

AMERICAN SEXUALLY TRANSMITTED DISEASES ASSOCIATION

CHARTER AND BYLAWS

Adopted June 20, 1948

Amended: April 8, 1949;
April 25, 1951;
May 29, 1956;
April 25, 1957;
May 13, 1958;
April 14, 1961;
June 20, 1972;
October 19, 1976;
August 1, 1983;
September 19, 1989;
October 23, 1990,
April 30, 1996;
January 21, 2009.
November 28, 2011
May 30, 2013
November 13, 2015
January 7, 2020

CHARTER OF THE ASTDA

ARTICLE I THE ORGANIZATION

- 1.1. The name of this organization shall be the American Sexually Transmitted Diseases Association (“ASTDA” or the “Association”). The Association shall be a perpetual, not-for-profit, public benefit corporation organized under the laws of the State of Tennessee and operating consistent with Section 501(c)(3) of the Internal Revenue Code.
- 1.2. The address of the principle office of the Association shall be 2677 N Emily Meadows Pl, Eagle, Idaho 83616, or in another location as designated by the Board of Directors.
- 1.3. The mailing address of the Association shall be ASTDA, P.O. Box 1831, Eagle, Idaho 83616, or in another location as designated by the Board of Directors.
- 1.4. The Registered Agent of the Association shall be CT Corporation System, 300 Montvue Rd., Knoxville, TN 37919-5546 or such other Registered Agent as designated by the Board of Directors.

ARTICLE II NORTH AMERICAN REGION OF THE INTERNATIONAL UNION AGAINST SEXUALLY TRANSMITTED INFECTIONS

- 2.1. The Association shall function as the North American Region of the International Union Against Sexually Transmitted Infections (IUSTI-NA) (Region).
- 2.2. The President of the Association shall be the Chair of the Region.
- 2.3. The Director of the Region and a representative of the Canadian Branch of the Region shall be ex-officio members of the Association’s Board of Directors.

ARTICLE III MISSION and OBJECTIVES

- 3.1. The mission of the Association is to foster scientific knowledge, develop leadership, and champion practice in the field of sexually transmitted infections.
- 3.2. The objectives of the Association shall be:
 - To control, prevent, and ultimately eradicate sexually transmitted infections (STI)
 - To support research in all aspects of STI including medical, epidemiologic, laboratory, social and behavioral studies
 - To recognize outstanding contributions in STI control and prevention
 - To disseminate authoritative information concerning STI
 - To develop the current and future generations of STI professionals
 - To promote social justice as an antidote to the structural determinants of STI risk.

ARTICLE IV MEMBERSHIP

- 4.1. Membership shall be open to any individual with interest in the control and prevention of sexually transmitted diseases.
- 4.2. Upon receipt of a completed application form, together with one year's annual dues, membership will be conferred.
- 4.3. The Association is the functional IUSTI-NA. Thus, all members are automatically granted membership in IUSTI.

ARTICLE V BOARD OF DIRECTORS

- 5.1 The Board of Directors shall be responsible for carrying out the objectives of the Association. The Board of Directors is comprised of **at least one (1) and** up to eighteen members, consisting of:
 - **Executive Committee (see Article VI) includes the following officers: President, Immediate Past President, President-Elect, Secretary-Treasurer;**
 - Up to eight (8) elected members,
 - Two (2) elected early career stage members,
 - Two (2) members invited by the Executive Committee and
 - Two (2) ex-officio members (representing IUSTI-NA and IUSTI-Canada)
- 5.2 All members shall remain on the Board until their successors are seated.
- 5.3 **The term for non-officer, elected members shall be four (4) years. After serving a term, non-officer members shall retire from the Board for at least four (4) years before becoming eligible for re-election. Non-officer members shall serve no more than two (2), non-consecutive terms.**
- 5.4 **The term for officers, except for Immediate Past President, shall be two (2) years, with the option for re-election for up to two (2) additional two (2) year terms. Officers shall serve no more than three (3) consecutive terms.**
- 5.5 **The immediate Past President shall remain a member of the Board for a period of two (2) years or until the next regular business meeting of the Board after the conclusion of the two (2) year period.**
- 5.6 In addition to elected members,
 - The Executive Committee shall be authorized to appoint up to two voting members to fill any gaps in expertise or to represent organizations with similar goals.
 - Appointed member terms shall coincide with the term of the President under whom they were appointed
- 5.7 The Board will also have two voting ex-officio members:
 - the Director of IUSTI-NA
 - the Chair of the Canadian Branch of IUSTI-NA.
- 5.8 All members of the Board shall be voting members.

- 5.9 The terms and elections of the members of the Board, except for those Board members serving under Section 5.6, shall be governed by the Bylaws.
- 5.10 The Board of Directors may conduct business for the ASTDA through sub-committees or standing committees of the Board as set forth in the Bylaws.

ARTICLE VI OFFICERS

- 6.1 The officers of the ASTDA shall be President, President-Elect, Immediate Past President, and a Secretary-Treasurer, who shall hold office for two (2) years, or until their successors are elected.

To be eligible to serve as President, an individual must meet the following criteria:

The individual must be a current or former member of the Board of Directors of the Association.

The individual must have held a Board of Director or officer role for at least (2) years of Board membership before assuming the role of President.

The individual must be in good standing with the organization, having demonstrated commitment to the Association's mission and compliance with all governance policies.

6.3 Duties specific to the role of the officers include but are not limited to:

- Approving all contracts between the Association and any external entities
- Appointing two members as described above to the Board of Directors in any given cycle.
- Appoint the Editor of any journal owned by the Association.

ARTICLE VII REMUNERATION

7.1 All officers and members of the Board of Directors shall serve without compensation.

7.2 No part of the net earnings of the Association shall inure to the benefit of or be distributable to, its members, Board of Directors, or officers. The Association shall be authorized and empowered to pay to uninterested third parties reasonable compensation for services rendered and to make payments in furtherance of the objectives of the Association. The Association shall do all things necessary and proper to carry out the objectives heretofore stated in such a way as to meet the requirements of Section 501 (c) (3) of the Internal Revenue Code found in Title 26 of the United States Code.

7.3 The officers shall be empowered and authorized to review and amend the Association's remuneration policy annually. Any and all amendments to the remuneration policy that result in compensation to a member, Board of Directors, or officers shall be:

- Accompanied by a Compensation Agreement outlining the details of compensation which shall be approved by Board of Directors in advance of execution of the Compensation Agreement
- Reasonable compensation in light of the services being performed by the interested party
- Amendments to include a Compensation Agreement shall be made in accordance with Article XII,

**ARTICLE VIII
REMOVAL**

- 8.1 A member, including members of the Board of Directors and officers, may be removed for cause, which includes but is not limited to acting in a manner inconsistent with the Mission and Objectives outlined in Article III and/or repeated failure to complete board duties as assigned, by two-thirds vote of the Board of Directors then in office. The action will be taken at a regular meeting of the Board of Directors or at a special meeting called for that purpose. The proposed removal must be announced in the notice and sent to the Directors at least ten (10) days before the meeting.
- 8.2 The member facing removal shall receive written notice at least ten (10) days in advance stating the reasons for removal.
- 8.3 If the reason for removal relates to conduct of a sensitive nature, then the Immediate Past President, Current President, and President-Elect shall be fully informed of the nature of the conduct and may limit the disclosure of the sensitive information to the Board of Directors, so as not to unnecessarily embarrass the member subject to removal. If the Immediate Past President, Current President, or President-Elect are the member subject to removal, the Secretary-Treasurer shall stand in place of that member for purposes of being informed of conduct of a sensitive nature.
- 8.4 If a member is removed, the vacancy shall be filled in accordance with the succession policy outlined in these charter and bylaws.

**ARTICLE IX
CONFLICTS OF INTEREST**

- 9.1 Any member of the Board of Directors who becomes aware of a conflict of interest, including but not limited to financial, personal, and professional, shall disclose the conflict to the Board of Directors immediately.
- Upon disclosure, the Board (excluding the conflicted member) shall evaluate whether the conflict materially impairs the member's ability to act in the best interest of the nonprofit. If the conflict is deemed substantial, the Board may request the member's voluntary resignation.
 - If a board member fails to disclose a conflict or if the conflict compromises the integrity of the organization, the member shall be required to resign immediately.
 - If the member refuses to resign, the Board may remove them pursuant to the removal procedures outlined in these charter and bylaws.

**ARTICLE X
MEETINGS**

- 10.1 The Board of Directors shall meet annually and at any other time as may be determined by the President. The Board may transact its business in person, by telephone or by electronic means.
- 10.2 A quorum shall consist of two-thirds of members of the Board of Directors.
- 10.3 The Board shall meet at such times and places as the President may designate. Upon request of any two members, the President-Elect or Secretary-Treasurer of the Board may call a meeting.

**ARTICLE XI
LOBBYING AND POLITICAL ACTIVITY**

The Association may carry out lobbying activities allowable under the statute and regulations of the IRS for 501 (c) (3) organizations. The Association shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public

office. Notwithstanding any other provision of these articles, the Association shall not carry on any other activities not permitted to be carried on by an association exempt from Federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or by an association contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) .

ARTICLE XII AMENDMENTS

This Charter may be amended by two-thirds vote of the general membership provided that the draft of any proposed amendment be sent to the membership and within thirty (30) days they shall return their acceptance or rejection of the proposed amendment; or by unanimous vote of the members present and voting at the annual meetings of the Association; or by a two-thirds vote of those present and voting at the regular business meeting provided the proposed amendment is incorporated in the notice of the meeting.

BYLAWS OF THE ASTDA

ARTICLE I DUES

- 1.1 The amount of annual dues assessed to each member of the Association shall be determined by a two-thirds vote of the Board of Directors.
- 1.2 Each member will be notified of their assessment for dues no later than November 1 of each year. Failure to pay such dues by 1 January of the following year shall result in automatic termination of membership together with all rights and privileges.
- 1.3 New members accepted before July 1 of any year shall pay full dues for that calendar year and shall receive all publications for that calendar year. New members accepted after July 1 of any year shall pay one half of the annual dues.
- 1.4 Any journal or periodical published under the aegis of the Association shall be sent to the members, gratis.

ARTICLE II ELECTION OF BOARD OF DIRECTORS AND OFFICERS

- 2.1 Elections for the Board of Directors will occur in April of even-numbered years, and the elected members will take office at the next annual Board of Directors meeting.
- 2.2 Elections of officers, excluding the Immediate Past President, will take place in April of alternate (odd) years and officers will take office at the next Board of Directors meeting.
- 2.3 The Nominating Committee (see Article IV) shall solicit from the Association membership nominations for the office of President, President-Elect, Secretary-Treasurer and vacancies for the Board of Directors, to fulfill the needs of the Board for the coming two (2) years.
- 2.4 The Nominating Committee will also seek nominations and make recommendations for early career professionals to fill the two designated slots.
- 2.5 The Nominating Committee shall select a slate of officers from those nominated. Association members will then vote for their preference for each position during a 15-day open voting period.
- 2.6 Nominees on the slate receiving the highest number of votes shall be declared elected by the Board. In the event of a tie in the balloting, a two-thirds vote of the Board shall declare a winner. A report of this action shall be made by the Nominating Committee.
- 2.7 The officers and members of the Board of Directors shall be declared elected at the next meeting of the Board of Directors and shall assume office at the close of that session.

**ARTICLE III
EXECUTIVE COMMITTEE**

- 3.1 Consistent with the Charter, there is hereby established a standing committee of the Board of Directors to be called the Executive Committee.
- 3.2 The Executive Committee shall be comprised of the President, a President-Elect, and a Secretary-Treasurer. The Immediate Past-President shall remain a member of the Executive Committee for as long as such person remains a member of the Board of Directors.
- 3.3 The Executive Committee shall be responsible for:
- Approving all contracts between the Association and any external entities
 - Appointing two members as described above to the Board of Directors in any given cycle.
 - Appoint the Editor of any journal owned by the Association.

**ARTICLE IV
ADDITIONAL SUB-COMMITTEES**

- 4.1 Consistent with the Charter, the following sub-committees set forth in this Article IV shall exist. The President, with the concurrence of the Executive Committee, shall appoint the committees identified in this Article within sixty (60) days of election of the President.
- 4.2 ***Nominating Committee***, consisting of three members of the Board of Directors shall discharge its duties in accordance with Article II of these Bylaws.
- 4.3 ***Finance Committee*** consisting of at least three members. The Finance Committee shall provide oversight over the Association's financial activities, including review of quarterly financial statements, and make recommendations regarding the Association's financial policies and investment strategies. The Finance Committee shall report to the Board of Directors at its annual meeting.
- 4.4 ***Awards Committee*** consisting of at least three members which shall receive nominations for annual awards from the Association. The Awards Committee shall select at least sixty (60) days prior to the annual meeting, the persons to be honored. The Committee will then present their selection to the Board of Directors who will vote on the selections.
- 4.4.1 There may be three (3) awards presented annually:
- The ASTDA Distinguished Career Award is presented to a person with a long and extraordinary career in the field of sexually transmitted diseases.
 - The ASTDA Achievement Award is presented to a person at mid-career to acknowledge an outstanding body of work in sexually transmitted diseases or for a single major achievement in the field.
 - The ASTDA Early Career Award is presented to a person engaged in outstanding work in the field of sexually transmitted diseases who is no more than seven years from completion of training.
- 4.4.2 The Board of Directors, by unanimous consent, may establish other awards as deemed desirable.
- 4.5 A ***Publications Committee*** consisting of at least three members, including non-Board members. The Publications committee shall supervise and direct the publication of any periodical, journal, etc., which is published under the aegis of the Association.

- 4.5.1 The President and Chair of the Publications Committee are authorized to sign such contracts in the name of the Association. All contracts with publishers shall receive the approval of the Board of Directors.
- 4.5.2 The publication committee, in consultation with the Executive committee, shall appoint the Editor of any journal or periodical published under the aegis of the Association. The Editor shall be appointed for a period of five (5) years.
- The Editor, with the concurrence of the Publications Committee, shall appoint Assistant and Associate editors and members of the Editorial Board as may be required. Assistant and Associate editors and members of the Editorial Board shall be appointed for a period of three (3) years. Initial appointments shall be made for periods of one, two and three years to provide for regular replacements.
- 4.6 Ad Hoc committees may be appointed by the President, with the concurrence of the Board of Directors, as the need arises.

ARTICLE V AMENDMENTS

- 5.1 These Bylaws may be amended by two-thirds vote of the general membership provided that the draft of any proposed amendment be sent to the membership and within thirty (30) days they shall return their acceptance or rejection of the proposed amendment; or by unanimous vote of the members present and voting at the annual meetings of the Association; or by a two-thirds vote of those present and voting at the regular business meeting provided the proposed amendment is incorporated in the notice of the meeting.