

CONSTITUTION

Article I — Name

The name of this organization shall be the SOUTH CAROLINA GASTROENTEROLOGY ASSOCIATION (hereinafter referred to as the Association).

Article II — Incorporation

The Association shall be incorporated under the laws of the State of South Carolina as a nonprofit organization.

Article III — Purpose

The purpose of the Association shall be:

- To promote the digestive health of South Carolinians.
- To maintain the highest standards in the clinical practice of gastroenterology and endoscopy.
- To foster the development and fellowship of physicians, clinical medical professionals, and administrative medical professionals who have similar interests in the practice of gastroenterology and endoscopy.

Article IV — Governance

The affairs of the Association shall be managed by the Executive Council, consisting of the Officers and Councilors as set forth in the Bylaws.

Article V — Membership

The Association shall have four classes of membership: Active, Administrative, Allied Health, and Trainee. The requirements for and conditions of membership shall be set forth in the Bylaws. Only Active members shall have the right to vote and hold office.

Article VI — Meetings

The membership of the Association shall meet annually. Officers and Councilors shall be elected annually at this meeting. The Executive Council shall have at least one interim meeting.

Article VII — Committees

The President shall appoint all standing and ad hoc committees. The Chairperson of each committee shall be an Active member in good standing.

Article VIII — Quorum and Voting

A Quorum is defined as the minimum number of Active members that must be present in person, participating remotely by live electronic communication, or by proxy at any meeting of the Association to make the proceedings of that meeting valid, as specified in the Bylaws.

Voting is only open to Active members in good standing, as specified in the Bylaws. Voting may be conducted as outlined above. At any meeting of the Membership, Executive Council, or Committees, a motion shall pass if a quorum is present and a simple majority (>50%) of those eligible to vote approve the motion. In the special case of approving changes in the Bylaws or Constitution of the Association, a two-thirds majority shall be required.

Article IX — Fees and Expenditures

Funds may be obtained and expenditures made for the Association. In the event of dissolution of the Association, the assets shall be distributed to a non-profit organization as directed by the Executive Council.

Article X — Amendments

The Constitution and Bylaws may be amended at the Annual Meeting, as set forth in the Bylaws, provided 30 days notice is given to the members.

BYLAWS

Article I — Membership

Membership in the South Carolina Gastroenterology Association (hereinafter referred to as the Association) is a privilege and not a right. All applicants are required to demonstrate high ethical and professional standards. The Association does not discriminate based on race, gender, religion, ethnic origin, sexual orientation, physical disability, or political affiliation.

There will be four categories of membership: Active, Administrative, Allied Health and Trainee. Only Active members in good standing shall have the right to vote and hold office. Trainee members shall be eligible to serve on committees.

Section 1 — Active Membership

A) Requirements

1. Permanent and unrestricted medical license in the state of South Carolina.
2. Board certification or eligibility in the field of gastroenterology.
3. Endeavor to adhere to the AMA Code of Ethics in their professional pursuits.

B) Procedure

1. The applicant is responsible for obtaining and completing the application supplied by the Secretary.
2. The Secretary shall submit all completed applications to the Membership Committee for review and recommendation. The Membership Committee shall submit its report to the Executive Council for action.

Section 2 — Administrative

A) Requirements

1. Must be employed by an Active Association member.
2. Must work in an administrative capacity that focuses on the business aspect of medicine, particularly in the area of improving and facilitating patient care.

B) Procedure

1. The applicant is responsible for obtaining and completing the application supplied by the Secretary.
2. The Secretary shall submit all completed applications to the Membership Committee for review and recommendation. The Membership Committee shall submit its report to the Executive Council for action.

Section 3 — Allied Health Membership

A) Requirements

1. Must be employed by an Active Association member.
2. Must possess one of the following certifications:
 - LPN (Licensed Practical Nurse)
 - RN (Registered Nurse)
 - NP (Nurse Practitioner)
 - PA (Physician Assistant)

B) Procedure

1. The applicant is responsible for obtaining and completing the application supplied by the Secretary.
2. The Secretary shall submit all completed applications to the Membership Committee for review and recommendation. The Membership Committee shall submit its report to the Executive Council for action.

Section 4 — Trainee Membership

A) Requirement

1. Physicians currently enrolled in a gastroenterology training program in the state of South Carolina.

B) Procedure

1. The applicant is responsible for obtaining and completing the application supplied by the Secretary.
2. The Secretary shall submit all completed applications to the Membership Committee for review and recommendation. The Membership Committee shall submit its report to the Executive Council for action.

Section 3 — Election of Members

- A. The Membership Committee and the Executive Council shall have the right to request from the applicant any additional information regarding the candidate's professional and ethical standing. An applicant's failure to furnish information or documentation related to the qualifications of membership shall be an independent basis for denying the application. The final approval of all applications for membership is vested in the Executive Council.
- B. An applicant denied membership shall be notified by the Secretary in writing. An applicant may appeal by requesting an appeal hearing before the Executive Council. Such a request must be made in writing no more than thirty (30) days after the notification of denial. The hearing shall be before the Executive Council or under the direction of the Executive Council. The decision of the Executive Council shall be final.
 - 1. Reapplication: An applicant denied membership may not reapply for one year from the date of final denial.

Section 4 — Termination of Membership

- A. Voluntary: A member may resign at any time by notifying the Secretary in writing. Voluntary resignation shall not exempt payment of dues and assessments incurred up to and including the fiscal year of resignation.
- B. Involuntary: Non-payment of dues and assessments. A member whose dues are delinquent for more than six (6) months shall be dropped from membership within thirty (30) days unless such dues and assessments are paid before the end of that period. Reinstatement may be granted by the Executive Council if all assessments are paid by the end of the fiscal year. Subsequently, reinstatement may only occur after applying as a new member.

Section 5 — Misconduct

Any charges made in writing involving ethical or professional misconduct against any member shall be forwarded to the State Board of Medical Examiners for investigation. A three (3) member mediation committee may be appointed by the President if circumstances warrant.

Section 6 — Dues and Assessments

Initial membership fees and annual dues shall be determined periodically by the Executive Council. Active senior members (over age 65) and Allied Health members are eligible for reduced dues. Administrative and Trainee Members shall be exempt from paying dues.

Special assessments may be levied by the Executive Council to meet the financial needs of the Association.

Delinquency: Occurs if dues or assessments have not been paid within six (6) months of the due date. A member shall be dropped from membership because of delinquency in accordance with Article I, Section 4.B.

Article II – Executive Council

Section 1 – Composition

The Executive Council shall consist of the Officers of the Association (President, Vice President, Secretary, Treasurer) and up to five (5) Councilors.

Section 2 — Purpose and Responsibilities

The purpose of the Executive Council is to manage the business and financial affairs of the Association, and to act upon matters between annual meetings. The responsibilities of the Executive Council include, but are not limited to, establishing dues and assessments, formulating and implementing policy, approving arrangements for meetings, and approving membership applications.

Section 3 — Meetings

The Association shall convene an Annual Meeting of the Membership. The Executive Council shall meet at least biannually; one meeting will be held in conjunction with the Annual Meeting. A special meeting may be called by the President, or any four members of the Executive Council, with a minimum of a one (1) week notice.

At any meeting of the Membership, Executive Council, or Committees, a motion shall pass if a quorum is present and a simple majority (>50%) of those eligible to vote approve the motion. A quorum is deemed present if the requisite number of participants are present or actively participating via electronic communication. In certain instances, as in approving changes to the Bylaws or Constitution of the Association, a two-thirds (2/3) affirmative vote of the Active members is required.

Section 4— Councilors

The Councilors shall consist of the Immediate Past President of the Association as well as the state representative to a national organization (e.g., Governor to the American

College of Gastroenterology). The other Councilors shall be elected annually at the Annual Meeting.

Section 5 — Compensation

The members of the Executive Council shall serve without compensation. Approved expenses incurred by the members of the Executive Council in the pursuance of their duties shall be reimbursed by the Association.

Article III – Officers

Section 1 — Positions

The Officers of the Association shall be the President, Vice President, Secretary and Treasurer.

Section 2 — President

The President shall serve as the Chief Executive Officer of the Association. The President shall preside at all meetings of the Membership and Executive Council and shall perform such duties as are customary for presiding officers.

Section 3 — Vice President

The Vice President shall, in the absence or inability of the President, assume the duties of that office. The Vice President shall provide oversight and facilitation of committee functions and be involved with legislative matters.

Section 4 — Secretary

The Secretary shall be responsible for appropriate notification of the Annual Meeting and Executive Council meetings, and for maintaining the minutes of those meetings. The Secretary shall maintain a current list of all members and be responsible for sending out appropriate applications and returning completed applications to the Membership Chairperson. The Secretary shall notify candidates of their acceptance to membership or rejection following the action by the Executive Council.

Section 5 — Treasurer

The Treasurer shall be responsible for the collection, safekeeping and accurate accounting of all funds as well as paying all debts. A report shall be given by the Treasurer at the Annual Meeting and to the Executive Council. An internal audit will be performed annually and the Treasurer shall make the records available for review by the Audit Committee.

Section 6 – Nominations

1. Officers: The Nominations Committee shall prepare a slate of nominations for the office of Vice President, Secretary and Treasurer. This list shall be forwarded to the Secretary as information and to the general membership at least thirty (30) days prior to the Annual Meeting.
2. Councilors: The Nominations Committee shall designate one (1) nominee for each Councilor position. If a Councilor with an unexpired term is being nominated for an officer position, an additional nominee(s) will be added.

Section 7 — Election, Tenure and Installation

The Election of Officers and Councilors shall occur at the Annual Meeting. Officers and Councilors shall serve for two years or until the installation of their successors.

The Officers and Councilors shall take office at the close of the Annual Meeting in which they were elected.

Section 8 — Vacancies

1. Officers: If, for any reason, the office of President should become vacant, the Vice President shall immediately serve the balance of the President's unexpired term. If a vacancy occurs in the office of Vice President, Secretary or Treasurer, the President shall appoint a temporary officer to fill the balance of the term.
2. Councilors: A vacancy in the position of Councilor shall be temporarily filled by appointment of the President.

Article IV – Committees

Committees are regarded as advisory only and will make recommendations to the Executive Council for final approval and action.

Section 1 — Nominations Committee

1. Structure and Term: This committee will consist of a Chairperson and two members appointed by the President and approved by the Executive Council. They shall serve a term of two years or until the installation of their successors.
2. Duties: Their duty is to prepare a slate of nominees for Officers and Councilors of the Association.

Section 2 — Program Committee

1. Structure and Term: This committee will consist of a Chairperson and two members appointed by the President and approved by the Executive Council. They shall serve a term of two years or until the installation of their successors.
2. Duties: Their duty is to develop and plan the Annual Meeting including any educational portions of the meeting. They will also develop and plan additional educational programs as directed by the Executive Council.

1. Section 3 — Audit Committee

1. Structure and Term: This committee will consist of a Chairperson and two members appointed by the President and approved by the Executive Council. They shall serve a term of two years or until the installation of their successors.
2. Duties: Their duty is to annually review the financial records of the Association and report to the Executive Council and the membership.

Section 4 — Membership Committee

1. Structure and Term: This committee will consist of a Chairperson and two members appointed by the President and approved by the Executive Council. They shall serve a term of two years or until the installation of their successors.
2. Duties: This committee shall receive completed applications and determine if the applicant has any credentialing, medico-legal or personal issues that may reflect negatively on the credit of the Association. They are to submit a list of approved applications to the Secretary for submission to the Executive Council.

Section 5 – Bylaws Committee

1. Structure and term of this committee shall be determined by the President subject to the approval of the Executive Council. Committee members shall serve a term of two years or until the installation of their successors.
2. Duties: This committee shall review the Bylaws and Constitution of the Association and report its recommendations to the Executive Council regarding any revisions, additions, or deletions that may be indicated.

Section 6 – Ad Hoc Committees

The President may appoint Ad Hoc committees to consider matters of interest to the Association. The structure, term and duty of the committee shall be determined by the President subject to the approval of the Executive Council. The Vice President will also serve as an ex-officio member of any Ad Hoc committee for purposes of establishing a quorum.

Article V — Fiscal Year

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

Article VI — Amendments

Amendments to the Constitution and By-Laws must be presented to all members at least thirty (30) days prior to the Annual Meeting at which it is to be considered. Adoption of amendments will require a two-thirds (2/3) affirmative vote of the Active members.