

## ARTICLE I. NAME OF ORGANIZATION **Genitourinary Pathology Society**

### ARTICLE II. PURPOSE

- **Section 1. Nonprofit Purpose** This Organization is organized exclusively for educational and scientific purposes.
- **Section 2. Specific Purposes** The specific objectives and purposes of this organization shall be:
  - The promotion of the welfare of urological pathology and provision of continuing education for pathologists
  - The advancement of the science and clinical practice of urological pathology
  - The promotion of research in the field of urological pathology
  - The publication of journal articles and scientific monographs of advances in the field of urological pathology

### ARTICLE III. MEMBERSHIP

- **Section 1. Eligibility for Membership** Membership in the Genitourinary Pathology Society (also known as GUPS) is open to all pathologists who agree with the aims and objectives of the Society. The membership of the Organization shall consist of Regular Members, Junior Members, Emeritus Members, Associate Members and Honorary Members. An application form (designed by the Membership Committee and available on the website) is submitted to the Membership Committee. The Membership Committee recommends approval or disapproval of the candidate to the Executive Committee of the Society. Membership will be granted upon a majority vote by the Executive Committee.
  - 1.1. **Regular Membership** is open to pathologists with a special interest in urological pathology. They shall have full voting rights and may attend all general and educational meetings.
  - 1.2. **Junior Membership** is open to pathologists in training who have a special interest in urological pathology. Junior Members may attend all general and educational meetings of the Organization. Junior members shall not pay dues and shall not vote.
  - 1.3. **Emeritus Membership** is open to pathologists who have fully retired from medical practice and have been dues paying members of the Organization. Emeritus Members may attend all general and educational meetings of the Organization, but shall not be appointed to office or to committees, shall not pay dues, and shall not vote.
  - 1.4. **Associate Membership** is open to medical practitioners and biomedical scientists who have an interest in urological pathology. Associate members may attend all general and educational meetings of the Organization. Urologists, oncologists, biomedical scientists and basic researchers may be appointed to committees. Associate members shall not vote.
  - 1.5. **Honorary Membership** is open to medical practitioners and biomedical scientists who have made an important contribution to and are distinguished by their achievement in the field of urologic pathology. Honorary members are exempted for any annual dues levied by the Organization, they may attend all general and educational meetings of the Organization but shall not be appointed to office or to committees of the Organization, and shall not vote.

- **Section 2. Election to the Organization.** Regular, Junior and Associate members shall be confirmed at the Annual General Meeting. Transfer from Regular Membership to Emeritus Membership shall be by resolution of the Executive Committee. Election to Honorary Membership shall be by resolution at the Annual General Meeting.
- **Section 3. Annual Dues** The amount of annual dues shall be determined each year by the Executive Committee and announced at the Annual General Meeting. Special assessments shall be made by the Executive Committee regarding dues from members from ‘low/lower resource’ countries. The dues year shall be from January 1 through December 31. Membership will be discontinued if dues have not been paid for two consecutive years.
- **Section 4. Rights of Members** The rights and responsibilities of members are described in an abbreviated Robert’s Rules of Order (titled “Simplified Handbook of Parliamentary Procedure” by Bobby Hall, program associate - Community and Economic Development, with the University of Arkansas Division of Agriculture, Cooperative Extension Service. <https://www.uaex.edu/publications/pdf/MP350.pdf>).
- **Section 5. Resignation and Termination** Any member may resign by filing a written resignation with the Secretary. Resignation shall not relieve a member of unpaid dues, or other charges previously accrued.
- **Section 6. Non-voting Membership** The Executive Committee will have the authority to establish and define non-voting categories of membership.

#### ARTICLE IV. MEETINGS OF MEMBERS

- **Section 1. Annual Meetings** An Annual General Meeting in general is held the weekend before the annual meeting of the U.S.-Canadian Academy of Pathology. At the annual meeting, the members will elect directors and officers, receive reports on the activities of the Organization, and determine the direction of the Organization for the coming year.
- **Section 2. Special Meetings** Special meetings may be called by the President, the Executive Committee, or a simple majority of the Executive Committee. A petition signed by 10 percent of voting members may also call a special meeting.
- **Section 3. Notice of Meetings** Notice of each meeting shall be given to each voting member, by e-mail, not less than two months (60 days) prior to the meeting.
- **Section 4. Quorum** A quorum for a meeting of the members shall consist of at least 20 percent of the active membership.
- **Section 5. Voting** Technical issues to be voted on shall be decided by a majority of those either physically present or attending by remote connection at the meeting in which the vote takes place. For Special meetings, substantive issues may be discussed. However, voting will be done following the meeting and distribution of minutes, which detail the pros and cons of any substantial issue.

#### ARTICLE V. EXECUTIVE COMMITTEE

**Section 1. General Powers** The affairs of the Organization shall be managed by its Executive Committee. The Executive Committee shall have control of and be responsible for the management of the affairs and property of the Organization.

**Section 2. Number and Tenure**

The members of the Executive Committee consist of the following officers: the President, the President-elect, the Secretary, the Treasurer and Chair of the Education/Program Committee. The members of the Executive Committee shall, upon election, begin performing their duties and shall continue in office until their successors shall be duly elected and qualified. All members of the Executive Committee must be approved by a majority vote of the membership.

### **Section 3. Regular and Annual Meetings**

An annual meeting of the Executive Committee shall be held immediately prior to the Annual General Meeting and at other times and places by conference call or at a location designated by the Executive Committee.

### **Section 4. Special Meetings**

Special meetings of the Executive Committee may be called by or at the request of the President or any two members of the Executive Committee.

### **Section 5. Notice**

Notice of any special meeting of the Executive Committee shall be given at least two weeks in advance of the meeting by telephone, by electronic methods, or by written notice.

### **Section 6. Quorum**

The presence, in person of at least three of current members of the Executive Committee, shall be necessary at any meeting to constitute a quorum to transact business. The act of a majority of the members of the Executive Committee present at a meeting at which a quorum is present shall be the act of the Executive Committee.

### **Section 7. Vacancies**

Whenever a vacancy occurs in the Executive Committee it shall be filled without undue delay. The Nomination Committee shall be responsible for nominating two candidates to fill any vacancy which occurs between annual meetings. Nominations shall be sent in writing or by e-mail to the membership for voting.

### **Section 8. Compensation**

Members of the Executive Committee shall not receive any compensation for their services as Directors. Honoraria received as part of representation of the organization for speaking events, visiting professorships and the like will be returned to the organization.

### **Section 9. Parliamentary Procedure**

Any question concerning parliamentary procedure at meetings shall be determined by the President by reference to Robert's Rules of Order (Robert's Rules of Order (titled "Simplified Handbook of Parliamentary Procedure" by Bobby Hall, program associate - Community and Economic Development, with the University of Arkansas Division of Agriculture, Cooperative Extension Service).

## ARTICLE VI. OFFICERS.

### **Section 1. President** shall:

- a. Preside at all general and special meetings of the Organization
- b. Preside at all meetings of the Executive Committee.
- c. Have general superintendence and direction of all other officers of this Organization and see that their duties are properly performed.
- d. Be an Ex-officio member of all standing committees and shall have the power and duties usually vested in the office of the President.

### **Section 2. President-elect** shall:

- a. Be vested with all the powers and shall perform all the duties of the President during the absence of the latter.

### **Section 3. Secretary** shall:

- a. Maintain a current membership list of the Organization.
- b. Prepare the minutes of all regular meetings of the Executive Committee and of the Organization. The minutes of meetings will be submitted to the members of each meeting for discussion, potential modification and approval within a month of the meeting. Unresolved discrepancies will be detailed in footnote(s) to the minutes.
- c. Arrange the Annual General Meeting and all other business meetings of the Organization.
- d. Send notices of all meetings to the members of the Organization and make reservations for the meetings.
- e. Chair the Membership and Diversity committee.

### **Section 4. Treasurer** shall:

- a. Transact the financial business of the Organization.
- b. Collect membership dues and keep a record.
- c. Submit an estimated budget and financial statement annually for approval of the Executive Committee at the pre-Annual General Meeting. Executive Committee meeting.
- d. Submit a budget and financial statement annually at the Annual General Meeting for approval by the membership.
- e. Submission of annual financial documents with payments to the US Treasury (to maintain tax exempt status) and to the Washington State Corporations Office (to maintain incorporation)
- f. Perform such other duties as may be prescribed by the President under whose supervision he/she shall be.
- g. Chair the Finance committee.

### **Section 5. Election of Officers**

The Nomination Committee shall solicit nominations from the membership of qualified candidates to be considered for the officers positions. The Nomination Committee will select the names of 2 candidates for the respective offices of the Executive Committee prior to the Annual General Meeting. Those officers elected shall serve a term of two years, commencing at end of the annual meeting.

The President and President-elect shall not be eligible to succeed themselves in their respective offices.

The Secretary, Treasurer and Chair of the Education Committee may be elected for a second two-year term. No officers elected for two consecutive two-year terms may be elected to any other office position until they have been out of their term of office for at least four years. Any officer elected for one two-year term is eligible to run for the President-elect position.

### **Section 6. Removal of Officer**

In case of non-compliance with the bylaws of the Society and its code of ethics, and with the concurrence of 3/4 (75%) of the voting members of the Society by anonymous ballot, the Nomination Committee may recommend removal of any officer of the Executive Committee and elect a successor for the unexpired term. The minimum number of voting members is 100. No officer of the Executive Committee shall be expelled without an opportunity to be heard and notice of such motion of expulsion shall be given to the member in writing twenty (20) days prior to the meeting at which the motion shall be presented, setting forth the reasons of the Nomination Committee for such expulsion.

### **Section 7. Vacancies**

The Nomination Committee shall be responsible for nominating two candidates to fill vacancies which occur between annual meetings. Nominations shall be sent in writing to the membership at least four (4) weeks prior to the next Annual General Meeting, at which the election will be held. The persons so elected shall hold membership or office for the unexpired term in respect of which such vacancy occurred.

## **ARTICLE VII. COMMITTEES**

### **Section 1. Committee Formation**

The Executive Committee may create ad hoc committees as needed and appoints all committee chairs. The term of committee chairs and of committee members is two years. A member may serve on no more than two committees at any given time and may be a chair of only one committee at a time. The committee chairs select the members of each committee, being attentive to representation of geographic, gender, and ethnicity of committee members. In general, there will be an odd number of members (at least three and no more than seven members) on each committee. Members and chairs of committees may serve no more than two two-year terms on committees. Any member of any committee, including committee chairs, may be a candidate for the Executive Committee. The Executive Committee may also create Ambassador positions to promote the activities of the society. The Nomination committee will identify potential Ambassadors in consultation with the Chair of the Membership and Diversity Committee.

### **Section 2. Executive Committee**

See Article V.

### **Section 3. Membership and Diversity Committee**

The Membership and Diversity Committee shall create forms for each category of membership, review applications, and recommend approval or disapproval of candidates. The Secretary shall

chair the Membership and Diversity Committee. Membership in the respective Membership categories is open to all genders, ethnicities, and minorities.

**Section 4. Nomination Committee** The Nomination Committee shall consist of the President-elect (who is the Chair), the Secretary and three other members at large who are not on the Executive committee, elected by the Membership. The three members at large will be nominated by the members and then elected through the same secret ballot during the voting for Executive Committee positions. If more than 6 members are nominated, the Nomination committee will select 6 of those nominated. The Nomination Committee will solicit applications for positions on the Executive Committee 4 months prior to the Annual General Meeting. Candidates are encouraged to submit a photograph and vision statement. The committee will then select at least two candidates for each position two months prior to the Annual General Meeting, based on experience, professional achievement and active participation in the Organization. In selecting candidates, the committee will be mindful of diversity (gender, ethnicity, geography). Nominees, along with vision statements and photographs, will be distributed to the Membership one month prior to balloting. Members of the Organization with voting privileges will then vote for candidates for office by electronic ballot. The voting results are announced at the Annual General Meeting by the Nomination Committee Chair. The Nomination Committee shall also identify candidates for other positions such as Ambassadors, and recommend candidates for these positions to the Executive Committee.

#### **Section 5. Finance Committee**

The Finance Committee, which is chaired by the Treasurer and includes 2 others members (neither of whom is a member of the Executive committee), is responsible for developing and reviewing fiscal procedures and the annual budget. The Executive Committee must approve the budget. All expenditures must be within budget. Any major change in the budget must be approved by the Executive Committee. The fiscal year shall be the calendar year. Annual reports are required to be submitted at the Annual General Meeting showing income, expenditures, and pending income. The financial records of the organization are public information and will be made available to the membership, Executive Committee members, and the public, upon request.

#### **Section 6. Education/Program Committee**

The Education/Program Committee shall plan Education events for the Annual General Meeting and for other meetings of the Society that might be arranged. The committee shall create forms for Members who apply to present an Education session at the Annual General Meeting. The Education/ Program Committee shall appoint two moderators to assist with the organization of the companion society at annual scientific meetings.

#### **Section 7. Awards Committee**

The Awards Committee shall be responsible for managing all annual awards, which include the Trainee award(s), the GUPS (Genitourinary Pathology Society) Excellence in Practice award, and other awards as created by the Executive Committee. The committee shall make available to the membership the criteria used to select the awardees.

#### **Section 8. Community/Private Practice Committee**

The Community/Private Practice Committee shall be responsible for engagement with the members from private practice and community settings. It will consider, discuss and bring to the attention of the Executive Committee and to the general membership the important issues pertinent to the GU pathology practice in these settings.

#### **Section 9. Research/Translational Research Committee**

The Research/Translational Research Committee shall be responsible for promoting research and collaborative research activities in GU pathology. It will also provide input to the Education/Program Committee and will propose establishment of educational and other scholarly endeavors either as part of the general programming or as independent events.

#### **Section 10. Bylaws Committee**

This committee will review the Society's bylaws at regular intervals as necessary, but at least once in each three year cycle, and propose appropriate modifications and amendments to be shared with and voted upon by the membership. The committee will actively solicit input from the membership at the time of the Society's first Annual General Meeting and at yearly intervals thereafter.

#### **Section 11. New Committee Formation**

The Executive Committee may create ad hoc committees. The decision to form a new committee will be carried out by majority vote of the members of the Executive Committee.

### **ARTICLE VIII. CONFLICT OF INTEREST AND COMPENSATION**

#### **See Separate Conflict of Interest Policy**

### **ARTICLE IX. INDEMNIFICATION**

The organization agrees to indemnify, defend and save harmless the board members, its officers, members and employees, from and against all liability, loss, cost or expense (including attorney's fees) by reason of liability, arising out of or related to organization's activities, whether caused by or contributed to by the members or any other party indemnified herein, unless caused by the gross negligence of the member or any other party indemnified herein.

### **ARTICLE X. BOOKS AND RECORDS**

The Society will keep complete minutes of the proceedings of the Executive Committee and of all committees.

### **ARTICLE XI. AMENDMENTS**

These Bylaws may be amended by a two-thirds vote of the Members. No amendment shall be submitted to Members for adoption unless it has first been reviewed by the Executive Committee, whose recommendation and a statement of the reason(s) thereof, together with a copy of the text of the proposed amendment, will accompany the notice of the next Annual General Meeting. These documents will be distributed to the membership no later than sixty (60) days before the meeting.

### **ARTICLE XII. DISSOLUTION**

In the event of a voluntary dissolution of the Society, the funds will be distributed to the United States and Canadian Academy of Pathology, 404 Town Park Blvd, Evans, GA 30809.

#### ADOPTION OF BYLAWS

We, the undersigned, are all of the initial incorporators of this Organization, and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of the 7 preceding pages, as the Bylaws of this Organization.

ADOPTED AND APPROVED by the GUPS Founding Committee on this 28 day of September, 2018.

#### **GUPS Founding Committee:**

Mahul B. Amin

John Cheville

Jonathan Epstein

Cristina Magi-Galluzzi

Victor Reuter

Kiril Trpkov

Larry True

Ming Zhou