



Bylaws of the
American Association of Clinical Urologists, Inc.

Article I - Definition

The American Association of Clinical Urologists shall consist of urologists who practice their profession in the United States of America and its territorial dependencies or urologists who are citizens of other countries and who hold membership in the American Urological Association or one of its sections.

The AACU is dedicated to developing and advancing health policy education as it affects urologic practice in order to preserve and promote the professional autonomy of its members and support the highest quality of care for patients.

Article II - Membership

Section 1. Active Membership

Active membership in this Association shall be restricted to physicians specializing in the practice of Urology.

a) Qualifications:

- 1) Acceptable completion of an approved urological residency.
- 2) An active interest in civic and professional affairs at local, state and/or national levels.
- 3) Reputation of high moral and professional integrity.
- 4) An unrestricted license to practice medicine in his state of residence or practice.

b) Requirements: Completion of an application for membership form supplied by the Secretary.

c) Applicants who have fulfilled the above qualifications and requirements shall be elected to temporary Active Membership upon approval by the Secretary of the Association. The temporary status shall be lifted if they receive the affirmative votes of a majority of the Board of Directors present and voting at the Annual and/or interim meetings of the Board of Directors.

- d) When warranted, in the consideration of specific applicants, the Board of Directors may waive any specific qualification or requirement which it considers to be justified.
- e) Each newly elected member of the Association shall be officially notified of his election by the Secretary. He/she shall receive a copy of the Articles of Incorporation and Bylaws and a certificate of membership.
- f) Active Members are eligible to vote and eligible to hold office.

Section 2. Senior Membership

Senior membership in this Association may be conferred upon Active Members who retire from practice.

- a) Qualifications:
 - 1) Retirement from the active practice of Urology.
 - 2) Active Membership in good standing at the time of and for at least the five years immediately preceding the request for transfer to Senior Membership.
- b) Requirements: Written request for change in membership status to the Secretary at least sixty (60) days prior to the annual meeting.
- c) Applicants who have fulfilled the above qualifications and requirements shall be elected to Senior Membership if they receive the affirmative votes of a majority of the Board of Directors present and voting.
- d) When warranted, in the consideration of specific applicants, the Board of Directors may waive any specific qualification or requirement which it considers to be justified.
- e) Senior Members are eligible to vote but shall not be eligible to hold office.

Section 3. Candidate Membership

Candidate membership in this Association shall consist of:

- a) Qualifications:
 - 1) Residents or Fellows enrolled in a Residency or Fellowship Program in Urology.
 - 2) Physicians in practice or research or teaching for no longer than 3 years.
- b) Requirements: Completion of an application for membership form supplied by the Secretary.

- c) Applicants who have fulfilled the above qualifications and requirements shall be elected to Candidate Membership upon approval by the Secretary of the Association. The temporary status shall be lifted if they receive the affirmative votes of a majority of the Board of Directors present and voting at the Annual and/or interim meetings of the Board of Directors.
- d) Candidate Members shall have the right to vote but shall not be eligible to hold office.
- e) Candidate Members shall automatically be elevated to Active Membership upon satisfactory completion of urology residency training.

Section 4. Affiliate Membership

Affiliate Membership in this Association shall consist of:

- a) Physicians in related fields of medicine and science who cannot qualify for Active or Candidate Membership.
- b) Non-physicians who, by their professional or personal accomplishments have contributed significantly to medicine in general or the specialty of urology in particular.
- c) Requirements: Completion of an application for membership form supplied by the Secretary.
- d) Applicants who have fulfilled the above qualifications and requirements shall be elected to Affiliate Membership upon approval by the Secretary of the Association. The temporary status shall be lifted if they receive the affirmative votes of a majority of the Board of Directors present and voting at the Annual and/or interim meetings of the Board of Directors.
- e) Affiliate Members are eligible to vote but shall not be eligible to hold office.

Section 5. Allied Membership

Allied Membership in this Association shall consist of:

- a) Qualifications: Nonprofit organizations whose primary purpose is related to the practice of Urology.
- b) Requirements: Completion of an application for membership form supplied by the Secretary and fulfillment of any additional criteria the Board may adopt from time to time.
- c) Allied Members are eligible to vote but shall submit only one vote per organization.

- d) Voting representative: Each Allied member shall designate in writing to the Secretary of the Corporation the name of the person authorized to vote at any meeting of the membership.
- e) Applicant organizations that have fulfilled the above qualifications and requirements shall be elected to temporary Allied Membership upon approval by the Secretary of the Association. The temporary status shall be lifted if they receive the affirmative votes of a majority of the Board of Directors present and voting at the Annual and/or an interim meeting of the Board of Directors.
- f) Allied members can name one representative to participate on the UROPAC Advisory Council.

Article III - Officers and Board of Directors

Section 1. Officers

- a) The Officers of the Association shall be President, President-elect, Immediate Past-President, Health Policy Chair, State Advocacy Network Chair and Secretary-Treasurer.
- b) All Officers shall hold office for one year or until their successors have been elected and qualified unless otherwise set forth in the Bylaws. The Officers shall assume their offices immediately before adjournment of the Annual Meeting.
- c) Vacancies which occur in any of the offices may be filled for the unexpired term by a majority vote of the Board of Directors.
- d) The Executive Committee of the Association shall consist of these six Officers.

Section 2. President

- a) The President shall be the chief executive officer of this Association, serve as Chair of the Board of Directors and preside at all meetings of the Association.
- b) He/she shall appoint all committees prescribed in these Bylaws and be a member of each committee, ex-officio.
- c) He/she shall direct the attention of the Board of Directors to all matters pertaining to the interpretation of the Bylaws and to all matters of discipline of members.
- d) He/she may call special meetings of the Board of Directors allowing at least five business days' notice and by providing an agenda for the meeting.

Section 3. President-elect

- a) The President-elect shall be elevated automatically to the office of President after serving in this capacity for one year and without again standing election.
- b) He/she shall preside in the absence of the President and shall perform any duties concerned with the Association which are assigned to him by the President.
- c) In the event the President is unable to serve, the President-elect shall succeed to the office. Less than six months shall constitute an incomplete term and entitle him to serve the additional year.
- d) He/she shall be a member of the Board of Directors.

Section 4. Past-President

- a) The immediate Past-President shall be a member of the Board of Directors and serve as Chair of the Nominating Committee.

Section 5. Secretary-Treasurer

- a) The Secretary-Treasurer shall be a member of the Board of Directors. The term of office shall be three years or until a successor assumes office. The Secretary-Treasurer shall serve no more than one term.
- b) He/she shall conduct the official correspondence, and keep an accurate record of all business and activities of the Association.
- c) He/she shall keep an up-to-date file on each member. He/she shall notify each newly elected member of his election, send him a copy of the Articles of Incorporation and Bylaws and a certificate of membership.
- d) He/she shall notify members of the Board of Directors of the time and place of regular meetings at least thirty (30) days before the meeting and, for special meetings, at least fifteen (15) days before the meeting.
- e) He/she shall notify each member of the time and place of the Annual meeting at least (30) days before the meeting and, for special meetings, at least fifteen (15) days before the meeting.
- f) He/she shall, in consultation with the President, arrange an agenda for the Board of Directors meetings and the Annual Business meeting.

- g) He/she shall notify each newly elected officer and committee member of his/her election or appointment and the term thereof.
- h) He/she shall be a member of the Program Committee and serve as Chair.
- i) He/she shall collect all dues and monies due the Association, maintain proper ledgers and records and be responsible for their safekeeping.
- j) He/she shall cause an audit of the Association books to be conducted every three years or more frequently as he/she deems necessary.
- k) With the approval of the Board of Directors he/she shall employ necessary secretarial assistance.
- l) Expenses incurred by the Secretary in the conduct of the office shall, with the approval of the Board of Directors, be paid by the Association.
- m) The Secretary – Treasurer shall be elevated automatically to the office of President-Elect after serving in this capacity for three years and without again standing election.

Section 6. Health Policy Chair

- a) The Health Policy Chair shall be a member of the Board of Directors. The term of office shall be two years limited to two terms or until a successor assumes office.
- b) The Health Policy Chair shall oversee the Health Policy Committee and all legislative and regulatory issues for the Association and serve as liaison to government bodies and outside organizations.
- c) The Health Policy Chair shall serve as the Vice-Chair of the UROPAC Board.

Section 7. State Advocacy Network Chair

- a) The State Advocacy Network Chair shall be a member of the Board of Directors and shall oversee the State Advocacy Network.
- b) The term of office shall be three years.
- c) The State Advocacy Network Chair shall be elevated automatically to the office of President-Elect after serving in this capacity for three years and without again standing election.

Section 8. Board of Directors

a) The Board of Directors shall consist of the President, President-elect, Immediate Past-President, the Secretary-Treasurer, the Health Policy Chair, the State Advocacy Network Chair, the Young Urologist Chair, the Employed Urologist Chair and one (1) AACU member from each geographical section such as established by the American Urological Association (“Section Representatives”). The UROPAC Chair (or, if the UROPAC Chair cannot serve, the UROPAC Treasurer who is an AACU member), the AACU representative to the American College of Surgeons, the AACU Representative to the American Board of Urology, and AACU's Delegate to the American Medical Association shall be members of the Board of Directors ex officio without vote. The number of representatives from each geographical section shall be determined by the Board.

b) Responsibilities:

- 1) Administer and manage the affairs of the Association.
- 2) Receive reports from the Officers and from standing and special committees and make appropriate responses.
- 3) Act upon all problems of membership and matters of discipline and ensure that all petitioners are given due process.
- 4) Select the time and place for the annual meeting of the Association.
- 5) Fill all vacancies in office or Delegate positions until the next annual meeting unless otherwise specified in the Bylaws.
- 6) Employ financial and/or legal counsel to advise the Board when needed.

c) The Board shall meet prior to the Annual Meeting and at least one (1) additional time between Annual Meetings. Special meetings may be called by request of a majority of the members of the Board. A quorum of the Board to transact business shall be five (5) members.

d) The term of office of the Section Representatives shall be two (2) years. The Representative may serve only three terms. One-half of the Section Representatives should be elected each year.

Article IV - Committees and Representatives to Affiliated Organizations

A. Standing Committees

All Standing Committees, excepting the Audit and the Nominating Committee, shall report all activities and make appropriate recommendations to the Board of Directors at least annually and shall present an annual report to the Membership at the Annual Business meeting.

The Standing Committees shall be:

- 1) Audit Committee
- 2) Bylaws Committee
- 3) Employed Urologist Committee
- 4) Finance Committee
- 5) Health Policy Committee
- 6) Industry Relations Committee
- 7) Membership Development Committee
- 8) Nominating Committee
- 9) Program Committee
- 10) State Advocacy Network
- 11) UROPAC
- 12) Young Urologist Committee

Section 1. Audit Committee

- a) The Audit Committee shall carefully examine the Treasurer's report and, when applicable, the audit of the Association's financial status. It shall present a written and/or oral report of these examinations to the Membership at the Annual Business meeting.
- b) The Audit Committee shall consist of two Section Representatives of the Board with one serving as Chair, appointed by the President for terms of one year.

Section 2. Bylaws Committee

- a) The Bylaws Committee shall annually review the efficiency and effectiveness of the Association Bylaws, study the various activities of the Association and recommend amendments when necessary or indicated for the good of the Association.
- b) The Bylaws Committee shall consist of three Active members appointed by the President for terms of three (3) years, with one member being appointed each year. The President shall designate the Chair for one year.

Section 3. Employed Urologist Committee

- a) The Employed Urologist Committee shall consist of a Chair and up to six members that fall into the Employed category of practice.
- b) The Employed Urologist Committees' primary responsibility is to advise the Board of directors on issues of particular concern to employed urologists and address membership issues for employed urologists.
- c) The Chair shall be a voting member of the Board.

Section 4. Finance Committee

- a) The Finance Committee shall consist of the President, President-elect, immediate Past-President, and the Secretary-Treasurer. The President shall be the Chair.
- b) The Committee shall study all financial matters of the Association, including but not limited to receipts, expenditures, and investments and make appropriate recommendations to the Board.
- c) The Committee shall prepare an annual budget for the various activities of the Association and submit it to the Board prior to the Annual Business Meeting. On the basis of the proposed budget the Committee shall make recommendations to the Board regarding dues for the following year.
- d) The Committee shall meet as often as circumstances warrant.

Section 5. Health Policy Committee

- a) The Health Policy Committee shall study and evaluate governmental legislation and proposed legislation, at the state and federal levels, which pertains to, affects, influences, or may affect the public health, patients' urological care or the practice of Urology.
- b) This Committee shall develop appropriate liaison and support with legislators and government representatives.
- c) When recommended by the Finance Committee and approved by the Board of Directors and the Membership, this Committee may employ assistance to carry out its function.
- d) This Committee shall report at least annually to the Board of Directors and to the Association.

e) This Committee shall consist of the Health Policy Chair and members selected by the President.

Section 6. Industry Relations Committee

a) The Industry Relations Committee shall work closely with industry partners to develop and implement initiatives that support the shared interest of the Association and its partners.

b) The Committee shall consist of at least three Board Members selected by the President. The President shall designate the Chair each year.

c) The Committee shall report at least annually to the Board of Directors.

Section 7. Membership Development Committee

a) The Membership Development Committee shall develop and implement procedures for encouraging eligible physicians to apply for membership in the Association.

b) The Committee shall consist of each of the Section Representatives of the Board. The President shall designate the Chair each year.

c) The Committee shall report at least annually to the Board of Directors and to the Association.

Section 8. Nominating Committee

a) The Nominating Committee shall consist of the President, the two most recent Past-Presidents available, and two (2) members appointed by the President from the general membership. The most recent Past-President shall be the Chair.

b) The Committee, for each vacancy, shall select at least one (1) nominee for:

- President-elect
- Secretary-Treasurer
- Section Representatives
- Health Policy Chair
- State Advocacy Network Chair
- Young Urologist Chair
- Employed Urologist Chair
- UROPAC Chair
- UROPAC Treasurer
- UROPAC Member(s)-at-large

- Delegate(s) and alternate delegate(s) to the AMA House of Delegates
- Representative to the American College of Surgeons

In years where neither the Secretary-Treasurer nor the State Advocacy Network Chair ascends to President-Elect, the Nominating Committee shall select the nominee for President-elect from among eligible members of the Board of Directors. A call for nominations will be sent to eligible members. A slate consisting of the nominees for President-elect, Secretary-Treasurer, Section Representatives, Health Policy Chair, State Advocacy Network Chair, Employed Urologist Chair and Young Urologist Chair shall be presented to the membership for consideration and election. A slate consisting of nominees for UROPAC Chair, UROPAC Treasurer, UROPAC member(s)-at-large and delegate(s) and alternate delegate(s) to the AMA House of Delegates shall be presented to the Board of Directors for consideration and election.

c) The Committee shall select as many delegates and alternate delegates to the American Medical Association (AMA) House of Delegates as determined by the AMA.

d) When necessary, the Committee shall select one nominee for the American College of Surgeons who shall be presented to the Board of Directors for election.

Section 9. Program Committee

a) The Program Committee shall arrange and provide for the Annual Fall Meeting and Spring Board Meeting. The Committee shall arrange for the physical needs of the Annual and Spring meetings. These shall include adequate meeting facilities, visual aids, liability protection, badges, arrangements for meals, hotel accommodations for members and other usual meeting requirements. Contracts and agreements by the Committee shall be with the approval of the Secretary-Treasurer.

b) The Committee shall consist of three (3) members-the President, the President-elect and the Secretary-Treasurer who shall act as Chair. The Committee shall be composed of subcommittees as follows:

- (1) Annual Meeting: President, President –Elect, Secretary-Treasurer and State Advocacy Network Chair.
- (2) Spring Board Meeting: President, Secretary-Treasurer, President -Elect any other committee member designated by the President.

Section 10. State Advocacy Network (SAN) Committee

a) The State Advocacy Network Committee shall consist of the SAN Chair and members selected by the president. The Committee oversees the management of the State Advocacy Network.

- b) The SAN shall consist of representatives of the states as approved by the SAN Chair.
- c) The SAN shall collaborate with state urology associations, state medical associations, urology specialty societies, urologists and patient groups to promote the interests of urologists, patients, urological care and the practice of urology.
- d) The SAN shall study and evaluate governmental legislation and regulations at the state level which pertains to, influences or may affect public health, patients' urological care or the practice of urology.
- e) The SAN shall communicate to representatives and the membership on a broad range of issues and actionable proposals.
- f) The SAN shall provide representatives and the membership technical assistance, training and research to empower effective advocacy campaigns.
- g) The SAN shall report at least annually to the Board of Directors and to the Association through the SAN Chair.

Section 11. UROPAC

- a) UROPAC will be governed by a UROPAC Board as outlined in the UROPAC Articles of Organization. Changes to the Articles require a vote of the AACU Board of Directors.
- b) Members of the UROPAC Board will be selected by the AACU Board of Directors.
- c) The UROPAC Board shall report at least annually to the Board of Directors and to the Association.

Section 12. Young Urologist Committee

- a) The Young Urologist Committee shall consist of a Chair and Vice Chair less than 10 years out of residency or fellowship if fellowship trained. Preferably, for these two positions, there should be one from Academic practice and one from a non-academic practice. Each will serve for two years.
- b) The Young Urologist Committees' primary responsibility is to advise the Board of directors on issues of particular concern to young urologists and address membership issues for young urologists.

- c) The Chair shall be a voting member of the Board
- d) The Young Urologist Committee will have a minimum of five members of broad geographic representation selected by the President with recommendation from the Young Urologist Chair.
- e) The Vice Chair selection will be made by the President with recommendation from the Young Urologist Committee.

B. Special Committees

Special Committees may be authorized by the Board of Directors to perform specific duties or carry out assigned functions. These Committees shall report periodically and upon the completion of their assignment to the Board of Directors. Chairs of special committees shall be selected by the President.

C. Delegates and Representatives to Affiliated Organizations

Section 1. AMA Delegate and Alternate Delegates

- a) The number of delegates and alternate delegates to the AMA House of Delegates shall be determined by the American Medical Association.
- b) Each delegate and alternate delegate shall be elected at the annual business meeting.
- c) Term of office of the delegate and alternate delegate shall be three years. Each delegate and alternate delegate may serve only two terms. The terms should be so arranged that whenever possible their terms shall expire on alternate years.
- d) Extension of the term of the AMA delegate may be made by the Board of Directors in those special instances when the member AMA position is determined to be of significant benefit and interest to the AACU.
- e) The delegates and alternate delegates shall officially represent the AACU in the AMA and shall endeavor to learn the desires and wishes of their constituents and to convert them into action in the AMA. They shall seek opinions and suggestions from the members of the board of directors and the member of the AACU concerning relevant matters known or anticipated to be pending before the affiliated organization.
- f) A report of relevant items from AMA representation shall be submitted to the Board of Directors by each delegate whenever any action is taken which directly concerns the

AACU, but at least annually prior to the annual meeting of the Association. An annual report is also to be given to the general membership at the meeting.

Section 2. Delegate to the American College of Surgeons (ACS)

- a) A delegate to the ACS shall be elected at the annual business meeting.
- b) The term of office shall conform to the requirements of the American College of Surgeons.
- c) The delegate shall officially represent the AACU in the ACS and shall endeavor to learn the desires and wishes of their constituents and to convert them into action in the ACS. They shall seek opinions and suggestions from the members of the Board of Directors and members of the Association concerning relevant matters known or anticipated to be pending before the affiliated organization.
- d) A report of relevant items of such affiliated organization representation shall be submitted to the Board of Directors whenever any action is taking which directly concerns the association, but at least annually prior to the annual meeting of the Association. An annual report is also to be given to the general membership at the annual meeting

Section 3. Delegate to the American Board of Urology (ABU).

- a) When requested, the Executive Committee of the AACU shall submit 10 nominees to the AACU Board of Directors for approval. The approved list will be provided to the ABU. The delegate shall be selected by the ABU from the list.
- b) The term of office shall conform to the requirements of the American Board of Urology.
- c) The delegate to the American Board of Urology shall officially represent the AACU in the American Board of Urology and shall endeavor to learn the desires and wishes of their constituents and to convert them into action in the American Board of Urology. They shall seek opinions and suggestions from the members of the Board of the Directors and the members of the Association. The annual report is also to be given to the general membership at the annual meeting.

Section 4. AACU Representatives to the AUA Public Policy Council.

a) There shall be three (3) representatives to the AUA Public Policy Council. The three (3) representatives shall be: the Health Policy Chair and two representatives chosen by the President from the following group of members: President, President-elect, Secretary-Treasurer, immediate Past-President and State Advocacy Network Chair. If individuals serving in those capacities are already represented on the Council by another association, the President shall select from other members of Board of Directors.

Section 5. Removal from office

Any delegate or alternate delegate may be removed for office by the Board of Directors for the following causes: (1) Failure to represent the desires and wishes of the constituents and Board of Directors of the AACU, (2) Failure to seek opinion and suggestion from the Board of Directors, AACU, regarding matters relevant to AACU before the affiliated organization, (3) Failure of delegate of submitting annual report to the Board of Directors.

Section 6. Reporting

A report of relevant items from such affiliated organization representation shall be submitted to the Board of Directors whenever any action is taken which directly concerns the Association, but at least annually prior to the Annual Meeting of the Association. An annual report also is to be given to the general membership at the Annual Meeting.

Article V - Meetings

Section 1. Annual Meetings

An Annual Meeting of the Association shall be held at a time and place determined by the Board of Directors. A notice of this meeting shall be sent to each member at least thirty (30) days prior to the date of the meeting.

Section 2. Special Meetings

A Special Meeting may be called by the President, a majority of the Board of Directors or upon a written request of fifteen (15) members. A special notice of such a meeting shall be sent to each member so as to be received fifteen (15) days prior to the date set, stating the nature of business for which the meeting is called and containing the list of signatures requesting such a special meeting. Only the business stated as the reason for the special meeting shall be transacted at special meetings.

Section 3. Quorum

The members registered and eligible to vote who are present at the Annual Business Meeting and at any Special Meetings shall constitute a quorum for such meetings, and, unless otherwise specifically required by these Bylaws or applicable law, the vote of a majority of such members shall be required to approve any action at such meeting.

Section 4. Order of Business at Board of Directors Meetings

The order of business at the Annual Meeting shall be set by the Board of Directors.

Section 5. Order of Business for the Annual Business Meeting shall be:

The order of business at the Annual Meeting shall be set by the Board of Directors.

Article VI - Elections

A. The Annual Elections shall be at the Annual Business meeting.

B. Only active members in good standing shall be eligible for nomination, election and for appointment to committees.

C. All officers shall be elected by voice vote if there are no nominees other than those proposed by the Nominating Committee. When there are other nominations from the floor for any office, voting shall be by written ballot. The majority of the valid votes cast shall constitute an election.

D. Newly elected officers shall take office the end of the meeting at which they have been elected and shall serve until the end of the following Annual meeting or until their successors have been elected and qualified.

E. Delegates and all alternate delegates to the AMA, ABU, and ACS will be elected as their terms expire.

Article VII - Dues and Assessments

Section 1. Fiscal Year

The Fiscal Year of the Association shall date from January first of each year.

Section 2. Annual Dues

a) The Annual Dues shall be set each year by the membership upon recommendations of the Finance Committee and the Board of Directors.

b) The Annual Dues are payable in advance of the commencement of each fiscal year. A member not having paid his dues by April first shall be in arrears and may, at the discretion of the Board of Directors, be suspended from membership if not paid up within one year.

c) Upon election to Senior Membership, the requirement for payment of annual dues shall be reduced as set by the Board of Directors. Senior Members will continue to receive mailings of the Association, but participation of a Senior Member in any subsequent annual meeting shall be at his own expense.

Section 3. Special Assessments

a) Special Assessments for specific reasons may be voted by the members upon recommendation of the Board of Directors.

b) A Special Assessment is payable within sixty (60) days following notification of the members of such assessment. Any member whose assessment has not been received within that time shall be immediately notified of his delinquency and impending removal from the membership roll by registered mail with return receipt. Any member whose Special Assessment has not been received within an additional thirty (30) days or by the end of the fiscal year, whichever is longer, shall be removed from the membership roll and shall be reinstated only upon reapplication.

Article VIII - Resignation and Reinstatement

A. A member in good standing may resign from the Association by written notice. Such requests shall be approved by the Board of Directors providing the Secretary-Treasurer attest to the member's good standing.

B. A request for reinstatement following resignation by a member shall be sent to the Secretary. Such requests shall be considered by the Board of Directors, and reinstatement shall require an affirmative vote of a majority of the Board of Directors.

Article IX - Discipline

Section 1. Discipline of Members

All matters of discipline concerning members shall be prescribed by the Board of Directors.

Section 2. Complaints

a) Complaints or charges against members shall be presented in writing and may be initiated by any member of the Association.

- b) Upon the request of the Board of Directors, the Secretary shall secure statements in writing from the complainant and the member pertaining to the matter in question.
- c) The Secretary shall request the member to appear before the Board of Directors during an official session to answer the charges brought against him. Such notification with the specific charges shall be supplied in writing at least fifteen (15) days prior to the date of the meeting and shall be sent by registered mail requiring a return acknowledgment of receipt of the notice.
- d) If the accused member wishes, he/she may have the counsel of two other members during the hearing.
- e) By a two-thirds vote the Board of Directors may reprimand, suspend or expel any member of the Association for (1) a violation of the Articles of Incorporation and Bylaws, (2) unethical professional conduct, or (3) the conviction in a court of law of a statutory crime or a crime evincing moral turpitude.

Article X - Discrimination

Membership in any category of the American Association of Clinical Urologists shall not be denied or abridged on account of sex, color, creed, race, religion, disability, ethnic origin or natural origin.

Nor shall membership in any category of the American Association of Clinical Urologists be denied to any person who meets the requirements for membership as set forth in these Bylaws. In considering applicants for membership, information as to the character, ethics, professional status and professional activities of the individual may be considered.

Article XI - Amendments

The Board of Directors shall adopt a resolution setting forth a proposed amendment and direct that it be submitted to the membership at the next Annual Meeting. The proposed amendment shall be printed in the notice of the Annual Meeting and be sent to the members at least thirty (30) days in advance of the meeting. An amendment shall be adopted if it receives an affirmative vote by two-thirds of the active members present and voting at the Annual Meeting.

Article XII - Seal of Corporation

The Seal of Corporation shall be inscribed thereon with the name of the Corporation, the date and the words: "Corporate Seal." Said seal may be altered at the pleasure of the Association and may be used by causing it, or a facsimile thereof, to be impressed or affixed or otherwise used.

Article XIII - Parliamentary Order

Unless otherwise provided for in the Bylaws, all parliamentary situations of the Association shall be governed by the current edition of James E. Davis, MD "Rules of Order."

As adopted July 18, 1992

As amended March 24, 1998, October 6, 2013, September 17, 2018, October 16, 2021.

Certificate

I hereby certify that the foregoing Bylaws were adopted by the Membership of the Corporation on the 16 day of October, 2021.


Secretary

Constitution of the
American Association of Clinical Urologists, Inc.

Revised 04/1998

Article I - Name

The name and title of this organization shall be the American Association of Clinical Urologists, herein referred to as the Association.

Article II - Duration

The period of duration of this Corporation is Perpetual.

Article III - Address

The address of its initial registered office shall be: 708 East Broward Boulevard, Fort Lauderdale, Florida 33301.

Article IV - Board of Directors

The Board of Directors shall consist of the President, the President-Elect, the Immediate Past President, the Secretary-Treasurer and eight (8) members-at-large.

Article V - Objectives and Purposes

The objectives and purposes of this Association shall be socioeconomic, educational, scientific and charitable. It shall ethically promote the science of Urology in the best interest of the public and the medical profession by:

- (a) Promoting health legislation that is in the best interest of the urologic patient.
- (b) Advancing and developing the art and science of clinical Urology.
- (c) Continually improving the professional standards of Urology and promoting urological education.
- (d) Promoting cooperation between all disciplines interested in diseases of the genitourinary tract and advising other professional groups concerning Urology.

Article VI - Not-For-Profit

The Corporation shall not engage in any business of any kind which is ordinarily carried on for profit and nothing in these Articles of Incorporation or in the Bylaws shall authorize the

Corporation to do so. The Corporation shall not enter into any transaction, carry on any activity or engage in any business for pecuniary purposes and income received by the Corporation shall be applied exclusively for the not-for-profit purposes of the Corporation as set forth herein. No part of any income shall ever inure to the benefit of any private member or individual.

Article VII - Membership

The membership of this corporation shall consist of physicians and all other individuals, groups and organizations who are actively interested in all phases of Urology; who are dedicated to the development and advancement of the art and science of Urology; who concern themselves with other factors, especially health legislation and socioeconomics, which affect or influence the delivery of good urological care to the public.

There shall be five (5) classifications of membership - Active Unified, Active Non-Unified, Senior, Candidate and Affiliate.

Article VIII - Officers

The officers of the Association (Corporation) shall be a President, a President-elect, the immediate Past President, a Secretary-Treasurer, and such other officers as may be determined from time to time and set forth in the Bylaws of the Corporation.

Article IX - Delegates and Representatives to Affiliated Organizations

The Association may be represented by official delegates or representatives to other organizations upon approval of the Board of Directors.

Article X - Committees

The Corporation may have such Committees as are deemed necessary and proper and prescribed in the Bylaws.

Article XI - Amendments

The Board of Directors shall adopt a resolution setting forth a proposed amendment and direct that it be submitted to the membership at the next Annual Meeting. The proposed amendment shall be printed in the notice of the Annual Meeting and be sent to the members at least thirty (30) days in advance of the meeting. An amendment shall be adopted if it receives an affirmative vote by two-thirds of the active members present at the Annual Meeting.