



Education Foundation Bylaws and Mission Statement

Effective Date: August 22, 1997

Amended May 3, 1997, July 27, 2001, November 9, 2001, February 25, 2005, May 17, 2005,
November 11, 2016

490-B Boston Post Road, Suite 200, Sudbury, MA 01776

MISSION STATEMENT

The Foundation, in cooperation with the American Healthcare Radiology Administrators, Inc., obtains and provides resources to enhance the effectiveness of imaging and healthcare disciplines.

BYLAWS

ARTICLE I - NAME, LOCATION AND REGISTERED OFFICE

Name: The name of the corporation shall be American Healthcare Radiology Administrators Education Foundation, Inc., hereafter "Foundation".

Location and Registered Office: The Foundation shall have and continuously maintain in the State of Illinois, a registered office and a registered agent whose business office is identical with such registered office and may have other offices within or without the State of Illinois as determined from time to time by the Board of Directors.

ARTICLE II - PURPOSES

The purposes of the Foundation, as stated in its Articles of Incorporation, are:

To carry on the following educational, literary, scientific and charitable purposes, or any of them, both directly and by the application of assets, to the use of the American Healthcare Radiology Administrators, Inc., hereafter "AHRA", exclusively for charitable, scientific, literary or educational purposes:

To publish scientific, educational and professional literature;

To assist in the establishment and improvement of standards of professional conduct and services in the business and non-medical management aspects of health care radiology;

To provide financial support to AHRA and its members in the furtherance of scientific, literary or educational purposes in the profession of radiology administration;

To provide scholarship assistance for members of the AHRA for undergraduate, graduate and other educational programs for the profession of radiology administration;

To engage in any and all lawful activities incidental to the foregoing purposes, except as restricted herein;

The Foundation also shall have such powers as are now or may hereafter be granted by the General Not-For-Profit Corporation Act of Illinois.

ARTICLE III - MISSION STATEMENT

The Foundation, in cooperation with the American Healthcare Radiology Administrators, Inc., obtains and provides resources to enhance the effectiveness of imaging and health care disciplines.

ARTICLE IV - BOARD OF DIRECTORS

Composition: The Board of Directors shall consist of three classes of directors and shall have not less than seven (7) nor more than ten (10) members.

Class One Directors: Class One Directors shall consist of the AHRA President, Past President, President-elect, and Finance Director.

Class Two Directors: Class Two Directors shall consist of not less than 2 and not more than 3 AHRA members appointed by the AHRA Board of Directors who shall not be current AHRA officers, directors, taskforce or team leaders.

Class Three Directors: Class Three Directors shall consist of not less than 1 member, not more than 3 members, elected by the Class One and Class Two Directors, as determined by the Board of Directors.

Authority and Responsibility: The affairs of the Foundation shall be managed under the direction and supervision of its Board of Directors who shall approve the goals and outcomes to be accomplished; assure that the desired goals and outcomes are achieved and assure that the Foundation's resources necessary for achievement of its goals and outcomes are used efficiently. The Board of Directors shall be accountable for Foundation assets and shall approve the budget

of the Foundation. The Board shall conduct an annual Board assessment. The Board may retain and compensate such staff and other consultants, including, but not limited to, legal counsel, CPA firms and a Chief Executive Officer, as it deems necessary to achieve the goals and outcomes of the Foundation. The Board shall have authority to contract on behalf of the Foundation and may adopt such policies, rules and procedures for the conduct of the business of the Foundation as it shall deem advisable. The Board shall have authority to establish committees, task forces, commissions and an Advisory Council. The Board shall have authority to indemnify its Directors, officers, employees and agents in accordance with law. The Board shall have and exercise all other powers necessary or convenient to accomplish all of the purposes for which the Foundation is formed.

**Nominations,
Elections and
Appointments:**

The Board of Directors shall establish policies and procedures for the nomination and election of officers and the election of Class Three Directors.

Term:

Directors shall serve a three-year term or until their successors have been elected or appointed and assume office. Directors may serve a maximum of two (2) terms.

Regular Meetings:

The Board of Directors shall hold at least two meetings annually at such time and place as shall be designated by the Chair. Meetings may be conducted by telephone or other electronic means, provided that all directors participating in the meeting can communicate with each other in real time or as otherwise provided by law.

Notice:

Notice stating the time and place of meetings shall be delivered to each director not less than seven days prior to the date of the meeting, either electronically or by mail. If mailed, the notice shall be deemed delivered when deposited in the United States Mail or other comparable commercial mail delivery service addressed to the director at his or her address of record with postage prepaid. Notice may be waived with written or electronic consent of all members of the Board of Directors.

Special Meetings:

Special meetings may be held on 24-hour notice at the call of the Chair, or in their absence, the Vice Chair, or at the call of a

majority of the members of the Board. Every reasonable effort shall be made to notify all members of the Board as to the date, place and time of special meetings as early as possible after the decision to call such meeting.

**Attendance and
Quorum:**

A majority of the voting members of the Board of Directors shall constitute a quorum for conducting business and the act of a majority of the directors present at any meeting at which there is a quorum present shall be the act of the Board, except that no director shall be removed from office and no amendment or alteration of these Bylaws or of the Articles of Incorporation shall be made, except as hereafter provided. If a quorum is not present at any meeting of the Board of Directors, those present may receive and review any reports which do not require Board action and a majority of the Board then present may adjourn the meeting from time to time until a quorum shall be present.

Written Consent:

Any action required or permitted to be taken at any meeting of the Board of Directors or any committee thereof may be taken without a meeting if all members of the Board or committee consent thereto in writing, whether done before or after the action so taken, and the written consents shall be filed with the minutes of proceedings. Written consent shall include electronically recorded consent.

Board of Directors:

Class One Directors shall not be removed from office except upon removal or resignation from the AHRA Board of Directors. Class Two and Class Three Directors may be removed from office with or without cause by a vote of two-thirds of all voting members of the Board other than the director to be removed.

Standards of Conduct:

No member of the Board of Directors shall realize economic gain from any action of the Board of Directors in which that member participated. Directors shall be required to advise the Board whenever the Board is considering any action that would have a direct bearing on the business or professional interests of the member or the firm or corporation of which the member is an officer, director, employee or owner.

ARTICLE V - OFFICERS

- Composition:** The officers of the Foundation shall be the Chair, Vice Chair and Finance Director.
- Term:** The offices of Chair and Vice Chair shall be elected for one year terms, serving within the respective 3 year Directorship term as stated in article IV. The office of Finance Director shall be consistent with the AHRA Finance Director term.
- Authority and Responsibility:** The officers, in carrying out their duties as prescribed by these Bylaws and as may be prescribed by the Board of Directors, shall have discretion to delegate administrative authority and responsibilities for day-to-day tasks to volunteers, staff and consultants as may be necessary from time to time.
- Chair:** The Chair of the Board of Directors shall be the chief elected officer of the Foundation and shall preside at all meetings of the Board of Directors and shall have such other duties as prescribed by the Board of Directors.
- Vice Chair:** The Vice Chair shall preside at all meetings of the Board of Directors in the absence of the Chair and shall have such other duties as prescribed by the Board of Directors.
- Finance Director:** The Finance Director shall oversee the maintenance of adequate books of account and the receipts and disbursements of the Foundation and shall perform all other duties incident to the office of Finance Director as may be required by the Board of Directors from time to time. The Finance Director, if required by the Board of Directors, shall be bonded at the expense of the Foundation. The Finance Director certifies the bylaws.
- Removal of Officers:** Officers may be removed with or without cause by majority vote of the voting members of the full Board of Directors.

ARTICLE VI - FINANCES

- Accounts:** The Foundation may maintain such bank and investment accounts, as the Board of Directors from time to time shall determine.
- Audit:** The accounts of the Foundation shall be audited annually by an independent Certified Public Accountant.

Fidelity Bond: Directors, officers and staff persons with financial or contracting authority shall be bonded at the expense of the Foundation.

No Private Benefit: The Foundation shall not pay dividends or distribute any part of its income or assets to the Board of Directors except that a director may be reimbursed for travel and other expenses incurred in the discharge of official duties of the Foundation consistent with policies established by the Board.

ARTICLE VII - INDEMNIFICATION

The Foundation shall indemnify the members of its Board of Directors, its officers, former members of its Board of Directors and former officers, or any person who serves, or may have served, at its request by its election or appointment as a director or officer of another corporation, for all sums which they, or any of them, shall become legally obligated to pay as damages, and for expenses actually and necessarily incurred by them in connection with the defense or settlement of any cause of action, suit or proceeding in which they, or any of them, are made parties, or a party, by reason of being or having been a member of the Board of Directors, officer of the Foundation or elected or appointed director or officer as aforesaid, notwithstanding that the allegations of any cause of action, suit or proceeding may be false, fraudulent or groundless. If the Board of Directors so authorizes, any person entitled to the benefits of this Foundation's indemnification may be indemnified for expenses actually and necessarily incurred prior to the final adjudication of any such action, suit or proceeding, but only if the person seeking indemnification acknowledges in writing that he or she shall be legally bound to reimburse the Foundation if such person is adjudged in such action, suit or proceeding to be liable for willful misconduct in the performance of duty or such action, suit or proceeding is settled by agreement predicated upon the existence of such liability.

ARTICLE VIII - AMENDMENTS TO BYLAWS AND ARTICLES OF INCORPORATION

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a majority of the directors present at any regular meeting or at any special meeting of the Board of Directors called for such purpose, provided that at least seven days' written notice is given of the intention to alter, amend, repeal or to adopt Bylaws at such meeting. No such alteration, amendment, repeal or adoption of new Bylaws, to amend this Article IX, to change the minimum or maximum number of directors comprising the Board, the classes of directors, altering the composition of the Executive Committee, amending the Mission Statement and no amendment to the Articles of Incorporation shall be effective unless passed by the affirmative vote of a majority of the full Board, not less than six (6) of which affirmative votes shall be cast by Class One and Class Two Directors in the aggregate.

ARTICLE IX - DISTRIBUTION AND DISSOLUTION

Upon the liquidation, dissolution, winding up or abandonment of the Foundation, the assets remaining after the payment or provision for the payment of all debts and liabilities of the Foundation shall be distributed, if any, exclusively to such organization or organizations organized and operated exclusively for charitable, educational, literary or scientific purposes and shall, at the time, qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law) as the Board of Directors may determine.

Amended May 3, 1997.

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