ARDMS®
The globally recognized standard of excellence in sonography

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Bylaws

For the

American Registry for Diagnostic Medical Sonography

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ARTICLE 1 – GENERAL

1.1 Name. The name of the corporation shall be the American Registry for Diagnostic Medical Sonography, Inc. (ARDMS).

1.2 Purpose. ARDMS is organized and shall be operated exclusively as a nonprofit corporation. In the public interest, ARDMS shall establish, implement and administer standards, policies, procedures and sanctions for and relating to certification of diagnostic sonography/vascular technology professionals and shall maintain a registry of certified persons.

1.3 Additional Purposes. ARDMS may pursue any other lawful purposes approved by the Board of Directors, as long as they are in accordance with Section 501(c)(6) of the Internal Revenue Code as it may be amended and are in compliance with the requirements of Ohio Corporation law. However, no part of the net earnings of ARDMS shall inure to the benefit of any officer or director of ARDMS.

ARTICLE 2 – OFFICES

2.1 Principal Office. The principal office of ARDMS shall be located at such place as the Board of Directors may determine.

2.2 Additional Offices. ARDMS may also have offices at such other places as the Board of Directors may determine.

ARTICLE 3 – BOARD OF DIRECTORS

3.1 Authority. The Board of Directors shall govern the affairs of ARDMS, determine its policies, actively pursue its purposes and have discretion in the disbursement of its funds. In the execution of its authority, the board may appoint agents to facilitate the conduct of its business.

3.2 Number and General Qualifications. The board shall comprise no fewer than nine and no more than 13 persons, including one director who shall be a knowledgeable representative of the general public (the public representative). Prior to election, all directors, except the public representative, must have served at least one complete term (three years) on an ARDMS Exam Development Task Force (EDTF), with such term having been completed no more than three years prior to election to the board.

3.3 Composition Requirements. The composition of the board shall conform to the following requirements:

3.3.1 A majority of the directors must be ARDMS-registered non-physicians/non-scientists.

3.3.2 All directors, except the public representative, must have been active in the field of sonography/vascular technology within the previous three years.

3.3.3 At least one director must have served at least three years on an EDTF within the Registered Diagnostic Cardiac Sonographer (RDCS) credentialing area, to include qualified representatives in either the Registered Physician in Vascular Interpretation (RPVI) credentialing area and/or from the Sonography Principles & Instrumentation (SPI) EDTF.

3.3.4 At least one director must have served at least three years on an EDTF within the Registered Diagnostic Medical Sonographer (RDMS) credentialing area, to include qualified representatives in either the Registered Physician in Vascular Interpretation (RPVI) credentialing area and/or from the Sonography Principles & Instrumentation (SPI) EDTF.

3.3.5 At least one director must have served at least three years on an EDTF within the Registered Vascular Technologist (RVT) credentialing area, to include qualified representatives of the Sonography Principles & Instrumentation (SPI) EDTF and Registered Physician in Vascular Interpretation (RPVI) credentialing area.

3.3.6 At least one director must have served at least three years on an EDTF within the Registered Physician in Vascular Interpretation (RPVI) credentialing area.

3.3.7 At least one director must be a physician who actively practices in the field of sonography/vascular technology.

3.3.8 At least one director must have served at least three years on an EDTF within the Sonography Principles & Instrumentation examination(s) area.

3.3.9 The public representative shall serve with the purpose that ARDMS actions shall be in the best interests of the public.

3.3.9.1 The public representative shall not (a) be a member of or an employer or employee in the profession of sonography/vascular technology, or be an employee of ARDMS; (b) currently represent, or in the previous five years have represented, ARDMS or the profession for a fee, or otherwise derived more than five percent of aggregate income from the profession; or (c) be the spouse, parent or child of a member of the profession.

3.3.9.2 The public representative shall hold the same rights and responsibilities as other directors of the board, including the right to vote, except that the public representative may not be elected to a position as an officer of the board.

3.4 Elections. Directors shall be elected by a simple majority vote of the voting class of EDTF representatives, which is defined as those individuals who have completed one term of service on an EDTF and are currently serving a second (or other subsequent) term. Elections shall be held in such a manner that approximately one-third of the directors shall take office each year, with terms staggered accordingly.

3.4.1 Voting Method. In the event that there are three or more candidates on a ballot, the new director(s) shall be elected by the preferential (two-thirds majority) voting method. In the event that there are two or fewer candidates on the ballot, the director(s) shall be elected by simple majority vote. Ties will be decided by the Board Chair. *[Refer to Robert's Rules of Order and ARDMS election procedures and methods.]*

3.4.2 Balloting Method. Elections shall be held by either electronic or paper balloting.

3.5 Terms of Office. Unless otherwise specified in these bylaws, and except when elected or appointed to fill the unexpired portion of a term of another director, the term of a director shall be three years. A director may be re-elected for one additional consecutive three-year term, after which the director may not be elected to an additional term for at least one year.

3.5.1 Fulfillment of One-Half Term. A director who is elected or appointed to fill the unexpired portion of a vacated position shall be considered to have served a full three-year term if the remaining term of the vacated position is greater than one-half of a three-year term (18 months and one day). At the conclusion of this term, the director is eligible to be elected to one additional term.

3.5.2 Fulfillment of Less than One-Half Term. If a director is elected or appointed to fill a vacated position for which the remaining term is less than one half of a three-year term (18 months less one day), the director is eligible to serve two three-year terms at the conclusion of the initial term.

3.6 Resignation, Removal, and Vacancy. Directors may resign their office by giving written notice to the secretary and chair of the board, specifying the date of such resignation. Any director may be removed with or without cause by a two-thirds majority vote of the directors at any meeting duly called and at which a quorum is present. Any director who misses two consecutive board meetings without providing to the chair in advance an excuse determined by the board to be adequate shall be deemed to have resigned. For the purpose of this provision, a meeting is defined as a gathering either in person or by electronic communications (e.g., telephone or web conference).

3.6.1 Replacement Method. In the event of the death, resignation or removal of any director, the Board Development Committee shall recommend to the chair of the board whether the vacant position should be filled by board appointment (requiring a two-thirds majority vote) or by election by the voting class of EDTF representatives (in accordance with the election provisions of Bylaw 3.4).

3.6.2 Replacement by Election. If the recommendation is to fill the vacated position by election, the position shall be placed on the next available ballot and the election shall follow all existing ARDMS election policies and procedures.

3.7 Compensation. Board representatives shall not receive any compensation for their services; however, the board may by resolution authorize reimbursement of representatives' reasonable expenses incurred in the performance of their duties.

ARTICLE 4 – OFFICERS

4.1 Elections and Positions. The officers of ARDMS shall be elected by the Board of Directors with the preferential (two-thirds majority) voting model when there are three or more candidates, or with a simple majority voting process when there are two or fewer candidates on a ballot. *[Refer to Robert's Rules of Order and ARDMS procedures on election methods]*.

4.1.1 Positions. The officer positions shall be the chair, vice-chair, secretary, treasurer and either chair-elect or past chair. If the board has an even number of directors for an officer position, the chair will cast a vote. Only the offices of secretary and treasurer may be held by the same person. All officers shall be elected from among the directors on the board, except that the public representative may not hold an officer position. A director may be elected to an officer position after one year of service on the board. Sonographers/vascular technologists shall fill at least two of the officer positions.

4.1.2 Chair-Elect/Past Chair. When the chair begins a second year in office as described herein, a chair-elect shall be elected by the board. The chair-elect shall serve a one-year term and shall become chair at the annual meeting one year after election. The past chair shall serve

a one-year term following completion of a term as chair. Thus, there shall be either a chair-elect or a past chair on the board at all times, but not both concurrently.

4.2 Terms of Office. Officers shall take office following the close of the annual meeting and shall serve terms as described in Bylaws 4.3 through 4.8 below.

4.3 Chair. The chair shall serve one two-year term. The chair shall preside at all board meetings, serve as the primary communication link between the board and the executive director, and fulfill such other duties as may be defined in these bylaws or in the ARDMS standing policies. If the chair is unable to be present at a meeting, the vice-chair shall be acting chair of such meeting. The chair may vote only on the occasion of a tie vote of the board.

4.4 Vice-Chair. The vice-chair shall serve a two-year term and may be re-elected for additional terms. The vice-chair shall, in the absence or disability of the chair, perform the duties and exercise the powers of the chair and fulfill such other duties as may be defined in these bylaws or in the ARDMS standing policies or be assigned by the chair or the board.

4.5 Chair-Elect. The chair-elect shall be elected for a one-year term every other year, in the second year of the chair's term of office. The chair-elect shall work with the chair and executive director on matters that will prepare the chair-elect for the position of chair and shall fulfill such other duties as may be defined in these bylaws or in the ARDMS standing policies or be assigned by the chair or the board.

4.6 Past Chair. The past chair shall serve a one-year term. During the time of service (every other year, in the first year of the chair's term of office), the immediate past chair shall work with the chair and executive director on matters that will facilitate a smooth transition for the incoming chair and shall fulfill such other duties as may be defined in these bylaws or in the ARDMS standing policies or be assigned by the chair or the board.

4.7 Secretary. The secretary shall serve a two-year term and may be re-elected for additional terms. The secretary may concurrently hold the position of treasurer. The secretary shall assure that notice of meetings is given as required by these bylaws and shall keep a record of the proceedings of all meetings of the board. The secretary may perform other duties incident to the office of secretary or as may be assigned by the chair or the board.

4.8 Treasurer. The treasurer shall serve a two-year term and may be re-elected for additional terms. The treasurer may concurrently hold the position of secretary. The treasurer shall oversee the financial affairs and resources of ARDMS and shall regularly report to the board in this regard. The treasurer shall serve as chair of the Finance and Audit Committee and may perform other duties incident to the office of treasurer or as may be assigned by the chair or the board.

4.9 Resignation, Removal, and Vacancy. Officers may resign their office by giving written notice to the chair, specifying the date of such resignation. In the event of the chair's resignation, notice shall be given to the secretary. Any officer elected by the board may be removed from office at any time with or without cause by a two-thirds majority vote of the board when, in its sole judgment, the best interests of ARDMS will be served thereby. If the position of any officer becomes vacant for any reason, the vacancy shall be filled by the board.

ARTICLE 5 – MEETINGS OF THE BOARD OF DIRECTORS

5.1 General. Regular meetings of the Board of Directors shall be held at least quarterly each year. The board shall designate one such meeting as the annual meeting, at which directors and officers shall

be elected. Special meetings of the board may be held upon call of the chair or upon request of a simple majority of the directors. Regular and special meetings of the board may be held at such date, time and place as determined by the board. For the purposes of these bylaws, a meeting is defined as a gathering either in-person or by electronic communications (e.g., telephone or web conference).

5.2 Quorum and Voting. A simple majority of the board representatives entitled to vote on a matter shall constitute a quorum at any meeting of the board. Each director shall have one vote on all proposals, and a simple majority of those voting shall prevail on all proposals.

5.3 Notice of Regular and Emergency Meetings. Written notice of a regular or special meeting must be sent to all board representatives at their most recent recorded address by mail, facsimile, electronic or other mode of transmission at least 5 and no more than 60 calendar days prior to the meeting. However, if the chair determines that immediate board action is required, an emergency meeting may be held upon at least four hours' notice to each board member. If a quorum of the board is not present at the time designated for the emergency meeting, the Executive Committee, with a quorum present, may act upon the matter immediately and report to the board within five days. However, the board or Executive Committee may not amend the bylaws at an emergency meeting.

5.4 Waiver of Notice. Notice of the time, place and purpose of any meeting of the board may be waived in writing, either before or after such meeting, by any board member, and such waiver shall be filed with or entered into the record of the meeting. The attendance of any board member at such meeting without protesting notice, prior to or at the commencement of the meeting, shall be deemed to be a waiver of notice of such meeting by the board member present.

5.5 Action without a Meeting. Any action that may be authorized or taken at a meeting of the board may be taken without a meeting with the simple majority vote or approval of, and in writing signed by, all of the board representatives who would be entitled to notice of a meeting for such purpose. Such writing shall be filed with the record of the meeting.

5.6 Participation by Telephone/Web Conference. Board representatives who are unable to attend an in-person meeting may participate and vote by telephone or web conference or by means of any other technology whereby all board representatives participating can hear one another. Action taken by voice vote during a telephone/web conference shall be a valid action of the board and shall be reported at the next regular meeting of the board.

5.7 Proxy Participation. Presence or participation in any meeting of the board by proxy shall not be allowed.

5.8 Parliamentary Authority. The parliamentary rules in the most current edition of Robert's Rules of Order shall govern the deliberations of all meetings, when not in conflict with these bylaws or any special rules specified or adopted by the board.

ARTICLE 6 – STANDING COMMITTEES, EXAM DEVELOPMENT TASK FORCES AND OTHER ENTITIES

6.1 Standing Committees – General. The following standing committees shall be appointed by the chair of the Board of Directors, subject to the approval of the board, with the exception of the Executive and Compensation Committees, and shall be advisory only, unless by resolution the board directs a committee to take specific action: Board Development Committee, Certification Committee, Exam Development Committee, Finance and Audit Committee, and Legislative/External Affairs Committee. The chair of the board shall be a non-voting, ex officio member of all standing committees.

6.1.1 Appointment and Composition. Each standing committee shall include at least two directors. Standing committees also may include representatives who are not directors. *[Refer to Bylaws 6.2.1 through 6.2.5 for the specific composition requirements of each standing committee.]*

6.1.2 Terms. Standing committee chairs and representatives shall serve one-year terms and may be reappointed by the chair of the board for additional terms.

6.1.3 Meetings. All standing committees shall meet at least on a quarterly basis, with the exception of the Compensation Committee that shall meet on an as needed basis, either in person or by telephone/web conference.

6.1.4 Quorum and Voting. A simple majority of standing committee representatives entitled to vote on a matter shall constitute a quorum at any meeting. Each committee member shall have one vote on all proposals, and a majority of those voting shall prevail on all proposals. The chair of a committee may vote on the occasion of a tie, but not otherwise.

6.1.5 Parliamentary Authority. The parliamentary rules in the most current edition of Robert's Rules of Order shall govern the deliberations of all standing committee meetings, when not in conflict with these bylaws and any special rules specified or adopted by the board.

6.1.6 Participation by Telephone/Web Conference. Standing committee representatives who are unable to attend an in-person meeting may participate and vote by telephone or web conference or by means of any other technology whereby all committee representatives participating can hear one another. Action taken by voice vote during a telephone/web conference shall be a valid action of the committee.

6.1.7 Proxy Participation. Presence or participation in any standing committee meeting by proxy shall not be allowed.

6.1.8 Compensation. Representatives of standing committees shall not receive any compensation for their services; however, the board may by resolution authorize reimbursement of representatives' reasonable expenses incurred in the performance of their duties.

6.2 Standing Committees – Specific. The specific standing committees shall be as follows:

6.2.1 Board Development Committee. The Board Development Committee shall comprise at least four directors, and up to four non-directors, for a total of eight representatives. The committee shall serve as the nominating committee for directors and officers; assist in the selection process for EDTF representatives; provide orientation for new board, committee and EDTF representatives; conduct board training and evaluation; and maintain, review and recommend changes to the bylaws, strategic plan, and other governance policies and documents.

6.2.2 Certification Committee. The Certification Committee shall comprise of eight representatives, including at least four directors. Each of the ARDMS credentialing areas shall be represented on the committee (i.e., Registered Diagnostic Medical Sonographer, Registered Vascular Technologist, Registered Diagnostic Cardiac Sonographer, and Registered Physician in Vascular Interpretation). The committee shall recommend policies to the board regarding eligibility criteria for examinations, continuing competency, recertification, discipline and appeals.

6.2.3 Compensation Committee. The Compensation Committee shall comprise of the Board Officers. The Compensation Committee shall recommend to the board, staff and executive director related compensation policies including any annual adjustments to compensation and benefits. The Compensation Committee shall oversee the annual performance review of the executive director.

6.2.4 Exam Development Committee. The Exam Development Committee shall comprise three directors and the chair of each EDTF. The committee shall recommend policies to the board regarding task analyses, exam administration, scoring, quality evaluation and the exam development process.

6.2.5 Executive Committee. The Executive Committee shall comprise the officers of the board. In the event that none of the officers is a physician, the chair of the board shall appoint a physician to serve a one-year term on the Executive Committee.

6.2.5.1 *Authority*. The Executive Committee is authorized to act on such matters as may be defined by and delegated to it by resolution of the board and to act on emergency matters in accordance with Bylaw 5.3. On those matters delegated to it by board resolution, and in the event that the board is unable to act on an emergency matter in accordance with the stated notice and a quorum present under Section 5.3, the Executive Committee shall have the full authority to act and bind the organization between meetings of the board. All actions taken by the Executive Committee are subject to approval by the board.

6.2.6 Finance and Audit Committee. The Finance and Audit Committee shall comprise five representatives, including the public representative on the board, and at least two additional directors (one of whom shall be the treasurer, as chair). The committee shall safeguard the financial resources and instruments of the organization by overseeing the financial reporting process, monitoring internal control processes and recommending policies to the board regarding the budget process and other financial matters.

6.2.7 Legislative/External Affairs Committee. The Legislative/External Affairs Committee shall comprise five representatives, including at least three directors (one of whom shall be the chair), and at least two physicians and two sonographers/vascular technologists. The committee shall monitor legislative and sonography-related activities and recommend policies to the board regarding the legislative, regulatory, professional, and health and patient care environment that affects the mission of ARDMS.

6.3 Exam Development Task Forces (EDTFs). EDTFs shall comprise persons having subject matter expertise in content areas that correspond to the specific examinations. Each task force shall annually select one person as chair to coordinate the activities of the task force. That person shall also serve as a member of the Exam Development Committee. Task forces shall perform the duties necessary for the development of examinations under the policies set forth by the board. The board shall adopt policies that provide for the selection process, assignment, terms and other matters relating to service of EDTF representatives in developing all ARDMS examinations.

6.3.1 Composition. All EDTFs shall comprise a minimum of three representatives, including at least one sonographer/vascular technologist and one physician. [Exception: The Physician Vascular Interpretation EDTF shall include one sonographer/vascular technologist representative.]

6.3.2 Terms. EDTF representatives shall serve a three-year term and may be re-elected for one additional three-year term. After serving two consecutive three-year terms, representatives shall be ineligible to serve an on EDTF for one year, after which time the individual shall be eligible for reelection to an EDTF. For the purpose of continuity, the Board Development committee can recommend an outgoing member to be appointed for an additional year of service, upon approval by the Chair of the Board.

6.3.3 Elections. EDTF representatives are elected annually by the voting class of EDTF representatives (defined as those who have completed one complete term on an EDTF and are currently serving a second or other subsequent term), from a slate of candidates developed by the Board Development Committee. In the event there are three or more candidates on the ballot, election shall be by the preferential (two-thirds majority) voting model. In the event there are two or fewer candidates on the ballot, election shall be by simple majority vote. Elections shall be held by either paper or electronic balloting. Ties will be decided by the Board Chair. *[Refer to Robert's Rules of Order and ARDMS election procedures and methods.]*

6.3.4 Compensation. Representatives of EDTFs shall not receive any compensation for their services; however, the board may by resolution authorize reimbursement of representatives' reasonable expenses incurred in the performance of their duties.

6.4 Other Committees, Task Forces, and Advisory Groups. The board or chair of the board may create such other committees, task forces and advisory groups as may be desirable for the effective operation of ARDMS. Representatives of these groups shall be appointed by the chair of the board, subject to the approval of the board.

6.5 Resignation or Removal of Committee and EDTF Representatives. Individuals serving on a standing committee or EDTF may resign by giving written notice to the secretary and chair of the board, specifying the date of such resignation. Representatives may be removed with or without cause by a two-thirds majority vote of the board. Representatives of other committees, task forces and advisory groups as may be established by the board may be removed by the chair of that entity following consultation with the chair of the board. Any member who misses two consecutive meetings without providing in advance an excuse determined by the chair to be adequate shall be deemed to have resigned. For the purpose of this provision, a meeting is defined as a gathering either in person or by electronic communications (e.g., telephone or web conference).

6.5.1 Resignation or Removal of EDTF Member. An individual who resigns or is removed from an EDTF will also be considered to have resigned or been removed from the voting class of EDTF representatives.

6.5.2 Vacancy on an EDTF. A vacancy on an EDTF will be filled by vote of the voting class of EDTF representatives in accordance with the election process described in Bylaws 6.3.2 and 6.3.3. An individual elected to fill a term of 18 months or more will be considered to have been elected to a full term. The timing of elections will be considered in order to ensure appropriate staggering of terms for purposes of continuity.

6.6 Consultants. The board shall retain the ARDMS auditor, the ARDMS general counsel and, at its discretion, a parliamentarian.

ARTICLE 7 – EXECUTIVE DIRECTOR

The executive director shall be appointed by and serve at the pleasure of the Board of Directors and shall function as the chief executive officer of the organization. The executive director shall be directly responsible to and compensated by the board, and shall be responsible for the employment, supervision and management of the staff. The executive director's performance shall be reviewed annually by the Compensation Committee, who shall present a report with recommendations to the board. The executive director shall serve as the primary liaison to the board and Executive Committee and attend all meetings of these entities; however, the executive director shall not be a member of either and shall have no vote.

ARTICLE 8 – FISCAL YEAR/FINANCIAL AUDIT

The Board of Directors shall determine the fiscal year of ARDMS and shall be responsible for ensuring that an independent audit of the organization's financial records is conducted each fiscal year.

ARTICLE 9 – INDEMNIFICATION/INSURANCE

ARDMS shall provide for indemnification by ARDMS any and all of its directors or officers or former directors or officers to the extent permitted by Ohio law. The executive director shall, subject to the approval of the Board of Directors, maintain reasonable limits of general business liability insurance and carry fidelity bond coverage on the executive staff and association professional liability insurance (Directors and Officers coverage) for board and EDTF representatives.

ARTICLE 10 – DISSOLUTION

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation by payment to a suitable organization for the purpose of maintaining a registry in medical sonography/vascular technology. Should no such organization exist, disposal of all assets will be made by payment to such organization or organizations constituted and operated exclusively for charitable, educational, religious or scientific purposes as 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 provisions of any future United States Internal Revenue Law), as the board shall determine. Any assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is located, exclusively for such purposes or to such organization or organizations as said court shall determine which are organized and operated exclusively for such purpose.

ARTICLE 11 – AMENDMENTS

These bylaws (which are also the "ARDMS Governing Regulations") may be amended or repealed by two-thirds majority vote of the Board of Directors at any regular meeting of the board, or at any special meeting of the board if notice of the proposed amendment or repeal is contained in the notice of such regular or special meeting. Notice of any meeting of the board in which the proposed amendment or repeal of these bylaws is contained shall be in writing and shall be sent by mail, facsimile, electronic or other mode of transmission to all board representatives at their most recent recorded address at least 30 and no more than 60 days prior to the meeting.