

The Sexual Medicine Society of North America, Inc.
(Fourteenth Amendment Approved October 29, 2024)

BYLAWS

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ARTICLE I
GENERAL

Section A.: Name

1. The name of this California nonprofit society is The Sexual Medicine Society of North America, Inc. hereafter referred to as SMSNA.

Section B.: Purpose of the Society

1. The Purposes of the SMSNA are to:
 - a. promote, encourage, and support the highest standards of practice, research, education, and ethics in the study of the anatomy, physiology, pathophysiology, diagnosis and treatment of human sexual function and dysfunction, and provide a forum for the free exchange and discussion of new ideas, thoughts, and concepts in sexual medicine.

Section C.: Affiliations

1. The Society is affiliated with the American Urological Association Inc, (AUA).
2. The Society is affiliated with the International Society for Sexual Medicine (ISSM).
3. These affiliations may be terminated and/or additional affiliations may be formed by
 - a. Recommendation of the Board of Directors, and
 - b. Two-thirds majority of members that vote, in person at or by electronic mail prior to a business meeting of the Society. This means that both votes cast in person at a business meeting and votes cast by email will be accepted and counted.

Section D. Offices of the Society

1. The principal office for the transaction of the activities and affairs of the Society ("Principal Office") shall be established from time to time by the Society's Board of Directors ("Board").

Section E. Limitations

1. The purposes for which the society is organized are exclusively charitable within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 of the United States,

as amended (the 'code'). Notwithstanding any other provision of the Society's Articles of Incorporation or these bylaws, the Society shall not carry on any activities not permitted to be carried on by (a) corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (b) by corporation contributions to which are deductible under Section 170(c)(2) of the Code.

Section F. Dedication of Assets

2. Society's assets are irrevocably dedicated to charitable purposes. No part of the earnings, properties, or assets of the society, on dissolution or otherwise, shall benefit any private person or individual, or to any member, director, or officer of the Society.

**ARTICLE II
MEMBERSHIP**

Section A.: Membership Requirements and Expectations

1. Possession of an active unlimited license to practice medicine, psychotherapy, physical/occupational therapy, or other health care discipline germane to sexual function/dysfunction and/or to be engaged in research germane to sexual function/dysfunction in the State, Province, or Country of the applicant's practice (if applicable).
2. Membership in SMSNA requires that members adhere to professional and ethical conduct as outlined in the Membership Guidelines Standard Operating Procedures (SOP).

Section B.: Membership Admission Process

1. The Membership Committee shall consider applicants upon receipt of a completed application and prepare a recommendation for the Board of Directors for approval or denial. The Board of Directors shall review the recommendation for approval or denial.

Section C.: Voting Membership Categories

1. Fellow Membership:
 - a. Fellow Membership is open to any Physician (MD/DO), Clinician/Research Scientist (PhD), Advanced Practice Provider (APN/PA), Allied Health Professional (LPN/LVN/RN, Technician, Medical Assistant), Mental Health Professional, Social Worker (MSW) or other healthcare or research professional with:
 - i. Five years of Active Membership in SMSNA.
 - ii. Attendance at a scientific meeting of the SMSNA in at least three of the four years prior to application for Fellow Membership.
 - iii. Publication of a paper pertinent to sexual medicine in a peer reviewed journal or presentation of a paper pertinent to sexual medicine at one of an SMSNA or one of its affiliated organization's meetings within 12 to 18 months of application.
 - iv. Residence in the United States or Canada, and greater than 25% of clinical and/or research activity devoted to sexual medicine.
 - v. Letters of recommendation supporting Fellow Membership from two Fellow Members of SMSNA.

- vi. Active service on one or more committees of the SMSNA
 - vii. Membership in the American Urological Association (AUA) is encouraged but not required.
 - b. The Board of Directors by majority vote may assign Fellow Membership to individuals who have been put forth by the Membership Committee and who do not strictly meet the stated qualifications of Fellow Membership, if considered to be in the best interest of the association.
 - c. Fellow Members may be elected to the Board of Directors and may serve as Officers of the Society.
2. Active Membership:
- a. Active Membership is open to any Physician (e.g., MD/DO), Clinician/Research Scientist (e.g., PhD), Advance Practice Provider, Allied Health Professional (e.g., LPN/LVN/RN, Technician, Medical Assistant), Mental Health Professional, Social Worker (e.g., MSW) or other healthcare or research professional who has completed their terminal degree and training, with residence in the United States or Canada, and active practice and/or research in sexual medicine.
 - i. Advanced Practice Provider (APP) Membership is an active membership that is limited to SMSNA membership and does not include membership in the ISSM. It is open to any Advanced Practice Provider or Allied Health Professional (e.g., LPN/LVN/RN, Technician, Medical Assistant).
 - ii. Mental Health Membership is an active membership that is limited to SMSNA Membership and does not include membership in the ISSM. It is open to any mental health professional or social worker (e.g., MSW)
 - b. Active Members may not serve as Officers of the Society but may serve on the Board of Directors.
3. Senior Membership in SMSNA is open to any:
- a. Fellow or Active Member, 64 years and older with 10 years or more of good standing.
 - b. Senior Members are excused from paying dues.
 - c. Senior Members may not be elected to the Board of Directors or serve as Officers of the Society.

Section D: Nonvoting Membership Categories

- 1. All nonvoting members may not be elected to the Board of Directors or serve as Officers of the Society.
- 2. Affiliate Membership:
 - a. Affiliate Membership is open to clinicians and/or researchers who:
 - i. Reside in Canada or the United States,
 - ii. Own or partially own a business with one or more commercial products which are, or might be, used in sexual medicine,
 - iii. Maintain 51% or more of their clinical or research work in sexual medicine.

3. Corresponding Membership:
 - a. Corresponding Membership is for members who reside outside the United States or Canada.
 - b. Corresponding Membership is open to any Physician (MD/DO), Clinician/Research Scientist (PhD), Advanced Practice Provider (APN/PA), Allied Health Professional (LPN/LVN/RN, Technician, Medical Assistant), Mental Health Professional, Social Worker (MSW) or other healthcare or research professional, with an interest in practice and/or research in sexual medicine.
4. Student Membership:
 - a. Student Membership in SMSNA is open to persons who are:
 - i. Currently enrolled in a school of medicine, psychology nursing, mental health, social work, or other health care field, or
5. Resident Membership:
 - a. Resident Membership in SMSNA is open to persons who are:
 - i. Currently enrolled in a graduate training program or residency program in urological surgery or other field related to practice and/or research in sexual medicine.
6. Training Fellow Membership:
 - a. Training Fellow Membership in SMSNA is open to a Training Fellow selected by an SMSNA Fellowship Program
 - b. Training Fellows may not be elected to the Board of Directors or serve as Officers of the Society
7. Honorary Membership:
 - a. Honorary Membership may be granted by majority vote of the membership, following recommendation by the Board of Directors to any distinguished health care professionals or another prominent person who has made particularly significant contributions to sexual medicine.
 - b. Honorary Members are excused from paying dues.

Section E.: Membership Dues

1. There shall be dues for membership in this corporation. The amount for dues, and the date when they are required to be paid, shall be determined by the Board of Directors from time to time and may be different for each member category.
2. Membership dues cover membership January 1 to December 31 and are not pro-rated from the date of payment.
3. Any member who has not paid dues on a timely basis, as established by the Board of Directors, shall have all membership rights suspended until the dues are paid in full. The membership rights of any member who has not paid dues within thirty (30) days of the date the member is notified that the dues are in arrears shall be suspended. Membership rights will be reinstated if the dues are paid in full prior to December 31 of the year in issue. If the dues are not paid by that date, the membership shall be terminated. Terminated members may be reinstated as a member, within two years of their terminated membership. After two years of lapsed membership, they must reapply and go through the membership approval process.

Section F.: Liability and Rights

1. A member of the Society is not personally liable, solely because of membership, for the debts, obligations, or liabilities of the Society. A member of the Society shall by virtue of membership have no right or title in or to, any of the assets or property of the Society.

Section G.: Nontransferable

1. Membership in the Society is not transferable.

Section H.: Voting

1. Each Member shall be entitled to one vote, in person, by ballot, by mail or email. Unless otherwise required by these Bylaws, the manner of voting on any matter, including changes in the articles or bylaws, may be:
 - a. by voice vote, show of hands, or by ballot, as determined by the Members present, or
 - b. by electronic means with a notification period of 30 days before the vote. The duration of the voting period must be at least two weeks.

**ARTICLE III
BOARD OF DIRECTORS**

Section A.: Powers

1. The Directors of this corporation shall constitute its governing Board and shall have such powers and authority as shall be conferred upon them by the Articles of incorporation, the Bylaws and applicable law.

Section B.: Board Responsibilities

1. The Board has the following primary duties:
 - a. Duty of care: Oversee the business of the organization with the care an ordinary and prudent person would use.
 - i. Approve Membership.
 - ii. Authorize the creation or termination of Ad Hoc and Standing Committees.
 - iii. Formulate and execute policies of the Society.
 - iv. Oversee the administration and management of the Society.
 - b. Duty of loyalty: Act in the best interests of the organization, even if it means forfeiting an opportunity that would benefit them personally.
 - c. Duty of obedience: Work to ensure the organization follows all applicable laws, complies with all reporting requirements, and follows the organization's articles and bylaws.
 - i. Determine and fulfill the mission and vision of the SMSNA.
 - ii. Ensure independent Audit of Society finances annually.
 - iii. Ensure all applicable state and federal reports are filed.

Section C.: Composition of the Board of Directors

1. The Board of Directors shall consist of thirteen voting members, including five Officers and eight Directors.

- a. The Officers of the SMSNA Board will be the Executive Committee and shall consist of the President, Immediate Past-President, President-Elect, Secretary and Treasurer;
- b. The Meeting Committee Chair is appointed as a Director by the President of the society to serve as Program Chair of the society's next Annual Fall Scientific Meeting, and
- c. Seven Directors elected by the voting membership.

Section D: Election of Board Members.

1. A slate of candidates for all upcoming vacancies for Officers and Directors, excluding the Meeting Committee Chair, shall be recommended by the Nominating Committee in accordance with the Nominating Policy, approved by the Board of Directors, and presented to the voting members each year for election. The slate of nominated candidates should be reflective of the diverse membership base within the SMSNA.

Section E: Terms of Service.

1. Officers, including the Immediate Past President, President, and President Elect serve a non-renewable term of two years. The Secretary, Treasurer, and all other directors shall serve a two-year term and may be eligible to be re-elected for one additional two-year term.
2. The Meeting Committee Chair shall serve as a director on the Board of Directors for a term of one year.
3. Seven Directors shall serve a term of two years and may be eligible to be re-elected for one additional two-year term.
 - a. On adoption of these current bylaws, the first election for Directors should be staggered, three candidates for a two-year term and four for a three-year term.

Section F: Resignation.

1. A director may resign at any time by giving written notice to this corporation. The resignation shall be effective without acceptance when the notice is given to this corporation, unless a later effective time is specified in the notice.

Section G: Removal.

1. A director may be removed for any failure to meet and maintain expectations of membership as outlined in these Bylaws. Voting Members may remove directors with or without cause either:
 - a. at any meeting of the members if two-thirds of the Active Members present at the meeting vote in favor of removal, or
 - b. at any time during the year by ballot if a majority of all voting members vote in favor of removal.

Section H: Vacancies.

1. Any vacancy occurring on the Board of Directors may be filled by a vote of the Board of Directors.
2. A director appointed to fill a vacancy shall hold office until a qualified successor is elected by the voting members, or until their earlier death, resignation, removal, or disqualification.

Section I: Regular Meetings.

1. Regular meetings of the Board of Directors shall be held at least two times per year and may be held at such time and place as may be designated from time to time by the Board of Directors.

Section J: Special Meetings.

1. Special meetings of the Board of Directors may be held at any time or place whenever called by the President or any two (2) directors. Anyone entitled to call a special meeting of the directors may make written request to the President to call the meeting, and notice shall then be given, setting forth the time, place, and purpose thereof, to be held no later than thirty (30) days after receiving the request. If notice of the meeting is not given within five (5) days from the date on which the request is received by the President, the person or persons who requested the meeting may fix the time and place of the meeting and give notice thereof in the manner hereinafter provided. The business transacted at a special meeting is limited to the purposes stated in the notice of the meeting.

Section K: Notice.

1. Notice of any meeting of the Board of Directors stating the time, place and purpose thereof shall be given to each director at least five (5) days before the meeting. Notice may be communicated:
 - a. by electronic communication in a manner previously approved by the director,
 - b. in person, or
 - c. by United States mail. Any director may waive notice of a meeting before, at or after the meeting, in writing or in attendance.
2. Any director who waives notice of a meeting and attends such meeting shall be counted for the purposes of determining whether a quorum is present. Attendance at a meeting is deemed a waiver unless the director objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened, or objects before a vote on an item of business because the item may not lawfully be considered at that meeting, and the director does not participate in the consideration of the item at that meeting.

Section L: Quorum.

1. A majority of the directors currently holding office and present at a meeting shall constitute a quorum for the transaction of business. In the absence of a quorum, a majority of the directors present may adjourn a meeting from time to time until a quorum is present and any business which might have been transacted at the adjourned meeting may be transacted at that meeting. If a quorum is present when a duly called or held meeting is convened, the directors present may continue to transact business until adjournment, even though the withdrawal of directors originally present leaves less than the number otherwise required for a quorum.

Section M: Participation in Meetings by Means of Remote Communication.

1. A director may participate in a board meeting by means of remote communication, through which that director, other directors so participating, and all directors physically present at the meeting may hear and participate with each other during the meeting.
2. Participation in a meeting by that means constitutes presence in person at the meeting.

Section N: Meetings Solely by Means of Remote Communication.

1. Any meeting among directors may be conducted solely by one or more means of remote communication through which all directors may participate in the meeting, if the number of directors participating in the meeting is sufficient to constitute a quorum at a meeting. Participation in a meeting by that means constitutes presence in person at the meeting.

Section O: Voting.

1. A majority vote of the directors present, if a quorum was established, shall be sufficient to transact any business, unless a greater number of votes is required by law, the Articles of Incorporation, or these Bylaws. Each director shall be entitled to only one vote on any matter brought before any meeting of the Board of Directors or by electronic vote.
2. Voting on any matter may be conducted at a meeting of the Board of Directors or by electronic means:
 - a. At a Board of Director Meeting, if quorum has been confirmed, a vote may be taken by voice vote, show of hands, or by ballot, as determined by the Members present. Only directors present in person at the meeting may vote. There shall be no cumulative voting nor any voting by mail.
 - b. For Electronic voting, votes may be taken via email or electronic ballot and must receive a quorum of votes to be finalized.
3. A director who is present at a meeting of the Board of Directors when an action is taken is presumed to have assented to the action unless the director votes against the action or is prohibited from voting on the action.

Section P: Action Without a Meeting.

1. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken by written action signed by the number of directors that would be required to take the same action at a meeting of the Board of Directors at which all directors were present.
2. The written action shall be effective when signed by the required number of directors, unless a different effective time is provided in the written action, and all directors shall be notified immediately of its text and effective date. Failure to provide such notice shall not invalidate the written action.

Section Q: Conduct of Meetings.

1. Roberts Rules of Order shall govern all proceedings, committees, and meetings of the Society.

**ARTICLE IV
OFFICERS**

Section A: General

1. The officers of this corporation designated in this Section shall compose the Executive Committee.
2. The officers filling the roles of President-Elect, Treasurer and Secretary shall be elected by the Active Members to serve for terms of two years. Terms shall begin at the close of

the annual meeting of members at which they were elected and shall terminate at the close of the annual meeting of the members two years later.

3. The terms of officers filling the roles of Treasurer and Secretary may be renewed once.
4. Immediately following the two-year term as the President-Elect, the President-elect shall serve a two-year term as the President. Immediately following the term as President, the President shall serve a two-year term as Immediate-Past President.
5. Officers may be assisted in their duties by the professional administrator.

Section B: Responsibilities

1. The Executive Committee shall be responsible for the routine administration of the Society and for execution of routine matters of the Society's business.
2. The Executive Committee serves as the governing body of the Society when the Board of Directors is not in session, and may act only to the extent that authority is delegated to it by the Board of Directors
3. The Executive Committee shall consult with the entire Board concerning matters which are not routine and matters which are controversial.
4. The Officers may be assisted in these duties by the professional administrator.

Section C: President

1. Shall serve as Chair of the Board of Directors and oversee all normal daily operations of this corporation.
2. Shall preside over all meetings of the Board of Directors, the Executive Committee, and meetings of the members.
3. Shall represent the Society to government, legal, press, political, scientific, industrial, and other public agencies, and/or forums.
4. Shall be responsible for the general supervision, direction, and management of the affairs of this corporation.
5. Shall set the agenda for all meetings, appoint the chairs of any ad hoc committees, and be an ex-officio member of all committees.
6. To appoint Fellows or Active Members to vacant offices and all other members to committee positions.
7. Shall call special meetings of the Board of Directors.

Section D.: President-Elect

1. Shall plan, organize, and produce the annual scientific program at the AUA.
2. Shall serve as President in the event of a temporary or permanent incapacity or unavailability of the president.

Section E.: Secretary

1. Shall be responsible for maintaining minutes of all meetings of the Board of Directors and the annual meeting of the members and maintaining minutes of various committee meetings as needed.
2. Shall file necessary legal reports.
3. Shall maintain membership files of the Society.

Section F.: Treasurer

1. The Treasurer is the Chief Financial Officer of this corporation and shall be responsible for financial matters related to daily operations, including but not limited to:
 - a) providing fiscal management and/or oversight;

- b) overseeing investments of the reserves;
- c) preparing and managing the annual budget;
- d) approving budgeted expenses;
- e) reviewing and ensuring required tax filings;
- f) reviewing and participating in the audit process conducted by an independent auditor approved by the Officers;
- g) reporting to the Board on key financial events and assessing the organization's fiscal health.

Section G.: Immediate Past-President

1. The Immediate Past President shall be responsible to:
 - a) assist the President by providing historical context and guidance as needed,
 - b) serve as Nominating Committee Chair to help cultivate and identify a slate of elected officers for each open office and committee position.

ARTICLE V COMMITTEES

Section A: Committee Duties and Responsibilities

1. The Committee Guidelines Standard Operating Procedures (SOP) shall outline the function, responsibilities, composition, and terms of all Standing and Ad Hoc Committees.
2. Standing Committee Chairs are selected by the President in consultation with the Executive Committee for final review and approval by the Board of Directors, except for the Nominating Committee.
 - a. The immediate Past President shall serve as Chair of the Nominating Committee and shall be composed of the current President-Elect and the three most recent past presidents before the immediate past president.

Section B: Standing Committees

1. Advanced Practice Providers
2. Audit Finance
3. Awards
4. Basic Science
5. Conflict of Interest and Ethics
6. Communications and Technology
7. Fellowship Program
8. Female Sexual Function
9. Health Advancement & Impact
10. Humanitarian and Global Outreach
11. Legislative Affairs
12. Medical Student and Resident
13. Membership
14. Mental Health
15. Nominating

16. OncoSexology
17. Research Grants
18. Scientific Meeting Program
19. Surgical
20. Young Clinicians

Section C: Ad Hoc Committees

1. Bylaws Committee

**ARTICLE VI
MEETINGS**

Section A.: Scientific Meeting

1. Date and Location

- a. Scientific meetings of the Sexual Medicine Society of North America, Inc. shall be held at locations and dates to be decided by the Board of Directors.

2. Purpose

- a. The purposes of the Scientific Meetings of the Society are to:
 - i. Provide an open forum for free exchange of ideas, concepts and discussion on matters related to sexual medicine.
 - ii. Provide an environment of critical scientific inquiry, constructive peer review, and high ethical standards for this forum.

3. Conflict of Interest

- a. Any relationship between investigators, speakers, or other participants at the scientific meeting of the Society and businesses, corporations, individuals or other agents, private or public, financial or non-financial, which could be perceived as even remotely influencing the scientific judgment of the investigator, speaker, or participant must be revealed at the beginning of the presentation given by the investigator, speaker, or participant. A slide that includes any disclosures must be visible for an appropriate amount of time to allow the audience to read and process the disclosures provided.

Section B: Annual Business Meeting of Members

1. Location:

- a. The Annual Business Meeting is the meetings of members and may be held electronically or at a location as may be designated from time to time by resolution of the Board of Directors, as hereinafter provided.

2. Notice of meetings:

- a. Official notice of the time, place, meeting format (in person or virtual) and agenda of the Annual Business Meeting shall be provided at least thirty (30) days before the Meeting. Assuming that adequate notice of the Annual Business Meeting has been given to the voting members pursuant to these Bylaws, there shall be no quorum requirement at that Meeting.

3. Voting:

- a. All issues to be voted on, including changes in the articles or bylaws, shall be decided by a majority of those voting members by voice vote, show of hands, or by ballot, as determined by the Members present at the Annual Business Meeting of Members or by a majority of those voting by electronic means.

**ARTICLE VII
DISCIPLINARY ACTION**

Section A.: Causes of Disciplinary Action

1. Disciplinary action may be taken by the Society for the following causes:
 - a. Plagiarism;
 - b. Inappropriate advertising or public media statements and positions;
 - c. Falsification of scientific data or other breaches of professional behavior or conduct related to medical research or the practice of medicine;
 - d. Misleading, untruthful, unfounded, or unproven claims or statements;
 - e. Breaches of ethical conduct, including, but not limited to, the inappropriate posting of derogatory, misleading, untruthful, or unfounded comments on internet forums, internet chat rooms, social media websites of other public media platforms;
 - f. Conviction of a felony or other serious criminal offense in a court of law in the United States and Canada;
 - g. Action detrimental to the Society;
 - h. Violation of the Bylaws of the Society including, but not limited to, actions which arise from a conflict between a member's professional or personal activities and the goals, purposes, and spirit of the Society, and
 - i. Other actions which undermine the goals, purposes, and spirit of the Society.
2. Scientific controversies and professional disputes which may occur in opinion letters to scientific journal editors or within publications, or professional disagreements on issues relating to research or within the practice of medicine are not discouraged by SMSNA and are not grounds for disqualification from SMSNA membership.

Section B.: Discipline and Disqualification

1. Complaints and Referrals. All matters of discipline shall be considered by the board of directors with possible decision for immediate referral to the Ethics Committee of the Society or dismissal of the complaint or referral. The Ethics Committee, after deliberation of matters of discipline, shall report the findings and recommendations to the executive committee followed by the Board of Directors for further adjudication.
2. Censure of a Member. The SMSNA Board of Directors may, following an investigation by the Ethics Committee, issue a warning letter or vote to sanction a member by issuing a letter of censure for a violation of SMSNA policy or professional misconduct. Censures are generally reserved for first-time offenses that do not rise to the level of a rebuke. A censure is confidential between the SMSNA Board of Directors and the member and has

no impact upon a member's good standing. All censures are kept on file at the SMSNA for tracking of disciplinary actions and may be considered in subsequent disciplinary actions.

3. **Rebuke of a Member.** The SMSNA Board of Directors may, following an investigation by the Ethics Committee, vote to sanction a member by issuing a formal rebuke or, if the misconduct is deemed egregious, consider expulsion of the member. Grounds for a rebuke may include, but are not limited to:
 - a. inappropriate advertising which is defined to include misleading, untruthful, unfounded, or unproven claims, or other similar misdemeanors;
 - b. expulsion from a hospital staff for grounds involving improper or unprofessional conduct,
 - c. breach of an applicable code of ethics, or departure from conduct or professional ethical standards of practice deemed by the Board in its discretion to bring discredit upon the society;
 - d. other professional misconduct, breach of ethical standards or violation of SMSNA policies not warranting automatic expulsion.
4. **Procedures for Ethics Committee Consideration and Challenge Procedures for any Disciplinary Action Proposal other than Dismissal of the Complaint.** Should an assertion of a violation be made to the SMSNA or its officers, it will be referred to the Ethics Committee for investigation and recommendation. The procedure shall be as follows:
 - a. The Committee shall review submitted materials, which may (but will not necessarily), include information requested from the member charged.
 - b. Following investigation, shall notify the member in writing of the grounds of the proposed sanction.
 - c. The member under investigation shall be afforded an opportunity within thirty (30) days to note a challenge to the sanction.
 - d. If a hearing is requested, it will take place at either the annual meeting of the AUA or SMSNA.
 - e. Whether a hearing is requested, or materials are submitted in writing, the member shall be afforded the right to counsel, and an opportunity to present evidence or argument to demonstrate that the sanction should not be issued.
 - f. Following the submission or hearing, will consider the challenge and shall submit its recommendation to the SMSNA Board of Directors for disciplinary action as warranted.
5. **Notice to Member.** A formal rebuke may be issued only upon majority vote of the Board of Directors. A member issued a rebuke shall receive written notification of this action from the SMSNA President. The final decision of the Board of Directors shall not be subject to further challenge or appeal.
6. **Consequences of a Rebuke.** Members rebuked by the Board of Directors are not in good standing with SMSNA and shall have privileges of membership suspended for a five-year period. The Board may impose conditions for remediation. At the conclusion of the rebuke period a member's privileges may be restored after appropriate review by the Ethics Committee. A member that has been served three (3) rebukes by the SMSNA would be expelled.

7. **Expulsion of a Member.** An expulsion is an official action of the SMSNA Board of Directors which removes rights and privileges of membership in the association. The Board of Directors reserves the right to expel a member for an egregious departure from professional standards of conduct or practice deemed by the Board in its discretion to bring discredit upon the Association. It shall be grounds for automatic expulsion of an existing member in any category, or denial of full membership to any applicant or candidate member, that the member or prospective member:
 - a. has been convicted of a felony, misdemeanor involving moral turpitude, or a crime involving illicit drugs;
 - b. has been found guilty or responsible for a serious violation of SMSNA policy, after appropriate investigation by the Ethics Committee or other body charged with such investigation.
 - c. has lost his/her professional license, has had his/her license suspended or revoked, or has been required to forfeit his/her license in any state or jurisdiction where previously licensed, for grounds involving improper or unprofessional conduct, or breach of the applicable code of ethics, or departure from professional or ethical standards of practice or conduct;
 - d. has surrendered his/her professional license to avoid formal action that would lead to revocation by the licensing authority in any state or jurisdiction, for grounds involving improper or unprofessional conduct, or breach of the applicable code of ethics, or departure from professional or ethical standards of practice or conduct;
 - e. has been denied medical licensure for grounds involving improper or unprofessional conduct, or breach of the applicable code of ethics, or departure from professional or ethical standards of practice or conduct;
 - f. has been expelled or suspended by any AUA Section, by the American Medical Association, by any state or Provincial medical association or society, or state or Provincial urological society, or had his/her certificate from the American Board of Urology revoked or withdrawn, for any of the grounds or reasons recited in this Section;
 - g. has been served three (3) rebukes by the SMSNA.
8. **Appeal.** Any expelled member shall be notified of this action by the SMSNA over the signature of the President and may, within thirty (30) days, appeal such expulsion by written communication to the SMSNA Board of Directors. The Board of Directors, at its next regular meeting, may affirm or reverse the expulsion or may refer the matter for review to its Ethics Committee for their recommendation to the Board of Directors for a final decision.
9. **Reapplication.** Persons expelled from SMSNA membership may reapply through the usual channels after three years and will be subject to 1) review by the Ethics Committee, and 2) the same scrutiny and requirements that any new applicant would undergo. Two expulsions shall bar the individual from any reapplication ever for membership in the SMSNA.
10. **Referral.** The SMSNA shall notify the National Practitioner Data Bank, when required by law, of disciplinary actions adversely affecting SMSNA membership status, and relating

to patient health, safety, or welfare. Nothing in this Section shall be construed to prevent the Association, acting through its Board of Directors, from referring a matter of discipline involving possible violation of ethical or professional standards to the appropriate state medical disciplinary board or public authority having presumptive jurisdiction.

ARTICLE VIII DISCLOSURES/CONFLICTS OF INTEREST

Section A.: Disclosure

1. As defined in the SMSNA Conflict of Interest (COI) Policy, Officers, Directors, Past Presidents, Committee Chairs, as well as candidates/nominees for Officers or Directors from time to time as needed, are required to disclose all financial, non-financial, and intellectual relationships annually.
2. Disclosures must also be made if changes in relationships occur throughout the year.
3. Any conflicts or potential conflicts must be disclosed in writing to Society in such form and format and at such times as requested by the Board of Directors.
4. Any failure to disclose any relevant information requested shall be deemed a conflict of interest in and of itself.

Section B.: General Guidelines regarding managing Conflicts of Interest

1. Elected Officers and Directors of the Society shall avoid conflicts of interest between their personal or professional activities and the goals, purposes, or spirit of the Society, as a qualification for office.
2. Should the Board of Directors discover or suspect a conflict of interest by an Officer, Director or candidate for a position as Officer or Director, the Board of Directors shall refer the matter to the Conflict of Interest (COI) & Ethics Committee in accordance with and following all procedures as outlined in the SMSNA COI Policy.
3. A record of deliberations of the COI and Ethics Committee and the Board of Directors with respect to conflicts of interest shall be kept as per the COI Policy.

ARTICLE IX AMENDMENTS

Section A.: Process for Amending Bylaws

1. Recommendations for Amendments to these Bylaws must be presented in writing to the Board of Directors.
2. Recommendations for amendments approved by the Board of Directors shall be sent for review to the Voting Members of the SMSNA at least 30 days prior to voting.
3. Amendments shall be decided by a majority of those members voting in person or by electronic means.
4. Electronic votes must be available for at least 2 weeks, after which the voting will close, and the results will be announced to the Members.

Note: The Secretary is authorized to make administrative changes to the Bylaws, without membership vote, provided that the changes do not modify the intent of the bylaws statement. Permitted changes are limited to:

- A. Correction of spelling, grammar, or punctuation
- B. Correction to an article, section, or cross-reference designation
- C. Modification of position title
- D. Modification of committee name

These Bylaws were adopted by a two-thirds majority vote of the Active Members present at the first Annual Business Meeting of the Society for the Study of Impotence at San Francisco, California, May 14, 1994.

William Furlow, President

Ira D. Sharlip, Secretary/Treasurer

The first amendment of these Bylaws was adopted by the Membership on May 4, 1996.

Alvaro Morales, President

Ira D. Sharlip, Secretary/Treasurer

The second amendment of these Bylaws was adopted by the Membership on April 27, 2000.

Alvaro Morales, President

Ira D. Sharlip, Secretary/Treasurer

The third amendment of these Bylaws, including the change of name of the Society to the Sexual Medicine Society of North America, Inc. was adopted by the membership on June 3, 2001.

Ira D. Sharlip, President

Gregory Broderick, Secretary

The fourth amendment of these Bylaws was adopted by the membership on April 27, 2003.

Culley Carson, President

Gregory Broderick, Secretary

The fifth amendment of these Bylaws was adopted by the membership on January 15, 2005

Wayne J. G. Hellstrom, President

Craig F. Donatucci, Secretary

The sixth amendment of these Bylaws was adopted by the membership on August 29, 2012.

Arthur L. Burnett, II, President

Gerald B. Brock, Secretary

The seventh amendment of these Bylaws was adopted by the membership on November 22, 2013.

Arthur L. Burnett, II, President

Hossein Sadeghi-Nejad, Secretary

The eighth amendment of these Bylaws was adopted by the membership on November 22, 2014.

Lawrence S. Hakim, President
Hossein Sadeghi-Nejad, Secretary

The ninth amendment of these Bylaws was adopted by the membership on May 7, 2016.

Run Wang, President
Mohit Khera, Secretary

The tenth amendment of these Bylaws was adopted by the membership on May 18, 2018.

Hossein Sadeghi-Nejad, President
Mohit Khera, Secretary

The eleventh amendment of these Bylaws was adopted by the membership on October 25, 2019.

Hossein Sadeghi-Nejad, President
Mohit Khera, Secretary

The twelfth amendment of the Bylaws was adopted by the membership on November 12, 2020.

Hossein Sadeghi-Nejad, President
Mohit Khera, Secretary

The thirteenth amendment of the Bylaws was adopted by the membership on October 22, 2021.

Serge Carrier, President
Tobias Köhler, Secretary

The Fourteenth amendment of the Bylaws was adopted by the membership on October 29, 2024.

Mohit Khera, President

A handwritten signature in black ink, appearing to read "Mohit Khera".

Landon Trost, Secretary

A handwritten signature in black ink, appearing to read "Landon Trost".