WESTERN SECTION

AMERICAN UROLOGICAL ASSOCIATION, INC.

BY – LAWS

Adopted at the Member's Business Meeting on 11-5-25

ARTICLE I
Membership

Section 1 An applicant for membership must be a resident of the Western Section which consists of the states of Alaska, Arizona, California, Hawaii, Idaho, Montana, Nevada, Oregon, Utah, Washington and Wyoming; the provinces of Alberta, British Columbia and Saskatchewan in the Dominion of Canada, and the Pacific Island possessions of the United States of America.

Section 2 Active Membership

(a) Requirements

(1) Certification by the American Board of Urology, Inc. or the Royal College of Surgeons of Canada.

(2) Limitation of the applicant's practice entirely to the specialty of urology for at least one (1) year within the geographical area of the Western Section.

(3) Certification in writing by the applicant that he/she has read, understands and agrees to abide by the By-Laws of the Western Section.

(4) Possession of an unlimited license to practice medicine and surgery in the State, Province or Country of residence, and possession of an M.D. or D.O. degree.

(5) In special instances, the Board of Directors may waive a qualification or requirement and recommend for active membership a Urologist whose position and achievement, in its opinion, warrants such action.

(6) The Board of Directors may waive all or part of the requirements for Active Membership for individuals who have been certified or recertified by the American Board of Urology within the past 18 months.

(7) If an Active Member fails to become recertified as required by the American Board of Urology (or other certifying board) he/she shall be transferred to Associate Member status.

(8) If an Active Member becomes decertified by the American Board of Urology (or other certifying board) he/she shall be automatically dropped if the member is not in compliance with AUA and Section bylaws, pursuant to expulsion and reinstatement policies.

(9) Additional criteria for membership, if any, shall be in writing and adopted by the Board of Directors.

(b) Procedure

(1) Applications for Active Membership shall be made upon forms approved by the Board of Directors provided by the Secretary. Application and the initiation fee must be received by the Secretary at least ninety (90) days before the date of the Annual Meeting where action is to be taken.

(2) An applicant for Active Membership shall be sponsored by two (2) Active or Senior Members of the Western Section, both of whom must be personally familiar with the applicant and his/her professional. This documentation shall include confidential letters to the Secretary from the sponsoring members. Additional information may be requested by the Membership Committee or the Board of Directors when deemed appropriate. The applicant agrees to hold blameless the institutions or individuals who in good faith respond to such an inquiry.

(3) The names of the applicants completing applications for Active Membership at least ninety (90) days before the Annual Meeting shall be published in the Official Program of the Annual Meeting under the legend, "Applicants for Active Membership".

(4) At the Annual Meeting, upon confirmation by the Membership Committee that the applicants meet all of the criteria for membership in this Association, applicant names shall be published in the Official Program.

(5) Applicants shall become members of the Association upon the passing of sixty (60) days from the date of publication of names in the Official Program, unless objective, credible evidence is received establishing that the applicant does not qualify for membership, in which case the application shall be referred to the Membership Committee for review and hearing on the application. In said event, the applicant shall be entitled to notice of the reasons for rejection of the membership application, and provided a reasonable opportunity to respond in person or in writing, as specified by the Board, to those reasons. Upon review of said materials the Membership Committee shall determine whether the applicant meets the criteria for membership. If the applicant is found to have met the requirements for membership, the applicant shall be admitted to membership. If not, the applicant shall be informed of the denial of the application. The decision of denial shall be final, and the applicant may reapply for membership after the lapse of two-years from the date of denial.

(6) Mandatory AUA Membership: All Western Section AUA voting members shall be members of the American Urological Association. Individuals receiving verification of dual membership must respond within sixty (60) days to the Section and the AUA to confirm acceptance.
(7) Additional procedures and requirements, if any, shall be in writing and adopted by the Board of Directors.

(c) Transfer of Membership
Active Members of other Sections of the American Urological Association who move to the geographical area of the Western Section, who are in good standing, may apply for transfer of membership upon request. The Membership Committee or the Board of Directors of the Western Section may request that applicants document their ethical, moral and professional standards. After certification by the Secretary of the former Section and transfer of the applicant's dossier he/she will become an Active Member following approval by the Membership and Board of Directors at the next Annual Meeting. Such applicant's names shall be published in the official program under the legend, “Applicants for Transfer of Membership".

(d) Rights
Active members shall have the right to bote concerning WSAUA business and elections, and concerning AUA matters, to hold office, and all other rights and privileges of membership as authorized by the Board of Directors.

Section 3 Associate Membership

(a) Requirements
(1) Graduation from an acceptable medical school with receipt of an M.D. or D.O. degree.
(2) Postgraduate Training in hospitals approved by the Joint Commission on Accreditation of Health Care Organizations, or its or its equivalent. This must include completion of an approved urological residency.
(3) Eligibility for certification by the American Board of Urology, Inc. or the Royal College of Surgeons of Canada.
(4) Limitation of the applicant's practice entirely to the specialty of urology for at least one (1) year within the geographical area of the Western Section.
(5) Certification in writing by the applicant that he/she has read, understood, and agrees to abide by the By-Laws of the Western Section.
(6) Individuals who have successfully completed the qualifying examination (Part I) of the American Board of Urology shall be offered Associate membership. Membership extends to all other Sections of the AUA and AUA Candidate Members in good standing.
(7) Possession of an unlimited license to practice medicine and surgery in the State, Province or Country of residence.
(8) In special instances, the Board of Directors may waive a qualification or requirement and recommend for associate membership a Urologist whose position and achievement, in its opinion, warrants such action.
(9) Additional criteria for Associate membership, if any, shall be in writing and adopted by the Board of Directors.

(b) Procedure
(1) The procedure for obtaining Associate Membership shall be the same as that for Active Membership except as occurs under Section 3(a)(6).
(2) The names of applicants for Associate Membership shall be published in the Official Program under the legend, "Applicants for Associate Membership".
(3) At the Annual Meeting, (upon confirmation by the Membership Committee that the applicants meet all of the criteria for membership in this Association, applicant names shall be published in the Official Program.
(4) Applicants shall become members of the Association upon the passing of sixty (60) days from the date of publication of names in the Official Program, unless objective, credible evidence is received establishing that the applicant does not qualify for membership, in which case the application shall be referred to the Membership Committee for review and hearing on the application. In said event, the applicant shall be entitled to notice of the reasons for rejection of the membership application, and provided a reasonable opportunity to respond in person or in writing, as specified by the Board, to those reasons. Upon review of said materials the Membership Committee shall determine whether the applicant meets the criteria for membership. If the applicant is found to have met the requirements for membership, the applicant shall be admitted to membership. If not, the applicant shall be informed of the denial of the application. The decision of denial shall be final.
(5) Additional procedures and requirements, if any, pertaining to Associate membership shall be in writing and adopted by the Board of Directors.

(c) Rights
Associate members shall have the right to vote concerning WSAUA business and elections (excluding AUA matters), to hold office, and all other rights and privileges of membership as authorized by the Board of Directors.

Section 4 Senior Members

(a) Active Members in good standing in the Section and AUA are eligible for Senior Membership provided they have been Active Members:
(1) for twenty-five (25) years in either the Section or AUA *and* have reached the age of sixty-five (65) or;
(2) with 20 years of service *and* are retired or;
(3) who are permanently disabled. Written application shall be made to the Secretary.

(b) Past Presidents may, upon request, become Senior Members.

(c) Other Active Members, who through exceptional circumstances have been prevented from qualifying for Senior Membership, may become Senior Members at the discretion of the Board of Directors.

(d) Associate Members in good standing in the Section and AUA are eligible for Senior Membership provided they have been Associate members:
(1) for twenty-five (25) years in either the Section or AUA *and* have reached the age of sixty-five (65) or;
(2) with 20 years of service *and* are retired or;
(3) who are permanently disabled. Written application shall be made to the Secretary.

(e) Senior Members shall be exempt from the payment of dues.

(f) The Secretary shall present to the Board of Directors for their action on the list of names of Active Members who are eligible and desire to become Senior Members.

(g) Additional procedures and requirements, if any, pertaining to Senior membership shall be in writing and adopted by the Board of Directors.

(h) Rights

Senior members shall have the right to vote concerning WSAUA business and elections, and concerning AUA matters, to hold office, and all other rights and privileges of membership as authorized by the Board of Directors.

Section 5 Corresponding Members

(a) Urologists who practice in areas beyond the geographic boundaries of the Western Section American Urological Association and who would otherwise qualify for active membership may apply for corresponding membership.

(b) The application for corresponding membership shall be carried out in the same manner as application for active membership as outlined in Article 1, Section 2, (b).

(c) An applicant must be recommended by the Membership Committee which shall at its discretion, submit the applicant's name to the members at the Annual Business Meeting.

(d) Applicants for Corresponding Membership shall be admitted to membership upon application, provided the applicant meets the criteria for membership.

(e) Corresponding members are not eligible for office nor do they have a right to vote.

(f) All corresponding members will be required to pay an initiation fee and annual dues.

(g) Corresponding members who relocate their practices within the geographic limits of the Western Section must apply for advancement to Active, Associate, or Senior status by submitting such request in writing to the Membership Committee of the Section within one (1) year.

(h) Additional procedures and requirements, if any, pertaining to Corresponding membership shall be in writing and adopted by the Board of Directors.

Section 6 Candidate Members

Candidate members are not members of the Association in the legal sense, and shall not be eligible to hold office or vote.

(a) Requirements

(1) Graduation from a medical school approved by the Council on Medical Education and Hospitals of the American Medical Association, or its equivalent with the receipt of a Doctor of Medicine or an equivalent degree.

(2) Enrollment in a urology residency program in a hospital approved by the Residency Review Committee, or its equivalent within the geographical confines of the Western Section.

(3) Each applicant for Candidate Membership shall support his/her application by a letter from his/her department chair.

(4) They shall be exempt from an initiation fee and assessment, but shall pay dues levied upon this classification.

(5) Individuals may remain Candidate Members for two years after completion of their residency training. Candidate Members must apply for Western Section Active, Associate Membership status within two years after completion of residency in order to maintain eligibility for Western Section membership.

(6) Additional procedures and requirements, if any, pertaining Candidate memberships shall be in writing and adopted by the Board of Directors.

Section 7 Honorary Members

(a) Distinguished urologists or other scientists, who have been recommended by the Board of Directors, may be elected to Honorary Membership. They shall not be eligible for office, nor have the right to vote. They shall be exempt from all dues.

(b) Candidates for Honorary Membership will be elected upon receiving a majority vote of the members present and voting at the Annual Meeting.

Section 8 Affiliate Members

(a) Affiliate Membership shall consist of:
   (1) physicians in related fields of medicine and science who cannot qualify for Active or Associate Membership and
   (2) non-physician scientists who, by their professional or personal accomplishments, have contributed significantly to medicine in general or the specialty of Urology in particular. They shall be nominated by two (2) Active, Senior or Associate Members who shall furnish the Membership Committee with the curricula vitae and other pertinent information.

(b) Applicants for Affiliate Membership must be recommended by the Membership Committee and endorsed by the Board of Directors.

(c) They shall not be eligible for office nor shall they have the right to vote. They shall be exempt from an initiation fee and assessments but shall pay the dues levied upon this classification.

(e) Additional procedures and requirements, if any, pertaining Affiliate membership shall be in writing and adopted by the Board of Directors.

Section 9 Allied Membership

Allied members are not members of the Association in the legal sense, and shall not be eligible to hold office or vote. Membership in this category is available to persons who are Allied Members of the National AUA and include non-physician professionals such as nurses, nurse practitioners, technicians, physician assistants and medical assistants specializing or concentrating in urology and serving in a health care setting.

(a) They shall not be eligible for office nor shall they have the right to vote.

(b) They shall be required to pay annual dues.

(c) An applicant must be recommended by the Membership Committee which shall at its discretion, submit the applicant's name to the members at the Annual Business Meeting.

(d) They shall be elected if they receive a majority of votes of the members present and voting.

Section 10 Resignations

Any members in good standing may resign by written notification to the Secretary, who shall officially acknowledge receipt thereof. Resignations must be submitted to the Board of Directors for approval, and require a majority vote of those present and voting for acceptance.

Section 11 Discipline

(a) A member may be publicly reprimanded, fined, suspended or terminated for cause by the Board or its designee. Cause shall include a failure, in serious degree, to (1) observe the Association's rules of conduct as prescribed by the Board in these Bylaws or otherwise, (2) to abide in the lawful decisions of any duly constituted committee of the Association, or to engage in any conduct which is deemed by the Board or its designee contrary or prejudicial to the interests and/or purposes of the Association. The discipline shall occur only after the member has been given a fifteen-day prior written notice of the proposed discipline and the reasons therefor. The notice shall also advise the member of the member's opportunity to be heard, orally or in writing as determined by the Board, not less than five days before the effective date of the discipline by the Board or its designee. The Board or its designee shall determine whether cause exists and the appropriate discipline, if any.

   The Board is not required to follow the above procedure when imposing lesser discipline such as private reprimand.

(b) Disqualification of a Member
   It shall be grounds for automatic disqualification and cessation of membership of an existing member in any category under Article I of these Bylaws, or denial of full membership to any applicant or candidate member, that the member or prospective member:

(1) Has been convicted of a felony, misdemeanor involving moral turpitude, or a crime involving illicit drugs;
(2) Has lost his/her license to practice medicine, has had his/her license suspended or revoked, or has been required to forfeit his/her license to practice medicine in any state or jurisdiction where previously licensed, for grounds involving improper or unprofessional conduct, or breach of the applicable code of ethics, or departure from professional or ethical standards of practice or conduct;
(3) Has surrendered his/her license to practice medicine in order to avoid formal action that would lead to revocation by the licensing authority in any state or jurisdiction, for grounds involving improper or unprofessional conduct, or breach of the applicable code of ethics, or departure from professional or ethical standards of practice or conduct;
(4) Has been denied medical licensure for grounds involving improper or unprofessional conduct, or breach of the applicable code of ethics, or departure from professional or ethical standards of practice or conduct;
(5) Has been expelled or suspended by the American Urological Association Inc., by the American Medical Association, by any state medical association or society, or state urological society, or had his/her certificate from the American Board of Urology revoked or withdrawn, for any grounds or reasons recited in this Section 11 (b).
(6) Has been served three (3) rebukes by the Western Section AUA.

(c) Reapplication
Persons expelled or disqualified from the Western Section AUA membership may reapply through the usual channels after three
(3) years and will be subject to the same scrutiny and requirements that any new applicant would undergo. Two expulsions shall bar the individual from any reapplication ever for membership in the Western Section.

(d)

(e) Rebuke to a Member
The Western Section AUA Board of Directors may, when appropriate, issue a rebuke to a member.
(1) Grounds for a rebuke may include, but are not limited to:
(a) Inappropriate advertising which is defined to include misleading, untruthful, unfounded, or unproven claims; or other similar misdemeanors;
(b) Expulsion from a hospital staff for grounds involving improper or unprofessional conduct, or breach of the applicable code of ethics, or departure from professional or ethical standards of practice or conduct;
(c) Other professional misconduct or breach of appropriate ethical standards not warranting expulsion.
(2) Three rebukes over any time period shall be grounds for expulsion.
(3) Any member or prospective member issued a rebuke shall be notified of this action by the Western Section over the signature of the President.
(4) Appeal of a rebuke shall be by written communication to the Board of Directors, c/o Western Section AUA Administrative Office in Santa Ana, California within thirty (30) days. The Board of Directors may then handle the appeal in the same fashion as prescribed for expulsion or denial.

(f) Referral

Nothing in this Section shall be construed to prevent the Association, acting through its Board of Directors, from referring a matter of discipline involving possible violation of ethical or professional standards to the appropriate state medical disciplinary board or public authority which have presumptive jurisdiction.

(g) A attendance at any of the Sessions of the Annual Meeting without payment of the registration fee shall be grounds for disciplinary action, up to and including expulsion from membership. Attendance badges shall contain the member's or guest's name and are not transferable.

Section 12 Reinstatement
The reinstatement of suspended members in good standing in the Section shall rest with the Board of Directors. Expelled members may reapply for membership after a lapse of three (3) years.
(a) Request for reinstatement must be sent to the Secretary at least ninety (90) days before an Annual Meeting.

Section 13 Every newly elected member of the Section shall be furnished with an official notification of his/her admittance and a copy of the Articles of Incorporation and By-Laws and Roster by the Secretary.

Section 14 In special instances, the Board of Directors may waive a qualification of requirement and recommend for Active Membership a Urologist whose position and achievement, in its opinion, warrants such action.

ARTICLE II
Officers

Section 1

(a) The Officers of the Corporation shall be a President, President-Elect, Immediate Past-President, Secretary, Secretary-Elect, Treasurer and Historian.
(b) These officers shall be nominated and elected according to the procedure prescribed in these By-Laws.
(c) Vacancies in any office may be filled with a qualified Active or Senior Member for the unexpired term by a majority

vote of the Board of Directors which may be accomplished by mail, electronic communication, phone or conference call at the discretion of the President.

Section 2 President

(a) The President shall preside at all meetings of the Board of Directors, the Executive Committee and at the Scientific and Business sessions of the Section.
(b) He/she shall appoint all Association committees and designate their Chair, with the ratification of the Board of Directors, except as otherwise provided for in these By-Laws.
(c) He/she may call special meetings of the Board of Directors.
(d) The President shall direct the attention of the Board of Directors to any violation of the Articles of Incorporation and By-Laws and to matters of discipline of members.
(e) He/she shall, with the approval of the Board of Directors, select the Robert V. Day Lecturer. An honorarium may be paid from the Robert V. Day Fund. Travel expenses also will be paid from the Robert V. Day Fund. Free registration will be provided.
(f) He/she shall, with input from the other officers and the Western Section AUA Representative to the AUA Board of Directors, assist the AUA President-Elect in making appointments to national committees and positions.
(g) The President shall assume office at the close of the Annual Business Meeting the year following his or her election as President-Elect. The term of office shall end at the close of the following year's Business Meeting.
(h) Such other duties as may be assigned by the Board.

Section 3 President-Elect

(a) The President-Elect shall serve for the President during his/her absence.
(b) He/she shall attend all meetings of the Board of Directors.
(c) He/she shall perform any duties assigned to him by the President that do not conflict with the Articles of Incorporation and By- Laws of the Section, or with decisions and policies of the Board of Directors.
(d) He/she shall appoint the new member of the Arrangements Committee within one (1) week after assuming office. This appointee will automatically become Chair of the Arrangements Committee when the President-Elect becomes President.
(e) He/she shall succeed automatically to the office of President upon completion of his/her term as President-Elect, subject to change by membership vote at an Annual Meeting.
(f) Such other duties as may be assigned by the Board.

Section 4 Past President

(a) The Immediate Past-President shall attend all meetings of the Board of Directors .
(b) He/she shall serve as a member of the Nominations Committee.
(c) He/she shall assist the President in an advisory capacity.
(d) Such other duties as may be assigned by the Board.

Section 5 Secretary

(a) The Secretary shall oversee correspondence and ensure that accurate records of the same are kept and maintained.
(b) He/she shall oversee the keeping of all letters or other documents, pertaining to the business of the Section, sent to, or received by officers of the Section.
(c) He/she shall oversee the keeping of all correspondence and records of the proceedings of all Committees so that the Association shall have in its possession a record of all the business and activities of the Section.
(d) He/she shall oversee the keeping of an accurate list of:
    1. Members
    2. Applicants for Membership
    3. Members suspended or expelled
(e) He/she shall oversee the receipt of applications for membership and the sending of copies of them, when completed, to the members of the Membership Committee and to the Member of the Board of Directors and to the Alternate of Applicant's home district for their examination.
(f) He/she shall serve as Chair of the Program Committee.
(g) He/she shall oversee the sending of notices of regular annual and special meetings of the Section to all the members.
(h) He/she shall oversee the sending of notices of regular annual and special meetings to the members of the Board of Directors.
(i) He/she shall arrange for the Scientific and Business Sessions of the Section and of the Board of Directors and keep the minutes and all records of such meetings.
(j) He/she shall be an ex-officio member of all committees, standing and special.
(k) After the plans and the program of the Scientific Sessions are formulated, the Secretary shall oversee the arrangements for said meetings in conjunction with the Chair of the local Arrangements Committee.
(l) He/she shall oversee the collection and maintenance of all papers, read or produced at the Scientific Sessions. He/she shall ensure that these are presented to the Essay Committee for submission to the official Journal.

(m) He/she shall obtain each year the report and record of the activities of the Arrangements Committee.
(n) The Executive Director shall be the assistant of the Secretary and shall carry out the routine duties of the office under the direction of the Secretary.
(o) He/she shall be a member of the National A.U.A. Section Secretaries Committee.

Section 6 Secretary-Elect

(a) He/she shall hold this office for one year and succeed automatically to the office of Secretary without again standing for election.
(b) He/she shall be a member of the Program Committee, and perform any duties assigned by the Secretary.

Section 7 Treasurer

(a) He/she shall oversee the assets of the Section.
(b) He/she shall oversee the keeping of, or cause to be kept, true and accurate accounts of all financial transactions of the Section.
(c) He/she shall oversee the keeping of a cash book and bank accounts in the name of the Section. Payments shall be made only by checks drawn on the accounts of the Section.
(d) He/she shall oversee the keeping of a journal, ledger and an alphabetical list showing the financial standing of all members.
(e) He/she shall oversee arrangements for, or cause to be prepared, an annual audit of the Section's books and shall present a report of such an audit at each business session of the Section.
(f) He/she shall oversee the sending to all members each year, bills for the succeeding year's dues, upon which shall be printed the portions or sections of these By-Laws which refer to the payment of dues and arrears.
(g) He/she shall oversee the collection of the initiation fee from each applicant for membership.
(h) He/she shall oversee the collection of the annual dues from each member.
(i) He/she shall oversee the collection of all assessments levied on members.
(j) He/she shall oversee the preparation of a list of members in arrears and present this list to the Board of Directors for its action.
(k) He/she shall oversee the expenditure of such funds of the Section as essential to its conduct without special authorization by the Board of Directors. For such expenditures he/she shall oversee presentment of bills or vouchers.
(l) He/she shall oversee the Annual Revolving Fund and disbursements from this fund as specified in these By-Laws and as directed by the Board of Directors.
(m) The Executive Director shall be the assistant of the Treasurer and shall carry out the routine duties of the office under the direction of the Treasurer.
(n) He/she shall be an ex-officio member of all committees, standing and special.
(o) He/she shall be a member of the National A.U.A. Section Treasurers (Investment) Committee.

Section 8 Historian

(a) He/she shall be Chair of the History Committee and shall supervise its activities.
(b) With the cooperation and assistance of the History Committee he/she shall carry out the assembling of material which deals with the activities of the Section as outlined in Article III, Section 7 of the By-Laws.
(c) He/she shall cooperate with the Historian of the American Urological Association, Inc. in the compilation of such material as requested.
(d) He/she shall keep a book containing a photograph and comprehensive biographical sketch of all past presidents.

ARTICLE III
Board of Directors

(a) The Board of Directors shall constitute the governing body of the Section and shall be responsible for the administration and management of the Section. The Board of Directors shall consist of fifteen (15) voting members: President, President-Elect, Immediate Past President, Secretary, Treasurer; and one elected Representative (or alternate, who shall not have the right to vote) from each of the ten Districts; and four non-voting (ex-officio members): Secretary-Elect, Historian, Executive Director, and the Section’s elected Representative (or alternate) to the Board of Directors of the A.U.A.
(b) Six (6) members of the Board of Directors shall constitute a quorum for the transaction of business.
(c) The Board of Directors on recommendation of the Time and Place Committee shall elect the time and place of the Annual Meeting.
(d) It shall examine the yearly report of the Secretary and Treasurer and make necessary recommendations for the conduct of the Secretary and Treasurer's office.
(e) It shall endorse Applicants for membership in the American Urological Association, Inc. by a majority vote.
(f) It shall receive nominations of Applicants for election to Honorary Membership and make recommendations thereon to the Section.
(g) It shall elect one (1) of its members for the Nominations Committee.

(h) It shall receive reports of the Standing and Special Committees and make recommendations thereon.
(i) It may recommend assessments on Active and Associate Members.
(j) Special Meetings of the Board of Directors may be called by the President, or upon the request of the Board.
(k) Notice of Special Meetings of the Board of Directors must be sent to each member of the Board of Directors at least two (2) weeks before the time set. The notice shall be prepared and sent by the Secretary. It shall state the exact business to be transacted at such special meetings, and a copy of the request for such meetings with its signatories shall be included.
(l) The time of the Annual Meeting of the Board of Directors shall be set by the Board of Directors upon recommendation by the President. All Past-Presidents, Chairs of Standing Committees, and alternate members of the Board of Directors shall be invited to attend the meeting, but shall have no votes except the Immediate Past-President. The Past-Presidents' Dinner shall be held the evening of the Board of Directors meeting. Members of the Board of Directors, Past-Presidents, current General Arrangements Chair, the Executive Director, and guests of the President shall be invited with their spouses.
(m) It shall supervise the Annual Revolving Fund and shall direct disbursements from this fund as directed by these By-Laws.
(n) It shall set the annual dues for Active and Associate Members.
(o) It shall set the initiation fee for Active and Associate Members.
(p) The Board of Directors may employ an Executive Director who need not be a physician or a member of the Section. The duties of the Executive Director shall be determined by the Board of Directors and shall complement the duties of the Secretary and Treasurer. The Executive Director shall be accountable to the Board of Directors.
(q) In the event that the President and the President-Elect shall be temporarily unable to preside at the Scientific Meeting, the Board of Directors shall appoint a Senior or Active Member to preside at the Scientific Meeting.
(r) The Board of Directors shall hold an interim meeting during the National A.U.A. meeting at a time set by the President who shall establish the agenda. All Past-Presidents, Chairs of Standing Committees, and Alternative Members of the Board of Directors shall be invited to attend but shall have no votes except the Immediate Past-President.
(s) In the event that the National A.U.A. Nominating Committee should reject the duly proposed Western Section candidate for National A.U.A. President-Elect; the Board of Directors shall, within thirty (30) days of receiving notice of such rejection, submit an alternate candidate to the National A.U.A. Nominating Committee.
(t) Any action required or permitted to be taken by the Board under any provision of law may be taken without a meeting if all members of the Board shall individually or collectively consent in writing to such action in the manner specified in the Missouri Nonprofit Corporation Law.
(u) Members of the Board may participate in a meeting through use of conference telephone, electronic video screen communication, or other communication equipment if all of the following apply:
(1) each member can communicate with all of the other members concurrently; (2) each member is provided with a means of participating in all matters before the Board, including the capacity to propose, or to interpose an objection, to a specific action to be taken; (3) a means of verification is adopted and implemented by the corporation as to both of the following: (a) the person communicating by electronic means is entitled to participate in the Board meeting and (b) all statements, questions, actions, or votes were made by that person and not by another not entitled to participate.

ARTICLE IV
Standing Committees

Section 1 The Chair of each Committee shall make a formal written report at the Annual Meeting of the Board of Directors. These reports may be read at the Annual Business Meeting upon direction of the Board of Directors.

Section 2 The Executive Committee shall consist of the elected officers of this Association. The Executive Committee is a subcommittee of, and accountable to, the Board of Directors, and is authorized to act on behalf of the Board of Directors, on an interim basis, between Board meetings. This interim authority shall not include the authority to act in contravention of any Board policy or decision. All exercises of interim authority shall be presented to the Board in writing during the next Board meeting, and subject to review and ratification by the Board.

Section 3. The Membership Committee shall consist of three (3) Active or Senior Members of the Section, in good standing. One (1) member of this Committee shall be appointed annually by the President to serve three (3) years and shall, in his/her third year, be Chair.
(a) The Membership Committee shall examine the applications which have been filed with the Secretary and shall in conjunction with the Board of Directors members of that area make further investigation of the applicant's present professional status.
(b) The Membership Committee shall present its recommendations concerning each Applicant for Active and Associate Membership to the Board of Directors. The approved names shall be presented by the Membership Chair at the Annual Business Meeting.
(c) It shall recommend to the Board of Directors for Active or Associate status members transferring from other

Sections and who meet the requirements for membership in the Western Section. This list of Applicants, if they meet the approval of the Board of Directors, shall be presented at the Annual Business Meeting.

Section 4 The Audit Committee shall consist of three (3) Active or Senior Members in good standing in the Section, one (1) to be appointed each year by the President for a term of three (3) years who shall in his/her third year become Chair.

(a) They shall examine the accounts of the Treasurer.
(b) They shall examine the audit submitted by the Treasurer.
(c) They shall examine the properties of the Section.
(d) They shall report the result of their examinations to the Board of Directors.
(e) They shall report the result of their examinations to the membership at the Annual Business Meeting.

Section 5 The Arrangements Committee shall consist of (1) the Chair, (2) the new appointee, (3) the immediate past Chair, and (4) others approved by the President.

(a) They shall make all necessary arrangements for the Annual Meeting and entertainment for the Section. The expenses of the meeting, except as otherwise specified in these By-Laws, shall be defrayed from the Registration fees. The amount of the Registration fees shall be determined by the Committee and shall be subject to review and approval by the Treasurer.
(b) The Chair of the Arrangements Committee along with the Treasurer and Executive Director shall prepare and maintain an accurate budget of all monies to be received and disbursed in connection with the Annual Meeting. The Budget shall be subject to review and approval by the Board of Directors. All Annual Meeting receipts and disbursements shall be overseen by the Treasurer in accordance with the approved budget.
(c) All expenditures must be authorized in advance by the Chair of the Committee.
(d) They shall supervise the Past-Presidents' Dinner, which shall be held on the evening of the Annual Meeting of the Board of Directors.

Section 6 The Program Committee shall consist of the Secretary, who will act as Chair, and members appointed by the President and ratified by the Board of Directors. These members shall be selected by the Chair in consultation with the President. They shall serve for four (4) years and have staggered terms to provide continuity. They shall arrange the Scientific Program and select the titles of papers best suited to the contemplated plan of the program.

Section 7 The Nominations Committee shall consist of ten (10) voting members (and one (1) non-voting member), or more when prescribed herein; the three (3) latest living Past-Presidents, a member of the Board of Directors, and six (6) Active or Senior Members in good standing in the Section. They shall serve for one (1) year and must represent every District. Each member must be present at the Nominations Committee meeting to vote or designate an alternate who must be present to vote. The Western Section Member of the Nominating Committee of the American Urological Association shall be an ex-officio (non-voting) member.

(a) The three (3) most recent living Past-Presidents shall assume this duty automatically.
(b) The Board of Directors shall select one (1) of its members at each Annual Meeting who shall automatically serve.
(c) Six (6) or more Active or Senior Members shall be nominated from the floor during the Annual Business Meeting- at least one for each vacant district. A majority vote shall elect.
(d) The Chair of this Committee shall be the Past-President longest out of office.
(e) Vacancies that may occur during the year will be filled by appointment of the President, subject to ratification by the Board of Directors, and after consultation with the appropriate district representative and alternate.
(f) The duties and procedures employed by the Nominations Committee shall be in writing and approved by the Board of Directors.

Section 8 The Board of Directors shall establish written rules and procedures for all other Standing Committees.

ARTICLE V
Meetings

Section 1 The Annual Meeting of the Section shall be held at such time and place as the Board of Directors shall elect. The meeting place shall be designated by the Board of Directors in consultation with the President and the President-Elect.

(a) The Annual Business Meeting of the Section shall be held during the Annual Meeting at a time and place approved by the Board of Directors, as recommended by the President and Secretary and to be published in the official program. Only Active and Senior Members who are members of the American Urological Association, Inc. may vote on Representatives to the A.U.A. Executive and Nominations Committees or on matters pertaining to the American Urological Association, Inc.
(b) Official notices containing the time and place of the Annual Meeting shall be sent to each member (at his last known address) at least 120 days before the Annual Meeting.

Section 2 At membership meetings, fifty (50) Active, Senior and Associate Members shall constitute a quorum for the transaction of business. A majority present and voting shall elect.

Section 3. Written Ballot. Any action which may be taken at a meeting of the members may be taken by conforming to the mail balloting procedure specified in the Missouri nonprofit corporation law.

Section 4. Meeting Rules and Procedures. All other matters pertaining to the conduct of meetings shall be addressed by the Board of Directors or its designate.

Section 5. Ex-officio Members. Ex-officio members of all committees and boards shall not have a vote on those committees or boards.

ARTICLE VI
Appointments and Terms of Office

Section 1 Term of Office

(a) Western Section elected positions

(1) The term of office for all elected Officers, Directors, Committee Members, etc. shall begin at the close of the Annual Business Meeting and end at the close of the next Annual Business Meeting.

(2) Those positions that run for more than one (1) year follow as above but are extended to the full term of the office as defined elsewhere.

(b) Western Section appointed positions

(1) The term of office for all appointed Officers, Directors, Committee Members, etc. shall begin with the acceptance of the appointment and end with the acceptance of the next appointment the following year.

(2) Those positions that run for more than one (1) year follow as above but are extended for the full term of the office as defined elsewhere.

(c) National A.U.A. positions held by elected Western Section Members

(1) The term of office of Western Section Members elected to National A.U.A. positions shall be as defined by A.U.A. policy.

(a) The Western Section representative to the A.U.A. Board of Directors shall begin his/her term at the close of the next National A.U.A. Meeting in odd years and end at the close of the National A.U.A. Meeting two (2) years later.

(b) The same shall apply to the Western Section Alternate Representative to the A.U.A Board of Directors.

(c) The Western Section Member of the National A.U.A. Nominating Committee shall begin his/her term at the close of the next National A.U.A. Meeting in even years and end at the close of the National A.U.A. Meeting two (2) years later.

(d) The same shall apply to the Western Section Alternate Member of the National A.U.A. Nominating Committee.

(d) Western Section Members with National A.U.A. appointments.

(1) The term of office for Western Section Members who receive National A.U.A. appointments shall begin with acceptance of the position and follow National A.U.A. policy.

(e) Western Section Members with automatic National A.U.A. positions.

(1) The term of office of Western Section Members who by virtue of their elected or appointed Western Section position automatically assume a National A.U.A position shall begin at the close of the next National A.U.A. Meeting and end at the close of the following National A.U.A. Meeting even though they may no longer hold the Western Section position that led to their National A.U.A. position. e.g.: Western Section By-Laws Chair on National A.U.A. By-Laws Committee and Western Section Health Policy Chair on National A.U.A. Health Policy Committee.

(2) When this situation involves a multi year Western Section position the above shall apply but the National position term will be extended appropriately. e.g.: Western Section Secretary on National A.U.A. Section Committee and Western Section Treasurer on National A.U.A. Section Treasurers (Investment) Committee.

ARTICLE VII
Fees and Dues

Section 1

(a) Initiation fees from candidates for Active as well as Associate Membership shall be determined by the Board of Directors. This initiation fee shall be credited in lieu of annual dues for the current year.

(b) Annual dues as set by the Board of Directors shall be payable by each Active and Associate member before January 1 of each year.

(c) Special Assessments may be made by the Board of Directors when deemed advisable.

Section 2 Revolving Fund

(a) The income from the Commercial Exhibits and Registration fees for the Annual Meeting shall be used to defray expenses connected with the meeting.

(b) Any surplus shall revert to the Revolving Fund.

(c) Any deficit unavoidably incurred in conducting the Annual Meeting shall be paid from the Revolving Fund after review and approval by the Board of Directors.

(d) The Treasurer shall oversee this fund. It shall be disbursed as directed in these By-Laws on order of the Board of Directors.

Section 3 Arrears

The fiscal year of the Section shall begin January 1. The annual dues are payable in advance. Any member who, after due notification two (2) weeks previously, has not paid his/her dues by April 1, immediately thereafter shall be dropped from the roll of members of the Section.

ARTICLE VIII
Amendments

Section 1 Proposed amendments to these By-Laws and Articles of Incorporation shall be sent in writing to the Secretary at least sixty
(60) days before the Annual Meeting. They shall be reviewed by the By-Laws Committee and sent to the membership at least thirty (30) days prior to the annual meeting. They may be adopted by a majority vote of the voting Members.

ARTICLE IX
Questions of Parliamentary Order

Section 1 All questions of parliamentary order not provided for in these By-Laws shall be determined by parliamentary usage as contained in the most recent edition of STURGIS'S STANDARD CODE OF PARLIAMENTARY PROCEDURE.

ARTICLE X

Indemnification and Insurance

Section 1. Indemnification.
To the fullest extent permitted by the law, the Association may, in its sole discretion, defend, indemnify and hold harmless any agent against any claim arising out of any alleged or actual action or inaction in the performance of duties performed in good faith on the Association's behalf. "Agent" for this purpose shall include representatives, Directors, officers and employees.

Section 2. Insurance.
The Association may purchase and maintain insurance to the full extent permitted by the law on behalf of its agents against any liability asserted against or incurred by the agent in such capacity arising out of the agent's status as such.