

PEDIATRIC ENDOCRINE SOCIETY BYLAWS

Adopted: May 1989

Revised: 1995, 1999, 2006, 2007, 2008, 2010, 2012, 2014, 2015, 2017, 2020, 2024

ARTICLE I. NAME

The name of the corporation shall be the Pediatric Endocrine Society, formerly named in honor of Lawson Wilkins (hereinafter "Society").

ARTICLE II. PURPOSE

The purpose of the Society is to advance and promote the endocrine health and well being of children and adolescents and to be the professional home and voice of pediatric endocrinology in North America. The Society will promote high professional standards for pediatric endocrinology and, by election to membership, will recognize competence in the field.

ARTICLE III. MEMBERSHIP

Section 1. Membership Types

- A. **Original Founding Members.** Original Founding Member is an honorific distinction bestowed upon the physicians and scientists who were invitees to the founding meetings of the Society and who are listed in Appendix A. The membership status of Original Founding Members shall be based upon their selection of membership type from those listed below in this Article. There are no distinct rights or obligations associated with this honorific designation.
- B. **Regular Members.**
 - (i) **Eligibility.** Those eligible for Regular Membership shall be physicians and other scientists who by virtue of their work clearly indicate an interest and proficiency in Pediatric Endocrinology, and whose scholastic and scientific qualifications are deemed acceptable by the Membership Committee with final approval granted by the Board of Directors. Applicants will arrange for a letter of recommendation to be provided by a Regular Member of the Society attesting to the individual's professionalism and that the applicant has fulfilled one of the following criteria:
 - a. Board eligible/certified in Pediatric Endocrinology in the US or Canada or have equivalent training elsewhere, and
 - b. Formal training in other fields with an expressed interest in Pediatric Endocrinology.
 - c. Fellow/In-Training Members applying for Regular Member status will have a letter submitted by their Program Director documenting successful completion of Pediatric Endocrinology training.
 - (ii) **Rights and Obligations.**
 - a. Regular Members shall be required to pay annual dues specified by the Board of Directors. Failure to pay such dues shall be grounds for suspension of membership in the Society.
 - b. In addition to the rights enjoyed by all members of the Society, the rights of Regular Members shall include, without limitation:

- (i.) the right to vote on all issues requiring approval of the Members;
- (ii.) the right to hold office;
- (iii.) the right to serve on committees and special interest groups;
- (iv.) the right to engage in other activities delegated to the Regular Members by the Board of Directors.

C. Emeritus Members.

- (i.) Eligibility. Emeritus membership shall be conferred upon those Regular Members who have retired from gainful employment from their professional activities and who notify the chairman of the Membership Committee or the Secretary of their desire to change status.
- (ii.) Rights and Obligations. Emeritus Members shall not be required to pay dues and shall retain all of the rights and privileges of Regular Members except that they may not hold office.

D. Honorary Members.

- (i.) Eligibility. Honorary Members shall be outstanding physicians or representatives of other disciplines, without regard to citizenship, nationality, or residence, who, by virtue of their knowledge and abilities, contribute to the aims of the Society. Regular Members of the Society are not eligible for Honorary Membership. Nominations may be submitted by a Regular Member to the Board of Directors, which has the sole authority to grant this distinction.
- (ii.) Rights and Obligations. Honorary Members shall not be required to pay dues, but shall have all the privileges of Regular Members, except those of voting, holding office, and serving on standing committees.

E. Fellow/In-Training Members.

- (i.) Eligibility. Fellow/In-Training Members shall be physicians and other scientists in training in Pediatric Endocrinology or areas relevant to Pediatric Endocrinology. Verification of in-training status shall be provided to the Society by the applicant's program director.
- (ii.) Rights and Obligations. Fellow/In-Training Members shall be required to pay dues and shall have all the privileges of Regular Members, except those of voting and holding office. Fellow/In-Training Members may participate in special interest groups and be named "Fellows" on committees, appointed at the discretion of the President-Elect in consultation with the Committee Chair.

F. Advanced Practice Provider Members.

- (i.) Definition: Healthcare Professional with specified training in Pediatric Endocrinology [i.e., Nurse Practitioner (NP), Advanced Practice Nurse (APN), and Physician Assistant (PA)].
- (ii.) Eligibility: Those eligible for Advanced Practice Provider Membership shall include licensed NPs/APNs/PAs demonstrating evidence of:

- a. completion of an accredited graduate level (master's or doctoral degree) NP/APN/PA program; and
 - b. active certification by a nationally recognized certifying body pertinent to the recognized specialty (e.g., American Academy of Nurse Practitioners, National Commission on Certification of Physician Assistants).
- (iii.) Rights and Obligations: Advanced Practice Provider Members shall be required to pay dues and have all of the privileges of Regular Members.

G. Associate Members.

- (i.) Eligibility: Medical students, residents, and laboratory or research support staff without advanced degrees who have an interest in Pediatric Endocrinology will apply for Associate Membership. A letter from the program director or a Regular Member describing the individual's interest and involvement in Pediatric Endocrinology will be required.
- (ii.) Rights and Obligations: Associate Members shall pay dues and attend Society meetings at rates comparable to those of Fellow/In-training Members and are eligible to participate in special interest groups. Associate Members will not have voting rights, serve on committees, be eligible for grants, or be eligible to run for office.

Section 2. Voting. Regular Members, Emeritus Members, and Advance Practice Provider Members shall each be entitled to one vote on matters requiring Member approval.

Section 3. Resignation. Any Member may resign from membership by filing a written resignation with the secretary, but such resignation shall not relieve the Member so resigning of the obligation to pay any dues, assessments, or other charges accrued and unpaid.

Section 4. Suspension, Reinstatement and Termination.

- A. Membership will be annulled if dues are not paid by February 28 each year. Members with unpaid dues will lose benefits and privileges until payment is made. Membership will be reinstated once dues are paid in full.
- B. The Board of Directors may terminate the membership of any Member for actions which, in the reasonable opinion of the Board of Directors, are contrary to the values of the Society. Prior to such actions, the Board shall appoint a Panel of Inquiry to investigate any Member actions. The Panel shall make a recommendation to the Board of Directors regarding termination, having provided the Member the right of representation before the Panel during the investigation.
- C. Reinstatement. Any member whose membership is terminated may be reinstated upon resolution of the reason(s).

ARTICLE IV. BUSINESS MEETINGS OF MEMBERS

- A. **Annual Meetings.** An annual meeting of the Members shall be held at such place and on such dates as may be determined by the Board of Directors for the purpose of transacting such business as may come before the Members. Under rare circumstances, such as national disasters, the Annual Meeting of the Members may need to be postponed or held virtually as close as possible to the original meeting date, as determined by the Society's President. Written notice, either by US mail or electronically, specifying the place, date and hour of the Annual Business Meeting shall be given to the membership at least thirty (30) days prior to the meeting.

ARTICLE V. BOARD OF DIRECTORS

- A. **Board of Directors.** The governance of the Society and the management of its affairs shall be vested in the Board of Directors. The composition of the Board of Directors shall include individuals in specific roles, such as the President, President-Elect, Immediate Past President, Secretary, and Treasurer, along with Directors at Large, as outlined in the policies and procedures. Decisions of the Board shall be made by a majority of board members present at any meeting in which a quorum is present.
- B. **Election of Directors.** Board of Directors shall be elected by the majority of votes cast.
- C. **Eligibility.** For a Regular Member of the Society to be eligible for nomination to the Board, they must have been an active Regular Member of the Society for a minimum of two years.
- D. **Duties and Responsibilities of the Board.** The general management of the Society shall be vested in the Board. The Board shall have and exercise all powers vested in the Society except the power to amend the Articles of Incorporation. The Board shall oversee arrangements for all meetings sponsored by the Society. The Board has final authority to approve, approve in part, or reject reports and recommendations of committees.
- E. **Election and Terms.** Board members shall serve a three-year term, commencing at the conclusion of the Annual Meeting, with exception of the Treasurer and Secretary who shall each serve a four-year term.
- F. **Vacancies.** Vacancies shall be filled in the following manner:
 - (i.) A vacancy in the office of President shall be filled by the President-Elect, who shall complete the unexpired term as well as the presidential term for which elected. The President-Elect office shall then be filled at the discretion of the Board. In the event of a vacancy in the office of the Secretary or Treasurer, the Board shall appoint a Board member to fill the vacancy until the next annual election at which time a Secretary or Treasurer shall be elected to fill the unexpired term. Until the Board of Directors can convene to fill such vacancy, the President shall assume the duties of the Secretary or Treasurer in addition to their other responsibilities.
 - (ii.) The Board shall have the power to fill the unexpired term of any Board member between annual elections. Vacancies in the Director at Large positions shall be filled at the discretion of the Board if such vacancy occurs prior to December 31. At the next regularly scheduled election after such vacancy, the eligible voting membership shall elect a Board member to fill the unexpired term. If such vacancy occurs after December 31, the position shall remain vacant until the next regularly scheduled election, at which time the eligible voting membership will elect someone to fill the unexpired term.
- G. **Quorum.** A majority of the Directors at Large and Officers serving on the Board of Directors shall constitute a quorum.

ARTICLE VI. OFFICERS

- A. **Officers.** The officers of the Society shall consist of the President, President-Elect, Immediate Past President, Secretary and Treasurer. The President-Elect shall succeed to the office of the President upon completion of the President's term, or at such time as the President leaves office. Should the office of President-Elect become vacant, it shall then be filled at the discretion of the Board. Should any of the other offices become vacant during the term of office, the Board of Directors shall appoint a successor or successors to serve for the unexpired term of the predecessor officer(s).

- B. **President.** The President shall serve for a single term of one year. The President shall be the principal officer of the Society and shall preside at all meetings of the Society and of the Board of Directors. The President shall make a report to the Members of the Society covering the activities of the Society and the Board of Directors for the period of the President's term in office.
- C. **President-Elect.** In the absence of the President, the President-Elect shall preside at all meetings of the Society and of the Board of Directors.
- D. **Immediate Past President.** The Immediate Past President shall serve for a term of one year immediately following the end of their as President.
- E. **Secretary.**
 - i. The Secretary shall be elected for a single four-year term.
 - ii. The Secretary or designee shall attend and ensure that record is kept of all meetings of the Society and of the Board of Directors and perform all duties customary to the office.
- F. **Treasurer.**
 - i. The Treasurer shall be elected for a single four-year term.
 - ii. The Treasurer or designee shall receive all dues and donated funds of the Society and shall disperse the same as authorized by the Board of Directors. An independent Audit of the Society's financial statement shall be performed once a year and reported to the Board of Directors and to the Members of the Society.
- G. **Additional Duties.** In addition to the duties and powers provided in these Bylaws, the Officers shall exercise such powers and perform such duties as determined appropriate and necessary by the Board.

ARTICLE VII. SPECIAL INTEREST GROUPS AND COMMITTEES

Section 1. Special Interest Groups. With approval of the Board of Directors, Members may form Special Interest Groups within the Society, with the intent to promote collaboration, facilitate communication in a particular area of Pediatric Endocrinology, and work towards goals that will benefit the membership of the Pediatric Endocrine Society at large. Special Interest Groups shall be formed and managed according to the Policies and Procedures.

Section 2. Standing Committees. The Society's standing committees shall be listed and managed within the Policies and Procedures to allow for flexibility and timely adjustments as needed.

Section 3. Ad Hoc Committees. The President, in consultation with the Board of Directors, may establish Ad Hoc Committees as needed to support the Society's objectives. These committees will dissolve once the Board and the Ad Hoc Committee Chair determine their mission is complete. The President and President Elect shall appoint a Chair for each Ad Hoc Committee, and the Chair may recommend nominees for committee appointments to the President and President-Elect for approval to participate on the committee.

Section 4. Action Teams. The President, in consultation with the Board of Directors, may create Action Teams to address specific projects or initiatives aligned with the Society's goals. Each team, appointed by the President and President-Elect, will have a clear purpose, defined goals, and a designated Chair responsible for leading and reporting progress. They will be dissolved once their objectives are achieved or as determined by the Board of Directors.

Section 5. Committee Appointments. The President, in collaboration with the President-Elect and the Committee Chair, shall nominate committee members from the Society's eligible membership, in line with the provisions laid out in the Committee Policies.

ARTICLE VII. CONFLICT OF INTEREST DISCLOSURE

- A. The Board of Directors will establish and enforce regulations on issues of real or potential conflict of interest, hereafter called "Conflict." Individuals who are candidates for elected office, hold office or are committee members of the Society shall disclose any relationships with third parties that may hold the potential for a conflict of interest in the manner prescribed in the Policies and Procedures.
- B. Potential Conflict of Interest disclosure statements will be solicited and reviewed in accordance with the established Policies and Procedures.

ARTICLE VIII. DUES

- A. **Initiation Fees and Dues.** Dues for Members shall be set by the Board of Directors as deemed to be in the best interests of the Society.
- B. **No Private Benefit.** No part of the net earnings of the Society shall inure to the benefit of, or be distributable to, its Members, officers, or other private persons, except that the Society shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the articles of incorporation.

ARTICLE IX. BOOKS AND RECORDS

The Society shall maintain accurate and comprehensive financial records, as well as minutes of the meetings of the Board of Directors and any committees. These records may be inspected by any Member, or their agent or attorney, for any proper purpose at any reasonable time. Additionally, a record of the names and addresses of all voting Members shall be kept at the management office.

ARTICLE X. DISSOLUTION

Dissolution of the Society may be authorized by vote of two-thirds of Members present and voting, a quorum being present. Upon the dissolution of the Society, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the Society, distribute all the assets of the Society to one or more 501(c)3 societies or organizations engaged in activities substantially similar to those of this Society.

ARTICLE XI. AMENDMENTS

Amendments to these Bylaws, which may be proposed by the Members or the Board of Directors, must be reviewed and approved by a majority vote of the Board of Directors.

ARTICLE XII: INDEMNIFICATION

The Society shall indemnify any officer, committee member, Member, employee or manager, agent or any other person acting on its behalf pursuant to fulfilling responsibilities on behalf of the Society who is made a party to any legal proceeding or is threatened with any legal action relating to activities on behalf of the Society to the maximum extent permitted by law provided such person acted in good faith and in a manner the person reasonably believed to be in the best interests of the Society, with respect to any action or proceeding, and had no reasonable cause to believe the conduct was unlawful.

Appendix A: LWPES (PES) Original Founding Members

David Alexander
John D. Bailey
Robert M. Blizzard
Alfred M. Bongiovanni*
Alvro M. Camacho
Jose Cara
George W. Clayton
William W. Cleveland
Marvin Cornblath*
John D. Crawford
John F. Crigler, Jr.
Raphael R. David*
Angelo M. DiGeorge*
Delbert A. Fisher
Lytt S. Gardner
Orville C. Green
Melvin M. Grumbach*
Alvin B. Hayles
Gerald H. Holman*
Solomon A. Kaplan
Vincent C. Kelley
Robert Klein
Mencer M. Martin
Claude J. Migeon
John W. Money*
Jose M. Montalvo
Akira Morishima
David H. Mosier, Jr.*
Maria L. New
Charles H. Read
Ira M. Rosenthal
Thomas H. Shepard*
Henry K. Silver*
Edna H. Sobel
Robert S. Stempf, Jr.
Robert A. Ulstrom
Judson J. Van Wyk

* could not attend but expressed interest in the formation of the Society.