

**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 for 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.

Section 2. Admission

1. 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 board. 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

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.
 - d. **Emerita members** shall be defined as previously active members who no longer practice their specialty. Emerita members shall pay such membership dues as may be determined by the Membership Committee and approved by the Executive Committee. Emerita members shall have the right to vote and serve on committees, but shall not have the right to hold office.
 - e. **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.
 - f. **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.
 - g. **Fellow members** shall be defined as physicians or radiation physicists who have made substantial contributions to the advancement of women in radiology and of the Society. Fellow members in good standing shall have the right to vote at all meetings of the membership, shall be qualified to hold office, and use the designation, "Fellow of the American Association for Women Radiologists (FAAWR)."
 - I. Nominations for Fellows may come from the Board, the Fellowship Committee, or from Active members. Procedures for nomination and requirements for admission to Fellow membership shall be developed by the Board and circulated to the membership each year. New Fellows shall be selected by a vote of the Fellowship Committee. Candidates who receive a majority of "yes" votes shall be accorded Fellow membership.
2. Members may request a change in status by submitting 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.

ARTICLE IV: BOARD OF DIRECTORS

- 1. The Board of Directors is responsible for long-term association strategy and external or public policy. The Board of Directors shall have the responsibility to appoint, remove, or ratify the nomination of officers; or to hear disciplinary proceedings against members, 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. AAWR Councilor to 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 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

1. 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 powers of the Board of Directors between meetings of the Board.
2. 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
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 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 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. 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 emerita members can vote. Elections shall be by a majority vote of the voting members.
4. 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.
5. 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. **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. The AAWR 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.
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 of the 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 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, 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 chairs of all committees. Committee chairs will appoint members with the consent of the President or Executive Committee. 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.
 - d. **Finance Committee** shall include the Treasurer, the President, the President-Elect, and the Vice President. The Treasurer shall chair the committee. The Treasurer may appoint Additional members. The Committee shall recommend membership fee changes, submit a proposed budget, recommend investment strategies, and be responsible for fiscal policy.
 - e. **Membership Committee** 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.
- 2. The term of all committee appointments is three years. 1/3 of the members will rotate off each year.

ARTICLE XI: FEES AND EXPENSES

- 1. 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 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 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 emerita 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 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.