

BY-LAWS
OF
THE OHIO UROLOGICAL SOCIETY, INC.
(amended 03/2014)

ARTICLE I
PURPOSE OF THE SOCIETY

Consistent with its purpose set forth in its Articles of Incorporation, The Ohio Urological Society is dedicated to encouraging the highest quality of urologic care. To this end, The organization will engage in educational programs and meetings to keep its members economically, politically and legally informed, including but not limited to, concerning socioeconomic factors that affect urologic practice.

ARTICLE II
MEMBERSHIP

The membership of the Society shall consist of the following categories:

1. Active members
2. Candidate members
3. Affiliate members
4. Senior members
5. Allied Health Professionals

Applications for membership in the Society shall be made upon blank forms provided by the –Secretary, which shall have been approved by the Executive Committee. All applications must be sent to the Secretary at least sixty (60) days prior to the Annual Meeting. Membership of the Ohio Urological Society does not replace licensure in the state of Ohio or any other state, nor does it ensure or imply competency in the practice of urology.

SECTION I
ACTIVE MEMBERS

A Candidate for active membership must have the following qualifications:

1. Primary office or delivery of urologic care at an Ohio institution.
2. Graduation from an acceptable medical school or school of osteopathy with receipt of a Doctor of Medicine degree. Doctor of Osteopathy degree or any equivalent degree approved by the American Association of Medical colleges or American Association of Osteopathic Physicians.
3. Possession of an unlimited license to practice medicine and surgery in the state of Ohio.
4. Postgraduate training in hospitals approved by the Joint Commission on Accreditation of Hospitals or its equivalent. This must include acceptable completion of an approved urological residency.
5. Limitation of his or her practice entirely to the specialty of urology.
6. Engaged full-time in the practice of urology in the state of Ohio.
7. The Secretary shall request certification from the Individual State Board of Medical Examiners, training hospitals certifying the residency in urology or other agency to secure proof of an authentic medical diploma and certificate of completed residency training. This information will be shared with the chairman of the Nominating Committee.
8. Completion of an application form which must be sent to the Secretary of the Section at least sixty (60) days prior to the Annual meeting.
9. Endorsement of his or her ethical, moral and professional standards by an active or senior member of the Society who must be well-acquainted with his or her professional activities, this member shall send confidential letters to the Secretary.
10. Approval by the Membership Committee after a careful consideration of the application. The candidate must be approved by a majority vote of the members present and voting at the Annual Meeting.
11. The candidate may apply again for membership after an interval of two years if the initial application is disapproved.

SECTION II CANDIDATE MEMBERS

Candidate membership is limited to physicians who are full-time residents in urology in an accredited training program within the state of Ohio. Such membership will terminate with completion or discontinuation of such residency training. A candidate member must have the following qualifications:

1. Citizenship in the country in which he or she practices.
2. Graduation from an acceptable medical school with receipt of a Doctor of Medicine degree. Doctor of Osteopathy degree of an equivalent degree.
3. Possession of an unlimited license to practice medicine and surgery in the State of Ohio.
4. The Secretary shall request certification from the Individual State Board of Medical Examiners, training hospitals certifying participation in the residency in Urology or other agency to secure proof of an authentic medical diploma and verification of participation in residency training. This information will be shared with the chairman of the nominating committee.
5. Completion of an application form which must be sent to the Secretary of the Section at least sixty (60) days prior to the Annual Meeting.
6. Endorsement of his or her ethical, moral and professional standards by an active or senior member of the Society who must be well-aquainted with his or her professional activities. This member shall send confidential letters to the Secretary.
7. Approval by the Membership Committee after a careful consideration of the application. The candidate must be approved by a majority vote of the members present and voting at the Annual Meeting.
8. The candidate may apply again for membership after an interval of two years if the initial application is disapproved.

SECTION III AFFILIATE MEMBERSHIP

Affiliate membership is limited to full-time urologists who are not licensed to practice within the State of Ohio. Are licensed to practice outside the State of Ohio and are members of their local urological society and/or the American Urological Association. A candidate for Affiliate membership must have the following qualifications:

1. Candidates for Affiliate Membership shall fulfill all qualifications for Active membership, other than Ohio licensure.
2. Completion of an application within sixty (60) days prior to the Annual Meeting.
3. Endorsement of his or her ethical, moral and professional standards by an active or senior member OUS the Society who must be well acquainted with his or her professional activities. This member shall send confidential letters to the Secretary.
4. Approval by the Membership Committee after a careful consideration of the application. The candidate must be approved by a majority vote of the members present and voting at the Annual Meeting.
5. The affiliate member shall not be eligible for appointive or elective office nor have the right to vote.
6. They shall automatically become Active members when they become licensed to practice urology within the State of Ohio and request in writing such change in membership status.

SECTION IV SENIOR MEMBERSHIP

Senior membership is offered to those previously Active Members and Affiliate Members in good standing upon reaching the age of sixty-five (65) years or those previously active and affiliate members in good standing who are fully retired from the practice of urology.

1. A candidate for Senior Membership shall submit a written application to the Secretary at least sixty (60) days before the Annual Meeting which application must be approved by the Executive Committee. The change in status to Senior Member must be approved by a majority vote of the members present and voting at the Annual Meeting.
2. Senior Members shall retain all their previous rights and privileges but shall be exempt from paying annual dues and special assessments.

Section V ALLIED HEALTH PROFESSIONALS MEMBERSHIP

1. NP/PA membership is available to physician assistants and nurse practitioners specializing in urology and not otherwise eligible for membership in the OUS. This would be a midlevel category for Active membership, with the membership dues amount at a reduced level.
2. Application and renewal of membership requires sponsorship by an active or senior member of the OUS.
3. NP/PA members shall have all the privileges of active membership but cannot hold office or vote. Dues and assessments will be established by the Executive Committee.

ARTICLE III DUES, INITIATION FEES AND ASSESSMENTS

1. The fiscal year of the Society shall date from January first to December thirty-first.
2. The annual dues and initiation fee shall be proposed by the president and Secretary and approved by the membership during the Annual Meeting.
3. Special assessments may be ordered by the Executive Committee but must be approved by a majority of the eligible members present and voting at the Annual Meeting.
4. Active and affiliate Members are required to pay all dues and assessments. Senior and Candidate Members will pay no dues nor assessments.

ARTICLE IV VOTING PRIVILEGES

All Active and Senior Members in good standing are “eligible Members” and are entitled to vote at the Annual Meeting and Special Meetings except Allied Health Professional Members.

ARTICLE V RESIGNATION

Any member of the Society in good standing may resign at any time by written notification to the Secretary, who shall acknowledge said resignation in writing and report it to the Executive Committee.

ARTICLE VI DISCIPLINE

1. All matters of discipline are the prerogative of the Executive Committee, who by a two-thirds (2/3) vote may reprimand, suspend or expel any member of the Society for violation of any of the by-laws, rules or regulations of the Society or for unprofessional conduct, or if the member is found guilty in a court of law of a statutory crime or of a crime involving moral turpitude.

2. Whenever the Executive Committee deems it advisable to discipline a member it shall request the member to appear before it to answer the alleged charge.
3. The notification to appear before the Committee must be in writing and must be sent by registered mail. Return receipt requested, at least thirty (30) days prior to the member's appearance.

ARTICLE VII REINSTATEMENT

1. The reinstatement of suspended or expelled members is the prerogative of the Executive Committee, subject to approval by the majority of the members present and voting at the Annual Meeting.
2. Request for reinstatement must be sent to the Secretary in writing at least sixty (60) days prior to the Annual Meeting.
3. Expelled members may not apply for reinstatement until at least (2) years have elapsed since the date of their expulsion.

ARTICLE VIII OFFICERS

1. The officers of the Ohio Urological Society, Inc, shall be a President, a President-Elect, the Immediate Past President , Secretary and Treasurer .
2. All officers shall serve without financial remuneration, from the termination of the Annual Meeting at which elected until the termination of the Annual Meeting marking the end of the term of office or until their successors have been chosen.
3. All Officers must be Active or Senior Members in good standing.
4. All Officers shall be elected by a majority vote of eligible Members present at the Annual Meeting.
5. Vacancies that occur in any of the offices may be filled for the un-expired term by a majority vote of the Executive Committee.

SECTION I PRESIDENT

1. The President shall be the Chief Executive Officer of the society. The President will preside at all meetings of the Executive Committee and all Meetings of the members, including but not limited to any Special Meetings called.
2. The president shall appoint Active or Senior Members to vacancies on all standing committees and chairmanships when indicated. He shall appoint special committees authorized by the Executive Committee or membership, all committee appointments should be made within sixty (60) days after the Annual Meeting and reported to the Secretary and reported to Members in the next newsletter.
3. The President may call Special Meetings of the Executive Committee.
4. The President shall direct the attention of the Executive Committee to all matters pertaining to the interpretation of the By-Laws and to all matters of discipline of members.
5. The President shall appoint a Parliamentarian to all meetings of the Executive Committee, the Annual Meeting and Special meetings.
6. The President shall be nominated by the Nominating Committee at the Annual Meeting in each year that a nomination is due. The Nominating Committee Chairman will present a name of the selected individual to the general membership at the Annual Meeting. Additional nominations are closed. The President will be elected from the majority vote of those eligible Members attending the meeting.,
7. The President will have a one (1) year term commencing immediately following the Annual Meeting at which such President is elected. The President's term will end immediately after the Annual meeting at which his successor is elected.

SECTION II PRESIDENT-ELECT

1. The term of office shall be one (1) year and the President-Elect shall automatically succeed the retiring President at the conclusion of the annual Meeting at which the president's one year term terminates.
2. The President-Elect shall be a member of the Executive Committee.
3. The President-Elect shall perform any duties assigned to him by the President and serve for the President in his absence.

SECTION III IMMEDIATE PAST PRESIDENT

1. The term of office shall be one (1) year, commencing immediately upon the termination of his or her term as President, or until his or her successor assumes office.
2. The Immediate Past-President shall serve on the Executive Committee and as chairman of the Nominating Committee.

SECTION IV Secretary

1. The term of office shall be two (2) years or until a successor assumes the office.
2. The Secretary shall:
 - (a) employ, with the approval of the Executive Committee, such secretarial assistance and accounting assistance as necessary;
 - (b) keep accurate records of all the activities of the Society and shall give prompt attention to all correspondence;
 - (c) be a member of the Executive committee and the Nominating Committee;
 - (d) train the Secretary-elect, during his second year in office;
 - (e) keep an accurate list of (1) members: (2) applicants for membership: (3) applicants recommended by the Membership and Executive committee: (4) applicants rejected and dates of rejection: (5) members suspended or expelled and the dates of suspension or expulsion: (6) members reinstated and the date of same and (7) Active or Associate Members transferred to Senior or Honorary membership;
 - (f) provide application blanks and receive applications for all categories of membership and shall send them to the Membership committee for consideration;
 - (g) give written notification to all newly elected members and furnish them with a copy of the Articles of Incorporation and by-laws, and a Certificate of membership, in the case of Active Members;
 - (h) keep an accurate roster of the membership and have it printed at such intervals as are ordered by the Executive Committee;
 - (i) publish and send newsletters;
 - (j) send notice of the time and place of the Annual Meeting by Newsletter to all members before the Annual Meeting;
 - (k) send notice of all special Executive Committee meetings so as to reach members of the Executive Committee at least fifteen (15) day before the date of the meeting and also state the purpose of the meeting
 - (l) arrange for meetings of the Executive Committee and send notices of all Regular and Special Meetings to all members of the Executive Committee, and keep the minutes and all records of such meetings;
 - (m) keep accurate minutes of the Annual Meeting and send a copy to every member of the Executive Committee;

- (n) obtain the names of all committee members for the coming year from the President within sixty (60) days after the Annual Meeting and promptly notify the committee members in writing;
- (o) make an Annual Report of all of the activities of the Secretary on behalf of the society to the Executive committee at its Annual Meeting and to members of the society at the Annual Meeting;
- (p) report to the Chairman of the Nominating Committee sixty (60) days before the Annual Meeting regarding the vacancies which will occur in the offices of the North Central Section and representatives of the Ohio State Medical Association;
- (q) report to the Secretary of the North Central Section and the Ohio State Medical Association immediately after the Annual Meeting the names of those members elected as representatives to such organizations;
- (r) draft proposed bylaws changes and present to the Executive Committee and membership.

SECTION V
TREASURER

1. THE TERM OF OFFICE SHALL BE FOR TWO (2) YEARS OR UNTIL THE SUCCESSOR ASSUMES THE OFFICE.
2. THE TREASURER SHALL:
 - (A) be the custodian of all properties of the Society;
 - (B) keep an accurate record of all properties of the Society and keep them in the name of the Society;
 - (C) disburse the moneys of the Society only by the authority of the Executive Committee.
 - (D) keep a journal, ledger and alphabetical list of all members indicating the state of their accounts with the Society;
 - (E) be responsible for the collection of all dues and assessments, both current and delinquent and the reporting of dues delinquent members promptly to the Executive Committee;
 - (F) have an annual audit of the Society's financial status prepared by a certified public accountant, and present a report of this audit to the Executive Committee and to the members of the Society at the Annual Meeting;
 - (G) recommend to the Executive Committee the need for any special assessments;
 - (H) report annually to the Executive Committee on the properties held by the Society and the existence of which must be verified by the certified public accountant;
 - (I) purchase or dispose of the Society's properties only upon authorization of the Executive Committee;
 - (J) send bills for the next year's dues to all Active and Associate members by January first;
 - (K) collect special assessments which have been ordered by the Executive Committee and approved by the membership at the Annual Meeting.
 - (L) Obtain each year the reports and records of the Local Meeting committee and a financial statement of the members of the Executive committee.

Section VI
SECRETARY-ELECT

A Secretary-Elect shall be elected on (1) year before the termination of the current Secretary-term of office.

1. The Secretary-Elect shall automatically become the new Secretary at the conclusion of the Annual Meeting at which the current Secretary term of office expires.
2. The Secretary-Elect shall become familiar with the duties of the Secretary during the incumbent's second (2ND) and final year in office and the incumbent Secretary shall specifically designate such duties.
3. The Secretary-Elect shall attend all meetings of the Executive Committee and shall be eligible to vote at such meetings.

ARTICLE IX

BOARD OF TRUSTEES
(EXECUTIVE COMMITTEE)
amended 03/2014

1. The board of Trustees, herein referred to as the Executive Committee, shall consist of the President, president-elect, Immediate Past President, Secretary and Treasurer and one each from each of the following Ohio geographical areas (1) Northwest Ohio; (2) Southern Ohio; (3) Central Ohio; and (4) Northeast Ohio; each a trustee, herein referred to as a member of the Executive Committee. The Representatives to the North Central Sections, the Ohio State Medical Association, and the Secretary-Elect of OUS shall be non-voting members of the Executive Committee. There will be five members at large without geographic restriction, including one Resident Representative and one Allied Health Professional Representative. Active officers of North Central Section shall be non-voting members. The Health policy Coordinator of OUS shall be a voting member.
2. The term of office of the geographically elected members shall be three (3) years, and the Members at Large without geographic restriction shall be two (2) years. The term of office of the Health policy coordinator and the Representative to the Ohio State Medical Association shall be three (3) years. The term of office of the North Central Section Representative shall conform to the requirements of the North Central Section of the American Urological Association.
3. The Executive Committee shall have charge of the administration of all affairs of the Society. The Annual Meeting of the Executive Committee shall be before or during the Annual Meeting of the society. Special meetings of the Executive Committee, within or without the State of Ohio, may be called by the President or the Secretary, on the written request of any (2) members, on at least two (2) days notice to each member of the Executive Committee, either personally or by mail or telegram. or they may be held at any time or place, within or without the State of Ohio, without notice, by the presence of all members. Notwithstanding anything in these by-laws to the contrary, any action that may be authorized or taken at an Annual Meeting or Special meeting of the Executive Committee, may be authorized or taken without a meeting with the affirmative vote or approval of all of the members of the Executive Committee who would be entitled to notice of a meeting for such purpose. Any such writing shall be filed with or entered upon the records of the Corporation.
4. A majority of the authorized number of voting members of the Executive Committee shall constitute a quorum at all meetings of the Executive Committee and the act of a majority of such members present at a meeting at which a quorum is present is the act of the Executive Committee.
5. It shall select the time and place of the Annual Meeting of the Society, subject to paragraph 1 of article XII herein.
6. It shall receive the annual reports of the Secretary and either approve the reports or make the necessary recommendations for a different policy in the conduct of the office.
7. It shall receive reports of regular and special committees and make recommendations concerning the policies advocated.
8. It shall consider the names of candidates submitted for membership by the Membership committee and recommend suitable candidates for election by the membership at the Annual meeting.
9. It shall determine the annual dues, the initiation fee, and all special assessments, subject to approval by the membership at the Annual Meeting.
10. It shall make recommendation to the by-laws committee concerning proposed amendments to the by-laws.
11. Special meetings of the Executive Committee may be called upon request of a majority of its members or by the President
12. It shall advise the Secretary of the Society regarding its properties.

13. It shall appoint Active or Senior Members to fill any vacancies in the elected offices of the Society.
14. All Board of Directors and members of the Executive Committee of the Ohio Urological Society will actively practice within the state of Ohio.

ARTICLE X COMMITTEES

1. Active and Senior members only are eligible for appointment to committees of the Society. All committees are to be appointed by the president within sixty (60) days following each Annual Meeting. The president shall have the power also to appoint special committees for a specific purpose subject to approval by the Executive committee or the membership. All appointed members must be given prompt written notification by the Secretary. A roster of all Society committees shall be published in the first newsletter following the Annual Meeting. The Chairman of all regular and special committees shall render a written report to the Executive Committee at its Annual Meeting and also to the membership at the Annual Meeting.
2. The Standing Committees of the Society are:
 - (a) Nominating Committee
 - (b) Membership Committee
 - (c) Program Committee
 - (d) By-laws Committee
 - (e) Legislative Committee
 - (f) Long-Range Planning Committee
 - (g) Socio-Economics Committee

Section I NOMINATING COMMITTEE

1. The committee shall be composed of the Immediate Past president, the Secretary, the immediate past representative to the Board of Directors of the North Central Section and three (3) members nominated at large, one of these three to serve as an alternate. These members will be regionally balanced, that are regionally balanced, and elected at the Annual Meeting. The Chairman shall be the Immediate Past President. In the event no nominated member receives a majority, another vote will be taken between the two nominated members receiving the most votes.
2. It shall be the duty of this Committee to present to the members of the Society at the Annual Meeting a list of nominees for the following Society offices and the Representatives to the North Central Section and the Ohio State Medical Association;
 - (a) president-elect (every year);
 - (b) Secretary (every second (2ND) year).
 - (c) Secretary elect (every second (2ND) year)
 - (d) Treasurer (every second (2ND) year)
 - (e) Two (2) or more members of the Executive Committee;
 - (f) Representative to the Executive Committee of the North Central Society and Alternate (every three (3) years);
 - (g) Representative to the Ohio State medical Association (“OSMA Floor Delegate”)
 - (i) The OSMA Floor Delegate shall have a term of three years. Once elected, the term will start in that OSMA session following the Annual Meeting and be for a total of three (3) years

- (ii) The OSMA Floor Delegate shall report the results of the OSMA meeting to the membership at each Annual Meeting. The OSMA Floor Delegate may select an alternate delegate to be present in his or her absence, provided such person is approved by the Executive Committee to represent the society at a particular meeting.
- (h) Representative to the Medicare Medical Advisory Committee (every three (3) years)
- (i) Nominee for membership on the Nominating Committee of the North Central Society.
- (j) All representatives to the North Central Society of the American Urological Association, Inc. may vote on representatives to that organization.
- (k) A member of this committee shall be eligible for any elective office of the Society or for election as a representative to the North Central Society of the American Urological Association, Inc. excepting that incumbents in either category shall continue for their stated term of office.
- (l) Nomination for all offices must be called for from the floor by the President at the Annual Meeting before any voting takes place.

Section II MEMBERSHIP COMMITTEE

The Committee shall consist of at least three (3) members appointed by the Executive committee who will serve two (2) year terms, or such other term as determined by the Executive Committee as to any such member . This committee will be activated at the discretion of the Society officers.

- (a) It shall consider applications for all categories of membership which have been filed with the Secretary.
- (b) It shall forward to the Executive Committee its recommendation concerning all applicants
- (c) It shall obtain from the Executive Committee the names of all applicants approved for election to membership. This list shall be read by the Chairman at the Annual Meeting.
- (d) It must make a thorough investigation of the ethical, moral and professional standards of all applications.

Section III PROGRAM COMMITTEE

The Committee shall consist of the President, the president-elect, chairman of the Meeting Committee, Secretary and the Treasurer who shall be Chairman of the Committee. This committee will be activated at the discretion of the President.

- (a) It shall arrange the scientific program for the Annual Meeting and select the titles of the papers best suited for the program.
- (b) It shall be the prerogative of the committee to invite any quest speakers from outside the Society whom it feels would contribute to the program. The expenses incurred by invited guest speakers shall be paid for by the Society.

Section IV BY-LAWS COMMITTEE

The Committee shall consist of three (3) Active or Senior Members, one (1) shall be designated as Chairman. The term of office shall be three (3) years. Members shall be eligible for two (2) terms.

1. The Chairman shall keep an accurate file of all correspondence to and from the Members of the committee and from the Secretary of proposed amendments by Members of the Society.
2. The committee shall meet and review the by-laws annually and make recommendations to the Executive Committee any changes that seem desirable.
3. All proposed amendments to the by-laws shall be submitted to the Executive Committee for consideration prior to the applicable Annual Meeting or Special meeting.

Section V
LONG RANGE PLANNING

The long range planning committee is composed of two or more individuals. One who is the Ohio (OUS) representative to the North Central Section. The other individual(s) should have experience with the North Central Section and/or the AUA.

The duties of the Long Range Planning committee include assisting in the long range planning of the society and it's relationship within the North Central Section and AUA. The committee will be aware of positions that will be available to OUS members within the North Central Section and the AUA. The committee will report to the OUS board biannually.

Section VI
OTHER STANDING COMMITTEES

The membership and responsibilities of the remaining Standing Committees, and any other Committees appointed as provided in these by-laws, shall be determined by the President.

ARTICLE XI
REPRESENTATIVES TO THE NORTH CENTRAL SECTION OF
THE AMERICAN UROLOGICAL ASSOCIATION, INC.

Representatives and Alternates to Committees of the North Central Section of the American Urological Association, Inc must be Active or Senior Members of the Section and also members of that organization. They shall be nominated by the Nominating Committee or from the floor at the Annual Meeting. The voting shall be limited to those members of the Society who are also members of the North Central Section of the American Urological Association, Inc.

ARTICLE XII
MEETINGS OF MEMBERS

1. The Annual and Special Meetings shall be held at such time and place, within or without the State of Ohio, as is designated by the President and the Executive Committee. Official notice of the Annual Meeting must be sent to the members at least one (1) month before the time of the meeting. Notice of Special Meetings must be sent out to the members at least then (10) days before such a meeting. Any action which may be taken and business which may be conducted at the annual Meeting may be taken and conducted at a Special Meeting.
2. The eligible Members present at any meeting of voting members shall constitute a quorum for such meeting. Including but not limited to the Annual meetings and at Special Meetings and the acts of a majority of the eligible Members present at a meeting at which a quorum is present shall constitute the acts of the Members. But no action required by law, the Articles of Incorporation or these by-laws to

be authorized or taken by a specified proportion or number of the voting members may be taken or authorized by a lesser proportion or number.

3. All eligible members shall be entitled to one vote on all matters. Cumulative voting shall be prohibited.
4. Notwithstanding anything in these by-laws to the contrary, any action that may be authorized or taken at a meeting of the Members may be authorized or taken without a meeting with the affirmative vote or approval of, and in a writing or writing signed by, a majority of the eligible Members. Any such writing shall be filed with or entered upon the records of the Corporation.

ARTICLE XIII AMENDMENTS

1. The by-laws may be suspended temporarily by the two-thirds (2/3) vote of the Executive Committee while in session or by two-thirds (2/3) vote by the eligible Members at the Annual Meeting.
2. Proposed amendments to the Articles of Incorporation or the by-laws must be submitted in writing to the Secretary, who will then refer them to the by-laws Committee.
3. The committee shall consider all proposed amendments and present its recommendations to the Executive Committee prior to the Annual Meeting.
4. A majority vote of the eligible Members present and voting at the Annual meeting or Special meeting is required for the adoption of any proposed amendment to the Articles of Incorporation or the by-laws. The by-laws may be repealed by a two-thirds (2/3) affirmative vote of the eligible Members present and voting at the Annual Meeting or Special Meeting.

ARTICLE XIV RULES ON PARLIAMENTARY PROCEDURE

Sturgis Standard Code of Parliamentary procedure, current edition, shall govern the proceedings of the Ohio Urological Society, Inc. unless provided for in the Articles of Incorporation or in these by-laws.