AMERICAN UROLOGICAL ASSOCIATION EDUCATION AND RESEARCH, INC. BYLAWS May 2017

ARTICLE I: GENERAL PROVISIONS

SECTION 1. Mission and Vision. The mission of American Urological Association Education and Research, Inc. (hereinafter referred to as "AUAER") is to improve practice and patient care by providing affordable quality urologic education.

SECTION 2. Objectives and Purposes. The objectives and purposes for which AUAER is organized are charitable, scientific and educational, as follows:

1) to encourage research, experimentation, investigation and analysis of diseases, abnormalities and other conditions of the genitourinary tract, their treatments and corrections, and to make the results known to physicians and the public;
2) to develop, and assist in developing, scientific methods for the diagnosis, prevention and treatment of such diseases, and to make the results known to physicians and the public;
3) to benefit the general public by encouraging the study and maintaining the highest possible standards of urological education, practice and research; and
4) to promote the publication of, and encourage contributions to, medical and scientific literature pertaining to the specialty of urology.

SECTION 3. Management. Management and control of AUAER shall at all times be vested in its Board of Directors, pursuant to Article IV of these Bylaws, acting through the officers having the powers described in that Article. The Officers and Board of Directors of the AUAER, including the Section representatives to the Board, shall at all times be the same individuals serving in a similar capacity for the American Urological Association, Inc. (AUA).

SECTION 4. Territorial Scope. AUAER shall consist of urologic surgeons, physicians of affiliated disciplines and urology practice professionals. Voting members must reside and practice their professions in the United States of America and its territorial dependencies, or in the Dominion of Canada, the Republic of Mexico, the Republic of Panama, and the Central American Republics of Costa Rica, El Salvador, Guatemala, Honduras, Nicaragua and Belize.

SECTION 5. Fiscal Year. The fiscal year of AUAER shall date from January first to December thirty-first.

SECTION 6. Amendments. These Bylaws may be amended by a two-thirds (2/3) vote of the members present and voting at any Annual Business Meeting. The proposed amendment(s) shall be provided at least thirty (30) days in advance of the meeting.

SECTION 7. Seal of Corporation. The Corporate Seal shall have inscribed thereon the name of the Corporation and the words, "Corporate Seal - Baltimore, Maryland." Said Seal may be altered at the pleasure of AUAER and may be used by causing it, or a facsimile thereof, to be impressed or affixed or otherwise used.

SECTION 8. Rules of Order. Sturgis Standard Code of Parliamentary Procedure, current edition, shall govern the proceedings of AUAER unless otherwise provided for in these Bylaws.

ARTICLE II: CHARTERED SECTIONS

SECTION 1. Separate Entities. The total geographic area of North and Central America served by AUAER has been divided into eight geographic regions, each region represented by a separate entity known as a "Section." Each Section of AUAER is entrusted to and managed by a Section corporation; a tax-exempt entity approved by Internal Revenue Service as a charitable and educational entity or professional society, and empowered to provide educational and related services.

SECTION 2. Boundaries. The geographic boundaries of the Sections are as existing on January 1, 2000, and as defined from time to time between them. The Section names and boundaries are further defined and prescribed in the corresponding Article II, Section 2 of the AUA Bylaws.

SECTION 3. Changes. The geographic boundaries of the Sections shall continue as described in Section 2, unless changed pursuant to the procedures outlined in

Article II, Section 3 of the AUA Bylaws.

ARTICLE III: CLASSIFICATIONS OF MEMBERSHIP

SECTION 1. Member Categories. The membership of AUAER shall include: Active Members, Senior Members, Associate Members, Affiliate Members, Research Scientist Members, Honorary Members, International Members, International Residents-in-Training Members, Allied Members, Advanced Practice Provider Members, Resident/Fellow Members and Medical/Graduate Student Members.

SECTION 2. Reciprocal Membership in the American Urological Association, Inc. and AUAER. All members of the American Urological Association, Inc. shall automatically be members of the AUAER, with rights and obligations as defined in Article III of the AUA Bylaws.

ARTICLE IV: OFFICERS, BOARD OF DIRECTORS, AND EXECUTIVE COMMITTEE OF THE BOARD

SECTION 1. Officers of AUAER. The Officers of AUAER shall be the President, President-Elect, Immediate Past President, Secretary, Secretary-Elect, Treasurer and Treasurer-Elect. The President-elect shall be nominated by the Sections through the Nominating Committee pursuant to Article V, Section 1.8 of these Bylaws, and shall serve from the termination of the Annual Meeting at which he or she has been elected until the termination of the Annual Meeting at which his or her term expires and a successor is elected. Open positions for Secretary-elect and Treasurer-elect shall be filled in accordance with the procedures stated in Article VIII of these Bylaws.

Vacancies that occur in any of the Offices may be filled for the unexpired term by a majority vote of the Board of Directors. In selecting a replacement, the Board shall consider: First, the established rotation of Offices among the Sections; Second, the length of time remaining in the unexpired term; and Third, the availability of qualified candidates for the office in question. Officers who serve ex-officio on a committee shall not be eligible to vote on any matters coming before the committee, unless the Bylaws state otherwise.

SECTION 2. President. The President shall serve as Chair of the Board of Directors and of the Executive Committee of the Board, and shall serve on other committees as stipulated by Bylaws. The President shall preside at all meetings of the Board of Directors and of the Executive Committee of the Board, and at the scientific and business sessions of the Association. The President shall be a member of each Committee ex-officio. The President may call special meetings of the Board of Directors. The President shall oversee the appointment of members and committee chairs to fill vacancies on all standing committees and special committees authorized by the Board of Directors or membership. The President shall notify members of his or her election or appointment and the term of service.

SECTION 3. President-Elect. The President-Elect, after serving one year in this office, shall be elevated to the office of President automatically without again standing election. The President-elect shall perform any duties that are assigned by the President and shall preside in the absence of the President. The President-elect shall be a member of the Board of Directors and its Executive Committee, and shall serve on other committees as stipulated by Bylaws and as appointed by the President.

SECTION 4. Immediate Past President. The Immediate Past President shall be a member of the Board of Directors and its Executive Committee, Chair of the Nominating Committee, and shall serve on other committees as stipulated by Bylaws and as appointed by the President. The Immediate Past President shall seek out possible nominees for Honorary Membership and make recommendations in accordance with Article III, Section 11 of the AUA Bylaws.

SECTION 5. Secretary. The Secretary shall keep an accurate record of all the business and activities of AUAER and promptly attend to all correspondence. The Secretary shall oversee the application process and membership records, shall receive and maintain the official Section documents, and shall give formal notice of the Annual Meeting and of special meetings. The Secretary shall preserve the Minutes and all records of

such meetings. The Secretary shall, in consultation with the President, arrange an agenda for the Business Meeting of AUAER. The Secretary shall determine the program, including papers and panels, for the Annual Meeting. The Secretary shall be a member of the Board of Directors and its Executive Committee, and shall serve on other committees as stipulated by Bylaws and as appointed by the President. The Secretary shall regularly report relevant activities on behalf of AUAER to the Board of Directors and annually to the membership at the Annual Business Meeting.

SECTION 6. Secretary-Elect. The Secretary-Elect, after serving one year in this office, shall be elevated to the office of Secretary automatically without again standing election. The Secretary-elect shall perform any duties that are assigned by the Secretary. This may include ex-officio participation on committees where the Secretary serves. The Secretary-elect shall be a non-voting member of the Board of Directors.

SECTION 7. Treasurer. The Treasurer shall be the custodian of the assets of AUAER. The Treasurer shall be a member of the Board of Directors and its Executive Committee, and shall serve on other committees as stipulated by Bylaws and as appointed by the President. The Treasurer shall work with the Finance Department in overseeing all general accounting and financial record keeping functions. The Treasurer shall assure that all AUAER funds are audited each year by a certified public accountant. The Treasurer shall assure the prompt payment of all authorized bills of AUAER.

SECTION 8. Treasurer-Elect. The Treasurer-Elect, after serving one year in this office, shall be elevated to the office of Treasurer automatically without again standing election. The Treasurer-elect shall perform any duties that are assigned by the Treasurer. This may include ex-officio participation on committees where the Treasurer serves as a member. The Treasurer-elect shall be a non-voting member of the Board of Directors.

SECTION 9. Chief Executive Officer. The Chief Executive Officer shall be the chief administrative officer of AUAER, and shall report directly to the Board of Directors, of which he shall be an ex-officio, non-voting member. He need not be a physician nor a member of AUAER. The Chief Executive Officer shall, in consultation with the President, arrange an agenda for each meeting of the Board of Directors. He shall have the full and exclusive authority to hire and fire staff, and to prescribe compensation within the framework of the approved budget. He shall have the authority and ultimate responsibility to carry out all policies and programs of the organization within the framework of the budget and subject to the direction of the Board of Directors.

SECTION 10. Consultants to the Board. Consultants to the Board of Directors shall include experts that advise in various governance and program areas. These individuals serve at the pleasure of the Board in accordance with relevant contractual terms and conditions. Consultants are expected to fulfill their terms and may not step down from their current positions to pursue positions on the Board of Directors. A board consultant may give appropriate notice, and choose not to exercise the option for an additional contract term, in order to pursue another position on the Board. These consultants shall attend meetings of the Board of Directors as requested and shall be non-voting attendees.

SECTION 11. Board of Directors.

Section 11.1 Authority and Duties. The Board of Directors shall constitute the governing Board of the Corporation and shall be responsible for the administration and management of AUAER. The Board of Directors shall receive the reports of the standing and special committees of AUAER and shall oversee all functions relating to financial management, member services, educational offerings, industry relations, ethics, and official publications. The Board of Directors shall employ the Chief Executive Officer whose duties, responsibilities and authority shall be as specified in Section 9 above. The Board of Directors shall report relevant activities to the membership at the Annual Business Meeting.

Section 11.2 Members of the Board. The thirteen (13) voting members of the Board of Directors shall consist of the President, President-Elect, Immediate Past President, Secretary, the Treasurer and one elected representative (or alternate) from each of the eight chartered Sections. If the regularly elected

Section representative on the Board of Directors is absent, his or her place shall be filled by the elected alternate, or by a designee of the Section. The Secretary-elect and Treasurer-elect shall be non-voting members.

Section 11.3 Terms. Following nomination pursuant to the established rotation, and election pursuant to Article VIII Section 1 and Article V Section 1.8, the nominee for President–elect shall serve as a voting member of the Board one year in each of the following positions: President-Elect, President and Immediate Past President. Following election, the Secretary-elect and Treasurer-elect shall serve one year as a non-voting member of the Board, before automatically assuming office. The Secretary and Treasurer shall each serve a four-year term in their respective positions, subject to annual review by the Board of Directors, and shall be voting members.

The members of each Section shall elect one (1) member and one (1) alternate to the Board of Directors who shall serve for two (2) years. Members and alternates to the Board of Directors shall be elected from the Western, Northeastern, Southeastern and New England Sections to assume office at the close of the next Annual Meeting to be held in the odd years; those elected from the North Central, South Central, Mid-Atlantic and New York Sections to assume office at the close of the next Annual Meeting held in the even years.

Section representatives and their Alternates to the AUA Board of Directors shall be Active or Senior Members in good standing in the Section and the AUA. In the election of these representatives and alternates, the voting shall be limited to those Active or Senior Section Members who are members of the Association.

Members elected as Section representatives shall serve a term of two years on the Board of Directors, and shall be eligible for re-election for one additional two-year term, but shall not be eligible for re-election as Section representative thereafter. However, to the extent consistent with the bylaws of any AUA Section, a member may serve any number of terms as alternate representative from that (or any other) Section to the AUA Board of Directors, before or after his service as Section representative, without affecting the member's eligibility to serve as Section representative.

Prior to the beginning of a Section representative's term, the Board may reject an appointee, by a two-thirds vote, for a serious conflict of interest or other grave misconduct deemed by the Board in its sole discretion to bring discredit upon the Association. The decision of the Board shall be final.

Section representatives are expected to fulfill their terms and may not step down from their current positions during their first two-year term to pursue other officer or consultant positions on the Board. No board member (including officer, officer-elect or section representative) may serve simultaneously in another board position or as a Board Consultant.

Section 11.4 Meetings. The Board shall hold a regular meeting concurrently with the Annual Meeting of AUAER and shall hold other interim meetings at such times and places as may be established by the President or any seven (7) voting members of the Board.

The Board of Directors and its committees, including its Executive Committee, are authorized to conduct their business using real-time meetings (in-person, teleconference, video conference) or by other methods where members are not simultaneously present (email, facsimile, computer, postal mail) provided that all members have been notified and have access to all pertinent information.

Section 11.5 Notice. Regular meetings of the Board of Directors shall be scheduled at least ninety (90) days in advance, and a timely agenda sent to all members. Notice of any special meetings shall be given to all members of the Board at least fifteen (15) days in advance, with a description of matters to be discussed.

Section 11.6 Quorum and Voting. A majority of the Directors entitled to vote shall constitute a quorum for transaction of business by the Board at

real-time meetings (in-person, teleconference, video conference).

Unless specified otherwise in the Bylaws, decisions of the Board shall be made by a majority (one-half plus one) of those present and voting.

Section 11.7 Electronic Voting. Electronic voting (email, computer, and facsimile) of the Board of Directors and its committees must meet the following criteria to be valid and immediately binding:

1) The vote is communicated in writing by electronic transmission.
2) A vote for, against or abstain is cast by all voting members.
3) The vote must be unanimous (excluding abstentions) to pass.

A unanimous electronic vote must be recorded in the minutes of the next meeting.

If there is any dissenting vote cast during an electronic vote, the matter must be deferred to the next real-time meeting to afford members an opportunity for debate.

Section 11.8 Recusal or Expulsion/ Replacement. A member of the Board of Directors must voluntarily recuse himself from both discussion and vote on any matter coming before the Board in which he has a personal or financial interest greater than, apart from, or contrary to, that of the Association as a whole, or a noted conflict of interest. The Board shall have the power, by a two-thirds vote of its membership (excluding the member in question), to disqualify a member from voting on any matter in which he is believed to have a significant conflict of interest. By the same two-thirds vote, the Board shall have the power to expel one of its members for serious conflict of interest or other grave misconduct deemed by the Board in its sole discretion to bring discredit to the Association, or for chronic absenteeism or severe and continuing disability rendering the member unable to participate in the business and functioning of the Board. The decision of the Board shall be final. Should a member of the Board be expelled, he shall be replaced, if a Section representative, by the alternate or another individual elected by the Section. If an officer is expelled, he shall be replaced pursuant to the provisions of Article IV, Section 1 of these Bylaws.

SECTION 12. Executive Committee of the Board of Directors. The Executive Committee of the Board of Directors shall consist of the President, President-Elect, Immediate Past President, Secretary and Treasurer, with the President serving as Chair. This Committee may act only to the extent that authority is delegated to it by the Board of Directors, between meetings of the full Board, but shall be responsible and empowered to attend to routine administration and management of Association's affairs. The President, as Committee Chair, shall report all Executive Committee actions for ratification at the next meeting of the Board of Directors. Summary minutes shall be recorded by the Secretary and sent to AUA Counsel for retention. Action may be taken upon majority vote of members of the Executive Committee; however any dissenting member may require that such action be delayed or deferred pending approval of the entire Board of Directors. The Executive Committee may not amend the Bylaws, and may not take any action nor exercise powers expressly retained by the Board of Directors.

ARTICLE V: COMMITTEES

SECTION 1. Standing Committees. All Standing Committees shall report and make appropriate recommendations to appropriate Councils or to the Board of Directors at least annually and shall present reports to the membership at the Annual Business Meeting when requested to do so. All Committee appointments are overseen by the AUA President and are based on terms of service unique to each committee. Appointments to AUA standing committees may be made from AUA Section nominations, from individual applications or by the AUA based on required expertise and geographic representation. Except as approved by the Executive Committee of the Board of Directors, appointments to each of the standing committees shall be limited to those persons specifically referenced in these Bylaws. Officers who serve ex-officio, physician and non-physician consultants and staff shall not be eligible to vote on any matters coming before the committee, unless the Bylaws state otherwise. The Standing Committees of AUAER shall be:

1) Awards Committee
2) Bylaws Committee (Joint with AUA)
3) Education Council
4) Finance Committee (Joint)
5) History Committee
6) *The Journal of Urology* Editorial Board
7) Judicial & Ethics Committee (Joint)
8) Nominating Committee (Joint)
9) Public Media Committee
10) Publications Committee (Joint)
11) Research Council
12) Science and Quality Council
13) Strategic/Long Range Planning Committee (Joint)

Component Committees that function under the supervision of a Council are also Standing Committees of the Association.

Section 1.1 Awards Committee. The Awards Committee shall consist of seven voting members: the President, the President-elect, the Secretary, the Treasurer and the three most recent, living, former AUA Presidents. The Chair shall be the former President who is senior in point of service to AUAER. The duties of this Committee shall include the search for, consideration of and selection of AUA Awards and the nomination of individuals worthy to be the recipients of special awards and citations from AUAER and other organizations.

Section 1.2 Bylaws Committee. The Bylaws Committee shall consist of at least one Active or Senior Member from each Section who is Chair or a member of the Section Bylaws Committee. Member terms are three years (renewable once). If the member is also a Section Secretary, then that member's term shall coincide with the term as Section Secretary. The President shall appoint a Chair to serve a two-year term. The Chair may serve in addition to the Section's designated members. The AUA Secretary shall serve ex-officio. The Bylaws Committee shall become familiar with the activities of AUAER, as well as efficacy of the Articles of Incorporation and the Bylaws, and shall make a yearly report to the Board of Directors which shall include any recommended amendments.

Section 1.3 Education Council. The Education Council shall consist of chairs of component committees, the Content Review Workgroup Chair and the Young Urologists Committee Chair with terms that coincide with the chair position. Additional members serve two-year terms (renewable once) and include representatives from the Society for Basic Urologic Research and Society of Academic Urologists, and five members selected by the Council Chair. The Secretary, Global Initiatives Chair, *The Journal of Urology* Editor, and American Board of Urology Examination Committee Chair shall serve as non-voting consultants. The Chair of Education will be selected by the Board of Directors for a four-year term, which may be extended for an additional two-year term, and is automatically the Chair of the Education Council. The Education Office Director shall serve as an ex-officio member. The educational programs of AUAER shall be entrusted to the Education Council. The functions and activities of this Council shall be assigned to component committees including but not limited to the Advanced Practice Providers Education Committee, Core Curriculum Committee, National Medical Student Curriculum Committee, Laparoscopic, Robotic and New Surgical Technology Committee, Update Series Advisory Committee, Urologic Diagnostic and Therapeutic Imaging Committee and the Urologic Video Education Committee.

Section 1.4 Finance Committee. The Finance Committee shall consist of the Treasurer as Chair, and three Section Representatives of the Board of Directors. The committee shall advise the Board in fulfilling its financial oversight responsibilities with respect to audit and compensation activities, budgetary impact of major projects and financial planning. One member shall serve as the Audit Sub-Committee Chair and another as the Compensation Sub-Committee Chair, and the Treasurer will serve in a consultant, non-voting position for audit matters. The Committee shall make recommendations to the Board for the selection of the Association's investment counselor(s) and fund manager(s) to assist in establishing investment strategy guidelines. The Association's portfolio is monitored at least three times per year by the Committee for adherence to established policy guidelines and market performance vs. objectives

with regard to the Association's investments. The Committee reports and makes recommendations at each Board of Directors meeting.

Section 1.5 History Committee. The History Committee shall be chaired by the Historian (a voting member who is appointed by the President), and shall consist of a voting representative from each AUA Section knowledgeable in the history of urology and the American Urological Association, and the Chief Executive Officer who shall serve ex-officio. The committee shall serve in an advisory role on matters related to historical interest, museum/archives/library accession, and exhibition. Members should be able and qualified to actively participate in research, and in preparation of written and other documentation, with knowledge and experience in archival principles highly desired.

Section 1.6 *The Journal of Urology* (JU) Editorial Board. The JU Editorial Board shall consist of the Editor and Associate Editors of the Journal, and at least one Active or Senior Member from each Section. The Editor shall request the Section to submit the names of three candidates based on a needed area of expertise to be defined by the Editor. The Editor shall then select the representative for a four year term. Section representatives shall assist the Editor in the selection of papers for publication and general management of *The Journal of Urology*. The Editor and such other editors of *The Journal of Urology* are determined by the Board of Directors.

The Editor of the Journal shall be appointed by the Board of Directors for a three-year term, renewable once and serve as the chair of the JU Editorial Board. The Editor shall direct the publication of *The Journal of Urology* and be responsible for its general management. The Senior Associate Editor, in respect to date of appointment, shall serve as Acting Editor in the absence or incapacity of the Editor. The JU Editorial Board is responsible for publication content oversight.

Section 1.7 Judicial & Ethics Committee.

Section 1.7.1 Membership and Leadership. The Committee shall consist of at least one member from each of AUAER's Sections. All Section appointments to the Committee shall be staggered terms of four years each (renewable once), from among the Section's Active or Senior Members. Of those members, the President shall appoint to serve a two-year term the Vice-Chair who will then ascend to Chair for an additional two-year term.

Section 1.7.2 Responsibilities. The Judicial & Ethics Committee shall be charged with consultation, monitoring, mediation, recommendation and advice regarding current matters of controversy pertaining to AUAER and its members, or pertaining to the ethics of medical practice, education and research. Specifically, the Committee may address:

1) issues arising under AUAER's Articles of Incorporation and Bylaws;
2) issues of medical ethics;
3) issues of membership and standing within AUAER, including disciplinary matters;
4) potential conflicts of interest;
5) issues of potential medical malpractice and risk management;
6) issues of expert witness testimony;
7) issues of alleged plagiarism or copyright infringement; and
8) any other matters referred for consideration or resolution by a member, a Section or by the Board of Directors.

The Committee may serve in an appellate capacity over matters arising within a Section or first referred by the Board to a Section for consideration or resolution. The Committee may publish occasional advisories to the membership on legal and ethical issues of concern; and shall have the major responsibility for the revision to and enforcement of AUA's conflict of interest policies. Finally, the Committee is charged with the investigation, consideration and recommendation to the Board of Directors of

measures for discipline of members prescribed under Article IX of the AUA, Inc. Bylaws.

Section 1.7.3 Procedures. The Committee shall be empowered to request the voluntary attendance of members or other witnesses at meetings or hearings to consider matters of membership, discipline or AUAER policy. Persons requested to appear shall be advised of the subject matter of such inquiry, and shall be invited to present such evidence or data as may be pertinent to the Committee's deliberations.

The Committee shall lack jurisdiction to take final action regarding serious matters of discipline, but may first attempt mediation or other informal resolution where appropriate, and failing such resolution shall recommend appropriate action to the Board of Directors. However, in less serious matters not deemed to warrant recommendation for discipline to the Board of Directors, the Committee may issue an admonition or warning to a member as may be deemed appropriate. For more serious offenses, the J&E Committee may ask the Board of Directors to issue a censure, rebuke or expulsion in accordance with Article IX of the AUA Bylaws.

Should issues arise regarding the possible disability or disqualification of an AUAER Officer, Director, Section Representative or Committee Chair, then the Board of Directors may refer and delegate to the Committee the task of reviewing such matters under appropriate procedures, after which the Committee will report its findings and recommendations for appropriate Board action.

Section 1.8 Nominating Committee. The Nominating Committee shall consist of nine voting members, including the most recent Past President of AUAER in attendance at the meeting, who shall serve as Chair. Each of the eight Sections shall be represented by one member. No member of the Nominating Committee may be nominated for an elected office of AUAER. Members elected as Section representatives shall serve a term of two years on the Nominating Committee, and shall be eligible for re-election for one additional two-year term. A vacancy or absence in the Nominating Committee from any of the Sections shall be filled by appointment by that Section's President and Board of Directors member.

The Nominating Committee shall meet not less than 120 days prior to the beginning of the Annual Meeting. Committee members representing a Section shall be bound by the instructions (if any) of their Section members only on the first ballot, but not on any subsequent ballot. Committee members may by majority vote determine to conduct their business by voice vote or (after the initial vote) by secret ballot. The Chair shall be a voting member. A majority vote of the entire Committee is necessary to accept or reject a candidate for office.

The candidate proposed for President-elect may be rejected by the Nominating Committee for serious reasons, relating to his or her unsuitability for the office in question, or to the best interests of the Association. Should the Committee vote to reject a Section candidate for AUAER President-elect, it shall promptly notify the Section eligible under the rotation, which shall promptly submit an alternate candidate within thirty (30) days after receiving such notice, for consideration by the Committee. Should the Section in question not respond promptly or decline to submit a second candidate, or should the Committee by majority vote reject the Section's second candidate for President-elect, then its place in the rotation shall be forfeited, and nomination of a candidate for President-elect shall pass to the next eligible Section in the rotation.

The Nominating Committee shall also accept and consider nominations from the Sections for Representatives of the Association pursuant to Article VI of these Bylaws. All candidates accepted and approved or selected by majority vote of the Nominating Committee shall be announced to the membership at least thirty (30) days before the beginning of the Annual Meeting. The Committee report shall be presented to the Board of Directors and for ratification by the membership pursuant to Article VIII of the AUA, Inc. Bylaws.

Section 1.9 Public Media Committee. The Public Media Committee shall consist of approximately six voting members serving four-year terms (renewable once). In addition, a Vice-Chair is appointed for a two-year term, ascending to the position of Chair for an additional two years. The President, Secretary and Treasurer shall serve as ex-officio members. The Committee shall serve as a resource for individuals writing in the lay and trade literature and seeking information from AUAER. It shall maintain a system to review articles in *The Journal of Urology* pre-publication and disseminate press releases when it is felt an article warrants such. It shall maintain the press room at the Annual Meeting, assessing the program for items deserving of media attention.

Section 1.10 Publications Committee. The Publications Committee shall consist of editors of AUA Publications. Members serve according to the terms of their editorial position for a maximum of six years. The Chair is selected from existing members (excluding the AUA Secretary). The term of the chair is one year and rotates among the members with no editor serving more than two rotations as chair. The Treasurer and AUA Staff Editors shall serve as ex-officio, non-voting members. The Publications Committee is responsible for promoting and monitoring the progress of AUA publications in achieving goals established by the Board of Directors by identifying ways to optimize and coordinate strategies across those publications. The Publications Committee also selects Associate and Section Editors for specific publications.

Section 1.11 The Research Council. The Research Council shall consist of the chairs of the designated component committees, at least one member selected from each AUAER Section, and a Dornier MedTech Corporation representative. Sections shall submit names of three candidates based on criteria defined by the Research Chair. Members are selected to serve terms of four years, renewable once. The Chair of Research will be selected by the Board of Directors for a four-year term, which may be extended for an additional two-year term and is automatically the Chair of the Research Council. The Council shall support the research component of AUAER's mission by working to increase and diversify funding for research in urologic disease, and shall provide oversight to the Office of Research to enhance funding opportunities for urologic investigators. The Research Council Chair, in consultation with the Research Grants and Investigator Support Committee, shall appoint a Research Grant Review Panel to peer review applications for Urology Care Foundation and AUAER research grants. The functions and activities of this Council shall be assigned to component committees including but not limited to the Research Advocacy Committee; Research Grants and Investigator Support Committee; and Research Education, Conferences, and Communications Committee.

Section 1.12 Science and Quality Council. The voting members of the Science and Quality Council shall consist of the chair, approximately six members and the chairs of the designated component committees. The chair shall be approved by the Board of Directors for a two-year term, (renewable once) and members serve a 3-year term (renewable once). The Public Policy Chair shall serve as an ex-officio member. The Council shall oversee the science, quality and data components of the Association's mission as requested by the Board of Directors. This includes but is not limited to the development, dissemination, and implementation of guidelines, white papers, physician performance measures, patient safety initiatives, registries, and data projects. Component committees include but are not limited to the Practice Guidelines Committee, Quality Improvement and Patient Safety Committee and Data Committee.

Section 1.13 Strategic/Long Range Planning Committee. The Strategic/Long Range Planning Committee may be appointed by the President and/or Board of Directors to formulate and oversee the strategic and long range plan of AUAER. In addition, various strategic planning groups/task forces may be appointed as needed.

SECTION 2. Additional Representation. Each Section shall be entitled to select one representative to the

Bylaws Committee, The Journal of Urology Editorial Board, Judicial & Ethics Committee, and Research Council, for each 800 voting members enrolled by that Section during any year. The total membership of each Section shall be conclusively determined by the Secretary at the close of the each year's Annual Meeting, and shall establish the number of representatives to each such body for the following year. For purposes of determining a Section's entitlement to one or more additional representatives, a major fraction of each 800 members (i.e., total of 1,201, 2001) shall be necessary to establish such entitlement. Other committees shall have the members provided as stated in this Article, with no additional Section representation. Any individuals who are appointed as additional representatives of their Section on these designated committees shall complete their term of office regardless of whether the Section maintains its membership at these designated levels.

SECTION 3. Special Committees. Special Committees may be authorized by the Board of Directors to perform specific duties. They shall report periodically and upon the completion of their assignments to the Board of Directors.

ARTICLE VI: REPRESENTATIVES OF AUAER

Representatives to various affiliated medical organizations shall be in accordance with the AUA, Inc. Bylaws, Article VI. Recommendations for these individual appointments shall be considered and completed by the Nominating Committee, coordinated jointly between the AUA and AUAER, and shall be brought before the membership in accordance with parameters of the Annual Business Meeting, as outlined in AUA, Inc. Bylaws, Article VII.

ARTICLE VII: MEETINGS

SECTION 1. Annual Meeting. The Annual Meeting of AUAER shall be held at such a time and place as the Board of Directors shall elect, and may be cancelled by a majority vote of the Board of Directors. The scientific program of the Annual Meeting shall be determined by the Secretary.

SECTION 2. Annual Business Meeting. Only voting members shall have the right to speak and participate at the Annual Business Meeting held in conjunction with AUAER's Annual Meeting. Non-voting members may attend as observers at the meeting but may not formally participate.

Official notice of the time, place and agenda of the Annual Business Meeting shall be provided at least thirty (30) days before the Meeting. Assuming that adequate notice of the Annual Business Meeting has been given to the voting members pursuant to these Bylaws, there shall be no quorum requirement at that Meeting. The Order of Business at the Annual Business Meeting of AUAER shall be as stated in the corresponding Article VII, Section 2 of the AUA Bylaws.

SECTION 3. Special Membership Meetings. Special meetings of the members of AUAER may be called at any time by the President with the approval of a majority of the Board of Directors; or upon written request of fifty (50) Active or Senior Members of AUAER with the approval of the majority of the members of the Board of Directors. If a special meeting is to be held at some time other than during the Annual Session, a notice of the place, date, hour and reason for the meeting must be sent by the Secretary to all members so as to be received at least fifteen (15) days before the day selected for the meeting.

ARTICLE VIII: ELECTIONS

SECTION 1 President-elect and Representatives of the Association Nomination Process. A candidate for President-elect shall have his or her name put forward by one of the Sections of the AUA according to an established rotation, from Active and Senior members. Commencing with nomination of the President-elect for 2003-2004, the 12-year presidential rotation shall permit selection of two Presidents-elect from each of the four (4) larger Sections, and one from each of the four (4) smaller Sections*. A Section may elect to change its place in the rotation with any other Section, or may waive its place in the rotation.

The name of the candidate for President-elect shall be forwarded by their Section to the AUA Secretary at least six (6) months prior to the beginning of the Annual

Meeting at which the candidate shall stand for election by report of the Nominating Committee.

* The current rotation is as follows:

2018 – North Central	2024 – North Central
2019 – Mid-Atlantic	2025 – New York
2020 – Western	2026 – Western
2021 – Southeastern	2027 – Southeastern
2022 – Northeastern	2028 – New England
2023 – South Central	2029 – South Central

This rotation repeats every twelve (12) years.

Section 1.1. Ratification of Nominating Committee Report. The report of the Nominating Committee shall be presented at the Annual Business Meeting, and a majority of votes shall be necessary to ratify that report. No nominations for President or Representatives of the Association shall be accepted from the floor of the Business Meeting.

Section 1.2. Rejection, Resubmission, and Vote. Should the report of the Nominating Committee be rejected, in whole or in part, by a majority of the membership voting at the Business Meeting, then the Committee shall promptly seek another acceptable candidate for each such position in accordance with the provisions of Article V, Section 1.8, of the Bylaws. A subsequent candidate so approved by the Nominating Committee shall be submitted to the membership within 30 days thereafter, for approval by majority vote of all eligible AUA members responding to that vote.

SECTION 2 Secretary-elect and Treasurer-elect Selection Process. AUA Sections may nominate any number of candidates for the office of Secretary-elect or Treasurer-elect, prior to the selection for such positions; and any eligible AUA member may submit his or her own name for nomination, pursuant to procedures used by the Board of Directors. Open positions will be announced at least eighteen months prior to the expiration of the term of office for the Secretary or Treasurer.

Section 2.1 Ratification of Board Nomination. After due consideration, the Secretary-elect or Treasurer-elect shall be selected by a two-thirds majority vote of the Board of Directors, subject to ratification by a simple majority of the membership present and voting at the business meeting of the next AUA Annual Meeting. No nominations for Secretary-elect or Treasurer-elect shall be accepted from the floor of the Business Meeting.

Section 2.2 Rejection, Resubmission, and Vote. Should ratification of a nominee be denied, then the Board of Directors will select another choice from the remaining nominees within 30 days thereafter, for approval by majority vote of all eligible AUA members responding to that vote.

SECTION 3. Assumption of Office. Newly elected Officers shall take office at the end of the Annual Meeting at which they have been elected. Should any nomination other than for President-elect be rejected at the Annual Business Meeting, then the incumbent shall continue in office until a replacement has been nominated and elected pursuant to the provisions of Section 2 of this Article. All officers shall serve until the end of the following Annual Meeting, or until their successors have been elected.

ARTICLE IX: DISCIPLINE AND DISQUALIFICATION

Consistent with Article III, Section 2 of these Bylaws, loss of membership in the AUA shall automatically disqualify a member from continued membership in AUAER. Measures for discipline of members are prescribed under Article IX of the AUA, Inc. Bylaws.