

**THE AMERICAN SOCIETY FOR REPRODUCTIVE MEDICINE
THE CHINESE SPECIAL INTEREST GROUP
BY LAWS**

ARTICLE ONE
PURPOSE

The purpose of the Chinese Special Interest Group (ChSIG) of the American Society for Reproductive Medicine (ASRM) is to disseminate basic, applied scientific and theoretical medical and professional knowledge derived from scholarly research in the field of Reproductive Medicine for the benefit of humanity; to provide opportunities for further training, research, and clinical studies in the field of Reproductive Medicine within and outside of China; and to promote the exchange of information among physicians and scientists of Chinese origin within and outside of China and the general members of the ASRM.

ARTICLE TWO
MEMBERS

Section 2.1 Full Membership

Full membership is extended to ALL current active members of the American Society for Reproductive Medicine who are interested in fostering the goals of the ASRM and the ChSIG. Members may attend all general meetings, vote, serve on the Executive Board, chair ChSIG subcommittees, and/or be on a subcommittee. Members may be invited to represent the ChSIG on ASRM committees.

Section 2.2 Application for Membership

Application for membership may be made by submitting a written application to the Society on the form provided by the Society or Membership Committee and payment of the Society's annual dues upon notification of membership approval.

Section 2.3 Voting Rights

Each full member in good standing shall be entitled to one vote on each matter submitted to a vote of the general membership.

Section 2.4 Termination of Membership

The Executive Board, by affirmative vote of two thirds of all of the members of the Executive Board, may suspend or expel a member for cause and consistent with ASRM policy; and by a majority of those present at any regularly constituted meeting, may terminate the membership of any member who becomes ineligible for membership; or suspend or expel any member who shall be in default of the payment of dues for the period fixed hereinafter.

Section 2.5 Resignation

Any member may resign by filing a written resignation with the Secretary, but such resignation shall not relieve the member resigning of the obligation to pay any dues, assessments, or other charges theretofore accrued and unpaid. Nonpayment of dues for six months past the date due will be considered a resignation.

Section 2.6 Reinstatement

A former member may be reinstated to membership on such terms as determined by the Society's Bylaws.

Section 2.7 Life Members

Each Active Member of the Society who has been a member for at least ten years may request, upon reaching his/her sixty fifth (65) birthday, to become a "Life Member" of the Society. Life Members shall be entitled to all of the rights and privileges of the Society, but will not be required to pay dues or assessments.

Section 2.8 Transfer of Membership

Membership in the Society is not transferable.

ARTICLE THREE
RESPONSIBILITIES OF MEMBERS

Section 3.1 Dues

At present, payment of the ASRM's annual dues covers membership in the ChSIG, as well as the overall benefits to being a member of the ASRM. ChSIG may decide to collect dues from its members at any time.

Section 3.2 Annual Report

The ChSIG 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 is due in June of each calendar year.

ARTICLE FOUR
MEETING OF MEMBERS

Section 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 ASRM. The agenda notice will include progress, future plans, and suggestions for the execution of the goals and of objections, as well as announcements of newly elected officers and appointed committee chairs.

Section 4.2 Election and Term of Office

Elections for a one year term of office will be held for the position of Chair Elect, Secretary and Treasurer. The Chair Elect will assume the Chair position in the year immediately following the term of Chair Elect.

Section 4.3 Vacancies

A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Executive Board for the unexpired portion of the term. Nomination of an officer to fill a vacant position will be accomplished by oral vote of the Executive Board, and appointment will be made with approval of two thirds (2/3) majority vote of the Executive Board.

Section 4.4 Informal Action by Members

Any action required by law to be taken at a meeting of members, or any action that may be taken at a meeting of members, may be taken without a meeting if consent in majority vote, setting forth the action so taken, is signed by a majority of all members who return a request to vote with respect to the subject matter thereof.

Section 4.5 Quorum

The presence of 10 percent of the registered members shall constitute a quorum for the transaction of any business at any meeting of members.

Section 4.6 Voting

At any meeting of members, every full member shall be entitled to vote in person. Except as otherwise provided by law, or these Bylaws, each full member of the record shall be entitled to vote where officers are to be elected by members by secret ballot.

ARTICLE FIVE EXECUTIVE BOARD

Section 5.1 General Powers

The affairs of the ChSIG shall be managed by its Executive Board, made up of the Chair, Chair-Elect, Secretary, Treasurer, one Past Chair and two members elected from the general membership. Board members are elected for a one year term, renewable once, and after that an absence of at least five years from elected office is required before the Board members are eligible for a similar term.

Section 5.2 Regular Meetings

A regular meeting of the Executive Board 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 Board may provide, by resolution, the time and place for holding additional regular meetings without other notice than such resolution, but with written notification of all members of the Executive Board at least one week before the meeting.

Section 5.3 Notice

Notice of any special meeting of the Executive Board shall be given at least one month previously thereto by written notice delivered personally or sent by mail or telegram to each officer at his address as shown by the records of the ASRM, if deposited in the Mail,

properly addressed and postage thereon prepaid. Any member of the Executive Board may waive the notice of any meeting.

Section 5.4 Quorum

A majority of the Executive Board 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 board members present may adjourn the meeting without further notice.

Section 5.5 Vacancies

These shall be filled according to Article Four, Section 4.3.

ARTICLE SIX OFFICERS

Section 6.1 Officers

The officers of the ChSIG shall be Chair, Chair-Elect, Secretary, Treasurer, and the Immediate Past Chair, The number of officers may be increased or decreased by change in the Bylaws, as described in Section 9.1.

Section 6.2 Election and Term of Office

Elections will be held every year for the position of Chair-Elect, Secretary and Treasurer. Nominations for office will be open to the general membership, and appropriate timing for nominations will be announced. A ballot by mail or electronically (email) will be sent out 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.

Section 6.3 Vacancies

These shall be filled according to Article Four, Section 4.3.

Section 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 Board. 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 American Society for Reproductive Medicine.

1. Chair

The Chair shall be the principle executive officer of the ChSIG and shall in general supervise and control all the administrative matters, business affairs of the organization, and serve as a primary liaison between ASRM at large and the ChSIG. The Chair shall implement policy as established by the Executive Board and the American Society for Reproductive Medicine. 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 Board of the American Society for Reproductive Medicine. The Chair shall assist in the planning of the postgraduate course. The Chair shall write the annual report and meet with the Executive Board and incoming president of ASRM at the annual meeting and edit the ChSIG article in ASRM News.

2. Chair-Elect

The Chair-Elect shall act as the Chair in the absence of the Chair. 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 Board.

3. Secretary and Treasurer

The Secretary will record the minutes of the annual business meeting and provide a record of the minutes from Executive Board meetings and conference calls and distribute them to appropriate participants. The Treasurer will be responsible for overseeing and providing reports on the financial condition of ChSIG.

ARTICLE SEVEN NOMINATION OF OFFICERS

Section 7.1 Nominating Committee

The Nominating Committee shall consist of the Executive Board and five full members of the ChSIG. The members of the Nominating Committee with the exception of the Executive Board members shall be selected so as to give equal geographic representation of ChSIG. The term of office for each member of the Nominating Committee shall be one year with the opportunity for reappointment one time for an additional year.

Section 7.2 Nominations

The Nominating Committee shall select two nominees for each elected office. Individuals nominated to a position must be Active Members of the Society and the ChSIG for the immediate past two years and currently be a member in good standing. No member of the Nominating Committee may appear on the slate for the year that such person is a member of the Nominating Committee.

Section 7.3 Ballot Preparation

The Nominating Committee shall prepare a ballot listing the nominees for each position. The names of the members of the Nominating Committee shall be included with the ballot. The Nominating Committee shall submit its ballot to the Executive Board by the first of July every year for approval by the ChSIG Executive Board and mail the ballots to the general membership at least eight weeks prior to the annual meeting.

Section 7.4 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 Board for approval prior to the printing of the ballot.

Section 7.5 Count of Votes

The ChSIG office shall tabulate ballots postmarked no later than four weeks prior to the next annual meeting and submit the results to the Chair who shall announce the results to the members at the next meeting.

Section 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

Section 8.1 Standing Committees

In addition to the Nominating Committee, there shall be such other standing Committees as the Executive Committee may designate by resolution.

Section 8.2 Chairs and Membership

Each standing committee shall have a Chair and Vice-Chair who shall be appointed by the ChSIG Chair, for a two-year term. Committees are open for participation. Chairs of standing committees shall assist the ChSIG Chair in selecting the membership of their committee from among ChSIG members, as well as approve ChSIG members requesting membership to an individual committee.

Section 8.3 Rules

Each committee shall keep records of its progress throughout the years and shall submit written quarterly reports to the Chair for the *ChSIG Newsletter* and Fertility News. 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 Board.

Section 8.4 Special Committees

Special committees may be appointed by the Chair and the Executive Board for such special tasks as circumstances warrant. Such special committees shall limit their activities to the accomplishment of the task for which they were created and appointed, and shall have no power to act except as specifically conferred by the action of the Executive Board. Upon completion of the task for which appointed, such committee shall stand discharged.

Section 8.5 Suspension, Discontinuance, or Consolidation

The Executive Board may suspend or discontinue any standing or special committee whose functions may not be considered necessary to carry out the objectives of the CSIG or ASRM at large, or may consolidate the function of one or more committees to better accomplish such objectives.

ARTICLE NINE
AMENDMENTS

Section 9.1 Bylaws

Bylaws may be amended by an affirmative vote in writing of two thirds (2/3) of the full membership eligible to vote.

Section 9.2 Parliamentary Authority

When not in conflict with Bylaws, "Robert's Rules of Order, Newly Revised" shall be the parliamentary authority.