

Society of Urologic Prosthetic Surgeons, Inc.

——— CONSTITUTION ———

Amended October 2016

**ARTICLE I
NAME AND PURPOSE**

SECTION 1. The name of the Corporation is the Society Of Urologic Prosthetic Surgeons, Inc. (hereinafter “SUPS” or “Society”).

SECTION 2. The purposes of this Society are to (a) advance, foster, encourage and promote the study and application of urological prosthetic surgery; (b) develop and provide to the public information and resources relevant to the advancement of the field of urological prosthetic surgery; (c) provide a forum for the exchange of ideas among scholars, researchers and practitioners about urological prosthetic surgery and develop strategies on issues critical to the advancement of the field of urological prosthetic surgery; (d) advance the field of urological prosthetic surgery to the highest state of innovation, resourcefulness and preparation for those professionals training in the field of urological prosthetic surgery and (e) perform any and all acts as are necessary, convenient and proper for the attainment of these purposes. (f) To perpetuate the history and best traditions of urological prosthetic surgery and ethics.

SECTION 3. This Society is organized exclusively for chartable, scientific, literary and educational purposes within the meaning of Society 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United State Internal Revenue Law and referred to later as code).

SECTION 4. This Society is not organized for profit and may not engage in activities ordinarily carried on for profit. No part of the net earnings of the Society shall inure to the benefit of, or be distributed to, its members, directors, officers, or other private persons except that the Society 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. Notwithstanding any other provision of these articles, the Society shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal Income Tax under Society 501 (c) (3) or corresponding portion of any future United States Internal Revenue law.

SECTION 5. As used throughout this Constitution and in the Society’s Bylaws, “Notice” shall mean any written statement sent to the Society’s members via postal service mail, electronic mail, facsimile, and any other delivery method as may be approved by the Society’s Board of Directors.

As used throughout this Constitution and in the Society’s Bylaws, “Meeting” shall mean a gathering of the Society’s members in person, via telephone, via the Internet or other technology, and any other manner as may be approved by the Society’s Board of Directors.

As used throughout this Constitution and in the Society’s Bylaws, “Vote” or “Voting” shall mean the act of the Society’s Active Members casting a ballot via in-person, electronic means, telephone, and any other method as may be approved by the Society’s Board of Directors in order to signify their position any issue or action proposed to the membership.

ARTICLE II MEMBERSHIP

SECTION 1. Membership in said Society shall consist of Active Members, Associate Members, Affiliate Members, Candidate Members and Senior Members as these classes are defined by the Bylaws.

ARTICLE III BOARD OF DIRECTORS

SECTION 1. The management of the Society shall be vested in the Board of Directors of the Society and shall be elected or appointed in the manner provided in the bylaws. The number of directors shall be fixed in the bylaws, except that there shall not be less than three (3) in number.

ARTICLE IV MEETINGS

SECTION 1. The Society shall hold an Annual Business Meeting and an at a time and place specified in the Bylaws or as otherwise provided. The Society may sponsor other meetings of educational or scientific interest to the Society when approved by the Board of Directors.

ARTICLE V AMENDMENTS

SECTION 1. This Constitution may be altered, amended or repealed, or a new Constitution may be adopted, at the annual business Meeting of the Society, by a Vote of a majority of the Active Members present if at least thirty days' Notice is given to the membership of the intention to take such action.

SECTION 2. Amendments made necessary by law will become effective immediately without membership consent unless a Vote is requested by the Board of Directors. The membership will be notified of any amendments instituted under this article by their being posted on the Society's website or by mailed announcement.

SECTION 3: Bylaws may be amended by a simple majority of the Active Members responding to ballot for the proposed change or those present and Voting at any Meeting. Any proposed changes to the Bylaws shall be distributed to the members at least thirty (30) days in advance of Voting. Such recommendations must be submitted to the Board of Directors as provided in Article VIII, Section 1.

ARTICLE VI TERMINATION OF THE SOCIETY

SECTION 1. Upon dissolution of the Society, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Society, dispose of all assets of the Society exclusively for purposes of the Society in such manner, or to such organization or organizations as shall at the time qualify as exempt organizations under Society 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United State Internal Revenue Law), as the Board of Directors shall determine. Any assets of the Society not

so disposed of shall be disposed of by the appropriate court of law of the country in which the principle office of the Society is then located, exclusively for exempt purposes.

———— BYLAWS ————

ARTICLE I MEMBERSHIP QUALIFICATIONS AND PRIVILEGES

SECTION 1. CATEGORIES

The categories of Membership in SUPS shall consist of the following:

- a) Active Members
- b) Affiliate Members;
- c) Associate Members
- d) Candidate Members;
- e) Senior Members.

If an applicant is an active member of the AUA they are automatically approved for Membership in the Society and will be reviewed at the Annual Business Meeting. Members agree to abide by the Principles of Medical Ethics of the American Medical Association. Every member shall at all times meet the particular requirements of the class of membership of which he is a member and, in addition, all other requirements of these bylaws.

Active Members alone shall have power to hold office, elect Officers and change the Constitution and the Bylaws.

SECTION 2 - ACTIVE MEMBERS

Requirements for Active Members are as follows:

- a) Possession of an unlimited license to practice medicine and surgery in the state, province or country of the applicant's residence.
- b) Possession of an M.D. or D.O. degree, and completion of an accredited urology residency or equivalent by the Royal College of Surgeons ("RCS") in Canada or the Quebec Board of Urology or the Certifying Board of Urology in the country where practicing.
- c) Limitation of practice to the specialty of Urology.
- d) Certification by the American Board of Urology ("ABU"), the RCS in Canada or the Quebec Board of Urology or the Certifying Board of Urology in the country where practicing within the geographic boundaries of the AUA or the Board of Urology of the Osteopathic Association.
- e) Completion of Membership Application with recommendation for membership by two (2) Active Members of the Society and approval by the Membership Committee.

SECTION 3 - AFFILIATE MEMBERS

Requirements for Affiliate Members are as follows:

- a) Affiliate membership is open to individuals who do not qualify for other categories of membership and who have an marked interest in the development and purpose of the Society.
- b) Completion of Membership Application with recommendation for membership by two (2) Active Members of the Society and approval by the Membership Committee
- c) Affiliate Members shall have no right to Vote or hold office.

SECTION 4 – ASSOCIATE MEMBERS

Requirements for Associate Members are as follows:

- a) Requirements are the same as Active Membership except for board certification.
- b) If an Active Member fails to become recertified as required by the ABU (or other certifying board), the Society will transfer the individual to Associate Member status.
- c) Completion of Membership Application with recommendation for membership by two (2) Active Members of the Society and approval by the Membership Committee
- d) Associate Members shall have no right to Vote or hold office.

SECTION 5 - CANDIDATE MEMBERS

Requirements for Candidate Members are as follows:

- a) Candidate Membership is established to extend educational and professional advantages to urological residents. The Candidate Member must be enrolled in a residency program approved by the US Residency Review Committee for Urology or the appropriate credentialing body in a country other than the United States.
- b) Completion of Membership Application with recommendation for membership by two (2) Active Members of the Society and approval by the Membership Committee
- c) Candidate Members should have completed a course in Prosthetic Surgery recognized by the SUPS.
- d) Candidate Members shall have no right to Vote or hold office, but can hold membership on a committee.

SECTION 6 - SENIOR MEMBERS

Requirements for Senior Members

Members of the lay public or scientists who have achieved outstanding prominence in the field of urological prosthetic surgery and other distinguished physicians are eligible for Senior Membership. Candidates must be nominated by an officer of the Society and must be approved by the Board of Directors and a majority of the members present and Voting at the Annual Business Meeting. Senior Members who have been Active, Affiliate, Associate, or Senior Members shall retain all of their previous rights and privileges but other Senior Members do not have Voting privileges nor eligibility to Society offices and committee assignments. All Senior Members are exempt from initiation fees, annual dues, and special assessments.

SECTION 7 - RIGHTS AND DUTIES OF MEMBERSHIP

Upon notification of election to Membership, the Member:

- (a) is entitled to receive the latest available copy of Bylaws and the Directory of Membership upon request;
- (b) is responsible for the dues and assessments commensurate with the category of Membership as described in these Bylaws;
- (c) shall receive an appropriately inscribed certificate of Membership; and
- (d) is entitled to one Vote except as limited by these Bylaws.

SECTION 8 - PUBLICATION OF NAMES

The names of applicants for Membership which have been approved by the Board of Directors, shall be available to the Membership prior to the Annual Business Meeting.

SECTION 9 - VOTING

All Active Members are entitled to a single Vote for all matters upon which Membership Voting is permitted but no other category of Member shall be entitled to any Voting rights except as permitted by these Bylaws.

SECTION 10 - RESIGNATION

Any Member in good standing may resign by filing a written resignation with the Board of Directors not less than thirty (30) days prior to the projected date of resignation.

SECTION 11 - REINSTATEMENT

Any request for reinstatement shall be considered by the Board of Directors to Membership. Reinstatement shall require an affirmative Vote of the Board of Directors.

SECTION 12 - DISCIPLINE

All matters of discipline concerning Members shall be prescribed by the Board of Directors.

- a) Complaints or charges against Members shall be presented in writing and may be initiated by any Member of the Association.
- b) Upon request of the Board of Directors, the Secretary shall secure statements in writing from the Complainant and the Member pertaining to the matter in question;
- c) The Secretary may request the Member to appear before the Board of Directors during an official session to answer the charges brought against him. Such notification with the specific charges, shall be writing at least fifteen (15) days prior to the date of the Meeting and shall be sent by registered mail requiring a return acknowledgment of receipt of the Notice;
- d) If the accused Member wishes, he may have the counsel of two other Members during a requested hearing; and

- (a) By a two-thirds (2/3) majority Vote, the Board of Directors may reprimand, suspend or expel any Member of the Association for:
- (1) Violation of the Articles of Organization and/or Bylaws,
 - (2) Unethical professional conduct; or Fraudulent completion of SUPS Membership Application
 - (3) The conviction in a court of law of a statutory crime or a crime evincing moral turpitude.
 - (4) Censured or expulsion by a State Board of Medicine
 - (5) Loss of Certificate by the American Board of Urology
 - (6) Disciplined by American Urological Association (AUA) or any AUA Affiliate Organizations
 - (7) Disciplined by the Royal College of Surgeons in Canada, the Quebec Board of Urology or the Certifying Board of Urology in the country where practicing.

ARTICLE II OFFICERS

SECTION 1 – OFFICERS

The Officers shall be the President, the President-Elect, the Immediate Past President, the Secretary, and the Treasurer. Each Officer shall serve without financial remuneration from the termination of the Annual Business Meeting at which he or she is elected until the termination of the Annual Business Meeting at which his or her successor has been chosen or until his or her successor has otherwise been chosen. No member shall serve more than one term in any office, provided a member can serve in more than one office, though not concurrently. Each Officer must be an Active Member in good standing and elected by a majority Vote at the Annual Business Meeting or at any special Meeting. Vacancies that occur in any of the offices may be filled for the unexpired term by a majority Vote of the Board of Directors.

SECTION 2 – PRESIDENT

The term of office shall be (2) years. The President shall be the Chief Executive Officer of the Society and shall serve as Chair of the Board of Directors and at the Scientific and Business Sessions. The President shall appoint Active Members or other members as provided in these Bylaws to vacancies on all standing committees and the Chairs of the committee, as provided in these Bylaws. The President shall appoint special committees authorized by the Board of Directors or membership. All committee appointments shall be made within sixty (60) days after the Annual Meeting and reported to the Secretary for inclusion in the next Newsletter. The President may call Special Meetings of the Board of Directors. The President shall direct the attention of the Board of Directors to all matters pertaining to the interpretation of the Bylaws and to all matters of discipline of members. The President shall be a member of the Program Committee for the Annual Business Meeting, a member of the Finance Committee and an ex-officio member of all Standing Committees. The office of the Executive Director shall be the Assistant to the President and shall carry out the routine duties of the Office under the direction of the President.

SECTION 3 – THE PRESIDENT-ELECT

The term of office shall be two (2) years. The President-Elect shall automatically succeed the retiring President at the conclusion of the President's term. The President-Elect shall perform any duties assigned by the President and serve in his or her absence.

SECTION 4 – THE IMMEDIATE PAST PRESIDENT

The term of office shall be two (2) years, or until his or her successor assumes the office.

SECTION 5 – THE SECRETARY

The term of office shall be four (4) years or until his or her successor assumes the office. The Secretary shall: (a) keep accurate records of all the activities of the Society; (b) give prompt attention to all correspondence; (c) keep an accurate list of (1) members, (2) applicants for membership, (3) applicants recommended for membership by the Board of Directors, (4) applicants rejected and dates of rejection, (5) members suspended or expelled and dates of suspension or expulsion, (6) members reinstated and the date of same, and (7) membership transfers to other categories of membership (d) provide application blanks and receive applications for all categories of membership and shall send them to the Board of Directors for consideration; (e) give written notification to all newly elected members (f) send Notice of the time and place of the Annual Meeting to all members (2) months prior to the Meeting; (g) arrange for meetings of the Board of Directors and send notices of all regular and special meetings to all members of the Board of Directors at least fifteen (15) days prior to the Meeting, (h) keep the minutes and all records of such meetings; (i) keep accurate minutes of the Annual Business Meeting and send one (1) copy to every member of the Board of Directors; (j) obtain the names of all committee members for the coming year from the President and notify them in writing; (k) make an annual report of all his or her activities on behalf of the Society to the Board of Directors at the Annual Business Meeting and to members of the Society at the Annual Business Meeting; (l) report to the Chair of the Nominating Committee thirty (30) days before the Vote regarding vacancies which will occur in the offices or other such other action as directed by the Board of Directors. The office of the Executive Director shall be the Assistant to the Secretary and shall carry out the routine duties of the Office under the direction of the Secretary. At the completion of one four year term, the Secretary will ascend to the position of President-Elect.

SECTION 6 – TREASURER

The term of office shall be two (2) years or until a successor assumes the office. The individual serving as Treasurer may succeed themselves as Treasurer for an unlimited number of terms. The Treasurer shall: (a) keep an accurate record of all assets of the Society and keep them in the name of the Society; (b) disburse the monies of the Society only by the authority of the Board of Directors; (c) keep a list of all members indicating the state of their accounts with the Society; (d) report delinquent members promptly to the Secretary and to the Board of Directors; (e) have an audit every four years of the Society's financial status prepared by a certified public accountant and present a report of this audit to the Board of Directors; (f) recommend to the Board of Directors the need for any special assessments; (g) be responsible for setting the budgets, subject to approval of the Board of Directors, (h) report annually to the Board of Directors on the assets held by the Society (i) take such other action as directed by the Board of

Directors (j) The office of the Executive Director shall be the Assistant to the Treasurer and shall carry out the routine duties of the Office under the direction of the Treasurer.

ARTICLE III BOARD OF DIRECTORS

SECTION 1 – MEMBERS OF BOARD OF DIRECTORS

The Board of Directors shall consist of the Officers of the Society (President, President Elect, Immediate Past President, Secretary and Treasurer), the President of the Sexual Medicine Society of North America, seven (7) Non-Officer Directors comprised of: two (2) active members selected by the Sexual Medicine Society of North America and two (2) active members elected at-large from SUPS membership, and the Executive Director. The Executive Director will be ex-officio members of the Board of Directors without a Vote.

SECTION 2 – EXECUTIVE DIRECTOR

The Executive Director shall be the Chief Administrative Officer of the Society and shall report directly to the Board of Directors of which he or she shall be an ex officio, non-Voting member. The Executive Director need not be a physician nor a member of this Society. The Executive Director shall have the full and exclusive authority to hire and fire staff and to prescribe compensation within the framework of the approved budget. The Executive Director shall have the authority and ultimate responsibility to carry out all policies and programs of the Society within the framework of the budget and subject to the direction of the officers and the Board of Directors and the Society's committees.

SECTION 3 – AUTHORITY AND DUTIES

The Board of Directors shall constitute the governing Board of the Society and shall be responsible for the administration and management of the Society. The Board of Directors shall receive the reports of the standing and special committees of the Society and shall oversee all functions relating to financial management, member services, Annual Business Meeting, consumer and industry relations, ethics, and official publications. The Board of Directors shall employ the Executive Director whose duties, responsibilities and authority shall be as specified in Article III Society 2 of these Bylaws. The Board of Directors shall report all actions to the membership at the Annual Business Meeting. The Board of Directors shall select the time and place of the Annual Meeting.

SECTION 4- ELECTION AND TERM OF OFFICE OF DIRECTORS

- (a) Non-Officer Directors shall assume 2-year terms unless specified elsewhere in the bylaws.
- (b) President of the Sexual Medicine Society of North America. The President of the Sexual Medicine Society of North America shall hold office for a term consistent within the Sexual Medicine Society of North America bylaws.

- (c) Treasurer. The Treasurer shall hold office for one two year term. The Treasurer may succeed himself.
- (d) Secretary. The Secretary shall hold office for a maximum of one four year term. At the completion of one four year term, the Secretary shall ascend to the office of President-Elect.
- (e) Officer Directors. The remaining Officer-Directors shall assume succession to the next officer position described herein unless vacated or otherwise filled by the Board of Directors. The President-Elect shall hold the office for a term two years and at the expiration of that two-year term, the President-Elect shall assume the office of President. The President shall hold office for a term of two years and at the expiration of that two-year term, the President shall assume the office of Immediate Past-President.

SECTION 5 - NOMINATION

The Nominating Committee shall, tender a slate of nominees to the Membership which shall include a candidate(s) for each vacant position to be fulfilled. Active Members may nominate individuals for consideration by the Nominating Committee but such nominations must be received at least 45 days in advance of any election, or on a date determined by the Nominating Committee.

SECTION 6 - RESIGNATIONS AND REMOVAL OF DIRECTORS

- (a) Resignation. Any Officer may resign at any time either by oral tender of resignation at any Meeting of the Board of Directors or by oral tender to the President or by giving Notice to the Society. Any such resignation shall take effect at the time specified therein or, if the time be not specified, upon receipt thereof, and the acceptance of such resignation, unless required by the terms thereof, shall not be necessary to make such resignation effective.
- (b) Removal From Office. Any or all of the Officers may be removed at any time for cause by Vote of two-thirds of the Directors present and entitled to Vote at a duly called Meeting of the Board of Directors. All members of the Board of Directors have a duty of regular attendance at Board Meetings. Two unexcused absences from such meetings, except under extraordinary circumstances of such a nature as to satisfy a majority of other members of the Board of Directors, shall operate as an automatic resignation from the Board for the remainder of that Directors term of office.

SECTION 7 - VACANCIES

Vacancies may be filled by a majority of the Directors then in office, whether or not less than a quorum or by a sole remaining Director within specified guidelines. The term of the replacement Director is to run until the next Annual Business Meeting.

SECTION 8 - BOARD OF DIRECTORS MEETINGS

The Board of Directors shall Meet at least once annually as directed by the President.

SECTION 9 - SPECIAL MEETING

A Special Meeting of the Board may be called by or at the request of the President or any three (3) Board Members.

SECTION 10 - NOTICE OF SPECIAL MEETING

Notice of a Special Meeting shall be given at least five (5) days previously thereto. Any Board Member may waive his/her Notice of any Meeting. Attendance of a Board Member at any Meeting shall constitute a waiver of Notice of such Meeting, except where a Board Member attends a Meeting for the express purpose of objecting to the transaction of any business because a Meeting is unlawfully called or convened. The business to be transacted act or the purpose of any Meeting of the Board need not be specified in the Notice of such Meeting, unless specifically required by law, the Articles of Incorporation or these Bylaws.

SECTION 11 - ACTION WITHOUT A MEETING

Any action required by law to be taken at a Meeting of the Board or any other action which may be taken at a Meeting of the Board, may be taken without a Meeting, if they can send in writing, setting forth the action so taken, shall be signed by all of the Board Members entitled to Vote in respect of the subject matter thereof. Such consent shall have the same force and effect as a unanimous Vote and may be stated as such in any Articles or document filed with the Secretary of State under the General Not-For-Profit Act of Illinois.

SECTION 12 - QUORUM

The number of members of the Board constituting a quorum for the transaction of business at any Meeting shall be five (5). If less than a quorum of the Board Members is present, a majority of the Board Members present may adjourn the Meeting.

SECTION 13 - MANNER OF ACTING

The act of a majority of Board Members present at a Meeting at which a quorum is present shall be the act of the Board, except for otherwise provided by law, the Articles of Incorporation or these Bylaws.

ARTICLE IV COMMITTEES

SECTION 1. The Standing Committees of the Society shall be: Constitution and Bylaws Committee, Nominating Committee, Membership Committee, Education committee, Health Policy Committee, Publication & Communication Committee and Fellowship Education Committee.

SECTION 2. The incoming President shall appoint a Chairperson for each of the Society's Standing Committees, The President may appoint Chairpersons to ad hoc Committees as considered necessary for the proper execution of the business of the Society.

SECTION 3. All committee terms are two years and renewable two times for the same committee. The duties of the Committees shall be as follows:

CONSTITUTION AND BYLAWS COMMITTEE: The Chairperson shall serve for at least two (2) years and shall remain as a member of the Committee thereafter for an additional year. The duties of the Committee shall be to make recommendations to the Society for such changes in the

Constitution and Bylaws as may be required for the legal and proper conduct of the Society's business. Such recommendations must be submitted to the Board of Directors as provided in Article VIII, Section 1.

NOMINATING COMMITTEE: The Immediate Past President shall serve as the Committee Chairperson for (2) years. The Committee shall consist of five individuals, one member of the Society, nominated and elected each year by the Board of Directors for a term of (1) year; one member selected ex-officio by the Sexual Medicine Society of North American for a term of (1) year; plus the two most recent Past Presidents of the Society.

MEMBERSHIP COMMITTEE: The committee will promote the society and be the contact for issues dealing with membership

Education committee: The Education Committee will review procedures for any cadaver labs and scientific Meeting. The committee will consist of the Chair who shall be a current BOD member and 3 members at large in good standing appointed by the President & Chair.

Fellowship & Resident Education Committee: The Committee will develop guidelines for SUPS approved Fellowships & Residents programs. They will oversee the selection and certification of designated programs making recommendations to the BOD who will have final approval. The committee will track the selected candidates through application to completion. The committee will consist of the Chair who shall be a current BOD member and 3 members at large in good standing appointed by the President & Chair.

Publications & Communication Committee: The Publications & Communication Committee will oversee and monitor any official papers of the society. The committee will also oversee the official website of the society. They will also oversee any journal that is designated as the official journal of the society. The committee will consist of the Chair who shall be a current BOD member and 3 members at large in good standing appointed by the President & Chair.

Health Policy Committee: The Health Policy Committee will oversee CAPU promotion and be the official advocate for any issues relating to health policy. The committee will consist of the Chair who shall be a current BOD member and 3 members at large in good standing appointed by the President & Chair.

SECTION 4 - QUORUM

The number of members of the Committee constituting a quorum for the transaction of committee business shall be not less than 2/3 thirds of the Committee. If less than a quorum of the Committee Members is present, a majority of the Committee Members present may adjourn the Meeting.

SECTION 5 - MANNER OF ACTING

The act of a majority of Committee members present at a Meeting at which a quorum is present shall be the act of the Committee except for otherwise provided by law, the Articles of incorporation or these Bylaws.

SECTION 6 - MEETINGS

Committees shall have regular Meetings in order to undertake committee business.

ARTICLE V MEETINGS

SECTION 1 - ANNUAL BUSINESS MEETING

The Annual Business Meeting of Members for the transaction of such business as may be properly brought before the Membership shall be held at a location designated by the Board of Directors and at such time as specified in the Notice of Meetings.

SECTION 2 - SPECIAL MEETINGS

Special Meetings of the Members may be called by either the President, a majority of the Board of Directors, or by a group of Members constituting not less than thirty percent (30%) of the votes entitled to be cast at such Meeting.

SECTION 3 - NOTICE OF MEETINGS

Written or printed or electronic Notice in accordance with Article VI hereof, stating the place, date and hour of any meetings; not less than thirty (30) days before the date of such Meeting. In the case of a Special Meeting, the purposes for which the Meeting is called shall be delivered not less than fifteen (15) days before the date of such Meeting.

SECTION 4 - WRITTEN CONSENT

Any action required by law to be taken at a Meeting of the Members, or any other which may be taken at a Meeting of Members, may be taken without a Meeting if they consent in writing, setting forth the action so taken and shall be signed by a majority of the Members entitled to Vote in respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous Vote, and may be stated as such in any article or document filed with the Secretary of State under the General Not-For-Profit Corporation Act of Illinois.

SECTION 5 - QUORUM

The members registered and eligible to Vote who are present at the Annual Business Meeting and at any Special Meetings shall constitute a quorum for such Meetings, and, unless otherwise specifically required by these Bylaws or applicable law, the Vote of a majority of such members shall be required to approve any action at such Meeting.

SECTION 6. Proxy Voting: There shall be no Voting by proxy.

ARTICLE VI DUES

SECTION 1. FISCAL YEAR

The Fiscal Year of the Association shall date from January first of each year.

SECTION 2. ANNUAL DUES

The Annual Dues shall be set each year by the Board of Directors. The Annual Dues are payable in advance of the commencement of each fiscal year. A member not having paid his dues by April first, shall be in arrears and may, at the discretion of the Board of Directors, be suspended from membership if not paid up within one year.

SECTION 3. SPECIAL ASSESSMENTS

Special Assessments for specific reasons may be voted by the members upon recommendation of the Board of Directors. A Special Assessment is payable within sixty (60) days following notification of the members of such assessment. Any member whose assessment has not been received within that time shall be immediately notified of his delinquency and impending removal from the membership roll by registered mail with return receipt. Any member whose Special Assessment has not been received within an additional thirty (30) days or by the end of the fiscal year, whichever is longer, shall be removed from the membership roll and shall be reinstated only upon reapplication.

ARTICLE VII DISCRIMINATION

SECTION 1. Membership in any category of the Society shall not be denied or abridged on account of sex, color, creed, race, religion, disability, ethnic origin or natural origin. Nor shall membership in any category of the Society be denied to any person who meets the requirements for membership as set forth in these bylaws. In considering applicants for membership, information as to the character, ethics, professional status and professional activities of the individual may be considered.

ARTICLE VIII BYLAWS AMENDMENTS

SECTION 1. The Board of Directors shall adopt a resolution to amend the Bylaws setting forth a proposed amendment and direct that it be submitted to the members either at the next Annual Business Meeting or a Special Meeting. The proposed amendment shall be distributed to the members at least thirty (30) days in advance of the Vote.

ARTICLE IX SEAL OF CORPORATION

The Seal of Corporation shall be inscribed thereon with the name of the Corporation, the date and the words: "Corporate Seal." Said seal may be altered at the pleasure of the Association and may be used by causing it, or a facsimile thereof, to be impressed or affixed or otherwise used.

ARTICLE X PARLIAMENTARY ORDER

Unless otherwise provided for in the Bylaws, all parliamentary situations of the Association shall be governed by the current edition of James E. Davis, M.D. "Rules of Order."

ARTICLE XI GENERAL PROHIBITIONS

Notwithstanding any provision of the Constitution or Bylaws which might be susceptible to a contrary construction:

SECTION 1. The Society shall be organized and operates exclusively for educational and scientific purposes.

SECTION 2. No part of the net assets of the Society shall or may under any circumstances inure to the direct benefit of any member or individual apart from performing the approved services such as audit, speaker's honorarium, etc. All such payments must be approved by the majority of the Executive Council.

SECTION 3. No substantial part of the activities of the Society shall consist of carrying on propaganda, or otherwise attempting to influence legislation. This prohibition shall not be construed to prevent dissemination of information designed to enable legislators or government agencies to make wiser decisions.

SECTION 4. The Society shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

SECTION 5. The Society shall not be organized or operated for profit.

SECTION 6. The Society shall not: (a) lend any part of its income or corpus without the receipt of adequate security and reasonable rate of interest to; (b) pay any compensation in excess of a reasonable allowance for salaries or other compensation for personal services actually rendered to; (c) make any part of its services available on a preferential basis to;(d) make any purchase of securities or any other property, for more than adequate consideration in money or money's worth from;(e) sell any securities or other property for less than adequate consideration money or money's worth to; or (f) engage in any other transactions which result in substantial diversions of its income to any Officer, Member of the Council or substantial contributor to the Society. The prohibitions contained in Article XI do not mean to imply that the Society may make such loans, payments, sales, or purchases to anyone else, unless such authority be given or implied by other provisions of the Constitution or Bylaws.

ARTICLE XII DISTRIBUTION ON DISSOLUTION

Upon dissolution of the Society, the Executive Council shall distribute the assets and accrued income to one or more organizations which shall meet the limitations prescribed in Section 1 to 7 inclusive of Article XI.