

**AMENDED AND RESTATED BYLAWS
OF THE
SOCIETY FOR ASSISTED REPRODUCTIVE TECHNOLOGY (SART)**

**ARTICLE ONE
INTRODUCTION**

1.01 These Amended and Restated Bylaws of the Society for Assisted Reproductive Technology ("**SART**" or the "**Corporation**") are adopted in accordance with the Alabama Nonprofit Corporation Law (Title 10A Code of Alabama 1975, as amended) (the "**Act**") and shall repeal and replace all prior versions of the Bylaws of the Corporation. These Bylaws constitute the code of rules adopted by SART for the regulation and management of its affairs.

1.02 The Corporation is organized as an affiliate society of the American Society for Reproductive Medicine ("**ASRM**").

1.03 The Corporation shall have the purposes or powers as may be stated in its Articles of Incorporation, as amended or restated, and such powers as are now or may be granted hereafter by law.

**ARTICLE TWO
NAME AND OFFICES**

2.01 **Name.** The name of the Corporation is the "Society for Assisted Reproductive Technology."

2.02 **Principal Office.** The principal office (place of business) of the Corporation in Alabama shall be located at the headquarters of ASRM at 1209 Montgomery Highway, Birmingham, Alabama 35216-2809. The Corporation may have such other offices, either within or without the State of Alabama, as the Executive Council may determine from time to time. The Executive Council may, by written resolution or majority vote, move the location of the principal office, provided that the principal office must always be co-located with the principal office of ASRM.

2.03 **Registered Office.** The registered office of the Corporation, required by the Act to be continuously maintained in the State of Alabama, may be, but need not be, identical with the principal office in the State of Alabama, and the address of the registered office may be changed from time to time by the Executive Council. If at any time the principal office of the Corporation is moved to a location outside the State of Alabama, the Executive Council will select and appropriately provide for a registered office of the Corporation which will remain located in the State of Alabama.

ARTICLE THREE
MEMBERS

3.01 Generally. The members of the Corporation are those institutions or individuals having membership rights in SART in accordance with the provisions of these Bylaws. The members of the Corporation shall not be liable for obligations of the Corporation.

3.02 Classes of Members. The Corporation shall have four (4) classes of members: (1) Active Practice Member Clinics, (2) Provisional Practice Member Clinics, (3) U.S. Individual Members, and (4) Non-U.S. Individual Members. In the case of the first two classes of members, which are institutional entities, the member is defined based on the United States Centers for Disease Control and Prevention's ("**CDC**") issuance of a National ART Surveillance System (NASS) identification number, and is therefore considered a uniquely recognizable assisted reproductive technology ("**ART**") business entity.

3.03 Requirements for Membership. The qualifications of the members of the various membership classes are as follows:

A. Active Practice Member Clinics. Active Practice Member Clinics of SART must meet the following criteria in order to be accepted as Active Practice Member Clinics in good standing:

- (i) The practice, medical and laboratory directors of Active Practice Member Clinics must be members in good standing of ASRM.
- (ii) Active Practice Member Clinics must meet the most recent published ASRM in-vitro fertilization ("**IVF**") Minimum Standards¹ and adhere to all ASRM/SART published guidelines. Notwithstanding the foregoing, the medical director of an Active Practice Member Clinic may be "grandfathered in" if the individual was fulfilling the role of medical director of a SART member practice prior to January 1, 2000. Likewise, the laboratory director of an Active Practice Member Clinic may be "grandfathered in" if the individual was fulfilling the role of laboratory director of a SART member practice prior to July 20, 1999.
- (iii) Active Practice Member Clinics must have maintained in good standing Provisional Practice Member Clinic membership status for a minimum of two (2) years before applying for Active Practice Member Clinic status.
- (iv) Active Practice Member Clinics must submit, by the date designated by SART, accurate patient-specific data to the SART registry or its duly appointed agent on the outcomes of all ART cycles it performed during the SART-designated period of time. The primary

¹ ASRM IVF Minimum Standards are those minimum standards for practices offering assisted reproductive technologies which are provided in an American Society for Reproductive Medicine Practice Committee report available only to ASRM/SART Members, as the same may be amended from time to time.

purpose of the SART registry is to monitor outcomes, including efficacy and safety, of all ART cycles performed by SART members. Active Practice Member Clinics are required to allow SART, or its designated agent, to validate such submitted data and to disclose such data in a Health Insurance Portability and Accountability Act of 1996 ("**HIPAA**") compliant de-identified form to the public. As authorized, SART will also submit Active Practice Member Clinic cycle data to the CDC pursuant to the Fertility Clinic Success Rate and Certification Act of 1992, Public Law 102-493, as may be amended from time to time ("**FCSRCA**").

- (v) Active Practice Member Clinics must provide a written attestation that the practice only refers patient samples, including preimplantation genetic testing ("**PGT**") samples, to laboratories accredited to perform the specific testing requested.
- (vi) Active Practice Member Clinics must be located in the United States or its duly recognized possessions.
- (vii) The IVF laboratory of Active Practice Member Clinics must maintain accreditation by a SART-accepted accrediting agency and provide written attestation to this fact at the time of registry data submission.

B. Provisional Practice Member Clinics. Provisional Practice Member Clinics of SART must meet the following criteria in order to be accepted as Provisional Practice Member Clinics in good standing:

- (i) The practice, medical and laboratory directors of Provisional Practice Member Clinics must be members in good standing of ASRM.
- (ii) Provisional Practice Member Clinics must meet the most recent published ASRM IVF Minimum Standards and adhere to all ASRM/SART published guidelines. Notwithstanding the foregoing, the medical director of a Provisional Practice Member Clinic may be "grandfathered in" if the individual was fulfilling the role of medical director of a SART member practice prior to January 1, 2000. Likewise, the laboratory director of a Provisional Practice Member Clinic may be "grandfathered in" if the individual was fulfilling the role of laboratory director of a SART member practice prior to July 20, 1999.
- (iii) Provisional Practice Member Clinics must submit, by the date designated by SART, accurate patient-specific data to the SART registry or its duly appointed agent on the outcomes of all ART cycles it performed during the SART-designated period of time. The primary purpose of the SART registry is to monitor outcomes, including efficacy and safety, of all ART cycles performed by SART members. Provisional Practice Member Clinics are required to allow SART, or its designated agent, to validate such submitted

data and to disclose such data in a HIPAA compliant de-identified form to the public. As authorized, SART will also submit Provisional Practice Member Clinic cycle data to the CDC pursuant to the FCSRCA.

- (iv) Provisional Practice Member Clinics must provide a written attestation that the practice only refers patient samples, including PGT samples, to laboratories accredited to perform the specific testing requested.
- (v) Provisional Practice Member Clinic must be located in the United States or its duly recognized possessions.
- (vi) The IVF laboratory of Provisional Practice Member Clinics must maintain accreditation by a SART-accepted accrediting agency and provide written attestation to this fact at the time of registry data submission.
- (vii) Conversion to Active Practice Member Clinic status will occur as described in the relevant SART polices.

C. U.S. Individual Members. Individual members residing in the U.S. or its possessions must meet the following criteria in order to be accepted as U.S. Individual Members in good standing:

- (i) Be a member of ASRM in good standing, and
- (ii) Be associated with either an Active Practice Member Clinic or a Provisional Practice Member Clinic.

D. Non-U.S. Individual Members. Individual members residing outside of the U.S. and its possessions must meet the following criteria in order to be accepted as Non-U.S. Individual Members in good standing:

- (i) Be a member of ASRM in good standing, and
- (ii) Be associated with a medical practice that conducts IVF.

3.04 Application for Membership. Application for membership in the Corporation shall be submitted to the Corporation following such procedures as adopted by the Corporation from time to time.

3.05 Membership Dues.

A. The Executive Council shall have the authority to fix the amount of membership dues to be paid annually by each member and to determine which, if any, categories of membership are exempt from dues payment. Memberships are personal to the named applicant/member and membership rights and privileges belong solely to the member and are not transferable regardless of the source of dues payment. Any member failing to pay dues in a timely manner may have membership rights suspended or terminated under the terms and conditions as determined by the Executive Council, or its designee.

B. Dues must be paid within thirty (30) days of membership being awarded. Thereafter, annual dues shall be payable upon receipt of invoice from the Corporation to the member.

C. The amount of membership dues, as determined and fixed by the Executive Council, or its designee, shall become, on and after notice to a member, an indebtedness to the Corporation collectible by due course of law.

3.06 Voting Rights of Members.

A. Active Practice Member Clinics. Each Active Practice Member Clinic shall be entitled to one (1) vote on each matter submitted to a vote of the Active Practice Member Clinics. The Active Practice Member Clinics' medical director, or designees, shall vote on the Officers of SART and for the SART Clinical Director representative. The Active Practice Member Clinics' laboratory director, or designee, shall vote on the SART Laboratory Director representative.

B. Provisional Practice Member Clinics. Provisional Practice Member Clinics shall have no voting rights.

C. U.S. Individual Members. U.S. Individual Members shall have the right to elect members to the SART Registry and Membership Committees but shall have no other voting rights. Each U.S. Individual Member shall have only one (1) vote.

D. Non-U. S. Individual Members. Non-U.S. Individual Members shall have no voting rights.

E. The Manner of Member Voting. In accordance with the Act, voting may be conducted in such manner as determined by the Executive Council.

F. Member Voting by Proxy or Electronically. A member may vote either in person, electronically or by proxy executed in writing and dated by the member or by the member's duly authorized attorney-in-fact. The proxy shall be voted only for the meeting or purpose specified in said proxy and in no event shall a proxy be valid after one (1) month from the date of its execution, unless otherwise provided in the proxy, but no proxy shall be valid after eleven (11) months from the date of its execution. A proxy is revocable at the pleasure of the member executing it and is revocable by the suspension or termination of the SART membership of the member executing the proxy.

3.07 Termination of Membership. Membership may be terminated by the Executive Council for any of the following events:

A. Receipt by the Executive Council of the written resignation of a member, or his or her duly authorized attorney-in-fact.

B. Failure of an Active Practice or Provisional Practice Member Clinic to submit data to the SART Clinical Outcomes Reporting System ("CORS") IVF registry for one (1) year.

C. Failure of a member to pay dues, fines, or assessments for six (6) months following the due date.

D. Failure of an Active Practice or Provisional Practice Member Clinic to conduct IVF (or ART) treatments for a two-year period of time.

E. Loss by an Active Practice or Provisional Practice Member Clinic of laboratory accreditation.

F. Loss of a member's membership in ASRM.

G. Breach of these Bylaws or any applicable SART or ASRM policy, after written notice of the breach to the member and a twenty (20) day cure period.

3.08 Reinstatement. Any former member may apply for reinstatement of membership by submitting such request in writing to the SART Chief Executive Officer ("CEO") and/or designated staff. The Executive Council, upon the affirmative vote of two-thirds ($\frac{2}{3}$) of the voting members of the Executive Council, may reinstate membership on such terms as the Executive Council may deem appropriate. Formal reapplication for membership shall be necessary as described in these Bylaws and/or the policies of SART. Notwithstanding, a member removed from SART pursuant to Section 3.07(B) through (G) of these Bylaws shall not be eligible to reapply for membership until the conclusion of one (1) year following termination of membership.

3.09 Changes to Member Information. If the medical, practice or laboratory director, or NASS identification number of an Active Practice or Provisional Practice Member Clinic changes, the member must promptly notify SART of such change by providing written notice within sixty (60) days of the change to the SART CEO and/or designated staff. If either the medical director or the laboratory director of a Provisional Practice Member Clinic changes within a twelve (12) month period, the SART status of the Provisional Member Clinic will be reviewed by the SART Membership Committee for impact on the nature of the practice. If both the medical director and the laboratory director of an Active Practice Member Clinic change within a twelve (12) month period, the SART status of the Active Member Clinic will be reviewed by the SART Membership Committee for impact on the nature of the practice. In either case, a new application may be required if the change is deemed by the Membership Committee to be significant to the nature of the practice.

3.10 Meetings.

A. Annual. The annual meeting of the members shall be held during the ASRM annual meeting at the date and place as published by ASRM. The annual meeting shall be held to transact such business as may come before the Corporation during the meeting. This provision of the Bylaws constitutes notice to all members of the annual meetings for all years and no further notice is required, although such notice may be given.

B. **Special.** Special meetings of the members may be called by any of the following: (i) the SART President; (ii) two-thirds ($\frac{2}{3}$) of the members of the Executive Council; or (iii) one-twentieth ($\frac{1}{20}$) or more of the Active Practice Member Clinics.

C. **Notice.** Except for regularly scheduled annual meetings as provided for in Section 3.10(A), written or printed notice stating the place, day and hour of a meeting of the members and, in case of a special meeting, the purpose or purposes of the meeting, shall be delivered not less than ten (10) nor more than fifty (50) days before the date of the meeting, either by hand-delivery, electronically or by mail to each member of record entitled to vote at such meeting. If delivered by hand-delivery or electronically such notice is deemed delivered when received. If mailed, such notice shall be deemed to be delivered three (3) days after when deposited with postage prepaid in the United States mail, addressed to the member at the member's address as it appears on the membership records of the Corporation. Notice may be waived in writing and signed by the member entitled to such notice.

3.11 Quorum and Voting. A majority of the Active Practice Member Clinics or U.S. Individual Members, as applicable, shall constitute a quorum for the transaction of business. A majority of the votes entitled to be cast by the members at a meeting at which a quorum is present is necessary for the adoption of any matter voted on by the members, unless a greater proportion is required by law, the Articles of Incorporation of this Corporation, or any provision of these Bylaws.

3.12 Nature of Membership. Membership in the Corporation is not transferable or assignable. No member of the Corporation shall have any vested right, interest, or privilege of, in, or to the assets, functions, affairs, or franchises of the Corporation, or any right, interest, or privilege which may be transferable or inheritable, or which will continue if membership ceases, or while the member is not in good standing. An individual or practice whose membership has expired or any expelled member shall have no property rights to assets of the Corporation.

ARTICLE FOUR **EXECUTIVE COUNCIL**

4.01 General Powers. The business and affairs of the Corporation shall be managed by its Executive Council.

4.02 Executive Council. The Executive Council shall consist of the following twenty-nine (29) individuals:

- A. the Officers as defined in Section 7.01,
- B. the Clinical Director and Laboratory Director as defined in Section 6.01,
- C. the chairs of the following committees as appointed by the President: Advertising, Electronic Communications, International, Practice, Quality Assurance, Research, and Validation,

D. one liaison to the College of American Pathologists ("CAP"), one liaison to The Joint Commission ("TJC"), and one liaison to the CDC as approved by the CDC and the President,

E. the members of the Membership and Registry Committees who serve in the chair position, and

F. one representative of each of the following ASRM affiliates, as elected by the members belonging to each such affiliate: the Mental Health Professionals Group, Nurses Professional Group, Legal Professionals Group, Association of Reproductive Managers, Society of Reproductive Biologists and Technologists, the Society for Reproductive Endocrinology and Infertility, and the Society for Male Reproduction and Urology.

The SART CEO shall be a non-voting member of the Executive Council. Ex officio non-voting members of the Executive Council will include the SART Chief Advocacy Officer of ASRM. Other persons may participate on the Executive Council in a non-voting capacity at the discretion of the President. The number of members constituting the Executive Council shall be fixed by these Bylaws and may be changed only by amendment hereof; provided, however, that no decrease in the number of members shall have the effect of shortening the term of any incumbent member of the Executive Council.

4.03 Term of Office. The term of office on the Executive Council for the representatives of the Membership and Registry committees is denoted in Section 9.01. The initial term of office for the appointed representatives from CAP, TJC, CDC and the ASRM affiliates is three (3) years and no representative will serve in that capacity for a period of more than six (6) years. The term of office for the Clinical and Laboratory Directors is defined in Section 6.03 and that of Officers is defined in Section 7.05.

4.04 Vacancies. Whenever a vacancy occurs on the Executive Council as a result of the death, resignation, removal, refusal, ineligibility or inability to serve, or otherwise, of any of the Executive Council members, the person(s) or organization(s), as applicable, authorized to appoint such member shall, at their discretion, as promptly as possible following the occurrence of such vacancy, elect and designate a successor or successors, who shall likewise hold office as members of the Executive Council until the next SART annual meeting. If the vacancy is not filled then the number of members of the Executive Council shall be reduced by one until a replacement Executive Council member is designated or elected as set forth herein.

4.05 Removal. Any member of the Executive Council may be removed at any time and without assigning any cause by the affirmative vote of the person(s) or organization(s) that appointed such member or for cause at any time by a two-thirds ($\frac{2}{3}$) vote of the remaining members of the Executive Council. Written notification of such removal shall be provided to such member so removed who shall forthwith upon receipt of such notice be considered as removed from the Executive Council.

4.06 Resignation. Any Executive Council member may resign from office at any time by delivering a resignation in writing to the President or the Secretary, and the acceptance of the resignation, unless required by its terms, shall not be necessary to make the resignation effective.

4.07 Meetings.

A. **Annual Meeting.** An annual meeting of the Executive Council shall be held during the ASRM annual meeting at the date and place as published by ASRM or at such other day and place as the Executive Council shall provide by resolution. This provision of the Bylaws or Executive Council resolution, as applicable, constitutes notice to all Executive Council members of the annual meetings for all years and no further notice is required, although such notice may be given.

B. **Regular Meeting.** In addition to the annual meeting, regular meetings of the Executive Council may be held at such times as may from time to time be fixed by resolution of the Executive Council. Notice of regular meetings of the Executive Council may be given as provided in these Bylaws. Meetings may be held at any time without notice if all the Executive Council members are present, or, if at any time before or after the meeting, those present waive notice of the meeting in writing.

C. **Special Meetings.** Special meetings of the Executive Council may be called by or at the request of the President or any two (2) members.

4.08 Notice. Unless otherwise provided in these Bylaws, notice of meetings of the Executive Council, both regular and special, shall be given not less than two (2) days in advance of said meeting. Such notice may be by hand-delivery, electronically, or mail. If delivered by hand-delivery or electronically such notice is deemed delivered when received. If mailed, such notice shall be deemed to be delivered three (3) days after when deposited with postage prepaid in the United States mail addressed to the Executive Council member at the member's address as it appears on the records of the Corporation. Any Executive Council member may waive notice of any meeting. The attendance of an Executive Council member at a meeting shall constitute a waiver of notice of such meeting, except where a member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted, or the purpose of, any regular or special meeting of the Executive Council need not be specified in the notice or waiver of notice of such meeting.

4.09 Conduct of Meetings. The members of the Executive Council may participate in any meeting of the Executive Council by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time and participation by such means shall constitute presence in person at a meeting.

4.10 Quorum and Voting. A majority of the Executive Council shall constitute a quorum for the transaction of business. The act of a majority of the Executive Committee members present at a meeting at which a quorum is present shall be the act of the Executive Council.

4.11 Action Without A Meeting. Any action required or permitted to be taken at any meeting of the Executive Council may be taken without a meeting, if a consent in writing, setting forth the action so taken, shall be signed by all of the members of the Executive Council. Such consent shall have the same effect as a unanimous vote of the Executive Council. The resolution

and the written consents shall be filed with the minutes of the proceedings of the Executive Council.

ARTICLE FIVE **PRESIDENTIAL CHAIN**

5.01 Presidential Chain. The Presidential Chain shall assist the Executive Council with the governance of the business and affairs of the Corporation, subject to the Act, the Corporation's Articles of Incorporation and these Bylaws. The Presidential Chain shall have and exercise all the authority of the Executive Council in between meetings of the Executive Council, subject at all times to the Executive Council's review and approval. Notwithstanding the above, the Presidential Chain shall not have the authority in reference to: amending, altering, or repealing these Bylaws; electing, appointing, or removing any member of any committee or any Executive Council member or Officer of the Corporation; amending the Corporation's certificate of formation, restating the Corporation's certificate of formation, adopting a plan of merger or adopting a plan of consolidation with another nonprofit corporation or other entity authorizing the conversion of the Corporation into another form of entity; authorizing the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the Corporation; authorizing the voluntary dissolution of the Corporation or revoking proceedings therefor; adopting a plan for the distribution of the assets of the Corporation; or amending, altering, or repealing any action or resolution of the Executive Council which by its terms provides that it shall not be amended, altered, or repealed by the Executive Council.

5.02 Members of the Presidential Chain. The members of the Presidential Chain shall be comprised of six (6) individuals consisting of the President; President-Elect; Vice President; Immediate Past President; Past, Past President; and Past, Past Past President.

5.03 Meetings.

A. Annual Meeting. The annual meeting of the Presidential Chain shall be held during the ASRM annual meeting at the date and place as published by ASRM. This provision of the Bylaws constitutes notice to all members of the Presidential Chain of the annual meetings for all years and no further notice is required, although such notice may be given.

B. Regular Meetings. In addition to the annual meeting, regular meetings of the Presidential Chain may be held at such times as may from time to time be fixed by resolution of the Presidential Chain. Notice of regular meetings of the Presidential Chain may be given as provided in these Bylaws. Meetings may be held at any time without notice if all the Presidential Chain members are present, or, if at any time before or after the meeting, those present waive notice of the meeting in writing.

C. Special Meetings. A special meeting of the Presidential Chain may be called by either: (i) the President, or (ii) a majority of the Presidential Chain members.

D. Notice of Meetings. Unless otherwise provided in these Bylaws, written or printed notice stating the place, day and hour of a meeting of the Presidential Chain and, in case of a special meeting, the purpose or purposes of the meeting, shall be delivered not less than two (2) nor more than fifty (50) days before the date of the meeting, either by hand-delivery,

electronically or by mail to each member of record entitled to vote at such meeting. If delivered by hand-delivery or electronically such notice is deemed delivered when received. If mailed, such notice shall be deemed to be delivered three (3) days after when deposited with postage prepaid in the United States mail, addressed to the member at the member's address as it appears on the membership records of the Corporation. Notice may be waived in writing and signed by the member entitled to such notice.

5.04 Conduct of Meetings. The members of the Presidential Chain may participate in any meeting of the Presidential Chain by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time and participation by such means shall constitute presence in person at a meeting.

5.05 Quorum and Voting. A majority of the voting members of the Presidential Chain present shall constitute a quorum. The act of a majority of the voting members of the Presidential Chain that are present at a meeting in which a quorum is present shall be the act of the Presidential Chain, unless a greater number is required under the provisions of the Articles of Incorporation of the Corporation, or any provision of these Bylaws.

5.01 Action Without A Meeting. Any action required or permitted to be taken at any meeting of the Presidential Chain may be taken without a meeting, if a consent in writing, setting forth the action so taken, shall be signed by all of the members of the Presidential Chain. Such consent shall have the same effect as a unanimous vote of the Presidential Chain. The resolution and the written consents shall be filed with the minutes of the proceedings of the Presidential Chain.

ARTICLE SIX **CLINICAL AND LABORATORY DIRECTORS**

6.01 Election of Clinical and Laboratory Directors. One Clinical Director and one Laboratory Director shall be elected every two (2) years. The Clinical and Laboratory Directors will be elected as follows:

A. One Clinical Director will be elected by the medical directors, or designee, of the Active Practice Member Clinics.

B. One Laboratory Director will be elected by the laboratory directors, or designee, of the Active Practice Member Clinics.

6.02 Term. The term of office for each Clinical and Laboratory Director shall be two (2) years, without the option for re-election. The term of office for each such Clinical or Laboratory Director shall extend from the conclusion of the SART annual meeting at which the Clinical or Laboratory Director is elected.

6.03 Qualifications of Clinical and Laboratory Directors. The qualifications for becoming and remaining a Clinical or Laboratory Director of the Corporation are as follows:

A. Clinical Director: The Clinical Director must be an individual with a Doctor of Medicine (M.D.) or Doctor of Osteopathic Medicine (D.O.) degree and must be serving as a physician in an Active Practice Member Clinic. If the Clinical Director leaves the practice of an Active Practice Member Clinic with which he/she is affiliated, or the practice does not remain an Active Practice Member Clinic, the Clinical Director will have six (6) months to reestablish participation with an Active Practice Member Clinic, but if he/she fails to do so, the Clinical Director shall not be eligible to remain in office.

B. Laboratory Director: The Laboratory Director must be an individual serving as laboratory director or equivalent in an Active Practice Member Clinic. If the Laboratory Director leaves the practice of an Active Practice Member Clinic with which he/she is affiliated, or the practice does not remain an Active Practice Member Clinic, the Laboratory Director will have six (6) months to reestablish participation with an Active Practice Member Clinic, but if he/she fails to do so, the Laboratory Director shall not be eligible to remain in office.

6.04 Removal. A Clinical or Laboratory Director may be removed at any time and without assigning any cause therefor, by a two-thirds ($\frac{2}{3}$) vote of the Executive Council, and written notification of such removal to such Clinical or Laboratory Director so removed who shall forthwith upon receipt of such notice be considered as removed from that position.

6.05 Vacancies. Any vacancy in the Clinical or Laboratory Director positions, whether as a result of resignation or removal of a Clinical or Laboratory Director, shall be filled by an appointment approved by a majority of the Executive Council. A person appointed to fill such a vacancy shall serve for the unexpired term of his or her predecessor in office.

ARTICLE SEVEN OFFICERS

7.01 The Officers of the Corporation shall consist of the following:

- A. President
- B. President-Elect
- C. Vice President
- D. Immediate Past President
- E. Past, Past President
- F. Past, Past Past President
- G. Secretary/Treasurer
- H. SART CEO

Any two or more offices may be held by the same person, with the exception of President and Secretary/Treasurer.

7.02 Ad hoc officers. The Executive Council may elect or appoint any such other officers, including one or more assistant secretaries or treasurers as it shall deem desirable ("**ad hoc officers**"), and such ad hoc officers shall have the authority and shall perform the duties prescribed, from time to time, by the Executive Council.

7.03 Qualifications. The qualifications for becoming and remaining an Officer of the Corporation are as follows:

A. Officers, other than the SART CEO, who serves in an ex officio capacity, must be associated with an Active Practice Member Clinic.

B. If an Officer leaves the practice of an Active Practice Member Clinic with which they are affiliated, or the practice does not remain an Active Practice Member Clinic, the Officer will have until the end of his/her term to reestablish participation with an Active Practice Member Clinic, but if he/she fails to do so the Officer will not be eligible to remain in office.

7.04 Election/Succession. The Officers of the Corporation, with the exception of the SART CEO, shall be elected by a majority of the Active Practice Member Clinics, as determined by written or electronic balloting in advance of the SART annual meeting of the Active Practice Member Clinics. Each Officer shall hold office until a successor has been duly elected and assumes office, or until the Officer resigns or is removed from office.

A. The President shall succeed to the office of Immediate Past President at the expiration of his/her term as President.

B. The President-Elect shall succeed to the office of President at the expiration of the then current President's term of office.

C. The Vice President shall succeed to the office of President-Elect at the expiration of the then current President-Elect's term of office.

D. The Immediate Past President shall succeed to the office of Past, Past President at the expiration of the then current Past, Past President's term of office.

E. The Past, Past President shall succeed to the office of Past, Past, Past President at the expiration of the then current Past, Past, Past President's term of office.

F. The Secretary/Treasurer, as elected, shall take office after the SART annual meeting and hold office for three (3) years.

7.05 Term of Office. Subject to Section 7.04 above, the term of office for each of the Officers, except for the Secretary/Treasurer, shall be for one (1) year, without the option for re-election. The term for Secretary/Treasurer is three (3) years and may be re-elected once for a term of three (3) years. All Officers begin their term from the conclusion of the SART annual meeting, held during the ASRM annual meeting, to the conclusion of the following SART annual meeting, held during the following ASRM annual meeting.

7.06 CEO. The office of the CEO of the Corporation shall at all times be held by the CEO of ASRM.

7.07 Vacancies. Subject to Section 7.04, a vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by an appointment approved by

a majority of the Executive Council for the unexpired portion of the term, provided, however, that a vacancy in the SART CEO position shall be filled by the next CEO of ASRM, and not by the Executive Council.

7.08 Powers and Duties of the Officers. The Officers shall have such powers and shall perform such duties as may from time to time be specified in resolutions or other written or oral directives of the Executive Council. In the absence of such specifications, each Officer shall have the powers and authority and shall perform and discharge the duties of Officers of the same title serving in a non-profit organization having the same or similar general purposes and objectives as the Corporation, subject to the following descriptions of duties.

A. President. The President shall be the principal executive officer of the Corporation and shall have in his/her charge the general direction and promotion of its affairs with authority to do such acts and to make such contracts as are necessary or proper to carry on the activities of the Corporation. The President shall preside at all meetings of SART, the Executive Council and the Presidential Chain. The President shall serve as ex-officio member of all SART committees. The President will frequently consult with the SART CEO and/or designated staff about the day-to-day operations of SART. Except as set forth herein, the President will also serve as one of two representatives from SART to the National Coalition for Oversight of Assisted Reproductive Technologies ("NCOART").

B. President-Elect. The President-Elect shall assume any and all responsibilities as assigned by the President. In the absence or incapacity of the President, the President-Elect shall assume the duties and responsibilities of the President for the duration of such absences or incapacities, or if such absences or incapacities are not resolved prior to the next SART annual meeting, until the next annual election.

C. Vice President. The Vice President shall assume any and all responsibilities as assigned by the President. The Vice President shall serve as Chair of the SART Bylaws Committee. In the absence or incapacity of the President, President-Elect, and Immediate Past President, the Vice President shall preside and assume the assigned duties of the President, President-Elect, or Immediate Past President, as applicable, for the duration of such absences or incapacities, or if such absences or incapacities are not resolved prior to the next SART annual meeting, until the next annual election.

D. Immediate Past President. The Immediate Past President shall assume any and all responsibilities as assigned by the President. The Immediate Past President shall Chair the Nominating Committee. In the absence or incapacity of the President or President-Elect, the Immediate Past President shall preside and assume the assigned duties of the President or President-Elect, as applicable, for the duration of such absences or incapacities or if such absences, or if such absences incapacities are not resolved prior to the next SART annual meeting, until the next annual election. The Immediate Past President will also serve as one of two representatives from SART to NCOART.

E. The Past, Past President. The Past, Past President shall assume any and all other responsibilities as assigned by the President.

F. The Past, Past, Past President. The Past, Past, Past president shall assume any and all responsibilities as assigned by the President.

G. Secretary / Treasurer. The Secretary/Treasurer shall issue notices of all SART meetings, shall keep the minutes of all meetings, shall have charge of the seal of the Corporation, if any, shall serve as custodian for all corporate records, shall render to the President and Executive Council at such times as may be requested an account of all transactions and of the financial condition of the Corporation, and shall make such reports and perform such duties as are incident to his/her office or which may be delegated to him/her by the President or Executive Council. The Secretary/Treasurer shall not serve as President during his or her tenure as Secretary/Treasurer.

H. CEO. The CEO of ASRM shall serve as a liaison between ASRM and the Corporation, serve to communicate and/or grant ASRM's approval to the Corporation when necessary, be authorized to sign checks and legal documents on behalf of the Corporation when so directed, and organize, maintain and supervise administrative staff to carry out the activities and policies of the Corporation.

7.09 Removal. Any Officer elected or appointed to office may be removed at any time and without assigning any cause therefor, by a majority vote of the Active Practice Member Clinics or for cause by a two-thirds ($\frac{2}{3}$) vote of the Executive Council. However, such removal shall be without prejudice to any contract rights of the Officer so removed.

ARTICLE EIGHT

METHOD OF NOMINATION AND ELECTION OF OFFICERS AND MEMBERS OF THE REGISTRY AND MEMBERSHIP COMMITTEES

8.01 Method of Nomination of Officers and Members of the Registry and Membership Committees. The Nominating Committee, after calling for nominations, shall submit its Officer and Registry and Membership committee member nominations to the Executive Council, who by majority vote, must approve any slate of candidates and the Official Ballot. The Official Ballot will consist of three candidates for members and Chairs of the Registry and Membership Committees, and two candidates each for Vice President and, as applicable, Secretary/Treasurer. The election of Secretary/Treasurer will be every third year, and the election of the members of the Registry and Membership Committees, and the Vice President occur every year. The Official Ballot shall be distributed to all voting members in accordance with Section 8.02 below, at least eight (8) weeks prior to the annual, member meeting of the Corporation.

8.02 Method of Election. The Official Ballot shall be confidential and will be distributed only to voting members of the Corporation. The elections shall take place by written or electronic ballot before the Corporation's annual meeting of the members. Completed Official Ballots must be received at the administrative office of the Corporation at least four (4) weeks prior to the annual meeting of the Corporation. Election to office is conferred upon the individual who receives the largest number of votes. In case of a tie vote, the decision shall be made in a manner to be determined by a vote of the Executive Council. The President will present the results of the election at the annual meeting of SART.

ARTICLE NINE COMMITTEES

In addition to the Presidential Chain, the Corporation shall have committees composed of members of the Corporation for the purpose of oversight, guidance, and policy making. The establishment of committees, their duties, and the appointment and removal of members and chairs to the committees shall be made by the President, unless noted otherwise.

9.01 Composition. Each committee, except for the Registry, Membership, and Nominating Committees, shall consist of at least four (4) U.S. Individual Members selected by the President. The Registry and Membership Committees shall each consist of at least four (4) U.S. Individual Members elected by U.S. Individual Members. The members of the Nominating Committee include the Officers of SART and is chaired by the Immediate Past President.

9.02 Term. Members of the following Committees shall serve three-year terms, with the possibility of serving one additional three-year term. No member of these Committees shall serve more than two consecutive terms on the Committee.

- A. Advertising
- B. Electronic Communications
- C. International
- D. Practice
- E. Quality Assurance
- F. Research
- G. Validation

The members of the Membership Committee shall serve four (4) year terms. The members of the Registry Committee shall serve five (5) year terms. During their four (4)-year Membership Committee tenure, each new member will serve as the incoming Chair of the Committee the first year, Chair-elect the second year, Chair the third year, and Past Chair the fourth year of the committee. During their five (5)-year Registry Committee tenure, each new member will serve as the Vice Chair-elect of the Committee the first year, Vice Chair the second year, Chair-elect the third year, Chair the fourth year, and Past Chair the fifth year of the committee.

9.03 Termination of Committee Membership. Refusal of any SART on-site visit by a committee member or his/her practice will result in immediate termination of that individual's membership on the committees that they serve.

9.04 Duties. The duties of committee members will be delineated in such committee's charters, policies and/or procedures.

ARTICLE TEN
OPERATIONS

10.01 Fiscal Year. The fiscal year of the Corporation shall be July 1 through June 30, consistent with the fiscal year of ASRM.

10.02 Checks; Contracts. Except as otherwise provided by law, checks, drafts, promissory notes, orders for the payment of money and other evidences of indebtedness of the Corporation shall be signed by the CEO of the Corporation, or at the CEO's direction by the Chief Financial Officer of ASRM. Except as otherwise provided, contracts, leases, or other instruments executed in the name of and on behalf of the Corporation shall be signed by the President and counter-signed by the SART CEO.

10.03 Books and Records. The Corporation shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its members, the Executive Council, the Presidential Chain and committees. The Corporation shall keep at its principal office a membership register reflecting each member's name, address, class and other details of membership, names of Executive Council members and Officers and the original or a copy of its Bylaws, including amendments to date. All books and records of the Corporation may be inspected by any member, Executive Council member or Officer or his/her/its agent or attorney, for any proper purpose at any reasonable time.

10.04 No Stock. The Corporation shall not have or issue shares of stock. No dividend shall be paid, and no part of the income of the Corporation shall be distributed to any of its members, including Executive Council members, Officers, Clinical or Laboratory Directors, or Presidential Chain members or other committee members.

10.05 Loans. The Corporation shall make no loans to Executive Council members, Officers, Clinical or Laboratory Directors, Presidential Chain members, any other committee members, or to any of its key management, or any of its personnel.

10.06 Gifts. In accordance with applicable law, the Corporation shall have the power to accept charitable gifts to support its mission.

10.07 Dissolution. On dissolution, assets of the Corporation remaining after the payment or discharge of all liabilities of the Corporation; the return, transfer or conveyance of assets held on conditions requiring the same; and the transfer or conveyance of use only for charitable, religious, eleemosynary, benevolent, educational, or similar purposes, shall be distributed to such other charitable or educational institutions as a majority of the Executive Council shall deem needy of such gift in furtherance of its purpose and in accordance with the Act.

10.08 ASRM. The Corporation will operate in accordance with the latest version of the *ASRM Affiliate Societies, Professional Groups, and Special Interest Groups Policies and Procedures*, as amended from time to time. In conjunction therewith, ASRM will provide certain management and operational assistance to the Corporation and the Corporation will reimburse ASRM for such assistance.

10.09 Compensation. The Executive Council members, Officers, Clinical or Laboratory Directors, Presidential Chain members and other committee members of this Corporation shall receive no compensation for their services as such, but by resolution of the Executive Council, a fixed sum and expenses of attendance, if any, may be allowed for attendance at any annual, regular or special meeting of the Corporation or its members. Nothing herein contained shall be construed to preclude any Executive Council member, Officer, Clinical or Laboratory Directors, Presidential Chain member or other committee member of this Corporation from serving the Corporation in any other capacity and receiving compensation therefore.

10.10 Waiver of Notice. Whenever any notice whatsoever is required to be given under the provisions of the Act, the Articles of Incorporation of the Corporation, or these Bylaws, a waiver of such notice in writing signed by the person or persons entitled to notice shall be deemed equivalent to the giving of such notice.

10.11 Non-Profit Status. Notwithstanding any other provision of these Bylaws, no Executive Council member, Officer, Clinical or Laboratory Directors, Presidential Chain member, or any other committee member, employee or representative of this Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

ARTICLE ELEVEN **STANDARDS AND ETHICS**

11.01 All members shall conform to the standards of ethics of practice as established by SART and ASRM. A violation of these standards, as determined by the Executive Council, or its designee, may be grounds for termination of membership.

ARTICLE TWELVE **INDEMNITY**

12.01 Action Other Than By Or In The Right Of The Corporation. The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed claim, action, suit or proceeding, whether civil, criminal, administrative or investigative, including appeals (other than an action by or in the right of the Corporation), by reason of the fact that he or she is or was an Executive Council member, Officer, Presidential Chain member, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, partner, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such claim, action, suit or proceeding (including, without limitation, conduct with respect to an employee benefit plan) if he or she acted in good faith and in a manner he or she reasonably believed to be in the best interest of the Corporation if an Executive Council member, Officer or Presidential Chain member is acting in an official capacity, or in all other cases, in a manner he or she reasonably believed is not opposed to the best interest of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any claim, action, suit or proceeding by judgment,

order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

12.02 Action By Or In The Right Of The Corporation. The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed claim, action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he or she is or was an Executive Council member, Officer, Presidential Chain member, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, partner, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection with the defense or settlement of such action or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in the best interest of the Corporation when acting in an official capacity, or in all other cases, he or she reasonably believed to be not opposed to the best interests of the Corporation, except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the Corporation or was adjudged liable on the basis that personal benefit was improperly received by him or her unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper.

12.03 Indemnification Against Expenses of Successful Party. Notwithstanding the other provisions of this Article 12, to the extent that an Executive Council member, Officer, Presidential Chain member, employee or agent of Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Sections 12.01 and 12.02 hereof, or in defense of any claim, issue or matter therein including the dismissal of an action, suit or proceeding without prejudice, the disposition of a claim or issue by partial summary judgment, or any other partial success or the settlement of an action, suit or proceeding without admission of liability he or she shall be indemnified against all reasonable expenses (including attorneys' fees) incurred by him or her in connection therewith, notwithstanding that he or she has not been successful on any other claim, issue or matter in any such action, suit or proceeding.

12.04 Determination of Right to Indemnification. Any indemnification under Sections 12.01 and 12.02 hereof (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of an Executive Council member, Officer, Presidential Chain member, employee or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Sections 12.01 and 12.02 hereof. Such determination shall be made: (i) if there are two or more Qualified Directors (as defined in the Act), by the Executive Council of the Corporation by a majority vote of all Qualified Directors (a majority of whom shall for that purpose constitute a quorum), or by a majority of the members of a committee of two or more Qualified Directors appointed by a majority vote of Qualified Directors; (ii) by special legal counsel selected by the Executive Council or its committee in the manner prescribed in part (i) immediately above; or (iii) by special legal counsel,

if there are fewer than two Qualified Directors, selected by the Executive Council (in which selection Executive Council members who are not Qualified Directors may participate).

12.05 Advances of Expenses. Expenses (including attorneys' fees) incurred in defending a civil or criminal claim, action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such claim, action, suit or proceeding as authorized in the manner provided in Section 12.04 hereof, upon receipt of a written affirmation of good faith belief that he or she has met the standards of conduct described in Sections 12.01 and 12.02 hereof, and a written undertaking by or on behalf of an Executive Council member, Officer, Presidential Chain member, employee or agent to repay such amount if and to the extent that it shall be ultimately determined that he or she is not entitled to be indemnified by the Corporation as authorized in this Article 12.

12.06 Right to Indemnification Upon Application; Procedure Upon Application. Any indemnification shall be made promptly upon the written request of the person seeking indemnification, unless with respect to applications under Sections 12.01 or 12.02 hereof, a determination is reasonably and promptly made in the manner prescribed in Section 12.04 hereof, that such Executive Council member, Officer, Presidential Chain member, employee or agent acted in a manner set forth in such Sections as to justify the Corporation's not indemnifying such Executive Council member, Officer, Presidential Chain member, employee or agent.

12.07 Other Rights and Remedies. The indemnification authorized by this Article 12 shall not be deemed exclusive of and shall be in addition to any other right to which those indemnified may be entitled under any statute, rule of law, provisions of a certificate of formation, bylaw, agreement, vote of disinterested Executive Council member, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office. It is the policy of the Corporation that indemnification of Executive Council members, Officers, Presidential Chain members, employees and agents shall be made to the fullest extent permitted by law. All rights to indemnification under this Article 12 shall be deemed to be provided by a contract between the Corporation and such Executive Council member, Officer, Presidential Chain member, employee, or agent who serves in such capacity at any time while these Bylaws and other relevant provisions of the Act and other applicable laws, if any are in effect. Any repeal or modification thereof shall not affect any rights or obligations then existing.

12.08 Insurance. The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was an Executive Council member, Officer, Presidential Chain member, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, partner, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him or her and incurred by such person in any such capacity or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify such person against such liability under the provisions of this Article 12.

12.09 Indemnity Fund. Upon resolution adopted by the Executive Council, the Corporation may establish a trust or other designated account, grant a security interest or use other means (including, without limitation, a letter of credit), to ensure the payment of certain of its obligations arising under this Article 12 and/or agreements which may be entered into between the

Corporation and its Executive Council members, Officers, Presidential Chain member, employees and agents from time to time.

12.10 Survival of Indemnification. The indemnification and advancement of expenses provided by, or granted pursuant to, this Article 12 shall continue as to a person who has ceased to be an Executive Council member, Officer, Presidential Chain member, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such Executive Council member, Officer, Presidential Chain member, employee or agent.

12.11 Savings Clause. Neither the repeal nor modification of this Article 12 nor the adoption of any provisions of the Articles of Incorporation or Bylaws of the Corporation inconsistent with this Article 12 shall adversely affect the rights of any Executive Council member, Officer, Presidential Chain member, employee or agent with respect to any action, suit, proceeding or claim that, but for this Article 12, would accrue or arise prior to such repeal, modification or adoption of an inconsistent provision.

ARTICLE THIRTEEN
AMENDMENTS

13.01 The power to alter, amend, or repeal the Articles of Incorporation of the Corporation is vested in the Executive Council.

13.02 The power to alter, amend, or repeal these Bylaws, or any section thereof, or to adopt new Bylaws, is vested in the Executive Council.

These Amended and Restated Bylaws were adopted by SART on the 17th day of November, 2020.

Matthew Retzloff, Secretary

History:

Originally approved by SART November 13, 1989

Amended by SART March 22, 1990, September 29, 1991, November 1, 1992, October 8, 1995, March 21, 1996, May 25, 1997, October 17, 1997, March 7, 1999, July 10, 1999, November 16, 1999, July 18, 2000, September 19, 2000, May 15, 2001, June 20, 2001, April 6, 2002, September 10, 2002, September 20, 2005, October 23, 2008, June 18, 2009, October 23, 2010, April 13, 2012, December 14, 2015, June 30, 2017, October 7, 2018, December 17, 2019, November 17, 2020.