



C O N S T I T U T I O N

AMERICAN SOCIETY for REPRODUCTIVE IMMUNOLOGY

Proposed: June 1996
Ratified: September 10, 1996
Amended , September 30, 2004

ARTICLE I. NAME

The Society shall be called the “American Society for Reproductive Immunology”.

ARTICLE II. PURPOSES

The purposes of the Society are to advance the study of the immunological aspects of the reproductive process, to facilitate contact between persons interested in this and allied fields, and to disseminate widely all information and new knowledge obtained. These scientific and educational objectives are to be met by holding meetings and organizing publications or by any other means deemed to be appropriate.

ARTICLE III. INCORPORATION

The Society will be incorporated as a qualified exempt organization under section 501(c)(3) of the Internal Revenue Code of 1954, or as it may be hereinafter amended. Dissolution of the Society is addressed in Article XIII.

ARTICLE IV. HEADQUARTERS OF THE SOCIETY

The Headquarters of the Society shall be located at the business address of the Secretary or Treasurer or other such place as shall be determined by the Executive Council.

ARTICLE V. MEMBERSHIP

Section 1. Membership will be open to all individuals in science who have exhibited an interest in, and have contributed to, the purposes of this Society. The Society shall consist of: (a) Regular Members who will be elected to the Society following submission of an appropriately completed application form, approved by the Secretary and Treasurer, having paid their dues and

having been accepted by the President. The names of the accepted Regular Members are reported at the annual meeting. (b) Associate Members (interns, residents, graduate students, postdoctoral fellows) who will be elected by the same procedure for Regular Members, they will pay a reduced level of dues as determined by the Council. (c) Honorary Members who are distinguished scientists will be elected by not less than a two thirds majority vote by secret ballot to the members of the Executive Council at the time of an annual meeting of the Society, following nomination by a proposer and seconder from the Council membership. (d) Emeritus Members senior members of the Society of at least ten years standing and retired from their professional posts. They are nonvoting members. (e) Sustaining Associate Members, to be any philanthropic individual, organization, corporation, or foundation which contributes substantially to the support of the Society. Sustaining Associate Members are admitted to the society upon action of the Executive Council.

Section 2. The President shall receive a certificate at the annual meeting of the Society at which he or she finishes the term as President as a token of recognition of his or her service to the Society.

Section 3. Membership may be withdrawn from any category of member for reasons such as proven professional, financial, legal or ethical misdemeanor by simple majority decision of the Executive Council.

ARTICLE VI. DUES

The amount of the dues for the members shall be set by the Executive Council on the advice of the Treasurer. Members failing to pay their dues by the set date shall be notified by the Treasurer and after a period of one year without reply shall be deemed to have allowed their membership to lapse. Payment of dues outstanding within that one year will enable the membership to be regained without renewed application. Members whose dues are outstanding are “not in good standing” and may not participate in the business meeting or vote, will lose their subscription to the Society’s journal, and will not qualify for the usual reduction in registration fee for the annual meeting.

ARTICLE VII. EXECUTIVE COUNCIL

Section 1. The Society shall be directed by an Executive Council of six (6) Officers and five (5) Councillors. The Officers and Councillor(s) standing for election shall be elected by secret ballot of all paid-up members. The Officers are: President, President-Elect, Past President (in this context, the immediate Past President), Vice-President, Secretary, Treasurer. There are five Councillors. All candidates for office must have been members of the Society for at least

two years. The Editor of the American Journal of Reproductive Immunology and the Chairman of the Organizing Committee for the annual meeting will be *ex officio* members of the Executive Council (without vote). *Ex officio* members may be excluded from all or part of Executive Council meetings at the discretion of the President.

Section 2. The Executive Council shall be responsible for the control and management of the affairs, property, and interests of the Society, and may exercise all powers of the Society except as herein provided, in the Constitution, or by statute expressly conferred upon or reserved to the Members. The Executive Council shall act in the name of the organization when it shall be regularly convened by its President after due notice to all Council members and Officers of such meeting. Meetings may be in person, by phone or by other means determined by the President.

Section 3. Each Councillor will serve for a period of three years. Nominations of Councillor shall be called for by the Secretary not less than four (4) months prior to the annual meeting. Each candidate must be proposed and seconded by two paid-up members of the Society, be members of the Society and provide a short resume of his or her qualifications and experience, and this summary will be included in the ballot. Each Councillor may be reelected for one further term after which he or she must stand down for a minimum of one term (i.e., three years) before being eligible for renomination.

Section 4. The President-elect shall be elected for a term of two (2) years, the Secretary and Treasurer for a term of three years, and the one vacant position of Councillor for a term of three (3) years. The terms of President, immediate Past President, and Vice-President will be for two (2) years. No Officer may hold the same post for more than one three year term, except for the Treasurer, who may be nominated and reelected unopposed to serve a single further term of office in order to provide continuity in the Society's financial affairs.

Section 5. Voting shall take place by postal secret ballot submitted in a sealed and signed envelope and sent to the Secretary not later than one (1) month prior to the annual meeting. Validated postal ballots from bona fide voting members will be opened and counted by the Secretary and two observers appointed by the President. The results will be presented at the annual meeting. Alternatively, voting may take place electronically using a method that allows for confidentiality and ensures that only dues-paying members vote.

Section 6. Any Councillor may resign at any time by giving written notice to the Executive Council, the President or the Secretary. Unless otherwise specified in such written notice, the resignation of such Councillor shall take effect upon receipt thereof by the Executive Council.

Section 7. No Councillor may be removed from office without just cause. In the event

impeachment proceedings are initiated against any Councillor, the improper conduct must be clearly defined and the accused Councillor must have ample opportunity to address the charges. Actual impeachment may occur only by the affirmative vote of a majority of the Regular Members and only after these voting Members have been duly informed of the charges against the Councillor and of the Councillor's response to those charges. The vote on impeachment may take place at any meeting of the Society, or by ballot of the Regular Members.

Section 8. The Executive Council may appoint any member of the Society to serve an unexpired term of a member of the Executive Council that may fall vacant.

Section 9. Any business of the Society requiring a vote of the membership may be conducted by mail or electronic ballot of the paid-up members. All issues shall be decided by a simple majority vote. Other matters concerning the Society may be decided by the Executive Council.

Section 10. The Executive Council shall meet as frequently as circumstances permit, and always at the time of the annual meeting of the Society. Any meeting of the Executive Council shall require the presence of a minimum of five members, of whom two must be Officers to conduct any business in the Society's name. Discussions at meetings that do not meet this criterion must be reported to the full Executive Council for further action. Any recommendations concerning major policy issues must be approved by a simple majority vote of the full Executive Council. In the event of any tied vote, the President shall have the deciding vote.

ARTICLE VIII. DUTIES OF OFFICERS

Section 1. The President is the chief executive officer of the Society and is responsible for the standing of the Society, for the organization of the annual meeting and for the maintenance and development of the wider activities of the Society. The President shall chair all meetings of the Executive Council.

Section 2. The annual meetings shall be organized by a Program Committee appointed by the President, and the President shall be an *ex officio* member of the Program Committee. In the event that there are any difficulties with the organization of the annual meeting, the President will have the responsibility for resolving them appropriately.

Section 3. The President-elect will assume the responsibilities of the President on any such occasion when the absence or incapacity of the latter precludes him or her from discharging those responsibilities. The same will be the case in the event of the death or long-term disability of the President. Assumption of this responsibility will not deprive the President-elect of the subsequent full term of office as President.

Section 4. The Secretary shall be responsible for: (a) Recording all the proceedings of the meetings of the Executive Council and of the annual meeting. (b) Maintaining the records and documents of the Society, (c) Editing a regular Newsletter to be sent out to the membership, (d) Holding and dealing appropriately with forms of application for membership and, (e) Maintaining an up-to-date list of the names and addresses of the membership.

Section 5. The Treasurer shall be responsible for: (a) Handling the dues of registered members, (b) Keeping an account of all the financial transactions of the Society, (c) Causing the monies and any other valuable assets of the Society to be held in safe deposit in such bank or trust company as approved by the Executive Council and, (d) Provide a statement of accounts for approval at the annual meeting. The Treasurer must be bonded.

Section 6. Any Officer may resign at any time by giving written notice to the Executive Council, the President or the Secretary. Unless otherwise specified in such written notice, the resignation of such Officer shall take effect upon receipt thereof by the Executive Council.

Section 7. No Officer may be removed from office without just cause. In the event impeachment proceedings are initiated against any Officer, the improper conduct must be clearly defined and the accused Officer must have ample opportunity to address the charges. Actual impeachment may occur only by the affirmative vote of a majority of the Regular Members and only after these voting Members have been duly informed of the charges against the Officer and of the Officer's response to those charges. The vote on impeachment may take place at any meeting of the Society, or by mail ballot of the Regular Members.

Section 8. In the event of a vacancy in any office except that of President and the President-Elect, by reason of death, resignation, inability to act, disqualification, removal, or any other cause, the position shall be filled for the unexpired portion of the term by a majority vote of the Executive Council regularly convened at any regular or special meeting. A person appointed to the position of Past President must have previously served as President of the Society. If vacant, the position of President will be filled for the unexpired portion of the term by the incumbent President Elect. A vacancy in the position of President Elect shall be filled in the next regularly scheduled election of officers. The person selected in this election shall serve out the remainder of the unexpired term of President Elect and then succeed to President as per the usual cycle. In the event that the positions of President and President Elect are simultaneously vacant, the Past President shall serve as Acting President, with all the powers and responsibilities of President, until a new President can be elected by the membership of the society. If no officers are available to fill the vacant position of President, the Executive Council shall appoint an Acting President to serve until a new President can be elected by the membership.

ARTICLE IX. STANDING COMMITTEES

Section 1. A Nominating Committee composed of the Past President (Chairman) and two members of the Society appointed by the President, of whom at least one is not a member of the Executive Council, will call for nomination of candidates from the membership not less than four (4) months prior to the annual general meeting of the society and will propose two or three candidates for each of the positions of President-Elect and Secretary. The Treasurer may be proposed for a second three year term unopposed if he or she is willing, otherwise two or three candidates will be proposed for the position of Treasurer. The candidates for President-Elect must have served previously as an Officer or Councillor for at least two years or as the chairman of the Organizing Committee of an annual meeting. All nominees must confirm their willingness to stand for office. Each candidate must be nominated and seconded by two paid-up members of the Society, be members of the Society and provide written confirmation of his or her willingness to stand for election. Each candidate must provide a short resume of his or her qualifications and experience, and this summary will be included in the ballot.

Section 2. An Awards Committee consisting of a chairman appointed by the President and two members appointed by the chairman will determine the recipients of all awards given by the Society. The frequency with which the awards are given and the criteria for selecting the recipients will be determined by the Executive Council and serve as the framework within which this committee operates. In the case where an award is funded by an endowment, any stipulated terms and conditions will be respected.

Section 3. A Program Committee consisting of a chairman appointed by the President, two members of the Executive Council appointed by the President, and several other members selected by the chairman and approved by the President shall organize each annual meeting. The chairman of the committee, who will also be the local organizer, shall be appointed two years before the annual meeting and the full committee not less than one year before the annual meeting. The committee shall serve until after the completion of the annual meeting and a separate Program Committee shall be formed for each annual meeting. The budget and the program for the annual meeting must be approved by the Executive Council.

Section 4. A Publications Committee consisting of a chairman, two members appointed by the President, and with the President as an *ex officio* member, shall provide input to the Executive Council on issues related to the *American Journal of Reproductive Immunology*. Among other activities, the Committee shall recommend to the Executive Council candidates for the Editor, make recommendations regarding editorial policy and fiscal matters related to publications.

Section 5. The President may create and appoint other ad hoc committees to assist the Officers and Executive Council in the conduct of the Society's affairs.

ARTICLE X. AMENDMENTS TO CONSTITUTION

Any proposed modification of the Constitution must be presented to the Executive Council in advance of its presentation to the rest of the Society. Its acceptance requires approval by a simple majority of the members responding by a postal ballot sent to the full membership.

ARTICLE XI. FINANCIAL LIABILITIES

The Society shall not be held liable for any financial loss incurred by individuals or organizations that do not perform those functions approved by the Executive Council within the financial limits set by the Executive Council for specified purposes.

ARTICLE XII. PARLIAMENTARY PROCEDURES

Meetings shall be conducted according to the procedures in this Constitution or by procedures designated by the Executive Council. Other contingencies, should they arise, will be conducted under Robert's Rules of Order, and the President shall be the Parliamentarian.

ARTICLE XIII. EXECUTION OF INSTRUMENTS

All checks, drafts, bills of exchange, acceptances, bonds, endorsements, notes or other obligations, or evidences of indebtedness of the Society, and all deeds, mortgages, indentures, bills of sale, conveyances, endorsements, assignments, transfers, stock powers or other instruments of transfer, contracts, agreements, dividend or other orders, powers of attorney, proxies, waivers, consents, returns, reports, certificates, demands, notices or documents, and other instruments or rights of any nature, may be signed, executed, verified, acknowledged and delivered by such persons (whether or not officers, agents or employees of the Society) and in such manner as from time-to-time may be determined by the Executive Council.

ARTICLE XIV. GENERAL PROHIBITIONS

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

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

Section 2. No part of the net earnings of the Society shall or may under any circumstances accrue to the benefit of any private shareholder or individual.

Section 3. No substantial part of the activities of the Society shall consist of carrying on propaganda, or otherwise attempting to influence legislation.

Section 4. 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 5. The Society shall not be organized or operated for profit.

Section 6. 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 in money or money's worth to; or (f) Engage in any other transactions which result in substantial diversions of its income or corpus to; any officer, member of the Executive Committee, or substantial contributor to the Society.

The prohibitions contained in Section 6 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.

ARTICLE XV. DISSOLUTION OF SOCIETY

In the event of the dissolution of the Society any assets of the Society shall be distributed for scientific or educational purposes as deemed appropriate by the Executive Council. The institution to which the funds would go must be qualified exempt organizations under section 501(c)(3) of the Internal Revenue Code of 1954, as it may subsequently be amended, or to an organization to which contributions are deductible under Section 170(c)(2) of the Code, or as it may subsequently be amended.