AMERICAN UROLOGICAL ASSOCIATION, INC.® BYLAWS

ARTICLE I: GENERAL PROVISIONS

SECTION 1. Vision and Mission. AUA's vision is to be the premier professional association for the advancement of professional urologic patient care. The mission of the American Urological Association, Incorporated (hereinafter referred to as the AUA or the Association) is at all times to promote the highest standards of urological clinical care through education, research and in the formulation of health care policy.

SECTION 2. Purposes. The primary purpose of the Association is to organize urologists and urology practice professionals in order to advance the legitimate professional interests of its members, as well as the medical needs of the public. The subsidiary purposes, pursued in conjunction with American Urological Association Education and Research, Inc., and other affiliated entities, are as follows:

- **A.** 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;
- **B.** 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;
- **C.** to benefit the general public by encouraging the study and maintaining the highest possible standards of urological education, practice and research, and
- **D.** 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 the Association 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 Association, 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 Education and Research, Inc. (AUAER).

SECTION 4. Territorial Scope. The Association 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 the Association 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 voting at any Annual Business Meeting. The proposed amendment(s) shall be provided at least thirty (30) days in advance of the meeting. Eligible members must cast votes in person in connection with an in-person Annual Business Meeting or via secure online portal in connection with a virtual Annual Business Meeting.

The Secretary is authorized to make administrative changes to the Bylaws, without membership vote, provided that the changes do not modify the intent of the bylaws statement. Permitted changes are limited to:

- **A.** correction of spelling, grammar or punctuation
- **B.** correction to an article, section or cross-reference designation
- **C.** modification of position title

D. modification of the list of standing council or committee names

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 the Association 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 the Association 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 the AUA has been divided into eight geographic regions, each region represented by a separate entity known as a "Section." Each Section of the AUA 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, chartered by the Association and empowered to provide educational and related services to AUA members in the region.

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 as follows:

A. **New England Section** comprises the States of Connecticut, Maine, Massachusetts, New Hampshire, Rhode Island and Vermont.

B. **New York Section** comprises the southeastern part of the State of New York, including Long Island, and the northern part of the State of New Jersey. The northern boundary shall be a line starting from the junction of the eastern line of the State of New York with the east-west State lines of the States of Vermont and Massachusetts and extending southwest across the State of New York to a point 42 degrees North and 75 degrees West near the New York-Pennsylvania State line. The southern boundary, in the State of New Jersey, shall be a straight line at about 40.5 degrees North, which is north of and does not include the City of Trenton. This boundary line shall extend east and west from 40.5 degrees North to the east and west State boundaries of the State of New Jersey.

C. **Northeastern Section** comprises the State of New York except the southeastern portion, the western portion of the State of Pennsylvania, and the eastern section of Canada, including the Provinces of Ontario, Quebec, New Brunswick, Nova Scotia, Prince Edward Island, Newfoundland and Manitoba. The eastern boundary of the Northeastern Section shall be the eastern State line of the State of New York, extending from the Province of Quebec in Canada on the north to the junction of the east-west State lines of Vermont, and Massachusetts on the south. The southeastern boundary shall be a line starting from the eastern State line of the State of New York where it joins the east-west lines of the States of Vermont and Massachusetts and extending across the State of New York in a southwest direction to a point at the intersection of 75 degrees West and 42 degrees North near the New York-Pennsylvania State line. The line then continues into the State of Pennsylvania in a southwestern direction, south of Scranton and north of Wilkes-Barre, Pennsylvania, to a point just north and west of the city limits of the City of Harrisburg, Pennsylvania. This line then turns directly south to a point 77 degrees West on the Maryland-Pennsylvania

State line to end the eastern border of this Section. The southern border shall extend along the southern Pennsylvania State line from a point 77 degrees West directly westward to the end of the southern State line of Pennsylvania. The western border shall extend along the western State line of the State of Pennsylvania up to the southern border of Lake Erie. From this point, the line shall cross Lake Erie westward to the junction of the western Province line of the Province of Ontario and the southeastern State of Michigan. The line then runs along the US–Canadian border to the western border of Manitoba where it extends north.

D. **Mid-Atlantic Section** comprises the eastern portion of Pennsylvania, the southern portion of New Jersey, and the States of Delaware, Maryland, Virginia and West Virginia, and the District of Columbia. The northwestern border of the Pennsylvania portion is a line previously described as the southeastern border of the Northeastern Section, starting from a point 42 degrees North and 75 degrees West near the Pennsylvania-New York State line and extending southwest to a point just north and west of the City of Harrisburg, including Wilkes-Barre, and then extending directly south to the Pennsylvania-Maryland State line at 77 degrees West. The northern border of the New Jersey portion is a line extending across the State of New Jersey at 40.5 degrees North, which is north of and including Trenton, from the coast to the Pennsylvania-New Jersey State line.

E. **Southeastern Section** comprises the States of Alabama, Florida, Georgia, Kentucky, Louisiana, Mississippi, North Carolina, South Carolina, and Tennessee, and Puerto Rico, the Virgin Islands, and the Republic of Panama.

F. **North Central Section** comprises the States of Illinois, Indiana, Iowa, Michigan, Minnesota, North Dakota, Ohio, South Dakota and Wisconsin.

G. **South Central Section** comprises the States of Arkansas, Colorado, Kansas, Missouri, Nebraska, New Mexico, Oklahoma and Texas, the Republic of Mexico, the Central American Republics of Costa Rica, El Salvador, Guatemala, Honduras, Nicaragua and Belize.

H. **Western Section** comprises the States of Alaska, Arizona, California, Hawaii, Idaho, Montana, Nevada, Oregon, Utah, Washington and Wyoming, the Provinces of Alberta, British Columbia and Saskatchewan in Canada, and the island possessions of the United States in the Pacific Ocean.

SECTION 3. Changes. The geographic boundaries of the Sections shall continue as described in Section 2 unless changed pursuant to the following procedures. Any issue of interpretation of these geographic limits shall be submitted to and decided by the AUA Board of Directors.

Section 3.1 Petition and Approvals. Any proposed changes to these geographic boundaries shall be made by petition of the Section (or Sections) involved with the Board of Directors of the AUA. Such change must receive the approval of the AUA Board of Directors, and the Board of Directors of any Section affected.

Section 3.2 Proportional Representation. It is a stated goal of AUA to seek to achieve proportional representation among the Sections.

Section 3.3 New Sections. A new Section may be chartered by the Association only if its boundaries have been approved by the Board of Directors of the Association, following approval by the Boards of Directors of each existing Section whose boundaries would be changed by the formation of a new Section.

SECTION 4. Conditions of Charter. To be chartered by the AUA, it is expected that each Section:

- **A.** conform its Bylaws, including membership categories and criteria, to be consistent with those of AUA;
- **B.** conform all policies and objectives to be compatible with those of AUA, and submit all new policies for review to the AUA Secretary;
- **C.** submit annually, for informational purposes only, its financial statements to the AUA Treasurer; its meeting schedules, minutes and reports to the AUA Secretary; and the schedule and proposed agenda of its educational meetings to the Director of the AUA Office of Education.

ARTICLE III: MEMBERSHIP

SECTION 1. Member Categories. The Association membership 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. Application Fees and Payment of Dues. All appropriate member categories shall be assessed application fees and dues as determined by the Board of Directors. Any member who, after appropriate notification does not pay membership dues shall, after appropriate review, be removed from the membership rolls and have their benefits revoked.

SECTION 3. Voting Status and Rights. Only Active and Senior members shall be eligible to vote in elections and at the Annual Business Meeting. Active and Senior members who are elected to Honorary Membership shall retain their voting status. Voting is a fundamental right retained by rebuked members (Article IX Section 3).

All members shall be entitled to copies of Association Bylaws, and benefits (publications, products and services) pursuant to their category of membership.

SECTION 4. Mandatory Section Membership. The AUA maintains a mandatory reciprocal membership requirement with members residing within the geographic boundaries of its Sections. Individuals in the AUA Active, Associate, Senior and Honorary (previously active) categories must be members of a Section and vice versa.

Individuals who initially join the Section in which they practice, and then at a future date relocate to another Section, may retain membership in the original Section or join the new Section.

SECTION 5. Election/Approval of Membership. All membership applicants and membership category changes are approved by the Section Secretaries/Membership Council (SS/MC) periodically throughout the year. First-time nominees for Active or Associate membership who have been approved by the SS/MC may be immediately admitted to AUA membership and subsequently reported to the member's AUA Section for processing.

SECTION 6. Active Members. Active voting membership in a chartered Section shall qualify physicians for Active Membership in the Association, under uniform membership requirements applicable to both. Requirements for urologists are as follows:

A. Possession of a license to practice medicine and surgery in the State, Province or Country of the applicant's practice.
B. Practice in the geographical boundaries of the AUA listed in Article II.
C. Possession of a Medical Doctor (MD) or Doctor of Osteopathic Medicine (DO) degree (or United States Medical Licensure equivalent), AND completion of a urology residency program accredited by ACGME (or equivalent accreditation organization) or the certifying board for urology in the country where practicing.
D. Limitation of practice to the specialty of urology.
E. Certification by the American Board of Urology (ABU), American Osteopathic Board of Surgery (AOBS), or the certifying board for urology in the country where practicing.

An individual who has been an Active U.S. Member for 20 or more years and elects not to recertify may remain in the Active Member category for five years, as long as that individual maintains a license to practice medicine and surgery in the State of the member's practice. All other Active members must recertify as required by the ABU, AOBS (or other certifying Board) or they shall be transferred to Associate Member status.

Active members that are decertified by the ABU, AOBS, or other urologic certifying board, are automatically dropped for non-compliance with AUA Bylaws, pursuant to Expulsion and Reinstatement policies.

SECTION 7. Senior Members. Active or International Members are eligible for Senior status if they:

A. have been Active or International members for 20 years and are retired, or
B. are permanently disabled.

SECTION 8. Associate Members. Requirements for Associate membership are the same as Active membership, except for Board certification.

Section 8.1 Resident/Fellow Members Eligible for Fast Track Associate Status. Associate Membership in the AUA and appropriate chartered section will be offered to all Resident members who have passed the qualifying examination (Part I) of the American Board of Urology or equivalent American Osteopathic Board of Surgery (AOBS) examination.

Section 8.2 Waiver of First-Year Dues. Associate Members who have passed the ABU or AOBS certifying exam (Part II) will be transferred to Active membership in both the Section and the AUA and notified that AUA active membership dues are waived for the first year.

SECTION 9. Affiliate Members. Affiliate Membership is available to non-urologist MDs or DOs who are significantly contributing to the field of urology through clinical practice.

SECTION 10. Research Scientist Members. Research Scientist Membership is available for independent investigators with PhDs or equivalent degrees, DVMs, non-practicing MDs and related professionals who have demonstrated achievements in the field of urology through research or who have made substantial contributions to urologic research in an administrative capacity.

SECTION 11. Honorary Members. Honorary Members shall be scientists who have achieved outstanding prominence in a field of medicine related to urology, Officers of the Association, and/or other distinguished

persons that contribute to the specialty of urology. The Immediate Past President shall be responsible for nominating up to six individuals for Honorary Membership, to be approved by the Board of Directors.

SECTION 12. International Members. International Membership is available to urologists who practice in countries beyond the geographic boundaries of the AUA. The applicant shall be a member of the local or national urological organization in his country. If a national organization does not exist within the applicant's country, a waiver of this requirement may be considered. The applicant's practice must be limited entirely to the specialty of urology. The applicant must be a graduate of an acceptable medical school who has received a Doctor of Medicine or equivalent degree.

SECTION 13. International Residents-In-Training Members. International Residents-in-Training Membership is established to extend AUA educational and professional advantages to Urological Residents-in-Training who reside outside the geographic boundaries of the AUA Sections. These members must be enrolled in a residency program approved by the European Board of Urology (EBU) Residency Review Committee for Urology or the appropriate credentialing body in a country other than the United States. International Residents-in-Training may remain eligible for this member category for up to three years post-residency.

SECTION 14. Allied Members. Allied Membership is available to non-physician professionals, including nurses (e.g., RN, LPN, LVN), medical technicians, and medical assistants, specializing or concentrating in urology.

SECTION 15. Advanced Practice Provider Members. Advanced Practice Provider Membership is available to physician assistants, or advanced practice registered nurses (e.g., NP, CNS, CRNA, CNM) specializing or concentrating in urology.

SECTION 16. Resident/Fellow Members. Resident/Fellow Membership extends AUA educational and professional advantages to urological residents or fellows and research post-doctoral fellows in training. Resident/Fellow Members must be practicing and studying within the geographic boundaries of the AUA. Resident/Fellow membership is available to:

A. Residents enrolled in an ACGME-accredited (or equivalent certifying board for urology) or AOA-approved urology residency training program.

B. Post-doctoral research fellows with an MD, PhD or equivalent degree actively engaged in biomedical research under a qualified mentor.

C. Clinical Fellows enrolled in an accredited fellowship or post residency training program.

Section 16.1 ACGME. MDs or DOs enrolled in a urology residency program approved by the ACGME's Residency Review Committee are eligible for Resident/Fellow Membership; and after completing training and passing part 1 of the ABU qualifying examination are eligible for Associate Member status (See Section 8.1 Fast Track). Those who successfully pass all parts of the ABU certifying examination are eligible for Active Member status, Section 6.

Section 16.2 AOA. DOs enrolled in an AOA-approved urology residency training program are eligible for Resident/Fellow Member status. DOs completing their urology training and passing the American Osteopathic Board of Surgery certifying examination (Part 1) are eligible for Fast Track Associate Member status (See Section 8.1).

SECTION 17. Medical/Graduate Student Members. Medical/Graduate Student Membership is established to provide education about urology as a surgical specialty and as a career. Medical/ Graduate Student Membership is available to:

- **A.** Individuals enrolled full-time in a medical school for the purpose of obtaining an MD degree, DO degree, or equivalent degree, or
- **B.** Individuals enrolled full-time in an accredited graduate school program for the purpose of obtaining a PhD or equivalent degree and actively engaged in research under a qualified mentor.

SECTION 18. Members in Good Standing. All AUA members agree to abide by the obligations of membership (including dues payments and adherence to AUA Policies and Code of Ethics) and receive benefits (publications, products and services) specific to their membership category. Members in good standing:

- **A.** meet the requirements of their membership category,
- **B.** are eligible to participate in privileges of membership including, but not limited to, the ability to participate in an AUA program (beyond the role of an attendee), AUA committee or as a Representative of the Association,
- **C.** have not voluntarily withdrawn from membership or been dropped for non-payment of dues, and
- **D.** are not currently under discipline in the form of a rebuke (See Article IX Section 3).

Any member who no longer maintains a license to practice medicine as required by their membership category or pleads guilty or no contest to or is convicted of a felony is obligated to notify the AUA Judicial & Ethics Committee within thirty (30) days of such action.

SECTION 19. Expulsion, Resignation and Reinstatement. Any member who has been expelled from the Association shall automatically have his/her Section membership expelled; and, likewise, any member expelled by his/her Section shall be expelled by the Association. The Board may delay accepting the resignation request of a member who is the subject of a pending AUA disciplinary matter until the conclusion of proceedings pursuant to Article IX of these Bylaws. A member who has resigned or whose membership has been terminated for non-payment of dues, or for a reason other than expulsion, may, after payment of any back dues owed, request reinstatement, subject to the approval of both the Section and the AUA Section Secretaries/Membership Council or the AUA Board of Directors, if membership was terminated for rebuke.

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

SECTION 1. Officers of the Association. The Officers of the Association 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 pursuant to Article VIII, Section 1 of these Bylaws. Officers shall serve from the termination of the Annual Meeting at which the officer has been elected until the termination of the Annual Meeting at which the term expires, and a successor is elected. Open Officer positions 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 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 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.

SECTION 5. Secretary. The Secretary shall keep an accurate record of all the business and activities of the Association 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 the Association. 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 the Association 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 as a member. 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 the Association. 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 funds of the Association are audited each year by a certified public accountant. The Treasurer shall assure the prompt payment of all authorized bills of the Association.

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 concerned with the Association 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 (CEO) shall be the chief administrative officer of the Association, and shall report directly to the Board of Directors, of which he or she shall be an ex-officio, non-voting member. The CEO need not be a physician nor a member of the Association. The CEO shall, in consultation with the President, arrange an agenda for each meeting of the Board of Directors. The CEO shall have the full and exclusive authority to hire and fire staff, and to prescribe compensation within the framework of the approved budget. The CEO shall have the authority and ultimate responsibility to carry out all policies and programs of the Association 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 the Association. The Board of Directors shall receive the reports of the standing and special committees of the Association 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 whose duties, responsibilities and authority are specified in Section 9 of this article. 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, the President-elect, the Immediate Past President, the 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 process in Article VIII Officer Selection Process, 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 of the Association 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 of the Association 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.

The names of Section representatives 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 representative shall be installed. Prior to the beginning of a Section representative's term, the Board may reject an appointee, by a two-thirds vote, for a conflict of interest or 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 the Association 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:

A. The vote is communicated in writing by electronic transmission.
B. A vote for, against or abstain is cast by all voting members.
C. 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 the member 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 the member 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, the member shall be replaced, if a Section representative, by the alternate or another individual elected by the Section. If an officer is expelled, the officer shall be replaced pursuant to the provisions of Article VIII, Officer Selection Process 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 the Association's affairs. The AUA President, as Committee Chair, shall report all Executive Committee actions for ratification at the next meeting of the AUA 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.

AMERICAN UROLOGICAL ASSOCIATION, INC.®
BYLAWS

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 or when requested to do so by the Board.

All Committee appointments are overseen by the AUA President, and all committee members serve at the pleasure of the AUA President. Terms of service are unique to each committee. Appointments to AUA committees may be made from AUA Sections or by the AUA based on required expertise and geographic representation. The Board may establish, modify or terminate standing committees as deemed necessary to conduct the affairs of the Association. Committees may be unique to AUA, Inc. or may be joint committees with other AUA entities. The joint AUA-AUAER Governance Committees for Bylaws, Finance and Judicial & Ethics Committees are listed in these Bylaws.

The administrative regulations of committees shall be set forth by the AUA Board and include the mission, composition, terms of appointment and operations of such standing committees. These regulations are documented in committee profiles. Except as approved by the Board of Directors, appointments to each of the standing committees shall be limited to those persons specifically referenced in the committee profiles. The committee profiles for the following AUA standing committees are available on AUA's website:

- **A.** AUANews Editorial Board
- **B.** Bylaws Committee (Joint with AUAER)
- **C.** Health Advancement & Impact Committee (Joint with AUAER)
- **D.** Finance Committee (Joint with AUAER)
- **E.** Judicial & Ethics Committee (Joint with AUAER)
- **F.** Public Policy Council
    1. Physician Payment and Reimbursement Committee
    2. Federal Advocacy Committee
    3. Research Appropriations Committee
    4. State Advocacy Committee
    5. Urology Technology and Telehealth Committee
- **G.** Section Secretaries/Membership Council
    1. History Committee
    2. Global Advisory Committee
    3. Residents & Fellows Committee
    4. Early Career Urologist Committee

Section 1.1 Bylaws Committee. The Bylaws Committee shall consist of at least one Active or Senior Member from each Section who is Chair or 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 and the Urology Care Foundation Secretary shall serve on an ad hoc basis. The Bylaws Committee shall become familiar with the activities of the Association and the 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 1.2 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 Section Representative shall serve as the Audit Sub-Committee Chair and another as the Compensation Sub-Committee Chair. The Treasurer serves as a non-voting consultant for audit matters and is a voting member of the Compensation Sub-Committee. 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 1.3 Judicial & Ethics Committee.

Section 1.3.1 Membership and Leadership.
The Committee shall consist of at least one member from each of the Association's Sections. All Section appointments to the Committee shall be staggered terms of three years each (renewable once), from among the Section's Active or Senior Members. Of those members, the President shall appoint a Chair to serve a two-year term.

Section 1.3.2 Scope and Responsibilities. The scope of the Committee's disciplinary jurisdiction is limited to review of complaints regarding matters that have been fully and finally adjudicated or otherwise decided by a court, agency, or other authority, except that complaints involving the following types of matters may be reviewed and/or administratively investigated by the Committee: questions of membership and standing in the association; conflicts of interest; allegations of inappropriate expert testimony; alleged infringement of AUA intellectual property; plagiarism; and breach of confidentiality.

The Committee is responsible for: developing and recommending to the Board policies and procedures that the Committee deems appropriate for the consideration and adjudication of disciplinary matters; consulting, monitoring, mediating, advising, and making recommendations about questions pertaining to AUA and its members, ethics of medical practice, education and research, and member discipline; regularly reviewing and recommending changes to the AUA's conflict of interest policies and the AUA Code of Ethics for consideration and approval by the Board of Directors; publishing occasional advisories to the membership on legal and ethical issues of concern; and considering potential disciplinary matters and recommending to the Board of Directors imposition of discipline under Article IX of these Bylaws.

Upon request of a Section, the Committee may serve in an appellate capacity over matters adjudicated by a Section.

ARTICLE VI: REPRESENTATIVES OF THE ASSOCIATION

SECTION 1. Representatives. Nominees for Representatives of the Association to other organizations shall be members in good standing in their Section and the AUA.

SECTION 2. American Board of Urology. The Association is entitled to four representatives on the American Board of Urology (ABU). The AUA Board collects two nominees from each Section and shall submit to ABU, when a vacancy occurs, the list of names of Active or Senior AUA members as nominees. The nominees shall also be ABU Diplomats and agree to perform the duties designated by the American Board of Urology. ABU selects one of these individuals to fill the open trustee position. The senior representative in years of service on the ABU Board of Trustees shall prepare and present an annual report to the Board of Directors. The term of the representative of the Association shall conform to the regulations of ABU and the vacancies shall be filled according to ABU regulations.

SECTION 3. Board of Governors of the American College of Surgeons. The Association is entitled to two (2) representatives on the Board of Governors of the American College of Surgeons (ACS). When a vacancy occurs, the Board selects one nominee and one alternate to be submitted and then confirmed by the college. Nominees must be Fellows in good standing of the American College of Surgeons. The term of each Governor shall be filled according to ACS regulations.

ARTICLE VII: MEETINGS

SECTION 1. Annual Meeting. The Annual Meeting of the Association 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. The Annual Business Meeting shall be held proximate to the Association's Annual Meeting. The meeting is held in-person or, upon a two-thirds majority board vote, may be held virtually (pre-recorded video or live webinar) accompanied by secure online voting. Only voting Association Members shall have the right to speak and participate at the Annual Business Meeting. Non-voting members may attend as observers at the meeting.

Official notice of the time, place, meeting format (in person or virtual) 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 the Association shall be: reports of officers, report of the Audit, Bylaws and other standing committees as requested. The AUA President-elect shall be voted on by the membership and the Officers of the Association shall be installed at the Annual Business Meeting. The minutes are approved by the Secretary and two Section Representatives on the Board of Directors.

SECTION 3. Special Membership Meetings. Special meetings of the members of the Association 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 the Association 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: OFFICER SELECTION PROCESS

SECTION 1. President-elect Selection 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. The current rotation is as follows with the year listed indicating the start of the Presidential year:

2020 – Western	2026 – Western
2021 – Southeastern	2027 – Southeastern
2022 – Northeastern	2028 – New England
2023 – South Central	2029 – South Central
2024 – North Central	2030 – North Central
2025 – New York	2031 – Mid-Atlantic

This rotation repeats every twelve (12) years.

Section 1.1 Presidential Candidate Review. The candidate proposed for President-elect may be rejected by the Board only for serious reasons, relating to his or her unsuitability for the office, or to the best interests of the Association. Should the Board vote to reject an AUA President-elect candidate, 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. Should the Section in question not respond promptly or decline to submit a second candidate or should the Board 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.

Section 1.2 President-elect Membership Election. The Board shall present the Section's candidate for AUA President-elect at the Annual Business Meeting. A majority of votes shall be necessary to elect the candidate. No nominations shall be accepted from the floor of the Business Meeting.

Section 1.3 President-elect Membership Rejection and Resubmission for Vote. Should the candidate for AUA President-elect be rejected, by a majority of the membership voting at the Business Meeting, then the Board shall promptly seek another acceptable candidate in accordance with the provisions listed in this Article. A subsequent candidate so approved by the AUA Board 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 candidates 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 selected pursuant to the provisions of Sections 1 or 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: DISCIPLINARY ACTION

SECTION 1. Complaints and Referrals. All matters of potential discipline shall be considered by the Judicial & Ethics Committee. All discipline against members shall be imposed by the AUA Board of Directors.

Section 1.1 Initiation of Complaints. Complaints may be brought to the attention of the Board of Directors, to the Judicial and Ethics Committee, or to AUA officers or AUA staff by any AUA member or other interested individual. Complaints must be made in writing and signed by the complaining party.

Section 1.2 Referral or Inquiry to Sections. A complaint alleging a violation of a Section's Articles of Incorporation, Bylaws, policies, procedures, or guidelines, that arose within a Section or at a Section event or Section-sponsored activity, or that is subject to review or disciplinary action under the Section's Bylaws, policies, or procedures will be referred to the Section for consideration and adjudication and will be subject only to appellate review by the AUA Judicial and Ethics Committee. With respect to other complaints, the Judicial & Ethics Committee or AUA Board of Directors may submit an inquiry to the Section requesting that the Section secure and provide information verifying or challenging the details of the complaint, together with the Section's recommendation for possible action.

SECTION 2. Initial Review. Upon receiving a Complaint, the Chair of the Judicial and Ethics Committee (or the Chair's designee, if the Chair is unavailable or recused for a conflict of interest) will review the Complaint on its face and determine whether it falls within the scope of the Judicial and Ethics Committee's jurisdiction and responsibilities under Article V. If the Complaint does not fall within the scope of the Committee's jurisdiction and responsibilities, the Complaint will be dismissed. Otherwise, the Complaint will be processed according to the policies and procedures adopted by the Committee as approved by the Board of Directors.

SECTION 3. Disposition. Following review by the Judicial and Ethics Committee, the Committee may take the following actions:

A. Dismissal. If the Judicial and Ethics Committee finds the complaint to be unsubstantiated, it may dismiss the complaint without further action.

B. Dismissal with Written Admonition. If the Judicial and Ethics Committee is unable to determine by a preponderance of evidence the truth of the allegations set forth in the complaint or finds the allegations to be true but insufficient to warrant discipline, the Committee may, on its own initiative, issue a written notice that the alleged conduct is inappropriate and will not be tolerated. A written admonition may include a recommendation for education or other remedial action. A written admonition is not adverse or disciplinary action against a member.

C. Recommendation for Discipline. Upon a finding by a preponderance of evidence that the allegations set forth in the complaint are true, the Judicial and Ethics Committee may recommend that the Board take disciplinary action. Disciplinary action may include:

1. Censure. Censure is a confidential written reprimand issued by the Board of Directors that has no impact upon a member's good standing. All censures are kept on file at the AUA for tracking of disciplinary actions and may be considered in subsequent disciplinary actions. Censures may include mandatory education or remediation. Failure to complete mandatory education or remediation is grounds for further discipline.
2. Rebuke. Rebuke is a public written reprimand and suspension of rights and privileges of AUA membership for up to three (3) years. A member who is rebuked is not in good standing until the member is reinstated. Rebuke may include conditions that must be met to be reinstated. Failure to meet conditions for reinstatement is grounds for expulsion. At the conclusion of the rebuke period a member's privileges may be restored after review and approval by the Judicial & Ethics Committee. Rebukes are posted on the Association's disciplinary webpage for the duration of the rebuke period.
3. Expulsion. Expulsion is a permanent revocation of all rights and privileges of membership in the association. Expulsions are posted on the Association's disciplinary webpage for five years after the Board's final decision.

   The following are grounds for automatic expulsion of an existing member in any category under Article III of these Bylaws, or denial of full membership to any applicant or candidate member. Members who are automatically expelled do not have the opportunity to respond prior to the disciplinary action but may request an appeal. Grounds for automatic expulsion of a member, applicant, or candidate member:

   a. Has been convicted of or pled guilty or no contest to a felony, misdemeanor involving moral turpitude, or a crime involving illicit drugs;
   b. After review by the Judicial and Ethics Committee, a Section, a subspecialty society, or another investigatory body, has been found to have committed an egregious violation of AUA's Expert Witness policy or Conflict of Interest policy, misappropriation or misuse of AUA intellectual property, or breach of confidentiality (or a similar policy of the member's Section or a subspecialty society);
   c. Has lost his/her license to practice medicine, has had his or her license suspended or revoked, or has been required to forfeit his/her license to practice medicine in any state or jurisdiction where previously licensed, for grounds involving improper or unprofessional conduct, or breach of the applicable code of ethics, or departure from professional or ethical

standards of practice or conduct;

d. Has surrendered his/her license to practice medicine in order to avoid formal action that would lead to revocation by the licensing authority in any state or jurisdiction, for grounds involving improper or unprofessional conduct, or breach of the applicable code of ethics, or departure from professional or ethical standards of practice or conduct;

e. Has been denied medical licensure for grounds involving improper or unprofessional conduct, or breach of the applicable code of ethics, or departure from professional or ethical standards of practice or conduct;

f. Has been expelled or suspended by any AUA Section, by the American Medical Association, by any state medical association or society, or state urological society, or had his/her certificate from the American Board of Urology revoked or withdrawn, for any of the grounds or reasons recited in this Section;

g. Has been served three (3) rebukes by the AUA.

SECTION 4. Opportunity to Respond. A member who receives notice of intent to recommend discipline has fifteen (15) calendar days to request either the opportunity to present a written response to the complaint or an oral hearing before the Judicial and Ethics Committee. The member may be represented by counsel at oral hearing or when responding to the complaint in writing. Written responses and oral hearings will be conducted in the manner set forth in the policies and procedures adopted by the Committee.

SECTION 5. Board Decision. Following written response or oral hearing, or after the lapse of time to request an opportunity to respond, and after consideration of all probative and relevant evidence presented, the Judicial and Ethics Committee will issue its findings and recommendation for discipline, if any, to the Board of Directors, which will vote on the matter. The Board of Directors may:

A. accept the Judicial and Ethics Committee's recommendations;
B. modify the Judicial and Ethics Committee's recommendations;
C. reject the Judicial and Ethics Committee's recommendations and take other action set forth in Section 3 above, that it determines to be appropriate under the circumstances; or
D. refer the matter back to the Judicial and Ethics Committee for the purpose of gathering additional information before making a decision

SECTION 6. Appeal. Decisions of the Board of Directors regarding discipline are final and not subject to appeal except as noted in this Section.

Section 6.1. Appeal from Rebuke or Expulsion. A member who has been rebuked or expelled has fifteen (15) calendar days to request an appeal in writing submitted to the General Counsel. An appeal from rebuke or expulsion is limited to consideration of whether AUA followed its own procedures in considering the matter. The request for appeal must state the procedural grounds on which review is sought. If the request for appeal is accepted, the Board of Directors may affirm or reverse the rebuke or expulsion. Alternatively, before making a final decision on the appeal, the Board may refer the matter back to the Judicial and Ethics Committee for information, further action, and recommendation for a decision. Decisions of the Board on an appeal from rebuke or expulsion are final.

Section 6.2. Appeal from Section Decision. The AUA Judicial and Ethics Committee may, at its discretion, consider a matter on referral from a Section of the Section's decision imposing discipline

upon a member in connection with matters over which the Committee has "appellate jurisdiction" under Article V, Section 1.4.2. In such instances, the Judicial and Ethics Committee will consider the matter according to the policies and procedures adopted by the Committee. The decision of the Committee on appeal from a Section decision is final.

SECTION 7. Section Notice to AUA of Disciplinary Action. The leadership of each Section is required to report to the AUA leadership any discipline imposed against one of its members under the Section's disciplinary policies and procedures.

SECTION 8. Notification to Third Parties. The AUA will notify the National Practitioner Data Bank, when required by law, of disciplinary actions adversely affecting AUA membership status, and relating to patient health, safety or welfare. Nothing in this Section shall be construed to prevent the Association, acting through its Board of Directors, from referring a matter of discipline involving possible violation of ethical or professional standards to the appropriate state medical disciplinary board or public authority having presumptive jurisdiction.