

ACOG FOUNDATION

Bylaws

Amended May 2025

ACOG Foundation
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ACOG FOUNDATION BYLAWS
Amended

ARTICLE I

Name

The name of the corporation is the “ACOG Foundation.” Prior to 2018, the ACOG Foundation was known as The American College of Obstetricians and Gynecologists.

ARTICLE II

Objectives and Powers

Section 1. Objectives. Consistent with the ACOG’s Foundation’s Section 501(c)(3) tax-exempt status and IRS-approved mission, the objectives of the ACOG Foundation shall be to foster and stimulate improvements in all aspects of the health care of women in the United States and globally including establishing and maintaining the highest possible standards for education; fostering the highest standards of practice in its relationship to public welfare; promoting high ethical standards in practice; promoting publications and encouraging contributions to medical and scientific literature.

Section 2. Powers. The ACOG Foundation shall have all the powers of an Illinois not for profit corporation as are now or shall hereafter be conferred by the statutes of the State of Illinois.

ARTICLE III

Officers

Section 1. Officer Positions, Duties and Qualification. The Officers of the ACOG Foundation shall be a Chair, a Secretary, and a Treasurer. The ACOG Foundation Board of Directors may elect or appoint such other officers, including one or more Fellows-At-Large or Vice Presidents, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the ACOG Foundation Board of Directors. All officers of the ACOG Foundation must be current Fellows of the American College of Obstetricians and Gynecologists (“the College”). Officers shall not be current officers, directors, or key employees of the College.

Section 2. Election of Officers. Upon adoption of these Bylaws, the Designated and Ex Officio members of the ACOG Foundation Board of Directors will elect a Chair, a Secretary and a Treasurer.

The election process of ACOG Foundation officers shall be conducted in accordance with policies and procedures established from time to time by the ACOG Foundation Board of Directors. Beginning in 2023, the officers of ACOG Foundation shall be elected annually by the ACOG Foundation Board of Directors at the next meeting of the ACOG Foundation Board of Directors following the annual meeting. If the election of officers is not held at such meeting, the election shall be held as soon thereafter as possible. New offices may be created and filled at any meeting of the ACOG Foundation Board of Directors. Each officer shall hold office until his or her successor has been duly elected and shall have qualified.

Section 3. Removal and Vacancies. Any officer elected by the ACOG Foundation Board of Directors may be removed by the ACOG Foundation Board of Directors at any time, with or without cause, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the ACOG Foundation Board of Directors for the unexpired portion of the term.

Section 4. Duties of Officers.

- a. Chair. The Chair shall be the principal executive officer of the corporation and shall in general supervise and control the business and affairs of the corporation. The Chair shall preside at all meetings of the ACOG Foundation Board of Directors. The Chair shall perform all other duties usually associated with the office of Chair, including the appointment and direction of all committees authorized by the Board of Directors.
- b. Treasurer. The Treasurer shall be responsible for collecting all monies, for making all authorized disbursements, for rendering an account thereof at an informational meeting, and for arranging an annual audit of the ACOG Foundation accounts. The Treasurer shall be under bond upon such terms, conditions, and for such amounts as shall be affirmed by the ACOG Foundation Board of Directors.
- c. Secretary. The Secretary shall be responsible for the records of all meetings of the ACOG Foundation Board of Directors, and for the correspondence of the ACOG Foundation, and shall perform all the ordinary duties of the office.
- d. Officers may delegate certain responsibilities, as appropriate, to one or more staff members responsible for ACOG Foundation projects, programs or activities.

ARTICLE IV

Board of Directors

Section 1. Board Powers and Duties. The general management of the ACOG Foundation shall be vested in the ACOG Foundation Board of Directors, whose powers and duties shall be those ordinarily held and performed by the board of directors of a corporation. It shall:

- a. Transact all business required to carry out the objectives of the ACOG Foundation.
- b. Manage, control, and conserve the property interests of the ACOG Foundation.
- c. Create standing and temporary committees of the Board, or other committees which shall not have the authority of the ACOG Foundation Board of Directors in the management of the Corporation.
- d. Transact all business, not otherwise provided for, that may pertain to the ACOG Foundation.

Section 2. Number and Qualifications. Immediately following adoption of these Bylaws, the directors of ACOG Foundation shall be comprised of the Designated Directors and the Ex Officio Directors, each as defined below. Up to one Designated Director may be a member of the general public that is not a Fellow of the College. All remaining directors, whether Designated Directors or Ex Officio Directors, must be Fellows of the College. The Designated Directors of the ACOG Foundation shall not be current officers, directors, or key employees of the College. Each director shall hold office until his or her successor shall have been elected and qualified. The number of directors shall be fixed from time to time by the ACOG Foundation Board of Directors, but in no event shall be fewer than five or more than eight.

Section 3. Designated Directors and Tenure. The College Board of Directors is responsible for selecting "Designated Directors" to serve on the Foundation Board of Directors. The initial Designated Directors shall take office at the 2022 annual meeting of the ACOG Foundation Board of Directors. The College Board of Directors shall designate as close to half of such Designated Directors as possible to serve a three-year term, and shall designate the remainder of such directors to serve a two-year term.

Thereafter, the College Board of Directors shall select the Designated Directors in advance of the annual meeting of the ACOG Foundation Board of Directors held in the year that the terms of directors expire, and all Designated Directors shall serve a three-year term beginning at the annual meeting of the ACOG Foundation Board of Directors held in the year that the terms of directors expire.

No Designated Director of ACOG Foundation shall serve more than two successive terms. All Designated Directors shall continue in office until their successors have been elected, or until their earlier death, resignation, or removal.

Section 4. Ex Officio Directors and Tenure. Immediately following adoption of these Bylaws, the College's Chief Executive Officer and Past President shall serve as ex officio voting members of the ACOG Foundation Board of Directors (each, an "Ex Officio Director," and collectively, the "Ex Officio Directors"). An Ex Officio Director shall serve as an Ex Officio Director for so long as they hold the relevant position with the College and shall not be subject to any term limits. The Ex Officio Directors shall count towards the

number of directors fixed by the ACOG Foundation Board of Directors pursuant to Section 2 above.

Section 5. Removal and Vacancies. The Designated Directors may be removed, with or without cause, by the College Board of Directors. Any vacancy occurring in the ACOG Foundation Board Designated Directors, including any vacancy resulting from an increase in the number of Designated Directors, may be filled by the College Board of Directors. A Designated Director selected by the College Board of Directors to fill a vacancy shall become a member of the Foundation Board of Directors immediately upon selection and shall serve for the unexpired term of his or her predecessor in office.

Section 6. Time and Place of Meetings. The Chair of the ACOG Foundation shall set the time, date, and place of the meetings of the ACOG Foundation Board of Directors, including an annual regular meeting. At least five (5) business days' notice of such meetings shall be given by the Secretary of the ACOG Foundation.

Section 7. Quorum and Manner of Acting.

- a. A majority of the ACOG Foundation Board of Directors then in office shall constitute a quorum for the transaction of business.
- b. The act of a majority of the voting members of the ACOG Foundation Board of Directors present at a duly called meeting at which a quorum is present shall be the act of the ACOG Foundation Board of Directors, unless the act of a greater number is required by law, the Articles of Incorporation, contract, or these bylaws.
- c. The ACOG Foundation Board of Directors may conduct any meeting of the ACOG Foundation Board of Directors through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other. All members of the ACOG Foundation Board of Directors are expected to be present for all standing, scheduled meetings; if a board member must be physically absent from an ACOG Foundation Board of Directors meeting for illness or other compelling reason, that member may participate and act at any ACOG Foundation Board of Directors meeting by telephone or other communications equipment with the prior approval of the Chair.
- d. Any action to be taken at a meeting of the ACOG Foundation Board of Directors may be taken without a meeting if a consent in writing, setting forth the action taken, is approved in writing by all of the ACOG Foundation Board of Directors members entitled to vote.

ARTICLE V

Parliamentary Authority

The most recent edition of the American Institute of Parliamentarians' *Standard Code of Parliamentary Procedure* shall apply to the proceedings of the ACOG Foundation, except in such cases as are covered by the bylaws.

ARTICLE VI

Offices

The ACOG Foundation shall have, and continuously maintain, in the State of Illinois, a registered office and a registered agent whose office is identical with such registered office, and may have other offices within or without the State of Illinois as the ACOG Foundation Board of Directors may determine.

ARTICLE VII

Contracts and Checks

Section 1. Contracts. The ACOG Foundation Board of Directors may authorize any officer, staff member, or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 2. Checks. All checks, drafts or other orders for payment of money, notes or other evidence of indebtedness issued in the name of the ACOG Foundation shall be signed by such officer, staff, or agent of the corporation, and in such manner as shall be established by the ACOG Foundation Board of Directors.

ARTICLE VIII

Fiscal Year

The fiscal year of the ACOG Foundation shall begin on the first day of January and end on the last day of December in each year.

ARTICLE IX

Indemnification

The ACOG Foundation shall indemnify its officers, Board of Directors members, committee members, and each person serving at the request of the ACOG Foundation as a representative to another organization as a member, director, trustee or officer of or delegate to the other

organization, against such liabilities, costs, and expenses, in such manner, under such circumstances, and to such extent as is required or permitted by applicable Illinois law. The ACOG Foundation may purchase and maintain insurance against the financial obligations described herein.

ARTICLE X

Amendments

A two-thirds vote of the voting members of the ACOG Foundation Board of Directors, and subsequent approval by the College Board of Directors in writing, shall be required for adoption of any proposed amendment to these bylaws.