THE AMERICAN SOCIETY FOR REPRODUCTIVE MEDICINE
REGENERATIVE MEDICINE AND STEM CELL BIOLOGY SPECIAL INTEREST GROUP (RMSCB SIG)
BYLAWS

ARTICLE ONE
PURPOSE

The principal purposes of the ASRM RMSCB SIG shall be to encourage, facilitate and promote education, research, and knowledge transfer in the field of regenerative medicine and stem cell biology. THE RMSCB SIG seeks to offer a platform from which expert panels can be formed to review controversial topics and relevant opinions may be disseminated to other ASRM members, other professionals, and if deemed appropriate by the ASRM leadership and the public.

MISSION STATEMENT: The RMSCB SIG will coordinate efforts between researchers, embryologists and governmental agencies to advance the use of stem cell in cell therapies and tissue and organ regeneration, and to promote training programs for the provision of new stem cell researchers.

ARTICLE TWO
MEMBERS

Section 2.1 Full Membership. Full membership is extended to ALL current active members of the American Society for Reproductive Medicine interested in fostering the goals of the ASRM and the RMSCB SIG. Members may attend all general meetings, vote, serve on the Executive Board, chair RMSCB SIG subcommittees, or participate on a subcommittee. Members may be invited to represent the RMSCB SIG 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 Revocation of Membership. The RMSCB Executive Board, through the ASRM Board of Directors, shall have the power to issue a warning, censure, suspend for a stated period of time or expel a member for failure to maintain the requirements for membership, for ethical violations or for any other cause, which in its judgment, shall be deemed sufficient. Disciplinary actions shall be decided according to procedures by the ASRM bylaws.

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. Life membership conveys voting privilege.

Section 2.8 Transfer of Membership. Membership in the Society is not transferable.

ARTICLE THREE
RESPONSIBILITIES OF MEMBERS

Section 3.1 Dues. Shall be payable in the month of each year in which a statement is received by each member.

Section 3.2 Annual Report. The RMSCB SIG 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 American Society for Reproductive Medicine, at the location of said meeting of the Society. The agenda notice will include progress, future plans, and suggestions for the execution of the goals and objectives, as well as announcements of newly elected officers and appointed committee chairs.

Section 4.2 Election and Term of Office. The term of office for any elected officer shall be one year. Elections will be held every year for the position of Treasurer. The Treasurer will assume the position of Secretary in the year immediately following. The Secretary will assume the position of Vice-Chair in the year immediately following. The Vice-Chair will assume the position of Chair in the year immediately following. Nominations for the Treasurer position will be open to the general membership, and appropriate timing for nominations will be announced. An electronic (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 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. At all meetings of the members, the presence of 10 active members will constitute a quorum. In the absence of a quorum, the majority of members may adjourn the meeting.

Section 4.6 Proxies. At any meeting of members, a member who is entitled to vote, may vote by proxy executed in writing or email by the member or by his duly authorized attorney in fact. No proxy shall be valid after one month from the date of its execution, unless explicit authorization is provided in the proxy.

Section 4.7 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. Such election will be conducted by email proxy as early as 8 weeks prior to the annual ASRM Meeting to allow adequate opportunity for voting. Election of officers will be conducted by secret ballot by e-mail. Each full member shall be entitled to one vote on all matters contained in an electronic ballot.

ARTICLE FIVE
EXECUTIVE BOARD

Section 5.1 General Powers. The affairs of the Regenerative Medicine and Stem Cell Biology SIG shall be managed by its Executive Board, made up of the Chair, Vice-Chair, Secretary, Treasurer, and the two Past Chairs.

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.

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 American Society for Reproductive
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 those 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 RMSCB SIG shall be Chair, Vice-Chair, Secretary, Treasurer, and the two immediate Past Chairs. The Past Chairs shall remain members of the Executive Board for two terms after their term as Chair. Officers shall be elected by and from the active 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 one-year term before the amended changes are executed.

Section 6.2 Vacancies. These shall be filled according to Article Four, Section 4.3.

Section 6.3 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 principal executive officer of the RMSCB SIG 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 RMSCB SIG. 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 any postgraduate course. The Chair shall write the annual report and meet with the leadership and incoming president of ASRM at the annual meeting and edit the appropriate materials for the SIG.
2. Vice-Chair. 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 Vice Chair shall perform the duties normally performed by the Chair, in his/her absence or in cases where the Chair is unable to act. When so acting, the Vice Chair shall have all the powers and be subject to all the restrictions of the Chair. The Vice Chair shall also perform other duties as may be determined and assigned by the Executive Board. Such duties will include communication with the general membership, participation in writing appropriate materials for the SIG. The Vice-Chair will share the primary responsibility of producing and distributing the *RMSCB SIG Newsletter*, to be published annually with significant input from the Chair. The Vice Chair shall assist in the planning of any postgraduate course and will plan and coordinate roundtables hosted by RMSCB SIG members at the ASRM annual meeting. The Vice Chair shall meet with the leadership of ASRM and incoming president at the annual meeting.

3. Secretary: 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 Secretary together with the Treasurer will assist the Vice-Chair in the planning and coordination of the RMSCB SIG Concurrent Session and will assist the Chair, Chair-elect, and Vice-Chair in planning any postgraduate course. The Secretary will distribute memos to committee chairs regarding their contribution to the RMSCB SIG newsletter with respect to ongoing progress reports.

4. Treasurer: The Treasurer will be expected to manage all fiduciary transactions related to the RMSCB SIG. He/she will be responsible for collecting all dues (if applicable) from active members and will work with the Chair on any financial contracts with outside organizations or supporters. The Treasurer will work with the Secretary to assist the Vice-Chair in the planning and coordination of any RMSCB SIG Concurrent Session and will assist the Chair, Chair-elect, and Vice-Chair in planning any postgraduate course.

5. Immediate Past Chair. The Past Chair remains on the Executive Board for the immediate three terms after serving as Chair. The Immediate Past Chair shall oversee the planning of any annual ASRM postgraduate course, and will serve as the Nominating Committee Chair for one year.

6. Previous Past Chair. The Previous Past Chair will serve as the Bylaws Committee Chair for one year after serving as Immediate Past Chair. The previous Past Chair shall also coordinate any workshop sponsored by the ASRM at the annual ASRM conference.
ARTICLE SEVEN
NOMINATION OF OFFICERS

Section 7.1 Nominating Committee. The Nominating Committee shall consist of the Immediate Past Chair of the Executive Board and five full members of the RMSCB SIG. The members of the Nominating Committee with the exception of the Executive Board member shall be selected so as to give equal representation of the Society. The term of office for each member of the Nominating Committee shall be one year.

Section 7.2 Nominations. The Nominating Committee shall select two nominees for each year for the Treasurer position. Individuals nominated to a position must be Active Members of the Society 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 the Treasurer 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 RMSCB SIG Executive Board and electronically mail the ballot 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 ASRM 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
ADHOC COMMITTEES

Section 8.1 Ad hoc Committees. There shall be the following ad hoc committees: Bylaws and Nominating.
Section 8.2 Committee Chairs and Membership. Each ad hoc committee shall have a Chair and Chair-elect who shall be appointed by the RMSCB SIG Chair, for a one-year term. Committees are open for participation. Chairs shall assist the RMSCB SIG Chair in selecting the membership of their committee from among RMSCB SIG members, as well as approve RMSCB SIG 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 RMSCB SIG newsletter. 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 Bylaws Committee. This committee shall consider and recommend any changes or amendments to the Bylaws which may be considered necessary or advisable. The Bylaws should be formally reviewed by the committee every two years, with recommendation for no change or suggested changes submitted in writing to the Executive Board for consideration. The Previous Past Chair shall be the Chair of the Bylaws Committee for the one year immediately succeeding her/his term as Immediate Past Chair of the RMSCB SIG.

Section 8.5 Nominating Committee. This committee shall be structured and administered as stated in Article Seven, Section 7.1.

Section 8.6 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 8.7 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 RMSCB SIG or the Society at large, or may consolidate the function of one or more committees to better accomplish such objectives.

AMENDMENTS
ARTICLE NINE

Section 9.1 Bylaws. The proposed amendments to the Bylaws shall require a two-thirds majority of the votes in order to be adopted.
Section 9.2 Parliamentary Authority. When not in conflict with Bylaws, "Robert's Rules of Order, Newly Revised" shall be the parliamentary authority.

Section 9.3. Approval of revisions and amendments to be adopted, all revisions of and amendments to the bylaws must be approved by the SIG Board of Directors, the ASRM Board of Directors, and require a two-thirds majority of the votes cast of those members voting. Proposed revisions and amendments to the SIG bylaws must be published at least 30 days in advance of a vote by any of these groups.