

**BYLAWS
OF
THE ENDOUROLOGICAL SOCIETY**

ARTICLE I

Principle and Registered Officers:

Section 1: The principle office of the corporation be at such places designated by the Board of Directors.

Section 2: The registered officers of the corporation be at such places designated by the Board of Directors.

ARTICLE II

Seal

The seal of the Corporation shall be circular in form and shall have inscribed thereon the name of the Corporation. The seal may be either an impression, written or printed.

ARTICLE III

Meeting and Members

Section 1: The Annual meeting of the members for the transaction of such business as may properly come before the meeting maybe held at such time and place during any year as may be directed by the Board of Directors; but in case of the absence of action by the Board of Directors, it shall be at the World Congress of Endourology on the 1st day of the meeting.

Section 2: The Annual meeting of the delegates maybe held at such time and place during any year as may be directed by the Board of Directors; but in case of the absence of action by the Board of Directors, it shall be at the World Congress of Endourology. Actions of the delegates include but are not limited to election of officers and directors.

Section 3: Special meetings of the delegates shall be held at the principle office of the corporation or at other convenient places within the continental limits of the US and/or Europe or Asia as maybe designated in the notice thereof and at such times as maybe fixed in the notice or as maybe prescribed from time to time by the Board of Directors. Such meetings maybe called as provided in the Articles of Incorporation.

Section 4: Notice of meetings of delegates shall be given as provided in the Articles of Incorporation.

Section 5: At all meetings of the delegates, in order to constitute a quorum for the transaction of any business except the taking of action with respect to adjournment, there shall be present regular delegates constituting at least one-tenth of the delegates entitled to vote but not fewer than 10 such members, and the decision of a majority of such quorum shall be valid as a corporate act unless a larger vote is required by law, these by-laws or the certificate of incorporation; provided, however, any action which is required to be taken, or may be taken, at a meeting of the delegates, may be taken without a meeting if consents in writing, setting forth the action so taken, shall be signed by two-thirds of the delegates entitled to vote with respect to the subjects matter thereof; and the secretary shall file such consents with the minutes of the meetings of the delegates. If at any duly call meeting of the delegates, there be present less than a quorum, the decision will rest with the Board of Directors.

Section 6: The Secretary General shall call to order all meetings of the delegates and unless otherwise ordered by the delegates entitled to vote shall act as chairman of such meeting. Unless presiding, the Secretary General of the corporation shall act as secretary of all meetings of the members in which case, or in his absence, the office of presiding at any such meeting may appoint any person to act as secretary of the meeting.

Section 7: Each country with greater than 20 dues paying members will have one delegate. Countries exceeding 75 dues paying members will have 2 delegates and countries exceeding 150 members will have 3 delegates (max). Delegates are selected by the affiliate society. If there is no affiliate society, the Executive Committee will select the delegate. Delegates must attend all WCE Meetings. Term of the delegate will be 3 years, renewable.

ARTICLE IV

Board of Directors

Section 1: The affairs of the corporation shall be managed by the Board of Directors. The Directors shall consist of the President, President-Elect, Past-President, Secretary General, Treasurer, Secretary General-Elect or Treasurer-Elect, Director of Education, Associate Director of Education, Research Chair and 3 elected representatives from Europe, 3 elected representatives for North America, 1 elected representative from Central and South America, 1 elected representative from the Mid-East and Africa, 3 elected representatives from Asia including Japan, India and Australasia and 3 members at large. The Secretary General-Elect, Treasurer-Elect and Director of Education-Elect shall be non-voting members of the Board of Directors. The current Presidents of Subsocieties will be voting members of the Board. The Director of Education will be a voting member of the Board. Founding President, Dr. Arthur Smith, the Historian and the Editors of the Journal of Endourology and Videourology editors will serve as ex officio, non-voting members of the Board. The Young Endourology Chair will serve as an ex officio, non-voting member of the Board.

Section 2: The Directors shall (except as herein after provided for the filling of vacancies) be elected at the Annual meeting of members, by the delegates.

Section 3: The term of the Directors shall begin at the conclusion of the Annual meeting at which they were elected and continue until the conclusion of the Annual meeting of the respective term/s for which they were elected. The President shall serve for 1 year. The President-Elect shall serve for 1 year. The Secretary General will serve for a 3-year term renewable to a maximum of 2 terms. The Treasurer will serve for a 5-year term renewable to a maximum of 2 terms. The Secretary General-Elect and Treasurer-Elect, after serving one year in this office, shall be elevated to the office of Secretary General and Treasurer automatically without again standing election. The Research Chair will serve a 4 year term, renewable to a maximum of 2 terms. The elected regional representatives will serve for 3 years renewable to a maximum of 2 terms. The members at large will serve for 1 year renewable to a maximum of 2 terms. The Historian will serve for a 3-year term renewable once. The Historian is a non voting member of the Board of Directors and will maintain an accurate history of the Society. The Director of Education will serve a 3 year term, renewable once and will receive administrative support from the society. The Director of Education is a voting member of the Board and is responsible for educational activities of the Society, including the annual meeting and subsociety and working group meetings. The Associate Director of Education will serve a 3 year term renewable once. The Associate Director of Education after serving at least one term can be elevated to the position of Director of Education. The Associate Director of Education is a voting member of the Board and will receive administrative support. The Research Chair is responsible for the research activities of the Society. The Research Chair is a voting member of the Board of Directors and will receive administrative support.

Section 4: Any vacancy occurring in the Board of Directors may be filled by the Board of Directors for the unexpired term.

Section 5: The Board of Directors shall meet at both the WCE and AUA meetings annually.

Section 6: Interim meetings of the Board of Directors in addition to the Annual meeting shall be held at least annually. Special meeting of the Board of Directors may be called by the President and/or the Secretary General and shall be called by the Secretary General at the request of the majority of the Directors by written or telegraphic notice delivered to each Director or mailed or sent to each Director at least three days prior to the meeting.

Section 7: Board of Directors may hold its meeting at the principle office of the corporation or at any other convenient place within the continental limits of the North America, Europe, Asia as determined by the Board of Directors. Meetings may be held by conference call at which each member is at all times able to hear what is said by each of the other members.

Section 8: A majority of the entire Board of Directors shall constitute a quorum for the transaction of business at a meeting; provided, however, if all the Directors severally or collectively consent in writing to any action to be taken by the Board of Directors, such consent shall have the same force and effect as a unanimous vote of the Directors at a meeting duly held, and the Secretary General shall file such consents with the minutes of the meetings of the Board of Directors. A motion passes with a 50 percent plus 1 of the voting members of the Board who are present (as defined below) at the meeting.

Any one or more members of the Board or any committee thereof may participate in a meeting of such Board or committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting. Members of the Board of Directors are required to attend at least 4 of 6 Board of Director Meetings held during each 3 year term unless excused by the Executive Committee, otherwise they will be dismissed from the Board of Directors.

Section 9: The Board of Directors shall have the power to create such committees as it from time to time deems desirable, and to define the respective powers and duties of such committees. The Board of Directors by resolution adopted by a majority of the entire Board designates an executive committee, which shall consist of President, President-Elect, Past-President, Secretary General, Treasurer, Director Education, Associate Director of Education and Research Chair, which committee to the extent provided in the said resolution, shall have and exercise the authority of the Board of Directors in the management of the corporation; but such committee shall not have authority as to the following matters: 1) The submission to members of any action requiring members approval under this chapter. 2) The filling of vacancies in the Board of Directors or in any committee. 3) The fixing of compensation of Directors for serving on the Board or on any committee. 4) The amendment or repeal of the bylaws or the adoption of new bylaws. 5) The amendment or repeal of any resolution of the Board, which by its term shall not be so amenable or repeatable.

Section 10: The 8 members of the Executive Committee shall serve as the Nominating Committee. A majority of the Executive Committee members will need to be present or communicating via phone conference call when designating the slate to be considered by the Board of Directors.

Section 11: The President shall preside at the meeting of the Board of Directors or in his absence the Secretary General or in his absence the Treasurer or in absence the Past President or such other person as the Board shall order.

ARTICLE V

Officers

Section 1: The officers of the corporation will constitute of the Executive Committee comprising of: President, President-Elect, Past President, Secretary General, Treasurer, Director of Education, Associate Director of Education and Research Chair. The Secretary General, Treasurer, Director of Education, Associate Director of Education and Research Chair will receive administrative support from the Society annually. The terms of the officers shall be 1 year for the President, 1 year for the President-Elect, 1 year for Past President, 3 years for the Secretary General (renewable for 1 additional term), 5 years for the Treasurer (renewable for 1 additional term), 3 years for Director of Education (renewable for 1 additional term), 3 years for Associate Director of Education (renewable for 1 additional term) and 4 years for the Research Chair (renewable for 1 additional term). The Secretary General-Elect and Treasurer-Elect after

serving one year in this office, shall be elevated to the office of Secretary General, Treasurer automatically without again standing Election. The Director of Education will serve a 3 year term renewable once. The Associate Director of Education may be elevated to office of Director of Education after serving at least one term or in the event the office of Director of Education is vacated. The terms of the officers shall begin at the conclusion of the annual meeting at which they were elected and continue until the adjournment of the annual meeting of the respective terms of their election.

Section 2: The President, President-Elect, Secretary General, Treasurer, Director of Education, Associate Director of Education and Research Chair shall perform their usual functions of such offices in non-profit corporation of this kind. The Secretary General shall have charge of and keep the records of the books, papers and seal of the corporation. The Secretary General when present (and unless presiding), shall act as secretary of all meetings of delegates and all meetings of the Board of Directors; in his absence, the presiding officer may appoint any person to act as secretary. The Secretary General will ascend to the President-Elect role at the conclusion of his or her term. The Treasurer will ascend to the President-Elect at the conclusion of his/her term.

Section 3: Any vacancy on the Executive Committee may be filled for the unexpected term by the Board of Directors.

ARTICLE VI

Membership and Committees

Section 1: There shall be a Membership Committee, consisting of a chairman and 6 members appointed by Executive Committee that is tasked with developing and implementing a membership marketing strategy and tactics aimed at recruiting and retaining members. The members of the committee should be well versed regarding the benefits, support and services afforded to members as well as the cost of membership. The committee will work closely with the Society leadership office to assure that the goals and objectives of the committee are carried out.

The committee will report to the Executive Committee and the Board of Directors. The committee will be compromised of 6 members: A Chair, 2 board representatives and up to 4 at large members, at least 2 of whom are international members. The committee will meet at the annual WCE with interim teleconference calls at the discretion of the chair. The Secretary General and Treasurer are ex officio members. The term of the Chair is 4 years. The terms of the committee members are staggered initially at 2, 3 and 4 years. Thereafter, the term of each of committee member is 4 years.

Section 2: There shall be three categories of members, active members, affiliate members and candidate members. It shall be the function of the Membership Committee to recommend candidates for active membership or affiliate membership to the Board of Directors, which has the final voice on any recommendation, but the first active members to be elected may be elected by the Board of Directors without action by the Membership Committee.

Section 3: Active members, in addition to the minimum qualifications set out in the Articles of Incorporation, shall be chosen by reason of their professional attainments and publications and their interest in the work of the Corporation.

Section 4: Honorary Members: Honorary Members shall be long standing members of the Society who have achieved prominence in a field of medicine related to Urology. The President of the Society shall be responsible for nominating up to 3 members annually for Honorary Membership, with approval from the Board of Directors.

Section 5: Candidate Membership – is established to extend educational and professional advantages to urological residents..

Section 6: Active members who do not attend any meetings of the members for four consecutive years, shall unless excused by the Board of Directors on recommendation of the Membership Committee, be dropped from membership. Any Active or Affiliate member who is delinquent in payment of dues for more than six months after the due date hereof, shall be dropped from membership, unless excused for good cause by the Board of Directors.

Section 7: There shall also be such other committees as the Board of Directors shall from time to time determine, the chairman and members of which shall be appointed by the President. Any committee, including the Executive Committee, may at any time be discharged by action of the Board of Directors.

Section 8: Committees

Website Committee: This committee was started in November 2007. Each member will serve a 3 year term.

Awards Committee: Each member will serve a 3 year term. The Awards Committee shall consist of the two most recent Past-Presidents (the Immediate Past-President and the second recent Past-President) and 6 members of the Endourology Society. The Editor of VideoUrology will be a standing member of the Awards Committee. The Award Committee selects recipients of the Karl Storz Lifetime Achievement Award, the “Arthur Award”, the Ralph Clayman “Mentor Award” and the Industry Award – “For Innovation in Endourological Instrumentation” approximately 3-6 months prior to the WCE meeting. The letters announcing the award will be signed by both the Award Committee Chair and the Secretary of the Society. The award winners will be notified within 3 months of the World Congress Meeting to assure attendance. The recipients of the Olympus Best Paper Awards are decided at the annual WCE meeting by the Awards Committee.

Fellowship Committee: Consists of 7 members. Each member will serve a 3 year term. The Fellowship Committee meets biannually, during the AUA annual meeting and WCE meeting. They review new applications, program director changes, programs on probation and any issues raised by Program Directors and/or Fellows.

AUA Program Planning Committee: Five members are selected to represent the Society at the AUA Planning Committee Meeting which meets annually. Members of this committee will be the Secretary General, Director of Education, Research Chair, Associate Director of Education and President of SURS. The Secretary General will serve as Chair of this committee. This will be a 3 year term, on a rolling basis to allow continuity.

Finance Committee: The Treasurer will serve as the Chair of the Finance Committee. Three members in good standing (of which one member is to be a Board Member) to serve on this committee. Meetings will be by teleconference 3 times per year and one on site meeting during the WCE Annual Congress. Members of the Finance Committee will serve a 3 year term renewable once.

Education Committee: The Education Committee is charged with strategically leading the Society in creating a comprehensive education initiative. The goal is to review and revise the current educational programme for the Endourological Society, with the development of both on-line and web based educational content together with the organisation of Hands on training courses on an international basis. Courses are to be developed in the 4 specialty areas including defined skills exercises for the Hands-on Component. It also includes the organisation of Educational Courses for the annual WCE Meeting together with an annual liaison with AUA Programme via Executive committee. It is expected that committee will prioritise the Educational needs of the Society as opposed to industry commitments. The Education committee will be chaired by the Director of Education and the committee will consist of 6 representatives of the subspecialty programmes serving a 3 year term renewable. The Secretary General will serve as an ex-officio member of the committee.

Data Committee: The Data committee is charged with creating a survey annually related to any topic in Minimally Invasive Surgery, review post annual meeting survey, create a list of potential speakers and their area of interest for the purpose of WCE and all educational initiatives. The Data Committee will consist of a Chair, Vice Chair and 4 committee members. The terms of the committee members are staggered initially at 2, 3 and 4 years. Thereafter, the term of each of the committee member is 4 years. The Secretary General and Treasurer will serve as an ex-officio members of the committee.

World Endo Committee: This committee is tasked with evaluating the World Endo Initiative, specifically regarding goals, approach, pursuit of gifts and utilization of the funds. In addition, this committee will provide guidance to the Society with regards to all aspects of philanthropy, including the concept of enlarging committee membership to suit future needs of the society. The committee reports to the Executive and the Board. The committee will be composed of a Chair, one board representative, and up to 4 at large members, preferably international. The committee will meet at least at the WCE and the AUA, with interim meetings at the discretion of the Chair. The terms of the committee members are staggered initially at 2, 3 and 4 years. Thereafter, the term of each of the committee member is 4 years. The Secretary General and Treasurer are ex officio members. Dr. Ralph Clayman and Dr. Raju Thomas will remain standing members of the committee.

ARTICLE VII

Finances and Activities

Section 1: The dues of regular membership shall be \$150.00 for all members, which will include on line access only to the Journal of Endourology. The cost of membership, which includes a print copy of the Journal of Endourology, shall be \$200.00 for all US members and \$250.00 for all non-US members due and payable within 3 months after statements are mailed to the membership. The dues may be increased as determined by the Board of Directors in the future.

Section 2: There shall be at least one scientific meeting each year at which discussions on matters concerning endourology will be had and appears on such subjects presented. The scientific meeting may be combined with the annual meeting of members. The President will, unless otherwise determined by the Board of Directors, be charged with organizing and presiding at the scientific meeting.

Section 3: The solicitation of gifts, grants and contributions may be authorized by the Board of Directors from time to time to carry out the purposes of the Corporation as set out in the Articles of Incorporation.

Section 4: The principal sum in assets of the society shall not be used for yearly running expenses and/or conferences. The principal would be served to generate interest income for the education purposes deemed by the Board of Directors.

ARTICLE VIII

Miscellaneous Provisions

Section 1: Whenever any notice whatever is required by law or under the provisions of the Articles of Incorporation or by-laws of this Corporation, waiver thereof in writing (which may be in the form of a telegram) signed by the person or persons entitled to such notice, whether before or after the time of the meeting or other act with respect to which such notice is required, shall be deemed equivalent to the giving of such notice. The attendance of any member at a meeting, in person or by proxy, without protesting prior to the conclusion of the meeting the lack of notice of such meeting, shall constitute a waiver of notice by him.

Section 2: Depositories of funds of the Corporation shall be in the state of New York to be determined from time by the Board of Directors. All checks, drafts and orders, drafts or orders for the payment of money shall be signed by such officer or officers or person or persons (whether or not officers of the corporation) and in such manner as the Board of Directors shall from time to time designate. Annually, an audit will be performed by an outside agency selected by the Board.

ARTICLE IX

Amendments

Section 1: As provided in the Articles of Incorporation the power to make, alter, amend or repeat by-laws of this Corporation, is vested in the Board of Directors, except that a by-law of this Corporation, is vested in the Board of Directors, except that a by-law changing the dues shall be adopted by the regular members. Amendments to the Articles of Incorporation may be made only on compliance with the applicable New York law.

ARTICLE X

Subsocieties and Working Groups

Section 1: Subsocieties of the Society are permissible with acceptance of the following criteria:

1. There is a rolling set of Subsociety Officers who are members in good standing.
2. Fundraising capabilities and ability to comply with meeting guidelines and deadlines are documented by the Executive Secretary.
3. There is an international membership and membership interest in the Society.
4. There is Executive Committee and BoD approval.
5. The subsociety retains the Endourology Society Treasurer.

Subsocieties subsequently have approval to maintain their own tax ID number, share meeting resources with other Society subsocieties at the AUA and WCE, as well as retain a portion of the WCE annual meeting program.

Section 2: Working groups of the Society are permitted with acceptance of the following criteria:

1. There is an international membership and membership interest in the working group.
2. Ability to comply with meeting guidelines and deadlines are documented by the Executive Secretary.
3. There is Executive Committee and BoD approval.