

AMERICAN ASSOCIATION FOR WOMEN RADIOLOGISTS BYLAWS

ARTICLE I: THE NAME

American Association for Women Radiologists (the "Association" or the "AAWR").

ARTICLE II: OBJECTIVES

The corporation 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 can consider, discuss, develop and disseminate current knowledge and information concerning the fields of radiology and medicine and concerning issues unique to women in radiology.
2. To sponsor meetings, forums, seminars and educational institutes dealing with the subject of radiology and related topics.
3. To encourage publication of written material in the fields of radiology and medicine.
4. To serve as a resource organization for women in the practice of radiology and as a support for women training in radiology.
5. To encourage the participation of women at all levels in other radiology societies.
6. To participate in the planning, organization and direction of joint activities, such as forums, workshops, seminars, with other radiology societies.
7. To further the preceding specified or related purposes through any necessary and appropriate means.

ARTICLE III: QUALIFICATION, ADMISSION AND DISCIPLINE OF MEMBERS

1. Membership in the Association shall be limited to those individuals who satisfy the criteria for membership set forth in Section 2 of this Article, whose medical practice is devoted exclusively to the practice of radiology or who are actively engaged in teaching or research in the field of radiology or related fields, and whose applications for membership receive the affirmative vote of two-thirds (2/3) of the members of the Executive Committee. Application shall be made on the forms provided by the Association. In the event of an adverse decision by the Executive Committee on any application for membership, no applicant shall be entitled to question that decision, which shall be final.

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.

2. 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 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 board in another country. 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. Members-in-training shall be defined as physicians enrolled in accredited training programs in radiology or one of its recognized branches, as well as advanced degree candidates in radiology or one of its recognized branches, as well as advanced degree candidates in radiation physics or radiation biology programs. Medical Students who are in their fourth year of school and attend an accredited US or Canadian medical school and who plan to compete for a position in a radiology residency are also eligible for membership in the AAWR as Members-in-training. 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.
 - c. Associate members shall be defined as physicians who have completed accredited training programs in radiology or one of its recognized branches but who are not board certified. Associate members may include medical imaging specialists, defined as engineers, computer specialists, or physicists 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.
 - d. 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.
 - e. Emeritus members shall be defined as previously active members who no longer practice their specialty. Dues are reduced to 25% of customary assessment. Emeritus members shall have the right to vote and serve on committees, but shall not have the right to hold office.
 - f. Corresponding international members shall be defined as radiologists and radiation oncologists 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.
 - g. Corporation members shall be defined as those organizations and commercial enterprises whose activities are consistent and supportive of the missions of the AAWR.
 A Corporate member shall pay such membership dues as may be determined by the membership committee and approved by the executive committee of AAWR
 A Corporate and Institution Member shall have no membership voting rights
3. When members qualify for a change of status, upon receipt of appropriate information, the Executive Committee shall reclassify such a member.
 4. The Executive Committee 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 Executive Committee 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 Executive Committee;
 - 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 Executive Committee; 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 Executive Committee; and
 - c. Non-payment of dues.
 5. 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: EXECUTIVE COMMITTEE

1. The Executive Committee shall be the board of directors of the Association and shall have full authority to manage the affairs of the Association. The Executive Committee will appoint members of this Association to serve as representatives to other organizations, and will make awards. The Executive Committee 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 Executive Committee will send periodic newsletters to members, and will keep records of its proceedings. The Executive Committee shall meet in accordance with the requirements set forth under Article VIII, Meetings.
2. The Executive Committee shall be comprised of:
 - a. The four (4) current officers elected at the most recent annual meeting;
 - b. The Immediate Past President;
 - c. Such additional members-at-large, not to exceed **four (4)**, as may be deemed necessary or desirable by the Executive Committee, who shall be elected at the annual meeting;
 - d. The AAWR councilor and the AAWR alternate councilor to the American College of Radiology.

Members-at-large of the Executive Committee (if any) shall be members of the Association in good standing. One of the Members-at-large shall be an active member, while the other Members-at-large shall include 1) a Member-in-training elected to represent Members-in-training as a voting member of the Executive Committee, 2) an active member who is a radiation oncologist, and 3) an active member who represents community practice. Members-at-large shall serve for a term of one (1) year and may serve no more than three (3) consecutive terms as such. The tenure and qualification of the other members of the Executive Committee shall be in accord with the requirements set forth in Article V regarding officers and Article IX, Section 1 regarding Committee Chairpersons.

The President of the Association shall serve as the Chairperson of the Executive Committee. The election of the Executive Committee shall be accomplished by the election of officers and Members-at-large in accordance with the procedures set forth under Article VI-Election of Officers and Members-at-large.

3. Members of the Executive Committee shall not be compensated for their service as such or for their service as of 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 Executive Committee or officer for services rendered to the Association in another capacity.

ARTICLE V: OFFICERS

The officers of this Association shall be a President, President-Elect, Vice-President, Secretary, Treasurer, Immediate Past President, Chairperson of the Nominating Committee, Chairperson of the Membership Committee, Chairperson of the Finance and Long-Range Planning Committee, Chairperson of the Public

Relations Committee, Chairperson of the Awards Committee, the ACR Councilor and Alternate Councilor, and such assistant secretaries or treasurers as the Executive Committee may appoint.

Each officer shall hold office for a term of one year. The President-Elect shall become President after completion of her term as President-Elect. The Vice-President shall become President-Elect after completion of her term as Vice-President. All officers shall be active members in good standing, and with the exception of committee chairpersons and such assistant secretaries or assistant treasurers as may be appointed by the Executive Committee, shall be elected at the annual meeting of the members.

ARTICLE VI: ELECTION OF OFFICERS AND MEMBERS-AT-LARGE

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 members-at-large of the Executive Committee, if any. Nominations for these positions may also be made from the floor during the annual meeting with prior consent of the person nominated. The President-Elect, after completion of her 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 her term as Vice-President. The President, after completion of her term as such, shall automatically succeed to the office of Immediate Past President. The term of office for all officers and the members-at-large, if any, shall commence immediately following the annual meeting at which they were elected or succeeded to office.
2. Election shall be conducted by written ballot prior to the annual meeting, 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.
3. When an office or members-at-large 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.
4. Any officer or member-at-large may be removed, either with or without cause, in accordance with the Illinois General Not for Profit Corporation Act.

ARTICLE VII: DUTIES OF THE OFFICERS

1. **President.** The President presides at all meetings of the Association, is the chairperson of the 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 to her by the Executive Committee or by the President and shall serve as Co-chair of the Program Committee with the Vice President.
3. **Secretary.** The Secretary shall attend all meetings of the membership and of 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 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; and shall perform all duties incident to the office of Secretary.
4. **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 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 her transactions

as Treasurer and the financial condition of the Association; and shall discharge such other duties as may from time to time be assigned to her by the President or by the Executive Committee.

5. **Chairperson of Standing Committees.** These officers shall be responsible for the effective discharge of all functions assigned their respective committees under Article IX.
6. **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 to her by the President, President-Elect, or the Executive Committee.
7. **ACR Councilor.** The AAWR Councilor to the ACR shall represent the AAWR at the functions of the American College of Radiology, act as a liaison between the two organizations, and report to the AAWR Executive Committee meetings. The ACR Councilor may engage in ACR activities as permitted by the ACR bylaws.

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 years. The Councilor may be re-elected for one additional three-year term but shall not be eligible for re-election to additional terms until a lapse of not less than one year.

An Alternate Councilor to the ACR shall be appointed by the Executive Committee. The term of office shall be for one year with the Alternate Councilor eligible for reappointment. The Alternate Councilor shall act for the Councilor in the Councilor's absence or in the event of the Councilor's inability to act.

ARTICLE VIII: MEETINGS

1. **Members**
 - a. The annual meeting 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 members-at-large, if any, who shall serve as members of the Executive Committee, and for the purpose of transacting such other business as may be brought before the meeting by the Executive Committee. 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 the slate of members-at-large, if any, 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 Executive Committee. 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 her absence 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. **Executive Committee**

- a. The annual meeting of the Executive Committee shall be held in conjunction with the annual meeting of the members. The purpose of the annual meeting of the Executive Committee shall be to transact such business as may be properly brought before the Committee.
- 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 Executive Committee may be called by the President, or in her absence by the President-Elect, or by petition of no fewer than three (3) members of the Executive Committee.
- d. The Secretary shall provide written notice of each annual, regular, and special meeting to each 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 object of the meeting.
- e. A quorum for all Executive Committee meetings shall consist of a majority of all members thereof. If a quorum is not present at any meeting of the Executive Committee, a 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 Executive Committee present at any meeting at which a quorum exists shall constitute the action of the 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 voice transmission, and the action taken by such telephonic meeting at which a quorum exists shall be deemed to be the action of the Executive Committee.

ARTICLE IX: COMMITTEES

1. The standing committees of the Association include the Program Committee, the Membership Committee, the Nominating Committee, the Finance Committee, the Public Relations Committee, the Awards Committee, the Bylaws Committee, the International Committee, and the Strategic Planning Committee. The Executive Committee 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 and chairpersons of all committees. Each special committee member shall be an active Association member in good standing.
 - a. The Program Committee, consisting of members appointed by the President or the Executive Committee, will 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.
 - b. The Nominating Committee shall consist of members appointed by the President or the Executive Committee; at the annual meeting. The Nominating Committee will 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 vote as an ex officio member of the Committee.
 - c. The Membership Committee shall be appointed by the President or the Executive Committee at the annual meeting. The Membership 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 vote as an ex officio member of the Committee.

- d. The Finance Committee shall include the Treasurer, the President, the President-Elect, and the Vice President. The chairperson shall be appointed by the President or the Executive Committee. Additional members may be appointed by the President or the Executive Committee. The Finance Committee shall recommend membership fee changes, submit a proposed budget, recommend investment strategies and be responsible for fiscal policy.
- e. The 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 chairperson shall be appointed by the President or the Executive Committee. The 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.
- f. The Awards Committee, appointed by the President or the Executive Committee, shall include at least two past Presidents. The chairperson shall also be appointed by the President or the Executive Committee. This Committee shall be responsible for soliciting nominations for the Marie Curie Award, the Alice Ettinger Distinguished Achievement Award, and the Distinguished Resident Awards and for recommending to the Executive Committee the awardees for these honors.

The Alice Ettinger Distinguished Achievement Award is a lifetime achievement award recognizing long-term contribution to radiology and to the AAWR. This award is named for Alice Ettinger, a pioneer in the early years of radiology in the United States. Candidates must be current or former members of the AAWR. They must have distinguished careers as mentors, teachers, and leaders in radiology.

The Marie Curie Award is an honor to be bestowed upon a member or upon someone else who has contributed significantly to advance the practice of radiology or to the advancement of women in radiology.

The Distinguished Resident Awards are honors to be bestowed upon a diagnostic radiology resident member and a radiation oncology resident member who have contributed to radiology or the Association by community involvement, service during residency, or by research endeavors.

- g. The Bylaws Committee, appointed by the President or the Executive Committee, will recommend proposed changes of the bylaws at the Executive Committee meeting of the AAWR at the RSNA or ARRS Meetings. The Vice-President and the President-Elect will be members, and the Vice-President will chair the Committee. In addition, the President shall serve with voting privileges as an ex officio member of the Committee.
 - h. The International Committee shall be appointed by the President or the Executive Committee at the annual meeting. The International Committee oversees the maintenance and the increasing number of international members. The Committee shall plan, monitor and report on benefits offered to corresponding international members. This committee is responsible for developing an international membership and presence of the AAWR.
 - i. The Strategic Planning Committee shall be appointed by the President or the Executive Committee. The Immediate Past President will chair the Committee. In addition, the President shall serve with voting privileges as an ex officio member of the Committee. The committee shall be responsible for providing long range planning, reaffirming current activities and identifying new opportunities in conjunction with the mission of the AAWR.
- 3. The term of all committee appointments is one year.
 - 4. The Chairperson of each special committee shall be appointed by the President or the Executive Committee. The Secretary shall provide written notice of the establishment of special committees, the

committee members and Chairperson to the membership by publishing this information in the next newsletter.

5. Members-in-training may be appointed to committees by the President or Executive Committee, with voting privileges.
6. In the event of any dispute as to a committee appointment, the action of the Executive Committee shall control.

ARTICLE X: FEES AND EXPENSES

1. Membership fees, dues and the date of payment will be determined by the Executive Committee. Active members, emeritus members, corresponding international members, members-in-training and associate members shall be liable for such dues and assessments as are levied by the Executive Committee.
2. If dues and fees are not paid within sixty (60) days of the date on which they become due and payable, the member shall be notified by the Treasurer that he or she is delinquent. If said dues and fees are not paid within sixty (60) days thereafter, the member shall be considered not in good standing, and all privileges of membership shall be suspended until all arrears are paid in full. Upon payment of all dues in arrears and the dues that would have accrued during any period of suspension, the suspended member may be reinstated to membership if approved by the Executive Committee. A member guilty of nonpayment of dues shall not be eligible for reinstatement, but may reapply for membership.
3. 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 XI: 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 XII: 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, emeritus members and associate members present. Such amendments must be circulated by mail 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 XIII: 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 XIV: 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 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 XV: FISCAL YEAR

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

ARTICLE XVI: 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 XVII: 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, postage prepaid, to his or her address appearing on the records of the Association. If the notice is sent by mail, it shall be deemed to have been given to the person entitled thereto when deposited in the United State mail. 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 whatever 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 or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XVIII: 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 XIX: 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; she may designate portions of her duties to other bonded employees of any management organization engaged by the Executive Committee.

ARTICLE XX: INDEMNIFICATION

Section 1 - 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.

Section 2 - 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