

A Guide to Establish a State GI Society

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Introduction

Establishing a state GI society in a state that does not currently have such a society may be a daunting yet important undertaking. There are many potential benefits and goals of a state GI society, including: educational, legislative/advocacy, and a venue for fellowship among gastroenterologists, to name a few.

The first question that should be answered is, “Is there grassroots support for a state GI society in the state?” Without such support, the state GI society may not succeed.

Next, it is important to develop a plan of action that will serve as the roadmap to establish the state GI society and to operate it over the initial few (two?) years, after which time the processes that have been put into place will allow the society to function and to grow.

There are two schools of thought in establishing a state GI society: (1) establish and operate the society independently of the state medical association and (2) establish and operate the state GI society with the assistance of the state medical association. In Ohio, we established the Ohio Gastroenterology Society (OGS) in 2009 independently from the state medical association, and we administered it for four years through my private practice office. My practice administrator was the OGS society administrator *pro bono*, for four years (2009-2013). In 2013, after the OGS had matured and as new Officers and Governing Board was taking over the reigns of leadership, the outgoing OGS Board determined that it was time and in the best interest of the OGS to ask the Ohio State Medical Association (OSMA) to assume the day-to-day administration of the OGS. Fees were negotiated, and to this day, the OSMA administers the OGS. This has been of tremendous benefit, especially in the planning of the Annual Meeting, which includes an educational component with CME.

This document includes sections which define the general steps required for the establishment of a state GI society. Not all of these sections will apply to all state GI societies; these are simply meant as a guide or as an example of what was done in Ohio. The OGS borrowed heavily from other states who had long-established state GI societies, both in terms of a Code of Regulations, as well as other ideas such as corporate sponsorship.

The sections include: General Timeline, Key Deliverables Template, Measurable Goals, and Income/Expenses.

Lastly, included at the end of this document is the original 2009 OGS Code of Regulations. These are included as but one example, and they have been revised almost on a yearly basis; more current OGS Regulations may be found on the OGS website: <https://www.ohiogisociety.org/>

General Timeline

- I. 6 months before establishing a State GI Society:
 - A. Conduct a survey among ACG members in the state or ideally, among all gastroenterologists in the state, to determine interest in establishing a state GI society.
 - B. Ask one question on the survey: “Should there be a state GI society?”
 - C. Ask ACG staff (Brad Conway) to assist with survey dissemination.
- II. 3 months before establishing a State GI Society:
 - A. The ACG Governor(s) of the state selects gastroenterologists to serve on a state GI society Founding Board of Directors, that will oversee the establishment of the state GI society over a two-year period of time; this Founding Board should be at least three members, no more than 7 members, and ideally 5 members.
 - B. The appointed Founding Board of Directors will serve as the governing body until which time a Board of Directors and officers will be elected by the general society membership at the first Annual Meeting.
 - C. The members selected to serve on the Founding Board of Directors should represent various constituencies (academic, employed, and private practice), and should reflect the diversity of the state’s gastroenterologists in terms of age, gender, etc., as well as geographic representation across the state.
 - D. The ACG Governor(s) obtains and distributes copies of the Code of Regulations or Bylaws of multiple states (i.e., New York, Texas, Florida, Pennsylvania, South Carolina, Virginia, Ohio, etc.) to the Founding Board. He/she may need to contact those state GI societies whose bylaws are not publicly available on the respective websites, but this should not be an issue. The ACG has a link of current state GI societies on its website: <https://gi.org/public-policy/state-gi-societies/>
 - E. The Founding Board should review these other states GI societies’ codes of regulation and bylaws, in preparation for the Day 1/Founding Day meeting.
- III. Day 1/Founding day for the State GI Society – Meeting of the Founding Board of Directors to draft the Code of Regulations (this is needed for state incorporation).
 - A. This is the date the state GI society is founded.
 - B. The meeting should be in a central location, and conducted with one goal, first and foremost: to write the Code of Regulations. The Founding Board meeting should not end without this key task achieved.
 - C. Importantly, the Code of Regulations will include the mission and vision of the state GI society, or some variation thereof, i.e., “purpose.”
 - D. At this first meeting, the Founding Board of Directors should also elect a Founding Chair or President, who will lead the Founding Board of Directors and the new state GI society, and serve as the CEO, until the first Board of Directors and Officers are elected by the society membership at the first Annual Meeting two years later (or some other defined time).
- IV. 1 week after founding day –
 - A. Ask an attorney with expertise (usually identified by the Founding Chair/President of the state GI society or another Founding Board Member) to

review the Code of Regulations, prior to submission as part of the State Incorporation application.

- B. Determine an official address for the state GI society. This may be at the location of the Founding Board Chair/President or at the offices of the state medical association, if that organization is assisting the formation of the state GI society, or some other location.
 - C. Open a bank account (this is needed for state incorporation).
 - 1. Ask each Founding Board member to pay their state GI society dues early; this will generate \$300-700 in society income.
 - 2. The society may have to take a loan or cash infusion from one or all of the Founding Board members, for a total of \$1000, to cover start-up costs. These can be reimbursed, as the membership of the society increases, and in turn, the society assets increase.
 - D. Set up a website domain/website hosting.
 - E. Apply for state incorporation – this application is usually found on state government website; an attorney may help with the application, although this is usually straightforward.
 - F. Create a logo and letterhead for the state GI society.
- V. 3 months after founding day –
- A. Achieve state incorporation as a non-profit organization. This is needed for 501c3 federal status.
 - 1. This is the date that the state GI society is officially incorporated.
 - 2. Usually, the Secretary of State will mail a certificate of state incorporation.
 - B. Once certificate of state incorporation has been received, apply for federal 501c3 status. The application is on the IRS website: <https://www.irs.gov/forms-pubs/about-form-1023>
 - C. Begin a membership drive by contacting all gastroenterologists in the state (note: need to inform potential members that 501c3 status has not yet been achieved and that dues are not tax-deductible until 501c3 status has been achieved.) The alternative is waiting until 501c3 status has been achieved, to solicit new members for the society, however this will delay income and support, and is generally not advised.
 - D. Create an online newsletter, initially to be published twice yearly, and eventually, four times per year. Post this newsletter on the society website. Use the newsletter to recruit new members and include it as a member benefit.
 - E. Establish a social media presence for the state GI society (Twitter, Instagram, Facebook, LinkedIn, etc.).
 - F. Contact all academic GI department chairs and GI fellowship program directors to announce the new state GI society.
 - G. Inform the ACG (Brad Conway) of the new society.
- VI. 6 months after founding day – Founding Board of Directors, through the assistance of the state medical association, conducts the 1st Annual Legislative Day in the state capital.
- VII. 15 months after founding day – Achieve 501c3 federal status.

- VIII. 24 months after founding day – Hold the 1st Annual Meeting of the State GI Society and conduct elections to elect the first Board of Directors and Officers for 2-year terms.
- A. This first educational meeting truly needs to have an “all-star” faculty and agenda that will attract the greatest number of members and attendees.
 - B. The new President and Board will appoint society members to serve on the defined society committees (based on the Code of Regulations).
- IX. 36 months after founding day – Hold the 2nd Annual Meeting of the State GI Society
- A. Consider a Residents and Fellows Poster Session, starting at the 2nd or 3rd Annual Meeting, to solicit interest among this group, who are potential future members and leaders of the state GI society.
- X. 48 months after founding day – Hold the 3rd Annual Meeting of the State GI Society and conduct the 2nd elections.

Example of Key Deliverables Template Utilized for Ohio Gastroenterology Society Formation

This section lists five key deliverables during the establishment of the Ohio Gastroenterology Society, including key society activities and the length of time (in days) that each activity approximately required, for the task or deliverable to planned and executed. These do not all have to be followed when establishing a state GI society, but rather this example is meant to serve as a general template or checklist.

1. Establishment of the State GI Society

1.1	Draft and Finalize OGS Code of Regulations	30 days
1.2	Complete Application for State Incorporation as a Not-For-Profit Entity	90 days
1.3	Complete Application for Federal 501(c) Status	180 days
1.4	Determine Board Structure and Duties	14 days
1.5	Determine Board Meeting Timing and Structure	14 days
1.6	Open Bank Account	14 days
1.7	Prepare Annual Budget	30 days
1.8	Select Accountant	30 days
1.9	Select IT Consultant	30 days
1.10	Create OGS Logo	7 days
1.11	Create OGS Letterhead	7 days
1.12	Determine Member Dues	7 days

2. Recruitment of Members

2.1	Create Member Application Document	14 days
2.2	Send E-mails and Letters to Ohio Gastroenterologists	30 days
2.3	Establish Process to Review Membership Applications and Process Dues	14 days
2.4	Create Welcome Letter for New Members	7 days
2.5	Establish Process to Create and Send Log-In and Password for Website	14 days

3. Promotion of the State GI Society Legislative Agenda

3.1	Identify Key Issues for OGS Legislative Agenda	60 days
3.2	Decide to Engage OSMA for Legislative Assistance	30 days
3.3	Plan 1 st Annual OGS Legislative Day	90 days
3.4	Decide to Join Digestive Disease National Coalition and Apply	60 days
3.5	Participate in Annual ACG State GI Society Network Meeting	3 days
3.6	Participate in Annual Ohio House of Medicine Meeting	3 days

4. Organization of the First State GI Society Annual Meeting

4.1	Organize Annual Meeting Planning Committee and Assign Duties	30 days
4.2	Select CME Organization	30 days
4.3	Determine Audience, Agenda, Speakers and Topics, Fees	90 days
4.4	Obtain Speaker and Topic Confirmation	60 days
4.5	Complete CME Application and Required Documents	120 days
4.6	Solicit and Secure Industry Support, Including One Corporate Sponsor	180 days
4.7	Create Meeting Brochure and Marketing Postcard	30 days
4.8	Create Official Announcement to Membership for Annual Meeting	14 days
4.9	Create Official Announcement to Membership for Amendments to Code of Regulations	14 days
4.10	Create Official Announcement to Membership for Officer Elections	14 days

5. Governance Transition to Formal Officers and Governing Board

5.1	Determine Potential Officers, Committee Chairs, and Committees	180 days
5.2	Assign Responsibilities of Incoming Officers, Committee Chairs and Committees	60 days

Measurable Goals/Metrics

As one embarks on the establishment of a state GI society, it is helpful to keep a number of measurable goals or metrics in mind. These may be defined by the Founding Governing Board. In Ohio, this Founding Governing Board defined membership, assets, and attendance at the first Annual Meeting as key metrics. All three were achieved, and are listed below:

- I. Number of active members after 2 years – define goal at the onset (in Ohio, it was 100)
- II. Bank account balance after 2 years – define goal at the onset (in Ohio, it was \$10,000)
- III. 1st state GI society Annual Meeting – define attendance goal (in Ohio, it was 40)

Income and Expenses

- I. Income
 - A. Membership Dues – initially \$100 or more/year (OGS dues are still \$100)
 - B. Industry Exhibits at Annual Meeting - \$1000 or more/exhibit
 - C. Corporate Sponsorship from Industry - \$5000, \$10,000 or more; annually

1. Includes: website presence, newsletter presence, exhibit, sponsorship of some aspect of Annual Meeting (i.e., breakfast or lunch or other), or some combination thereof

II. Expenses

A. One-time, Start-up Costs:

1. State Incorporation Application Fee
2. Federal 501c Application Fee
3. Legal review of Code of Regulations, assistance with state incorporation application and/or federal 501c3 application

B. On-going Costs – if the State GI Society is administered internally:

1. QuickBooks Pro Purchase (or other book-keeping program)/Set-Up
2. Website Domain
3. Website Hosting
4. Accountant Income Tax Preparation Fee
5. CME and Annual Meeting costs
6. Communication – via email/social media; little or no cost, aside from website domain and hosting

C. Ongoing Costs - if the state GI Society is administered by the state medical association:

1. Fee for state medical association administration (monthly vs. yearly; set fee vs. ad hoc fee vs. both)

OHIO GASTROENTEROLOGY SOCIETY

CODE OF REGULATIONS - 2009

ARTICLE I – NAME

The name of this corporation shall be the Ohio Gastroenterology Society, herein referred to as “Society.”

ARTICLE II – INCORPORATION

The Society is incorporated under the laws of the State of Ohio.

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

The existence of the Society is perpetual.

ARTICLE III – LOCATION

The principal office of this corporation shall be at an address designated by the Governing Board of the Society, initially 570 White Pond Dr. Suite 100, Akron, OH 44320.

ARTICLE IV – PURPOSE

The purposes of the corporation are as follows:

- a. To promote quality patient care in the practice of gastroenterology.
- b. To advance the legislative interests of gastroenterologists in the State of Ohio.
- c. To address practice management related issues affecting Ohio gastroenterologists.
- d. To provide a forum for professional fellowship among Ohio gastroenterologists.
- e. To educate the public concerning the types of services provided by gastroenterologists.

ARTICLE V – COMMUNICATION

The official and preferred means of communication for the Society will be by electronic mail.

ARTICLE VI – MEMBERSHIP

There shall be four classes of membership in the Society: Active, Trainee, Senior, and Honorary.

Only Active Members shall have the right to propose members for elected office, vote, or hold elective office.

Active Membership

General Requirements:

- a. A valid, unrestricted medical license issued by the State Medical Board of Ohio.
- b. Board certified or board eligible in gastroenterology.
- c. Sound moral and ethical character and of good standing.

Process:

- a. The applicant shall complete an application form with enclosed payment of current dues.
- b. One reference, if the reference is an Active Member of the Society, is required. Alternatively, references from two non-members who are practicing Ohio gastroenterologists are required.
- c. Completed applications shall be considered by the Membership Committee and presented to the Governing Board for approval at a regularly scheduled meeting of the Board.
- d. Approval by the Governing Board of the Society grants the applicant Active Membership.
- e. The Secretary of the Society shall inform applicants of their acceptance into the Society as Active Members.

Trainee Membership

- a. Available only to fellows during the period of subspecialty training in gastroenterology.
- b. Requires completion of application with certification by program director or chief of service.
- c. Allows entry to all Society functions. Fee levied for such entry may be reduced or waived by action of the Governing Board.
- d. Trainee Members shall not propose members for elected office, vote, or hold elective office.
- e. Trainee Members shall pay no annual dues.

Senior Membership

- a. Members who have attained the age of sixty-five (65) may request advancement to Senior Membership.
- b. Senior Members shall not propose members for elected office, vote, or hold elective office.
- c. Senior Members shall pay no annual dues.

Honorary Membership

- a. The Governing Board is authorized to grant Honorary Membership to any physician, scientist, or lay person considered worthy of this recognition because of outstanding contributions to the field of gastroenterology or to the Society.

- b. Honorary Members shall not propose members for elected office, vote, or hold elective office.
- c. Honorary Members shall pay no annual dues.

Termination of Membership

Membership is nontransferable and nonassignable.

Termination of membership shall occur upon:

- a. Receipt in writing of resignation.
- b. Death.
- c. Failure to pay dues for two successive years.
- d. For behavior inconsistent with professional standards as judged by the Governing Board of the Society.
- e. The Governing Board may, upon receipt of firm evidence, vote for reinstatement to Active Membership if the reasons for termination of membership were invalid or rendered invalid or have been corrected.

ARTICLE VII – FOUNDING GOVERNING BOARD

A self-appointed Founding Governing Board shall conduct the affairs of the Society and execute any and all of the responsibilities of the officers and Governing Board of the Society, until the first elected officers and Governing Board of the Society are installed at the first Annual Meeting, no later than 2 calendar years after the incorporation of the Society.

The Founding Governing Board shall elect a Chair from among its members. The Chair of the Founding Governing Board shall serve as the chief executive officer of the Society until the first President of the Society is installed at the first Annual Meeting, no later than 2 calendar years after the incorporation of the Society.

The specific responsibilities of the Founding Governing Board include:

- a. Conduct a membership campaign and review applications from prospective members. The reviews will be completed by 2 board members; if a disagreement exists, the applicant will then be reviewed by the entire board.
- b. Organize the first Annual Meeting of the Society no later than 2 calendar years after the incorporation of the Society.
- c. Prepare a slate of nominees for the election of the first Society officers.

ARTICLE VIII – GOVERNING BOARD

Except where otherwise specified in the Code of Regulations, the affairs of the corporation will be conducted by a Board of Directors of the corporation which shall be known as the “Governing Board.”

The Governing Board will be composed of three elected officers, the Past President, and three appointed committee chairs, as outlined below:

- | | |
|--|---------------------------------|
| a. President/Chair, Legislative Committee | Elected from Active Membership |
| b. Vice President/Secretary | Elected from Active Membership |
| c. Treasurer/Chair, Finance Committee | Elected from Active Membership |
| d. Past President/Chair, Nominations Committee | Advances from President |
| e. Chair, Education Committee | Appointed by incoming President |
| f. Chair, Membership Committee | Appointed by incoming President |
| g. Chair, Code of Regulations Committee | Appointed by incoming President |

The appointment of Committee Chairs may not all be from within the same region.

The Governing Board shall meet bi-annually, including once at the Annual Meeting; other meetings may be called by the President or any three members of the Governing Board with reasonable notice as to the time and place. Telephone conferences can be called for urgent and non-urgent business as well.

Quorum will consist of the majority of the Governing Board.

The President of the Society shall preside over the Governing Board.

A simple majority is required for all decisions of the Governing Board.

A vacancy on the Governing Board shall be filled from the Active Membership of the Society as appointed by the President with the approval of the majority of the Governing Board. A vacancy of the officers shall be said to exist if an officer is unable to perform his or her duties for a six-month period. The Governing Board will, at its next meeting, fill this vacancy by a majority vote.

ARTICLE IX – OFFICERS

The officers of this corporation shall consist of a President, Vice President/Secretary, Treasurer, and Past President.

The term of office for the officers shall be two years.

Officers, except for the Past President, shall be elected by the Active Membership at the Annual Meeting of the Society and shall take office at the conclusion of the Annual Meeting.

President:

- a. Shall be the chief executive officer of the corporation.
- b. Shall preside over all meetings of the Society and the Governing Board as well as committee meetings at his or her discretion.
- c. Shall supervise the implementation of all orders and resolutions of the Society and its Governing Board.

- d. Shall appoint the Chairs of the Education, Membership, and Code of Regulations Committees, as well as any special or ad hoc committees, from among the Active Membership.
- e. Shall appoint the members of all of the six standing committees of the Society (see Article XII).
- f. Shall promote the legislative agenda of the Society and shall chair the Legislative Committee.
- g. Shall advance to Past President of the Society after the completion of the term of office.

Vice-President/Secretary:

- a. Shall, in the absence or disability of the President, perform the duties of the President.
- b. Shall perform such duties as the Governing Board shall prescribe.
- c. Shall assume the office of the Presidency at the end of term of the current President.
- d. Shall be elected from the Active Membership.
- e. Shall keep a record of the proceedings of all meetings of the Society and its Governing Board.
- f. Shall notify all members of the Society and its Governing Board in advance of all meetings.
- g. Shall be the custodian of the corporate records.
- h. Shall maintain the official membership roster of all members.

Treasurer:

- a. Shall be elected from the Active Membership.
- b. Shall have charge and custody of all funds of the Society.
- c. Shall collect and expend funds under the direction of the Governing Board.
- d. Shall keep and maintain adequate and correct accounts of the corporation's properties and business transactions.
- e. Shall submit to the Governing Board an annual audit of the corporation's finances as made by a certified public accountant.
- f. Shall serve as the Chair of the Finance Committee.

Past-President:

- a. Shall serve as the Chair of the Nominations Committee.
- b. Shall perform such duties as the Governing Board shall prescribe.

Society Administrator:

- a. Shall be appointed by the President, in consultation with other officers, to assist the Officers and the Governing Board in the execution of Society policies, goals, and programs.
- b. Shall be responsible to the Governing Board, which shall assist the President in directing his or her activities.
- c. Shall attend all meetings of the Governing Board and the Annual Meeting of the Society.

ARTICLE X – NOMINATIONS AND ELECTIONS OF OFFICERS

The Founding Governing Board shall prepare the first slate of nominations for the offices of President, Vice President/Secretary, and Treasurer of the Society, for the first Society elections to be held at the first Annual Meeting of the Society.

Subsequently, the Nominations Committee shall prepare a slate of nominations for the offices of President, Vice President/Secretary, and Treasurer.

All nominees shall give their consent to their nomination.

Nominations from the floor during an Annual Meeting of the Society shall not be permitted.

A written petition of ten (10) or more Active Members may be employed to place a name on the ballot. This petition must be received sixty (60) days prior to the Annual Meeting of the Society.

The slate of Nominees shall be circulated to the Active Membership of the Society by the Vice President/Secretary, no later than fifteen (15) days prior to the Annual Meeting of the Society.

Election of officers from duly nominated candidates shall take place at the Annual Meeting of the Society. The election may be conducted by voice vote or by written ballot. Only Active Members of the Society may vote. Each Active Member shall have one vote and the candidate for each office receiving the greatest number of votes for that office shall be the elected officer for that office.

The newly elected officers shall be installed at the close of the Annual Meeting of the Society at which they are elected. Each officer shall hold office until for two years, until the Annual Meeting of the Society and until his or her successor is elected, or until his or her earlier resignation, removal from office, or death.

ARTICLE XI – MEETINGS

There shall be an Annual Meeting of the Society. This will be both an educational as well as a business meeting of the Society.

The time and place of the annual meeting shall be decided by the Governing Board and each member shall be notified at least ninety (90) days in advance.

Ten (10) Active Members shall constitute a quorum at any Annual or special meeting of the Society.

The vote shall be decided by simple majority of those present.

A special meeting of the Active Membership may be called by the Governing Board or by any twenty (20) Active Members of the Society with thirty (30) days notice given to the remaining Active Members.

Electronic mail ballots may be utilized at the discretion of the Governing Board, but 20 percent response will be necessary to constitute a quorum and simple majority shall decide the question.

ARTICLE XII – COMMITTEES

The standing committees of the Society shall be six (6): Finance, Nominations, Education, Legislative, Membership, and Code of Regulations.

Each standing committee shall have a Chair and two members, all of whom shall be appointed by the president. The three exceptions are the Finance Committee, which shall be chaired by the Treasurer of the Society, the Nominations Committee, which shall be chaired by the Past President of the Society, and the Legislative Committee, which shall be chaired by the President of the Society.

The Chair of each committee shall serve as a member of the Governing Board.

Additional special or ad hoc committees may be appointed by the President of the Society as deemed appropriate.

The duties of the standing committees shall be as follows:

Finance Committee

- a. The Treasurer of the Society shall be the Chair of the Finance Committee.
- b. Shall prepare the annual budget of the Society in cooperation with the Treasurer.
- c. Shall present the proposed budget to the governing board at its first meeting following the new fiscal year.
- d. Shall advise the governing board on the Society's investments and bank accounts.

Nominations Committee

- a. The Past President of the Society shall be the Chair of the Nominations Committee.
- b. The first Chair of the Nominations Committee shall be appointed by the Founding Governing Board of the Society and will serve a 2 year term.
- c. Shall meet biannually to develop a slate of nominees for the offices of President, Vice President/Secretary, and Treasurer.
- d. Shall report slate of nominees to the Governing Board and membership no later than fifteen (15) days prior to the Annual Meeting of the Society on odd years.

Education Committee

- a. The Chair of the Education Committee shall be appointed by the President of the Society.
- b. Shall organize and conduct the program of the Annual Meeting.
- c. Shall sponsor courses or seminars in gastroenterology for the members whenever advised to do so by the Governing Board.
- d. Shall report to the Governing Board at each meeting.

- e. Shall prepare and submit an annual report on its accomplishments to the members of the Society.

Legislative Committee

- a. The Chair of the Legislative Committee shall be the President of the Society.
- b. The Northern and Southern governors of the American College of Gastroenterology (ACG) shall be invited to serve as *ex officio* members, if they are members of the Society.
- c. Shall be informed of legislative issues affecting gastroenterologists in the State of Ohio.
- d. Shall promote the legislative agenda of the Society.
- e. Shall report to the Governing Board at each meeting.
- f. Shall prepare and submit an annual report on its accomplishments to the members of the Society.

Membership Committee

- a. The Chair of the Membership Committee shall be appointed by the President of the Society.
- b. Shall develop a mailing list of potential members of the Society.
- c. Shall organize and conduct a membership campaign to secure members for the Society.
- d. Shall review all membership applications to determine if members are qualified for membership.
- e. Shall report the names of applicants and recommendation of the committee toward them at each Governing Board meeting.
- f. Prepare and submit an annual report on the accomplishments of the committee and recommendations for the new year to the members of the Society.

Code of Regulations Committee

- a. The Chair of the Code of Regulations Committee shall be appointed by the President of the Society.
- b. Shall recommend amendments to the bylaws when necessary.
- c. Shall report to the Governing Board at each meeting.
- d. Shall prepare and submit an annual report to the members of the Society.

The President of the Society may appoint, as needed, representatives to the Ohio Medicare Carrier Advisory Committee, the National Medicare Gastrointestinal Carrier Advisory Committee, and the OSMA Focused Task Force on State Legislation. These representatives shall report to the Governing Board and interact with other gastroenterology societies as appropriate.

ARTICLE XIII – FINANCES AND DUES

The Treasurer shall be responsible for all of the Society's finances in accordance with Article IX.

Funds for meeting the expenses of the corporation shall be raised through annual dues, assessments, and voluntary contributions.

Bank Account: All funds of the Society shall be held in federally insured banking institutions.

Investments: Investments shall be limited to those proposed by the Treasurer and approved by the Governing Board. Investments shall be reviewed annually by the Finance Committee.

Disbursements of Funds: Checks of \$2500 or less can be written by the Treasurer and/or the President. Checks written for \$2501 or more shall require a second signature by another officer of the Society. For checks more than \$2501, a facsimile copy of the second officer's signature may be held on file in lieu of the actual signature.

Each Active Member shall remit dues annually to the Treasurer of the Society.

The amount of the dues shall be established by the Governing Board annually and are due by December 31 of each year.

The fiscal year shall be the calendar year.

ARTICLE XIV – AMENDMENTS

The amendments proposed by the Code of Regulations Committee and approved by the Governing Board shall be presented at any Annual Meeting or at any special meeting called for that purpose, a quorum being present, which actions shall be determined by an affirmative vote of at least two-thirds (2/3) of the Active Members present.

No bylaws shall be amended unless written notice of such proposed action shall have been distributed to each Active Member at least thirty days (30) before the meeting at which such amendment is to be acted upon.

ARTICLE XV – RULES OF ORDER

Roberts Rules of Order shall govern the conduct of the affairs of this Society and meetings will be conducted according to Roberts Rules of Order.

ARTICLE XVI – GOVERNING BOARD MEMBERS LIABILITY

A Governing Board member or officer of the Society shall not be personally liable for money damages as such for any action taken or failure to take action as a director or officer unless the action constitutes self-dealing, willful misconduct or recklessness, or unless liability is imposed pursuant to criminal statute, or for payment of taxes. The Governing Board may provide for indemnification of board members and officers to the extent allowed by law.