

**THE SOUTHEASTERN SECTION
OF
THE AMERICAN
UROLOGICAL ASSOCIATION,
INC.**

**ORGANIZED NOVEMBER 18, 1932
INCORPORATED 1959**

**ARTICLES OF INCORPORATION
AND BYLAWS**

Amended: March 25, 2012 at the SESAUA Annual Business Meeting

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**ARTICLES OF INCORPORATION
UNDER THE GENERAL NOT FOR PROFIT CORPORATION ACT OF
THE
AMERICAN UROLOGICAL ASSOCIATION, INC.**

We, the undersigned, Robert F. Sharp, 4440 Magnolia Street, New Orleans, Louisiana; Rudolph Bell, 618 Gordon Avenue, Thomasville, Georgia; and James L. Campbell, 1300 Kuhl Avenue, Orlando, Florida, being natural persons of the age of twenty-one years or more and citizens of the United States, for the purpose of forming a corporation under the "General Not For Profit Corporation Act" of the State of Missouri, do hereby adopt the following articles of incorporation:

First: The name of the Corporation is:
SOUTHEASTERN SECTION OF THE AMERICAN
UROLOGICAL ASSOCIATION, INCORPORATED

Second: The period of duration of the corporation is:
PERPETUAL

Third: The address of its initial registered office in the State of Missouri is: 610 Security Building, 319 North Fourth Street, City of St. Louis 2, Missouri, and the name of its initial registered agent at such address is Urban C. Bergbauer, Jr.

Fourth The first Board of Directors shall be fourteen (14) in number, their names and addresses being as follows:

Dr. Robert F. Sharp
4440 Magnolia St.
New Orleans, Louisiana
Dr. Rudolph Bell
818 Gordon Ave.
Thomasville, GA
Dr. Lawrence P. Thackston
The Urological Institute
Orangeburg, SC
Dr. James L. Campbell
1300 Kuhl Ave.
Orlando, FL
Dr. Hubert R. Turley
899 Madison Ave.
Memphis, TN
Dr. Henry C. Hudson
1529 North 25th St.
Birmingham, AL
Dr. W. Dotson Wells
708 E. Broward Blvd.
Fort Lauderdale, FL

Dr. Peter L. Scardino
2515 Habersham St.
Savannah, GA
Dr. N. Lewis Bosworth
109 Esplanade
Lexington, KY
Dr. Robert K. Womack
803 Jordan St.
Shreveport, LA
Dr. George W. Vickery
1005 32nd Ave.
Gulfport, MS
Dr. Allen C. Bradham
Medical Arts Building
Anderson SC
Dr. Preston Nowlin
412 N. Church St.
Charlotte, NC.
Dr. William S. Muse
1547 W. Clinch Ave.
Knoxville, TN

Fifth

The objects and purposes for which the corporation is organized are the same as those of the American Urological Association, Inc., which are:

- (a) To benefit the general public by encouraging the study and maintaining the highest possible standards for urological education, practice and research.
- (b) To establish, support, or aid in the establishment and support of any scientific associations or institutions, or research organizations which are calculated to improve and elevate the standards of urology and to further the objects and purposes for which this corporation is organized.
- (c) To perpetuate the history and best traditions of urological practice and ethics.
- (d) To promote the publication and encourage contributions to medical and scientific literature pertaining to urology.
- (e) The corporation shall not engage in any business of any kind ordinarily carried on for profit, and nothing in these Articles of Incorporation or in the bylaws shall authorize the Corporation to and the Corporation shall not enter into any transaction, carry on any activity or engage in any business for pecuniary purposes and any income received by the Corporation shall be applied exclusively for the Not-For-Profit purposes of the Corporation as set forth herein, and no part thereof shall ever inure to the benefit of any private member or individual.
- (f) The corporation may have one or more offices within or without the state of Missouri, may promote its objects and purposes, and exercise its powers, subject to the State of Missouri, to the extent from time to time as determined by the Board of Directors.
- (g) Upon the termination or dissolution of the Corporation, any surplus of property or assets remaining after all of the debts and obligations of the Corporation have been paid and satisfied shall not either directly or indirectly inure to the benefit of any private member of the Corporation or individual, but all such property and assets shall be expended in their entirety for the Not-For-Profit purposes set forth herein:
- (h) The Corporation shall not engage in propaganda or political projects.

Sixth

(a) The membership of this corporation shall be composed of physicians and other outstanding contributors to urology. They shall be divided into:

- | | |
|----------------------|---------------------------|
| (1) Honorary Members | (4) Associate Members |
| (2) Senior Members | (5) Corresponding Members |
| (3) Active Members | (6) Inactive Members |

(b) Only active, senior, inactive, and resident honorary members who have previously held active membership shall be eligible for office, or have the right to vote.

Seventh: The officers of the Corporation shall be President, President Elect, who shall serve as Vice-President, Immediate Past President, Secretary, and Treasurer, and such other officers as may be determined from time to time and set forth in the Bylaws of the Corporation.

Eight The Board of Directors shall consist of the President, President Elect, Immediate Past President, Secretary, Treasurer, and one member, or his alternate, who are members of the American Urological Association, Inc., from each of the states included in the geographical areas of the Section, as described in the Bylaws, one member from each of the following: Canal Zone, Cuba, Puerto Rico, and the Virgin Islands.

Ninth: The Corporation may have such standing committees as are deemed necessary and proper and set forth in the Bylaws.

Tenth: Amendments to the Articles of Incorporation:

The Board of Directors shall adopt a resolution setting forth the proposed amendment, or amendments, and directing that it be submitted to a vote of the members eligible to vote thereon at the annual business meeting. The proposed amendment, or amendments, shall be adopted upon receiving at least two thirds (2/3) of the votes entitled to be cast by members at such meeting.

s/ *Robert F. Sharp*
Robert F. Sharp

s/ *Rudolph Bell*
Rudolph Bell

s/ *James L. Campbell*
James L. Campbell
(Incorporators)

STATE OF LOUISIANA }
ORLEANS PARISH

I, W. M. H. McClendon Jr, a Notary Public, do hereby certify that on the 11 day of February, 1959, Robert F. Sharp personally appeared before me and being duly sworn by me, acknowledged that he signed at free act and deed the foregoing documents in the respective capacity therein set forth and declared that the statements therein contained are true to his best knowledge and belief.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year above written

s/ *Wm. H. McClendon, Jr.*

Notary Public

My Commission expires:

STATE OF GEORGIA }
COUNTY OF THOMAS

I, L. B. KIRKLAND, a Notary Public, do hereby certify that on the 13th day of Feb., 1959, Rudolph Bell personally appeared before me and being first duly sworn by me, acknowledged that he signed as his free act and deed the foregoing documents in the respective capacity therein set forth and declared that the statements therein contained are true to his best knowledge and belief.

IN TESTIMONY WHEREOF, I have hereunto set my hand and seal the day and year above written.

S/ L. B. Kirkland
Notary Public
Residing in Thomas County

My Commission expires:

STATE OF FLORIDA }
COUNTY OF ORANGE

I, KATHRYN SIMS, a Notary Public, do hereby certify that on the 24th day of Feb., 1959, Rudolph Bell personally appeared before me and being first duly sworn by me, acknowledged that he signed as his free act and deed the foregoing documents in the respective capacity therein set forth and declared that the statements therein contained are true to his best knowledge and belief.

IN TESTIMONY WHEREOF, I have hereunto set my hand and seal the day and year above written.

S/ Kathryn Sims
Notary Public

BYLAWS
of the
Southeastern Section
American Urological Association, Inc.

PREAMBLE

Section A. Mission

The Southeastern Section of the American Urological Association, Inc., (Section) is a professional organization devoted to the propagation of the highest standards of medical practice and to the discovery and dissemination of scientific knowledge and information. It is also the function of the Section to promote and advocate for the practice of urology.

Section B. Objectives

The stated objectives of the Section are to perpetuate the finest traditions of the medical arts, to encourage the scientific advances in the field of urology, to promote the improved practice of urology, and to benefit the general welfare. It is the Section's paramount goal to offer increasing responsibilities to those vigorous young colleagues exhibiting enthusiasm and capability.

ARTICLE I

MEMBERSHIP

Section A. CATEGORIES

The Membership of the Southeastern Section of the American Urological Association, Inc., herein afterward known as the Section, shall consist of the following categories:

- | | |
|----------------------|--------------------------|
| 1. Active Members | 5. Honorary Members |
| 2. Senior Members | 6. Corresponding Members |
| 3. Associate Members | 7. Candidate Members |
| 4. Affiliate Members | |

Membership in the Section is afforded solely at the discretion of the Board of Directors and the Section Membership, with the advice of the Membership Committee. Application for membership in the Section must be made on forms approved by the Board of Directors and provided by the Secretary.

Section B. VOTING STATUS AND RIGHTS

Only Active and Senior members, and those Active and Senior members who are elected to Honorary Membership, shall be eligible for office or have the right to vote. All members shall be entitled access to the latest available copy of the Articles of Incorporation and Bylaws and the Roster of Membership available on the Section Website.

Section C. MANDATORY AUA MEMBERSHIP

Each member of the Section must also join the AUA. Each member of the AUA, except corresponding members, must also be a member of the Section.

Section D. ELECTION/APPROVAL OF MEMBERSHIP

All members shall be elected at the Annual Business Meeting, except for Candidate Members who shall be approved by the Executive Committee periodically throughout the Association year, and Associate and Active Candidates referred by the AUA as otherwise fulfilling Active Membership requirements for those certified within the last 24 months (as per the AUA Bylaws) or Associate candidates moving through the AUA Fast Track Associate Status (as per the AUA Bylaws) who shall be approved by the Executive Committee periodically throughout the Association year.

Section E. ACTIVE MEMBERS

Requirements for membership are as follows:

1. Possession of an unlimited license to practice medicine and surgery in the State, Province or Country of the applicant's practice.
2. Possession of an M.D. or D.O. degree, or United States medical licensure equivalent, and completion of an ACGME accredited urology residency or equivalent by the Royal College of Surgeons (RCS) in Canada or the Quebec Board of Urology or the certifying Board of Urology in the country.
3. Limitation of practice to the specialty of Urology.
4. Certification by the American Board of Urology(ABU), the Royal College of Surgeons(RCS) in Canada or the Quebec Board of Urology or the certifying Board for Urology in the country where practicing within the geographic boundaries of the AUA.
5. Recommendation for membership by two (2) voting members of the AUA, except if certified within the last 24 months (as per item 4 in this section).
6. Letter of recommendation from the Chief of Urology, Medical Director, or Chair of the Credentials Committee at the hospital(s) where the applicant has privileges.

Section F. SENIOR MEMBERS

Members are eligible for Senior Membership in the Section if they have been Active Members for 25 years in either the Section or the AUA and have reached the age of 65, or 20 years of service and retired, or are permanently disabled.

Section G. ASSOCIATE MEMBERS

Requirements for Associate membership are the same as Active membership, except for Board certification. Associate Members shall pay the annual dues, assessments, and initiation fees as determined by the Board of Directors. They shall not be eligible to vote or hold office, nor has right, title or interest in the real or personal property of the Section.

1. Candidate Members Eligible for Fast Track Associate Status. Associate membership in the Section and the AUA will be offered to all Candidate members who have passed the qualifying examination (Part I) of the American Board of Urology.
2. Associate Membership is available to non-member urologists who are practicing within the geographic boundaries of the Section but are not certified by the American Board of Urology.

Doctors of Osteopathy who complete AOA-approved urology residency programs and are certified by the American Osteopathic Board of Surgery are eligible for Associate Member Status.

If an Active Member fails to become recertified as required by the American Board of Urology (or other certifying Board), the AUA and/or Section will transfer the individual to Associate Member Status. If an Active member becomes decertified by the American Board of Urology or other certifying board, the member shall be automatically dropped for non-compliance with AUA and/or Section Bylaws, pursuant to Expulsion and Reinstatement policies.

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

Section H. ALLIED MEMBERS

Allied membership is available to Non-Physician Scientists and is not usually available for physicians certified by medical boards. However, in exceptional instances, persons in related fields of medicine and science, who do not qualify for other categories of Section Membership, may be considered for Allied Membership provided they have contributed significantly to the specialty of Urology. They shall be nominated by two Active or Senior members who shall furnish the Section Secretary with the curricula vitae and other pertinent information.

Allied Members shall pay the annual dues, assessments and initiation fees as determined by the Board of Directors. They shall not be eligible to vote or hold office.

Section I. HONORARY MEMBERS

Honorary Members shall be scientists who have achieved outstanding prominence in a field of medicine related to Urology, Past Presidents of the Section who have retired from the active practice or Urology, and/or other distinguished urologists. Candidates must be nominated by the President and endorsed by at least two (2) Active or Senior Members. They must be elected by a majority vote of the Board of Directors and will be presented at the Annual Meeting of election. Honorary Members who have been Active or Senior Members shall retain their previous rights in the Section.

Section J. CORRESPONDING MEMBERS

Corresponding Membership is available to urologists who practice beyond the geographic boundaries of the Section. The applicant shall be a member of the local or national urological organization in his/her country, and a letter of endorsement of that membership shall be submitted to the Section with the application form. If a national organization does not exist within the applicant's country, a waiver of this requirement may be considered by the Board of Directors. 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 or Medicine or equivalent degree. The applicant must be in practice for a minimum of two (2) years after completion of residency.

Corresponding Members shall pay the annual dues, assessments and initiation fees as determined by the Board of Directors.

Section K. CANDIDATE MEMBERS

Candidate Membership is established to extend Sectional educational and professional advantages to urological residents. The Candidate Member must be practicing and studying within the geographic boundaries of the Section

1. ACGME. Medical Doctors (MD) or Doctors of Osteopathy (DO) enrolled in a urology residency program approved by the Residency Review Committee and ACGME are eligible for Candidate Membership; and after completing training and passing part 1 of the ABU certifying examination are eligible for Associate Member status (Fast Track), Section G.1. Those who successfully pass all parts of the ABU qualifying examination are eligible for Active Member status, Section E.
2. AOA. Doctors of Osteopathy enrolled in an AOA-approved urology residency training program are eligible for candidate member status. DOs completing their training and passing the American Osteopathic Board of Surgery certifying examination are eligible for Associate Member status, Section G.

Section L. PUBLICATION OF NAMES

The names of applicants for Active membership which have been approved by the Secretary and Membership Committee shall be available to the membership prior to the Annual Business Meeting.

Section M. TRANSFER OF MEMBERSHIP

An Active, Senior, or Associate member in good standing of the AUA and of another Section of the AUA who moves his or her residence or practice into the territory of this Section, and who meets all membership qualifications, is automatically eligible for membership in the Section upon presentation of credentials to the Board of Directors of the Section. These credentials shall include his or her previous Section records and a letter from that Section's Secretary indicating the applicant's membership status.

Section N. EXPULSION, DISCIPLINE, RESIGNATION AND REINSTATEMENT

All matters of discipline shall be the responsibility of the AUA, in accordance with the Bylaws of the AUA. Members disciplined by the AUA will automatically be disciplined by the Section. Any member expelled by the AUA shall automatically have his or her Section membership terminated. All disciplinary actions taken may be appealed to the AUA in accordance with the Bylaws of the AUA.

Any member who has resigned or whose membership has been deleted for non-payment of dues, or for any other reason, may, after payment of any back dues owed, request reinstatement, subject to the approval of the Section Membership Committee.

ARTICLE II

OFFICERS

Section A. OFFICERS OF THE SECTION

1. Officers of the Section shall be the President, the President-Elect, the Immediate Past President, the Secretary, the Treasurer and the Historian.
2. All Officers shall be elected at the Annual Business Meeting from the slate presented by the Committee on Nominations or by nomination from the floor. A majority vote of those present and voting shall be necessary for election.
3. Officers shall serve without financial remuneration and hold office from the conclusion of the Annual Meeting at which they are elected until the completion of their term of office or until their successors are elected in accordance with these Bylaws.
4. Vacancies that occur in any of the Offices may be filled by a majority vote of the Board of Directors.

5. Candidates for office shall Active or Senior Members in good standing of the Section, or honorary members who previously were Active members in good standing of the Section. In either case, they must be members in good standing of the AUA.

Section B. PRESIDENT

1. The President shall be the Chief Executive Officer of this Section. He/she shall serve as Chairman of the Board of Directors and the Executive Committee. He/she shall preside at all meetings of these bodies and at the Scientific and Business Meetings of the Section. His/her term of office shall be one (1) year and he may not be re-elected.
2. He/she shall appoint Special and Ad Hoc Committees and shall make appointments to fill vacancies on committees appointed by the Executive Committee.
3. He/she may call special meetings of the Executive Committee and the Board of Directors.
4. He/she shall direct the attention of the Board of Directors to violations of the Bylaws and to matters of discipline of members.
5. He/she may make nominations for Honorary Membership.
6. He/She shall appoint an individual urologist and spouse to serve as Chair of the Committee on Arrangements.
7. He/She shall be a member of the Committee on Programs.

Section C. PRESIDENT-ELECT

1. The President-Elect after serving one (1) year in Office shall be elevated to the Office of President automatically and without standing for election.
2. He/she shall perform any duties which are assigned by the President and shall preside in the absence of the President.
3. He/she shall be a Member of the Executive Committee, Committee on Programs and Board of Directors.

Section D. PAST PRESIDENT

- The Immediate Past President shall be a Member of the Board of Directors, the Executive Committee, the Committee on Nominations and the Committee on Programs. His/her term of Office shall be one (1) year.

Section E. SECRETARY

1. His/her term of Office shall be three (3) years or until his/her successor assumes Office. He/she may not be elected to more than one (1) term.
2. He/she shall keep precise and complete records of all the business activities and correspondence of the Section.
3. He/she 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 records of such meetings.
4. He/she shall notify by letter each newly elected Member of his/her election and send him/her a Certificate of Membership with notification to visit the Section website for a copy of the Section Articles of Incorporation and Bylaws. He/she shall notify Members promptly of any change in their membership classifications.
5. He/she shall cause to be printed at the expense of the Section:
 - a. The Membership Directory of the Section which shall be updated and mailed at least every two (2) years.
 - b. The Program and Abstracts which will be printed and distributed for the yearly Meeting only.
6. He/she shall send official notice of the date, time and place of the Annual Meeting to each Member at his/her last known address at least sixty (60) days before the date of the opening session. Notices of Special Meetings giving the purpose, place, date and hour shall be sent at least twenty-one (21) days before the date selected.
7. He/she shall arrange the order of business for meeting of the Executive Committee, Board of Directors and Annual Business Meeting of the Section.
8. He/she shall be a member of the Executive Committees, Board of Directors, the Committee on Programs, the Committee on Bylaws, the Committee on Arrangements and the AUA Membership Committee. The Secretary shall determine the program, including papers and panels, for the Annual Meeting. He/she shall be Chairman of the Committee on Programs.
9. He/she shall report to the Executive Committee at least thirty (30) days prior to the Annual Meeting all existing and expected vacancies on Standing Committees, Special Committees, and Representatives to AUA positions for which the Executive Committee determines appointments according to these Bylaws. The Secretary shall also report to the Committee on Nominations, at least (30) days prior to the Annual Meeting, all existing and expected vacancies for nominees for positions in the AUA and the Section in accordance with these Bylaws.

10. He/she shall notify the AUA of the names of members who have been selected to represent the Section on AUA Committees, and the name of any member who has not maintained Section membership in good standing.
11. He/she shall cause to be published appropriate newsletters during the year. All newsletters must be processed by the Secretary.
12. He/she shall notify, by letter, each newly elected officers or appointed committee member of his or her election or appointment and of the tenure of that office.
13. The Executive Director shall be the Assistant to the Secretary and shall carry out the routine duties of the Office under the direction of the Secretary.

Section F. TREASURER

1. His/her term of Office shall be for three (3) years or until his/her successor assumes Office and may not be elected to more than one (1) term.
2. The Treasurer shall be the custodian of the funds and all the property of the Section. The Treasurer shall work with the Executive Director overseeing all general accounting and financial record keeping functions. He/She shall assure prompt payment of all authorized bills of the Section.
3. He/she shall purchase, sell or transfer securities of the Section only upon recommendation of the Committee Finance or approval of the Executive Committee.
4. He/she shall, at the expense of the Section, give bond for such sum as may be determined by the Board of Directors, but in no instance less than fifty thousand dollars (\$50,000.00).
5. At the discretion of the Executive Committee or the Committee on Finance, he/she shall have an annual compilation made of the finances of the Section by a Certified Public Accountant and shall present a written report at the Annual Meeting of the Section.
6. He/she shall prepare annually a list of Members in arrears and present this list to the Board of Directors.
7. He/she shall be a member of the Board of Directors, the Executive Committee, the Committee on Programs, the Committee on Finance, and the Investment Advisory Committee.
8. The Executive Director shall be the Assistant to the Treasurer and shall carry out the routine duties of the Office under the direction of the Treasurer.

Section G. HISTORIAN

1. This Section shall have a Historian who is elected annually. He/she may succeed himself/herself in Office. He/she must be nominated for Office by

the Committee on Nominations or from the floor and be elected at the Annual Business Meeting by a majority vote of those present and voting.

2. The Historian is a non-voting member of the Board of Directors and has no functional duties within the Section other than those described below.
3. He/she shall prepare a history of the Section and shall keep records of changes in the Section to its history. He shall present an annual report to the Board of Directors and to the Section at the Annual Business Meeting.
4. He/she shall prepare for publication any historical issues relative to the Section and present them to the Board of Directors.
5. He/she shall be custodian of all records, papers and various paraphernalia which properties are no longer in the custodial care of the Secretary or other Officers of the Section.
6. He/she shall report at the Annual Business Meeting the names of all Members who died in the preceding year.
7. He/she shall be responsible for recording the activities and highlights of each Annual Meeting and shall obtain appropriate documentation of the Meeting.

Section H. EXECUTIVE DIRECTOR

The Executive Director shall be the chief administrative office of the Association, and shall report directly to the Board of Directors, of which he/she shall be an ex officio, non-voting member. The Executive Director need not be a physician nor a member of the Section. He/she shall have the authority to carry out all policies and programs of the Section within the framework of the budget and subject to the direction of the elected officers and the Board of Directors.

ARTICLE III

BOARD OF DIRECTORS

Section A. BOARD OF DIRECTORS GENERAL CONSIDERATIONS

1. The Board of Directors, herein afterward known as the Board, shall consist of the Executive Committee, the Chairpersons of the Standing Committees, the Chairperson of the Health Policy Council, the Section Representative to the Board of Directors of the AUA and at least one (1) Director or one (1) Alternate from each state or territory of the Section in which ten (10) or more Active or Senior Members reside. States or territories in which more than one hundred (100) Active or Senior Section Members reside shall have an additional Director and Alternate for each one hundred (100) Active or Senior Members or fraction thereof. Members of the Board must be Active Members of the Section and of the AUA.

2. The Board is responsible for the administration and management of the Section.
3. Directors and one Alternate for each Director shall be elected for a term of three (3) years and may not succeed themselves. Serving as an Alternate shall not disqualify a Member from serving as a Director.
4. An unfinished term of a Director shall be served by the Alternate.
5. A majority of the Board of Directors shall constitute a quorum.

Section B. MEETINGS

1. Board shall meet annually at the time of the Annual Meeting of the Section.
2. Special Meetings of the Board may be called by the President or by request of a majority of Directors. Notice of special meetings must be sent out by the Secretary to each Board Member and Alternate at least twenty-one (21) days before the date of the Meeting.
3. The matters to be discussed and voted upon at any duly called meeting of the Board of Directors shall not be limited to those set forth in the notice of such meetings.
4. In order to become better acquainted with the activities of the Section, Alternates should attend Meetings of the Board as non-voting members when not substituting for a Director.

Section C. DUTIES

1. Order the disbursement of money.
2. Select the time and place of the Annual Meeting of the Section after considering the recommendation of the Committee to select meeting sites. The Annual Meeting may be omitted by a majority vote of the Board.
3. Receive the annual reports of the Secretary, Treasurer, Historian and the Executive, Standing and Special Committees and take any action on the reports it deems appropriate in accordance with these Bylaws.
4. Elect Honorary members from nominations received from the President. Names of elected members shall be read to the Membership at the Annual Business Meeting.
5. Elect every third year by a majority vote one current Member or past Director, other than an Officer, to serve on the Executive Committee of the Section. If the Director is currently serving as a State Director, that State may elect another Director to complete the unfinished term.

6. Every second year nominate two (2) Section Members interested in research to serve a four (4) year term on the AUA Research Committee. If appointed by the President of the AUA, the Members will serve for two (2) years as Alternate Representatives and two (2) more years as Representatives on the AUA Research Committee.
7. Elect by majority vote qualified Members to fill Unfinished terms in any elected position of the Section.
8. When the Board of Directors deems it appropriate, it may recommend to the Membership the nomination of any Member considered qualified for service as an officer of the AUA. On approval by the Membership, such nomination shall be forwarded to the AUA Nominating Committee by the Section Member of the Nominating Committee of the AUA.
9. Transact any business not specified or prohibited by these Bylaws.
10. It shall employ the Executive Director whose duties, responsibilities and authority shall be as specified in Article II, Section H of these Bylaws. Report all actions to the Membership at the Annual Business Meeting.

Section D. THE EXECUTIVE COMMITTEE OF THE BOARD OF DIRECTORS

1. The Executive Committee shall consist of the President, President- Elect, Immediate Past President, Secretary, Treasurer, Chairperson of the Committee on Education and Science, and one (1) Director elected by the Board for a term of three (3) years. The Director may not succeed himself/herself. The President shall be the Chairperson.
2. Duties.
 - a. To conduct the business of the Section between Meetings of the Board of Directors except as otherwise provided in these Bylaws. All action taken by the Committee shall be reviewed by the Board.
 - b. Approve Candidate member applications, and Associate and Active candidate members referred by the AUA as stipulated in Article I, Section D.
 - c. Appoint all Standing and Special Committees, excluding the Committee on Arrangements and Nominating Committee.
 - d. Nominate Section recipients for AUA Awards.
 - e. Unfinished terms of Representatives to AUA Committees shall be filled by the Executive Committee.
 - f. Constitute the Committee on Programs which is chaired by the Secretary.
3. The Committee shall meet on call of the President.

ARTICLE IV

REPRESENTATIVES TO THE AUA

Section A. GENERAL CONSIDERATIONS

Representatives to the AUA must be Active Members of the Section and the AUA. They shall reflect the expressed policies of the Section in keeping with the best interest of the AUA.

Section B. REPRESENTATIONS ACCORDING TO AUA BYLAWS

In accordance with Article V, Section 1 of the Bylaws of the AUA, the Section will have Representatives as follows:

1. Editorial Committee: the number of representatives and terms shall be in accordance with the Bylaws of the American Urological Association. If there is more than one member on the Committee, One Member shall be appointed to serve as Chairperson of the Editorial Committee of the Section.
2. Board of Directors Representative: one (1) Member and one (1) Alternate Member elected in odd years to serve for two (2) years or until his/her successors are elected. The Member shall be limited to two (2) terms of service not counting any term(s) as Alternate.
3. Nominating Committee: one (1) Member and one (1) Alternate to serve for one year or until his/her successors are elected. The terms of service shall be in accordance with the Bylaws of the American Urological Association.
4. Research Committee: the number of representatives and terms shall be in accordance with the Bylaws of the American Urological Association. The Members will serve the first term as Alternates and the latter term as Representatives.
5. Health Policy Council: the number of representatives and terms shall be in accordance with the Bylaws of the American Urological Association. One member will be appointed to Chairperson, another Vice Chairperson, and if more than two members on the Committee, they shall be named members at large.
6. Membership Committee: one (1) Member who is the current Secretary of the Section.
7. Bylaws Committee: the number of representatives and terms shall be in accordance with the Bylaws of the American Urological Association. One member will be appointed to Chairperson, another Vice Chairperson, and if more than two members on the Committee, they shall be named members at large.
8. Audio-Visual Committee: the number of representatives and terms shall be in accordance with the Bylaws of the American Urological Association.

9. Judicial and Ethics Council: the number of representatives and terms shall be in accordance with the Bylaws of the American Urological Association.

Section C. START OF TERM OF SERVICE

Representatives of the Section to the AUA shall begin their terms of office immediately following the AUA Meeting of the year in which they are elected or appointed.

Section D. RESPONSIBILITIES TO BOARD OF DIRECTORS

These Representatives shall report to the Board of Directors annually.

ARTICLE V

COMMITTEES

Section A. STANDING COMMITTEES

1. Each Standing Committee shall consist of at least six (6) Active Members of the Section. Appointments will be made by the Executive Committee. One of the Committee Members will be named Chairperson and one Vice-Chairperson by the Executive Committee. A Committee Member who is unable to participate actively in the work of the Committee may be replaced by the Executive Committee.

Two (2) Members of each Committee shall be appointed annually for a term of three (3) years and no Member may serve more than two (2) terms on any one Committee. The exception: an individual who rises to the level of Chair of the Committee on Education and Science shall have a three-year term as Chair.

2. A Standing Committee Chairperson may appoint sub-committees from the general Membership with a Standing Committee Member as Chairperson.
3. The Chairperson of each Standing Committee shall make a formal report to the Board of Directors annually.
4. There shall be four (4) Standing Committees as follows: (1) Education and Science, (2) Finance, (3) Membership, and (4) Bylaws.

a. THE COMMITTEE ON EDUCATION AND SCIENCE

- (1) It shall direct the scientific and educational activities of the Section, understanding that promotion of these activities is the primary purpose of the Section. The Committee should recognize that only its strong, dedicated and enlightened leadership can make worthwhile all other Section activities and accomplish the stated objective of the Preamble to these Bylaws. To this end, it should be boldly innovative both in its continuing effort to upgrade the quality of the scientific sessions of the

Annual Meeting and in its designs to stimulate the development of strong programs of postgraduate education and research within the Section.

- (2) It shall cooperate with the Committee on Programs in making specific plans for the Scientific Sessions of the Annual Meeting and be responsible for the Visual Education Program, Pyelogram Program and Scientific Exhibits.
- (3) It shall administer the Prizes and Awards Programs of the Section, be responsible for expansion of them and appoint Judging Committees to select the recipients.
- (4) It shall supervise the Postgraduate Education Programs of the Section and cooperate with the AUA Committee on Continuing Education in its activities within the Section.
- (5) Its Chairperson shall serve as a Member of the Executive Committee of the Board of Directors, and in so - doing as a Member of the Committee on Programs. Once elected Chair, the term of office shall be three years.

b. THE COMMITTEE ON FINANCE

- (1) It shall advise the Board of Directors on the overall fiscal policies of the Section and, with the approval of the Board, formulate fiscal rules and regulations.
- (2) The Committee shall examine and verify to the Section the annual compilation of finances of the Section submitted by the Section Treasurer and a compilation of the Arrangements and Seminar Committees. A certified audit of the Section's account shall be requested when deemed appropriate.
- (3) The Treasurer shall be a Member ex-officio.
- (4) In cooperation with professional investment advisory services employed by the SESAUA shall advise the Treasurer on the sale, purchase, and/or transfer of the investments of the Section.
- (5) It shall recommend the Section's investment counselor(s) and/or growth managers; monitor the Section's portfolio at least quarterly for adherence to establish guidelines and performance vs. objectives; and provide formal reports on performance with recommendations for Board of Directors meetings.

c. COMMITTEE ON MEMBERSHIP

- (1) It shall examine applications for Active Membership and Associate Membership that have not been referred by the AUA as stipulated in Article 1, Section D.
- (2) It shall solicit new Members from among the qualified Non-member Urologists residing within the geographical boundaries of the Section.

d. COMMITTEE ON BYLAWS

- (1) It shall review the Articles of Incorporation and Bylaws annually and make recommendations to the Board of Directors as to any changes that seem desirable.
- (2) It shall consider all proposed amendments to the Articles of Incorporation and Bylaws submitted in writing and make recommendations to the Board as to disposition.
- (3) It is the responsibility of the Committee to draft proposed changes in the Articles of Incorporation and Bylaws and to furnish them to the Secretary in such a time frame that they may be published and circulated to the Membership at least thirty (30) days in advance of the Annual Meeting.
- (4) The Secretary shall be Member ex-officio.
- (5) The Chairperson and the Vice-Chairperson shall serve on the AUA Bylaws Committee.

Section B. SPECIAL COMMITTEES

1. COMMITTEE ON PROGRAMS

- a. The Committee on Programs shall consist of the Members of the Executive Committee; the Secretary shall be the Chairperson.
- b. Duties.
 - (1) It shall make long range plans for the content and general format of the Annual Meeting of the Section in close cooperation with the Committee on Education and Science.
 - (2) It shall arrange the Scientific Program for the Annual Meeting and select from submitted titles of papers those best suited to the contemplated plan of the program.
 - (3) The Chairperson shall report to the Board of Directors at the Annual Meeting.

2. COMMITTEE TO SELECT MEETING SITES

- a. The Committee to Select Meeting Sites shall consist of the Secretary, the Treasurer and a Chairperson, who shall be a Past President selected by the Executive Committee. The Chairperson shall serve for no more than five (5) years.
- b. It shall select the sites for future Annual Meetings subject to the approval of the Board of Directors.

3. COMMITTEE ON NOMINATIONS

a. The Committee on Nominations shall consist of five (5) Members. These are the three (3) most recent living Past Presidents in attendance at the Annual meeting and two (2) at-large Members who are Active Members of the Section and AUA. The At-Large Members are nominated and elected, or appointed by the Board of Directors to fill a vacancy, for a term of two (2) years by the Membership of the Section during the Annual Business Meeting. Those Committee Members elected by the Section Membership shall serve no more than two (2) consecutive terms. No more than two (2) Members of the Committee shall reside in the same state.

b. The Chairperson shall be the Past President with most seniority.

c. The Committee shall present to the Section Membership at its Annual Business Meeting a slate of nominees of Active Members in good standing in the Section and AUA. There shall be one (1) candidate for each position as follows:

(1) Nominees for positions in AUA: shall be in accordance with the Bylaws of the American Urological Association.

(2) Nominees for positions in Section:

(a) President-Elect who automatically shall assume office of President at the end of the term. Any nominee must have had three (3) years of satisfactory experience as a Member of the Board of Directors or have been General Arrangements Chairperson. Each year for one (1) year term.

(b) Historian who has no limitation on terms of service.

(c) Members and Alternate Members of the Board of Directors whose immediate predecessors are completing their three (3) year term of service, as prescribed in Article III, after consultation with the State Urological Societies. Term of election is three (3) years.

(d) Secretary of the Section. He/she may not be re-elected. Every three (3) years for three (3) year term:

(e) Treasurer of the Section. He/she may not be re-elected. Every Three (3) years for three (3) year term:

(f) No Member of the Nominating Committee shall be eligible for any elective position except that incumbents shall continue for their stated terms of office.

(g) Nominations for all elected positions must be called for from the floor by the President at the Annual Business Meeting before any voting takes place.

3. COMMITTEE ON ARRANGEMENTS

- a. The Committee on Arrangements shall consist of the Executive Committee and one Active or Senior Member in good standing that shall be appointed by the President to serve for one (1) year as Chair. The next meeting year's Arrangements Chair shall serve on the Committee ex-officio. When a meeting does not fall within the Section's boundaries, the Executive committee may elect not to appoint an active or senior member to serve as Chair, and the President shall assume those responsibilities.
- b. The Committee on Arrangement shall make all necessary arrangements for the Annual Meeting under the direction of the President. It shall prepare a meeting budget that is financially self-supporting as its objective. The Committee on Arrangements shall keep adequate records of its activities.
- c. The Chairperson shall have the power to appoint all local subcommittees and name the Chairperson of each.
- d. The Chairperson shall make a final report to the Board of Directors at its next Annual Meeting.
- e. With the approval of the President, the Committee shall arrange and supervise the Presidential Dinner to be held during the Annual Meeting. The cost of this dinner shall be borne by the Section. The dinner may be omitted by the majority vote of the Board of Directors.

6. HEALTH POLICY COUNCIL

- a. The Health Policy Council shall advise the Membership on professional relations, socioeconomic, medical, legal and insurance matters as they relate to the teaching and practice of Urology. They shall also advise on National and Local legislative initiatives effecting urology coding and reimbursement issues, and peer review.
- b. It shall investigate all questions which concern principles of medical ethics and those involving the rights and standing of Members in relation to other Members to the public under the direction of the Board of Directors.
- c. The Committee shall consist of one (1) Member from each state in the Section and Puerto Rico plus the Chairperson.
- d. The State Representative and his/her alternate shall be elected by the State Society to serve a term of three (3) years.
- e. The Chairperson of the Health Policy Council shall be appointed by the Executive Committee for three (3) years and shall serve as one Section Representative to the Health Policy Council of the AUA.
- f. The Vice-Chairperson of the Health Policy Council shall be appointed by the Executive Committee for three (3) years and shall serve as the Section's second Representative to the Health Policy Council of the AUA.

- g. The Vice-Chairperson of the Health Policy Council may be advanced to be Chairperson of this Council after completion of the three (3) year term.
- h. There shall be an Alternate for the Chairperson and a second Alternate for the Vice-Chairperson to serve as Alternate Representatives of the Health Policy Council of the AUA appointed by the Executive Committee.

Section C. AD HOC COMMITTEES

- 1. These Committees are appointed and the Chairperson named by the President annually to perform specific jobs not lying within the purview of any existing Committee. They may be reappointed or reconstituted; however, if the need for the Committee exists beyond three (3) years, it should become a Standing or Special Committee.
- 2. The Chairperson shall report to the Board of Directors when requested by the President.

**ARTICLE VI
MEETINGS**

Section A. ANNUAL MEETINGS

- 1. The Annual Meeting of the Section shall be held at such time and place as is designated by the Board of Directors. The Annual Scientific Meeting may be omitted by majority vote of the Board.
- 2. Official notice of the time and place of the Annual Meeting must be sent to each member in the form of a newsletter or otherwise at least ninety (90) days before the meeting.
- 3. The order of the program of the scientific portion of the Annual Meeting shall be directed by the Secretary in cooperation with the Committee on Programs, the Committee on Education and Science and the Committee on Arrangements.
- 4. Papers.
 - a. Authors who wish to present papers at the Annual Meeting must submit titles and abstracts to the Secretary in accordance with deadlines established by the Committee on Programs.
 - b. Time allowed for presenting and discussing papers shall be determined by the Committee on Programs.
- 5. Officers shall be installed at the end of the Annual Business Meeting.
- 6. Business Meeting.

- a. The Annual Business Meeting shall be held during the time of the Annual Meeting.
- b. The order of business at the Annual Business Meeting shall be set by the Secretary.

Section B. SPECIAL MEETINGS

1. Special Meetings of the Section for any purpose other than effecting changes in the Bylaws may be called by a two-thirds (2/3) vote of the Board of Directors and shall be held at such time and place as directed by the Board.
2. Notice of a Special Meeting must be sent to the Members at least twenty-one (21) before such a Meeting. The notice must contain a statement of the business to be conducted, and no other business shall be conducted at the Special Meeting.

Section C. 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.

ARTICLE VII

DUES AND FEES

Section A. DUES, FEES AND ASSESSMENTS - DETERMINATION

The annual dues, the initiation fee and special assessments shall be determined by the Board of Directors on advice of the Committee on Finance. The annual dues are payable in advance. Any Member with a past due account over 120 days shall be dropped from the rolls and his/her name presented to the Board of Directors for appropriate action. Members requesting transfer to Senior status may delay payment of dues until the Board of Directors has ruled on their request.

Section B. FISCAL YEAR

The fiscal year of the Section shall date from January first to December thirty-first.

ARTICLE VIII

TERRITORY

The Section shall comprise the states of Alabama, Florida, Georgia, Kentucky, Louisiana, Mississippi, North Carolina, South Carolina, Tennessee and the territories of Puerto Rico, Panama and the U.S. Virgin Islands. Individuals who initially join the Section in which they practice, and then at a future date relocate to another Section, may retain Section membership.

ARTICLE IX

SEAL OF CORPORATION

The Corporate seal shall be inscribed thereon the name of the corporation and the word "Seal". Said seal may be altered at the pleasure of the majority of the Membership voting at an Annual Meeting and may be used by causing it or a facsimile thereof to be impressed or otherwise used.

ARTICLE X

AMENDMENTS

Section A. REPEALING / AMENDING BYLAWS

A Quorum being present these Bylaws may be repealed or amended by a two-third (2/3) vote of the Members present and voting at any Annual Business Meeting, provided that the proposed revision or amendment is provided to the Membership at least thirty (30) days prior to the Annual Meeting at which such action is to be taken.

ARTICLE XI

RULES OF ORDER

Sturgis Standard Code of Parliamentary Procedure, current edition, shall govern the proceedings of the Section unless otherwise provided in these Bylaws.