

AMERICAN SOCIETY OF ANDROLOGY

CONSTITUTION
BYLAWS



1984

AMERICAN SOCIETY OF ANDROLOGY

CONSTITUTION

ARTICLE I

NAME AND PURPOSE

Section 1. The name of this organization shall be the American Society of Andrology.

Section 2. The purposes of this Society are to advance and promote the knowledge of the male reproductive tract and andrology in general by fostering interdisciplinary communication within the science, by holding conferences and meetings, by publication of meritorious studies, or by any other means which may be deemed appropriate.

Section 3. This association is organized exclusively for charitable, scientific, literary or educational purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1954.

Section 4. Notwithstanding any other provision of these articles, the association shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501 (c) (3) or corresponding portion of any future United States Internal Revenue law.

ARTICLE II

MEMBERSHIP

Section 1. Membership in said Society shall consist of Charter Members, Life Members, Active Members, Student Members, Corporate Associate Members, Sustaining Members, and Emeritus Members as these classes are defined in the By-Laws.

ARTICLE III

OFFICERS AND COUNCIL

Section 1. The management of the Society shall be vested in an Executive Council composed of the elected officers of the Society and the Immediate Past President.

Section 2. The elected officers of the Society shall be the President, the Vice-President, the Secretary, the Treasurer, and twelve (12) Council Members. All elected officers of the Society must be Charter or Active Members of the Society.

Section 3. The terms of office and the manner of election of officers and Council members and filling of vacancies shall be provided in the By-Laws.

ARTICLE IV

MEETINGS

Section 1. The Society shall hold an annual business and at least one scientific meeting at a time and place specified in the By-Laws or as otherwise provided.

ARTICLE V

AMENDMENTS

Section 1. A recommendation for change in the Constitution must bear the signature of 10 or more Active Members and bear the approval of two-thirds of the Executive Council. Amendments to the Constitution shall be approved as described in the By-Laws.

Section 2. Amendments made necessary by law will become effective immediately without membership consent unless a vote is requested by the executive council. The membership will be notified of any Section 2 amendments in the society newsletter.

ARTICLE VI

TERMINATION OF THE SOCIETY

Section 1. It is further hereby resolved that if the Society ceases to exist, all monies in the Treasury of the American Society of Andrology after payment of all outstanding debts, shall be contributed to a qualified charitable organization which is tax exempt under Section 501 (c) (3) of the Internal Revenue code. Furthermore, that organization should be devoted to medical education and research.

BY-LAWS

The principal business office of the Society shall be located in the State designated by the Executive Council. No other office of the Society shall exist.

ARTICLE I

MEMBERSHIP QUALIFICATIONS AND PRIVILEGES

Section 1. The members of the Society shall be (a) **Charter Members:** Any physician or scientist interested in the progress and development of the study of andrology who subscribed during the charter period terminating December 31, 1975. Subsequent to this period they shall be considered an active member. (b) **Active Member:** Any professionally qualified physician or scientist with an interest in and evidence of scientific contributions in the field of andrology shall be eligible for membership in the Society. (c) **Life Member:** Anyone eligible for active membership who has paid at one occasion the sum of twenty (20) times the current annual dues. (d) **Student Member:** Any student (undergraduate, graduate, postdoctoral, fellow, medical or resident) interested in the progress and development of andrology is eligible for membership in this category for a period not to exceed two years from achieving any degree unless currently matriculated in another degree granting program. (e) **Corporate Member:** Any organization or individual that supports the society at a financial level established for this category by the Finance Committee. They receive benefits as determined by the Executive Council. (f) **Sustaining Member:** Any individual, business or organization, or corporation that supports the Society at a financial level established for this category by the Finance Committee. They receive benefits as described by the Executive Council. (g) **Emeritus Member:** Any member who has retired from professional life may apply for designation as an Emeritus member. Emeritus membership requires the recommendation of the Awards Committee and approval of the Executive Council.

Section 2. Application for Active or Student Membership shall include necessary biographical information and either 2 letters of recommendation or signatures of two active members. The application shall be forwarded to the Membership Chairman, or to the individual designated by him, along with the full amount of the annual dues.

Section 3. Membership may be terminated following written notice of resignation by the member, or for cause upon recommendation of the Executive Council. Any person in arrears for dues for one year shall cease to be a member of the Society. Any former member, not expelled by the executive council, may apply for Society membership reinstatement to the chairman of the membership committee. The candidate will resume full membership following committee recommendation, approval of the executive council and payment of a nominal reinstatement fee.

Section 4. Active members alone shall have power to hold office, elect members and to change the By-Laws. Charter members, Active members, Student members, Corporate Associate members, Sustaining members, and Emeritus members shall hereinafter be referred to as "Members".

ARTICLE II

ELECTION OF OFFICERS AND COUNCIL MEMBERS

Section 1. The officers and Council members shall be elected by written ballot distributed to the Active members at least forty-five (45) days prior to the annual meeting or by January 15 whichever is the longer period of time. To be valid, ballots must be returned to the business office of the Society or to another site designated on the ballot, at least fifteen (15) days prior to the annual meeting. Validation of election results shall be made by the Executive Council prior to the annual business meeting.

Section 2. (a) The Vice President, one third of the Council and two at large members of the nominating committee are to be elected in each annual election. The Secretary and Treasurer are to have staggered terms of office beginning in different years. Section 2 (b) At least two people are to be nominated for each expired office. Each vacant council seat is to be considered an individual election. Section 2 (c) Nominations for expiring offices are to be solicited from the membership. Nominations by the nominating committee may not be limited to those individual's names provided by the membership. "Write in" nominations for any office receiving the signature support of twenty-five active or charter members will automatically be placed on the ballot. Section 2 (d) The ballot should be accompanied by biographical information for each candidate. The voting procedure shall be determined by the executive council.

Section 3 (a) The successful candidate(s) for each office shall receive the highest number of votes. Section 3 (b) Write-in votes for active members not on the ballot shall be accepted. If the write-in candidate receives the most votes and the candidate accepts them this person shall be certified the winner. If this write-in candidate does not accept them the person receiving the next highest number of votes shall be certified the winner.

Section 4. The Vice-President shall be the President-Elect and shall succeed to the office of the President upon completion of the President's term. If for some reason the President cannot complete the term, the Vice-President will succeed to the office of the President upon notification by the Executive Council.

If the uncompleted term is more than six months the completion of the resigned President's Term shall constitute the Vice-President's Presidential Term. In this circumstance both a President and Vice President will be elected in the next election. If the uncompleted term is less than six calendar months the Vice-President shall, upon recommendation by 2/3 of the Executive Council, serve as President for the remainder of the uncompleted term and for the succeeding full term. A Vice-President succeeding to the office of the President shall not serve as President for more than eighteen (18) consecutive calendar months.

Section 5. Should the office of the President be vacated by the President and the succeeding Vice-President, the Executive Council shall determine the President, from its membership, by 2/3 affirmative vote. Should one or more of the offices of Vice-President, Secretary or Treasurer be vacated the Executive Council shall appoint someone by two thirds affirmative vote to conduct the essential duties of the office until the next election. At the next election the uncompleted portion of the vacated office shall be filled.

Section 6. The term of the President shall be one year; the term of the Vice-President shall be one year proceeding his term as President. The Secretary and the Treasurer shall serve for staggered terms of three years. All officers except for the President and Vice-President, may succeed themselves if nominated and if they receive the highest number of votes cast for their offices, in the election conducted immediately prior to the termination of their term.

Section 7. The President of the Society shall be ex-officio the Chairperson of the Executive Council. The Secretary of the Society shall be ex-officio the Secretary of the Executive Council. Chairpersons of the Standing Committees shall be considered as non-voting members of the Executive Council as required to facilitate the execution of their duties.

Section 8. If any of the Elected Officers are unable to execute their duties or if they perform their duties in a manner not in accord with the goals or aims of the Society, they may be removed from their office. A unanimous decision by the remaining members of the Executive Council shall be required for removal. The general membership may petition the Executive Council to remove any officer for the aforementioned reasons. Such petition must specify reasons and require the signature of at least ten (10) Active or Charter members.

ARTICLE III

DUTIES OF OFFICERS AND COUNCIL

Section 1. The President shall be the principal executive officer of the Society and shall preside at all meetings of the Society and of the Executive Council. The President shall make

a report to the members of the Society covering the activities of the Society and its Executive Council for the full period of his term of office. The President shall appoint Chairpersons of Standing Committees as described in Article IV. Section 2.

Section 2. The Vice-President shall in the absence of the President preside at all meetings of the Society and its Executive Council. The Vice-President shall coordinate the annual meeting planning, and advise as needed the local arrangements committee.

Section 3. The Secretary shall keep a book of minutes of all meetings of the Society including all Executive Council meetings. Copies of minutes shall be transmitted to all Executive Council members within 30 days of any such meeting. The Secretary shall keep a register showing the names and addresses of all members of the Society. The Secretary, in cooperation with the Program Chairperson, shall provide to each member a written notice of the date and location of each annual meeting, at least six (6) months prior to that meeting; shall provide a call for abstracts and title of papers to be submitted for presentation at the annual meeting (refer to Article IV, Section 3); and shall provide each member of the Society with a copy of the scientific program of the annual meeting prior to that meeting.

Section 4. The Treasurer shall receive all dues and donated funds of the Society and shall disburse the same as authorized by the Executive Council. All withdrawals from the accounts of the Society shall require the signature of the Treasurer. The books, accounts, and vouchers shall be examined at least once a year by the Finance Committee with the assistance of an outside accountant if they so desire or are instructed to do so by the Executive Council. A report of the examinations shall be made to the Executive Council by the Finance Committee Chairperson. A final audit shall be performed by an outside auditing firm at the end of the Treasurer's term of office. Such firm shall be selected by the Finance Committee with the approval of the Executive Council.

Section 5. (a) The government of the Society and the management of its affairs shall be vested in the Executive Council. The Executive Council shall have an exercise over all the powers vested in the Society which may arise between the meetings of the Society except as limited from time to time by the Society and except the power to amend the Constitution and the By-Laws of the Society. Two-thirds (2/3) of the members serving on the Executive Council shall constitute a quorum. In the absence of a quorum, the President shall call upon those Council members present to constitute an ad hoc committee of the Council which will discuss the agenda items, old and new business, and prepare a summary of same for distribution by mail to the Council by the Secretary within three weeks. Said mailing will also include a mail ballot for all items raised which require Council vote. At the discretion of the President, those present may record their votes on ballot items at the meeting of the ad hoc committee. To be considered valid, each ballot must be voted on by at least the number constituting a quorum of the Council.

Section 5. (b) The Executive Council shall constitute the Board of Inquiry for the investigation of all charges brought against members and shall have the power to terminate membership following a unanimous council vote. The concerned member may appeal the decision to the membership at the annual business meeting. Two thirds (2/3) affirmative vote of the present membership are required to sustain the council decision.

Section 5. (c) Written promises to pay money must bear the signatures of the President, the Secretary, and the Treasurer. Such written promises shall individually have the approval of 2/3 of the Executive Council members. Actual payments shall be as described in Article III, Section 4.

Section 6. The Chief Editor of the Journal of Andrology is selected by the Executive Council for a 3 year term, which at council discretion can be renewed once. The Chief Editor nominates the Journal Editorial Board members for approval by the publication committee for a three year term. It is his/her responsibility to oversee the receipt, review and publication of high quality new and review manuscripts. Once a year he/she must report to the Executive Council on the state of the Journal and on the operation of the editorial office. The Chief Editor has final responsibility for the acceptance or rejection of manuscripts for publication.

ARTICLE IV

COMMITTEES

Section 1. The Standing Committees of the Society shall be:

By-Laws Committee

Nominating Committee

Program Committee

Membership Committee

Finance Committee

Publication Committee

Liaison Committee

Postgraduate Policy Committee

Awards Committee

Section 2. The incoming President shall appoint Chairpersons for each of the Society Standing Committees as required. Appointments shall be made prior to the annual business meeting and shall have the approval of the majority of the Executive Council. The President may, appoint Chairpersons to ad hoc committees as considered necessary for the proper execution of the business of the Society. Except for extraordinary circumstances one Executive Council member shall be appointed to membership of each standing committee.

Section 3. Chairpersons may be appointed to consecutive terms as desired by consecutive Presidents. The minimum terms of office of the Chairpersons of each of the Standing Committees and the duties of the Committees shall be as follows:

By-Laws Committee: The Chairperson shall serve for at least one year and shall remain as a member of the By-Laws Committee thereafter for an additional year. The duties of the By-Laws Committee shall be to make recommendations to the Society for such changes in the Constitution and By-Laws as may be required for the legal and proper conduction of the Society's business. Such recommendations must be submitted in writing to the membership at the time ballots are distributed as described in Article II, Section 1.

Nominating Committee: The Chairperson shall serve for at least one year. Two additional members shall be nominated and elected by the membership at the annual business meeting to serve on the Committee for one year. The Nominating Committee shall select and nominate from the Active and Charter membership of the Society at least two candidates for each of the Society offices and council to be filled at the annual election. They shall provide these names, and other names as obtained in Article II, Section 2, to the membership by ballot as described in Article II, Section 1.

Program Committee: The Chairperson shall serve for one year and thereafter remain on the Program Committee for an additional year. The Program Committee shall propose the formats of the scientific meetings of the Society. Proposal shall include the order of the program, invited speakers, and dates and location of the scientific meetings. Such proposal shall be made to the President and transmitted to the Executive Council no later than six (6) months after the Program Chairperson's Confirmation by the Executive Council. The Program Committee shall, with the approval of the President and Vice-President and with the cooperation of the Secretary, establish procedures and announce a call for abstracts and titles of papers to be submitted before the scientific meetings of the Society. The Program Committee shall select the abstracts and titles of papers to be presented and shall provide to the Secretary a copy of the program at least forty-five (45) days prior to the beginning of the scientific session.

Membership Committee: The Chairperson shall serve for at least one year. It is the duty of the Membership Committee to prepare and distribute membership applications, to process completed applications, and to recommend to the Executive Council those procedures necessary to solicit new members.

Finance Committee: The Chairperson shall serve for at least one year and thereafter remain as a member of the Finance Committee for a period of one year. The Treasurer shall be an ex-officio member of the Finance Committee. The Finance Committee may audit the books of the Society, arrange for an outside audit of the books of the Society, and shall submit a report of such audits to the Executive Council as described in Article III, Section 4.

Publication Committee: The Chairperson shall serve for at least three years. The Publication Committee evaluates the function of the Chief Editor of the Journal of Andrology and his office. It approves the Chief Editor's recommendations for members of the editorial board. The committee recommends nominees for the Chief Editor's position to the Executive Council for their approval.

Liaison Committee: The Chairperson shall serve for at least one year and thereafter remain as a member of the Liaison Committee, for a period of one year. It is the duty of the Liaison Committee to establish and maintain cordial communications with other scientific societies that foster similar goals and aims as those expressed by the American Society of Andrology or at request of the Executive Council undertake special assignments for the Society.

Postgraduate Policy Committee: The Chairperson shall serve at least one year. The duties of the Postgraduate Policy Committee shall be to conduct Postgraduate Courses at the annual meetings and other such educational efforts as directed by the Executive Council.

Awards Committee: The Chairperson should serve for at least one year and thereafter remain a member of the awards committee for a period of at least one year. The duties of the awards committee are to solicit nominees, the appropriate recommendations and biographical information for the society's awards. Following the preliminary evaluation and screening the committee is to prepare a recommended list of finalists so that the Society Officers may choose the award winner. Additionally the committee evaluates proposals for establishing and funding new awards that recognize the accomplishments of andrologists in research and medicine.

ARTICLE V

MEETINGS

Section 1. Place of Meetings: All annual and other meetings shall be held either at the principal office of the Society or at any other place which may be designated by the Executive Council, upon recommendation by the Program Committee, after notice to members by publication or other communication.

Section 2. Annual Meetings: The Executive Council shall determine the date of the annual business and scientific meeting.

Section 3. Special Meetings: Special meetings of the members for any purpose whatsoever may be called at any time by the President or the Executive Council.

Section 4. Executive Council Meetings: At least one meeting of the Executive Council shall be held at each Annual meeting of the Society. In the interval between Annual meetings, the Executive Council at its option may have a Semi-annual meeting not less than 3 months before the annual meeting; the President may on his own volition or at the request of two members submit questions by mail to the members of the Executive Council for their consideration and decision.

Section 5. Proxy voting: There shall be no voting by proxy.

ARTICLE VI

DUES

Section 1. The annual dues shall be set by the Executive Council upon recommendation by the Finance Committee and shall include a subscription to the Journal of Andrology. Emeritus members shall receive a subscription to the Journal without charge in recognition of their contributions to the field of andrology.

Section 2. Payment of dues shall be on or before January 1. The dues payment shall cover the period January 1 to December 31 of each year.

Section 3. Any person delinquent in dues for 6 months shall be declared an inactive member. Inactive members are not eligible to vote or receive the Journal of Andrology at the active member's reduced rate.

ARTICLE VII

ENDOWMENT FUNDS

Endowment funds shall be placed in accounts separate from general funds. The principle may not be used; accrued interest shall be applied to purposes for which the funds were named.

ARTICLE VIII

AMENDMENTS

The constitution and By-Laws of the Society shall be subject to alteration or appeal. Any changes in the Constitution or By-Laws shall require the affirmative vote of two-thirds of those responding by written ballot. The suggested revisions must be provided to all Society members at least thirty (30 days) prior to the voting. The ballot may be by mail or at the annual meeting, provided that the procedure and method of voting is described when the proposed revisions are provided to the members.

ARTICLE IX

PROCEDURE

Procedures and other items, not specified in these By-Laws or by action of the meeting, shall be in accordance with the Rules of Order by Henry M. Robert.

ARTICLE X

AWARDS

Distinguished Andrologist Award: This award is given to a person who has made an outstanding contribution to the progress of andrology. This award replaces and extends the recognition previously afforded to Honorary Members. The award is to be announced and presented at the annual meeting in years when an appropriate individual is identified.

ARTICLE XI

PUBLICATIONS

The society shall publish a scientific Journal entitled Journal of Andrology to further the aims of the Society as stated in Articles I, Section 2 of the constitution. The Publications Committee, the Chief Editor and the Journal editorial board are responsible for assuring the quality of the Journal content and to its successful operation. The Executive Council is to be consulted for their advice and consent before major publication policy or operational changes are implemented. The Chief Editor has final responsibility for the acceptance or rejection of scientific papers.

ARTICLE XII

GENERAL PROHIBITIONS

Notwithstanding any provision of the Constitution or By-Laws which might be susceptible to a contrary construction:

Section 1. The Society shall be organized exclusively for scientific and educational purposes.

Section 2. The Society shall be operated exclusively for scientific and education purposes.

Section 3. No part of the net assets of the Society shall or may under any circumstances inure to the direct benefit of any member or individual apart from performing the approved services such as audit, speakers honorarium, etc. All such payments must be approved by the majority of the Executive Council.

Section 4. No substantial part of the activities of the Society shall consist of carrying on propaganda, or otherwise attempting to influence legislation. This prohibition shall not be construed to prevent dissemination of information designed to enable legislators or government agencies to make wiser decisions.

Section 5. The Society shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office.

Section 6. The Society shall not be organized or operated for profit.

Section 7. The Society shall not:

- a) Lend any part of its income or corpus without the receipt of adequate security and reasonable rate of interest to;
- b) Pay any compensation, in excess of a reasonable allowance for salaries or other compensation for personal services actually rendered to;
- c) Make any part of its services available on a preferential basis to;
- d) Make any purchase of securities or any other property, for more than adequate consideration in money or money's worth from;
- e) Sell any securities or other property for less than adequate consideration money or money's worth to; or
- f) Engage in any other transactions which result in substantial diversions of its income to any officer, member of the Council or substantial contributor to the Society.

The prohibitions contained in Article XI do not mean to imply that the Society may make such loans, payments, sales, or purchases to anyone else, unless such authority be given or implied by other provisions of the Constitution or By-Laws.

ARTICLE XIII

DISTRIBUTION ON DISSOLUTION

Upon dissolution of the Society, the Executive Council shall distribute the assets and accrued income to one or more organizations which shall meet the limitations prescribed in Sections 1 to 7 inclusive of Article XI.