



# ASGE Bylaws

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The name of this 501(c)(3) corporation is the **American Society for Gastrointestinal Endoscopy**, hereinafter referred to as the **Society**. Except as otherwise specifically provided in the bylaws, 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.

The American Society for Gastrointestinal Endoscopy embraces a policy of diversity, equity, and inclusion as it pertains to its membership, committees, leadership, educational programs, and employees of the organization. Recognizing that diversity strengthens the organization, enhances creativity and innovation, and transforms care for our patients, ASGE is dedicated to ensuring and advancing diversity, equity, and inclusion at all levels of the organization.

## Article I – Memberships

There shall be nine (9) classes of Membership: Active, Senior, Honorary, International, Trainee, Affiliate Practice Management, Affiliate Industry, Associate, and Student. Only Active Members shall have the right to hold elective office. Only Active Members and International Members shall have the right to vote. All applicants for Membership are required to meet criteria established from time to time by the Governing Board. Complete membership applications with all required elements shall be forwarded to the Chair of the Member Engagement Committee. The Member Engagement Committee shall be charged with making a determination of whether applicants meet the requirements for membership. It shall submit its report and recommendations to the Governing Board for approval of all Active, Senior, International, Associate, Affiliate Practice Management, and Affiliate Industry memberships and FASGE designations, of which final disposition is vested in the Governing Board. The Governing Board delegates to the Member Engagement Committee the responsibility for approving or denying applications for Trainee (US and International) and Student membership on a rolling basis. A list of benefits for all classes of membership is maintained in the Society's Policies and Procedures.

### Section 1 – Classes of Membership

#### 1) Active Membership

##### a) Additional Requirements

- i) Residence inside the United States and Canada.
- ii) Authentic and unlimited medical license.
- iii) Formal Training – All applicants shall submit an application and 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:
  - 1) upper gastrointestinal endoscopy, 2) laparoscopy, 3) colonoscopy, or
  - 4) endoscopic retrograde cholangiopancreatography. This training must meet the minimum requirements for training as set forth by the Training Committee, 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 Member Engagement Committee and the Governing Board in extraordinary cases for physicians who have made exceptional contributions to the scientific literature or teaching of gastrointestinal endoscopy.

- iv) Completion of an application form supplied by the Society. The applicant must be sponsored by one Active or Senior Member of the Society who has personal knowledge of the applicant's endoscopic training and skills. The sponsor form may be waived if the applicant is ABIM certified in gastroenterology or ABP board certified in pediatric gastroenterology.

## **2) Senior Membership**

After attaining the age of seventy (70) years, ceasing the practice of gastrointestinal endoscopy on full-time basis, and maintaining membership in good standing for the preceding ten (10) consecutive years, upon application and approval, a member may be named a Senior Member. They shall not be required to pay dues. They may continue to subscribe to *GIE: Gastrointestinal Endoscopy* at the member subscription rate.

## **3) Honorary Membership**

The Governing Board 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. The Governing Board may also confer Honorary membership to any individual whom it considers worthy. Honorary Members shall be limited to fifty (50) at any given time. They shall not be required to pay dues and shall receive a complimentary subscription to *GIE: Gastrointestinal Endoscopy*.

## **4) 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 that do not have specialty boards 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. 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 endoscopy instructor. The Chair of the Member Engagement Committee, after consultation, may serve as a sponsor.
- b) 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.

## **5) Trainee Membership (U.S. and International)**

### **a) Additional Requirements**

- i) A resident fellow or trainee who has completed at least two (2) 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 Member Engagement Committee.
  - ii) Signature on the application of the trainee's supervisor or instructor.
  - iii) An endorsement from the medical director, supervisor, or instructor authenticating the candidate's full-time training status, which includes gastrointestinal endoscopy.
- b) The membership shall terminate when the trainee becomes eligible for Active or International membership or terminates their training status. Trainee membership shall not exceed five (5) consecutive years. International trainees may also have the option to receive benefits in an electronic or mail format.

#### **6) Affiliate Practice Management 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 endoscopic training or skills. This includes practice managers and administrators.
  - ii) Affiliate Practice Management membership is not intended for practitioners of endoscopy who do not fit the criteria for Active or International membership.

#### **7) Affiliate Industry 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 endoscopic training or skills. This includes industry representatives and PharmDs.
  - ii) Completion of an application form supplied by the Society. The applicant must be sponsored by one Active or Senior Member of the Society. If the applicant has completed the ASGE Recognized Industry Representative (ARIA) Program, then the sponsor form is waived. If the applicant is an employee of the GI Corporate Partners Program, then the sponsor form is waived, in lieu of verification of employment.
  - iii) Industry membership is not intended for practitioners of endoscopy who do not fit the criteria for Active or International membership.

#### **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.

- b) Associate members may subscribe to *GIE: Gastrointestinal Endoscopy* at the member subscription rate.

## **9) Student Membership**

- a) Additional Requirements
  - i) Membership is open to persons who have a minimum of one (1) of the following (or equivalent) degrees: 1) Bachelor of Arts or 2) Bachelor of Science and are enrolled in a United States, Canadian, or international medical school.
  - ii) Signature on application by the medical student's medical director, supervisor, or instructor.
- b) Student members shall only have access to member benefits in an electronic format. This membership shall terminate when the student becomes eligible for Trainee membership or terminates their membership. Student membership shall not exceed five (5) consecutive years. International medical students are also eligible for Student membership.

## **Section 2 – FASGE (Fellow of ASGE) Designation**

- 1) Additional Requirements
  - a) Active or International Member for at least five (5) years.
  - b) Active Members must have initial board certification in adult or pediatric gastroenterology or surgery.
  - c) Significant scientific contributions to the field of gastrointestinal endoscopy as evidenced by:
    - i) Significant scientific contributions to the field of endoscopy; or
    - ii) Significant contributions to education in endoscopy on the international, national, state, or regional level; or
    - iii) Significant service to ASGE (minimum requirement is successful service on one ASGE committee as attested by the committee chair; or
    - iv) Contributions to endoscopy at the local level beyond an individual's practice of gastroenterology and thirty (30) hours of CME related to gastrointestinal endoscopy in the last five (5) years, including at least two (2) ASGE-sponsored courses.
  - d) Two letters of recommendation from current FASGEs for Active applicants. For International applicants, one letter of recommendation must be from a current FASGE. The second letter of recommendation may be from someone who serves in a leadership position in gastroenterology (i.e., chief of GI, president of GI society) from the applicant's respective country.

- e) The FASGE designation requires individuals to maintain ASGE membership in good standing. Should membership lapse for any reason, the individual will lose the privilege to use the FASGE designation and will be required to relinquish the designation immediately.
- f) In certain instances, an applicant for new membership in ASGE may be elected directly to Fellowship/FASGE. Criteria for direct election to FASGE include major contributions to research in gastrointestinal endoscopy, exceptional service to ASGE prior to membership, and/or exemplary and regionally recognized excellence in endoscopic practice or practice management.

### **Section 3 – Election of Members**

- 1) The Member Engagement 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 in the application, 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 their qualifications for membership reasonably requested by the Member Engagement 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 Member Engagement Committee, Governing Board, or any Appeals Board shall be an independent basis for denying the applicant membership in the Society.

- 2) 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.

- 3) The Governing Board and the Member Engagement Committee (subject to Governing Board approval) may adopt, alter, and repeal procedural rules and regulations not inconsistent with the bylaws 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 4 – Disciplinary Actions or Terminations of Membership**

- 1) Administrative

- a) 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 by to and including the fiscal year of resignation.
- b) 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 with 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 (see Article XII).

2) Misconduct

- a) 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. They shall have the right to be heard in their 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 or any Appeals Board shall be considered an independent basis for disciplinary action or termination by the Governing Board.

b) 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.

- c) The Governing Board and any Appeals Board (subject to Governing Board approval) may adopt, alter, and repeal procedural rules and regulations not inconsistent with the bylaws 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 5 – 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 4(2)(b) may not re-apply for membership until at least three (3) 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 6 – Dues and Assessments**

- 1) 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.
- 2) The annual dues for Active, International, Affiliate Practice Management, and Affiliate Industry members shall include the right to receive the official publications of the Society.
- 3) Special assessments may be levied from time to time by the Governing Board to meet the financial needs of the Society.

4) Delinquency

- a) 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 XII)
- b) A member whose dues are delinquent shall not receive the Society's publications, shall not be entitled to vote at member meetings, and shall not be entitled to hold elective office or appointed position in the Society. Delinquency for a period of two (2) years shall result in the member being dropped from membership in the Society in accordance with Article I, Section 4(1)(b).

## **Article II – Governing Board**

### **Section 1 – Composition**

The affairs of the Society shall be managed by a board of directors called the Governing Board, consisting of the President, President-elect, Vice President (if any), Secretary, Treasurer, Secretary-elect (if any), Treasurer-elect (if any), the two (2) immediate Past Presidents, six (6) Councilors, Chair of the ASGE Foundation *ex officio* (without vote), and the Chief Executive Officer *ex officio* (without vote).

### **Section 2 – Councilors**

- 1) The six (6) Councilors shall be elected according to the provisions of Article IV, Sections 1 and 2 of the bylaws.
- 2) The terms of the elected Councilors shall be three (3) years. One-third (1/3) of the Councilors shall be elected each year for one (1) three-year term. Upon completion of a three-year term, Councilors may not serve again as an elected Councilor of the Governing Board until at least one year has elapsed.

### **Section 3 – Past Presidents**

The Past Presidents of the Society shall continue to serve on the Governing Board for two (2) years following their term as President.

### **Section 4 – Meetings**

- 1) The Governing Board shall meet at least annually. Minutes shall be kept of the proceedings of the Governing Board and presented to the Governing Board at its next meeting for its approval. If matters of importance must be transacted between annual meetings, a special meeting may be called by the President or by any four (4) 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.
- 2) 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 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. Any action which may be taken by electronic mail shall require a unanimous vote by all members of the Governing Board.

- 3) 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 5 – Quorum and Voting**

A quorum for any meeting of the Governing Board shall consist of two-thirds (2/3) of its voting members. Except as otherwise provided by law or in the bylaws, the act of a majority of the members of the Governing Board present at the meeting at which a quorum is present shall be the act of the Governing Board.

#### **Section 6 – Duties and Powers**

The specific duties and powers of the Governing Board include, but are not limited to, the following:

- 1) To control the publication or publications sponsored by the Society. The Governing Board, however, may delegate to the Editor and Editorial Board of the journals, *GIE: Gastrointestinal Endoscopy* and *VideoGIE*, the right to accept or reject scientific papers or other material which may be submitted for consideration for publication in said journals.
- 2) To conduct the business affairs of the Society and, in particular, to authorize expenditure of the Society's funds. Furthermore, the Governing 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.
- 3) To investigate charges of professional or ethical misconduct as provided in Article I, Section 4(2)(a) of the bylaws.
- 4) To confer Honorary memberships.
- 5) To select the annual recipient of the Rudolf Schindler Award and other Honorary Awards from the candidate(s) recommended by the Awards Committee.
- 6) To employ a Chief Executive Officer (individual and/or firm). Such Chief Executive Officer is to serve under the direction and supervision of the Governing Board, which will also determine the compensation for such services.
- 7) To set and adjust membership fees, dues, and assessments.
- 8) To establish a Reserve Fund to fulfill the mission of the Society. Withdrawal of funds from the Reserve Fund shall require concurrence of two-thirds (2/3) of the Governing Board.
- 9) To report to the membership, at least annually at the Annual Business Meeting, on the state of the Society.

#### **Section 7 – Executive Committee**

- 1) The Executive Committee of the Governing Board shall be composed of the President, President-elect, Vice President (if any), Secretary, Treasurer, immediate Past President, Secretary-elect (if any), and Treasurer-elect (if any).



## 2) Function and Powers

- a) When the Governing Board is not in session, 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:
  - i) Set or adjust membership fees, dues, and assessments.
  - ii) Confer Honorary memberships or awards.
  - iii) Investigate charges of professional or ethical misconduct.
- b) The Executive Committee shall act as an advisory body to the President.
- c) Minutes shall be kept of the proceedings of the Executive Committee and reported to the Governing Board at its next meeting for its approval.

## 3) Meetings

- a) 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.
- b) Meetings of the Executive Committee may be called at any time by the President or by any two (2) other members of the Executive Committee upon written or oral notice of at least two (2) days.

# 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 perform all duties customarily associated with the Office of the President. The specific duties and powers of the President include, but are not limited to, the following:

- 1) Preside at all meetings of the members, the Governing Board, and the Executive Committee.
- 2) Be responsible for the appointment and/or reappointment of chairs and members of all committees, task forces, and working groups, including filling any vacancies or new additions. New appointments that are to go into effect at the beginning of their presidential year shall be made during their year as President-elect with Governing Board approval.
- 3) Be responsible for all appointments to external committees and appointments of members to represent the Society, as needed.

### **Section 3 – President-elect**

The President-elect shall, in the absence or inability of the President, assume the duties of that office. They shall also perform such duties as may be assigned to them by the President or the Governing Board.

### **Section 4 – Vice President**

The Vice President shall serve for the year preceding their nomination for the office of President-elect, in a year when there is no Secretary-elect or Treasurer-elect. The Vice President shall be elected at the Annual Business Meeting.

### **Section 5 – Secretary**

The Secretary shall perform all duties customarily associated with that office. The specific duties and powers of the Secretary include, but are not limited to, the following:

- 1) May sign for the Society in all matters except those specifically assigned to another officer or member of the Governing Board.
- 2) Oversight of the membership application process and record-keeping of the membership rolls.
- 3) Notify membership of the Annual Business Meeting and slate of officers and councilors.
- 4) Serve as program chair for the annual scientific program.
- 5) Present member applicants recommended by the Member Engagement Committee to the Governing Board for approval.
- 6) Oversight of conflict of interest issues.

### **Section 6 – Treasurer**

The Treasurer shall perform all duties customarily associated with that office. The specific duties and powers of the Treasurer include, but are not limited to, the following:

- 1) Oversight of the collection of all funds due the Society and for their safekeeping.
- 2) Oversight of the payment of all debts of the Society from the Society's funds.
- 3) Oversight of the keeping of the Society's financial accounts.
- 4) Report on the finances of the Society to the membership at the Annual Business Meeting and to the Governing Board at its regular meetings.

### **Section 7 – Secretary-elect**

The Secretary-elect shall serve for the year preceding their succession to the office of Secretary. They shall be elected at the Annual Business Meeting which coincides with the beginning of the final year of the current Secretary's term.

## **Section 8 – Treasurer-elect**

The Treasurer-elect shall serve for the year preceding their succession to the office of Treasurer. They shall be elected at the Annual Business Meeting which coincides with the beginning of the final year of the current Treasurer's term.

## **Article IV – Nominations and Elections of Officers and Councilors**

### **Section 1 – Nominations**

- 1) The Nominations Committee (see Article X, Section 1) shall prepare annually a slate of nominees for the positions of President-elect, Vice President (when appropriate), Secretary-elect (when appropriate), Treasurer-elect (when appropriate), and Councilors. When necessary, the slate shall also include a nominee for any vacancies on the Governing Board. Nominations from Active members of the Society for these positions may be considered by the Nominations Committee through a nomination process approved by the Governing Board.
- 2) The Nominations Committee shall designate one (1) nominee for each position to be filled and forward the slate to the Secretary. If a Councilor with an unexpired term is nominated for an officer-elect position, a nominee will be designated for their Councilor position in anticipation of their election as an officer-elect. The nominees shall consent to their nominations.
- 3) At least sixty (60) days prior to the Annual Business Meeting, the Secretary shall send a copy of the slate of nominees to each Active and International Member of the Society.
- 4) Additional nominations may be made by petition signed by at least one hundred (100) Active Members submitted to the Secretary at least thirty (30) days before the Annual Business Meeting. At least fifteen (15) days before the meeting, the Secretary shall send the Active Members a list of the nominees so designated by petition. Nominations from the floor shall not be permitted.

### **Section 2 – Elections**

- 1) Election of officers, officers-elect, and Councilors from duly nominated candidates shall take place at the Annual Business Meeting of members.
- 2) Voting for Officers, Officers-elect, and Councilors
  - a) Election ballots will be distributed for each officer, officer-elect, or Councilor position when there is more than one duly nominated candidate.
  - b) Unopposed candidates may be elected by voice vote.
  - c) An election between two (2) candidates shall be determined in favor of the candidate receiving a majority of the votes cast.
  - d) An election among three (3) or more candidates will be determined by a run-off ballot between the two (2) candidates receiving the most votes on the initial ballot unless, on the initial ballot, one (1) candidate receives a majority of the votes cast.
  - e) All duly nominated candidates for Councilor, except the above elected candidates, will again compete for the next vacant 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 Section 2(2)(d) above will be conducted until a candidate receives a majority.

- f) The procedure in Section 2(2)(d) above will be repeated until all positions are filled by elections.

### **Section 3 – Installation**

The officers, officers-elect (if any), Vice President (if any), and Councilors shall begin their terms at the close of the Annual Business Meeting at which they are elected.

## **Article V – Tenure, Succession, and Vacancies**

### **Section 1 – Tenure**

The President, President-elect, Vice President, Secretary-elect, and Treasurer-elect shall each serve until the close of the next Annual Business Meeting following their election or until the installation of their successors. The Secretary and Treasurer shall serve a three-year term until the close of the third Annual Business Meeting following election or until the installation of a successor. The President, President-elect, Vice President, 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 Article V, Section 3.

### **Section 2 – Succession**

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

- 1) The President-elect shall become President at the close of the next Annual Business Meeting.
- 2) The Secretary-elect (if any) shall become Secretary at the close of the next Annual Business Meeting.
- 3) The Treasurer-elect (if any) shall become Treasurer at the close of the next Annual Business Meeting.

### **Section 3 – Vacancies**

- 1) Officers
  - a) 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 second Annual Business Meeting following their 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.
  - b) President-elect – If, for any reason, the office of the President-elect should become vacant the President shall appoint a President-elect to serve for the balance of the term with Governing Board approval, and at the next Annual Business Meeting, a President and President-elect shall be elected by the membership.

- c) Secretary – If, for any reason, the office of Secretary should become vacant, 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 fourth Annual Business Meeting following their installation as Secretary-elect. If the vacancy occurs during a year with no Secretary-elect, the President shall appoint a Secretary with Governing Board approval for the balance of the unexpired term.
- d) Treasurer – If, for any reason, the office of Treasurer should become vacant, 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 fourth Annual Business Meeting following their installation as Treasurer-elect. If the vacancy occurs during a year with no Treasurer-elect, the President shall appoint a Treasurer with Governing Board approval for the balance of the unexpired term.

## 2) Other Positions

- a) If, for any reason, the positions of Vice President, Secretary-elect, Treasurer-elect, or one or both of the two immediate Past Presidents becomes vacant, the President may fill the position by appointment for the balance of the unexpired term. At the next Annual Business Meeting, any corresponding Secretary or Treasurer shall be elected by the membership.

## 3) Councilors

- a) If a Councilor with an unexpired term is elected an officer-elect of the Society, their position will be filled at the same meeting by election as set forth in Article IV, Section 2 of the bylaws. 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 Business Meeting when a successor shall be elected to serve for the balance of the unexpired term as set forth in Article IV, Section 2 of the bylaws.

# Article VI – Indemnification

## Section 1 – Governing Board

The Society shall indemnify any and all members of the 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 matter 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 – Liability Insurance

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 Business Meeting**

An Annual Business 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**

- 1) Written notice stating the place, date, and time of the meeting shall be sent to the membership at least sixty (60) days prior to the meeting and again not less than five (5) nor more than thirty (30) days before the meeting.
- 2) Written notice stating the place, date, time, and purpose(s) of special meetings shall be sent to the membership not less than five (5) nor more than thirty (30) days before the meeting.
- 3) 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 Business Meeting or a special meeting at which it will be considered.

### **Section 4 – Quorum and Voting**

- 1) Quorum
  - a) A quorum for any meeting of members shall consist of those Active Members and International Members present and eligible to vote at such a meeting. Except as otherwise provided by law or in the bylaws, the act of the majority of those eligible to vote and present at a meeting at which a quorum is present shall be the act of the members. Those members present and eligible to vote at the Annual Business Meeting shall constitute a quorum for the transaction of business and election of the slate of nominees.
- 2) Voting
  - a) Eligibility for voting by Active Members and International Members shall be determined by the Secretary on the first day of the month of the Annual Business Meeting, with exclusions as set forth in Article I, Section 4 of the bylaws.
  - b) Issues brought before membership meetings, which require a vote, shall be decided by a majority of those Active Members and International Members present who are eligible to vote, except amendments to the bylaws which shall require the affirmative vote of at least three-fourths (3/4) of the Active Members and International Members present who are eligible to vote.
  - c) For issues which require a vote when a meeting of the members is not practical, members may vote by written ballot under rules adopted by the Governing Board.

- d) Election of the slate of nominees shall be set forth in Article IV, Section 2.
- e) Voting by proxy is prohibited.

## **Section 5 – Agenda**

- 1) The Chief Executive Officer, acting on behalf of the Governing Board, shall determine the agenda of the Annual Business Meeting and any special meetings.
- 2) Any member who wishes to bring new business matters before the membership shall submit this business in writing to the Secretary at least thirty (30) days prior to the membership meeting for the Governing Board's determination whether to include it on the agenda.
- 3) Items not placed on the agenda by the Governing Board for consideration at the membership meeting may only be added to the agenda from the floor during the membership meetings by the affirmative vote of at least three-fourths (3/4) of the Active Members and International Members present who are eligible to vote.

## **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 bylaws. Adoption shall be as provided in Article VII, Section 4 of the bylaws.

## **Article VIII – The ASGE Foundation**

### **Section 1 – Mission**

The ASGE Foundation is the philanthropic arm of the American Society for Gastrointestinal Endoscopy (ASGE) and supports the Society's mission to advance patient care and digestive health by promoting excellence and innovation 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 and Vice-Chair, a majority of which shall be Active Members of the Society, and all of which shall be appointed by the Governing Board upon recommendation of the Board of Trustees. Trustees shall serve terms of two (2) years, renewable with no limit. Additionally, the President-elect and Treasurer of the Society shall serve as members *ex officio* with vote. The Chair shall be a Society member and shall be appointed by the Governing Board upon recommendation of the Board of Trustees for a term of two (2) years, renewable for one (1) additional two (2) year term. The Chair shall serve on the Governing Board *ex officio* without vote. The Vice-Chair shall be a Society member and shall be appointed by the Governing Board upon the recommendation of the Board of Trustees for a term of two (2) years, renewable for one (1) additional two (2) year term. The Vice-Chair shall be appointed Chair upon completion of the term of the current chair subject to Governing Board approval. The Board of Trustees shall appoint such committees, task forces, working groups, and other subordinate units as may be required to discharge properly the responsibilities assigned to it.

## **Article IX – Divisions**

### **Section 1 – Division Creation**

- 1) The Governing Board may create a division of any group of members who are interested in the same field of endoscopy. By majority vote, the Governing Board can elect to form a division in any area deemed appropriate, which may include topics such as emerging technologies or new practice areas.
- 2) The Governing Board, by majority vote, may discontinue a division when, in the opinion of the Governing Board, the usefulness of that division has ceased.

### **Section 2 – Division Organization**

- 1) Each division shall be organized under an Advisory Board, appointed by the President as part of the annual committee appointment process (Article III, Section 2). The first year, the terms of appointment will be staggered and, thereafter, members of the Advisory Board will be appointed for renewable three-year terms.
- 2) Each division will have a Chair and a Vice Chair (if desired), appointed by the President as part of the annual committee appointment process (Article III, Section 2), who will serve for a three-year term. The Advisory Board Chair (or Vice Chair) will make periodic reports to the Governing Board.
- 3) Each division, with Governing Board approval, may establish such committees, task forces, working groups, and other subordinate units as may be required to discharge properly the responsibilities assigned to it.

### **Section 3 – Division Membership**

- 1) All Society members in good standing (see Article 1) shall be eligible for membership in a division. Only members of the Society may be members of a division.
- 2) Only members of a division shall be eligible for appointment by the President to serve.

### **Section 4 – Division Dues**

- 1) The Governing Board shall establish annual dues. Funds so collected shall be subject to the provisions of paragraphs 2) and 3).
- 2) All dues paid for membership in divisions may be put to the credit of the division. Additional allotments may be made on the basis of need as determined by the Governing Board upon recommendation of the Budget and Finance Committee.
- 3) All divisional funds are to be included in the annual budgeting process and will be managed with all other Society funds by the Society's Chief Financial Officer, upon budget approval by the Governing Board.

### **Section 5 – Division Authorization**

- 1) No division shall incur expense on behalf of the Society, except as authorized by the Governing Board.



- 2) No division shall commit the Society by any declaration of policy, except as authorized by the Governing Board.
- 3) Each division shall be governed by the provisions of the Society's bylaws.

## **Article X – Committees**

### **Section 1 – Governing Board Committees**

#### 1) Executive Committee

(See Article II, Section 7 of the bylaws.)

#### 2) Nominations Committee

##### a) Structure and Term

This committee shall consist of five (6) members: the three (3) most immediate Past Presidents, two (2) Active members appointed by the President who are not members of the Governing Board nor chair of any committee, and one (1) Active member who is not a member of the Governing Board nor chair of any committee who is recommended by the first- and second-year committee chairs to serve without vote. 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 appointed committee members shall be one (1) year.

##### b) Duties

This committee shall prepare the slate of nominees as set forth in Article IV, Section 1(2).

#### 3) Awards Committee

##### a) Structure and Term

This committee shall consist of the three (3) most immediate Past Presidents. The most senior Past President of the three shall be Chair.

##### b) Duties

This committee shall recommend to the Governing Board candidates for the Rudolf Schindler Award and other honorary 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.

#### 4) Budget and Finance Committee

##### a) Structure and Term

This committee shall consist of the President, President-elect, Treasurer, Treasurer-elect (if any), Chair of the ASGE Foundation, Treasurer of the ASGE Foundation, and an appropriate number of Active members as determined by the Governing Board.

The usual terms of the appointed members shall be three years. The Treasurer shall serve as Chair.

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 beginning of the fiscal year.
- iii) To review financial reports of the Society's professional activities, courses, and operating expenses.

3) Audit Committee

a) Structure

This committee shall consist of three (3) members of the Budget and Finance Committee (one being the Treasurer), two (2) members not serving on the Budget and Finance Committee, and the Treasurer of the ASGE Foundation. The Treasurer shall serve as Chair.

b) Duties

- i) Meet with the auditors at least annually, either in person or via conference call.
- 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 Governing Board, Society management staff, and internal and external auditors to further open and accurate exchanges of ideas and information.

## **Section 2 – Committees, Task Forces, and Working Groups**

The Society shall have committees, task forces, and working groups made up of a Chair and a determined number of members to advise and/or report to the Governing Board on a regular basis to be determined by the Governing Board. The creation, dissolution, or reorganization of committees, task forces, and working groups shall be determined by the President, with the approval of the Governing Board. The number of members of each committee, task force, and/or working group shall be determined by the President, with the approval of the Governing Board. At any given time, the current roster of committees, task forces, and working groups, along with their structure, term, charges, and member expectations are maintained in the Society's Policies and Procedures.

## **Section 3 – Quorum and Voting**

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 bylaws, 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 XI – Publications**

### **Section 1 – *GIE: Gastrointestinal Endoscopy* and *VideoGIE***

The official journals of the Society are *GIE: Gastrointestinal Endoscopy* and *VideoGIE*. All members who are not delinquent (See Article I, Section 6) in their dues or assessments shall be entitled to receive *GIE: Gastrointestinal Endoscopy*. *VideoGIE* is the Society's open access publication.

### **Section 2 – Editors**

The Governing Board shall, upon the recommendation of the *GIE* Editorial Board, appoint an Editor. Associate Editors shall be appointed by the Editor.

## **Article XII – Fiscal Year**

The fiscal year of the Society shall begin on January 1 and end on December 31.

## **Article XIII – Amendments**

An amendment may be proposed by any Active Member or by any committee, task force, or working group by submitting such proposal to the Governing Board not less than ninety (90) days before the Annual Business Meeting. Any such proposal by an Active Member must be accompanied by the signatures of at least one hundred (100) Active Members who concur with 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 sent to each Active Member at least thirty (30) days prior to the Annual Business Meeting at which it will be considered.

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 the Annual Business Meeting at which a quorum is present.

The bylaws may also be amended by written ballot under rules adopted by the Governing Board. The bylaws may also be amended by a majority vote of the Governing Board.

## **Article XIV – Dissolution**

In the event the Society is voluntarily dissolved in accordance with the provisions of the Illinois General Not for Profit 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.