

**BYLAWS**  
**OF**  
**ASRM, PGD, SIG**

**ARTICLE 1**

**Name, Purposes, and Powers**

Section 1.1 Name. The name of this organization shall be the ASRM, PGD, SIG, hereafter sometimes referred to as SIG.

Section 1.2 Purposes. The principal purposes of the ASRM PGD, SIG shall be to stimulate, support, and promote education, research, and knowledge in the field of preimplantation genetic diagnosis (“PGD”) and genetic processes occurring stimulation, in gametes and the early embryo. Emphasis is on diagnosis rather than ovulation, embryo culture, given emphasis by SART in those areas. The PGD, SIG seeks to offer a platform from which relevant opinions may be disseminated to other ASRM members, other professionals, and if deemed appropriate by the ASRM leadership and the public.

**ARTICLE 2**

**Members**

Section 2.1 Election and Qualifications. (a) Election to membership in the ASRM, PGD, SIG shall be made by the Board of Directors pursuant to the qualifications set forth in these Bylaws and according to rules, regulations, and procedures not inconsistent herewith as may be adopted and from time to time amended by the Board of Directors.

(b) Membership in the Society shall be open to eligible ASRM members who are professionally involved, or have expressed an interest, in the field of preimplantation genetics. Membership in the Society requires support of the purposes of the Society.

(c) Membership in the PGD SIG is a privilege, not a right. No individual shall be elected to membership or shall remain a member of the Society unless that individual is of good moral character and of high ethical and professional qualifications.

Section 2.2 Privileges. Unless otherwise provided in these Bylaws, members in good standing shall be eligible for election or appointment to office, to vote on matters submitted to a vote of the membership, to serve on committees, to attend meetings of members, and to receive information, notices, and other mailings from the SIG.

Section 2.3 Duties: Dues and Assessments. It shall be the duty of each member to provide the designated office a current official address to which all notices required by applicable law or by these Bylaws may be sent. The mailing of a notice to such address

shall be the extent of the responsibility of ASRM and this SIG for such notice. Members shall pay annual dues to ASRM and, if determined necessary also to the PGD SIG. Assessments are nonrefundable.

Section 2.4 Meetings of Members. (a) A regular meeting of the members of the PGD, SIG shall be held in yearly conjunction with the ASRM annual meeting.

Section 2.5 Quorum. Ten percent of the members of the Society in good standing shall constitute a quorum for the consideration of matters at any meeting of members.

Section 2.6 Action at a Meeting. All members of the Society may vote on matters submitted to a vote of members. Each member shall be entitled to one vote on each matter. The affirmative vote of a majority of members present and voting at a meeting at which a quorum is present shall be the act of the members, unless the vote of a greater number is required by law, by the Articles of Incorporation, or by these Bylaws.

Section 2.7 Proxy Prohibited; Attendance by Telephone Prohibited. No member may act by proxy on any matter; provided that, members may act without a meeting pursuant to the procedures set forth in Section 2.8 of these Bylaws.

(a) Members may not participate in or vote at any meeting of the entire membership through the use of a conference telephone or other communications equipment.

Section 2.8 Action without a Meeting. Any action required or permitted to be taken at any meeting of members may, at the discretion of the Board of Directors, be submitted to the members for a mail vote. In such event, the affirmative vote of (1) all of the members or (2) a majority of the members shall be the act of the members; provided that, if less than all of the members vote affirmatively, the action shall become effective only if (1) at least five days prior to the effective date of the action, written notice of the proposed action is delivered to all members and (2) after the effective date of the action, prompt written notice of the taking of the action without a meeting is delivered to those members who did not approve the action.

### **ARTICLE 3**

#### **Officers and Directors**

Section 3.1 Enumeration. The officers of the Society consist of a President, President-Elect, Immediate Past President, Secretary, Treasurer, four Directors and 2 ex officio voting members.

Section 3.2 Qualifications. Officers and Directors shall be members of the ASRM and the PGD SIG, in good standing. No person shall hold more than one position during any term period. No person on the PGD SIG board of the Directors or office shall

concurrently be an officer of the present ASRM Board or any of its affiliated Societies or SIGs.

Section 3.3 Initial Offices and Directors. (a) From the time of the 2005 ASRM meeting through the 2007 meeting the initial President and the initial Treasurer shall hold office. The initial Secretary shall serve until after the 2009 meeting. The initial officers shall by definition not include a Past President. Initial officers shall not hold the same office for a second consecutive term.

- (b) The immediate Past President will always be a member of the Board, beginning 2007.
- (c) Four additional Directors will exist. Two of the four initial directors shall hold office until August 2007. The remaining two initial directors shall hold office until 2009. Initial directors shall not hold the same office for a second consecutive term.
- (d) There shall be two ex-officio members. They shall be voting members provided they are also ASRM members. The two will be:
  - i) A North American representative of Preimplantation Genetic Diagnosis International Society (PGDIS). In order of preference, this will be President, President-Elect, or Past President. If the PGDIS officer is not from North America, the next preferred eligible person is selected. If this person is already a PGD SIG officer or Board member, this ex-officio position shall not be fulfilled.
  - ii) A Co-Chair of the ESHRE PGD Consortium, one to be chosen by that group. Preference is expected to be given to an ASRM member, if either. If neither is an ASRM member this position is still offered, but now becomes either a non-voting observer. The nonvoting observer could be either one of the Co-Chair or another ESHRE member selected by the Co-Chairs.

Section 3.4 Terms of Office. (a) Officers and Directors other than the initial officers and directors shall hold office as follows: The President and President-Elect each shall hold office for a term of two years. Each other officer and the four non ex-officio and directors shall hold office for a term of four years. The ex-officio members shall hold office no more than four years.

(b) No officers or director shall hold the same office for a second term, save the ex-officio members; provided that, if an officer or director holds office by appointment due to a vacancy in the office or directorship, he or she shall hold office for the unexpired term of that office or directorship and may hold office for one additional term.

(c) The term of office of each regularly elected officer and director shall begin at conclusion of the ASRM annual meeting following that person's election. Each officer and director shall hold office until the conclusion of the relevant ASRM meeting 2 or 4 years later and until a successor has been elected and qualified, or until such officer's or director's earlier death, resignation, or removal in the manner hereinafter provided. Election of an officer or director shall not of itself create any contract rights.

Section 3.5 Election. (a) A regular election of the Society shall be held in odd-numbered years. A special election shall be held as provided in these Bylaws.

(b) Whenever these Bylaws provide for the election of an officer or director of the Society, such election shall be accomplished by means of mail or e-mail ballot sent to members of the Society in advance of the ASRM annual meeting.

(c) Each year in which an election for officers or directors is to be held, the President shall appoint a Nominating Committee. The Nominating Committee shall prepare a slate of candidates.

(d) Candidates for the office of the President-elect shall be selected from among current or previous directors or outgoing officers holding a different office. Excluded from eligibility are the ex-officio members, unless they were otherwise eligible. Candidates for Secretary, Treasurer or Directors may be selected from among previous officers or directors, outgoing officers or directors holding a different office, or other members of the SIG in good standing. No candidate's name shall be included on the slate unless the candidate has indicated a willingness to serve if elected.

(e) Each member in good standing shall be sent an election ballot, by mail or by e-mail, containing the slate of candidates nominated by the Nominating Committee, together with a notice explaining the procedure to be followed in submitting ballots. The ballot shall also include provision for write-in candidates.

(f) Election shall be by plurality vote of the members submitting ballots by mail or e-mail in such election.

Section 3.6 Qualification. Both the initial President and President-Elect must have laboratory preimplantation genetic primary expertise in either diagnosis or genetic risk assessment and counseling (clinical genetics). Thereafter, either the President or the President-Elect must fulfill this criteria. Excluding the two ex-officio members, a majority of the remaining officers (Secretary, Treasurer, four Directors) should have primary expertise in laboratory preimplantation genetic diagnosis or genetic risk assessment/counseling (clinical genetics). Certification by the American Board of Medical Genetics is preferred but not obligatory. In absence of such certification, expertise should be documented by scholarly productivity (peer review articles, chapters, books, presentation, extramural research funding, positions in learned societies) or by

certification through other laboratory based organizations (e.g., College of American Pathology), either in the U.S. or in other countries.

Section 3.7 Resignation. Any officer or director may resign at any time by giving notice to the President or the Secretary. A resignation is effective when the notice is delivered unless the notice specifies a date later than the date the delivery. The resignation need not be accepted in order to be effective.

Section 3.8 Removal. (a) One or more officers or directors of the SIG may be removed for cause. Cause for removal may be found where the Board of Directors has determined that the officer or director had neglected his or her duty as an officer or director, has engaged in improper conduct prejudicial to the interests of the Society, has violated the law, the Articles of Incorporation, or these Bylaws, or has engaged in other activity deemed to be cause for removal by the Board of Directors.

(b) Officers and directors may be removed by the affirmative vote of two-thirds of the members of the SIG present and voting at a meeting at which a quorum is present and for which written notice stating that a purpose of the meeting is to vote upon the removal of one or more officers or directors named in the notice is delivered to all members. Only the named officer(s) or director(s) may be removed at such meeting. The removal of an officer or director shall be without prejudice to the contract rights, if any, of the person so removed.

Section 3.9 Vacancies. A vacancy in any office or in any directorship shall be filled by appointment by the Board of Directors until the next regular election of the Society.

Section 4.0 Compensation. No officer or director shall receive any compensation for service as an officer or director, except that an officer or director may be reimbursed for reasonable expenses incurred in connection with his or her service as an officer or director.

## **ARTICLE 4**

### **Board of Directors**

Section 4.1 General Powers and Duties. (a) The affairs of the SIG shall be managed by or under the direction of its Board of Directors.

(b) The Board of Directors of the SIG shall have the powers and duties ordinarily delegated to the governing body of a corporation, including but not limited to the following:

1. To exercise its legal authority and responsibility in the general direction and conduct of the affairs of the Society in order to promote the purposes of the SIG;

2. To establish administrative policies, rules, and procedures governing the activities of the Society;
3. To transact the general business of the SIG;
4. To elect members to the SIG;
5. To call regular and special meetings of the SIG as may be required;
6. To represent the SIG and present the SIG's views and opinions to the public if approved by ASRM;
7. To organize symposia, workshops and other educational meetings on topics of interest to members and the public if appropriate;
8. To coordinate and promote the exchange of scientific information among other SIGs, affiliated societies, or to the ASRM general membership; and
9. To take or cause to be taken such other action as it deems necessary to carry out the duties and intentions of these Bylaws.

Section 4.2 Size and Composition. (a) Except for the initial Board of Directors, which shall consist of up to 10 directors, the Board of Directors of the SIG shall consist of up to 11 directors.

(b) The Board shall be composed of the President, President-elect, Immediate Past President, Secretary, Treasurer, plus 4 directors including the 2 ex-officio voting members. Hereinafter, all members of the Board of Directors generally shall be referred to as directors.

(c) All directors must hold a doctorate (M.D., Ph.D.) or equivalent doctorate degree.

(d) Section 4.3 Qualifications. Officers and Directors must have a doctorate degree (M.D., Ph.D., both, or equivalent. The initial President and President-Elect should primarily be involved in diagnostic laboratory work or genetic counseling (risk assessment). Thereafter, either the President or President-Elect must fulfill this qualification. Excluding the two ex-officio members, a majority of the remaining offices (Secretary, Treasurer, four Directors) should have primary expertise in diagnostic laboratory work on genetic counseling (risk assessment). Certification by the American Board of Medical Genetics is deferred but to Directors fulfilling this criteria. It is expected that this could be documented by scholarly productivity (peer review articles, chapters, books, presentation, research funding, positions in learned societies) or certification by other laboratory based (e.g., College of American Pathology) or clinical genetic organizations, either in the U.S. or in other countries.

Section 4.4 Meetings of the Board of Directors. (a) A regular annual meeting of the Board of Directors of the Society shall be held at the time of the ASRM annual meeting, and additional regular meetings may be held, at such time and place as shall be determined by resolution of the Board, without necessity of notice other than such resolution.

(b) Special meetings of the Board of Directors may be called by the President or upon the written petition of any three directors. Written notice of such special meeting shall be given at least ten days in advance thereof to each director.

(c) Notice of any regular or special meeting of the Board of Directors may be waived in a writing signed by the person or persons entitled to such notice either before or after the time of the meeting. Attendance of a director at any meeting shall constitute a waiver of notice of such meeting except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

(d) Neither the business to be transacted at, nor the purpose of, any meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting, unless specifically required by law, by the Articles of Incorporation, or by these Bylaws.

Section 4.5 Quorum. Six directors shall constitute a quorum for the transaction of business at any meeting; provided that, if less than six directors are present, a majority of the directors then present may adjourn the meeting another time without further notice. Withdrawal of directors from any meeting shall not cause failure of a duly constituted quorum at that meeting, unless the number of remaining directors is less than four.

Section 4.6 Action at a Meeting. (a) Each director shall be entitled to one vote. The affirmative vote of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law, by the Articles of Incorporation, or by these Bylaws.

(b) In the case of a tie vote, a second vote shall be taken. Should another tie vote result, a vote on the matter shall be deferred to the next Board meeting. Should the deferred matter result in a tie vote at the second meeting, the matter shall be dropped from consideration for a period of at least one (1) year.

Section 4.7 Proxy Prohibited; Presumption of Assent. (a) No director may act by proxy on any matter; provided that, directors may act without a meeting pursuant to the procedures set forth in Section 5.8 of these Bylaws.

(b) A director who is present at a meeting at which action on any corporate matter is taken by the Board of Directors is conclusively presumed to have assented to the action taken unless such director's dissent or abstention is entered in the minutes of the meeting or unless such director files his or her written dissent or abstention to such action with the

person acting as the secretary of the meeting before the adjournment of such meeting or forwards such dissent or abstention by registered or certified mail to the Secretary immediately after the adjournment of such meeting. Such right to dissent or abstain does not apply to a director who voted in favor of such action.

Section 4.8 Attendance by Telephone. Directors may participate in an act at any meeting through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other. Participation in such meeting shall constitute attendance and presence in person at the meeting.

Section 4.9 Action Without a Meeting. Any action required or permitted by law to be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all directors. The consent shall be evidenced by one or more written approvals, each, of which sets forth the action taken and bears the signature of one or more directors. All the approvals evidencing the consent shall be delivered to the Secretary to be filed in the records of the SIG. The action taken shall be effective when all the directors have approved the consent unless the consent specifies a different effective date. Any such consent shall have the same force and effect as a unanimous vote.

Section 4.10 Interested Directors. (a) A director who is directly or indirectly a party to a transaction with the SIG (an “interested director”) shall disclose the material facts of the transaction and his or her interest in or relationship to such transaction to the members, the Board of Directors, or any committee of the Board of Directors or committee of the SIG considering such transaction prior to any action by the members, the Board of Directors, or such committee to authorize, approve, or ratify such transaction. A director is indirectly a party to a transaction if the director has a material financial interest or is an officer, director, or general partner in an entity, which is a party to the transaction.

(b) The presence of the interested director or of a director who is otherwise not disinterested may be counted in determining whether a quorum of members, the Board of Directors or a committee is present, but may not be counted when action is taken on the transaction.

## **ARTICLE 5**

### **Committees**

Section 5.1 Committees of the Board of Directors. (a) The Board of Directors may by resolution create one or more standing or special committees of the Board of Directors and appoint directors and other members of the SIG to serve on the committee or committees. Each committee may exercise the authority of the Board of Directors to the extent permitted by law and as specified by the Board of Directors or in the Articles of Incorporation or these Bylaws, but the designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of

Directors, or any action that is inconsistent with these Bylaws or that revokes or amends any previous action by the Board of Directors which is still in effect.

(b) Each standing or special committee of the Board of Directors shall have two or more directors as members. All committee members serve at the pleasure of the Board of Directors. Committee members shall be appointed for staggered four-year terms and may not serve for more than two full consecutive terms.

Section 5.2 Action of Committees of the Board of Directors. Unless otherwise provided by the Board of Directors and evidenced in the Bylaws, a majority of a committee of the Board of Directors shall constitute a quorum, and the affirmative vote of a majority of committee members present at a committee meeting at which a quorum is present shall be the act of the committee. No member of such committee of the Board of Directors may act by proxy and, to the extent provided in these Bylaws for presumption of assent of directors, assent is presumed for committee members. A committee member may participate in and act at any meeting through the use of a conference telephone or other similar communications equipment, and the committee may act by unanimous consent in writing without a meeting, in the manner provided by these Bylaws for the Board of Directors. Subject to these Bylaws and to action by the Board of Directors, a majority of the members of a committee of the Board of Directors shall determine the time and place of committee meetings and the notice required for such meetings.

Section 5.3 Committees of the SIG. (a) The Board of Directors may by resolution create one or more standing or special committees of the Society and appoint directors and other members of the SIG to serve on such committee(s), the majority of whom need not be directors. Committees of the Society may not act on behalf of the Society or bind it to any action but may make recommendations for actions to the Board of Directors.

(b) The functions of the committee, the number of committee members, and their terms of office shall be set forth in the resolution creating such committee. Committee members shall be SIG members in good standing.

(c) Each committee of the SIG shall submit a report on its activities prior to each regular meeting of the Board of Directors, and such other reports as the Board of Directors may request.

Section 5.4 Action of Committees of the SIG. A majority of a committee of the SIG shall constitute a quorum. The affirmative vote of a majority of committee members present and voting at a committee meeting at which a quorum is present shall be the act of the committee. No member of such committee of the SIG may act by proxy and, to the extent provided in these Bylaws for presumption of assent of directors, assent is presumed for committee members. A committee member may participate in an act at any meeting through the use of a conference telephone or other similar communications equipments, and the committee may act by unanimous consent in writing without a meeting in the manner provided by these Bylaws for the Board of Directors. Subject to

these Bylaws and to action by the Board of Directors, a majority of the members of a committee of the SIG shall determine the time and place of committee meetings and the notice required for such meetings.

Section 5.5 Special Committees of the SIG. (a) The Board of Directors may from time to time create one or more special or *ad hoc* committees of the Society for specified purposes and appoint directors and other members of the Society to serve on such committees. The number of committee members and the functions of the special committee shall be set forth on its activities to the Board of Directors and such interim reports as the Board of Directors may request.

## **ARTICLE 6**

### **Disciplinary Action**

Section 6.1 Nonpayment of Dues and Reinstatement. A member required to pay dues shall be considered delinquent for failure to pay such dues and may be dropped from the rolls of the SIG and deprived of all rights and privileges of membership. The same holds true for failure to pay dues to ASRM. The Board of Directors shall establish rules for delinquency and reinstatement of members.

Section 6.2 Disciplinary Procedure. (a) Any PGD SIG member who is expelled or suspended from ASRM shall be considered to have been expelled or suspended from the SIG.

(b) The Board of Directors may expel, suspend, or otherwise discipline any member found to be deficient in moral character or professional competence, found to be guilty of professional misconduct, or found to have acted in a manner prejudicial to the interest of the SIG.

(c) Questions regarding possible disciplinary action shall be referred by the President to a three-person Inquiry Committee. The Inquiry Committee shall be composed of one director and two other members of the SGI appointed by the President with approval of the Board of Directors.

(d) The Inquiry Committee shall investigate and evaluate the matter. The committee shall notify the member who is the subject of the inquiry that an inquiry is under way. Such notice shall be sent by registered or certified mail not less than thirty days prior to the next meeting of the Inquiry Committee and shall advise the member that he or she may submit a written statement on the matter to the committee.

(e) After thorough and impartial consideration, the Inquiry Committee shall submit its findings, conclusions, and recommendations in a written report to the Board of Directors. A copy of such report shall be sent to the member who is the subject of the inquiry.

(f) Before final action is taken by the Board of Directors of the SIG upon a recommendation of the Inquiry Committee for disciplinary action against a member, written notice shall be sent to the member. Such notice shall be sent by registered or certified mail not less than thirty days prior to the next meeting of the Board of Directors. Such shall state that the member may appear in person before the Board of Directors, with or without legal counsel, and present an oral or written statement objecting to the findings, conclusions, and recommendations of the Inquiry Committee.

(g) Disciplinary action against any member shall require the affirmative vote of two-thirds of the directors present and voting at the meeting of the Board of Directors at which such action is considered. The director who served on the Inquiry Committee may be present but shall not vote on the matter.

Section 6.3 Consequences. Any member whose membership has been suspended or terminated shall forfeit all rights and privileges in the SIG and shall not thereafter hold himself or herself out as a member of the Society.

## **ARTICLE 7**

### **Rules**

All deliberations of the SIG, its Board of Directors, and its committees shall be governed by parliamentary procedure as interpreted by the current editions of Robert's Rules of Order, Newly Revised, when not in conflict with the law, the Articles of Incorporation, or these Bylaws.

## **ARTICLE 8**

### **Nondiscrimination**

The SIG shall not adopt any policy, practice, or procedure, which results in discrimination on the basis of race, religion, national origin, gender, sexual orientation, or disability.

## **ARTICLE 9**

### **Dissolution**

Upon the dissolution of the SIG, the Board of Directors shall make provision for the payment, satisfaction and discharge of all of the liabilities and obligations of the SIG, and shall return, transfer, or convey any assets held by the SIG upon a condition requiring return, transfer or conveyance by reason of the dissolution. Thereafter, the Board of Directors shall transfer or convey the remaining assets to the ASRM, or if declined, to another such organization or organizations operated exclusively for charitable, religious, scientific, literary, or educational purposes as shall at the time qualify as an exempt organization or organizations under the Internal Revenue Code of 1986, as amended (or

corresponding provision of any future United States internal revenue law), in such manner as the Board of Directors shall determine pursuant to a plan of distribution adopted by the Board of Directors. Any such assets not so disposed of shall be disposed of by the Court of general jurisdiction of the county in which the principal office of the ASRM is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

## **ARTICLE 10**

### **Amendments**

Section 10.1 Authority. These Bylaws may be altered, and amendment initiated by either of the following: (1) by recommendation of the Board of Directors; or (2) by a petition submitted to the Board of Directors containing the signatures of not less than twenty percent of the members of the SIG; provided that, the proposed amendment must be evaluated by the Board of Directors for consistency with the law, and the Articles of Incorporation of the SIG.

(b) Proposed amendments must be circulated 60 days in advance of the annual meeting of the SIG (during the ASRM annual meeting.)

(d) A duly proposed amendment shall be adopted by the affirmative vote of two-thirds of the members of the Society present and voting at a meeting of the members at which a quorum is present.