

# BYLAWS OF THE MENTAL HEALTH PROFESSIONAL GROUP OF THE AMERICAN SOCIETY FOR REPRODUCTIVE MEDICINE

The Mental Health Professional Group (MHPG) of the American Society for Reproductive Medicine is dedicated to enhancing knowledge and understanding of psychological and emotional aspects of reproductive health. MHPG members are involved in clinical care, education of the public and professional community as well as research to answer questions that reproductive technologies pose.

## ARTICLE ONE: MEMBERS

- Section 1. Active Membership. Members of The American Society for Reproductive Medicine join the MHPG by paying MHPG dues and shall be called “active members of the MHPG.”
- Section 2. Voting Rights. Each active member shall be entitled to one vote on each matter submitted to a vote of the general membership. Voting may occur in person or by proxy at annual or special meetings. Any active member may vote by proxy executed in writing by the member or by his/her 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. Voting in elections may occur by U.S. mail, fax, or electronically as directed by the Nominations Committee (see Article Three).
- Section 3. Termination of Membership. The MHPG Board of Directors (see Article Two) may terminate membership. a) By affirmative vote of two-thirds of all of the members of the MHPG Board of Directors, a member may be suspended or expelled for cause, but only after an appropriate hearing. The Board of Directors must notify the member by registered mail at least six weeks in advance of such contemplated action so the member may appear on his/her own behalf at the meeting at which revocation of membership is to be considered. At such meeting, he/she shall be given full opportunity to refute the charges made against him/her. The member expelled shall have the right to lodge an appeal via the ASRM according to procedures established by the ASRM Judiciary Committee. b) By affirmative vote of a majority of those present at any regularly convened meeting of MHPG Board of Directors, membership may be terminated for non-payment of dues. The MHPG Membership Committee will inform individuals whose membership has lapsed prior to membership termination.
- Section 4. Reinstatement of Membership.
- a) A member terminated for cause is allowed to reapply for membership, after five years, via the MHPG Board of Directors. The decision of the Board of Directors shall be considered final, and will be reported to the MHPG Membership Committee.
- b) Membership terminated for non-payment of dues may be reinstated by paying past and current dues.
- Section 5. Resignation. Any active member may resign by filing a written resignation with the MHPG Secretary/Treasurer but such resignation shall not relieve the member resigning of the obligations to pay any dues, assessments, or other charges theretofore accrued and unpaid.
- Section 6. Transfer of Membership. Membership of this organization is not transferable or assignable.

## ARTICLE TWO: OFFICERS, EXECUTIVE COMMITTEE, MHPG BOARD OF DIRECTORS

- Section 1. Officers. The Officers of the MHPG shall be the Chair, Chair-Elect, Vice- Chair, and the Secretary/Treasurer.
- Section 2. Executive Committee. The four Officers of the MHPG shall comprise the Executive Committee. The day to day affairs of the MHPG shall be managed by the Executive Committee.
- Section 3. MHPG Board of Directors. The MHPG Board of Directors shall be comprised of the four Officers as well as the previous three (3) Chairs. The MHPG Board of Directors is responsible for (a) advising the Executive Committee on the execution of its duties, (b) approving the creation of new governance committees, task forces, policies and strategic plans, and (c) establishing the MHPG dues. The Chair of the Executive Committee shall be the Chair of the MHPG Board of Directors.
- Section 4. Election and Term of Office. One Officer shall be elected annually to a four year term, to assume the position of Secretary/Treasurer the first year, Vice- Chair the second year, Chair-Elect the third year, and Chair the fourth year. Nominations shall be made by the nominating committee (see Article Three). The election will be held prior to the MHPG Annual Business Meeting, so that the newly elected Officer may assume the position at the Annual Business Meeting.
- Section 5. Vacancies. Should there be a vacancy in the Executive Committee, the past Chair who most recently served on the Executive Committee will be asked to assume the responsibilities of the vacant position until the next election. If unable to serve, the next most recent Chair will be asked, and so on. At the end of the year, all Committee members junior to the vacant position will move up to the next most senior position that is unfilled, and elections will be held for both the Vice-Chair and Secretary/Treasurer positions.
- A vacancy in a past chair position shall be left vacant.
- Section 6. Powers and Duties of the Executive Board. Officers shall have the authority given in these Bylaws and any authority delegated by the MHPG Board of Directors. See MHPG Policies and Procedures for roles and responsibilities of the Executive Committee members.
- Section 7. Annual Meeting of the MHPG Board of Directors at the ASRM Scientific Congress.
- An Annual Meeting of the MHPG Board of Directors shall be held prior to and at the same place as the Annual Business Meeting of MHPG members (see Article Four). The purpose of this meeting is to (a) review the annual reports received from all governance committees and task forces and from all MHPG members who serve as ASRM or MHPG liaisons to other professional organizations; (b) vote on changes approved during the year by the Bylaws, Policies and Procedures Committee as noted in Article Three, Section 2 and Article Seven, Section 3 and (c) develop and approve plans for the coming years, including strategic plans and the creation of new governance committees and task forces.
- Section 8: Regular Meetings of the Executive Committee. The Executive Committee shall meet not less than 9 times a year and be in contact as necessary in person, electronically, or by conference call.
- a) Any Executive Committee member may call a meeting as long as it is ascertained that all Executive Committee members who desire to attend are available at the time specified.
  - b) The Executive Committee shall publish an agenda in advance of the meetings for members of the Executive Committee.
  - c) The Executive Committee may accept additional agenda items

from MHPG members as they deem appropriate. d) Exceptions to a) and b) may be made for time-urgent issues as long as there is a quorum.

Section 9. Quorum. A majority of the MHPG Board of Directors or the Executive Committee shall constitute a quorum for the transaction of business at any meeting. Decisions are made by a simple majority of those Directors or Officers present and voting at a convened meeting.

### ARTICLE THREE: MHPG Governance Committees

MHPG Governance Committee members should be in good standing, have graduate degrees in their field with necessary and active licensure to practice. All governance committee chairs will write an annual report and submit it to the Chair prior to the Annual Meeting of the MHPG Board of Directors.

Governance Committees Involved with MHPG Governance Oversight:

Section 1. Nominating Committee. The Nominating Committee establishes slates for elections within the MHPG. The elections may be for (1) the Executive Committee, (2) Governance Committees, or (3) to represent the MHPG on any other ASRM committee or in any other professional organization.

The Nominating Committee shall consist of the Executive Committee. The committee will solicit nominees from the membership by mail/e-mail/fax/online so as to include all MHPG members approximately twelve weeks prior to the Annual Business Meeting. Members may nominate themselves or others, and all nominees who have agreed to serve will be placed on the ballot. A slate will be mailed to the ASRM approximately nine weeks prior to the Annual Business Meeting. Elections will be held by mail/e-mail/fax/online voting so as to include all MHPG members approximately seven weeks prior to the MHPG Annual Business Meeting and results will be announced at the MHPG Annual Business Meeting. Write-ins are allowed. In the event that someone who does not wish to serve is elected by write-in ballot, then the person with the highest number of votes who is willing to serve shall be elected.

Section 2: Bylaws, Policies, and Procedures Committee. The Bylaws, Policies and Procedures Committee (BPPC) archives the bylaws, policies and procedures of the MHPG. It monitors the application of bylaws, policies and procedures, and initiates discussion with the Executive Committee when issues are identified. It drafts revisions to the bylaws, as needed, and drafts new policies and procedures when directed by the MHPG Board of Directors or the Executive Committee.

The BPPC Committee has four members, elected by MHPG members. During the fourth year of service, the member serves as committee chair. a) New or revised policies and procedures shall be sent from the BPPC to the membership for comment, and then to the MHPG Board of Directors for approval. b) Revisions to the MHPG bylaws must be approved by a majority of the BPPC, by the MHPG Board of Directors, by the Board of Directors of ASRM, and then by the MHPG membership.

Section 3: MHPG Governance Committees. The Executive Committee, with input from the Board of Directors and MHPG members, will establish and eliminate committees as needed to meet the needs of the MHPG. MHPG Governance Committees include, but are not limited to, the following:

Abstract Committee  
Scientific Development Committee  
Membership Committee  
E-communication Committee

Mentoring and Training Committee  
Continuing Education Committee  
Educational Resources Committee  
Connections Teleconference Group Committee  
Social Work CE Committee  
Social Media Committee  
Certificate Course Committee

#### Elections and Vacancies

Section 1. Election of Chairs of Other MHPG Governance Committees. All other governance committees will either have a Chair elected for a two-year term, or will have members elected and rotating through a set number of years of service until they reach their final year of service when they will serve as Chair of the committee. (See MHPG Policy: Roles and Responsibilities of MHPG Governance Committees).

Section 2. Vacancies. When a governance committee Chair position is vacated prior to the end of the term on a committee with a rotating chairperson, the member next in line to become the Chair shall take over the position for the remainder of the year and shall continue as Chair for the following year (their final year of service). A new committee member will be elected at the next annual election.

When a governance committee Chair position is vacated prior to the end of the term on a committee without a rotating chairperson, the Executive Committee shall appoint a person to fill the Chair until the next annual election cycle.

#### ARTICLE FOUR: MEETINGS OF MEMBERS

Section 1. Annual Business Meeting. An Annual Business Meeting of the MHPG shall be held at the annual meeting of the ASRM, for the purpose of transacting such business as may come before the meeting.

Section 2. Notice of Meetings. Written or printed notice stating the place, day, hour, and agenda of any meeting of active members shall be given to each active member not less than thirty (30) days before the date of such meeting.

Section 3. Quorum. Twenty (20) or more active members shall constitute a quorum at the MHPG Annual Business Meeting. Decisions are made by a simple majority vote of active members present and voting.

#### ARTICLE FIVE: BOOKS AND RECORDS

Section 1. Minutes of meetings. The MHPG Secretary/Treasurer shall archive, maintain, and make available to members (a) minutes of the Annual Business Meeting, meetings of the MHPG Board of Directors and the Executive Committee, and (b) annual reports of Governance Committees and any other committees having and exercising any of the authority of the MHPG Board of Directors.

Section 2. Membership list. The Membership Committee shall keep at the principal ASRM office a record giving the names and addresses of the active members entitled to vote.

#### ARTICLE SIX: FISCAL YEAR

Section 1. Fiscal year. The fiscal year of the MHPG shall be the same as the fiscal year of the ASRM.

## ARTICLE SEVEN: AMENDMENT OF BYLAWS

- Section 1. Bylaws, Policies and Procedures Committee. The Bylaws, Policies and Procedures Committee (BPPC) will review the bylaws triennially and if necessary or appropriate, with suggestions from the Executive Committee and ASRM will draft revisions and amendments for consideration, and then solicit feedback from the membership.
- Section 2. Sources of revision. Any member may submit to the BPPC suggestions for necessary revisions or amendments. All such submissions must be considered by the BPPC.
- Section 3. Approval of revisions and amendments. All revisions of and amendments to the bylaws that are approved by the BPPC must also be approved by the MHPG Board of Directors, the ASRM Board of Directors, and the majority of those MHPG members voting. Proposed revisions and amendments to the MHPG bylaws must be published at least 30 days in advance of a vote by any of these groups.