for the members whenever advised to do so by the Governing Board.
- d. Shall report to the Governing Board at each meeting.
- e. Shall prepare and submit an annual report on its accomplishments to the members of the Society.

Legislative Committee

- a. The Chair of the Legislative Committee shall be the President of the Society.
- b. The Northern and Southern governors of the American College of Gastroenterology (ACG) shall be invited to serve as *ex officio* members, if they are members of the Society.
- c. Shall be informed of legislative issues affecting gastroenterologists in the State of Ohio.
- d. Shall promote the legislative agenda of the Society.
- e. Shall report to the Governing Board at each meeting.
- f. Shall prepare and submit an annual report on its accomplishments to the members of the Society.

Membership Committee

- a. The Chair of the Membership Committee shall be appointed by the President of the Society.
- b. Shall develop a mailing list of potential members of the Society.
- c. Shall organize and conduct a membership campaign to secure members for the Society.
- d. Shall review all membership applications to determine if members are qualified for membership.
- e. Shall report the names of applicants and recommendation of the committee toward them at each Governing Board meeting.
- f. Prepare and submit an annual report on the accomplishments of the committee and recommendations for the new year to the members of the Society.

Code of Regulations Committee

- a. The Chair of the Code of Regulations Committee shall be appointed by the President of the Society.
- b. Shall recommend amendments to the bylaws when necessary.
- c. Shall report to the Governing Board at each meeting.
- d. Shall prepare and submit an annual report to the members of the Society.

Insurance Committee

- a. The Chair of the Insurance Committee shall be appointed by the President of the Society.
- b. Shall be informed of insurance issues affecting gastroenterologists in the State of Ohio.
- c. Shall promote the agenda of the Society.
- d. Shall report to the Governing Board at each meeting.
- e. Shall prepare and submit an annual report to the members of the Society.

The President of the Society may appoint, as needed, representatives to the Ohio Medicare Carrier Advisory Committee, the National Medicare Gastrointestinal Carrier Advisory Committee, and the OSMA Focused Task Force on State Legislation. These representatives

shall report to the Governing Board and interact with other gastroenterology societies as appropriate.

ARTICLE XII – FINANCES AND DUES

The Treasurer shall be responsible for all of the Society's finances in accordance with Article IX.

Funds for meeting the expenses of the corporation shall be raised through annual dues, assessments, and voluntary contributions.

Bank Account: All funds of the Society shall be held in federally insured banking institutions.

Investments: Investments shall be limited to those proposed by the Treasurer and approved by the Governing Board. Investments shall be reviewed annually by the Finance Committee.

Disbursements of Funds: Checks of \$2500 or less can be written by the Treasurer and/or the President. Checks written for \$2501 or more shall require a second signature by another officer of the Society. For checks more than \$2501, a facsimile copy of the second officer's signature may be held on file in lieu of the actual signature.

Each Active Member shall remit dues annually to the Treasurer of the Society.

The amount of the dues shall be established by the Governing Board annually and are due by December 31 of each year.

The fiscal year shall be the calendar year.

ARTICLE XIII – AMENDMENTS

The amendments proposed by the Code of Regulations Committee and approved by the Governing Board shall be presented at any Annual Meeting or at any special meeting called for that purpose, a quorum being present, which actions shall be determined by an affirmative vote of at least two-thirds (2/3) of the Active Members present.

No bylaws shall be amended unless written notice of such proposed action shall have been distributed to each Active Member at least thirty days (30) before the meeting at which such amendment is to be acted upon.

ARTICLE XIV – RULES OF ORDER

Roberts Rules of Order shall govern the conduct of the affairs of this Society and meetings will be conducted according to Roberts Rules of Order.

ARTICLE XV – GOVERNING BOARD MEMBERS LIABILITY

A Governing Board member or officer of the Society shall not be personally liable for money damages as such for any action taken or failure to take action as a director or officer unless the action constitutes self-dealing, willful misconduct or recklessness, or unless liability is imposed

pursuant to criminal statute, or for payment of taxes. The Governing Board may provide for indemnification of board members and officers to the extent allowed by law.

ARTICLE XVI – DISSOLUTION AND DISPERSEMENT OF ASSETS

The Society may be dissolved without cause at any Annual Meeting or at any special meeting called for that purpose, by an affirmative vote of at least three-fourths (3/4) of the Active Members present. In such a case, once all of the debts and creditors of the Society are paid in full, the remaining assets of the Society will be dispersed for educational purposes, to another 501(c)3 organization or society, as determined by the Governing Board of the Society.

Approved 9.20.2009

Revised 9.17.2011

Revised 9.22.2012

Revised 9.14.2013

Revised 9.8.2014

Revise 9.17.2016