

BYLAWS
WOMEN IN ENDOCRINOLOGY
Version 2.0 - Approved by the membership December 1991
As Amended by the membership, most recently May 2000

ARTICLE I
Name, Purpose, Affiliation, Office

Section 1. The name of the organization shall be WOMEN IN ENDOCRINOLOGY.

Section 2. The purposes of WOMEN IN ENDOCRINOLOGY are:

a.To promote educational opportunities for women in the science and discipline of Endocrinology.

b.To identify promising young women in Endocrinology and to provide mentoring through guidance and assistance to enhance their capabilities in Endocrinology, a field traditionally under represented by women.

c.To encourage and support the admission of more women into relevant scientific, educational and professional societies and to make it possible for them to participate in the activities of these societies by offering scholarships, providing nominations for offices and awards, and providing referrals for chairing sessions and for reviewing papers for society journals.

Section 3. WOMEN IN ENDOCRINOLOGY shall maintain an affiliation with THE ENDOCRINE SOCIETY.

Section 4. The principal office of WOMEN IN ENDOCRINOLOGY shall be the office of the President of WOMEN IN ENDOCRINOLOGY.

ARTICLE II
Membership

Section 1. The initial members shall be the initial board of directors; the initial members shall elect their successors.

Section 2. Any individual who supports the purpose of the organization and is involved professionally in Endocrinology, whether in research or practice, is eligible for membership

Section 3. Nominations for membership shall be made in accordance with procedures established by the Executive board, which shall then evaluate the applicant's eligibility for membership. The Executive Board shall then approve or disapprove each applicant for membership.

Section 4. Each member shall be entitled to one vote on each matter submitted to a vote by the membership of the organization whether voting is conducted by mail or email ballot or at a membership meeting, provided that every vote shall be cast personally and none by proxy.

Section 5. The membership is authorized to establish honorary, affiliate or like nonvoting membership for appropriate purposes.

ARTICLE III **Officers**

Section 1. The officers of the organization shall be elected by the membership, and from among the membership; there shall be a President, a President elect, a Secretary-Treasurer, and a Secretary-Treasurer-elect.

Section 2. The President shall be elected one year prior to taking office and shall serve as President-elect for one year and as President for two years. The Secretary-Treasurer shall be elected one year prior to taking office and shall serve as Secretary-Treasurer-elect for one year and as Secretary-Treasurer for a term of three years. The officers shall begin their terms of office at the end of the Annual Meeting during the year of their election and shall serve until the end of the Annual meeting in the year that their terms end.

Section 3. Each officer shall hold office until a successor is elected, and each officer is eligible for reelection for not more than two consecutive terms.

Section 4. A vacancy in the office of President or Secretary-Treasurer shall be filled by appointment of the Executive Board for the unexpired portion of the term.

ARTICLE IV **Directors**

Section 1. The governing body of the organization shall be known as the Executive Board, which shall have the powers and duties of a non-stock non-profit membership corporation under the laws of the State of Maryland. There shall be five members of the Executive Board, four of which are Class A directors and are elected by the membership, one of which is a Class B director and is elected by the Class A directors. Class A and Class B directors shall have equal voting power. Class A directors are comprised of the individuals serving as President, (immediate) Past President, Secretary-Treasurer, and Nominating Committee Chair. The Class B director shall be the individual selected to serve as the Program Committee Chair. A quorum shall consist of a simple majority of members of the Board.

Section 2. The Executive Board is empowered to:

- a. Represent the general and particular interests of the members of the organization reflecting the several areas of scientific disciplines and endeavors, as well as geographic locations of members' activities;
- b. Serve as the policy body of the organization and in furtherance thereof shall have the power to make and change rules and regulations not inconsistent with these Bylaws for the management of the business and affairs of the organization;
- c. Delegate any of the powers of the Executive Board to any Standing or Special Committee;
- d. Determine which matters are of sufficient importance and interest to bring before the membership
- e. Establish such administrative or managerial offices as are necessary or appropriate, and determine the terms for service; and
- f. Perform such other functions as are needed from time to time

ARTICLE V Officers' Duties

Section 1. The President shall:

- a. Coordinate the business and affairs of the organization;
- b. Call and preside at all meetings of the membership and of the Executive Board;
- c. Serve as an ex-officio member of all committees;
- d. Prepare and present at regular meetings of the membership and of the Executive Board a report of the activities of the organization;
- e. Communicate the recommendations of the Executive Board and of the membership to appropriate officers of The Endocrine Society; and
- f. Perform such other duties as are incident to the office, as the Executive Board or these Bylaws may properly require.

Section 2. The Secretary-Treasurer shall:

- a. Give notice of all meetings of the membership and of the Executive Board and keep the minutes of such meetings;
- b. Keep the membership roll;
- c. Provide for the safekeeping of all moneys, notes, bonds, or other evidence of indebtedness, or property belonging to the organization;
- d. Keep an account of the financial transactions of the organization, including account of its assets, liabilities, receipts and disbursements;
- e. Prepare and present a financial report annually and at such other times as required by the Executive Board; and
- f. Perform such other duties as are incident to the office, as the Executive Board or these Bylaws may properly require.

Section 3. The President-Elect shall:

- a. Succeed to the office of President upon vacancy of the office of President, including expiration of the term thereof; and
- b. Perform such other duties as directed from time to time by the Executive Board.

Section 4. The Secretary-Treasurer-Elect shall:

- a. Succeed to the office of Secretary-Treasurer upon vacancy of the office of Secretary-Treasurer, including expiration of the term thereof; and
- b. Perform such other duties as directed from time to time by the Executive Board.

ARTICLE VI

Meetings

Section 1. The annual meeting of the membership of the organization shall be held in conjunction with the annual meeting of The Endocrine Society.

Section 2. Notice of membership meetings shall be provided to each member at the member's last known location at least thirty days prior to the date of the meeting.

Section 3. Ten percent of the membership shall constitute a quorum for the transaction of business at any meeting of the membership of the organization.

Section 4. The annual meeting of the Executive Board may be held in conjunction with the annual meeting of The Endocrine Society or at another time determined by the Executive Board.

Section 5. Special meetings of the Executive Board may be called by the President or may occur by telephone at other times of the year.

Section 6. In any action voted upon at a meeting of the membership or of the Executive Board, the concurrence of a majority of those present shall be necessary to make any action of the membership or of the Executive Board, respectively, valid.

Section 7. No proxy shall be permitted at any meeting of the membership or of the Executive Board .

ARTICLE VII

Nominating Committee, Elections

Section 1. The Nominating Committee shall consist of five members who shall be elected by the membership: three members, one Chair and the Chair from the previous year. Two members shall be elected in odd numbered years, and two in even numbered years. The members of the Nominating Committee will be elected for either a two year or a three year term. After the first year of service, one of the members shall be designated by the Executive Board to serve as chair for the second year and as Past Chair for a third year. Members who do not serve as chairs will serve for two years.

Section 2. The Nominating Committee shall prepare a slate of nominees for election as officers and a slate of nominees for election as members of the Nominating Committee annually prior to the Annual Meeting of the membership. For officers, the slate shall designate at least one person for each office. For members of the Nominating Committee, the slate shall designate at least three persons. The slates shall be prepared with due regard to the areas of scientific discipline and endeavors, as well as geographic locations of the members.

Section 3. The slates for officers and Nominating Committee members, together with a brief biography of each nominee prepared by the nominee, shall be sent by the Secretary-Treasurer to each member at the member's last known location, before the Annual meeting of the membership.

Section 4. The Nominating Committee shall prepare a slate of potential nominees for the offices of the Endocrine Society. This slate will be passed on to the officers of the organization for presentation to the membership as suggested candidates for nomination to office in the Endocrine Society. The slate shall be communicated to the membership in a timely manner for consideration in their response to the call for nominations from the Endocrine Society.

Section 5. The Nominating Committee shall prepare a slate of candidates for annual Endocrine Society awards, and shall prepare nomination packages for these candidates.

Section 6. The Nominating Committee shall provide suggestions for potential Endocrine Society Committee members to the President-elect of the Endocrine Society.

ARTICLE VIII Other Committees

Section 1. The Program Committee shall consist of a Chair appointed by the Executive Board and volunteer members from the membership. The term for the Program Committee Chair shall be two years. The Program Committee shall plan the program for the Annual Meeting, including scheduling a keynote speaker and organizing the annual dinner banquet, and other activities as are recommended by the Executive Board or the membership .

Section 2. The President may appoint other committees with the advice and consent of the Executive Board.

ARTICLE IX Finances

Section 1. The annual membership dues shall be determined annually by the Executive Board using a sliding scale which takes into account the ability to pay and/or access to resources of its individual members.

Section 2. Membership notices will be mailed in the fall and dues are payable on or before December 31 of each year for membership the subsequent year. Dues received in the subsequent year will be applied to that year if they are received prior to mailing the next renewal notice.

Section 3. All checks, drafts or orders for the payment of money, notes, or other evidence of indebtedness issued on behalf of WOMEN IN ENDOCRINOLOGY, INC. shall be signed by the Secretary-Treasurer.

ARTICLE X Public Information

No statement shall be attributed publicly to WOMEN IN ENDOCRINOLOGY, INC. until it has been approved by the Executive Board.

ARTICLE XI Amendments

Section 1. Any member of the organization may propose an amendment to these Bylaws by submitting the proposed amendment to the Executive Board. That Board shall prepare the proposed amendment for submission to a vote of the membership by mail which shall be conducted by the Nominating Committee.

Section 2. An amendment to these Bylaws shall be effective only if approved by two thirds of the votes cast on the question.