

ARIZONA UROLOGICAL SOCIETY

AZUS



BY-LAWS

[Amendment version 3-22-16]

ARTICLE I

Name and Purpose

A. Name.

The name of this Society shall be the Arizona Urological Society.

B. Purpose.

The purpose of the Society shall be to advance the study and practice of Urology. Meetings for the exchange of views between urologists will provide forum for continuing medical education and patient care. The officers of the Society shall speak for the urologists of Arizona in local, state, and national affairs, when so instructed.

ARTICLE II

Membership

The membership of this Society shall consist of the following classes of members:

- A. Active members
- B. Corresponding members
- C. Candidate members
- D. Affiliate members
- E. Senior members
- F. Honorary members

A) Active members

1. Qualifications

- a) Any regularly licensed and practicing urologist who is a member or eligible to be a member of the Arizona Medical Association.
- b) Limit his/her practice to the specialty of urology.
- c) Be certified or eligible for certification by the American Board of Urology.
- d) Have practiced in Arizona for approximately one year (this requirement may be waived by the Executive Committee).
- e) Or, be a member of the Western Section American Urological Association or American Urological Association.

2. Selection

Application for membership may be initiated by the applicant or the prospective member may be solicited by a member of the Society. It shall be the duty of the Secretary to furnish any eligible physician with a membership application form upon request. The form of the membership application and written policies for membership application and review procedures shall be determined by the Executive Committee.

3. Responsibilities

It shall be the prime responsibility of each active member to attend the annual meeting of the Society and contribute to and participate in the scientific programs. He/she shall also serve on committees, assume office, and pay dues.

B) Corresponding Members

1. Qualifications: Physicians residing outside of Arizona, who in all other respects conform to the requirements for Active Membership, shall be eligible for admission as Corresponding Members.
2. Selection: Rules, policies, dues and application procedures for Corresponding Members shall be the same as for Active Members.
3. Responsibilities: Non-members that qualify for status as a Corresponding Member shall pay for Arizona Urological Society meetings attended. Corresponding Members shall not have the right to vote or hold Arizona Urological Society office, and are not members within the meaning of the Arizona Corporations Code.

D) Candidate Members

1. Qualifications: Resident physicians who are in Residencies in hospitals approved by the American Medical Association, or who are in the service of the State or Federal government, or who are full time members of the University of Arizona or Mayo Clinic Staff.
2. Selection: Rules, policies and application procedures for Candidate Members shall be the same as for Active Members.
3. Responsibilities: Membership will be extended for a period of one year and may be renewed at the end of that period if the member continues to meet the above qualifications. There shall be no dues levied on Candidate Members. Candidate Members shall not have the right to vote or hold Arizona Urological Society office, and are not members within the meaning of the Arizona Corporations Code.

E) Affiliate Members

1. Qualifications: Health Professionals, Nurses, Physician Assistants, Medical Extenders who work in urology offices.
2. Selection: Rules, policies, dues and application procedures for Affiliate Members shall be established by the Executive Committee.
3. Responsibilities: Affiliate Members shall not have the right to vote or hold Arizona Urological Society office, and are not members within the meaning of the Arizona Corporations Code.

F) Senior Members

1. Qualifications: A member, following ten (10) years Active Membership who has retired from active practice of Urology.
2. Selection: Upon request, the member may be elected to Senior Membership by a majority vote of the members present and voting at any regular meeting.
3. Responsibilities: Senior Members will be assessed for the cost of meetings attended but shall not be liable for Arizona Urological Society dues or other assessments. Senior Members shall not have the right to vote or hold Arizona Urological Society office, and are not members within the meaning of the Arizona Corporations Code.

G) Honorary Members

Honorary Membership in the Society may be conferred on any individual presenting before the Society an outstanding contribution of unusual merit. The recipient of such honorary membership need not be a graduate of medicine. They will be assessed for the cost of meetings attended but shall not be liable for Arizona Urological Society dues or other assessments. Honorary Members shall not have the right to vote or hold Arizona Urological Society office, and are not members within the meaning of the Arizona Corporations Code.

H) Resignations

Any member may resign from membership in the Society at any time by tendering a resignation in writing to the Secretary and paying in full any dues or other obligations owing to the Society at that time. No member shall be entitled to any portion of the property or funds of the Society due to resignation or termination of membership for any reason.

I) Termination of Membership

Members who have not paid their dues after four months (dues are due and payable June 1st of each year), unless absent from the country during that time or on active service with the Armed Forces of the United States, shall cease to be a members of the Society.

The Society may terminate, expel or suspend a member, subject to the following procedures:

1. A written notice at least fifteen days before the expulsion, suspension or termination and the reasons therefor.
2. An opportunity for the member to be heard, orally or in writing, at least five days before the effective date of the expulsion, suspension or termination by a person or persons authorized to decide that the proposed expulsion, termination or suspension should not take place.
3. It is fair and reasonable taking into consideration all of the relevant facts and circumstances.
4. Any written notice that is mailed shall be sent to the last address of the member shown on the corporation's records.
5. Any proceeding challenging an expulsion, suspension or termination, including a proceeding in which defective notice is alleged, shall begin within six months after the effective date of the expulsion, suspension or termination.
6. A member who has been expelled or suspended may be liable to the corporation for dues, assessments or fees as a result of obligations incurred or commitments made prior to expulsion or suspension.

ARTICLE III

Board of Directors

A) Composition

The Board of Directors shall consist of the President, President-Elect, Immediate Past President, Secretary-Treasurer, Program Chair, and three regional representatives. The Program Chair and Regional Representatives shall be appointed by the President, subject to ratification of the Board. Should the representative not be available, he/she can designate an appropriate representative to attend meetings, but said alternate representative shall not have the right to vote. Directors shall serve terms of office of two years.

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 on the Board of Directors until the next annual meeting unless otherwise specified in the By-Laws.
6. Employ financial and/or legal counsel to advise the Board when needed.

C. Annual Meeting

The Board shall meet during or prior to the Annual Meeting. Special meetings may be called by the President or at the request of a majority of the members of the Board.

D) Special Meetings.

The President, the President-Elect, the Secretary-Treasurer or any two Directors may call meetings of the Board. The Board shall hold its annual meeting at the time and place it selects and shall hold other meetings each year at the time and place it selects.

E) Notice.

The Board may hold regular meetings without notice if the time and place of such meetings is fixed by the Board. The Board may hold special meetings upon four days' notice by first class mail or 48 hours' notice delivered personally or by telephone, telegraph, email or facsimile.

F) Quorum.

A majority of the directors then in office shall be necessary to constitute a quorum of the Board.

G) Board Action.

Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board. The Board may adopt rules and regulations which may supplement and interpret these Bylaws and shall be binding and enforceable as to members, Directors and officers.

H) Meeting Attendance.

The office of any elected Director, who shall be absent without excuse (an unexcused absence shall be defined as any absence for any reason other than for death in the family or participation in Arizona Urological Society business) from three regular meetings of the Board if Directors per year, may be declared vacant by the Board of Directors.

I) Conduct of Meetings.

The Board shall adopt and adhere to an appropriate parliamentary procedure in the conduct of its meetings.

J) Meeting by Conference or Other Electronic Means.

Members of the Board may participate in a meeting through use of conference telephone, electronic video screen communication, or other communication equipment if all of the following apply: (1) each member can communicate with all of the other members concurrently; (2) each member is provided with a means of participating in all matters before the Board, including the capacity to propose, or to interpose an objection, to a

specific action to be taken; (3) a means of verification is adopted and implemented by the corporation as to both of the following: (a) the person communicating by electronic means is entitled to participate in the Board meeting and (b) all statements, questions, actions, or votes were made by that person and not by another not entitled to participate.

K) Action by Unanimous Written Consent Without a Meeting.

Any action required or permitted to be taken by the Board under any provision of law may be taken without a meeting if all members of the Board shall individually or collectively consent in writing to such action in the manner specified in the Arizona Corporations Law.

ARTICLE IV

Officers and Standing Committees

1. Designation

Executive officers of the Society shall be the President, President-Elect, Secretary-Treasurer, Immediate Past President - each of whom must be an active member in good standing - and the Executive Director..

2. Term of Office

The President, President-Elect, Secretary-Treasurer, and Immediate Past President shall hold office for a two-year term commencing with the annual business meeting.

3. Nominations and Election

Nominations for the offices of President-Elect and Secretary-Treasurer shall be made by the Nominating Committee and presented to the members at the annual business meeting. Nomination may be made from the floor at that time. All nominees must be active members in good standing who have granted permission for their names to be placed in nomination. At the discretion of the President, election may be by secret ballot. The nominees receiving the greatest number of votes shall be declared elected. The new President and newly elected officers shall be inducted at the annual Business meeting.

4. Vacancies

In the event of a vacancy in the office of President, the President-Elect shall hold office for the unexpired term. In the event of a vacancy in other elected offices the Nominating Committee shall submit the names of one or more nominees at the next regular meeting. Nominations may be received from the floor and elections held as per Section 3 above.

5. Executive Committee

The Executive Committee is a subcommittee of the Board of Directors, and is authorized to act on behalf of the Board of Directors between Board meetings. All actions taken by the Executive Committee shall be presented to the Board of Directors during its next meeting for ratification or rejection. The Executive Committee may act only in conformance with Arizona Urological Society Bylaws, policies and prior actions of the Board of Directors.

The elected officers and the immediate past president constitute the Executive Committee. The President shall be the Chairman.

The Executive Committee shall meet on call from the President, conduct the usual business of the Society, and make appropriate reports to the general membership at least annually. The Executive Committee shall

supervise the affairs of the Society, direct its policy and take cognizance of all questions of an ethical, judicial and personal nature and act for the Society on all questions not specifically provided for in the By-Laws.

6. Nominating Committee

The Nominating Committee shall consist of three Past-Presidents appointed by the President and the Western Section American Urological Association District 8 Representative to the Board, to prepare a slate of candidates for presentation to the membership at the annual business meeting as needed.

7. Membership Committee

The Executive Committee shall appoint a Membership Committee. The Membership Committee shall oversee: a) the keeping of current information on all members (committees and offices held, honors, changes in Board Certification, etc.); and b) membership application and review procedures. Information should be requested from the membership annually to aid in the maintenance of accurate and current records.

8. Auditing Committee

The Auditing Committee shall consist of one member appointed by the President at the meeting preceding the annual business meeting to review the financial records of the Secretary-Treasurer and report to the membership at the annual business meeting.

9. Representative to the Arizona Medical Association:

Representative to Arizona Medical Association will be an active member of the Arizona Urological Society. The Arizona Urological Society maintains a voting slot representing urology. The Arizona Medical Association meets once per year, assigning the President of the Arizona Urological Society as the representative. Should the President not be available, he/she can designate an appropriate representative to attend.

10. Special Committees

The President may appoint other special committees as may be deemed necessary unless appointment is otherwise specified.

ARTICLE V

Duties of Officers

A. President

The President shall be the chief executive officer of the Society, and shall preside at all meetings and be an ex-officio member of all standing and special committees. He/she shall make Committee appointments, subject to ratification by the Executive Committee.

B. President-Elect

The President-Elect shall preside in the absence of the President. He/she shall be a member of the Executive Committee. He/she shall perform such other duties as may be delegated by the President. In the event of a vacancy in the office of President, the President-Elect shall hold the office of President for the unexpired term. He/she shall succeed automatically to the office of President upon completion of his/her term as President-Elect.

C. Secretary-Treasurer

The Secretary-Treasurer shall oversee the keeping of accurate minutes of all meetings and shall send written notices of each meeting at least two weeks in advance of the meeting. He/she shall perform, or oversee the performance of, all duties incident to the office of Secretary-Treasurer. He/she shall be a member of the Executive Committee. He/she shall act as President-Pro Tem in the absence of the President and President-Elect. He/she shall be a member of the Program Committee.

He/she shall oversee collection of all dues and monies due the Association, ensure the proper maintenance of ledgers and records, and be responsible for their safe keeping.

The accounts of the Secretary-Treasurer shall be audited annually by an Auditing Committee and their report shall be read at the annual business meeting.

D. Immediate Past-President

He/she shall be a member of the Executive Committee and may serve on the Nominating Committee. He/she shall assist the President in an advisory capacity.

G. Term of Office

The Term of office shall be two year terms.

H. Executive Director

The Board of Directors shall appoint or employ an Executive Director who shall be accountable to the Board, and who shall manage the offices and operations of the Association. The Executive Director shall be an ex officio officer of the Association, with the authority to execute agreements, including signing checks, in accordance with the directives and authority conferred by the Board. The Executive Director is not a director of the Association, and shall have no right to vote.

ARTICLE VI

Meetings

A. Meetings

An Annual meeting of the Society shall be held once per year, time and place appropriate to speakers and Society members. The Executive Committee shall direct and make policies applicable to speaker selection, speaker fees/honoraria, location selection, organization and all matters pertaining to the Annual meeting.

C. Special Meetings

Special meetings of the Society shall be called as directed by the President or by petition of 25% of the Active members and the usual notice thereof given.

ARTICLE VII

Dues and Assessments

A. Dues

The membership dues, including the cost of the meals, due dates and all policies pertaining to dues shall be set by the Executive Committee. Honorary or Senior members shall be exempt from such dues but will be assessed for those meetings attended.

B. Assessments

Special assessments shall be levied upon a three-quarters majority vote of the membership.

C. Arrears

Any member who shall fail to pay any dues or assessments within thirty days after the date of such assessment shall be notified of his/her delinquent status in writing by the Secretary-Treasurer.

ARTICLE VIII

Transaction of Business

A. Business Meetings

The Executive Committee shall establish the date, orders of business, agenda, location, voting procedures and all other matters relating to the business meetings of the Society, in accordance with these Bylaws.

A quorum shall consist of those members present at business meetings. A majority vote shall be required on any issue unless otherwise specified.

B. Quorum

Business of the Society may be conducted by simple majority vote providing a simple majority of the membership is present at the meeting. If a majority of the membership is not present then a two-thirds vote of those present will be required.

C. Executive Committee Meetings

A majority of the Executive Committee shall constitute a quorum of the Committee.

Members of the Executive Committee may participate in meetings in person or through any means of communication that permits the Members to hear one another during said meeting.

Any action required or permitted to be taken by the Board under any provision of law may be taken without a meeting if all members of the Board shall individually or collectively consent in writing to such action in the manner specified in the Arizona Nonprofit Corporation Law.

The Executive Committee of this Society may, to the full extent of and in the manner permitted by Arizona Corporations Code Sections 10-3207 and 10-3303, take actions and conduct business as may be necessary to protect the interests of the Society and its membership in the event of an emergency. A written record of all actions taken will be maintained during the emergency period, and all such actions shall be subject to review by the Society, in its sole discretion, upon conclusion of the emergency.

ARTICLE IX

Amendments of By-Laws

These By-Laws may be amended at any regular meeting by the affirmative vote of two-thirds of the members present, providing that any proposed amendment has been read at the preceding meeting and submitted in writing to the Secretary-Treasurer.

ARTICLE X

Questions of Parliamentary Order

All questions of parliamentary order not provided for in these By-Laws shall be determined by parliamentary usage as contained in Sturgis's Standard Code of Parliamentary Procedure.

ARTICLE XI

Indemnification and Insurance

Indemnification. To the fullest extent permitted by the law, the Association shall defend, indemnify and hold harmless any agent against any claim arising out of any alleged or actual action or inaction in the performance of duties performed in good faith on the Association's behalf. "Agent" for this purpose shall include representatives, Directors, officers and employees.

Insurance. The Association may purchase and maintain insurance to the full extent permitted by the law on behalf of its agents against any liability asserted against or incurred by the agent in such capacity arising out of the agent's status as such.

ARTICLE XII

Dissolution of the Society

The property of this Society is irrevocably dedicated to educational and scientific purposes and no part of the net income or assets of this organization shall ever inure to the benefit of any officer or member thereof, or to the benefit of any private persons.

Upon the dissolution of this Society its assets after payment, or provision for payment of all debts and liabilities, shall be distributed to one or more non-profit funds, foundations, or corporations, which is organized and operated exclusively for charitable, scientific, or educational purposes and which has established its tax exempt status under Section 501 (C) (3) of the Internal Revenue Code.