

**CONSTITUTION AND BYLAWS OF THE  
ASSOCIATION OF ADMINISTRATORS IN ACADEMIC  
RADIOLOGY (AAARAD)  
As Amended and Restated April 2008**

ARTICLE I                      GOALS AND OBJECTIVES

**Section 1        Goals**

The Association of Administrators in Academic Radiology (the “Association”) has been organized to promote improvements in health care delivery, education and research in Academic Radiology through professional management.

**Section 2        Objectives**

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

1.        Promote the concept of professional management in Radiology so that public health care can be advanced.
2.        Provide a forum for discussion of common management issues in Academic Radiology.
3.        Provide a mechanism for exchange of information among Association members.
4.        Provide a means for Association members to interact with other academic organizations.

ARTICLE II                      MEMBERSHIP

**Section 1        Membership**

Membership in the Association is open to any person who works as an administrator or in a management position in an academic department of radiology as part of a medical school accredited by the Association of American Medical Colleges which is involved in teaching, research and patient services. The Board of Directors may waive any or all of the requirements for qualification for individual members or applicants for membership on a case-by-case basis.

To become and remain a Member of the Association, a candidate shall:

1.        Submit a written application for membership in such form as the Board of Directors may designate; and
2.        Be approved for membership by an affirmative vote of the Board of Directors; and

3. Pay and remain current in such dues as the Association may establish for Members from time to time.

## **Section 2 Privileges of Membership**

Members shall be entitled to vote at all meetings of Members, to serve on the Board of Directors, to hold elected and appointed offices of the Association, and to attend and participate in all meetings, conferences and functions of the Association. Members have access to the Association's surveys, reports, data and other information resources assembled or prepared by or through the Association.

## **Section 3 Voting Lists**

The Secretary, Treasurer or other officer or agent having charge of the books of the Association shall make, at least ten (10) days before each meeting of the members, a complete list of the Members entitled to vote at such meeting or any adjournment thereof, arranged in alphabetical order with the addresses, which list shall also be provided and kept open at the time and place of the meeting and shall be subject to the inspection of any member during the whole time of the meeting. The original books shall be prima facie evidence as to who are the members entitled to examine such list or transfer books or to vote at any meeting of members.

The Secretary or Treasurer will confirm the eligibility of all absentee ballots or proxies.

## **Section 4 Termination of Membership**

Unless waived in a specific case by the Board of Directors, the membership of any Member will be terminated on the resignation of such member or the failure of such member to meet the requirements for membership set forth in this Constitution and Bylaws as determined by the Secretary of the Association, who shall mail notice of such termination to the terminated member at the address for such member listed in the records of the Association. If a Member's membership shall have terminated because such Member has left his or her employment with a qualifying academic department and therefore no longer meets the qualifications for membership described in Article II, then the person who replaces or succeeds such terminated Member as an administrator or manager at such academic department will, upon request, replace the terminated Member as a Member of the Association. Any dues that were paid in advance for a period that has not been completed on the date of termination by or on behalf of the terminated Member will be deemed to be dues paid on behalf of the replacement Member.

## ARTICLE III MEETINGS OF MEMBERS

### **Section 1 Time for Annual Meeting**

A business meeting will be held each year and shall be designated as the Annual Meeting for the purpose of electing directors and for the transaction of such other business as may come before the meeting. The Board of Directors will determine the date, time and place of the Annual Meeting.

### **Section 2 Special Meeting**

Special Meetings of the members for any purposes, unless otherwise prescribed by statute, may be called by the President or by a majority of the Board of Directors, and shall be called by the President at the request of not less than one-tenth (1/10) of all members entitled to vote at the meeting. Failure to elect the Board of Directors at the Annual Meeting shall not cause a dissolution of the Association, but the serving directors shall continue to hold office until their successors are elected and qualified. A special meeting for the purpose of holding such elections shall be called as soon thereafter as convenient or the directors shall be elected at the next regular meeting.

### **Section 3 Notice of Meeting**

Written or printed notice stating the place, day and hour of the meeting and, in case of a special meeting, the purpose or purposes of the meeting, shall be delivered not less than ten (10) nor more than fifty (50) days before the date of the meeting, either personally, by mail, by email, by facsimile transmission or by direct completed telephone call, to each member of record entitled to vote at such meeting. If mailed, such notice shall be deemed to have been given when deposited in the United States mail, addressed to the Member at his/her address as it appears on the books of the Association with postage thereon prepaid.

### **Section 4 Voting and Proxies**

Each Member shall have one vote on each proposal submitted to the Members at any meeting or by written consent. Each Member entitled to vote at a meeting of Members, or to express consent or dissent to an action of the Members in writing without a meeting, may vote or express such consent or dissent in person or may authorize another person or persons to vote or act for him or her by written proxy executed by the Member or his authorized agent and delivered to the Secretary of the Association. No such proxy shall be voted or acted upon after six months from the date of its execution, unless the proxy expressly provides for a longer period.

## **Section 5      Action at Meetings**

At any meeting, a majority of the Members present or represented and voting on a matter shall decide any matter to be voted upon by the Members at such meeting, except when a different vote is required by express provision of law or these By-Laws. Any election of directors by Members shall be determined by a plurality of the votes cast by the Members entitled to vote at the election.

## **Section 6      Action without Meeting**

Any action required or permitted to be taken at any annual or special meeting of Members may be taken without a meeting, without prior notice and without a vote, if a written consent (i) setting forth the action to be taken, and (ii) requesting that Members indicate their approval or disapproval of such action, is mailed by the Secretary (or any other officer of the Association) to substantially all Members at their respective addresses as listed in the books of the Association with postage thereon prepaid, **and** a majority of the Members who respond to such consent by returning a signed copy of such consent to the Association indicate their approval of such action.. Prompt notice of the taking of an action without a meeting by less than unanimous written consent shall be given to those Members who have not consented in writing. The Secretary may accept and rely on Member signatures delivered via telephonic facsimile (“fax”) and/or electronic mail that includes a facsimile of the consent signed by a member, whether or not the underlying documents have been physically received by the Association.

## **Section 8      Proposal**

All meetings will be conducted in accordance with Robert’s Rules of Order. The President shall appoint a parliamentarian for all meetings.

# ARTICLE IV OFFICERS

## **Section 1      Titles and Qualifications**

The officers of the Association shall be a President, President-Elect, Secretary and a Treasurer. Any two or more offices may not be held by the same person, and the officers shall serve on the Board of Directors. Only Members in good standing who have served at least one year as an at-large director of the Association may be elected as officers of the Association.

## **Section 2      Election and Term of Office**

The officers of the Association shall be Members elected by an electronic ballot distributed by the Chairperson of the Survey Committee. Members shall have three weeks to return the ballot, balloting will close 30 days prior to the date of the Annual Meeting or a Special Meeting held pursuant to Article III above. Officers will serve for a

term ending on the next Annual Meeting of Members. Once elected, officers shall hold office until their successors are elected and qualified, or until their earlier resignation, removal or death; provided, however, that unless the Board of Directors otherwise resolves, the President-Elect will ascend to the office of President at the next Annual Meeting of Members without re-election. Officers may be removed at any time by a majority vote of the Board of Directors. Persons elected to the offices of Secretary and Treasurer may be re-elected to up to three consecutive terms in such offices in the discretion of the Board of Directors.

### **Section 3      President**

The President shall be the principal executive officer of the Association and shall have in his/her charge the general direction and promotion of its affairs with authority to do such acts and to make such contracts as are necessary or proper to carry on the business of the Association for the duration of his/her term of office. He/she shall preside over all official meetings of the Association and shall also perform those duties which usually devolve upon a president of an association. The President may, during the absence of any officer, delegate said officer's duties to any other officer or director.

### **Section 4      President-Elect**

The President-Elect shall assist the President and perform such duties as may be delegated to him/her from time to time by the Board of Directors and/or the President. This individual will be the Program Chairman for the annual meeting and all educational conferences and special meetings held during his/her term of office, unless the Board of Directors shall designate another Member to perform such functions for a specific meeting or conference. In the absence, resignation or disability of the President, the President-Elect shall perform the duties of the President. As noted in Section 2 of this Article IV, unless the Board of Directors otherwise resolves, the President-Elect will ascend to the office of President at the next Annual Meeting of Members without re-election.

### **Section 5      Secretary**

The Secretary shall issue notices of all meetings of members and all meetings of the Board of Directors, shall keep the minutes of all such meetings, shall serve as custodian for all Association records, and shall make such reports and perform such duties as are incident to his/her office or which may be delegated to him/her by the President or the Board of Directors.

### **Section 6      Treasurer**

The Treasurer shall maintain books of financial account of the Association's finances and business and shall render to the President and Board of Directors and members a complete financial statement at the Annual Meeting and at such times as may be requested of him/her an account of all his/her transactions as Treasurer and of the

financial condition of the Association. The Treasurer will prepare at each year end for approval by the Board, the required reports for State and Federal tax authorities.

### **Section 7      Nominations for Officers**

Prior to each Annual Meeting or any special meeting called for the election of one or more Officers, the Board of Directors will nominate qualified Members to serve as Officers 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.

## ARTICLE V                      BOARD OF DIRECTORS

### **Section 1      General Powers**

The business and affairs of the Association shall be managed by its Board of Directors who shall be responsible to the membership to ensure compliance that the policies and directives as outlined in this Constitution and Bylaws are adhered to. All members of the Board of Directors are full voting members of the Board.

### **Section 2      Number, Tenure, and Qualifications**

There shall not be fewer than six (6) directors nor more than nine (9) directors. The directors shall consist of the President, President-elect, Secretary, Treasurer, and up to five at-large directors. Each at-large director will be elected for a term of approximately two years and will hold office until the second Annual Meeting following his or her election as an at-large director, and until his or her successor is elected and qualified, or until his or her earlier death, resignation or removal. Except for the President-elect, each Officer shall serve as a director for a term of approximately one year and will hold office until the next Annual Meeting following his or her election as an Officer, and until his or her successor is elected and qualified, or until his or her earlier death, resignation or removal. The President-elect will serve on the board for a term of approximately two years, serving first as President-elect until the first Annual Meeting following his or her election as President-elect, and subsequently as President until the second Annual Meeting following his or her election as President-elect, and in either case until his or her successor is elected and qualified, or until his or her earlier death, resignation or removal. At the end of such two-year term, the immediate past President will have the right to participate in meetings of the Board of Directors in an advisory (non-voting) capacity for such period of time as the Board and such immediate past President may agree. The immediate past President will be entitled to receive copies of all notices delivered to members of the Board of Directors, but will not be a Director and will not function as a Director for voting, quorum, committee chair or any other purposes.

### **Section 3      Vacancies and Removal**

In the event that there shall be fewer than six (6) directors, the Board shall 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 shall be held without other notice than this Constitution and Bylaws, immediately after, and at the same place as, the Annual Meeting of the members. The Board of Directors may provide, by resolution, the time and place for the holding of additional regular meetings.

Special meetings of the Board of Directors may be called by or at the request of the President or any two directors. Notice of special meetings shall be given not less than two (2) weeks in advance of said meeting. Such notice may be by mail, email, facsimile transmission, direct completed telephone call, or may be verbal. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. Any director may waive notice of any meeting. The attendance of a director at a meeting shall constitute waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

#### **Section 6      Quorum**

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

#### **Section 7      Committees**

The President shall appoint ad hoc and/or standing committees as he/she deems necessary. The President shall appoint a member of the Board of Directors to serve as the chairperson of each such committee.

#### **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 telephone or similar communications equipment by means of which all persons

participating in the meeting can hear each other, and participation by such means shall 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 telephonic facsimile (“fax”) and/or electronic mail, whether or not the underlying documents have been physically received by the Association.

### **Section 10     Compensation**

The directors of the organization shall serve without remuneration and no Director shall 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**

No Director or officer of the Association shall be personally liable to the Association or any Member for monetary damages for any breach of fiduciary duty as a Director or officer, notwithstanding any provision of law imposing such liability. No amendment to or repeal of this provision shall apply to or have any effect on the liability or alleged liability of any Director or officer of the Association for or with respect to any acts or omissions of such Director or officer occurring prior to such amendment.

Every Director or Officer of the organization, or other person who has undertaken or is about to undertake any liability on behalf of the organization, shall at all time be indemnified and held harmless out of the funds of the organization from and against:

- a. All costs, charges and expenses whatsoever which such Director, Officer of other person sustains or incurs in or about any action, suit or proceeding which is brought or prosecuted against him/her for or in respect of any act, deed, matter of thing whatsoever, made, done or permitted by him/her in or about the execution of the duties of his/her office, except such costs, charges or expenses as are occasioned by his/her own willful neglect.
- b. All other costs, charges and expenses, which he/she sustains or incurs in or about, or in relation to the fares thereof, except such costs, charges or expenses that are occasioned by his/her own willful neglect.

The Association shall have power to purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the Association, or is or

was serving at the request of the Association as a Director, officer, director, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Association would have the power to indemnify such person against such liability under the provisions of this Constitution and Bylaws.

## ARTICLE VI      CONTRACTS, LOANS, CHECK, DEPOSITS AND DUES

### **Section 1      Contracts**

The Board of Directors may authorize, in addition to the Chairman, any officer or officers, agent or agents, 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 shall be contracted on behalf of the Association and no evidence of indebtedness shall 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 shall be signed by the Treasurer or agent or agents of the Association and in such manner as shall from time to time be determined by resolution of the Board of Directors

### **Section 4      Deposits**

All funds of the Association not otherwise employed shall 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 shall be determined by the Board of Directors. Dues are payable upon acceptance of membership. The Treasurer will use reasonable efforts to mail notices of annual dues to the Members by December 31 of each year, which annual dues are payable by February 1 following such notice and shall become delinquent if not paid by April 1. Any member whose dues are delinquent at the time of the Annual Meeting shall forfeit his/her voting rights at that meeting.

ARTICLE VII

AMENDMENTS

This Constitution and Bylaws may be altered, 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, subject to the ratification of such actions by an affirmative vote of the Members at the next Annual Meeting or at a special meeting.

ARTICLE VIII

DISSOLUTION

Upon dissolution of the Association all assets in whatever form, after payment of all legal debts and obligations, will be given to the tax-exempt member institutions comprising the organizations who are in good standing at the time of dissolution based on a formula to be devised by the Board of Directors and which will consider the number of dues-paying members from each institution and the number of years that institution has been represented in the membership of the organization.

ARTICLE IX YEAR END

The annual year end for the Association shall be April 30.