

# BYLAWS OF THE SOCIETY FOR THE STUDY OF REPRODUCTION, INC.

## (Revised July 2020)

### ARTICLE I: NAME

The name of the organization shall be "Society for the Study of Reproduction, Inc."

### ARTICLE II: MISSION

Advance the Science of Reproduction, Fertility, and Development for the Benefit of Humans and Animals

### ARTICLE III: DEFINITIONS

For the purposes of these Bylaws, the terms "Society," and "organization" are used synonymously and refer to the Society for the Study of Reproduction, Inc.

### ARTICLE IV: EFFECT OF THESE BYLAWS

Nothing in these Bylaws shall be construed to supersede the provisions of the Articles of Incorporation. In the event of a conflict, the Articles of Incorporation, unless amended, shall prevail.

### ARTICLE V: MEMBERSHIP

#### Section 1. Categories of Membership

The categories of membership in the Society shall be:

(a) Regular Member: Any individual who has demonstrated professional competence in and made scientific contributions to the field of reproductive biology shall be eligible for Regular Membership in the Society.

(b) Member Emeritus: Regular Members, with at least 10 years of Regular Membership in the Society, shall be able to petition the Membership Committee for a change in status from Regular to Emeritus if she/he is working at no more than 25% as attested by letter/email from their current/former Institutional leadership. (c) Honorary Member: An individual who based on his/her overall impact on science may be conferred Honorary Member status by the Membership Committee.

(d) Associate Member: Any individual or institution with a scientific interest in the field of reproductive biology shall be eligible for Associate Membership.

(e) Trainee Member: Any individual in training in the field of reproductive biology shall be eligible for Trainee Membership. Proof of trainee status must be presented at the time of membership application. A signed document on letterhead by a research mentor, academic mentor, department head, or similar will suffice as proof of trainee status.

(f) Corporate and Institution Members: Any philanthropic individual, organization, corporation, or foundation which contributes substantially to the support of the Society may, by action of the Board of Directors, be admitted to membership as a Corporate or Institution Member.

(g) Regular Members, Members Emeritus, Honorary Members, Associate Members, Trainee Members, and Sustaining Associates shall hereinafter be referred to as "Members," except where specifically identified.

#### Section 2. Acceptance

A nominee shall be entitled to the privileges of membership upon approval of the Membership application and upon payment of dues.

#### Section 3. Termination

Membership may be terminated for nonpayment of dues, or for cause, upon recommendation of the Board of Directors.

#### Section 4. Privileges

All Members shall be invited to the annual and special meetings of the Society. Regular Members alone shall have power to hold office, elect members and officers, and to change the Bylaws.

### ARTICLE VI: DUES

#### Section 1. Amount

The annual assessment on Members shall be determined by the Board of Directors.

#### Section 2. Notification

The first request for dues for the coming calendar year will be mailed in September, to be followed by a second notice in December. Active membership and subscriptions will be terminated if dues are not paid within 30 days of the second notice. Any Member whose annual assessment is in order may be returned to good standing if the assessments are paid within one year.

### ARTICLE VII: OFFICES

The principal office of the Society shall be located in the City of Reston, County of Fairfax, State of Virginia. The Society may also maintain offices from time to time at other places designated by the Board of Directors.

### ARTICLE VIII: MEETINGS OF MEMBERS

#### Section 1. Annual Meetings

The annual meeting of the Members of the Society shall be held at the time and place determined by the Board of Directors for the purpose of transacting such business as may come properly before the meeting.

#### Section 2. Special Meetings

Special meetings of the Members may be called at any time by the President and shall be called by the President or the Secretary at the written request of a majority of the Board of Directors.

#### Section 3. Place of Meetings

All meetings of Members shall be held at such place as the Board of Directors may select, and as shall be designated in the respective notices or waivers of notice of such meetings.

#### Section 4. Notice of Meetings

(a) Except as otherwise provided by statute, written notice of each meeting of Members, whether annual or special, stating the purpose for which the meeting is called, and the time when and place where it is to be held, shall be served either personally or by mail, not less than 30 nor more than 90 days before the meeting upon each Member of record entitled to vote at such meeting.

# BYLAWS

---

(b) Notice of any meeting need not be given to any person who may become a Member of record after the mailing of such notice and prior to the meeting, or to any Member who attends such meeting in person or by proxy, or to any Member who, in person or by attorney thereunto authorized, waives notice of any meeting in writing either before or after such meeting. Notice on any adjourned meeting of Members need not be given, unless otherwise required by statute.

## *Section 5. Quorum*

Except as otherwise provided herein, or by statute, or in the Articles of Incorporation (such Articles and any amendments thereof being hereinafter collectively referred to as the "Articles of Incorporation"), at all meetings of Members of the Society, the presence in person or by proxy of 50 Regular Members, shall be necessary and sufficient to constitute a quorum for the transaction of any business.

## *Section 6. Voting*

(a) Except as otherwise provided herein, or by statute, or by the Articles of Incorporation, the affirmative vote of at least a majority of the membership present in person or by proxy and voting at a meeting of Members with respect to a question or matter brought before such meeting shall be necessary and sufficient to decide such question or matter.

(b) Except as otherwise provided by statute, or by the Articles of Incorporation, at each meeting of Members, each Regular Member shall be entitled to one vote. Trainee members serving on committees are entitled to vote on matters and decisions being considered by their respective committees. Each Member entitled to vote may vote by proxy, provided, however, that the instrument authorizing such proxy to act shall have been executed in writing by the Members themselves, or by their attorney-in-fact thereunto duly authorized in writing. No proxy shall be valid after the expiration of eleven months from the date of its execution, unless the person executing it shall have specified therein the length of time it is to continue in force. Such instrument shall be exhibited to the Secretary at the meeting and shall be filed with the record of the Society.

## *Section 7. Order of Business*

1. Meeting called to order.
2. Reading of the Minutes of the Preceding Meeting.
3. Reports of Committees.
4. Reports of Officers.
5. Old and Unfinished Business.
6. New Business.
7. Adjournment.

## **ARTICLE IX: BOARD OF DIRECTORS**

### *Section 1. Number, Election, and Terms of Office*

(a) The business of this organization shall be managed by a Board of Directors consisting of six elected Regular Members together with (1) the immediate Past President, (2) the President, (3) the Vice President, (4) the Vice President-Elect, (5) the Secretary, and (6) the Treasurer. These twelve voting members of the Board of Directors must all be Regular Members of the Society.

(b) The six elected Directors shall be elected by ballot of the Regular Members of the Society in the same manner and style as the Officers of this organization are elected (see Article X).

(c) The elected Directors shall serve three-year terms, with two of these Directors completing their terms each year. They shall be eligible for re-election subject to the limitation that they shall not serve more than seven consecutive years as Directors in any capacity.

(d) Outgoing Directors shall hold the responsibilities of office until their successors are installed at the post annual meeting Board meeting, except in cases of death, resignation, or removal.

(e) The Executive Director of SSR shall serve as an Ex-Officio Member of the Board and be granted the power to sign contracts on behalf of the Society when the President is unable to do so.

### *Section 2. Duties and Powers*

(a) The Board of Directors shall be responsible for the control and management of the affairs, property and interests of the Society, and may exercise all powers of the Society except as herein provided, in the Articles of Incorporation, or by statute expressly conferred upon or reserved to the Members. The Board of Directors shall act only in the name of the organization when it shall be regularly convened by its President after due notice to all the Directors and Officers of such meeting.

(b) The Board of Directors may create and appoint committees to assist the Directors and Officers in the conduct of the Society's affairs.

### *Section 3. Annual and Regular Meetings: Notice*

(a) A regular annual meeting of the Board of Directors shall be held immediately following the annual meeting.

(b) The Board of Directors from time to time may provide by resolution for the holding of other regular meetings of the Board of Directors and may fix the time and place thereof.

### *Section 4. Special Meetings: Notice*

(a) Special meetings of the Board of Directors shall be held whenever called by the President, or by one of the Officers or Directors, at such time and place as may be specified in the respective notices or waivers of notice thereof. If deemed appropriate by the Board of Directors, a special meeting of the Board may be held entirely by simultaneous telephone conference or similar means.

(b) Except as otherwise required by statute, notice of such special meetings shall be sent by traditional or electronic mail, or by facsimile, to each Officer and Director, at their residence or usual place of business, at least seven days before the day on which the meeting is to be held.

### *Section 5. Chairman*

At all meetings of the Board of Directors, the President, or in the absence of the President, the Vice President shall preside.

### *Section 6. Quorum*

(a) At all meetings of the Board of Directors, the presence of a majority of the Directors and Officers shall be necessary

# BYLAWS

---

and sufficient to constitute a quorum for the transaction of business, except as otherwise provided by law, by the Articles of Incorporation, or by these Bylaws.

(b) The Officers and Directors present at the time and place of any regular or special meeting, although less than a quorum, may adjourn the same from time to time without further notice until a quorum shall be present.

## *Section 7. Manner of Acting*

(a) At all meetings of the Board of Directors, each Officer and Director present shall have one vote.

(b) Except as otherwise provided by statute, by the Articles of Incorporation, or by these Bylaws, the action of a majority of the Officers and Directors present at any meeting at which a quorum is present shall be the act of the Board of Directors.

## *Section 8. Vacancies*

Any vacancy occurring by reason of the death, resignation, disqualification, removal or inability to act of any Director shall be filled for the unexpired portion of the term by a majority vote of the remaining Officers and Directors, though less than a quorum, at any regular meeting or special meeting of the Board of Directors called for that purpose.

## *Section 9. Resignation*

Any Director may resign at any time by giving written notice to the Board of Directors, the President, or the Secretary of the Society. Unless otherwise specified in such written notice, the resignation of such Director shall take effect upon receipt thereof by the Board of Directors and the acceptance of such resignation shall not be necessary to make it effective.

## *Section 10. Removal*

No Director may be removed from office without just cause. In the event impeachment proceedings are initiated against any Director, the improper conduct must be clearly defined and the accused Director must have ample opportunity to address the charges. Actual impeachment may occur only by the affirmative vote of a majority of the Regular Members and only after these voting Members have been duly informed of the charges against the Director and of the Director's response to those charges. The vote on impeachment may take place at any meeting of the Society or by mail ballot of the Regular Members.

## *Section 11. Executive Council*

The Executive Council shall consist of the immediate Past President, the President, the Vice President, the Vice President-Elect, the Secretary, and the Treasurer. Its function shall be to exercise all functions and powers of the Board of Directors between the meetings of the Board of Directors.

a) The provision of this Article IX regulating the meetings, notices, powers, etc., of the Directors shall be applicable to the meetings of the Executive Council.

## *Section 12. Trainee Representatives*

Two representatives to the Board of Directors may be elected by the Trainee Membership and approved by the Board to represent Trainee concerns in the affairs of the Society. The

senior Trainee Representative will have a vote on the Board. If the senior Trainee Representative is not present, voting responsibilities will then pass to the junior Trainee Representative. The representatives shall serve two-year terms with one representative being replaced each year.

## **ARTICLE X: OFFICERS**

### *Section 1. Qualifications, Election, and Term of Office*

(a) The Officers shall be an immediate Past President, a President, a Vice President, a Vice President-Elect, a Secretary, and a Treasurer. The Officers of the Society (and the elected Directors) shall be elected by mail ballot of Regular Members which shall be held not more than five months nor less than two months prior to the annual meeting of Members.

(b) All Officers shall hold office until their successors shall have been elected and installed.

(c) Elected Officers and Directors shall assume their office, duties, and responsibilities as the last item of business at the business session of the annual meeting of Members next following the election.

### *Section 2. Nomination and Elections*

The Nominating Committee shall solicit, collect, and evaluate nominations from the Regular Members of the Society for the offices of Vice President-Elect, Secretary, Treasurer, and Director when applicable. Members of the Nominating Committee may make nominations, as well. Submitted nominations shall require supporting comments. The entire Committee shall evaluate the submitted nominations and shall select at least two candidates and one alternate for the Office of Vice President-Elect, Secretary, and Treasurer when applicable and shall select at least four candidates and two alternates for the Office of Director. Current members of the Committee cannot be nominated and the final candidates for one office cannot be from the same institution. Current elected Board members must be in the final year of their term to be nominated for another elected Board position. The Editor-in-Chief of Biology of Reproduction, who attends Board meetings and serves at the pleasure of the Board, should be in the final year of his/her editorial term to be nominated for a position on the Board of Directors. The Committee's recommendations shall be transmitted to the Board of Directors for their approval at the Mid-Winter Board meeting. The election shall be held not more than five months nor less than two months prior to the annual meeting. For the election, the President or designated agent shall send to every Regular Member a ballot containing the list of nominees with space for such additional names as the Regular Members wish to propose and brief biographies of nominees. The marked ballot shall be returned to the President or designated agent at such time and place as designated. A plurality of the votes cast shall be necessary to elect the Vice President-Elect, Secretary, and Treasurer. The two nominees with the highest number of votes will be elected as Directors. In case of a tie vote, the President shall cast the deciding ballot.

### *Section 3. Resignation*

Any Officer may resign at any time by giving written notice of such resignation to the Board of Directors or to the President

# BYLAWS

---

or the Secretary of the Society. Unless otherwise specified in such written notice, such resignation shall take effect upon receipt thereof by the Board of Directors or by such Officer, and the acceptance of such resignation shall not be necessary to make it effective.

## *Section 4. Removal*

The Officers and agents appointed in accordance with the provisions of this Article X may be removed from office by the same procedure for removal of Directors (as outlined in *Article IX: Section 10*).

## *Section 5. Vacancies*

A vacancy in any office except that of President, Vice President, and the Vice President-Elect, by reason of death, resignation, inability to act, disqualification, removal, or any other cause, shall be filled for the unexpired portion of the term by a majority vote of the Board of Directors regularly convened at any regular or special meeting.

## *Section 6. President*

(a) The President shall be the chief executive officer of the Society and, subject to the direction of the Board of Directors, shall have general charge of the business.

(b) The President shall hold office for one year and may not be reelected.

## *Section 7. Past President*

The last surviving President shall be the Past President and by reason of such office shall be a member of the Board of Directors. In the event of the Past President's death, resignation, or inability to serve, the next surviving Past President shall assume that office. A Past President shall not be eligible for election as president.

## *Section 8. Vice President*

(a) During the absence or disability of the President, the Vice President shall exercise all the functions of the President and, when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall have such powers and discharge such duties as may be assigned from time to time by the Board of Directors. The Vice President shall succeed automatically to the Office of the President in the year following election.

(b) If the office of President becomes vacant, the Vice President shall succeed to office, but this shall not affect succession to the Office of the President in the year following election.

(c) The Vice President shall hold office for a term of one year and may not be re-elected to that office.

## *Section 9. Vice President-Elect*

(a) The Vice President-Elect shall have such powers and discharge such duties as may be assigned from time to time by the Board of Directors. The Vice President-Elect shall succeed automatically to the Office of Vice President in the year following election.

(b) If the office of the Vice President becomes vacant, the Vice President-Elect shall succeed to office.

(c) The Vice President-Elect shall hold office for a term of one year may not be re-elected to that office.

(d) If the office of Vice President-Elect becomes vacant, the person who was on the ballot for that office but who was not elected shall assume the office of Vice President-Elect.

## *Section 10. Secretary*

The Secretary shall:

(a) Record all the proceedings of the meetings of the Members and Board of Directors in a book to be kept for that purpose;

(b) Cause all notices to be duly given in accordance with the provisions of these Bylaws and as required by statute;

(c) Be custodian or delegate custody of the records and of the seal of the Society, and cause such seal to be affixed to all instruments, the execution of which on behalf of the Society under its seal shall have been duly authorized in accordance with these Bylaws;

(d) See that the books, reports, statements, and all other documents and records of the Society required by statute are properly kept and filed;

(e) Maintain and update the Standard Operating Procedures for each of the Society's committees and annually distribute these to the Board of Directors and incoming committee chairs.

(f) In general, perform all duties incident to the office of Secretary and such other duties given to the Secretary by these Bylaws, or as from time to time may be assigned by the Board of Directors or the President;

(g) The Secretary shall hold office for a term of three years and may be re-elected.

## *Section 11. Assistant Secretaries*

The Society may have one or more Assistant Secretaries. Whenever requested by or in the absence or disability of the Secretary, the Assistant Secretary designated by the Secretary (or in the absence of such designation, the Assistant Secretary designated by the Board of Directors) shall perform all the duties of the Secretary, and when so acting shall have all the powers of, and be subject to all the restrictions upon, the Secretary.

## *Section 12. Treasurer*

The Treasurer shall:

(a) Have or delegate responsibility for the funds, securities, receipts, and disbursements of the Society;

(b) Cause the moneys and other valuable effects of the Society to be deposited in the name and to the credit of the Society in such banks or trust companies as the Board of Directors may select; or as may be selected by any officer or officers or agent or agents authorized so to do by the Board of Directors;

(c) Cause the funds of the Society to be disbursed by checks or drafts, with such signatures as may be authorized by the Board of Directors, upon the authorized depositories of the Society, and cause to be taken and preserved proper vouchers for all moneys disbursed;

(d) Have or delegate responsibility for provision to the President or Board of Directors whenever requested, a statement of the financial condition of the Society, and of all transactions as Treasurer; and render a statement of assets and related statements of income, expenditures and fund capital as audited annually by an independent auditing firm at the annual meeting of the Members if called upon to do so;

# BYLAWS

---

(e) Keep or cause to be kept the books of account of all the business transactions of the Society;

(f) Be empowered to require from all officers or agents of the Society reports or statements giving information desired with respect to any and all financial transactions of the Society;

(g) In general, perform all duties incident to the office of Treasurer and such other duties as are designated by these Bylaws or as from time to time may be assigned by the Board of Directors or the President; and

(h) The Treasurer shall hold office for a term of three years and may be re-elected.

## *Section 13. Assistant Treasurers*

The Society may have one or more assistant Treasurers. Whenever requested by or in the absence or disability of the Treasurer, the Assistant Treasurer, the Assistant Treasurer designated by the Treasurer (or in the absence of such designation, the Assistant Treasurer designated by the Board of Directors) shall perform all the duties of the Treasurer, and when so acting, shall have all the powers of, and be subject to the restrictions upon, the Treasurer. When a new Treasurer takes office, the immediate past treasurer will begin a one-year term as Assistant Treasurer. During that year, the immediate past treasurer will attend Board meetings to serve in an advisory capacity, but shall not have voting privileges.

## *Section 14. Executive Director*

The Society may have an Executive Director appointed by the Board of Directors. The Executive Director shall be responsible for the management of the Society's operations and records, and shall perform duties as may be assigned from time to time by the Board of Directors or the President of the Society. The Executive Director shall be an ex officio member of the Board of Directors.

## *Section 15. Subordinate Officers and Agents*

The Board of Directors may from time to time appoint such other officers and agents as it may deem necessary or advisable, to hold office for such period, have such authority and perform such duties as the Board of Directors may from time to time determine. The Board of Directors may delegate to any officer or agent the power to appoint any such subordinate officers or agents and to prescribe their respective terms of office, authorities, and duties.

## **ARTICLE XI: COMMITTEES**

### *Section 1. Creation and Dissolution*

The Board of Directors shall have the authority to create and dissolve standing committees. The President shall have similar authority with regard to ad hoc committees.

### *Section 2. Appointments of Members*

New Members of standing committees and Members of ad hoc committees shall be appointed by recommendation of the Vice President, with the approval of the Board of Directors. At least one-third, but not more than two-thirds, of the Members of standing committees shall be replaced each year. The Chairpersons-Elect of the respective standing committees shall be chosen by the Vice President of the

Society from the eligible Members of the pre-existing committees, where possible. Chairs of standing committees will serve as Past Chairs for an additional year after their term. Members and the Chairperson of the Nominating Committee shall be selected as described in Article XI, Section 4(j).

### *Section 3. Term of Office*

The term of appointment to all committees shall be for one year with the exception of the Chair who will serve a second term as the Past Chair. A Member may be reappointed to standing committees, but Members shall normally serve no more than three consecutive one-year terms on the same standing committee, unless reappointed by the Board on a yearly basis after recommendation by the Vice President.

### *Section 4. Standing Committees*

(a) Membership Committee: A Membership Committee composed of five or more Members of the Society shall solicit, evaluate, and approve or decline nominations for membership according to guidelines established by the Board of Directors in Article V, Section 1. The Membership Committee may delegate authority for evaluation and approval of membership applications to the office of the Executive Director.

(b) Program Committee: The Program Committee, composed of ten or more Members of the Society, shall be responsible for arranging programs for the scientific meetings of the Society. The Committee shall select papers to be presented, establish procedures to review abstracts, review abstracts, and prepare a program structure. It shall advertise the meetings and integrate its activities with the Local Arrangements Committee. The Committee shall evaluate past programs, assess the feasibility of alterations in program structure, and make recommendations, as appropriate, to the Board of Directors.

(c) Publications Committee: A Publications Committee composed of five or more Regular Members of the Society shall be responsible for the management of all publications of the Society. The Committee shall recommend to the Board of Directors candidates for editorial leadership. It will make recommendations regarding editorial policy and fiscal matters related to publications.

(d) Awards Committee: An Awards Committee composed of eleven or more Regular Members of the Society shall encourage nominations of worthy persons for Society Awards, annually select a recipient for each award, and recognize the recipient at an appropriate event during the annual meeting of the

Society. Any active Member may make nominations for the awards according to the guidelines published annually. The awards are made solely to recognize outstanding contributions to the reproductive sciences and bear no obligation to the recipient or to the donor. The Awards Committee shall also be responsible for selecting and recognizing recipients of the Trainee Research Awards and Trainee Travel Awards that are presented at the annual meeting.

(e) Bylaws Committee: The Bylaws Committee composed of three or more Members of the Society shall analyze the appropriateness of the Bylaws and assess problems and

# BYLAWS

---

conflicts which arise between recommendations and/or practices of the Board of Directors and the Bylaws of the Society. It shall recommend alterations or repeal of existing Bylaws and propose new Bylaws as appropriate to the Board of Directors.

(f) Public Affairs Committee: A Public Affairs Committee composed of five or more Members of the Society, one of whom shall be the Editor of the Society's Newsletter, shall review the issues which are of concern to the public and our governments and shall recommend positions for the Society to take on each issue. The Committee shall be responsible for the preparation and dissemination of public pronouncements and information, and the Society's Newsletter. The Committee shall also make recommendations to the Board of Directors for the organizational structure and function of the Society's Public Affairs Program.

(g) Diversity Committee: A Diversity Committee composed of five or more members of the Society shall work to enhance participation by minorities in the Society and in the field of reproductive sciences. Minorities shall be defined as underrepresented groups including, but not limited to members of racial and ethnic minorities and persons with disabilities. The committee shall report on the status of minorities in the Society to the Board of Directors of the Society. The Chair shall work with the Chairs of the Membership, Program, Nominating, Awards, and Education committees, with the appropriate ad hoc committee Chairs, and with Society Officers to enhance participation of minorities in Society activities including participation on committees.

(h) Development Committee: A Development Committee composed of five or more Members of the Society shall raise funds that will be used to support the Society's purposes as stated in Article II.

(i) Heritage Committee: A Heritage Committee composed of a minimum of twenty-five percent Emeritus Members of the Society shall be responsible for program development that will educate young scientists about the historical perspectives relevant to current research in reproductive biology. The Heritage Committee shall also create/define an activity in the program of the Annual Meeting specifically designed for Emeritus members that will serve as an incentive for their attendance and participation.

(j) Nominating Committee: The Nominating Committee shall consist of nine Regular Members, of which three must be Past Presidents of the Society, selected by the Board of Directors with consideration for representation of the different scientific disciplines and research areas of reproductive biology. The Chairperson and the Members of the Committee shall be announced and made known to the Membership of the Society at least five months prior to each election. The Chairperson of the Committee shall be chosen by the Vice President of the Society from the current Membership of the Committee. A new Chairperson shall be appointed yearly. Members of the Committee, with the exception of the Chairperson, shall not serve on the Nominating Committee for consecutive years. The Nominating Committee shall be responsible for the preparation of a slate of nominees, to be voted upon by confidential ballot, for the open positions on the Board of Directors.

(k) Trainee Affairs Committee: The Trainee Affairs Committee shall be composed of a minimum of seven or more trainee members including two Trainee Representatives to the Board of Directors and two faculty advisors (Regular SSR Members). The Trainee Affairs Committee shall be responsible for the planning and coordination of those SSR activities (Trainee Forum, Travel Awards Distribution, Placement Service, and the Trainee/Mentor Luncheon) that focus on trainee development at the Annual Meeting. Two trainee-elected Trainee Representatives shall serve on the Board of Directors. They will be responsible for channeling the concerns and viewpoints brought forth by the Trainee Affairs Committee and the Trainee Membership to the Board.

(l) Future Meetings Committee: The Future Meetings Committee shall be composed of seven or more Members of the Society and shall be responsible for recommending to the Board of Directors meeting sites for the annual scientific meetings of the Society. The Committee shall invite recommendations for meeting sites from the Membership, solicit bids from potential sites, and establish procedures to evaluate meeting sites.

## *Section 5. Ad Hoc Committees*

The President will inform the Chair of each ad hoc committee of the committee's specific responsibilities.

## **ARTICLE XII: PAPERS ON SCIENTIFIC SUBJECTS**

### *Section 1. Annual Meeting Papers*

The Board of Directors shall establish regulations governing the presentation of papers at scientific sessions and shall set guidelines for the format of the annual meeting. The call for papers and rules for submitting papers to be presented at the annual meeting shall be sent to each Member at least four months before any meeting at which they are to apply.

### *Section 2. Journal Papers*

(a) The official Journal of the Society shall be Biology of Reproduction.

(b) The Journal shall be controlled by the Board of Directors of the Society in accordance with the powers vested to the Board by Article IX: Section 2 of these Bylaws.

(c) The Board of Directors shall make available to the Members of the Society a statement on the policies for management of the Journal. This statement shall include the procedure for selection of the editorial leadership. In addition, the statement shall contain information about the general editorial policies of the Journal.

## **ARTICLE XIII: EXECUTION OF INSTRUMENTS**

All checks, drafts, bills of exchange, acceptances, bonds, endorsements, notes or other obligations, or evidences of indebtedness of the Society, and all deeds, mortgages, indentures, bills of sale, conveyances, endorsements, assignments, transfers, stock powers or other instruments of transfer, contracts, agreements, dividend or other orders, powers of attorney, proxies, waivers, consents, returns, reports, certificates, demands, notices or documents, and other instruments or rights of any nature, may be signed, executed, verified, acknowledged and delivered by such persons (whether or not officers, agents or employees of the

# BYLAWS

---

Society) and in such manner as from time to time may be determined by the Board of Directors.

## **ARTICLE XIV: FISCAL YEAR**

The fiscal year of the Society shall be fixed by the Board of Directors from time to time as the needs of the corporate business require.

## **ARTICLE XV: CORPORATE SEAL**

The corporate seal shall be circular in form, and shall bear the name of the Society, the words "Corporate Seal," and words and figures denoting its organization under the laws of the State of Illinois, and the year thereof, and otherwise shall be in such form as shall be approved from time to time by the Board of Directors.

## **ARTICLE XVI: AMENDMENTS**

### *Section 1. By Members*

All Bylaws of the Society shall be subject to alteration or repeal, and new Bylaws may be made, by the affirmative vote of 2/3 of the Membership entitled to vote and responding to a ballot, following discussion at the Annual Business Meeting.

### *Section 2. Amendments to Corporate Charter*

The corporate charter may be amended in the same manner as these Bylaws, subject, however, to the laws and regulations of the State in which this corporation is incorporated. No amendment to the corporate charter shall be effective until appropriate acceptance of such changes are acknowledged by the incorporating State.

## **ARTICLE XVII: PROCEDURE**

Procedures and other items, not specified in these Bylaws or by action of the meeting, shall be in accordance with the Pocket Manual of Rules of Order by Henry M. Robert.

## **ARTICLE XVIII: GENERAL PROHIBITIONS**

Notwithstanding any provision of the Articles of Incorporation or Bylaws which might be susceptible to a contrary construction:

### *Section 1.*

The Society shall be organized and operated exclusively for scientific and educational purposes.

### *Section 2.*

No part of the net earnings of the Society shall or may under any circumstances accrue to the benefit of any private shareholder or individual.

### *Section 3.*

No substantial part of the activities of the Society shall consist of carrying on propaganda, or otherwise attempting to influence legislation.

### *Section 4.*

The Society shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office.

### *Section 5.*

The Society shall not be organized or operated for profit.

### *Section 6.*

The Society shall not

(a) Lend any part of income or corpus without the receipt of adequate security and reasonable rate of interest to;

(b) Pay any compensation, in excess of a reasonable allowance for salaries or other compensation for personal services actually rendered, to;

(c) Make any part of its services available on a preferential basis to;

(d) Make any purchase of securities or any other property, for more than adequate consideration in money or money's worth from;

(e) Sell any securities or other property for less than adequate consideration in money or money's worth to; or

(f) Engage in any other transactions which result in substantial diversions of its income or corpus to; any officer, member of the Executive Committee, or substantial contributor to the Society. The prohibitions contained in Section 6 do not mean to imply that the Society may make such loans, payments, sales or purchases to anyone else, unless such authority be given or implied by other provisions of the **Articles of Incorporation** or **Bylaws**.

## **ARTICLE XIX: DISTRIBUTION ON DISSOLUTION**

Upon dissolution of the Society, the Board of Directors shall, after paying or making provisions for the payment of liabilities of the Society, dispose of all assets of the Society, to one or more organizations, organized and operating exclusively for charitable, educational, religious and/or scientific purposes, and shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the I.R.C. of 1954, (or corresponding provisions of any future U.S. Internal Revenue Code) and which shall meet the limitations prescribed in Sections 1 to 6 inclusive of Article XVIII.