

**ASSOCIATION OF PROGRAM DIRECTORS IN RADIOLOGY
BYLAWS**

*Approved by the Membership
April 23, 2020*

ARTICLE I: NAME AND PURPOSES

Section 1: Name

The name of this association shall be the Association of Program Directors in Radiology, hereinafter referred to as the Association.

Section 2: Purposes

1. The Association shall strive to advance the art and science of radiology by the establishment of an alliance of those who share the essential task of resident or fellow training in radiology and by sponsoring meetings, forums, seminars, and other educational activities appropriate to this purpose.
2. The Association shall operate exclusively for charitable, educational, and scientific purposes including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (referred to as the Code), or the corresponding provisions of any future United States revenue statute.
3. The Association shall accept, hold, invest, and administer any property-real, personal, or mixed-by gift, devise, bequest, purchase, lease, loan, or otherwise, absolutely or in trust, for any one or more of the foregoing purposes and carry out the directions and exercise the powers contained in any trust or other instrument under which such property may be received, including, but without limitation, the expenditure of the principal, as well as the income, of any property so received, if authorized or directed in such trust or other instrument. If any such property is received without any designation of specific use, the Association shall expend the income and principal thereof for any one or more of the foregoing purposes in such manner and amounts and at such time or times as deemed proper by the Board of Directors.
4. The Association shall have and exercise all other powers and authority now or hereafter conferred upon not-for-profit corporations under the laws of the state of Illinois.
5. No part of the net earnings of the Association shall inure to the benefit of, or be distributable to, its officers, directors, members, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the

purposes set forth in this section.

6. No substantial part of the activities of the Association shall be the carrying on or propaganda, or otherwise attempting, to influence legislation, and the Association shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.
7. Notwithstanding any other provisions of these articles, the Association shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code or the corresponding provision of any future United States Internal Revenue statute or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code or the corresponding provision of any future United States Internal Revenue law.

ARTICLE II: OFFICES

The Association shall have and continuously maintain in the state of Illinois a registered office and a registered agent whose office is identical with such registered office, and may have such other offices inside or outside the state of Illinois as the Board of Directors may from time to time determine.

ARTICLE III: MEMBERSHIP

1. Active Members: All physician program directors, associate program directors, and assistant program directors of programs in diagnostic radiology, interventional radiology, nuclear medicine, and radiological subspecialty fellowships in the United States, Canada, and Puerto Rico are eligible for active membership. The Physician in Chief of the American Institute for Radiologic Pathology is eligible for active membership. Former program directors and others who have an active role in resident and/or fellow training may apply for membership. Physician program directors from outside of the United States, Canada, and Puerto Rico may apply for international membership. International members shall pay dues and share all rights and privileges of active members.
2. Emeritus Members: Retired program directors, upon application to the Secretary-Treasurer, may continue as members of the Association in the emeritus category. Emeritus members shall retain all of the rights and privileges of regular membership but shall not pay dues, hold office, or vote.
3. Honorary Members: Individuals nominated by a member of the Board of Directors and subsequently approved by the full Board may be named Honorary Members of the Association. Honorary members shall retain all of the rights and privileges of regular membership but shall not pay dues, hold office, or vote.
4. Coordinating Members: Criteria for eligibility for coordinating membership shall be appointment as a program coordinator in a graduate medical education program in any

residency program in diagnostic radiology, interventional radiology, nuclear medicine, or radiological subspecialty. Others who have an active role as a coordinator or an administrator in radiology education may apply. Coordinating Members shall pay dues and retain all of the rights and privileges of active members but shall not hold office or vote.

Coordinating members shall automatically be members of the Association of Program Coordinators in Radiology (APCR) and may hold office and retain voting privileges within the APCR, according to the APCR Rules of Operation.

5. Members in Training: Members in training shall be those physicians who are in approved diagnostic radiology, interventional radiology, or nuclear medicine residencies or in radiological subspecialty fellowships. Member in training status shall normally terminate within two years following completion of the training. A member in training shall have the right to serve on committees but shall not have the right to vote or hold office. A member in training shall be exempt from paying dues.

ARTICLE IV: OFFICERS

Section 1: Officers

The officers of the Association shall be the President, President-elect, Secretary-Treasurer, and such others as may be elected in accordance with the provisions of this article. Each officer shall hold his or her office until a successor shall be duly elected and shall have qualified, or until his or her death, resignation, or removal from office.

Section 2: Election and Tenure

The officers of the Association shall be elected for a term of one year by a vote of the majority of the active members present and voting at the Annual Meeting. Each active member of the Association shall be eligible to vote.

Section 3: Removal

Any officer may be removed from office by a 2/3 majority vote of the active members present and voting at the Annual Meeting whenever, in its judgment, the best interests of the Association would be served by such a removal, but the removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 4: Vacancies

A vacancy in any office may be filled by the President. An officer appointed to fill a vacancy shall serve for the un-expired term of his or her predecessor.

Section 5: President

The President shall preside at all meetings and gatherings of the Association and of the Board of Directors and shall perform all duties customarily incident to the office of President and such other duties as may be prescribed from time to time by the Board of Directors. The President shall appoint qualified individuals, create special committees for particular purposes as needed, and exercise other such rights as the bylaws or parliamentary procedure may require. The President shall be a member ex officio of all committees and has the right but not the obligation to participate in the deliberations of any committee. The President or designate shall be the spokesperson of the Association upon public issues within the area of interest of the Association.

Section 6: President-Elect

In the absence of the President, the President-elect shall preside and carry out all of the duties of the President and shall otherwise function as a member of the Executive Committee of the Association. The President-elect shall succeed automatically to the presidency and shall serve as the Program Chair.

Section 7: Secretary-Treasurer

The Secretary-Treasurer shall (1) keep minutes of the meetings of the Board of Directors and the Annual Meeting in one or more books maintained for that purpose; (2) prepare and circulate these minutes to the general membership as appropriate; (3) notify the general membership about the upcoming annual meeting in a timely fashion; (4) see that all notices are duly given in accordance with applicable law, the articles of incorporation, and these bylaws; (5) serve as the custodian of the corporate records; (6) keep a record of the mailing address of each officer of the Association, which shall be furnished to the Secretary-Treasurer by the officers; and (7) in general perform all duties customarily incident to the office of Secretary-Treasurer and such other duties as may be assigned from time to time by the President or the Board of Directors. In the absence of the President and President-elect, the Secretary-Treasurer shall serve in the place of the President.

The Secretary-Treasurer shall be the principal accounting and financial officer of the Association and shall have charge of, and be responsible for, the maintenance of adequate books of account for the Association; shall supervise and be responsible for the custody of all funds and securities of the Association and for their receipt and disbursement; shall deposit all funds and securities of the Association in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of Article X of these bylaws; and, in general, shall perform all duties customarily incident to the office of Secretary-Treasurer and such other duties as from time to time may be assigned by the President or the Board of Directors. If required by the Board of Directors, the Secretary-Treasurer shall give a bond for the faithful discharge of the duties of that office in such sum and with such surety as the board shall determine. With the approval of the Board of Directors, the cost of any such bond or surety may be paid from the funds of the Association. The Secretary-Treasurer shall succeed automatically to the office of President-elect.

Section 8: Director-At-Large

One Director-at-large shall be nominated by the Nominating Committee annually and elected by the membership. For two years of each three-year cycle, the Director-at-large shall be nominated from university-based members. Every third year, the Director-at-large shall be nominated from those members who are in small residency programs or non-university-based residency or fellowship programs. For the purposes of identification, small programs may be defined as a radiology residency with 20 residents or less. University-based residency and fellowship programs may be defined as those programs containing the words “university”, “school of medicine”, or “medical school” in their program title in the American Medical Association Graduate Medical Education Directory. Any program may appeal its defined status of identification to the Board of Directors for review and possible redefinition. The Director-at-large shall succeed automatically to the office of Secretary-Treasurer.

Section 9: Executive Staff

The Executive staff shall assist the President and the other officers in the discharge of their duties.

ARTICLE V: BOARD OF DIRECTORS

The Board of Directors shall consist of the President, President-elect, Immediate Past President, Secretary-Treasurer, Director-at-large, and the President of the Association of University Radiologists (AUR). The President may, at his or her discretion, invite other individuals to attend Board meetings. Members of the Board need not be residents of the state of Illinois.

ARTICLE VI: COMMITTEES

Section 1: Appointment

The President shall appoint members to all committees within two months of the Annual Meeting. Additional committee members may be appointed during the year at the suggestion of the committee chairs. If an appointee is unable to fulfill his or her duties, the President may designate a replacement. Committee members shall assume their duties at the closest Annual Meeting and with the exception of the appointed members of the Finance Committee who shall serve one non-renewable three year term, shall serve a term of two years. This term may be renewed by the President up to two times for a maximum of three two year terms or six years. Exceptions to this term limit may be recommended by the committee chair and approved by the President.

If a person is appointed or elected to a committee or other position within the Association and is unable or unwilling to serve, the President may appoint another general member to serve until the next annual meeting.

Section 2: Committee Chairs

Committee chairs shall be appointed by the President and, shall serve a term of three years, which may be renewed once by the President for a maximum of two terms or six years, with the exception of the chair of the Finance Committee who shall serve a four-year term, renewable once for a maximum of two terms or eight years. Committee chairs shall submit annual reports to the President in advance of the Annual Meeting.

Section 3: Standing Committees

Standing Committees continue from year to year in order to address significant continuing aspects of the activities of the Association. Standing Committees are established, modified or terminated by the Board of Directors.

Section 4: Ad Hoc Committees

Ad hoc committees may be appointed by the President to carry out specific tasks of limited duration. The president determines whether an ad hoc committee has completed its task and may terminate the committee at that time.

Chairs and members of ad hoc committees shall serve a term of one to two years, which may be renewed by the President for a maximum of four years.

ARTICLE VII: MEETINGS

Section 1: Annual Meeting

There shall be at least one meeting of the membership each year in conjunction with the Annual Meeting of the Association of University Radiologists. All members shall be notified of the date and place of the Annual Meeting at least two months in advance. The Board of Directors may provide by resolution the time and place, either inside or outside Illinois, for the holding of additional regular meetings.

In addition to convening at the Annual Meeting, the Board of Directors shall meet during the annual meeting of the Radiological Society of North America.

Section 2: Special Meetings

Special meetings of the Association may be called at the discretion of the Board of Directors at a time and place to be designated by the President. Notice of a special meeting, together with a statement of the business to be transacted at such a meeting, shall be sent to each voting member of the Association no fewer than 14 days before the date of such a meeting. No business other than that specified in the notice of the special meeting shall be transacted.

Section 3: Quorum

A quorum for conducting business at the Annual Meeting and for the election of officers shall be determined as the members present at the appointed time and place of the meeting.

ARTICLE VIII: DUES AND FEES

The annual dues shall be such as the Board of Directors may fix. They shall be charged and paid to the Secretary-Treasurer by July 1 of each year. They shall be considered past due on October 1, and the benefits of membership may be suspended by action of the Board of Directors at its meeting held in conjunction with the annual meeting of the Radiological Society of North America as specified in Article VII, Section 1. The suspended member shall have the right to reapply for membership upon payment of dues and application fees.

The annual dues recommended by the Board of Directors and approved by the membership at the Annual Meeting shall commence October 1, the beginning of the Association's fiscal year.

Emeritus members, honorary members, and members in training are relieved of paying dues.

ARTICLE IX: 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 provisions of any future statute applicable to corporations organized under that Act), the Association shall indemnify any and all of its 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 such persons become involved by reason of their serving in any such capacity for the Association.

Section 2: Insurance

Upon specific authorization by the Board of Directors, the Association may purchase and maintain insurance on behalf of any or all 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.

ARTICLE X: CONTRACTS, CHECKS, DEPOSITS AND GIFTS

Section 1: Contracts

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

Section 2: Checks, Drafts, Etc.

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

Section 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 Board of Directors may select.

Section 4: Gifts

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

ARTICLE XI: BOOKS AND RECORDS

The Association shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Board of Directors.

ARTICLE XII: FISCAL YEAR

The fiscal year of the Association shall begin on the first day of October in each calendar year and end on the 30th day of September in each calendar year.

ARTICLE XIII: WAIVER OF NOTICE

Whenever any notice is required to be given under applicable law, the articles of incorporation, or these bylaws, waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XIV: RULES OF ORDER

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

ARTICLE XV: AMENDMENTS

These bylaws may be altered, amended, or repealed and new bylaws may be adopted by written ballot of a majority of the members or by a vote of two-thirds of the voting membership present at an Annual Meeting, provided that written notice of the proposed change or changes shall have been included in the notice of any such meeting. Written notice of the proposed change or changes shall be included in a notice of the meeting sent to all active members in good standing at least 30 days prior to the meeting.

ARTICLE XVI: DISSOLUTION

In the event of the dissolution of the Association, the Board of Directors shall, after paying or making provision for payment of all the liabilities of the Association, dispose of all assets exclusively for the purposes of the Association in such manner, or to such organizations organized and operated exclusively for charitable, religious, educational, literary, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, or the corresponding provisions of any future United States Internal Revenue law, as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the Association is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are operated exclusively for such purposes.

Approved by the Board: February 2020
Approved by the Membership: April 2020