

**BYLAWS OF THE
ROCKY MOUNTAIN UROLOGICAL SOCIETY, INC.
(Last modified on April 13, 2019)**

ARTICLE I: MEETING OF MEMBERS

Section 1.1. Annual Meeting. The annual meeting of the Rocky Mountain Urological Society, Inc. (herein-after referred to as the Society) shall be held during Spring of each year or at such other time as shall be fixed by the Board of Directors. At this meeting, the President of the Society shall report to Membership on matters relating to the activities, membership, structure, and finances of the Society since the last annual meeting as the President may determine to be pertinent.

Section 1.2. Place of Meetings. Each meeting shall be held at such place, either within or outside Colorado, as may be designated in the notice of meeting, or, if no place is designated in the notice, at the principal office of the Society, if in Colorado.

Section 1.3. Special Meetings. Special meetings may be called by the President or by the Board of Directors, and shall be called by the President at the request of Membership representing not less than ten percent (10%) of the total number of Members, for the purpose of reporting to Membership on a particular subject or subjects identified in the notice of such meeting.

Section 1.4. Notice of Meetings. Written notice of meetings shall be delivered not less than five nor more than fifty days before the date of the meeting to be called. If a special meeting is being called, the notice shall state the proposed subject matter of the meeting. Notice shall be addressed to Members at the address that appears on the membership roster of the Society. If three successive letters mailed to the last known address of any Member, as contained in the membership roster, are returned, no further notice shall be necessary with respect to any meeting until another address is made known to the Society. Notice need not be given to any Member who

shall waive notice of any meeting in writing, whether before, at, or after the meeting, or who shall attend the meeting except for the purpose of making a record of objection to any lack of proper notice to such Member.

Section 1.5. Quorum and Adjournment. At any meeting of Members, the presence, in person or by proxy, of one-third of the total number of Members shall constitute a quorum. In the absence of a quorum, the meeting may be adjourned for a period not to exceed thirty days, without further notice, by any officer entitled to preside at or act as Secretary of such meeting, or by a majority of those Members present in person or by proxy. The withdrawal of enough Members to leave less than a quorum shall not prevent the remaining Members from continuing to transact business until adjournment.

Section 1.6. Voting. Members of the Society shall have no voting rights, including without limitation the right to vote (a) for or against the election or removal of directors or officers, (b) for or against the amendment of the Society's articles of incorporation or bylaws, (c) for or against the merger, consolidation, or other reorganization of the Society, and (d) for or against the dissolution of the Society.

Section 1.7. Conduct of Meetings. Each meeting of Members shall be presided over by the President, or if absent, by the Vice President/President-Elect. If the President and Vice President/President-Elect are all absent, a chairperson of the meeting shall be chosen by a majority of those Members who are present or represented by proxy. The Secretary/Treasurer of the Society shall act as Secretary of each meeting of Members. If the Secretary/Treasurer is absent, the chairperson of the meeting shall appoint a Secretary for the meeting.

ARTICLE II: BOARD OF DIRECTORS

Section 2.1. Powers. The property and activities of the Society shall be managed by its Board of Directors, which may exercise all powers of the Society and do all lawful acts on behalf of the Society, including without limitation the election or removal of directors or officers, the amendment of the Society's articles of incorporation or bylaws, voting on the merger, consolidation, or other reorganization of the Society, and voting on the dissolution of the Society. The directors shall also have authority to elect and discharge the officers of the Society and pass on any and all claims of such officers for salaries or other compensation, and may contract with such officers, employees, directors, and other persons rendering service to the Society with respect to their salaries and other compensation.

Section 2.2. Performance of Duties. A director of the Society shall perform the duties of a director, including the duties as a member of any committee of the Board on which such director may serve, in good faith, in a manner the director reasonably believes to be in the best interests of the Society, and with such care as an ordinarily prudent person in a like position would use under similar circumstances. In performing such duties, a director shall be entitled to rely upon information, opinions, reports, and statements, including financial data, prepared or presented by persons or groups listed in subparagraphs (a), (b), and (c) of this Section 2.2, but the director shall not be considered to be acting in good faith if the director has knowledge concerning the matter in question that would cause such reliance to be unwarranted. A person who so performs such duties shall not have any liability by reason of being or having been a director of the Society. Those groups or persons upon whose information, opinions, reports, or statements a director is entitled to rely are:

(a) Officers, employees, and members of committees of the Society whom the director reasonably believes to be reliable and competent in the matters presented;

(b) Counsel, accountants, consultants, and other such persons as to matters which the director reasonably believes to be within such persons' professional or expert competence; and

(c) A committee of the Board on which the director does not serve as to matters within its designated authority, which committee the director reasonably believes to merit confidence.

Section 2.3. Number. Tenure. and Election. The Board of Directors shall consist of such number of directors as shall be fixed from time to time by the Board of Directors, but in no instance shall there be less than the number required by law. The Board of Directors shall consist of the persons described below, one or more of whom may serve in multiple capacities.

1. President of the Society
2. Vice-President/President-Elect
3. Secretary/Treasurer
4. Immediate Past President
5. Legislative Representative
6. Educational Chair
7. Northern Colorado Representative
8. Southern Colorado Representative
9. Western Colorado Representative
10. New Mexico Representative
11. Denver Metro Representative
12. New Urologist Representative

The first four directors identified above (#1-#4) shall serve 2-year terms, following which the Vice-President/President-Elect shall become President and serve as a director for an additional 2-year term, and the Secretary/Treasurer shall become Vice President/President-Elect and serve as a director in that capacity for an additional 2-year term and thereafter as President for a further 2-year term. Following the 2-year term of the President, such officer shall become the Immediate Past President and shall serve an additional 2-year term as director in that capacity. The remaining directors (#5-#12) shall be appointed to the Board of Directors in the discretion of the President, which appointment, if any, shall become effective after approval by the Board of Directors. All Directors, excepting the Legislative Representative, are voting members of the Board.

The Chairman of the Division of Urology of the University of Colorado Anschutz Medical Campus, or his designee will serve as the Educational Chair.

Section 2.4. Committees. The Board of Directors may appoint a committee or committees of one or more of its members with such powers as may be legally delegated by the Board. In all cases, such committee or committees shall act as a Board regularly convened and may adopt such rules and regulations for the conduct of their meetings and the management of the Society as may be deemed proper and not inconsistent with statute, the Articles of Incorporation, or these Bylaws.

Section 2.5. Resignations. A director may resign at any time by giving written notice to the Board of Directors, President, or Secretary/Treasurer of the Society. The resignation shall take effect upon the date of receipt of such notice, or at any later time specified therein. The acceptance of such resignation shall not be necessary to make it effective unless the resignation so requires.

Section 2.6. Removal. At any Board of Directors meeting called expressly for that purpose, a member of the Board of Directors may be removed, with or without cause, by a vote of a majority of the total number of directors.

Section 2.7. Vacancies. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining directors though less than a quorum. A director elected to fill a vacancy shall be elected for the unexpired portion of the term of his predecessor. Any directorship to be filled by reason of an increase in the number of directors shall be filled by the affirmative vote of a majority of the directors then in office. A director chosen to fill a position resulting from an increase in the number of directors shall hold office until the next annual meeting of the Board of Directors or until a successor shall have been elected and qualified.

Section 2.8. Compensation. By resolution of the Board of Directors and irrespective of any personal interest of any of its members, each director may be paid the expenses of attending each meeting of the Board or of a committee of the Board. A director may not be paid a salary as director or a fixed sum for attendance at meetings of the Board or its committees, other than the

Peer Review Committee. A director may serve the Society in another capacity and receive compensation for the services rendered in that capacity.

Section 2.9. Place of Meetings. The Board of Directors may hold its meetings at any place within or without the State of Colorado that it may from time to time specify by resolution.

Section 2.10. Annual Meetings. The annual meeting of the Board of Directors shall be held during September of each year or at such other time as shall be fixed by the Board of Directors, and shall be held at such place, either within or outside Colorado, as may be designated in the notice of meeting, or, if no place is designated in the notice, at the principal office of the Society, if in Colorado.

Section 2.11. Special Meetings. Special meetings of the Board of Directors may be called at any time for any purpose by or at the request of the President or any two directors. Written notice of each special meeting, setting forth the time and place of the meeting, shall be given to each director at least twenty-four hours before the meeting. This notice may be given either personally, through the United States Mail, by facsimile or e-mail transmission, or by prepaid telegram to the address of each director appearing on the books of the Society. Any meeting of the Board of Directors, whether regular or special, shall be a legal meeting if a majority of the directors shall be present, in person or by means of communications device, or shall sign the minutes, whether or not notice was properly given.

Section 2.12. Meetings in General. Attendance at a meeting shall constitute a waiver of notice thereof, except when a director attends a meeting for the express and sole purpose of objecting to the transaction of any activities because the meeting is not lawfully called or convened. Neither the activities to be transacted at, nor the purpose of, any annual, regular, or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting. A director who is present at a meeting of the Board at which action on any Society matter is taken shall be presumed to have assented to the action taken unless a dissent is entered into

the minutes of the meeting or unless such director files a written dissent to such action with the Secretary of the meeting before adjournment thereof or unless such director forwards a dissent by registered mail to the Secretary of the Society within twenty-four hours after adjournment of the meeting. The right to dissent shall not apply to a director who voted in favor of the action.

Section 2.13. Quorum, Adjournment, and Manner of Acting. A majority of the directors shall constitute a quorum of the Board at any annual, regular, or special meeting, but in the absence of a quorum of the Board, a minority shall have the power of adjournment. The action of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. The leaving of a director or directors after the start of any annual, regular, or special meeting of the Board, such that less than a quorum remains, shall not negate the existence of a quorum, and any action taken by a majority of the directors counted in determining the existence of a quorum shall constitute the act of the Board of Directors.

Section 2.14. Conduct of Meetings. The President or, if absent, the Vice President/President-Elect shall preside at each meeting of the Board of Directors. If the President, and the Vice President/President-Elect are all absent, a chairperson of the meeting shall be chosen by majority vote of the directors present. The Secretary/Treasurer or, if absent, any person chosen by the chairperson of the meeting, shall act as Secretary of the meeting.

Section 2.15. Action Without a Meeting. Action which may be taken at a meeting of the directors may be taken without a meeting pursuant to applicable Colorado law, if a consent in writing setting forth the action so taken is signed by all of the directors entitled to vote with respect to the subject matter thereof. Such consent has the same force and effect as a unanimous vote of the directors for any purpose.

ARTICLE III: PROGRAM COMMITTEE

A committee of the Board of Directors is hereby established and called the Program Committee. The purposes of the Program Committee shall be to organize and coordinate all educational programs and activities for the Society, including without limitation the preparation of a budget for a particular educational program or activity for submission to the Board of Directors. Members of the Program Committee, other than the chairperson, shall be nominated by the President and selected by the Board of Directors from volunteers among the Membership. The President of the Society shall appoint the chairperson of the Program Committee, who shall serve at the discretion of the President.

ARTICLE IV: PEER REVIEW PROCESS

The President of the Society shall designate a member of the Board of Directors to serve as the Director of Peer Review. The purposes of the peer review function of the Society shall be to assist the Colorado Board of Medical Examiners in its responsibilities to assure the proper standards of professional conduct and appropriate care by licensed medical physicians specializing in urology or who provide urologic treatment. In addition, the peer review function of the Society, in appropriate cases, may be used to provide guidelines regarding the quality of urological care when requested to do so by a qualified health care organization.

Section 4.1. Composition. The Director of Peer Review, upon receipt of a request for review, shall appoint up to five (5) Members to serve as a panel to review the matter on which the request was received. The Director of Peer Review may appoint himself or herself to such panel. A minimum of three (3) Members shall serve on such panel. The panel shall be responsible for the investigation of a case submitted to it for review, and for preparation of a report to the organization requesting peer review.

Section 4.2. Compensation. Members participating in peer review activities shall be entitled to compensation for their time and involvement. The Board of Directors shall set the rate of

compensation. In the event the organization requesting peer review is unable to provide compensation, the Director of Peer Review may request that proper funds be made available from the Society's treasury. A request for use of funds of the Society must be made to the Board of Directors and be approved by two-thirds of the directors voting thereon.

Section 4.3. Procedure for Requesting Peer Review. Any licensed hospital, health care insurer, or federal, state, or local governmental agency, or any duly constituted medical organization, so long as their bylaws, policies, or procedures comply with governing state and federal law, including without limitation the Colorado peer review statutes (C.R.S. §12-36.5-101, et seq.) and the federal Health Care Quality Improvement Act of 1986 (42 U.S.C. §11101, et seq.), may apply to the President or Director of Peer Review in writing for review and evaluation of the qualifications, standard of care, appropriateness of care, or professional conduct of a Member (or, pursuant to Article V of these Bylaws, of a physician who is not a Member). The President will forward such requests to the Director of Peer Review. Subject to anticipated clarification through regulations to be promulgated by the Colorado Board of Medical Examiners, in order for the Society to qualify for the immunity from liability expressed in Section 4.8 of this Article IV, the subject physician must be a member of the Society. If the subject physician is not a member of the Society, the Director of Peer Review shall proceed pursuant to Article V of these Bylaws.

Section 4.4. Investigation Process. The members of the review panel, in the exercise of their discretion, shall obtain all relevant and necessary documentation and supporting data relating in any way to the subject physician's questioned qualifications, standard of care, appropriateness of care, or professional conduct from the applicant requesting review and evaluation of such qualifications, standard of care, appropriateness of care, or professional conduct.

The members of the review panel shall review all such documentation received and may interview the subject physician if it is deemed by the Peer Review Committee necessary or advisable. Additionally, if the Committee deems it advisable or practicable, in its discretion, it may

interview the subject physician's colleagues and other hospital personnel who may have knowledge of the subject physician's qualifications, standard of care, appropriateness of care, or professional conduct. The review panel shall undertake any and all further investigative procedures it deems necessary in order to ascertain if the subject physician lacks qualifications, has provided substandard or inappropriate patient care or has exhibited inappropriate professional conduct.

Section 4.5. Notice of Action. If the findings of any investigation conducted by the review panel indicate that the subject physician is lacking in qualifications, has provided substandard or inappropriate patient care, or has exhibited inappropriate professional conduct, the panel shall make a written report and recommendation, and shall forward the same, together with any supporting documentation deemed advisable by the review panel, to the appropriate officials of the organization requesting review of the subject physician for final action.

Section 4.6. Reports to Regulatory Authorities.

4.6.1 At the request of the Colorado Board of Medical Examiners, the Director of Peer Review will provide the Board of Medical Examiners with a complete record of the proceedings pertaining to the subject physician, including (a) the name of the subject physician, (b) the name and address of the patient involved, if any, (c) the date(s) of the alleged malfeasance, (d) a description of the alleged misconduct leading to disciplinary measures, and (e) a description of the findings, recommendations, and actions taken by the review panel.

4.6.2 The Director of Peer Review shall report the information described in Section 4.6.1 of this Article to the Colorado Board of Medical Examiners regarding any Member under investigation by the Peer Review Committee who resigns from the Society while such investigation or related proceedings or reports are pending.

Section 4.7. Confidentiality.

4.7.1 All findings, determinations, recommendations, proceedings, communications,

and actions made or taken pursuant to this Article, as well as all records generated in connection there-with, are deemed to be confidential within the meaning of the applicable provisions of C.R.S. § 12-36.5-104, et seq., and the corresponding provisions of any other state or federal law providing such protection, and shall be exempt from any state or federal law requiring that proceedings to be conducted publicly or requiring that minutes or records be open to public inspection.

4.7.2 All records generated in connection with the Society's peer review process shall not be admissible in any discovery and shall not be admissible in any civil suit brought against any subject physician, except that such records shall be subject to subpoena and available for use as provided in C.R.S. § 12-36.5-104, et seq., and the corresponding provisions of any other or subsequent state or federal law providing such protection, including without limitation (a) by the committee on anti-competitive conduct, (b) by either party in an appeal or de novo proceeding under a peer review statute, and (c) by the governing board requesting review of the physician in seeking judicial review.

Section 4.8. Immunity. The Society and its officers and directors, the Director of Peer Review, all members of the review panel, and any person or entity who files a complaint or otherwise participates in the peer review process pursuant to these Bylaws shall be afforded immunity from liability as provided in the Colorado statutes relating to professional review committees, the Health Care Quality Improvement Act of 1986, and such other state and federal laws as pertain to the peer review functions of the Society.

ARTICLE V: PEER REVIEW FOR NON-MEMBERS

In addition to review of Members, as provided in Article IV of these Bylaws, the Director of Peer Review and the appointed review panel may assist the Colorado Board of Medical Examiners by rendering opinions to other authorized peer review organizations in their responsibilities to assure the proper standards of professional conduct and appropriate care provided by licensed medical physicians who are not members of the Society, whether or not specializing in urology. In such cases, the review panel may undertake to render an opinion with respect to urological care

only as an express, limited agent of and on behalf of the primary authorized peer review organization.

Section 5.1. Composition and Compensation. In such cases, the composition and compensation of the review panel shall be as provided in Sections 4.1 and 4.2 of these Bylaws.

Section 5.2. Procedure for Requesting Peer Review. Any licensed hospital, health care insurer, or federal, state, or local governmental agency, or any duly constituted medical organization whose bylaws, policies, and procedures comply with governing state and federal law, including without limitation the Colorado peer review statutes (C.R.S. §12-36.5-101, et seq.) and the federal Health Care Quality Improvement Act of 1986 (42 U.S.C. §11101, et seq.), may apply to the President or the Director of Peer Review in writing for an opinion as to a physician's qualifications, standard of care, appropriateness of care, or professional conduct as it relates to such non-member physician's urological care. The President will forward such requests to the Director of Peer Review.

Section 5.3. Hold Harmless Contract. No review of non-member physicians shall be undertaken or commenced until the President or the Director of Peer Review has been sent a hold harmless agreement by the requesting authorized peer review organization, and such agreement has been fully executed by an authorized officer of such organization. The agreement shall state that, in the event the Society or any of its Members are named in a suit, subpoenaed, or noticed for a deposition, the authorized contracting peer review organization shall provide an attorney or attorneys to the Society and its Members to provide full and complete representation in such matter, and shall hold the Society and its Members harmless for all liability, loss, costs, fines, penalties, damages, judgments, and settlements arising out of or related to such peer review activities undertaken as an express limited agent of the authorized peer review organization requesting such review. Such contract also shall hold the Society and its Members harmless for all liability, loss, costs, fines, penalties, damages, judgments, and settlements arising out of or related to any act of bad faith, negligence, or willful or unauthorized action taken by the authorized peer review organization or its governing board.

Section 5.4. Investigation Process. The investigation of a case and the report on such investigation shall be conducted as provided in Article IV of these Bylaws.

Section 5.5. Written Opinion to Authorized Peer Review Organization. Upon completion of such peer review activities as have been requested by the authorized peer review organization and accepted by the Director of Peer Review, a written opinion shall be sent to the requesting authorized peer review organization for disposition and further action in accordance with its procedures.

Section 5.6. Reports to Board of Medical Examiners. Reports to the Colorado Board of Medical Examiners and other regulatory authorities shall be made in accordance with Section 4.6 of these Bylaws.

Section 5.7. Peer Review Protection. Peer review protection shall be in accordance with Section 4.7 of these Bylaws, except that nothing therein shall prohibit the review panel from receiving documentary evidence from the requesting authorized peer review organization or from sending documents obtained through its investigation to the requesting authorized peer review organization.

Section 5.8. Immunity. The Society and its officers and directors, the Director of Peer Review, all members of the review panel, and any person or entity who files a complaint or otherwise participates in the peer review process pursuant to these Bylaws shall be afforded immunity from liability as provided in the Colorado statutes relating to professional review committees, the Health Care Quality Improvement Act of 1986, and such other state and federal laws as pertain to the peer review functions of the Society.

ARTICLE VI: OFFICERS

Section 6.1. Number of Officers. The officers of the Society shall be elected by the Board of Directors and shall consist of a President, Vice President/President-Elect, and Secretary/Treasurer. Such other officers and assistant officers as are deemed necessary may be appointed by the Board. Any two or more offices may be held by the same person, except the offices of President, Vice President/President-Elect, and Secretary/Treasurer. The officers shall be natural persons of at least eighteen years of age.

Section 6.2. When Chosen. All officers shall be chosen at the first meeting of the Board of Directors and thereafter at the annual meeting of the Board in each year.

Section 6.3. Terms of Office. All officers shall hold their respective offices until their successors are elected, qualified, and enter upon the duties of their offices, or until their death or resignation. Any officer may be removed by the Board of Directors with or without cause.

Section 6.4. Resignation. Any officer may resign at any time by giving written notice to the Board of Directors, the President, or the Secretary of the Society. Such resignation shall take effect upon the date of receipt of the notice or at any later time specified therein. Unless the notice of resignation so requires, acceptance of the resignation shall not be necessary to make it effective. When a vacancy occurs in one of the executive offices by reason of death, resignation, or otherwise, it shall be filled by the Board of Directors for the unexpired portion of the term.

Section 6.5. President. The President shall be the chief executive officer of the Society, shall preside at all meetings of the Members and the Board of Directors and shall have general and active management of the activities of the Society, and shall see that all orders and resolutions of the Board of Directors are carried into effect. The President shall execute contracts on behalf of the Society, except where the signing and execution thereof shall be expressly delegated by the Board of Directors to some other officer or agent of the Society. The President shall perform such other duties as shall from time to time be assigned by the Board of Directors.

Section 6.6. Vice President/President-Elect. In the absence of the President or in the event of the President's death or inability or refusal to act, the Vice President/President-Elect shall perform the duties of the President and, when so acting, shall have all the powers of, and be subject to the restrictions placed upon, the President. The Vice President/President-Elect shall become the President of the Society upon the expiration or termination of the term of office of the President. The Vice President/President-Elect shall perform such other duties as from time to time may be assigned by the President or by the Board of Directors.

Section 6.7. Secretary/Treasurer. The Secretary/Treasurer shall attend all meetings of the Board of Directors and all meetings of the Members and shall record all of the proceedings of the meetings in a book to be kept for that purpose. The Secretary/Treasurer shall perform like duties for any committee when required. The Secretary/Treasurer shall see that all books, records, lists, and information required to be maintained at the office of the Society are so maintained. The Secretary/Treasurer shall give, or cause to be given, notice of all meetings of the Class A Members and special meetings of the Board of Directors. The Secretary/Treasurer shall keep in safe custody the seal of the Society, if any, and, when authorized by the Board of Directors, affix the same to any instrument requiring it and appropriately attest to the fact that such instrument or document has been properly authorized and approved by the Society. It further shall be the duty of the Secretary/Treasurer to receive and have custody of all funds and monies realized by the Society and deposit the same in the Society's name in a bank to be designated by the Board. The Secretary/Treasurer shall disburse, or permit to be disbursed, the funds of the Society as may be directed by the President or the Board of Directors, shall keep or cause to be kept full and accurate accounts of receipts and disbursements in books belonging to the Society, shall keep or cause to be kept all other books of account and accounting records of the Society, and shall render to the officers and directors of the Society whenever they may require an account of all such transactions

and of the financial condition of the Society. The Secretary/Treasurer shall perform such other duties as may be prescribed by the President or the Board of Directors. An Assistant Secretary/Treasurer may be appointed by the Board of Directors to perform the duties and exercise the powers of the Secretary/Treasurer in the Secretary/Treasurer's absence or inability or refusal to act.

Section 6.8. Delegation of Officers' Duties. If any officer of the Society is absent or unable to act, or for any other reason which the Board of Directors deems sufficient, the Board may temporarily delegate some or all of the functions, duties, powers, and responsibilities of any officer to any other person.

ARTICLE VII: MEMBERSHIP

Section 7.1. Categories of Membership. The categories of Membership in RMUS shall consist of Active Members, Allied Professional Members, and Senior/Retired Members. All candidate members in each category must be voted on and accepted by the Board of Directors. All candidates for membership are required to complete an application form.

Section 7.2. Requirements for Active Membership. Active Members must be actively practicing urologist MDs who, by their professional or personal accomplishments, have contributed significantly to medicine in general or the specialty of urology in particular. They must possess good reputation and judgment, and be willing to participate in and properly discharge those responsibilities as assigned by RMUS.

Section 7.3. Requirements for Allied Professional Membership. These members include Nurse Practitioners, Physicians' Assistants, Practice Managers, or other professionals in related fields of medicine and science who cannot qualify for Active Membership. They must possess good reputation and judgment, and be willing to participate in and properly discharge those responsibilities as assigned by RMUS.

Section 7.4. Requirements for Senior/Retired Membership. Candidates for this category of membership must have been an RMUS member in good standing for no less than 10 years, and

entirely retired. These members shall not pay annual dues.

Section 7.5. Member Dues. Dues payable by the Society's Members shall be annually assessed by the Board of Directors. The amount of annual dues shall be determined by the Board of Directors and shall be at least adequate to cover secretarial fees, costs of meetings, and the other anticipated budget items for the forthcoming year. Annual dues shall be due and payable in full by January 15 of each calendar year. Dues not received by the Society for more than 2 years shall be considered delinquent. The Board will review delinquent memberships annually and reserves the right to remove delinquent members, if deemed appropriate.

ARTICLE VIII: NOTICES

Section 8.1. Manner of Notices. Except as provided in any other specific notice provision contained in these Bylaws, notices to directors and Class A Members shall be in writing and delivered personally or mailed to their respective addresses appearing on the books of the Society. Notice by mail shall be deemed to be given at the time of mailing with postage prepaid, if mailing is by certified mail, return receipt requested. Otherwise, notice shall be deemed to have been given at the time of receipt by the Class A Member or director. Notice to directors may also be given by telegram or facsimile or e-mail transmission.

Section 8.2. Waiver of Notice. In addition to any other specific notice provision of these Bylaws, a waiver of notice in writing by the person or persons entitled to such notice shall be conclusive of the satisfaction of the notice requirements with respect to such person or persons. Such waiver shall be effective whether signed before, at, or after the meeting which was the subject of such notice requirements.

ARTICLE IX: EMERGENCY BYLAWS

The Emergency Bylaws provided in this Article IX shall be operative during any emergency in the conduct of the activities of the Society resulting from an attack on the United States or any nuclear or atomic disaster, notwithstanding any different provision in the preceding articles of the Bylaws or in the Articles of Incorporation of the Society or under applicable Colorado law. To the

extent not inconsistent with the provisions of this Article IX, the Bylaws provided in the preceding articles shall remain in effect during such emergency, and upon termination of such emergency, the Emergency Bylaws shall cease to be operative.

During any such emergency:

(a) A meeting of the Board of Directors may be called by any officer or director of the Society. Notice of the time and place of the meeting shall be given by the person calling the meeting to such of the directors as it may be feasible to reach by any available means of communication. Such notice shall be given at such time in advance of the meeting as circumstances permit in the judgment of the person calling the meeting.

(b) At any such meeting of the Board of Directors, a quorum shall consist of the number of directors in attendance at such meeting.

(c) The Board of Directors, either before or during any such emergency, may, effective in the emergency, change the principal office or designate several alternative principal offices or regional offices, or authorize the officers so to do.

(d) The Board of Directors, either before or during any such emergency, may provide, and from time to time modify, lines of succession in the event that, during such an emergency, any or all agents or officers of the Society shall for any reason be rendered incapable of discharging their duties.

(e) No officer, director, or employee acting in accordance with these Emergency Bylaws shall be liable except for willful misconduct.

(f) These Emergency Bylaws shall be subject to repeal or change by further action of the Board of Directors or by action of the Class A Members, but no such repeal or change shall modify the provisions of the next preceding paragraph with regard to action taken prior to the time of such repeal or change. Any amendment of these Emergency Bylaws may make any further or different provision that may be practical or necessary for the circumstances of the emergency.

ARTICLE X: GENERAL

Section 10.1. Execution of Contracts. The Board of Directors may authorize any officer or agent of the Society to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Society. Such authority may be general or confined to specific instances and, unless so authorized, no officer, agent, or employee shall have any power to bind the Society for any purpose except as may be necessary to enable the Society to carry on its normal and ordinary course of activities.

Section 10.2. Loans. No loans shall be contracted on behalf of the Society and no evidences of indebtedness shall be issued in its name unless authorized by the Board of Directors. When so authorized, any officer or agent of the Society may affect loans and advances at any time for the Society from any bank, trust company, institution, firm, corporation, or individual. An agent so authorized may make and deliver promissory notes or other evidences of indebtedness of the Society, and may mortgage, pledge, hypothecate, or transfer any real or personal property held by the Society as security for the payment of such loans. Such authority, in the Board's discretion, may be general or confined to specific instances.

Section 10.3. Checks. Checks, notes, drafts, and orders for the payment of money issued in the name of the Society shall be signed by such person or persons as designated by the Board of Directors and in the manner the Board prescribes.

Section 10.4. Deposits. All funds of the Society not otherwise employed shall be deposited from time to time to the credit of the Society in such banks or other depositories as the Board of Directors may select.

Section 10.5. Seal. The Board of Directors, upon passage of a resolution with respect thereto, may provide a seal for the Society.

Section 10.6. Fiscal Year. The Board of Directors, in its sole discretion, shall fix a fiscal year for the Society.

Section 10.7. Amendments to Bylaws. The Board of Directors shall have the power to alter, amend, or repeal these Bylaws, or adopt new bylaws.

Section 10.8. Other Society Documents. The Board of Directors is expressly authorized to enter into such other agreements as it deems necessary to regulate the Society's internal operations. Such agreements may include, but are not limited to, employment contracts between the Society and its officers and employees.

Section 10.9. Dissolution and Liquidation of the Society. In the event of the dissolution of the Society, the balance of all money and other property owned by the Society, after the payment of all debts and obligations of the Society, shall be distributed as follows:

10.9.1 Assets held by the Society on condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution of the Society, shall be distributed in accordance with such requirement.

10.9.2 All other assets shall be distributed for the purposes of the Society, or to organizations organized and operated exclusively for purposes similar to the Society's and which shall, at that time, qualify as an exempt organization or organizations under Section 501(a) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors may determine.

The Board of Directors and officers of the Society shall be responsible for liquidating the Society in accordance with the provisions of this Section 10.9. In fulfillment of such responsibility, the Board of Directors may appoint a liquidating agent who is qualified to carry out such function, and the Board of Directors and officers may rely upon the actions of such liquidating agent.

CERTIFICATE

I hereby certify that the foregoing Bylaws constitute the Bylaws of the Rocky Mountain Urological Society, Inc., adopted and approved by the Board of Directors of the Society on _____ 1999.

Secretary/Treasurer