

INTERNATIONAL SOCIETY FOR THE STUDY OF WOMEN'S SEXUAL HEALTH

BYLAWS

Proposed Bylaws Changes To Be Presented To the Membership During the 2011 Business Meeting

ARTICLE I - NAME

The name of this organization shall be the International Society for the Study of Women's Sexual Health, hereinafter referred to as ISSWSH.

ARTICLE II - PURPOSE OF THE ORGANIZATION

The International Society for the Study of Women's Sexual Health is an international, multidisciplinary, academic, clinical and scientific organization whose purposes are: (1) to provide opportunities for communication among scholars, researchers and practitioners about women's sexual health, (2) to support the highest standards of ethics and professionalism in research, education and clinical practice of women's sexual health, and (3) to provide the public with accurate information about female women's sexual health.

ARTICLE III – MEMBERSHIP

Membership in ISSWSH is non-discriminatory, multidisciplinary, gender-neutral and multinational. Membership is open to any individual who qualifies for one of the following membership categories: active, honorary or affiliated. Active membership is open to practicing physicians, practicing therapists, basic researchers working in sexual health and related fields and other health care professionals such as, but not restricted to, nurses and physician assistants, health care professionals in training, and other health care students and allied health professionals. Honorary membership is open to individuals who, in the opinion of the Board of Directors, have demonstrated a serious scientific interest in female sexuality or who have made an important contribution in the field of female sexuality but who do not qualify for Active membership. Affiliated membership is open to individuals working in businesses, industries and other commercial entities affiliated with female sexual medicine and psychology. Applications shall be available on line at the ISSWSH website or from the Secretary of the ISSWSH, and each person must attest to his or her ethical, moral and professional standards when signing the application.

Only active and allied or honorary members shall have the right to vote, serve on the Board of Directors or serve as committee chairs. The Membership Committee shall review each application for membership and make a recommendation to the Board of Directors. A two-thirds majority of those voting is necessary for an applicant to be admitted to membership in ISSWSH. Applicants to whom membership is denied will be notified of the disapproval by the Secretary of the Society.

Dues for each membership category shall be determined annually by the Board of Directors.

ARTICLE IV – VOTING

~~Election of officers, members of the Board of Directors and committee chairpersons shall be held by electronic vote and votes posted by mail. The Nominating Committee shall request suggestions for nominations from the general membership through the website at least 90 days prior to the next election. From the names suggested by the general membership and by members of the Nominating Committee, the Nominating Committee shall recommend a slate of nominees according to Article VII, Section 3, which shall be posted online, at least 60 days prior to the next election. The Secretary of the Society shall send a ballot to all voting members by mail or electronic mail at least 60 days prior to the next election. With this ballot, candidates shall be allowed and encouraged to describe in two paragraphs their qualifications, reasons for wanting to be elected and future plans for the Society. Votes sent by mail and email must be received by the Secretary of the Society at least 30 days before the next election. Election results shall be announced at the next business Meeting of the ISSWSH.~~ **Voting for elected Board of Director positions shall take place through a vote in person at the annual business meeting in accordance with Article VII Section 3 of these bylaws. The Board of Directors may determine that a vote of all elected positions can take place via advance electronic vote in place of the vote at the Annual Meeting.** Certain policies and public position statements may be determined by the Board of Directors to require approval of the voting members of the ISSWSH. The Board of Directors shall decide whether an individual policy or public position statement proposed by the Board of Directors shall be voted upon either at a business meeting, or via electronic vote and/or by postal mail. In any election of ISSWSH, each member of ISSWSH regardless of membership category may vote once and only once, either in person, by electronic mail or by postal mail.

ARTICLE V – OFFICERS

Section 1: The officers of the ISSWSH shall be the President, ~~1st~~ President Elect, ~~2nd President Elect~~, Secretary, ~~and~~ Treasurer **and Immediate Past President**. The elected chairpersons shall be the On Line Services Chairperson, the ~~Meeting Chairperson~~ and the Scientific Program Chairperson and the **Scientific Program Co-Chair**. The elected Directors must represent fields of study and areas of the world not adequately represented already by the elected officers and chairpersons on the Board as determined by the nominating committee in conjunction with the President and ~~1st~~ President Elect.

Section 2: The officers, elected committee chairpersons and elected members of the Board of Directors shall be elected according to Article IV (Voting) for terms of office defined below. Elections shall be held for officers, committee chairpersons and Board members **at** an annual Business Meeting of ISSWSH. **In the instance that the Board has determined that an electronic vote is appropriate, results** of the election shall be announced at the first Business Meeting of ISSWSH which follows the election.

Section 3: The President shall be the Chief Executive Officer of the ISSWSH. The President shall determine the agenda, and chair the meetings of the Board of Directors and chair the general business meetings following Roberts Rules of Order. The President shall be responsible for appointing non-elected chairs of standing committees and ad

hoc committees and for recommending the composition of all committees. In addition, the President shall be an ex officio member of all committees. The President shall serve a term of ~~one~~ two years immediately following his/her term as 1st President Elect, ~~which follows a term of one year as 2nd President Elect,~~ and shall serve a ~~one~~ two year term as Immediate Past President following the ~~year~~ term as President. This ~~one~~ two year term of office shall commence at the close of the annual business meeting and shall terminate at the close of the annual business meeting ~~the following year.~~ two years later.

Section 4: The ~~1st~~ President Elect shall be elevated to the office of President without again standing for election. The ~~1st~~ President Elect shall assist the President in developing the agenda and chair the Board of Directors and general business meetings in the President's absence. The ~~1st President Elect and 2nd President Elect~~ shall be a members of the Scientific Program committee. The ~~1st President Elect and 2nd President Elect~~ shall serve a terms of ~~one~~ two years. This ~~one year~~ term of office shall commence at the close of the annual business meeting and shall terminate at the close of the annual business meeting two years later. ~~the following year where upon the 2nd President Elect shall automatically become 1st President Elect and the 1st~~ The President Elect shall automatically become President without another election.

Section 5: The Immediate Past President shall be an Officer ~~member of the Board of Directors~~ and Chairperson of the Nominating Committee. The Nominating Committee Chair shall be responsible for developing a slate of officers for the following year to be voted on by the membership. The term of office of the Immediate Past President shall be ~~one~~ two years and shall commence at the close of the annual business meeting and terminate at the close of the annual business meeting ~~the following year~~ two years later.

Section 6: The Secretary shall be the Chief Operating Officer of the Forum and shall be responsible for maintaining minutes of all meetings of the Board of Directors and the annual business meeting of the ISSWSH. The Secretary shall be responsible for collecting from the Chairpersons of each committee the minutes of all committee meetings. In conjunction with a professional administrator, the Secretary shall be responsible for distribution of materials to the Board of Directors. The Secretary, working with the On Line Services Chairperson and the professional administrator, shall maintain membership records and distribute appropriate materials to the general membership. The Secretary shall be a member ex officio of all committees. The term of the Secretary shall commence at the close of the annual business meeting in which the Secretary is elected and shall terminate at the close of the annual business meeting two years later. The term of the Secretary shall be staggered with the two year term of the Treasurer so that the Secretary and the Treasurer begin their terms of office in different years.

Section 7: The Treasurer shall be the Chief Financial Officer of the ISSWSH and shall be responsible for all financial matters, including the filing of tax reports of the ISSWSH. The Treasurer shall be assisted in these duties by the Forum's professional administrator. The term of the Treasurer shall commence at the close of the annual

business meeting and shall terminate at the close of the annual business meeting two years later. The term of the Treasurer shall be staggered with the two year term of the Secretary so that the Secretary and the Treasurer begin their terms of office in different years. In order to achieve staggered terms the first elected Treasurer shall serve a term of one year only.

Section 8: The On Line Services Chairperson shall maintain a list of electronic mail addresses of the members of ISSWSH. The On Line Services Chairperson shall also maintain the ISSWSH website in conjunction with the professional administrator employed by ISSWSH. The electronic list and website will be used for communications from the Board of Directors to the general membership, for dissemination of regular publications of the ISSWSH and for online discussion of difficult or unusual cases and other matters of importance to the ISSWSH. The On Line Services Chairperson shall review letters and case submissions by ISSWSH members and distribute said submissions on the list-serve or website after these communications are modified, if necessary, for proper English language usage, deletion of derogatory terms and deletion of commercial content when appropriate. The On Line Services Chairperson shall also maintain an electronic-mail list of members of the Board of Directors. The On Line Services Chairperson must have the knowledge and resources to establish the dedicated e-groups or equivalent as technology advances. In addition, the On Line Services Chairperson is responsible for training other committee members to assume the Chairperson's responsibilities in the Chairperson's absence. The On Line Services Chairperson shall serve a term of two years which shall commence at the close of the annual business meeting in which the Chairperson is elected and terminate at the close of the annual business meeting two years later.

Section ~~4-9~~**2**: The Scientific Program Chairperson shall work in conjunction with the ~~Meeting Chairperson~~ **Scientific Program Co-Chair**, the President and the Secretary to develop the scientific program for the next meeting of the ISSWSH. The Scientific Program Chairperson shall serve a term of one year which shall commence at the close of the annual ISSWSH meeting and shall terminate at the close of the ISSWSH meeting the following year. The Scientific Program Chairperson shall serve on the scientific program committee for the year following his/her term of office.

Section ~~9-10~~**10**: The ~~Meeting Chairperson shall be responsible for every aspect of the annual ISSWSH meeting outside of the scientific program.~~ The ~~Meeting Chairperson~~ **Scientific Program Co-Chair** shall assist the Scientific Program Chairperson, and work in conjunction with the President and the Secretary. The ~~Meeting Chairperson~~ **Scientific Program Co-Chair** shall be elected for a term of one year that shall commence at the close of the annual ISSWSH meeting and terminate at the close of the annual ISSWSH meeting the following year. ~~At the close of the annual ISSWSH meeting, the Meeting Chairperson shall assume the office of Scientific Program Chair for the next year's annual ISSWSH meeting.~~

Section 11: Directors-at-Large shall be elected by the voting membership of the ISSWSH. They shall be nominated by the Nominations Committee to create a balance of representation of scientific expertise, geographic distribution and gender on the Board of Directors. There shall be 8 Directors who shall serve a term of two years with 4 Directors completing their terms each year. The term shall commence at the close of the annual business meeting in which the Director is elected and shall terminate at the close of the annual business meeting two years later. During the first year of the ISSWSH half of the Directors shall serve a term of one year in order to achieve staggered terms.

ARTICLE VI - BOARD OF DIRECTORS

The Board of Directors shall be responsible for the administration and management of the ISSWSH. The Board shall consist of the President, the ~~1st~~ President Elect, ~~the 2nd President Elect~~, the Immediate Past President, the Secretary, the Treasurer, the On Line Services Chairperson, ~~the Meeting Chairperson~~, the Scientific Program Chairperson, the **Scientific Program Co-Chair** and Directors as described in Article V, Section 11. The Chair of the Education Committee shall be a non-voting ex officio member of the Board of Directors.

With the exception of the first year of the ISSWSH, the term of office of Members-at-Large of the Board of Directors shall be two years. Terms shall be staggered as stated in Article V so that only 8 or 9 members of the Board of Directors change in a given year. The terms of office of the officers and committee chairpersons are one or two years as described in Article V of these Bylaws.

The Directors shall be nominated to help balance the composition of the Board of Directors.

The Board of Directors shall meet at least annually during a meeting of the ISSWSH. Additional meetings may be held as needed at the discretion of the President.

The Board of Directors shall approve all changes to the Bylaws before they are submitted to the membership for approval.

The Board of Directors shall receive the report of the Nominating Committee and shall approve it prior to submission to the membership.

The Board of Directors shall not conduct business unless at least 5 members are in attendance either in person or on line or by the telephone.

ARTICLE VII - STANDING COMMITTEES

Section 1: The standing committees of the ISSWSH shall be 1. Nominations Committee, 2. Scientific Program Committee, 3. On Line Services Committee, 4. Scholarships and Grants Committee, 5. Health Policy Committee, 6. Education Committee, and 7. Publications Committee. The President and Secretary shall be ex officio members of all committees.

Section 2: The incoming President shall appoint chairpersons for the following standing committees: Scholarships and Grants Committee, Health Policy Committee, Education Committee and Publications Committee.

Section 3: The membership and duties of each of the committees are as follows:

Nominations Committee: The Nominations Committee shall be composed of the Immediate Past President as chairman and 4 Members-at-Large, diverse by gender, geography and scientific background. Two of the Members-at-Large shall be appointed by the President. Two Members-at-Large shall be elected by the general membership, each to serve a two year term. The Nominations Committee shall declare a slate of candidates of Active or Allied members for each open position to present at the annual business meeting as nominees for the following positions:

~~2 nominees for 2nd~~ **1 nominee for each open position**: President Elect, Secretary, Treasurer

2 nominees for Members-at-Large of the Nominating Committee.

1 nominee for On Line Services Chairperson every other year

~~1 nominee for Meeting Chairperson~~

1 nominee for Scientific Program Chair

1 nominee for Scientific Program Co-Chair

~~6~~ **4** nominees for Director-at-Large.

The Nominating Committee will present the slate of nominees for all open elected positions to the Board of Directors for approval prior to submitting the proposed slate to the membership for approval. The Nominating Committee will make every attempt to submit the Board approved slate to the membership electronically in advance of the Annual Business Meeting.

Scientific Program Committee: The Scientific Program Committee shall consist of the Scientific Program Chairperson, the immediate past Scientific Program Chairperson, the elected ~~Meeting Chairperson~~ **Scientific Program Co-Chair**, the ~~2nd~~ President Elect, ~~the 1st President Elect~~ and up to 8 members appointed by the President and approved by the Secretary and the Scientific Program Committee Chairperson. The term of service shall be one year. The Committee shall be balanced in composition as to gender, and specialty and, if possible, geographic distribution. The Scientific Program Committee must ensure that the highest possible scientific quality of the meeting is maintained by considering the format of the meeting and the facilities and by majority approval of all the abstracts and invited speakers. The Chair shall report to the President upon request.

Meeting Committee: The Meeting Committee shall consist of the elected ~~Meeting Chairperson, the current~~ Scientific Program Chairperson, **the elected Scientific Program Co-Chair** and up to 3 members-at-large chosen by the ~~Meeting Chairperson and approved by the~~ President. The term of service shall be one year. The Meeting Committee shall work in conjunction with the professional administrator employed by ISSWSH in coordinating the local arrangements of the annual meeting including, but not limited to, meeting venue, room blocks, social events and meeting registration. **The primary responsibility of the meeting committee will be to assist in local promotion of the meeting in an effort to increase meeting attendance.**

On Line Services Committee: The On Line Services Committee shall consist of the elected Chairperson and one or two other ISSWSH members fully qualified to take over the on line services in the event the On Line Services Chairperson is unable to carry out his/her duties. The On Line Services Chairperson shall have the power to appoint one or two On Line Services Committee members with whom to work. The composition of this committee does not need to reflect balance in geography, gender or scientific expertise. The term of service shall coincide with that of the On Line Services Chairperson.

Scholarships and Grants Committee: The Scholarships and Grants Committee shall be chaired by an appointee of the President and shall include 6 members-at-large, all appointed by the President. The Committee shall be balanced in composition as to gender, specialty and geographic distribution. The term of service shall be one year. The Scholarships and Grants Committee shall recommend to the Board distribution of funds to be designated for clinical and basic science research grants and scholarships to researchers and students in the field of female sexual medicine and psychology. This committee shall be appointed when the Board of Directors determines that there are sufficient funds in the treasury to award grants or scholarships, as judged by a vote of the Board of Directors. Recommendations of the Scholarships and Grants Committee must be approved by the Board of Directors.

Health Policy Committee: The Health Policy Committee shall be chaired by an appointee of the President and shall include 6 members-at-large, all appointed by the President. The Committee shall be balanced in composition as to gender, specialty and geographic distribution. The term of service shall be one year. The Health Policy Committee shall develop and recommend to the Board of Directors health policy statements for the ISSWSH to adopt as public policy. These policy or position statements must be approved by the Board of Directors and submitted to the voting members of the ISSWSH for final approval. A two thirds majority of the ~~voting~~ members **who cast a vote** is required for adoption as public policy or position of the ISSWSH.

Education Committee: The Education Committee shall be chaired by an appointee of the President for a 2 year term, and will serve as a non-voting ex officio member of the Board of Directors. The committee shall include 4 other members, also appointed by the President. The Committee shall be balanced in composition as to gender, specialty,

and geographic distribution. The term of service for members will be one year, but reappointment is possible. The committee shall be responsible for the development of an educational plan, and for the scheduling and presentation of specific courses and lectures approved by the Board of Directors. The education program shall be inclusive of issues relevant to physicians, psychologists, sexual health providers/therapists, nurse practitioners, and others.

Publications Committee: The President shall appoint as Chairperson of the Publications Committee an ISSWSH member who is fluent in English. The President, working with the Publications Committee Chairperson, shall appoint 6 members-at-large to the Publications Committee. The Committee shall be balanced in composition as to gender, specialty and geographic distribution although it is recommended that all members be fluent in English. The term of service shall be one year. This committee shall be responsible for submissions of abstracts and state-of-the-art lectures to a scientific journal chosen by the Publications Committee.

Bylaws Committee: The ISSWSH Bylaws Committee shall be an ad hoc committee. The Bylaws Committee shall be chaired by an appointee of the President and shall include 2 members-at-large, all appointed by the President.

Other Ad Hoc Committees: Ad hoc committees may be created and appointed by the President for specific purposes and specific periods of time. The President shall obtain approval of the Board of Directors for creation of ad hoc committees.

ARTICLE VIII - SCIENTIFIC MEETINGS

The International Society for the Study of Women's Sexual Health shall conduct at least one annual meeting. The purpose of the meeting shall be to provide opportunities for communication among scholars, researchers and practitioners about female sexual function and women's sexual experience and to support the highest standards of ethics and professionalism in research, education and clinical practice of female sexuality. Locations of future meetings shall be decided by the Board of Directors following consultation with the professional administrator

A Conflict of Interest Statement shall be received by the ISSWSH from every speaker and presenter and retained by the professional administrator.

ARTICLE IX – DUES

The fiscal year of the ISSWSH shall be from January 1 to December 31. Dues shall be determined by a majority vote of the Board of Directors. If the ISSWSH creates its own journal or other publication, dues shall be levied to include a subscription to the publication. Once the Board has voted to enforce payment of dues, members in arrears shall forfeit all rights of membership including all publications, electronic and paper, and eligibility for any elected office or membership in any committee until the indebtedness is paid.

ARTICLE X – AMENDMENTS

Proposals for amendments to these Bylaws must be submitted in writing to the Board of Directors and approved by a two-thirds majority of the Board of Directors. The proposed amendment then must be sent to the membership 30 days before the next Business Meeting. A two-thirds majority of those members present at the Business Meeting is required to pass an Amendment to these Bylaws. Amendments not approved by the Board of Directors may still be presented directly to the general membership as New Business at any Business Meeting of the ISSWSH but a vote on the proposed amendment may not be held until a Business Meeting which occurs no less than 180 days after the Business Meeting in which the amendment is proposed.

ARTICLE XI - RULES OF ORDER

All official business and scientific meetings of the ISSWSH shall be conducted in the English language, and governed by Roberts Rules of Order. The same rules shall be used for resolution of any issues not provided for in these Bylaws. Rules of Order shall not be suspended under any circumstances.

ARTICLE XII - DISCIPLINARY ACTION

Members may be disciplined for any of the following reasons:

- Plagiarism,
- Falsification of scientific data,
- Felony or other serious crimes,
- Actions detrimental to the ISSWSH,
- Violation of these Bylaws and
- Unethical conduct.

If disciplinary action is under consideration, an Ad Hoc Disciplinary Committee shall be named by the President. This Ad Hoc Disciplinary Committee will review the reasons for possible disciplinary action and report directly to the Board of Directors. Disciplinary action may be taken by the Board of Directors after the member to be disciplined is given an opportunity to appear before the Board of Directors, or the matter may be dismissed by the Board of Directors. Membership may be revoked by the Board for cause. The Executive Committee shall be empowered to use any of the following actions it deems necessary or appropriate:

- a) for minor infractions, sending a letter of caution to the disciplined member;
- b) for serious infractions, sending a letter of reprimand to the disciplined member;
- c) for gross infractions, temporary or permanent termination of membership. A record of deliberations of

the Ad Hoc Disciplinary Committee shall be kept. A record of deliberations of the Board of Directors shall be kept. The disciplined member may appeal the decision of the Board of Directors directly to the membership of the ISSWSH at a Business Meeting. A majority vote of the active members present at the annual business meeting shall be required to overrule the action of the Board of Directors.