

CONSTITUTION AND BYLAWS OF THE ASSOCIATION OF ADMINISTRATORS IN ACADEMIC RADIOLOGY (AAARAD)

As Amended and Restated October 14, 2025

ARTICLE I: GOALS AND OBJECTIVES

1. Section 1: Goals
2. Section 2: Objectives

ARTICLE II: MEMBERSHIP

1. Section 1: Membership Eligibility & Process
2. Section 2: Privileges of Membership
3. Section 3: Voting Lists
4. Section 4: Termination of Membership

ARTICLE III: MEETINGS OF MEMBERS

1. Section 1: Annual Meeting
2. Section 2: Special Meetings
3. Section 3: Notice of Meeting
4. Section 4: Voting and Proxies
5. Section 5: Action at Meetings
6. Section 6: Action Without Meeting
7. Section 8: Meeting Procedures (*Note: No Section 7 in original*)

ARTICLE IV: OFFICERS

1. Section 1: Titles and Qualifications
2. Section 2: Election and Term of Office
3. Section 3: President's Duties
4. Section 4: President-Elect's Duties
5. Section 5: Secretary's Duties
6. Section 6: Treasurer's Duties
7. Section 7: Nominations for Officers

ARTICLE V: BOARD OF DIRECTORS

1. Section 1: General Powers
2. Section 2: Number, Tenure, and Qualifications
3. Section 3: Vacancies and Removal
4. Section 4: Nominations for Directors
5. Section 5: Meetings
6. Section 6: Quorum
7. Section 7: Committees
8. Section 8: Conference Call Participation
9. Section 9: Written Action
10. Section 10: Compensation
11. Section 11: Exculpation and Indemnification

ARTICLE VI: FINANCIAL OPERATIONS

1. Section 1: Contracts
2. Section 2: Loans
3. Section 3: Checks and Drafts
4. Section 4: Deposits

5. Section 5: Dues

ARTICLE VII: AMENDMENTS

1. Amendment Process

ARTICLE VIII: DISSOLUTION

1. Asset Distribution

ARTICLE IX: YEAR END

1. Fiscal Year (April 30)

ARTICLE I

GOALS AND OBJECTIVES

Section 1 Goals

The Association of Administrators in Academic Radiology (the “Association”) is dedicated to advancing health care delivery, education and research in Academic Radiology through excellence in professional management.

Section 2 Objectives

The Association will pursue its mission through activities, programs and initiatives designed to:

1. Promote professional management in Radiology to advance public healthcare.

2. Facilitate discussion of common management issues in Academic Radiology.
3. Aid in the collection and exchange of pertinent information and the sharing of best practices among Association members.
4. Foster collaboration and engagement with other academic organizations.

ARTICLE II

MEMBERSHIP

Section 1: Primary Membership

1.1 Primary Member Primary Membership in the Association is open to a non-faculty, non-physician primary administrative leader of the department of radiology within academic medical schools accredited by the Association of American Medical Colleges (AAMC).

Membership Requirements and Approval To be admitted and maintain status as a Primary Member, a candidate must:

1. Meet the criteria of a Primary Member
2. Submit a written application in a form prescribed by the Board of Directors
3. Pay annual membership dues
4. Receive approval by a majority vote of the Board
5. Remain current with annual dues as established by the Association

1.2 Affiliate Membership Affiliate Membership is open to non-faculty, non-physician secondary leaders of departments of radiology who support the mission of the Association but do not serve as the primary administrative leader. Affiliate Members may include:

1. Emerging leaders in radiology administration
2. Professionals transitioning into academic radiology administration
3. Former Primary Members no longer in qualifying roles

Membership Requirements and Approval To be admitted and maintain status as an Affiliate Member, a candidate must:

- Meet the criteria of Affiliate Member
- Be nominated by the Primary Member of the institution
- Submit a written application in a form prescribed by the Board of Directors
- Pay annual membership dues
- Receive approval by a majority vote of the Board

- Remain current with annual dues as established by the Association

1.3 Honorary Membership Honorary Membership may be granted to retired members with at least ten years of active service in the Association. Individuals with fewer years of service may also be considered based on significant contributions to the Association with Board approval. Honorary Members are exempt from annual dues and may attend annual meetings at a reduced registration rate.

Section 2: Membership Privileges

2.1 Primary Members Primary Members will have the following privileges:

- Full voting rights at all Association meetings
- Eligibility to serve on the Board of Directors
- Eligibility to hold elected or appointed office
- Participation in all meetings, conferences, and member functions
- Access to exclusive online content and member resources
- Authority to form committees (with Board approval and oversight)
- Participation in the annual Productivity and Compensation Survey
- Eligibility to serve as the Institutional Administrator (IA) for the survey, with authority to:
 - Submit institutional data
 - Appoint an Affiliate Member as Associate Institutional Administrator (AIA), if applicable
 - Authority to nominate Affiliate Members from their institutional team

2.2 Affiliate Members Affiliate Members will have the following privileges:

- Attendance at annual meetings (non-voting)
- Participation in general surveys, webinars, and networking opportunities
- Access to Association communications and designated resources
- Eligibility to serve as AIA under the supervision of the IA (not authorized to submit data)

2.3 Honorary Members Honorary Members will have the following privileges:

- Attendance at annual meetings (non-voting)
- Access to Association communications and select resources

Section 3 Voting Lists

At least 10 days before each annual or special meeting, the Secretary, Treasurer, or designated officer will prepare a complete, alphabetized list of eligible voting members, including contact information from the Association's official records. This list will be made available electronically to the Board and to members upon request and remain accessible throughout the meeting.

The Association's official membership records determine voting eligibility. The Secretary or Treasurer will verify all absentee ballots and proxies in accordance with Board-approved procedures.

Section 4 Termination of Membership

Membership ends upon resignation or failure to meet eligibility requirements, unless waived by the Board. The Secretary or designated officer will determine eligibility and notify the member via email on record.

If a member leaves a qualifying academic department, their successor in an eligible administrative or managerial role may request to assume membership, subject to Board approval.

Membership dues are non-refundable. Members changing roles must reapply; repayment of dues may be waived at the Board's discretion

ARTICLE III MEETINGS OF MEMBERS

Section 1 Time for Annual Meeting

An Annual Meeting of the membership will be held each year for the purpose of electing directors and conducting any other business that may properly come before the Association. The Board of Directors will determine the date, time, format (in person or virtual), and location of the Annual Meeting and this information will be communicated to the membership accordance with Section 3 (Notice of Meetings).

Section 2 Special Meeting

Special Meetings of the members may be called at any time by the President or by a majority of the Board of Directors, unless otherwise required by statute. The President will also call a Special Meeting upon the written request of at least ten percent (10%) of the members entitled to vote. Failure to elect directors at the Annual Meeting will not result in the dissolution of the Association. In such cases, the current directors will continue to serve until their successors are duly elected and qualified. A Special Meeting for the purpose of conducting director elections will be called as soon as practicable, or the election may be held at the next regular meeting.

Section 3 Notice of Meeting

Members shall receive written notice of any meeting no fewer than 10 and no more than 50 days in advance. The notice must include the date, time, format, and location (if applicable). Special Meeting notices must also state the meeting's purpose(s).

Notices will be delivered via electronic communication, including email or other Board-approved digital methods, using the contact information on file with the Association. Notices are considered delivered upon successful electronic transmission.

Section 4 Voting and Proxies

Each voting member is entitled to one vote per matter presented, whether at a meeting or by written or electronic consent. Votes may be cast in person, electronically (if authorized by the Board), or by proxy.

Proxies must be submitted in writing by the member or their authorized agent and delivered to the Secretary before the vote. Unless otherwise specified, proxies expire six months from the date signed.

Section 5 Action at Meetings

At any members' meeting, all decisions will be made by a majority of the votes cast by those present or represented by proxy, unless the law or these Bylaws require a higher vote. A majority of the voting members present or represented will decide any issue, unless otherwise required by law or these Bylaws. Directors will be elected by a plurality of the votes cast by members eligible to vote.

Section 6 Action without Meeting

Any action that could be taken at a members' meeting can also be taken without a meeting, prior notice, or a vote if:

1. A written consent explaining the action and asking for approval is emailed by an officer to all members at their addresses on file.
2. A majority of the members who respond by email approve the action.

If the action is approved by less than all members, those who didn't sign must be promptly notified.

Section 7 Proposal

All meetings will be conducted in accordance with Robert's Rules of Order. The President will act as parliamentarian for all meetings. If the President is unavailable for any meeting, the highest-ranking Officer in attendance at the meeting will chair the meeting and act as parliamentarian. For purposes of this paragraph, the Officers of the Association will be ranked in the following order: President, President-Elect, Secretary and Treasurer.

ARTICLE IV OFFICERS

Section 1 Titles and Qualifications

The Association's officers are the President, President-Elect, Secretary, and Treasurer. Each role must be held by a different individual, and all officers serve on the Board of Directors. Only members in good standing who have served at least one year as an at-large director are eligible for election as officers.

Section 2 Election and Term of Office

Officers are elected by electronic ballot, distributed by the Chair of the Survey Committee. Members have three weeks to vote; balloting closes no less than 15 days before the Annual or Special Meeting.

Officers serve until the next Annual Meeting and remain in office until a successor is elected or they resign, are removed, or pass away. Unless otherwise decided by the Board, the President-Elect automatically becomes President at the next Annual Meeting.

Officers may be removed by majority vote of the Board. The Secretary and Treasurer may be re-elected for up to four consecutive terms, at the Board's discretion

Section 3 President

The President serves as the Association's chief executive officer, overseeing its direction and operations. They are authorized to take necessary actions and enter into contracts to conduct Association business during their term. The President presides over all official meetings and performs typical presidential duties. In the absence of another officer, the President may delegate that officer's responsibilities to another officer or director.

Section 4 President-Elect

The President-Elect supports the President and carries out duties as assigned by the President or Board. He/she serves as Program Chair for the annual meeting and all educational events during their term, unless the Board designates another member for a specific event. In the President's absence, resignation, or incapacity, the President-Elect assumes presidential duties. Unless otherwise decided by the Board, the President-Elect automatically becomes President at the next Annual Meeting without re-election.

Section 5 Secretary

The Secretary is responsible for issuing meeting notices, recording minutes, maintaining Association records, and performing duties assigned by the President or Board.

Section 6 Treasurer

The Treasurer manages the Association's financial records and provides financial reports to the President, Board, and members at the Annual Meeting or upon request. They prepare year-end reports for Board approval and ensure compliance with state and federal tax requirements.

Note: A Member-at-Large may be selected as Treasurer-Elect after one year of Board service.

Section 7 Nominations for Officers

Before each Annual Meeting—or any special meeting held for officer elections, the Board will nominate qualified members for officer roles. The Secretary will include the nominees and their respective offices in the meeting notice, as outlined in Article III, Section 3.

Section 8: Officer Progression

The typical progression for elected officers of the Association shall be: Treasurer → Secretary → President-Elect → President. While not mandatory, this sequence is encouraged to maintain continuity of leadership and institutional knowledge. Nominees are encouraged to have served in the preceding office or possess equivalent experience and commitment. The Board of Directors may make exceptions at its discretion based on qualifications.

ARTICLE V

BOARD OF DIRECTORS

Section 1 General Powers

The Board of Directors manages the business and affairs of the Association and is accountable to the members for ensuring that the policies and directives in this Constitution and Bylaws are followed. All Board members have full voting rights

Section 2 Number, Tenure, and Qualifications

There will not be fewer than six (6) directors nor more than nine (9) directors.

Board Composition

The Board of Directors will consist of the following positions:

1. President
2. President-elect
3. Secretary
4. Treasurer
5. Up to five (5) At-Large Directors

At-Large Directors

1. Elected for a term of approximately **two years**.
2. Serve until the **second Annual Meeting** following their election, or until a successor is elected and qualified.
3. May be removed earlier due to death, resignation, or removal.
4. May serve on the Board for up to **five consecutive years**.

Officers (President, Secretary, Treasurer)

1. Serve as directors for a term of approximately **one year**.
2. Serve until the **next Annual Meeting** following their election, or until a successor is elected and qualified.
3. May be removed earlier due to death, resignation, or removal.

President-Elect

1. Serves a total Board term of approximately **two years**:
2. First year as **President-elect**
3. Second year as **President**
4. Transitions from President-elect to President at the **first Annual Meeting** following election as President-elect.
5. Term ends at the **second Annual Meeting** after election as President-elect, or earlier if removed, deceased, or resigned.
6. Remains in position until a successor is elected and qualified.

Immediate Past President

1. May participate in Board meetings in a **non-voting, advisory** role after completing the term as President.
2. May serve in this advisory capacity for as long as agreed upon by both the Board and the Immediate Past President.
3. Will receive all Board communications and notices.
4. Is **not considered a Director** and does **not** count toward voting, quorum, committee chair eligibility, or other official Board functions.

Section 3 Vacancies and Removal

In the event that there are fewer than six (6) directors, the Board will appoint one of the Members to serve as a director until the next Annual Meeting.

Section 4 Nominations for Directors

Prior to each Annual Meeting or any special meeting called for the election of one or more Directors, the Board of Directors will determine the number of directors constituting the entire Board of Directors and will nominate qualified Members to serve as Directors of the Association. The Secretary will include the names of such nominees and the offices to which they have been nominated on the notice for the meeting to be delivered to Members under Section 3 of Article III.

Section 5 Meeting

A regular meeting of the Board of Directors will be held, without further notice, immediately following the Annual Meeting of members and at the same location. The Board may set additional regular meetings by resolution. Special meetings may be called by the President or any two directors, with at least two weeks' notice. Notice will be given by email. Any

director may waive notice of a meeting. Attendance at a meeting constitutes a waiver, unless the director attends solely to object to improper notice.

Section 6 Quorum

A Majority of the Board of Directors will constitute a quorum for the transaction of business.

Section 7 Committees

The President will appoint ad hoc and/or standing committees as he/she deems necessary. The President will appoint a member of the Board of Directors to serve as the liaison of each such committee including any member-initiated committees.

Section 8 Conference Call Participation

Directors or any members of any committee designated by the directors may participate in meetings of the Board of Directors or such committee by means of conference call or webinar by means of which all persons participating in the meeting can hear each other, and participation by such means will constitute presence in person at such meeting.

Section 9 Written Action

Any action required or permitted to be taken at any meeting of the Board of Directors or of any committee of the Board of Directors may be taken without a meeting, if all members of the Board or committee, as the case may be, consent to the action in writing, and the written consents are filed with the minutes of proceedings of the Board or committee. The Secretary may accept and rely on director signatures delivered via email.

Section 10 Compensation

The directors of the organization will serve without remuneration and no Director will directly or indirectly receive any profit from their position as such; provided that Directors may be reimbursed for reasonable expenses incurred by them in the performance of their duties, so long as such reimbursement is approved by the Board of Directors.

Section 11 Exculpation and Indemnification

Liability and Indemnification

No Director or officer will be personally liable to the Association or its Members for monetary damages resulting from a breach of fiduciary duty, except as otherwise required by law. This protection applies to acts or omissions occurring before any later amendment or repeal of this provision.

The Association will indemnify and hold harmless any Director, officer, or other person acting on its behalf against all costs, expenses, and liabilities incurred in connection with legal actions related to their official duties—except those arising from willful neglect.

The Association may also purchase and maintain insurance to cover any current or former Director, officer, employee, or agent against liabilities incurred while serving the Association or at its request in another organization, regardless of whether the Association could otherwise indemnify them under these Bylaws.

Section 1 Contracts

The Board of Directors may authorize to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association. Such authority may be general or confined to specific instances; the authorization must be specifically recorded in the official minutes of the Annual or Special Meeting.

Section 2 Loans

No loans will be contracted on behalf of the Association and no evidence of indebtedness will be issued in its name unless authorized by a resolution of two-thirds (2/3) vote of members present at the Annual Meeting. Such authority may be general or confined to specific instances.

Section 3 Checks and Drafts

All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Association will be signed by the Treasurer or agent(s) of the Association and in such manner to be determined by resolution of the Board of Directors

Section 4 Deposits

All funds of the Association not otherwise employed will be deposited from time to time to the credit of the Association in such banks, trust companies or other depositories as the Board of Directors may select.

Section 5 Dues

Annual dues will be determined by the Board of Directors. Dues are payable upon acceptance of membership. The Treasurer and/or Secretary will use reasonable efforts to communicate notice of annual dues to the Members by January 31 of each year, which

annual dues are payable by March 1 following such notice and will become delinquent if not paid by May 1. Any member whose dues are delinquent at the time of the Annual Meeting will forfeit his/her voting rights at that meeting. Except for replacement specified in section 4, all dues paid are considered non-refundable.

Section 6: Spending Approval

*Any expenditure exceeding \$1,000 must be approved by a **majority vote of the Board of Directors** through an **electronic voting process**. Requests must be submitted by the Treasurer or other authorized officer, and voting may occur via email or another Board-approved electronic platform. All approvals must be documented and retained in the Association's official financial records.*

ARTICLE VII AMENDMENTS

This Constitution and Bylaws may be, amended, repealed, replaced or restated, in whole or in part, at any time or from time to time by a vote of the Board of Directors. Any such changes must be ratified by an affirmative vote of the Members at the next Annual Meeting or at a special meeting called for that purpose.

ARTICLE VIII DISSOLUTION

Upon dissolution of the Association, and after payment of all legal debts and obligations, all remaining assets will be liquidated and distributed to the tax-exempt institutions that employing Members in good standing at the time of dissolution. Distribution will be based on a formula determined by the Board of Directors, which may r take into account the total number of dues-paying Members.

ARTICLE IX YEAR END

The fiscal year end for the Association will be April 30.