

BYLAWS

of the

Association of Reproductive Managers

(ARM)

a professional group of the

American Society for  
Reproductive Medicine (ASRM)

## ARTICLE I – NAME AND PURPOSE

### Section 1. Name

This Professional Group shall be known as the Association of Reproductive Managers (ARM), a professional group of the American Society for Reproductive Medicine (ASRM).

### Section 2. Purpose

The purpose of the Association of Reproductive Managers is to be a recognized leader in defining and supporting the profession of medical practice management. We are committed to increasing administrative proficiency and effectiveness through education and networking as a means of improving patient care and customer service. ARM believes it is our responsibility to anticipate and respond to the changing needs of reproductive endocrinology medical practice management by providing timely, innovative, relevant, up-to-date information and problem resolution. ARM promotes equity and equality for the profession, and non-discrimination based on race, color, religion, gender, gender expression, age, notional origin, disability, marital status or sexual orientation.

## ARTICLE II – MEMBERSHIP

### Section 1. Membership Qualifications

Full membership is extended to ALL current active members of the American Society for Reproductive Medicine who are interested in fostering the goals of ASRM and ARM. Members may attend all general meetings, vote, chair ARM subcommittees, or be on a subcommittee. Members may be invited to represent ARM on ASRM committees. Only those members who are currently holding a senior operation's position in an RE practice or had prior relevant management experience in a medical practice may serve on the ARM Executive Board.

### Section 2. Application and Selection for Membership

Application for membership may be made by submission of an application in writing to the American Society for Reproductive Medicine on the form provided by the Society or Membership Committee and payment of the Society's annual dues, as well as ARM annual dues upon notification of membership approval. Application for membership may also be submitted online at [www.asrm.org](http://www.asrm.org)

### Section 3. Revocation of Membership

The ARM Executive Board, through the ASRM Board of Directors, shall have the power to issue a warning, censure, suspend for a stated period of time, or expel a member for failure to maintain the requirements for membership, for ethical violations, or for any other

cause, which in its judgment, shall be deemed sufficient. Disciplinary actions shall be decided according to procedures established by the ASRM bylaws.

## ARTICLE III - DUES

### Section 1. Annual Dues

Members of The American Society for Reproductive Medicine (ASRM) join ARM by paying his/her annual ASRM and ARM dues and shall be called “active members of ARM”. Paying ASRM and ARM dues covers overall benefits of being a member of the ASRM and ARM including the right to vote, hold office, receive all official publications of ASRM and ARM, and receive other benefits of membership.

### Section 2. Perquisites

Payment of the annual ASRM and ARM dues entitle ARM members to vote, receive free newsletters, an annual subscription to the official journal of ASRM and other ASRM publications, and receive other benefits of membership.

### Section 3. Default of Payment

Any member in default of payment of the ASRM annual dues, except in case of waiver by the ASRM Executive Director, shall be suspended from all privileges of ASRM membership. If such default is not corrected within sixty days after due notice in writing by the Executive Director, the membership of such members shall be revoked.

Any member of ARM who has paid his/her annual ASRM dues but is in default of payment of ARM annual dues shall be suspended from all privileges of ARM membership. If such default is not corrected within sixty days after due notice in writing by the ARM Chair, the membership of such members shall be revoked.

## ARTICLE IV – OFFICERS AND BOARD OF DIRECTORS

### Section 1. Officers

The officers of ARM shall be the Chair, Chair Elect, Vice Chair, and the Secretary/Treasurer. The number of offices may be increased or decreased by an amendment to these Bylaws, except that the officers currently serving in their offices will complete their terms before the amended changes are executed.

### Section 2. Executive Committee

The four Officers of ARM shall comprise the Executive Committee. The day-to-day affairs of ARM shall be managed by the Executive Committee.

2a. **The Chair** shall be the principal executive officer of ARM and shall in general supervise and control all the administrative matters, business affairs of the organization, and serve as a primary liaison between the Society at large and ARM. The Chair shall implement policy as established by the Executive Board and the American Society for Reproductive Medicine. The Chair shall preside at all meetings of members and execute all conveyance notes, contracts, or other instruments authorized by members; perform and discharge all duties incident to the office of the Chair and other such duties that may arise from the Executive Board of the American Society for Reproductive Medicine. The Chair shall preside at the current year's postgraduate courses and assist in the planning of the following year's postgraduate courses. The Chair shall write the annual report of ARM submitted to the ASRM Executive Director and Board of Directors.

2b. **The Chair Elect** shall become familiar with the duties of the Chair and shall automatically succeed to the Chair's position at the conclusion of the Chair's term of office. In instances where the Chair is not present, the Chair-Elect shall perform the duties normally performed by the Chair, or in cases where the Chair is unable to act. When so acting, the Chair Elect shall have all the powers and be subject to all the restrictions of the Chair. The Chair Elect shall also perform other duties as may be determined and assigned by the Executive Board. Such duties will include assisting with communication with the general membership; and regular assisting with the review of the ARM web page of the ASRM website to coordinate additions, deletions and changes of information with ASRM website personnel. The Chair Elect is responsible for the planning of the postgraduate course for the following year when he/she is ARM Chair. The Chair Elect will co-chair the Professional Development Committee with the Vice Chair.

2c. **The Vice Chair** shall oversee the Professional Development Committee and serve as the liaison between this committee and the Executive Board. He/she will assist, as needed, in the planning of the postgraduate course, and will plan and coordinate roundtables hosted by ARM members at the ASRM annual meeting. The Vice Chair will oversee assigned activities of ARM representatives on Society committees, and will perform other duties as assigned by the Chair and/or Executive Board. The Vice Chair shall serve as co-chair of the ARM Membership Committee.

2d **The Secretary/Treasurer** shall edit and complete the final review of the ARM web page of the ASRM website with the assistance of the Chair-Elect. The Secretary/Treasurer shall archive, maintain and make available to members minutes of the Annual Business Meeting, meetings of the ARM Board of Directors and Executive Committee, and any other committees and/or conference calls having and exercising any of the authority of the ARM Board of Directors. In addition, the Secretary/Treasurer shall keep the appropriate financial records of annual ARM dues and ARM grants, as well as annual expenditures for ARM in coordination with the designated ASRM person assigned to administrate in such matters.

### Section 3. Board of Directors

The ARM Board of Directors shall be comprised of the four Officers as well as the previous two (2) Chairs. The ARM Board of Directors is responsible for (a) advising the Executive Committee on the execution of its duties, (b) approving the creation of new standing committees, task forces, policies and strategic plans, and (c) establishing ARM dues. The Chair of the Executive Committee shall be the Chair of the ARM Board of Directors.

### Section 4. Election and Term of Office

One officer shall be elected annually to a four-year term on the Executive Committee and an additional 2 years on the Board of Directors for a total of six years. On the first year the new officer will assume the position of Secretary/Treasurer the first year, Vice-Chair the second year, Chair-Elect the third year, and Chair the fourth year. Nominations for office will be open to the general membership, and appropriate timing for nominations will be announced. A ballot will be sent by e-mail prior to the annual meeting so that announcement and installation of the newly elected officer can be made at the annual meeting.

### Section 5. Vacancy

Should there be a vacancy in the Executive Committee, the past Chair who most recently served on the Executive Committee will be asked to assume the responsibilities of the vacant position until the next election. If unable to serve, the next most recent Chair will be asked, and so on. At the end of the year, all Committee members junior to the vacant position will move up to the next most senior position that is unfilled, and elections will be held for both the Vice-Chair and Secretary/Treasurer positions.

If there should be more than one vacancy in the Executive Committee, the remaining members of the Committee may, by majority vote, choose to hold ad hoc elections to add members to the Committee. In this event, Committee members junior to the vacant positions will move up to the next most senior position that is unfilled, and any unfilled junior positions will be filled by ad hoc election from the ARM membership.

### Section 6. Powers and Duties

Officers shall have the authority given in these Bylaws and any authority delegated by the ARM Board of Directors.

### Section 7. Annual Meeting of the ARM Board of Directors

An Annual Meeting of the ARM Board of Directors shall be held prior to and at the same place as the Annual ASRM Meeting. The purpose of this meeting is to (a) review the annual reports received from all standing committees and task forces, and from all ARM members who serve as ASRM or ARM liaisons to other professional organizations; (b) vote on changes approved

during the year by the Bylaws, Policies and Procedures Committee, (c) develop and approve plans for the coming years, including strategic plans and the creation of new standing committees and task forces, and (d) handle business matters as requested by ARM members.

## Section 8. Regular Meetings of the Executive Committee

The Executive Committee shall meet as necessary in person, electronically, or by conference call.

- a) Any Executive Committee member may call a meeting as long as it is ascertained that all Executive Committee members who desire to attend are available at the time specified.
- b) The Executive Committee shall publish an agenda in advance of any meeting for members of the Executive Committee.
- c) The Executive Committee may accept additional agenda items from ARM members as they deem appropriate.
- d) Exceptions to a) and b) may be made for time-urgent issues as long as there is a quorum.

## Section 9. Quorum

A majority of the ARM Board of Directors or the Executive Committee shall constitute a quorum for the transaction of business at any meeting. Decisions are made by a simple majority of those Directors or Officers present and voting at a convened meeting.

# ARTICLE V – STANDING COMMITTEES

The ARM Board of Directors will appoint the members of the Standing Committees for a 2- year term. All standing committee chairs will write an annual report and submit it to the Chair prior to the Annual Meeting of the ARM Board of Directors.

## Standing Committees Involved with ARM Governance:

### Section 1. Nominating Committee.

The Nominating Committee establishes slates for elections within ARM. The elections may be for (1) the Executive Committee, or (2) to represent ARM on any other ASRM committee or in any other professional organization.

The Nominating Committee shall consist of the Executive Committee. The committee will solicit nominees from the membership by mail/e-mail/fax/online so as to include all ARM members approximately twelve (12) weeks prior to the Annual Business Meeting. Members may nominate themselves or others, and all nominees who have agreed to serve will be placed on the ballot. A slate will be mailed to the ASRM approximately nine (9) weeks prior to the Annual Business Meeting. Elections will be held by mail/e-mail/fax/online voting so as to

include all ARM members approximately seven (7) weeks prior to the ARM Annual Business Meeting and results will be announced at the ARM Annual Business Meeting. Write-ins are allowed. In the event that someone who does not wish to serve is elected by write-in ballot, then the person with the highest number of votes who is willing to serve shall be elected.

## Section 2. Bylaws, Policies, and Procedures Committee (BPPC)

The Bylaws Committee shall consider and recommend any changes or amendments to the Bylaws that may be considered necessary or advisable. The Bylaws should be formally reviewed by the Committee annually with recommendation for no change or suggested changes submitted in writing to the Board of Directors for consideration. The Past Chair shall be the Chair of the Bylaws Committee for the year immediately succeeding his/her term as Chair of ARM.

## Section 3. Professional Development Committee

The Professional Development Committee will direct the development of evidence-based guidelines for administrators, establish basic, minimum educational guidelines for administrators in reproductive medicine, and promote and develop continuing educational opportunities. This committee will be co-chaired by the Vice Chair and Chair-Elect. This committee is responsible for all educational content planned by ARM for the following year.

## Section 4. Membership Committee

The Membership Committee will assertively promote the benefits of participating in ARM to all REI practice physicians, managers, and leaders, and be asked to meet the membership number expectations set by the Executive Board on an annual basis. The membership committee will be co-chaired by a board appointed ARM member and the ARM Vice Chair.

## Section 5. Electronic Communications Committee

Oversees communications received from membership on the ARM website and offers direction in the further development of the website. The Electronic Communications Committee will be chaired by a board appointed ARM member.

## Section 6. Election of Chairs of ARM Standing Committees

Other than the Bylaws Committee, all standing committees will elect a Chair for a two-year term.

## Section 7. Vacancies

When a standing committee Chair position is vacated prior to the end of the term, the Executive Committee will select a new Chair from the other committee members to serve out the term of the resigning Chair. In addition, the Executive Committee will appoint another committee member from the ARM membership to keep that standing committee whole. The new member will serve the balance of the existing term plus 2 years.

## ARTICLE VI - MEMBER MEETINGS AND ELECTIONS

### Section 1. Annual Meeting

An annual business meeting of the members shall be held during the annual meeting of the American Society for Reproductive Medicine, at the location of said meeting of the Society. The agenda notice will include progress, future plans, and suggestions for the execution of the goals and objectives of ARM, as well as announcements of newly elected officer(s) and appointed committee chairs.

### Section 2. Notice of Meetings

Written or printed notice stating the place, day, hour, and agenda of any meeting of active members shall be given to each active member not less than thirty (30) days before the date of such meeting.

### Section 3. Informal Action by Members

Any action required by the bylaws to be taken at a meeting of members, or any action that may be taken at a meeting of members, may be taken without a meeting if consent in majority vote, setting forth the action so taken, is signed by a majority of all members who return a request to vote with respect to the subject matter thereof.

### Section 4. Quorum

The presence of 60 percent of those members in attendance and entitled to vote at any meeting of members shall constitute a quorum for the transaction of any business at any meeting of members.

### Section 5. Proxies

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

### Section 6. Voting

At any meeting of members, every full member shall be entitled to vote in person. Except as otherwise provided by law, or these Bylaws, each full member of the record shall be entitled to vote where officers are to be elected by members. Such election may be conducted by mail, email or in such manner as the Executive Board shall determine. Election of officers will be conducted by secret ballot. Each full member shall be entitled to one vote on all matters contained in a written ballot.

## ARTICLE VII – BOOKS AND RECORDS

### Section 1. Minutes of Meetings

The ARM Secretary/Treasurer shall archive, maintain, and make available to members (a) minutes of the Annual Business Meeting, meetings of the ARM Board of Directors and the Executive Committee, and (b) annual reports of Standing Committees and any other committees having and exercising any of the authority of the ARM Board of Directors.

### Section 2. Membership List

The Membership Committee shall keep at the principal ASRM office a record giving the names and addresses of the active members entitled to vote.

## ARTICLE VIII – FISCAL YEAR

### Section 1. Fiscal Year

The ARM fiscal year shall be the same as the ASRM fiscal year.

## ARTICLE IX – AMENDING THE BYLAWS

### Section 1. Bylaws, Policies and Procedures Committee

The Bylaws, Policies and Procedures Committee (BPPC) will review the bylaws annually, and, if necessary or appropriate, will draft revisions and amendments for consideration and submit them to the ARM Board of Directors.

### Section 2. Other Sources of Revision

Any ARM member may submit to the BPPC suggestions for necessary revisions or amendments, and all such submissions must be considered by the BPPC.

### Section 3. Approval of revisions and amendments

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

#### Revisions

02/09/2017

02/01/2022, Amendments Approved by ARM Membership

