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April 26, 2017

Lisa J. Stephenson,
Acting General Counsel
Federal Election Commission
999 E Street, NW
Washington, DC 20463

Dear Ms. Stephenson:

The American Association of Clinical Urologists (AACU) and its Separate Segregated Fund, UROPAC, request an Advisory Opinion affirming that the AACU and the American Urological Association (AUA) remain affiliated pursuant to 52 U.S.C. § 30116(a)(5) and the Commission's regulations at 11 C.F.R. §§ 100.5(g)(4)(ii) and 110.3(a)(3)(ii), as the commission concluded in Advisory Opinion 2002-15.

In AO 2002-15 the Commission approved AACU and AUA sharing administration of UROPAC as a Separate Segregated Fund of both organizations. AUA stopped providing direct administrative support for UROPAC on January 1, 2016. AACU and AUA remain intertwined, however, to substantially the same degree reviewed by the Commission in AO 2002-15. AACU believes the two associations remain affiliated for purposes of 52 U.S.C. § 30116(a)(5) and has proceeded in good faith reliance on AO 2002-15 even after AUA ended of direct administrative support for UROPAC. AACU and UROPAC seek reaffirmation of the Commission's 2003 finding that AACU and AUA are affiliated for purposes of Federal election law.

Background

AUA is a membership organization composed of urologists and related professionals, with its largest entity now organized under Section 501(c)(6) of the IRC. See AO 2002-15; AOR 2017-01. AACU is also a 501(c)(6) membership organization composed of urologists. AACU was founded by AUA officers in 1969 to represent the health policy interests of urologists. UROPAC is a Separate Segregated Fund organized by AACU in 1992. AACU and AUA are organized into geographically identical regional sections which elect board members to their respective parent organizations, conduct their own annual section meetings, and carry out other functions of the organizations.

As discussed further below, AUA Sections appear to be affiliated with AUA within the meaning of the FECA and Commission regulations.

In AO 2002-15, the FEC concluded that AACU is affiliated with AUA and approved a plan under which both organizations would serve as connected organizations of UROPAC. The FEC applied the



same ten factor membership rule that exists today to reach this conclusion. The Commission relied on Board and membership overlap, governance participation, participation of former board members and officers, and additional factors in supporting its conclusion that AACU and AUA are affiliated.

Between 2002 and 2015 AACU and AUA jointly managed UROPAC with both organizations providing funds for administrative expenses and staff support for the SSF. On January 1 2016, AUA ended its participation in UROPAC governance and stopped providing direct administrative funding for UROPAC. As a result, UROPAC removed AUA as a connected organization on its FEC Statement of Organization in early 2016. In ways other than PAC governance, however, ties between AACU and AUA are stronger than those examined by the Commission in AO 2002-15.

Relationship Between AACU and AUA

The AACU was founded by AUA officers, essentially as the public policy arm of the urology community and the two organizations have continuously had overwhelmingly overlapping membership, overlapping officers, governance ties, and cooperative program activities, especially in the public policy arena. These organizational overlaps and cooperative efforts are even more extensive at the section level than between the national headquarters.

Founding and History

AACU was founded by the then-AUA President, Charles Hoffman, AUA Section Presidents, and other AUA officers and members at an AUA meeting in 1968.¹ Hoffman served as the founding President of AACU. Initial and early AACU officers were drawn exclusively from the ranks of officers and other active members of AUA and its sections. Several of the founding members of AACU went on to become President of AACU and/or AUA. For many years, AACU and AUA held annual meetings in the same locations at immediately adjacent times. (AACU History 1968-2001, available at: <http://www.aacuweb.org/about/history/>.) As presented in AO 2002-15 and herein, the pattern of overlapping membership and of officers overlapping or rotating between the two organizations has persisted for the near-fifty year history of AACU.

Public Policy Advocacy and Shared Programs

Until the AUA reorganized as a 501(c)(6) organization in 2000, AACU was the only urology organization permitted to lobby to a substantial degree and served as the public policy arm of the larger urology community. AO 2002-15 at 3. After 2000, a number of formal and informal arrangements have allowed the two organizations to coordinate their public policy efforts and other activities. Id. It remains the practice for the AUA and AACU that each has a role at the other's annual conventions and other meetings through the provision of booths and/or sponsored lectures. See AO 2002-15 at 7.

¹ A history of the New York Section of the AUA likewise states simply that the AUA "formed" the AACU. <http://nyaua.com/about-us/history-of-aua/>.



Shared public policy efforts have continued to the present and are contemplated to continue in the future. While the current series of Urology Joint Advocacy Conferences (JAC) ended this year, AUA is planning a 2018 Urology Summit in which AUA has invited AACU and other urology organizations to participate, including financial cooperation. The Health Policy Forum at AUA's upcoming Annual Meeting is presented jointly by AUA and AACU. The AACU Hoffman Lecture is also part of the official AUA Annual Meeting program: <http://www.aua2017.org/common/pdf/publications/Scientific-Program.pdf>. AACU Board and Executive Committee Members have overlapping positions on AUA Committees that oversee AUA health policy and legislative affairs. Fifteen of twenty members of the AUA Legislative Affairs Committee are AACU members. The AACU has three designated seats on the AUA Public Policy Council: the AACU President, Past President, and Health Policy Chair. An additional 20 AACU members (a total of 23 of 35 members) are members of this AUA committee. The inevitably shared interests of the shared membership of the two organizations virtually demand that the two organizations continue to cooperate in public policy efforts, notwithstanding temporary organizational tensions.

Shared advocacy efforts are continuing and significant at the section and state levels. The 2016 AACU State Society network program began with a joint presentation by AACU and AUA Presidents, included a panel presentation by the AUA President, and featured three separate presentations by the AUA Data Committee Chair: http://cqrcengage.com/aacu/file/HPr0A1bjced/Program-9th_Annual_AACU_SSN-6102016.pdf. A Majority of Presidents of AUA regional sections (affiliated with the AUA) attend this forum each year. Several AUA regional sections feature regular public policy updates from the AACU in publications and meetings.

Another area of mutual AUA and AACU joint advocacy activity is at the American Medical Association (AMA) House of Delegates meeting. There are two meetings every year in which both organizations organize a urology caucus to represent the interests of urology at the AMA. Each organization elects their delegate(s) independently, but at the meeting they work together as one unit. AACU staff and AUA staff also attend and work as one unit.

Administration of UROPAC

Though AUA withdrew from its formal governance role in UROPAC on January 1, 2016, AUA Sections have continued to contribute funds for UROPAC administrative expenses. Six of the eight AUA sections contributed to the UROPAC Administrative Fund in 2016 and four of eight sections have contributed thus far in 2017.² UROPAC also has continued to good faith reliance on AO 2002-15 to solicit AUA Members even since the 2016 governance change.

² See Advisory Opinion 2011-14 in which the Commission was unable to render an opinion the consequences of an association's acceptance of payments from affiliated associations to help pay administrative costs of an SSF.



Overlapping Membership

Ninety-eight percent of AACU Members are concurrently Members of AUA. AACU bylaws require that non-US persons be Members of AUA in order to be eligible for Membership in AACU. This ongoing relationship has been persistent continuously since the founding of AACU.

AACU and AUA Have Extensive Shared Governance Ties

AACU and AUA also share a pattern of overlapping or rotating officers, committee members, and regional board members. Since the founding of AACU, many AUA Presidents have earlier served as President of the AACU (moving from leadership in the smaller to the larger organization). Given the continuing pattern of individuals serving as officers first in one organization and either subsequently or contemporaneously in the other, many future AUA Presidents are likely to have earlier served as officers of AACU.

AACU and AUA have geographically identical US regional sections. AACU Bylaws provide that AACU Board Members be elected from the AUA Sections. AACU Bylaws, Article IV, Section 7. Several of these sections have additional explicit governance ties, overlapping committees, or overlapping officers. As an example, the New England Section of the AUA (NEAUA) designates an official Section representative to the AACU, reporting to leadership of both AACU and NEAUA: <http://neaua.org/newsletters/2016-december-full.cgi>. The AACU provides financial support for functions at AUA Section meetings.

Specific examples of currently overlapping officers and of officers who have rotated between offices in AACU and AUA are presented just below. As with the examples submitted with the 2002 Advisory Opinion request, this list is only partial. This pattern of overlap continues as strongly today as it has for the past 50 years.

AACU and AUA Have Common Current Officers

Of 14 AACU Board Members, 13 also serve currently in offices or on committees of the AUA or its sections:

- AACU Board Member and State Society Network Chair Kevin R. Loughlin is currently an AUA Board Member
- AACU Board Member and President-elect Patrick H. McKenna, is currently alternate Member of the AUA Board from the North Central Section. Dr. McKenna will rotate onto the AUA Board in two years at which point he will remain a member of the AACU Board. Dr. McKenna is also currently Chair of the AUA Workforce and Graduate Education Working Group and a member of the AUA Public Policy Council, Science and Quality Committee, and the Judicial and ethics Committee
- AACU President and Board Member Charles A. McWilliams is a member of AUA's Public Policy Council
- AACU Board Member and Health Policy Chair R. Jonathan Henderson is currently a member of the Board of AUA's Southeastern Section and a member of the AUA Public Policy Council



- AACU Board Member and Secretary-Treasurer Mark T. Edney is a member of AUA’s Public Policy Council and Legislative Affairs Committee and is Health Policy Chair of the AUA Mid-Atlantic Section
- AACU Board Member and Immediate Past President Martin K. Dineen is a member of AUA’s Public Policy Council
- AACU Board Member Scott Sellinger is currently a Board member and President-elect of AUA’s Southeastern Section
- AACU Board Member Kevin J. Barlog is currently a Board member of AUA’s Northeastern Section
- AACU Board member Eugene Y. Rhee is a member of the AUA Public Policy Council, Legislative Affairs Committee, Workgroup on Telemedicine, Urology Practice Editorial Board, and Health Policy Council and Vice Chair of the AUA Western Section Health Policy Committee
- AACU Board Member Brian H. Irwin is Chair of AUA New England Section’s Long Range Planning Committee and a member of that Section’s Leadership Program Committee
- AACU Board Member Mark L. Fallick is a member of AUA’s Legislative Affairs Committee, Practice Management Committee, and a board member of the AUA Mid Atlantic Section of the AUA
- AACU Board Member Peter Knapp is a member of AUA’s Nominating Committee, UDTI Committee, Editorial Board Member of the AUA Urology Practice Journal and past President and past treasurer of the North Central Section of the AUA
- AACU Board member Damara L. Kaplan is a current member of the AUA Medical Student Curriculum committee, and the AUA History Committee, Chair of the AUA South Central Section Bylaws Committee, SCS Historian and is a past President of that Section.

AACU and AUA Sections Share Staffing

AACU’s Executive Director serves concurrently as Executive Director of three of the eight AUA regional sections: <http://urologyconnection.com/docs/client-prospectus.aspx>. The Executive Director’s firm provides all staff support for AACU and these AUA regional sections. This shared staffing and staff leadership is independently significant in the affiliation analysis and also is indicative of the very well-coordinated operations of AACU and AUA at the regional level.

Officers Rotate Between AACU and AUA

Beginning with AACU Founding President Charles Hoffman, a number of urologists have served as President of both organizations in different years. As recent examples, three of the six most recent Past Presidents of AUA had earlier served as President of AACU: William F. Gee (AUA President 2015-16, AACU President 1999), Sushil S. Lacy (AUA President 2011-12, AACU President 2002), Datta G. Wagle (AUA President 2010-11, AACU President 2000).

Urologists also frequently rotate among other offices between AACU and AUA. For instance, each of the last eleven Presidents of AACU also served, before, during or after their AACU Presidential terms in offices or in key committee positions in AUA, including seven who served as Presidents of AUA regional sections:



- Charles A. McWilliams, AACU 2017; President AUA South Central Section President; AUA Practice Management Committee member
- Martin K. Dineen, AACU 2016; AUA Public Policy Council member
- Mark D. Stovsky, AACU 2015; currently Treasurer of AUA's North Central Section
- Richard S. Pelman, AACU 2014; AUA Men's Health Work Group Chair, AMA Delegate
- Mark S. Austenfeld, AACU 2013; President AUA South Central Section
- Arthur E. Tarantino, AACU 2012; President AUA New England Section and Chair of AUA Practice Management committee
- B. Thomas Brown, AACU 2011; President AUA Southeastern Section, AUA Board of Directors
- Jeffrey M. Frankel, AACU 2010; AUA Western Section HPC Chair, AUA Public Policy Committee member, AUA Legislative Affairs Committee member, AUA Urology Practice Journal Editor selection committee
- Douglas E. McKinney, AACU 2009; President AUA Mid Atlantic Section
- Gary Michael Kirsch, AACU 2008, President AUA North Central Section
- Jeffrey E. Kaufman, AACU 2007, President of AUA's Western Section, AMA Delegate (and other positions on both organizations)

Relationship of AUA and AUA Sections

Many activities of both AACU and AUA are carried on at the level of the organizations' geographically identical sections. AUA argues that AUA's sections are independent of AUA, and specifically that AUA and its Sections do not constitute a federation and that AUA does not exercise decisionmaking or control over its Sections. Supplemental Submission to AO Request 2017-01. FEC regulations provide that a federation of trade associations consists of associations involved in the same or allied line of commerce. The determination of whether a regional entity is an affiliate of a federation of trade associations is made based on the factors set forth in 11 C.F.R. § 100.5(g)(4). 11 C.F.R § 114.8(g)(1). AACU believes that AUA and its sections fit the description of a federation and, in any case, are affiliated within the meaning of FEC regulations.

AUA Bylaws refer to its Sections as "Chartered Sections." While AUA bylaws define these sections as separate legal entities, such is normally the case with a national association and its state or regional affiliates. The purpose of the affiliation rule is to define when legally separate entities share contribution limits under the FECA. The AUA bylaws state that the Sections are "chartered by the Association [AUA] and empowered to provide educational and related services to AUA members in the region." AUA Bylaws define the geographical limits of its Sections, down to compass bearings and city limits. AUA Bylaws Article II, Section 2. Section boundaries may be changed only with approval of the AUA Board of Directors. Id. Article II, Section 3. Reciprocal Section Membership is mandatory for AUA Members. Id. Article III, Section 3. Sections' bylaws must be consistent with those of the AUA. Id. Article II, Section 4. The Sections' policies and objectives must be compatible with those of the AUA. Id. New policies approved by the Sections are subject to review by the AUA. Id. AUA Sections must report certain activities to AUA Officers. Id. AUA Bylaws provide for rotation of offices among the Sections. Id. Article IV, Section 1; Article VIII. The President-elect must be nominated by a Section. Id. Article IV,



Section 1. A majority of the AUA Board is composed of representatives elected by its Sections. Id. Article IV, Section 11.2. AUA's Committees are composed largely of members elected or designated by its Sections; some AUA committees are composed by definition of AUA Section Officers or Section committee chairs. Id. Article V.

In turn, AUA Section Bylaws recognize a commonality of purpose with the AUA, refer repeatedly to AUA Bylaws, require cross-membership with the AUA, allow transfers of Members from other AUA Sections, delegate membership discipline to the AUA in accordance with AUA Bylaws, and provide for nomination, election, or other selection of AUA Board Members and Officers and representatives to AUA committees in accordance with AUA Bylaws. See, as an example, Bylaws of the Southeastern Section of the AUA, available at: <http://sesaua.org/docs/ses-bylaws.pdf>.

Two of the AUA's Sections, Northeastern and Mid Atlantic, use the same association management company as the AUA, including shared offices and staff.

AUA and AUA Sections appear to be involved in the same line of commerce, and they appear to be affiliated under the provisions of 11 C.F.R. § 100.5(g)(4) because:

- AUA has the ability to participate in the governance of its sections by establishing and approving changes in the geographical boundaries of the Sections, by requiring Sections to conform their bylaws, policies, and objectives to those of the AUA, and by exercising discipline over Members;
- AUA Sections have the authority under AUA and Section Bylaws to participate in governance of AUA by electing a majority of the AUA Board, by nominating AUA officers (according to a rotational scheme among the sections), and by electing or appointing members to AUA Committees;
- AUA and its Sections have mandatory common membership provisions in AUA and AUA Section Bylaws, indicating a formal relationship between the entities;
- AUA and AUA Sections share common officers through provisions providing that certain Section officers or committee chairs serve on specified AUA committees;
- AUA appears to have formed ("chartered") its sections and exercises ongoing supervision of its sections through bylaw provisions and review mechanisms.

Thus, for purposes of analyzing the relationship between AACU and AUA, the Commission should consider links between AACU and AUA Sections as well as between the parent national organizations.

Analysis of Affiliation Factors as Applied to AACU and AUA

The FEC assesses affiliation based on a ten factor test in the context of the overall relationship between organizations. 11 C.F.R. §§ 100.5(g)(4), 110.3(a)(3). Analysis of these factors will show that AACU and AUA remain affiliated within the meaning of the Federal Election Campaign Act.



(A) Controlling Interest

This factor weighs whether a sponsoring organization owns a controlling interest the other sponsoring organization. 11 C.F.R. §§ 100.5(g)(4)(ii)(A), 110.3(a)(3)(ii)(A).

This factor is not applicable to non-profit organizations.

(B) Governance

This factor weighs whether a sponsoring organization has the authority or ability to direct or participate in the governance of the other sponsoring organization through provisions of constitutions, bylaws, contracts, or other rules, or through formal or informal practices or procedures. 11 C.F.R. §§ 100.5(g)(4)(ii)(B), 110.3(a)(3)(ii)(B).

As demonstrated in the list of overlapping officers, AUA Sections and AUA Members frequently choose current or former AACU officers or directors as officers or directors of AUA or its sections. Similarly, many AACU officers and directors formerly or currently hold positions of responsibility in AUA or its sections. This practice is informal but strong and longstanding, dating from the founding of AACU and continuing to the present. This factor should weigh in favor of an affiliation finding.

(C) Hiring Authority

This factor weighs whether a sponsoring organization has the authority or ability to hire or otherwise control the officers or other decisionmaking employees of the other sponsoring organization. 11 C.F.R. §§ 100.5(g)(4)(ii)(C), 110.3(a)(3)(ii)(C).

Neither AACU nor AUA exercise authority of this sort in regard to the other organization. This factor was not present in 2003 when the prior Advisory Opinion finding affiliation was approved.

(D) Common Membership

This factor weighs whether a sponsoring organization has common or overlapping membership with the other sponsoring organization that indicates a formal or ongoing relationship between the sponsoring organizations. 11 C.F.R. §§ 100.5(g)(4)(ii)(D), 110.3(a)(3)(ii)(D).

Ninety-eight percent of AACU Members are concurrently Members of AUA. The degree of membership overlap between the two organizations today is stronger than that analyzed in AO 2002-15. This degree of overlap is not coincidental or accidental, but reflects the core missions of both organizations in representing the professional interests of a small and well organized community of medical professionals.

If the membership overlap standard has any meaning, this factor should weigh heavily in favor of a continued finding of affiliation.



(E) Common Officers or Employees

This factor weighs whether sponsoring organizations have common or overlapping officers or employees, indicating a formal or ongoing relationship between the organizations. 11 C.F.R. §§ 100.5(g)(4)(ii)(E), 110.3(a)(3)(ii)(E).

As noted above, three AUA sections share a common staff with the AACU through their common association management firm. This shared staffing arrangement is both indicative of and facilitates the close ongoing relationship between AACU and AUA at the section level

In Advisory Opinion 2016-02, *Enable Midstream Services*, some Commissioners found a compensation arrangement involving fewer than 10% of a firm's employees to be significant in the affiliation analysis. Advisory Opinion 2016-02 at 8. Here, AACU and three of the AUA's eight regional sections share common executive leadership and all staff functions. This appears to be a more significant overlap than that which existed for *Enable* and its related entities. Accordingly, this factor should weigh in favor of affiliation.

The organizations also currently have and are highly likely to continue to have overlapping board members at various periods in the future. AACU Board Member and President-elect, Dr. Patrick McKenna, is currently alternate Member of the AUA Board from the North Central Section. Dr. McKenna will rotate onto the AUA Board in two years at which point, if not before, the two organizations will again have overlapping Board Members.

A majority of AUA Board is selected by the AUA's eight chartered sections. AUA Bylaws, Article IV, Section 11.2. AUA Sections frequently chose current or former AACU Board Members, or other Urologists who hold significant positions in AACU, to represent the regional bodies on the AUA Board. Even if there were no overlapping Board member in a particular year, the continuing AACU-AUA membership overlap, particularly among Urologists who are more active in association affairs, makes it virtually certain that such Board overlap will continue to occur in the future.

AUA attempts to minimize the significance of officer and committee overlap as "entirely coincidental," and not the result of formal rules. Supplemental Submission to AO Request 2017-01. The FEC factor is not, however, limited to formal provisions, but includes overlap indicating an ongoing relationship, albeit not formalized. Most of the Board and committee overlap examined by the Commission in AO 2002-15 was the result of informal practice rather than specific bylaw provisions of either organization. Moreover, this pattern of overlapping current and former officers and committee members is not a coincidence: it is a direct result and reflection of the shared interests and objectives of AACU and AUA and the common base of medical specialists that comprise the membership of both organizations.

This factor should weigh in favor of affiliation.



(F) Former Officers or Employees

This factor concerns whether a sponsoring organization has any members, officers, or employees who previously were members, officers, or employees of the other sponsoring organization, indicating a formal or ongoing relationship or the creation of a successor entity. 11 C.F.R. §§ 100.5(g)(4)(ii)(F), 110.3(a)(3)(ii)(F).

As discussed above, there has been a strong and ongoing pattern of urologists rotating among offices and committee positions in both organizations. This pattern is reflective of the ongoing relationship between two organizations, both of which are concerned with the public policy interests of a particular medical specialty. This pattern has extended from committee membership at the section level all the way to the presidency of both organizations. The FEC considered this factor in AO 2002-15, noting in support of the affiliation finding that “it is typical for a person to serve on the Board of Directors for one of the organizations and then later serve on the Board of Directors for the other organization.” AO 2001-15 at 2. The Commission concluded in 2003 that current participation in each organization by former members, officers, and Board members of the other organization was a relevant factor supporting the affiliation finding. *Id.* at 7. This pattern continues today.

This factor should weigh in favor of affiliation.

(G)-(H) Providing Funds or Goods and Arranging for the Provision of Funds or Goods

Factors (G) and (H) weigh whether a sponsoring organization provides, causes, or arranges for funds or goods in a significant amount or on an ongoing basis to the other sponsoring organization or committee. 11 C.F.R. §§ 100.5(g)(4)(ii)(G), 110.3(a)(3)(ii)(G), 100.5(g)(4)(ii)(H), 110.3(a)(3)(ii)(H).

There are a number of instances in which AACU and AUA provide financial support or sponsorships for particular activities at one another’s meetings, such as AACU’s sponsorship of elements of the AUA annual meeting. While such cross funding is not significant in amount, it is ongoing though episodic. These factors were not addressed in AO 2002-15. If they are considered in response to this request they should weigh at least to a degree in favor of affiliation.

(I) Formation

This factor involves whether a sponsoring organization had an active or significant role in the formation of the other sponsoring organization. 11 C.F.R. §§ 100.5(g)(4)(ii)(I), 110.3(a)(3)(ii)(I).

As described above, and consistent with IRS rules in the 1960s, the AUA effectively founded the AACU. AACU founders, funders, and initial officers were drawn entirely from the ranks of senior AUA officers. The foundational role of the AUA has been reflected continuously for fifty years in shared membership, governance ties, joint policy efforts, overlapping officers, and shared staff.

AUA points out that AUA did not vote or take any other official corporate action to incorporate AACU. Supplemental Submission to AO Request 2017-01. AACU acknowledges that AUA was not the incorporator of AACU. Such a relationship was not consistent with IRS rules and non-profit practices in the 1960s. The Commission’s regulation, however, is broader than a legal incorporation test, examining



whether a sponsoring organization had an active or significant role in the formation of another organization. AACU believes that AUA's role, as described above and in the cited organization history, in AACU's formation was active and significant within the meaning of the Commission's regulations.

This factor was not considered in AO 2002-15, but should weigh in favor of affiliation.

(J) Contribution Patterns

This factor weighs whether the sponsoring organizations' SSFs have similar patterns of contributions or contributors that would indicate a formal or ongoing relationship between the sponsoring organizations or committees. 11 C.F.R. §§ 100.5(g)(4)(ii)(J), 110.3(a)(3)(ii)(J).

This factor is not applicable since only one SSF exists at the current time.

Context of the Overall Relationship Between the Entities

In considering the foregoing circumstantial factors, the Commission examines the "context of the overall relationship" between the entities to determine whether they are properly considered affiliated. See 11 C.F.R. §§ 100.5(g)(4)(i)-(ii), 110.3(a)(3)(i)-(ii).

In its pending Advisory Opinion request, AUA argues that the scheduled rotation of a current common Board member, the end of a formally coordinated lobbying effort, and the expiration of a formal affiliation agreement constitute changes in the AACU-AUA relationship sufficient to render the two organizations no longer affiliated. AUA erroneously asserts that AACU and AUA no longer share common staff and consultants.

The facts presented in the AUA request are insufficient as a basis to reverse the Commission's 2003 affiliation finding and incomplete in presentation of the continuing strong links between the organizations. As presented in this request, AACU's President-elect is already scheduled to rotate onto the AUA Board and additional overlapping membership of current and former board members is highly likely to continue. AACU and AUA share common staff and consultants (at the section level for AUA). The overlap and rotation of officers between the two organizations remains extensive below the board level. The withdrawal of AUA from a governance role in UROPAC cannot logically be considered as a factor in determining whether AACU and AUA are affiliated since the dual connected organization arrangement was the result of AO 2002-15 rather than a supporting condition.

This leaves the expiration of the AACU-AUA formal affiliation agreement focused on the Urology Joint Advocacy Conference (JAC) as the principal argument for the Commission to reverse its affiliation finding. While the presence of a formal organizational affiliation agreement is evidence of affiliation for purposes of the Federal Election Campaign Act (FECA), the absence of such an agreement cannot be determinative of the Commission's conclusion. To rely conclusively on the absence of a formal affiliation agreement would allow otherwise affiliated organizations to escape the FECA requirement of shared contribution limits simply by omitting (or revoking) a formal agreement.

The Commission's rules contemplate considering contextual factors as illuminating the ten enumerated structural factors, not as negating them. The enumerated factors that were present in



2002 remain in place and essentially unchanged today. Indeed, the enumerated factors in terms of membership overlap, overlapping officers and former officers, shared staff, and the role AUA played in the founding of AACU are even stronger than the arguments presented to the Commission in 2002.

Conclusion

For the foregoing reasons, AACU and UROPAC request that the Commission reaffirm its 2003 finding that AACU and AUA are affiliated pursuant to 52 U.S.C. § 30116(a)(5).

Sincerely,

Barbara Arango, Associate Director, AACU

David M. Mason, Assistant Treasurer, UROPAC

RECEIVED

By Office of General Counsel at 10:06 am, Apr 26, 2017



Bylaws of the
American Association of Clinical Urologists, Inc.

Article I - Definition

The American Association of Clinical Urologists shall consist of urologists who practice their profession in the United States of America and its territorial dependencies or urologists who are citizens of other countries and who hold membership in the American Urological Association or one of its sections.

Article II - Membership

Section 1. Active

Active membership in this Association shall be restricted to physicians specializing in the practice of Urology.

a) Qualifications:

- 1) Acceptable completion of an approved urological residency.
- 2) An active interest in civic and professional affairs at local, state and/or national levels.
- 3) Reputation of high moral and professional integrity.
- 4) An unrestricted license to practice medicine in his state of residence or practice.

b) Requirements: Completion of an application for membership form supplied by the Secretary.

c) Applicants who have fulfilled the above qualifications and requirements shall be elected to temporary Active Membership upon approval by the Secretary of the Association. The temporary status shall be lifted if they receive the affirmative votes of a majority of the Board of Directors present and voting at the Annual and/or interim meetings of the Board of Directors.

d) When warranted, in the consideration of specific applicants, the Board of Directors may waive any specific qualification or requirement which it considers to be justified.

e) Each newly elected member of the Association shall be officially notified of his election by the Secretary. He shall receive a copy of the Articles of Incorporation and Bylaws and a certificate of membership.

f) Active Members are eligible to vote and eligible to hold office.

Section 2. Senior Membership

Senior membership may be conferred upon Active Members who retire from practice.

a) Qualifications:

- 1) Retirement from the active practice of Urology.
- 2) Active Membership in good standing at the time of and for at least the five years immediately preceding the request for transfer to Senior Membership.

b) Requirements: Written request for change in membership status to the Secretary at least sixty (60) days prior to the annual meeting.

c) Applicants who have fulfilled the above qualifications and requirements shall be elected to Senior Membership if they receive the affirmative votes of a majority of the Board of Directors present and voting.

d) When warranted, in the consideration of specific applicants, the Board of Directors may waive any specific qualification or requirement which it considers to be justified.

e) Senior Members are eligible to vote but shall not be eligible to hold office.

Section 3. Candidate Membership

Candidate membership shall consist of:

a) Qualifications:

- 1) Residents serving full-time in an approved Residency Program in Urology and who have been recommended by the Chief of this training program.
- 2) Physicians in practice or research or teaching for no longer than 3 years.

b) Requirements: Completion of an application for membership form supplied by the Secretary.

c) Applicants who have fulfilled the above qualifications and requirements shall be elected to Candidate Membership upon approval by the Secretary of the Association. The

temporary status shall be lifted if they receive the affirmative votes of a majority of the Board of Directors present and voting at the Annual and/or interim meetings of the Board of Directors.

d) Candidate Members shall have the right to vote but shall not be eligible to hold office.

e) Candidate Members shall automatically be elevated to Active Membership upon satisfactory completion of urology residency training.

Section 4. Affiliate Membership

Affiliate Membership shall consist of:

a) Physicians in related fields of medicine and science who cannot qualify for Active or Candidate Membership.

b) Non-physicians who, by their professional or personal accomplishments have contributed significantly to medicine in general or the specialty of urology in particular.

c) Requirements: Completion of an application for membership form supplied by the Secretary.

d) Applicants who have fulfilled the above qualifications and requirements shall be elected to Affiliate Membership upon approval by the Secretary of the Association. The temporary status shall be lifted if they receive the affirmative votes of a majority of the Board of Directors present and voting at the Annual and/or interim meetings of the Board of Directors.

e) Affiliate Members are eligible to vote but shall not be eligible to hold office.

Article III - Officers and Board of Directors

Section 1. Officers

a) The Officers of the Association shall be President, President-elect, the Immediate Past-President, Health Policy Chair, State Society Network Chair and Secretary-Treasurer.

b) All Officers shall hold office for one year or until their successors have been elected and qualified unless otherwise set forth in the Bylaws. The Officers shall assume their offices immediately before adjournment of the Annual Meeting.

c) Vacancies which occur in any of the offices may be filled for the unexpired term by a majority vote of the Board of Directors.

Section 2. President

a) The President shall be the chief executive officer of this Association, serve as Chairman of the Board of Directors and preside at all meetings of the Association.

b) He shall appoint all committees prescribed in these Bylaws and be a member of each committee, ex-officio.

c) He shall direct the attention of the Board of Directors to all matters pertaining to the interpretation of the Bylaws and to all matters of discipline of members.

d) He may call special meetings of the Board of Directors.

Section 3. President-elect

a) The President-elect shall be elevated automatically to the office of President after serving in this capacity for one year and without again standing election.

b) He shall preside in the absence of the President and shall perform any duties concerned with the Association which are assigned to him by the President.

c) In the event the President is unable to serve, the President-elect shall succeed to the office. Less than six months shall constitute an incomplete term and entitle him to serve the additional year.

d) He shall be a member of the Board of Directors.

Section 4. Past-President

a) The immediate Past-President shall be a member of the Board of Directors and serve as Chairman of the Nominating Committee.

Section 5. Secretary-Treasurer

a) The Secretary-Treasurer shall be a member of the Board of Directors. The term of office shall be three years or until a successor assumes office. The Secretary-Treasurer shall serve no more than 1 term.

b) He shall conduct the official correspondence, keep an accurate record of all business and activities of the Association.

- c) He shall keep an up-to-date file on each member. He shall notify each newly elected member of his election, send him a copy of the Articles of Incorporation and Bylaws and a certificate of membership.
- d) He shall notify members of the Board of Directors of the time and place of regular meetings at least thirty (30) days before the meeting and, for special meetings, at least fifteen (15) days before the meeting.
- e) He shall notify each member of the time and place of the Annual meeting at least (30) days before the meeting and, for special meetings, at least fifteen (15) days before the meeting.
- f) He shall, in consultation with the President, arrange an agenda for the Board of Directors meetings and the Annual Business meeting.
- g) He shall notify each newly elected officer and committee member of his election or appointment and the term thereof.
- h) He shall be a member of the Program Committee and serve as Chairman.
- i) He shall collect all dues and monies due the Association, maintain proper ledgers and records and be responsible for their safekeeping.
- j) He shall cause an audit of the Association books to be conducted every three years or more frequently as he deems necessary.
- k) With the approval of the Board of Directors he shall employ necessary secretarial assistance.
- l) Expenses incurred by the Secretary in the conduct of his office shall, with the approval of the Board of Directors, be paid by the Association.

Section 6. Health Policy Chair

- a) The Health Policy Chair shall oversee the Health Policy Committee and all legislative and regulatory issues for the Association and serve as liaison to government bodies and outside organizations.
- b) The term of office shall be two years limited to three terms.

Section 6.5. State Society Network Chair

- a) The State Society Network Chair shall oversee the State Society Network and shall report to the Board of Directors on the activities of the State Society Network.
- b) The term of office shall be one year limited to three terms.

Section 7. Board of Directors

a) The Board of Directors shall consist of the President, President-elect, Immediate Past-President, the Secretary-Treasurer, the Health Policy Chair, the State Society Network Chair and one (1) AACU member from each geographical section such as established by the American Urological Association (“Section Representatives”). The UROPAC Chair (or, if the UROPAC Chair cannot serve, the UROPAC Treasurer who is an AACU member) and AACU's Delegate to the American Medical Association shall be members of the Board of Directors ex officio without vote. The number of representatives from each geographical section shall be determined by the Board; the term of office for the Section Representatives shall be two (2) years and limited to three (3) terms. One-Half of the section representatives are to be elected each year.

b) Responsibilities:

- 1) Administer and manage the affairs of the Association.
- 2) Receive reports from the Officers and from standing and special committees and make appropriate responses.
- 3) Act upon all problems of membership and matters of discipline, and ensure that all petitioners are given due process.
- 4) Select the time and place for the annual meeting of the Association.
- 5) Fill all vacancies in office until the next annual meeting unless otherwise specified in the ByLaws.
- 6) Employ financial and/or legal counsel to advise the Board when needed.

c) The Board shall meet prior to the Annual Meeting and at least one (1) additional time between Annual Meetings. Special meetings may be called by request of a majority of the members of the Board. A quorum of the Board to transact business shall be five (5) members.

d) The term of office of the Sectional Delegate shall be two (2) years. The Delegate may serve only three terms. One-half of the Delegates should be elected each year.

Article IV - Committees and Representatives to Affiliated Organizations

A. Standing Committees

All Standing Committees, excepting the Audit and the Nominating Committee, shall report all activities and make appropriate recommendations to the Board of Directors at least annually and shall present an annual report to the Membership at the Annual Business meeting.

The Standing Committees shall be:

- 1) Audit Committee
- 2) Bylaws Committee
- 3) Finance Committee
- 4) Health Policy Committee
- 5) Nominating Committee
- 6) Program Committee
- 7) Membership Development Committee
- 8) State Society Network

Section 1. Audit Committee

a) The Audit Committee shall carefully examine the Treasurer's report and, when applicable, the audit of the Association's financial status. It shall present a written and/or oral report of these examinations to the Membership at the Annual Business meeting.

b) The Audit Committee shall consist of two Section Representatives of the Board with one serving as Chair, appointed by the President for terms of one year.

Section 2. Bylaws Committee

a) The Bylaws Committee shall annually review the efficiency and effectiveness of the Association Bylaws, study the various activities of the Association and recommend amendments when necessary or indicated for the good of the Association.

b) The Bylaws Committee shall consist of three Active members appointed by the President for terms of three (3) years, with one member being appointed each year. The President shall designate the Chairman for one year.

Section 3. Finance Committee

- a) The Finance Committee shall consist of the President, President-elect, immediate Past-President, and the Secretary-Treasurer. The President shall be the Chairman.
- b) The Committee shall study all financial matters of the Association, including but not limited to receipts, expenditures, and investments and make appropriate recommendations to the Board.
- c) The Committee shall prepare an annual budget for the various activities of the Association and submit it to the Board prior to the Annual Business Meeting. On the basis of the proposed budget the Committee shall make recommendations to the Board regarding dues for the following year.
- d) The Committee shall meet as often as circumstances warrant.

Section 4. Health Policy Committee

- a) The Health Policy Committee shall study and evaluate governmental legislation and proposed legislation, at the state and federal levels, which pertains to, affects, influences or may affect the public health, patients' urological care or the practice of Urology.
- b) This Committee shall develop appropriate liaison and support with legislators and government representatives.
- c) When recommended by the Finance Committee and approved by the Board of Directors and the Membership, this Committee may employ assistance to carry out its function.
- d) This Committee shall report at least annually to the Board of Directors and to the Association.
- e) This Committee shall consist of the Health Policy Chair and each of the Section Representatives of the Board.

Section 5. Nominating Committee

- a) The Nominating Committee shall consist of the President, the two most recent Past-Presidents available, and two (2) members appointed by the President from the general membership. The most recent Past-President shall be the chairman.

b) The Committee, for each vacancy, shall select at least one (1) nominee for:

- President-elect
- Secretary-Treasurer
- Section Representatives
- Health Policy Chair
- State Society Network Chair
- UROPAC Chair
- UROPAC Treasurer
- UROPAC Member(s)-at-large
- Delegate(s) and alternate delegate(s) to the AMA House of Delegates

The Committee shall select the nominee for President-elect from among eligible members of the Board of Directors. A slate consisting of the nominees for President-elect, Secretary-Treasurer, Section Representatives, Health Policy Chair and State Society Network Chair shall be presented to the membership for consideration and election. A slate consisting of nominees for UROPAC Chair, UROPAC Treasurer, UROPAC member(s)-at-large and delegate(s) and alternate delegate(s) to the AMA House of Delegates shall be presented to the Board of Directors for consideration and election.

c) The Committee shall select as many delegates and alternate delegates to the American Medical Association (AMA) House of Delegates as determined by the AMA.

d) The Committee shall select one nominee for the American College of Surgeons who shall be presented to the membership for election at the annual business meeting.

Section 6. Program Committee

a) The Program Committee shall arrange and provide for the general program of the Annual and Special meetings. The Committee shall arrange for the physical needs of the Annual and Special meetings. These shall include adequate meeting facilities, visual aids, liability protection, badges, arrangements for meals, hotel accommodations for members and other usual meeting requirements. Contracts and agreements by the Committee shall be with the approval of the Secretary-Treasurer.

b) The Committee shall consist of three (3) members-the President, the President-elect and the Secretary-Treasurer who shall act as Chairman. The Committee shall be composed of subcommittees as follows:

- (1) Joint Advocacy Conference: President, Immediate Past-President and Health Policy Chair.

- (2) State Society Network Conference: State Society Network Chair, President-elect and any other committee member designated by the President.
- (3) Health Policy Forum: President and President-elect.

Section 7. Membership Development Committee

- a) The Membership Development Committee shall develop and implement procedures for encouraging eligible physicians to apply for membership in the Association.
- b) The Committee shall consist of each of the Section Representatives of the Board. The President shall designate the Chair each year.

Section 8. State Society

- a) The State Society Network (SSN) shall consist of representatives of the states as approved by the President. The Section Representatives to the Board shall serve as an advisory board to the SSN on recruitment and retention.
- b) The SSN shall collaborate with state urology associations, state medical associations, urology specialty societies and patient groups to promote the interests of urologists, patients, urological care and the practice of urology.
- c) The SSN shall study and evaluate governmental legislation and regulations at the state level which pertains to, influences or may affect public health, patients' urological care or the practice of urology.
- d) The SSN shall communicate to representatives and the membership on a broad range of issues and actionable proposals.
- e) The SSN shall provide representatives and the membership technical assistance, training and research to empower effective advocacy campaigns.
- f) The SSN shall report at least annually to the Board of Directors and to the Association through the SSN Chair.

B. Special Committees

Special Committees may be authorized by the Board of Directors to perform specific duties or carry out assigned functions. These Committees shall report periodically and upon the completion of their assignment to the Board of Directors.

C. Delegates and Representatives to Affiliated Organizations

Section 1.

AMA Delegate and Alternate Delegates

- a) The number of delegates and alternate delegates to the AMA House of Delegates shall be determined by the American Medical Association.
- b) Each delegate and alternate delegate shall be elected at the annual business meeting.
- c) Term of office of the delegate and alternate delegate shall be three years. Each delegate and alternate delegate may serve only two terms. The terms should be so arranged that whenever possible their terms shall expire on alternate years.
- d) Extension of the term of the AMA delegate may be made by the Board of Directors in those special instances when the member AMA position is determined to be of significant benefit and interest to the AACU.
- e) The delegates and alternate delegates shall officially represent the AACU in the AMA and shall endeavor to learn the desires and wishes of their constituents and to convert them into action in the AMA. They shall seek opinions and suggestions from the members of the board of directors and the member of the AACU concerning relevant matters known or anticipated to be pending before the affiliated organization.
- f) A report of relevant items from AMA representation shall be submitted to the Board of Directors by each delegate whenever any action is taken which directly concerns the AACU, but at least annually prior to the annual meeting of the Association. An annual report is also to be given to the general membership at the meeting.

Section 2.

Delegate to the American College of Surgeons (ACS).

- a) A delegate to the ACS shall be elected at the annual business meeting.
- b) The term of office shall conform to the requirements of the American College of Surgeons.
- c) The delegate shall officially represent the AACU in the ACS and shall endeavor to learn the desires and wishes of their constituents and to convert them into action in the ACS. They shall seek opinions and suggestions from the members of the Board of

Directors and members of the Association concerning relevant matters known or anticipated to be pending before the affiliated organization.

d) A report of relevant items of such affiliated organization representation shall be submitted to the Board of Directors whenever any action is taking which directly concerns the association, but at least annually prior to the annual meeting of the Association. An annual report is also to be given to the general membership at the annual meeting

Section 3.

Delegate to the American Board of Urology (ABU).

a) The delegate shall be selected from a list of ten names submitted by the Board of Directors of the AACU.

b) The term of office shall conform to the requirements of the American Board of Urology.

c) The delegate to the American Board of Urology shall officially represent the AACU in the American Board of Urology and shall endeavor to learn the desires and wishes of their constituents and to convert them into action in the American Board of Urology. They shall seek opinions and suggestions from the members of the Board of the Directors and the members of the Association. The annual report is also to be given to the general membership at the annual meeting.

Section 3.5.

AACU Representatives to the AUA Health Policy Committee

a) There shall be three (3) representatives to the AUA Health Policy Committee. The three (3) representatives shall be: the Health Policy Chair and two representatives chosen by the President from the following group of members: President, President-elect, Sectary-Treasurer, immediate Past-President and State Society Network Chair. If individuals serving in those capacities are already represented on the Committee by another association, the President shall select from other members of Board of Directors.

Section 4.

Any delegate or alternate delegate may be removed for office by the Board of Directors for the following causes: (1) Failure to represent the desires and wishes of the constituents and Board of Directors of the AACU, (2) Failure to seek opinion and suggestion from the Board of Directors, AACU, regarding matters relevant to AACU before the affiliated organization, (3) Failure of delegate of submitting annual report to the Board of Directors.

Section 5.

A report of relevant items from such affiliated organization representation shall be submitted to the Board of Directors whenever any action is taken which directly concerns the Association, but at least annually prior to the Annual Meeting of the Association. An annual report also is to be given to the general membership at the Annual Meeting.

Article V - Meetings

Section 1. Annual Meetings

An Annual Meeting of the Association shall be held at a time and place determined by the Board of Directors. A notice of this meeting shall be sent to each member at least thirty (30) days prior to the date of the meeting.

Section 2. Special Meetings

A Special Meeting may be called by the President, a majority of the Board of Directors or upon a written request of fifteen (15) members. A special notice of such a meeting shall be sent to each member so as to be received fifteen (15) days prior to the date set, stating the nature of business for which the meeting is called and containing the list of signatures requesting such a special meeting. Only the business stated as the reason for the special meeting shall be transacted at special meetings.

Section 3. Quorum

The members registered and eligible to vote who are present at the Annual Business Meeting and at any Special Meetings shall constitute a quorum for such meetings, and, unless otherwise specifically required by these Bylaws or applicable law, the vote of a majority of such members shall be required to approve any action at such meeting.

Section 4. Order of Business at The Board of Directors Meetings

The order of business at the Annual Meeting shall be set by the Board of Directors.

Section 5. Order of Business for the Annual Business Meeting shall be:

The order of business at the Annual Meeting shall be set by the Board of Directors.

Article VI - Elections

A. The Annual Elections shall be at the Annual Business meeting.

B. Only active members in good standing shall be eligible for nomination, election and for appointment to committees.

C. All officers shall be elected by voice vote if there are no nominees other than those proposed by the Nominating Committee. When there are other nominations from the floor for any office, voting shall be by written ballot. The majority of the valid votes cast shall constitute an election.

D. Newly elected officers shall take office the end of the meeting at which they have been elected and shall serve until the end of the following Annual meeting or until their successors have been elected and qualified.

E. Delegates and all alternate delegates to the AMA and ACS will be elected as their terms expire.

Article VII - Dues and Assessments

Section 1. Fiscal Year

The Fiscal Year of the Association shall date from January first of each year.

Section 2. Annual Dues

a) The Annual Dues shall be set each year by the membership upon recommendations of the Finance Committee and the Board of Directors.

b) The Annual Dues are payable in advance of the commencement of each fiscal year. A member not having paid his dues by April first, shall be in arrears and may, at the discretion of the Board of Directors, be suspended from membership if not paid up within one year.

c) Upon election to Senior Membership, the requirement for payment of annual dues shall be reduced as set by the Board of Directors. Senior Members will continue to receive mailings of the Association, but participation of a Senior Member in any subsequent annual meeting shall be at his own expense.

Section 3. Special Assessments (see program)

a) Special Assessments for specific reasons may be voted by the members upon recommendation of the Board of Directors.

b) A Special Assessment is payable within sixty (60) days following notification of the members of such assessment. Any member whose assessment has not been received

within that time shall be immediately notified of his delinquency and impending removal from the membership roll by registered mail with return receipt. Any member whose Special Assessment has not been received within an additional thirty (30) days or by the end of the fiscal year, whichever is longer, shall be removed from the membership roll and shall be reinstated only upon reapplication.

Article VIII - Resignation and Reinstatement

A. A member in good standing may resign from the Association by written notice. Such requests shall be approved by the Board of Directors providing the Secretary-Treasurer attest to the member's good standing.

B. A request for reinstatement following resignation by a member shall be sent to the Secretary. Such requests shall be considered by the Board of Directors, and reinstatement shall require an affirmative vote of a majority of the Board of Directors.

Article IX - Discipline

Section 1.

All matters of discipline concerning members shall be prescribed by the Board of Directors.

Section 2.

Complaints or charges against members shall be presented in writing and may be initiated by any member of the Association.

Section 3.

a) Upon the request of the Board of Directors the Secretary shall secure statements in writing from the complainant and the member pertaining to the matter in question.

b) The Secretary shall request the member to appear before the Board of Directors during an official session to answer the charges brought against him. Such notification with the specific charges, shall be in writing at least fifteen (15) days prior to the date of the meeting and shall be sent by registered mail requiring a return acknowledgment of receipt of the notice.

c) If the accused member wishes he may have the counsel of two other members during the hearing.

d) By a two-thirds vote the Board of Directors may reprimand, suspend or expel any member of the Association for (1) a violation of the Articles of Incorporation and Bylaws, (2) unethical professional conduct, or (3) the conviction in a court of law of a statutory crime or a crime evincing moral turpitude.

Article X - Discrimination

Membership in any category of the American Association of Clinical Urologists shall not be denied or abridged on account of sex, color, creed, race, religion, disability, ethnic origin or natural origin.

Nor shall membership in any category of the American Association of Clinical Urologists be denied to any person who meets the requirements for membership as set forth in these bylaws. In considering applicants for membership, information as to the character, ethics, professional status and professional activities of the individual may be considered.

Article XI - Amendments

The Board of Directors shall adopt a resolution setting forth a proposed amendment and direct that it be submitted to the membership at the next Annual Meeting. The proposed amendment shall be printed in the notice of the Annual Meeting and be sent to the members at least thirty (30) days in advance of the meeting. An amendment shall be adopted if it receives an affirmative vote by two-thirds of the active members present and voting at the Annual Meeting.

Article XII - Seal of Corporation

The Seal of Corporation shall be inscribed thereon with the name of the Corporation, the date and the words: "Corporate Seal." Said seal may be altered at the pleasure of the Association and may be used by causing it, or a facsimile thereof, to be impressed or affixed or otherwise used.

Article XIII - Parliamentary Order

Unless otherwise provided for in the Bylaws, all parliamentary situations of the Association shall be governed by the current edition of James E. Davis, MD "Rules of Order."

Constitution of the
American Association of Clinical Urologists, Inc.

Revised 04/1998

Article I - Name

The name and title of this organization shall be the American Association of Clinical Urologists, herein referred to as the Association.

Article II - Duration

The period of duration of this Corporation is Perpetual.

Article III - Address

The address of its initial registered office shall be: 708 East Broward Boulevard, Fort Lauderdale, Florida 33301.

Article IV - Board of Directors

The Board of Directors shall consist of the President, the President-Elect, the Immediate Past President, the Secretary-Treasurer and eight (8) members-at-large.

Article V - Objectives and Purposes

The objectives and purposes of this Association shall be socioeconomic, educational, scientific and charitable. It shall ethically promote the science of Urology in the best interest of the public and the medical profession by:

- (a) Promoting health legislation that is in the best interest of the urologic patient.
- (b) Advancing and developing the art and science of clinical Urology.
- (c) Continually improving the professional standards of Urology and promoting urological education.
- (d) Promoting cooperation between all disciplines interested in diseases of the genitourinary tract and advising other professional groups concerning Urology.

Article VI - Not-For-Profit

The Corporation shall not engage in any business of any kind which is ordinarily carried on for profit and nothing in these Articles of Incorporation or in the Bylaws shall authorize the Corporation to do so. The Corporation shall not enter into any transaction, carry on any activity

or engage in any business for pecuniary purposes and income received by the Corporation shall be applied exclusively for the not-for-profit purposes of the Corporation as set forth herein. No part of any income shall ever inure to the benefit of any private member or individual.

Article VII - Membership

The membership of this corporation shall consist of physicians and all other individuals, groups and organizations who are actively interested in all phases of Urology; who are dedicated to the development and advancement of the art and science of Urology; who concern themselves with other factors, especially health legislation and socioeconomics, which affect or influence the delivery of good urological care to the public.

There shall be five (5) classifications of membership - Active Unified, Active Non-Unified, Senior, Candidate and Affiliate.

Article VIII - Officers

The officers of the Association (Corporation) shall be a President, a President-elect, the immediate Past President, a Secretary-Treasurer, and such other officers as may be determined from time to time and set forth in the Bylaws of the Corporation.

Article IX - Delegates and Representatives to Affiliated Organizations

The Association may be represented by official delegates or representatives to other organizations upon approval of the Board of Directors.

Article X - Committees

The Corporation may have such Committees as are deemed necessary and proper and prescribed in the Bylaws.

Article XI - Amendments

The Board of Directors shall adopt a resolution setting forth a proposed amendment and direct that it be submitted to the membership at the next Annual Meeting. The proposed amendment shall be printed in the notice of the Annual Meeting and be sent to the members at least thirty (30) days in advance of the meeting. An amendment shall be adopted if it receives an affirmative vote by two-thirds of the active members present at the Annual Meeting.