

**BYLAWS OF THE
AMERICAN ASSOCIATION OF MEDICAL DOSIMETRISTS (AAMD)
an Oregon Mutual Benefit Corporation**

Effective: March 9, 2020

ARTICLE 1 – Name and Offices

Section 1. Name: The name of the organization shall be the **American Association of Medical Dosimetrists** (hereinafter “AAMD” or “Organization”).

Section 2. Offices: The principal office of the Organization shall be at 2201 Cooperative Way, Suite 600 Herndon, VA 20171, or such other location as determined by the Board of Directors. AAMD may have such other offices as the affairs of the Organization may from time to time require.

ARTICLE 2 – Exempt Purposes

The purpose of the AAMD shall be to operate exclusively within the meaning of Section 501(c)(6) of the Internal Revenue Code, as amended, as a non-profit organization conducting the following activities:

- 1) Aiding and advancing the progress of the medical dosimetry and professional medical dosimetrists generally;
- 2) Advancing the theory and practice of medical dosimetry and the allied medical sciences and professions;
- 3) Enhancing the status of medical dosimetrists;
- 4) Encouraging research and the preparation of papers, documents and reports on topics related to medical dosimetry;
- 5) Developing standards, codes, and recommended practices in the medical dosimetry profession;
- 6) Endeavoring to establish, maintain and improve the educational standards for the right to practice medical dosimetry and to require high standards of ethical practice by members of the AAMD;
- 7) Fostering the study of medical dosimetry and encouraging the personal and professional development of medical dosimetrists;
- 8) Supporting activities for the employment of medical dosimetrists;
- 9) Working cooperatively with medical physics and radiation therapy societies and advancing public relations for the medical dosimetry professional;
- 10) Carrying on such other activities as shall be consistent with the Organization’s 501(c)(6) non-profit purposes and as conferred upon mutual benefit corporations by the State of Oregon.
- 11) In furtherance of the stated tax-exempt purposes of the Organization, it is authorized to receive and maintain a fund or funds, to invest and reinvest such fund or funds and to

apply the income and principal of any funds received by it to the advancement of the non-profit goals of the Organization as set forth herein.

ARTICLE 3 – Operation and Budget

Section 1. Operation: AAMD will operate in a manner consistent with its tax-exempt purposes and mission set forth in Article 2 above and in compliance with the Oregon Nonprofit Corporation Act.

Section 2. Budget: The Organization, by its Executive Director, working in consultation with the AAMD President and Treasurer, shall create a proposed budget consistent with the Organization’s strategic plan as developed and revised from time to time by the Board. The proposed budget shall be submitted to the Organization’s Board of Directors for review and approval. The Executive Director shall make periodic reports to the Organization’s Board comparing actual revenue and expenses to the projected AAMD budget.

ARTICLE 4 – Membership

Section 1. Membership: The Organization will operate as a membership organization.

Section 2. Categories of Membership: There will be the following categories of membership in the AAMD: Full CMD 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 Organization except that: (a) only qualified Full CMD Members as defined in Article 4, Section 3 may hold office, (b) only Full CMD Members may vote on such matters as a properly placed before the membership for a vote, and (c) only Full CMD Members, Student Members, International Members and Professional Associate Members may serve on a standing or ad hoc committee.

Section 3. Application. A candidate for membership shall submit an application to the AAMD with the appropriate fee.

Section 4. Full CMD Members. Full CMD Members shall be individuals who are certified by the Medical Dosimetry Certification Board.

Section 5. 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 CMD 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 CMD Member except the right to vote or hold office. They may serve on a standing or ad hoc committee.

Section 6. 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 CMD 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. 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 CMD 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. 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 CMD 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 9. 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 CMD Members except the right to vote or hold office.

Section 10. 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 CMD Member except the right to vote or hold office. International Members may serve on a standing or ad hoc committee.

Section 11. Change of Membership Class. Any member wishing to change his/ her membership class status shall complete a new membership application.

Section 12. Certificates of Membership. The Board of Directors through AAMD staff will provide members with proof of membership in a form approved by the Board.

Section 13. Termination of Membership. The Board of Directors, by a majority vote, may suspend or expel a member of any class for cause. Such cause shall include, but is not limited to, a violation of the Articles of Incorporation or Bylaws of the AAMD, conduct in violation of the policies of the AAMD as adopted by the Board from time to time, the AAMD Code of Ethics, or conduct which is contrary to the bests interests of the Organization or its tax-exempt status and purposes.

If a member is suspended or expelled, such member shall be provided with written notice of the basis for the suspension or expulsion from membership and 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 written request for reconsideration submitted to the AAMD Executive Director, the Board of Directors shall reconsider the suspension or expulsion and may, by a majority vote, reinstate such member to their membership class upon such terms and conditions as the Board of Directors deems appropriate. Termination of membership for failure to pay fees or assessments due shall not require a vote of the Board of Directors.

Section 14. Resignation. A member may resign from the Organization at any time. Such resignation shall be in writing addressed to the Board President and/or the Executive Director and shall be effective upon receipt by the President or Executive Director without further action on the part of the Board. The resignation of a member shall not relieve the member of the obligation to pay any dues, assessments or other charges accruing and unpaid prior to the submission of the resignation.

Section 15. Obligations of Membership: Each member of the Organization shall be obligated to at all times faithfully abide by these Bylaws, the AAMD Code of Ethics, and any other rules and policies established by the Board of Directors from time to time and to pay all dues, assessments and other financial obligations.

Section 16. Other Categories of Membership: The Organization's Board of Directors may from time to time establish such membership categories and qualifications therefore as it deems appropriate.

ARTICLE 5 – Meetings of Membership

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 of Membership: There shall be an Annual Meeting of the Organization's membership at such date, time and place as the Board of Directors shall determine, for receiving annual reports of officers, directors and committees and for the transaction of any other business as determined by the Board of Directors. The Annual Meeting of the Organization's membership may be conducted by means of the Internet or other electronic communications technology pursuant to which members have the opportunity to hear or read the proceedings substantially concurrently with their occurrence, vote on matters submitted to the members, pose questions and make comments.

Section 3. Notice of Annual Meeting: Notice of the Annual meeting shall be sent to each member by USPS, 1st Class Postage prepaid, facsimile or electronic communication not fewer than seven (7) days and not more than sixty (60) days before the time appointed for the meeting. If mailed, the notice of a meeting shall be deemed delivered when deposited in the United States mail addressed to the member at their address as it appears on the records of the Organization, with postage thereon prepaid.

Section 4. Special Meetings of Membership: Special Meetings of the membership may be called by the AAMD President, the Board of Directors or by written petition signed by not fewer than five percent (5%) of the AAMD voting membership in good standing. Notice of Special Meetings of the membership shall be sent to each member or member organization's designated representative by USPS, 1st Class Postage prepaid, facsimile, or electronic communication not fewer than seven (7) days before the date and time appointed for the meeting. No business other than that specified in the notice of the meeting shall be transacted at any Special Meeting of the membership. If mailed, the notice of a meeting shall be deemed delivered when deposited in the United States mail addressed to the member at their address as it appears on the records of the Organization, with postage thereon prepaid.

Section 5. Proxy Voting: Voting members of the Organization may vote by proxy executed in writing by the member and delivered to the Executive Director or AAMD President or Secretary prior to the vote. The form of such proxies shall be prescribed by the Board of Directors.

Section 6. Action by Written Ballot: Any action which may be taken at the Annual or a Special Meeting of AAMD members may be taken without a meeting if the Organization delivers a written ballot to every member entitled to vote on the matter. The written ballot shall set forth each proposed action and provide an opportunity to vote for or against each proposed action.

Section 7. 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 8. 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 9. Quorum: Those voting members of the Organization present shall constitute a quorum at any meeting of the membership. If a meeting cannot be organized because a quorum has not attained,

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 10. Action by Members: Where members are charged with the election of AAMD officers or directors, a plurality of the votes cast by members authorized to vote shall be required for election to an AAMD officer position or to a position on the Board of Directors. Except as otherwise required by these Bylaws or by law, at any meeting of the membership where a quorum is present, a majority vote of those members authorized to vote shall constitute action on the part of the membership.

ARTICLE 6 – 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. A member who fails to pay their dues by the AAMD established due payment deadline shall receive a final notice of nonpayment and their membership will be terminated in the AAMD.

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 Organization. It is the responsibility of each committee chair to confirm member status with the AAMD business office.

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

ARTICLE 7 – Board of Directors

Section 1. General Powers: The business and affairs of the AAMD shall be managed by and under the direction of its Board of Directors, which shall also have the authority to determine the policies and procedures of the Organization. Among the responsibilities of the Board of Directors will be 1) establishing the overall direction, mission, strategy, annual plan and budget for the AAMD; 2) adopting policies and procedures for the regular operation, administration and financial affairs of AAMD consistent with its best interests; 3) ensuring sufficient financial and human capital for the operation of the AAMD and the achievement of its mission and vision; 4) recruitment and development of qualified Board members; 5) oversight of the AAMD's performance and achievement of its nonprofit goals and objectives; and 6) in the execution of the powers granted, appoint such agents as it may consider necessary to effectively and efficiently achieve the non-profit objectives and mission of the AAMD.

Section 2. Composition: The Board of Directors shall be comprised of the Organization's officers, including the President, President-Elect, Immediate Past President, Secretary, Treasurer, as well as a

Regional Director and two (2) Member-At-Large Directors. In addition, the AAMD Executive Director shall hold an *ex-officio* non-voting position on the Board of Directors. The number of Directors may be increased or decreased from time to time by amendment to these Bylaws and the Organization's Articles of Incorporation.

Section 3. Officers: The President, President-Elect, Immediate Past President, Secretary and Treasurer shall be the elected officers of the Organization and members of the Board of Directors. Their duties and responsibilities are set forth in Article 7 of these Bylaws.

Section 4. Members-At-Large: Each Member-At-Large Director of the Organization shall remain on the Board of Directors with full voting rights for a period of three (3) years. A Member-At-Large Director may serve not more than two (2) consecutive three (3) year terms without at least a one-year break in service. The Members-At-Large will take part in special projects assigned by the President.

Section 5. Regional Director: The Regional Director shall remain on the Board of Directors with full voting rights for a period of three (3) years. A Regional Director may serve not more than two (2) consecutive three (3) year terms without at least a one-year break in service. The Regional Director will serve as the liaison for all six (6) Regional Representatives and will serve on the Annual Conference Committee.

Section 6. Election and Term: Nominations for positions on the Board of Directors shall be solicited, reviewed and approved by a 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 to such nomination. If the candidate is eligible to serve on the Board, 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 chairperson, or his or her 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 Organization after the nomination deadline will not be accepted by the Organization and shall not be effective. After the nomination deadline, a nominee cannot change the Director position for which he or she has been nominated.

Candidates for positions on the Board 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. Where no nominee has been put forward for a Board position, the Board of Directors shall appoint a full member in good standing regardless of qualifications for position after the nomination deadline.

Except as otherwise provided herein, elections for positions on the AAMD Board of Directors shall be by secure electronic ballots submitted to full CMD members at the member's email address of record with the AAMD or by hardcopy ballots mailed by USPS 1st Class Postage prepaid to the full CMD members

without valid email addresses. Mail or electronic ballots shall be mailed or electronically posted no fewer than seventy (70) days prior to the Annual Meeting to current eligible voting members at their last address, electronic mail address (email) on record at the AAMD office or posted on a secure website created for voting purposes by the AAMD.

Notwithstanding anything to the contrary, where there is only one candidate for an open position on the Board of Directors (i.e., the candidate is unopposed), the Organization will ask voting members to accept the appointment of that nominee to the Board of Directors 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.

Positions on the Board of Directors of the AAMD shall be elected by plurality of members entitled to vote who cast ballots. The ballot will be validated with no less than 5% of the eligible voting membership's participation.

Members of the Board of Directors shall be elected for a three (3) year term commencing on August 1 of the year in which they are elected and extending until their term expires or until they resign or have been removed in the manner provided in the Bylaws. Members of the Board may serve not more than two (2) consecutive three (3) year terms without at least a one-year break in Board service.

Section 7. Removal of Directors: Pursuant to the Oregon Nonprofit Corporation Act, members of the AAMD authorized to vote may vote to remove one or more Directors elected by them with or without cause.

A Director may also be removed for cause by a majority vote of the members of the Board of Directors authorized to vote. "Cause" shall be interpreted to include, but not be limited to, 1) missing more than three (3) noticed meetings of the Board in a twelve (12) month period; 2) conduct deemed by the Board to be in violation of the Articles of Incorporation, Bylaws, AAMD Code of Ethics or Board adopted policies of the Organization; 3) conduct deemed by the Board to be contrary to best interests of the Organization or in violation of its tax-exempt status or mission. In the case of removal by the Board, the Director who is the subject of the proposed removal shall be provided with prior written notice of such removal and the grounds therefore and provided with an opportunity to respond in writing and/or in person before the Board. Such appearance before the Board may take place in the form of a video or telephone conference wherein all participants may hear and be heard by other participants. The decision of the Board of Directors on such matter shall be final and binding. The Director who is the subject of the removal action shall not be entitled to representation by legal counsel during the hearing before the Board.

Section 8. Vacancies: Except as hereinafter provided, any vacancy occurring on 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 director position to be filled by reason of an increase in the number of directors of the Organization 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 director position 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 or she replaces and until his or her successor shall be elected.

Section 9. Resignation: Except as otherwise provided by law, a member of the Board of Directors may resign from the Board at any time by giving written notice to the President or the Organization's Executive Director. Such resignation shall take effect at the time specified therein. Where no effective date is so specified, the resignation shall take effect upon receipt by the President or by the Organization's Executive Director.

Section 10. Quorum and Action by the Board: Unless a greater proportion or number is required by law or under these Bylaws, a majority of the voting Directors then in office shall constitute a quorum for the transaction of Organization business. The AAMD Executive Director shall not be considered in calculating the presence of a quorum of the Board of Directors. If a quorum is present at the commencement of a meeting, a quorum shall be deemed present throughout such proceedings. Except as otherwise provided by law or by the Articles of Incorporation or these Bylaws, the act of a majority of the voting Directors present at a meeting at which a quorum is present shall constitute the act of the Board. If less than a quorum of the Board is present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 11. Voting: Each Director authorized to vote shall be entitled to cast one (1) vote on matters submitted to the Board for a vote. Proxy voting by members of the Board of Directors is prohibited.

Section 12. Compensation/Reimbursement: Directors will not receive compensation for their services on the Board. However, they may be reimbursed for documented and approved costs and expenses directly related to their service on the Board in accordance with the reimbursement policy adopted by the Organization's Board of Directors.

Section 13. Meetings of the Board: The Board of Directors shall meet not less than two (2) times during each fiscal year of the Organization. Regular meetings shall be held at such time and place as shall be determined by the Board of Directors. Special Meetings may be called by the President or by any three (3) other voting members of the Board.

Section 14. Notice: Notice of the Annual Meeting and other regular meetings of the Board of Directors shall be given by the Secretary or AAMD Executive Director to each member of the Board by U.S. Postal Service, 1st Class Postage prepaid, facsimile, telephone or by electronic mail not less than ten (10) days and not more than (30) days prior to the date the meeting is scheduled. The matters to be discussed and voted upon at a duly called meeting of the Board shall not be limited to those set forth in the notice of

such meeting. In the case of a called Special Meeting, such notice such notice shall be provided not less than two (2) days prior to the scheduled meeting.

Section 15. Telephone/Electronic Meetings: Except where otherwise prohibited by law, the members of the Board of Directors may participate in any meeting of the Board by means of a conference telephone call or similar electronic or video communications equipment by means of which all members participating in the meeting may hear each other simultaneously, and participation by such means shall be conclusively deemed to constitute presence in person at such meeting. In some extreme or urgent situations, it may be the consensus of the Board of Directors to hold a discussion and vote electronically, when a telephone or video conference is not possible in a timely manner.

Section 16. Waiver: A Director's attendance at any meeting shall constitute a waiver of notice of such meeting, excepting such attendance at a meeting by the Director for the purpose of objecting to the called or convened meeting.

Section 17. Action by Unanimous Consent: Except to the extent that the Articles of Incorporation or these Bylaws require that action by the Board of Directors be taken at a meeting, action required or permitted by the Oregon Nonprofit Corporation Act to be taken by the Board of Directors may be taken without a meeting if each Director signs a consent in the form of a record describing the action to be taken and delivers it to the Organization's Executive Director. Action taken under this Section shall be the act of the Board of Directors when one or more consents signed by all the Directors are delivered to the Organization's Executive Director.

Section 18. Rules: Robert's Rules of Order will be used as a guideline for the conduct of all meetings of the Board of Directors.

ARTICLE 7 - Officers

Section 1. Officers: The officers of the Organization shall be the President, President-Elect, Immediate Past President, Secretary and Treasurer and such assistant officers as may be elected by the Board from time to time. No officer may hold more than a single office concurrently.

Section 2. Election and Term of Office: Nominations for President-Elect, Secretary, and Treasurer shall be solicited, reviewed and approved by a 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 to serve as an officer, 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 Organization after the nomination deadline will not be accepted by the Organization 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, and Treasurer 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. Where no nominee has been put forward 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, and Treasurer shall be by secure electronic ballots submitted to full members with valid email addresses or by hardcopy ballots mailed by USPS 1st Class Postage prepaid to the full CMD members without valid email addresses. Mail or electronic ballots shall be mailed or electronically posted no fewer than seventy (70) days prior to the annual meeting to current eligible voting 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 office (i.e., the candidate is unopposed), the Organization will ask voting members to accept the appointment of that nominee to the officer 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 5% 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. Officers may serve not more than two (2) consecutive three (3) year terms in a single office.

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 Organization should be served thereby. In such case, the officer will be provided with prior written notice of the grounds for removal and be provided with an opportunity to respond in person (or by telephone or video conference) before the Board or in writing. The decision of the Board on such removal shall be final and binding upon the officer.

Section 4. Vacancies: A vacancy in any office because of death, resignation, removal, disqualification, incapacity or otherwise may be filled by majority vote of the Board of Directors for the unexpired portion of the term.

Section 5. President: The President shall be the chief executive officer of the Organization 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 Organization 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 Organization, 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 6. President-Elect: The President-Elect shall serve as a voting member of the Board of Directors. He or she will be the primary Board liaison to the Organization's Annual Conference Committee. He or she shall also perform such other duties as assigned by these Bylaws or by the Board of Directors.

Section 7. Immediate Past Chair: Each President of the Organization shall remain on the Board of Directors with full voting rights for a period of one (1) year following the completion of his or her term as President.

Section 8. Secretary: The Secretary shall keep the minutes of the Board of Director's meetings; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the AAMD President or the Board of Directors. The Secretary may be assisted by an Assistant Secretary appointed by the Board or an AAMD staff member selected by the Executive Director.

Section 9. Treasurer: The Treasurer shall submit all annual financial statements, audits, and reports to the Board of Directors and in general perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the AAMD President and the Board of Directors. The Treasurer may be assisted by an Assistant Treasurer appointed by the Board.

Section 10. Compensation/Reimbursement: Officers will not receive compensation for their services but may be reimbursed for documented and approved costs and expenses directly related to the performance of their duties as officers in accordance with the reimbursement policy adopted by the AAMD Board of Directors.

Section 11. Bond: Any officer or agent of AAMD shall, if required by majority vote of the Board of Directors, give to the Organization such security for the faithful discharge of his or her duties as the Board may direct. The Organization shall pay the cost of such security bond.

ARTICLE 9 – Committees

Section 1. Committees: Subject to applicable law, the provisions of the Articles of Incorporation and these Bylaws, 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 2. 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 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.

Section 3. Quorum/Action: A majority of the members of the standing or special committee, task force or working group shall constitute a quorum for the purpose of conducting business.

Section 4. Telephone/Video Meeting Participation: Except where otherwise prohibited by law, the members of a committee, task force or working group of the Organization may participate in any meeting of the same by means of conference telephone call or similar electronic or video communications equipment by means of which all members participating in the meeting may hear each other simultaneously.

ARTICLE 10 – Miscellaneous

Section 1. Rules: The Organization's Board of Directors may establish such rules as are consistent with these Bylaws for the policies, procedures and programs of the AAMD.

Section 2. Fiscal Year: The fiscal year of the Organization shall begin on October 1 and end on September 30 of the following year. The Board, in its reasonable discretion, may vote to amend the fiscal year where it deems such change to be in the best interests of the Organization.

Section 3. Audit: The accounts of the Organization will be audited pursuant to the requirements of the Board approved Financial Policies and Procedures.

Section 4. Records: The Organization 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. Such books,

records and accounts of the Organization shall be open to inspection by any Director during regular business hours.

Section 5. 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 Organization. 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 Organization by any contract or engagement, or to pledge its credit, or to render it liable for any purpose or for any amount.

Section 6. Insurance: The AAMD will carry or be named on such policies of property and liability insurance as are deemed prudent to the sound operation and risk management of the organization and in such limits as may be deemed commercially reasonable given the nature, activities and assets of the Organization.

Section 7. Amendments: These Bylaws may be amended by majority vote of the voting members of the AAMD Board of Directors then in office and present at a meeting at which a quorum is present, or by majority vote of the voting Directors then in office voting by US Mail, 1st Class Postage prepaid written ballot, facsimile or electronic mail ballot, provided that the votes are received within thirty (30) days of the original mailing or notice.

Section 8. Indemnification: Each person who was or is a defendant or respondent, or is threatened to be made a defendant or respondent, in any action, suit or proceeding, whether civil, criminal, administrative or investigative, and whether formal or informal (hereinafter "Proceeding"), by reason of the fact they are or were a director or officer of the Organization, shall be indemnified and held harmless by the Organization to the fullest extent permitted by the laws of the State of Oregon, though not in excess of the actual amount of the Organization's available insurance coverage for such action, suit or proceeding, against all costs, charges, expenses, liabilities, and losses (including reasonable attorneys' fees, judgments, fines, taxes, or penalties and amounts paid or to be paid in settlement) reasonably incurred or suffered by such person in connection therewith, except in the event of gross negligence, willful or intentional misconduct or a knowing violation of criminal law, and such indemnification shall continue as to a person who has ceased to be a director, officer or employee and shall inure to the benefit of his or her heirs, executors and administrators. However, in the event of a settlement, the indemnification herein shall apply only when the Board of Director of AAMD approves such settlement and reimbursement as being in the best interests of the Organization.

Section 9. Dissolution: In the case of dissolution of the AAMD or the winding up of its affairs, the assets of the organization shall be distributed to one or more other organizations which themselves are exempt as organizations described in Section 501(c)(6) or 501(c)(3) and 170 (c) of the Internal Revenue Code of 1986, as amended, or the corresponding sections of any prior or future federal tax code, or to the federal government, or to a state or local government, exclusively for public purpose, provided, however, that in

no way shall such distribution inure to the financial benefit of any AAMD officer, director, committee member, or any AAMD member or contributor.