



**BYLAWS OF THE  
PACIFIC COST REPRODUCTIVE SOCIETY**

A California Nonprofit Public Benefit Corporation

**ARTICLE I - ORGANIZATION**

**SECTION 1. NAME**

The name of this organization shall be Pacific Coast Reproductive Society Inc. (herein the "Society").

**SECTION 2. PURPOSES**

The purposes of the Society shall be to:

- A. Study human and animal reproduction, encourage research and experimentation in the field of human and animal reproduction, collect and disseminate information pertaining to human and animal reproduction, and make grants to individuals which are engaged in the study of reproduction in humans and animals; and
- B. Operate exclusively for medical, educational, and charitable purposes.

**SECTION 3. PRINCIPLE OFFICE**

The principal office for the transaction of the business of the organization shall be such place as the Board of Directors designate.

**SECTION 4. FISCAL YEAR**

The fiscal year of the organization shall begin on July 1 and end on June 30 of each year.

**ARTICLE II - MEMBERSHIP**

**SECTION 1. DEFINITION OF MEMBERSHIP**

Members shall be professionals in the field of reproductive medicine.

**SECTION 2. APPLICATION PROCEDURES.**

- A. Applications for membership shall be submitted on the official application form of the Society.
- B. Candidates shall be deemed members upon payment of the dues and final approval of application.

**SECTION 3. PRIVILEGES OF MEMBERSHIP**

A. All members shall have full participation rights in the organization.

**SECTION 4. DEFINITION OF "IN GOOD STANDING."**

A member of the Society whose dues are paid and complies with policies of the Society shall be in good standing.

**SECTION 5. DISCIPLINE OF MEMBERS**

**A. Conduct**

Unprofessional or unethical conduct, including but not limited to, loss of license or conviction of a felony shall be sufficient cause for the disciplining of any member of the Society.

**B. Procedures**

Charges of unprofessional or unethical conduct against any member must be made in writing. Such charges must be made to the Board of Directors which, after conducting an inquiry, shall give to the member so charged at least 15 days' notice of the possibility of reprimand, probation, or expulsion and an opportunity to defend themselves before the Board of Directors. The Board of Directors may, by a three-fourths vote, reprimand, put on probation, or expel a member 5 days after the date on which the member had an opportunity to put forth a defense.

**ARTICLE III - MEETINGS OF MEMBERS**

**SECTION I. ANNUAL MEETING**

The annual meeting of members of the Society will be held at a time and place designated by the Board of Directors and shall coincide with the time and place of the annual scientific meeting sponsored by the Society.

**SECTION 2. SPECIAL MEETINGS**

Special meetings of the membership, for any purpose, may be called at any time by a majority of the Board of Directors or by 30 percent or more of members in good standing as of July 1.

**SECTION 3. NOTICE**

Printed or electronic notice of all meetings of members shall be given to each member at least twenty days, but not more than sixty days, prior to the meeting and shall specify the place, the date, the time, and, in the case of a special meeting, the general nature of the business to be transacted.

**SECTION 4. QUORUM**

Fifty percent of members in good standing as of July 1 shall constitute a quorum at an annual or special meeting of members.

**ARTICLE IV EXECUTIVE COMMITTEE**

The Executive Committee shall be composed of the 3elected officers and the Immediate Past President of the Society. It shall have the powers of the Board of Directors in the conduct of Society business between meetings of the Board of Directors except the powers to (1)

fill vacancies on the Board of Directors, (2) fix compensation or fees, (3) make changes to the Bylaws, (4) amend or repeal any Board of Directors' resolution, or (5) approve transactions involving self dealing. All decisions and recommendations of the Executive Committee will be referred to the Board of Directors for ratification. Meetings of the Executive Committee shall be called and noticed in the same manner as a meeting of the Board of Directors. Regular minutes of its proceedings will be reported to the Board of Directors. Three members of the Executive Committee shall constitute a quorum.

## ARTICLE V - BOARD OF DIRECTORS

### SECTION 1. NUMBER.

The Society shall have eleven directors who compose the Board of Directors.

### SECTION 2. ELECTION AND TERMS OF OFFICE.

The President, President-Elect, Vice President Administration, Vice President Finance, and Immediate Past President shall serve as directors during their respective terms of office. The remaining six directors shall be elected and serve for a term of three years or until their successors are elected and qualified. Two of the six elected directors shall be elected each year and their term of office shall begin immediately after the annual meeting of members.

### SECTION 3. QUORUM

A. A majority of the Board of Directors, as fixed by these Bylaws, shall constitute a quorum at any meeting of the Board of Directors.

B. Standing and special committee chairs may attend Board meetings when appropriate and shall have a voice and vote when present, but shall not be counted in the quorum.

### SECTION 4. POWERS.

The Board of Directors shall:

A. Exercise the corporate powers of the Society, conduct its business, control its properties, and establish regulations and policies consistent with these Bylaws to govern the Society.

B. Have full and final authority and control over all expenditures of the Society.

C. Determine the amount of dues and assessments to be paid by the members of the Society.

D. Hire the Executive Director of the Society and fix the remuneration of same.

E. Employ bi-annually a certified public accountant to audit the books of the Society and assist in the preparation of the various annual records, reports, and statements of the Society.

### SECTION 5. MEETINGS

During or after the annual meeting of members, the Board of Directors shall hold a regular meeting, without notice, at the same place as the annual meeting of members. Special meetings for any purpose may be called by the President, or any three directors upon notice.

### SECTION 6. WAIVER OF NOTICE AND CONSENT

No defect in the call or notice of a meeting will affect the validity of any action taken at the meeting if a quorum is present.

### SECTION 7. BOARD ACTION BY ELECTRONIC MEANS

Any action by the Board of Directors may be taken by any electronic means provided that notice of the electronic meeting is given at least two business days in advance and that a majority of the board members participate.

### SECTION 8. ACTION WITHOUT A MEETING

Any action required by the Board of Directors may be taken without a meeting if a quorum of the Board of Directors, individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board of Directors. Such action or written consent shall have the same force and effect as a majority vote of such directors.

### SECTION 9. VACANCIES

- Vacancies in the Board of Directors may be filled by a majority of the remaining directors, though less than a quorum, or by a sole remaining director, and each director so elected shall hold office until a successor is elected at the time.
- A vacancy or vacancies in the Board of Directors shall be deemed to exist in case of (1) the death, resignation, or removal of any director, (2) if the authorized number of directors is increased, or (3) if the members fail to elect the authorized number of directors to be voted for at that meeting.
- No reduction of the authorized number of directors shall have the effect of removing any director prior to the expiration of their term of office.

### SECTION 10. REMUNERATION

Directors may not receive compensation for their services as directors, but may be reimbursed for travel and other appropriate expenses relating to their position on the Board of Directors.

### SECTION 11. REMOVAL BY MEMBERS

The members may remove a director without cause, but only by 51 percent of the members in good standing.

### SECTION 12. REMOVAL BY DIRECTORS FOR CAUSE

A director may not be removed by the Board of Directors except for cause, as defined in California Corporations Code sections 5221 and 5223.

## ARTICLE VI – OFFICERS

### SECTION 1. TITLES

The officers of the Society shall be a President, a President-Elect, a Vice President Administration, a Vice President Finance, and, at the discretion of the Board of Directors, an Assistant Secretary, Assistant Treasurer, or other officers.

## **SECTION 2. ELIGIBILITY**

Elected officers of the Board of Directors shall be members with in good standing.

## **SECTION 3. TERM AND TENURE OF OFFICE.**

### **A. President and President-Elect.**

The President-Elect shall be elected by the membership for a term of one year. The President-Elect shall succeed to the office of President the following year for a one-year term.

### **B. Vice President Administration and Vice President Finance.**

The Vice President Administration and Vice President Finance shall each be elected to the Board of Directors for terms of two years.

## **SECTION 4. VACANCIES**

A vacancy in the office of President shall be filled by the President-Elect. A vacancy in the office of the President-Elect shall be filled by the membership in the next regular election. Vacancies in the offices of Vice President Administration or Vice President Finance shall be filled by a vote of the Board of Directors either present in person or electronically.

## **SECTION 5 DUTIES**

### **A. President.**

The President shall be the chief executive officer of the Society and shall, subject to the approval of the Board of Directors, have general supervision, direction, and control of the business of the Society. He/she shall preside at all meetings of (1) the members, (2) the Board of Directors, and (3) the Executive Committee. He/She shall have such other powers and duties, as may be prescribed by the Board of Directors. He/she shall be an ex-officio (without vote) member of all standing committees except the nominating committee where he/she shall have a vote. In the absence of the President, or in case of her/his inability to act, the President-Elect shall act in her/his stead and with her/his powers. He/She shall be an ex officio member of all standing committees.

### **C. Vice President Administration**

The Vice President Administration shall supervise the keeping of full and accurate records of all meetings of (1) the members, (2) the Board of Directors, and (3) the Executive Committee, shall give due notice of all meetings of (1) the members, (2) the Board of Directors, and (3) the Executive Committee, and shall be responsible for all books, papers, and documents of the Society.

### **D. Vice President Finance**

The Vice President Finance is responsible for the oversight of all funds of the Society.

### **E. Executive Director**

As an ex-officio member of the Board of Directors, the Executive Director shall be responsible for all business operations, including management of the assets of PCRS; and for establishing and maintaining the business organization and structure to efficiently conduct the management functions of PCRS.

## **ARTICLE VII – NOMINATIONS and ELECTIONS**

### **SECTION 1. NOMINATING COMMITTEE**

The nominating committee shall be composed of the current president, the president elect, the immediate past president, the executive director as an ex-officio member, and two members at large in good standing, who are elected by the general membership. The chair of the committee shall be the Immediate Past President.

### **SECTION 2. NOMINEES**

The Nominating Committee shall nominate candidates for the election of new directors and the President-Elect, VP Admin and VP Finance, as the bylaws dictate. In addition to the candidates nominated by the Nominating Committee, any member in good standing as of July 1 of the current year will be included as a nominee if he or she has filed with the office of the Society at least sixty days prior to the annual meeting a petition supporting his or her nomination signed by not less than ten percent of the members.

### **SECTION 3. ELECTION MATERIALS**

Not less than thirty days prior to the annual meeting of members, a ballot, accompanied by a brief curriculum vitae of each nominee, shall be distributed to all members in good standing.

### **SECTION 4. VOTING**

Members shall vote for directors and the President-Elect by completing a ballot.

### **SECTION 5. TABULATION OF VOTES**

Ballots shall be counted by the Society's office and result reported to the Board of Directors and the members. If two or more candidates receive the same number of votes, the election shall be decided in a manner to be determined by the Board of Directors.

## **ARTICLE VIII - APPOINTIVE POSITIONS**

### **SECTION 1. DIRECTOR OF MEDICAL EDUCATION**

The Board of Directors shall appoint a Director of Continuing Medical Education every three years.

### **SECTION 2. OTHER**

The Board of Directors may make such other appointments as the business of the Society requires and fix the tenure of office, if any, and remuneration of the appointed person.

## ARTICLE IX – COMMITTEES

### SECTION 1. COMMITTEES

The President may appoint such committees as deemed advisable to assist in the proper functioning of the Society, or to carry out its objectives. Permanent committees may be appointed by the President with the approval of the Board of Directors.

## ARTICLE X - DUES AND ASSESSMENTS

Members of the Society shall pay dues, in an amount and in accordance with a policy as determined by the Board of Directors.

### MEMBER DUES

Dues for active members shall be determined by the Board of Directors. Any such member in default of payment of dues for two years shall be suspended from all privileges of membership and if, after notice, such default is not paid within one hundred and twenty days, membership shall be terminated.

## ARTICLE XI - RULES OF ORDER

The rules contained in *Robert Rules of Order Newly Revised*, in its most current form, shall govern the deliberations of this Society in all cases in which they are applicable and not in conflict with the provisions of these Bylaws.

## ARTICLE XII - CORPORATE RECORDS, REPORTS, AND SEAL

### SECTION 1. ARTICLES AND BYLAWS

The Society shall keep at its principal office the original or a copy of its amended and updated Articles of Incorporation and Bylaws.

### SECTION 2. MINUTES

The Society shall keep at its principal office or any other place the Board of Directors may order, a permanent record of minutes of all meetings of members, the Board of Directors, and the Executive Committee with the time and place of holding, whether regular or special, and, if special, how authorized, the notice given, the names of those present at the meeting, and the proceedings thereof.

### SECTION 3. ACCOUNTS

The corporation shall keep and maintain adequate and correct accounts of its properties and business transactions including accounts of its assets, liabilities, receipts, disbursements, gains, and losses.

### SECTION 4. INSPECTION BY MEMBERS

The accounting books and records, the Articles of Incorporation, the Bylaws, and the minutes of proceedings of the members, the Board of Directors, the Executive Committee, and other committees shall be open to inspection upon the demand on the Society by any member in good standing at any reasonable time and upon reasonable notice for a purpose reasonably related to such person's interest as a member. The inspection must be made in person.

### SECTION 5. INSPECTION BY DIRECTORS

Every director shall have the absolute right at any reasonable time to inspect all books, records, documents of every kind, and the physical properties of the Society. The inspection may be made in person.

### SECTION 6. CORPORATE SEAL

The Board of Directors may adopt, use, and at will alter a corporate seal. If adopted, the seal shall be affixed to all Society instruments, but failure to affix it shall not affect the validity of any instrument.

### SECTION 7. ANNUAL REPORT -

Within one hundred and twenty days after the close of the Society's fiscal year, the Board of Directors shall cause an annual report, in compliance with Sections 6321 and 6322 of the California Corporations Code, to be sent to all members.

## ARTICLE XIII - AMENDMENT OF BYLAWS

These Bylaws may be amended or repealed by an affirmative vote of three-fourths of the ballots received by the Society within twenty-one days after the notification of such proposed changes and ballot to members entitled to vote.

## ARTICLE XIV - DISPOSITION OF ASSETS

### SECTION 1. EXCESS REVENUES

All revenues in excess of needs of the Society for (1) carrying out its stated purposes and (2) meeting contingent liabilities shall be expended (1) to provide scholarships for qualified students to further their educational and scientific requirements and aims, (2) to provide support to schools or other educational, scientific, or social organizations governed by section 501 (c) (3) of the Internal Revenue Code, or (3) to provide support for any other scientific, educational, or charitable purpose.

### SECTION 2. DISSOLUTION.

Upon the dissolution of the Society, the assets remaining after payment, or provision for payment, of all debts and liabilities of the Society shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501 (c) (3) of the Internal Revenue Code or to a local government for a public purpose.

#### **ARTICLE XV – Executive Director**

The Board of Directors may appoint an Executive Director to serve at its direction. It shall be the duty of the Executive Director to manage the office and staff of the Society, coordinate and assist all committees in their work and meetings, administer all business of the Society in cooperation with the officers, and perform such other duties as are assigned by the Board of Directors.

#### **ARTICLE XVI - INDEMNIFICATION**

The organization shall indemnify and save harmless any and all of its directors or officers, or any person who may have served or who may hereafter serve at its request, as a director or officer of the organization, against the expenses actually and necessary incurred by them in connection with the defense of any action, suit or proceeding in which they or any of them are made parties or a party by reason of having been directors or a director or officer of this organization, except in relation to matters as to which any such director or officer shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability. The foregoing right of indemnification shall be neither exclusive of nor in derogation of other rights to which a director may be entitled.

**Adopted:** 1963,

**Amended:** 1966, 1973, 1975, 1979, 1980, 1982, 1983, 1995, 2000, 2001, 2010, 2014