

CONSTITUTION & BYLAWS

Amended as of April 19, 2023

CONSTITUTION

ARTICLE I

NAME AND PURPOSE

SECTION 1. The name of this organization is the American Society of Andrology.

SECTION 2. The purposes of this Society are to advance and promote the knowledge of the male reproductive tract, the male gamete, and Andrology, in general, by fostering interdisciplinary communication within the science, by holding conferences and meetings, by publication of meritorious studies, and 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 for 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 the Society shall consist of Charter Members, Active Members, Associate Members, Life Members, Trainee Members, and Emeritus Members, as these classes are defined by the Bylaws.

ARTICLE III

BOARD OF DIRECTORS

SECTION 1. The management of the Society shall be vested in an elected Executive Committee and a Board of Directors.

SECTION 2. The Executive Committee shall be composed of five (5) Executive Officers: President, Vice-President, Treasurer, Secretary, and Immediate Past President of the Society. The Vice-Secretary and Vice-Treasurer shall be ex officio, non-voting members of the Executive Committee.

SECTION 3. The Board of Directors shall be composed of the Executive Committee, six (6) elected Directors, and the Senior Trainee Representative. The Vice-Secretary and Vice-Treasurer shall be ex officio, non-voting members of the Board of Directors. Except for the Trainee Representatives, all members of the Board of Directors of the Society must be Active Members of the Society. Two trainee representatives, one Senior Trainee Representative and one Junior Trainee Representative elected by trainee membership as defined in the Bylaws, and approved by the Board of Directors, shall represent the Trainee Membership.

SECTION 4. The terms of office and the manner of election of Executive Officers and Directors and filling of vacancies shall be provided in the Bylaws.

ARTICLE IV

BUSINESS OFFICE

SECTION 1. A Business Office may be established and shall be located in the State designated by the Board of Directors. No other office of the Society shall exist.

SECTION 2. The Business Office shall work with the officers and chairpersons of the Society to facilitate the accomplishment of their duties and shall provide the day-to-day management of the Society's business. The person appointed to direct this office shall be the Executive Director.

SECTION 3. The Executive Director shall be responsible for the management of the Business Office and ensuring the operations of the Society are conducted in a timely, professional manner. The Executive Director or their designee shall attend meetings of the Executive Committee and Board of Directors in a non-voting capacity and shall be familiar with the Society's Constitution and Bylaws as well as the Manual of Standard Operating Procedures. The Executive Director shall insure that the duties stipulated in each of these documents that require action by the Business Office or by the Executive Director are known by appropriate staff and are complied with. The Executive Director shall be responsible for ensuring that the Manual of Standard Operating Procedures is complete and updated as necessary to comply with directives of the Board of Directors.

ARTICLE V

MEETINGS

SECTION 1. The Society shall hold an annual business meeting and an annual scientific meeting at a time and place specified in the Bylaws or as otherwise provided by the Board of Directors. The Society may sponsor other meetings of educational or scientific interest to the Society when approved by the Board of Directors.

ARTICLE VI

AMENDMENTS

SECTION 1. A petition to change the Constitution or Bylaws must bear the signature of fifteen (15) or more Active Members or must bear the signatures of a majority of the Board of Directors, a majority vote of an assembled Board of Directors substituting in full. Active Members must be notified of the proposed Constitution or Bylaws amendment(s) which requires the approval of two-thirds (2/3) of the Active Members responding by written ballot or present at the Annual Business Meeting of the Society. The procedure for balloting and approval of amendment(s) shall be described in the Bylaws.

SECTION 2: Amendments made necessary by law will become effective immediately without membership consent unless a vote is requested by the Board of Directors. The membership will be notified of any amendments instituted under this article by announcements posted on the Society's website.

ARTICLE VII

TERMINATION OF THE SOCIETY

SECTION 1. If the American Society of Andrology should cease to exist, all outstanding debts shall be paid and the remaining financial assets of the Society shall be contributed to a qualified charitable organization, which is tax-exempt under Section 501 (c) (3) of the Internal Revenue Code. That organization should be devoted to medical education and research and shall be chosen by the Board of Directors of the Society.

BYLAWS

ARTICLE I

MEMBERSHIP QUALIFICATIONS AND PRIVILEGES

SECTION 1. The Members of the Society shall be: (a) Charter Member: Any physician, veterinarian, or scientist admitted to the Society during the charter period terminating December 31, 1975. Subsequent to this period they shall be considered an Active Member. (b) Active Member: Any professionally qualified physician, veterinarian, scientist, or allied health professional with an interest in and evidence of scientific contributions in the field of Andrology shall be eligible for membership in the Society. (c) Associate Member: Any professional beyond the trainee stage with a non-doctoral degree with an interest in and evidence of contributions in the field of andrology shall be eligible for membership in the Society. (d) Life Member: Any Active Member who makes a single or multiple payments equivalent to twenty (20) years of dues to the society. (e) Trainee Member: Any student in a degree-granting program, any post-doctoral basic science or clinical fellow, or any medical or veterinary intern or resident interested in the progress and development of Andrology is eligible for membership. (f) Emeritus Member: Any member who has retired and who is worthy of the designation of Emeritus status based on contribution to the field of Andrology and to the Society. Emeritus membership requires the approval of the Membership Committee. Emeritus members will not pay membership dues but could be subject to a one-time application fee. Emeritus members will receive the electronic version of the Society's journal, all mailings, and will have Annual Meeting registration fees reduced. Charter Members, Active Members, Associate Members, Life Members, Trainee Members and Emeritus Members shall herein after be referred to as Members or the membership, except where specifically identified.

SECTION 2. Application for Active, Associate or Trainee membership shall include necessary biographical information. Applications for Trainee membership must include a letter from the applicant's supervisor confirming trainee status. The application shall be forwarded along with the full amount of the annual dues to the Business Office for approval by the Membership Committee. Membership approval requires the signature of the Membership Committee Chair or another member of the Membership committee serving as the Chair designate.

SECTION 3. Membership may be terminated following written notice of resignation by the member, or for cause upon recommendation of the Board of Directors. 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 Board of Directors may reapply for Society membership. Those having lost membership due to nonpayment of dues may be reinstated by payment of owed dues to include the current year so long as that payment is within one (1) year of their loss of membership. All other former members may reapply for membership by the application process stipulated in Article 1, Section 2, above.

SECTION 4. Active Members alone shall have power to hold office, to elect members of the Board of Directors and to vote on proposed changes to the Constitution and Bylaws.

ARTICLE II

ELECTION OF EXECUTIVE OFFICERS AND DIRECTORS

SECTION 1. The Board of Directors (Executive Officers and Directors) shall be elected by written or electronic ballot distributed to the Active Members by the Society's Business Office at least sixty (60) 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. The Business Office shall be charged with the responsibility of conducting the tally for all elections. In the event of a tie vote for any office, the Executive Director will notify the President and the Chair of the

Nominating Committee and extend the deadline for receipt of votes for that office only for an additional seven (7) days. If a tie vote still exists, vote by the Board of Directors by secret ballot will resolve the matter. Ratification of election results shall be made by the Board of Directors prior to the annual business meeting.

SECTION 2. (a) The Vice-President, one third (1/3) of the Directors and two (2) At-Large Members of the Nominating Committee are to be elected in each annual election. The Vice-Secretary and Vice-Treasurer shall be elected in alternate years. (b) At least one (1) person is to be nominated for each expired office. (c) Nominations for Directors should achieve an equal balance between candidates with specific interests in the clinical and basic sciences of andrology who are Active, Charter or Life Members. (d) Nominations are to be solicited from the membership. All nominees for Vice-President, Vice-Secretary, or Vice-Treasurer must have served previous terms on the Board of Directors. Nominations by the Nominating Committee will not necessarily be limited to those individuals suggested by the membership. Write-in nominations for Vice-President, Vice-Secretary, and Vice-Treasurer receiving the signature support of ten (10) Active or Charter Members will automatically be placed on the ballot, provided they are received by the Nominating Committee in time to be included in the standard ballot mailing and that the write-in nominee has agreed to be placed on the ballot. (e) The ballot should be accompanied by biographical information for each candidate. The voting procedure shall be determined by the Board of Directors.

SECTION 3. (a) The successful candidate(s) for each office will have received the highest number of votes. (b) The successful candidates for Directors will have the highest number of votes in each of the clinical and basic science categories, such that each category is equally represented on the Board of Directors. (c) 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 is 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 of Directors. The Vice-President shall serve the uncompleted term of the former President and the succeeding full term for which they were elected. A new Vice-President will be selected in the next election of officers.

SECTION 5. On completion of the President's term, they become the Immediate Past President.

SECTION 6. Should the Office of the President be vacated by the President and the succeeding Vice-President, the Board of Directors shall determine the President, from its membership, by two-thirds (2/3) affirmative vote. Should office of Secretary or Treasurer be vacated, the Vice-Secretary or Vice-Treasurer, if in office at the time, shall assume the position, respectively and serve to the end of the term for which they were elected. If the position of Secretary or Treasurer becomes vacant when there is no Vice-Secretary or Vice-Treasurer, the Board of Directors shall make an interim appointment by two-thirds (2/3) affirmative vote to conduct the essential duties of the office until the next election for that office. Should one or more of the offices of Immediate Past President, Vice-President, Vice-Secretary or Vice-Treasurer become vacant for any reason, the Board of Directors shall make an interim appointment by two-thirds (2/3) affirmative vote to conduct the essential duties of the office until the next election for that office. At the next election the uncompleted portion of the vacant office shall be filled based on recommendations from the Nominating Committee.

SECTION 7. Should a Director not complete their term, such vacancy shall be filled for the unexpired portion of the term by a majority vote of the Board of Directors based on recommendations from the Nominating Committee.

SECTION 8. The term of the President shall be one (1) year; the term of the Vice-President shall

be one (1) year preceding their term as President; the term of the Immediate Past President shall be one (1) year following their term as President. The terms of the Vice-Secretary and the Vice-Treasurer shall be one (1) year after which they shall serve as Secretary or Treasurer, respectively, for two years. Service as Vice-Secretary or Vice-Treasurer shall overlap with the last year of the Secretary or Treasurer, respectively. The term of Directors shall be three (3) years. All officers except for the President, Vice-President and Immediate Past 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 9. The President of the Society shall be the Chairperson of the Executive Committee and the Board of Directors. The Secretary of the Society shall be the Secretary of the Executive Committee and the Board of Directors. The Immediate Past President, Secretary, Treasurer and Directors shall serve as chairpersons of the Standing Committees. Chairpersons of Board Approved Committees and Ad Hoc Committees may attend meetings of the Board of Directors when their presence is required to facilitate the execution of their duties, but all business coming before the Board of Directors shall be initiated by the appropriate Standing Committee Chairperson; in their absence, the Standing Committee Chairperson shall designate a committee member or other Board member to represent them.

SECTION 10. If any of the Executive Officers or Directors 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. A majority of two-third (2/3) of the remaining members of the Board of Directors shall be required for removal under this stipulation. The general membership may petition the Board of Directors to remove any Executive Officer or Director for the aforementioned reasons. Such petition must specify reasons and require the signatures of at least ten (10) Active Members. Any Director missing three (3) meetings of the Board of Directors in a term without reasonable justification shall be removed. This removal will be subject to appeal to the Executive Committee whose majority decision shall be binding.

SECTION 11. Two Trainee Members elected by the Trainee Membership and approved by the Board of Directors shall serve as Trainee Representatives on the Board of Directors. The Senior Trainee Representative shall have a vote. If the Senior Trainee Representative is not present, voting responsibilities shall then pass to the Junior Trainee Representative. The Trainee Representatives shall serve two-year overlapping terms with one representative being replaced each year. At the expiration of each two-year term, the Junior Trainee Representative shall assume the position of Senior Trainee Representative.

ARTICLE III

DUTIES OF EXECUTIVE OFFICERS AND DIRECTORS

SECTION 1. President.

The President shall be the principal Executive Officer of the Society and shall preside at all meetings of the Executive Committee, the Board of Directors, and the Society. The President shall make a report to the members of the Society covering the activities of the Executive Committee, the Board of Directors, and the Society for the full period of their term of office. The President shall appoint Chairpersons of Standing Committees and Board Approved Committees as described in Article IV.

SECTION 2. Vice-President.

The Vice-President shall, in the absence of the President, preside at meetings of the Executive Committee, Board of Directors, and the Society.

SECTION 3. Immediate Past President.

The Immediate Past President shall chair the Nominations Committee.

SECTION 4. Secretary.

The Secretary shall Chair the Governance Committee. The Secretary shall oversee and review minutes of all meetings of the Society, including all Board of Directors and annual meetings. The minutes shall be recorded as appropriate by the Secretary, a member of the Board of Directors in attendance at the meeting or a designated representative from the Business Office. Minutes shall be transmitted to all members of the Board of Directors within thirty (30) days of any such meeting. Minutes of the annual business meeting shall be available to the membership within forty-five (45) days of the annual meeting. The Secretary shall ensure that the minutes of all meetings are archived for future reference. The Secretary shall assist the President, as requested, in the efficient conduct of Board of Directors and annual business meetings and enforce Robert's Rules of Order. The Secretary shall provide information regarding discussions and decisions during all meetings. The Secretary shall track all actions resulting from decisions and motions of the Board of Directors by communicating with the appropriate committee chair(s) and keeping the officers and the Business Office informed regarding such actions and their conclusions. The minutes shall reflect the meeting attendance of Executive Officers and Directors.

SECTION 5. Treasurer.

(a). The Treasurer shall chair the Finance Committee and be responsible for oversight of the Society's finances. They shall provide summary reports of the Society's finances to the Executive Committee at both the annual meeting and interim meetings of the Board of Directors. The Treasurer shall also provide a report to the membership of the Society at its annual business meeting. Monthly financial summaries of all deposits, withdrawals, or other account activities related to the Society's business shall be provided by the Business Office, examined by the Treasurer, and approved, if appropriate. Discrepancies within financial reports shall be resolved with the Executive Director or submitted to the Executive Committee for further action.

(b). An audit must be done at least once every three (3) years. The auditing firm shall be selected by the Treasurer in consultation with the Executive Director and transmitted to the Board of Directors.

(c). Written promises to pay money, not including checks rendered in the ordinary business of the Society, must bear the signature of the President or, in their absence, the Vice-President. Such written promises ordinarily shall have the approval of two-thirds (2/3) of the Board of Directors and the Treasurer. In the event that immediate action regarding significant financial commitments is required between regularly scheduled meetings of the Board of Directors, the Executive Committee, in consultation with the Treasurer, is empowered to make such financial commitments when all members of the Executive Committee unanimously agree. If there is any dissenting vote, then the approval of two-thirds (2/3) of the Board of Directors shall be required.

SECTION 6. Board of Directors.

(a). The government of the Society and the management of its affairs shall be vested in the Executive Committee and the Board of Directors. The Board of Directors shall have authority over all the powers vested in the Society that may arise between the meetings of the Society except as limited from time to time by the Society and excluding the power to amend the Constitution and the Bylaws of the Society. Fifty percent (50%) plus one (1) of the total number of members serving on the Board of Directors shall constitute a quorum. In the event that immediate action regarding government or management is required between regularly scheduled meetings of the Board of Directors, the Executive Committee shall be empowered to make decisions when all members of the Executive Committee unanimously agree. If there is any dissenting vote, then the approval of two-thirds (2/3) of the Directors will be required. The Executive Committee will provide formal

notification of its actions to the Board of Directors.

(b). The Board of Directors shall constitute the Board of Inquiry for the investigation of all charges brought against members with regard to the appropriateness of their continuing membership or official position in the Society and shall have the power to terminate membership following a unanimous vote of the Board of Directors. The concerned member may appeal the decision to the membership at the annual business meeting. A two-thirds (2/3) affirmative vote of the Active Members present are required to sustain the decision of the Board of Directors.

SECTION 7. Strategic Plan.

(a). The Board of Directors shall develop and implement a written strategic plan for the Society. The duration of the strategic plan shall not exceed five (5) years and shall be revised before the end of that term, if needed.

(b). The strategic plan shall be approved by the Board of Directors, which also monitors its progress annually. The Board of Directors may at any time create various strategic planning groups/task forces as needed to assist in plan development and implementation.

ARTICLE IV

COMMITTEES AND SELECTION OF CHAIRS

SECTION 1. Standing Committees.

(a). There shall be eight (8) Standing Committees of the Society chaired by Executive Officers or Directors: Governance Committee; Finance Committee; Nominating Committee; Communication, Heritage, and Awards Committee; Extramural Liaison Committee; Development Committee; Member Relations Committee; and Professional and Educational Resources Committee. Each is charged with implementation and management of tasks as outlined in the bylaws. These tasks may be undertaken by individual members or by groups in Board Approved Committees or in ad hoc committees, under the general oversight of the Standing Committee Chair.

(b). As each Director serves a term of three (3) years, the annual retirement of two Directors shall necessitate the incoming President to assign each of the two incoming Directors to one of the open Standing Committee Chair or Co-Chair positions.

(c). Each Standing Committee shall create and modify Standard Operating Procedures, reviewing these annually to ensure they are appropriate to guide the work of the committee.

SECTION 2. Board Approved Committees and Task Forces

(a). Committees not defined in these Bylaws may be created within each Standing Committee upon approval of the President and a majority of the Board of Directors. Each Board Approved Committee may create ad hoc task forces without Board approval as needed to achieve specific purposes within the purview of that committee.

(b). The chairs of Board Approved Committees shall be determined by one of three options: [1] the incoming Vice President shall appoint the Co-Chairs of the Program Committee, which will then be designated as the Program Committee for the year when they are President; [2] the Board Approved Committee chair may be chosen by the Standing Committee Chair in consultation with the President; or [3] a Board Approved Committee may establish a self-sustaining model of leadership upon approval of the President and Board of Directors. The method of choosing each Board Approved Committee chair shall be described in the Standard Operating Procedure for that committee.

(c). Each Standing Committee or Board Approved Committee shall create Standard Operating Procedures that shall be reviewed annually and used to guide the work of that Committee.

SECTION 3. Governance Committee

The Governance Committee shall be chaired by the Secretary. The Vice-Secretary shall be the vice-chair of this committee for one year and then shall serve as chair for two years after they ascend to the position of Secretary. The duties of the Governance Committee shall include making recommendations to the Society for such changes in the Constitution and Bylaws as may be required for the legal and proper conduct of the Society's business. Such recommendations must be submitted in writing to the Active Members by the Business Office as described in Article III of these Bylaws. In addition, the Governance Committee shall review issues, develop guidelines, and enforce policies as set out by the Code of Ethics of the American Society of Andrology. Any changes to the Code of Ethics shall be approved by the Board of Directors.

SECTION 4. Finance Committee

The Finance Committee shall be chaired by the Treasurer. The Vice-Treasurer shall be the vice-chair of this committee for one year and then shall serve as chair for two years after they ascend to the position of Treasurer. The Finance Committee shall monitor the cost centers of the Society, and with the assistance of the committee chairpersons and the officers of the Society shall prepare a draft budget for consideration by the Board of Directors together with recommendations for changes in annual dues when necessary. The Finance Committee Chairperson shall approve all financial contracts and shall make recommendations to the President regarding long-term growth and management of the Society's finances. The Finance Committee shall annually examine the books, accounts, and vouchers of the Society provided by the Business Office, and the Treasurer shall make a report of this examination to the Board of Directors. The Finance Committee shall review any audit of the books of the Society made by the independent auditing firm (as per Article III, Section 5 of the Bylaws) and shall report the results to the Board of Directors.

SECTION 5. Nominating Committee

The Nominating Committee shall be chaired by the Immediate Past President. At the end of their term as President, the Immediate Past President shall become a member of the Nominating Committee for a three-year term, including their first year as the Chair. The Committee shall consist of seven individuals, two at-large members of the Society, nominated and elected each year by the membership at the annual election for a term of (2) years, plus the three most recent Past Presidents of the Society. Should one of the Past Presidents or at-large committee members be unable or unwilling to serve, the President, with approval of a majority of the Board of Directors voting on the selection, shall appoint another Past President or at-large member of the Society to the serve for the remainder of their term. The Nominating Committee shall select and nominate from the Active Membership of the Society at least one candidate for each of the Society Executive Officer and Director openings to be filled at the annual election. They shall provide these names, and other names as obtained in Article II, Section 2, to the Active Members by ballot as described in Article II, Section 1. Selection of nominees shall be considerate of the issues of clinical versus basic science representation in the Society as well as gender and diversity concerns.

SECTION 6. Communication, Heritage, and Awards Committee

The Communication, Heritage, and Awards Committee shall be chaired by a Director during their three-year term. Following the end of their term, the former chair shall remain on the committee for an additional year. The Committee shall promote knowledge of male reproductive science and health using a diversity of non-journal publications (e.g., newsletter, Handbook of Andrology), have oversight approval of the Society's web page (produced and maintained by the Business Office or other designee of the Board of Directors), and promote the image of ASA to members, trainees, and the public. The Committee shall establish guidelines governing content of the Society's social media. The Committee shall publicize any special educational material the Board of Directors has approved to produce or sponsor but shall not have responsibility for content thereof. The Communication, Heritage, and Awards Committee shall oversee the Heritage Board-

Approved Committee to preserve the history of the American Society of Andrology and shall promote the field of Andrology for future generations. The Committee shall supervise the Awards Board Approved Committee, which shall be responsible for soliciting, selecting, and presenting the Society's awards (as described in Article X). Additionally, the Awards Board Approved Committee shall evaluate trainee presentations at the annual meeting for the selection of the Outstanding Trainee Investigator and other trainee awards. The Communication, Heritage, and Awards Committee also shall evaluate proposals for establishing and funding new awards that recognize the accomplishments of andrologists in research and medicine.

SECTION 7. Extramural Liaison Committee

The Extramural Liaison Committee shall be chaired by a Director during their three-year term. Following the end of their term, the former chair shall remain on the committee for an additional year. The Extramural Liaison Committee shall establish and maintain cordial communications with other regional, national, and international scientific societies that foster similar goals and aims as those expressed by the American Society of Andrology and, at request of the Board of Directors, undertake special assignments for the Society. The Committee shall identify issues of importance sufficient to merit a position statement by the American Society of Andrology, to commission draft documents for review and publication, and to act as a communications link between the members of the Society and the public. The Extramural Liaison Committee shall oversee the Journal Board Approved Committee, which coordinates the Society's Journal that is published jointly with the European Academy of Andrology (EAA) and is titled "ANDROLOGY". The activities and membership of the Journal Board Approved Committee shall be governed by the Journal Committee Standard Operating Procedures.

SECTION 8. Development Committee

The Development Committee shall be chaired by a Director during their three-year term. Following the end of their term, the former chair shall remain on the committee for an additional year. The Development Committee will create policies for establishing endowment fund(s), their maintenance and distribution; identify and cultivate potential donors; develop and manage capital campaigns; and review donor solicitation for the Annual Meeting. The President, Vice-President, and Treasurer shall be ex-officio, non-voting members of the Development Committee. The Committee shall identify new and maintain existing opportunities to obtain industry support for the annual meeting independent of the program content. The Development Committee shall function independent of the Board Approved Program Committee and shall not control any Continuing Medical Education (CME) content of the Annual Scientific Meeting. The committee shall work in accordance with accreditation authority regulations and work with industry to ensure all required documentation is completed in accordance with applicable guidelines. The Development Committee shall monitor the solicitation of funds for the Society and, with help from the Business Office, provide the Board of Directors with a list of donors on a yearly basis.

SECTION 9. Member Relations Committee

The Member Relations Committee shall be chaired by a Director during their three-year term. Following the end of their term, the former chair shall remain on the committee for an additional year. The two Trainee Representatives, elected by the Trainee Membership, shall serve on the committee. The Member Relations Committee shall prepare and distribute membership applications, shall process and approve completed applications, and shall recommend to the Board of Directors those procedures necessary to solicit new members. The Committee shall engage members at all levels to encourage their participation in Society activities. The Committee shall establish the specific standards for Emeritus Membership and shall approve applications for Emeritus Membership under Article I, Section I of the Bylaws. Through a Trainee Affairs Board Approved Committee, the Member Relations Committee shall foster activities which enhance the Society's Trainee 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 trainee membership enrollment. Through the Diversity, Equity, and Inclusion Board Approved Committee, the Member Relations Standing Committee shall seek to assure inclusiveness in Society membership and programs, to increase attendance by underrepresented minorities at the Annual Meeting, and to increase diversity and equitable participation in male reproductive medicine and science.

SECTION 10. Professional and Educational Resources Committee

The Professional and Educational Resources Committee shall be co-chaired by two (2) Directors serving asynchronous three-year terms. The Professional and Educational Resources Committee shall be responsible for coordinating all professional training and educational resources provided by the Society. These activities and resources may include workshops and symposia (andrology laboratory, basic science, clinical, gender issues, etc.) that may be held as part of the annual meeting or presented during other times of the program year.

A major objective of this committee shall be to manage conference offerings from year-to-year and to create sustained leadership of Board Approved Committees so that long-term planning can be achieved. The Professional and Educational Resources Committee shall solicit and screen applications for future meeting sites and recommend appropriate locations and dates to the Board of Directors. The Committee shall have responsibility for coordinating and publishing meeting booklets or abstracts associated with the Annual Meeting. Oversight of the Board Approved Committees shall be shared by the Professional and Educational Resources Committee Co-Chairs:

(a). Board Approved Program Committees shall be led by two Co-Chairs who have been selected by the Vice-President-Elect soon following their election and who are experienced members of the Society. Program Committees shall be named according to the year when the meeting shall take place (e.g., 2025 Program Committee). The Program Committee Co-Chairs shall have complementary expertise in clinical and basic sciences in Andrology. The members of the Program Committees shall be chosen by the Program Committee Co-Chairs in consultation with the appointing Vice-President-Elect; the Program Committee Co-Chairs should strive to represent the various interests of the ASA membership as described in the Standard Operating Procedures in selection of members and speakers at the annual meeting.

Each Program Committee shall propose a program for the annual scientific meeting of the Society and transmit this program to the President and the Board of Directors for preliminary approval at a meeting of the Board of Directors at least 18 months prior to the Annual Meeting they are organizing. A full slate of speakers, the finalized program, proposed fees, and a timeline for meeting associated activities (publicity, abstract deadlines, etc.) shall then be presented for final approval no later than the annual meeting of Board of Directors one-year prior to the Annual Meeting being organized. The co-chairs of each Program Committee shall identify one of more Committee members to serve as Local Arrangements Coordinators who, in partnership with the Executive Director, shall plan and arrange the annual meeting banquet, local publicity, and other activities, as necessary. Each Program Committee's mandate ends at the close of the Annual Meeting it organized.

All Committees contributing to the Annual Meeting content should have defined Standard Operating Procedures guiding their actions in terms of objectives, date and time, space needed, fees, budget, etc.

(b). The Professional and Educational Resources Committee may organize various offerings throughout the year, such as virtual or in-person workshops, lectures, panel discussions, etc. Any group within the Society desiring to arrange for such an event shall work with the Professional and Educational Resources Committee to coordinate the activity and shall have the proposed activity presented to the Board of Directors for prior approval.

ARTICLE V

MEETINGS

SECTION 1. Place of Meetings

Each annual meeting shall be held at a location designated by the Board of Directors and chosen in consultation with the Professional and Educational Resources Committee. All meetings shall be advertised by appropriately timed mailings and distributed publicity.

SECTION 2. Annual Meetings

The Board of Directors shall determine the date of the Annual Business and Scientific Meeting. A quorum for conducting the annual business meeting shall consist of thirty-five (35) Active Members of the Society.

SECTION 3. Special Meetings

Special meetings of the members for any purpose whatsoever may be called at any time by the President or the Board of Directors.

SECTION 4. Meetings of the Board of Directors

Meetings of the Board of Directors shall be held at least twice each year. One meeting of the Board shall be held at the location of and immediately preceding the Annual Scientific Meeting. In the interval between annual meetings, the Board of Directors shall have an Interim Board meeting not less than three (3) months before the Annual Meeting at a date and time designated by the President. Between Board meetings, the President may submit any necessary questions to the Board of Directors for their decision.

SECTION 5. Proxy Voting

There shall be no voting by proxy.

ARTICLE VI

DUES

SECTION 1. Annual dues rates.

The annual dues rates shall be set by the Board of Directors upon recommendation by the Finance Committee and shall include a subscription to the electronic version of ANDROLOGY as determined by the dues structure set forth by the Board of Directors.

SECTION 2. Due dates.

Payment of dues shall be on or before July 1. The dues payment shall cover the period July 1 to June 30 of each year.

SECTION 3. Lapsed Dues.

Any person not having paid dues for six (6) months shall be declared an Inactive Member and is not eligible to vote or obtain access to ANDROLOGY. Any person delinquent in dues for one (1) year shall no longer be a member of the Society and must re-apply for membership as stipulated in Article 1, Section 3 of these Bylaws.

ARTICLE VII

ENDOWMENT FUNDS

Endowment funds shall be placed in accounts separate from general funds. The principal may not be used; accrued interest shall be applied to purposes for which the funds were named.

ARTICLE VIII

AMENDMENTS

The Constitution and Bylaws 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 Active Members at least thirty (30) days prior to the voting. The submission of proposed revisions may be made by electronic or paper means. The vote may be taken by mail or electronic 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 Bylaws shall require the affirmative vote of two-thirds (2/3) of those Active Members responding by electronic/written ballot or who are present at the Annual Business Meeting of the Society.

ARTICLE IX

PROCEDURE

Procedures and other items, not specified in these Bylaws or by action of the Board of Directors or of the membership in business meeting assembled, shall be in accordance with the Robert's Rules of Order.

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.

ASA IMPACT AWARD: This award recognizes long-standing, current ASA members (10 years or more) who, in the course of their careers, make tangible, "real world" contributions to the solution of longstanding problems or needs in the field of Andrology.

MATTHEW P. HARDY 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-five (45) years of age and who has made significant contributions to the field of Andrology.

OUTSTANDING TRAINEE INVESTIGATOR AWARD: This award is conferred upon anyone qualified to be a Trainee 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 shall be presented at the Annual Meeting in years when an appropriate individual is identified.

TRAINEE MERIT AWARDS: These awards shall be conferred upon those individuals qualified to be Trainee 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.

ASA DISTINGUISHED SERVICE AWARD: This award is bestowed annually to recognize an individual who has provided distinguished service to The American Society of Andrology. The

recipient must have been a member of the Society for at least ten (10) years, must have no direct affiliation with the organizational sponsors of the award, and must have served the Society in at least three (3) of the following categories: (1) Chair of Standing Committee; (2) Chair of Board-Approved Committee; (3) Director of Society; (4) Editor of the Society's journal; (5) Program Committee Co-Chairperson; (6) Executive Officer of Society.

ARTICLE XI

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 exclusively for scientific and educational purposes.

SECTION 2. The Society shall be operated exclusively for scientific and educational purposes.

SECTION 3. No part of the net assets of the Society shall 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 Board of Directors.

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 Executive Officer, Director, 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 Bylaws.