



## BYLAWS OF THE ASSOCIATION OF EDUCATORS IN IMAGING AND RADIOLOGIC SCIENCES, INC.

### **ARTICLE I Name and Governing Authority**

- Section 1. Name. The organization shall be known as the Association of Educators in Imaging and Radiologic Sciences, Inc., herein referred to as the Association or AEIRS.
- Section 2. Purpose. The purpose of the organization is educational and scientific, including, but not limited to the following:
- a. To encourage the exchange of educational concepts and methodologies at all program levels of radiological sciences and related specialty areas.
  - b. To stimulate interest in academic advancement and teaching as a career option.
  - c. To advance the profession of radiological sciences in its related areas through encouragement of its members to conduct research and disseminate their works through publication.
  - d. To foster attitudes which strive for a standard of excellence in the provision of health and radiological health care.
- Section 3. Governing Authority. The Association is incorporated under the laws of the state of Kentucky pursuant to Articles of Incorporation filed in November 1985. The Association shall be governed by these Bylaws as amended from time to time in accordance with the provisions hereof. These Bylaws shall not conflict with the Articles of Incorporation. All provisions of these bylaws shall apply to the Association except when in conflict with state or federal laws respecting non-profit corporations.

### **ARTICLE II Membership**

- Section 1. Categories of Membership. The membership of the Association shall consist of the following categories:
- a. Active Members. Active members shall be individuals who hold current registration with the American Registry of Radiologic Technologists, the American Registry of Diagnostic Medical Sonographers, the Nuclear Medicine Technology Certification Board, the Medical Dosimetrist Certification Board, or equivalent credentials. Active members shall be involved in the advancement and furthering of education in the Radiological Sciences.
  - b. Associate Members. Associate members shall be individuals who have an interest in the association, but do not qualify as an active member. Associate members shall have all the privileges and obligations of the Association except the right to vote and hold office or serve as chairperson of committees or liaison to outside organizations.
  - c. Charter Members. Charter members are the founding members of the Association. Charter members shall have their membership dues maintained at the original membership fee. Charter members shall have all the privileges and obligations of active members.
  - d. Life Members. Life members shall be members of the Association who have rendered outstanding services and shall be approved by the membership, upon recommendation of the Board of Directors, by majority vote during the annual election of officers. Life members shall pay no dues. Life members shall be identified as either active or associate members based on their qualifications and shall have the privileges and obligations of their membership category.
  - e. Honorary members. Honorary members shall be those individuals, who because of the interest they have evidenced in the activities and aims of the Association, the Association wishes to honor. Honorary members shall be approved by the membership, upon recommendation of the Board of Directors, by majority vote during the annual election of officers. Honorary members shall pay no dues and shall have all the privileges and obligations of the Association except the right to vote and hold office or serve as chairperson of committees or liaison to outside organizations.
  - f. Inactive Members. Inactive members shall be those retired individuals who have been active or associate members in good standing and who request this category of membership. Inactive

members shall pay dues at one-half rate and shall only be extended the privilege of receiving correspondence and notifications sent by the organization.

- Section 2. Approval. All candidates for membership shall submit the prescribed application form properly completed, together with the required fees, and shall furnish any additional information as may be required. The Board of Directors shall identify the approved candidate as either active or associate based on the individual's qualifications.
- Section 3. Termination. The Board of Directors, by affirmative vote of two-thirds of all of the members of the Board, may suspend or expel a member for cause after an appropriate hearing, and may, by a majority vote of those present at any regularly constituted meeting, terminate the membership of any member who becomes ineligible for membership, or suspend or expel any member who shall be in default in the payment of dues as specified in these Bylaws.
- Section 4. Resignation. Any member may resign by filing a written resignation with the Board of Directors, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments or other charges theretofore accrued and unpaid.
- Section 5. Reinstatement. A former member may be reinstated upon application and payment of the current year's dues.

### **ARTICLE III Meetings**

- Section 1. Annual Meeting. The Association shall hold an annual meeting. The Board of Directors will select the time and location of the meeting.
- Section 2. Notification. Written notice shall be given to all members not less than 90 days prior to the date fixed for the beginning of the Meeting.
- Section 3. Cancellation. In the event of a national emergency or other circumstance prohibiting the holding of the Association's annual meeting, the Board of Directors may cancel or reschedule and prompt notices thereof shall be given to all members of the Association.

### **ARTICLE IV Board of Directors**

- Section 1. General Powers. The activities and affairs of the Association shall be conducted by the Board of Directors.
- Section 2. Composition. The Board of Directors shall consist of seven (7) members: The President, President-Elect, Immediate Past President, Secretary/Treasurer, and three (3) Directors-at-Large. The immediate Past President shall serve as Chair of the Board.
- Section 3. Regular Meetings. The Board of Directors shall hold a meeting immediately preceding and immediately following the Annual meeting of The Association. A mid-year meeting may be held as deemed necessary by the Board of Directors.
- Section 4. Special Meetings. Special meetings of the Board of Directors may be called by the Chair or shall be called by the Secretary/Treasurer upon written request of four or more members of the Board of Directors.
- Section 5. Quorum. The presence of a majority of the Board of Directors including at least the Chairman of the Board or President shall constitute a quorum.
- Section 6. Vacancies. Vacancies shall be filled by a majority vote of the Board of Directors.
- Section 7. Executive Committee. The Executive Committee of the Board of Directors shall consist of the Chair of the Board, President, and President-Elect.
- Section 8. Termination. The Board of Directors shall remove any Board member by a majority vote for dereliction of duty or conduct detrimental to the Association of Educators in Imaging and Radiologic Sciences, Inc.

## **ARTICLE V Officers and Directors-at-Large**

- Section 1. Officers of the Association shall be Chair of the Board, President, President-Elect, and Secretary/Treasurer.
- Section 2. Directors-at-Large. There shall be three (3) Directors-at-Large. The term of office shall be three years and consecutive terms shall be limited to two terms.
- Section 3. Election. Elections shall be conducted annually. Officers and Directors-at-Large shall be elected by the active members. All active members shall be able to vote online or by a method approved by the board 30 days at least 6 months prior to the annual meeting. A plurality vote shall prevail. In case of a tie, a second vote will be cast at the business meeting. In this case, voting members registered at the Annual Meeting and present at the business session will be eligible to vote. A plurality majority vote will shall prevail.
- Section 4. Term of Office. The President-Elect shall be elected for a three-year term: one-year term as President-Elect, one-year term as President and a one-year term as Chair of the Board. The Secretary/Treasurer shall be elected for a two-year term. Directors-at-Large shall be elected for three-year terms. The term of office shall begin at the close of each Annual Meeting. At least one Director-at-Large shall be elected each year.
- Section 5. Eligibility.
- a. Any active member is eligible to serve as Director-at-Large.
  - b. Any active member, who has served as Chair of an AEIRS committee or has served as a member of a Board of Directors/Trustees of a state or national imaging and radiologic sciences association is eligible to serve as Secretary/Treasurer
  - c. To be eligible for the office of President-Elect, an active member must have previously served as a member of the AEIRS Board of Directors.
- Section 6. Nominating Committee. A nominating committee composed of 5 active members, none of whom are current Board members, shall be appointed within thirty (30) days following the Annual Meeting. The nominating committee shall satisfy itself that candidates have the proper credentials and are willing to serve if elected.
- Section 7. Duties. The duties of the Officers and Directors-at-Large shall consist of, but not be limited to the following:
- a. President. The president shall preside at all meetings of the Association. The President shall be an ex-officio member of all Committees except the Nomination Committee.
  - b. President-Elect. In the absence or inability of the President, the President-Elect shall perform all the duties of the President.
  - c. Secretary/Treasurer. The Secretary/Treasurer shall record and present proceedings of the annual meeting of the Association; and meetings, important decisions and motions of the Board of Directors, preserve all books, papers and articles belonging to the Association, and report unfinished business of previous meetings requiring action and attend to such other business as the Association may direct. All electronic decisions and motions shall be included on the agenda under "unfinished of old business". At the time of the annual meeting, the Secretary/Treasurer shall make a full financial report.
  - d. Immediate Past President. The Immediate Past President shall serve as Chair of the Board and the executive committee.
  - e. Directors at Large. The Directors at Large shall provide leadership and direction toward the accomplishment of the AEIRS goals and objectives
  - f. Delegation of Duties. The Board of Directors may delegate duties of the office of Secretary/Treasurer to salaried staff.

## **ARTICLE VI Committees**

- Section 1. Establishment of Committees. The Board of Directors shall establish committees as deemed necessary to carry out its strategic plan. Such committees shall be responsible to the Board of Directors and may be altered or eliminated at any time by the Board of Directors.

Section 2. Committee Appointments. Committees will be appointed by the President with subsequent ratification by the Board of Directors. Committees will be constituted in such a manner as to encourage as wide a representation as possible of the Association's membership.

#### **ARTICLE VII Finances**

Section 1. Fiscal Year. the fiscal year of the Association shall begin on the first day of April and end on the last of March in each year.

Section 2. Dues and Fees. Annual dues for all categories of membership and fees shall be determined by a two-thirds vote of the members present and voting at the Annual Meeting. Notice of such vote shall be given to the members at least thirty (30) days in advance. The application fee for active and associate members shall be uniform and not exceed \$5.

Section 3. Payment of Dues. Dues shall be payable within sixty (60) days of the renewal date. Members who have not renewed within 60 days of the expiration date, will be listed as dropped and will not be able to receive membership benefits.

Section 4. Salaried Staff. The employment of a salaried staff shall be authorized by the Board of Directors as may be needed to fulfill the objectives of the Association. The Board of Directors shall determine the compensation for said staff.

#### **ARTICLE VIII Meeting Rules**

Meetings of the Association shall be governed by the rules contained in the latest edition of ROBERT'S RULES OF ORDER, REVISED in all cases to which they are applicable and in which they are consistent with these Bylaws.

#### **ARTICLE IX Amendments**

These Bylaws shall be reviewed during the third quarter of each **evenodd**-numbered year. Any suggested changes are to be included in the Bylaws Committee mid-year report for Board review at the Mid-year Board meeting. They may be amended or repealed by the affirmative vote of two-thirds of the members present and voting at the Annual Meeting provided that written or electronic notice of such proposed amendments shall be sent to the membership at least 30 days prior to the Annual Meeting.

#### **ARTICLE X Quorum**

A quorum shall consist of twenty-five percent of the voting members registered at the annual meeting including at least two officers.

#### **Article XI Indemnification**

Officers, chairs and employees of AEIRS shall be indemnified for liability incurred in connection with the defense of any action in which they are made a party to by reason of serving in an elected or appointed capacity. No one shall be indemnified when adjudged liable for negligence or misconduct in the performance of duty.

#### **Article XII Dissolution**

In the event of dissolution of AEIRS, all its assets remaining after payment of its obligations shall be distributed to and among such corporations, foundations, or other organizations organized and operated exclusively for scientific, charitable or educational purposes consistent with those of the AEIRS as determined by the Board of Directors.

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