**RODGER C. HAGGITT GASTROINTESTINAL PATHOLOGY SOCIETY, INC.**

**BYLAWS**

January 23, 2012

**ARTICLE I – NAME AND PURPOSE**

**1.1.** Name. The name of the organization is the Rodger C. Haggitt Gastrointestinal Pathology Society, Inc (herein abbreviated “GIPS”).

**1.2.** IRC Section 501(c)(3) Purposes. The GIPS is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

**1.3.** Specific Objectives and Purposes.The specific objectives and purposes of the GIPS shall be to disseminate and increase knowledge about pathology of the gastrointestinal tract and to encourage the development of gastrointestinal pathology as a subspecialty.

**ARTICLE II – OFFICES**

**2.1.** Principal Office. The principal office of the GIPS is located in Allegheny County, State of Pennsylvania.

**2.2.** Other Offices. The GIPS may also have offices at such other places, within or without its state of incorporation, where it is qualified to do business, as its business and activities may require.

**ARTICLE III – MEMBERSHIP**

**3.1.**  Membership Categories. The membership categories shall be Regular, Associate, Emeritus, and Inactive.

Regular Member. Any individual who has completed postdoctoral medical training with demonstrated interest and involvement in the field of gastrointestinal pathology as determined by the Membership Committee.

Associate Member. Any person holding a doctorate (or doctorate-equivalent degree) with an interest in gastrointestinal pathology. This membership is limited to five years and cannot be renewed. Associate members may apply for Regular membership in the usual way at any time if postdoctoral medical training has been completed.

Emeritus Member. Any regular member who, upon reaching the age of 65 years, has requested this status by letter to the Secretary-Treasurer, and whose request has been approved by the Executive Committee.

Inactive Member. A member can become “inactive” by requesting this status in writing to the Secretary-Treasurer. This status would be considered appropriate for a member who has become ill or incapacitated and is not presently actively practicing pathology. An inactive member would be excused from paying annual dues, but would maintain the full benefit of society membership. This status can change by request to the Secretary-Treasurer.

**3.2.**  Conferring of Membership. Nomination of an individual to Regular membership can be made by any Regular member. An application form (designed by the Membership Committee) must be countersigned by the sponsoring Regular member and then sent to the Secretary-Treasurer. The Membership Committee will review the applications and recommend approval or disapproval by the Executive Committee of the GIPS. Nominations for Associate membership can be made by any Regular member. Applicants for Associate membership will not need to provide evidence of their involvement with GI pathology in their application. Such decision of involvement will rest with the sponsoring regular members. The procedures for application, review, and conferring of Associate Membership is otherwise identical to that for Regular Membership. Members are entitled to the privileges of membership only after payment of dues.

**3.3.**  Rights and Privileges. Only Regular members will have the right to hold office and to vote. Each Regular member has one vote. All members have the right to participate in the scientific sessions and in deliberations and discussions at the business meeting. No member shall use the name, property, or the organization of the GIPS for personal benefit. Only currently elected officers shall represent the GIPS in official business.

**3.4.**  Forfeiture, Resignation, and Expulsion of Membership. Any member in arrears of dues for more than one year, failing satisfactory explanation, shall be dropped from membership. Such member may be reinstated on approval of the Executive Committee. Membership can be terminated by written resignation addressed to the President or Secretary-Treasurer. The Executive Committee shall establish criteria and procedures by which the GIPS may revoke the membership of any member who does not meet all ethical standards or adhere to policies and procedures of the GIPS.

**ARTICLE IV - GOVERNANCE**

**4.1.** Officers. The Officers of the GIPS shall be the President, President-Elect, Vice-President, Secretary- Treasurer. The Officers shall establish the policies and procedures for the GIPS consistent with its purposes. The Secretary-Treasurer is the only Officer who may succeed him/herself in office.

The President shall serve a term of one year; the President-Elect shall serve one year as President-Elect and the next year as President; the Vice-President shall serve one year as Vice-President, one year as President-Elect and the next year as President; and the Secretary-Treasurer shall serve a term of three years.

**4.2.** Qualifications of Officers. Each Officer shall be a person of full age, who need not be a resident of Pennsylvania. Officers shall also be Members in Good Standing of the GIPS.

**4.3.** Election of Officers. Any Regular member of GIPS is eligible to hold office. Nominations will be recommended by the Nominating Committee and may be offered from the floor by a Regular member at the Annual Business Meeting or by mail/electronic ballot if the election is so held. Election ordinarily will be held at the Annual Meeting, or by mail/electronic ballot if deemed necessary by the Executive Committee. When the election is held at the Annual Business Meeting, a simple majority vote of the Regular Members in attendance is required to elect the officer. A simple majority vote of the Regular members in case of a mail/electronic ballot is required to elect the officer.

**Suggested change: A simple majority of the votes case by Regular members in case of a mail/electronic ballot is required to elect the officer.**

**Rationale: The new language makes it clearer that a majority of voting members, but not all members, is required.**

**4.4.** Executive Committee. The Executive Committee shall consist of the current officers, the Past President, and chairs of the standing committees (as described in Article V).

The Executive Committee shall:

a. Represent the GIPS in official business.

b. Carry out the directives and policies approved by the membership.

c. Approve or disapprove all requests for change in membership status.

d. Organize and coordinate all meetings of the GIPS.

e. Exert leadership in the development and implementation of scientific programs according to the above-stated objectives of the GIPS.

f. Deal specifically with matters related to the incorporation of the GIPS.

**Suggested change: Exert leadership in the development and implementation of scientific programs and publications according to the above-stated objectives of the GIPS.**

**4.5.** Board of Directors. The Executive Committee shall manage the business and affairs of the GIPS and shall constitute the Board of Directors of GIPS. The Executive Committee may act for the GIPS between Membership meetings and shall report such actions at the subsequent Membership meeting.

**4.6.** Duties of Each Officer.

The President shall be the principal executive officer of the GIPS. The President shall preside at all meetings, serve as Chair of the Executive Committee, and take responsibility as a representative of the GIPS. The President officially receives donations, bequests, or

gifts to the GIPS on behalf of the GIPS. Ad hoc committees are appointed by the President as needed.

The President-Elect, in absence or incapacity of the President, shall perform the duties of the President. The President-Elect shall serve on the Executive Committee. The President-Elect shall make all appointments to the Standing Committees, as described in Article V. The President-Elect will also appoint a member of the GIPS to complete the term of any member of a Standing Committee whose position is vacated.

**Suggestion: The President-Elect shall make recommendations to the GIPS officers for all appointments to the Standing Committees, as described in Article V.**

**Rationale: This correctly reflects our current practice. The appointments have always been made in consultation with other GIPS officers.**

In terms of timing, the recommendations should be proposed by the President-elect with other GIPS officers in January. The prospective appointees can then be contacted and the final appointments announced at the GIPS business meeting. The timing part doesn’t need to be in the bylaws and is included in the SOP of the President-elect. I’ve suggested that GIPS officers (rather than GIPS executive) be involved as it is easier for a smaller group to work over email/conference call to finalize appointments before the USCAP meeting. These recommendations will be based on the suggestions by the Committee chair and interest expressed by GIPS members (this is reflected in the President-elect SOP).

The Vice President, in absence or incapacity of the President and President-Elect shall perform the duties of the President. The Vice President, in the absence or incapacity of the President-Elect, shall perform the duties of the President-Elect. The Vice President shall serve on the Executive Committee. In the event there is an unexpected vacancy in the position of the Vice President, the Nominating Committee shall appoint a committee member to fulfill the duties of the Vice President for the duration of the term.

**Suggestion: “In the event there is an unexpected vacancy in the position of the Vice President, the Nominating Committee shall appoint a committee chair, committee member or regular member to fulfill the duties of the Vice President for the duration of the term.”**

**Rationale: It is better to give a wider choice to the committee.**

The Secretary-Treasurer shall keep minutes of the Annual and Executive Committee meetings, distribute notices to members of GIPS, keep custody of documents of GIPS, including contracts that the Executive Committee has approved, serve on the Executive Committee, maintain current membership roster, receive membership dues, keep records of financial documents for governmental agencies, banks or other financial institutions with approval of the President for expenses used solely for the GIPS. All such disbursements will be reported at the Annual Meeting, as part of the financial report of the Secretary-Treasurer.

The Past President shall serve as the Chair of the Nominating Committee. In the event there is an unexpected vacancy in the position of the Past President, the President shall appoint a member of the Nominating Committee to fulfill the duties of the Past President for the duration of the term.

**4.7.** Nonliability of Officers/Directors.The Officers/Directors shall not be personally liable for the debts, liabilities, or other obligations of GIPS.

**4.8.** Indemnification by Corporation of Officers/Directors.The Officers/Directors of the GIPS shall be indemnified by the GIPS to the fullest extent permissible under the laws of this state.

**4.9.**  Dissolution. Motion for dissolution must be made in writing to the Executive Committee at least two months prior to the Annual Meeting. A 2/3 vote of Regular members present at

the annual meeting is required.

**ARTICLE V - COMMITTEES**

**5.1.** Membership Committee. The Membership Committee shall consist of two to four members appointed by the President-Elect. The term of office will be three years. The President-Elect will appoint one member of this Committee to serve as Chairperson for three years. This Committee will create the membership application form, review the membership applications and recommend approval or disapproval by the Executive Committee of the GIPS.

**Suggestion: The President-Elect shall make a recommendation to the GIPS officers for the appointment of Chairperson for up to three years. Make similar changes in section 5.3 and 5.4.**

**Rationale: Same as before. We should also change to ‘up to 3 years’ for all appointments to have flexibility and enable straddling of appointments to ensure continuity.**

**5.2.** Nominating Committee. The Nominating Committee will consist of the Past President as the Chairperson and two members appointed by the President-Elect. The term of office for members will be three years. This Committee will provide the membership with a choice of candidates for elected offices. Nominations may also be offered from the floor by a Regular member at the Annual Business Meeting or by mail/electronic ballot if the election is so held.

Suggestion: The Nominating Committee will consist of the Past President as the Chairperson. The previous two past presidents will serve as the members. In case of unavailability of the Past President or previous 2 past presidents to serve on the committee, the recommendations for filling the vacancy will be made by the President-Elect to the GIPS officers. This Committee will provide the membership with a choice of candidates for elected offices. Nominations may also be offered from the floor by a Regular member at the Annual Business Meeting or by mail/electronic ballot if the election is so held.

Rationale: This correctly reflects our current practice. Since past presidents have been through the Executive (hence also do not have a conflict of interest), they are best suited to be on the committee.

**5.3**. Education Committee. The Education Committee shall consist of two to four members appointed by the President-Elect. The term of office will be three years. The President-Elect will appoint one member of this Committee to serve as Chairperson for three years. This committee will (a) plan all scientific meetings of the GIPS, and (b) prepare the programs for such meetings to be distributed by the Secretary-Treasurer and by the appropriate officials of any other organization sponsoring such programs. The Executive Committee will provide the Education Committee with an annual budget to defray costs of invited speakers as deemed appropriate by the Education Committee and as approved by the Executive Committee.

**Suggestion: The Education Committee shall consist of two to four members. The term of office will be up to three years. The Committee will have a chairperson and co-chairperson, each with terms of one to two years. The co-chairperson will take over as chairperson after the chairperson rotates off. This committee will (a) plan all scientific meetings of the GIPS, and (b) prepare the programs for such meetings. The Executive Committee will provide the Education Committee with an annual budget to defray costs of invited speakers as deemed appropriate by the Education Committee and as approved by the Executive Committee.**

**Rationale: This more closely reflects the current functioning of GIPS.**

**5.4.** Training Programs and Awards Committee. The Training Programs and Awards Committee shall consist of two to four members appointed by the President-Elect. The term of office will be three years. The President-Elect will appoint one member of this Committee to serve as Chairperson for three years. This Committee will: (a) encourage organized graduate training programs in Gastrointestinal Pathology, collect and disseminate information about such programs, and identify and assist in the development of sources of support for trainees, (b) review all applications for awards and recommend to the Executive Committee recipients of the GIPS awards for research in Gastrointestinal Pathology, and (c) select the recipients of the annual GIPS prize for the most meritorious clinical and molecular platform or poster presentations by a pathologist-in-training, on a subject of Gastrointestinal Pathology, at the Annual Meeting of the United States and Canadian Academy of Pathology.

**5.5.** Editor of the Website. The Editor will be appointed by the President-Elect, with the approval of the Executive Committee, for a term of three years, renewable; the Editor can succeed him/herself. The Editor will sit on the Executive Committee and will maintain and update the GIPS Website.

**5.6.** *Ad hoc* Committees. The Executive Committee may establish and disband *ad hoc* committees as deemed necessary for the proper promotion of the Society’s purposes and shall appoint Chairs and members of the *ad hoc* committees from among the various membership categories. Such members may be appointed for terms of up to three years and may serve consecutive terms.

**ARTICLE VI – MEETINGS**

**6.1.** Business Meeting. This meeting shall be held annually. The time and place will be determined by the Executive Committee. A quorum must be present to conduct business, but the scientific meeting can proceed in absence of a quorum.

**6.2.** Executive Committee Meeting. The Executive Committee shall meet annually. The time and place will be determined by the Executive Committee. In addition to face-to-face meetings, the Council may meet by teleconference.

**6.3.** Other Meetings. The GIPS is authorized to hold scientific meetings on an international, national, or local basis.

**6.4.** Quorum. Ten percent of members in good standing shall constitute a quorum for the transaction of business at the meeting.

**ARTICLE VII – DUES AND ASSESSMENTS**

**7.1.** Dues and Assessments. The amount of annual dues shall be determined each year by the Executive Committee. Special assessments may be made by the Executive Committee. New

applicants shall be subject to assessments and dues if they participate in GIPS activities while being considered for membership. After acceptance, new applicants shall be required to pay an initial fee not to exceed that of the annual dues. The dues year shall be from January 1 to December 31.

**ARTICLE VIII - FINANCES**

**8.1.**  Fiscal year. The fiscal year of the Society shall begin on January 1.

**8.2.**  Budget and Fiduciary Control. The Secretary-Treasurer shall be responsible for developing an annual budget and the Executive Committee shall recommend approval of the annual budget. The Secretary-Treasurer shall deduct expenses for GIPS activities from the GIPS Operating Fund, as established in the annual budget. The Secretary-Treasurer shall be the responsible agent to the Executive Committee, with signatory powers, and shall follow the Operating Procedures of the GIPS in managing the Operating Fund. Signatory powers may be delegated to other staff by the Executive Committee in accordance with the Operating Procedures of the GIPS.

**8.3.** Operating Fund. The Operating Fund shall consist of all accumulated funds received by the GIPS, including dues, fees, and specific contributions after direct and indirect expenses have been deducted. At least once a year, the Secretary-Treasurer shall provide the Executive Committee with statements of net assets and related statements of income, expenditures, and fund capital.

**ARTICLE IX - IRC 501(c)(3) TAX EXEMPTION PROVISIONS**

**9.1.** Limitations on Activities.No substantial part of the activities of the GIPS shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and the GIPS shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provisions of these bylaws, the GIPS shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

**9.2.** Prohibition Against Private Inurement.No part of the net earnings of the GIPS shall inure to the benefit of, or be distributable to, its members, directors or trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of the GIPS.

**9.3.** Distribution of Assets.Upon the dissolution of the GIPS, its assets remaining after payment, or provision for payment, of all debts and liabilities of the GIPS, shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

**ARTICLE X - CONFLICT OF INTEREST AND ETHICS**

See separate Conflict of Interest Policy.

**ARTICLE XI – AMENDMENTS**

**11.1.** Amendments. Amendments to the by-laws may be suggested in writing to the Secretary-Treasurer by any Regular member. If approved by the Executive Committee, these amendments need to be accepted by a two-thirds majority vote of the Regular members at the Annual Meeting or by electronic ballot with two-thirds majority of votes cast.

**ARTICLE XII – CONSTRUCTION AND TERMS**

If there is any conflict between the provisions of these bylaws and the articles of incorporation of the GIPS, the provisions of the articles of incorporation shall govern.

Should any of the provisions or portions of these bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these bylaws shall be unaffected by such holding.

All references in these bylaws to the articles of incorporation shall be to the articles of incorporation, articles of organization, certificate of incorporation, organizational charter, corporate charter, or other founding document of the GIPS filed with an office of this state and used to establish the legal existence of the GIPS.

All references in these bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.