

**BYLAWS OF  
THE AMERICAN ASSOCIATION FOR WOMEN RADIOLOGISTS**

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**BYLAWS OF  
THE AMERICAN ASSOCIATION FOR WOMEN RADIOLOGISTS**

**ARTICLE I: THE NAME**

American Association for Women Radiologists (the “Association” or the “AAWR”)

**ARTICLE II: OBJECTIVES**

The Association is organized as a not-for-profit corporation to carry on exclusively the following charitable, education, scientific and literary purposes:

1. To provide a forum or association wherein radiologists/radiation oncologists can consider, discuss, develop and disseminate current knowledge and information concerning (1) radiology/radiation oncology in particular and medicine in general and (2) those issues unique to women in radiology/radiation oncology and related fields.
2. To sponsor meetings, forums, seminars and educational institutes dealing with topics of interest to those working in radiology/radiation oncology and related fields.
3. To encourage publication of written material in radiology/radiation oncology and related fields in particular and medicine in general.
4. To serve as a resource organization for women in the practice of radiology/radiation oncology, and as a support network for women in training in radiology/radiation oncology and related fields.
5. To encourage the participation by women at all levels from other radiology/radiation oncology societies and medical/professional organizations/societies.
6. To participate in the planning, organization and direction of joint activities, such as forums, workshops and seminars, with other radiology/radiation oncology societies and medical/professional organizations/societies.
7. To further the preceding specified or related purposes through any necessary and appropriate means.

**ARTICLE III: QUALIFICATION, ADMISSION AND DISCIPLINE OF MEMBERS**

**Section 1. Qualifications**

Membership in the Association shall be limited to those individuals who satisfy the criteria or membership set forth in Section 2 of this Article, whose medical practice is devoted exclusively to the practice of radiology/radiation oncology or who are actively engaged in

teaching or research in the field of radiology/radiation oncology or related fields. Application shall be made on the forms provided by the Association.

Continued membership in the Association shall be contingent upon remaining in good standing. Good standing means compliance with the Association's Articles of Incorporation, bylaws, and such rules and regulations as may be promulgated by the Executive Committee; adherence to the Principles of Medical Ethics of the American Medical Association; timely payment of Association dues and fees; continued satisfaction of the requirements for membership set forth in this Article; and participation in the Association's affairs and activities in a manner consistent with the objectives of the Association as set forth in these bylaws and as determined from time to time by the Executive Committee.

## **Section 2. Admission**

Membership in the Association shall consist of seven (7) categories:

- a. **Active members** shall be defined as physicians or radiation physicists who have been certified in radiology/radiation oncology or one of its recognized branches by the American Board of Radiology, American Osteopathic Board of Radiology, American Board of Nuclear Medicine, or who are certified by an equivalent Radiation biologists with doctoral degrees shall be eligible for active membership. Active members in good standing shall have the right to vote at all meetings of the membership and shall be qualified to hold office.
- b. **Associate members** shall be defined as physicians who have completed accredited training programs in radiology/radiation oncology or one of its recognized branches but who are not board certified. Associate members may include medical imaging specialists, with advanced degrees who devote more than 75% of their time to medical imaging and radiation therapy. Associate members shall have the right to vote and to serve on committees, but shall not have the right to hold office.
- c. **Members-in-training** shall be defined as:
  - i) physicians enrolled in accredited training programs in radiology/radiation oncology or one of its recognized branches
  - ii) advanced degree candidates in radiology/radiation oncology or one of its recognized branches,
  - iii) advanced degree candidates in radiation physics or radiation biology programs.
  - iv) medical Students who attend an accredited US or Canadian school of medicine and who plan to compete for a position in a radiology/radiation oncology
- d. **Members-in-training** shall not have the right to vote or hold office except as specifically provided in Article IV, in Section 2 and Article IX, Section 4.
- e. **Emeritus members** shall be defined as previously active members who no longer practice their specialty. Emeritus members shall pay such membership dues as may be determined by the Membership Committee and approved by the Executive

Committee. Emeritus members shall have the right to vote and serve on committees, but shall not have the right to hold office.

- f. **Honorary members** shall be defined as other individuals selected by the Executive Committee on the basis of merit. Honorary members shall not have the right to vote or hold office.
  - g. **Corresponding international members** shall be defined as radiologists, radiation oncologists or scientists living outside of the United States or Canada. Corresponding international members may serve on committees, but shall not have the right to vote or hold office.
2. Members may request a change in status by submitted the request in writing (postal or electronic mail) to the society office.

### **Section 3. Discipline**

1. The Board of Directors shall have the authority to take disciplinary action against any member of the Association, which may include censure, reprimand, suspension, expulsion or such other forms of discipline as the Board of Directors may deem appropriate under the circumstances. The grounds for disciplinary action shall include, without limitation, the following:
- a. Failure to comply with the requirements contained in the Articles of Incorporation, the bylaws and such rules and regulations as may be adopted by the Board of Directors;
  - b. Failure to comply with the requirements for initial and continued membership set forth in Sections 1 and 2 of this Article; public use of the Association's name without the prior consent of the Board of Directors; significant misrepresentation of the policies, procedures or positions adopted by the Association; and participation in the Association's affairs and activities in a manner inconsistent with the objectives of the Association as set forth in these bylaws and as determined from time to time by the Board of Directors; and
  - c. Non-payment of dues.
2. Disciplinary action may be initiated by the Executive Committee. In addition, any active or associate member of the Association may submit to the Executive Committee a written complaint or request that disciplinary action be taken against any member. Except in a case of nonpayment of dues, written notice shall be sent to the affected member by registered or certified mail not less than thirty (30) days prior to the scheduled date of the meeting of the Executive Committee at which the Committee will consider taking final disciplinary action against the member. The notice shall inform the member of the time, date and place of the meeting and that he or she may appear in person before the Executive Committee. In addition, the notice shall include a summary of the reason for which disciplinary action is being considered.

Disciplinary action of any member shall require the affirmative vote of not less than three-quarters (3/4) of the members of the Executive Committee. The Secretary shall, within thirty

(30) days thereafter, cause notice of the action taken by the Executive Committee to be sent to the member by registered mail or certified mail. If disciplinary action is taken, the Secretary shall state the nature of and the general basis for the disciplinary action. The status of the member shall remain unaltered during the pending disciplinary proceedings. Any action taken by the Executive Committee shall be final. Disciplinary action based on nonpayment of dues shall be controlled entirely by Article X.

#### **ARTICLE IV: BOARD OF DIRECTORS**

1. The Board of Directors. The Board of Directors is responsible for long term association strategy and external or public policy. The Board of Directors shall have the authority to borrow money in the name of the Association and to pledge or otherwise encumber assets of the Association for the purpose of securing such loans. The Board of Directors will keep records of its proceedings. The Board of Directors shall meet in accordance with the requirements set forth under Article VIII, Meetings.
2. The Board of Directors shall be comprised of:
  - a. The Officers of the Association (President, President-Elect, Vice President, Secretary, Treasurer, Immediate Past President)
  - b. The AAWR councilor of the American College of Radiology
  - c. AAWR alternate councilor to the American College of Radiology
  - d. Four (4) Members-at-large of the Board of Directors shall be members of the Association in good standing and shall include.
    - i) an active member in diagnostic radiology
    - ii) a Member-in-training elected to represent Members-in-training as a voting member of the Board of Directors,
    - iii) an active member who is a radiation oncologist, and
    - iv) an active member who represents community practice.
3. Members of the Board of Directors shall serve for a term of one (1) year and may serve no more than three (3) consecutive terms as such.
4. The President of the Association shall serve as the Chairperson of the Board of Directors. The election of the Board of Directors shall be accomplished in accordance with the procedures set forth under Article VI-Election of Officers
5. Members of the Board of Directors shall not be compensated for their service as such or for their service to the Association. However, nothing herein contained shall be construed as prohibiting the payment of compensation to an individual who serves as a member of the Board of Directors or officer for services rendered to the Association in another capacity.

#### **ARTICLE V: EXECUTIVE COMMITTEE**

The Executive Committee shall have the responsibility for the general management of the Association. The Executive Committee will monitor and evaluate operations, have the oversight of finances and investments, may exercise the power of the Board of Directors between meetings of the Board.

1. The Executive Committee shall consist of the Officers of the Society, and the President shall serve as Chair. Four members shall constitute a quorum.

#### **ARTICLE VI: OFFICERS**

1. The officers of this Association shall be a President, President-Elect, Vice-President, Secretary, Treasurer, Immediate Past President, the ACR Councilor
2. Each officer shall hold office for a term of one (1) year.
3. The President-Elect shall become President after completion of the term as President-Elect. The Vice-President shall become President-Elect after completion of the term as Vice-President. The Treasurer will become Vice President, the Secretary become Treasurer and the Secretary shall be elected at the annual meeting of the members.

#### **ARTICLE VII: ELECTION OF OFFICERS AND BOARD OF DIRECTORS**

1. The initial officers of the Association shall be those elected at the annual meeting held in 1981, prior to the Association's incorporation. Thereafter, the Nominating Committee shall annually select a slate of officers for the positions of President-Elect, Vice-President, Secretary, Treasurer, and a slate for the positions of the Board of Directors. Nominations for these positions may also be made from the floor during the annual meeting with prior consent of the person(s) nominated. The President-Elect, after completion of the term as such, shall automatically succeed to the office of President. The Vice-President may be elected to the office of President-Elect after completion of the term as Vice-President. The President, after completion of the term as such, shall automatically succeed to the office of Immediate Past President. The term of office for all officers, with the exception of the AAWR councilor to the ACR and board members, shall commence immediately following the annual meeting at which they were elected or succeeded to office.
2. The AAWR Councilor to the ACR shall be elected by the membership at the annual meeting (pursuant to Article VI, Section 1) for the term of three (3) years. The Councilor may be re-elected for one (1) additional three-year term but shall not be eligible for re-election to additional terms until a lapse of not less than one (1) year.
- 3.
4. Election shall be conducted by written ballot prior to the annual meeting, either through US Mail or electronic mail, or by written or voice ballot at the annual meeting. Active, associate and emeritus members can vote. Elections shall be by a majority vote of the voting members.

5. When an office or Board member position falls vacant by reason of death, resignation, removal with or without cause, or disability, the Executive Committee shall appoint a replacement to complete the term in progress.
- ~~6.~~ Any officer or board member may be removed, either with or without cause, in accordance with the Illinois General Not for Profit Corporation Act.

#### **ARTICLE VIII: DUTIES OF THE OFFICERS**

1. **President.** The President presides at all meetings of the Association, is the chairperson of the Board of Directors and Executive Committee and is an *ex officio* member of all committees. The President shall be the chief executive officer of the Association and shall have general authority over the day-to-day activities and operation of the Association, subject to the control of the Executive Committee.
2. **President-Elect.** The President-Elect shall succeed the President, shall preside in the absence or incapacity of the President and shall perform such other duties as may from time to time be assigned by the Board of Directors or Executive Committee or by the President and shall serve as Co-chair of the Program Committee with the Vice President.
3. **Vice-President.** The Vice-President shall succeed the President-Elect, shall chair the Bylaws Committee, shall serve as Co-Chair of the Program Committee with the President-Elect, and shall perform such other duties as may from time to time be assigned by the President, President-Elect, Board of Directors or the Executive Committee. The Vice President shall be responsible for long-range planning, reaffirming current activities, and identifying new opportunities in conjunction with the mission of the Association.
4. **Secretary.** The Secretary shall attend all meetings of the membership Board of Directors , or the Executive Committee; shall record all the votes of the members and of the Executive Committee; shall record the minutes of the meetings of the membership Board of Directors and of the Executive Committee; shall keep an accurate list of members; shall see that notices and mailings to the membership are given and that records and reports are properly kept and filed by the Association as required by law; shall chair the Communications and Public Relations Committee; and shall perform all duties incident to the office of Secretary; and shall discharge such other duties as may from time to time be assigned to by the President, Board of Directors or by the Executive Committee.
5. **Treasurer.** The Treasurer shall have or provide for the custody of the funds or other property of the Association and shall keep a separate book account of the same; shall require proper vouchers for disbursement of funds; shall collect and receive or provide for the collection and receipt of monies earned by or in any manner due to or received by the Association; shall deposit all funds in his/her custody as Treasurer in such banks or places of deposit as the Executive Committee may designate; shall, whenever so required by the Executive Committee, render an account showing the transactions as Treasurer and the financial condition of the Association; shall chair the Finance Committee and shall discharge such other duties as may from time to time be assigned to by the President Board of Directors or by the Executive Committee.

6. The **Immediate Past President** shall chair the nominating committee.
7. **ACR Councilor.** The AAWR Councilor to the American College of Radiology (ACR) shall represent the Association at the functions of the ACR, act as a liaison between the two organizations, and report to the Board of Directors and Executive Committee at its meetings. The ACR Councilor may engage in ACR activities as permitted by the ACR bylaws.

## ARTICLE IX: MEETINGS

### 1. **Members**

- a. **Annual meetings** of the members shall be held during the fourth calendar quarter of each year on a date fixed by the Executive Committee for the purpose of electing officers and board members, and for the purpose of transacting such other business as may be brought before the meeting by the Board of Directors. The Executive Committee shall determine the date, place and time of the annual meeting. The Secretary shall provide written notice of the annual meeting, including the slate of officers and board members to the membership not less than thirty (30) days before the date of the annual meeting.
- b. **Regular meetings** of the members shall be held at such intervals as may be fixed by the Executive Committee for the transaction for such business as may be properly brought before the meetings by the Board of Directors. The time and place of regular meetings shall be fixed by the Executive Committee. The Secretary shall provide written notice of all regular meetings to the membership not less than thirty (30) days in advance.
- c. **Special meetings** may be called by the President, or in absentia by the President-Elect, or upon petition of three (3) members of the Executive Committee or upon the written petition of twenty (20) members of the Association. The object of the meeting shall be stated in writing. It shall be the duty of the Secretary to fix the time of the meeting, which shall be held on such date, place and time as the Secretary shall fix, provided however, that the meeting shall not be less than thirty (30) days and not more than sixty (60) days after receipt of the request for such meeting. The Secretary shall provide written notice of the meeting, including the object of the meeting, to the membership not less than thirty (30) days before the date of the special meeting.
- d. A quorum for the transaction of business at any meeting of the members shall be fifteen (15) voting members present in person or by proxy. The vote of a majority of the voting members present at any meeting at which a quorum exists shall constitute the action of the members, except as otherwise provided by law, the articles of incorporation, or these bylaws.

## **2. Board of Directors**

- a. Annual meetings of the Board of Directors shall be held in conjunction with the annual meeting of the members. The purpose of the annual meeting of the Board of Directors shall be to transact such business as may be properly brought before the Board.
- b. In addition to the annual meeting, regular meetings of the Executive Committee shall be held not less frequently than once a year at such time and place as the Executive Committee may determine. The purpose of the regular meetings of the Executive Committee shall be to transact such business as may be properly brought before the Committee.
- c. Special meetings of the Board of Directors may be called by the President, or in absentia by the President-Elect, or by petition of no fewer than three (3) members of the Board of Directors.
- d. The Secretary shall provide written notice (US mail or electronic) of each annual, regular, and special meeting to each Board or Executive Committee member at least seven (7) days before the time of the meeting is to be held. Every notice shall state the date, time and place of the meeting and in the case of a special meeting, shall state the objective of the meeting.
- e. A quorum for all Board of Directors or Executive Committee meetings shall consist of a majority of all members thereof. If a quorum is not present at any meeting, the majority of the members present may adjourn the meeting from time to time without further notice. The vote of a majority of the members of the Board of Directors or Executive Committee present at any meeting at which a quorum exists shall constitute the action of the Board of Directors or Executive Committee, except as otherwise provided by law, the articles of incorporation, or these bylaws.
- f. Any action which is required to be taken or may be taken at a meeting of the Executive Committee may be taken without a meeting, if a consent in writing setting forth the action so taken shall be signed by all members of the Executive Committee. In addition, any action which is required to be taken or may be taken at a meeting of the Executive Committee, other than the annual meeting, may be taken at a telephonic meeting, or meeting at which communication is permitted by other means of electronic communication, and the action taken by such meeting at which a quorum exists shall be deemed to be the action of the Executive Committee.

## **ARTICLE X: COMMITTEES**

1. The standing committees of the Association include: Executive, Awards, Bylaws, Communications and Publications, Finance, Membership, Nominating, and Program. The Board of Directors may also, from time to time, establish such other special committees as it deems to be necessary and desirable. Except as otherwise provided in these bylaws, the

President or the Executive Committee shall appoint the members. Each special committee member shall be an active Association member in good standing.

- a. **Awards Committee**, shall include at least two Past-Presidents. The chairperson shall be the immediate past president. The Immediate Past President may appoint additional members. This Committee shall be responsible for soliciting nominations for the Alice Ettinger Distinguished Achievement Award, Marie Sklodowska-Curie Award, and the Distinguished Resident Awards, and for recommending to the Executive Committee the awardees for these honors. In addition, the President shall serve with voting privileges as an *ex officio* member of the Committee.
  - i) **Alice Ettinger Distinguished Achievement Award** is a lifetime achievement award recognizing long-term contributions to radiology/radiation oncology and to the Association. This award is named for Dr. Alice Ettinger, a pioneer in the early years of radiology in the United States. Candidates must be current members of the Association. They must have distinguished careers as mentors, teachers, and leaders in radiology.
  - ii) **Marie Sklodowska-Curie Award** is an honor to be bestowed upon a member who has contributed significantly to the advancement of the practice of radiology/radiation oncology and/or to the advancement of women in radiology/radiation oncology.
  - iii) **Distinguished Resident Awards** are honors to be bestowed upon (1) a diagnostic radiology resident member and (2) a radiation oncology resident member, each of whom has contributed to radiology/radiation oncology and/or to the Association by community involvement, service during residency, and/or by research endeavors.
- b. **Bylaws Committee**, appointed by the President or the Executive Committee, shall recommend proposed changes of the bylaws at the Executive Committee meeting of the Association at the annual meeting. The Vice-President and the President-Elect shall be members, and the Vice-President shall chair the Committee. In addition, the President shall serve with voting privileges as an *ex officio* member of the Committee.
- c. **Communications and Public Relations Committee** shall include the newsletter editor (if there is one) and other members as appointed by the President or the Executive Committee. The Secretary shall chair the Committee. The Communications and Public Relations Committee shall be involved in those activities of the Association that increase awareness of the Association, including the Association newsletter, if there is one. The President shall serve with voting privileges as an *ex officio* member of the Committee.
- d. **Finance Committee** shall include the Treasurer, the President, the President-Elect, and the Vice President. The Treasurer shall chair the committee. Additional members may be appointed by the President or the Executive Committee. The Committee

shall recommend membership fee changes, submit a proposed budget, recommend investment strategies, and be responsible for fiscal policy.

- e. **Membership Committee** shall be appointed by the President or the Executive Committee at the annual meeting. The committee shall be chaired by one or more of the Members at Large, appointed by the President. The Committee shall carry out such functions with regard to maintaining and increasing membership and other related duties as may be delegated by the Executive Committee. In addition, the President shall serve with voting privileges as an *ex officio* member of the Committee.
  - f. **Nominating Committee** the Immediate Past President shall chair the committee. The Immediate Past President may appoint additional members. The Committee shall select a slate of candidates for officers and members-at-large, if any, to be voted upon by the voting members during the annual meeting. In addition, the President shall serve with voting privileges as an *ex officio* member of the Committee.
  - g. **Program Committee**, consisting of members appointed by the President or the Executive Committee, shall plan the program for meetings, organize social functions and arrange for publicity. The Vice-President and President-Elect will co-chair the Committee. In addition, the President shall serve with voting privileges as an *ex officio* member of the Committee.
2. The term of all committee appointments is three (3) years. One third of the members will rotate off each year..
  3. The chair of each special committee shall be appointed by the President or the Executive Committee. The Secretary shall provide written notice of the establishment of any special committee, the committee members, and the chair(s) to the membership by publishing this information in the next newsletter.
  4. Members-in-training may be appointed to committees by the President or Executive Committee, with voting privileges.
  5. In the event of any dispute as to a committee appointment, the action of the Executive Committee shall control and be final.

#### **ARTICLE XI: FEES AND EXPENSES**

1. Membership fees, dues and the date of payment shall be determined by the Executive Committee. Active members, associate members, members-in-training, emeritus/a members, honorary members, corresponding international members, and institutional/corporate members shall be liable for such dues and assessments as may be levied by the Executive Committee.

If dues and fees are not paid within ninety (90) days of the date on which they become due and payable, the member shall be notified by the Treasurer of the delinquent status. If said dues

and fees are not paid within ninety (90) days thereafter, the member shall be considered to be not in good standing, and all privileges of membership shall be suspended until all arrears are paid in full.

2. The Executive Committee shall determine whether any member or class of members shall be exempt from the payment of dues and the period for which said exemption shall continue.

#### **ARTICLE XII: PARLIAMENTARY AUTHORITY**

Parliamentary authority for all matters of procedures not specifically covered by these bylaws shall be determined by the Executive Committee, in the exercise of its reasonable discretion and guided by generally accepted principles of the Sturgis Standard Code of Parliamentary Procedure.

#### **ARTICLE XIII: AMENDMENTS**

Amendments to these bylaws may be adopted at the annual meeting, or any regular or special meeting of the members of the Association by an affirmative vote of at least two-thirds (2/3) of the active members, associate members, and emeritus/a members present. Such amendments must be circulated by mail or electronic communication by the Secretary to the entire voting membership at least thirty (30) days prior to presentation at the meeting at which amendments will be voted upon.

#### **ARTICLE XIV: CONTRACTS, CHECKS, DEPOSITS OF FUNDS, AND GIFTS**

1. **Contracts.** The Executive Committee may authorize any officer or officers, agent or agents of the Association, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver and instrument in the name of and on behalf of the Association. Such authority may be general or confined to specific instances.
2. **Checks, Drafts, Etc.** All checks, drafts, other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Association shall be signed by such officer or officers, agent or agents of the Association and in such manner as shall from time to time be determined by resolution of the Executive Committee.
3. **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 Executive Committee may select.
4. **Gifts.** The Executive Committee may accept on behalf of the Association any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Association.

#### **ARTICLE XV: BOOKS, RECORDS, AND ACCOUNTS**

The Association shall keep, or cause to be kept, correct and complete books and records of account and shall also keep minutes of the proceedings of the Executive Committee, its committees, and the membership. In addition, the Association shall cause an audit of its accounts to be made once every three (3) years or as may be required by law, and shall cause to be filed the necessary reports, tax returns or other documents as maybe required by law.

## **ARTICLE XVI: FISCAL YEAR**

The fiscal year of the Association shall be established at the discretion of the Executive Committee.

## **ARTICLE XVII: SEAL**

The Executive Committee may provide a corporate seal that shall be in the form of a circle and shall have inscribed thereon the name of the Association with the words, "Corporate Seal, Illinois."

## **ARTICLE XVIII: NOTICE AND WAIVER OF NOTICE**

1. **Notice.** Whenever written notice is required to be given to any person under the provisions of the Articles of Incorporation, these bylaws, or the Illinois General Not-For-Profit Corporation Act, it may be given to such person, either personally or by sending a copy thereof by U.S. mail, or electronic mail, to that person's address appearing on the records of the Association. A notice of meeting shall specify the place, date and hour of the meeting and any other information required by law or these bylaws.
2. **Waiver of Notice.** Whenever any notice whatsoever is required to be given under the provisions of the General Not-For-Profit Corporation Act of the State of Illinois or under the provisions of the Articles of Incorporation or the bylaws of this Association, a waiver thereof in writing signed by the person(s) entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

## **ARTICLE XIX: DISSOLUTION**

In the event of dissolution of this Association, all of its assets remaining after payment of its obligations shall be distributed to and among such corporations, foundations, or other organizations operated exclusively for educational and scientific purposes, consistent with the purposes of this Association, as shall be designated by the Executive Committee.

## **ARTICLE XX: ADMINISTRATION**

The Executive Committee shall have the authority to contract for administrative services for the Association, including hiring an Executive Director who may be either part-time or full-time. The Executive Director, under the direction of the Executive Committee, shall oversee the day-to-day functioning of the Association including, but not limited to, the following: making meeting arrangements, keeping active membership information, sending dues notices and collecting dues, depositing all funds into such banks or other depositories that the Association selects, assisting in budget preparation, preparing required documents such as tax returns, and keeping permanent records of the Association. The Executive Director should be bonded, and may designate portions of the respective duties to other bonded employees of any management organization engaged by the Executive Committee.

## **ARTICLE XX: INDEMNIFICATION**

***Direct Indemnification.*** To the full extent specifically authorized by and in accordance with the procedure prescribed in Section 108.75 of the Illinois General Not-for Profit Corporation Act (or the corresponding provision of any future statute applicable to corporations organized under that Act), the Association shall indemnify any and all directors, officers, committee members, employees, agents, and other authorized representatives for expenses and other amounts paid in connection with legal proceedings (whether threatened, pending or completed) in which any of such persons becomes involved by reason of serving in any such capacity for the Association.

***Insurance.*** Upon specific authorization by the Executive Committee, 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 under the provisions of Section 1 of this Article.

**Bylaws Revised: December 1, 2008**

**Bylaws Revised: December 29, 2010**

**Bylaws Revised: November 28, 2011**

**Bylaws Revised: December 1, 2014**