



**NORTH AMERICAN SOCIETY
FOR
PEDIATRIC AND ADOLESCENT GYNECOLOGY
BYLAWS**

Revised 2006, 2010, 2012, 2014, 2016,
2018, 2020, 2022

ARTICLE 1: NAMES

The name of this organization shall be the North American Society for Pediatric and Adolescent Gynecology (NASPAG).

This organization is incorporated as a 501(c) (3) Corporation in the State of Delaware.

ARTICLE 2.1: MISSION STATEMENT

The mission of the Society is to provide multidisciplinary leadership in education, research and gynecologic care to improve the reproductive health of youth.

ARTICLE 2.2: GOALS

- A. Serve and be recognized as the lead provider in Pediatric and Adolescent Gynecology (PAG) education, research and clinical care.
- B. Conduct and encourage multidisciplinary and inter-professional programs of medical education and research in the field of PAG.
- C. Provide leadership and support for PAG research.
- D. Advocate for the reproductive wellbeing of children and adolescents and the provision of unrestricted, unbiased and evidence-based practice of PAG.

ARTICLE 3: MEMBERSHIP

The membership of this Society shall consist of Active, Honorary, Emeritus, and Completion of Training members. Upon payment of their annual dues, members shall be entitled to all the rights and privileges of their category from January 1 to December 31 of the year the dues are paid.

1. **Active Member:** a health care professional or professional student who is current in the payment of annual dues. All active members shall be eligible for offices and honors.
2. **Honorary Member:** Shall be assigned to anyone nominated for such a designation, after proper support and documentation for this honor. This designation requires approval of the Board. This membership category is non-dues paying, and non-voting.
3. **Emeritus Member:** A member who is over 65 years of age and has retired shall be eligible for this classification.
4. **Completion of Training Members:** This classification will entitle the new members to a 6-month introduction fee that is pro-rated, equal to ½ an new membership fee.

This type of membership may be used one time only at the completion of residency or fellowship training.

It shall be the duty of each member of NASPAG to keep on file with the central office, an official address, current phone and fax numbers, as well as email address, to which all notices as required by the bylaws may be sent. All active and emeritus members shall pay the annual dues and special assessments as may be determined by the Executive Committee. As a member of NASPAG, active and emeritus members shall receive certain benefits, such as publications and services. Such benefits shall be approved and granted by The Board from time to time.

Termination of Membership: Termination of membership of NASPAG shall occur with any of the following:

- A. Non-payment of dues (overdue for more than 60 days).
- B. Revocation of medical license or other professional licenses as may apply.
- C. Resignation.
- D. Breach of ethical conduct.

Disciplinary actions shall be decided by the Executive Committee regarding breach of ethical conduct. Examples of disciplinary actions include revoking of membership, ACRM attendance or committee/SIG participation.

Members terminated for non-payment of dues shall be reinstated upon payment of dues, fees and assessments. Privileges of membership shall be restored upon reinstatement.

ARTICLE 4: MEETINGS

Section 1: There shall be an annual meeting of the Society that shall consist of a business meeting, in conjunction with the annual clinical and research meeting.

Section 2: The time and place of the business meeting shall be determined by the Executive Committee.

Section 3: A notice of the time and place of the business meeting shall be sent to all members of the Society at least 30 days prior to the meeting.

Section 4: The Board shall meet at least bimonthly. Additional meetings may be organized at the discretion of the President. The Executive Committee will hold bimonthly meetings on alternate months from the Board Meetings calls.

ARTICLE 5: OFFICERS

Section 1: The Executive Committee of this Society shall be comprised of the President, Vice President, Secretary, Treasurer, Past President, President-Elect, and Treasurer-Elect (when applicable).

Section 2: The Board shall consist of the Executive Committee, Executive Director (ex officio), and six members at-large. If a Board member at large vacates the position before his or her term expires, the term shall be filled by an appointee of the President until the next election occurs when the unexpired terms will be filled by a candidate elected through the usual process. The Board may elect other officers and adopt bylaws and regulations for the management of its own affairs; to write such bylaws and regulations which are not in conflict with those of the Society. Seven voting members shall constitute a quorum for a meeting of the Board.

Section 3: Ex-officio non-voting attendees at Board meetings include the Executive Director, the Program Committee Chair, and representatives from the management company. Other individuals, such as the Editor-in-chief of the Journal, may be present at the invitation of the President or Executive Director.

ARTICLE 6: DUTIES OF THE OFFICERS

A. President:

1. To be the executive officer of the Executive Committee, Board and of the Society.
2. To chair the Board and submit reports and recommendations to the Board.
3. To coordinate the activities of the Past Presidents and chair the Past Presidents' meeting at the Annual Clinical Meeting (ACRM).
4. To preside at the annual business meeting and other meetings of the Society.
5. The President shall vote only in the case of a tie.
6. To serve on the Program Committee, Investment Committee, and as Ex officio on other committees as needed
7. To direct and coordinate the activities of the various committees as defined by the Board and encourage recruitment and enhancement of membership of the Society.
8. To represent NASPAG in relationships with other organizations with common interest in pediatric and adolescent gynecology.
9. To oversee and evaluate the Executive Director.
10. To assign every Board member to a standing or ad hoc committee and to ensure they are actively engaged in the organization.
11. To serve the one-year term of office.
12. To oversee in conjunction with the anti-racisms committee the delegation of a board member to be the DEI representative.

B. The President-Elect:

1. To serve as President if the President cannot serve and then complete his/her own term.
2. To serve on the Program Committee and select the incoming Program Chair in consultation with the President, Program Chair and Executive Director.
3. To serve on the Investment Committee and Development Committee.
4. To serve the one-year term of office and then succeed as President.

C. The Vice President:

1. To preside at Board and Executive Committee meetings in the absence of the President or President-Elect.
2. To assist each committee with updating terms of reference annually as needed.
3. To lead key initiatives within the society that are identified in conjunction with the President and ED.
4. To serve on the Bylaws Committee.
5. To serve in this office for three years.

D. Immediate Past President:

1. To be a member of the Executive Committee and Board.
2. To chair the Nominating Committee.
3. To serve Ex-officio on the Program Committee.
4. To serve in this office for one year.
6. The retiring Past President shall in alternate years serve as either the Chair of the Bylaws Committee or as a member of the Investment Committee (ad hoc) for two years.
7. To serve on the Budget/Finance Committee.

E. Secretary:

1. To be a member of the Executive Committee and Board.
2. To be responsible for the records of all Board, Executive Committee and Business meetings of the Society.
3. To serve on the Bylaws Committee in alternating years.
4. To serve a three-year term and may be re-elected to serve an additional consecutive or non-consecutive three-year term.

F. Treasurer

1. To be a member of the Executive Committee and Board.
2. To be responsible for the financial oversight of the Society, including submitting financial statements on an annual basis.
3. To work closely with the Executive Director to keep the Society fiscally sound.
4. To serve a three-year term and can be re-elected to serve additional consecutive three-year terms.
5. Participates in the selection of the Treasurer Elect with the Board during the term preceding the final Board term.
6. To work with the Treasurer Elect during the final year of his/her term, to accomplish the tasks listed in G.
7. To serve as Chair of the Budget/Finance Committee.
8. To serve on the Investment Committee and Development Committee.
9. To prepare, together with the Executive Director, and Treasurer Elect, the annual fiscal report of NASPAG income and expenses to be submitted to the Board and to the membership at the annual Business Meeting of the Society. An independent audit of Society expenses will be carried out at

not more than five-year intervals and reported to membership at an annual business meeting.

10. To solicit, review, and comment upon all annual budget requests as part of preparing the annual budget
11. To work with the Executive Director, the Accountant, and the Budget Committee to prepare the annual operational and ACRM budgets
12. To review and aid in the negotiation of new contracts as they are being developed in order to fulfill item 2.
13. Participate in discussions of new proposed NASPAG expenditures outside of the budget cycle
14. To communicate to the Board and Membership information about NASPAG finances, expenditures, investments, and overall fiscal stability.

G. Treasurer- Elect:

1. To work closely with the Treasurer during their final year to assure a smooth transition to Treasurer.
2. To be prepared to assume all duties of Treasurer, at the conclusion of term as Treasurer-Elect.
3. To serve on the Investment Committee and Budget/Finance Committee.
4. To serve for one-year.

H. Executive Director:

1. To be appointed in conjunction with the management company, with approval by the Executive Committee.
2. To perform such duties and exercise such authorities as shall be determined by the Executive Committee, in order to fulfill the mission, support the membership, and maintain fiscal and ethical standards of the Society.
3. Metrics for the Executive Director are outlined within the management company agreement and are to be reviewed annually and during contract renewals periods.
4. To be the primary leader for the development of extramural funding.
5. To oversee administration and management of the Society in cooperation with the Society's management company.
6. To promote the growth of the Society and maintain its integrity in public and professional forums.

I. Members-at-large:

1. Attend and actively participate in all meetings and activities, including at least half of all full Board meetings and including the ACRM. If unable to fulfill this duty, may be removed from office at the discretion of the Executive Committee.
2. Engage in the organizational leadership in a positive manner and be an active member of at least one Committee as directed by the President.
3. Members-at-large on the Board shall each serve a three-year term on an annually staggered basis.

K. The Duties of the Board Shall Include:

1. Transaction of all business of NASPAG to uphold the bylaws and carry out the goals and objective of the Society.
2. Fixing the dues and assessments for members including ACRM fees.
3. Development of mechanisms to carry out planning and policy development and advocacy.
4. Oversight of finances of the Society.
5. Support liaisons with other professional societies.

ARTICLE 7: THE ELECTION OF OFFICERS

A. The Method of Election

The Immediate Past President shall act as Chairperson of the Nominating Committee and shall appoint the members. The Committee shall consist of three current board members and three active members from the general membership. The Nominations Committee ideally reflects the diversity of the NASPAG membership and will consist of members in the field of obstetrics/gynecology and members from adolescent medicine, endocrinology, or other fields proportionately reflecting NASPAG membership.

The call for nominations will be transparent and conducted in multiple channels, including membership email, website postings and on social media. Self-nomination is encouraged. NASPAG seeks diversity, equity and inclusion within their leadership.

The Nominating Committee shall present to the Board a slate of candidates for approval at least 60 days prior to the Annual Business Meeting. The slate approved by the Board shall then be presented to the membership for electronic vote at least 30 days before the Annual Business Meeting. The number of responses that must be received to constitute a quorum is ten percent (10%) of the total voting membership. The proposed slate will be approved if the slate receives 2/3 majority of the total votes submitted.

The slate of candidates will include at least one candidate for each Member-At Large position.

B. Guidelines for Nomination

1. President

- i. Member in good standing.
- ii. Member for at least 5 years
- iii. Prior experience as NASPAG Board member.

2. Vice-President

- i. Member in good standing.
- ii. Prior experience with NASPAG Board of Directors or Committee activities as a Co-Chair or the Society at large.

3. Secretary

- i. Member in good standing.
- ii. Prior experience with NASPAG Board of Directors, Committee activities as a Co-Chair or the Society at large.

4. Treasurer
 - i. Member in good standing.
 - ii. Prior experience with NASPAG Board of Directors, Committee activities or the Society at large.
5. Treasurer-Elect
 - i. Member in good standing.
 - ii. Meets all requirements for Treasurer.
6. Members at Large
 - i. Member in good standing
 - ii. Prior experience with Committee activities as a Co-Chair or the Society at large is preferred. Representation should be proportionate to the membership in respect to specialty.

C. Replacement of officers

1. Whenever, in the judgment of the Board and consistent with Society bylaws an officer has vacated or is unable to fulfill the duties of his or her position, the President shall appoint a replacement to complete the unexpired term, except as noted under officer responsibilities in Article 5.
2. The President, President-Elect, and Vice-President may not succeed themselves.
3. The Secretary and Treasurer, upon due election by the Society, may succeed themselves for additional three-year terms.

ARTICLE 8: DUES

1. The annual dues shall be placed upon the membership as is determined by the Board.
2. The funds shall be collected, accounted for and administered by the Executive Director and management team in a manner approved by the Board.
3. Disbursement of funds shall be made only upon the authority of an order of the Treasurer and the Executive Director with Board oversight.
4. Members living in World Bank Areas 3 and 4 are eligible for discounted membership, as are professional students.
5. Dues renewal notices are sent to members during the fall of each year, but no later than 60 days prior to its expiration on December 31. Dues received after this date are considered overdue.
6. A new member may receive a quarterly one-time first year prorated new membership fee. This prorated fee schedule can only be used once per member.

ARTICLE 9: COMMITTEES

1. All Committees report to the Board.
2. Each committee shall have two Co-Chairs chosen by members of the committee and approved by the board, ensuring a rotation and continuity within committee. Duration of leadership roles are determined by the Terms of Reference for each committee.
3. Diversity, equity and inclusion is encouraged within committee membership and leadership.

4. All committee members and co-chairs must be active dues-paying members of NASPAG.
5. Recruitment of new members and membership announcements are disseminated to general NASPAG membership.
6. Committee chairs will be expected to engage on a regular basis with President and Board .
7. All committees are to maintain their respective Terms of Reference annually. These Terms are to be reviewed by the Vice President and approved by the Board. Committee operations are guided by their board approved Terms of Reference.
8. Regular committee meetings are to take place throughout the year as determined by committee leadership and Terms of Reference.
9. Monthly updates are to be send to HQ for dissemination at monthly Board and Executive Committee meetings.
10. Committee administration needs can be supported by the Management Company.

A. Standing Committees –

1. Abstract Committee:

The Abstract Committee supports the presentation of high-quality scientific research and educational cases at the ACRM. Committee activities include:

- Soliciting and reviewing original research and case reports for acceptance as platform or poster presentation at the ACRM.
- Coordinating publication of accepted abstracts with the Journal.
- Scoring award-eligible platform and poster presentations, and determining ACRM award recipients.

2. Advocacy Committee:

The Advocacy Committee is charged with overseeing the activities of the Society that relate to advocating for the reproductive well-being of children and adolescents and the provision of unrestricted, unbiased and evidence-based practice by PAG providers. Committee activities include but are not limited to:

- Dissemination of information to the membership, and fellow Organizations, through NASPAG representatives and liaisons.
- Providing recommendations to the Board on the Endorsement of Statements of Policy from our own Organization, and endorsement of other Organizations' documents that align with the Mission and Goals of the Society.

3. Antiracism Committee:

The Antiracism Committee is responsible for advocating for diversity, inclusion, and antiracism within NASPAG. This includes, but is not limited to:

- networking opportunities
- member education and outreach
- patient care initiatives and policies
- research support
- leadership representation

4. Budget and Finance Committee:

Budget and Finance Committee establishes the budget and review NASPAG finances. The committee responsibilities include:

- Reviewing offinancial reports.
- Monitoring the financial health of NASPAG.
- Making recommendations to the Board as needed for expenditures.

- Advising Board as needed regarding budget for proposed projects.
- Ensuring compliance with financial timetables and other financial issues as needed including responding to/reviewing the final financial summary of the ACRM.

5. Bylaws Committee:

The Committee shall review the Bylaws every two years (odd numbered years) and make recommendations to the Board in the following even-numbered year before ACRM. The Immediate Past President chairs this committee and recruits members as needed but at least every two years. Members include the Executive Director, the secretary, the Vice president, and at least two other members in good standing. Membership should proportionally reflect the professional diversity of the NASPAG membership.

6. Development Committee:

The Development Committee shall be responsible for enhancing the financial stability of the Society. The committee duties and responsibilities will include expansion of the level of support to Friends of NASPAG, including soliciting private donations. In addition, the committee will create new initiatives for fundraising that include monetary contributions from Foundations and other external sources.

7. Education Committee:

The Education Committee serves to enhance NASPAG's role as an educational authority in pediatric and adolescent gynecology (PAG) to NASPAG members, and to non-members. The goals of the committee are to develop and disseminate educational tools and products, both print and web-based including Clinical Opinions and patient education materials for the NASPAG membership. The Committee will review and revise Clinical Opinions and Educational Materials on a scheduled basis to affirm the currency.

8. Investment Committee:

The Investment Committee oversees issues related to the long-term financial stability of the organization; reviews distribution and rate of return on invested monies; makes investment recommendations to the Board on changes to current investments and investment of new monies.

9. Newsletter Committee:

The Newsletter Committee is responsible for the publication of the NASPAG newsletter on a quarterly basis. The content of the newsletter is focused on reporting scholarly activities in research, education, clinical care and advocacy within NASPAG and the field of Pediatric and Adolescent Gynecology.

10. Nominating Committee:

The Past-President chairs the Nominating Committee. See Article 7 regarding the Election of Officers

11. Program Committee:

Shall be responsible for developing the program for the annual clinical and research meeting working collaboratively with the President and Management Company.

12. Research Committee:

This committee shall be responsible for fostering high quality research among our members, creating opportunities for collaboration, and providing ongoing educational opportunities for members interested in research endeavors. The

committee is composed of and provides oversight for five working groups, including:

- a. Mentoring Work Group: provides research mentor support to trainees and junior faculty
- b. Journal Club Work Group: recommends high quality research from the Journal of Pediatric and Adolescent Gynecology, and publishes accompanying discussion questions to the NASPAG website
- c. Research Education Work Group: manages a five-year rotating research curriculum presented annually at the ACRM, along with development of other educational research tools for members.
- d. Grant Work Group: solicits and manages funding to support research conducted by trainees and faculty at all levels and disciplines relevant to the PAG field.
- e. Fellow Research Consortium (FRC) Work Group. The Research Committee provides senior level oversight and support to the NASPAG FRC including responsibility for research grants.

13. Resident Education Committee:

Membership will include the responsibility to develop an educational curriculum and other teaching tools for the NASPAG membership to use for resident/trainee education in PAG. It will also be responsible for the dissemination of the resident education curriculum for the NASPAG membership in PAG and will assess the need for other teaching tools for resident education by the membership.

14. Social Media Committee:

Using social media, including Facebook, Instagram and Twitter, the Committee promotes utilization of the NASPAG website and is responsible for all postings on Facebook, Instagram, and Twitter on behalf of NASPAG.

15. Website Committee:

The Website Committee oversees the Society's website content and design, and policies, makes recommendations for changes, and is responsible for reviewing external links posted on the site. The committee selects publications and resources in coordination with other committees to be placed on the site. The Website Committee facilitates the distribution of information relevant to Pediatric and Adolescent Gynecology for meetings, professional positions and available fellowships. It coordinates information on items available for purchase through the Society, donations to the Society, and renewal of membership forms with the management company.

B. AD HOC Committee and Task Forces:

These are created and abolished by the President to accomplish specific activities in a finite timeframe.

C. Committee Membership Guidelines:

All committee members must be members in good standing of NASPAG. Each Committee shall have no fewer than three members. Committees' membership will strive to reflect the diversity of our membership and the communities we serve including a balance of specialty training.

ARTICLE 10: AMENDMENTS

Section 1: Proposals to amend the bylaws may be made by a member in good standing through submission at a regular business meeting or Board meeting or by electronic solicitation from the Bylaw Committee Chair every 2 years. The proposal shall be referred to the Bylaws Committee, whose chair will then report its recommendation to the Board. Amendments approved by the Board are then submitted to the membership for approval.

Section 2: The recommended bylaws changes shall be presented to the membership for electronic vote at least 30 days before the Annual Business Meeting. The number of responses that must be received to constitute a quorum is ten percent (10%) of the total voting membership. The changes will be approved if they received 2/3 majority of the total votes submitted.

ARTICLE 11: FISCAL YEAR

The fiscal year of NASPAG shall commence on January 1 of the calendar year and be completed on December 31 of the same calendar year.

ARTICLE 12: PARLIAMENTARY AUTHORITY

Parliamentary authority, "Sturgis Standard Code of Parliamentary Procedure," shall govern the conduct of the business of the Society except when in conflict with the rules and policies of the Society, in which case the latter rules and policies will govern.

ARTICLE 13: INDEMNIFICATION

Each director and officer of the North American Society of Pediatric and Adolescent Gynecology, whether or not then in office, shall be indemnified by the corporation against all cost and expenses reasonably incurred by or imposed upon him or her in connection with or arising out of any transaction, action, suit, or proceeding in which he/she may be involved, and to which he or she may be a party by reasons of being or having been a director or officer.

Respectfully submitted by the Bylaws Committee 2022 (Geri Hewitt, Chair, Members Judy Simms-Cendan, Carol Wheeler, Jennifer Woods, and Brent Schwartz) .