

**THE ENDOCRINE SOCIETY  
BYLAWS**

**Revised March, 2008**

**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 which 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, 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 Council.

**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, and whose qualifications have been approved by the Council. Rights and obligations of Active Members shall be as set forth in these Bylaws and as established by Council.

B. Emeritus Member: Active members in good standing (i) *when retired*, or (ii) after 30 years of continuous membership, or (iii) because of incapacitating illness, may, with the consent of the Council, change their status to emeritus membership. Emeritus members shall possess the privileges of active membership without the payment of dues or the obligation to maintain a journal subscription.

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.

**Section 3.** Election to Active Membership. Applications for active membership shall be on forms furnished by the Secretary-Treasurer, in accordance with procedures established by the Council. Contributions to endocrinology by the applicant may be represented by publications or by information submitted in accordance with guidelines established by the Council. Membership acceptance shall be determined by Council or by a designee of Council.

**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 Council 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 Council, 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 Council.

**Section 5. Associates.**

A. Any person not eligible for active, emeritus, or doctoral-level trainee membership may become an associate of the Society through resolution of the Council.

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 Council.

C. Associates shall pay such dues, fees or assessments as are imposed by Council in order to maintain their status and the Council 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 Council.

**ARTICLE III - Meetings of Members, Elections of Officers and Council, Etc.**

**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 Council.

**Section 2. Quorum.** The presence in person of four percent of the active members of the Society at the business meeting shall constitute a quorum for the transaction of business at the annual meeting, or any special meeting, of the members, except as may be separately determined by Council under Article XI herein.

**Section 3. Elections:**

A. The members, pursuant to procedures established by the Council, and these bylaws, shall elect by ballot a sufficient number of individuals to fill vacancies on the Council and officers arising from the expiration of terms, or otherwise.

B. The Secretary-Treasurer shall send to each member, at least four weeks in advance of the annual meeting, an official ballot containing a list of nominees for filling vacancies on Council and officers of the Society. Said ballots shall notify such members that they shall vote by a specified deadline.

C. A plurality of votes cast for the vacancies in question shall suffice for the election to the Council or as an officer, as context requires. In the case of a tie vote, individuals so tied shall draw by lot, under the supervision of Council, to determine which individual assumes the duties in question.

D. Newly elected members of the Council and officers shall assume their duties and responsibilities as the last item of business at the business meeting. Upon the assumption of office by those elected, the business meeting of the annual meeting shall adjourn.

**Section 4. Special Meetings.** Special meetings of the members may be called by the Council, or by petition of 10 percent of the active members. Such special meeting shall be subject to such notice and other procedures as are required by law, or as permitted by these bylaws.

**ARTICLE IV - Governance**

**Section 1. Governing Body.** The governing body of the Society shall be known as the Council. The Council shall have all the powers and duties of a board of directors of a non-stock, nonprofit

membership corporation under the laws of the State of Delaware, and shall be treated as the "governing body" for all purposes that such term may be used under Delaware law.

**Section 2.** Number. There shall be 15 elected members of the Council whose nomination and election shall be solely as provided for in these bylaws.

**Section 3.** Membership of Council. The Council shall include the eight elected Councilors and those members of the Society elected and serving as the President, President-Elect, Secretary-Treasurer, three Vice Presidents, one for each of the following categories of members (physician-in-practice, basic scientist, and clinical scientist), and the immediate Past President of the Society. Of the eight elected Councilors there shall be a designated seat for each of the three following categories of members: physician-in-practice, basic scientist and clinical scientist. In addition, the Executive Director of The Endocrine Society, the Secretary-Treasurer-Elect, when occurring, the President of the Hormone Foundation, when occurring, the Chair of the Nominating Committee and the Chair of the committee designated by Council to handle trainee affairs shall be ex-officio members of Council, without vote.

**Section 4.** Meetings and Quorum. Any eight members of the Council 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 the annual, or any regular or special meeting of Council. The Council 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.** Term. The term of office of members of the Council who are not serving as officers (or Immediate Past President) shall be three years and the individuals elected to Council at the annual meeting of members shall be of a sufficient number to replace the elected members whose terms have expired, or who have resigned or who are otherwise unwilling or unable to serve the remainder of their unexpired term. The seat designated for a physician-in-practice, basic scientist, or clinical scientist shall be filled by an individual fulfilling this professional criterion. The terms of newly elected members of the Council shall begin at the close of the business meeting of the annual meeting at which they are elected.

**Section 6.** Designation of Chair. The individual serving as President of the Society shall serve as Chair of the Council and shall preside at all meetings thereof, and of its Executive Committee. In the event of the absence, illness or inability or failure to serve, the President-Elect shall occupy the chair and preside at such meetings.

**Section 7.** Committees Appointed by Council. The Council shall have the power at any time, for any purpose, to appoint any committee 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 Council but must be composed of members of the Society. Council may appoint a non-member of the Society to serve as a consultant.

- A. Executive Committee. The Executive Committee shall be composed of seven voting members: the current President, President-Elect, Immediate Past President, the three Vice Presidents, and the Secretary-Treasurer. The Executive Director shall be an ex-officio member, without vote, as shall be the Secretary-Treasurer-Elect, when occurring. If the President, President-Elect, Past President, or any Vice President is unable to complete his/her term, the Council member from the designated seat for the appropriate constituency shall be asked to serve on the Executive Committee until the position is filled. Five members shall be a quorum, in person or by phone; two day actual notice shall be required, unless waived pursuant to ARTICLE XVI. It shall have all the authority of the Council except as withheld by Council resolution. The Committee shall meet upon the call of the President or five of its members.

**Section 8. Regular or Special Meetings.**

A. Regular meetings of the Council or any special meeting shall take place at a time and place determined by the Council. 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 Council. Notice of all regular or special meetings shall be given to each member of Council 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 Council (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 Council 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 Council 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 elected officers of the corporation shall be a President, a President-Elect, a Secretary-Treasurer, a physician-in-practice Vice President, a basic scientist Vice President, a clinical scientist Vice President, and a Secretary-Treasurer-Elect.

**Section 2. Succession To Office:**

A. 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.

B. The President-Elect and the Secretary-Treasurer-Elect shall be elected by the members of the Society in accordance with the provisions of ARTICLE III.

**Section 3. Term of Office.** The term of office of the President shall be one 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 year. The term of office of a Vice President shall be three years. The term of office of the Secretary-Treasurer shall be three years and for the Secretary-Treasurer-Elect, one year. 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 Vice President. An individual may only serve one complete term as Secretary-Treasurer.

**Section 4. Duties.** The powers and duties of each of the officers named above shall be those which 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 Council. 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 Council, 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 to take office as President. The Council 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 5.** Vacancies. In the event of a vacancy in an office not otherwise filled by these bylaws, said vacancy shall be filled through a special election, under procedures established by Council, consistent with ARTICLES III and IV.

**Section 6.** Non-Elected Officers. The Council shall, by resolution, prescribe the role for the Office of Executive Director, and appoint the individual to serve therein. Council shall provide for an annual evaluation of the Executive Director and shall evaluate and approve the employment contract between the Society and the Executive Director.

## **ARTICLE VI - Nominations of Officers, Members of Council and Members of the Nominating Committee**

**Section 1.** Nominations, Qualifications, Etc. No individual may serve as an officer or member of Council unless nominated by the Nominating Committee in accordance with these bylaws; provided, however, an individual who fills any vacancy caused by death, removal, resignation, or inability to serve, of a Council member or the President, President-Elect, Vice President, Secretary-Treasurer or Secretary-Treasurer-Elect, if succession is not otherwise provided for by these bylaws, need not be nominated by the Nominating Committee.

**Section 2.** Nominating Committee.

A. The Nominating committee shall consist of nine members of the Society, all appointed by the Council for staggered three-years terms. Three of such members shall be former officers of the Society (Presidents, Vice Presidents, or Secretary-Treasurers). Six members of the Nominating Committee shall serve as at-large members.

B. The term of the members of the Nominating Committee shall be three years. One officer and two at-large members of the Nominating Committee shall be appointed annually, replacing those individuals whose term expires.

C. The President shall designate a Chair of the Nominating Committee from among the at-large members.

**Section 3.** Nomination of Officers. The Nominating Committee shall meet at least 90 days prior to the date of the annual meeting of the members of the Society and nominate not less than one member of the Society for the office of President-Elect and not less than two members of the Society for each vacant Vice President position. As the occasion requires (including death, disability, resignation or expiration of term), said Committee shall also nominate not less than two members of the Society for the office of Secretary-Treasurer-Elect. Any member of the Society may submit recommendations to the Nominating Committee for these offices for its deliberations.

**Section 4.** For the three positions on the Nominating Committee becoming vacant each year, the members shall be polled and invited to submit to the Council names of members they wish to have considered. The call for nominations will identify criteria for the Nominating Committee and will provide Society members with the opportunity to identify potential Nominating Committee members.

Council 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.

**Section 5.** Nominations for Council. For the positions on the Council becoming vacant each year, the members shall be polled six months in advance of the annual meeting and invited to submit to the Committee names of members they wish considered. The responses naming such prospects shall be returned to a specified location within 45 days of the polling date. Any responses postmarked or received by fax or electronic transmission after that date shall be void. The Nominating Committee shall nominate two individuals for each vacant Council position. In

addition, the names of all candidates suggested by 1 percent or more of the membership shall be placed on the ballot. For purposes of applying Section 1 herein, a candidate nominated under the 1 percent rule shall be treated as nominated by the Nominating Committee. With respect to a vacancy in a designated seat, the Nominating Committee shall nominate two individuals fulfilling the qualifications for the designated seat. An elected member of the Council whose term has expired shall not be eligible for reelection. On the ballot to be sent to the membership, there shall be no indication which candidate was proposed by the membership and which candidate was proposed by the Nominating Committee.

**Section 6.** Criteria for Designated Seats. The Council, or its delegate, shall develop and publish criteria to be used by the Nominating Committee, and the membership, to nominate candidates for President Elect and Vice Presidents and individuals to fill designated seats on the Council.

## **ARTICLE VII - Financial**

**Section 1.** Dues. The annual dues shall be determined yearly by majority vote of the Council.

**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 or the Council.

**Section 3.** Finance and Audit Committee. A Finance and Audit Committee, composed of three or more members of the Society appointed by the President (upon consultation with the then Chair of the Committee with consent of the Council) shall receive the total coordinated prospective budget proposals annually from the Secretary-Treasurer, 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 Council. The term of a member of the Finance and Audit Committee shall be three years. A member may not serve more than two consecutive terms. The President, with consent of the Council, shall designate one of the members to a three-year term as Chair of the Committee. The President, President-Elect, and the Secretary-Treasurer shall be *ex officio* members of the Finance Committee, without vote.

## **ARTICLE VIII - Publications**

**Section 1.** Names. The official Journals of the Society shall be *Endocrinology*, *The Journal of Clinical Endocrinology and Metabolism*, *Endocrine Reviews* and *Molecular Endocrinology*. Other periodicals or books may be published as authorized by the Council. All rights, titles and interests in these publications shall be vested in the Society.

**Section 2.** Costs. The annual subscription cost of the Journals to members and non-members shall be determined by the Council.

*(Note: Article IX Section 2 moved to Article VII Section 3.)*

## **ARTICLE IX - Removal of Officers, Members of Council, and Appointed Officials**

The members of the Council, officers, or appointed officials, shall be subject to removal from their office or position at any time, by ballot of the members called to vote for such removal pursuant to the procedures contained therein. At the initiative of the Council, or upon written request of twenty percent of the membership filed with the National Office during any twelve month period, the Secretary-Treasurer (or Secretary-Treasurer-Elect if the Secretary-Treasurer is the officer challenged) shall promptly furnish the members with a ballot exemplified as follows:

"The member of Council, officer or appointed official named below shall be removed from office:

	_____	Favor Removal
Name of Individual, Position	_____	Do Not Remove From Office

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

If two thirds of the number of ballots returned to the National Office favor removal, said Council member, officer, or appointed official shall be deemed removed retroactive in effect to the date the ballots were sent to the membership.

**ARTICLE X - Amendments to Bylaws**

**Section 1.** Amendment by Council. The Council, at any regular or special meeting thereof, may recommend the repeal, the adoption or amendment of the bylaws of the Society by an affirmative two-thirds vote of the number of Council members fixed by the bylaws; provided, however, notice of proposed changes in the bylaws must be given each Council member not less than 30 days prior to the Council meeting at which amendments are to be proposed. Such notice may be waived by eleven affirmative votes of members of the Council. The amendments shall be put to a ballot of the membership under procedures established in Section 3.

**Section 2.** Amendment by Members. Proposed amendments to the bylaws, endorsed in writing by four percent (4%) of the members, may be sent to the Secretary-Treasurer at least 30 days prior to the next regular or special Council meeting. The Secretary-Treasurer shall thereupon, in a timely fashion, transmit proposed amendments to the members of the Council. After Council has had the opportunity to discuss the proposed bylaws amendments and to make its recommendations, the amendments shall 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 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, Council, 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 Council, employee or agent.

**Section 2.** Mandatory Indemnification. If a current or former officer, member of Council, 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 Council, 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 Council, 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 Council, 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 Council, 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 Council 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 Council 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. Council 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 letter from such accountant shall be circulated to Council within 15 days after receipt.

**Section 5.** Conflicts of Interest. Each officer of the Society, and member of Council, recognizes he or she has an affirmative duty to avoid conflicts of interest which 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 Council 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 Council action.

B. Any Council member 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 Council member from briefly stating his or her position in the matter nor from answering pertinent questions of other members of Council.

D. Every new member of Council will be advised of the policy on conflicts of interest upon election to Council.

E. All members of Council shall periodically file with the Secretary-Treasurer, a conflict statement, in a form and at a time prescribed by it, and such statements shall be available as prescribed by Council.

F. No non-officer member of Council, acting as such, shall receive salary, honorarium, or similar compensation from the Society, except upon affirmative vote of a majority of members. Reimbursement of reasonable expenses paid or incurred by the member of Council, on Society duties, shall not be treated as compensation.

G. The Society shall not enter into any agreement with a member of Council 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 Council, by virtue of their election to that 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 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 Council and the annual meeting of members shall be in accordance with Roberts Rules of Order, unless otherwise determined by Council or these bylaws.