



AUA Bylaws May 2023 Proposed Amendments

This memo provides an explanation of the proposed bylaws amendments to be approved at AUA's Annual Business Meeting in Chicago at McCormick Place on Monday, May 1, 2023 at noon in room N427A. Members are notified of these changes on the bylaws webpage at AUA.net.org and through announcements *Net News* (email).

American Urological Association, Inc. (501(c)(6))

1. **Membership** (Article III: Membership, Section 19. Expulsion, Resignation and Reinstatement)

For the sake of consistency with other changes outlined below, revisions are proposed to clarify the consequences of resignation to avoid disciplinary review and termination of membership due to expulsion or rebuke.

2. **Judicial & Ethics Committee** (Article V: Committees, Section 1.4)

Clarification to the scope of the J&E Committee's jurisdiction is proposed. If approved, the responsibilities of the Committee will be amended to limit the Committee's duties and eliminate its authority to conduct primary investigations. Specifically, the proposed amendment clarifies that the committee does not serve as a primary investigative body and only has the Board's permission to review matters that have been previously adjudicated by an outside agency. Exceptions are carved out for those matters where the committee may perform a limited internal administrative investigation.

Language is also proposed to clarify the J&E Committee's authority to review complaints on referral from a Section. If the proposed language is approved, AUA will no longer investigate or adjudicate Section complaints. However, the proposed revisions do allow for the AUA J&E Committee to conduct an appellate review of a disciplinary matter that has been adjudicated by a Section.

Content previously in the Bylaws on procedures (Section 1.4.3) will be moved to a J&E Policy and Procedures document as it is a governance best practice not to have processes and procedures in Bylaws. Information about the disciplinary process will be made available to the membership on AUA's website.

3. **Disciplinary Action (Article IX)**

The title of this section is recommended to be updated to more accurately describe the purpose and contents of this Article.

Consistent with AUA not serving as a primary investigative body, the proposed bylaws amendments specify that anything that has not been previously adjudicated by a Section that involves Section-related activity will be referred back to the Section for review and adjudication. In some instances, the Section may be required by law to investigate (e.g., if a member is alleged to have assaulted an employee).

Proposed updates to the disciplinary actions section include changes for clarity while keeping the disciplinary categories unchanged (Dismissal, J&E Admonition, Board Censure, Board Rebuke or Board Expulsion). Language is recommended to be modified to increase the Board's flexibility to issue a rebuke for "up to three years" based on the proportionality of the offense. The "rebuke challenge" will be eliminated and replaced with an opportunity to be heard before a recommendation for either rebuke or expulsion is made to the Board. Rights to reapply for expelled members will be removed, consistent with the concept of proportionality, as expulsion should be reserved for the most serious offenses that would warrant a permanent bar from membership. The timeframe for posting of expelled members on the disciplinary webpage is proposed to be limited to 5 years. This timeframe is sufficient for notice to the AUA membership without leaving expelled members on the site for an extended time period.

3. Committees (Article V: Committees)

Language is proposed to confirm that the President oversees all appointments to AUA-AUAER committees, councils, guideline panels and editorial boards and retains inherent authority to remove committee members, who serve at the President's pleasure. Additional revisions proposed include the following:

- A. Diversity & Inclusion Committee (Section 1.2).** In October 2022, the Board approved expanding the size of D&I Committee to up to 15 (Chair + 14 members).
- B. Publications Committee (Section 1.6).** The AUA is standardizing committee chairs to non-renewable terms to facilitate succession planning an orderly rotation from chair-elect to chair. Chair term will be changed from 2 years (renewable once) to the AUA standard term for committee chairs of 3 years. This change aligns with the Feb 2015 Board decision to limit the total combined service an individual may serve in various roles on the same committee to 10 years (e.g., 6 years as member, 1 year as chair-elect and 3 years as chair).
- C. Section Secretaries Membership Council (Section 1.7).** In October 2022, the Board approved merging the Advanced Practice Providers (APP Education Committee and APP Membership Committee to form a new APP Committee reporting to the Education Council. The APP Membership Committee will be removed as a component committee of the Section Secretaries Membership Council (SSMC). The membership and engagement team leader on the Advanced Practice Providers Committee will serve as a liaison to the SSMC.

American Urological Association Education & Research, Inc. (AUA 501C-3)

Corresponding Sections from the AUA Bylaws will be amended in the AUAER Bylaws. This includes joint AUA-AUAER committees for Diversity & Inclusion (Section 1.3), Judicial & Ethics (Section 1.8) and Publications (Section 1.10). Below is the proposed amendment that is unique to AUAER:

1. Committees (Article V Committees)

- A. Education Council (Section 1.4)** The Advanced Practice Providers Education Committee renamed Advanced Practice Provider Committee (See 3C above).
- B. Public Media (Section 1.9)** AUA is standardizing committee chairs to non-renewable terms to facilitate succession planning and keep within the board mandated term limits (see explanation on previous page for Publications Committee). Chair term will be

moved from 2 years (renewable once) to the AUA standard term for committee chairs of 3 years.

- C. Research Council** (Section 1.11) The Science & Quality Chair was added as a non-voting ex-officio member to the Research Council.
- D. Science & Quality Council** (Section 1.12) The Research Chair was added to the Science & Quality Council as a non-voting ex-officio member.

AMERICAN UROLOGICAL ASSOCIATION, INC.[®]

BYLAWS **Proposed Amendments 2023 as of 3-2-23**

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 council or committee name

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

AMERICAN UROLOGICAL ASSOCIATION, INC.[®]

BYLAWS **Proposed Amendments 2023 as of 3-2-23**

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

AMERICAN UROLOGICAL ASSOCIATION, INC.[®]

BYLAWS **Proposed Amendments 2023 as of 3-2-23**

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 of these geographic boundaries shall be made by petition of the Section (or Sections) involved to 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.

AMERICAN UROLOGICAL ASSOCIATION, INC.[®]

BYLAWS **Proposed Amendments 2023 as of 3-2-23**

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 an 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.

AMERICAN UROLOGICAL ASSOCIATION, INC.[®]

BYLAWS **Proposed Amendments 2023 as of 3-2-23**

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 distinguished urologists. 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 a MD, PhD or equivalent degree actively engaged in biomedical

AMERICAN UROLOGICAL ASSOCIATION, INC.[®]

BYLAWS **Proposed Amendments 2023 as of 3-2-23**

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 ~~investigation-matter~~ until the conclusion of proceedings pursuant to Article IX of these Bylaws. A member who has resigned or whose membership has been ~~deleted-terminated~~ for non-payment of dues, or for ~~a other reason other than a disciplinary matter~~ 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.

AMERICAN UROLOGICAL ASSOCIATION, INC.[®]

BYLAWS **Proposed Amendments 2023 as of 3-2-23**

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.

AMERICAN UROLOGICAL ASSOCIATION, INC.[®]

BYLAWS **Proposed Amendments 2023 as of 3-2-23**

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

AMERICAN UROLOGICAL ASSOCIATION, INC.[®]

BYLAWS **Proposed Amendments 2023 as of 3-2-23**

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.

AMERICAN UROLOGICAL ASSOCIATION, INC.[®]

BYLAWS **Proposed Amendments 2023 as of 3-2-23**

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.

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 all committee members serve at the pleasure of the AUA President. ~~and are based on terms~~ 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

AMERICAN UROLOGICAL ASSOCIATION, INC.[®]

BYLAWS **Proposed Amendments 2023 as of 3-2-23**

non-physician consultants and AUA staff shall not be eligible to vote on any matters coming before the committee, unless the Bylaws state otherwise.

The Standing Committees of the Association shall be:

- 1) Bylaws Committee (Joint with AUAER)
- 2) Diversity & Inclusion Committee (Joint)
- 3) Finance Committee (Joint)
- 4) Judicial & Ethics Committee (Joint)
- 5) Public Policy Council
- 6) Publications Committee (Joint)
- 7) Section Secretaries/Membership Council
- 8) 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 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 Diversity & Inclusion Committee.

The Diversity & Inclusion Committee (D&I) shall support the AUA's goal of being a more inclusive, deliberately diverse and equitable organization that respects and serves our members and the urologic communities we serve. The committee shall consist of ~~approximately ten~~ up to fourteen voting members serving a three-year term. ~~In addition, the~~ The chair is a voting member appointed by the President for a three-year (non-renewable) term and is designated as AUA's Chief Diversity Officer. The committee shall support the Board of Directors and Council Chairs on matters related to diversity and inclusion and the implementation of AUA's D&I initiatives.

Section 1.3 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 1.4 Judicial & Ethics Committee.

Section 1.4.1 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

AMERICAN UROLOGICAL ASSOCIATION, INC.[®]

BYLAWS Proposed Amendments 2023 as of 3-2-23

to serve a two-year term.

~~**Section 1.4.2 Responsibilities.** The Judicial & Ethics Committee shall be charged with consultation, monitoring, mediation, recommendation and advice regarding current matters of controversy pertaining to the Association and its members, or pertaining to ethics of medical practice, education and research. Specifically, the Committee may address:~~

- ~~A. legal issues arising under the Association Articles of Incorporation and Bylaws;~~
- ~~B. issues of medical ethics;~~
- ~~C. issues of membership and standing within the Association, including disciplinary matters;~~
- ~~D. potential conflicts of interest;~~
- ~~E. issues of potential medical malpractice and risk management;~~
- ~~F. issues of expert witness testimony;~~
- ~~G. issues of alleged plagiarism or copyright infringement; and~~
- ~~H. 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 revisions 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 these Bylaws.~~

~~**Section 1.4.2 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.~~

~~**Section 1.4.3 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 Association 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~~

AMERICAN UROLOGICAL ASSOCIATION, INC.[®]

BYLAWS Proposed Amendments 2023 as of 3-2-23

~~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 these Bylaws.~~

~~Should issues arise regarding the possible disability or disqualification of an Association 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 1.5 Public Policy Council. The voting members of the Public Policy Council shall be as follows: At least one Active or Senior member from each Section of the AUA who is Chair of the Public Policy Council or its equivalent of that Section, the AUA Delegates to the AMA House of Delegates, three members of the American Association of Clinical Urologists. Chairs of designated component committees shall also be voting members. Section representatives serve three-year terms (renewable once). The Chair shall be approved by the Board of Directors to serve one year as Chair-elect (non-voting) followed by a four-year non-renewable term as Council Chair (voting).

The socioeconomic and governmental relations programs of the Association shall be entrusted to the Public Policy and Practice Support Division staff and Chair of the Public Policy Council. The Public Policy Council shall oversee and investigate governmental, private, professional and socioeconomic issues affecting the delivery of urologic care as requested by the Board of Directors. Component Committees include, but are not limited to: Coding and Reimbursement Committee, Legislative Affairs Committee, Research Appropriations Committee and State Advocacy Committee.

Section 1.6 Publications Committee. The Publications Committee shall consist of the editors of AUA's scholarly publications and six members who are experts in urologic publishing. The chair is selected from the six members. The chair term is ~~three~~ two years (~~non-renewable once~~), the member term is three years (renewable once) and editors serve ex-officio terms. The Treasurer also serves ex-officio and is a non-voting member. The Publications Committee is responsible for promoting the highest standards of urological clinical care, research, education, ethics, and health policy through coordination of the impact, accessibility, business/revenue enhancement opportunities, and excellence across the AUA's scholarly publications.

Section 1.7 Section Secretaries/ Membership Council. The AUA Secretary serves ex-officio as the Council Chair and is a voting member. The Secretary-elect serves as a non-voting member. The Council shall also consist of the eight Section Secretaries, Chairs of the Section Secretaries/Membership Council's component committees, and one regional member each from Mexico, Canada and Central America. Terms for Section Secretaries are dictated by their Section and the regional members serve two-year terms (renewable once).

The Council shall evaluate the applications, benefits, needs and services for the various AUA membership categories in coordination with AUA's Secretary and Member Services Department. The Council reviews and approves applications for all member categories. The Council will strive to improve communication between the AUA and its Sections for the benefit of members. The functions and activities of this Council shall be assigned to the Component Committees including but not limited to the ~~Advanced Practice Providers Membership Committee~~, History Committee, International Member Committee, Residents & Fellows Committee and Young Urologists Committee.

Section 1.8 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 as well as the long range plan of the Association. In addition, various strategic planning groups/task forces may be

AMERICAN UROLOGICAL ASSOCIATION, INC.[®]

BYLAWS **Proposed Amendments 2023 as of 3-2-23**

appointed as needed.

SECTION 2. Additional Section Representation. Each Section shall be entitled to select one representative to the Bylaws Committee, Public Policy Council, and Judicial & Ethics Committee for each 800 voting members enrolled by that Section during any year. The total membership of each Section shall be conclusively determined by the AUA Secretary at the close of 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, 2,001) 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 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.

AMERICAN UROLOGICAL ASSOCIATION, INC.[®]

BYLAWS **Proposed Amendments 2023 as of 3-2-23**

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:

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.

AMERICAN UROLOGICAL ASSOCIATION, INC.[®]

BYLAWS **Proposed Amendments 2023 as of 3-2-23**

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 of 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: DISCIPLINE ~~AND DISQUALIFICATION ACTION~~

SECTION 1. Complaints and Referrals. All matters of potential discipline shall be considered ~~and adjudicated~~ by the ~~Board of Directors upon recommendation of 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. ~~The leadership of each AUA Section shall be encouraged to report to the AUA leadership any serious infractions of the law or of the canons of medical ethics coming to its attention, which may warrant disciplinary action against a member of that Section. Complaints must be 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. Prior to referral of any complaint to With respect to other complaints, the Judicial & Ethics Committee or for review and recommendation, the AUA Board of Directors may at its discretion request that the member's submit an inquiry to the Section

AMERICAN UROLOGICAL ASSOCIATION, INC.[®]

BYLAWS Proposed Amendments 2023 as of 3-2-23

~~requesting that the Section first secure and provide to the Board additional information verifying or challenging the details of the complaint, together with its 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 2. Censure of a Member.** The AUA Board of Directors may, following J&E investigation as appropriate, vote to sanction a member by issuing a letter of censure for a violation of AUA policy or professional misconduct. Censures are generally reserved for first time offenses that do not rise to the level of a rebuke. A censure is confidential between the AUA and the member and 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.~~

~~**SECTION 3. Rebuke of a Member.** The AUA Board of Directors may, following J&E investigation as appropriate, vote to sanction a member by issuing a formal rebuke or, if the misconduct is deemed egregious, consider expulsion of the member pursuant to Section 4 of this Article. Grounds for a rebuke may include, but are not limited to:~~

- ~~A. inappropriate advertising which is defined to include misleading, untruthful, unfounded or unproven claims, or other similar misdemeanors;~~
- ~~B. expulsion from a hospital staff for grounds involving improper or unprofessional conduct;~~
- ~~C. breach of an applicable code of ethics, or departure from conduct or professional ethical standards of practice deemed by the Board in its discretion to bring discredit upon the Association;~~
- ~~D. other professional misconduct, breach of ethical standards or violation of AUA policies not warranting automatic expulsion.~~

~~**Section 3.1 Challenge to the recommendation.** Should an assertion of a violation be made to the AUA or its officers, it will be referred to the Judicial & Ethics Committee (J&E) for investigation and recommendation. The procedure shall be as follows:~~

- ~~A. The J&E shall review submitted materials, which may (but will not necessarily), include information requested from the member charged.~~
- ~~B. Following investigation, the J&E shall notify the member in writing of the grounds of the rebuke and proposed sanction.~~
- ~~C. The member under investigation shall be afforded an opportunity within thirty (30) days to note a challenge to the rebuke. The member shall then be offered the option of perfecting that challenge, either by submitting a response in writing, or requesting a hearing before the Committee.~~
- ~~D. If a hearing is requested, it will take place before the J&E Committee at either the annual meeting of the AUA or semiannual meeting of the J&E.~~
- ~~E. Whether a hearing is requested or materials are submitted in writing, the member shall be afforded the right to counsel, and an opportunity to present evidence or argument to demonstrate that the rebuke should not be issued.~~
- ~~F. Following the submission or hearing, the J&E Committee will consider the challenge and may submit its recommendation to the AUA Board of Directors for disciplinary action as warranted.~~

~~**Section 3.2 Notice to Member.** A formal rebuke may be issued only upon majority vote of the Board of Directors. A member issued a rebuke shall receive written notification of this action from the AUA President. The final decision of the Board of Directors shall not be subject to further challenge or appeal and the rebuke shall be immediately posted on the Association's Disciplinary webpage for a period of three (3) years.~~

AMERICAN UROLOGICAL ASSOCIATION, INC.[®]

BYLAWS Proposed Amendments 2023 as of 3-2-23

~~Section 3.3 Consequences of a Rebuke. Members rebuked by the Board of Directors are not in good standing with the AUA and shall have privileges of membership suspended (See Article III Section 18) for a three year period. All other benefits and obligations of membership are retained. The Board may impose conditions for remediation. At the conclusion of the rebuke period a member's privileges may be restored after appropriate review by the Judicial & Ethics Committee.~~

~~SECTION 4. Expulsion of a Member. An expulsion is an official action of the AUA Board of Directors which removes rights and privileges of membership in the association. It shall be 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, that the member or prospective member:~~

- ~~A. Has been convicted of a felony, misdemeanor involving moral turpitude, or a crime involving illicit drugs;~~
- ~~B. Has been found guilty or responsible for a serious violation of AUA policy, after appropriate investigation by the Judicial & Ethics Committee or other body charged with such investigation.~~
- ~~C. Has lost his/her license to practice medicine, has had his/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.~~

~~The Board reserves the right to expel a member for an egregious departure from professional standards of conduct or practice deemed by the Board in its discretion to bring discredit upon the Association.~~

~~Section 4.1 Appeal. Any expelled member shall be notified of this action by the AUA over the signature of the President and may, within thirty (30) days, appeal such expulsion by written communication to the AUA Board of Directors. The Board of Directors, at its next regular meeting, may affirm or reverse the expulsion or may refer the matter for review to its Judicial and Ethics Committee pursuant to Article V, Section 1.3 of these Bylaws, and for their recommendation to the Board of Directors for a final decision. The names of expelled members are posted on the Association's Disciplinary webpage.~~

~~Section 4.2 Reapplication. Persons expelled from AUA membership may reapply through the usual channels after three years and will be subject to 1) review by the Judicial & Ethics Committee, and 2) the same scrutiny and requirements that any new applicant would undergo. Two expulsions shall bar the individual from any reapplication ever for membership in the AUA.~~

~~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~~

AMERICAN UROLOGICAL ASSOCIATION, INC.[®]

BYLAWS **Proposed Amendments 2023 as of 3-2-23**

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;

AMERICAN UROLOGICAL ASSOCIATION, INC.[®]

BYLAWS **Proposed Amendments 2023 as of 3-2-23**

- 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. Referral.** The AUA shall 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.~~

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

AMERICAN UROLOGICAL ASSOCIATION, INC.[®]

BYLAWS **Proposed Amendments 2023 as of 3-2-23**

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.

**AMERICAN UROLOGICAL ASSOCIATION
EDUCATION AND RESEARCH, INC.
BYLAWS – Proposed Amendments 2023 as of 3-2-23**

ARTICLE I: GENERAL PROVISIONS

SECTION 1. Mission. 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:

- 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 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 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 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 AUAER and may be used by causing it, or a facsimile thereof, to be impressed or affixed or otherwise used.

**AMERICAN UROLOGICAL ASSOCIATION
EDUCATION AND RESEARCH, INC.
BYLAWS – Proposed Amendments 2023 as of 3-2-23**

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 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.

**AMERICAN UROLOGICAL ASSOCIATION
EDUCATION AND RESEARCH, INC.
BYLAWS – Proposed Amendments 2023 as of 3-2-23**

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, 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 (CEO) shall be the chief administrative officer of AUAER, 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 AUAER. 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

**AMERICAN UROLOGICAL ASSOCIATION
EDUCATION AND RESEARCH, INC.
BYLAWS – Proposed Amendments 2023 as of 3-2-23**

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 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 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 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.

**AMERICAN UROLOGICAL ASSOCIATION
EDUCATION AND RESEARCH, INC.
BYLAWS – Proposed Amendments 2023 as of 3-2-23**

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 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:

- 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 IV, Section 1 of these Bylaws.

**AMERICAN UROLOGICAL ASSOCIATION
EDUCATION AND RESEARCH, INC.
BYLAWS – Proposed Amendments 2023 as of 3-2-23**

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 all committee members serve at the pleasure of the AUA President. Appointment 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) Diversity & Inclusion Committee (Joint)
- 4) Education Council
- 5) Finance Committee (Joint)
- 6) History Committee
- 7) *The Journal of Urology* Editorial Board
- 8) Judicial & Ethics 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

**AMERICAN UROLOGICAL ASSOCIATION
EDUCATION AND RESEARCH, INC.
BYLAWS – Proposed Amendments 2023 as of 3-2-23**

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 AUAER Secretary and the Urology Care Foundation Secretary shall serve on an ad hoc basis. 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 Diversity & Inclusion Committee.

The Diversity & Inclusion Committee (D&I) shall support the AUAER's goal of being a more inclusive, deliberately diverse and equitable organization that respects and serves our members and the urologic communities we serve. The committee shall consist of fourteen voting members serving a three-year term. In addition, the chair is a voting member appointed for a three-year (non-renewable) term and is designated as AUA's Chief Diversity Officer. The committee shall support the Board of Directors and Council Chairs on matters related to diversity and inclusion and the implementation of AUAER's D&I initiatives.

Section 1.4 Education Council. The Education Council shall consist of chairs of component committees, the Conflicts of Interest (COI) 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 a representative from the Society of Academic Urologists, and five members selected by the Council Chair. The Secretary, *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 to serve one year as Chair-elect (non-voting) followed by a four-year non-renewable term as the Council Chair (voting). 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 Committee, Core Curriculum Committee, Medical Student Education Committee, New Surgical Technologies & Imaging Committee, Leadership & Business Education Committee, Update Series Editorial Committee, and the Urologic Video Education Committee.

Section 1.5 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 1.6 History Committee. The History Committee shall be chaired by the Historian who serves a four-year term. The ex-officio members are the Section Historians, Exhibit Curator and Curator Emeritus. Six other members knowledgeable in the history of urology and the AUA are appointed to serve three-year terms (renewable once). The committee shall serve in an advisory role on matters related to historical interest, museum/archives/library accession/ deaccession, exhibition and museum sustainability.

**AMERICAN UROLOGICAL ASSOCIATION
EDUCATION AND RESEARCH, INC.
BYLAWS – Proposed Amendments 2023 as of 3-2-23**

Section 1.7 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 three-year term (renewable once). Section representatives shall assist the Editor in the selection of papers for publication and general management of JU.

The JU Editor 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 JU 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 1.8 Judicial & Ethics Committee.

Section 1.8.1 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 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 1.4.2 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.

Section 1.9 Public Media Committee. The Public Media Committee shall consist of approximately ten voting members serving a three-year term (renewable once). In addition, a Chair is appointed for a three-year non-renewable term. The Committee shall work with the AUA Communications Department to help develop and implement a media strategy that establishes the AUA as the voice of urology within medicine.

Section 1.10 Publications Committee. The Publications Committee shall consist of editors of AUA's scholarly publications and six members who are experts in urologic publishing. The chair is selected from the six members. The chair term is three-years (non-renewable), member terms are three-years (renewable once) and editors serve ex-officio terms. The Treasurer also serves ex-officio and is a non-voting member. The Publications Committee is

**AMERICAN UROLOGICAL ASSOCIATION
EDUCATION AND RESEARCH, INC.
BYLAWS – Proposed Amendments 2023 as of 3-2-23**

responsible for promoting the highest standards of urological clinical care, research, education, ethics, and health policy through coordination of the impact, accessibility, business/revenue enhancement opportunities, and excellence across the AUA's scholarly 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 three years, (renewable once). The Chair of Research will be selected by the Board of Directors to serve one year as Chair-elect (non-voting) followed by a four-year non-renewable term as the Council Chair (voting). **The Science & Quality Council Chair shall serve as an ex-officio member.** 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 Grants and Investigator Support Committee; and the 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 Science & Quality Chair shall be approved by the Board of Directors to serve one year as Chair-elect (non-voting) followed by a four-year non-renewable term as the Council Chair (voting). Members serve a 3-year term (renewable once). **The Public Policy Chair and Research Chair shall serve as ex-officio members.** 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

**AMERICAN UROLOGICAL ASSOCIATION
EDUCATION AND RESEARCH, INC.
BYLAWS – Proposed Amendments 2023 as of 3-2-23**

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 Board of Directors.

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. The Annual Business Meeting shall be held proximate to the Association's Annual Meeting. The meeting is held in person or, upon two-thirds majority board vote, may be held virtually (pre-recorded video or live webinar) accompanied by secure online voting. Only voting members shall have the right to speak and participate at the Annual Business Meeting. Non-voting members may attend as observers at the meeting but may not formally participate.

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 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.

**AMERICAN UROLOGICAL ASSOCIATION
EDUCATION AND RESEARCH, INC.
BYLAWS – Proposed Amendments 2023 as of 3-2-23**

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:

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
2026 – Western	2032 – Western

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 be 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 in accordance with the provisions listed in this Article. A subsequent candidate so approved by the AUAER 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

**AMERICAN UROLOGICAL ASSOCIATION
EDUCATION AND RESEARCH, INC.
BYLAWS – Proposed Amendments 2023 as of 3-2-23**

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 selected pursuant to the provisions of Section 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: 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.