

# **ASSOCIATION OF ACADEMIC RADIOLOGY**

## **BYLAWS**

Approved by Membership 3/13/2025

### **ARTICLE I - Name**

The name of this organization is the Association of University Radiologists d/b/a Association of Academic Radiology, hereafter known as the “Association” or the “AAR.” The Association is an Illinois not-for-profit corporation exempt from federal income tax pursuant to Internal Revenue Code Section 501(c)(6).

### **ARTICLE II - Purposes**

The purposes of this organization will be:

- A. To encourage excellence in laboratory and clinical investigation, teaching and clinical practice, and radiology management in academic practice.
- B. To stimulate an interest in academic radiology as a medical career.
- C. To advance radiology as a medical science.
- D. To represent academic radiology at a national and international level.
- E. To support members in their professional development.

### **ARTICLE III - Membership**

#### **Section I. Full Member**

##### **A. Membership Requirements**

- 1. Individuals certified by or eligible for American Board of Radiology or Canadian Board of Radiology certification and actively engaged in radiology’s academic mission as provided in Section I.A.2 will be eligible for full membership. The member or nominee for membership must reside and work in the United States of America or Canada.
- 2. The member or nominee for membership must have a role in the teaching of medical students, residents, fellows or other physicians or health care professionals, in patient care related to teaching activities, in research, or in attendant administrative duties. Each individual must attest to

their role on the membership application and their role must be continued for retention of membership in the Association.

B. Election to Full Membership.

1. Applications for full membership will be reviewed by the administrative staff of the Association to ensure the application is complete and membership requirements are fulfilled. If the administrative staff determines the application is incomplete or does not appear to satisfy membership requirements, the administrative staff may contact the applicant to supplement or modify the application.
2. If the administrative staff cannot determine whether an applicant's election to full membership is consistent with the Association's membership requirements, then the application shall be referred to the Membership Committee. The Membership Committee will review nominations for membership and will present its recommendations at the interim meeting of the Board of Directors and at the Board of Directors meeting at the annual meeting of the Association. The Chair of the Membership Committee will report to the nominee an unfavorable review by the Membership Committee. The nominee may request the nomination to be submitted to the Board of Directors for vote despite the unfavorable recommendation of the Membership Committee, in which case the appropriate documents will be circulated with those of all other nominees. The Chair of the Membership Committee will circulate the names of the nominees and their academic associations to all members of the Board of Directors at least one month prior to the annual meeting of the Association and the interim meeting of the Board of Directors.
3. All decisions regarding whether to grant an individual full membership in the Association is within the Association's discretion. All decisions are final and not appealable.

C. Privileges of Full Membership

1. Full members have voting privileges.
2. Full members may serve on Advisory Committees, Committees, and as officers of the Association and may participate in Affinity Groups if they are eligible, as determined by individual Affinity Group requirements.

Section II. Associate Member

A. Membership Requirements

1. All radiology residency/fellowship program coordinators, radiology medical student curriculum coordinators, computer support personnel, and radiology nurses technologists, and advanced practice providers who are actively engaged in radiology's academic mission as provided in Section I.A.2, will be eligible for associate membership.

2. The member or nominee for membership must spend a significant amount of his or her time in academic or administrative duties related to radiology or the radiologic sciences. The applicant must attest to this level of activity on the membership application and this level must be continued for retention of membership in the Association.

#### B. Election to Associate Membership

1. Applications for associate membership will be reviewed by the administrative staff of the Association to ensure the application is complete and membership requirements are fulfilled. If the administrative staff determines the application is incomplete or does not appear to satisfy membership requirements, the administrative staff may contact the applicant to supplement or modify the application.
2. If the administrative staff cannot determine whether an applicant's election to associate membership is consistent with the Association's membership requirements, then the application shall be referred to the Membership Committee. The Membership Committee will review nominations for membership and will present its recommendations at the interim meeting of the Board of Directors and at the Board of Directors meeting at the annual meeting of the Association. The Chair of the Membership Committee will report an unfavorable review of a nominee by the Membership Committee to the nominee. The nominee may request the nomination to be submitted to the Board of Directors for vote despite the unfavorable recommendation of the Membership Committee, in which case the appropriate documents will be circulated with those of all other nominees. The Chair of the Membership Committee will circulate the names of the nominees and their academic associations to all members of the Board of Directors at least one month prior to the annual meeting of the Association and the interim meeting of the Board of Directors.
3. All decisions regarding whether to grant an individual associate membership in the Association is within the Association's discretion. All decisions are final and not appealable.

#### C. Privileges of Associate Membership

Associate members shall have all the rights and privileges of full membership except that they shall not hold office or vote. Associate members may serve on Advisory Committees and Committees and may participate in Affinity Groups if they are eligible, as determined by individual Affinity Group requirements.

### Section III. Junior Member

#### A. Membership Requirements:

1. All trainees in ACGME-accredited radiology residency programs or fellowships or postdoctoral fellows in the radiological sciences will be eligible for junior membership.

2. The status of the nominees must be verified by department chairs or by program directors for residents and fellows.

B. Election to Junior Membership

When verified by the department chair or the program director (residents and fellows), the nominee will be elected to the AAR at the discretion of the President of the AAR. The President's decision is final and not appealable.

C. Eligibility for Full Membership

Junior members will retain their junior status until the conclusion of their residency or fellowship training. At that time, junior members will be eligible for full membership under Section I of these Bylaws. Junior membership status will be maintained while the nominee is considered for full membership status.

D. Privileges of Junior Membership

1. Junior members may attend the annual member meeting but will not be eligible to vote.
2. Junior members may serve on Advisory Committees and Committees and may participate in Affinity Groups if they are eligible, as determined by individual Affinity Group requirements.
3. Junior members have free membership of the Alliance of Medical Student Educators in Radiology.

Section IV. Emeritus Member

- A. Members, when retired or appointed to emeritus status at their respective educational institutions, may become Emeritus members of the Association upon application to the Chair of the Membership Committee. Emeritus members will retain all of the rights and privileges of their previous membership category, except that they will not pay dues, hold office, vote or be permitted application to the College of Fellows.
- B. Emeritus members will continue to hold that status regardless of their academic or professional activities.

Section V. Student Membership

A. Membership Requirements:

1. All medical students in LCME-accredited medical schools will be eligible for student membership.

2. The status of the nominees must be verified by the medical student radiology clerkship/elective director at the student's medical school.

B. Election to Student Membership

When verified by the radiology clerkship/elective director, the nominees will be elected to the AAR at the discretion of the President of the AAR. The President's decision is final and not appealable.

C. Eligibility for Student Membership

Student members will retain their student status until the conclusion of their internship. At that time, student members will be eligible for junior membership under Section III of these Bylaws. Student membership status will be maintained while the nominee is considered for junior membership status.

D. Privileges of Student Membership

1. Student members may attend the annual member meeting but will not be eligible to vote.
2. Student members will automatically have AMSER membership without additional payment.
3. Student members may serve on Advisory Committees and Committees, and may participate in Affinity Groups if they are eligible, as determined by individual Affinity Group requirements.

Section VI. International Membership

A. Membership Requirements

Radiologists practicing outside the United States of America or Canada who are engaged in the training of students, residents or fellows or other physicians or health care professionals, in patient care related to teaching activities, in research, or in attendant administrative duties in radiology shall be eligible for international membership.

B. Election to International Membership

Nominees to international membership will be elected to the AAR at the discretion of the President of AAR. The President's decision is final and not appealable.

C. Privileges of International Membership

1. International members may serve as members of Advisory Committees and Committees but are not eligible to serve as chairs. International members may participate in Affinity Groups if they are eligible, as determined by individual Affinity Group requirements.

2. International members may attend the annual member meeting but will not be eligible to vote.

Section VII. Termination of Membership

- A. Any full member whose faculty or equivalent position terminates, any associate member whose role in academic or administration functions in radiology or the radiological sciences terminates, or any junior member whose residency or fellowship position terminates, or any student member whose enrollment in medical school or an internship terminates, or any international member whose faculty or equivalent position shall be required to inform the Association of his or her change in status. Upon a finding by the Association that a member no longer satisfies membership requirements, membership shall automatically be terminated. When members re-establish their academic role, they will be reinstated in their prior membership category after payment of dues.
- B. Except for matters arising under Article III, Section VII.A., or due to non-payment of dues, a member's membership may be terminated and/or a member may be subject to other disciplinary action if the Board determines the member engaged or is engaging in conduct that: (i) violates the Association's Bylaws, rules, regulations, policies, or procedures, as may be adopted and amended from time to time; or (ii) is otherwise contrary to AAR's best interests. In the event the Board seeks to terminate any membership in accordance with this provision, AAR will notify the member in writing that the Board will consider terminating their membership during a Board meeting no less than twenty-one (21) days following the day the notice is provided to the member (which Board meeting date must be included in the notice). The notice shall inform the member that the member may submit a written response to the Board in advance of its meeting, which the Board will review and consider in determining whether to terminate the member's membership. The Board's decision of whether to terminate a member's membership is final and not subject to appeal. A terminated member is not entitled to the return of previously paid annual dues or other fees, or any portions thereof.
- C. A member's termination or suspension does not relieve the member from any obligation the member may have to AAR for dues or other charges.

#### **ARTICLE IV - Officers**

The officers of the Association will be:

President

President-elect

Vice President

Secretary

Treasurer

## **ARTICLE V - Election of Officers**

- Section I. Only full members may serve as officers.
- Section II. The Treasurer of the Association will be elected for a term of one year by a vote of the majority of the full members present and voting at the annual meeting. The other officers will also serve for terms of one year. The Association is strongly committed to encourage younger members to serve as officers of the Association.
- Section III. The President-elect will succeed automatically to the Presidency. At that time, the Vice President will become the President-elect, the Secretary will become the Vice President and the Treasurer will become the Secretary. Given this succession of officership, the Association will elect a new Treasurer annually. In cases where an individual is unable to fulfill the responsibility of an office, resigns, or is removed, then an alternative individual shall be elected to fill the vacant office.
- Section IV. Any officer may resign by providing written notice to the President or Secretary. Unless otherwise specified in the notice, the resignation shall be effective upon delivery. The acceptance of a resignation is not necessary to make it effective. If an officer resigns as a Director, the Director shall be deemed to have resigned as an officer as of the date the individual resigned as Director.
- Section V. Any officer elected by the membership of the Association may be removed from office by the Board of Directors whenever, in its judgment, the best interest of the Association would be served by such a removal, but the removal shall be without prejudice to the contract rights, if any, of the person so removed.
- Section VI. A vacancy in any office may be filled or new offices created and filled by majority decision of the Board of Directors at any meeting of the Board of Directors. An officer elected to fill a vacancy will serve for the unexpired term of his or her predecessor. An officer elected to fill a new office will serve until the adjournment of the next annual meeting of the Board of Directors and until a qualified successor will have been duly elected and qualified, or until his or her death.

## **ARTICLE VI - Duties of Office**

- Section I. President  
It shall be the duty of the President to call and preside at all meetings of the Association and to appoint representatives of the Association, subject to the other terms of the Bylaws. The President or designate shall be the spokesperson of the Association on public issues within the areas of interest of the Association. The President will be a member ex officio of all committees and has the right but not the obligation to participate in the deliberations of any committee. The President will oversee the implementation of all resolutions and directives of the Board,

and shall complete such other duties as may be prescribed by the Board. The President will be responsible for the site selection of the Association's annual meeting for the year of his/her presidency. Except in those instances in which the authority to execute is expressly delegated to another AAR officer or agent, or a different mode of execution is expressly prescribed by the Board or these Bylaws, the President may sign any Board-authorized contracts or other instruments.

Section II. President-elect

In the absence of the President, the President-elect shall preside and carry out all the duties of the President. The President-elect shall serve as Chair of the Scientific Program Committee and the AAR Trainee Award Selection Committee. The President-elect will serve as a member on the Awards Committee.

Section III. Vice President

In the event that both the President and President-elect are not able to perform their duties, the Vice President shall preside and carry out such duties. To ensure continuing service to the Association, the Vice President will assist the President-elect in all of his/her duties. The Vice President will serve as Chair on the Awards Committee.

Section IV. Secretary

It shall be the duty of the Secretary to keep a record of the proceedings of the meetings and to preserve all books, papers and articles belonging to the Association. The Secretary shall have the authority to certify the Bylaws, resolutions of the members and Board of Directors and Committees thereof, and other documents of the Association as true and correct copies thereof. The Secretary will maintain a current address list of the members of the Association, will send out notices of the meetings, and will report unfinished business of previous meetings as the Association may direct. The Secretary will serve as a member of the Awards and Membership Committees.

Section V. Treasurer

The Treasurer will be the principal accounting and financial officer of the Association and will be responsible for the maintenance of adequate books of account for the Association. The Treasurer will supervise the fiscal affairs of the Association and along with the Chair of the Finance Committee, will present the annual financial report and budget for the next fiscal year to the Board of Directors for approval. The Treasurer will supervise and be responsible for the custody of all funds and securities of the Association and for their receipt and disbursement and will deposit all funds and securities of the Association in such banks, trust companies or other depositories as will be selected in accordance with the provisions of Article XV of the Association. When required by the Board of Directors, the Treasurer will give a bond for the faithful discharge of the duties of that office in such a sum and with such surety as the Board of Directors will determine. With the approval of the Board of Directors, the cost of any such bond or surety may be paid from the funds of the Association. The Treasurer will serve as a member of the Finance Committee.



## **ARTICLE VII – Conflict of Interest**

### **Introduction**

The central missions of the AAR are to encourage excellence in all facets of academic radiology and to represent academic radiology at a national and international level. While outside relationships and activities that further these missions are encouraged, conflicts of interest (COI) can arise. The existence of a COI is not inappropriate in and of itself. However, these relationships or activities can compromise or be perceived to compromise basic values of openness, scientific integrity, independence, and the public trust.

### **Managing Conflict of Interest**

Whenever an individual who is subject to the Association’s Policy on Conflict of Interest and Confidentiality (“Conflict of Interest Policy”) has a financial or personal interest in any matter coming before the Board of Directors, or any other circumstances arise which represents a conflict of interest under the Conflict of Interest Policy, the individual shall fully comply with the disclosure requirements and other requirements set forth in the Conflict of Interest Policy. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested officers determine that it is in the best interest of the organization to do so. The minutes of meetings at which such votes are taken shall record the disclosure of COI and abstention of the disclosing individual.

## **ARTICLE VIII – Affinity Groups**

Affinity Groups with a particular focus can be created in accordance with the purposes of the Association (Article II) and with the approval of the Board of Directors. Each Affinity Group will have its own Rules of Operation and Regulations appropriate for its affinity group. All members of the Affinity Group must be members of the Association and will have the privileges and responsibilities thereto. Each Affinity Group may create subsections.

## **ARTICLE IX - Board of Directors**

### **Section I. Board of Directors**

The Board of Directors will consist of the President, the 2nd most recent Past President, the Immediate Past President, the President-elect, the Vice President, the Secretary, the Treasurer, the Editor of *Academic Radiology*, the President of the AAR Research and Education Foundation, the Presidents of the Society of Chairs of Academic Radiology Departments (SCARD) and Association of Program Directors in Radiology (APDR), the Senior Faculty Advisor of the American Alliance of Academic Chief Residents in Radiology (A<sup>3</sup>CR<sup>2</sup>), and the Presidents of the Alliance of Clinician-Educators in Radiology (ACER), the Alliance of Medical Student Educators in Radiology (AMSER), the Radiology Research Alliance (RRA), and the Radiology Alliance for Health Services Research (RAHSR) (collectively, “Officer Directors”), and all Chairs of standing Committees and Advisory Committees as defined by the Committee and Liaison Policy. The President of A<sup>3</sup>CR<sup>2</sup> will serve as an ex-officio, non-voting member of the Board of Directors.

The President may also appoint up to three additional members as Members-at-Large. If any Member-at-Large fails to attend two consecutive meetings of the Board of Directors, he or she may be removed from the Board of Directors by a majority vote of the Board, and that vacancy will not be filled until the immediately following annual meeting. In order to serve as a Member-at-Large, an individual must minimally be: (i) dedicated to advancing the Association's purpose; and (ii) a full member. The Board of Directors is empowered to conduct the business of the Association between annual meetings.

Section 2. General Powers.

The Board shall manage the affairs of AAR. The Board may adopt such rules, regulations, policies, and procedures for the conduct of its business as shall be deemed advisable and may, in the execution of the powers granted herein, appoint such agents as it may consider necessary. In these Bylaws, wherever the Board's authority to act is provided, said authority shall be exercised in the Board's sole and absolute discretion.

Section 3. Governance Applicable to Board of Directors.

- a. Term. An individual serves as an Officer Director as long as the individual holds one of the offices listed in Article IX, Section I. All other Directors serve terms of three years, except the Chair of the Advisory Finance Committee, who serves a five-year term. Directors may serve up to two terms. To the extent practical, the Directors' terms shall be equally staggered.
- b. Resignation and Removal. Any Director may resign by giving written notice to the President and Secretary. A Director may be removed with or without cause, as the Illinois General Not-for-Profit Corporation Act ("Act") specifies and as otherwise provided in these Bylaws.
- c. Annual and Regular Meetings. The Board shall meet at least annually. Annually, the Board shall specify the date, time, and place for each annual Board meeting. The Board may provide for additional regular Board meetings by adopting one or more resolutions specifying the date, time, and place for each regular Board meeting.
- d. Special Meetings. Special meetings of the Board may be called by, or at the request of, the President, Secretary, or Treasurer, or any two Directors. The person(s) calling a special meeting of the Board may fix the date, time, and place of the special meeting.
- e. Notices. Notice of any regular or special meeting of the Board shall state the time, date and place of the meeting and shall be delivered at least five (5) days before the date of such meeting. Neither the business to be transacted nor the purpose of any regular or special Board meeting need be specified in the notice unless specifically required by law or these Bylaws. A Director may waive notice in writing, either before or after the meeting. Attendance by a Director at any meeting shall constitute a waiver of notice of such meeting except where attendance at a meeting is for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

- f. Quorum. A majority of the Directors shall constitute a quorum for the transaction of business at any duly called Board meeting. If less than a majority of Directors is present at any meeting, the meeting shall be adjourned to another time and notice of the future meeting date and time shall be sent to all Directors.
- g. Manner of Action. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board unless the act of a greater number is required by statute, the Articles of Incorporation or these Bylaws. No Director may act by proxy on any matter.
- h. Electronic Meeting Participation. Directors may participate in any meeting virtually by means through which all persons participating in the meeting can communicate with each other. Such participation in a meeting shall constitute full presence at the meeting.
- i. Informal Action. An action required to be taken by the Board may be taken without a meeting if a dated consent in writing (whether in hard copy, email, or other electronic format) setting forth the action to be taken is signed by all Directors entitled to vote concerning the subject matter thereof. The consent shall be evidenced by one or more written approvals, each of which sets forth the action taken and provides a written record of approval. All the approvals evidencing the consent shall be delivered to the Secretary and filed in the corporate records. The action taken shall be effective when all the Directors approve the consent unless the consent specifies a different effective date.

## **ARTICLE X – Committees and Advisory Committees**

Section I. Consistent with the Act, Article X differentiates between committees that carry the authority of the Board of Directors (“Committees”) and those that serve in an advisory capacity, making recommendations to the Board of Directors but not independently authorized to act on the Board of Directors’ behalf (“Advisory Bodies,” or “Advisory Committees”).

Section II. Committees

- a. Composition. Except as provided in this Article X, each Committee will consist of two or more Directors and such other persons as the Board designates, provided that a majority of each Committee’s members are Directors. However, Committees appointed by the Board of Directors or otherwise authorized by the Bylaws relating to the election, nomination, qualification, or credentials of Directors or other Committees involved in the process of electing Directors may be composed entirely of non-directors.
- b. Each Committee shall have the authority stated in these Bylaws, the resolution establishing the Committee, and any charter, guidelines, or rules adopted by the Board of Directors. However, no Committee shall have the power or authority to:

- Adopt a plan for the distribution of AAR’s assets or for dissolution;
  - Approve or recommend to members any action required by the Act to be approved by members (except that Committees appointed by the Board or otherwise authorized by the Bylaws relating to the election, nomination, qualification, or credentials of directors or other Committees involved in the process of electing directors may make recommendations to the members relating to electing directors);
  - Fill vacancies on the Board of Directors or any of its Committees;
  - Elect, appoint, or remove any officer or Director or member of any Committee or commit AAR to compensate any member of a Committee;
  - Adopt, amend, or repeal these Bylaws or the Articles of Incorporation;
  - Adopt a plan of merger, or adopt a plan of consolidation, or authorize the sale, lease, exchange or mortgage of AAR’s property or assets; or
  - Amend, alter, repeal, or act inconsistent with any resolution or action of the Board when the resolution or action of the Board provides by its terms that it shall not be amended, altered, or repealed by action of a Committee.
- c. Absent an express statement to the contrary in these Bylaws, the resolution establishing the Committee, or a Committee’s charter adopted by the Board, a Committee shall not have the authority to enter into any contract or otherwise legally bind AAR. The designation of a Committee and the delegation thereto of authority shall not operate to relieve the Board or any individual Director of any responsibility imposed on the Director by law.

Section III. Advisory Committees.

- a. The Board, by resolution, may designate one or more advisory bodies, which shall not have or exercise the authority of the Board. Other than as specified in these Bylaws, these Advisory Bodies or Advisory Committees shall consist of such persons as the President designates. Advisory Committees may not act on AAR’s behalf or bind it to any actions but may make recommendations to the Board or AAR officers.
- b. The names of the Association’s advisory bodies may, but need not, include the term “committee,” including, for example, the “Advisory Education Committee.” For the avoidance of doubt, advisory bodies with names containing the word “committee” do not possess the authority of Committees as provided in these Bylaws, nor are they subject to the other provisions of these Bylaws or the Act applicable to Committees.

Section IV. The Association may have standing committees whose members will be chosen with the approval of a majority of the Board of Directors. Unless otherwise specified, the term for all committee appointments is three years, with one three-year re-appointment possible. Elevation to a committee Chair from within the membership of a committee would be considered a new appointment and eligible for a full three-year term with one reappointment at the discretion of the Board of Directors. The Chair of each committee will report to the Board of Directors at the annual meeting and the interim meeting.

- Section V. The Board of Directors may appoint such ad hoc committees as are necessary to conduct the business of the Association. Ad hoc committees will serve until the next business meeting of the Association following their appointment.
- Section VI. AAR shall have an Executive Committee. The Executive Committee will consist of the President, the Immediate Past President, the President-elect, the Vice President, the Secretary and the Treasurer. The Executive Committee shall have most of the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, and is subject to the direction and control of the full Board. The Executive Committee is empowered to act, without full Board approval. In addition to the other limitations on Committees stated herein, the Executive Committee shall not make any decisions involving expenses of \$25,000 or greater.
- Section VII. Governance Applicable to Committees and Advisory Committees
- a. Term. Unless otherwise stated in these Bylaws or a charter adopted by the Board for the Committee/Advisory Committee, Committee/Advisory Committee member terms shall commence when the Committee/Advisory Committee member is appointed and end at the conclusion of the annual meeting.
  - b. Resignation or Removal. A Committee/Advisory Committee member may resign by providing written notice to the President and Secretary. A Committee/Advisory Committee member may be removed by the Board for any reason, or no reason at any time. A Committee/Advisory Committee member who fails to attend two consecutive Committee/Advisory Committee meetings, without the subject Committee/Advisory Committee's approval, shall be deemed to have resigned from the Committee/Advisory Committee.
  - c. Chair. To the extent these Bylaws or the resolution or charter establishing a Committee/Advisory Committee does not identify a Chair for the Committee/Advisory Committee, the President shall designate the Chair for the Committee/Advisory Committee with the approval of the Board. In the absence of the Chair, the Committee/Advisory Committee members in attendance at a meeting of the Committee/Advisory Committee shall select a Chair for that meeting from among those Committee/Advisory Committee members present.
  - d. Meetings. Regular Committee/Advisory Committee meetings may be established by the Board or the Committee/Advisory Committee. Other Committee/Advisory Committee meetings may be called by the Board, the President, the Committee/Advisory Committee Chair, or a majority of the Committee/Advisory Committee members.
  - e. Notice. Written notice of any Committee/Advisory Committee meeting shall be delivered at least two (2) days before any Committee/Advisory Committee meeting. Notice of any Committee/Advisory Committee meeting may be waived in writing signed by the person(s) entitled to the notice before or after the meeting. An individual's attendance at any meeting shall constitute a waiver of notice of such meeting, except when the individual attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

- f. Quorum. A majority of a Committee/Advisory Committee shall constitute a quorum unless otherwise stated herein or in the resolution or charter forming the subject Committee/Advisory Committee.
- g. Manner of Action. The act of a majority of the Committee/Advisory Committee members present at a meeting at which there is a quorum shall be the act of the Committee/Advisory Committee unless a greater number is required by statute, these Bylaws, or the Articles of Incorporation.
- h. Electronic Meeting Participation. A Committee/Advisory Committee member may participate in and act at any meeting of a Committee/Advisory Committee virtually through means by which all persons participating in the meeting can communicate with each other. Participation in a meeting shall constitute full presence at the meeting.
- i. Proxy Voting. No Committee/Advisory Committee member may act by proxy.
- j. Informal Action. Any action required or that may otherwise be taken at a Committee/Advisory Committee meeting may be taken without a meeting if consent in writing, setting forth the action so taken, is signed by all the Committee/Advisory Committee members. The consent shall be evidenced by one or more written approvals, each of which sets forth the action taken and provides a written record of approval. All approvals shall be delivered to the President and Secretary to be filed in the corporate records. The action will be effective when all the Committee/Advisory Committee members approve the consent unless the consent specifies a different effective date.
- k. Guidelines and Rules. In addition to the Committee and Liaison Policy, the Board may adopt a charter, additional guidelines, and rules for a Committee/Advisory Committee as it deems necessary and appropriate. Each Committee/Advisory Committee may adopt rules for its governance not inconsistent with the Articles of Incorporation, these Bylaws, the resolution establishing the subject Committee/Advisory Committee, or any charter, guidelines, or rules adopted by the Board for the subject Committee/Advisory Committee, including the Committee and Liaison Policy.
- l. Authority of the Board. The Board may, at any time, dissolve, reconstitute, alter, remove a member of, or take any other action regarding a Committee/Advisory Committee that the Board determines to be in AAR's best interest.

## **ARTICLE XI – AAR College of Fellows**

Section I. The AAR will establish a College of Fellows with specific eligibility requirements, nomination processes and selection processes. A Fellow shall be an AAR member in continuous good standing who has made exceptional

contributions to the AAR and the academic radiology community, and satisfies such other requirements as determined by AAR.

- Section II. Eligibility  
AAR members shall be eligible for election to the College of Fellows when they meet established requirements as approved by the Board of Directors
- Section III. Election Process  
A Fellow Nominating Committee shall be established to review applications and recommend candidates for the AAR College of Fellows. The AAR Board of Directors shall annually approve new Fellows.
- Section IV. Recognition  
Fellows of the Association of Academic Radiology are entitled to use the acronym FAAR after their name.

## **ARTICLE XII - Annual Meeting of Members**

- Section I. Meetings of the members of the Association will be held annually. The President, during whose tenure the meeting will be held, will recommend the site and appropriate time of the future meeting to the Executive Committee for approval.
- Section II. The site, date, and time of future annual meetings will be determined by the Executive Committee on behalf of the Board of Directors with consideration of equitable representation of various parts of the country and available facilities.
- Section III. Programs will be arranged and circulated before the meetings, and time for free discussion will be arranged at the annual meeting.
- Section IV. Special Meetings  
A special meeting of the Association may be called at the discretion of the President or Board of Directors at the time and place to be designated by the President if the Board does not designate a time and place. Notice of a special meeting, together with a statement of the business to be transacted at such a meeting, will be sent to each voting member of the Association at least 14 days before the date of such a meeting. No business other than that specified in the notice of the special meeting shall be transacted.
- Section V. Notice of Meetings  
Written notice stating the site, date, and time of any member meetings other than special meetings shall be delivered to each member entitled to vote at such meeting no less than five (5) nor more than sixty (60) days before the date of the meeting, or, in the case of a merger, consolidation, dissolution, sale, lease, or exchange of assets, no less than twenty (20) nor more than sixty (60) days before the date of the meeting.
- Section VI. Waiver of Notice.  
Any member may waive notice of any meeting before, at, or after such meeting. The attendance of a member at a meeting shall constitute a waiver of notice of

such meeting, except where a member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened and presents their objection at the beginning of the meeting or promptly upon their arrival.

**Section VII. Record Date.**

To determine the full members entitled to notice of or to vote at any meeting of members, or to determine members for any other proper purpose, the Board may fix in advance a date as the record date for any such determination of members, such date, in any case, to be no more than sixty (60) days and, for a meeting of members, no less than five (5) days, or in the case of a merger, consolidation, dissolution, sale, lease, or exchange of assets, no less than twenty (20) days before the date of such meeting. If no record date is fixed for the determination of full members entitled to notice of or to vote at a meeting of members, the date on which notice of the meeting is delivered shall be the record date for such determination of members. When the determination of full members entitled to vote at any member meeting is made, such determination shall apply to any meeting adjournment.

**Section VIII. Quorum and Manner of Acting.**

Except as provided in these Bylaws, fifty (50) full members in good standing and present at a meeting shall constitute a quorum. If a quorum is present, the affirmative vote of a majority of the full members in good standing at the meeting shall be the act of the members unless the vote of a greater number is required by the Act, the Articles of Incorporation, or these Bylaws. At any adjourned meeting at which a quorum is present, any business may be transacted that might have been transacted at the original meeting.

**Section IX. Informal Action by Full Members.**

Unless otherwise provided in AAR's Articles of Incorporation or these Bylaws, any action required to be taken at any member meeting may be taken without a meeting via written ballot by mail, email, or any other electronic means under which the full members entitled to vote thereon are given the opportunity to vote for or against the proposed action, and the action receives approval by a majority of the members casting votes, or such larger number as may be required by law, the Articles of Incorporation, or these Bylaws, provided the number of members casting votes would constitute a quorum if such action had been taken at a meeting. Voting must remain open for no less than five (5) days from the date the ballot is delivered; provided, however, in case of a merger, consolidation, dissolution, sale, lease, or exchange of assets, the voting must remain open for no less than twenty (20) days from the date the ballot is delivered. Such informal action by members shall become effective only if, at least five (5) days before the effective date of such informal action, a notice in writing of the action is delivered to all members entitled to vote concerning the subject action.

### **ARTICLE XIII - Amendments**

The power to alter, amend, or repeal these Bylaws and Regulations shall be vested in the Board. Such action may be taken at a regular or special meeting for which written notice stating the purpose of the meeting has been given to the Board. The Bylaws and Regulations may not



contain any provisions for the regulation and management of the affairs of AAR inconsistent with applicable law or the Articles of Incorporation.

#### **ARTICLE XIV - Dues**

Annual dues will be charged and will be payable to the Treasurer. They shall be considered past-due 3 months after the due date and the benefits of membership shall then be suspended. The suspended member will have the right to reapply for membership upon payment of dues in arrears. The Membership Committee will process this applicant as a new applicant.

#### **ARTICLE XV - Contracts, Checks, Deposits, Gifts, and Other Matters**

##### **Section I. Contracts**

The Board of Directors may authorize any officer or officers or agent or agents of the Association, in addition to the officers so authorized by these Bylaws of the Association, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances.

##### **Section II. Checks, Drafts, etc.**

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association shall be signed by such officer or officers or agent or agents of the Association in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer and countersigned by the President or President-elect of the Association. For amounts less than two hundred dollars, such instruments may be signed by the Treasurer only.

##### **Section III. Deposits**

All funds of the Association 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 IV. Gifts**

Any officer or the President may accept, on behalf of the Association, any unrestricted or unconditional contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Association. Any restricted or conditional contribution, gift, bequest, or devise may be accepted only by the Board of Directors on behalf of the Association.

##### **Section V. Staff**

Consistent with the general power of the Board to oversee the management of the Association's affairs, the Board may retain, or delegate the authority to retain, employees and contractors as necessary to advance the Association's purpose, each of whom shall have such authority and perform such duties as the Board determines. Reasonable compensation may be paid by the Association for

services rendered by employees and contractors in furtherance of the Association's purpose.

## **ARTICLE XVI - Indemnification**

- Section 1. Indemnification in Actions Other Than by or in the Right of AAR.  
AAR shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of AAR) by reason of the fact that he/she is or was a Director, officer, employee, or agent of AAR, or is or was serving at the request of AAR as a Director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit, or proceeding, if such person acted in good faith and in a manner he/she reasonably believed to be in, or not opposed to, the best interests of AAR and, with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, or conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner he/she reasonably believed to be in or not opposed to the best interests of AAR or, with respect to any criminal action or proceeding, that the person had reasonable cause to believe that his/her conduct was unlawful.
- Section 2. Indemnification in Actions by or in the Right of AAR.  
AAR shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of AAR to procure a judgment in its favor by reason of the fact that such person is or was a Director, officer, employee, or agent of AAR, or is or was serving at the request of AAR as a Director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit, if such person acted in good faith and in a manner he/she reasonably believed to be in, or not opposed to, the best interests of AAR, provided that no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his/her duty to AAR, unless, and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.
- Section 3. Right to Payment of Expenses.  
To the extent a Director, officer, employee, or agent of AAR has been successful, on the merits or otherwise, in the defense of any action, suit, or proceeding referred to in Sections 1 and 2 of this Article, or in defense of any claim, issue, or matter therein, such person shall be indemnified against expenses (including

attorneys' fees) actually and reasonably incurred by such person in connection therewith.

- Section 4. **Determination of Conduct.**  
Any indemnification under Sections 1 and 2 of this Article (unless ordered by a court) shall be made by AAR only as authorized in the specific case, upon a determination that indemnification of the Director, officer, employee or agent is proper in the circumstances because he/she has met the applicable standard of conduct set forth in Sections 1 and 2 of this Article. Such determination shall be made: (a) by a majority vote of a quorum consisting of Directors who were not parties to such action, suit, or proceeding; or (b) if such a quorum is not obtainable, or even if obtainable, if a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion.
- Section 5. **Payment of Expenses in Advance.**  
Expenses incurred in defending a civil or criminal action, suit, or proceeding may be paid by AAR in advance of the final disposition of such action, suit, or proceeding, as authorized by the Board in the specific case, upon receipt of an undertaking by or on behalf of the Director, officer, employee, or agent to repay such amount, unless it shall ultimately be determined that he/she is entitled to be indemnified by AAR as authorized in this Article.
- Section 6. **Other Rights.**  
The indemnification provided in this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under these Bylaws, any agreement, vote of disinterested Directors, or otherwise, both as to action in his/her official capacity and as to action in another capacity while holding such office. Indemnification provided hereunder shall continue as to a person who has ceased to be a Director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.
- Section 7. **Insurance.**  
AAR may purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee, or agent of AAR, or who is or was serving at the request of AAR as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of his/her status as such, whether or not AAR would have the power to indemnify such person against such liability under the provisions of this Section.
- Section 8. **Severability.**  
If any part of this Article shall be found in any action, suit, or proceeding to be invalid or ineffective, the validity and the effectiveness of the remaining parts shall not be affected.

# ASSOCIATION OF ACADEMIC RADIOLOGY REGULATIONS

## 1

The latest edition of the *American Institute of Parliamentarians Standard Code of Parliamentary Procedure* governing deliberative bodies will govern the meetings of the Association, except as otherwise specified in the Bylaws or these Regulations.

## 2

The annual dues will be determined by the Board of Directors. The Board of Directors will determine the dues year and the fiscal year. For new full members and associate members, subscriptions to the official journal of the Association, *Academic Radiology*, will begin within 6-8 weeks after the election to membership. Dues for junior members will be set at the members' subscription rate for the Association's official journal. Emeritus members are relieved of paying dues but will not receive the official journal of the Association. Emeritus members may elect to subscribe to *Academic Radiology* at the member subscription rate.

## 3

Whenever any notice is required to be given under applicable law, the Articles of Incorporation, or the Bylaws, waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice (Waiver of Notice).

## 4

The AAR is incorporated as a non-profit, tax-exempt organization under Section 501(c)(6) of the Internal Revenue Code. Notwithstanding any other provision of the Articles of Incorporation or the Bylaws, the corporation shall not at any time engage in regular business of a kind ordinarily carried on for profit, nor shall any part of its net earnings inure to the benefit of any member or individual, nor shall it perform particular services for any member or individual, nor shall it engage in any transaction which would cause it to be denied the status of an organization exempt from taxation under the Internal Revenue Code of the United States, as amended from time to time.

## 5

In the event of the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, distribute all of the assets remaining to one or more organizations organized and operated for one or more of the purposes contained in the Articles of Incorporation or to such charitable, educational, or scientific organizations as shall at the time qualify as an exempt organization(s) under Section 501(c)(3) of the Internal Revenue Code of the United States, as amended from time to time.

## 6

Upon specific authorization by the Board of Directors, the Association may purchase and maintain insurance on behalf of any or all directors, officers, committee members, employees, agents, or other authorized representatives of the Association against any liability asserted against any such person and incurred in any such capacity, or arising out of the status of serving in any such capacity, whether or not the Association would have the power to indemnify them against such liability.

AAR Affinity Groups shall report to the AAR Board of Directors any important activities that may affect the operation and responsibilities of AAR as a whole. These activities include major changes in rules of operation, addition of membership categories, changes in dues, creation of awards, and outside funding sources. Changes involving an Affinity Group's membership categories and dues require approval by the AAR Board of Directors. Significant changes of an Affinity Group's rules of operation also require approval by the AAR Board of Directors.

All proposed changes to an Affinity Group's rules of operation shall be submitted to the AAR Bylaws Committee for review to determine whether the changes are significant enough to require approval by the AAR Board of Directors.

The AAR and its Affinity Groups do not endorse commercial products.

*Approved by the Board: November 2005*

*Approved by Membership: April 2006*

*Revisions Approved by the Board: November 2007*

*Approved by Membership: March 2008*

*Revisions Approved by the Board: March 2008 and November 2008*

*Approved by Membership: May 2009*

*Revisions Approved by the Board: November 2009*

*Approved by Membership: March 2010*

*Revisions Approved by the Board: November 2010 and April 2011*

*Approved by Membership: April 2011*

*Approved by the Board: November 2011*

*Approved by Membership: March 2012*

*Approved by the Board: March 2012*

*Approved by Membership: April, 2013*

*Approved by the Board: December, 2013*

*Approved by Membership: April 2014*

*Approved by the Board: November 2015*

*Approved by Membership: March 2016*

*Approved by the Board: November 2016*

*Revisions Approved by the Board: May, 2017*

*Approved by Membership: May 2017*

*Approved by the Board: May 2018*

*Approved by the Membership: April 2019*

*Approved by the Board: November 2020 and March 2021*

*Approved by the Membership: May 2021*

*Approved by the Board: November 2021 and March 2022*

*Approved by the Membership: March 2022*

*Approved by the Board: November 2022*

*Approved by the Membership: April 2023*

*Approved by the Board: February 2024*

*Approved by the Membership: April 2024*

*Approved by the Board: November 2024*

*Approved by the Membership: March 2025*