

MID-ATLANTIC SECTION, AUA
PROCEDURE MANUAL
(Adopted October 16, 2001)
(Amended September 27, 2008)

OFFICERS

The President

- (1) The President shall preside at all the meetings of the Board of Directors, and of the scientific and business sessions of the Section.
- (2) The President shall appoint the committees as specified in Article III, Standing Committees, or Special Committees as desired.
- (3) The President may call special meetings of the Board of Directors.

The President-Elect

- (1) The President-Elect shall serve for the President during his or her absence or incapacity.
- (2) The President-Elect shall attend all meetings of the Board of Directors.
- (3) The President-Elect shall perform any duties assigned to him or her by the President that do not conflict with the By-Laws of this Section.

The Immediate Past President

- (1) The Immediate Past President shall attend all meetings of the Board of Directors.
- (2) The Immediate Past President shall serve as a member of the Nominating Committee.
- (3) The Immediate Past President shall assist the President in an advisory capacity.

The Secretary

- (1) The Secretary shall receive and give prompt attention to the correspondence and keep accurate records of same.
- (2) The Secretary shall obtain records of proceedings of all committees so he or she may have in his or her possession a record of all the activities of the Section.
- (3) The Secretary shall keep an accurate list of:
 - a. Members
 - b. Applications for membership
 - c. Members suspended or expelled
- (4) The Secretary shall receive applications for membership and refer them to the Membership Committee for review and recommendation to the Board of Directors.

The Secretary (continued)

- (5) The Secretary should send notices of annual and special meetings of the Section to all members at least thirty (30) days prior to the date of the meeting, and have printed upon these notices any proposed amendments to the By-Laws which have been properly presented to the Board of Directors, and the names of all candidates for membership which have been approved by the Board of Directors.
- (6) The Secretary shall notify newly elected members of their election, and send to each a copy of the By-Laws of the Section.
- (7) The Secretary shall send notices of all meetings of the Board of Directors to members of the Committee.
- (8) The Secretary shall be an ex-officio member of all committees, standing and special.
- (9) The Secretary shall keep the minutes of all records of the Executive and scientific sessions of the Section and the Board of Directors.
- (10) The Secretary shall keep a file of the By-Laws, and have copies printed for distribution to newly elected members and to other members on request.
- (11) The Secretary shall have printed in booklet form at the expense of the Section, a roster of membership immediately following the annual meeting, and shall send one copy to each member of the Section and to the officers of the American Urological Association, Inc., and to the Secretary of each Section.
- (12) The Secretary shall obtain the yearly report of each of the Standing Committees and other committees and bring them to the attention of the President, and keep them in proper order for future reference.
- (13) The Secretary shall prepare forms for application for membership, and obtain the approval of the Board of Directors for the form used.
- (14) The Secretary shall notify members of any reprimand, suspension, or expulsion ordered by the Board of Directors.
- (15) The Secretary shall send to all Active and Associate members during March of each year, bills for the succeeding year's dues, upon which shall be printed those portions or sections of these By-Laws which refer to the payment of dues and arrears. Immediately after October 1st of each year, he or she shall send a notice of arrears to each Active or Service member who has not paid his or her dues.
- (16) The Secretary shall collect all assessments levied on members.
- (17) The Secretary shall prepare a list of Active and Associate members in arrears and present this list to the members of the Board of Directors for their action.
- (18) The Secretary shall notify the Secretary of the American Urological Association, Inc. of the suspension for arrears of any member of the Section who has joined the American Urological Association, Inc., since 1932 (when membership in a Branch Society or Section having a charter from the American Urological Association, Inc.).

- (19) The Secretary shall officially notify the Secretary of the American Urological Association, Inc., prior to the Annual Meeting of said Association of the names of the candidates and alternates endorsed by the Section for election to:
 - a. The Board of Directors of the American Urological Association, Inc.
 - b. The Nominating Committee of the American Urological Association, Inc.
 - c. The Research Committee of the American Urological Association, Inc.
 - d. The Health Policy Council of the American Urological Association, Inc.
 - e. The By -Laws Committee of the American Urological Association, Inc.
- (20) The Secretary shall be entitled to receive reimbursement for expenses incurred for clerical work, as recommended by the Board of Directors.

The Treasurer

- (1) The Treasurer shall be the custodian of the funds, securities, and other properties of the Section.
- (2) The Treasurer shall keep or cause to be kept a true and accurate account of all financial transactions in the name of the Section.
- (3) The Treasurer shall keep a cash book and bank accounts in the name of the Section.
- (4) The Treasurer shall keep a journal, ledger, and alphabetical list showing the dues status of all members.
- (5) The Treasurer shall be entitled to receive reimbursement for expenses incurred for clerical work, as recommended by the Board of Directors.

Board of Directors

The Board of Directors shall consist of thirteen (13) members. These are the President, the President-Elect, the Immediate Past President, the Secretary, Treasurer, the Representative or Alternate Representative to the Board of Directors of the American Urological Association, Inc., six elected members of the Section, and the Historian, without vote.

- (1) The Board of Directors shall have charge of the administration of the Section, including the study and evaluation of all financial affairs of the Section, the preparation of a yearly budget and make recommendations to the membership at the Annual Business Meeting of the Section for approval of said budget.
- (2) Six (6) voting members of the Board of Directors shall constitute a quorum for the transaction of business.
- (3) The Board of Directors shall select the time and place for the Annual Meeting.
- (4) The Board of Directors shall examine the annual report of the Secretary and make recommendations for the conduct of the business of the Section.
- (5) The Board of Directors shall scrutinize the applications for membership and may recommend them for election to membership. The Board of Directors may withhold recommendations of a candidate or candidates.

Board of Directors (continued)

- (6) The Board of Directors shall receive nominations for election to Honorary membership and make recommendations to the Section.
- (7) The Board of Directors shall make recommendations for amendments to the By-Laws when necessary for the better conduct of the affairs of the Section.
- (8) Special meetings of the Board of Directors may be called by the President at his or her discretion or upon request of a majority of its members.
- (9) Notice of special meetings of the Board of Directors must be sent to each member of the committee by the Secretary at least two weeks before the time set. The notice shall state the exact business to be transacted at such special meetings, and a copy of the request for such meetings with its signators shall be included.
- (10) The time of the Annual Meeting of the Board of Directors shall be set by the President at a time conveniently related to the Annual Meeting of the Section.
- (11) The Board of Directors shall instruct the Secretary to send to the Secretary of the American Urological Association, Inc., the names of all candidates who have been accepted as Active Members of the Section at its Annual Meeting each year, with the recommendation that said candidates are eligible for membership in the American Urological Association, Inc.

Vacancy

Vacancies that occur, for any reason, in the various Offices, Board of Directors or Section representatives on any committee of the American Urological Association, Inc., may be filled until the next Annual election by a majority vote of the Board of Directors.

COMMITTEES AND REPRESENTATIVES

Membership Committee

The Membership Committee shall consist of three (3) Active or Senior Members of the Section, in good standing. One member of this Committee shall be appointed annually by the President to serve three (3) years and shall, in his or her third year, be Chairman.

- (1) The Membership Committee shall evaluate all applications which have been filed with the Secretary.
- (2) The Membership Committee shall present its recommendations concerning each candidate for Active and Senior Memberships to the Board of Directors.
- (3) It shall recommend to the Board of Directors for Active Status members transferring from other Sections and who meet the requirements of the Mid-Atlantic Section.
- (4) It shall examine the application and the letters of recommendation from Members-at-Large in the American Urological Association, Inc., who have made application for Active Membership in the Mid-Atlantic Section. It will forward its recommendations to the Board of Directors.

Arrangements Committee for Annual Meeting

The Arrangements Committee shall consist of five (5) Active Members in good standing in the Section. It will consist of the Chairman, the Immediate Past Chairman, the Chairman-Elect and two (2) members.

- (1) The Chairman-Elect will be appointed by the President-Elect after the Annual Business Meeting. The Chairman of the Arrangements Committee will select two (2) members for this Committee.
- (2) The Committee on Arrangements shall make all necessary arrangements for the Annual Meeting of the Section.
- (3) The Committee shall render a final report to the Board of Directors of the Section within ninety (90) days following the Annual Meeting.

Program Committee

The Program Committee shall consist of the President, the Secretary and at least three (3) other members in good standing appointed by the President.

- (1) The President may act as Chairman or select a Chairman from this Committee.
- (2) The Program Committee shall arrange the Scientific Program for the Annual Meeting.

Nominating Committee

The Nominating Committee shall consist of the three (3) most recent living Past Presidents, of whom the senior shall act as Chairman, and two (2) Active members of the Section in good standing nominated and voted by two-thirds of the membership at the Annual Meeting to serve for the ensuing year. These two elected members shall serve for one term of one year only.

- (1) It shall be the duty of the Nominating Committee to select and present to the Section by mail thirty (30) days prior to the Annual Meeting a slate of nominees of Active Members of the Section in good standing for the following offices:
 - a. President-Elect
 - b. Secretary (when a vacancy occurs according to Article III, Section 1, of the By-Laws)
 - c. Treasurer (when a vacancy occurs according to Article III, Section 1, of the By-Laws)
 - d. Two members to serve on the Board of Directors of the Mid-Atlantic Section according to the provisions of the By-Laws, Article 11, Section 5.
 - e. One member and alternate for the Nominating Committee of the American Urological Association, Inc., who is an Active member in good standing of the American Urological Association, Inc., to serve for a period of one (1) year. They may not serve over 4 consecutive terms after being duly nominated and elected.
 - f. One member and alternate for the Research Committee of the American Urological Association, Inc. who is an Active member in good standing of the American Urological Association, Inc. to serve for period of four (4) years in accordance with the By-Laws of the

American Urological Association, Inc. These nominees will be elected to serve beginning with an odd numbered Year.

- g. One member who is an active member in good standing in the American Urological Association, Inc. to act as Chairman of the Socioeconomics Committee and who will serve as representative to the Socioeconomics Committee of the American Urological Association, Inc. The term of office will be two (2) years.
 - h. One member to serve as Historian for three years.
 - i. Two (2) members to the Nominating Committee of the Section.
- (2) After the report of the Nominating Committee is read, and before any vote is taken, the presiding officer must call for nominations from the floor.
 - (3) In the year in which it is the Section's turn to present name or names of those candidates for the office of the presidency of the American Urological Association, Inc., the Board of Directors of the Mid-Atlantic Section shall select this name or names and shall present same in writing to the Section at least sixty (60) days prior to the Annual Meeting.
 - (4) Members of the Nominating Committee shall not be eligible for nomination to any of the above Offices during their term on the Nominating Committee.
 - (5) In odd numbered years, the Nominating Committee should include in its slate one member who is an Active member or Senior member in good standing in the American Urological Association, Inc. to be a candidate for election to the Board of Directors of the American Urological Association, Inc., as representative of this Section for a term of two (2) years. A second member shall be nominated to act as alternate. They will assume the duties at the conclusion of the next Annual Meeting of the American Urological Association, Inc. held in the even years.

The Editorial Representative

The Editorial Representative shall be an active member of the Section in good standing and shall be appointed by the President to serve five (5) years as the Section's representative to the JU Editorial Board.

The By-Laws Committee

The By-Laws Committee shall consist of the Secretary of the Section who shall serve as Chairman and two (2) members appointed by the President to serve one (1) year. The Chairman of the Committee will serve as the Section representative to the By-Laws Committee of the American Urological Association, Inc.

- (1) Duties. It shall be the duty of the By-Laws Committee to review the By-Laws as directed by the Board of Directors.

The Investment Committee

The Investment Committee shall consist of the Treasurer who shall serve as chair and five (5) Active or Senior members of the Section in good standing. It will include, one member of the Board of Directors to be appointed by the President and serve coterminous with his or her term on the Board, and three (3) members appointed by the President. One member of this Committee shall be appointed annually by

the President to serve three (3) years. The Section Executive Director and the Section Investment Advisor shall serve as consultants to the Committee.

(1) Duties: establish investment strategy guidelines including growth and income objectives, risk parameters, and general asset allocation of the Section's assets; make recommendations to the Section's Investment Advisor; monitor the Section's portfolio at least semi-annually for adherence to established guidelines and performance vs. objective; and provide formal reports on performance with recommendations for each Board of Directors meeting.

Historian

- (1) The Historian shall prepare and present at the Annual Meeting a list of members of the Section who have died during the previous year.
- (2) Archives of the Section will be preserved by the Historian.
- (3) The Historian shall be elected by the membership for a three-year term.

Socioeconomics Committee

- (1) The Socioeconomics Committee shall become familiar with and study all matters pertaining to the inter-professional problems associated with the delivery of urologic care to the public. Peer review shall be a function of this Committee.
- (2) The Committee shall consist of a Chairman, elected for a term of two (2) years, who also shall serve as the Section representative to the Health Policy Council of the American Urological Association, Inc. In addition to the Chairman, each state represented by the boundaries of the Mid-Atlantic Section shall be represented on the Committee.
- (3) Meetings will be held as often as is deemed necessary by the Chairman.
- (4) The Chairman will make an annual report to the membership of the Section on the activities of the Committee and also shall keep the Board of Directors informed as to the proceedings of the Health Policy Council of the A.U.A.

MEETINGS

Time and Place

- (1) The Board of Directors shall determine the time, place and duration of the Annual Meeting of the Section.
- (2) Official notices containing the time and place of the Annual Meeting shall be sent to each member of the Section at least thirty (30) days before the date of the meeting.

Scientific Sessions

- (1) The Program Committee shall arrange the scientific program.
- (2) The business session must be held at such time that there will be sufficient time for the transaction of all necessary business. At all stated and special meetings, twenty-five (25) Active and Senior members shall constitute a quorum for the transaction of business.

- (3) Social features of the meeting shall be arranged by the Arrangements Committee with the approval of the Board of Directors.

Order of Business

The order of business at the Business Meeting of the Section shall be:

- (1) Reading of the minutes of the previous meeting.
- (2) Report of the Secretary.
- (3) Report of the Treasurer.
- (4) Report of the Board of Directors.
- (5) Report of the Standing Committees - Membership Committee, Arrangements Committee, Program Committee, Nominating Committee, Historian, Socioeconomics Committee.
- (6) Reports of Special Committees.
- (7) Election of New Members.
- (8) Unfinished Business.
- (9) Report of Nominating Committee.
- (10) Election of Officers and Members of the Board of Directors and members and alternates to A.U.A., Inc., as specified in the By-Laws. (Article III, Section 5)
- (11) Installation of Officers.
- (12) New Business.
- (13) Adjournment.

Special Meeting

A special meeting of the Section for extraordinary reason may be called at any time by the Board of Directors.

DUES

Dues are to be collected only to pay the necessary expenses of the Section and no large surplus or balance is to be built up. A reserve fund equal to the minimum projected annual budget is to be maintained.

The annual dues will be recommended by the Board of Directors yearly and must be approved by the membership at the Annual Business Meeting.

Income

- (1) Assessment - The Board of Directors may levy on each member of the Section special assessments for special and extraordinary purposes.
- (2) Initiation fees will be determined by the Board of Directors and be paid by all new members applying for membership.

Arrears

The fiscal year of the Section dates from January 1st of each year. Any member who, after due notification, has not paid his or her dues by October 1st immediately following, shall be notified thereof by the Secretary. If his or her dues are not paid by November 1st immediately following, his or her name shall be dropped from the rolls of the Section, and he or she shall be reinstated only with the approval of the Board of Directors. The same provision shall apply to those members who have not paid special assessments within four (4) months of the time they were levied.

MA-AUA NON-RETALIATION POLICY

Adopted October 23, 2005

The MA-AUA is committed to the highest standards of ethical and legal conduct in all of its affairs, both internal and external. In as much as the MA-AUA is managed by PRRI – an association management company, this policy pertains to those PRRI employees who are directly assigned to the management of the MA-AUA. MA-AUA employees are encouraged to report activities which they have reason to believe are not in conformity with these high standards. The protections of federal and state law have recently been expanded to protect employees in raising concerns and reporting conduct of others within the organization, which they know or believe to violate laws, proper accounting standards, or ethical constraints which should govern its activities as a non-profit organization committed to act in the public interest. The MA-AUA has adopted this “whistleblower” policy to protect employees, and thereby further the interests of the membership and public at large.

This policy is intended to cover serious concerns likely to have a substantial impact on these legitimate interests, including actions which may a) involve improper financial reporting, or b) depart from our charter as a non-profit and tax-exempt entity, c) be otherwise unlawful or d) violate some other important policy of the organization.

The following principles will apply to reporting of complaints:

1. Confidentiality. Where requested, the complainant’s identity will be protected. However, in some cases the employee will be encouraged to relinquish his or her anonymity, to have a limited degree, to establish credibility and permit appropriate investigation.
2. No harassment or reprisals. In no event will the complainant be harassed, demoted or otherwise punished for coming forward in good faith.
3. Malicious allegations. Groundless or bad faith complaints may result in disciplinary action against the complainant.

Reporting Procedures

Internal matters of concern may be reported to the Human Resources Department, or if the complainant is uncomfortable in doing so, may be reported to the President of PRRI. IN either event, confidentiality will be respected.

Allegations of serious financial or accounting irregularity may be reported to either of these same (Human Resources Department or the President), or to the Executive Committee of the Board of Directors. The appropriate contact with the Committee is through the MA-AUA Secretary.

A confidential record shall be made of the substance of the complaint, the results of any investigation, and the action taken, if action is appropriate. Any complaint or grievance not resolved satisfactorily may be appealed to the Board of Directors.

Destruction of Documents

In connection with the reporting of significant abuses within the organization, or of financial irregularities, federal law also imposes stringent rules prohibiting the destruction, alteration or mutilation of documents, and prohibiting making false record entries, with the intent to impede investigation or to impair the use of these materials in any proceedings to enforce the laws governing proper accounting or administration of corporate entity.

MA-AUA employees must not countenance the destruction of documents or other materials which they reasonably believe may provide evidence of wrongdoing, but should preserve such evidence to be furnished in reporting their complaint.

REQUEST FOR FINANCIAL AID

Adopted October 23, 2005

From time to time, the Section receives requests for financial aid from the AUA, the IVU and other Urological organizations. Requests from institutions and individuals are also received on occasion. All such requests shall be forwarded to the Board of Directors for consideration.

MA-AUA MEMBERSHIP LIST RENTAL GUIDELINES

Adopted October 23, 2005

1. The MA-AUA will supply its mailing list for a fee to other medical societies, hospitals, universities, and other non-profit groups for the purpose of promoting CME accredited courses of interest to members. Members on the list may be contacted by mail and NOT by phone, fax, or e-mail.
2. Written requests, including the actual mail piece must be submitted in final and complete form to the MA-AUA. List may not be used for any other purposes.
3. The list is provided for one-time use only. Lists will be "seeded" to monitor proper use.
4. The MA-AUA will provide an invoice once the mailing is approved. All orders must be prepaid (check/VISA/MC/AMEX) before rental use. The attached rental agreement must be signed and returned along with payment.
5. ASCII Delimited Text or EXCEL files are available on disk or by e-mail. If Avery pressure sensitive labels are requested, an additional shipping and handling charge will be assessed.
6. All shipping of disks or labels will be sent priority mail. If Fed-Ex shipping is preferred, renter must provide a Fed-EX account number for direct payment.
7. Total processing time for the mailing list is generally 7-10 days.
8. The Section reserves the right to refuse any mailing which in its sole discretion is inconsistent with the philosophy and mission of the Section. The renter shall make no claims that the mailing is in any way endorsed by the MA-AUA.

MID-ATLANTIC SECTION EXPENSE GUIDELINES

Codified October 14, 2000 - Modified August 22, 2006

Certain guidelines have been established by the Board of Directors to direct the Secretary as to which Sectional expenses are reimbursable to members and Invited Speakers.

By action of the Board of Directors, the Section has financial responsibility for the March Interim meeting of the Board of Directors, as well as any special meeting of the Board of Directors called by the President. Included are the expenses for the Program Committee Meeting, the Site Inspection visit, and certain expenses at the Annual Meeting as indicated below.

The Section will be responsible for Round Trip, Coach airfare (purchased at the lowest cost available at least two months prior to the Annual Meeting), or the payment of automobile mileage as set forth by federal regulations. *Not reimbursable are personal phone calls, movies, laundry/dry cleaning, other personal items, i.e., tours, sports activities.*

Interim Board of Directors Meeting

The following expenses will be reimbursed for the Officers and Board of Directors. *Spousal expenses are not reimbursed for this meeting.*

Airfare (if applicable), Transportation, Accommodations (if applicable), Meals, Gratuities.

Program Committee Meeting

(Currently the Program Committee Meeting is conducted as a conference call meeting.)

The following expenses will be reimbursed for the Program Committee. *Spousal expenses are not reimbursed for this meeting.*

Airfare (if applicable), Transportation, Accommodations (if applicable), Meals, Gratuities.

Site Inspection Visit

The following expenses will be reimbursed for the Site Inspection Visit for the President, Local Arrangements Chairman and, their spouses (if applicable).

Airfare (if applicable), Transportation, Accommodations, Meals, Gratuities, activity evaluation expenses.

Annual Meeting

The Section will pay the following expenses of the President, Secretary, Treasurer, President-Elect, Local Arrangements Chairman and Program Chairman.

Accommodations (if not complimentary), Transportation (Airfare, if applicable), Meals, Gratuities.

In addition, all Officers and Board of Directors members, and new members attending their first Annual Meeting, within three years of their election to membership (i.e., 1997-1999 for the 2000 Annual meeting), will have Annual Meeting registration fees waived.

Invited Speakers

The following expenses will be reimbursed for the Hugh Hampton Young Lecturer, the Howard Pollack X-Ray Conference Leader and any additional non-Section member faculty.

- Airfare, Accommodations, Meals, Meeting registration, other transportation and parking.
- In addition, non-member panelists will receive an Honorarium of \$500.
- The Hugh Hampton Young Lecturer, X-Ray Conference Leader and non-member Special Guest speakers will receive an honorarium of \$1,000.