

CONSTITUTION

ARTICLE I - TITLE

The name of the organization shall be the Society for Maternal-Fetal Medicine (SMFM), Incorporated.

ARTICLE II - INCORPORATION

The organization shall be incorporated. The SMFM has been formed under the laws of the State of Texas as a non-profit corporation. No part of the net earnings of the Society shall benefit any private member, director, officer, or other individual; provided, however, that the Society may pay reasonable compensation for services rendered and reimbursement for expenses incurred.

ARTICLE III - OBJECTIVES

The SMFM is a Society of physicians and scientists who are dedicated to the optimization of pregnancy and perinatal outcomes. Our objective is to lead the global advancement of women and children's health through pregnancy care, research, advocacy and education. We dedicate ourselves to improving maternal and child outcomes, raising the standards for the prevention, diagnosis, and treatment of maternal and fetal disease through:

- Support for the clinical practice of MFM
- Research
- Education/training
- Advocacy
- Health policy leadership

ARTICLE IV - MEMBERSHIP

Membership shall be open to all persons interested in MFM as specified by the Bylaws.

ARTICLE V - AMENDMENTS

SECTION 1

The Constitution, Bylaws, and Articles of Incorporation may be amended as specified by the Bylaws.

SECTION 2

Proposed amendments to the Constitution, ByLaws, and Articles of Incorporation must be presented in writing and distributed to the entire membership at least 60 days prior to the meeting at which they are to be considered. Proposed amendments shall be discussed at a regular or special meeting. The Constitution, Bylaws, and Articles of Incorporation may be amended by a majority affirmative vote of the Regular and International Regular membership at the Annual Meeting or by a majority affirmative vote of the Regular

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membership by mail.

SECTION 3

Amendments may be proposed by 30% of the Board of Directors, by a Standing Committee, or by 30% of the Regular and International Regular members of the Society.

Proposed amendments are to be submitted to the Standing Committee on Credentials, Constitution, and Bylaws for distribution to the general membership. The Membership and Bylaws Committee will review the Bylaws twice a year, at the interim board meeting and at the annual board meeting, with amendments and changes distributed to the Full Board at least 30 days prior to the annual meeting. The proposed amendments and changes shall be discussed and voted on by the Full Board at the annual meeting.

BYLAWS

All applicants for membership shall complete a Membership Application. The organization shall have the following classes of membership: Regular, Associate, Affiliate, Honorary, Emeritus, Resident, Medical Students/PhD Candidates and Coding.

- A. **Regular** membership shall be available to those physicians, U.S. or International, duly certified by the Division of MFM of the American Board of Obstetrics and Gynecology, Inc. (ABOG) or the American Osteopathic Board of Obstetrics and Gynecology (AOBOG), and individuals who are duly certified in Obstetrics and Gynecology by the ABOG or AOBOG and have completed post-graduate education with certification in areas related to MFM, such as Genetics, Infectious Disease, Fetal Medicine, or Critical Care Medicine. Regular memberships shall also be available to PhDs or Post-doctoral candidates, U.S. or International, not otherwise eligible for certification in MFM and who are primarily engaged in research in perinatal medicine as evidenced by a record of publications and/or extramural funding.

To apply for Regular membership, U.S. applicants must submit the following:

- A copy of their diploma of special competence in MFM by the ABOG or AOBOG, or
- A copy of their diploma of special competence in Obstetrics and Gynecology by the ABOG or AOBOG and certification of completion of post-graduate education with in an area related to MFM (e.g. Genetics, Infectious Disease, Fetal Medicine, or Critical Care Medicine), or

- A copy of their diploma confirming successful completion of a PhD and evidence of research in perinatal medicine, for PhD's not otherwise eligible for certification in MFM.

AND

- A current curriculum vitae
- Dues Payment

To apply for Regular membership, International applicants must submit the following:

- A copy of their diploma of training in Obstetrics and Gynecology in their country of origin and documentation of post-graduate training in MFM or with in an area related to MFM (e.g. Genetics, Infectious Disease, Fetal Medicine, or Critical Care Medicine), or
- A copy of their diploma confirming successful completion of a PhD and evidence of research in perinatal medicine, for PhD's not otherwise eligible for certification in MFM.

AND

- A current curriculum vitae
- Dues Payment

- B. **Associate** membership shall be available to those U.S. physicians who are currently in a fellowship training program approved by the Division of MFM in the ABOG or AOBOG, and individuals who have completed training for general specialty certification in Obstetrics and Gynecology in an ABOG or AOBOG approved program and who are in certified training program in an area related to MFM, such as Genetics, Infectious Disease, Fetal Medicine, and Critical Care Medicine; and to International physicians who are currently in, or who have completed, a fellowship training program or equivalent in their country of origin and individuals who have completed training for general specialty certification in Obstetrics and Gynecology in their country of origin and who have also completed training in an area related to MFM, such as Genetics, Infectious Disease, Fetal Medicine and Critical Care Medicine .

To apply for Associate membership, U.S. applicants must submit the following:

- Documentation of successful completion of training in Obstetrics and Gynecology in an ABOG or AOBOG approved program

- Documentation of current MFM fellowship training
- A current curriculum vitae
- Dues Payment

To apply for Associate membership, International applicants must submit the following:

- Documentation of successful completion of training in Obstetrics and Gynecology in their country of origin
- Documentation of current MFM (or equivalent) fellowship training
- A current curriculum vitae
- Dues Payment

C. **Affiliate** membership shall be available to U.S. or International investigators who have achieved a PhD/MS degree in fields such as physiology or pharmacology, or an MD/DO without further training for general specialty certification in Obstetrics and Gynecology in an ABOG or AOBOG approved program, and who have worked with specific focus in maternal, fetal or neonatal medicine.

To apply for Affiliate membership, U.S. applicants must submit the following:

- Documentation of successful completion of relevant training
- A current curriculum vitae
- Dues Payment

To apply for Affiliate membership, International applicants must submit the following:

- Documentation of successful completion of relevant training
- A current curriculum vitae
- Dues Payment

Summary of Membership Categories A-C				
	Regular		Associate	Affiliate
Degree	MD/DO	PhD/Post doc	MD/DO	MD/PhD/MS/RN/Sonographer
Certification Requirement				
U.S.	ABOG-MFM; or AOBOG-MFM; or ABOG-	Perinatal Medicine research	ABOG, or AOBOG-general and MFM Fellow in Training	No required certification-practice or research relevant to MFM

	general with Genetics or ID or Crit Care training			
International	Ob/Gyn training with MFM Fellowship training equivalent or with Genetics or ID or Crit Care training	Perinatal Medicine research	Documentation of relevant training	No required certification-practice or research relevant to MFM
C.V.	Required			

D. Honorary membership shall be available to other physicians and other health care personnel who are engaged in the practice, research, teaching, or administration of maternal, fetal or neonatal medicine. Honorary membership shall be reserved for those few individuals whose activities are thought to influence maternal, fetal or neonatal medicine in a significant and positive manner. Annual dues are waived.

E. Emeritus membership shall be available to U.S. or International Regular or Associate members when they have retired from active practice and are 65 or older. Emeritus membership shall also be available to individuals who are permanently and totally disabled from performing the professional activities of a MFM specialist. Once Emeritus status is approved, dues will be waived.

To apply for Emeritus membership, an applicant must:

- Submit a letter to the Board of Directors requesting Emeritus status and documenting both retirement from clinical and/or research activities, and documentation that the age requirement has been met or
- Submit current written documentation from a disability insurance carrier or treating physician outlining their employment restrictions.

F. Resident membership is available to any U.S. or International resident in a residency in Obstetrics and Gynecology that is approved ABOG or AOBG,

or by the appropriate national organization of the country in which they are training.

Annual dues and fees to attend the Scientific Sessions (poster and oral presentations) at the SMFM's annual meeting will be waived for Residents who are active SMFM members at the time of registration.

To apply for Resident membership, applicants must submit:

- Documentation of active participation in an approved residency in Obstetrics and Gynecology
- A current curriculum vitae
- A letter of recommendation from the applicant's Residency Program Director

G. Medical Student/PhD Candidate membership is available to students currently enrolled in a program leading to an M.D / D.O. / M.B. or equivalent, or who are currently enrolled in a Ph.D. program, that is in good standing in the country in which they are training.

To apply for Medical Student/PhD Candidate membership, applicants must submit:

- Documentation of current enrollment and good standing in a program leading to a MD, DO, PhD, MB or equivalent
- A current curriculum vitae
- A letter of recommendation from the applicant's Program Director

H. Coding membership shall be available to MFM office managers, hospital coders, office coders, or consultants.

To apply for a Coding membership, applicants must submit the following:

- A coding application form
- Dues payment

Summary of Membership Categories E-H				
	Emeritus	Resident	Medical Student/PhD Candidate	Coding
Requirements				
	Retired Regular or Associate members, Age 65+	Documentation of active participation in an approved	Documentation of current enrollment and good standing in	MFM Office Managers, Hospital Coders, Office Coders,

		residency in Ob/Gyn	a program leading to a MD, DO, PhD, MB or equivalent	Consultants
C.V.	Not Required	Required	Required	Not Required
Required Letters	Letter to the Board of Directors requesting Emeritus status & documenting both retirement and age	Letter of recommendation from Residency Program Director	Letter of recommendation from Program Director	Coding Application Form

SECTION 1 Election to Membership

(a) Any qualified individual may apply for membership. Applicants require documentation of training, a nomination, and one or more letters, as described above, for each category of membership.

(b) Any Regular member may nominate qualified individuals for Honorary membership. The letter of nomination should be accompanied by supporting letters from two other Regular members.

(c) All applications, nominations and letters of support shall be submitted in writing to the Chair of the Credentials, Constitution, and Bylaws Committee at least 60 days prior to the Annual Meeting.

(d) All nominations for membership shall be presented by the Credentials, Constitution, and Bylaws Committee Chair to the Board of Directors for approval or rejection at the regular Board of Directors meeting.

(e) All nominees approved by the Board of Directors will be presented to the membership for approval at the regular business meeting.

(f) An affirmative vote of two-thirds of the attending Regular members shall constitute approval for membership.

(g) Notification of approval of membership shall be made by the Secretary-Treasurer.

(h) Prospective Emeritus members must request Emeritus status from the Board of Directors. Upon approval by the Board of Directors, the Emeritus member will be exempt from payment of their dues.

(i) Criteria for exclusion from membership in the Society shall include:

- i) Prior sanction or revocation of membership by/from any national certifying or licensing body related to the applicant's medical or scientific discipline, including the American Board of Obstetrics and Gynecology,

OR

- ii) A finding of scientific misconduct or violation of ethical standards by any regional, national, or international governmental, academic or scientific institution or body, including the American College of Obstetricians and Gynecologists,

OR

- iii) Revocation, restriction or limitation of a prior or current license to practice medicine in their area of current practice (applicable to physician members only).

Applicants for membership will attest, in their membership application, whether they meet any of these criteria, and their understanding that such criteria may be considered grounds for exclusion from the Society.

SECTION 2 Annual Renewal of Membership (a) All categories of membership, with the exception of Honorary and Emeritus members, are subject to annual renewal.

(b) Annual membership renewal is contingent upon continued eligibility for membership in that category.

(d) At the time of application for annual renewal of membership, each member will attest that they continue to meet the criteria for their membership category.

(e) At the time of application for annual renewal of membership, each member will attest to the fact that:

- i) They have not been sanctioned or had their membership revoked by any national certifying or licensing body related to their medical or scientific discipline, including the American Board of Obstetrics and Gynecology, since their most recent renewal of membership,

AND

- ii) They have had no finding of scientific misconduct or violation of ethical standards against them by any governmental, academic or scientific regional, national, or international institution or body, including the American College of Obstetricians and Gynecologists, since their most recent renewal of membership,

AND

- iii) They have not had revoked, and currently have no restriction or limitation on any license to practice medicine in their area of current practice since their most recent renewal of membership (applicable to physician members only).

Each renewing member will affirm their understanding that such criteria may be considered grounds for rejection of their annual reapplication for membership within the Society.

SECTION 3 Termination or Removal

(a) Any member may resign from the organization by giving notice to the Secretary-Treasurer of the organization.

(b) The membership of any member involved in conduct detrimental to the organization or profession may be revoked. Notice of such revocation shall be given to the member by registered mail to the last known address shown on the records of the organization.

(c) Applicants for membership or renewal of membership who meet the criteria for exclusion for membership in Sections 2 or 3 above shall not be admitted to membership or shall have their membership revoked. Any such person may appeal the denial or revocation of membership to the Credentials, Constitution and Bylaws Committee of the Board of Directors. The Credentials, Constitution and Bylaws Committee shall make a recommendation regarding membership to the full Board of Directors. The full Board of Directors shall render the final vote on any such appeal by majority vote.

(d) The membership of any member who fails to pay prescribed dues within 90 days of receipt of notice shall be revoked. A second notice will be sent stating the termination policy if dues are delinquent 60 days.

(e) Any member removed from membership under Section 4 (a) or (d) may be reconsidered for membership by submission of a simple letter of intent. Such request will be presented to the Credentials, Constitution and Bylaws Committee and Board of Directors for approval, as in Section 2. Any unpaid dues will be due at this time.

(f) Any member removed under Section 4 (b) or (c) may be reconsidered for membership upon withdrawal of sanctions, the finding of scientific misconduct, or license restriction by submission of a letter of confirmation by the governing institution or body. Such request will be presented to the Credentials, Constitution and Bylaws Committee and Board of Directors for approval of their reinstatement of membership.

ARTICLE I - BOARD OF DIRECTORS

SECTION 1

The affairs of the organization shall be managed by its Board of Directors.

SECTION 2

The number of Directors, excluding officers and ex-officio members, shall be no more than twelve (12).

SECTION 3 Tenure

(a) Directors shall be elected for a single term of three (3) years.

(b) The immediate past President shall be a voting member of the Board of Directors.

(c) Tenure of office shall coincide with the organization's Annual Meeting; tenure of Board members and officers begins on the Friday of the Annual Meeting at 5 pm local time.

SECTION 4 Nomination and Election

The Board of Directors shall be elected from the Regular and International Regular members of the organization. Each Regular member shall be eligible for election to the Board of Directors.

(a) A call for Board member nominations will be issued by the Board on an annual basis. The call for nominations will be announced by e-mail and web-posting before each annual meeting and at each annual business meeting of the Society.

(b) Nominations for election to the Board shall be made in writing by any member of the organization. The nomination process will be open until June 1st before the Interim Meeting of the Board of Directors. No additional nominees will be accepted after June 1st.

(c) Nominees will be asked by staff members of the Society if they will be willing to serve and be willing to sign the Conflict of Interest Statement of the Society.

(d) A biosketch will be provided for each nominee, including relevant information and a personal statement for Nomination Committee to review to select a nominee slate, no fewer than 6 and up to 8 individuals, representing the age/gender/affiliation/region vacancies present on Board.

(e) A final list of nominees and their qualifications will be distributed to the Board members at least 30 days prior to the interim meeting of the Board of Directors.

(f) Nominations will be considered at the Interim Meeting of the Board of Directors, and a slate of nominees determined by the Nomination Committee.

(g) The Board of Directors shall distribute ballots containing the names of the slate of, up to 8, Board nominees to the entire Regular membership at least 90 days prior to the annual business meeting of the organization. Ballots are due 60 days prior to the annual business meeting, and the top 4 voted will be named to the Board.

SECTION 5 Ex-officio representatives

(a) The Board of Directors shall include ex-officio representatives from the American College of Obstetricians and Gynecologists (ACOG), the National Institute of Health (NIH), the Pregnancy Foundation, Perinatal Quality Foundation, and Association for Maternal Fetal Medicine Management, as well as, two Associate member representatives.

(b) The ex-officio representative from ACOG will be a voting member of the ACOG Executive Board nominated by ACOG and elected by the Society's Board of Directors. This member will be elected for a term of two years and will have all voting privileges of a regular member of the Board. The ex-officio representative from ACOG is not required to be a Regular member of the Society.

(c) The ex-officio representative from NIH will be nominated by Director of the NICHD and elected by the Society's Board of Directors to a three year term. This representative will be a non-voting member of the Board of Directors and is not required to be a Regular member of the Society.

(d) The ex-officio representative from the Pregnancy Foundation will be nominated by Board of that Foundation and elected by the Society's Board of Directors. This representative will be a non-voting member of the Board of Directors and shall be a Regular member of the Society.

(e) The ex-officio representative from the Perinatal Quality Foundation (PQF) and Association for Maternal Fetal Medicine Management (AMFMM) will be nominated by PQF and AMFMM respectively. This representative will be a non-voting member of the Board of Directors and is required to be a Regular member of the Society.

(f) The ex-officio representatives for the Associate membership shall be elected by the Associate membership at the Annual meeting of the Society. Upon approval of the Board of Directors, the Associate member representative will serve a two-year term to begin at the interim meeting of the Board of Directors. This representative will be a non-voting member of the Board of Directors and shall be an Associate member of the Society in good standing at the time of election.

SECTION 6 Vacancies

In the event of a vacancy occurring on the Board of Directors by death, resignation, or removal, the remaining Directors shall be empowered to fill such vacancy until the next Annual Meeting of the organization, at which time nominations for a successor Director shall be made to the membership of the organization and an election carried out as provided in Article I, Section 4. Election of a Board Member as an officer will not be considered as creating a vacancy.

SECTION 7 Re-Election

No person who has completed a three (3) year term on the Board shall be voted to a successive term on the Board until a lapse of one (1) year has occurred from the conclusion of his/her previous term.

SECTION 8 Meetings

The Board of Directors shall meet annually at a time proximate to the Annual Meeting of the organization, and at an Interim Meeting. The Board shall also meet at such other times as may be deemed necessary by the President or by any three (3) Directors requesting such meeting.

SECTION 9 Compensation

No person shall receive compensation to serve as a Director of the organization.

SECTION 10 Conflict of Interest

(a) Each member of the Board of Directors will sign, annually, a statement delineating potential financial conflicts of interest to the functions of the SMFM. Any such disclosure shall be documented.

(b) A Board member with a direct financial interest will refrain from voting upon matters in which he/she has such interest. Upon becoming aware of a potential conflict of interest, the Board member shall disclose the existence of the potential conflict. The Board Member will withdraw from further discussions regarding the issue, and will refrain from voting on the matter. Any such disclosure/withdrawal shall be documented in the minutes of the meeting.

ARTICLE II - OFFICERS OF THE EXECUTIVE COMMITTEE

SECTION 1 Officers

The officers of the organization shall be the President, Vice President/President-Elect, Secretary-Treasurer, and Assistant Secretary-Treasurer.

SECTION 2 Term of Office

The term of office shall be one (1) year for the President; one (1) year for the

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Vice President/President-Elect; two (2) years for the Secretary-Treasurer; and two (2) years for the Assistant Secretary-Treasurer.

SECTION 3 Election

The officers of the organization (President, Vice President/President-Elect, Secretary-Treasurer, and Assistant Secretary-Treasurer) shall be elected by the Board of Directors at the Annual Meeting. Each officer shall be/has been a member of the Board of Directors.

SECTION 4 Nominating Committee to elect Officers of the Executive Committee
The Nominating Committee will consist of the current President, the immediate Past President, and the President Elect. The nominating committee will solicit nominees from current Board members for all open officer positions, and select a slate from the list of eligible candidates prior to the Annual Board Meeting. The slate will be presented to the Board at the Annual Board Meeting.

SECTION 5 Vacancies

In the event of death, resignation, or removal of any officer, the President shall appoint a replacement from the Board until the next regular meeting of the Board. In the event of death, resignation, or removal of the President, the Vice President/President-Elect shall assume the duties of the President.

SECTION 6 Duties of the President.

The President shall be the principal executive officer of the organization and of the Board of Directors. He/she shall enforce all rules and regulations of the organization and shall control and manage the business affairs, properties, and facilities of the organization under general supervision of the Board of Directors. The President, with the Secretary-Treasurer, shall execute on behalf of the organization and Board all contracts, deeds, mortgages, deeds of trust, notes, bonds, or other instruments when authorized by the Board of Directors, except in cases wherein the signing and execution thereof shall be delegated expressly by the Board or by these Bylaws or by some statute to some other officer or agent of the organization. At each Annual Meeting of the organization, the President shall report to the membership the affairs, activities, and condition of the organization for the preceding year.

SECTION 7 Duties of the Vice President/President-Elect

The Vice President/President-Elect shall serve as an aide to the President and shall perform the duties of the President, as prescribed in Article II, Section 6 in the event of the President's absence, inability, or refusal to act. In the event of death, resignation, or removal of the President, the Vice President/President-Elect shall assume the duties of the President as prescribed in Article II, Section 5. Upon election by the Board of Directors, the Vice President/President-Elect will assume the office of the President for the following year.

SECTION 8 Duties of the Secretary-Treasurer

The Secretary-Treasurer shall keep the minutes of the meetings of the membership and of the Board of Directors, see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law, be custodian of the records of the organization, and perform other such duties as may be assigned to him/her by the President or Board of Directors. The books and records of the Secretary-Treasurer shall be open for examination by the membership at all reasonable times. The Secretary-Treasurer shall be bonded, if required by law, the premium for said bond to be paid by the organization.

SECTION 9 Duties of the Assistant Secretary-Treasurer

The Assistant Secretary-Treasurer shall assist the Secretary-Treasurer in carrying out the duties of the Secretary-Treasurer. The Assistant Secretary-Treasurer shall be bonded, if required by law, the premium for said bond to be paid by the organization.

SECTION 10 Compensation of Officers

The President, Vice President/President-Elect, Secretary-Treasurer, and Assistant Secretary-Treasurer shall not receive compensation to serve as officers of the organization.

SECTION 11 Executive Vice President

The Executive Vice President is chosen by the Board of Directors and is a paid employee of the SMFM. The Executive Vice President will work directly with the President, Officers and Board of Directors to implement and carry forth policies and programs set by the Board of Directors and Executive Committee.

(a) The Executive Vice President shall be chosen by the Board of Directors in response to vacancy of this position. Applications from the Regular Membership of the Society will be entertained and reviewed by the Nominating committee at the occurrence of a vacancy for this position. The Board of Directors shall review a slate of potential candidates selected by the Nominating Committee. Board members may then nominate other eligible candidates. The Board of Directors will vote by secret ballot.

(b) There is no limitation on the term of office of the Executive Vice President. Tenure of the Executive Vice President will be reviewed at least annually by the Board of Directors.

(c) The Executive Vice-President will receive compensation for his/her activities on behalf of the SMFM. The salary will be determined and approved by the Board of Directors and will be commensurate with the services performed on behalf of the society.

(d) The duties of the Executive Vice President are anticipated to change with the evolving needs of the Society. The Executive Vice President will work with the Board of Directors to define priorities for the Society, and to identify a set of primary responsibilities that require specific focus by the Executive Vice President in response to these evolving needs. These priorities and responsibilities will be reviewed at least annually by the Board of Directors, and will be revised as needed.

(e) The Executive Vice President shall:

- i) Promote the growth and visibility of the SMFM through the development of innovative concepts and implementation of programs that will enhance the ability of the Society to secure its position as the premier academic, scientific and political organization for MFM sub-specialists.
- ii) Develop, organize, and administer practice related activities and educational programs, of the SMFM, including those of the MFM Foundation.
- iii) Coordinate financial activities of the SMFM, including corporate fund-raising through development and maintenance of relationships between industry and the Society, and development of the operations budget.
- iv) Serve as the professional liaison between the SMFM and government or other public agencies, as directed by the Board of Directors.
- v) Facilitate the various committees of the SMFM, and direct their functions, as needed.
- vi) Assure that the academic, scientific and political integrity of the SMFM is maintained.

ARTICLE III - MEETINGS

SECTION 1 Standing Committees

The organization shall hold an Annual Meeting at a time and place selected by the Board of Directors.

SECTION 2 Inclusions

The Annual Meeting of the organization shall include scientific and educational sessions, and a business meeting.

SECTION 3 Special Meetings of the Membership

Special meetings of the membership shall be called upon the request of the Board of Directors or upon written request of 30% of the Regular members of the organization, with such requests specifying the purpose of any special meeting. Notification of the purpose, place, and time of any such special meeting must be mailed at least 30 days in advance of such meeting to each member of the organization at the last known address, as shown on the records of the organization.

SECTION 4 Special Meetings of the Board of Directors

Special meetings of the Board of Directors may be called by the President or by any three (3) Directors. Notification of the purpose, place, and time of any such special meeting must be mailed to each Director at least 30 days in advance of such meeting. Members of the Board of Directors shall be reimbursed for travel to special meetings of the Board of Directors, if such a meeting is not held in conjunction with another meeting to which the Board Member is scheduled to attend.

SECTION 5 Unusual Situations

At the discretion of the President and in a situation of unusual urgency, business affairs of the organization may be conducted by the Board of Directors by phone or mail ballot. In such circumstances, each Director must be contacted and given ample time to respond with his/her opinion or vote.

SECTION 6 Quorum

(a) A quorum will be established by the Secretary-Treasurer of the Society.

(b) A majority of the Directors shall constitute a quorum at any annual or special meeting of the Board of Directors.

ARTICLE IV - VOTING

SECTION 1 Members

Each Regular member of the organization who is in attendance at any annual or special meeting of the organization shall be entitled to one (1) vote on each matter of business or election coming before that meeting.

SECTION 2 Directors

Each Director who is in attendance at any annual or special meeting of the Board of Directors shall be entitled to one (1) vote on each matter of business or election coming before that meeting.

ARTICLE V - COMMITTEES

SECTION 1 Standing Committees

There shall be the following Standing Committees:

- 1) Coding

- 2) Internal Communications
- 3) External Communications
- 4) Education
- 5) Editorial Review
- 6) Executive Committee
- 7) Fellowship Affairs
- 8) Finance
- 9) Global Health
- 10) Government Relations
- 11) Health Policy
- 12) Informatics
- 13) Membership and Bylaws Committee
- 14) Patient Safety & Quality Review
- 15) Program
- 16) Publications
- 17) Retreat
- 18) Risk Management
- 19) Guidelines Committee
- 20) Research Committee

SECTION 2 Chairs of Standing Committees

Purpose: To define a process for selection of SMFM committee leadership.

Procedure:

- 1) As a Chairperson completes his/her term, he/she will evaluate the contribution and leadership qualities of the committee members and recommend a successor to the Executive Vice President. The chairperson and the Executive Vice President (EVP) will make a joint recommendation to the President, who has final authority and will make the appointment.
- 2) The chairperson, supported by the EVP and SMFM staff, is responsible for leading the committee to meet the goals and objectives as presented and approved by the Board of Directors.
- 3) No Vice Chair will be appointed.
- 4) The term of the chairperson is three (3) years. This does not include years of prior membership in the committee. The SMFM Executive Committee must approve any change in term. Generally, a chairperson will serve only one term, but reappointment to a second term may be considered only under special circumstances. The Chairperson will remain for one year after her/his term, as Past Chair.

SECTION 3 Committee Membership

Committee membership on each of the Standing Committees shall be designated by the Chair of each committee with the approval of the Board of

Directors. To avoid any potential conflict of interest, however, the following committees should not include members affiliated with a business or industry that may derive financial benefit from policies or recommendations.

- Risk Management
- Publications
- Guidelines

SECTION 4 Committee Membership Appointments

Committee membership appointment shall be for a term of three (3) years. Elections to Committees should occur democratically within the committee. As through the SMFM websites members are allowed to volunteer for committee work, lists will be generated listing all volunteers within the last three years. Committees are encouraged to democratically vote new members from these lists of volunteers. Committee Chairs and/or members may be re-appointed for successive terms only under special circumstances.

As necessary, committees are also encouraged to form subcommittees, for specific tasks. These can include also non-members of the committee, nominated for their special expertise. Excellent work in subcommittees can be a great springboard for formal election to full committee membership. Similarly, excellent committee member work is regarded as a great springboard for election to the Board.

SECTION 5 Authorization

Each of the committees listed in Article V, Section 1 is authorized to formulate such rules and regulations as are deemed advisable, necessary, or helpful in promoting the activities under its supervision, provided such rules and regulations shall become effective only after submission to and approval by the Board of Directors. Such specific committee rules and regulations should be maintained in a committee Manual, which is to be reviewed by the Committee, by the Board, and by the EVP at least on an annual basis (December 31). Each committee chair has to also submit a Progress Report, and an updated Manual, twice a year to the Society, in general by the end of the calendar year (December 31), and by June 30, for review by SMFM Board, and EVP.

SECTION 6 Ad Hoc Committees

The President may appoint any Ad Hoc Committees that he/she deems advisable. He can also appoint Task Forces for specific purposes..

SECTION 7 Executive Committee

There shall be an Executive Committee made up of officers of the Board of Directors, the immediate Past President, and the Executive Vice President (ex-officio). The President will schedule meetings of the Executive Committee as needed, in general monthly, and will consider relevant issues deemed necessary by the President.

SECTION 8 Liaison Representatives

The Board will name representatives of the Society as liaisons to other organizations and societies, as deemed necessary and appropriate. Representatives will be from the general membership or from the Board of Directors of the Society.

Section 9 New Committee

A new committee can be proposed by any member of the Board of Directors. The proposal should include description, purpose, goals, composition, resources needed, and unique need for a new committee. The proposal is to be submitted to the Executive Committee for initial review. If initial review is favorable, then the proposal is presented for consideration and approval by the full Board of Directors.

ARTICLE VI - FEES

SECTION 1

Dues shall be determined by the Board of Directors.

SECTION 2

Dues shall become due and payable on the first day of July of each year.

ARTICLE VII - FISCAL YEAR

SECTION 1

The fiscal year of the organization shall begin with the first day of January and end on the 31st day of December.

ARTICLE VIII - INDEMNIFICATION

SECTION 1

Each director and officer of the SMFM whether or not then in office, shall be indemnified by the corporation against all costs 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 of this said corporation, and this corporation is authorized to make such expenditures of money, when and if the occasion arises, to carry out the intent and purpose of this Bylaw.