the association for medical imaging management

Bylaws
Mission and Vision Statements

Policy Manual Effective July 29, 2002
Reviewed July 2026

2001 K Street NW, Third Floor North, Washington, DC

MISSION STATEMENT

To educate, develop, mentor, and provide resources to medical imaging professionals.

VISION STATEMENT

AHRA is the place imaging leaders come to connect, grow, and learn.

BYLAWS

ARTICLE I - NAME, LOCATION AND REGISTERED OFFICE

Name: The name of this Association is American Healthcare Radiology Administrators, Inc., alternatively known by the acronym, "AHRA", and the tagline “The Association for Medical Imaging Management”.

Location and Registered Office: The Association shall 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 as determined from time to time by the Board of Directors.

ARTICLE II - MEMBERSHIP

Membership: Membership shall be open to those persons who support the mission and vision of the Association and who pay annual dues prescribed by the Board of Directors.

ARTICLE III - MEETINGS OF MEMBERS

Annual Meeting: The Annual Meeting of the Members of the Association shall be held at such place and on such dates as may be approved by the Board of Directors.

Special Meetings: Special Meetings of the Members may be called by the President, or by resolution of a majority of the Board of Directors or Executive Committee, and shall be called upon written petition of twenty-five members, such petition to be filed with the President.

Notice: Notice of the time and place of meetings of the Members, or any adjournment thereof, shall be published in the official publication of record of the Association not more than sixty (60) nor less than five (5) days prior to the date thereof, except as otherwise provided by law.

Quorum: A quorum shall consist of ten percent (10%) of the members present in person and/or virtual at a meeting.

Rules of Procedure: Meetings may be conducted in accordance with rules adopted by a majority of eligible participants attending any meeting of the Association or any subunit unless in conflict with a provision of these Bylaws, in which event the Bylaws shall apply.

ARTICLE IV - ORGANIZATION AND STRUCTURE

Organization: The Board of Directors, to achieve the objectives and purposes of the Association, may establish organizational subunits such as regions, chapters, councils, colleges, sections, or divisions.

Authority: The Board of Directors shall exercise authority over policies, services, programs and budgets of all organizational subunits, including qualification for membership and jurisdiction.

Affiliated Organizations: The Board of Directors may establish relationships with other associations, foundations and organizations upon such terms and conditions as it considers appropriate.

ARTICLE V - BOARD OF DIRECTORS

Composition: The Board of Directors shall have not less than thirteen (13) nor more than seventeen (17) members and shall be composed of its officers, nine (9) elected directors, and a Finance Director appointed by the Board, and not more than four (4) additional members as shall be determined by the Board of Directors from time to time.

Term: Directors shall serve for a three year term or until their successors have been elected or appointed and assume office. One-third, or the nearest practicable fraction, of the directors shall be elected each year. No director shall serve more than two, three-year terms on the Board of Directors, with the exception of a director who runs for the office of President-Elect.

Authority and Responsibility: The affairs of the Association 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 ensure that the Association's resources necessary for achievement are available and used efficiently. The Board of Directors shall approve the budget of the Association and may retain and compensate such staff and legal counsel as it deems necessary to carry out the functions of the Association. The Board shall determine its policies, and be accountable for Association assets. The Board shall have authority to contract on behalf of the Association and may adopt such rules and procedures for the conduct of the business of the Association as it shall deem advisable. The Board shall have the 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 effect any or all of the purposes for which the Association is formed and may delegate any of its authority and responsibility unless specifically prohibited by these Bylaws or by law.

Regular Meetings: The Board of Directors shall hold meetings at such time and place as shall be designated by the President. Directors may attend a meeting by telephone or other electronic means provided that all persons 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 (7), nor more than fifty (50), days prior to the date of the meeting.

Special Meetings: Special meetings may, from time to time, be necessary to consider business of an urgent nature which cannot be delayed until the next regularly scheduled meeting. Special meetings may be held on twenty-four hour notice at the call of the President, or in his absence, the President-elect, or at the call of a majority of the members of the Board. Every reasonable effort will 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 shall be the act of the Board, except as may be otherwise provided by law, the Articles of Incorporation or by the Bylaws. 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 the Board 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.

Removal of Directors: Directors may be removed with or without cause by a 2/3 majority vote of the board pursuant to policies and procedures established by the Board of Directors and in compliance with the provisions of the Illinois Not-for-Profit Corporation Act.

Executive

Committee: There shall be an Executive Committee consisting of the President, President-Elect, Immediate Past President, Finance Director, Chief Executive Officer and two directors appointed by the Board.

The Executive Committee may act for the Board of Directors pursuant to delegation of authority by the Board of Directors and shall be responsible for the day-to-day operations of the Association, in accordance with policy established by the Board of Directors.

A majority of the voting members of the Executive Committee shall constitute a quorum. The President or any two members of the Executive Committee may call such meetings of the Executive Committee as the business of the Association may require.

Nominations, Elections and Appointments: The election of officers and directors may be conducted by electronic communication as may be allowed by law.

The Board shall establish policies and procedures for the nomination and election of officers and for the nomination, election, and appointment of directors and shall appoint a Nominating Committee or Task Force composed of a majority who are not Board members to select nominees to be candidates for office. Candidates for positions as officers and directors shall have demonstrated leadership in healthcare.

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. Board of Director members shall be required to advise the Board of Directors whenever the Board of Directors 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 VI - OFFICERS

Composition: The officers of the Association shall be the President, President-Elect, Immediate Past President and Executive Director. The Executive Director shall be employed by the Board of Directors. The President-Elect shall be elected annually by a majority vote of the Members voting in the election.

Term: The offices of President Elect, President and Immediate Past President are progressive offices. Each officer shall serve for a one-year term or until his or her successor has been elected or succeeded to office. No officer may serve

more than one elected term.

President: The President shall be the chief elected officer of the Association and shall preside at all Board of Directors and Executive Committee meetings. The President shall be an ex-officio member of all committees, action groups, task forces or other subdivisions created within the Association.

President-Elect: In the absence of the President or inability or refusal to act, the President-Elect shall perform the duties of President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The President-Elect shall perform such other duties as from time to time may be assigned by the President or the Board of Directors.

Immediate Past President: In the absence of the President and President-Elect or their inability or refusal to act, the Immediate Past President shall perform the duties of President and when so acting, shall have the powers of and be subject to all the restrictions upon the President. The Immediate Past President shall perform such other duties as from time to time may be assigned by the President or the Board of Directors.

Executive Director: The Executive Director shall be employed by the Board of Directors and shall be the full time Executive Director of the Association, responsible for all day-to-day operations and implementation of policies and programs of the Association as established and approved by the Board of Directors. The Executive Director shall have no voting rights as an officer or director and shall report to the President.

ARTICLE VII - FINANCES

Accounts: The Association may maintain such bank and investment accounts as the Board of Directors shall determine.

Audit: The accounts of the Association shall be audited annually by an independent Certified Public Accountant.

No Private Benefit: The Corporation shall not pay dividends or distribute any part of its income or profit to its members, directors or officers. A director may be reimbursed for travel and other expenses incurred in discharging official duties of the Association consistent with policy established by the Board. Reasonable compensation may be paid to members, directors, officers or staff for services rendered.

ARTICLE VIII - AMENDMENTS

Amendments: These Bylaws may be amended by a two-thirds vote of a quorum of members attending an annual meeting of the Association or attending a special meeting called for that purpose, provided that the essence and intent of the proposed amendment shall have been provided to all members by written or electronic mail or by publication in the official publication of record of the Association, at least thirty days prior to the date of voting on the proposed amendment.

ARTICLE IX - DISSOLUTION

The Association may be dissolved pursuant to the procedures prescribed in the Illinois General Not-for-Profit Corporation Act. In the event of dissolution, all funds and property of the Association shall be distributed to such other not-for-profit organization as the Association Board of Directors shall determine to have purposes and activities most nearly consistent with those of the Association.

ARTICLE X – RADIOLOGY ADMINISTRATION CERTIFICATION COMMISSION

The Radiology Administration Certification Commission has been established as a separate and autonomous functional body within the Association responsible for the examination and certification of radiology administrators.

ARTICLE XI - EFFECTIVE DATE AND TRANSITION

Effective Date: These Bylaws shall take effect and shall be the Bylaws of the Association upon the close of the Annual Meeting of the Association whose date may change from year to year.