



## ENDOCRINE SOCIETY BYLAWS

### ARTICLE I - Name and Object

The name of the corporation is the Endocrine Society to be hereinafter referred to as the "Society." The Society is organized and operated exclusively for educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. Solely in furtherance thereof, it shall promote research and study in the science of endocrinology, the diffusion of information therefrom obtained by lecture, publication or otherwise; and it shall print, publish, or distribute books, periodicals or similar articles on scientific subjects relating to endocrinology. The Society shall not exercise any powers or conduct any activities that are not permissible under the laws of the State of Delaware or allowed an educational and scientific organization described in Section 501(c)(3) of the Internal Revenue Code.

### ARTICLE II - Membership

**Section 1.** Classes. Membership shall consist of active members, emeritus members, retired members, and doctoral-level trainees, who shall be entitled to one vote on matters requiring membership action. Said vote may be cast in person, by proxy, or by ballot, as determined by law, the articles of incorporation, the bylaws or resolution of the Board of Directors.

**Section 2.** Eligibility for Membership.

- A. Active Member: An eligible individual is a physician or scientist whose training and interests promote the knowledge of hormones and other regulatory substances, i.e., endocrinology in its broadest context. Rights and obligations of Active Members shall be as set forth in these Bylaws and as established by the Board of Directors.
- B. Emeritus Member: Members in good standing upon retirement and with at least 40 years of Society Membership prior to requesting Emeritus status and/or members with an incapacitating condition, may change their status to Emeritus membership. Emeritus members shall have the rights of Active Members and are eligible to vote but may not hold office.
- C. Doctoral-level Trainee Member: An eligible individual is one who is currently enrolled in an endocrine-related training program as a clinical fellow or postdoctoral fellow.
- D. Retired Member: An eligible individual who is 70 years or older, has retired and has been a Society member for at least 10 years. Retired members shall remain active members and are eligible to vote but may not hold office.

**Section 3.** Active Membership. Applications for active membership shall be approved by the Board of Directors or its designee in accordance with Board of Directors-established procedures. Contributions to

endocrinology by the applicant may be represented by publications or by information submitted in accordance with guidelines established by the Board of Directors.

**Section 4.** Resignation, Forfeiture or Discipline of Members, Including Suspension or Expulsion.

- A. Any member may resign at any time. A resignation need not be accepted to be effective.
- B. The Board of Directors may, at its discretion, waive the dues or other assessments of a member who is unable to pay the amounts owed the Society. Any member, with good cause, may, upon request to and approval by the Board of Directors, be granted temporary suspension of membership duties and privileges for a period not to exceed three years. An individual granted a leave of absence, etc., shall not be required to discharge any obligation to the Society prior to reinstatement of such membership.
- C. Any member of the Society may be suspended or expelled from membership, or otherwise disciplined, in accordance with criteria and procedures established by the Board of Directors.

**Section 5.** Associates.

- A. Any person not eligible for active, emeritus, retired, or doctoral-level trainee membership may become an associate of the Society.
- B. An associate shall have no voting rights with respect to any matters otherwise governed by the members of the Society and shall have only privileges as are determined by the Board of Directors.
- C. Associates shall pay such dues, fees or assessments as imposed by the Board of Directors in order to maintain their status and the Board of Directors shall prescribe time, manner, and form of financial support expected of associates.
- D. Any associate may be suspended or expelled by the Society in accordance with rules and procedures established by the Board of Directors.

**ARTICLE III - Meetings of Members**

**Section 1.** Annual Meeting. The annual meeting of the members of the Society shall be held at a time and place as determined by the Board of Directors.

**Section 2.** Quorum. Active members of the Society present at any duly noticed meeting shall constitute a quorum for the transaction of business except as may be separately determined by the Board of Directors.

**Section 3.** Special Meetings. Special meetings of the members may be called by the Board of Directors, or by petition of 10 percent of the active members. Such special meetings shall be subject to such notice and other procedures as are required by law, or as permitted by these bylaws.

**Section 4.** Notice. The Board of Directors shall notify members of annual meetings and special meetings of the membership, providing the place and time of the annual meeting and, in case of a special

meeting, the purpose for which such meeting is called. Notice of any meeting shall be provided not less than thirty (30) days prior to that meeting.

#### **ARTICLE IV - Governance**

**Section 1.** Governing Body. The Board of Directors is the governing body and shall have all the powers and duties established under the laws of the State of Delaware.

**Section 2.** Number. There shall be 16 voting members of the Board of Directors whose identification and selection shall be solely as provided for in these bylaws.

**Section 3.** Board of Directors Membership. The Board of Directors shall include the eleven Directors, the Early Career Director, the President, President-Elect, Secretary-Treasurer, and the Immediate Past President. The Chief Executive Officer (CEO) of the Society is an ex-officio, non-voting member of the Board of Directors. In addition, the Secretary-Treasurer-Elect, when occurring, and the Chair of the Nominating Committee shall be ex-officio, non-voting members of the Board of Directors. The Nominating Committee shall appoint a voting Early Career Director. The Board of Directors may, at its discretion, designate additional ex-officio, non-voting members as needed to ensure that important membership perspectives are represented.

**Section 4.** Meetings and Quorum. A majority of voting members of the Board of Directors shall constitute a quorum for any action required to be taken by the Society in its name or on its behalf by its governing body, at any regular or special meetings of the Board of Directors. The Board of Directors shall meet not less often than annually and at least one meeting shall be held to coincide with the annual meeting of the members.

**Section 5.** Selection of Members of the Board of Directors.

- A. After the Nominating Committee proposes a slate of candidates for the Board of Directors with one candidate per position, the slate is sent to the membership. A "Candidates by Petition" process will be announced with that communication, whereby members may propose additional individuals to serve on the Board of Directors. The deadline date for petitions will be 30 days from when the slate of candidates is communicated to the membership. Petitions with three percent of voting members as of December 31 of the previous year, not more than ten percent (10%) of whom are identified with any one institution/organization, will trigger an election run-off. The run-off slate will include the petitioner(s) and individuals proposed by the Nominating Committee, as described further below. Any candidate brought forth by petition must submit the requisite candidate information form(s) established by the Nominating Committee. The new Board members will be determined by the highest votes in the election.
- B. The slate will be finalized 30 days from when it is presented to members unless a successful Petition is filed as described in Article IV, Section 5A.
- C. Selection of the Officers shall be carried out as described in Article V.

**Section 6.** Term. The term of office of members of Board of Directors who are not serving as officers shall be three years and the individuals identified to replace the Directors whose terms have expired

shall be of a sufficient number to replace those whose terms have expired, or who have resigned or who are otherwise unwilling or unable to serve the remainder of their unexpired term. Expiration and commencement of the terms of all Directors shall occur at the conclusion of the annual meeting. Should an annual meeting not be held, then the terms of all Directors shall be recognized after the conclusion of a meeting as determined by the Board of Directors.

**Section 7.** Designation of Chair. The individual serving as President of the Society shall serve as Chair of the Board of Directors and shall preside at all meetings thereof, and of its Executive Committee. In the event of the President's absence, illness, inability, or failure to serve, the President-Elect shall occupy the chair and preside at such meetings.

**Section 8.** Committees Appointed by the Board of Directors. The Board of Directors shall have the power at any time, for any purpose, to appoint any committee or task force it deems necessary and to delegate to such committee whatever powers such committee may require to carry out its assigned responsibilities. Except for the Executive Committee, any committee appointed under this Section need not be composed entirely of members of the Board of Directors but must be composed of members of the Society. The Board of Directors may appoint a non-member of the Society to serve as a consultant.

- A. Executive Committee. The Executive Committee shall be composed of four voting members: the current President, President-Elect, Immediate Past President, and the Secretary-Treasurer. The CEO shall be an ex-officio non-voting member, as shall be the Secretary-Treasurer-Elect, when occurring. Three members shall be a quorum, in person or by phone; two-day actual notice shall be required, unless waived pursuant to ARTICLE XII. It shall have all the authority of the Board of Directors except as withheld by a Board of Directors resolution. The Committee shall meet upon the call of the President or three (3) of its members.
- B. Nominating Committee. The Board of Directors will consider all qualified individuals, with the goal of ensuring that the Nominating Committee has the required expertise and represents the diverse perspectives of the Society's membership. Retiring members of the Board of Directors shall not be eligible to serve on the Nominating Committee for at least one year after their term on the Board of Directors ends.

**Section 9.** Regular or Special Meetings.

- A. The Board of Directors shall schedule regular or special meetings as needed. Special meetings may be held upon the call of the President, or by the Secretary-Treasurer upon the written request of six (6) members of the Board of Directors. Notice of all regular or special meetings shall be given to each member of the Board of Directors in writing at least five (5) days prior to the date of such meeting, as called. Attendance at any meeting, noticed or not, shall be deemed a waiver of notice.
- B. The Board of Directors (or any committee thereof) is specifically authorized to hold meetings by means of telephonic conference or similar communication, pursuant to the provisions of the Delaware Corporation Law, Section 141(i), as amended. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if members consent thereto in writing and the writing or writings are filed with the minutes of the proceeding thereof. Except as provided by the laws of Delaware, the Board of Directors shall determine what actions are required of it, or permitted of it, and what actions require a meeting thereof.

## **ARTICLE V - Officers**

**Section 1.** Designations. The officers of the Society shall be the President, the President-Elect, the Immediate Past President, the Secretary-Treasurer, and the Secretary-Treasurer-Elect (when occurring).

**Section 2.** Selection of the President-Elect and Secretary-Treasurer-Elect.

- A. The members, pursuant to procedures established by the Board of Directors and these bylaws, shall elect by ballot a President-elect.
- B. The Society shall send to each member, at least four weeks in advance of the annual meeting, an official ballot containing the list of nominees for President-elect. Said ballots shall notify such members that they shall vote by a specified deadline.
- C. A plurality of votes cast for the President-elect shall suffice for the election. In the case of a tie vote, individuals so tied shall draw by lot, under the supervision of Board of Directors, to determine which individual assumes the duties in question.
- D. The Secretary-Treasurer-Elect shall be appointed by the Nominating Committee based on criteria developed by the Board of Directors.

**Section 3.** Succession to Office. The President-Elect shall succeed to the office of President upon the vacancy of the office of President including expiration of the term thereof. The Secretary-Treasurer-Elect shall succeed to the office of Secretary-Treasurer upon the vacancy of the office of Secretary-Treasurer, including expiration of the term thereof.

**Section 4.** Term of Office.

- A. The term of office of the President shall be one (1) year. The term of office of the President-Elect shall be one year. The term of office of the Immediate Past President shall be one (1) year. The term of office of the Secretary-Treasurer shall be three (3) years and one (1) year while serving as Secretary-Treasurer-Elect. The term of the Secretary-Treasurer-Elect shall coincide with the final year of the term of the Secretary-Treasurer. An individual may only serve one complete term as President. An individual may only serve one complete term as a voting non-officer member of the Board of Directors. An individual may only serve one complete term as Secretary-Treasurer.
- B. The newly elected President-elect and Secretary-Treasurer-Elect (when occurring) shall assume his/her duties and responsibilities at the conclusion of the annual meeting. Should an annual meeting not be held, then the terms of all Officers shall be recognized after the conclusion of a meeting as determined by the Board of Directors.

**Section 5.** Duties. The powers and duties of each of the officers named above shall be those that usually devolve upon their respected positions under the laws of the State of Delaware or as prescribed by these bylaws or by resolution of the Board of Directors. In the event of the inability of the President of the Society to serve, at any time, the President-Elect shall serve as President of the organization, and as Chair of the Board of Directors, until such time as the President resumes service in office or until the

next President takes office. The service of the President-Elect as President of the Society, during the period of the inability of the President to serve, shall not affect the succession of the President-Elect to the office of the President in the year in which the President-Elect is scheduled to take office as President. The Board of Directors shall, by resolution, prescribe the role to be assumed and the terms and conditions of service by the Secretary-Treasurer-Elect in the administration of the Society in the event of the inability of the Secretary-Treasurer to serve.

**Section 6.** Vacancies. Vacancies among Directors are appointed by the Board of Directors based on recommendations from the Nominating Committee. A vacancy in the office of President shall be filled by the President-Elect for the remainder of the term, followed by one full term as President. A vacancy in the office of President-elect shall be filled for the remainder of the term by a member of the Board who is elected by the Board. A person filling a vacancy in the office of President- Elect shall not automatically succeed to the office of President. In such case, the subsequent election shall be for both a President and a President-Elect. Should simultaneous vacancies occur in the offices of President and President-Elect, the Secretary-Treasurer shall serve as acting President until the completion of the election of a new President and President-Elect, which shall take place as soon as practical under the procedures established in the bylaws.

**Section 7.** Chief Executive Officer. The Board of Directors shall, by resolution, prescribe the role for the CEO, and appoint the individual to serve therein. The Board of Directors shall provide for an annual evaluation of the CEO and shall evaluate and approve the employment contract between the Society and the CEO.

## **ARTICLE VI - The Nominating Committee and Nominations of Officers and Members of the Board of Directors**

### **Section 1.** Nominating Committee.

- A. The Nominating Committee shall consist of twelve to fifteen members of the Society, all appointed by the Board of Directors for staggered three-years terms. In addition, the CEO, most recently serving Immediate Past President, and chair of the member group responsible for Diversity and Inclusion efforts shall serve as ex officio, non-voting members of the Nominating Committee.
- B. Except for the most recently serving Immediate Past President, the term of the members of the Nominating Committee shall be three years.
- C. The President shall designate a Chair of the Nominating Committee from among the Committee members. The Chair of the Nominating Committee shall serve a one-year term.

**Section 2.** Nomination of Officers. The Nominating Committee shall nominate two members of the Society for the office of President-Elect for election by Society members. As the occasion requires (including death, disability, resignation, or anticipated expiration of term), said Committee shall also appoint a member to serve as Secretary-Treasurer-Elect. Any member of the Society may submit recommendations to the Nominating Committee for its deliberations.

**Section 3.** Nominations for the Nominating Committee. For the four or five positions on the Nominating Committee becoming vacant each year, the Society members shall be invited to submit to the Board of

Directors names of members they wish to be considered. The call for nominations will identify criteria for the Nominating Committee.

**Section 4.** Nominations for Board of Directors. For the positions on the Board of Directors becoming vacant each year, the Society members shall be invited to submit to the Nominating Committee names of members they wish to be considered. The Nominating Committee shall create a slate of candidates with one individual for each vacant Director position. An individual may serve only one term as an Early Career Director and then become eligible for a second term as a voting Director after at least six (6) years have elapsed from the end of their previous term. All other voting members of the Board of Directors whose term has expired shall not be eligible for a second term. Retiring members of the Nominating Committee shall not be eligible to serve on the Board of Directors for at least two years after their term on the Nominating Committee ends.

**Section 5.** Criteria for Board of Directors. The Board of Directors, or its delegate, shall develop and publish criteria to be used by the Nominating Committee, and the membership, to nominate candidates for the Board of Directors.

#### **ARTICLE VII - Financial**

**Section 1.** Dues. The annual individual membership dues shall be determined yearly by a majority vote of the Board of Directors.

**Section 2.** Expenditures. No expenditures from the general funds of the Society (except those required in the performance of the ordinary duties of officers) shall be made except by vote of the Society members or the Board of Directors.

**Section 3.** Finance and Audit Committee. A Finance and Audit Committee, composed of the Secretary-Treasurer, the Secretary-Treasurer-Elect (when occurring), and three or more members of the Society appointed by the President-Elect (upon consultation with the Secretary-Treasurer and with consent of the Board of Directors) shall receive the total coordinated prospective budget proposals annually, evaluate the Society's financial expenditures, determine its annual budgets, reserve funds, and investments of the Society, all of which shall be subject to the review and consent of the Board of Directors. The term of the Secretary-Treasurer and Secretary-Treasurer-Elect on the Finance and Audit Committee shall be concurrent with his or her term as Secretary-Treasurer or Secretary-Treasurer-Elect. The term of any other member of the Finance and Audit Committee shall be three years. A member may not serve more than two consecutive terms. The Secretary-Treasurer shall serve as Chair of the Committee. The President, President-Elect, and Secretary-Treasurer-Elect shall be *ex officio* members of the Finance and Audit Committee, without vote.

#### **ARTICLE VIII - Publications**

The Board of Directors will approve the establishment, maintenance, and pricing of the official publications of the Society.

#### **ARTICLE IX - Removal or Resignation of Officers, Members of the Board of Directors, and Appointed Officials**

**Section 1.** Removal. The members of the Board of Directors, officers, or appointed officials shall be subject to removal from their office or position with cause at any time, by ballot of the Society members called to vote for such removal pursuant to the procedures contained therein. At the initiative of the Board of Directors, or upon written request of twenty percent of the membership filed with the Society office during any twelve-month period, the Secretary-Treasurer (President or Secretary-Treasurer-Elect if the Secretary-Treasurer is the officer challenged) shall promptly furnish the members with a ballot.

The Board of Directors shall prescribe procedures for the publication of the charges and defenses and for counting or recounting of ballots, and the security thereof.

If the majority of the ballots returned to the Society office vote for removal, said Board of Directors member, officer, or appointed official shall be deemed removed retroactive to the date the ballots were sent to the membership.

**Section 2.** Resignation. Any member of the Board of Directors, officers, or appointed officials may resign at any time by giving written notice to the Society, and such resignation shall take immediate effect upon its receipt by the President or Secretary-Treasurer, unless specified otherwise in the resignation.

#### **ARTICLE X - Amendments to Bylaws**

**Section 1.** Amendment by the Board of Directors. The Board of Directors, at any meeting, may amend the Society's bylaws by an affirmative two-thirds vote of the number of Board of Directors members, provided that the following conditions are met: 1) notice of the proposed changes to the bylaws must be given to each member of the Board of Directors not less than 30 days prior to the Board of Directors meeting at which amendments are to be proposed; such notice may be waived by eleven affirmative votes of members of the Board of Directors; and 2) there is no proposal to require a membership vote for approval that has four (4) votes by members of the Board of Directors, as below. In the event that there are four (4) affirmative votes by members of the Board of Directors to require a vote by the Society membership, then the amendment will be put to a ballot of the membership under the procedures established in Section 3.

**Section 2.** Amendment by Members. Proposed amendments to the bylaws, endorsed in writing by four percent (4%) of the voting members as of December 31 of the previous year, may be sent to the Secretary-Treasurer at least 45 days prior to the next regular or special Board of Directors meeting. The Secretary-Treasurer shall thereupon, in a timely fashion, transmit proposed amendments to the members of the Board of Directors for discussion and vote. After the Board of Directors has had the opportunity to discuss the proposed bylaws amendments and to make recommendations for approval, rejection, or modification, the amendments shall then be approved by the Board of Directors or be put to a ballot of the membership, under procedures established in Section 3.

**Section 3.** Ballot. The ballot shall include the text of the amendments proposed to the Society membership for approval and a summary of arguments pro and con. Approval of bylaw change(s) shall require an affirmative vote of three-fifths of the members responding within 45 days after the date of the transmission of the ballot to the members.

#### **ARTICLE XI - Indemnification of Officers, Board of Directors, Employees, Etc.**



**Section 1.** Insurance. The Society shall maintain one or more insurance policies providing reasonable amounts of coverage for claims or losses arising out of an error, misstatement, act or omission, neglect or breach of duty committed by the Society or any individual acting on its behalf, including a current or former officer, member of the Board of Directors, employee or agent.

**Section 2.** Mandatory Indemnification. If a current or former officer, member of the Board of Directors, employee or agent acted in good faith and in a manner in which he or she believed to be in the best interests of the Society, and paid or incurred expenses in the defense of a civil matter arising out of or proximately related to his or her services to the Society, he or she shall be indemnified against such expenses actually and reasonably incurred in connection with such defense, to the extent not covered by any insurance or other third party payment.

**Section 3.** Discretionary Indemnification. The Society is authorized to indemnify, reimburse, or otherwise provide for the payment of reasonable expenses paid or incurred by a current or former officer, member of the Board of Directors, employee or agent in connection with services rendered for the Society's use or benefit, even if such person does not succeed in the action brought against him or her by a third party. A current or former officer, member of the Board of Directors, employee or agent shall be entitled to all rights conferred by Section 145 of the Delaware Corporation Law, as amended, and terms contained herein shall be construed in accordance with their construction under Delaware Law.

**Section 4.** Terminology. The term "expenses" includes reasonable attorney fees and costs associated with the defense of any action, or judgments, or civil fines and interest. The term "indemnify" includes reimbursement or assumption of expenses incurred in the defense of any action.

## **ARTICLE XII - Notice**

Whenever, under the provisions of Delaware Law, the articles of incorporation or of these bylaws, notice is required to be given any member of the Board of Directors, member or other person, it shall not be construed to mean personal notice, but such notice may be given in writing, by mail, postage prepaid, or by comparable transmission addressed to such person, at such address as appears on the books of the Society and such notice shall be deemed to be given at the time when the same shall be mailed or transmitted. Whenever any notice is required to be given under the provisions of the statutes or of the articles of incorporation, or of these bylaws, a waiver thereof in writing, signed by the person or persons entitled to said notice whether before or after the time stated therein, shall be deemed equivalent thereto. Notice of a call of any special meeting of members, or of the Board of Directors, shall suffice if mailed, electronically delivered or comparably transmitted to the interested party.

## **ARTICLE XIII - Miscellaneous**

**Section 1.** Corporate Seal. The corporate seal shall be circular in form, bear the name of the corporation, the year of its organization and include the word "Delaware". The Secretary-Treasurer of the organization shall be the principal person responsible for the custody of the corporate seal except as the Board of Directors may delegate to another officer or employee.

**Section 2.** Annual Accounting Period. The Society shall keep its books and records on a calendar year.

**Section 3.** Unauthorized Use of Corporate Name, Property, Etc. No member, officer, employee or member of the Board of Directors may use the Society's name, seal, logo, membership directory or mailing list for personal, political, or financial advantage. The Society's name, and any seal or logo, shall be registered as a lawful mark in such jurisdictions, domestic or foreign, as is necessary or appropriate. The Board of Directors shall determine the circumstances and the persons authorized to use the Society's name, stationery, seal, or logo.

**Section 4.** Requirement of Audit by Certified Public Accountant. The books and records of the Society shall be examined annually by an independent certified public accountant, whose audit report shall be rendered to the President and the Secretary-Treasurer. The audit report from such accountant shall be circulated to the Board of Directors for review at its next meeting or within 15 days after receipt, if immediate action is needed by the Board of Directors.

**Section 5.** Conflicts of Interest. Each officer of the Society, and member of the Board of Directors, recognizes he or she has an affirmative duty to avoid conflicts of interest that may occur during their tenure:

- A. Any duality of financial interest or possible direct or indirect conflict of interest on the part of any member of the Board of Directors shall be disclosed to all other members and made a matter of record through a periodic procedure authorized herein, and again when the interest becomes a matter of Board of Directors action.
- B. Any member of the Board of Directors having a duality of interest or possible conflict of interest on any matter shall not vote or use his or her personal influence on the matter and shall not be counted in determining the quorum for the meeting, even where permitted by the laws of the State of Delaware. The minutes of the meeting shall reflect that a disclosure was made, by whom, the abstention from voting and the quorum situation.
- C. The foregoing requirement shall not be construed as preventing a Board member from briefly stating his or her position in the matter nor from answering pertinent questions of other members of the Board of Directors.
- D. Every new member of the Board of Directors will be advised of the policy on conflicts of interest upon submission of candidate information forms.
- E. All members of the Board of Directors shall at a minimum annually file with the Society, a conflict statement, in a form and at a time prescribed by it, and such statements shall be available as prescribed by the Board of Directors.
- F. No non-officer member of the Board of Directors, acting as such, shall receive salary, honorarium, or similar compensation from the Society, except upon affirmative vote of a majority of Society members. Reimbursement of reasonable expenses paid or incurred by the member of the Board of Directors, on Society duties, shall not be treated as compensation.
- G. The Society shall not enter into any agreement with a member of the Board of Directors for the furnishing to it of goods, services, or facilities. Such prohibition shall extend to the family of any member, to any firm owned or controlled by any member, and/or any member of his or her

immediate family.

- H. All members of the Board of Directors, by virtue of their position, are in a fiduciary relationship to the Society and as such, in addition to the above, must act fully in accordance with common law of the State of Delaware relating to fiduciary duties.
- I. These provisions, where not separately stated or excused, shall also apply to all employees of the corporation and all officers. As to all references to "family", such term shall include such person having a close personal relationship to the individual in question.

**Section 6.** Roberts Rules of Order. Proceedings of the Board of Directors and the annual meeting of members shall be in accordance with Roberts Rules of Order, unless otherwise determined by the Board of Directors or these bylaws.