

**BYLAWS OF THE SOUTHEASTERN CHAPTER OF THE AMERICAN ASSOCIATION
OF PHYSICISTS IN MEDICINE**

Adopted by Vote of the Membership: February 9, 2009

Article 1 - Name, Incorporation, Purposes and Affiliations

Section 1. The name of this corporation shall be The Southeastern Chapter of the American Association of Physicists in Medicine (hereinafter referred to as “the Chapter”).

Section 2. The Chapter is incorporated as a non-profit corporation under the laws of the State of Maryland and its duration is perpetual. The geographic region served by the Chapter shall comprise the states of Alabama, Georgia, Mississippi, North Carolina, South Carolina, and Tennessee.

Section 3. The purposes of this Chapter shall be as follows:

To promote the application of physics to medicine and biology.

To encourage interest and training in medical physics and related fields.

To prepare and to disseminate technical information in medical physics and related fields.

To provide representation to the Board of Directors of the American Association of Physicists in Medicine (hereinafter referred to as the “Association”).

All assets and earnings of the Chapter shall be used exclusively for the purposes stated herein and as set forth above, including the payment of expenses incidental thereto, and no part of the net earnings shall inure to the benefit of any private member or individual, and no substantial part of the activities of the organization shall be for the carrying on of propaganda or otherwise attempting to influence legislation. Notwithstanding any other provision of these articles, the Chapter shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law, or (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal revenue Code of 1954 or any other corresponding provision of any future United States Internal Revenue Law.

Provided that the Chapter is in compliance with the reporting and other requirements of the Association as specified in the Bylaws of the Chapter, the Chapter will be included as a 501(c)(3) tax-exempt organization under the group tax exemption held by the Association.

Section 4. The Chapter shall maintain an affiliation with the American Association of Physicists in Medicine (hereinafter referred to as “the Association”). The Chapter Bylaws shall affiliate the Chapter to the Association and shall obligate the officers of the Chapter in accordance with the provisions of the Articles of Incorporation and Bylaws of the Association.

Section 5. The Chapter shall be under the "general supervision" of the Association in conformance with the Association's mission as a nonprofit tax-exempt organization. Beyond that, the Chapter is an autonomous entity and is responsible for maintaining records in compliance with all applicable federal, state and local laws and regulations, including tax laws. The Association and the Chapter are not and shall not be considered joint ventures, partners, legal representatives, or agents of each other. At no time shall either party act or represent itself to be acting in any of these capacities. Neither the Association nor the Chapter shall have the right or power to bind or obligate the other in any manner and shall not make, or represent that it has the power to make, any contract, agreement, representation, warranty or obligation, expressed or implied, on behalf of the other party. Neither the Association nor Chapter shall be liable for any act, error, omission, debt, or other liability or obligation of the other party.

Section 6. The Chapter shall provide an annual summary of Chapter activities of the Association if requested by, and in the manner specified by, the Board of Directors of the Association.

Section 7. The Chapter shall not use the name of the Association to obligate in any way the directors, officers or members of the Association without first obtaining approval of the duly authorized representative of the Association.

Article II – Executive Committee

Section 1. The Executive Committee will consist of the officers of the Chapter and shall be responsible for the affairs of the Corporation and shall direct the use and care of all funds and properties of the Corporation. The Executive Committee will establish administrative procedures for admission to membership and for collection of annual membership dues.

Article III – Officers

Section 1. The officers of the Chapter shall be the President, the President-Elect, the Secretary, the Treasurer, the Immediate Past President, and the Chapter's Representative Board Member to the Association. Only Chapter Members in good standing may hold office. The positions of Secretary and Treasurer may be held by the same individual.

Section 2. Duties of the President. The President shall preside at all meetings of the Chapter and of the Executive Committee, set the exact dates for the Chapter meetings, and call such meetings of the Executive Committee as deemed necessary. The President shall appoint such Committees as deemed necessary to carry out the purposes of the Chapter.

Section 3. Duties of the President-Elect. The President-Elect shall act as President during the President's absence, and assume the position of President at the beginning of the next term.

Section 4. Duties of the Secretary. The Secretary shall be responsible for all correspondence and records for the Chapter.

Section 5. Duties of the Treasurer. The Treasurer shall have custody of the Chapter's funds and execute the financial transactions of the Chapter. The Treasurer shall submit an annual financial

report to the Chapter annual business meeting and to the Treasurer of the Association and shall comply with all laws regarding the filing of required tax returns. The Treasurer shall forward copies of the Chapter's annual tax returns to the Treasurer of the Association.

Section 6. Duties of the Chapter's Representative Board Member to the Association Board of Directors. The Chapter's Representative Board Member will represent the Chapter as a member of the Board of Directors of the Association and shall attend Association Board meetings. If the Representative Board Member cannot attend a meeting of the Board of Directors of the Association, the President of the Chapter shall appoint an alternate Chapter Member in good standing to serve as proxy. The Representative Board Member shall determine consensus of the membership on issues known to be under consideration at the next Board meeting in order to represent the Chapter's interests accurately. The Representative Board Member shall provide a report to the membership at the Chapter annual business meeting or by a report distributed to the membership.

Section 7. Duties of the Past-President. The immediate Past-President shall serve on the Executive Committee of the Chapter, and shall act as President in the event the President and the President-Elect are absent.

Section 8. The terms of office of the President, President-Elect, Past-President, Secretary and Treasurer shall be one year except that the initial term of office for the Secretary and for the Treasurer shall be three years. The term of office of the Representative Board Member to the Association Board of Directors shall be three years. The term of office for the Secretary and for the Treasurer can be extended for one-year periods by majority vote of the Chapter Members in good standing voting, without limitation. President, President-Elect, Past-President and Representative Board Member may be reelected to office after one year of absence from the Chapter Executive Committee.

Article IV - Membership

Chapter Membership is open to voting Members of the American Association of Physicists in Medicine. The Chapter shall be divided into two classes of membership, Members and Associate Members, as specified herein. Chapter Members in good standing are eligible to vote. Member in good standing shall mean a voting member of the Association who has paid annual Chapter dues for the current calendar year or for the immediately preceding calendar year.

Article V – Associate Membership

Section 1. Chapter Associate Membership is open to non-voting members of the American Association of Physicists in Medicine and other individuals who have interests similar to the objectives of the Association but who are not eligible or do not wish to be Members of the Association. Chapter Associate Members are not eligible to vote. Associate Member in good standing shall mean an Associate Members who has paid annual Chapter dues for the current calendar year or for the immediately preceding calendar year.

Section 2. A subcategory of Associate Membership is Member-in-training. A Member-in-training shall be enrolled in a formal program of study in medical physics or associated fields of study. Such programs of study will include residencies, post-doctoral training programs, fellowships, graduate training programs and undergraduate training programs, provided that the training program is in medical physics or an associated field. The Chapter Executive Committee may establish reduced membership dues and meeting registration fees for Members-in-training. Members-in-training are not eligible to vote. Member-in-training in good standing shall mean a member-in-training who has paid annual Chapter dues for the current calendar year or for the immediately preceding calendar year.

Article VI - Meetings

Section 1. There shall be a minimum of one Chapter meeting per year.

Section 2. The President, with the approval of the Executive Committee, may call additional meetings. When calling a special meeting, the Secretary must distribute notices to all members at least one month in advance including the time, location, and agenda for the meeting.

Section 3. Except as provided herein, the parliamentary procedure of the Chapter shall be in accordance with the current edition of "Robert's Rules of Order".

Section 4. Two elected officers and 10% of Chapter Members in good standing shall constitute a quorum.

Article VII – Finance

Section 1. The business year of the Chapter shall coincide with the business year of the Association.

Section 2. The amount of annual dues shall be determined by a majority vote of the Chapter Members in good standing voting at the Chapter annual business meeting.

Section 3. The Executive Committee shall appoint, or authorize the President to appoint an Audit Committee consisting of two Chapter Members in good standing to perform an annual audit of the Chapter's financial affairs. The Audit Committee may obtain assistance from persons outside of the Chapter that are knowledgeable in accounting practices or auditing principles provided that any fees for such assistance are pre-approved by the Chapter Executive Committee. The Audit Committee shall report the results of the audit at the Chapter annual business meeting. Chapter Members may not serve on the Audit Committee for more than two consecutive years.

Article VIII - Nomination and Election of Officers

Section 1. Nominations for officers shall be made by a Nominating Committee consisting of the President, as Chair, and two other Chapter Members in good standing appointed by the President with the concurrence of the Chapter's Executive Committee.

Section 2. The Nominating Committee shall select at least one nominee for each office to be filled. Nominations shall require the consent of the nominee. The Nominating Committee shall forward the slate of nominees to the Secretary for distribution to Chapter Members in good standing at least eight weeks before the annual business meeting.

Section 3. Nomination for officers may be made by at least two Chapter Members in good standing after consent has been obtained from the nominee and must reach the Secretary at least six weeks before the Chapter annual business meeting.

Section 4. The Secretary shall prepare a ballot for distribution to the Chapter Members in good standing not less than four weeks before the Chapter annual business meeting. The closing date for the receipt of the votes by the Secretary shall be one week before the Chapter annual business meeting.

Section 5. The Secretary shall report the results of the election at the Chapter annual business meeting.

Section 6. Nomination for the Representative Board Member to the Association's Board of Directors shall be held in accordance with the procedures outlined above at the Chapter annual business meeting in the year *preceding* commencement of the term of office and reported to the Secretary of the Association at least one month prior to the Association's annual business meeting.

Section 7. Any Officer may be removed, with or without cause, by the affirmative vote of two-thirds of the Chapter Members in good standing voting at a Chapter meeting, provided notice of the meeting has been delivered to all Chapter Members not less than 30 nor more than 60 days before the date of the meeting stating that a purpose of the meeting is to vote on removal of the named officer.

Section 8. In the event of a vacancy on the Executive Committee of the Chapter the remaining members of the Executive Committee of the Chapter shall appoint a replacement to fill such vacancy until the next annual election. If the vacancy is in the office of Past-President, then the replacement should be a former President provided such a person is willing and able to execute the duties of the office. If the vacancy is in the office of President, then the Past-President shall assume the duties of the President, and the Executive Committee shall appoint a replacement Past President. If the vacancy is in the office of President-Elect, then the President shall assume the duties of the President-Elect, the Past-President shall assume the duties of the President, and the Executive Committee shall appoint a replacement Past-President.

Article IX – Program Committee

With the concurrence of the Executive Committee, the President shall appoint a Program Committee, the chairman of which shall be the President-Elect. This committee shall arrange programs and shall recommend to the Executive Committee the time and place of Chapter meetings.

Article X – Awards and Honors Committee

The Awards and Honors Committee shall consist of the three most recent Past Presidents with the Immediate Past President serving as Chair. In the event that one of the three most recent Past Presidents is not active and available to serve, the vacancy shall be filled by an additional Past President. This committee shall arrange for the Chapter to acknowledge and honor members for specific accomplishments as described in procedures adopted by the Chapter.

Article XI – Committees

Except as provided above, the President, with the concurrence of the Executive Committee, shall appoint such Committees as is deemed necessary to carry out the purposes of the Chapter.

Article XII – Conduct of Chapter Business

In addition to meetings of the Chapter, the business of the Chapter, including elections and voting, may be conducted through the mail, or through electronic means of communication. In such cases, the Secretary shall send to all Chapter Members a description of any business to be accomplished. Any modification of the proposed action shall only be accomplished through a second notification from the Secretary. A majority vote by at least 10% of Chapter Members in good standing shall be required for the adoption of any action, unless these Bylaws require a super-majority, such as two-thirds, in which case the affirmative vote of that fraction shall be required. Proxy voting will not be permitted. The Secretary will retain a record of the voting process until the next regular meeting of the Chapter. The Secretary will present a summary of all business conducted under this Article at the next regular meeting of the Chapter, which will be included in the minutes of that meeting.

Article XIII – Rules and Procedures

Section 1. The Executive Committee of the Chapter may propose the adoption of Rules and Procedures to supplement these Bylaws, so long as they do not conflict with these Bylaws or with the Association's Articles of Incorporation. Additionally, such Rules and Procedures may be proposed during the annual business meeting by any Member in good standing.

Section 2. Rules and Procedures shall be adopted by a majority vote of Chapter Members in good standing.

Section 3. The Secretary will maintain a repository of the Chapter's Rules and Procedures and shall make necessary provisions to keep the membership apprised of Chapter Rules and Procedures.

Section 4. The Chapter shall not undertake any action or practices which would cause it to be no longer eligible for exemption from the payment of federal income taxes as a tax exempt organization within the meaning of section 501(c)(3) of The Internal Revenue Code, as amended, or the corresponding provisions of any future United States revenue law

Article XIV – Amendments

Section 1. Any and all amendments to the Articles of Incorporation must be proposed by at least three Chapter Members in good standing. Proposed amendments, together with a supporting statement explaining the rationale for the proposed amendment must be submitted to the Secretary of the Chapter at least two months prior to the Chapter meeting at which it is intended for discussion. Within 15 days of receipt, the Secretary shall forward copies of proposed amendments with supporting statement to the Executive Committee of the Chapter. The Committee may submit comments to the Secretary. A copy of proposed amendments with supporting statements, and any comments from the Executive Committee shall be distributed to each Chapter Member by the Secretary at least two weeks prior to the meeting. The Secretary shall include a notice that a discussion of the proposed amendments will be held at the Chapter meeting.

After a discussion is held at the Chapter meeting, the Secretary, with approval of the Chapter Executive Committee, will prepare a summary of the comments presented at the meeting. A copy of proposed amendments and the summary of comments, together with a ballot, will be distributed to each Chapter Member in good standing, no later than one month following the meeting at which discussion was held. Chapter Members in good standing will be informed that votes must be cast within 30 days of distribution in order to be counted. Following the specified deadline, the Secretary shall tabulate the results of the vote and inform the Chapter Membership. The adoption of the proposed amendment shall require the affirmative vote of a minimum of two-thirds of the Chapter Members in good standing voting. If passed, the amendment shall become effective immediately.

Section 2. Any and all amendments to these Bylaws must be proposed by at least three Chapter Members in good standing. Proposed amendments, together with a supporting statement explaining the rationale for proposed amendments must be submitted to the Secretary of the Chapter at least one month prior to the Chapter meeting at which it is intended for discussion. A copy of proposed amendments with supporting statements shall be distributed to each Chapter Member by the Secretary at least two weeks prior to the meeting. The Secretary shall include a notice that a discussion of the proposed amendments will be held at the Chapter meeting.

After a discussion is held, the Secretary, with approval of the Executive Committee, will prepare a summary of the comments presented at the meeting. A copy of proposed amendments and the summary of comments, together with a ballot, will be distributed to each Chapter Member in good standing, no later than one month following the meeting at which the discussion was held. Chapter Members in good standing will be informed that votes must be cast within 30 days of distribution in order to be counted. Following the specified deadline, the Secretary shall tabulate the results of the vote and inform the Chapter membership. The adoption of proposed amendments shall require an affirmative vote by a majority of the Chapter Members voting. If passed, amendments shall become effective immediately.

Article XV – Dissolution

The Association, by action of the Board of Directors, may dissolve the Chapter: (a) at the request of the Chapter; or (b) if the Chapter fails to meet the requirements for Regional Chapters as stated in the Articles of Incorporation, By-Laws and Rules of the Association. In the event of the dissolution of the Chapter, after paying or making provision for payment of all liabilities of the

chapter, the Executive Committee of the Chapter shall distribute any remaining funds and assets of the Chapter to the Association, or to such other organizations as shall at the time qualify as tax exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provision of any future United States revenue law, selected by a majority of the Chapter Members in good standing voting in a duly constituted Chapter meeting or electronic vote.