

**THE AMERICAN SOCIETY FOR REPRODUCTIVE MEDICINE
WOMEN'S COUNCIL
BYLAWS**

ARTICLE ONE: PURPOSE

1.1 Name

The name of this organization shall be the ASRM Women's Council.

1.2 Purpose

The purpose of the ASRM Women's Council shall be to establish an organized presence in the American Society for Reproductive Medicine (ASRM) in order to promote career development for women, interaction across disciplines, provide mentoring opportunities and improve women's health.

1.3 These Bylaws

These Bylaws constitute the code of rules for the regulation and management of the ASRM Women's Council.

1.4 Relationship to ASRM

The ASRM Women's Council will adhere to the ASRM policies governing Professional and Special Interest Groups.

ARTICLE TWO: MEMBERS

2.1 Membership

Membership is extended to ALL current active members of the ASRM who are interested in fostering the goals of the ASRM and the ASRM Women's Council.

2.2 Privileges

All members of the ASRM Women's Council will have the power to vote in person or electronically, hold office, elect officers and amend the Bylaws. Each member in good standing shall be entitled to one vote on each matter submitted to a vote of the general membership.

2.3 Transfer of Membership

Membership in the Society is not transferable.

ARTICLE THREE: RESPONSIBILITIES OF MEMBERS

3.1 Dues

At present, payment of the ASRM's annual dues covers membership in the ASRM Women's Council. Changes to the dues structure shall be decided by vote of the membership at the annual meeting.

3.2 Annual Report

The ASRM Women's Council will submit to the ASRM Executive Director and Board of Directors a yearly report of activities from the preceding year and plans for the future year. This report will be presented at the requested time each calendar year.

ARTICLE FOUR: MEETING OF MEMBERS

4.1 Annual Meeting

An annual business meeting of the members shall be held during the annual meeting of the ASRM, at the location of said meeting of the Society for the purpose of transacting such business as may come before the meeting.

4.2 Special Meetings

Special meetings may be called by the chair, the Executive Committee, or not less than 25% of the membership of the ASRM Women's Council. If no designation is made, the place of the meeting shall be the principal office of the organization 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 Women's Council action may be taken. Otherwise, a notice of special meetings must be sent to all active members no less than thirty (30) days prior to the date of such meeting.

4.3 Quorum

Twenty (20) 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.

4.4 Voting

Each member in good standing shall be entitled to one vote on each matter submitted to a vote of the general membership. At any meeting of members, every member shall be entitled to vote in person. Such election may be conducted electronically in such manner as the Executive Committee shall determine. Election of officers will be conducted by electronically. Each full member shall be entitled to one vote on all matters contained in a written ballot.

ARTICLE FIVE: EXECUTIVE BOARD

5.1 General Powers

The affairs of the Women's Council shall be managed by its Executive Committee, made up of the Chair, Chair-Elect, the Past Chair, Secretary/Treasurer and three Members-at-large.

5.2 Regular meetings

A regular meeting of the Executive Committee shall be held without any other notice than these Bylaws, immediately prior to and at the same place as the annual meeting of the members. The Executive Committee may provide, by resolution, the time and place for holding additional regular meetings without other notice than such resolution.

5.3 Special Meetings

Special meetings of the Executive Committee may be called by or at the request of the chair or any two (2) directors and shall be held at the principal office of the ASRM Women's Council or at such other place as the directors may determine including via conference call.

5.4 Notice

Notice of any special meeting of the Executive Committee shall be given at least one month previously thereto by written notice delivered electronically. Any member of the Executive Board may waive the notice of any meeting.

5.4 Quorum

A majority of the Executive Committee shall constitute a quorum for the transaction of business at any meeting of the board; but if less than a majority of the board is present at any meeting, a majority of the directors present may adjourn the meeting without further notice.

5.5 Vacancies

Any vacancy occurring on the Executive Committee will be filled by the Executive Committee.

ARTICLE SIX: OFFICERS

6.1 Officers

The officers of the ASRM Women's Council shall be Chair, Chair-Elect, the immediate Past Chair, Secretary/Treasurer and three Members-at-Large. The Past Chair shall remain a member of the Executive Committee for a term after their term as Chair. Officers shall be elected by and from the membership. The number of officers may be increased or decreased by an amendment to these Bylaws, except that the officers currently serving their office will complete their term before the amended changes are executed.

6.2 Election and Term of Office

Elections will be held every other year for the position of Chair-Elect, Secretary/Treasurer and Members-at-Large. The Chair-Elect will assume the Chair position upon completion of their term as Chair-Elect. Nominations for office will be open to the general membership, and appropriate timing for nominations will be announced. A ballot will be sent out electronically at least eight weeks prior to the annual meeting so that announcement and installation of newly elected officers can be

made at the annual business meeting. Elected or appointed officers will assume their office as the last item of business at the annual meeting of members.

6.3 Vacancies

Any vacancy occurring will be filled by the Executive Committee until the completion of the term.

6.4 Powers and Duties

The officers shall have such powers and shall perform duties as may from time to time be specified in resolution or other directives of the Executive Committee. In the absence of such specifications, each officer shall have the powers and authority, and shall perform and discharge the duties of officers of the same title serving in the ASRM.

1. Chair

The Chair shall be the principle executive officer of the ASRM Women's Council and shall in general supervise and control all the administrative matters, business affairs of the organization, and serve as a primary liaison between the Society at large and the ASRM Women's Council. The Chair shall implement policy as established by the Executive Committee and the ASRM. The Chair shall preside at all meetings of members and execute all conveyance notes, contracts, or other instruments authorized by members; perform and discharge all duties incident to the office of the Chair and other such duties that may arise from the Executive Committee of the ASRM. The Chair shall plan the ASRM Women's Council Breakfast. The Chair shall write the annual report and meet with the Executive Board and incoming president of ASRM at the annual meeting.

2. Chair-Elect

The Chair-Elect shall become familiar with the duties of the Chair and shall automatically succeed to the Chair's position at the conclusion of the Chair's term of office. In instances where the Chair is not present, the Chair-Elect shall perform the duties normally performed by the Chair, in her absence or in cases where the Chair is unable to act. When so acting, the Chair-Elect shall have all the powers and be subject to all the restrictions of the Chair. The Chair-Elect shall also perform other duties as may be determined and assigned by the Executive Committee. Such duties will include communication with the general membership. The Chair-Elect shall assist in the planning of the ASRM Women's Council Breakfast. The Chair-Elect shall meet with the Executive Board of ASRM and incoming president at the annual meeting.

3. Secretary/Treasurer

The Secretary/Treasurer will record the minutes of the annual business meeting and provide a record of the minutes from Executive Committee meetings and conference calls and distribute them to appropriate participants.

4. Past-Chair

The Past Chair will remain on the Executive Committee for one year after serving as Chair.

ARTICLE SEVEN: NOMINATION OF OFFICERS

7.1 Nominations

A call for nominations for the positions of Members-at-Large and Secretary/Treasurer will be put out to the membership. It is the responsibility of the nominator to confirm that the nominee wants to run for office.

7.2 Slate of Candidates

The slate of candidates will include the nominees for the positions of Members-at-Large and Secretary/Treasurer as well candidates for the position of Chair-Elect. Candidates for the position of Chair-Elect will be drawn from the current Members-at-Large and Secretary/Treasurer positions.

7.3 Biographical Information

Each member nominated for an elected office shall have a biographical sketch or other pertinent information pertaining to the nominee on the official ballot with their name and potential office. It is the responsibility of the nominee to submit a CV and biographical sketch to the Executive Committee for approval prior to the printing of the ballot.

7.4 Election

The Executive Committee will send a ballot to members of the Women's Council listing the candidates for each office in alphabetical order. The ballot will include information on the election process and a biographical sketch for each candidate. Each member may vote only once and use the official ballot. Completed ballots will be tallied and candidates receiving the most votes will be elected to office. In case of a tie, the finalist will be selected by the ASRM.

7.5 Reporting Election Results

The candidates will notify all nominees of the results of the election. The Chair will announce the results to the members at the next meeting.

7.6 Conflict of Interest

A disclosure statement of conflict of interest for each candidate will be included after each candidate's biographical information.

ARTICLE EIGHT: COMMITTEES

8.1 Committees

Committees may be established by the board of directors or by the membership as necessary.

8.2 Rules

Each committee shall keep records of its progress throughout the years and shall submit written quarterly reports to the Chair. In addition, a written-report from each committee will be submitted to the Chair each year for inclusion in the Annual Report submitted by the Chair to the ASRM Executive Director and Board of Directors for their annual meeting. Each committee may determine its own rules, except to the extent such rules are specified by these Bylaws or the Executive Committee.

ARTICLE NINE: PARLIAMENTARY AUTHORITY

9.1 Parliamentary Authority

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the ASRM Women's Council in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the organization may adopt.

ARTICLE TEN: AMENDMENTS

10.1 Amendments

The bylaws may be amended at any ASRM annual meeting of the ASRM Women's Council. Amendment shall require a two-thirds vote of the members present and voting.

Revised: July, 2006
September 17, 2007