

Androgen Society Bylaws

ARTICLE I: Name

Section 1. The name of this corporation shall be the Androgen Society. The business of the corporation may be conducted as the Androgen Society.

ARTICLE II: Purposes

Section 1. The Androgen Society is a non-profit corporation and shall be operated exclusively for educational and charitable purposes within the meaning of Section 501 (c) (6) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code. The purposes of this corporation, subject to the provisions of its Articles of Incorporation and of the Illinois Nonprofit Corporation Act, shall be as follows.

- To promote education, research, and training on the study of androgens, in particular testosterone deficiency (hypogonadism) and its treatment, among interested individuals from all disciplines within medicine.
- To create a professional forum to allow for discussion of new research and existing medical practices that surrounds the study of androgens and the treatment of testosterone deficiency (hypogonadism).

ARTICLE III: Membership:

Section 1. The Society shall consist of the following membership categories: Active and Associate.

Section 2. *Membership Categories*

1. *Active Member:* An individual who is a physician or scientist holding an MD, DO or PhD degree. The admission period for this membership status is rolling. Active Members have voting rights at the Annual Business Meeting of the Society, or via electronic ballot.
2. *Associate Member:* A healthcare professional that does not satisfy the criteria of Active Membership such as an allied health professional (nurse, NP, PA). The admission period for this membership status is rolling. Associate Members do not have voting rights.

Section 3. *Membership Dues* – On the recommendation of the Secretary, dues may be set for each category following approval by the Executive Committee. Payment of dues must be completed within the calendar year.

Section 4. *Founding Members* – An individual who is qualified to be an Active Member of the Society, who decides to contribute Founding Member Dues as designated by the Executive Committee will be a Founding Member of the Society. Applications for Founding Member status will only be accepted until December 31st, 2020. Founding Members will remain Founding Members for as long as they maintain

Active Membership in the Society, and the names of all Founding Members will be listed on the Society's website in perpetuity. Founding Members will be required to maintain Active Membership in the Society in the years following their Founding Membership contribution, and retain the same voting rights as Active Members.

Section 5. *Voting Rights* – Active Members shall be entitled to one vote on each matter submitted to the vote of the members. Proxy voting is prohibited.

Section 6. *Termination of Membership* – The Executive Committee by affirmation vote of 2/3 of all of the members of the Executive Committee may suspend or expel a member of the society under the following circumstances:

1. Nonpayment of dues: Society dues must be paid as determined by the Executive Committee. After one (1) year of nonpayment of dues, and individual's name will be deleted from the membership list. After this time, reapplication to the society must then be made for return of membership.
2. Impropriety: A member may be expelled by the Executive Committee upon conviction of a serious crime, upon revocation, suspension or surrender of the individual's license to practice medicine, for reasons of improper or unethical conduct. Misconduct within the society or actions that negatively impact the society's activities may also prompt expulsion by the Executive Committee. A one-time appeal process by the Executive Committee can be initiated at the request of the expelled member. Expulsion is final.

ARTICLE IV: Officers of the Society

Section 1. *President*

Duties

- Preside over business meetings and the Board of Directors.
- Act for the Society in case of an emergency.
- Represent the Society publicly; to speak for the Society and to negotiate for the Society with the advice of the Board of Directors.
- Appoint committee chairpersons.
- Appoint acting positions on the Board of Directors at the time of death, disability, or resignation of any Board Members.

Term of Office: 2 years, nonrenewable

Section 2. *Vice President*

Duties

- In the absence of the President, perform the President's duties and perform any other duties as may from time to time be assigned to the Vice President by the President or by the Board.
- After serving Vice Presidential Term, the Vice President shall be elevated to the office of President automatically without again standing for election.

Term of Office: 2 years, nonrenewable

Section 3. Treasurer

Duties

- Be responsible for maintaining the accounting records of the Society.
- Shall have charge and custody of all funds and securities of the Society and be responsible for the receipt and disbursement thereof.
- Be responsible for the business affairs of the Society, including the collection of dues and assessments.
- After serving their term as Treasurer, the Treasurer shall be elevated to the office of Vice President automatically without again standing for election.

Term of Office: 2 years, nonrenewable

Section 4. Secretary

Duties

- Be responsible for maintaining the records of the Society.
- See that all notices are duly given in accordance with the provisions of the Bylaws.
- Record and distribute the minutes to Society members.
- Be responsible for the membership roster with the dates of admission and places of residence.
- After serving their term as Secretary, the Secretary shall be elevated to the office of Treasurer automatically without again standing for election.

Term of Office: 2 years, nonrenewable

Section 5. Immediate Past President

Duties

- Serve as an advisor to the President and Board.
- Perform such duties and tasks as may be assigned to him/her from time to time by the President.

Term of Office: 2 years, nonrenewable

ARTICLE V: Quorum and Elections

Section 1. Quorum – The quorum required to conduct the affairs of the Society at any regular business meeting shall consist of not less than 20% of members present.

Section 2. Elections – The election of officers of the Society shall be by majority of those members present and voting at the regular Annual Business Meeting of the Society.

ARTICLE VI: Executive Committee

Section 1. Composition – The Executive Committee of the Society shall consist of the President, Vice President, Secretary, Treasurer, Immediate Past-President and any Members-At-Large of the Society as designated by the Executive Committee.

Section 2. Qualifications – Any Active Member of the Society may serve as an officer of the Society.

Section 3. *Members At Large* – Members of the Society can be elected to serve as at-large members of the Executive Committee with voting rights for a period of two years each. Terms of any members-at-large shall be staggered so that the terms of these officers overlap one year.

Section 4. *Responsibilities* – The responsibilities of the Executive Committee of the Society shall be as follows:

1. To direct the affairs of the Society and to recommend action by the membership.
2. Formulate policy regarding program selection for the scientific meetings; levels of dues, finances and spending; publications; publicity; equipment, procedures and formal advice in this regard; editorial policy; endorsements; nature, scope and frequency of meetings; acceptance and solicitation of endowments, donations and other finances.
3. Authorize new standing and/or ad hoc committees.
4. Approve procedures, quorums, majorities, credentials, and qualifications for the nomination, election, and oversight of officers.
5. Determination of financial aspects of awards given at the annual scientific meetings.

Section 5. *Meetings* – The Executive Committee of the Society shall meet at least once annually and always in conjunction with the regular meeting of the Society. Additional telephone or in person meetings may be called as needed by the President.

Section 6. *Compensation* – Officers shall not receive compensation for their services as officers or Executive Committee members, although reasonable expenses for attendance at Executive Committee meetings may be paid or reimbursed by the Society. Officers may also receive reimbursement for reasonable expenses incurred in the conduct of their responsibilities for the Society.

Section 7. *Vacancies* – Any vacancy occurring in the Executive Committee or any officer position shall be filled by the Executive Committee. An officer elected or appointed, as the case may be, to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

Section 8. *Nomination of Officers* – The Nominating Committee will solicit nominations for open positions from members of the Executive Committee and general membership. The Nominating Committee will identify a slate of candidates and provide this information to the Executive Committee in advance of the Annual Meeting. The slate of candidates will be finalized by the Executive Committee at the Annual meeting. The final slate of candidates will then be presented to the general membership for vote at the Annual Business meeting. The Immediate Past President shall Chair the Nominating Committee. Officer positions to be solicited by the Nominations Committee will include; Secretary, and any Member-at-Large positions and any vacancies that occur on the Executive Committee.

Section 9. *Executive Committee Succession* – After completing a two (2) year term as Secretary an individual shall automatically serve a two (2) year term as Treasurer, after which an individual shall serve a two (2) year term Vice President, after which they shall serve a two (2) year term as President, after they shall serve a two (2) year term as Immediate Past President.

Section 10. *Inaugural Terms* – In the first year of operation under these bylaws, all officers of the Society will serve an inaugural one-year term, after which the officer terms shall revert to the two year length specified in Article IV.

ARTICLE VII: Standing Committees

Section 1. *Membership Committee* – The Membership Committee shall consist of at least one (1) Active Member who is not an officer of the Society, as well as the Secretary of the Society. The Secretary will serve as the chair. The chair shall render a membership report to the Executive Committee, and may name additional members-at-large to the Membership Committee in consultation with the President.

Section 2. *Nominations Committee* – The Nominations Committee shall consist of the Immediate Past President who will act as the chair, the Vice President and three (3) members-at-large appointed by the President. The Nominations Committee shall have the duty to nominate members for approval by the Executive Committee for the offices of Secretary, Treasurer and any vacant member-at-large positions on the Executive Committee. Until such a time that the Immediate Past President Position is filled, the Vice President shall serve as chair of the Nominations Committee.

Section 3. *Program Committee* – The Program Committee shall consist of the Program Chair and additional members-at-large whom the Program Chair may name in consultation with the President. The duty of the Program Committee shall be to provide suitable scientific programs for the Society. The Program Chair shall also designate a member-at-large to form an Abstract Review working group to review abstracts to be presented at the Annual Scientific Meeting.

Section 4. *Bylaws Committee* – The Bylaws Committee shall make recommendations to the Executive Committee when bylaws need to be reviewed and updated. The President shall appoint the chair of the committee for a two year renewable term.

Section 5. *Education Committee* – The Education Committee shall consist of the President and at least 2 other Active Members of the Society. The Education Committee shall have the duty of reviewing any proposed Satellite Educational Events of the Society and shall have jurisdiction over the programs, speakers and evaluations of such events.

ARTICLE VIII: Meetings

Section 1. *Scientific Meeting* – An Annual Scientific Meeting of the Society shall be held at a time and place determined by the Board of Directors. A notice of this meeting shall be sent to each member at least thirty (30) days prior to the date of the meeting.

Section 2. *Annual Business Meeting* – An Annual Business Meeting will be held in conjunction with the scientific meeting, chaired by the President and attended by the Board of Directors. Agenda for this meeting will include:

1. Presentation of the minutes and committee reports by the Secretary or committee chairperson
2. Treasurer's financial report
3. Introduction of officers
4. Old business
5. New business

Section 3. *Special Meeting* – Special Meetings of the Members may be called by either the President, a majority of the Board of Directors, or by a group of Members constituting not less than fifty percent (50%) of the votes entitled to be cast at such meeting.

Section 4. *Place of Meetings* – All the meetings shall be held (except or otherwise required by law) at any place designated in the Notice of the meeting.

Section 5. *Notice of Meetings* – Written or printed Notice in accordance with Article III hereof, stating the place, date and hour of any meetings; not less than thirty (30) days before the date of such meeting. In the case of a Special Meeting, the purposes for which the meeting is called shall be delivered not less than fifteen (15) days before the date of such meeting. Notice shall be served either personally, by USPS mail, email or notification on the association website; or at the direction of the President or the Secretary, or the Officers or persons calling the meeting.

Section 6. *Written Consent* – Any action required by law to be taken at a meeting of the Members, or any other which may be taken at a meeting of Members, may be taken without a meeting if they consent in writing, setting forth the action so taken and shall be signed by all of the Members entitled to vote in respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote, and may be stated as such in any article or document filed with the Secretary of State under the General Not-For-Profit Corporation Act of Illinois.

Section 7. *Quorum* – The minimum of 20% of Members present shall constitute a quorum and, unless otherwise specifically required by these Bylaws or applicable law, the vote of a majority of such Members shall be required to approve any action at such meeting.

Section 8. *Order of Business at the Annual Business Meeting* – The order of business at the Annual Business Meeting shall be set by the Board of Directors.

ARTICLE IX: Amendments Procedure

1. All proposals to change the bylaws of the Androgen Society (amendments) must be presented and approved by the Executive Committee prior to being brought to the voting membership.
2. Proposed amendments may be brought to the voting membership at the annual business meeting for discussion and a floor vote.
3. These bylaws may be amended by a simple majority of voting members present at the annual business meeting.
4. No vote will be accepted if a quorum is not reached.