

ALLIANCE OF CLINICIAN EDUCATORS IN RADIOLOGY

RULES OF OPERATION

ARTICLE I - Name

The name of this association shall be the Alliance of Clinician Educators in Radiology, hereinafter known as the Alliance or ACER. ACER shall be a Section of the Association of University Radiologists, hereafter known as AUR.

ARTICLE II - Purpose

The purposes of the organization will be:

- A. To provide a formal organization and forum for radiology clinician-educators to meet, exchange ideas, and learn new skills that promote the careers of clinician-educators.
- B. To develop and maintain an information and networking database for the benefit, awareness, and nurturing of clinician-educators in radiology.
- C. To provide programs related to faculty advancement in clinician-educator pathways.
- D. To facilitate and develop collaborative planning and programming with the other AUR groups.
- E. To promote and develop educational research activities and programs related to clinician-educators.

ARTICLE III - Membership

Section I Membership Requirements and Privileges

- A. Full Member:
All full members of the AUR are eligible for full membership in the Alliance. All faculty or equivalent who are international members of the AUR are eligible for full membership in the Alliance. International members shall pay dues and share all rights and privileges of active members of North America.
- B. Associate Member
All associate members of the AUR are eligible for associate membership in the Alliance.
- C. Emeritus Member
ACER members appointed to emeritus status in the AUR become emeritus members of the Alliance. Emeritus members will continue in the same membership category (Full or Associate). Emeritus members will retain all of the rights and privileges of regular membership, except that they will not pay dues, hold office, or vote. Emeritus members will continue to hold that honorary status regardless of academic or professional activities.

D. Junior Member

All trainees in ACGME-approved radiology residency programs or fellowships or postdoctoral fellows in the radiological sciences or radiology faculty in the first two years of their faculty appointment will be eligible for junior membership. Junior members may attend the annual business meeting but will not be eligible to vote. Junior members may serve on committees. Junior members have free membership of the Alliance. The status of the nominees must be verified by department chairs for junior faculty or by program directors for residents and fellows.

Section II. Election to Membership

- A. Upon satisfying the requirements for membership in the AUR and having been elected to full, associate, or emeritus membership in the AUR, applicants will become eligible for membership in the ACER at the designated level.

Section III Termination of Membership

Any full or associate member in the Alliance who is no longer a member of the AUR or whose ACER dues are more than six months overdue shall have his/her ACER membership terminated.

ARTICLE IV - Organization

The officers of the Alliance will be:

President

President-elect

Secretary-treasurer

Two Members at large

ARTICLE V - Election and Tenure of Officers

Section I Election of Officers and Succession to the Presidency

The officers of the Association will be elected by a vote of a simple majority of the active members present and voting at the annual meeting. The President-elect will automatically succeed to the presidency. The Secretary-treasurer will automatically become the President-elect. The new Secretary-treasurer will be chosen from the Members at large.

Section II Term of Office

Each officer will serve a term of one year. Only in cases where an officer is unable to fulfill the responsibility of an office will additional officers be elected. 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 III Removal from Office

Any officer elected by the Executive Committee may be removed from office by a two-thirds majority vote of the remaining members of the Executive Committee whenever, in its judgment, the best interests of the Alliance 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 IV Election to Vacancies and Creation of New Offices
A vacancy in any office may be filled or new offices created and filled by action of the Executive Committee at any meeting of the Executive Committee. An officer elected to fill a vacancy will serve for the unexpired term of his or her predecessor, and an officer elected to fill a new office will serve until the adjournment of the next annual meeting of the Executive Committee and until his or her successor will have been duly elected and qualified, or until his or her death, resignation, or removal.

ARTICLE VI - Duties of Office

- Section I It shall be the duty of the President to call and preside at all meetings of the Alliance and to perform all duties customarily incident to the office of President and such other duties as may be prescribed from time to time by the Executive Committee. The President or designate shall be the spokes-person of the Alliance upon public issues within the area of interest of the Alliance. The President or will appoint committees and representatives of the Alliance. The President will be a member ex officio of all committees and has the right but not the obligation to participate in the deliberations of any committee.

- Section II In the absence of the President, the President-elect shall preside and carry out all the duties of the President. The President-elect shall serve as Chair of the Program Committee.

- Section III It shall be the duty of the Secretary-treasurer to record the proceedings of the meetings and to preserve all books, papers and articles belonging to the Alliance. The Secretary-treasurer will maintain a current address list of the members of the Alliance, will send out notices of the meetings and will insure that other notices are duly given in accordance with applicable law, the articles of incorporation of the AUR, and the Rules of Operation and Regulations, will report unfinished business of previous meetings as the Alliance may direct, will supervise the fiscal affairs of the Alliance and will present the annual financial report and a budget for the next fiscal year.

The Secretary-treasurer will be the principal accounting and financial officer of the Alliance and will be responsible for the maintenance of adequate books of account for the Alliance. The Secretary-treasurer will supervise and be responsible for the custody of all funds and securities of the Alliance and for their receipt and disbursement, and will deposit all funds and securities of the Alliance in such banks, trust companies or other depositories as will be selected in accordance with the provisions of Article XI of the Rules of Operation.

- Section IV Members-at-large
Two members at large, chosen by the President, will serve a term of three years. Members-at-large can be reappointed for additional terms at the discretion of the President.

ARTICLE VII – Executive Committees and other Committees

- Section I The Association will have the following committees whose members will be chosen by the President. Committee terms will be 3 years with one or more reappointments

at the discretion of the President. Appointment as a committee chair from within the membership of a committee would be considered a new appointment, and eligible for a full three-year term with one or more reappointments at the discretion of the President. Unless otherwise provided by the Executive Committee, the President will appoint the members of a committee. Unless otherwise specified, committees will have three members, with additional members appointed at the discretion of the President. If a person is appointed or elected to a committee or other position within the Alliance and is unable or unwilling to serve, the President may appoint another ACER member to serve until the next annual meeting. The chair of each committee will report to the Executive Committee at the annual meeting and the interim meeting and to the general membership at the annual meeting.

A. Executive Committee

The Executive Committee will consist of the President, the President-elect who will also chair the Program Committee, the Secretary-treasurer who will also chair the Finance Committee, two Members-at-large, the two immediate Past-Presidents, the chairs of all standing committees, the current Presidents of the APDR, SCARD and AMSER, and such additional members as the President may wish to appoint. The chair of each committee will report to the Executive Committee, at the annual meeting and the interim meeting and to the general membership at the annual meeting. The Executive Committee is empowered to conduct the business of the Alliance between and during annual meetings and may conduct votes by electronic mail.

B. Rules Committee

The Rules Committee will prepare changes or amendments to the Rules of Operation and Regulations for presentation to the Executive Committee. Upon approval, they will be presented to the membership at the annual meeting for approval. The chair of the Rules Committee will serve as Parliamentarian during the annual business meeting of the Alliance.

C. Membership Committee

The Membership Committee will encourage and facilitate the recruitment of new members.

D. Program Committee

The Program Committee, chaired by the President-elect, with the counsel of the President of the Alliance and the President of the AUR, will be responsible for the development of the annual program content. The Program Committee may, at its discretion, invite papers for presentation or special presenters at the annual meeting.

E. Finance Committee

The chair of the Finance Committee will be the Secretary-treasurer. The Account Executive of the Alliance will be a non-voting, ex-officio member of this committee. The Finance Committee will establish continuity in the supervision and monitoring of all fiscal activities of the Alliance including review of the annual budget as well as the operational budget for each annual meeting. The committee will advise and make recommendations to the officers and other members of the Executive Committee, and through them, to the membership in matters concerning the fiscal status of the Alliance.

- F. **Nominating Committee**
The chair of the Nominating Committee will be the Immediate Past President of the Alliance. The function of this committee is to nominate the candidate/s for Secretary-treasurer. The chair of the Nominating Committee will present the Nominee/s for election at the annual business meeting of the Alliance.
- G. **Awards Committee**
The Awards Committee will determine the nature and the recipients of any and all awards and honors established in the name of the Alliance.
- H. **Electronic Communications Committee**
The Electronic Communications Committee shall oversee all aspects of the Alliance's electronic presence on the internet, including the Alliance web site. This will include but not be limited to the web site content and design; posting of meeting announcements and continuing medical education; announcement and electronic publication of various Alliance-sponsored or supported awards and training programs; posting of membership directory and members-only area; links with other professional societies; posting of committee rosters and Alliance bylaws and providing a medium for the exchange of ideas among those interested in Alliance goals. The Committee will be responsible for making recommendations to the Alliance Executive Committee on the administration of the web site.
- I. **Publication Committee**
The Publication Committee shall publish an annual newsletter to inform members about activities of the Alliance and other information of interest to members. The content of the Newsletter is at the discretion of the Publication Committee with final approval for publication by the Executive Committee. The Radiology editor of MedEd Portal will be a member of this committee.
- I. **Ad Hoc Committees**
The President may appoint such ad hoc committees as are necessary to conduct the business of the Alliance. Ad hoc committees will serve until the next business meeting of the Alliance following their appointment.

ARTICLE VIII - Annual Meeting of Members

- Section I
There will be at least one meeting of the membership each year in conjunction with the meeting of the AUR. All members will be notified of the date and place of the annual meeting at least two months in advance. The Executive Committee may provide by resolution at the annual meeting or by electronic mail vote the time and place for the holding of additional regular meetings.
- Section II
Special Meetings
Special meetings of the Alliance may be called at the discretion of the Executive Committee 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 Alliance 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.

ARTICLE IX - Amendments

- Section I The Rules of Operation and Regulations may be altered and amended or repealed and new rules of operation and regulations may be adopted by a majority vote of those active members in good standing present in person or represented by proxy at a meeting at which a quorum is present or may be adopted by a majority vote of members in good standing by electronic mail when changes are needed between meetings.
- Section II For purpose of Article IX (Amendments), 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 X - Dues

The annual dues for the Alliance shall be such as the Executive Committee may fix. All members of the Alliance must be active members of the AUR. Annual dues will be charged and will be payable with AUR dues by July first of each year. They shall be considered past due three months after due date and the benefits of membership shall be suspended. The suspended member will be reinstated as a member in the same membership category before suspension upon payment of dues in arrears.

ARTICLE XI - Contracts, Checks, Deposits and Gifts

- Section I **Contracts**
The Executive Committee may authorize any officer or officers or agent or agents of the Alliance, in addition to the officers so authorized by the Rules of Operation and Regulations, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Alliance, and such authority may be general or confined to specific instances.
- Section II **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 Alliance shall be signed by such officer or officers or agent or agents of the Alliance in such manner as shall from time to time be determined by resolution of the Executive Committee. In the absence of such determination by the Executive Committee, such instruments shall be signed by the treasurer and countersigned by the President or President-elect of the Alliance.
- Section III **Deposits**
All funds of the Alliance shall be deposited from time to time to the credit of the Alliance in such banks, trust companies, or other depositories as the Executive Committee may select.
- Section IV **Gifts**
Any officer or the President may accept on behalf of the Alliance any unrestricted or unconditional contribution, gift, bequest, or device for the general purposes or for any special purpose of the Alliance. Only the Executive Committee, on behalf of the Alliance, may accept any restricted or conditional contribution, gift, bequest, or device.

REGULATIONS

The latest edition of parliamentary laws of *Sturgis Standard Code of Parliamentary Procedure* governing deliberative bodies will govern the meetings of the Alliance.

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Whenever any notice is required to be given under applicable law, the Articles of Incorporation of the AUR, or the Rules of Operation, 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 (Waiver of Notice).

3

The annual dues will be recommended by the Executive Committee and approved by the membership at the annual meeting. Dues for full members and associate members who join mid-year will be prorated. For new full members and associate members, Subscriptions to the official journal of the AUR, *Academic Radiology*, will begin within 6-8 weeks after the election to membership. Emeritus members are relieved of paying dues but will not receive the official journal of the AUR. Emeritus members may elect to subscribe to *Academic Radiology* at the member subscription rate.

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The Alliance is a section of the AUR that is incorporated as a non-profit, tax-exempt organization under Section 501 (c) (6) of the Internal Revenue Code. Notwithstanding the foregoing or any other provision of the Articles of Incorporation of the AUR, the corporation of the AUR including its Section, the Alliance, shall not at any time engage in regular business of a kind ordinarily carried on for profit, nor shall any part of its net earnings inure to the benefit of any member or individual, nor shall it perform particular services for any member or individual, nor shall it engage in any transaction which would cause it to be denied the status of an organization exempt from taxation under the Internal Revenue Code of the United States, as amended from time to time. As defined in the Regulations of the AUR Bylaws, AUR will have and exercise all other powers and authority now or hereafter also conferred upon non-profit, tax-exempt organization under the laws of the state of Illinois. No substantial part of the activities of the AUR shall be the carrying on or propoganda, or otherwise attempting, to influence legislation, and the Alliance 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.

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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 corporation of the AUR including its Section, the Alliance shall indemnify any and all of its members of the Board of Directors of the AUR and the Executive Committee of the Alliance, 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 corporation.

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In the event of the dissolution of the corporation of the AUR, the Board of Directors of the AUR shall, after paying or making provision for the payment of all of the liabilities of the AUR distribute all of the assets remaining exclusively for the purposes of the Alliance in such manner, or to one or more organizations organized and operated for one or more of the purposes contained in the Articles of Incorporation of the AUR or to such charitable, educational, or scientific organizations as shall at the time qualify as an exempt organization(s) under Section 501 (c) (6) or Section 501 (c) (3) of the Internal Revenue Code of the United States, as amended from time to time or 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 AUR 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.

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Upon specific authorization by the Board of Directors, the AUR may purchase and maintain insurance on behalf of any or all officers, committee members, employees, agents, or other authorized representatives of the AUR 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 AUR would have the power to indemnify them against such liability under the provisions of Section 5 of these Bylaws of the AUR.

Revised March 2008

Approved by Membership 4/12/2011