



**UROLOGIC SOCIETY FOR TRANSPLANTATION  
AND RENAL SURGERY, INC.**

**BYLAWS (Revised/Approved May 20, 2014)**

**ARTICLE I – MISSION, PURPOSE AND OBJECTIVES**

The Society has been established as a Maryland nonprofit corporation, to provide an academic forum for members of the Association sharing an interest in renal transplantation, kidney surgery, end-stage renal disease (ESRD), and vascular surgery. The primary purpose of the Society is to enhance the quality of physician training, research, and patient care in this subspecialty of urology.

The objectives of the Society are:

1. To improve the care of patients with surgical renal diseases; including renal transplantation surgery for ESRD, renal cancer and renovascular disease, by:
  - a. Providing an opportunity for the exchange and dissemination of information in these areas.
  - b. Stimulating clinical and basic laboratory research in these areas.
  - c. Facilitating and improving residency and post-graduate education in these areas.
2. To be available as consultants to the American Urological Association, American Board of Urology, Society of University Urologists, and the Journal of Urology on matters relating to surgical renal diseases, including ESRD.
3. To bring into membership in the Society urologists with a commitment to surgical renal diseases, including ESRD.

**ARTICLE II – INTEGRATION WITH AUAER**

The Society and its by-laws shall conform in all respects to the guidelines and the by-laws of American Urological Association Education and Research, Inc. (AUAER). The Society's internal governance, legislative initiatives, meetings schedule, industry sponsorships, ethics policies, and public relations efforts shall be coordinated with those of the Association. Any and all other Society programs, activities and policies shall be integrated where possible with those of AUAER.

**ARTICLE III – MEMBERSHIP**

A. Active Membership in the Society is for individuals who:

1. Are certified by the American Board of Urology, or its foreign equivalent. Candidates applying for Society membership less than two years after completion of an approved urologic residency may be conditionally accepted, subject to revocation if not Board certified within two years thereafter.

2. Have demonstrated interest in any aspect of renal organ transplantation, kidney surgery, surgery for ESRD or vascular surgery.

3. Exception to these requirements may be considered by the Board of Directors upon special request to, and recommendation by, the Society Membership Committee.

B. Fellow Members must be currently enrolled in a transplant fellowship approved by the American Society of Transplant Surgeons (ASTS).

C. Applications for Membership shall be submitted to the Society Secretary-Treasurer, and thereafter transmitted to the Membership Committee for review and recommendation to the Board of Directors for its consideration. Approved candidates shall be presented at the next annual meeting for ratification by vote of the Society membership.

D. Membership in the Society may be terminated by resignation, non-payment of annual dues for two consecutive years, or by the unanimous action of the Board of Directors for cause. After notice of termination, any Member may appeal within thirty days for reconsideration by the Board of Directors.

#### **ARTICLE IV – BOARD OF DIRECTORS AND OFFICERS**

A. The Society shall have a Board of Directors consisting of seven members, as follows:

1. President
2. Secretary-Treasurer
3. President-Elect
4. Immediate Past President
5. Chairman of the Program Committee
6. Development Representative
7. International Representative

B. The Board of Directors shall be responsible: a) for governance of the Society, b) for establishing dues, authorizing expenditures, and handling other financial matters, c) for approving the agenda for the annual meeting, including the content of the scientific session, and d) for coordination of Society activities with AUAER.

C. The Board of Directors shall act also as consultant to the AUA, the American Board of Urology, and the Journal of Urology, on all matters relating to kidney surgery, renal and pancreatic transplantation, surgery for ESRD, and vascular surgery.

D. The Board of Directors, acting through its President, shall receive reports of the standing committees and any special committees, and shall authorize action by the Society.

E. The President (or his designee) shall convene and preside over all meetings, shall serve as liaison with other scientific and professional societies, and shall be responsible for an annual report to the Board and membership at the end of his term.

F. The Secretary-Treasurer shall maintain minutes and other official documents, shall supervise collection of dues, and shall render financial reports at each Board meeting and at each annual meeting, to the Society membership.

#### **ARTICLE V – ELECTIONS**

A. At the Society's annual meeting, the President-Elect shall be elected for a term of one year, after which he or she shall succeed to the Presidency, and then serve a third year as Immediate Past President. The Secretary-Treasurer shall serve a single term of three years. Other Board members will serve terms of one year, and may be re-elected for no more than two additional terms.

B. The outgoing Past President shall serve as Chairman of a Nominating Committee, with two other Society Members appointed by the President. The Committee shall nominate a candidate for President-Elect and (every three years) for Secretary-Treasurer, as well as candidates for three other Board positions, all of whose names shall be submitted for election by active Society membership present at its annual meeting. Names of nominees shall be made public to Society members at least 30 days before the annual meeting; and nominations may be accepted from the floor at that meeting. Election shall be by majority vote, to be conducted under supervision of the Nominating Committee.

C. Mid-term vacancies occurring in any office may be filled by vote of at least four of the remaining Board members, from among other interested Society members, who shall serve until the next annual meeting.

#### **ARTICLE VI – MEETINGS**

A. There shall be an annual meeting of the Society membership, in conjunction with the annual meeting of AUAER. One-fourth of then-active Society members shall constitute a quorum for conducting business.

B. There shall be at least three meetings of the Board of Directors each year – one immediately before or during the annual meeting, and two interim meetings, at times and places recommended by the President and ratified by majority vote of the Board of Directors. Board members may attend by telephone.

C. The agenda for the annual meeting shall be established or approved by the Board of Directors, and circulated at least 30 days in advance of the meeting. The agenda shall consist of: 1) review of Society finances; 2) approval of any interim actions taken by the Board of Directors; 3) election of

officers; 4) discussion and approval of any policy matters; 5) the specific content of the scientific session.

D. A special meeting may be called at any time, upon 15 days' notice, by the President or by three other members of the Board of Directors, to deal with matters of urgency.

#### **ARTICLE VII – COMMITTEES**

In addition to the Nominating Committee described in Article V, the Society shall have the following standing Committees, whose chairmen shall be elected, and members shall be appointed by the President:

- 1. Program Committee** – responsible for presentation of scientific content at the annual meeting, as well as at any special meeting dealing with scientific or clinical matters.
- 2. Membership Committee** – charged to obtain pertinent data and make any investigation of applicants, to ensure qualifications for membership.
- 3. Development Committee** – charged to assist in fundraising and interacting with industry to solicit financial support for the Society.

#### **ARTICLE VIII – AMENDMENTS**

Any member of the Society may originate a proposed change in the By-laws of the Society, by amendment offered before or at the annual meeting of the Society. The proposal will be considered by the Board of Directors, and if appropriate, communicated to Society members at least 30 days before the next annual meeting, when it shall be brought to vote. The notice requirement may be waived by unanimous consent of attendees.

#### **ARTICLE IX – PARLIAMENTARY AUTHORITY**

“Robert’s Rule of Order, Revised” shall be the parliamentary authority for all proceedings of the Society.