

**Bylaws of The Society of Reproductive Surgeons, Inc.
A Nonprofit Corporation**

ARTICLE ONE

Offices

The principal office of the Corporation shall be located at the headquarters of the American Society for Reproductive Medicine (ASRM), now located at 1209 Montgomery Highway, Birmingham, County of Jefferson, State of Alabama. The Corporation may have other such offices either within or outside the State of Alabama, as the Board of Directors may determine from time to time.

ARTICLE TWO

Members

Section 1. Classes of Members. The members of the Society shall be divided into four classes as follows: Active, Associate, Honorary, and Emeritus. Membership in the ASRM is required for membership in the Society. The qualifications for members are as follows:

Active Membership in the Society shall consist of individuals with an interest in reproductive surgery. Active members shall be entitled to all rights and privileges of the Society including the right to vote and hold office. Active members shall pay membership dues.

Associate Membership shall include students of any type and physicians who are serving approved residencies or fellowships. Associate members receive membership at a reduced rate and cannot vote or hold elected office. Associate members will become Active Members upon completion of their training program. Associate members may transfer to the Active membership category prior to completion of training. Associate members shall pay reduced membership dues.

Honorary Membership shall include other physicians, scientists, or others in the profession who have evidenced superior capabilities in the field of reproductive surgery. Honorary members shall be elected by a majority of the Board of Directors and shall be entitled to all rights and privileges of the Society except the right to vote or hold office. Honorary members shall not pay dues or assessments.

Emeritus Members. Active Members who have been members of the Society for at least 10 years, and have reached the age of 70 or have retired or have become disabled and unable to practice, and have requested the President to transfer their membership to this category, may be designated as Emeritus Members. They shall be entitled to all rights and privileges of the Society but shall not pay dues or assessments.

Section 2. Initiation of Membership. Applicants who submit a membership application shall become members of the Society when the application is received and any required dues are paid. All members shall conform to the standards and ethics as established by the Board of Directors.

Section 3. Voting Rights. Active and Emeritus members in good standing shall be entitled to one vote on each matter submitted to a vote of the members. Associate, and Honorary members shall not have the right to vote.

Section 4. Termination of Membership. The Board of Directors, by affirmative vote of two-thirds of all of the members of the Board, and by a majority of those present at any regularly constituted

meeting, may suspend or expel a member under the following conditions; (1) for cause after an appropriate hearing; (2) default in the payment of dues for the period fixed hereinafter.

Section

5. Resignation. Any member may resign by filing a written resignation with the Secretary, but such resignation shall not relieve the member resigning of the obligation to pay any dues, assessments, or other charges theretofore accrued and unpaid.

Section 6. Reinstatement. On written request by a former member and filed with the Secretary, the Board of Directors, by the affirmative vote of two-thirds of the members of the Board, may reinstate such former member to membership on such terms as the Board of Directors may deem appropriate.

Section 7. Transfer of Membership. Membership in this Corporation is not transferable or assignable.

ARTICLE THREE

Meeting of Members

Section 1. Annual Meeting. An annual meeting of the members shall be held during the annual meeting each year of the ASRM, at the location of said meeting of the Society, for the purpose of electing Directors for the transaction of such other business as may come before the meeting. If the election of Directors is not held on the day designated herein for any annual meeting or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the members as soon thereafter as is convenient.

Section 2. Special Meetings. Special meetings may be called by the President, the Board of Directors, or not less than 25% of the active membership of the Society having voting rights. If no designation is made, the place of meeting shall be the principal office of the Corporation in the State of Alabama, but if all of the members shall meet at any time and place, either within or without the State of Alabama, and consent to the holding of the meeting, such meeting shall be valid without call or notice, and at such meeting, any corporate action may be taken. Otherwise, a notice of special meetings must be mailed to all Active Members no less than 30 days prior to the date of such meeting.

Section 3. Notice of Meetings. Written or printed notice stating the place, day, and hour of any meeting of members shall be delivered, either personally or by mail, to each member

entitled to vote at such meeting, not less than 30 days before the date of such meeting, by or at the direction of the President, the secretary, or the officers or persons calling the meeting. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the U.S. mail addressed to the member at the address which appears in the records of the Corporation with postage thereon prepaid.

Section 4. Informal Action by Members. Any action required by law to be taken at a meeting of the members, or any action that may be taken at a meeting of members, may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all members entitled to vote with respect to the subject matter thereof.

Section 5. Quorum. Twenty or more Active Members shall constitute a quorum and allow the transaction of business. If a quorum is not present at any meeting of the members, a majority of the members present may adjourn the meeting from time to time without further notice.

Section 6. Proxies. At any meeting of the members, a member entitled to vote may vote by proxy executed in writing by the member or by his duly authorized attorney in fact. No proxy shall be valid after one month from the date of its execution, unless otherwise provided in the proxy.

Section 7. Voting by Mail. Where officers are to be elected by members or any class or classes of members, such election may be conducted by mail in such manner as the Board of Directors shall determine.

ARTICLE FOUR

Board of Directors

Section 1. General Powers. The affairs of the Corporation shall be managed by its Board of Directors. Directors need not be residents of the State of Alabama.

Section 2. Number, Tenure, and Qualifications. The Board of Directors shall include the officers of the Society. Each President shall serve as a member of the Board of Directors for two years following the completion of his/her term as Immediate Past President and Past President. Committee chairs and the SART/SREI liaisons will also be members of the Board.

Section 3. Regular Meetings. A regular meeting of the Board of Directors shall be held without any other notice than this bylaw immediately before, and at the same place, as the annual meeting of members. The Board of Directors also meet every two months.

Section 4. Special Meetings. A special meeting of the Board of Directors may be called by or at the request of the President or any two Directors and shall be held virtually.

Section 5. Notice of any special meeting of the Board of Directors shall be given at least one month previously thereto by electronic mail to each Director at the address as shown in the records of the Corporation. Any Director may waive the notice of any meeting.

Section 6. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board, but if less than a majority of the Directors are present at any meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 7. Vacancies. A vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of directors shall be filled by the Board of Directors; A Director appointed to fill a vacancy shall serve for the unexpired term of his predecessor in office.

Section 8. Compensation. Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors, a fixed sum and expenses of attendance, if any, may be allowed for attendance at any regular or special meeting of the Board. Nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation therefore

Section 9: A Director shall not be an officer or board member of any competing organization outside ASRM, defined as organizations that have conflicting or dual goals or have competing business and professional interests or activities. Examples would include participation on the board of a medical specialty society that conducts competing professional activities or comparable educational programs. A director cannot be an executive board member of another ASRM Affiliate Society or Professional Group without approval from the existing SRS Board of Directors.

ARTICLE FIVE

Officers

Section 1. Officers. The Officers of the Corporation shall be President, Vice President, Secretary/Treasurer, Assistant Secretary/Treasurer, and Member-at-Large.

Section 2. Election and Term of Office. One officer of the Corporation will be elected annually, initially assuming the position of Board-Member-at-Large, subsequently assuming the positions of Assistant Secretary/Treasurer the second year, Secretary/Treasurer the third year, Vice President the fourth year, and President the fifth year. Candidates will be selected from the SRS general membership after a request for nominations. The Officers will narrow the candidates to two based on nomination qualifications, including prior service to SRS. The slate will be presented to the membership no less than 30 days prior to the annual meeting and subject to an electronic ballot to the Active Members. The candidate with the simple majority of votes will be elected. In the case of a tie, the President will decide.

Section 3. Vacancies. A vacancy on any office because of death, resignation, disqualification, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 4. Powers and Duties. The several officers shall have such powers and shall perform such duties as may from time to time be specified in resolutions or other directives of the Board of Directors. In the absence of such specifications, each officer shall have the powers and authority and shall perform and charge the duties of officers of the same title serving in nonprofit corporations having the same or similar general purposes and objectives as this Corporation.

ARTICLE SIX

Committees

Section 1. Program Committee The Program Committee shall be chaired by the Vice-President. The committee shall consist of the chairs of the International and Special Interest Committees, SRS representatives to the ASRM committees, ASRM Director of Special Projects and Corporate Relations, and the ASRM Chief Education and Science Officer. The Chair will present updates to the SRS Board of Directors, represent SRS at the ASRM program meetings, and obtain final program approval from the board.

Section 2. Minimally Invasive Reproductive Surgery (MIRS) Fellowship Committee The MIRS Fellowship Committee Chair will be the Immediate Past President, and the committee will be composed of a program representative from each fellowship site, the SRS Board-Member-at-Large, and one other member from the general membership. The Chair will be responsible in managing the committee meetings at least twice yearly and working with the Electronic Communications Committee to ensure adequate marketing and exposure of the MIRS program. The committee will be responsible for approving any new fellowship programs in addition to any other quality assessment issues regarding the fellowships. The committee will select the fellow(s) who will present the prize abstracts at the annual ASRM meeting.

Section 3: SRS Boot Camp Committee The SRS Boot Camp Committee shall be chaired by the SRS Secretary-Treasurer. The committee members shall include the Assistant Secretary-Treasurer, SREI Liaison, ASRM Director of Special Projects and Corporate Relations, and the ASRM Chief of Education and Science Officer. The Chair will present updates to the SRS Board of Directors, represent SRS at the ASRM program meetings and obtain final program approval from the board of directors.

ARTICLE 7

Contracts, Checks, Deposits, and Gifts

Section 1. Contracts. The Board of Directors may authorize any officer or officers or agent or agents of the Corporation, in addition to the officers so authorized by these bylaws, to

enter into any contract or execute and deliver any instrument, in the name of or on behalf of the Corporation, and such authority may be general or may be confined to specific instances.

Section 2. Checks, Drafts, or Orders. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation shall be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be approved by the Treasurer and further approved by the President of the Corporation.

Section 3. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such bonds, trust companies, or other depositories as the Board of Directors may select, in consultation with the ASRM Chief Financial Officer and Executive Director

Section 4. Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for any purpose of the Corporation.

ARTICLE 8

Certificate of Membership

Section 1. Certificates of Membership. The Board of Directors shall provide for the issuance of certificates evidencing membership in the Corporation, which certificates shall be in such form as may be determined by the Board. Such certificates shall be signed by the President and shall be sealed with the seal of the Corporation. The name and address of each member and the date of issuance of the certificate shall be entered on the records of the Corporation.

Section 2. Issuance of Certificates. When a member has been elected to membership and has paid any initiation fee and dues that may then be required, a certificate of membership shall be issued in his name and delivered to him by email.

ARTICLE 9

Books and Records

The Corporation shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its members, Board of Directors, committees having and exercising any of the authority of the Board of Directors, and the Membership Committee, and shall keep at the principal office a record giving the names and addresses of the members entitled to vote. All books and records of the Corporation may be inspected by any member, or his agent or attorney, for any proper purpose at any reasonable time.

ARTICLE 10
Fiscal Year

The fiscal year of the Corporation shall begin on the first day of July of each year and end on the thirtieth day of June the next year.

ARTICLE 11
Dues

Section 1. Annual Dues. The Board of Directors shall determine from time to time the amount of initiation fee, if any, and annual dues payable to the Corporation by members of each class, and shall give appropriate notice to the members.

Section 2. Payment of Dues. Dues shall be payable in the month of each year in which a statement is received by each member.

Section 3. Default and Termination of Membership. When any member of any class is in default in the payment of dues, his membership may thereupon be terminated by the Board of Directors.

ARTICLE 12
Seal

The Board of Directors shall provide a corporate seal, which shall be circular in form and shall have inscribed thereon the name of the Corporation and the state of incorporation and the words "Corporate Seal".

ARTICLE 13
Waiver of Notice

Whenever any notice is required to be given under the provisions of the Articles of Incorporation or the Bylaws of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein shall be deemed equivalent to the giving of such notice.

ARTICLE 14
Amendment of Bylaws

The bylaws may be altered, amended, or repealed, and new bylaws may be suggested by a majority of the Board of Directors present at any regular or special meeting. At least 30 days written notice of these changes must be given to the membership. Approval must be by a simple majority of the voting membership of the Society or by mail. For the purposes of these bylaws, "mail" is to include "electronic mail" or "online/electronic voting."

Amended by the Board of Directors August 30, 1996

October 18, 1997

July 1, 2005

October 15, 2007

February 22, 2022