

BYLAWS OF  
SOCIETY OF GENITOURINARY RECONSTRUCTIVE SURGEONS

ARTICLE I - MISSION

The Society of Genitourinary Reconstructive Surgeons (the "Society") is organized exclusively for charitable, scientific, educational and literary purposes, as an exempt organization under Section 501(c)(3) of the Internal Revenue Code. The principal purposes of the Society shall be to encourage the study of, promote research in, improve the practice of, elevate the standards of, and otherwise advance genitourinary reconstructive surgery.

These purposes may be accomplished by:

- A. Provision of an interdisciplinary forum which will meet at least yearly for the exchange of ideas, presentation of papers, and discussion of principles and techniques of genitourinary reconstructive surgery.
- B. Encouragement of contributions pertaining to genitourinary reconstructive surgery to the medical and scientific literature.
- C. Such other mechanisms as the Board of Directors (the "Directors") may from time to time determine which are within the parameters required by law for the Society remain qualified as a tax exempt.

ARTICLE II – MEMBERSHIP

Section 1: Membership Generally. The Society shall have classes of membership as designated below. The Society may issue certificates evidencing such membership. Membership shall not be transferable. Active, Senior and Honorary. The rights and qualifications of the members of each class shall be as set out herein.

Section 2: Election of Members. All applications and changes in membership status will be reviewed and approved by the Membership Committee (or subset of the Board of Directors). A cumulative list of all new members will be prepared for ratification by a majority vote of Active members present at the Annual Meeting.

Section 3: Active Membership.

- a. Active Members shall be surgeons or others who in the opinion of the Directors or its designated committee have a significant interest in the field of genitourinary reconstructive surgery.
- b. Criteria for admission of surgeons to Active Membership shall be demonstration of a significant interest in and commitment to genitourinary reconstructive surgery, which can be accomplished in one of two ways:

- i. Surgeons who are certified by an ABMS-approved board or its foreign equivalent shall submit a Membership Application, \$100 application fee, a curriculum vitae, 1-year surgical case log of genitourinary reconstructive surgery, and 1 letter of recommendation from an active member of the Society. If the Applicant has completed a fellowship under a member of the Society then proof of completion may be substituted for the letter of recommendation. If the Applicant is an active fellow under a member of the Society then a 6-month surgical case log may be substituted for the 1-year surgical case log and proof of enrollment in the fellowship may be substituted for the letter of recommendation.
  - ii. Applicants who are not surgeons or who are surgeons but cannot meet the case log requirement may instead submit a Membership Application, \$100 application fee, a curriculum vitae, a personal statement of their interest in genitourinary reconstructive surgery and membership in the Society, and 1 letter of recommendation from an active member of the Society.
- c. Only Active Members may vote on matters presented at the Annual Meeting of Members of the Society.
  - d. To the extent not inconsistent with these Bylaws, the Directors or its designated committee may waive, alter, amend, modify or restate these criteria for membership in whole or part and from time to time, if it determines the same to be in the best interests of the Society.
  - e. All Active Members will be assessed yearly membership dues and may attend membership meetings, vote, and hold office or serve on committees of the Society.

#### Section 4: Senior Membership.

- a. Active Members in good standing, who are retired from active practice, **or are permanently disabled**, are eligible for Senior Membership.
- b. An Active Member in good standing who wishes to be transferred to Senior Membership shall make written application to the Secretary-Treasurer.
- c. Applications for transfer from Active to Senior Membership shall be accepted if approved by two-thirds majority vote of the Directors or its designated committee.
- d. Senior Members are exempt from payment of dues and assessments. They may attend membership meetings, but may not vote, hold office or serve on committees of the Society.

#### Section 5: Honorary Membership.

- a. Honorary Membership may be conferred upon an individual who, in the estimation of and by majority vote of the Active Members voting at a meeting at which a quorum is present, is worthy of such membership.

- b. Honorary Members are exempt from payment of dues and assessments. They may attend membership meetings, but may not vote, hold office or serve on committees of the Society.

Section 6: Resignations. A member may resign at any time by delivering notice to the Secretary-Treasurer. A resignation is effective when the notice is delivered unless the notice specifies a later effective date. Notwithstanding the foregoing and unless the Directors determine otherwise, the resignation of a member shall not relieve him from responsibility for paying dues, assessments or other charges which are declared prior to the effective date of the resignation nor shall he/she be relieved from the payment of any existing arrearage by virtue of his resignation.

Section 7: Ethics and Discipline.

- a. Except as otherwise provided for in these Bylaws, all disciplinary actions of members shall be by the Directors which may, by two-thirds majority vote of those disinterested directors present, censure, reprimand, suspend, or expel a member. Charges of unprofessional or unethical conduct against any member of the Society may be referred in writing, signed by three (3) Active Members, to the Directors who must act thereon within one (1) year. In the discretion of the Directors, action on any such claims may be referred to the Annual Meeting of Members, with a three-fourths (3/4) affirmative vote of the Active Members voting at an Annual Meeting at which a quorum is present being required for expulsion of any member whose case has been referred to membership at large for disposition.
- b. A member may be disciplined for the following reasons:
  - i. Failure to comply with the requirements contained in the Articles of Incorporation or Bylaws of this Society.
  - ii. Failure to pay dues, assessments and fees after due notification by the Secretary-Treasurer.
  - iii. Conviction of a felony.
  - iv. Suspension or revocation of his/her license to practice medicine.
  - v. Unauthorized use of the Society's name, logo, or other symbols on stationery, publications, symposia advertisements, printed material, or in any other manner.
  - vi. Immoral, dishonorable or unprofessional conduct considered prejudicial to the best interest of or inconsistent with the purposes of this Society and its members.
  - vii. Such other reasons as the Directors may, from time to time, determine.

Section 8: Fees, Dues, and Assessments. Dues, assessments, registration fees and other charges for members shall be determined from time to time by the Directors.

Section 9: Nonpayment. Dues for the current year are expected to be paid prior to May 1. After at least six attempts to reach members who have not paid dues (efforts to include electronic, mail and telephone), the names of all who have not paid dues from the previous year in addition to the current year at May 1 (16 total months) shall be presented to the Board of Directors as the annual "Drop List." Individuals who are dropped for membership may reapply and be reinstated upon approval by the Secretary-Treasurer/Membership Committee, after paying a reinstatement fee.

### ARTICLE III - MEETINGS OF MEMBERS

Section 1: Annual Meetings. The Annual Meetings of the Members of the Society shall be held annually on such date as the Directors determine. The time and place of each subsequent Annual Meeting shall, to the extent practicable, be announced at each preceding Annual Meeting.

Section 2: Special Meetings. Special meetings of the members may be called at any time by the President, the Secretary-Treasurer, the Directors, or by members having one-fifth (1/5) of the votes entitled to cast at such meeting.

Section 3: Notice of Meetings. Notice of the date, time and place of every meeting of the members shall be provided by the Society at least ninety (90) days in advance to each member of record entitled to vote at the meeting. Notice of a members' meeting to act on an amendment to the Articles of Incorporation, a plan of merger, a proposed sale of substantially all of the assets of the Society or a dissolution of the Society shall be given not less than twenty-five (25) nor more than sixty (60) days before the meeting. Such further notice shall be given as may be required by law, but meetings may be held without notice if all the members entitled to vote were present in person or by proxy or if notice is waived by those present, either before or after such meeting. Notice of Annual Meetings need not state the purposes for which the meeting is called, but notice of a special meeting shall state such purposes. Notice may, but is not required, to be given to members not entitled to vote.

Section 4: Quorum. Assuming that adequate notice of the Annual Business Meeting has been given to the voting members pursuant to these Bylaws, there shall be no quorum requirement at that Meeting.

Section 5: Voting. Only Active Members are entitled to vote at any meeting of the members. Each member entitled to vote shall have one vote, in person or by proxy. Matters relating to voting for the election of the Directors are discussed under Article IV of these Bylaws.

Section 6: Members' List. The Secretary-Treasurer shall have charge of the record of members of the Society and shall make the list available for inspection by members at the Society's registered offices, its principal business office or at another suitable location during regular business hours and shall produce the list at the time and place of all meetings. The list shall include the name and address of all members in alphabetical order, by class.

Section 7: Board of Directors Meeting, Scientific Program, and Annual Membership Meeting. The Secretary-Treasurer shall be responsible for arranging the meeting of the Board of Directors. The President of the Society or his/her designated Program Committee shall be responsible for arranging the Scientific Program and the Annual Membership Meeting, with the Scientific Program being structured to stimulate the spirited interchange of ideas among members. The President of the Society or his/her designated Program Committee shall also be responsible for arranging the Scientific Program to be presented at annual Congress of the Societe Internationale D'Urologie.

Order of Business. The order of business at the Annual Meeting shall be:

- a. Approval of the minutes of the previous meeting.
- b. Report of the President.
- c. Report of the Secretary-Treasurer.
- d. Election of Officers.
- e. Election of New Members.
- f. Election of Directors.
- g. Unfinished Business.

- h. New Business.
- i. Scientific Program.
- j. Adjournment.

Note: Departure from the order of business set out above shall in no way effect the validity of actions duly taken at that meeting.

Section 8: Meeting Limitations and Procedures. To encourage the spontaneity of discussion, the Society's annual scientific session is open to all attendees at the Annual Meeting of the American Urological Association.

#### ARTICLES IV - DIRECTORS

Section 1: General Powers. The business and affairs of the Society shall be managed under the direction of the Directors, and except as otherwise expressly provided bylaw or by the Articles of Incorporation or these Bylaws, all of the powers of the Society shall be exercised by or under the authority of said Directors.

Section 2: Number and Qualification. The Directors shall consist of not less than three (3) nor more than twenty-five (25) persons. The Directors may change their number from time to time within this variable range, however, only the voting members may change the range.

Section 3: Quorum and Voting. A majority of the directors actually elected and serving at the time of any given meeting shall constitute a quorum for the transaction of business. A director who is present at a meeting of the Directors or of a committee is deemed to have consented to the action taken unless he/she objects at the beginning of the meeting or promptly upon his/her arrival to holding the meeting or to transacting specified business or unless he/she votes against or abstains from the action taken. Each director shall be entitled to one vote on all matters. Unless these Bylaws provide otherwise, if a quorum is present when a vote is taken, the affirmative vote of a majority of the directors present is the action of the Directors.

Section 4: Election of Directors.

- a. The Directors shall be elected or appointed by a majority vote of the Directors present at the annual board meeting. The Nominating Committee (or if there be none, the Directors) shall nominate a slate of individuals for director each year. No individual may be named or elected as a director without his/her prior consent. The election of directors may be completed by ballot or voice vote. The President, the Immediate Past President, and the President-Elect will serve for a period of one-year. The Secretary-Treasurer and nine members at-large will serve for a period of three-years. Term of office (either 1 or 3 years) for elected Directors shall start on June 1<sup>st</sup> and end on May 31<sup>st</sup>.
- b. Each director shall serve until the expiration of his/her term of office and until the election and qualification of his/her successor or until his/her earlier resignation, death or removal from office. Each director chosen to fill a vacancy or a newly created directorship shall hold office for a term that will coincide with the terms of other directors.
- c. Notwithstanding the foregoing, these Bylaws may be amended by the Directors or members to provide for the election or appointment of additional individuals to serve as ex -officio directors, with the number, term, manner of election, and voting rights, if any, of such ex-officio directors to be set out in these Bylaws, as so amended.

Section 5: Meetings of Directors. Meetings of the Directors shall be held at places and at times fixed by resolution of the Directors, or upon call of the President or Secretary-Treasurer. The Secretary-Treasurer shall give at least twenty-four (24) hours notice of all meetings of the Directors; provided, that notice need not be given of regular meetings held at times and places fixed by resolution of the Directors. Meetings may be held at any time without notice if all of the directors are present, or if those not present waive notice in writing either before or after the meeting. Neither the business to be transacted nor the purpose of any regular or special meeting of the Directors need be specified in the notice or waiver of notice of such meeting, except as required in these Bylaws or by applicable law. A director shall be deemed to be present at a meeting if he/she is in audio communication with all other participating directors during the meeting.

Section 6: Action Without Meeting. Action may be taken by the Directors without a meeting if it is taken by all directors and is evidenced by written consents stating the action taken signed by each director either before or after the action taken. The action so taken is effective when the last director signs the consent unless the consent states a different effective date in addition to stating the date of each director's execution.

Section 7: Removal and Vacancies. Any director may be removed by majority vote of the members voting at a meeting at which a quorum is present whether or not for cause. Removal as a director shall also cause the forfeiture of such director's position as an officer, if any. Any vacancy caused by the removal of a director or by a resignation or otherwise may be filled by majority vote of either the members or of the Directors. If the remaining directors in office constitute less than a quorum of the Directors, they may fill the vacancy by the affirmative vote of a majority of the directors remaining in office. For the purposes of this provision, directorships available due to the failure to elect directors equal to the maximum number authorized shall be considered as vacancies which may be filled by the Directors.

Section 8: Resignations. A director may resign at any time by delivering written notice to the Directors or to the President or Secretary-Treasurer. The resignation is effective when delivered unless it specifies a later effective date. If a later effective date is specified, the members or Directors may fill that pending vacancy before the effective date so long as it is provided that the successor does not begin to serve until the effective date of his/her predecessor's resignation.

Section 9: Order of Business. The order of business at the meetings of Directors shall be, as far as appropriate, as follows:

- a. Calling of Roll.
- b. Reading and Disposition of any Unapproved Minutes.
- c. Reports of Officers and Committees.
- d. Approval of Budget and Financial Statements.
- e. Nominations for Directors.
- f. Nominations for officers.
- g. Recommendation for Approval of New Members.
- h. Unfinished Business.
- i. New Business.

NOTE: Failure to follow the order of business aforesaid shall in no way effect the validity of actions otherwise duly taken.

## ARTICLE V - COMMITTEES

Section 1: Committees Generally. Each Committee shall keep written minutes of its meeting and shall elect a chairman who shall report to the President, Directors and Members.

Section 2: Committees of Directors. The Directors shall have the authority in their discretion to establish, appoint and empower an Executive Committee and other Committees which shall have authority to act for the Directors.

Section 3: Operating Committees. The President shall appoint such operating committees as they deem desirable to advise the directors, officers and members of the Society. These operating committees shall not be authorized to act for the Society, except as approved by the Directors or members, and may be comprised of persons who are not directors or officers. The standing committees of the Society shall be as follows:

- a. Membership Committee. The Membership Committee shall consist of the Secretary-Treasurer and up to three (3) Active Members of the Society in good standing. Members of the committee shall be appointed annually. The Membership Committee shall review and approve applications for membership and shall maintain relevant procedures. A cumulative list of new members shall be presented to the Board of Directors and at the Annual Business Meeting. The committee shall also work to identify methods to increase membership and to encourage member participation in Society activities.
- b. Program Committee. The Program Committee shall be appointed by the President, and will be responsible for arranging the scientific program for the Annual Meeting and as requested for other meetings.
- c. Fellowship Committee. The Fellowship Committee shall be appointed by the President, consisting of a Chair who shall serve a three-year term, and two other active members who shall serve for two years. The committee shall define and maintain minimum standards for appropriate training of GURS recognized fellows, including the required minimum case logs to reflect the technical skill set needed to gain proficiency.
- d. Other Operating Committees. The President with approval of the Directors, shall appoint such other operating committees, special committees or ad hoc committees as he/she shall deem desirable to advise the directors, officers and members of the Society.

## ARTICLE VI – OFFICERS

Section 1: Election. The officers of the Society shall consist of a President, a Secretary-Treasurer and such other officers as may be elected as provided herein. Also, the President-Elect and Immediate Past President shall be considered officers. All officers shall be nominated by the Directors. The President shall hold office for a one (1) year term and until their successor is elected and qualify. The Secretary-Treasurer shall hold office for a three (3) year term and until their successor is elected and qualify. The term of the Secretary-Treasurer may be renewed. The results of election for officers of the Society shall be determined by votes of the Directors voting in person or by proxy and approval by a majority of Active Members. A majority of all votes cast shall be necessary for election to any office.

Section 2: Removal, Resignations and Vacancies. Any officer of the Society may be summarily removed with or without cause, at any time, by a resolution passed by affirmative vote of a majority of

all of the Directors. Resignations are deemed effective when delivered, unless a later effective date is specified in the resignation. The Directors by majority vote may fill any vacancy. In the case of a resignation stating a later effective date, the Directors may fill the pending vacancy with the successor taking office on the effective date.

Section 3: Duties. The officers of the Society shall have the following duties, respectively, as well as such powers and duties as from time to time shall be conferred upon them by the Directors:

- a. The President. The President shall be the chief executive officer of the Society and shall preside at all meetings of the Directors and Executive Committee. He/she shall appoint the membership of the Standing and Ad Hoc operating committees, as provided herein. He/she may call meetings of the Directors or Executive Committee, and he/she shall be an ex-officio director. He/she shall perform all of the duties incident to his/her office and such other duties as may be designated by the Directors.
- b. The President-Elect. The President-Elect shall serve for the President during his absence or incapacity. He/she shall attend all meetings of the Executive Committee and Directors and shall be an ex-officio director. He/she shall perform any duties assigned to him by the President that do not conflict with the Articles of Incorporation and Bylaws.
- c. The Immediate Past President. The Immediate Past President shall attend all meetings of the Executive Committee and Directors. He/she shall assist the President in an advisory capacity.
- d. The Secretary-Treasurer.
  - i. The Secretary-Treasurer shall perform such duties as are generally assumed to be characteristic of the office of Secretary. He/she shall receive and give prompt attention to all correspondence and keep accurate records of same. He/she shall record or obtain records of meetings of the Directors, the Members and all committees so he/she may have in his/her possession a record of all activities. He/she shall keep an accurate list of members, applications for membership and of members suspended or expelled. He/she shall notify members of any reprimand, suspension, or expulsion ordered. He/she shall receive all applications for membership and shall bring them, after being reviewed and approved by the Membership Committee, to the attention of the Directors. He/she shall send notices of meetings of the Directors and Members to all persons entitled to such notice in the form and within the time provided for herein, or shall assist the President in sending such notices. He/she shall notify newly elected members of their election, and send to each a copy of the Articles of Incorporation and Bylaws. He/she shall be an ex-officio director and member of all committees, standing and special. He/she shall keep the minute book, membership book and the corporate seal. He/she shall obtain the yearly report of each of the Committees and bring them to the attention of the President. He/she shall prepare forms for application for membership and obtain the approval of the Directors for the form used.
  - ii. He/she shall perform all functions customary for the office of Treasurer and shall be the custodian of the funds, securities and other properties of the Society. He/she shall keep or cause to be kept a true and accurate account of all financial transactions in the name of the Society. He/she shall keep a journal ledger and alphabetical list showing the dues status of all members. He/she shall oversee various responsibilities relating to Society membership dues collections, retention, recruitment and reporting. He/she

shall be entitled to receive reimbursement for expenses incurred for clerical work, as determined by the Directors. He/she shall prepare an annual report for the Directors and the Members, and shall prepare or cause the preparation of an annual budget for approval at the Annual Meeting of Directors and of financial statements at other meetings of the Directors.

## ARTICLE VII - MISCELLANEOUS PROVISIONS

Section 1: Seal. The seal of the Society shall be circular in shape with the name of the Society around the circumference thereof, and the word "GURS" in the center thereof, an impression of which is affixed to these Bylaws.

Section 2: Examination of Books. The Directors shall, subject to the laws of the State of Virginia, have power to determine from time to time whether and to what extent and under what conditions and limitations the accounts and books of the Society, or any of them, shall be open to the inspection of the members or others.

Section 3: Checks, Notes and Drafts. Checks, notes, drafts, and other orders for the payment of money shall be signed by such persons as the Directors from time to time may authorize.

Section 4: Fiscal Year. The fiscal year of the Society shall end on December 31st of each year.

Section 5: Amendment of Bylaws. Subject to the Articles of Incorporation and applicable Virginia law, these Bylaws may be amended, altered, or repealed by the Directors at any meeting by a favorable vote of a majority of all Directors. The Active Members by majority vote of votes cast at a meeting at which a quorum is present shall have the power to adopt or amend particular Bylaws that may not be amended or repealed by the Directors, if the Active Members so state.

Section 6: Voting of Stock Held. Unless otherwise provided by resolution of the Directors, the President may from time to time appoint an attorney as agent of the Society to cast in the name of the Society and in accordance with such instructions as the President may determine, the votes which the society may be entitled to cast as a stockholder or otherwise in any other corporation.

Section 7: Indemnification. Subject to applicable laws, the Society shall indemnify and hold harmless any and all persons who may serve or have served at any time as directors or officers or committee members of this Society, or who at the request of the Directors may serve or at any time have served as directors or officers or committee members of another corporation, and their respective heirs, administrators, successors and assigns, against any and all claims, liabilities, or judgments, including reasonable costs and attorneys' fees, resulting or arising out of the relationship of the parties, except in relation to matters as to which any such present or former director or officer or committee member or person shall be adjudged to be liable for his own intentional misconduct or omission or gross negligence in the performance of his duty. Notwithstanding the foregoing, the Society shall not be required to indemnify hereunder for any portion of such expenses for which payment is received by or on behalf of the party to be indemnified pursuant to any policy of insurance. The Directors may agree to indemnify employees and agents of the Society to the same extent provided for herein.

Section 8: Question of Parliamentary Order. All questions of Parliamentary Order not provided for in these Bylaws shall be determined by the Parliamentary usage contained in the Sturgis Standard Code of Parliamentary Procedure. The Secretary-Treasurer shall serve as Parliamentarian for the Society.

These Bylaws were updated and approved on May 6<sup>th</sup>, 2016 by the Society Board of Directors and the Society General Membership.