ARTICLE I
GENERAL

Section 1. General Powers. The business and affairs of the corporation shall be managed by its Board of Directors and the Executive Director who serves in an ex-officio capacity. The Board may appoint an Executive Director with appropriate compensation to assist in handling the affairs of the Corporation.

Section 2. Number, Tenure and Qualifications. The number of Directors of the Corporation shall be eight (8) and shall consist of the President, President-Elect, the Immediate Past President, Secretary, Treasurer, Regional Director and two (2) Member-At-Large positions. Each Director shall hold office until his tenure as an Officer expires and a quorum is maintained. No person shall serve more than ten (10) consecutive years as a Director of the Corporation, exclusive of such periods during which a person is appointed to fill a vacancy as a Director. Directors need not be residents of the State of Oregon.

Section 3. Rules. Robert’s Rules of Order will be used as a guideline for the conduct of all meetings of the members.

Section 4. Manner of Acting. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless a different number is provided by law, the articles of incorporation or these Bylaws.

Section 5. Vacancies. Except as hereinafter provided, any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining Directors, though less than a quorum of the Board of Directors, or by a sole remaining director. Any directorship to be filled by reason of an increase in the number of Directors of the Corporation may be filled by the affirmative vote of a majority of the number of Directors fixed by the Bylaws prior to such increase. Any such directorship not so filled by the Directors shall be filled by election at the next annual meeting of voting members or at a special meeting of the voting members for that purpose. A Director elected to fill a vacancy shall be elected to serve until the expiration of the term of the Director whom he replaces and until his successor shall be elected.

Section 6. Compensation. By resolution of the Board of Directors, the Directors may be paid their expenses, if any, of the attendance at each meeting of the Board of Directors, or may be paid a fixed sum for attendance at each meeting of the Board of Directors. No such payment shall preclude any Director from serving the Corporation in any other capacity and receiving compensation therefore.
Section 7. **Transactions with Directors.** Except as otherwise provided by law, any contract or other transaction or determination contemplated or entered into in which the Corporation and one or more of its Directors are interested, shall be valid notwithstanding the presence or participation of such Director or Directors in a meeting of the Board of Directors which acts upon or in reference to such contract, transaction or determination if the fact of such interest shall be disclosed or known to the Board of Directors, and it shall authorize or approve such contract, transaction or determination by vote of a majority of the disinterested Directors present and entitled to vote. Such interested Director or Directors may be counted in determining whether a quorum is present at any such meeting, but shall not be entitled to vote on such contract, transaction or determination, and shall not be counted among the Directors present for purposes of determining the number of Directors constituting the majority necessary to any such vote. If not authorized or approved by a majority of the disinterested Directors as provided above, such contract, transaction or determination shall nevertheless be valid if ratified or approved by a vote of the voting members. Such interested Director or Directors shall not be disqualified from voting as voting members for ratification or approval of such contract, transaction or determination. This Section shall not invalidate any contract, transaction or determination which would otherwise be valid under applicable law.

Section 8. **Removal.** To the extent permitted under the Oregon Nonprofit Corporation Act, any Director elected after June 29, 2003 missing more than three (3) assemblies of the Board of Directors in any one (1) year period may be removed upon the affirmative vote by a majority of the Directors for such removal.

Section 9. **Telephonic Meetings.** The Board of Directors, or any committee appointed by the Board of Directors, may permit any or all Directors or committee members, as the case may be, to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all Directors or committee members participating may simultaneously hear each other during the meeting. A Director or committee member, as the case may be, participating in a meeting by this means shall be deemed to be present in person at the meeting.

**ARTICLE II**

**BOARD OF DIRECTORS**

Section 1. **Number.** The officers of the Corporation shall be the President, President-Elect, the Immediate Past President, Secretary, Treasurer, Regional Director and two (2) Member-at-Large positions. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board of Directors. All directors are prohibited from holding another office concurrently.

Section 2. **Election and Term of Office.** Nominations for President-Elect, Secretary, Treasurer, Regional Director and Members-at-Large shall be solicited, reviewed and approved by the nominating committee with the concurrence of the Board of Directors. Any member may submit a name for nomination. The nominating committee will contact the nominee and obtain his or her consent. If the candidate is
eligible, the appropriate forms will be forwarded to the candidate. The candidate should include a C.V. and employer letter of support with the completed electronic application that is forwarded to the nominating chairpersons, or his appointee. Nominations shall be open at the AAMD Business Meeting held during the annual meeting to the immediately preceding year until the following January 1st (the “nomination deadline”); any nominations or supporting documentation of a nominee (e.g., C.V., employer letter, etc.) received by the Corporation after the nomination deadline will not be accepted by the Corporation and shall not be effective. After the nomination deadline, a nominee cannot change the position for which he or she has been nominated.

All candidates for President-Elect, Secretary, Treasurer and Members-at-Large must be full members in good standing. All candidates are to be primarily and professionally employed in a position that directly relates to medical dosimetry and does not pose a conflict of interest. In the event of a lack of nomination for a particular office, the Board of Directors shall appoint a full member in good standing regardless of qualifications for office after the nomination deadline.

Except as otherwise provided herein, elections of the President-Elect, Secretary, Treasurer, Regional Director and Members-at-Large shall be by secure electronic ballots to full members with valid email addresses and hardcopy ballots mailed by general mailing to the full members without valid email addresses. Mail or electronic ballots shall be mailed or electronically posted with seventy (70) days prior to the annual meeting to current eligible members at their last address, electronic mail address (email) on record at the AAMD office, or posted on a secure section of the AAMD website created for voting purposes by the AAMD.

Notwithstanding anything to the contrary, in the event there is only one candidate for an officer position or Director Position (i.e., the candidate is unopposed), the Corporation will ask voting members to accept the appointment of that nominee to the officer or Director Position.

In the event of a tie for any elected position, it is the responsibility of the Board of Directors to break the tie through a voting process. If after the Board of Directors vote, there is still a tie, the AAMD President will be responsible for breaking the tie and naming the winner.

Officers shall be elected by plurality of members entitled to vote who cast ballots. The ballot will be validated with no less than 10% of the eligible voting membership’s participation.

The Officers shall be elected for a three (3) year term commencing on August 1 of the year in which he/she is elected and extending until his/her term expires or until he/she resigns or has been removed in the manner provided in the Bylaws.

Section 3. Removal. Any officer or agent elected or appointed by the Board of Directors may be removed by a majority of the Board of Directors, as allowed by the Oregon Nonprofit Corporation Act, whenever in its judgment the best of interests of the Corporation should be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the persons so removed.
Section 4. **Vacancies.** A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. **President-Elect.** The President-Elect will have a voting right on the Board of Directors. The President-Elect will be the primary liaison to the Annual Conference Committee. The term of office of the President-Elect shall be one (1) year.

Section 6. **President.** The President shall be the chief executive, financial and accounting officer of the Corporation and shall be in general charge of its business affairs, subject to the control of the Board of Directors. The President shall preside at all meetings of the members and Directors. The President has voting rights only in the event of a tie vote of the Directors. The President shall be authorized to execute on behalf of the Corporation all contracts, agreements and other instruments. The President shall from time to time report to the Board of Directors all matters within his/ her knowledge affecting the Corporation, which should be brought to the attention of the Board of Directors. The President shall perform such other duties as may be required of him/ her by the Board of Directors. The term of office of the President shall be one (1) year.

Section 7. **Immediate Past President.** Each President of the Corporation shall remain on the Board of Directors will full voting rights for a period of one (1) year immediately after his/ her term of office as President.

Section 8. **Secretary.** The Secretary will have a voting right on the Board of Directors. The Secretary will supervise any secretarial duties of the Corporation, which may be performed by another organization under contract. The Secretary of the Corporation shall remain on the Board of Directors for a period of three (3) years.

Section 9. **Treasurer.** The Treasurer will have a voting right on the Board of Directors. The Treasurer shall supervise all financial transactions of the corporation. The Treasurer of the Corporation shall remain on the Board of Directors for a period of three (3) years.

Section 10. **Members-at-Large.** Each Member-at-Large of the Corporation shall remain on the Board of Directors will full voting rights for a period of three (3) years. The Members-at-Large will take part in special projects assigned by the President.

Section 11. **Regional Director.** The Regional Director shall remain on the Board of Directors with full voting rights for a period of three (3) years. The Regional Director will serve as the liaison for all six (6) Regional Representatives and will serve on the Annual Conference Committee.

Section 12. **Reimbursements.** By a simple majority vote of the Board of Directors, members may be designated to attend meetings from time to time and may be reimbursed for their expenses incurred by attending such meetings.
Reimbursement for travel shall be for the purpose of conducting official business of the Corporation. The use of such funds shall be determined by the Board of Directors and may be used for the Board of Directors or any person designated by the Board of Directors. Reimbursements will be addressed according to the AAMD Financial Policies and Procedures Manual.

ARTICLE III
BOARD MEETINGS

Section 1. Regular Meetings. A regular meeting of the Board of Directors shall be held without other notice than this bylaw immediately preceding, during, or immediately after, and at the same place as, the annual meeting of voting members. The Board of Directors may provide, by resolution, the time and place, either within or without the State of Oregon, for holding of additional regular meetings without other notice than such resolution.

Section 2. Special Meetings. Special Meetings of the Board of Directors may be called by or at the request of the President or any two (2) Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place, either within or without the State of Oregon, as the place for holding any special meeting of the Board of Directors called by them.

Section 3. Notice. Written notice of any special meeting of the Board of Directors shall be given at least two (2) days prior to the meeting by personal delivery, by mail, by telegram, via facsimile transmission or any other electronic transmission. Notice shall be deemed to be given when deposited in the United States mail addressed to the Director, shall be deemed given when the telegram is delivered to the telegraph company, or shall be deemed given when successfully transmitted to the Director via facsimile or other electronic transmission. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

Section 4. Quorum. A majority of the number of voting Directors fixed by Section 1 of Article II shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than a quorum is present at the meeting, a majority of the Directors present or a sole Director present may adjourn the meeting from time to time without further notice.

Section 5. Electronic Voting. Any meeting where all persons are not face-to-face must be informed that a meeting is taking place pursuant to this forum and that official business may be transacted. The Directors shall have a period of days to review and respond back and forth through electronic means. After a designated time frame the President will submit a proposal for electronic voting on specific items. The Board members will have one (1) week to post their votes electronically. If the total number
of votes does not equal a quorum then the vote will not be valid and will be voted upon verbally when there is a quorum. The results will be posted electronically and sent to each member of the Board.

ARTICLE IV
MEMBERS

Section 1. Classes. Membership classes shall consist of: Full Members, Professional Associate Members, Student Members, International Members, Honorary Members, Retired Members and Corporate Members (collectively “members”).

All classes of members shall be entitled to all the rights and privileges of the Corporation except that: (a) only qualified Full Members as defined in Article 4, Section 3 may hold office, (b) only Full Members may vote, and (c) only Full Members, Student Members, International Members and Professional Associate Members may serve on a standing or ad hoc committee.

Section 2. Application. A candidate for membership shall submit an application to the AAMD with the appropriate fee.

Section 3. Full Members. Full Members shall be individuals who are certified by the Medical Dosimetry Certification Board.

Section 4. Professional Associate Members. Professional Associate Members shall be individuals who are interested in the field of medical dosimetry but who are ineligible to be a Full Member. This includes, but is not limited to, non-CMD Medical Dosimetrists, Radiation Oncologists, Medical Physicists and Radiation Therapists. They shall have all the obligations, rights and privileges of a Full Member except the right to vote or hold office. They may serve on a standing or ad hoc committee.

Section 5. Honorary Members. Honorary Members shall be individuals who have rendered outstanding service in the field of medical dosimetry. Nominations for Honorary Members may be made by any member of the membership committee. Nominations must be written and must detail the individual’s qualifications and contributions. The membership committee shall present the nomination to the Board of Directors. An affirmative vote of three-fourths (3/4) of the Board of Directors is necessary for election to the classification of Honorary Member. Honorary Members shall pay no dues, and shall have all the obligations, rights and privileges of Full Members, except the right to vote, hold office, or serve on a standing or ad hoc committee; however, they may, and are encouraged to, serve in an advisory capacity to committees.

Section 6. Retired Members. Retired Members shall be members in good standing who are fifty-five (55) years of age or older and have been an AAMD member for at least 10 years who request the membership committee to change their membership class to that of Retired Member. Retired Members must apply for change of classification if returning to the workforce. They shall have all the obligations, rights and privileges of Full Members except the right to vote, hold office, or serve on a standing or ad
hoc committee; however, they may, and are encouraged to, serve in an advisory capacity to committees.

Section 7. Corporate Members. Corporate Members are corporations or other business entities who are interested in the field of medical dosimetry and the Corporation’s involvement therein. They shall have all the obligations, rights and privileges of Full Members except the right to vote, hold office, or serve on a standing or ad hoc committee; however, they may, and are encouraged to, serve in an advisory capacity to committees.

Section 8. Student Members. Student Members shall be individuals who are full-time students enrolled in a medical dosimetry program which is accredited or has applied in good faith to be so accredited by an organization recognized by the Corporation. Student membership status shall extend for such time as the individual continuously remains enrolled in the medical dosimetry program recognized by the Corporation, but not to exceed a period of two (2) years. They shall have all the obligations, rights and privileges of Full Members except the right to vote or hold office.

Section 9. International Members. International Members are individuals who live outside of the United States and Canada who are either certified by the Medical Dosimetrist Certification Board or interested in the field of medical dosimetry. This includes, but is not limited to CMDs, non-certified Medical Dosimetrists, Radiation Oncologists and Radiation Therapists or their recognized counterparts in a foreign country. They receive all member benefits including those of Member Plus. They shall have all the obligations, rights and privileges of a Full Member except the right to vote or hold office. International Members may serve on a standing or ad hoc committee.

Section 10. Change of Membership Class. Any member wishing to change his/ her membership class status shall complete a new membership application.

Section 11. Certificates of Membership. The Board of Directors will provide proof of membership.

Section 12. Termination of Membership. The Board of Directors, by a majority vote, may suspend or expel a member of any class for cause. If a member is suspended or expelled, such member may make a written request for reconsideration of suspension or expulsion with the AAMD within fifteen (15) days after notification of suspension or expulsion. Upon receipt of a request for reconsideration, the Board of Directors shall reconsider the suspension or expulsion and may, by a majority vote, reinstate such member to their membership class up on such terms and conditions as the Board of Directors deems appropriate.

Section 13. Resignation. Any member may resign by filling a written resignation with the AAMD, but such resignation shall not relieve the member of resigning of obligations, financial or otherwise, owed to the Corporation.
ARTICLE V
MEETING OF MEMBERS

Section 1. Rules. Robert’s Rules of Order will be used as a guideline for conduct of all meetings of the members.

Section 2. Annual Meeting. An annual meeting of the members shall be held on such date and time as the Board of Directors shall determine for the purpose of transaction such business as may come before the meeting.

Section 3. Special Meeting. Special meetings of members may be called by the Board of Directors, the President, or not less than one-twentieth (1/20) of the members.

Section 4. Place of Meeting. The place of each meeting of the members shall be determined by the Board of Directors.

Section 5. Notice of Meetings. Written, printed or electronic notice stating the place, day and hour of any meeting of members shall be communicated to each member not less than thirty (30) days before the date of such meeting by the AAMD or designee. In case of a special meeting or when required by statute or by these Bylaws, the purpose for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed delivered when deposited in the United States mail addressed to the member at his/her address as it appears on the records of this Corporation, with postage thereon prepaid.

Section 6. Fixing of Record Date. For the purpose of determining members entitled to notice of or to vote at any meeting of members or any adjournment thereof, or in order to make a determination of members for any other proper purpose, the Board of Directors may establish a record date not to exceed, in any case, seventy (70) days before the meeting or action requiring the determination of members. If no record date is fixed for the determination of members entitled to notice of or to vote at a meeting of members, ten (10) days prior to the date on which notice of the meeting is mailed shall be the record date for such determination of members. When determination of members entitled to vote at any meeting of members has been made as provided in this section, such determination shall apply to any adjournment thereof.

Section 7. Electronic Voting. Members who vote by mail, telephone, telegram, cablegram, electronic mail or any other means of electronic or telephonic transmission shall be deemed present in person for the purpose of this section.

Section 8. Quorum. One-tenth (1/10) of the total voting members of the organization shall constitute a quorum at any meeting. If a meeting cannot be organized because a quorum has not attended, those present may adjourn the meeting from time to time until a quorum is present, when any business may be transacted that may have been transacted at the meeting as originally called.
Section 9. **Action by Members.** If a quorum is present, the vote of a plurality of the votes, which may be cast at any meeting, shall be the act of members, unless the vote of a greater or lesser number is required by law, the articles of incorporation or these Bylaws.

Section 10. **Proxies.** At any meeting of members, a member entitled to vote may vote only in person and not by proxy.

**ARTICLE VI**
**DUES AND SUBSCRIPTIONS**

Section 1. **Dues.** Annual dues of members shall be payable to the American Association of Medical Dosimetrists and shall be sent to the AAMD. The Board of Directors shall determine the annual dues for each class of membership. Any member who fails to pay his dues by the deadline shall receive a final notice of nonpayment.

Section 2. **Members in Good Standing.** Members in good standing shall be those members who have paid their dues by the deadline established by the Board of Directors. No member who is in arrears for dues may vote or hold a position on any committee or receive reports of any actions of the Corporation. It is the responsibility of the Committee Chairperson to check on member status.

Section 3. **Subscription.** Payment of the annual dues shall cover the subscription cost of the newsletter or journal for the Corporation until such time as the Board of Directors decides this is economically unfeasible.

**ARTICLE VII**
**COMMITTEES**

Section 1. **Powers.** During the interval between meetings of the Board of Directors and subject to such limitations as may be imposed by resolution of the Board of Directors, no committee may have or may exercise all the authority of the Board of Directors in the management of the Corporation to the fullest extent allowed by the Oregon Nonprofit Corporation Act, provided that no such committee shall have the authority of the Board of Directors in reference to amending the Articles of Incorporation adopting a plan of merger or consolidation; recommending to the voting members the sale, lease, exchange, mortgage, pledge or other disposition of all or substantially all the property and assets of the Corporation; recommending to the voting members a voluntary dissolution of the Corporation or a revocation thereof; or amending the Bylaws of the Corporation.

Section 2. **Committees.** Subject to applicable law, the provisions of the Articles of Incorporation and Bylaws of the Corporation, the Board of Directors may appoint such committees as may be necessary from time to time, consisting of such persons and having such powers as the Board of Directors may designate. Such committees shall continue in existence at the pleasure of the Board of Directors. Committee chairpersons shall be appointed by the Board of Directors and shall serve for a period of two
(2) years for a maximum of two (2) consecutive terms or until a successor or replacement has been duly appointed by the Board of Directors.

Section 3. **Ethics Review Board.** The Board of Directors is required to preside over all protocol and ethics violations. To resolve such a situation, an Ethics Review Board will be convened and shall consist of all Directors, the Executive Director and one AAMD full member in good standing. The Board of Directors shall have the authority to alter the composition of the Ethics Review Board as deemed necessary.

**ARTICLE VIII**
**GENERAL PROVISIONS**

Section 1. **Records.** The Corporation shall maintain adequate and correct books, records and accounts of its business and properties. All such books, records and accounts shall be kept at such place as may be fixed by the Board of Directors from time to time, except as otherwise provided by law.

Section 2. **Inspection of Books and Records.** All books, records and accounts of the Corporation shall be open to inspection by any Director during regular business hours.

Section 3. **Execution of Documents.** The Board of Directors, except as otherwise provided in the Bylaws, may authorize any officer or agent to enter into any contract or execute any instrument in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances. Unless so authorized by the Board of Directors, no officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement, or to pledge its credit, or to render it liable for any purpose or for any amount.

Section 4. **Fiscal Year.** The fiscal year of the Corporation shall begin on October 1 and end on September 30 of the following year.

Section 5. **Seal.** The corporate seal shall be circular in form and shall have inscribed thereon the name of the Corporation and the state of its incorporation.

**ARTICLE IX**
**ACTION WITHOUT A MEETING**

Any action which is required or permitted to be taken by Directors or voting members at a meeting may be taken without a meeting if a consent in writing setting forth the action so taken is signed by all the voting members or Directors entitled to vote on the matter. Such consent, which shall have the same effect as a unanimous vote of the voting members or Directors, shall be filed with the minutes of the corporation.
ARTICLE X
AMENDMENTS

These Bylaws may be altered, amended or replaced and new bylaws may be adopted by the Board of Directors at any regular or special meeting.