

**CONSTITUTION and BY-LAWS
of the
CLINICAL SOCIETY OF GENITOURINARY SURGEONS**

Revised and Accepted November 5, 2021

**ARTICLE I
Name and Location**

- Section 1: The name of the Society shall be the Clinical Society of Genitourinary Surgeons.
- Section 2: The office of the Society shall be that of the Secretary-Treasurer of the Society or other such place as the Society may from time to time designate.

ARTICLE II Purposes

- Section 1: The purpose of the Society is to bring together outstanding urological authorities in an annual gathering designed to provide an exchange of knowledge as it relates to urology, both medically and administratively.
- Section 2: The specific purpose of the Society shall be to make an annual visit to some urological teaching institution as determined by the Society at which time operative schedules, demonstrations and discussions will be arranged.
- Section 3: It shall be a further purpose of the Society to keep its members informed of the business and activities of the Society by means of appropriate communications through the office of the Secretary-Treasurer of the Society.
- Section 4: The assets of the Society shall be dedicated to the scientific, medical and education purposes stated above and consist of the dues levied for the purpose of payment of the costs of operation of the office of the Secretary-Treasurer of the Society.
- Section 5: The Society shall not engage in business activities for profit and none of the assets of the Society shall inure to the benefit of any member or Officer of the Society nor to any other individual, save and except that reasonable compensation may be paid for services rendered to or for the Society affecting one or more of its purposes.
- Section 6: Political activities such as propaganda, lobbying, or attempts to influence legislation shall be prohibited in the Society, and the Society shall not conduct any activities specifically prohibited to an organization exempt under Section 501 c) 3 of the Code and Regulations.
- Section 7: In the event of dissolution of the Society by vote of its membership, the assets of the Society shall be distributed exclusively to charitable, scientific, medical, or educational organizations which would qualify under Section 501 c) 3 of the Code and Regulations, and no Member, Officer, or other individual shall share in the distribution of such assets.

Section 8: It shall be the duty of the Society to establish all policies governing the administration of the assets of the Society.

ARTICLE III

Section 1: The Society shall be a not-for-profit organization.

Section 2: No shares of stock shall be issued.

Section 3: No Member, Officer or other individual shall receive any shares of stock, dividends, or profits of the Society.

ARTICLE IV

Members and Memberships

Section 1: Membership in the Society is by invitation only and shall be limited to Urologists who have made major contributions to the advancement of Urology. Heads of Urology programs who, by their skill and leadership, have developed programs with significant scientific, clinical, and teaching components which are deemed to be of exceptional excellence, will be primary, but not sole, candidates for membership. The Society maintains a strong commitment to multiculturalism and equal opportunity, respecting and nurturing the diversity of its membership. It recognizes that specific recruitment and development of members from diverse and under-represented groups is essential to enhancing the strength of the membership.

Section 2: Active members consist of those members under the age of *65 years*. The number of active members shall be limited to 25. Active members are expected to attend all annual meetings. An active member who is unable to be present at such a meeting should notify the Secretary in advance for the reason for his absence. If two successive absences occur which are deemed inexcusable by the officers, the Society shall determine if the Member should be dismissed from the Society. An adverse decision requires approval by four-fifths of the members present and voting.

Section 3: Senior membership is achieved automatically upon attaining the age of *65 years*. Others may become Senior members by request if approved by a majority vote of the members present at any annual meeting. Attendance at the annual meeting is not mandated for Senior members. A Senior member may voluntarily move to inactive status at any time by contacting the secretary of the CSGUS. A Senior member who has not attended 2 or more consecutive annual meetings, not paid dues, and not had an excused absence will automatically be moved to inactive status.

Section 4: All members, both Active and Senior, have voting privileges and may hold office.

Section 5: All members, both Active and Senior, pay dues as established from time to time by majority vote of the membership upon recommendation of the officers. Annual dues are not required for members on inactive status. Re-instatement of active Senior status can be done at any time by payment of past dues.

- Section 6: Membership in the Society shall be limited to Urologists contributing to the advancement of genitourinary surgery, and who have facilities suitable for hosting a meeting.
- Section 7: Candidates for membership may be nominated by any member, but such nominations must be in the Secretary's office at least 90 days prior to the annual meeting and shall consist of the following:
- a) A letter of nomination by the sponsor.
 - b) A detailed account of the candidate's qualifications for membership (CV).
 - c) Letters from two other members who support the nomination.
- Section 8: The Secretary shall forward all completed nomination material promptly to the Nominating Committee who shall review the credentials and qualifications of all nominees and make their recommendations relative to the candidate's eligibility. These recommendations shall be forwarded to the Secretary in time for the Secretary to notify the membership of the Society of the candidates at least 30 days prior to the annual meeting.
- Section 9: Candidates thus nominated shall be voted on by ballot. An affirmative vote of seventy percent (70%) of those present shall constitute election to membership. Candidates who have been properly nominated and rejected may be nominated again.
- Section 10: A member who wishes to resign from the Society may do so by notifying the Secretary in writing.

ARTICLE V

Officers

- Section 1: The officers of the Society shall be a President, a Vice President, the Past President, the Secretary-Treasurer and every third year, The Secretary-Treasurer Elect.
- Section 2: Election of officers shall be by majority vote of those members attending the annual business meeting.
- Section 3: The President shall be elected annually and will serve for one year. He or she may not succeed to a second term of office. The President shall preside at all meetings of the Society.
- Section 4: The Vice-President shall be elected annually and shall be the President-Elect. The Vice-President shall preside at meetings in the event of absence or disability of the President.

Section 5: The Secretary-Treasurer shall be elected to a three-year term of office and shall be responsible for the following:

- a) Preparation and maintenance of minutes of the meetings and other records relating to Society activity.
- b) Fiscal accountability including collection of dues and maintenance of financial records for the Society.
- c) Informing the membership of the affairs and activities of the Society by means of appropriate and timely communications.

Section 6: There will be a Secretary-Treasurer Elect, who will work closely with the Secretary-Treasurer for one year prior to assuming office to ensure a smooth transition of the business affairs of the Society. The Secretary-Treasurer elect will be elected by majority vote of those attending the annual business meeting that precedes the Secretary-Treasurer's third year of his three-year term.

Section 7: In case of a vacancy occurring in any Office of the Society by reason of death, disability, resignation or other cause of incapacity, the vacant office shall be filled for the unexpired term by succession for the President and by the remaining Officers for the Secretary-Treasurer.

ARTICLE VI Committees

Section 1: There shall be standing and ad-hoc committees of the Society as determined by the Society. All appointments to committees shall be made by the President unless otherwise specified by the Society.

Section 2: There shall be a standing Nominating Committee composed of three members, each appointed annually in rotation by the incumbent President, to serve for a term of three years. The committee will be chaired by the Committee Member next to retire. The Committee will be responsible for nominating officers of the Society, and new members.

Section 3: There shall be an ad-hoc Audit Committee of two members appointed annually in advance of the business meeting. The Audit Committee shall be responsible for review and certification of the financial records of the Society.

Section 4: There may be other ad-hoc or standing committees of the Society as required and determined by the Society.

ARTICLE VII Meetings

Section 1: An annual meeting shall be held at the home institution of one of the members at a time and place agreed upon by the Society. The local host(s) shall bear the primary responsibility for making the necessary local arrangements.

Section 2: The annual meeting shall include a business meeting in addition to such medical and scientific matters (lectures, demonstrations, discussions, operations, etc.) as may be appropriate to the Society. Since members are expected to take part in the scientific sessions, those in charge of the program shall make sure that sufficient time is allotted for this purpose.

A Program Committee, appointed by the President, will collaborate with the local host to develop a program that will highlight the strengths of the institution, and also emphasize topics of current interest. The latter may consist of lectures, panel discussions, case presentations, or other matters of interest to the Society at that time.

Section 3: The format and agenda of the annual business meeting shall include:

- 1) Approval of previous minutes
- 2) Reports of officers
- 3) Committee reports
- 4) Election of new members
- 5) Election of officers
- 6) Arrangements for future meetings
- 7) Miscellaneous business
- 8) 8) Adjournment

Section 4: A majority of the members present and voting shall constitute a quorum.

Section 5: It shall be the responsibility of the Secretary-Treasurer to ensure that all Members receive written notice of the annual meeting, and of the meeting host to provide a preliminary program at least two weeks before the meeting takes place.

ARTICLE VIII

Fiscal Affairs

Section 1: The assets of the Society shall be dedicated to the scientific, medical and educational purposes cited earlier, and consist of dues levied for the purpose of covering the cost of the operation of the office of the Secretary-Treasurer of the Society.

Section 2: All dues billed and collected shall be deposited to a bank account of the Society established by the Secretary-Treasurer in banks, savings and loan institutions, trust companies, or similar depositories.

Section 3: Policy regarding investments of unused funds of the Society shall be determined by the Society guided by the principle of preservation of capital.

Section 4: All accounts of the Society shall be paid by check, draft, or other similar order of payment in order to maintain accurate records.

Section 5: Annual dues sufficient to cover the basic operating expenses of the Society shall be established by a majority vote of the members based upon the recommendations of the Treasurer. In addition, for those attending the annual meeting, a pro rata assessment to cover the necessary expenses of the meeting will be charged in the form of a registration fee.

**ARTICLE IX
Amendments**

Section 1: This document has been amended and adopted, by two-thirds vote of the members present at the annual business meeting of the Society as attested by the officers recorded below.

Section 2: Amendments or alterations of these By-Laws may be proposed at any meeting of the society and voted upon at that meeting. A two-thirds vote of the members present and voting shall be required to carry the proposal.

Certified as revised by the Clinical Society of Genitourinary Surgeons, effective November 5, 2021.



Jack W. McAninch, MD, President



David M. Barrett, MD, Vice President



Stephen Y. Nakada, MD, Secretary-Treasurer