

AMERICAN COLLEGE OF GASTROENTEROLOGY
CONSTITUTION AND BYLAWS

Reflecting Amendments Adopted through October 2023

CONSTITUTION

Article I	Name	1
Article II	Incorporation.....	1
Article III	Objectives and Purpose.....	1
Article IV	Organization.....	2
Article V	Membership	3
Article VI	Amendments	3
Article VII	Dissolution	3

BYLAWS

Article I	Membership.....	4
Section 1	Membership	4
Section 2	Fellowship.....	5
Section 3	International Membership.....	6
Section 4	Trainee Membership	6
Section 5	Senior Membership.....	7
Section 6	Senior Fellowship	7
Section 7	Honorary Fellowship	7
Section 8	Master of the American College of Gastroenterology	8
Section 9	Associate Membership.....	8
Section 10	Advanced Practice Provider Membership	8
Section 11	Senior Master	9
Section 12	Election to Any Category of Membership	9
Section 13	Waiver of Requirements	9
Section 14	Termination of Membership	9
Section 15	Definitions.....	10
Section 16	Appeals	10
Article II	Board of Trustees.....	10
Section 1	Composition.....	10
Section 2	Elected Fellows.....	10
Section 3	Meetings.....	11
Section 4	Duties and Powers.....	11
Section 5	Executive Committee.....	12
Section 6	Vacancies	12
Article III	Officers.....	12
Section 1	Officers	12
Section 2	President.....	13
Section 3	President-Elect	13
Section 4	Vice President	13
Section 5	Secretary	13
Section 6	Treasurer	13
Section 7	Director of Institute for Clinical Research and Education.....	14
Section 8	Terms of Office and Vacancies.....	14

Article IV	Board of Governors	14
Section 1	Composition	14
Section 2	Election	14
Section 3	Duties and Powers.....	15
Section 4	Governors Council	16
Section 5	Vacancies	17
Section 6	Meetings.....	17
Article V	Committees	17
Section 1	Standing Committees	17
Section 2	Composition	18
Section 3	Function	18
Section 4	Duties	19
Section 5	Ad Hoc Committees.....	23
Section 6	Vacancies	23
Article VI	Meetings	23
Section 1	Annual Meeting	23
Section 2	Business Meeting.....	23
Section 3	Notification	23
Section 4	Quorum and Voting	24
Section 5	Special Meetings.....	24
Section 6	Electronic Meetings	24
Article VII	Dues and Fees	24
Article VIII	Publications	25
Section 1	<i>The American Journal of Gastroenterology</i>	25
Section 2	Editorial Board.....	25
Section 3	Other Publications.....	25
Article IX	Auxiliary	25
Article X	Institute for Clinical Research and Education	26
Section 1	Institute Director	26
Section 2	Institute Board of Directors	27
Article XI	Amendments	28
Article XII	Rules of Procedure	28
Article XIII	Notices	28
Article XIV	Indemnification	29

CONSTITUTION

ARTICLE I

Name

The name of the corporation is the American College of Gastroenterology, Inc., hereinafter referred to as the “College.”

ARTICLE II

Incorporation

Section 1.

The College is incorporated under the laws of the State of Delaware. The College maintains principal office in the State of Delaware at 229 South State Street, Dover, Delaware.

Section 2.

The name of the registered agent is The Prentice-Hall Corporation System, Inc.

Section 3.

The College shall not have any capital stock and no part of its net earnings shall inure to the benefit of any individual.

Section 4.

The College shall have perpetual existence.

ARTICLE III

Objectives and Purposes

Section 1.

The objectives of the College shall be:

- a. To establish an organization composed of qualified physicians, non-physician healthcare providers, teachers and research workers of high standing who are primarily interested in gastroenterology and its allied fields.

- b. To advance the practice and study of, and to stimulate and encourage research in, diseases and disorders of the gastrointestinal tract and accessory organs of digestion including nutrition.
- c. To promote and advance the science and study of gastroenterology and allied subjects in medical schools and hospitals.
- d. To institute and conduct courses for the benefit of those desiring to improve and increase their knowledge of gastroenterology and allied subjects.
- e. To encourage and promote greater interest of practicing physicians in diseases of the digestive tract and to further their training in gastroenterology.
- f. To establish and affiliate with groups in various parts of the United States and in other parts of the world; to conduct clinical meetings; to hold annual sessions and to conduct research projects in gastroenterology and allied fields.
- g. To edit and print such publications and proceedings as shall be authorized by the College.
- h. To maintain and promote the highest standards in medical education, medical practice and research in gastroenterology.

ARTICLE IV

Organization

Section 1.

The affairs of the College shall be managed by a Board of Directors, hereinafter called the Board of Trustees.

Section 2.

The College, acting through its Board of Trustees and Officers, subject to the powers and restrictions of its Certificate of Incorporation, and its Bylaws, is authorized to purchase, lease, hold, sell, mortgage or to acquire in any otherwise, or to dispose of real or personal property, to enter into, make perform or carry out contracts of every kind with any person, firm, corporation or association; to do any acts necessary for carrying on any or all of the objectives and purposes of the corporation not forbidden by the Certificate of Incorporation, its Bylaws, or by the laws of the State of Delaware; to have offices and to promote and carry on its objects and purposes within or without the State of Delaware, in other states, the District of Columbia or elsewhere in the world.

ARTICLE V

Membership

Section 1.

The College shall have the following categories of membership; Associate Member, Advanced Practice Provider Member, Trainee Member, Candidate Member, Member, International Member, Fellow, Master, Senior Member, Senior Fellow, Senior Master and Honorary Fellow as set forth in ARTICLE I of the Bylaws.

Section 2.

Fellows and Members in good standing shall have the right to vote and only Fellows shall have the right to hold elective office.

Section 3.

Fellows who have advanced to Life Fellowship prior to October 31, 1983 will remain as Life Fellows and retain all the rights and privileges of Fellows in good standing.

ARTICLE VI

Amendments

This Constitution and Bylaws may be amended at any Annual Meeting of the Membership, as set forth in ARTICLE XI of the Bylaws.

ARTICLE VII

Dissolution

The College shall not be dissolved while there are fifteen Fellows or Life Fellows in good standing dissenting. This ARTICLE cannot under any circumstances be altered, amended or laid aside unless by consent of three-quarters of all the Fellows of the College so voting at a specially convened general meeting. The notice of such a meeting must be delivered to each Fellow at least four weeks before the date set for the meeting and must state the business to be transacted. Upon dissolution the funds and property of the College shall be distributed by the Board of Trustees to other nonprofit scientific organizations.

BYLAWS

ARTICLE I

Membership

The American College of Gastroenterology endorses a policy of non-discrimination in regard to its membership, leadership, committees, councils and employment. It does not allow discriminatory or prejudicial action, in written communication or oral presentation based upon race, gender identity, religion, ethnic origin, sexual orientation, political affiliation or physical disability in its authorized meetings or publications.

There shall be twelve classes of membership: Associate Member, Advanced Practice Provider Member, Trainee Member, Candidate Member, Member, International Member, Fellow, Master, Senior Member, Senior Fellow, Senior Master and Honorary Fellow. Fellows and Members shall have the right to vote. Only Fellows in good standing shall have the right to hold elective office.

Section 1. Membership

a. Qualifications

- (1) Graduation from a recognized medical school with the degree of Doctor of Medicine or Doctor of Osteopathy.
- (2) Applicants who are not physicians shall possess a graduate degree in a field of specialization related to basic or clinical sciences (i.e. PhD, PharmD, PsyD, etc.)
- (3) Applicants for Membership must be supported by one Member or one Fellow of the College.
- (4) Applicants for Membership shall have received their graduate degree at least four years prior to election.
- (5) Applicants shall demonstrate a major interest in the field of gastroenterology and document such interest.
- (6) Applicants shall endeavor to exhibit outstanding humanistic qualities in their professional pursuits.

b. Procedure

- (1) The Secretary of the College shall submit all completed applications to the Credentials Committee for review and recommendation. The Credentials Committee shall determine whether applicants meet the requirements for Membership and submit its report and recommendations to the Board of Trustees for action.

Section 2. Fellowship

a. Qualifications

Fellowship is an honor bestowed by the American College of Gastroenterology in recognition of significant professional achievement and superior competence within the field of gastroenterology, pediatric gastroenterology, gastrointestinal surgery, gastrointestinal radiology, or gastrointestinal pathology.

b. Advancement to Fellowship

Consideration will be given to candidates to advance to Fellowship who provide satisfactory evidence of having fulfilled the following requirements:

- (1) Proposal and endorsement by two Fellows of the College.
- (2) Current uninterrupted membership or international membership in the College for a period of no less than five years. During this time demonstration of scholarly activities, which include continuing education experience, professional leadership, and excellence in the fields of clinical practice and/or academic medicine.
- (3) Documentation of certification by one or more of the following specialty boards recognized by the Council on Graduate Medical Education of the American Medical Association: American Board of Internal Medicine, (subspecialty Boards in Gastroenterology), or its equivalent, e.g. American Board of Pediatrics (subspecialty Board in Gastroenterology), American Board of Surgery, American Board of Radiology, American Board of Pathology or the Canadian equivalent qualifications, Fellow of the Royal College of Physicians and Surgeons.

c. Direct Election to Fellowship

Direct election to Fellowship is an exceptional honor reserved for individuals of outstanding reputation and accomplishment that can take equally valid forms: traditional academic activities such as teaching medical students/residents, research and scientific publications leading to promotion in rank, and clinical considerations such as years in practice, community reputation, contributions to medical organizations, participation in hospital committees, teaching medical personnel or lay group, and volunteerism in community health projects.

The recommendation of the Credentials Committee with input from the Governor and approval by a three-quarters vote of the Board of Trustees are necessary.

Section 3. International Membership

a. Qualifications for International Membership

- (1) International Membership will be open to any qualified individual (M.D., D.O., M.B., Ph.D.) residing outside of the United States and Canada. Applicants must meet the qualifications as set forth in Section 1 and be supported by one Fellow or Senior Fellow.

b. Procedure

- (1) The Credentials Committee will review the application in terms of the qualifications and make a recommendation to the Board regarding International Membership. International Members may be considered for advancement to Fellowship in the College in accordance with the criteria stated in Section 2.a.
- (2) Any person admitted to the College prior to October 25, 1989 in the category of International Fellowship shall be a Fellow of the College.

Section 4. Trainee Membership

a. Qualifications

- (1) Graduation from a recognized medical school with the degree of Doctor of Medicine or Doctor of Osteopathy.
- (2) Trainee Membership is open to post-graduate fellows and residents. Trainees enrolled in approved training programs, which include some exposure to gastroenterology, GI endoscopy, hepatology or gastrointestinal surgery, may also be considered for trainee membership.

b. Procedure

- (1) The applicant shall make application for Trainee Membership on the prescribed form which shall be reviewed and approved by the Chair of the Credentials Committee.
- c. The applicant shall remain in this category through the end of their fellowship-in-training period. Trainee membership fees shall be assessed through the first year of practice for members in this category. Upon the completion of his/her training period, a Trainee Member will be offered the opportunity to convert from Trainee to Candidate Member. Candidate Member status provides the individual who has completed his/her training period with all the benefits of Membership on a probationary status for one year. If no objection is raised within the Credentials Committee within that year, the Candidate Member will automatically transition into Member status. Any objections raised to a Candidate Member shall be considered by the Credentials Committee, which will make appropriate recommendations to the Board. Any Trainee Member who does not elect to convert to Candidate Member within 90 days of either receiving notice from the College or completing his/her training period will be required to submit an entirely new application.
- d. Trainee Members shall have all rights and privileges conferred upon them by the Board of Trustees but shall not vote or hold elective office.

Section 5. Senior Membership

Members who have attained the age of 65 years, or have retired from active practice, may request advancement to Senior Membership. Senior Members shall have all the privileges of Members of the College except they shall not vote or hold elective office. They shall not be required to submit annual dues.

Section 6. Senior Fellowship

Fellows who have attained the age of 65 years, or have retired from active practice, may request advancement to Senior Fellowship. Senior Fellows shall have all the privileges of Fellows of the College except the right to vote and to hold elective office. They shall not be required to submit annual dues.

Section 7. Honorary Fellowship

The Board of Trustees is authorized to grant Honorary Fellowship to any physician, scientist, or other individual whom it considers worthy of such recognition because of outstanding contributions to the field of gastroenterology. Honorary Fellows shall not vote or hold elective office, are not required to pay dues and do not have rights and privileges of membership.

Section 8. Master of the American College of Gastroenterology

The Board of Trustees may elect individuals as Masters of the American College of Gastroenterology in accordance with requirements to be established by the Board. Masters shall have all the privileges of Fellows of the College.

Section 9. Associate Membership

a. Qualifications for Associate Membership

- (1) Must be an accredited nursing professional (i.e. RN, APRN, CGRN, LPN, LVN, etc.) in good standing; or
- (2) Otherwise involved in GI clinical care (i.e. genetic counselor, nutritionist, dietitian, behavior therapist or others involved in clinical care); or
- (3) Involved in practice administration (i.e. practice manager, executive, billing specialist, etc.)

b. Procedure

The Credentials Committee will review the application in terms of the qualifications and make a recommendation to the Board regarding Associate Members.

c. Privileges

Associate Members shall have all rights and privileges conferred upon them by the Board of Trustees but shall not vote or hold elective office.

Section 10. Advanced Practice Provider Membership

a. Qualifications for Advanced Practice Provider Membership

- (1) Must be an accredited NP or PA in good standing.

b. Procedure

The Credentials Committee will review the application in terms of the qualifications and make a recommendation to the Board regarding Advanced Practice Provider Members.

c. Privileges

Advanced Practice Provider Members shall have all rights and privileges conferred upon them by the Board of Trustees but shall not vote or hold elective office.

Section 11. Senior Master

Masters who have attained the age of 65 years, or have retired from active practice, may request advancement to Senior Mastership. Senior Masters shall have all the privileges of Masters of the College except the right to vote and to hold elective office. They shall not be required to submit annual dues.

Section 12. Election to Any Category of Membership

- a. All applications shall be submitted to the Credentials Committee for review. The Credentials Committee shall submit a report and its recommendations regarding all applications to the Board of Trustees at least twice annually. Election to any category of membership in the College shall be by majority vote of the Board of Trustees except as otherwise provided in these Bylaws.
- b. Any applicant denied membership in the College shall be so notified in writing by the Secretary. Any applicant wishing to appeal such denial of membership may do so by requesting an appeal hearing before the Board of Trustees by certified mail to the Secretary. Such a request must be received no later than 30 days after the mailing of the notification of denial of membership. Such a hearing shall be before the Board of Trustees or under their direction and the decision of the Board of Trustees shall be final.

Section 13. Waiver of Requirements

- a. The Board of Trustees upon recommendation of the Credentials Committee, may waive any or all of the qualifications as set forth in Section 1-10, and elect exceptionally qualified candidates by a three-quarters vote of those present and voting.

Section 14. Termination of Membership

- a. Any Associate Member, Advanced Practice Provider Member, Trainee Member, Candidate Member, Member, International Member, Fellow, Master, Senior Member, Senior Fellow, Senior Master and Honorary Fellow of the College may resign at any time by submitting a letter of resignation to the Secretary.
- b. Any Associate Member, Advanced Practice Provider Member, Trainee Member, Candidate Member, Member, International Member, Fellow, or Master who is delinquent in dues for one year shall be dropped from membership in the College within 30 days following written notification, unless such dues are submitted before the end of that period.
- c. Any Associate Member, Advanced Practice Provider Member, Trainee Member, Candidate Member, Member, International Member, Fellow, Master, Senior Member, Senior Fellow, Senior Master and Honorary Fellow may be disciplined or expelled for any professional ethical misconduct which in the opinion of the Board of Trustees

is inconsistent with the purpose of membership in the College. Such member is entitled to all process rights: (1) the right to advance written notice of a disciplinary proceeding; (2) the right to receive a written iteration of the charges; and (3) the right to appear before the Judiciary/Appeal Board to answer the charges. Additionally, the member may appeal the final decision of the Judiciary/Appeal Board to the Board of Trustees. Any decision to discipline or expel a member must be by a three-quarters vote of the Board of Trustees present and voting from either the Judiciary/Appeal Board or when applicable, the Board of Trustees.

Section 15. Definitions

- a. Wherever the term “Member(s)” shall appear in ARTICLES II through XIII, it shall be construed as applying to persons in the classes of:
 - (1) Members, as defined by Section 1, and
 - (2) International Members, as defined by Section 3 of this ARTICLE.

Section 16. Appeals

A Judiciary/Appeal Board shall be composed of the members of the Nominating Committee set forth in ARTICLE V, Section 4.k. Issues relating to potential actions to discipline or expel a member for any professional misconduct under Section 14.c. shall be referred to this committee which will ensure that the basic due process rights that pertain to any aspect of membership set forth in ARTICLE I are met. This committee will secure such information and documentation as it may deem appropriate, and will submit recommendations to the Board of Trustees on all proceedings for final approval.

ARTICLE II

Board of Trustees

Section 1. Composition

The Board of Trustees of the College shall consist of the President, the President-Elect, the Vice President, the Secretary, the Treasurer, the Immediate Past-President, the Past President, the Chair and Vice Chair of the Board of Governors, and ten Fellows, elected to Fellowship. The Editor(s) of the official publication(s) of the College, the Director of the ACG Institute for Clinical Research and Education and the Trustee for Administrative Affairs shall serve as ex-officio members of the Board of Trustees.

Section 2. Elected Fellows

- a. The elected Fellows of the Board of Trustees shall serve for a term of two years with no Fellows serving more than three consecutive terms.

- b. Five (5) Fellows of the Board of Trustees shall be elected each year by the Membership at the Annual Business Meeting of the College, or, at the direction of the Board of Trustees, via written ballot.
- c. The Trustee for Administrative Affairs shall be appointed by the President with the approval of the ACG Board of Trustees and shall have a three-year term, eligible for renewal.

Section 3. Meetings

- a. The Board of Trustees shall meet at least twice annually. Special meetings may be called at any time by the President, the President-Elect when acting for the President, or by written request of a majority of the Board of Governors or the Board of Trustees. A majority of the Board of Trustees shall constitute a quorum for the transaction of business.
- b. The Board of Trustees may take action without a meeting if all members of the Board consent thereto in writing, or by electronic transmission, and the writing or electronic transmission or transmissions are filed with the minutes of proceedings of the Board.

Section 4. Duties and Powers

The Board of Trustees shall have the responsibility for managing the affairs of the College. Specific duties and powers of the Board of Trustees shall include, but not be limited to the following:

- a. Transact all business required to carry out the objectives of the College.
- b. To determine initiation fees and annual dues of all Fellows, Members and other membership categories.
- c. To elect all Fellows and Members and from time to time adopt rules and regulations for such election.
- d. To create, approve and direct standing and ad hoc committees of the College.
- e. To approve all arrangements for meetings of the Membership.
- f. To control the publication or publications sponsored by the College and to appoint such editors and committees on publication for all such publications.
- g. To employ an individual and/or firm to serve as Executive Director. The Executive Director will be the chief administrative officer of the College and will serve under the direction and supervision of the Trustee for Administrative Affairs and the Board of Trustees.

Section 5. Executive Committee

a. Membership

The Executive Committee shall be composed of the President, President-Elect, Vice President, Secretary, Treasurer, Immediate Past President, and Chair of the Board of Governors. The Director of the ACG Institute for Clinical Research and Education, and the Trustee for Administrative Affairs shall serve as ex-officio members of the Executive Committee.

b. Function and Duties

During the intervals between meetings of the Board of Trustees, the Executive Committee shall exercise all powers of the Board of Trustees in the management of the affairs of the College. It shall keep a record of its proceedings and report these proceedings to the Board of Trustees at its next meeting. The Executive Committee shall not have the right or authority to (i) establish initiation fees or annual dues; (ii) approve or disapprove any applications for membership in the College; (iii) adopt, amend, or repeal any Bylaw; or (iv) approve, adopt, or recommend to the Fellows any action or matter (other than the election or removal of directors) expressly required by law to be submitted to voting members for approval.

c. Meetings

The Executive Committee shall conduct its meetings at such places as it may from time to time determine. A majority of the Executive Committee shall constitute a quorum for the transaction of business. Meetings of the Executive Committee may be called at any time by the President.

Section 6. Vacancies

Whenever a vacancy occurs among the elected Fellows of the Board of Trustees, the Board of Trustees may appoint a Fellow in good standing to fill the unexpired term of such an individual until the next regular election of the College.

ARTICLE III

Officers

Section 1. Officers

The Officers of the American College of Gastroenterology shall be the President, President-Elect, Vice President, Secretary, and Treasurer.

Section 2. President

The President shall be the Chief Executive Officer of the College and shall preside at all regular and special meetings of the College, the Board of Trustees, and the Executive Committee. In consultation with the Board of Trustees, the President shall be responsible for the appointment of all standing and ad hoc committees and shall serve as an ex-officio member of all committees. The President shall perform all other duties normally associated with his/her office.

Section 3. President-Elect

The President-Elect, in the event of resignation, removal, absence, or death of the President, shall assume the duties of that office. In the event of such assumption of the duties of the President, the President-Elect will subsequently complete his/her own term as President. The President-Elect shall also perform such other duties as may be assigned to him/her by the President or the Board of Trustees.

Section 4. Vice President

The Vice President is an office in the chain of succession to the office of President. The Vice President either, upon completion of his/her one year term, or sooner, in the event of resignation, removal, absence, or death of the President-Elect, shall automatically assume the duties of that office. The Vice President shall have such duties as may be assigned to him/her by the President or Board of Trustees.

Section 5. Secretary

The Secretary shall sign all official documents and shall carry out such duties as are assigned by the Board of Trustees. The Secretary shall be responsible for keeping a record of the proceedings of the meetings of the Membership, Board of Trustees, and Executive Committee and reporting on such proceedings to the Membership of the College annually. The Secretary shall maintain a list of the Membership of the College and notify the Membership of the College of the date and place of the Annual Meeting and other official meetings of the College. The Secretary may not be elected for more than five consecutive terms.

Section 6. Treasurer

The Treasurer shall be responsible for the receipt and disbursement of all funds of the College. The Treasurer shall submit a written report at least annually to the Board of Trustees detailing all of the funds received and disbursed and present a detailed statement of the financial condition of the College. The Treasurer may not be elected for more than five consecutive terms.

Section 7. Director of ACG Institute for Clinical Research and Education

The Director of the ACG Institute for Clinical Research and Education shall be eligible to serve on the ACG Board of Trustees for terms as defined in ARTICLE X, Section 1.a.

Section 8. Terms of Office and Vacancies

- a. The President and President-elect assume office and the Vice President, Secretary, and Treasurer shall be elected at the Annual Meeting of the College for a term of one year each or until their successor is elected.
- b. A vacancy in any office other than the President or President-elect may be filled through an appointment by a majority of the Executive Committee until the next regular election of the College.

ARTICLE IV

Board of Governors

Section 1. Composition

The College shall authorize a Board of Governors composed of representatives from various geographical areas including districts, states, regions, or territories of the United States and Canada, and countries outside of North America to serve as a liaison body between the Board of Trustees and the Membership of the College. Governors must be Fellows in good standing of the College.

Section 2. Election

- a. Approximately one-third of the Board of Governors shall be elected annually by the Fellows and Members in their respective geographical areas.
- b. Governors will serve for a term of three years and may not be re-elected for more than two consecutive terms.
- c. The Board of Governors shall elect one of its members to serve as Chair for a term of two years. The Chair of the Board of Governors, by virtue of the office, shall be a member of the Board of Trustees and the Executive Committee and may not be re-elected.

- d. The Board of Governors shall elect one of its members to the office of Vice Chair for a term of two years, based on the nomination(s) proposed by the Governors Council under Section 4.b. of this ARTICLE, and any nominations raised from the floor and seconded. The office of the Vice Chair shall be successionary, i.e., the individual elected as Vice Chair shall ascend to the position of the Chair of the Board of Governors upon completion of the current Chair's term. The Vice Chair, in the event of the resignation, absence, or death of the Chair shall assume the duties of the Chair. When elected, the Vice Chair must be a duly elected member of the Board of Governors. However, Section 2.b. of this ARTICLE shall not operate so as to preclude any individual who is a duly elected member of the Board of Governors at the time when chosen by the Board of Governors to the Office of Vice Chair, from serving complete terms as Chair and Vice Chair. In the event of resignation or death, the Board of Governors will hold a new election for Vice Chair as described above. If the Vice Chair resigns, chooses not to run for re-election, or fails to achieve re-election from the state/region, that state/region shall be entitled to be represented by a different individual without affecting the right of that Vice Chair or Chair to complete his/her term(s) in those positions.
- e. In the event that an election for any Governorship shall result in an absolute tie vote, the office shall be retained by the incumbent candidate. If there is a tie, but no incumbent candidate, a second run-off election shall be held, and if a tie vote continues to result from the second vote, the winner shall be determined from those receiving the highest number of votes by the vote of the Governors Council.

Section 3. Duties and Powers

The Board of Governors shall act as a liaison between the Board of Trustees and the Membership of the College and shall serve under the direction and supervision of the Board of Trustees. Specific duties and powers of the Board of Governors shall include, but not be limited to the following:

- a. Encourage local postgraduate education programs in gastroenterology.
- b. Assist the Credentials Committee in the generation and review of new applications for Membership in the College.
- c. Establish their own manner of administering the affairs of the Board of Governors not inconsistent with these Bylaws.
- d. Establish an annual budget for its operations subject to approval by the Board of Trustees.
- e. Assist all standing and ad hoc committees of the College in fulfilling their responsibilities.

- f. Successfully complete all activities which from time to time may be assigned to the Board of Governors by the Board of Trustees.
- g. Each year, on or before June 1, each Governor shall provide an Annual Report to the Governors Council, summarizing official activities within the region, the special problems and concerns of the constituents in that state/region, changes in the membership numbers, and any other information deemed pertinent by the Governor or requested by the Chair of the Board of Governors.

Section 4. Governors Council

- a. Membership

There shall be a Governors Council composed of the Chair, Vice Chair, Immediate Past Chair, and one representative from each different region as delineated by the Board of Trustees. The regional representatives shall be elected by each region in a method to be determined by the Board of Governors. These elections are to be coordinated by the Executive Director.

- b. Functions and Duties

During intervals between meetings of the Board of Governors, the Governors Council shall be authorized to exercise all powers of the entire Board of Governors. The Governors Council shall advise the Chair of the Board of Governors, including the establishment of agendas for meetings of the entire Board of Governors.

The Governors Council shall act as a Nominating Committee on behalf of the Board of Governors and shall propose to the Board of Governors nominations for: the Board of Governors nominees to the ACG Nominating Committee and the ACG Credentials Committee, as provided in ARTICLE V, Section 4.k.1. and Section 4.d.1. respectively.

There shall be a Governor's Nominating Committee to propose nominations for the office of Vice Chair in accordance with the requirements of this ARTICLE which shall be composed of the Chair, Vice Chair, the two Governors' representatives to the ACG Nominating Committee selected in accordance with ARTICLE V Section 4.k.1. and the two Governors' representatives to the Credentials Committee selected in accordance with ARTICLE V Section 4.d.1.

- c. The Governors Council shall conduct its meeting at such places as it may from time to time determine. A majority of the Governors Council shall constitute a quorum for the transaction of business. Meetings of the Governors Council may be called at any time by the Chair of the Board of Governors.

Section 5. Vacancies

Any vacancy in the membership of the Board of Governors may be filled by appointment of the President until the next regular election of that Governor.

Section 6. Meetings

The Board of Governors will meet at least annually. A majority of the Governors representing the continental United States shall constitute a quorum for the transaction of any business.

ARTICLE V

Committees

Section 1. Standing Committees

The standing committees of the College shall be as follows:

- a. Archives Committee
- b. Awards Committee
- c. Constitution and Bylaws Committee
- d. Credentials Committee
- e. Educational Affairs Committee
- f. FDA Related Matters Committee
- g. Finance and Budget Committee
- h. International Relations Committee
- i. Membership Committee
- j. Legislative and Public Policy Council
- k. Nominating Committee
- l. Patient Care Committee
- m. Diversity, Equity and Inclusion Committee
- n. Pediatric Gastroenterology Committee

- o. Practice Management Committee
- p. Practice Parameters Committee
- q. Professionalism Committee
- r. Public Relations Committee
- s. Digital Communications and Publications Committee
- t. Research Committee
- u. Training Committee
- v. Women in Gastroenterology Committee

Each standing committee may appoint sub-committees to carry out its duties subject to approval of the Board of Trustees.

Section 2. Composition

Except as noted below, all standing committees shall be composed of at least six Fellows and Members of the College appointed by the President for a term of three years. Approximately one-third of the members of each committee shall be appointed annually and shall not serve for more than two consecutive terms. The Chair shall be a Fellow appointed by the President for a single two-year term with the possibility of a one-year extension as Chair or Member of the Committee at the discretion of the President.

Although Chairs and Members of standing committees are appointed for terms of specific duration, notwithstanding any contrary provision elsewhere in these Bylaws, any incoming President may conclude the service of any Committee Chair or Member at any time during his or her term and appoint a new Committee Chair or Committee Member in accordance with Section 6. The decision to conclude the service of a Committee Chair shall be subject to the approval of the Board of Trustees.

Section 3. Function

The functions of Committees are to carry out the policies and programs of the College and include, but are not limited to, the duties outlined below.

Section 4. Duties

a. Archives Committee

This Committee shall be responsible for gathering, assembling, maintaining and restoring records, photographs and historical memorabilia relating to past and present College activities, and organizing and displaying these materials periodically to the Membership, and compiling articles or monographs relating to the history of the College.

b. Awards Committee

This Committee shall be responsible for coordinating all awards presented by the College, including plaques or certificates of appreciation and consideration of new awards.

c. Constitution and Bylaws Committee

This Committee shall be responsible for reviewing the Constitution and Bylaws of the College and recommending changes or additions to the Board of Trustees and Membership.

d. Credentials Committee

(1) This Committee shall be composed of Fellows/Members appointed by the President for three-year terms and two Fellows elected in alternating years by the Board of Governors for two-year terms.

(2) This Committee shall be responsible for reviewing all applications for Associate Membership, Advanced Practice Provider Membership, Trainee Membership, Membership, International Membership and Fellowship, and shall report its recommendations to the Board of Trustees at least twice annually.

e. Educational Affairs Committee

This Committee shall be responsible for all Postgraduate educational activities of the College including the Annual Postgraduate Course, the Scientific Program for the Annual Meeting of the College (including the solicitation of abstracts, the selection and invitation of special guest speakers, and the printing and distribution of the final Scientific Program). It shall be responsible for reviewing and approving all continuing education courses submitted to the College for approval or co-sponsorship, and enforcing all administrative and financial guidelines for the conduct of such courses. The Director of the Annual Postgraduate Course of the College shall be an ex-officio member of the Committee.

f. FDA Related Matters Committee

This Committee shall be responsible for maintaining and strengthening the College's relationship with the Food and Drug Administration (FDA), as well as providing topical information to the "Journal" and other ACG publications and meetings regarding GI drugs and devices that have been reviewed and/or approved by the FDA.

g. Finance and Budget Committee

- (1) This Committee shall be composed of the President-Elect, Treasurer, Trustee for Administrative Affairs and four additional Fellows/Members appointed by the President, subject to approval of the Board of Trustees. Committee members will be appointed for three-year terms with two members appointed annually.
- (2) In cooperation with the Treasurer, this Committee will develop an annual operating budget and submit it to the Board of Trustees for approval.
- (3) It will be the responsibility of this Committee to review the financial condition of the College on a continuing basis and make recommendations to the Board of Trustees regarding dues, investments, contributions, and all other financial aspects of the College.

h. International Relations Committee

This Committee shall be responsible for developing materials and program concepts to address the needs and interests of the College's international membership and promoting the ACG in the international community.

i. Membership Committee

This Committee shall be responsible for encouraging qualified individuals to apply for membership in the College and for assessing the value of membership, ensuring that the College addresses the needs and desires of all its constituents, enhancing membership participation in College activities, and facilitating communication with potential applicants.

- (1) The Membership Committee shall be composed of the Regional Councilors of the Board of Governors and, at a minimum, one representative from each of the following: an advanced practice provider member, a trainee member, an early career/junior faculty member and a member in private practice. Ad hoc members may be added as needed to address specific concerns. The Vice Chair of the Board of Governors shall serve as the Chair of the Membership Committee.

j. Legislative and Public Policy Council

The ACG Legislative and Public Policy Council will engage in policy development and provide analysis regarding national affairs, public policy, and practice management to improve the legislative, regulatory, and practice management activities, and provide for a process to better align these initiatives to enable practicing gastroenterologists to provide optimal patient care.

k. Nominating Committee

- (1) This Committee shall be composed of the three most recent former Presidents and two Fellows elected in alternating years by the Board of Governors for two-year terms.
- (2) The duties of the Nominating Committee shall be to present a slate of nominees for the following offices: President-Elect, Vice President, Secretary, Treasurer, and five Members-at-Large of the Board of Trustees. This slate of nominees shall be forwarded to the Membership at least sixty (60) days prior to the Annual Meeting by the Secretary. Additional nominations for any position may be made by petition signed by at least 250 Fellows/Members entitled to vote, if received by the Secretary 30 days prior to the Annual Meeting. Nominations from the floor shall not be permitted.

l. Patient Care Committee

This Committee shall be responsible for educating the Membership in all matters pertaining to office management, patient education, and practice of gastroenterology.

m. Diversity, Equity and Inclusion Committee

This Committee shall be responsible for heightening awareness of issues and strategies related to diversity, equity and inclusion by which the College can better serve the interests of all members and their patients. The Committee will work collaboratively with other committees in providing input through a healthy equity lens on programming such as educational, research and community engagement activities conducted by the College. This includes serving as an advisory group to the College on health disparity-related issues among racial, ethnic, gender, LGBTQ+ and other minority groups that the College can be a leader in addressing through programming for all members and patients. The Committee will also promote and advocate for inclusive representation in College leadership and work with other committees to increase participation, visibility, and advancement of members from underrepresented backgrounds in College-related activities such as appointments as faculty of ACG educational programs.

n. Pediatric Gastroenterology Committee

This Committee shall be responsible for promoting the exchange through the College both for what ACG can do to better serve the interests of pediatric gastroenterologists and pediatric patient populations and serving generally as a channel through which pediatric gastroenterologists can contribute to the improvement and benefit of the College and its members, assisting with efforts to actively encourage membership of pediatric gastroenterologists in the College, developing means to increase participation and visibility of pediatric gastroenterologists within the College generally, encouraging submission of papers relating to pediatric gastroenterology to the ACG's official publication(s), and identifying and bringing forth ideas to make the ACG Annual Meeting more attractive to pediatric gastroenterologists.

o. Practice Management Committee

This Committee shall be responsible for developing the practice management course held at the ACG Annual Meeting, any other regional or national practice management courses, coordination of College publications and educational efforts related to managed care issues and representation of the clinical GI practitioner concerns and perspectives to insurers, health plans, networks and other payor related entities.

p. Practice Parameters Committee

This Committee shall be responsible for reviewing state-of-the-art research and establishing peer reviewed consensus recommendations for publication by the College regarding the then-current viewpoint of several key experts on the treatment of digestive disorders by gastroenterologists and other physicians.

q. Professionalism Committee

This Committee shall be responsible for promoting professionalism within the ACG, gastroenterology, and medicine. The committee will be the College's primary forum for maintaining and promoting professionalism, focusing on patient-centered care, improving the patient-physician relationship, and providing resources for the College's membership to address issues of personal well-being.

r. Public Relations Committee

This Committee shall be responsible for coordinating all public relations activities between the College and the professional and lay public.

s. Digital Communications and Publications Committee

This Committee shall have primary responsibility for oversight and strategic direction of the College web sites and member publications, and shall curate content from ACG's official scientific journals. The editors of the official publications of the College and the Chairs of the Public Relations and Patient Care Committees shall be *ex officio* members of this Committee.

t. Research Committee

This Committee shall be responsible for all research projects of the College including, but not limited to, the development of clinical research activities and the establishment of a clearinghouse for scientific studies and investigations in the field of clinical gastroenterology.

u. Training Committee

This Committee shall be responsible for coordinating activities, programs and outreach relating to training programs and trainee members of the College.

v. Women in Gastroenterology Committee

This Committee shall be responsible for identifying and evaluating issues that pertain to women in the field of gastroenterology and formulating means to assure that desired goals are met.

Section 5. Ad Hoc Committees

The President may, from time to time, appoint such ad hoc committees as deemed necessary to conduct the affairs of the College. The structure, term, and duties of such ad hoc committees shall be determined by the President subject to the approval and annual review of the Board of Trustees.

Section 6. Vacancies

Any vacancies in the composition of any standing committee or ad hoc committee may be filled by Presidential appointment for the unexpired term of the individual vacancy.

ARTICLE VI

Meetings

Section 1. Annual Meeting

A meeting of the Membership shall be held annually at a time and place to be designated by the Board of Trustees.

Section 2. Business Meeting

A Business Meeting of the Membership of the College shall be conducted during the Annual Meeting, as determined by the Board of Trustees. The election of Officers and the Board of Trustees shall take place at this Annual Business Meeting. The agenda for the Annual Business Meeting shall be determined by the Board of Trustees.

Section 3. Notification

Written notice of the place, date, and time of the Annual Meeting shall be provided to the Membership at least 30 days prior to the Annual Meeting.

Section 4. Quorum and Voting

- a. A quorum sufficient for the transaction of business at any Annual Meeting of the College shall be 20 Fellows/Members in good standing.
- b. All Fellows/Members in good standing are eligible to vote and such eligibility will be determined by the Secretary at least 30 days prior to the Annual Meeting. All issues brought before the Membership that require a vote, except for the issue of dissolution, shall be determined by a majority of those Fellows/Members present and eligible to vote.

Section 5. Special Meetings

Special Meetings of the Membership may be held at any time upon a three-quarters decision of the Board of Trustees and by providing written notice to the Membership at least thirty (30) days prior to the date of the special meeting.

Section 6. Electronic Meetings

Notwithstanding any other provision in these Bylaws, if directed by the Board of Trustees any meeting of the members may be held solely by means of remote communication.

ARTICLE VII

Dues and Fees

Section 1.

Initiation fees and annual dues shall be determined by the Board of Trustees and may vary according to the category of membership.

Section 2.

The annual dues for Fellows and Members shall include a subscription to the official publication(s) of the College.

Section 3.

Senior Members, Senior Fellows, Senior Masters and Honorary Fellows shall be exempt from the payment of annual dues.

Section 4.

Associate Members, Advanced Practice Provider Members, Trainee Members, Candidate Members, Members, International Members, Fellows and Masters shall be deemed delinquent if annual dues have not been received within 90 days from the date of the original invoice. Those who are deemed delinquent will lose all privileges of the College including the right to receive the official publication(s). The Treasurer shall notify such individuals of their delinquency. Any members delinquent in dues for one year shall be dropped from Membership in the College within 30 days following written notification, unless such dues are submitted before the end of that time.

Section 5.

The Board of Trustees is authorized to waive the dues of any members of the College whose situation warrants such waiver.

ARTICLE VIII

Publications

Section 1. *The American Journal of Gastroenterology*

The official publication of the College is *The American Journal of Gastroenterology*. All Associate Members, Advanced Practice Provider Members, Trainee Members, Candidate Members, Members, International Members, Fellows and Masters who are not in arrears in their dues shall be eligible to receive this Journal.

Section 2. Editorial Board

- a. The Journal shall be managed by an Editor under the direction of the Board of Trustees. The Editor may appoint such Associate and Assistant Editors and members of an Editorial Board as appropriate, subject to approval of the Board of Trustees.

- b. The Editor shall be appointed by the Board of Trustees for a term of three years and be eligible for reappointment for one additional term. Associate and Assistant Editors and members of the Editorial board shall be appointed for a three year term and be eligible for reappointment.

Section 3. Other Publications

The Board of Trustees may publish other official proceedings of the College as it deems necessary.

ARTICLE IX

Auxiliary

Section 1.

The Board of Trustees is authorized to establish an Auxiliary to the College subject to the rules and regulations prescribed by the Board of Trustees.

Section 2.

Such an Auxiliary shall consist of the spouses of Associate Members, Advanced Practice Provider Members, Trainee Members, Candidate Members, Members, International Members, Fellows, Masters, Senior Members, Senior Fellows, Senior Masters and Honorary Fellows of the College.

Section 3.

The Auxiliary may conduct its activities in such ways as to be beneficial to the College. It will provide an annual report and receive approval for items that have financial implications from the Board of Trustees, and its activities will be consistent with the Bylaws of the College.

ARTICLE X

ACG Institute for Clinical Research and Education

Section 1. Institute Director

- a. The Director of the ACG Institute for Clinical Research & Education shall be a Fellow of the College in good standing and shall have a three-year term, eligible for renewal, on the recommendation of the ACG President with the approval of the ACG Board of Trustees.

b. Function and Duties of the Institute Director

The function and duties of the Institute Director shall be to manage all Institute programs; appoint Task Forces for Special Initiatives; report to the ACG President and Board of Trustees; approve new programs and initiatives of the Institute subject to approval by ACG Board of Trustees; and approve text for Institute initiatives, also science-based patient education print materials subject to approval by ACG Digital Communications and Publications Committee.

Section 2. Institute Board of Directors

a. Membership

There shall be an ACG Institute Board of Directors composed of the ACG Institute Director, ACG Vice President, Chair of the ACG Research Committee, Chair of the ACG Educational Affairs Committee, up to six At-Large members and the ACG Executive Director.

b. Duties and Powers of the Institute Board of Directors

The ACG Institute Board of Directors shall have the responsibility for managing all the programs of the ACG Institute for Clinical Research & Education. Specific duties and powers of the Board of Directors shall include, but not be limited to, oversight of all patient and physician education programs of the Institute, public awareness campaigns on digestive health, and the awarding of clinical research grants. The ACG Institute Board of Directors shall advise the Institute Director on new initiatives and serve as liaison to appropriate ACG committees, including the Research Committee.

c. Meetings

The Board of Directors shall meet at least once a year. A majority of the Board of Directors shall constitute a quorum for the transaction of any business.

d. Terms of Service

Terms of individuals serving by virtue of their holding an office within the College shall be co-terminus with the period of their service in that specific ACG office. Terms of At-Large Board Members shall be three years. Each At-Large Member shall be eligible for renewal to a second consecutive three-year term and shall be appointed by the ACG Institute Director and ACG President with approval of the ACG Board of Trustees. Selection shall be based upon strengths in critical areas: clinical research expertise; area of clinical expertise; commitment to patient education; and leadership contributions to the College.

ARTICLE XI

Amendments

The Constitution and Bylaws may be amended at any Annual Meeting of the Members and Fellows in accordance with the following procedure.

Section 1.

All proposed amendments shall be submitted in writing to the Constitution and Bylaws Committee for review.

Section 2.

The Constitution and Bylaws Committee shall propose all amendments to the Board of Trustees in exact form in which the amendment is to be submitted to the Membership.

Section 3.

All proposed amendments, along with the recommendations of the Board of Trustees, shall be submitted to the Members eligible to vote at least 30 days prior to an Annual Meeting.

Section 4.

A majority of the Members present and eligible to vote at an Annual Meeting shall be necessary to adopt any proposed amendments.

ARTICLE XII

Rules of Procedure

The parliamentary rules contained in Robert's Rules of Order shall govern this College in all cases where they are not inconsistent with this Constitution and Bylaws or applicable law.

ARTICLE XIII

Notices

All written notices and other communications permitted or required by these Bylaws may, as authorized by the Board of Trustees, be made by electronic transmission, facsimile, hand delivery, US mail, or other means permitted by law.

ARTICLE XIV

Indemnification

1. To the full extent permitted by, and in accordance with the procedure prescribed by applicable State laws, but subject to the limits of insurance procured by the College, the College shall indemnify any and all of the members of the Board of Trustees and any and all of the officers, employees, agents and representatives of the College for certain expenses and other amounts paid in connection with legal proceedings in which any such persons become involved by reason of their serving in any such capacity for the College.
2. Upon specific authorization by the Board of Trustees, the College shall purchase and maintain insurance, in such amount as determined by the Board of Trustees, on behalf of any or all Trustees, officers, directors, employees, agents or representatives of the College against any liability asserted against any such person and incurred in any such capacity, or arising out of the status of serving in any such capacity, whether or not the College would have the power to indemnify them against such liability under the provisions of Section 1 of this ARTICLE.