

**PEDIATRIC ENDOCRINE SOCIETY  
BY-LAWS**

(Adopted May, 1989) (Revised May, 1995, 1999, 2006, 2007, 2008, 2010, 2012, 2014, 2015, 2017, and 2020)

**ARTICLE I. NAME AND REGISTERED OFFICE**

The name of the corporation shall be the Pediatric Endocrine Society, formerly named in honor of Lawson Wilkins (hereinafter “Society”). The Society shall maintain in the State of Illinois a registered office and a registered agent at such office and may have other offices within or without the state.

**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. Suspension of a Member's privileges in the Society will occur after non-payment of dues by February 28 each year. During the first year of suspension, a Member may pay the dues owed for that year and be fully reinstated. A Member suspended beyond one year may be reinstated upon payment of a reinstatement fee determined by the Board of Directors plus the full payment of current year dues. The reinstatement fee may be waived for extenuating circumstance or hardship if approved by the Board of Directors. Such appeals should be submitted in writing to the Secretary.

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.

**ARTICLE IV. BUSINESS MEETINGS OF MEMBERS**

**Section 1. Annual Meetings.** An annual meeting of the Members shall be held upon such days 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.

**Section 2. Place of Meeting.** The Board of Directors may designate any place as the place of meeting for any annual meeting of the Members or for any special meeting of the Members called by the Board of Directors. If no designation is made, or if a special meeting be otherwise called, the place of the meeting shall be the registered office of the corporation in the State of Illinois.

**Section 3. Special Meetings.** Special meetings of the Members may be called either by the president, the Board of Directors, or not less than 25% of the Members having voting rights.

**Section 4. Notice of Meetings.** Written notice stating the place, date, and hour of any special meeting of Members shall be delivered by mail or e-mail to each Member entitled to vote at such meetings not less than fourteen days before the date of such meeting. In case of a special meeting or when required by statute or by these bylaws, the purpose for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed delivered when deposited in the United States mail addressed to the Member at the address appearing in the records of the Society, with postage thereon prepaid.

**Section 5. Order of the Meeting.** Unless otherwise determined by the president, the business meeting of the Members shall include the following elements:

- Reading of the minutes of the last meeting
- Report of the President
- Report of the Secretary
- Report of the Treasurer
- Report of standing committees
- Report of special committees
- Unfinished business
- New business
- Adjournment

**Section 6. Rules.** Roberts Rules of Order as revised from time to time shall be acceptable as a parliamentary guide in the deliberations of the Society.

**Section 7. Quorum.** Ten percent of the Active Members of the Society shall constitute a quorum at the business meeting of the Members. Unless otherwise provided herein, any action of the Active Members shall require a vote of the majority of the Active Members present and able to vote.

**Section 8. Proxy Voting.** There shall be no voting by proxy. There shall be no cumulative voting.

## **ARTICLE V. BOARD OF DIRECTORS**

**Section 1. Board of Directors.** The governance of the Society and the management of its affairs shall be vested in the Board of Directors. The Board of Directors shall consist of eight people: three Directors elected by the Members, the President, President-Elect, Immediate Past President, Secretary, and Treasurer. The Board of Directors shall have and exercise all of the powers vested in the Society

except the power to amend the Articles of Incorporation and the Bylaws. A majority of the Directors and Officers serving on the Board of Directors shall constitute a quorum. Decisions of the Board shall be by a majority of Board members present at any meeting in which a quorum of Board members is present.

**Section 2. Election of Directors.** Directors shall be elected by the Members by written or electronic ballot before the annual meeting of the Members and shall serve for a three-year term. No Director will serve for consecutive terms.

**Section 3. Annual Meetings.** An annual meeting of the Board of Directors shall be held immediately before, and at the same place as, the annual meeting of the Members. Under rare circumstances, such as national disasters, a portion or all of the annual meeting may need to be postponed or held virtually, as determined by the Society's President.

**Section 4. Special Meetings.** The president or any three members of the Board of Directors may call a special meeting of the Board of Directors. Notice of any special meeting of the Board of Directors shall be given at least two weeks previously thereto by written notice to each director or officer at his/her address as shown by the records of the Society. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice is given electronically, such notice shall be deemed to be delivered when a confirmation of receipt of the electronic message is provided by the individual. Notice of any special meeting of the Board of Directors may be waived in writing signed by the person entitled to the notice either before or after the time of the meeting. The attendance of a Director at any meeting shall constitute a waiver of notice to such meeting, except where a Director attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of such meeting, unless specifically required by law or by these bylaws. The Board of Directors may decide the time and place for special meetings.

## **ARTICLE VI. OFFICERS**

**Section 1. 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, the Director who has served the longest continuous term on the Board of Directors shall succeed to fill the vacancy. 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).

**Section 2. 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.

**Section 3. 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.

**Section 4. Immediate Past President.** The Immediate Past President shall serve for a term of one year immediately following the end of his or her term as President.

**Section 5. Secretary.**

- A. The Secretary shall be elected for a single four-year term.
- B. The Secretary 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. The Secretary shall be reimbursed for the expenses incurred for the services rendered to the Society during the year.
- C. At least thirty days in advance of each meeting of the Society the Secretary shall ensure that all Members are informed of the date and location of the meeting and are provided with the scientific program for the meeting.

**Section 6. Treasurer.**

- A. The Treasurer shall be elected for a single four-year term.
- B. 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.

**ARTICLE VII. SPECIAL INTEREST GROUPS AND COMMITTEES**

**Section 1. Special Interest Groups.** With approval of the President and 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 standing committees of the Society shall be maintained in a listing in the Policies and Procedures.

A, **Membership Committee.** The Membership Committee shall review and approve nominations for membership and, once approved, they shall be circulated to the Society membership.

**B Program Committee.** The program committee shall review and evaluate past programs, solicit input from the membership, and propose annually the format of the next program for approval of the Board of Directors. The program committee shall arrange the order of the program for the scientific sessions, select moderators for each session, ensure that Members are given a copy of the program, and perform other such tasks as deemed necessary to the preparation of the program.

C. **Nominating Committee.**

- (i) The nominating committee shall announce annually a call for nominations for Director and President-Elect to all Members. Nominations for Secretary and Treasurer will be requested two years apart, as terms expire. Nominations shall be submitted by Members to the chair of the nominating committee according to the deadline established in the Policies and Procedures.

- (ii) The nominating committee shall consider nominated and other qualified Members in selecting two candidates for each vacant position on the Board of Directors.
- (iii) The Secretary shall arrange that ballots are sent to all Members entitled to vote in such form and manner as outlined in the policies and procedures.
- (iv) The chair of the nominating committee or the chair's designee will count the ballots and will notify the nominating committee members, the Board of Directors and the candidates of the election results.

**D. Awards and Honors Committee.** The Awards and Honors Committee is comprised of two subcommittees:

- (i) The Awards Subcommittee is charged with review and selection of applicants for the Research Fellow Awards (RFAs) and the Clinical Scholar Awards (CSAs). This subcommittee consists of the current President, President-Elect, past five Presidents, and Chair of the Research Affairs Committee (or a designee).
- (ii) The Honors and Lectures Subcommittee is charged with nomination, review, and selection of appropriate individuals for various lectures and awards (other than RFAs and CSAs) available to Society members. This subcommittee consists of the current President, President-Elect, past five Presidents, Chair of the History Committee, and other PES members appointed by the President.

The Immediate Past-President of the Society will serve as Chair of the overall Awards and Honors Committee and Chair of the Awards Subcommittee. The Chair of the Honors and Lectures Subcommittee will be appointed by the President.

**E. Drug and Therapeutics Committee.** The duties of this committee shall be to review issues relating to therapeutics of Pediatric Endocrine disease and to issue reports to the Board of Directors and to the membership of the Society. Approved reports may be submitted for publication.

**Section 3. Ad Hoc Committees.** The President, with the advice of the Board of Directors, may create Ad Hoc Committees as desired and necessary for the fulfillment of the aims of the Society. These committees will terminate when the Board of Directors determines the mission of the committee is complete. The President and President-Elect shall appoint a Chair of each ad hoc Committee. The Chair may recommend to the President and President-Elect nominees for committee appointment. Guidelines for Committee membership are outlined in Section 9 of Article VII of the Bylaws.

**Section 4. Committee Appointments.** The President, in consultation with the President-Elect and the Chair of the committee, will appoint the members of the committees from among the membership of the Society who are eligible to serve on committees. Unless otherwise provided herein, committee members will be appointed to an initial three-year term, with eligibility to be reappointed to a maximum of an additional three years. There shall be at least three members of each committee, but the president, with the confirmation of a majority of the Board of Directors, may determine the number of additional members on each committee. The President, in consultation with the President-Elect,

shall appoint the chair of each committee, and the Policies and Procedures will outline rotation of terms for committee chairs and members. To ensure open communication between the Board of Directors and the committees, one member of the Board of Directors shall be named as a liaison to each committee.

## **ARTICLE VIII. CONFLICT OF INTEREST DISCLOSURE**

### **Section 1. Conflict Statements.**

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 annually by the Board of Directors as outlined in the Policies and Procedures.

### **Section 2. Transactions with Directors.**

A. The Society may only enter into a transaction with a member of the Board of Directors, whether directly or indirectly, if the following conditions are satisfied:

(i) the material facts of the transaction and the Director's interest or relationship are disclosed to the Board of Directors and the Board of Directors approves the transaction by the affirmative vote of a majority of the disinterested Directors, even if the disinterested Directors constitute less than a quorum; or

(ii) the material facts of the transaction and the Director's interest or relationship therein are disclosed to the Members entitled to vote, if any, and such Members vote to approve such transaction without counting the vote of any Member who is an interested Director.

B. For purposes hereof, a Director is "indirectly" a party to a transaction if the other party to the transaction is an entity in which the Director has a material financial interest or of which the Director is an officer, director or general partner.

## **ARTICLE IX. DUES**

**Section 1. 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.

**Section 2. 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 X. BOOKS AND RECORDS**

The Society shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors, and committees having any of the authority of the Board of Directors, and shall keep at the registered or principal office a record giving the names



and addresses of the Members entitled to vote. All books and records of the Society may be inspected by any Member, or his agent or attorney for any proper purpose at any reasonable time.

#### **ARTICLE XI. 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 XII. AMENDMENTS**

As determined by the Board, bylaws may be amended by either of the following means: at a business meeting or by mail ballot.

For changes to be made at a business meeting, bylaws may be amended by a two-thirds vote of the Members present and voting, a quorum being present, provided Members have been notified of the proposed changes thirty days in advance of the meeting and the text of the proposed amendment(s) has been provided.

For changes to be made by mail (either electronic and/or surface mail), bylaws may be amended by two-thirds vote of the Members voting, provided Members have been notified of the proposed changes thirty days in advance of the vote deadline and the text of the proposed amendment(s) has been provided.

#### **ARTICLE XIII: 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 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  
Lynn 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. Stempfel, Jr.  
Robert A. Ulstrom  
Judson J. Van Wyk

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