

**THE SOCIETY OF ACADEMIC UROLOGISTS (SAU)
BYLAWS**

(Revised May 5th, 2016; May 17th, 2018)

MISSION STATEMENT

To provide academic urologists a forum for the discussion, review and potential resolution of issues critical to all aspects of academic urology.

VISION STATEMENT

The Society of Academic Urologists aspires to be the world's leading organization for academic urologists.

ARTICLE I: MEMBERSHIP

SECTION 1. The Society shall consist of the following categories of institutional members: Active and Associate.

SECTION 2. *Members.*

- A. Active Membership – voting members
Active Institutional Membership – Open to any urology training program accredited by the Accreditation Council of Graduate Medical Education (ACGME). Active Membership applications must be requested and completed by the applicant prior to consideration for membership. Non-ACGME accredited fellowships must be part of a core ACGME-accredited program and are included as such.
- B. Associate Membership – voting members
Associate Institutional Membership - Open to any training program accredited by the Royal College of Physicians and Surgeons of Canada. Associate Membership applications must be requested and completed by the applicant prior to consideration for membership. Associate institutions are voting members. Non-accredited fellowships must be part of a core accredited program and are included as such.
- C. The Executive Office will provide the Membership Committee the Membership Applications and any pertinent data on a monthly rolling basis.
- D. The Membership Committee will carry out such additional investigations of the academic, sponsoring institutions as seen appropriate and will approve those institutions that are qualified for membership.

SECTION 3. *Voting Rights* – One member from each Active or Associate Member Institution shall be entitled to one vote on each matter submitted to the vote of the members. Where there are multiple members from a given ACGME accredited urology program, the chair of the program (or his/her designee) will designate in writing the member authorized to exercise the voting rights provided under this paragraphs. If the program fails to make such a designation, the president of the Society may make the designation on behalf of the program.

In no event shall more than one member from a given program be allowed to vote on any matter submitted to a vote of the members. *Proxy voting is prohibited.*

In addition, the voting rights of any member that is not in good standing as a result of failing to pay dues shall be suspended until such time as all dues in arrears have been paid in full.

SECTION 4. *Termination of Membership* – The Executive Committee by affirmation vote of 2/3 of all of the members of the Executive Committee may suspend or expel an active institutional member with or without cause when the Executive Committee in its sole and absolute discretion determines it is in the best interest of the Society to suspend or expel the active member. *All decisions of the Executive Committee are final and may not be appealed.* In addition, the membership of any member who becomes ineligible for membership or which shall be two years in default in the payment of any dues or charges shall be terminated automatically. In special circumstances, such termination may be delayed by the Executive Committee members.

SECTION 5. *Resignation* – Upon written request signed by the chairman of the urology department or division representing the active institutional member, the Executive Committee, by the affirmation vote of 2/3 of the members of the Executive Committee, reinstate such former member to membership on such terms as the Executive Committee may deem appropriate. A member will not be reinstated until all dues, assessments and other charges accrued are paid in full.

ARTICLE II: QUORUM AND ELECTIONS

SECTION 1. *Quorum.* The quorum required to conduct the affairs of the Society at any regular business meeting shall consist of not less than twenty members.

SECTION 2. *Elections.* The election of officers of the Society shall be by majority of those members present and voting at the regular Annual Business meeting of the Society.

ARTICLE III: OFFICERS

SECTION 1. The Officers of the Society shall be the President, President-Elect, Secretary, Treasurer and Immediate Past President.

- A. *President.*** The President-Elect of the Society shall become President following one year of service as President-Elect or if the President is unable to complete the term of office. The President shall preside at all meetings of the Society and the Executive Committee, shall make such committee appointments as are prescribed and necessary, and shall be responsible for the general conduct of affairs of the Society.
- B. *President-Elect.*** The President-Elect of the Society shall be elected annually, and shall succeed to the presidency of the Society in the succeeding year. The President-

Elect shall be Chairman of the Program Committee, shall serve on the Education Committee, shall preside at the meetings of the Society or the Executive Committee in the absence or disability of the President, and shall advise and assist the President as necessary.

- C. *Secretary.*** The Secretary of the Society shall be elected to a 2-year term. The Secretary shall be responsible for maintaining the records of the Society; see that all notices are duly given in accordance with the provisions of the bylaws for the Society; record and distribute the minutes to Society members; s/he will be responsible for the membership roster with the dates of admission and places of residence. The Secretary shall also serve on the Membership Committee. The Secretary shall be reimbursed for such expenses as may have been encountered in the proper execution of the office. The Secretary and Treasurer shall be elected in alternating years.
- D. *Treasurer.*** The Treasurer of the Society shall be elected to a 2-year term. The Treasurer shall be responsible for maintaining the accounting records of the Society; have charge and custody of all funds and securities of the Society and be responsible for receipt and disbursement thereof; s/he will be responsible for the business affairs of the Society, including the collection of dues and assessments. The Treasurer shall be reimbursed for such expenses as may have been encountered in the proper execution of the office. The Treasurer and Secretary shall be elected in alternating years.
- E. *Immediate Past President*** – The Immediate Past President shall principally serve as an advisor to the President and shall perform such duties and tasks as may be assigned to him/her from time to time by the President.

SECTION 2. *Compensation* – Officers shall not receive compensation for their services as officers or Executive Committee members, although reasonable expenses for attendance at Executive Committee meetings may be paid or reimbursed by the Society. Officers may also receive reimbursement for reasonable expenses incurred in the conduct of their responsibilities for the Society.

SECTION 3. *Qualifications* – Any faculty member of a sponsoring institution which has an active or associate membership of the Society may serve as an officer of the Society. Once an individual has served as an officer for four (4) years, s/he may not stand for election as an officer for two (2) years.

SECTION 4. *Nomination and Election* – After completing a one (1) year term as president elect, an individual shall automatically serve a one (1) year term as president, after which an individual shall automatically serve a one (1) year term as immediate past president.

SECTION 5. *Nomination of Officers* – The Nominating Committee will solicit nominations for open positions from members of the Executive Committee and general membership. The

Nominating Committee will identify a slate of candidates and provide this information to the Executive Committee in advance of the Annual Meeting. The slate of candidates will be finalized by the Executive Committee at the Annual meeting. The final slate of candidates will then be presented to the general membership for vote at the Annual Business meeting. The Immediate Past President shall Chair the Nominating Committee.

ARTICLE IV: EXECUTIVE COMMITTEE

SECTION 1. *Composition.* The Executive Committee of the Society shall consist of the President, President-Elect, Secretary, Treasurer, Immediate Past-President and four Members At Large of the Society. Terms of the Secretary and Treasurer shall be staggered so that the terms of these officers overlap one year.

SECTION 2. *Members At Large.* Four members of the Society shall be elected to serve as at-large members of the Executive Committee with voting rights for a period of two years each. Two Members At Large shall be elected in even years and two elected in odd years so the terms will be staggered.

SECTION 3. *Liaison Representatives.* Liaison representatives to other organizations shall be appointed by the President with the approval of the Executive Committee and shall be non-voting ex-officio members of the Executive Committee. These liaison representatives will be AUA, ABU, ACS, and RRC. The Residency Review Committee for Urology (RRCU), the American Board of Urology (ABU), the American Urological Association (AUA), and the American College of Surgeons (ACS), shall each appoint one (1) individual to serve as an advisory director with voice, but not vote. The Executive Committee of the SAU in its sole and absolute discretion may exclude any advisory director from any meeting of the Executive Committee. The term for liaison representatives shall be as follows: RRC for Urology – while chairperson; ABU – an active trustee of the ABU (as long as the ABU agrees) and not to exceed two successive 2-year terms.

SECTION 4. *Responsibilities.* It shall be the responsibility of the Executive Committee of the Society to direct the affairs of the Society and to recommend action by the membership.

SECTION 5. The Executive Committee of the Society shall meet at least once annually and always in conjunction with the regular meeting of the Society.

SECTION 6. *Qualifications* – Any faculty member of a sponsoring institution which has an active or associate membership of the Society may serve on the Executive Committee.

SECTION 7. *Vacancies.* Any vacancy occurring in the board of directors or any directorship shall be filled by the board of directors. A director elected or appointed, as the case may be, to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

ARTICLE V: MEETINGS

The Society shall meet not less often than annually at a time and place to be determined by the Executive Committee and announced to all the membership.

SECTION 1. *Purpose of the annual meetings* – will be to elect officers and for the transaction of such other business as may come before the meeting. The date of the annual meeting shall be as specified by the Executive Committee in a resolution.

SECTION 2. *Special Meetings* – of the members may be called either by the President or the Executive Committee or by not less than 1/20 of the active members having voting rights, for the purpose or purposes stated in the call of the meeting.

ARTICLE VI: DUES AND ASSESSMENTS

SECTION 1. *Dues.* Dues shall be paid by each Active and Associate member of the Society, due and payable at the beginning of each fiscal year. The Executive Committee will set the amount of the dues annually and any change in dues will be voted on by the membership at the annual meeting. Nonpayment of dues shall be cause for revocation of membership. After two dues notices have not been paid, the Treasurer will notify the delinquent member that he/she has ninety days in which to pay the dues or membership will be terminated.

SECTION 2. *Assessments.* Special assessment against the membership may be recommended by the Executive Committee and levied by majority vote of the membership in any annual meeting for the purposes necessary to the proper conduct of the affairs of the Society. Such assessments shall be due and payable at the beginning of the fiscal year, and nonpayment of such assessment shall be cause for revocation of membership.

SECTION 3. *Fiscal Year.* The fiscal year of the Society shall be the calendar year.

ARTICLE VII: COMMITTEES

SECTION 1. Committees of this Society shall consist of the Nominating Committee, the Membership Committee, the Program Committee, the Education Committee, the Bylaws Committee, the Health Policy Committee, the Research Committee, the VA Liaison Committee, and other such committees necessary to the conduct of the affairs of the Society.

SECTION 2. *Nominating Committee.* The Nominating Committee shall consist of three members. One member shall be the Immediate Past President of the Society who shall serve as chairman of the committee. The second member shall be the President-Elect of the Society. The third member shall be nominated and elected by the general membership of the Society. The Nominating Committee shall recommend to the membership a slate of officers

for elections at the Annual Business meeting. The Nominating Committee shall also recommend the slate of nominees for the ABU Trustee. The term of each member of the Nominating Committee is one year.

SECTION 3. *Membership Committee.* The Membership Committee shall consist of one Active member who is not an officer of the Society, as well as the Secretary of the Society. The Active member will serve as the Chairman. The Membership Committee Chair is selected by the Nominating Committee and shall serve a two year renewable term staggered with the Secretary.

SECTION 4. *Program Committee.* The Program Committee shall consist of the President-Elect and one additional member, and will develop a curriculum for and provide educational presentations at the Annual Meeting. The President-Elect shall act as Chairman of the committee and shall appoint an additional member for a one year renewable term.

SECTION 5. *Education Committee* will consist of 2 co-chairs and the Chair of the Program Committee, and will develop a curriculum for and provide educational presentations at the Annual Education Workshop for Program Directors and Coordinators. The Executive Committee will appoint the co-chairs of the Education Committee for a one year renewable term.

SECTION 6. *Bylaws Committee.* The Bylaws Committee shall make recommendations to the Executive Committee when bylaws need to be reviewed and updated. The President shall appoint the chair of the committee for a two year renewable term.

SECTION 7. *Health Policy Committee.* The Health Policy Committee shall consist of up to six members and the President serving as an ex-officio member. The chair of the committee will be selected by the Executive Committee. The Committee members shall be nominated by the Chair of the Health Policy Committee with consideration of geographic representation and approval of the president. Committee members' terms should be staggered. Members shall serve for a three-year term with the ability for one renewable term. The Chair will serve for two years with a renewable term. The Chair shall serve as the Society of Academic Urologists' representative to the AUA Health Policy Council. The Chair will be supported to attend required AUA/AACU committee meetings. The committee will give a report to the membership at the annual meeting.

SECTION 8. *Research Committee.* The Research Committee shall inform the Executive Committee of issues concerning university urologists in relation to Research. The President shall nominate the chair of the committee. The Research Committee shall be a two year renewable term.

SECTION 9. *VA Liaison Committee.* The VA Liaison Committee shall inform the Executive Committee of issues concerning university urologists in relation to VA's. The President shall nominate the chair of the committee. The VA Liaison Committee shall be a two year renewable term.

SECTION 10. SAU Historian. The term of office shall be two (2) years and is renewable for two additional terms. The Historian shall: (a) prepare an accurate history of the Society; (b) keep records of the Society pertinent to its history; (c) present an annual report to the Board of Directors and to the Society at its Annual Business Meeting; (d) prepare a necrology report and present it to the Board of Directors and members of the Society at the time of the Annual Business meeting; and (e) Present a brief eulogy of any member who has made outstanding contributions to Urology and a brief eulogy of any Society past president who has died in the preceding year at the Annual Business meeting.

SECTION 12. Other committees. Other committees, liaison representatives and AUA representative positions may be appointed by the President on an annual basis when necessary.

ARTICLE VIII: PUBLICATIONS

Papers and presentations which come before the Society may be reviewed by the Executive Committee for purpose of approval and recommendation for publication in the journal of choice of Executive Committee.

ARTICLE IX: AMENDMENTS

Amendments, deletions, and additions to the Bylaws may be effected by a majority of members present and voting at any regular business meeting, provided that written presentation of such proposed amendments, deletions, or additions has been given to the membership at least 30 days in advance of the ballot.

ARTICLE X: PROCEEDINGS

Proceedings of the Society will be conducted according to the latest edition of Robert's Rules of Order.