

**Bylaws of The Society of Reproductive Surgeons, Inc.  
A Nonprofit Corporation**

**ARTICLE ONE**

**Offices**

The principal office of the Corporation shall be located at the headquarters of the American Society for Reproductive Medicine (ASRM), now located at 1209 Montgomery Highway, Birmingham, County of Jefferson, State of Alabama. The Corporation may have other such offices either within or outside the State of Alabama, as the Board of Directors may determine from time to time.

**ARTICLE TWO**

**Members**

**Section 1.** Classes of Members. The members of the Society shall be divided into four classes as follows: Active, Associate, Honorary, and Emeritus. Membership in the ASRM is required for membership in the Society. The qualifications for members are as follows:

*Active Membership* in the Society shall consist of individuals with an interest in reproductive surgery. Active members shall be entitled to all rights and privileges of the Society including the right to vote and hold office. Active members shall pay membership dues.

*Associate Membership* shall include students of any type and physicians who are serving approved residencies or fellowships. Associate members receive membership at a reduced rate and cannot vote or hold elected office. Associate members will become Active Members upon completion of their training program. Associate members may transfer to the Active membership category prior to completion of training. Associate members shall pay reduced membership dues.

*Honorary Membership* shall include other physicians, scientists, or others in the profession who have evidenced superior capabilities in the field of reproductive surgery. Honorary members shall be elected by a majority of the Board of Directors and shall be entitled to all rights and privileges of the Society except the right to vote or hold office. Honorary members shall not pay dues or assessments.

*Emeritus Members.* Active Members who have been members of the Society for at least 10 years, and have reached the age of 70 or have retired or have become disabled and unable to practice, and have requested the President to transfer their membership to this category, may be designated as Emeritus Members. They shall be entitled to all rights and privileges of the Society but shall not pay dues or assessments.

**Section 2.** Initiation of Membership. Applicants who submit a membership application shall become members of the Society when the application is received and any required dues are paid. All members shall conform to the standards and ethics as established by the Board of Directors.

**Section 3.** Voting Rights. Active and Emeritus members in good standing shall be entitled to one vote on each matter submitted to a vote of the members. Associate, and Honorary members shall not have the right to vote.

**Section 4.** Termination of Membership. The Board of Directors, by affirmative vote of two-thirds of all of the members of the Board, and by a majority of those present at any regularly constituted

meeting, may suspend or expel a member under the following conditions; (1) for cause after an appropriate hearing; (2) default in the payment of dues for the period fixed hereinafter.

**Section 5. Resignation.** Any member may resign by filing a written resignation with the Secretary, but such resignation shall not relieve the member resigning of the obligation to pay any dues, assessments, or other charges theretofore accrued and unpaid.

**Section 6. Reinstatement.** On written request by a former member and filed with the Secretary, the Board of Directors, by the affirmative vote of two-thirds of the members of the Board, may reinstate such former member to membership on such terms as the Board of Directors may deem appropriate.

**Section 7. Transfer of Membership.** Membership in this Corporation is not transferable or assignable.

### **ARTICLE THREE**

#### **Meeting of Members**

**Section 1. Annual Meeting.** An annual meeting of the members shall be held during the annual meeting each year of the ASRM, at the location of said meeting of the Society, for the purpose of electing Directors for the transaction of such other business as may come before the meeting. If the election of Directors is not held on the day designated herein for any annual meeting or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the members as soon thereafter as is convenient.

**Section 2. Special Meetings.** Special meetings may be called by the President, the Board of Directors, or not less than 25% of the active membership of the Society having voting rights. If no designation is made, the place of meeting shall be the principal office of the Corporation in the State of Alabama, but if all of the members shall meet at any time and place, either within or without the State of Alabama, and consent to the holding of the meeting, such meeting shall be valid without call or notice, and at such meeting, any corporate action may be taken. Otherwise, a notice of special meetings must be mailed to all Active Members no less than 30 days prior to the date of such meeting.

**Section 3. Notice of Meetings.** Written or printed notice stating the place, day, and hour of any meeting of members shall be delivered, either personally or by mail, to each member entitled to vote at such meeting, not less than 30 days before the date of such meeting, by or at the direction of the President, the secretary, or the officers or persons calling the meeting. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the U.S. mail addressed to the member at the address which appears in the records of the Corporation with postage thereon prepaid.

**Section 4. Informal Action by Members.** Any action required by law to be taken at a meeting of the members, or any action that may be taken at a meeting of members, may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all members entitled to vote with respect to the subject matter thereof.

**Section 5. Quorum.** Twenty or more Active Members shall constitute a quorum and allow the transaction of business. If a quorum is not present at any meeting of the members, a majority of the members present may adjourn the meeting from time to time without further notice.

**Section 6.** Proxies. At any meeting of the members, a member entitled to vote may vote by proxy executed in writing by the member or by his duly authorized attorney in fact. No proxy shall be valid after one month from the date of its execution, unless otherwise provided in the proxy.

**Section 7.** Voting by Mail. Where officers are to be elected by members or any class or classes of members, such election may be conducted by mail in such manner as the Board of Directors shall determine.

## **ARTICLE FOUR**

### **Board of Directors**

**Section 1.** General Powers. The affairs of the Corporation shall be managed by its Board of Directors. Directors need not be residents of the State of Alabama.

**Section 2.** Number, Tenure, and Qualifications. The Board of Directors shall be a Member-at-Large, in addition to the Officers of the Society, for a total of seven. Each President shall serve as a member of the Board of Directors for two years following the completion of his/her term.

**Section 3.** Regular Meetings. A regular meeting of the Board of Directors shall be held without any other notice than this bylaw immediately before, and at the same place, as the annual meeting of members. The Board of Directors may provide, by resolution, the time and place for holding additional regular meetings without other notice than such resolution.

**Section 4.** Special Meetings. A special meeting of the Board of Directors may be called by or at the request of the President or any two Directors, and shall be held at the principal office of the Corporation or at such other place as the Directors may determine.

**Section 5.** Notice. Notice of any special meeting of the Board of Directors shall be given at least one month previously thereto by written notice delivered personally or sent by mail or telegram to each Director at the address as shown in the records of the Corporation. If mailed, the notice shall be deemed to have been delivered when deposited in the U.S. mail, properly addressed and postage thereon prepaid. Any Director may waive the notice of any meeting.

**Section 6.** Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board, but if less than a majority of the Directors are present at any meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

**Section 7.** Vacancies. A vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of directors shall be filled by the Board of Directors; A Director appointed to fill a vacancy shall serve for the unexpired term of his predecessor in office.

**Section 8.** Compensation. Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors, a fixed sum and expenses of attendance, if any, may be allowed for attendance at any regular or special meeting of the Board. Nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation therefore

## **ARTICLE FIVE**

### **Officers**

**Section 1. Officers.** The Officers of the Corporation shall be a president, one or more vice presidents, a secretary/treasurer, assistant secretary/treasurer, and such other officers as may be elected in accordance with the provisions of this article. The Board of Directors may elect or appoint such other officers, including one or more assistant secretaries, and one or more assistant treasurers, as it shall deem desirable and such officers will have the authority and will perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person, except the office of President or Secretary.

**Section 2. Election and Term of Office.** One officer of the Corporation will be elected annually, initially assuming the position of Member-at-Large, subsequently assuming the positions of assistant secretary/treasurer the second year, secretary/treasurer the third year, vice president the fourth year, and president the fifth year. The election shall be carried out by mail ballot to the Active Members.

**Section 3. Vacancies.** A vacancy on any office because of death, resignation, disqualification, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

**Section 4. Powers and Duties.** The several officers shall have such powers and shall perform such duties as may from time to time be specified in resolutions or other directives of the Board of Directors. In the absence of such specifications, each officer shall have the powers and authority and shall perform and charge the duties of officers of the same title serving in nonprofit corporations having the same or similar general purposes and objectives as this Corporation.

## **ARTICLE SIX**

### **Committees**

**Section 1. Nominating Committee.** The Nominating Committee shall consist of the Board of Directors. The President shall be the Chair. The Committee will nominate the candidates for the position of Member-at-Large. The slate will be presented to the membership no less than 30 days prior to the annual meeting and subject to mail ballot.

**Section 2. Program Committee.** The Program Committee shall consist of two individuals, appointed by the President, who will serve as the Postgraduate Program Chair and the General Program Chair. These individuals will plan and run these respective programs at each annual meeting, under the direction of the Board of Directors. The term of office for the Program Committee shall be one year.

**Section 3. Fellowship Committee.** The Fellowship Committee will be composed of five members, each chosen by the Board of Directors. The Board will choose among nominations provided by the standing Fellowship Committee. One regular member will rotate off the Committee every four years and a new member will be appointed. The Chair of the Committee will be appointed for a five year term. The Committee will be responsible for approving any fellowship programs in addition to any other quality assessment issues in regard to the fellowships

## **ARTICLE SEVEN**

### **Contracts, Checks, Deposits, and Gifts**

**Section 1.** Contracts. The Board of Directors may authorize any officer or officers or agent or agents of the Corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument, in the name of or on behalf of the Corporation, and such authority may be general or may be confined to specific instances.

**Section 2.** Checks, Drafts, or Orders. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers or agent or agents of the Corporation, and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or an assistant treasurer and countersigned by the President or a vice president of the Corporation.

**Section 3.** Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such bonds, trust companies, or other depositories as the Board of Directors may select.

**Section 4.** Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for any purpose of the Corporation.

## **ARTICLE EIGHT**

### **Certificate of Membership**

**Section 1.** Certificates of Membership. The Board of Directors shall provide for the issuance of certificates evidencing membership in the Corporation, which certificates shall be in such form as may be determined by the Board. Such certificates shall be signed by the President or Vice President and by the Secretary or an assistant secretary and shall be sealed with the seal of the Corporation. The name and address of each member and the date of issuance of the certificate shall be entered on the records of the Corporation. If any certificate is lost, mutilated, or destroyed, a new certificate may be issued therefore on such terms and conditions as the Board of Directors may determine.

**Section 2.** Issuance of Certificates. When a member has been elected to membership and has paid any initiation fee and dues that may then be required, a certificate of membership shall be issued in his name and delivered to him by mail

## **ARTICLE NINE**

### **Books and Records**

The Corporation shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its members, Board of Directors, committees having and exercising any of the authority of the Board of Directors, and the Membership Committee, and shall keep at the principal office a record giving the names and addresses of the members entitled to vote. All books and records of the Corporation may be inspected by any member, or his agent or attorney, for any proper purpose at any reasonable time.

## **ARTICLE TEN**

### **Fiscal Year**

The fiscal year of the Corporation shall begin on the first day of July of each year and end on the thirtieth day of June the next year.

## **ARTICLE ELEVEN**

### **Dues**

**Section 1.** Annual Dues. The Board of Directors shall determine from time to time the amount of initiation fee, if any, and annual dues payable to the Corporation by members of each class, and shall give appropriate notice to the members.

**Section 2.** Payment of Dues. Dues shall be payable in the month of each year in which a statement is received by each member.

**Section 3.** Default and Termination of Membership. When any member of any class is in default in the payment of dues, his membership may thereupon be terminated by the Board of Directors.

## **ARTICLE TWELVE**

### **Seal**

The Board of Directors shall provide a corporate seal, which shall be circular in form and shall have inscribed thereon the name of the Corporation and the state of incorporation and the words "Corporate Seal".

## **ARTICLE THIRTEEN**

### **Waiver of Notice**

Whenever any notice is required to be given under the provisions of the Articles of Incorporation or the Bylaws of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein shall be deemed equivalent to the giving of such notice.

## **ARTICLE FOURTEEN**

### **Amendment of Bylaws**

The bylaws may be altered, amended, or repealed, and new bylaws may be suggested by a majority of the Board of Directors present at any regular or special meeting. At least 30 days written notice of these changes must be given to the membership. Approval must be by a simple majority of the voting membership of the Society or by mail. For the purposes of these bylaws, "mail" is to include "electronic mail" or "online/electronic voting."

Amended by the Board of Directors

August 30, 1996

October 18, 1997

July 1, 2005

October 15, 2007