

ASGE Constitution

ARTICLE I - NAME

The name of this corporation is the AMERICAN SOCIETY FOR GASTROINTESTINAL ENDOSCOPY, hereinafter referred to as the "Society".

ARTICLE II - INCORPORATION

Section 1 - The Society is incorporated under the laws of the State of Illinois. The Society shall maintain a registered office and registered agent in the State of Illinois.

Section 2 - The Society shall have no capital stock and is not organized for profit.

Section 3 - The existence of the Society is to be perpetual.

ARTICLE III - OBJECTIVES AND PURPOSES

Section 1 - To further the knowledge of gastrointestinal disease through the use of endoscopic techniques in clinical practice and research.

Section 2 - To establish and maintain the highest standards of practice for the diagnostic and therapeutic use of gastrointestinal endoscopic methods.

Section 3 - To provide guidelines for training programs and to further the teaching of gastrointestinal endoscopy.

Section 4 - To assist all those involved with health care as it relates to gastrointestinal endoscopy.

Section 5 - To facilitate development of improved instruments for gastrointestinal endoscopy.

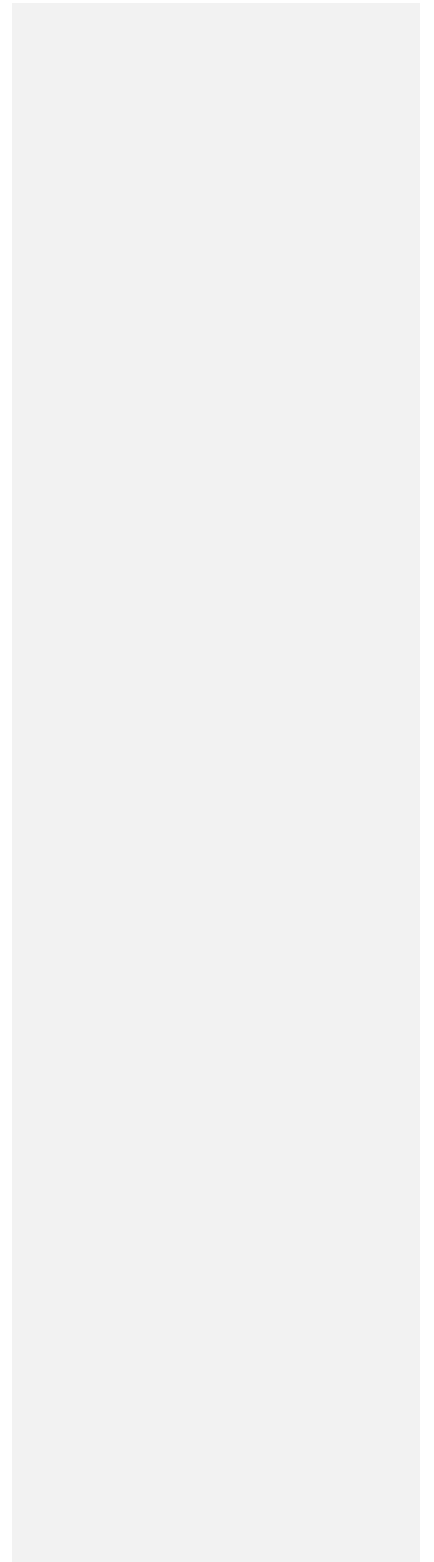
Section 6 - To do and engage in any and all lawful activities that may be incidental or related to the foregoing.

Section 7 - Notwithstanding the foregoing:

- a. The Society is organized and shall be operated exclusively for educational, scientific or charitable purposes and no part of the net earnings of the Society shall inure to the benefit of or be distributable to its members, directors, officers or other private persons, except that the Society shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth above.
- b. The Society shall not carry on any activities not permitted to be carried on by (i) an organization exempt from Federal income taxes under Section 501(c) (3) of the Internal Revenue Code of 1954 ("Code"), or (ii) an organization, contributions to which are deductible under Section 170(c) (2) of the Code.

ARTICLE IV - ORGANIZATION

Section 1 - The affairs of this Society shall be managed by a Board of Directors, called the Governing Board, consisting of the Officers and Councillors as set forth in the By-Laws.



ARTICLE V - POWERS

Section 1 - Except as otherwise specifically provided in this Constitution and By-Laws, the Society may exercise all powers and authority now or hereafter conferred upon not for profit corporations under the laws of the State of Illinois.

Section 2 - The Society shall indemnify its officers and directors as set forth in the By-Laws.

Section 3 - In the event the Society is voluntarily dissolved in accordance with the provisions of the Illinois General Not for Profit Corporation Act, all of the net assets of the Society shall be disposed of either (a) exclusively for the purpose of the Society in such manner as the Governing Board shall determine, or (b) to such organization or organizations organized and operated exclusively for charitable, educational or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c) (3) of the Code (or the corresponding provision of any future United States Internal Revenue statute), as the Governing Board shall determine. Any such assets not so disposed of shall be disposed of by an appropriate court exclusively for the purpose of the Society, or to an organization or organizations organized and operated exclusively for charitable, educational or scientific purposes, in such manner as such court shall determine.

ARTICLE VI - MEMBERSHIP

Section 1 - The Society shall have eight (8) classes of membership: Active, Fellow, Senior, Honorary, International, Trainee, Associate and Affiliate. The requirements for and conditions of membership shall be as set forth in Article I of the By-Laws.

Section 2 - Only Active and Fellow members shall have the right to vote and to hold elective office.

Section 3 - Members shall not be liable for any liabilities of the Society to any extent whatsoever.

ARTICLE VII - QUORUM AND VOTING

Section 1 - A quorum for any meeting of members shall consist of those members present and eligible to vote at such meeting. Except as otherwise provided by law or in the By-Laws, the act of the majority of the Active members eligible to vote and present at a meeting at which a quorum is present shall be the act of the members.

Section 2 - A quorum for any meeting of the Governing Board shall consist of two-thirds of its members. Except as otherwise provided by law or in the By-Laws, the act of a majority of the members of the Governing Board present at a meeting at which a quorum is present shall be the act of the Governing Board.

Section 3 - A majority of the members of any committee shall constitute a quorum for any meeting of that committee. Except as otherwise provided by law or in the By-Laws, the act of a majority of the committee members present at a meeting at which a quorum is present shall be the act of that committee.

ARTICLE VIII - AMENDMENTS

This Constitution and By-Laws may be amended as set forth in the By-Laws. (Article XI)

AMERICAN SOCIETY FOR GASTROINTESTINAL ENDOSCOPY BY-LAWS

ARTICLE I - MEMBERSHIP

There shall be eight (8) classes of Membership: Active, Fellow, Senior, Honorary, International, Trainee, Associate and Affiliate. Only Active Members and Fellows shall have the right to vote and to hold elective office. All applicants for Membership are required to meet criteria established from time to time by the Governing Board.

Section 1 - Active Membership

A. Additional Requirements

- i. Authentic and unlimited medical license.
- ii. Formal training - All applicants submitting an application, shall present documented evidence of successful completion of an accredited training program that includes gastrointestinal endoscopy administered by physicians and/or surgeons during a fellowship in adult or pediatric gastroenterology or surgical residency training program, including at least one of the following: upper gastrointestinal endoscopy, laparoscopy, colonoscopy, or endoscopic retrograde cholangiopancreatography. This training must meet the minimum requirements for training as set forth by the Committee on Training, and the program must be accredited by the Accreditation Council for Graduate Medical Education (ACGME) or the Royal College of Physicians and Surgeons of Canada (RCPSC). The formal training requirements of this subparagraph may be waived upon the unanimous recommendation of the Membership Committee and the Governing Board in extraordinary cases for physicians who have made exceptional contributions to the scientific literature or teaching of gastrointestinal endoscopy.
- iii. Completion of an application form supplied by the Secretary of the Society. The applicant must be sponsored by two Active or Senior members of the Society, one of whom has personal knowledge of the applicant's endoscopic training and skills. If an applicant cannot find sponsorship by a second Society member, a letter of recommendation from a Chief of Service or Training Program Director familiar with the applicant's endoscopic abilities may be submitted in lieu of a second member's sponsorship. The applicant may be required to submit endoscopy reports or provide other documentation to substantiate practice experience and skill.
- iv. Letters of recommendation describing the applicant's training, endoscopic skill, and practice experience must be sent to the Secretary by the sponsors. Letters of recommendation from the Chair or Program Director of the applicant's training program and/or Chief of Service in which he is presently active will be required if a sponsor is unable to attest to personal knowledge of the applicant's endoscopic training and skills.

B. Approval

The Secretary of the Society shall transmit the completed application form and letters of recommendation to the Chair of the Membership Committee. The Membership Committee shall be charged with making a determination of whether applicants meet the requirements for Active membership. It shall submit its report and recommendations to the Governing Board of the Society. The final disposition is vested in the Governing Board.

Section 2 – Fellow Membership

A. Additional requirements

- i. Active U.S. or International Member for at least 5 years.

- ii. Active U.S. Members must have initial board certification in gastroenterology or surgery.
- iii. Significant scientific contributions to the field of gastrointestinal endoscopy as evidenced by:
 - a. Significant scientific contributions to the field of endoscopy; or
 - b. Significant contributions to education in endoscopy on the international, national, state or regional level; or
 - c. Significant service to the ASGE (minimum requirement is successful service on one ASGE committee as attested by the committee chair); or
 - d. Contributions to endoscopy at a local level beyond an individual's practice of gastroenterology and 30 hours of CME related to gastrointestinal endoscopy in the last 5 years, including at least two ASGE-sponsored courses.
- iv. Two letters of recommendation from current ASGE Fellows.

B. Approval

The Secretary of the Society shall transmit the completed application form and letters of recommendation to the Chair of the Membership Committee. The Membership Committee shall be charged with making a determination of whether applicants meet the requirements for Fellow membership. It shall submit its report and recommendations to the Governing Board of the Society. The final disposition is vested in the Governing Board.

Section 3 - Senior Membership

After attaining the age of sixty-seven years, ceasing the practice of Gastrointestinal Endoscopy on full-time basis, and maintaining membership in good standing for the preceding ten consecutive years, upon application to and approval by the Governing Board a member may be named a Senior Member. Senior Member privileges shall remain the same, except the right to vote and to hold elective office. They shall not be required to pay dues. They may continue to subscribe to *GIE: Gastrointestinal Endoscopy* at the Member subscription rate.

Section 4 - Honorary Membership

The Governing Board of the Society is authorized to confer Honorary membership in the Society on any physician, scientist or lay person whom it considers worthy of this recognition because of outstanding contributions to the field of gastrointestinal endoscopy or related fields. A maximum of three Honorary Members may be elected annually by the Governing Board upon nomination by the Awards Committee with no more than one from each of the OMED Zones. The Governing Board may also confer Honorary membership to an individual whom it considers worthy. Honorary Members shall be limited to 50. Honorary members shall have all the privileges of Active members except the right to vote and to hold elective office. They shall not be required to pay dues and shall receive a complimentary subscription to GASTROINTESTINAL ENDOSCOPY.

Section 5 - International Membership

A. Additional Requirements

- i. Residence outside of the United States and Canada.
- ii. Evidence of certification by an appropriate specialty board or documented evidence of completion of an accredited training program in Gastroenterology, Pediatric Gastroenterology or General Surgery. Those applicants who reside in countries which do not have a specialty board must submit evidence of membership in and endorsement by their national endoscopic society.

iii. International Members must be sponsored by at least one Active, Senior, or International Member of the ASGE. Only one sponsor is required if the sponsor is the applicant's endoscopic instructor and an ASGE member. A letter from a physician colleague attesting to the endoscopic skills of the applicant is required if the applicant's sponsor is not the applicant's endoscopic instructor. The Chair of the Membership Committee after consultation may serve as a sponsor.

B. Approval

The Secretary of the Society shall transmit the completed application form and letters of recommendation to the Chair of the Membership Committee. The Membership Committee shall be charged with making a determination of whether applicants meet the requirements for International membership. It shall submit its report and recommendations to the Governing Board of the Society. The final disposition is vested in the Governing Board.

C. Privileges

International members shall have all of the privileges of Active members except the right to vote and to hold elective office.

D. An International Member may apply for transfer to Active Membership by showing an authentic and unlimited United States or Canadian medical license and evidence of practice and residency in the United States or Canada.

Section 6 - U.S. and International Trainee Membership

A. Additional Requirements

- i. A resident fellow or trainee who has completed at least two years of post-doctoral training and is continuing in a full-time training status in an ACGME, RCPSC or an accredited program, which includes gastrointestinal endoscopy under the supervision of a member of the Society or an instructor whose endoscopic credentials are acceptable to the Membership Committee.
- ii. Completion of an application form supplied by the Secretary of the Society and signed by the trainee's supervisor or instructor.
- iii. A letter of recommendation from the supervisor or instructor authenticating the candidate's full-time training status, which includes gastrointestinal endoscopy, must be sent to the Secretary.

B. Approval

The Secretary of the Society shall transmit the completed application form and a letter of recommendation to the Chair of the Membership Committee. The Membership Committee shall be charged with making a determination of whether applicants meet the requirements for Trainee membership and the Governing Board delegates to the Membership Committee the responsibility for approving or denying applications for Trainee membership on a rolling basis.

C. Privileges

Trainee members shall have all of the privileges of Active or International members except the right to vote, hold elective office or to propose members. This membership shall terminate when

the trainee becomes eligible for Active or International membership or terminates his/her training status. Trainee membership of the ASGE shall not exceed five consecutive years. International Trainees may also have the option to receive benefits in an electronic or mail format.

Section 7 - Affiliate Membership

A. Additional Requirements

- i. Shall be limited to those individuals who do not practice endoscopy but demonstrate special interest in the broad field of gastrointestinal endoscopy, without personally having the endoscopic training or skills. This includes, but is not limited to industry representatives, PharmDs, Practice Managers and Administrators.
- ii. Completion of an application form supplied by the Secretary of the Society. The applicant must be sponsored by one Active or Senior Member of the Society.
- iii. Affiliate membership is not intended for those individuals who practice endoscopy but do not fit the criteria for Active and International membership.

B. Approval

The Secretary of the Society shall transmit the completed application form and letter(s) of recommendation to the Chair of the Membership Committee. The Membership Committee shall be charged with making a determination of whether applicants meet the requirements for Affiliate Membership. It shall submit its report and recommendations to the Governing Board of the Society. The final disposition is vested in the Governing Board.

C. Privileges

Affiliate Members shall have all the privileges of Active Members except the right to vote, hold elective office or to propose members.

Section 8 – Associate Membership

A. Additional Requirements

- i. Evidence of Active Membership in the Society of Gastroenterology Nurses and Associates (SGNA), or RN, Technician, Physician Assistant or Nurse Practitioner employed in the field of Gastrointestinal Endoscopy, but who does not perform endoscopy.
- ii. Completion of an application form supplied by the Secretary of the Society.

B. Approval

The Secretary of the Society shall transmit the completed application form to the Chair of the Membership Committee. The Membership Chair shall be charged with making a determination of whether applicants meet the requirements for Associate membership. The Chair shall submit a report and recommendations to the Governing Board of the Society. The final disposition is vested in the Governing Board.

C. Privileges

Associate Members shall have all the privileges of Active Members except the right to vote, hold elective office or propose members. Associate Members may subscribe to GASTROINTESTINAL ENDOSCOPY at the Member subscription rate.

Section 9 - Election of Members

A. The Membership Committee and the Governing Board shall have the right to request from an applicant, from members and from any other source information on an applicant other than is provided on the application forms, including but not limited to information concerning an applicant's ethical and professional standing. An applicant's failure to furnish information or documentation related to his qualifications for membership reasonably requested by the Membership Committee, the Governing Board or any Appeals Board or an applicant's failure or refusal to authorize release of such information or documentation reasonably requested by the Membership Committee, Governing Board or any Appeals Board shall be an independent basis for denying the applicant membership in the Society. The final approval of all applications for membership is vested in the Governing Board.

B. Appeal

Any candidate denied membership by the Governing Board shall be so notified in writing by the Secretary of the right to appeal and may, by certified mail to the Secretary, request an appeal hearing. Any request for such a hearing must be received within thirty (30) days after the mailing of the notification of membership denial. Such hearing shall be before a panel appointed by the Governing Board. The decision of the panel shall be final.

C. The Governing Board and the Membership Committee (subject to Governing Board approval) may adopt, alter and repeal procedural rules and regulations not inconsistent with these by-laws governing applications, meetings, letters of comment, investigations, hearings, appeals and other matters relating to election of applicants to membership, including but not limited to rules and regulations with respect to the extent to which such matters shall be kept confidential.

Section 10 - Disciplinary Actions or Termination of Membership

A. Administrative

- i. Voluntary. A member may resign at any time by filing a written notification with the Secretary. Such resignation shall not exempt the member from payment of dues and assessments incurred up to and including the fiscal year of resignation.
- ii. Involuntary. Non-payment of dues and assessments. A member whose dues and assessments are delinquent for two (2) years shall be dropped from membership in the Society within thirty (30) days following written notification unless such dues and assessments are paid before the end of that period. Selected benefits may be suspended during any period of non payment in accordance to the Governing Board policy. Reinstatement may be granted by vote of the Governing Board if current membership dues are paid in full prior to the end of the fiscal year of the Society.

B. Misconduct

- i. The Governing Board may investigate any charges, made in writing, of professional or ethical misconduct against any member. The member shall be sent a notice in writing of the charges. He/she shall have the right to be heard in his/her own defense. A finding of professional or ethical misconduct and a decision to suspend, censure, or expel requires an affirmative vote of three-fourths (3/4) of the members of the Governing Board present and voting at such hearing at which a quorum is present. Failure of a member to furnish information or documentation related to the charges being investigated reasonably requested by the Governing Board or any Appeals Board or failure or refusal to authorize release of such information or documentation reasonably requested by the Governing Board shall be considered an independent basis for disciplinary action or termination by the Governing Board.

ii. Appeal

A member who has been notified in writing of a decision to suspend, censure or expel may request, by certified mail to the Secretary, an appeal conducted by at least three (3) members of the Society. Such a request must be received within thirty (30) days following the date of mailing of the notification of the disciplinary action. The President shall appoint this Appeals Board from among the members, excluding members of the Governing Board. The findings and recommendations of this panel shall be final.

- iii. The Governing Board and any Appeals panel (subject to Governing Board approval) may adopt, alter and repeal procedural rules and regulations not inconsistent with these by-laws governing charges, investigations, meetings, hearings, appeals, and other matters relating to termination of membership or disciplinary action, including but not limited to rules and regulations with respect to the extent to which such matters shall be kept confidential.

Section 11 - Re-application for Membership

Any applicant for any class of membership whose application is denied or any former member whose membership has been terminated pursuant to Section 10B may not re-apply for membership until at least three years from the date of notice of the denial or termination of membership, as the case may be. If an appeal has been taken with respect to such denial or termination, said three year period shall run from the date of notice from the Governing Board after the appeal hearing.

Section 12 - Dues and Assessments

- A. The initial membership fees and annual dues shall be determined from time-to-time by the Governing Board and may vary with the class of membership. Senior and Honorary members are exempt from such fees and dues.
- B. The annual dues for Active, Affiliate and International members shall include the right to receive the official publications of the Society.
- C. Special assessments may be levied, from time-to-time by the Governing Board to meet the financial needs of the Society.
- D. Delinquency
- i. Delinquency shall be deemed to have occurred if annual dues or any special assessment has not been paid by the end of the fiscal year. (See Article XI)
- ii. A member whose dues are delinquent shall not receive the Society's publications, shall not be entitled to vote at members meetings, and shall not be entitled to hold elective office or appointed positions in the Society. Delinquency for a period of two years shall result in the member being dropped from membership in the Society in accordance with Article I, Section 9 A ii (a).

ARTICLE II - GOVERNING BOARD

Section I - Composition

The Board of Directors of the Society shall be called the Governing Board and shall consist of the President, President-Elect, Secretary, Treasurer, Secretary-Elect (if any), Treasurer-Elect (if any) and eight (8) Councillors, and the Chair of the ASGE Foundation ex-officio without vote.

Section 2 - Councillors

- A. The eight (8) Councillors shall be the two immediate past Presidents of the Society and six Special Councillors elected according to the provisions of Article IV, Section 1 and 2 of these By-

Laws.

- B. The terms of the elected Special Councillors shall be three (3) years. One-third of the Special Councillors shall be elected each year for one (1) three-year term. Upon completion of a three-year term, Special Councillors may not serve again as an elected Special Councillor of the Board until at least one year has elapsed.**

Section 3 - Meetings

- A. The Governing Board shall meet at least annually. If matters of importance must be transacted between annual meetings, a special meeting may be called by the President or by any four members of the Governing Board. A minimum of three (3) weeks prior written notice shall be required for in-person meetings and three (3) days prior written notice for other meetings shall be required. Meetings may be conducted by any means permitted by applicable law. The quorum and vote requirements are set forth in Article VII, Section 2 of the Constitution.**
- B. Any action which may be taken at a meeting of the Governing Board may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all of the members of the Governing Board. Any such consent shall have the same force and effect as a unanimous vote at a duly called and constituted meeting of the Governing Board.**
- C. Whenever any notice is required to be given to any member of the Governing Board, waiver thereof in writing, signed by such member entitled to such notice, whether before or after the time stated therein, or attendance at the meeting, shall be deemed equivalent to the giving of such notice.**

Section 4 - Duties and Powers

The affairs of the Society shall be managed by the Governing Board. The specific duties and powers of the Governing Board include, but are not limited to, the following:

- A. To approve all arrangements for meetings of the members. The Board shall determine the time and place of such meetings and shall authorize the Secretary to make suitable arrangements for physical facilities required for the scientific program and the annual business meeting and any other scientific or social functions deemed desirable by the Board. The Board shall further authorize the President of the Society to appoint a Program Committee. This Program Committee shall be authorized to determine the nature of the annual scientific meeting and shall have the privilege of soliciting papers from the membership or other individuals.**
- B. To control the publication or publications sponsored by the Society. The Governing Board, however, may delegate to the Editor and Editorial Board of the Journal, GASTROINTESTINAL ENDOSCOPY the right to accept or reject scientific papers or other material which may be submitted for consideration for publication in said journal.**
- C. To invite a non member to attend the scientific sessions of any meeting of the members, to contribute papers and to participate in the discussions. Except under unusual circumstances, the scientific assemblies of the organization shall be open to other members of the medical profession who are not members of the Society and to scientists and invited lay persons.**
- D. To conduct the business affairs of the Society and, in particular, to authorize expenditure of the Society's funds. Furthermore, the Board shall be responsible for the records of the Society kept by the Secretary and Treasurer and shall see that such records are open to the membership on**

request.

- E. To investigate charges of professional or ethical misconduct as provided in Article I, Section 9B of these By-Laws.
- F. To receive reports of standing and Ad-Hoc committees, approve or disapprove their recommendations and report these actions to the membership when appropriate.
- G. To confer Honorary memberships.
- H. To select the annual recipient of the Schindler Award from the candidate(s) recommended by the Awards Committee.
- I. To employ an Executive Director (individual and/or firm) as the Chief Administrative Officer of the Society. Such Executive Director is to serve under the direction and supervision of the Governing Board which will also determine the compensation for such services.
- J. To set and adjust membership fees, dues and assessments.
- K. To establish a Reserve Fund to fulfill the Objectives and Purposes of the Society as specified in Article III of the Constitution. Withdrawal of funds from the Reserve Fund shall require concurrence of two-thirds of the entire Governing Board.
- L. To report to the membership, at least annually at the Annual Business Meeting, on the state of the Society. The report will be made by the President.

Section 5 - Executive Committee

A. Appointment and Membership

The Executive Committee of the Governing Board is composed of the President, President-Elect, Secretary, Treasurer, Immediate Past President, Secretary-Elect, or Treasurer-Elect if any.

B. Function and Powers

- i. During Intervals between the meetings of the Governing Board, the Executive Committee may exercise all powers of the Governing Board in the management and direction of the general affairs of the Society. It shall not have the right to:
 - a. Set or adjust membership fees, dues and assessments
 - b. Confer Honorary memberships or awards
 - c. Investigate charges of professional or ethical misconduct
- ii. The Executive Committee shall act as an advisory body to the President.
- iii. The Executive Committee shall keep a record of its proceedings and report the same to the Governing Board at the next succeeding meeting for its approval.

C. Meetings

- i. The Executive Committee shall hold its meetings at such a place or places as it may from time to time determine. A majority of the Executive Committee constitutes a quorum for the transaction of business and the act of a majority of the members present at any meeting where a quorum is present shall be the act of the committee.
- ii. Meetings of the Executive Committee may be called at any time upon at least two (2) days

written or oral notice by the President or by any two other members of the Executive Committee.

ARTICLE III - OFFICERS

Section 1 - Positions

The officers of the Society shall be the President, President-Elect, Secretary and Treasurer.

Section 2 - President

The President shall be the Chief Executive Officer of the Society and shall perform all duties customarily associated with the Office of the President. He/she shall preside at all meetings of the members, the Governing Board and the Executive Committee. He/she shall be responsible for the appointment of the Chair and members of all standing and Ad Hoc committees, subject to the approval of the Governing Board.

Section 3 - President-Elect

The President-Elect shall, in the absence or inability of the President, assume the duties of that office. He/she shall also perform such duties as may be assigned to him/her by the President or the Governing Board.

Section 4 - Secretary

The Secretary shall serve for a single term of three years.

The Secretary shall serve as Society Historian and shall prepare a summary of the Society's activities during the preceding year. He/she shall maintain a narrative history of the Society from documents and personal interviews; establish recommendations for collection and filing of Society records and documents considered vital for maintaining an historical account of Society activities; and oversee the collection, preservation and display of documents, films, endoscopic instruments and accessories of historic significance to gastrointestinal endoscopy. A task force may be established as needed for specific projects with the approval of the Executive Committee.

The Secretary may act and sign for the Society in all matters except those specifically assigned to another officer or member of the Governing Board. The Secretary shall be responsible for the minutes of meetings of the members, Governing Board, and Executive Committee. He/she shall be responsible for the reading of these minutes to the members at the annual meeting unless the reading is waived. He/she shall prepare a Secretary's report, both for the meetings of the Governing Board and for the annual meeting of the Society, and at these times he/she shall report newly admitted members of the Society and those who have ceased to be members. He/she shall also maintain a list of the entire membership. He/she shall send out the appropriate forms to applicants for membership, shall receive the completed forms, as well as other material required of prospective members, and shall be responsible for sending all of this material to the Chair of the Membership Committee. Following meetings of the Governing Board, he/she shall notify candidates of their acceptance to membership, or their rejection as the case may be. He/she shall be responsible for sending notices of the Annual Meetings of the Society to its members and for sending notice of meetings of the Governing Board to its members.

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Section 5 - Treasurer

The Treasurer shall be responsible for the collection of all funds due the Society and he/she shall be responsible for their safe keeping. He/she shall pay all debts of the Society from the Society's funds. He/she shall keep accurate accounts and shall submit a statement at each Annual Meeting of members. He/she shall be required to give a report of the accounts of the Society at each meeting of the Governing Board. The Treasurer shall serve for a single term of three years.

Section 6 - Secretary-Elect

The Secretary-Elect shall serve for the year preceding his succession to the office of Secretary. He/she shall be elected at the Annual Meeting which coincides with the beginning of the final year of the current Secretary's tenure.

Section 7 - Treasurer-Elect

The Treasurer-Elect shall serve for the year preceding his succession to the office of Treasurer. He/she shall be elected at the Annual Meeting which coincides with the beginning of the final year of the current Treasurer's tenure.

ARTICLE IV - NOMINATIONS AND ELECTIONS, OFFICERS AND COUNCILLORS

Section 1 - Nominations

- A. The Nominations Committee (See Article IX, Section 1) shall prepare a slate of nominations for the offices of President (when appropriate), President-Elect, Secretary (when appropriate), Secretary-Elect (when so instructed by the Governing Board), Treasurer (when appropriate), Treasurer-Elect (when so instructed by the Governing Board), and Councillors. When necessary, the slate shall also include a nominee for any vacant offices.
- B. The Committee shall designate one (1) nominee for each officer position and one (1) nominee for each Councillor position to be filled and forward the slate to the Secretary. If a Councillor with an unexpired term is nominated for an officer position, a nominee will be designated for his/her Councillor position in anticipation of the possibility that his/her position may become vacant upon his/her election as an officer. The nominees shall consent to their nominations.
- C. At least ninety (90) days prior to the Annual Meeting, the Secretary shall mail a copy of the slate to each Active member of the Society.
- D. Additional nominations for any such positions may be made by petition signed by at least one hundred (100) Active members submitted to the Secretary at least sixty (60) days before the Annual Meeting. At least thirty (30) days before the meeting, the Secretary shall mail to the Active members a list of the nominees so designated by petition. Nominations from the floor shall not be permitted.

Section 2 - Elections

- A. Election of officers and Special Councillors from duly nominated candidates will take place at the Annual Meeting of members.
- B. Voting For Officers
 - i. Election ballots will be distributed for each officer position when there is more than one duly nominated candidate.

- ii. Unopposed candidates may be elected by voice vote.
- iii. An election between two candidates will be determined in favor of the candidate receiving a majority of the votes cast.
- iv. An election among three or more candidates will be determined by a run-off ballot between the two candidates receiving the most votes on the initial ballot unless, on the initial ballot, one candidate receives a majority of the votes cast.
- v. Voting for officers will precede voting for Councillors.

C. Voting for Councillors

- i. All duly nominated candidates for Councillor positions will compete for all such positions to be elected to include a vacated Councillor position by virtue of his/her preceding election at the same meeting to an officer position under Article IV, Section 2B.
- ii. Election ballots will be distributed and that candidate receiving a majority of those votes cast will be elected. If no candidate receives a majority vote on the first ballot, the candidate with the fewest number of votes will be dropped from the balloting and a second vote taken. This sequence of balloting will be repeated until a candidate receives a majority.
- iii. All duly nominated candidates, except the above elected candidates, will again compete for the next vacant Councillor position. The candidate receiving a majority of those votes cast will be elected. If no candidate receives a majority vote on the first ballot, sequential balloting as in ii. above will be conducted until a candidate receives a majority.
- iv. The procedure in iii. above will be repeated until all positions are filled by elections.

Section 3 - Installation

The Officers and Councillors shall take office at the close of the Annual Meeting at which they are elected.

ARTICLE V - TENURE, SUCCESSION AND VACANCIES

Section 1 - Tenure

- A. The President, President-Elect, Secretary-Elect and Treasurer-Elect shall each serve until the close of the next Annual Meeting following their election or until the installation of their successors. The Secretary and the Treasurer shall serve a three-year term until the close of the third annual meeting following election or until the installation of a successor. The President, President-Elect, Secretary, Treasurer, Secretary-Elect and Treasurer-Elect may not serve more than one full term except as provided with respect to an unexpired term in Section 3 of this Article.
- B. The President-Elect shall become President at the close of the next Annual meeting.
- C. The Secretary-Elect, if any, shall become Secretary at the close of the next annual meeting following election as Secretary-Elect.
- D. The Treasurer-Elect, if any, shall become Treasurer at the close of the next annual meeting following election as Treasurer-Elect.

Section 2 - Succession

Succession of the President-Elect to Presidency, Secretary-Elect to Secretary and Treasurer-Elect to Treasurer shall be automatic.

Section 3 - Vacancies

A. Officers

- i. **President.** If, for any reason, the office of the President should become vacant, the President-Elect shall immediately become President and shall serve for the balance of the President's unexpired term and thereafter until the close of the next Annual Meeting following his/her installation as President-Elect. If there is a vacancy in the office of President-Elect when the vacancy in the office of the President occurs, then the Secretary shall immediately become President and shall serve for the balance of the last President's term.
- ii. **President-Elect.** If, for any reason, the office of the President-Elect should become vacant, then the President shall appoint a temporary President-Elect to serve for the balance of the term. At the next Annual Meeting, a President and President-Elect will be elected by the membership.
- iii. **Secretary.** If, for any reason, the office of Secretary should become vacant, then the Secretary-Elect, if any, shall immediately become Secretary and shall serve the balance of the unexpired term and thereafter until the close of the next Annual Meeting following his/her election as Secretary-Elect. If a Secretary-Elect is not then in office, the vacancy in the office of the Secretary shall be filled by the President with the approval of the Governing Board for the balance of the unexpired term.
- iv. **Treasurer.** If, for any reason, the office of Treasurer should become vacant, then the Treasurer-Elect, if any, shall immediately become Treasurer and shall serve the balance of the unexpired term and thereafter until the close of the next Annual Meeting following his/her election as Treasurer-Elect. If a Treasurer-Elect is not then in office, the vacancy in the office of the Treasurer shall be filled by Presidential appointment with the approval of the Governing Board for the balance of the unexpired term.
- v. **Other Officers.** A vacancy in any other office may be filled by Presidential appointment for the balance of the unexpired term.

B. Councillors

- i. If a Councillor with an unexpired term is elected an officer of the Society, his/her position will be filled at the same meeting by election as set forth in Article IV, Sections 1B and 2C. If the position otherwise is or becomes vacant, the Governing Board may designate a person to fill such a vacancy. The person so designated shall serve until the next Annual Meeting when a successor shall be elected to serve for the balance of the unexpired term as set forth in Article IV, Sections 1B and 2C.

- C. Other vacancies occurring prior to the Annual Meeting shall be temporarily filled by the President or by the officer who acts for him/her.

ARTICLE VI - INDEMNIFICATION

Section 1 - The Society shall indemnify any and all members of its Governing Board (hereinafter referred to as "directors") or officers or former directors or officers, or any person who has served or

shall serve at the Society's request or by its election as a director or officer of another corporation or society, against expenses actually and necessarily incurred by them in connection with the defense or settlement of any action, suit or proceeding in which they, or any of them, are made parties, or a party, by reason of being or having been directors or officers or a director or officer of the Society, or of such other corporation or society; provided, however, that the foregoing shall not apply to matters as to which any such director or officer or former director or officer or person acted with negligence or misconduct as determined by the Governing Board.

Section 2 - Upon specific authorization by the Governing Board, the Society may purchase and maintain insurance on behalf of any and all of its directors or officers or former directors or officers, or any person who has served or shall serve at the Society's request or by its election as a director or officer of another corporation or society, against any liability, or settlement based on asserted liability, incurred by them by reason of being or having been directors or officers or a director or officer of the Society, or of such other corporation or society, whether or not the Society would have the power to indemnify them against such liability or settlement under the provisions of the above section.

ARTICLE VII - MEMBERS MEETINGS

Section 1 - Annual Meeting

An Annual Meeting of the membership shall be held each year at a time and place to be determined by the Governing Board.

Section 2 - Special Meetings

Special meetings of the members may be held at any time upon the call of the Governing Board.

Section 3 - Notification

- A. Written notice stating the place, date and time of the meeting, and scientific sessions in the case of Annual Meetings, shall be mailed to the membership at least ninety (90) days prior to the meeting and again not less than 5 nor more than 40 days before the meeting.
- B. Written notice stating the place, date, time and purpose(s) of special meetings shall be mailed to the membership not less than 5 nor more than 40 days before the meeting.
- C. Public notification of and invitation to the profession for, the scientific portion of the Annual Meeting shall be made as determined by the Program Committee (See Article IX, Section 3).
- D. Any proposal to be brought before the membership other than a proposal from the Governing Board must be received at the offices of the Society at least sixty (60) days prior to the annual meeting or a special meeting at which it will be considered.

Section 4 - Quorum and Voting

A. Quorum

As provided in the Constitution those members present and eligible to vote at the Annual Meeting shall constitute a quorum for the transaction of business and election of Officers and Councillors.

B. Voting

- i. Eligibility for voting by Active members shall be determined by the Secretary on the first day

of the month of the Annual Meeting with exclusions as set forth in Article I, Section 11D, i and ii, of these By-Laws. The Secretary shall have a list of Active members eligible to vote available at the Annual Meeting and shall use this list to determine that a quorum is present and to distribute the printed election ballots.

- ii. Issues brought before membership meetings which require a vote shall be decided by a majority of those Active members present who are eligible to vote, except amendments to the Constitution and By-Laws which shall require the affirmative vote of at least three-fourths (3/4) of the Active members present who are eligible to vote and except as provided in Section 5B iii of this Article.
- iii. Election of Officers and Councillors shall be as set forth in Article IV, Section 2.
- iv. Voting by proxy is prohibited.

Section 5 - Business Meeting and Agenda

- A. The parliamentary rules contained in Sturgis' Standard Code of Parliamentary Procedure* shall govern this Society in all cases in which they are applicable except where they are inconsistent with the Constitution or By-Laws of this Society or applicable law.
*(*Second Edition, McGraw-Hill Book Company, 1966, New York, N.Y.)*
- B. Agenda
 - i. The Governing Board shall determine the agenda of the annual business meeting and any special meetings.
 - ii. Any member who wishes to bring new business matters before the membership shall submit this business in writing to the Secretary at least forty-five (45) days prior to the membership meeting for the Governing Board's determination whether to include it on the agenda.
 - iii. Items not placed on the agenda by the Governing Board for consideration at the membership meeting may only be placed on the agenda during the membership meetings by the affirmative vote of at least two-thirds (2/3) of the Active members present who are eligible to vote.
- C. The scientific program of the Annual Meeting shall be arranged by a Program Committee (See Article VIII, Section 3).

Section 6 - Standing Rules

Resolutions of a permanent nature which are binding upon the Society until they are rescinded or modified may, from time-to-time, be adopted. They may be proposed and adopted without prior notification. They shall not conflict with the provisions of the Constitution and By-Laws. Adoption shall be as provided in Section 4Bii of this Article.

ARTICLE VIII - ASGE FOUNDATION

Section 1 – Mission

The ASGE Foundation is the philanthropic arm of the American Society for Gastrointestinal Endoscopy (ASGE). Its mission is to provide long-term financial support for ASGE by raising funds and building endowments through charitable gifts and contributions. Through this support, the ASGE Foundation helps the Society pursue its mission to advance patient care and digestive health by promoting excellence in gastrointestinal endoscopy.

Section 2 – Structure and Term

The ASGE Foundation shall be the responsibility of the Foundation Board of Trustees which shall consist of a minimum of nine (9) members in addition to a Chair, a majority of which shall be Active Members of ASGE, and all of which shall be appointed by the Governing Board upon recommendation of the Board of Trustees. Trustees shall serve two-year terms, renewable with no limit. Additionally, the President-Elect and Treasurer of ASGE shall serve as members, ex-officio with vote. The Chair shall be an ASGE member and shall be appointed by the Governing Board upon recommendation of the Board of Trustees for a two (2) year term, renewable with no limit. The Chair shall serve on the ASGE Governing Board ex-officio without vote. The Foundation shall appoint such committees and work groups as it deems necessary to fulfill its responsibilities.

ARTICLE IX - COMMITTEES

Unless a committee's duties allow for specific action, committees are regarded as advisory only and will make recommendations to the Governing Board for final approval and action. Unless otherwise stipulated in these by-laws, the terms for all committee members shall be three (3) years with one-third appointed each year. The number of members of each committee shall be determined by the Governing Board upon recommendation of the President.

The Committees of this Society shall be as follows:

Section 1 - Nominations Committee

A. Structure and Term

This Committee shall consist of five (5) members: the three immediate Past-Presidents, and two Active Members who are not members of the Governing Board, nor Chair of standing committees, appointed by the President. The immediate Past-President shall serve as Chair. If a committee member is unwilling or unable to serve, the President shall appoint a replacement from the Active members not on the Governing Board. The term of the committee members shall be for one year.

B. Duties

This committee shall prepare a slate of nominees as set forth in Article IV, Section 1.

Section 2 - Awards Committee

A. Structure and Term

This committee shall consist of the three immediate living Past-Presidents. The senior Past-President shall be Chair.

B. Duties

This committee shall recommend to the Governing Board candidates for the Schindler Award and other awards or special distinctions as may be directed to them by the Governing Board or developed by the committee. The final selection of the recipients of these distinctions shall be made by the Governing Board.

Section 3 - Annual Scientific Program Committee

A. Structure and Term

This committee shall consist of the President, President-Elect, Secretary, Editor and four (4) members for each subcommittee assigned to evaluate endoscopic topics. One member of each subcommittee shall be

appointed each year for a four (4) year term and shall serve as Chair of the subcommittee during the fourth year of his/her appointment.

B. Duties

- i. To solicit abstracts and select papers for presentation to the Annual Meeting.
- ii. To select and invite guest speakers for the annual program.
- iii. To prepare and submit the final program to the Secretary for review and forwarding to those responsible for printing the annual program booklet.

Section 4 - Budget and Financial Planning Committee

A. Structure and Term

This committee shall consist of the President, President-Elect, Treasurer, Foundation Chair, Foundation Treasurer and an appropriate number of members as determined by the Governing Board.

B. Duties

- i. To review the financial status of the Society on a continuing basis and make recommendations on dues, investments, contributions, and other sources of income.
- ii. To develop an operating budget in consultation with the Treasurer for presentation to the Governing Board prior to the Annual Meeting.
- iii. To review financial reports of the Society's professional activities, courses and operating expenses, including review of reimbursement vouchers for expenses incurred by officers and committees during conduct of official Society business.

Section 5 - Health and Public Policy Committee

A. Duties

To coordinate activities between the Society and all professional and lay organizations and governmental agencies active in the field of digestive diseases.

Section 6 - DDW Program Committee

A. Structure

This committee shall consist of four (4) members: the President, President-Elect, President, Secretary and Chair of the Postgraduate Education Committee.

B. Duties

- i. To review annually the evaluations of the Society's annual meeting, plenary session, scientific symposia, topic fora and postgraduate courses.
- ii. To make recommendations to the Governing Board regarding the structure and format for the presentation of scientific material at Digestive Disease Week.

- iii. To recommend to the Governing Board topics for scientific symposia at Digestive Disease Week.

Section 7 - Practice Management Committee

A. Duties

To evaluate and present to the membership issues pertaining to daily practice of the membership in office, hospital or university settings, especially relating to business and reimbursement practices, coding issues, alternative health care programs and other socioeconomic issues.

Section 8 – Publications Committee

A. Structure and Term

This committee shall consist of a Chair, the Editorial Board Chair (ex-officio), the Editor of Gastrointestinal Endoscopy (ex-officio) and an appropriate number of members as determine by the Governing Board. Only ex-officio members may serve concurrently on the Editorial Board and the Publications Committee.

B. Duties

- i. The Committee shall provide ongoing review of the Society’s regular publications and advise the Governing Board on the logistical and business aspects of Society’s regular publications, including: GASTROINTESTINAL ENDOSCOPY, the ASGE website, ASGE News, Clinical Updates and other publications the Board shall, from time to time, view as appropriate for the Committee's oversight.
- ii. The Committee’s scope of activity includes all business and logistical policy and procedures, which may include oversight of the Society’s website, space, personnel, physical office location, automation, equipment requests, honoraria, negotiations with publishers and web site hosts, publication of supplements, mechanisms for their funding, ethics, and conflict of interest policies.
- iii. It shall oversee the quality content of the publications of the Society and will provide periodic reports to the Governing Board.

Section 9 - Education Committees

- CME Programs Committee
- Education Products Committee
- Institute for Training and Technology (IT&T)
- Training Committee
- Wed Education Committee

A. Duties

- i. Make recommendations to the Governing Board concerning course directors and faculty, curricula and sites; and establish and enforce administrative and financial guidelines for the conduct of postgraduate courses and at courses through the Institute for Training and Technology.
- ii. Develop audio-visual programs, including slide sets, movies and videotapes, which will be available for self-instruction in endoscopic techniques and diagnosis; and encourage preparation of scientific exhibits on gastrointestinal endoscopy and exhibits which utilize

endoscopy as an essential component. It shall be responsible for selecting audio visual awards and shall assume responsibility for the organization of the video library, the Video Forum, and the Learning Center at Digestive Disease Week.

- iii. To develop residency and fellowship program guidelines for training in endoscopy and related procedures. To develop a policy and recommendations for the Society's role on behalf of gastrointestinal endoscopy in its relations with Directors of residency training programs and certifying organizations.
- iv. Work with education committees and staff to identify and consider new educational programs and formats to enhance ASGE web education offerings. Oversee all aspects of the ASGE-DAVE online CME Program. Work with ASGE communications and education staff to ensure web education is implemented properly, and in accordance with ASGE Web policies and standards.

Section 10 – International Committee

A. Duties

- i. Develop and implement strategies to increase the involvement of the Society in non-North American countries.
- ii. Recruit international members.
- iii. Increase international submissions to GASTROINTESTINAL ENDOSCOPY.
- iv. Review all requests for ASGE co-sponsorship of foreign courses and meetings and make recommendations to the Governing Board.
- v. Recommend individuals from OMED zones to the Awards Committee to be considered for Honorary Membership.

Section 11 - Membership Committee

A. Duties

- i. To receive from the Secretary completed applications and act thereon as provided in Article I of these By-Laws.
- ii. To maintain liaison and continuing discussion with the Training and Standards of Practice Committees regarding any changes in criteria for adequacy of training, skill and experience in endoscopy and to apply these criteria in evaluating new candidates for membership.
- iii. The Chair of the Membership Committee will be an ex-officio member of the Training Committee and the International Committee.

Section 12 - Research Committee

A. Duties

- i. To develop recommendations concerning research projects in gastrointestinal endoscopy.
- ii. To publicize and encourage the use of endoscopic methods in research.
- iii. To communicate, but without implied endorsement by the Society, with instrument companies regarding new scientific developments, instrument designs and clinical evaluation of endoscopes.
- iv. To make recommendations to the Governing Board concerning clinical research and instrument evaluation programs.

Section 13 - Standards of Practice Committee

A. Duties

- i. To develop guidelines for clinical applications with respect to the role of endoscopy in the management of various digestive diseases.
- ii. To develop a policy and recommendations for the Society's role on behalf of gastrointestinal endoscopy in its relations with other medical and governmental organizations influencing the practice of medicine.

Section 14 - Technology Committee

A. Duties

- i. To promote the assessment of emerging, new and established endoscopic technologies and to provide information about these technologies to members of the Society.
- ii. To interact with governmental agencies, other medical societies and various private sector organizations to help plan studies or interpret data about endoscopic technologies.
- iii. To interact with the Webmaster and the Publications Committee in the development of DICOM, HL-7, and other technological advances in web communications
- iv. To make recommendations to the Governing Board in those areas where computer technology may impact on the goals of the Society.

Section 15- Committee on Diversity

A. Duties

- i. To interact with each of the Society's standing committees to assure that the needs of women and underrepresented minorities are identified and addressed.
- ii. To encourage more underrepresented minorities and women to join ASGE and participate in committee activities and leadership roles.
- iii. To represent the Society in interactions with other national committees addressing the needs of women and underrepresented minorities in gastroenterology.

Section 16 – Public and Member Outreach Committee

A. Duties

- i. Develop strategies to promote the value of the Society to its members and the public.
- ii. Work with the Membership Committee to improve communication with ASGE members and to their patients.
- iii. Work closely with the Foundation to promote the mission of the Foundation to Society members, the medical profession, and the lay public.
- iv. Oversee and help coordinate all public relations aspects of the Society and the Foundation.
- v. Work with the Research Committee to publicize and promote the value of and need for endoscopic research.

Section 17 – Audit Committee

A. Structure

This committee shall consist of three members of the Budget and Financial Planning Committee, two members not serving on the Budget and Financial Planning Committee and the Foundation Treasurer.

B. Duties

- i. Meet in person or via phone with the auditors at least once per year.
- ii. Assist the Governing Board in ensuring that appropriate accounting policies and internal controls are established and followed.
- iii. Ensure that the Society issues financial statements and reports on time and in accordance with its regulatory obligations.
- iv. Promote and facilitate communication among the board, Society management, and internal and external auditors to further open and accurate exchanges of ideas and information.

Section 18 – Quality Assurance in Endoscopy Committee

A. Duties

- i. Advance the implementation of quality assurance and quality measurement in endoscopy. Monitor quality measurement developments.

Section 19 - Ad-Hoc Committees

The President may, from time-to-time, appoint Ad-Hoc Committees to consider matters of interest in this Society. The structure, term and duties of each Ad-Hoc Committee shall be as determined by the President subject to Governing Board approval.

ARTICLE X - PUBLICATIONS

Section 1 – GASTROINTESTINAL ENDOSCOPY

The official Journal of this Society is GASTROINTESTINAL ENDOSCOPY. All members who are not delinquent (See Article 1, Section 10D) in their dues or assessments shall be entitled to receive the Journal.

Section 2 - Editorial Board

A. Structure and Term

- i. The official Journal shall be managed by an Editor under the direction of the Governing Board and with the advice of an Editorial Board. The members of the Editorial Board shall be appointed by the President. Subject to approval by the Governing Board, members shall be appointed on the basis of their abilities as manuscript reviewers.
- ii. Members of the Editorial Board shall serve for a term of four (4) years and are eligible for reappointment for an additional term, but maybe removed at anytime by the President or Governing Board. No member shall serve for more than two (2) consecutive terms. The Chair of the Editorial Board shall be appointed by the President for a four (4) year term subject to Governing Board approval and shall be eligible for reappointment. Members of the Editorial Board shall not serve as editors or associate editors for other Journals. Only ex-officio members may serve concurrently on the Editorial Board and the Publications Committee.
- iii. The Editorial Board shall consist of an appropriate number of members as determined by the Governing Board and shall meet at least once a year to critically review the Journal.

B. Duties

- i. The GASTROINTESTINAL ENDOSCOPY Editorial Board will serve as reviewers of manuscripts submitted for consideration of publication. It shall meet annually on the call of the Chair.

Section 3 - Editors

The Governing Board shall, upon the recommendation of the President, appoint an Editor and such Associate Editors as it considers appropriate, with the advice of the Editor.

ARTICLE X - FISCAL YEAR

The fiscal year of this Society shall begin July 1st and end June 30th the following year.

ARTICLE XI - AMENDMENTS

An amendment may be proposed by any Active member or by any Standing or Ad-Hoc Committee by submitting such proposal to the Governing Board not less than one hundred twenty (120) days before the Annual Meeting. Any such proposal by an Active member must be accompanied by the signatures of at least one hundred (100) Active members who concur in the proposed amendment.

The Governing Board shall cause notification of each such proposed amendment, together with any amendment proposed by the Governing Board and the Governing Board's comments and recommendations on all proposed amendments, to be mailed to each Active member at least thirty (30) days prior to the Annual Meeting at which it will be considered.

The Constitution and Bylaws may also be amended by written ballot under rules adopted by the Governing Board.

Adoption of an amendment shall require the affirmative vote of at least three-fourths (3/4) of the Active members eligible to vote and present at said Annual Meeting at which a quorum is present.

January 2008

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