

# ALABAMA UROLOGY NETWORK BYLAWS

## CHAPTER ONE: IDENTITY

**Section 1. Name.** The name of this organization shall be the Alabama Urology Network.

**Section 2. Mission.** The Alabama Urology Network (hereinafter “the Network”) is a professional organization of urologists whose mission is to support its members through collaboration, communication, education, and advocacy in order to promote professional development and provide the best patient care.

**Section 3. Legal Identity.** The Network is organized exclusively as a professional organization, not for profit, within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986, as amended. No part of the net earnings of the Network shall inure to the benefit of, or be distributable to, its members, trustees, officers or other private persons, except that the Network 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 herein.

**Section 4. Office.** The principal office of the Network will be in Birmingham, Alabama. The address for the registered office, as required by Alabama law to be maintained in the state, may or may not be the same as the principal office, as determined by the Board of Directors, but will be the same as the address for the registered agent.

**Section 5. Dissolution.** In the event of dissolution, all assets of the Network shall be held by the Treasurer at the time of dissolution until such time as a new Alabama society for urologists with similar mission is formed.

## CHAPTER TWO: MEMBERSHIP

**Section 1. Qualification.** Any physician in Alabama who practices urologic surgery, including residents and fellows, or is retired from a urologic surgery practice, and who pays annual dues, is eligible for membership.

**Section 2. Classification of membership.** The membership categories for the Network include the following:

- (a) **Active members.** Members in current urological surgery practice in Alabama, and who have completed training for the specialty, including a residency and, if applicable, a fellowship. Only active members are eligible to vote.
- (b) **Resident/Fellow members.** Members who are in residency, fellowship or other post-graduate training programs for urological surgery.
- (c) **Senior members.** Members who are retired from the active practice of urological surgery.

**Section 3. Dues.** Dues are to be paid annually, at an amount to be determined by the Board of Directors for each classification of membership.

**Section 4. Disqualification.** A member who fails to pay annual dues or who loses his or her license to practice medicine is disqualified from further membership.

**Section 5. Districts.** The Network will consist of eight districts, with a representative from each district serving on the Board of Directors. The Board of Directors has the authority to set and change at their discretion the boundaries and county composition of the following districts: **Northern, Northeastern, Central, West Central, East Central, Southwestern, Southeastern, and Southern.**

## CHAPTER THREE: OFFICERS

**Section 1. Executive Committee Officers.** The Executive Committee of the Network's Board of Directors shall consist of the following offices, and will meet at a time and place to be determined by the committee:

- (a) **Chair.** The Chair shall preside over meetings and elections for the Network and shall otherwise perform such duties as are customary for presiding officers.
- (b) **Vice-Chair.** The Vice-Chair shall preside over meetings and elections in the absence of the Chair, and coordinate with the Science and Education Committee to plan meetings for the Network.
- (c) **Treasurer.** The Treasurer shall (i) have charge and custody of and be responsible for all funds and securities of the Network; (ii) receive and give receipts for moneys due and payable to the Network from any source whatsoever, and deposit all such moneys in the name of the Network in such banks, trust companies or other depositories as shall be selected.
- (d) **State Advocacy Representative.** The State Advocacy Representative shall monitor state legislation and notify membership of any pending bills that may affect urologic practice.

**Section 2. Election and Term of Office.** All active members of the Network are eligible for any of the offices that makeup the Executive Committee. Any member of the Network may nominate an eligible member for one or more of the Executive Committee offices. Officers will be elected by the membership at the Network annual meeting, and each officer will serve a term of two years, beginning June 1 in the year of election. Officers may be reelected to serve in the same capacity for up to three full terms.

**Section 3. Meeting Attendance and Quorum:** Executive Committee members are encouraged to meet in person for meetings, but may meet virtually under special circumstances approved by the Chair. The quorum for Executive Committee meetings will consist of 3 of the 4 officers in attendance, either in-person or virtually with approval.

**Section 4. Vacancies.** A vacancy in an executive committee office whether because of death, resignation, disqualification or otherwise, will be filled by appointment of the Executive Committee until the next election.

## CHAPTER FOUR: BOARD OF DIRECTORS

**Section 1. Board of Directors.** The Board of Directors shall be comprised of the officers of the Executive Committee, plus one representative Director from each of the Network's eight districts. The Board of Directors shall meet at least yearly, or more often if necessary, to review the Network's finances, review and approve the annual meeting agenda, and determine future annual meeting sites. The Board of Directors also has the authority to establish rules for conducting business, establish and appoint members of ad hoc committees, and appoint agents if necessary or advisable.

**Section 2. Election and Term of Office.** An active member of the Network is eligible for the District Director position in the District where the member has his or her primary practice. Any member of the Network within a particular District may nominate an eligible member who practices in the same District for District Director. District Directors will be elected by the membership at the Network annual meeting. District Directors shall serve a term of two years, except two of the initial District Directors shall serve a term of one year, two will serve an initial term of two years, two will serve an initial term of three years and two will serve an initial term of four years, so that two of the District Directors will be up for election at each annual meeting. Terms of office will begin June 1 in the year of election, and Directors may be reelected to serve in the same capacity for up to two full terms.

**Section 3. Meeting Attendance and Quorum:** Board members are encouraged to meet in person for annual and other meetings, but may meet virtually under special circumstances approved by the Chair. The quorum for Board meetings will consist of a majority of Board members in attendance, either in-person or virtually with approval.

**Section 4. Vacancies.** A vacancy on the Board, whether because of death, resignation, disqualification or otherwise, will be filled by appointment of the Executive Committee until the next election.

## **CHAPTER FIVE: COMMITTEES**

**Section 1. Science and Education Committee.** The Science and Education Committee of the Network shall plan the agenda and education for the Network's annual meeting and any special meeting as approved by the Board. The Science and Education Committee will consist of a number of members to be determined by the Executive Committee. Members of the Science and Education Committee will be appointed by the Executive Committee and approved by the Board. They will serve two-year terms, beginning June 1 of the year they are appointed, and they can be reappointed for successive terms at the discretion of the Board.

**Section 2. Site Selection and Arrangements Committee.** The Site Selection and Arrangements Committee of the Network shall review and recommend meeting sites and activities for the Network's annual meeting and any special meeting as approved by the Board. The Site Selection and Arrangements Committee will consist of a number of members to be determined by the Executive Committee. Members of the Site Selection and Arrangements Committee will be appointed by the Executive Committee and approved by the Board. They will serve two-year terms, beginning June 1 of the year they are appointed, and they can be reappointed for successive terms at the discretion of the Board.

**Section 3. Committee Meeting Attendance and Quorum:** Committee members may meet as often as necessary, to be determined by each Committee, and shall report to the Executive Committee. Committee members are encouraged to attend meetings in-person, but may meet virtually under special circumstances approved by the Chair. The quorum for Committee meetings will consist of a majority of Committee members in attendance, either in-person or virtually with approval.

**Section 4. Vacancies.** A vacancy on any Committee, whether because of death, resignation, disqualification or otherwise, will be filled by appointment of the Executive Committee until the end of the expiring term.

## **CHAPTER SIX: MEETINGS**

**Section 1. Annual Meeting.** The membership of the Network will meet annually to elect officers, directors, and to otherwise conduct business. The Chair shall notify members of the annual meeting by email, newsletter and website. Special meetings may be called by the Chair, with approval of the Board. The Chair shall notify members of special meetings not less than one week before the meeting by email.

**Section 2. Quorum.** The active members of the Network present at the annual meeting or any special meeting shall constitute a quorum of the Network.

**Section 3. Action.** The act of a majority of the voting members present at any meeting at which there is a quorum shall be the act of the Network, except for the adoption of and amendments to bylaws, which will require approval of 2/3 of the voting members present at a meeting. Enacted or amended bylaws will take effect immediately on passing.