



October 30, 2019

FOCAL THERAPY SOCIETY BYLAWS

Mission: The Focal Therapy Society aims to advance and position minimally-invasive treatments and image-targeted cancer therapies in a safe and effective gland-preserving manner to extend and maintain one's quality of life.

Vision: To control or eradicate prostate and kidney cancer in a minimally invasive, image-targeted manner while optimizing the preservation of organ function.

ARTICLE I. NAME

The name of this Society shall be the FOCAL THERAPY SOCIETY® (abbreviated "FTS")

ARTICLE II. PURPOSE

The purposes of the Focal Therapy Society are to promote

1. The highest possible standards in clinical practice;
2. Continuing education and research in focal therapy, image-guided targeting and relevant imaging;
3. The public interest in the use of focal therapy and image-guided targeted therapies
4. A forum for the exchange of ideas and methodology for focal therapy and related basic, clinical and translational sciences.

ARTICLE III. OFFICES

The Focal Therapy Society shall have an alliance with the Endourological Society (abbreviated "ES") but act as a separate entity with its own board for governance as the Focal Therapy Society Board of Directors may from time to time determine.

ARTICLE IV. STATUS AND CATEGORIES OF MEMBERSHIP

Section 1 – Status

Membership in the Focal Therapy Society is a privilege, not a right, and depends upon demonstrated compliance with the requirements as stated in the Bylaws and the administrative regulations as established by the Focal Therapy Society Board of Directors (abbreviated "BOD"). A person shall be elected and/or remain a Member of the Focal Therapy Society only upon demonstrating high ethical character, professional skills, good reputation and standing within the community.

Section 2 - Categories of Membership within FTS

Membership in the Focal Therapy Society may be granted to three (3) classes: Clinicians, Scientists, and Affiliates. All Members except affiliates must maintain active membership via payment of annual dues to the ES to continue as FTS members.

AFFILIATE (industry and trainees, non-member status) - Affiliate status in the Focal Therapy Society is granted to persons interested in the study and advancement of focal therapy or related image guidance, but not qualified for Clinician or Scientist Member status in the Focal Therapy Society.

CLINICIAN MEMBER (M.D., D.O., MBBS or equivalent medical degree) licensed and currently independently practicing human medicine.

SCIENTIST MEMBER (Ph.D., Sc.D. MPH or Masters degrees engaged in targeted therapy and imaging research or teaching).

FELLOW - Fellowship in the Focal Therapy Society is granted to active Members holding doctorate degrees with proven ability in the field of focal therapy, image-guided targeting or related imaging. This status will be awarded to select Members who are recognized for their outstanding contribution to the field.

Candidates for Fellow shall:

1. have made significant contributions to the advancement of the science of focal therapy, image-guided targeting or associated imaging;
2. Be recommended as a possible candidate to the Awards Committee of the Board of Directors by two (2) Members of the Focal Therapy Society;
3. Finally, supported by a majority (51%) vote of the Board of Directors.

ARTICLE V. APPLICATIONS, DENIALS AND COMMITTEES

Section 1. Applications or Nominations

Applications or nominations for admission to the various classes of membership shall be submitted as follows:

(a) To be considered for full membership, one must maintain good standing with the ES as a member.

(b) Application for Affiliate, Clinician or Scientist status shall be made to the FTS Membership Committee for review and recommendation to the Board of Directors.

Application forms shall be submitted to the Chair, Membership Committee so that they are received at least thirty (30) days before the next regular business meeting of the Focal Therapy Society or such other time as may be approved by a majority of the Executive Council at which time such applications are considered.

Section 2. Committees

- Each committee shall minimally consist of two BODs and two Members, each of whom is in good standing.

- Members can include Clinician Members and Scientist Members
 - Committee BOD assignments will be approved by the Executive Council
 - Committee Chairs will be assigned by the Executive Council and can only serve in this role for 1 term and must be a member of the BOD, unless otherwise specified below.
 - No individual can be a Chair of more than 1 committee simultaneously
 - No individual can serve consecutive terms but can cycle back on after a 1 term hiatus
 - Members (non-Chairs) can participate in up to 2 committees simultaneously
 - Terms are 2 years unless otherwise stated
1. **Website / Social Media Committee (WSMC):** The committee assignment would be to maintain and update the website while creating new content and multimedia-based educational materials. Maintain presence on Twitter, Facebook, Instagram, YouTube.
 - Chair of Information Technologies.
 2. **Awards Committee:** Shall consist of the two most recent Past-Presidents (the Immediate Past-President and the second recent Past-President) including two BODs and 2 Members of the FTS. Chair of the Awards Committee.
 3. **Education Committee:**
 - Chair of Education – The goal would be to revise and improve the current educational program for the FTS, with the development of both on-line, hands-on and web-based educational content working in tandem with the WSMC.
 - Identify and Review Current Research in focal therapy
 - Identify speakers and their area of expertise to coordinate with all FTS meetings.
 - Create patient educational materials.
 - Scientific Chair's (can be Members) - nominated by the Chair of Education and confirmed by the Executive Council as soon as an upcoming FTS event is scheduled
 - These positions are attached to a specific FTS event. The Scientific Chair directs and coordinates speakers and topics for a FTS-associated program such as the annual meeting
 - An estimated five members are selected to represent the FTS at each major meeting (AUA, WCE, SIU, SUO, RSNA, SIR and EAU, if requested) and other meetings
 - Term is per event, and Members can serve in unlimited capacity
 4. **Partnership Committee:**
 - Chair of Industry Partnerships: Goal is to fundraise for the FTS and annual meeting.
 - Maintain a list of the collection of funds raised from FTS-sponsored meetings
 - Identify Industry Related Speakers for sponsored sessions within meetings.
 - Coordinate training for new technologies in minimally-invasive treatments for the FTS and sub-meetings.
 5. **Membership Committee.**
 - Chair of Membership Committee. The goal is to increase membership, determine value props for membership recruitment and maintain membership review for applications. The Membership Committee should consist of the Immediate Past President, 2 BODs, Vice-President, and two Members from the general membership.

- Function in processing applications for membership and BOD positions
- BOD will vote annually on new Members and open BOD positions.
- Review and report on individual BODs meeting responsibilities (Article VII, section 5)
 1. Did BOD successfully support the FTS with assigned activities?
 2. Report findings to the Executive Committee and the BOD
- Maintain Membership Status Review in conjunction with the ES and report to the Secretary-elect those Members not in good status.

6. Research Committee

- Chair of Research. Maintain a list of active clinical trials in focal therapy, coordinate membership for participation in trials, participate in planning annual meeting for current research. Keep clinical trials current on web interfacing with the WSMC
 - Appoint and oversee data safety and monitoring board for trials
 - Focal Therapy Ablation Registry
 - Clinical Trials Organization

7. Technology Committee

- Chair of Focal Therapeutics.
 - Reports to the BODs and provides updates on new technologies and the need to open and/or close Technology sub-Committees
 - *The Executive Council has the authority to establish a new subcommittee after report of the TC Chair using information from the NTC.*

A. New Technologies Committee (NTC) operationalized by the Chair of Focal Therapeutics

- Chair of New Technologies - coordinate with Education Committee, fund raise, develop educational content and hands on learning objectives to expand the field. Also, coordinate with the Research Committee Chair to participate and develop clinical trials.
- Many new technologies will remain on this committee until there is sufficient clinical experience and utilization to be considered a sub-committee based on a specific technology

B. International Laser Network Committee

- Chair of International Laser Network committee - coordinate with Education Committee, fund raise, develop educational content and hands-on learning objectives to expand the field. Also, coordinate with the Research Committee Chair to participate and develop clinical trials and participate in the Focal Registry.

C. HIFU Committee

- Chair of HIFU Committee - coordinate with Education Committee, fund raise, develop educational content and hands-on learning objectives to expand the field. Also, coordinate with the Research Committee Chair to participate and develop clinical trials and participate in the Focal Registry.

8. By-laws Committee

- Chair of the By-Laws Committee - review and keep current the FTS BYLAWS
- Present possible amendments to the Executive Council for review/amend prior to submission to the full Board of Directors for majority vote (51%) up or down.

9. Advocacy and Outreach Committee

- **Chair of Patient Advocacy:** develop and maintain collaborations with outside advocacy groups (ex PCF etc.) with goals of education, fundraising and brand recognition.
- A Vice Chair (VC) may be established for all regions of outreach. Additional areas can be added by a vote of the BOD by simple majority (51%)
 - Current Regions
 - Europe
 - North America
 - Asia
 - Middle East
 - Latin America
 - Australia

10. Liaison Group

- Chair of Regulatory Relations - maintain and develop relationships with national and international organizations (e.g. FDA, CE, AMA etc.)
- Vice Chair of Coding and Reimbursement

Section 3. Applications for Reinstatement

Any former Member may apply for reinstatement through the regular application procedure. The Membership Committee will review the application, provided that there is a minimum of 30 days lead time, and make a recommendation to the FTS BODs during the next annual meeting

Section 4. Appeal from Denial of Membership

If the Executive Council recommends denial of membership to an applicant, or if membership is recommended in a class other than the class applied for, the applicant may appeal the decision as set forth below:

(a) The applicant shall, upon written request to the Chair of the Membership Committee be provided with a written statement of the reason(s) for the action of the Executive Council.

(b) Within THIRTY (30) days of receipt of the statement of the reason(s) for the action of the Executive Council, the applicant may request a hearing before the Board of Directors. The Board shall schedule the hearing not more than twelve (12) months after the receipt of the applicant's appeal. The applicant shall be notified of the time and place of the hearing, at least THIRTY (30) days prior thereto, by electronic mail addressed to applicant's last known address or other appropriate method of communication that confirms notice.

(c) The hearing before the Board of Directors shall be conducted in accordance with the procedures established in the administrative regulations of the Focal Therapy Society, or in these Bylaws, and the applicant shall have an opportunity to present oral arguments, evidence and testimony in support of the application.

(d) The successful appeal of an applicant shall require a two-thirds (2/3) affirmative vote by the Board of Directors.

(1) If the Board votes to recommend membership in the class sought by the applicant, the Member will then be listed in the membership roster accordingly.

(2) If the Board votes to reject the application for membership or if admission to membership is recommended by the Board in a class of membership other than that sought by the applicant, the matter can be appealed to the general membership at the next regular business meeting at which such applications are considered, provided the applicant requests such an appeal in writing. At the meeting the applicant will have the opportunity to present oral arguments, evidence and testimony in his or her own behalf. Final decision shall be made by the vote of the BOD.

(3) If the applicant fails to appeal the recommendation of the Board of Directors at the time of the next regular business meeting at which such applications are considered, the recommendation of the Board of Directors becomes final and binding.

(e) Applications shall be reviewed and acted upon by the Board of Directors at one of its regular meetings at least once each fiscal year, but the Focal Therapy Society shall reserve the right to defer decision on any and all applications to a subsequent year when necessary and when such action is consistent with these Bylaws. The timing and frequency of regular business meetings at which applications are considered shall be in accordance with the administrative regulations of the Focal Therapy Society, which is at least annually. Applicants shall be informed of such regulations or of any changes thereof by the Secretary.

Section 5. Reapplication

If an applicant for any class of membership is denied membership in accordance with the procedures established in these Bylaws and in the administrative regulations of the Focal Therapy Society, the applicant may not submit another application for the same class of membership for at least two (2) years from the date of the final action on the application.

Section 6. Resignation

Any Member may resign by letter to the Chair of the Membership Committee

ARTICLE VI. MEETINGS OF MEMBERS

Section 1. Regular and Special Meetings

Regular and Special business meetings of the members of the Focal Therapy Society shall be held at the times and places designated by the Executive Council and as prescribed by the administrative regulations of this Focal Therapy Society.

Section 2. Notice

Notice of any annual or special meeting of the members shall be given not less than FORTY-FIVE (45) days prior thereto by written notice delivered by mail or electronically to the membership. Such notice shall state the place, day and hour of the meeting, and in the case of a special meeting shall also state the purpose or purposes for which it is called.

Section 3. Quorum

Three percent (3%) of the total voting membership of the Focal Therapy Society in good standing shall constitute a quorum in any meeting of the membership.

Section 4. Voting

On any matter to be voted upon at any annual or special meeting of Members, each Member with voting rights shall be entitled to one (1) vote. There shall be no voting by proxy or cumulative voting. The act of a majority of the members present and voting at a meeting at which a quorum is present shall be the act of the membership of the Focal Therapy Society, except where otherwise provided by law or these Bylaws.

Section 5. Order of Business

The regular order of business at any regular meeting of Members shall be established in the administrative regulations of the Focal Therapy Society. No business beyond the stated purpose or purposes for which the meeting was called shall be conducted at a special meeting.

ARTICLE VII. BOARD OF DIRECTORS

Section 1. Authority

The property and affairs of the Focal Therapy Society shall be managed by the Executive Council and its Board of Directors.

Section 2. Number, Tenure and Qualifications

The Board of Directors shall consist of the Immediate Past President, Founding President, four (4) Officers on the Executive Council (President, Vice President, Secretary and Secretary-elect) and not more than thirty (30) total voting BOD Members

The elected Board of Directors shall take office on the first of January in the year following their election. They shall serve for a term of three (3) years. After a 3-year term has been completed the Executive Council will all advance one role (for example the Secretary-elect becomes Secretary, Secretary becomes the Vice President and the Vice President becomes the President, and the President becomes the Immediate Past President)

The Immediate Past President shall serve as Chair of the Board of Directors for the period described in Article VIII, Section 3 of these Bylaws. The Officers on the Executive Council shall have the same rights and privileges as elected Directors on the BOD. Only persons holding Clinician Member status in the Focal Therapy Society shall serve on the Board of Directors and must be actively practicing medicine. All Executive Council members (President, Vice-President, Secretary, Secretary-elect) must be actively practicing medicine

Section 3. Nomination and Election of Board of Directors

(a) Under the jurisdiction of the Membership Committee as described above.

(b) Each year the names of the physicians on the Membership Committee shall be provided by the Chair of the Membership Committee via electronic mail to the general membership. Proposed nominations for the Board of Directors shall be solicited when an opening should

exist, and potential candidates submitted to the Membership's Nominating Committee in writing not less than NINETY (90) days prior to the regular business meeting.

(c) The Membership Committee shall screen and evaluate potential nominees to the Board of Directors on the basis of professional, scholarly and administrative skills along with geographic representation, and shall present to the BOD the names of at least two (2) candidates for each position on the Board of Directors, to be filled in the next election of Directors. The names of candidates, with a brief curriculum vitae of each nominee, shall be distributed to the Board of Directors on a vote ballot not less than SIXTY (60) days prior to the appropriate regularly scheduled business meeting, in accordance with the procedure set forth in the administrative regulations of the Focal Therapy Society. Barring any reservations by a majority of the Board of Directors, those candidates can run for office.

(d) Those persons receiving the highest number of votes by the Board of Directors corresponding to the number of positions to be filled shall be considered elected to those positions. A ballot shall be considered valid when it is marked for the full number of Directors and Officers to be nominated in that election.

Section 4. Term of the Board of Directors

1. Initial nominations to the BOD will be allocated a 3-year term (October 2019) set by the Executive Council.
2. After the first term
 - a) A Director may seek a second term, but not three consecutive terms.
 - b) A Director may be nominated for a second consecutive term
 - c) The second term will be set at 1, 2 or 3 years to allow for a staggered rotation of the Board of Directors to avoid a complete turnover of the entire board at once. In this fashion, one-third of the BOD will eventually change per year.
 - d) The second term duration will be set by the Executive Council
3. The Membership Committee will seek candidates for vacant BOD seats from the general membership. The Membership Committee will put forth a minimum of 2 (two) possible candidates from the general membership following the posting of an open seat and the subsequent nomination process from the general membership. The Executive Committee shall approve nominees to be eligible for a vote.
4. The founding President shall remain on the Board of Directors for life or until resignation

Section 5. Responsibilities of the Board of Directors

1. Must attend at least one FTS meeting in person per year (at annual ES or FTS meeting) and be available to participate in BOD meetings either in person or via conference.
2. Actively participate in fund raising and/or scholarly activities, to actively support and promote the mission of the Focal Therapy Society.
3. Must effectively serve on a FTS Committee
4. Must support the FTS Registry and/or a FTS clinical trial
 - Director performance to be assessed by the Membership Committee and the Executive Council

Section 6. Vacancies

Vacancies on the Board of Directors may be filled temporarily by majority vote of the Board of Directors, except that a vacancy in an ex-officio directorship held by the Immediate Past President shall not be

filled. The newly appointed Director would only complete the term remaining of the vacancy, and this amount of time would not qualify as serving a full term if that Director would consider running for a future Director position. Appointment would be by the Executive Committee

Section 7. Meetings

(a) Regular meetings of the Board of Directors shall be held at such times and place as determined by resolution by the Executive Council.

(b) Special meetings of the Board of Directors may be called by the President or any two (2) Directors and shall be held at such times and place as determined by resolution of the Board of Directors, but within ninety (90) days of the meeting call. A conference call is permitted if there is not an upcoming FTS meeting or event planned.

(c) Written notice of the time, place and purpose of each meeting of the Board of Directors shall be delivered to each Director not less than THIRTY (30) or more than SIXTY (60) days prior thereto.

(d) A majority of the Directors (51%), shall constitute a quorum for the transaction of business at any duly called meeting of the Board of Directors. Members of the Board of Directors may participate in a meeting of the Board via a conference telephone or similar communication equipment by means of which all persons participating in the meeting can hear each other at the same time.

(e) The act of a majority of the Directors present and voting at a duly called meeting at which a quorum (51%) is present shall be the act of the Board of Directors, except where otherwise provided by law or these Bylaws.

Section 8. Informal Action by Written Consent

Any action which is required by law or these Bylaws to be taken at a meeting of the Board of Directors, or any other action which may be taken at a meeting of the Board of Directors, may be taken without a meeting if a consent in writing, setting for the action taken, shall be signed by a quorum of the Directors entitled to vote with respect to the subject matter thereof. Any such consent signed by the Directors shall have the same force and effect as a majority vote at a duly called and constituted meeting of the Board of Directors.

Section 9. Removal

Any person representing the Focal Therapy Society as a member of the Executive Council or Board of Directors is expected to act with integrity and represent the Focal Therapy Society at the highest level. As such, any evidence of moral turpitude, conviction of crime, or unprofessional conduct as benchmarked to their peers will result in a vote by the Board of Directors for termination from the Focal Therapy Society. If 60% of the Board of Directors finds the Member to be causing harm to the reputation of the Focal Therapy Society, that Member will be advised to resign and membership along with position within the Focal Therapy Society will be terminated. Removal from the Focal Therapy Society and/or the Board of Directors applies equally to all Members for conduct that is inconsistent with the mission of the Focal Therapy Society.

ARTICLE VIII. OFFICERS

Section 1. Number, Titles and Qualifications

The Officers of the Focal Therapy Society shall be Immediate Past President (who serves as the Chair of the Board of Directors), President, Vice President, Secretary, Secretary-Elect and Treasurer (appointed by the Endourology Society). Only persons holding Member status and in good standing may serve as Officers and must be clinically active in the practice of medicine. An individual may not hold two offices simultaneously.

Section 2. Nomination, Election and Tenure.

(a) Executive Council vacancies. Should a permanent vacancy in an Executive Council position occur during an ongoing term, each of the Executive Council members will assume the next position (eg Secretary-elect becomes Secretary, Secretary becomes Vice President, Vice President becomes President, etc.). The time spent covering this vacancy does not impact a candidates anticipated and customary term (e.g. if there is a vacancy in the Vice President position occurring 1 year into the term, then the Secretary becomes the Vice President for 2 years fulfilling the initial term, and then that same Member would occupy the same Vice President position for the anticipated and customary 3 year term subsequently). The procedure for the nomination of candidates for the office of Secretary-Elect shall be the same as the customary process, namely nominations for the position of the Secretary-Elect are made through a nomination of eligible candidates who have served as active members of the BOD and are in good standing. The Board of Directors will then select a new Secretary-elect.

(b) The office of Secretary-elect shall be filled by a majority (51%) vote of the BOD. The office of President shall be filled by the President-elect (Vice-president) succeeding to that office as set forth in Section 2 (c) (ii) of this Article VIII.

(c) The terms of office for the Officers in the Executive Council shall be as follows:

1. The President shall serve for a period of 3 years commencing on the first of January in the year following completion of their term as VP.
2. The Vice President shall serve for a period of three years on the first of January in the year following completion of their term as Secretary
3. The Secretary shall serve for a term of three years on the first of January in the year following of their term as Secretary-Elect.
4. The Secretary Elect – is elected as described above and has a term of three years and then ascends one level to Secretary.
5. The Treasurer is appointed by the Endourological Society and adheres to their bylaws.
6. The Founding President shall remain an Officer of the Focal Therapy Society until retirement from medicine or submit a resignation.

Section 3. Authorities and Duties

The authority and duties of the Officers in the Executive Council of the Focal Therapy Society shall be as follows:

(a) The President shall be the presiding Officer at all meetings of the Members of the Focal Therapy Society. The President shall perform all duties and exercise all authority which are by law or customary parliamentary practice incident to the office of President, and such other duties and authority as may be determined by the Board of Directors.

(b) The Vice President shall be a Member of the Board of Directors and shall serve as Member of the Committee on Membership as defined in these Bylaws. The Vice-President shall perform the duties and exercise the authority of the President in the event of the absence, or inability to act, of the President. The Vice President shall also perform the duties and exercise the authority which are by law or customary parliamentary practice incident to the office of Vice President, and such other duties and authority as may be determined by the Board of Directors or the President. The Vice President shall serve as Chief Compliance Officer in matters related to the Whistleblower Policies of the Focal Therapy Society

(d) The Secretary and the Secretary-Elect (who also function as the FTS accountant who interfaces with the ES Treasurer) shall be a Member of the Board of Directors and an advisory Member of all committees and councils. The Secretary shall keep minutes of all meetings of the Executive Council, the Board of Directors, and any other convened meetings.

The Secretary shall see that all notices are duly given in accordance with law and these Bylaws; and shall, in general, perform all duties and exercise all authority which are by law or customary parliamentary practice incident to the office of Secretary, and such other duties and authority as may be determined by the Board of Directors. The Secretary shall be responsible for maintaining the Document Maintenance and Retention Policy of the Focal Therapy Society in accordance with the requirements of all applicable laws. The Secretary may enlist any of the Chairs of the FTS Committees to assist with providing timely notices regarding events or FTS business to the Executive Council, the BOD or the General Membership. However, ultimately this responsibility for timely notification rests with the Secretary.

(e) The Secretary-Elect 'accountant' is responsible for tabulating, recording and tracking all financial items associated with the running and maintenance of the Focal Therapy Society in conjunction with the Endourological Society's elected Treasurer. The Secretary-elect will maintain a log of Members meeting their financial obligations in the form of annual dues. The Secretary-elect will report to the Secretary and assist with carrying out duties assigned by the Secretary.

(f) The Immediate Past President shall serve as the Chair of the Board of Directors for a 3-year term.

(f) A Historian may be appointed by majority vote of the Board of Directors and invited to attend all meetings of the Board of Directors but shall have no vote; shall provide for the maintenance and safe-keeping of archives, including records of such other materials relating to the Focal Therapy Society which may have substantial historical value, and shall in general, perform all duties and exercise all authority which are by law or customary parliamentary practice incident to the office of Historian and such other duties and authority as may be determined by the Executive Council of the Board of Directors.

Section 4. Vacancies

(a) In the event of a vacancy in the office of President of the Executive Council, the Vice President shall succeed to the office of President and shall serve as President until the original term has been completed, then the Vice President will assume the office of President for the original customary term. This would be applicable for all Executive Council seats except for a vacancy for the Secretary-Elect.

(b) If the Secretary-elect has to prematurely fill the role of Secretary, the Board of Directors shall elect a new Secretary-elect. Such election may be made at any meeting of the Board or by mail ballot.

Section 5. Removal

Any person representing the Focal Therapy Society as a member of the Executive Council or Board of Directors is expected to act with integrity and represent the Focal Therapy Society at the highest level. As such, any evidence of moral turpitude, conviction of crime, unprofessional conduct as benchmarked to their peers will result in a vote by the Board of Directors for termination from the Focal Therapy Society. If 60% of the Board of Directors finds the Member to be causing harm to the reputation of the Focal Therapy Society, that Member will be advised to resign and membership along with position within the Focal Therapy Society will be terminated.

Section 6. Conflict of Interest Policy

The standard manner of conduct within the Focal Therapy Society is that all staff, volunteers, Executive Officers and Board of Directors will scrupulously avoid conflicts of interest between the interests of the Focal Therapy Society on one hand, and personal, professional, and business interests on the other. This includes avoiding potential and actual conflicts of interest, as well as perceptions of conflicts of interest.

The purpose of this policy is to protect the integrity of the Focal Therapy Society's decision-making process, to enable our constituencies to have confidence in our integrity, and to protect the integrity and reputations of volunteers, staff, and board members. Upon elections, Executive Officers and Members of the Board of Directors of the Focal Therapy Society shall make a disclosure of interests, relationships, and holdings that could potentially result in a conflict of interest. Disclosures regarding industry relations and other perceived conflicts of interest such as those utilized by the American Urological Association, European Association of Urology, Endourological Society, etc. completed on an annual basis are sufficient for disclosure within the FTS

In the course of meetings or activities, Executive Officers and the Board of Directors will disclose any interests in a transaction or decision where family, and/or a significant other, employer, or close associates will receive a benefit or gain.

ARTICLE IX. ADMINISTRATIVE REGULATIONS

Section 1. Establishment

The Board of Directors shall by majority vote (51%) establish a body of administrative regulations to govern the organization and operation of important aspects of the affairs of the Focal Therapy Society. Such administrative regulations shall cover such matters as are specifically required by these Bylaws,

and such other important administrative matters as the Executive Council of the Board of Directors shall deem appropriate.

Section 2. Publication

The administrative regulations adopted by the Board of Directors shall be available to any Member of the Focal Therapy Society upon written request to the Secretary.

Section 3. Amendment

As provided in the Bylaws, the authority to make, alter, amend or repeat bylaws of this organization, is vested in the Executive Council and the Board of Directors.

Amendments shall be presented by the Chair of the By-Laws Committee to the Executive Council for review/amend prior to submission to the full Board of Directors for majority vote (51%) up or down. provided that notice of any proposed amendment shall have been given to each Director not less than fourteen (14) nor more than THIRTY (30) days prior thereto the vote.

Notice of any such amendment proposed by a petition of Members shall be given to the By-laws committee and then to the Executive Council of the BOD with the notice of the meeting at which the Executive Council or BOD are to vote thereon.

ARTICLE X- DUES AND ASSESSMENTS

Section 1. Annual Dues

Annual dues shall be established by the Endourologic Society as members of the Focal Therapy Society are required to join the Endourologic Society. There are not any separate dues established by the Focal Therapy Society.

Section 2. Special Assessments

At any regular membership meeting, an assessment of a specified amount, which must be uniform as to the Members of any one class of Member, may be levied on the dues paying Members of the Focal Therapy Society by a majority vote of the Members, provided that notice of the proposed assessment shall have been given to all Members at least THIRTY (30) days prior to the annual meeting. Any such assessments shall be payable as provided by vote of the Members, or, if no such provision shall be made, then as provided by the Board of Directors.

Section 3. Waiver of Dues and Assessments

The Board of Directors may at its discretion recommend to waive or reduce the obligation of any member otherwise in good standing, to pay dues for a particular period or to pay a particular assessment, pending review by the Endourological Society.

Section 4. Sanctions for Failure to Pay

(a) Any member whose dues or assessments are overdue by NINETY 90 or more days shall be ineligible to vote or to be a candidate for elective office.

(b) Any member who shall fail to make full payment of any dues or assessments within one hundred and EIGHTY (180) days of the due date therefore established by the Board of Directors shall be given notice by the Secretary via electronic email and/or the FTS portal that his or her membership will be terminated THIRTY (30) days thereafter unless all delinquent dues and assessments are paid within that period. If the delinquent Member neither makes payment in full during the grace period nor provides the Board of Directors with an explanation satisfactory to the Board of Directors for non-payment, then the Secretary shall remove the name of the delinquent member from the membership rolls of the Focal Therapy Society. Such a delinquent Member may be reinstated to membership by petition to the Membership Committee requiring final approval of the Board of Directors, upon payment of all delinquent dues and assessments or presentation of evidence sufficient to support a waiver of the obligation to pay such dues and assessments.

ARTICLE XI- COMMITTEES AND COUNCILS

Section 1.

The Executive Council of the Board of Directors shall have the authority to create and appoint Committees as needed for the conduct of Focal Therapy Society affairs as provided by these Bylaws.

Section 2.

Any Committee may be terminated by action of the Executive Council of the Board of Directors provided that notice of such proposed termination shall have been given to all Directors not less than THIRTY (30) nor more than SIXTY (60) days prior thereto.

Section 3.

A Board of Advisors, if and when convened, shall assist the Board of Directors in their particular specialty involving focal therapy and image-guided interventions to guide the Focal Therapy Society. The Board of Advisors may also be called upon to assist the Membership Chair and Membership committee in the evaluation of potential new members. The advisors are appointed by the Board of Directors and are subject to regular review and change for purpose of balance in representation.

ARTICLE XII- CONTRACTS, CHECKS, DEPOSITS AND GIFTS

Section 1. Contracts

The President with the approval of the Board of Directors (majority vote, 51%) is authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of, and on the behalf of, the Focal Therapy Society. Such authority may be general or confined to specific instances. The ES Treasurer will have opportunity to review and give feedback prior to executing the final contract.

Section 2. Checks, Drafts, Etc.

All checks, drafts, or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Focal Therapy Society shall be signed by the President and/or ES Treasurer in conjunction with administrative staff for final execution of the process

Section 3. Deposits

All funds of the Focal Therapy Society shall be deposited from time to time to the credit of the Focal Therapy Society in such banks, trust companies, or other depositories as the Board of Directors may select pending approval from the ES. The ES is responsible for maintaining the accounts, ledgers and financial reports for the Secretary-elect to review and report to the BOD.

Section 4. Gifts

The Board of Directors may accept on behalf of the Focal Therapy Society any contribution, gift or bequest for the general purposes or for any special purpose of the Focal Therapy Society.

ARTICLE XIII- BOOKS AND RECORDS

Section 1. General Requirements

The ES Treasurer of the Focal Therapy Society shall keep correct and complete books and records of account and the Secretary shall also keep minutes of the proceedings of all meetings of Members and of the Board of Directors.

Section 2. Annual Audit and Report to Members

The Focal Therapy Society shall seek to comply with appropriate non-profit organizational annual reporting requirements, as established by the State Charities Registration and Internal Revenue Service's requirements. This may require Independent Audit or Reviewed Financial Statements by a CPA depending on the level of annual support and revenue. The Endourological Society Treasurer shall at each annual business meeting report to the Members on the results of either the Independent Audit or Reviewed Financial Statements. A summary of these results shall be made available to Members.

Section 3. Maintenance and Retention of Records

The Documentation Maintenance and Retention Policy of the Focal Therapy Society is designed to assure compliance with Federal and State laws and regulations applicable to a nonprofit organization. All documents are to be stored at the ES/FTS Society's main office and/or other location designated by the Secretary of the Focal Therapy Society with approval by the Board of Directors. No documents may be destroyed without consultation with the independent Auditor of the Focal Therapy Society and Endourological Society.

ARTICLE XIV- NOTICE AND WAIVER OF NOTICE

Section 1. Notice

Whenever, under applicable law, these Bylaws, or the administrative regulations of the Focal Therapy Society, notice is required to be given to any Member or Director or committee member, such notice may be given in writing, by mail, addressed to such Member or Director or committee member at his or her address as it appears on the records of the Focal Therapy Society. Such mailed notice shall be deemed to be given when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid.

Section 2. Waiver of Notice

Whenever, under applicable law, these Bylaws, or the administrative regulations of the Focal Therapy Society, any notice is required to be given, a waiver thereof in writing, signed by the Member, Director,

or committee member entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent thereto. In addition, the attendance of a Member, Director, or committee member at any meeting shall constitute a waiver of notice of such meeting, except when an individual attend the meeting with the express purpose of objecting to the transaction of any business (because the meeting is not lawfully called or convened).

ARTICLE XV- MISCELLANEOUS

Section 1. Parliamentary Procedure

All questions of parliamentary procedure or practice regarding the affairs of the Focal Therapy Society, including the conduct of meetings of Members, of the Board of Directors, or of any committee or council, shall be governed by the current edition of Sturgis Standard Code of Parliamentary Procedure, except as otherwise specifically provided by law, these Bylaws, or the administrative regulations of this Focal Therapy Society.

Section 2. Fiscal Year

The fiscal year of the Focal Therapy Society shall be established by the Board of Directors January-December

Section 3. Corporate Seal

The Focal Therapy Society has a Corporate Seal as determined by the founding Executive Council of the Board of Directors.

Section 4. Rights in Educational Material

Ownership of and all rights in all educational material presented at meetings, conferences, seminars, or similar functions arranged and administered by the Focal Therapy Society, including any of its committees or councils, shall be vested in the Focal Therapy Society or the Member who is presenting such material and such material may not be produced, transcribed or used in any way for publication without the approval of the Focal Therapy Society or the Member(s) presenting it. Guidelines for the implementation of this section may be set forth in the administrative regulations of the Focal Therapy Society.

Section 5. Advertising

No member of the Focal Therapy Society, his/her designate or agent(s) shall use the name or logo of the Focal Therapy Society for promotional or advertising purposes without expressed written consent from the BOD

Section 6. Disciplinary Action Against Members

The Board of Directors shall serve as the disciplinary body of the Focal Therapy Society and shall have the authority to impose sanctions on Members who violate the rules, regulations, or Bylaw provisions of this Focal Therapy Society, or who by their conduct bring or threaten to bring discredit to the Focal Therapy Society or to the medical profession. Sanctions shall consist of, but need not be restricted to suspension or expulsion.

(a) Suspension: shall be for a specified period of time as determined by the Board of Directors, but will not exceed two (2) years. Suspended Members will lose the right to vote, to hold elected

office or committee appointments but will retain other privileges of membership and will continue to be subject to dues and assessments.

(b) Expulsion will result in a loss of all rights and privileges of membership. Members who are expelled shall not be permitted to apply for any class of membership for at least five (5) years and shall be subject to the application procedure as outlined under Article V, Section 4.

(c) Sanctions shall be imposed by a two-thirds (2/3) vote of the Board of Directors. Notice of such disciplinary actions shall be sent by the Secretary to the Member who is the subject of the action within SIXTY (60) days of the vote. The Member shall be given the opportunity to attend in person or via teleconference the next regular or special meeting of the Board of Directors if a meeting is called to consider disciplinary matters. The Member will have an opportunity to present oral arguments, testimony, and evidence and to cross examine witnesses in his or her own behalf.

The Board of Directors shall then vote to impose sanctions or not to impose sanctions or to impose a lesser degree of disciplinary action. The Member who is the subject of the disciplinary action shall be immediately advised of the results of the vote and shall have the right to appeal the results of such vote to the general membership at the next regularly scheduled business meeting provided such an appeal is requested in writing. At the business meeting, the Member who is making the appeal shall have the opportunity to present oral arguments, testimony and evidence and to cross examine witnesses, but will not have the right to vote at any time during the meeting. If the decision of the Board of Directors is not appealed to the general membership during the next subsequent regular business meeting, the decision of the Board of Directors is final. The duration of the sanctions imposed shall commence at the time that final disposition of the matter is made.

ARTICLE XVI- AMENDMENTS

Section 1. Proposals Approved by the Board of Directors

Any proposed amendment to these Bylaws which shall have been approved by the Board of Directors by a 51% vote may be adopted and voting at any membership meeting, provided that notice of any such proposed amendment shall have been given to all Members with the notice of the meeting at which Members are to vote on the proposed amendment(s) with respect to Article IX section 3. The Secretary will facilitate communications to the membership and Board of Directors.

ARTICLE XVII - STATEMENT ON DISSOLUTION OF THE FOCAL THERAPY SOCIETY

Notwithstanding the foregoing or any other provision of these Bylaws:

No part of the net earnings of the Focal Therapy Society shall ensure to the benefit of, or be distributed to, its Members, Directors, Officers of the Executive Council, or other private person. The Focal Therapy Society shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office. Further, in the event of dissolution or liquidation of the Focal Therapy Society and after the payment of just debts and liabilities, all remaining assets shall be distributed to a not-for-profit organization with like or similar purposes, to be decided by the Board of Directors.

4.29.20

Amendments:

8/12/23 Approved BOD Meeting

Regarding the FTS international registry: “Approval must be obtained prospectively from the Research Members for any attempt to monetize the Research Registry Database including, but not limited to, the data, products, services or AI/ML algorithms based upon the data.”

9/7/23 Approved BOD Meeting

“The members of the Executive Committee of the Focal Therapy Society may not currently hold a leadership position such as president, vice president, secretary, or secretary-elect simultaneously on another international or national medical professional-related society. The stipulation is intended to ensure the unwavering dedication and time commitment of our senior leadership to the FTS mission, with oversight by their fellow Executive Committee members.