Amended and Restated Bylaws

Arizona Radiological Society

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Article I – Name

The name of this organization shall be the Arizona Chapter of the American College of Radiology (or the Arizona Radiological Society), hereinafter referred to as the "Chapter."

Article II – Purposes

The purposes of the Chapter shall be those of the American College of Radiology, hereinafter sometimes referred to as the "College", to advance the science of radiology, improve radiologic service to the patient, study the socioeconomic aspects of the practice of radiology, and encourage improved and continuing education for radiologists and allied professional fields.

Article III – Affiliation

The Chapter will be an affiliate of the American College of Radiology.

Article IV – Membership

Section 1 – Classes of Membership

Membership in this organization shall be of six classes: (1) Member, (2) Associate Member, (3) Member in Training, (4) Allied Health (5) Retired or Inactive Member, and (6) Affiliate Member. All members in each membership category must be members of the American College of Radiology.

The Chapter does not discriminate on the basis of race, religion, gender, age, national origin or sexual orientation in granting or terminating membership or in regard to any of the benefits of membership.

Section 2 – Qualification and Admission of Members

Physicians who have been certified in a radiological discipline, including nuclear medicine, by the American Board of Radiology, the American Osteopathic Board of Radiology, the American

Board of Nuclear Medicine, the Royal College of Physicians and Surgeons of Canada or the College des medecins du Quebec are eligible to be Members of the Chapter.

Medical physicists who are certified or considered the equivalent of certified by the American Board of Radiology (ABR) are eligible to be Members of the Chapter.

A Member shall have the right to be appointed to committees, and to hold elective office

Section 3 – Qualification and Admission of Associate Members
Physicians who are engaged in the practice of radiology, nuclear medicine, or radiation oncology and who have completed an approved residency program in radiology or radiation oncology and are otherwise eligible for membership in the Chapter, but who have not been certified by the American Board of Radiology, the American Osteopathic Board of Radiology, the American Board of Nuclear Medicine, the Royal College of Physicians and Surgeons of Canada or the College des medecins du Quebec are eligible to be Associate Members of the Chapter.

Medical physicists who are engaged in the practice of medical physics and are otherwise eligible for membership in the Chapter but who are not certified or considered the equivalent of certified by the American Board of Radiology (ABR) are eligible to be Associate Members of the Chapter.

An Associate Member shall have the right to be appointed to committees but shall not have the right to hold elective office.

Section 4 – Qualification and Admission of Members in Training
Members in Training shall be those physicians who are in approved radiology or radiation oncology residencies or fellowships, medical students registered in a formal educational program at an LCME or AOA approved medical school, and medical physicists who are registered in a formal CAMPEP approved educational program in medical physics. Member in Training status shall normally terminate within six (6) months following completion of the period of training. Those individuals who go directly from an approved residency to a fellowship program or from a medical educational program to an approved radiology residency program may continue as members in training until completion of their training. Within six months after completion of training, the Member in Training will automatically become a member of the Chapter in the appropriate class of membership, unless he or she affirmatively declines membership.

A Member in Training shall have the right to be appointed to committees, but shall not have the right to hold elective office.

Section 5 – Qualification and Admission of Allied Health Members
Non-physician medical professionals, such as MRI scientists and radiologist assistants, whose special qualifications are deemed valuable to the Chapter and who are approved for membership

to the ACR are eligible to be Allied Health members of the Chapter. Radiologist assistants must be certified by the ARRT as a Registered Radiologist Assistant.

An Allied Health Member shall have the right to be appointed to committees, but shall not have the right to hold elective office.

Section 6 – Qualification and Admission of Retired and Inactive Members
Members who are approved for the status of Retired Member or Retired Fellow of the ACR may be a Retired Member of the Chapter.

Retired Members shall have the right to be appointed to committees and to serve in elected office within the Chapter during the first six years following their retirement. Retired Members shall have the right to vote during the first six years following their retirement.

Temporarily Inactive Members shall be those from the above memberships who, for reasons acceptable to the Chapter's Executive Committee, are temporarily unable to continue their practice. Temporarily Inactive Members shall not have the right to vote. Temporarily Inactive Members have the right to be appointed to committees.

Inactive Members shall also be those Members and Fellows of the Council of Affiliated Regional Radiation Oncology Societies (CARROS) Chapter of the American College of Radiology who, by their own choice, elect not to participate in the activities of the Chapter. They shall be liable for the payment of Chapter dues, adjusted for the deduction of CARROS dues, and shall be counted for councilor allocation purposes, but shall not be able to vote, hold elected office or be appointed to committees.

Section 7 – Qualification and Admission of Affiliate Members
Affiliate Members shall be a member in one of the above membership categories who maintains active membership in another Chapter but chooses to have membership in this Chapter.

Affiliate Members shall pay dues to both Chapters, have the right to vote, have the right to be appointed to committees and have the right to hold elected office.

Section 8 – Retired and Temporarily Inactive Membership Status
Members shall seek retired or temporarily inactive membership status by written request, which may be granted by the Executive Committee.

Section 9 – Membership Resignation
Any member of the Chapter may resign by submitting a letter of resignation to the Chapter Secretary. Resignation is effective on the last day of the month of which the letter was received.

Article V – Officers and Board of Directors

Section 1 – Officers

The officers of the Chapter shall be the president, the past president ,the vice president, the secretary and the treasurer. The offices of secretary and treasurer may be combined, if necessary. All Chapter officers shall be members of the American College of Radiology.

Section 2 - Board

The Officers of the Chapter shall serve as the Board of Directors of the Chapter. The Board may appoint additional board members. Duties of the Board are to carry out the business of the Chapter between regular meetings and to report on its activities to the membership at each regular meeting. Meetings of the Board may be conducted by electronic means as permitted by the laws of the state of Arizona. Authority is vested in the Board to make and implement decisions affecting policies of the Chapter. Authority is also vested with the Board to implement such decisions when the Board deems that convening a special business meeting of the Chapter is not feasible. The Board shall report annually or more frequently to the membership on any such policy actions taken. In the event that there is not unanimous agreement on a decision made by the Board, then the issue will be raised with the Executive Committee with majority approval deciding the outcome. As some issues are time sensitive, this may occur with limited notice. Vote by proxy is allowed if the member has explicitly given or ceded their vote to the President prior to the holding of said special meeting.

Section 3 – Duties of the President

The President shall be the presiding officer of the Chapter and shall perform all the duties that custom and parliamentary practice associate with the office of the President. He or she shall be a member ex officio of all committees and shall act as Chair of the Executive Committee and Chair of the Board.

Section 4 – Duties of the Vice President ~~or~~ Past President

The Vice President and Past President shall be members of the Executive Committee. In the absence of the President or in the event of the President's inability or refusal to act, the Vice President or Past President shall perform the duties of the President and, when so acting, shall have all the powers of and be subject to all of the restrictions of the President.

Section 5 – Duties of the Secretary

The Secretary shall be a member of the Executive Committee. The Secretary shall notify all members as to time, place and agenda for Chapter business meetings. The Secretary shall record and preserve the minutes of the business meetings of the Chapter and the Executive Committee. The Secretary shall submit minutes of Chapter business meetings to the American College of Radiology. The Secretary shall notify the members and the American College of Radiology of outcomes of elections. The Secretary may work with an Executive Assistant to perform these duties.

Section 6 – Duties of the Treasurer
The Treasurer shall be a member of the Executive Committee. The Treasurer shall receive all monies due to the Chapter and shall disburse such monies. The Treasurer shall present a report of the funds of the Chapter at each annual and quarterly meeting. The Treasurer should assist in managing funds in certificates of deposit, savings accounts, etc. The Treasurer may work with dedicated Executive Assistant to accomplish these duties.

Section 7 – Election
To be eligible for election or re-election as an officer, an individual must be a Member, Retired Member, or Affiliate Member as specified in Article IV. Election shall be by vote at the annual meeting of the Chapter, and the nominee for each office designated in Section 1 who receives a majority of votes cast shall be declared elected. In the event that no candidate achieves a majority, a second ballot shall be taken for the two candidates who receive the greatest number of votes. Vote by proxy is not allowed.

Section 8 – Terms
The terms of the President, Vice President, Past President, Secretary and Treasurer shall be two years, or until their successors are elected and are able to assume their duties. The terms run from November to November with a transition of duties occurring at the annual meeting.

Section 9 – Vacancies
Vacancies of any office shall be filled by action of the Executive Committee. The officer thus chosen shall serve for the remainder of the term of the officer whose office is being filled.

Article VI –Committees

Section 1 – Standing Committees
The standing committees of the Chapter are:

- Budget and finance committee
- Bylaws committee
- Communications committee
- Executive committee
- Fellowship committee
- Government relations committee
- Interventional radiology committee
- Members in training committee
- Membership committee
- Nominating committee
- Physics and radiation safety committee
- Young physicians and/or early career

Section 2 – Budget and Finance Committee
The President shall appoint a budget and Finance Committee tasked to prepare an annual budget, to be presented to the Officers, and to assist the Officers in their oversight responsibilities relating to fiscal management. The Treasurer or Secretary-Treasurer shall serve as Chair of the Committee.

Section 3 - Bylaws Committee
The President shall appoint a Chair of the Bylaws Committee, who shall seek members to assist in maintaining and updating the Chapter's bylaws.

Section 4 – Communications Committee
The President shall appoint a Chair of the Communications Committee, who shall seek members to identify and execute strategies for communicating with Chapter members and the public.

Section 5 – Executive Committee

The Executive Committee shall be chaired by the President and comprise the Vice President, Past President, Secretary, Treasurer and Chairs of Committees. The executive committee may participate in voting of candidates for fellowship, and may occasionally be called on for electronic voting for counselors, if applicable. Additionally, Committee Chairs are requested to give committee reports, when applicable, to annual and quarterly meetings in written or verbal format. In the event that there is not unanimous agreement on a decision made by the Board, then the issue will be raised with the Executive Committee with majority approval deciding the outcome. As some issues are time sensitive, this may occur with limited notice. Vote by proxy is allowed if the member has explicitly given or ceded their vote to the President prior to the holding of said special meeting.

Section 6 – Fellowship Committee
The President shall appoint a Chair of the Fellowship Committee who will seek members to annually review the membership of the Chapter for the purpose of nominating members to fellowship in the ACR. The committee shall consist of Fellows of the American College of Radiology. Candidates for Fellowship who seek endorsement by the State Chapter will be voted on via electronic means by the Executive Committee with majority of votes cast required to enable endorsement of the Candidate for American College of Radiology Fellowship by the Chapter.

Section 7 – Government Relations Committee
The President shall appoint a Chair of the Government Relations Committee who will seek members to anticipate and review proposed legislation that affects the practice of radiology in the state. The committee will report findings and recommendations for action to the Officers.

Section 8 - Interventional Radiology Committee
The President shall appoint a Chair of the Interventional Radiology Committee who will seek members to assist in representing and advocating for the subspecialty of Interventional Radiology.

Section 9 - Members in Training Committee
The President shall appoint a chair of the Members in Training Committee who will seek other members in training to work with the residents and fellows within the state to promote life-long engagement and involvement within the American College of Radiology.

Section 10 – Membership Committee
The President shall appoint a Chair of the Membership Committee who will seek members to review applications for all classes of membership in the Chapter. The Committee and shall report its recommendations to the Executive Committee at any regular meeting. Recruitment enhancement activities shall be conducted by this committee.

Section 11 – Nominating Committee
The President shall appoint a Chair of the Nominating Committee who will seek members to identify and recruit Chapter members for Chapter leadership positions. The Committee will report findings and recommendations for action to the officers.

Section 12 - Physics and Radiation Safety Committee
The President shall appoint a Chair of the Physics and Radiation Safety Committee who will seek members to address issues related the physics and safety of diagnostic, interventional, and therapeutic radiology.

Section 13 - Young Physicians and/or Early Career Committee
The President shall appoint a Chair of the Young Physicians and/or Early Career Committee who will seek members to assist in ensure the ongoing success of the Chapter and ACR, through mentoring, engagement, and succession planning. Physicians ~~under the age of~~ younger than forty (40) years of age, or have been in ~~full~~ clinical practice for fewer ~~less~~ than eight (8) years, will be eligible.

Section 14 - Additional Committees
The Executive Committee may add additional committees from time to time to facilitate the goals of the College and the Chapter.

Article VII – Councilors and Alternate Councilors of the ACR

Section 1 - Number of Councilors
The Chapter shall elect councilors to the Council of the American College of Radiology in such numbers and on the terms authorized by the Bylaws of the College and the rules and regulations

of the ACR Council. Apportionment is performed every 3 years by the ACR and is based on the number of State Chapter members.

Section 2 – Election of Councilors and Alternate Councilors
Election of Councilors shall be by vote at the annual meeting of the Chapter or by electronic vote as deemed appropriate by the Board. The nominee for each vacancy who receives a majority of the votes cast shall be elected. In the event that no candidate receives a majority, a second vote shall be taken on the two candidates who received the greatest number of votes in the first election. For each Councilor so elected, the Chapter shall elect, by the same procedure, an Alternate Councilor. Alternate Councilors shall exceed the number of councilors by one due to the allocation of one YPS Alternate Councilor. Councilors and Alternate Councilors must be members or Fellows of the College.

Section 3 – Term of Office
The term of office of a Councilor or Alternate Councilor shall be prescribed by the Bylaws of the American College of Radiology. Terms are currently 3 years for Councilors and 1 year for Alternate Councilors, subject to change.

Section 4 – Duties of a Councilor
The Councilor's primary duty is to serve as a representative of the Chapter in the Council, the legislative body, of the American College of Radiology. The duties of Councilors shall include attending and participating actively in meetings of the Chapter and of the College, familiarizing themselves with activities and issues at the local and national level, acting as liaison between the Chapter and the College and interpreting each to the other, contributing to both groups' ideas, guidance and advice, and facilitating preparation of resolutions of the Chapter for presentation to the Council.

Section 5 – Duties of an Alternate Councilor
Alternate Councilors shall aid Councilors in the performance of their duties and may accompany Councilors to meetings of the Chapter and of the College. The Alternate Councilor shall represent the Society and the Councilor in the Councilor's absence or in the event that the Councilor is unable to perform their duties.

Article VIII – Resident and Fellow Section and Young Physicians Section

Members in training may organize as a section governed by its own constitution and bylaws. The mission and bylaws of the section shall be consistent with those of the Chapter and the American College of Radiology. The organization of the section and its activities are subject to the approval of the executive committee of the Chapter and should align with the mission and goals of the chapter.

Article IX – Meetings

Section 1 – Annual Meeting
The annual meeting of the Chapter shall be held at a location selected by the Executive Committee. Notice of the time and place of such meeting shall be communicated in writing (mail or email) to the members of the Chapter no fewer than 30 days prior to such date. Additional regular meetings may be scheduled by the Executive Committee, and notice of the time and place thereof shall be communicated in writing (mail or email) to the members of the Chapter no fewer than 30 days prior to any such meeting.

Section 2 – Special Meetings
Special meetings of the Chapter shall be called: (a) by the President when deemed necessary by the Executive Committee; (b) at the request of the American College of Radiology; or (c) by petition of one third of the voting members in good standing or by 10 such members, whichever is fewer. Notice stating the time, place and purpose of the meeting shall be mailed or emailed to each member at least 21 days prior to the meeting. At a special meeting, no business may be transacted except that for which such special meeting was convened.

Section 3 – Quorum
A quorum shall consist of 3 members of the Board for Board meetings, 6 members of the Executive Committee for Executive Committee meetings, and 10 voting members of the Chapter present virtually or in person at annual or quarterly meetings.

Article X – Indemnification

The Chapter shall have the power to indemnify any of its officers, members, committee chairs and members, employees and agents against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with activities undertaken at the Chapter's request if such person acted in good faith and in a manner the person reasonably believed to be in the best interest of the Chapter to the extent such indemnification is permitted by law. The individual will be indemnified for expenses, including attorney's fees, reasonably incurred in any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that the individual acted on behalf of the Chapter.

Indemnification can be made only as to a specific case, upon a determination that indemnification is proper in the circumstances, and must be authorized by a majority vote of a quorum of Executive Committee members who are not parties to the proceeding, or by a majority vote of a quorum of voting members who are not parties to the proceeding.

The Chapter shall have the power to purchase and maintain insurance on behalf of any agent of the Chapter against any liability asserted against or incurred by the agent in such capacity or

arising out of the agent's status or such capacity, whether or not the Chapter would have the power to indemnify the agent against liability under the provisions of applicable state statutes.

Article XI – Dues and Assessments

Section 1 – Dues
Admission to membership and continuation of membership shall be contingent upon payment to the Chapter of such dues and assessments as may be applicable.

Dues and payment due date for each class of membership shall be approved by the Executive Committee.

Members in Training, Retired and Inactive Members shall not be required to pay dues.

Section 2 – Penalty for Nonpayment
If Chapter dues are not submitted within six (6) months following the date of dues billing, notification shall be provided in writing to the member that if said outstanding dues are not settled within thirty (30) days, the member's name will be struck from the rolls of the Chapter. Such former members shall be eligible for reinstatement upon payment of current dues and a reinstatement fee established by the Executive Committee.

Any former member seeking membership following failure to pay dues for four (4) years or more may obtain membership only by applying for membership as a new member.

Section 3 – Waiver of Dues
Any member experiencing financial hardship or long-term illness may request a waiver of dues for one year. All such requests shall be made in writing and submitted to the Chapter Secretary. Waiver of dues for financial hardship or illness are at the discretion of the Executive Committee. Members applying for waiver of dues will be notified in writing of the decision of the Executive Committee. If payment of dues waiver is desired for longer than one calendar year, a separate written request must be submitted for each subsequent year.

A member who returns to full-time training in an approved fellowship of at least twelve months duration is eligible to request waiver of dues for that year by submitting a written request for waiver of dues and verification of enrollment in an approved fellowship program to the Chapter Secretary. Such requests do not require the approval of the Executive Committee. Extension of a waiver of dues for a second year of fellowship training may be awarded only upon submission by the member of an additional written request for waiver of dues, along with verification of enrollment in an approved fellowship program for an additional twelve-month period.

Article XII – Code of Ethics

The Code of Ethics of the American College of Radiology, as published in the College's most recent bylaws, is hereby expressly adopted as the ethics of the Chapter.

Section 1 – Principles of Ethics

The Chapter shall abide by the Principles of Ethics of the American College of Radiology.

Section 2 – Rules of Ethics

The Chapter shall abide by the Rules of Ethics of the American College of Radiology.

Article XIII – Amendments

Section 1 – Timing

Amendments to these bylaws may be made at any regular meeting of the Chapter by the favorable concurrence of a quorum of the members present and voting, provided the proposed amendments shall have been presented in writing to the Executive Committee at least 45 days prior to the meeting at which the proposed amendments are to be voted on. The Executive Committee shall notify Chapter members of proposed amendments no fewer than 30 days prior to such meeting.

Section 2 – Registration

Any amendment so adopted shall not be contrary to requirements for Chapter status in the American College of Radiology and shall ~~be~~ immediately be forwarded to the College for its records.

Article XIV – Rules of Order

In the absence of any provision in these bylaws, all meetings of the Chapter shall be governed by the parliamentary rules and usages contained in the current edition of Sturgis' "Standard Code of Parliamentary Procedure."

Article XV – Dissolution

In the event of dissolution or final liquidation of the Chapter, all of its assets remaining after payment of its obligation shall have been made or provided for, shall be distributed according to applicable law to and among such corporation, foundation or other organizations organized and operated exclusively for scientific and educational purposes consistent with those of the Chapter as shall be designated by the Executive Committee.

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