



American Society of Andrology

**CONSTITUTION
AND
BY-LAWS**

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, Active Members, Life Members, Student Members, Corporate Associate Members, Sustaining Members, and Emeritus Members as these classes are defined by 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 petition to change the Constitution must bear the signature of fifteen (15) or more Active Members or must bear the signatures of a majority of the Executive Council Members. Active Members must be notified of the proposed amendment(s) which requires the approval of two-thirds (2/3) of the Active Members responding to the proposed amendment(s). The procedure for balloting and approval of amendment(s) shall be 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 Article V, 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.

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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.

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(f) Sustaining Members: Any individual, business 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. Charter Members, Active Members, Life Members, Student Members, Corporate Members, Sustaining Members and Emeritus Members shall hereinafter be referred to as "Members," except where specifically identified.

Section 2. Application for Active or Student membership shall include necessary biographical information and either two (2) letters of recommendation or signatures of two (2) Active Members. The application shall be forwarded to the Chairperson of the Membership Committee, 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 recommendation by the Membership Committee, approval of the Executive Council and payment of a nominal reinstatement fee.

Section 4. Active Members alone shall have power to hold office, elect Officers and change By-Laws.

ARTICLE II

ELECTION OF OFFICERS AND COUNCIL MEMBERS

Section 1. The Officers and Council Members shall be elected by written ballot distributed to the 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 (1/3) of the Council and two (2) 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. (b) At least two (2) people are to be nominated for each expired office. Each vacant Council seat is to be considered an individual election. (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. (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. (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. The Vice-President shall serve the uncompleted term of the former President and for the succeeding full term for which he/she was elected. A new Vice-President will be selected in the next election of Officers.

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 two-thirds (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 (2/3) 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 (1) year; the

term of the Vice-President shall be one (1) year proceeding his term as President. The Secretary and the Treasurer shall serve for staggered terms of three (3) 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 planning of the annual meeting to commence with his/her term of office and advise as needed the Local Arrangements Committee.

Section 3. The Secretary shall keep minutes of all meetings of the

Society including all Executive Council meetings. Copies of minutes shall be transmitted to all Executive Council Members within thirty (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 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 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 each year by the Finance Committee and a report of the examinations shall be made to the Executive Council by the Finance Committee Chairperson. At least once each calendar year an audit of the Society's books shall be made by an outside auditing firm. Such firm shall be selected by the Treasurer and transmitted to the Executive Council through the Finance Committee Chairperson.

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.

(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.

(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 two-thirds (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 three (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 (3) 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
- Educational Policy Committee
- Awards Committee
- Student Affairs Committee
- Future Meetings 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 (1) 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 (1) year. Two additional members shall be nominated and elected by the membership at the annual business meeting to serve on the Committee for one (1) 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 be selected by the Vice-President upon assuming office from among those members of the Committee who have served at least one year. The Vice-President will serve as ex-officio co-chairman of the Committee. The Vice-President will appoint two new members to the Committee; they will serve for three years. The Program Committee will propose a program for the Scientific Meeting of the Society and will transmit this to the President and the Executive Council for approval. Following approval of the major speakers by Council, the Chairman of the Program Committee will invite the speakers. The Program Committee will announce a call for abstracts, review abstracts upon receipt, and prepare a detailed program including information on the post-graduate course, if there is to be one, in sufficient time prior to the Annual Meeting to allow for preparation of a program. One member of the Local Organizing Committee will be designated by the Vice-President to coordinate arrangements with the Program Committee.

Membership Committee: The Chairperson shall serve for at least one (1) 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 a term of three (3) years. The Treasurer shall be an ex-officio member of the Finance Committee. The Finance Committee, with the cooperation of Committee Chairmen and Officers of the Society, will monitor the cost centers of the Society, prepare a draft budget for consideration by Council together with recommendations for changes in annual dues for the next year, and make recommendations to the President regarding long-term growth and financial management. The Finance Committee will review the audit of the books of the Society made by the independent auditing firm (as per Article III, Section 4 of the By-Laws) and report the results to the Executive Council. The Committee will monitor the solicitation of funds for the Society and with help from the Treasurer, provide the President a list of donors on a yearly basis.

Publication Committee: The Chairperson shall serve for at least three (3) years. The Publication Committee evaluates the performance of the Chief Editor of the Journal of Andrology and his/her office. The Publication Committee will negotiate contracts with the Publisher. The Committee recommends nominees for the Chief Editor's position to the Executive Council for their approval. The Chief Editor's recommendations for Associate Editors and for Members of the Editorial Board will be approved by the Committee.

Liaison Committee: The Chairperson shall serve for at least one (1) year and thereafter remain as a member of the Liaison Committee for a period of one (1) 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.

Educational Policy Committee: The Chairperson shall serve at least one (1) year. The duties of the Educational Policy Committee shall be to conduct Postgraduate Courses at the annual meetings, suggest broad topic areas and Course Directors to the Executive Council for approval, and conduct other such educational efforts as directed by the Executive Council.

Awards Committee: The Chairperson should serve for at least one (1) year and thereafter remain a member of the Awards Committee for a period of at least one (1) 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.

Student Affairs Committee: The Chairperson should serve for at least one (1) year and thereafter remain as a Member of the Committee for a period of at least a (1) year. The Student Affairs Committee will foster activities which enhance the Society's Student Members' scientific interest in Andrology, encourage their active participation within the Society, provide a position announcement service at the annual meeting and develop other activities that will encourage continued student membership enrollment.

Future Meetings Committee: The Chairperson should serve for at least one (1) year and thereafter remain as a Member of the Committee for a period of at least (1) one year. The duties of the Future Meetings Committee will be to solicit and screen applications for future meeting sites and recommend appropriate locations and dates to the Executive Council. In addition, it will serve as a liaison to the Local Arrangement Committee.

ARTICLE V

MEETINGS

Section 1. Place of Meetings: All annual meetings shall be held at a location designated by the Executive Council. Executive Council meetings shall be held twice each year, one at a location of and immediately preceding the Annual Meeting and the other, an Interim Council Meeting shall be held at a location and time designated by the President. All meetings shall be advertised by appropriately timed mailings.

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 three (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.

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 six (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 repeal as described in Article V, Section 1 of the Constitution. The suggested revisions must be submitted to all Members at least thirty (30) days prior to the voting. The vote may be taken by mail ballot or voted on at the annual meeting of the Society, provided that the procedure and method of voting is described at the time the proposed revisions are submitted to the Members. Changes in the Constitution or By-Laws shall require the affirmative vote of two-thirds (2/3) of those Members responding by written ballot or present at the annual meeting of the Society.

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 is the highest award of the Society, presented annually to an individual who has made an outstanding contribution to the progress of Andrology.

Young Andrologist Award: This annual award is bestowed upon an Active Member of the American Society of Andrology who at the time of the award, is less than forty (40) years of age and who has made significant contributions to the field of Andrology.

New Investigator Award: This award is conferred upon anyone qualified to be a Student Member of the Society who, in the judgment of

the Awards Committee, has presented at the Annual Meeting the best original laboratory or clinical research report in andrology. This award is to be presented at the Annual Meeting in years when an appropriate individual is identified.

Student Merit Awards: These awards are conferred upon those individuals qualified to be Student Members of the Society who, in the judgment of the Awards Committee, have presented meritorious original laboratory or clinical research reports at the Annual Meeting. The awards shall be presented at the Annual Meeting when appropriate individuals are 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 Article 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 XII 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.



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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 (6) 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 (6) calendar months the Vice-President shall, upon recommendation by two-thirds (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 two-thirds (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 (2/3) 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 (1) year; the term of the Vice-President shall be one (1) year proceeding his term as President. The Secretary and the Treasurer shall serve for staggered terms of three (3) 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 planning of the annual meeting to commence with his/her term of office and advise as needed the Local Arrangements Committee.

Section 3. The Secretary shall keep minutes of all meetings of the Society including all Executive Council meetings. Copies of minutes shall be transmitted to all Executive Council Members within thirty (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 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 each year by the Finance Committee and a report of the examinations shall be made to the Executive Council by the Finance Committee Chairperson. At least once each calendar year an audit of the Society's books shall be made by an outside auditing firm. Such firm shall be selected by the Treasurer and transmitted to the Executive Council through the Finance Committee Chairperson.

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.

(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.

(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 two-thirds (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 three (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 (3) 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
 Educational Policy Committee
 Awards Committee
 Student Affairs Committee
 Future Meetings 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 (1) 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 (1) year. Two additional members shall be nominated and elected by the membership at the annual business meeting to serve on the Committee for one (1) 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 (1) 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 (1) 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 (1) year and thereafter remain as a member of the Finance Committee for a period of one (1) 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 (3) 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 (1) year and thereafter remain as a member of the Liaison Committee for a period of one (1) 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.

Educational Policy Committee: The Chairperson shall serve at least one (1) year. The duties of the Educational Policy Committee shall be to conduct Postgraduate Courses at the annual meetings, suggest broad topic areas and Course Directors to the Executive Council for approval, and conduct other such educational efforts as directed by the Executive Council.

12.

Awards Committee: The Chairperson should serve for at least one (1) year and thereafter remain a member of the Awards Committee for a period of at least one (1) 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.

Student Affairs Committee: The Chairperson should serve for at least one (1) year and thereafter remain as a Member of the Committee for a period of at least one (1) year. The Student Affairs Committee will foster activities which enhance the Society's Student Members' scientific interest in Andrology, encourage their active participation within the Society, provide a position announcement service at the annual meeting and develop other activities that will encourage continued student membership enrollment.

Future Meetings Committee: The Chairperson should serve for at least one (1) year and thereafter remain as a Member of the Committee for a period of at least (1) one year. The duties of the Future Meetings Committee will be to solicit and screen applications for future meeting sites and recommend appropriate locations and dates to the Executive Council. In addition, it will serve as a liaison to the Local Arrangement Committee.

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 three (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 six (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 repeal as described in Article 5, Section 1 of the Constitution. The suggested revisions must be submitted to all Members at least thirty (30) days prior to the voting. The vote may be taken by mail ballot or voted on at the annual meeting of the Society, provided that the procedure and method of voting is described at the time the proposed revisions are submitted to the Members. Changes in the Constitution or By-Laws shall require the affirmative vote of two-thirds (2/3) of those Members responding by written ballot or present at the annual meeting of the Society.

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 is the highest award of the Society, presented annually to an individual who has made an outstanding contribution to the progress of Andrology.

Young Andrologist Award: This annual award is bestowed upon an Active Member of the American Society of Andrology who at the time of the award, is less than forty (40) years of age and who has made significant contributions to the field of Andrology.

Investigator and Training Award: This annual award is conferred upon a Student Member of the Society who is judged to have submitted the best essay on original laboratory or clinical research in Andrology.

ARTICLE XI

PUBLICATIONS

The Society shall publish a scientific Journal entitled Journal of Andrology to further the aims of the Society as stated in Article 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

16.

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) Land 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 XII 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.