

**BY-LAWS OF THE
NORTHEASTERN SECTION OF THE AMERICAN UROLOGICAL ASSOCIATION
FOUNDATION**

**ARTICLE I
NAME AND PURPOSES**

1.1 Name

The corporation shall be known as the Northeastern Section of the American Urological Association Foundation (hereinafter referred to as the “Corporation”).

1.2 Purposes

To operate exclusively for the educational, scientific and charitable purposes of the Northeastern Section of the American Urological Association, Inc. within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (as amended), as a supporting organization exclusively to provide services and resources for the benefit of, to perform the functions of, or to carry out the purposes of the Northeastern Section of the American Urological Association, Inc. (the “Northeastern Section”), which is exempt under Section 501(c)(6) of the Internal Revenue Code of 1986 (as amended), namely to advance, by fostering, supporting and conducting education (including education of the general public) and research in the field of urology.

To receive any property, real, personal, or mixed, by gift, devise, bequest, purchase, lease, loan or otherwise, absolutely or in trust, for the foregoing purposes or any of them, and to carry out the directions and exercise the powers contained in any trust or other instrument under which such property may be so received, including without limitation the expenditure of the principal, as well as the income, of any property so received, if authorized or directed in such trust or other instrument; and if so received without any designation of specific use, to expend the income and principal thereof for any one or more of the foregoing purposes in such manner and amounts and at such time or times as deemed proper by the board of directors of the Corporation.

Notwithstanding the foregoing or any other provisions of the Articles of Incorporation or of these By-laws:

(a) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth above.

(b) The Corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office; and, except as may be permitted pursuant to Section 501(h) of the Internal Revenue Code of 1986, as amended, (the “Code”) or the corresponding provision of any future United States internal revenue statute, no substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting, to influence legislation.

(c) The Corporation shall not carry on any activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code or the corresponding provision of any future United States internal revenue statute or (ii) by a corporation contributions to which are deductible under Section 170(c)(2) of the Code or the corresponding provision of any future United States internal revenue statute.

ARTICLE II

OFFICES

The Corporation shall have and continuously maintain in the state of Illinois a registered office and a registered agent whose office is identical with such registered office, and may have such other offices within or without the state of Illinois as the Board of Directors may from time to time determine.

ARTICLE III

MEMBERS

3.1 *Composition of Membership*

There shall be one class of members of the Corporation, who are the members of the Board of Directors of the Northeastern Section of the American Urological Association (hereinafter the “NS-AUA”), so that each individual serving as a member of that Board of Directors with voting rights shall automatically be a member of the Corporation during, but only during such service.

3.2 *Powers and Voting Rights*

The members shall have the right and responsibility to elect the Directors of the Corporation, except for the Directors elected (by the initial Directors designated in the Articles of Incorporation) in conjunction with the adoption of the initial By-laws of the Corporation. The members shall also have the right and responsibility to vote on (a) amendments to the Articles of Incorporation or these By-laws, (b) the merger or consolidation of the Corporation, (c) the sale, lease, exchange, mortgage, pledge or other disposition of all, or substantially all, the property and assets of the Corporation, (d) the voluntary dissolution of the Corporation and all matters relating thereto as to which members may be accorded voting rights by law or (e) any action which might be considered to be inconsistent with the objectives and purposes of the Corporation as set forth in Article I of these By-laws.

3.3 *Annual Meeting of Members*

The annual meeting of the members shall be held at the same place as and immediately before or immediately after the annual meeting of the board of directors of the NS-AUA.

3.4 *Special Meetings of Members*

Special meetings of the members may be called by or at the request of the Chair, the Board of Directors or any three (3) members. The person or persons calling any special meeting of the members may fix any place as the place for holding such special meeting.

3.5 *Notice*

Written notice stating the place, day and hour of a meeting of the members and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than five (5) days before the date of the meeting. If, however, one of the purposes of the meeting is (a) the removal of one or more directors, (b) a merger, consolidation, or dissolution or (c) a sale, lease or exchange of assets, notice must be given not less than twenty (20) nor more than sixty (60) days before the date of the meeting. The individual responsible for calling the meeting shall be responsible for ensuring that appropriate notice is given to each member. The attendance of a member at any meeting

shall constitute a waiver of notice of such meeting unless the member at the meeting objects to the holding of the meeting because proper notice was not given. A waiver of notice, in writing and signed by a member entitled to notice, whether before or after notice is due, shall be deemed equivalent to the giving of such notice.

3.6 *Quorum*

A majority of the members shall constitute a quorum for the transaction of business at any duly called meeting of the members, provided that if less than a quorum is present at any such meeting, a majority of the members present, or the sole member present, may adjourn the meeting to another time without further notice. If a quorum is present, the affirmative vote of a majority of the votes present and voted shall be the act of the members, unless the vote of a greater number is required by law, the Articles of Incorporation or these By-laws. Participation in or action at any meeting of the members through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other shall constitute attendance and presence in person at such a meeting.

3.7 *Informal Action*

Any action which is required by law or the Articles of Incorporation or these By-laws to be taken at a meeting of the members, or any other action which may be taken at a meeting of the members, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by members having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all members entitled to vote thereon were present and voting. If such consent is signed by less than all of the members entitled to vote with respect to the subject matter of the consent, then such consent shall become effective only if (a) at least five (5) days prior to the effective date of such consent, a notice in writing of the proposed action is delivered to all of the members entitled to vote with respect to the subject matter thereof, and (b) after the effective date of such consent, prompt notice in writing of the taking of the corporate action without a meeting is delivered to those members entitled to vote who have not consented in writing.

ARTICLE IV

BOARD OF DIRECTORS

4.1 *General Powers*

The property and affairs of the Corporation shall be managed by its Board of Directors.

4.2 *Number, Election, Tenure and Qualifications*

The voting members of the Board of Directors shall consist solely of the current voting members of the Board of Directors of the Northeastern Section of the American Urological Association.

Directors need not be residents of the state of Illinois, and there shall be no limit on the number of consecutive terms as a Director that any individual may serve. The Board of Directors may from time to time designate, in addition to the Directors with voting rights, up to five (5) individuals to serve as advisory non-voting members of the Board, for such terms as may be prescribed by the Board.

4.3 Regular Meetings

The annual meeting of the Board of Directors shall be held at such time and place as shall be designated by the Board of Directors. The Board of Directors may provide by resolution the time and place for the holding of additional regular meetings without other notice than such resolution.

4.4 Special Meetings

Special meetings of the Board of Directors may be called by or at the request of the Chair or any two (2) Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place as the place for holding any special meeting of the Board of Directors called by them.

4.5 Notice

Notice of any special meeting of the Board of Directors, including a statement of the purpose or purposes for which the meeting is called, shall be given at least five (5) days prior thereto by written or printed notice delivered personally or mailed to each Director at his or her address as shown in the records of the Corporation. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

4.6 Quorum

A majority of the Board of Directors shall constitute a quorum for the transaction of business at any duly called meeting of the Board, provided that if less than a quorum is present at any such meeting, a majority of the Directors present, or the sole Director present, may adjourn the meeting to another time without further notice.

4.7 Manner of Acting

The act of a majority of the Directors present at a duly called meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law, the Articles of Incorporation or these By-laws.

4.8 Vacancies

Any vacancy occurring in the Board of Directors, or any directorship to be filled by reason of an increase in the number of Directors, shall be filled by the Board of Directors unless otherwise required by law, the Articles of Incorporation or these By-laws, and the filling of such vacancies shall be undertaken by the Board as soon as practicable. A Director elected to fill a vacancy shall serve for the unexpired term of his or her predecessor in office, and a Director elected to fill a new directorship shall serve until the adjournment of the next annual meeting of the Board and until his or her successor shall have been elected and qualified.

4.9 Removal

Any Director may be removed at any time, with or without cause, by a two-thirds vote of the members of the Corporation at a duly called and constituted regular or special meeting of the members, provided that the notice of such meeting must state that a purpose of the meeting is to vote on the removal of one or more Directors named in the notice.

4.10 Compensation

Directors shall not receive any stated salaries for their services as Directors but, by resolution of the Board of Directors, a fixed sum and expenses of attendance, if any, may be allowed in a reasonable amount for attendance at each regular or special meeting of the Board; provided, however, that nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving reasonable compensation therefor.

4.11 Informal Action

Any action which is required by law or the Articles of Incorporation or these By-laws to be taken at a meeting of the Board of Directors, or any other action which may be taken at a meeting of the Board of Directors, may be taken without a meeting if a consent in writing, setting forth the action taken, shall be signed by all of the Directors entitled to vote with respect to the subject matter thereof. Any such consent signed by all of the Directors shall have the same force and effect as a unanimous vote at a duly called and constituted meeting of the Board of Directors.

ARTICLE V

OFFICERS

5.1 Officers

The Officers of the Corporation shall be the same as the current Officers of the NS-AUA, in accordance with the provisions of this article. The President of the NS-AUA shall serve as Chair.

5.2 Election and Tenure

Except for the initial Officers, who shall be elected in conjunction with the adoption of the initial By-laws, the Officers of the Corporation shall be elected annually by the Board of Directors at its annual meeting. If the election of Officers shall not be held at such meeting, such election shall be held as soon thereafter as practicable. Each Officer shall hold office until the adjournment of the next annual meeting of the Board of Directors and until his or her successor shall have been duly elected and qualified, or until his or her death, resignation, or removal in the manner hereinafter provided.

5.3 Removal

Any officer elected by the Board of Directors may be removed from office by the Board of Directors whenever in its judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

5.4 Vacancies

A vacancy in any office may be filled or new offices created and filled by action of the Board of Directors at any meeting of the board. An Officer elected to fill a vacancy shall serve for the unexpired term of his or her predecessor, and an Officer elected to fill a new office shall serve until the adjournment of the next annual meeting of the Board of Directors and until his or her successor shall have been duly elected and qualified, or until his or her death, resignation or removal.

5.5 ***Chair***

The Chair shall preside at all meetings of the Board of Directors, shall be the chief executive officer of the Corporation and shall in general supervise and direct all of the business and affairs of the Corporation, subject to the direction and control of the Board of Directors. The Chair may sign, with the Secretary or any other proper officer of the Corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts or other instruments which the Board of Directors has authorized to be executed, except documents the execution of which shall be expressly delegated by law, the Articles of Incorporation, these By-laws, or the Board of Directors to some other officer or agent of the Corporation. The Chair shall, in general, perform all duties customarily incident to the position of President and such other duties as may be prescribed from time to time by the Board of Directors.

5.6 ***Secretary***

The Secretary shall keep minutes of the meetings of the Board of Directors in one or more books maintained for that purpose; shall see that all notices are duly given in accordance with applicable law, the Articles of Incorporation and these By-laws; shall be custodian of the corporate records and of the seal of the Corporation; shall keep a record of the mailing address of each Director and Officer of the Corporation, which addresses shall be furnished to the Secretary by the Directors and Officers; and, in general, shall perform all duties customarily incident to the office of Secretary and such other duties as may be assigned from time to time by the Chair or the Board of Directors. In the absence of the Chair, the Secretary shall perform the duties of the Chair and when acting in such capacity, shall be subject to all of the restrictions in place upon the Chair.

5.7 ***Treasurer***

The Treasurer shall be the principal accounting and financial officer of the Corporation and shall have charge of and be responsible for the maintenance of adequate books of account for the Corporation; shall have charge and custody and be responsible for all funds and securities of the Corporation, and for the receipt and disbursement thereof; shall deposit all funds and securities of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VI of these By-laws; and in general perform all of the duties customarily incident to the office of Treasurer and such other duties as from time to time may be assigned by the Chair or the Board of Directors.

ARTICLE VI

CONTRACTS, CHECKS, DEPOSITS AND GIFTS

6.1 ***Contracts***

The Board of Directors may authorize any Officer or Officers, agent or agents of the Corporation, in addition to the Officers so authorized by these By-laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

6.2 *Checks, Drafts, etc.*

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such Officer or Officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer and countersigned by the Chair of the Corporation.

6.3 *Deposits*

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

6.4 *Gifts*

The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation.

ARTICLE VII

DISSOLUTION

In the event of the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the remaining assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable and educational purposes as shall at the time qualify as a tax-exempt organization or organizations under Section 501(c)(3) of the Code or the corresponding provision of any future United States internal revenue statute, as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the court of general jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for the purposes of the Corporation in such manner, or to such organization or organizations which are organized and operated exclusively for such purposes and are tax-exempt under Section 501(c)(3) of the Code or the corresponding provision of any future United States internal revenue statute, as said court shall determine.

ARTICLE VIII

BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Board of Directors.

ARTICLE IX

FISCAL YEAR

The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December of each calendar year.

ARTICLE X

CORPORATE SEAL

The Board of Directors may provide for a corporate seal which shall be in the form of a circle and shall have inscribed thereon the name of the Corporation and the words "State of Illinois."

ARTICLE XI

WAIVER OF NOTICE

Whenever any notice is required to be given under applicable law, the Articles of Incorporation or these By-laws, waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XII

AMENDMENTS

These By-laws may be altered, amended or repealed and new By-laws may be adopted by a majority of the members of the Corporation, acting at any duly called and constituted regular or special meeting of the board of directors of the Northeastern Section of the American Urological Association, provided that written notice of the proposed change or changes shall have been included in the notice of any such meeting.