

BYLAWS OF THE

ASRM Fibroid Special Interest Group

ARTICLE 1

Name, Purposes, and Powers

Section 1.1 Name. The name of this organization shall be the ASRM, Fibroid Special Interest Group, hereafter sometimes referred to as FSIG.

Section 1.2 Purposes. The principal purposes of the ASRM FSIG shall be to stimulate, support, and promote education, research, and knowledge in the field of fibroid development, growth, pathophysiology, clinical manifestations, and treatment. The FSIG 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, to the public.

ARTICLE 2

Membership

Section 2.1 Election and Qualifications. (a) Election to membership in the ASRM FSIG shall be made by FSIG 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 FSIG.

(b) Membership in the Group shall be open to ALL active ASRM members, particularly those that have expressed an interest in the field of fibroids. Members may attend all general meetings, vote, chair FSIG subcommittees, or be on a subcommittee. Members may be invited to represent the FSIG on ASRM committees.

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 FSIG.

Section 2.3 Dues and Assessments. At present, payment of the American Society for Reproductive Medicine's annual dues covers membership in the FSIG, as well as the overall benefits to being a member of the ASRM, including the right to vote, hold office, receive all official publications of the FSIG and ASRM, and receive other benefits of membership. Members shall pay annual dues to ASRM and, if determined necessary, also to the FSIG. The FSIG also reserves the right to increase dues thereafter. Assessments are nonrefundable.

Section 2.4 Default of Payment. Any member in default of payment of the ASRM annual dues, except in case of waiver by the ASRM Executive Director, shall be suspended from all privileges of membership. If such default is not corrected within sixty

days after due written notice by the Executive Director, the membership of such members shall be revoked.

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

Section 2.5 Quorum. Ten percent of the members of the FSIG 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 FSIG 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.

Section 2.7 Proxy Voting. Proxy voting is prohibited. Attendance by telephone is 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 officers, be submitted to the members for a vote by electronic mail. 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, electronic mail notice of the proposed action is delivered to all members and (2) after the effective date of the action, prompt electronic mail 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 Offices

Section 3.1 Enumeration. The officers of the FSIG consist of a Chair, Chair-Elect, Program Chair and Information Chair.

Section 3.2 Qualifications. All Officers must have an interest in fibroids and must be a current member of ASRM. They must support the mission of FSIG and the ASRM, attend all meetings and participate in subcommittees as needed. Officers shall be members of the ASRM and the FSIG, in good standing. No person shall hold more than one position during any term period.

Section 3.3 Terms of Office. (a) Officers shall hold office for one year
(b) No officers shall hold the same office for a second term; provided that, if an officer holds office by appointment due to a vacancy in the office, he or she shall hold office for the unexpired term of that office and may hold office for one additional term.

(c) The term of office of each regularly elected officer shall begin at conclusion of the ASRM annual meeting following that person's election. Each officer shall hold office until the conclusion of the relevant ASRM meeting and until a successor has been elected and qualified, or until such officer's earlier death, resignation, or removal in the manner hereinafter provided. Election of an officer shall not, of itself, create any contract rights. No individual may be an officer for more than five consecutive years.

Section 3.4 Election. (a) A regular election of the Group shall be held every year. A special election shall be held as provided in these Bylaws.

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

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

(d) Candidates for the office of the Chair and shall be drawn from the previous year's officers, such that the prior year's Chair will become Past-Chair and the Chair-Elect will assume the office of Chair. Each year, a new Chair-Elect will be elected by the FSIG. Every other year, the FSIG will elect a new Program Chair and Information Chair. Candidates for Chair-Elect, Program Chair, and Information Chair will be selected from members of the FSIG in good standing who do not currently hold office. 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 3.5 Duties.

(a) Chair

The Chair shall be the principal executive officer of the FSIG and shall in general supervise and control all the administrative matters, business affairs of the organization, and serve as a primary liaison between the Group at large and the FSIG. The Chair shall implement policy as established by the Officers 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 edit and complete the final review of the FSIG article for the *ASRM Newsletter* and shall also edit and complete the final review of the *FSIG Newsletter*. The Chair shall assist in the planning of the postgraduate course and roundtables. The Chair shall write the annual report of the FSIG submitted to the ASRM Executive Director and Board of Directors, and meet with the leadership of the ASRM at the annual meeting. The term is one year, with advancement to Past-Chair.

(b) 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, or in cases where the Chair is unable to act. The term is one year, with advancement to 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 Chair. Such duties will include communication with the general membership; assisting in the editing, overseeing the production of, and the internal and external distribution of the *FSIG Newsletter* and regular review of the FSIG web page of the ASRM website to coordinate additions, deletions and changes of information with the designated ASRM Project Coordinator. The Chair-Elect shall assist in the planning of the postgraduate course and roundtables, and assist the Chair as needed. The Chair-Elect shall meet with the leadership of ASRM at the annual meeting.

(c) Program Chair

The Program Chair shall oversee the Abstract Review Committee and serve as the liaison between this committee and the Officers. The Program Chair will assist in the planning of the postgraduate course, and will plan and coordinate roundtables hosted by FSIG at the ASRM annual meeting. The Program Chair will oversee assigned activities of FSIG representatives on Group committees, and will perform other duties as assigned by the Chair. The term is two years, with no advancement.

(d) Information Chair

The Information Chair shall serve as Head of the Nominating Committee for the following year, and act as a liaison between the Officers and Members. The Information Chair shall record the minutes of the meetings, and write the FSIG article for the *ASRM Newsletter*. The term is two years, with no advancement.

(e) Past Chair

The Immediate Past Chair shall oversee the planning of the annual ASRM postgraduate course, and will work with the Nominating Committee to develop a list of potential officers and ballot development. They will also serve as the Bylaws Committee Chair and shall coordinate the workshop sponsored by the ASRM at the annual ASRM meeting. The term is one year, with no advancement.

Section 3.6 Resignation. Any officer may resign at any time by giving notice to the Chair or the Chair-Elect. 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 3.7 Removal. (a) One or more officers of the FSIG may be removed for cause. Cause for removal may be found where the officers have determined that the officer had neglected his or her duty as an officer or is no longer a member of ASRM. (b) Officers may be removed by the affirmative vote of two-thirds of the members of the FSIG present and voting at a meeting at which a quorum is present and for which electronic mail notice stating that a purpose of the meeting is to vote upon the removal of one or more officers named in the notice is delivered to all members. Only the named officer(s) may be removed at such meeting. The removal of an officer shall be without prejudice to the contract rights, if any, of the person so removed.

Section 3.8 Vacancies. A vacancy in any office shall be filled by appointment by the Chair until the next regular election of the FSIG.

ARTICLE 4 Officers

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

Section 4.1 General Powers and Duties. (a) The affairs of the FSIG shall be managed by or under the direction of its officers.
(b) The officers of the FSIG shall have the powers and duties ordinarily delegated to the governing body of the Group, including but not limited to the following:

1. To exercise its authority and responsibility in the general direction and conduct of the affairs of the Group in order to promote the purposes of the FSIG;
2. To establish administrative policies, rules, and procedures governing the activities of the Group;
3. To transact the general business of the FSIG;
4. To elect members to the FSIG;
5. To call regular and special meetings of the FSIG as may be required;
6. To represent the FSIG and present the FSIG'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 Meetings of the Officers. (a) A regular annual meeting of the Officers of the Group 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 Officers, without necessity of notice other than such resolution.

(b) Special meetings of the Officers may be called by the Chair or upon the electronic mail petition of any three officers. Electronic mail notice of such special meeting shall be given at least ten days in advance thereof to each officer.

(c) Notice of any regular or special meeting of the Officers may be waived by electronic email approved by the person or persons entitled to such notice either before or after the time of the meeting. Attendance of an officer at any meeting shall constitute a waiver of notice of such meeting except where an officer 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 Officers need be specified in the notice or waiver of notice of such meeting, unless specifically required by these Bylaws.

Section 4.3 Quorum. Three officers shall constitute a quorum for the transaction of business at any meeting; provided that, if less than four officers are present, a majority of the officers then present may adjourn the meeting another time without further notice. Withdrawal of officer from any meeting shall not cause failure of a duly constituted quorum at that meeting, unless the number of remaining officers is less than three.

Section 4.4 Action at a Meeting. (a) Each officer shall be entitled to one vote. The affirmative vote of a majority of the officers present at a meeting at which a quorum is present shall be the act of the Officers, unless the act of a greater number is required 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 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 4.5 Proxy Voting. Proxy voting is prohibited; there is no presumption of assent.

(a) No officer may act by proxy on any matter; provided that, officers may act without a meeting pursuant to the procedures set forth in Section 5.8 of these Bylaws.

(b) A officer who is present at a meeting at which action on any matter is taken by the Officers is conclusively presumed to have assented to the action taken unless such officer's dissent or abstention is entered in the minutes of the meeting or unless such officer sends his or her notification dissent or abstention to such action with the person keeping minutes of the meeting before the adjournment of such meeting or forwards such dissent or abstention by registered or certified mail to the Chair immediately after the adjournment of such meeting. Such right to dissent or abstain does not apply to an officer who voted in favor of such action.

Section 4.6 Attendance by Telephone. Officers 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 4.7 Action Without a Meeting. Any action required or permitted by law to be taken at a meeting of the Officers may be taken without a meeting if consent by electronic mail setting forth the action so taken shall be approved by all officers. The consent shall be evidenced by one or more electronic mail approvals, each of which sets forth the action taken. All the approvals evidencing the consent shall be delivered to the Chair to be filed in the records of the FSIG. The action taken shall be effective when all the officers 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 4.8 Interested Officers. (a) A officer who is directly or indirectly a party to a transaction with the FSIG (an “interested officer”) shall disclose the material facts of the transaction and his or her interest in or relationship to such transaction to the members, the Officers, or any committee of the Officers or committee of the FSIG considering such transaction prior to any action by the members, the Officers, or such committee to authorize, approve, or ratify such transaction. An officer is indirectly a party to a transaction if the officer has a material financial interest or is an officer, officer, or general partner in an entity, which is a party to the transaction.
(b) The presence of the interested officer or of an officer who is otherwise not disinterested may be counted in determining whether a quorum of members, the Officers 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 Officers. (a) The Officers may by resolution create one or more standing or special committees of the Officers and appoint officers and other members of the FSIG to serve on the committee or committees. Each committee may exercise the authority of the Officers to the extent permitted by these Bylaws, but the designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Officers, or any action that is inconsistent with these Bylaws or that revokes or amends any previous action by the Officers which is still in effect.

(b) Each standing or special committee of the Officers shall have two or more officers as members. All committee members serve at the pleasure of the Chair. 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 Officers. Unless otherwise provided by the Officers and evidenced in the Bylaws, a majority of a committee of the Officers shall constitute a quorum, and the affirmative vote of a majority of committee members present 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 Officers may act by proxy and, to the extent provided in these Bylaws for presumption of assent of officers, 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 by electronic mail without a meeting,

in the manner provided by these Bylaws for the Officers. Subject to these Bylaws and to action by the Officers, a majority of the members of a committee of the Officers shall determine the time and place of committee meetings and the notice required for such meetings.

Section 5.3 Nominating Committee. The Immediate Past Chair along with three to five full members of the FSIG shall work with the Board to compile a list of potential officers and develop a ballot yearly.

Section 5.4 Bylaws Committee. The Bylaws Committee shall consider and recommend any changes or amendments to the Bylaws that may be considered necessary or advisable. The Bylaws should be formally reviewed by the Committee every three years, with recommendation for no change or suggested changes submitted by electronic mail to the Officers for consideration. The Past-Chair shall be the Chair of the Bylaws Committee during their tenure as Past-Chair.

Section 5.5 Abstract and Research Committee. The Abstract and Research Committee will be responsible for reviewing and scoring all abstracts submitted to the FSIG for oral and poster presentation. The Committee will submit its scores to the Group Abstract Committee with recommendation for acceptance. This Committee will be responsible for the promotion of leiomyoma research.

Section 5.6 Research Development Coordinator. With the nomination of the officers and approval by the FSIG membership by simple majority vote, an individual will be selected to serve a three-year term as Research Development Coordinator. The responsibilities include coordinating and advancing the research goals of the FSIG members. They will improve collaborative activity between the FSIG members and develop research opportunities with collaborators interested in supporting leiomyoma research.

Section 5.7 Committees of the FSIG. (a) The Officers may by resolution create one or more standing or special committees of the Group and appoint officers and other members of the FSIG to serve on such committee(s), the majority of whom need not be officers. Committees of the Group may not act on behalf of the Group or bind it to any action but may make recommendations for actions to the Officers.

(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 FSIG members in good standing.

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

Section 5.8 Action of Committees of the FSIG. A majority of a committee of the FSIG 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 FSIG may act by proxy and, to

the extent provided in these Bylaws for presumption of assent of officers, 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 by electronic mail without a meeting in the manner provided by these Bylaws for the Officers. Subject to these Bylaws and to action by the Officers, a majority of the members of a committee of the FSIG shall determine the time and place of committee meetings and the notice required for such meetings.

Section 5.9 Special Committees of the FSIG. (a) The Officers may from time to time create one or more special or ad hoc committees of the Group for specified purposes and appoint officers and other members of the Group 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 Officers and such interim reports as the Officers 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 FSIG and deprived of all rights and privileges of membership. The same holds true for failure to pay dues to ASRM. The Officers shall establish rules for delinquency and reinstatement of members.

Section 6.2 Disciplinary Procedure. Any FSIG member who is expelled or suspended from ASRM shall be considered to have been expelled or suspended from the FSIG.

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

ARTICLE 7

Rules

All deliberations of the FSIG, its Officers, 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 FSIG shall not adopt any policy, practice, or procedure, which results in discrimination based on race, religion, national origin, gender, sexual orientation, or disability.

ARTICLE 9

Dissolution

Upon the dissolution of the FSIG, the Officers shall make provision for the payment, satisfaction and discharge of all of the liabilities and obligations of the FSIG, and shall return, transfer, or convey any assets held by the FSIG upon a condition requiring return, transfer or conveyance by reason of the dissolution. Thereafter, the Officers 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 Officers shall determine pursuant to a plan of distribution adopted by the Officers. 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 Bylaws Committee; or (2) by a petition submitted to the Officers containing the signatures of not less than twenty percent of the members of the FSIG; provided that, the proposed amendment must be evaluated by the Officers for consistency with the law, and the Articles of Incorporation of the FSIG.

(b) Proposed amendments must be circulated 30 days in advance of the annual meeting of the FSIG (during the ASRM annual meeting.)

(c) A duly proposed amendment shall be adopted by the affirmative vote of two-thirds of the members of the Group present and voting at a meeting of the members at which a quorum is present, or by the affirmative vote of two-thirds of the members casting their votes in an electronic ballot.