

ACTION ITEM

Committee: Rules

Council:

Motion for Board consideration*:

To approve the new set of AAPM By-Laws corresponding to the new Governance Structure recommended by the Ad Hoc Committee on Governance.

Note: Rather than showing the existing By-Laws in toto as stricken language, the current By-Laws may be found on the AAPM website here: <http://peat.aapm.org/govdocs/bylaws.php>

Justification: The proposed By-Laws support the revised AAPM Governing structure recommended by the Ad Hoc Committee. A standard template for Non-profit organizations incorporated in DC provided by our governance consultants was modified by Rules Committee to fulfill the AHCGA-recommended structure. The final By-Laws have been reviewed by AHCGA and our legal counsel.

- **By-Laws change required?** Yes
 - **Rules change required?** No
 - **Effective date of Action:** Upon adoption by the Membership
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- **If this action requires change(s) to the By-Laws or the Rules, have you brought it to the attention of the Rules Committee?** Yes
 - **If so, indicate action(s) taken by Rules Committee:** Approved

- **Will this action require the use of Headquarters staff?** No
 - **If so, has this action been discussed with the Executive Director?**

- **Does this action require funding by the society?** No

AMERICAN ASSOCIATION OF PHYSICISTS IN MEDICINE

BY-LAWS

ARTICLE I

NAME

SECTION 1.01. *Name.* The name of the Corporation is the **AMERICAN ASSOCIATION OF PHYSICISTS IN MEDICINE** (the "Corporation").

ARTICLE II

PURPOSES OF THE CORPORATION

SECTION 2.01. *Purposes.* The Corporation has been organized to operate exclusively for the purposes set forth in the Corporation's Articles of Incorporation.

ARTICLE III

OFFICES AND REGISTERED AGENT

SECTION 3.01. *Offices.* The principal office of the Corporation shall be located within or without the District of Columbia at such place as the Board of Directors (the "Board") shall from time to time designate. The Corporation may maintain additional offices at such other places within or without the District of Columbia as the Board may designate.

SECTION 3.02. *Registered Agent.* The Corporation shall designate a person to serve as the registered agent for the District of Columbia. The Board may change the registered agent from time to time.

ARTICLE IV

MEMBERS

SECTION 4.01. *Eligibility for Membership.* The Corporation shall have members, and the members shall have such rights as are set forth in the District of Columbia Nonprofit Corporation Code (the "Nonprofit Code"), the Articles of Incorporation, these By-Laws or the Rules of the Corporation (as defined in Article XII). Application for membership shall be open to anyone who supports the purposes of the Corporation, as set forth in the Articles of Incorporation. The Board shall enact, from time to time, procedures for the admission of members together with setting any application fee for membership.

SECTION 4.02. *Termination of Members.* Membership may be terminated voluntarily by the member or involuntarily by the Board in accordance with the rules of member conduct adopted by the Board. The procedures for terminating a member adopted by the Board in the rules of member conduct shall require due process, including prior notice to the member

of the proposed termination and an opportunity to be heard by the persons responsible for voting on such termination.

SECTION 4.03. *Rights of Members.* Each member shall be eligible to cast one vote on those matters set forth in these By-Laws or on which the Nonprofit Code requires the approval of the members.

SECTION 4.04. *Non-voting Membership.* The Board shall have the authority to establish and define non-voting classes of membership.

ARTICLE V MEETINGS OF MEMBERS

SECTION 5.01. *Annual Business Meetings.* An annual business meeting shall be convened at a date, time and location specified by the Board, which need not be in the District of Columbia. The membership of the Corporation shall be notified of this decision at least four (4) months before the meeting. Failure to hold the annual business meeting does not invalidate the Corporation's existence or affect any otherwise valid corporate acts.

SECTION 5.02. *Special Meetings.* The Board may call a special meeting of the members at any time. Twenty-five percent (25%) of the members may also call a special meeting of the members by signing a petition requesting such meeting. The petition shall set forth the purpose of the meeting. The Board shall designate the specific date, time, and location of a special meeting. The location of any special meeting need not be in the District of Columbia. Once the members have called a special meeting, the demand for the special meeting cannot be revoked.

SECTION 5.03. *Record Date.* The record date shall be the date as of which the Corporation shall determine who is a member of the Corporation and eligible to vote at the meeting of the members. The record date for an annual business meeting of the members shall be one (1) day prior to the first announcement of the annual business meeting. The record date for a special meeting of the members called by the Board shall be 15 days prior to the date of the special meeting. The record date for a special meeting called by 25% of the members shall be the date the first member signs the petition. The determination of who is a member eligible to vote shall be made as of the close of business on the record date.

SECTION 5.04. *Notice of Meetings.* (a) The Corporation shall give notice to the members entitled to vote of the date, time, and place of each annual or special meeting of the members. The notice shall be given four (4) months before the annual business meeting date and 10 days in the case of a special meeting. The notice of an annual business meeting does not need to include a description of the purpose for which the meeting is called. The notice of a special meeting must include a description of the purpose for which the meeting is called.

(b) Notice is given when it is delivered personally to the member, left at the member's residence or usual place of business, or sent by facsimile or e-mail, or, in the alternative, by U.S. mail to the member's address as it shall appear on the records of the Corporation.

SECTION 5.05. Quorum. Except as otherwise provided in the Nonprofit Code, the Articles of Incorporation or these By-Laws, the number of members present at the annual business meeting shall constitute a quorum.

SECTION 5.06. Conduct of Meeting. The President shall preside at each meeting of members. The President shall determine the order of business and has the authority to establish rules for the conduct of the meeting.

SECTION 5.07. Voting. Except as otherwise provided in these By-Laws, all issues to be voted on shall be decided by a simple majority of those present at the meeting in which the vote takes place. There shall be no cumulative voting.

ARTICLE VI BOARD OF DIRECTORS

SECTION 6.01. Function of Directors. The business and affairs of the Corporation shall be managed under the direction of its Board of Directors, which shall determine matters of policy in accordance with the provisions of the Articles of Incorporation, these By-Laws and the Nonprofit Code. The Board may delegate the management of the activities of the Corporation to any person or persons, management company or committee however composed, provided the Corporation's affairs shall be managed, and all corporate powers shall be exercised under the ultimate direction of the Board.

SECTION 6.02. Composition. The Board shall consist of the Officers and Council Chairs. The Executive Director shall be a non-voting member of the Board. The Board may elect one non-AAPM member to the Board. The Board shall consist of not less than 10 or more than 15 members. No Board Member may hold more than one position on the Board at a time. Directors need not be residents of the District of Columbia.

SECTION 6.03. Election and Tenure of Directors. (a) The Officers shall be a President-Elect, President, Chair of the Board, Immediate Past Chair of the Board, Secretary, and Treasurer. The term of office for the President-Elect, Secretary, and Treasurer shall begin on January 1st of the year following their election and shall last for one (1) year, two (2) years, and two (2) years, respectively. The term of office for the President shall begin immediately after their term as President-elect expires, and shall last for one (1) year. The term of office for the Chair of the Board shall begin immediately after their term as President expires, and shall last for one (1) year. The term of office for the Immediate Past Chair of the Board shall begin immediately after their term as Chair of the Board expires, and shall last for one (1) year.

The Secretary and/or Treasurer may directly succeed themselves once, if re-elected. After serving one (1) term of office, the President shall not be eligible for re-election to that office. After serving two (2) terms of office, the Secretary and/or Treasurer shall not be eligible for re-election to that specific office.

(b) Each Council Chair shall serve a term of two (2) years on the Board, commencing at the conclusion of their term as Council Vice Chair. Council Vice Chairs are elected by the membership and shall serve a term of two (2) years, commencing on January 1st of the year following their election.

(c) The Nominating Committee, with the concurrence of the Board, shall make two (2) nominations for each President-Elect, Secretary, Treasurer, and Council Vice Chair vacancy. All nominees must be Members or Emeritus Members in good standing and be willing to serve. The Secretary and/or Treasurer may run unopposed for their second term of office.

(d) The Secretary shall prepare and provide a Ballot to each Member and Emeritus Member together with biographical information on all nominees not less than six weeks before the Annual Business Meeting. The closing date for receipt of the completed ballots by the Secretary shall be three weeks before the Annual Business Meeting. The Secretary shall inform all candidates of the results of the election at least two weeks before the Annual Business Meeting.

The Secretary shall be responsible for the integrity of the election process. In the event of a tie vote for any office, the Board of Directors will vote by secret ballot at their next regularly scheduled meeting. The votes of all Board members attending shall be counted at once and the results announced. In the event of a tie vote by the Board, the election shall be decided by the flip of a coin.

SECTION 6.04. *Removal or Resignation of Director.* (a) The members may remove any director, with or without cause, at the annual business or special meeting of the members, by the affirmative vote of two-thirds of the members present at the meeting, provided a quorum of at least 10 percent of Full or Emeritus Members in good standing is present. The notice of the meeting at which the removal of a director is to be considered must state that one of the purposes of the meeting is to vote on the removal of the director.

(b) The Board, by the affirmative vote of a majority of the Board of Directors then in office, may remove a director who: (1) has been declared of unsound mind; (2) has been convicted of a felony; (3) has been found by a final court order to have breached a duty as a director; (4) is no longer a member in good standing as defined in Section 9.02 of these By-Laws and in the Rules of the Corporation; (5) has violated his or her duty of fidelity to the Corporation; (6) has violated his or her fiduciary obligations to the Corporation; or (7) has missed three (3) or more meetings in any twelve-month period without being excused.

(c) A director may resign at any time upon written notice to the Secretary. Such resignation shall take effect on the date the notice was delivered to the Secretary, unless another date is specified

in the notice of resignation. No acceptance of such resignation shall be necessary to make it effective.

SECTION 6.05. *Vacancy on Board.* In the event that a Council Chair Director position should become vacated for any reason, the corresponding Council Vice Chair shall succeed to Council Chair Director while continuing to perform their duties as Council Vice Chair. The Council Vice-Chair position will be filled at the next election or special election.

Officer position vacancies are addressed in Section 8 of these By-Laws.

SECTION 6.06. *Annual and Regular Meetings.* The Board shall hold at least one (1) meeting in each calendar year in conjunction with the Annual Meeting of the Corporation for the transaction of business as may properly come before the meeting. The Corporation may hold other regular meetings at such times as are affixed by the Board. Unless the Articles of Incorporation, the Nonprofit Code, or these By-Laws provide otherwise, any business may be considered at the annual or any other regular Board meeting without such business having been specified in the notice for such meeting. Failure to hold an annual Board meeting does not invalidate the Corporation's existence or affect any otherwise valid corporate acts.

SECTION 6.07. *Special Meetings.* The Chair of the Board or any two (2) directors may call a special meeting of the Board at any time. Any business may be considered at any special meeting without such business having been specified in the notice for such meeting; provided, however, that if one of the purposes of a special meeting is the removal of a director, then the notice must state that one of the purposes of the meeting is to vote on the removal of the director. A special meeting of the Board shall be held on such date and at such place as shall be designated in the notice for such meeting.

SECTION 6.08. *Notice of Meeting.* The Secretary or such person's designee shall give notice to each director of each meeting of the Board. The notice shall state the time and place of the meeting. Notice is given to a director when it is delivered personally to the director, left at the director's residence or usual place of business, or sent by facsimile or e-mail, at least 48 hours before the time of the meeting or, in the alternative, by U.S. mail to the director's address as it shall appear on the records of the Corporation, at least seven (7) days before the time of the meeting. Notwithstanding the foregoing, a Director may waive notice of any meeting of the Board by written statement filed with the Secretary, or by oral statement at any such meeting. Attendance at a meeting of the Board shall also constitute a waiver of notice, except where a Director states that he or she is attending solely for objecting to the conduct of business on the ground that the meeting was not lawfully called or convened. Any meeting of the Board may adjourn from time to time to reconvene at the same or some other place, and no notice need be given of any such adjourned meeting other than by general announcement.

SECTION 6.09. *Action by Directors.* Unless the Nonprofit Code, Articles of Incorporation, these By-Laws, or Rules require a greater proportion, the action of a majority of

the directors present at a meeting at which a quorum is present shall constitute action of the Board. A majority of the Board shall constitute a quorum for the transaction of business.

SECTION 6.10. *Action by Written Consent.* Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting, if a unanimous consent that sets forth the action to be taken is signed by each director of the Board and filed with the minutes of proceedings of the Board. Directors of the Board may utilize electronic consents.

SECTION 6.11. *Meeting by Conference Telephone.* Members of the Board may participate in a meeting by means of a conference telephone or similar communications equipment if all persons participating in the meeting can hear one another. Participation in a meeting by these means constitutes presence in person at a meeting.

ARTICLE VII COMMITTEES

SECTION 7.01. *Board Committees.* (a) The Board, by a vote of a majority of the directors then in office, may establish one or more standing committees comprised of one or more directors. The Board may delegate to these committees any of the powers of the Board, except the power to (1) elect or remove directors; (2) approve the dissolution, merger, or reorganization of the Corporation or distribution of its assets; (3) amend the Articles of Incorporation or the By-Laws; (4) approve or propose to members any action that the Nonprofit Code, the Articles of Incorporation or these By-Laws require to be approved by the members; or (5) decide such other matters as the Board may hereinafter determine by a majority vote of the directors.

The Chair of the Board shall appoint the members and the chairperson of each committee, subject to the approval of a majority of the directors then in office.

SECTION 7.02. *Special Committees of the Board.* The Board may appoint one or more special committees for such special tasks as circumstances warrant. Such special committees shall limit their activities to the accomplishment of the task for which they are created and appointed and shall have no power to act except such as is specifically conferred by action of the Board.

SECTION 7.03. *Advisory Committees.* (a) The Board may appoint individuals who may or may not be directors of the Corporation to serve as an advisory committee to the Board. The advisory committees shall have such functions and responsibilities specified by the Board; provided, however, that the Board may not delegate any of its power, authority or functions to the advisory committee.

(b) The President shall appoint the members and the chair of each advisory committee, subject to the approval of the Operations Committee, except as provided for in these By-Laws and in accordance with the Rules. The Councils, as defined in **SECTIONS 7.06 – 7.10**, with the

concurrence of the Operations Committee, shall appoint members to their subordinate committees.

Except as otherwise specified in the Rules, membership of Advisory Committees shall be limited to Members and Emeritus Members of the Corporation who are in good standing. Their tenure shall be as specified in the Rules.

Advisory committees may appoint subordinate committees as specified in the Rules. The chair of each subordinate committee shall be ex-officio a member of the parent committee.

SECTION 7.04. *Standing Advisory Committees*

The Standing Advisory Committees shall be:

- (a) Operations Committee
- (b) Clinical Practice Council
- (c) Education Council
- (d) Member Services Council
- (e) Science Council
- (f) Regional Organization Council
- (g) Audit Committee
- (h) Finance Committee
- (i) Governance Committee
- (j) Nominating Committee
- (k) Rules Committee
- (l) Government & Regulatory Affairs Committee
- (m) Other Standing Committees as specified in the Rules

SECTION 7.05. *Operations Committee.* The Operations Committee shall be responsible for implementing and monitoring the Corporation's strategic plan and goals, as set by the Board of Directors. It shall work in conjunction with the Board, Councils and Committees to develop and evaluate metrics of the Corporation's performance.

SECTION 7.06. *Clinical Practice Council.* The Clinical Practice Council shall act as a clearinghouse for professional inquiries addressed to the Corporation by members or outside groups and shall route inquiries to the appropriate Clinical Practice Committees. The Clinical Practice Council shall consider and make recommendations of clinical practice policy to the Board and/or Operations Committee as appropriate.

SECTION 7.07. Education Council. The Education Council shall act as a clearinghouse for educational inquiries addressed to the Corporation by members or outside groups and shall route inquiries to the appropriate Educational Committees. The Education Council shall consider and make recommendations of educational policy to the Board and/or Operations Committee as appropriate.

SECTION 7.08. Member Services Council. The Member Services Council shall serve to oversee the main mechanisms for activities in support of members. The Member Services Council shall consider and make recommendations of member services policy to the Board and/or Operations Committee as appropriate.

SECTION 7.09. Science Council. The Science Council shall act as a clearinghouse for scientific inquiries addressed to the Corporation by the members or outside groups and shall route inquiries to the appropriate Scientific Committees. The Science Council shall consider and make recommendations of scientific policy to the Board and/or Operations Committee as appropriate.

SECTION 7.10. Regional Organization Council. The Regional Organization Council shall provide a forum for discussion of regional organization concerns and issues. It shall foster communication among regional organizations and between the regional organizations and the Board and/or Operations Committee as appropriate. It shall review new regional organization applications, monitor regional organization compliance with AAPM requirements and assist regional organizations with meeting such requirements.

SECTION 7.11. Audit Committee. The Audit Committee shall monitor the integrity of the Corporation's financial reporting process, the appropriateness of the Corporation's accounting policies and internal controls, the independence and performance of the Corporation's independent auditors, and report its findings to the Board.

The Chair of the Board shall nominate members of the Audit Committee for the succeeding year who will be appointed by an affirmative vote of the Board.

SECTION 7.12. Finance Committee. The Finance Committee shall present the financial condition of the Corporation at each meeting of the Board and to advise the Board on the expenditure of the Corporation's Funds.

SECTION 7.13. Governance Committee. The Governance Committee shall develop and ensure governance skills of the Directors of the Board, ensure board diversity, and recommend board composition and best practices for governance.

SECTION 7.14. Nominating Committee. The Nominating Committee shall make nominations for Council Vice Chairs, President-Elect, Secretary, Treasurer, and the Nominating Committee.

The Nominating Committee shall consist of the Immediate Past Chair of the Board, who will serve as the Chair, four (4) elected members who serve staggered two-year terms, one representative from the Regional Organizations Council, and the current Chair of the Board, who will serve as a non-voting member.

SECTION 7.15. *Rules Committee.* The Rules Committee shall act as interpreter of the Articles of Incorporation, the By-Laws, and the Rules of the Association, subject to the requirements of applicable laws and regulations. It shall act as the vehicle for revising these governance documents.

SECTION 7.16. *Government & Regulatory Affairs Committee.* The Government & Regulatory Affairs Committee shall advise on legislative and regulatory issues and on recommendations of governmental or non-governmental entities, where such issues affect medical physicists or the practice of medical physics.

SECTION 7.17. *Voting by Committees.* All Advisory Committees shall adhere to the requirements for voting provided in Article IV and Article V of these By-Laws, as well as any other requirements for voting provided in the Rules of the Corporation. Votes may be cast outside of in-person or telephonic meetings utilizing electronic or other means of voting provided for in the Rules of the Corporation.

ARTICLE VIII OFFICERS

SECTION 8.01. *Duties of the President-Elect.* The President-Elect shall preside at any meeting of the Corporation from which the President is absent. The President-Elect shall preside at any meeting of the Board from which the Chair of the Board and the Immediate Past Chair are absent. Should the office of President be vacated for any reason, the President-Elect shall assume their duties and powers for the remainder of their term of office. In general, the President-Elect shall perform all such duties as are assigned from time to time to the President-Elect by these By-Laws and the Board. The President-Elect shall serve as the Vice Chair of the Operations Committee and shall be a non-voting member of all other committees except the Nominating Committee. At the end of their term of office, the President-Elect shall succeed to the office of President.

SECTION 8.02 *Duties of the President.* The President shall preside at all general meetings of the Corporation. The President shall call to the attention of the Corporation any matter which affects its interests, and take action in accordance with the recommendations of the Board. All matters of major policy shall have prior approval of a majority of the Board. With concurrence of the Board, the President shall appoint members to represent the Corporation to other groups or societies as desirable. In general, the President shall perform all such duties as are assigned from time to time to the President by these By-Laws and the Board. The President shall serve as the Chair of the Operations Committee and shall be a non-voting member of all

other committees except the Nominating Committee. At the end of their term of office the President shall succeed to the office of Chair of the Board.

SECTION 8.03 ***Duties of the Chair of the Board.*** The Chair of the Board shall preside at all meetings of the Board and also preside at all general meetings of the Corporation from which both the President and President-Elect are absent. The Chair of the Board shall nominate members of the Audit Committee in conformance with prevailing laws and regulations, who will be appointed by an affirmative vote of the Board to serve for a one-year term but may serve for more than one term. The Chair of the Board shall name the Chair of the Audit Committee, who shall be a member of the Board at the time of appointment. Should the office of Immediate Past Chair of the Board be vacated for any reason, the Chair of the Board shall assume their duties and powers for the remainder of their term of office. In general, the Chair of the Board shall perform all such duties as are assigned from time to time to the Chair by these By-Laws and the Board. At the end of their term of office the Chair of the Board shall succeed to the office of Immediate Past Chair of the Board.

SECTION 8.04. ***Duties of the Immediate Past Chair of the Board.*** The Immediate Past Chair of the Board shall serve as the Chair of the Nominating Committee. Should the office of Chair of the Board be vacated for any reason, the Immediate Past Chair of the Board shall assume their duties and powers for the remainder of their term of office. In general, the Immediate Past Chair of the Board shall perform all duties as are from time to time assigned to the Immediate Past Chair of the Board by the Board.

SECTION 8.05. ***Duties of the Secretary.*** The Secretary shall keep in permanent form a correct record of all the transactions of the Corporation, the Board, and the Operations Committee. The Secretary shall be responsible for all correspondence of the Corporation to the members regarding meetings, amendments, membership status, and like matters as specified in the Rules. In the event that the offices of President and President-Elect both should become vacated for any reason, the Secretary shall call a meeting of the Board for the purpose of electing a President-Elect. In general, the Secretary shall perform all duties incident to the office of a secretary of a corporation, and such other duties as are from time to time assigned to the Secretary by the Board. The Secretary shall serve as the Chair of the Governance Committee.

SECTION 8.06. ***Duties of the Treasurer.*** The Treasurer shall be responsible for the financial records of the Corporation and accountable for all funds that may accrue to the Corporation. The Treasurer shall disburse such funds as may be necessary to meet the appropriations and expenses of the Corporation, subject to the approval of the Board, and shall present an audited financial report to the Corporation at the Annual Business Meeting. In general, the Treasurer shall perform all of the duties incident to the office of a treasurer of a corporation, and such other duties as are from time to time assigned to the Treasurer by the Board. The Treasurer shall serve as the Chair of the Finance Committee.

SECTION 8.07. *Vacancies.* Vacancies in any office not otherwise described in these By-Laws arising from any cause may be filled by the Board at any regular or special meeting of the Board or by unanimous written consent of the Board.

SECTION 8.08. *Executive Director.* The Board may appoint an Executive Director. The Executive Director shall be ex officio, a nonvoting member of the Board and Operations Committee. The Executive Director, who shall serve at the will of the Board, shall be appointed by a majority of the directors of the Corporation then in office. The Executive Director may be removed, with or without cause, by a majority of the directors. The Executive Director shall report to the Board and between Board meetings to the President.

SECTION 8.09. *Execution of Documents.* A person who assumes the powers of an additional office in the Corporation may not act in more than one capacity to execute, acknowledge, or verify an instrument required by law to be executed, acknowledged, or verified by more than one officer.

ARTICLE IX FINANCE

SECTION 9.01. *Maintenance of Tax Exempt Status.* The Corporation shall not carry on any activities not permitted to be carried on: (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provisions of any future United States Internal Revenue Law), or (ii) by a corporation, contributions to which are deductible under Sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law). Upon the termination, dissolution or final liquidation of the Corporation in any manner or for any reason, its assets, if any, remaining after payment (or provision for payment) of all liabilities of the Corporation shall be distributed to, and only to, one or more organizations organized and operated exclusively for charitable or educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code as the Board shall determine by majority vote. Such distribution of assets shall be calculated to carry out the objectives and purposes stated in the Articles of Incorporation. In no event shall any of such assets or property be distributed to any member, director or officer, or any private individual.

SECTION 9.02. *Dues.* Annual dues of the members are payable in a manner specified in the Rules. Non-payment of dues may terminate membership as prescribed in the Rules. "Members in good standing" shall refer to members whose dues are not in arrears and who are in compliance with applicable criteria for membership as provided in these By-Laws, Articles of Incorporation, and the Rules of the Corporation. The Board shall recommend the amount of annual dues for each class of membership and shall transmit all proposed dues changes, with a statement as to their necessity, to the Secretary. The Secretary shall distribute the proposal and statement of necessity to all Members and Emeritus Members at least 60 days before the Annual Business Meeting and will facilitate discussion and submission of comments on the proposal from the membership prior to and at the Annual Business Meeting. The Secretary shall summarize the

comments received. The proposed change together with the statement of necessity and the summary of comments shall be presented to the Members and Emeritus Members in good standing for final approval or rejection by secret vote. The Secretary shall set a date, which shall be between fifteen and thirty days from the time that voting opens, by which votes must be cast. The dues change shall be approved by a favorable majority of those voting.

ARTICLE X REGIONAL ORGANIZATIONS

SECTION 10.01. *Regional Chapters.* Fifty or more Members or Emeritus Members may petition the Regional Organization Council for permission to form a Regional Chapter. The Regional Organization Council shall recommend to the Board for approval or rejection of the Chapter. Such a Regional Chapter may continue its affiliation as long as it has at least fifteen Members or Emeritus Members. Individuals who have interests similar to the objectives of the Corporation but who are not eligible or do not wish to be members of the Corporation may be members of Regional Chapters.

ARTICLE XI INDEMNIFICATION

SECTION 11.01. *Indemnification.* The Corporation shall indemnify any present or former volunteer of the Corporation including Directors, Officers, Committee officers and Committee members as well as any present or former employees or agents of the Corporation, to the fullest extent possible against expenses, including attorneys' fees, judgments, fines, settlements and reasonable expenses, actually incurred by such person relating to his or her conduct as a Director, Officer, Committee officer, Committee member, volunteer, employee or agent of the Corporation, except that the mandatory indemnification required by this sentence shall not apply (i) to a breach of the duty of loyalty to the Corporation; (ii) for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law; (iii) for a transaction from which such person derived an improper personal benefit; or (iv) against judgments, penalties, fines and settlements arising from any proceeding by or in the right of the Corporation, or against expenses in any such case, where such person shall be adjudged liable to the Corporation.

Service on the Board of the Corporation, or as an Officer, Committee officer, Committee member, volunteer, employee or agent thereof, is deemed by the Corporation to have been undertaken and carried on in reliance by such persons on the full exercise by the Corporation of all powers of indemnification which are granted to it under this Article and the Nonprofit Code as amended from time to time. Accordingly, the Corporation shall exercise all of its powers whenever, as often as necessary and to the fullest extent possible, to indemnify such persons. Such indemnification shall be limited or denied only when and to the extent provided above unless the Nonprofit Code or other applicable legal principles limit or deny the Corporation's authority to so act. This Article and the indemnification provisions of the Nonprofit Code (to the extent not otherwise governed

by controlling precedent) shall be construed liberally in favor of the indemnification of such persons.

ARTICLE XII RULES OF THE CORPORATION

SECTION 12.01. *Purpose.* The Rules of the Corporation (the “Rules”) augment the Articles of Incorporation and By-Laws. Their purpose is to detail and expedite administrative matters of the Corporation. The Rules include matters which come under the purview of the Board which is responsible for their development, enactment, and documentation.

SECTION 12.02. *Enactment and Amendment.* The enactment or amendment of a Rule requires a majority vote of the members of the Board and becomes effective immediately after such a ballot unless otherwise stipulated. The act of enacting or amending a Rule shall be in accordance with the Rules.

ARTICLE XIII AMENDMENTS

SECTION 13.01. *Amendments.* Proposed amendments to these By-Laws may originate in the Board, in the Rules Committee, or by petition bearing the signatures of at least five (5) Members in good standing. Proposals for amendments shall be presented to the Chair of the Rules Committee at least ninety days prior to the Annual Business Meeting. The Rules Committee shall report their recommendations on proposed amendments to the Board. The Board shall transmit the proposed amendment, with a statement as to its necessity, to the Secretary who will provide the document to all Members and Emeritus Members at least one (1) month before the Annual Business Meeting. The Secretary shall state the arguments in favor and against the proposed amendment presented by Members and Emeritus Members at the next Annual Business Meeting. The proposed amendment together with the statement of the Board and a summary of the arguments for and against the proposed amendment shall be presented to the Members and Emeritus Members for final approval or rejection by secret ballot. The Secretary shall set a date, which shall be between 15 and 30 days from the time that the ballots are first provided, by which completed ballots must be received. The Secretary shall be responsible for the integrity of the balloting process. Amendments to these By-Laws shall be adopted after a favorable vote of two-thirds of the ballots received.

COMMENTS RECEIVED FROM THE MEMBERSHIP
IN FAVOR OR PROPOSAL 1

- Jennifer Lynn Johnson spoke in favor of the proposal. She believes it reflects the intent and initiatives the AAPM really cares about. She feels that it helps provide the structure that is needed for the AAPM to adjust and meet current situations the Board needs to address in way that becomes more nibble and progressive than previously.
- Jean Moran spoke in favor of the motion. She has had experience on the Board of Directors and Councils within the AAPM. In looking at how our society has grown since she became a member 23 years ago, she believes the careful deliberation that has taken place, the consultants that were brought in and so on, have come together to make sure we have a structure that will carry us to the future, to be very successful, grow, with respect to our impact, and better serve our members. She noted that the structure for making sure there's a council specifically around the chapter representative is very important and in fact due to the size of the Regional Organization Council, it will allow the chapters to have more of a voice than they do today when we have a large amount of people around a table 3 times a year. She appreciates all the work that has gone into this and is very happy to support the proposal.
- Bruce Curran, Chair of the Ad Hoc Committee on Governance Assessment, spoke in favor of the motion. He commented that to answer Prader's question, the recommendation of the Ad Hoc Committee was to take information that was superfluous in the By-Laws and move them to the Rules in order to allow the AAPM to act in a more flexible manner in the future. The Rules Committee looked at the current By-Laws and realized that we currently have classes of membership described in both the By-Laws and the Rules. The Rules Committee decided that the classes of membership should only be classified in the Rules to allow changes to the membership to be addressed in a more timely fashion, such as student and resident members.
- Jim Dobbins spoke very strongly in favor of the proposal. After serving on several boards over the years, he believes that the ideas as articulated in this proposal are very consistent with what would be considered as best practices of organization Boards. This is not an attempt, from his assessment, to try to make changes for the sake of change, but rather is an attempt by the Ad Hoc Committee on Governance Assessment to promote things that will make the AAPM Board consistent with current best practices for organization governance, it will enable us serve the future of the organization well and thereby serve our members well. He has been very impressed with the care with which the Ad Hoc Committee on Governance Assessment has taken these deliberations, the expert counsel that has been sought in this. He thinks it has been a very deliberate process and will be in the long term the best thing for the association if we approve it.
- Jerry White spoke in favor of the motion. He stated that he would like to first reference some comments that Bill Hendee made about 20 years ago when the Board was

considering many one of many similar reorganization plans and he addressed the large Board of Directors and said very bluntly, “any of you on this Board of Directors of about 35 – 45 people who think that you are actually running the organization are kidding yourselves”. White believes that is absolutely true. He supports the current plan, it’s typical of other successful boards. He once mentioned to a friend that’s active in non-profit organizations that we had a Board of 40ish people and its sometimes difficult and the friend commented, “yes, but that’s the price you’re going to pay when you have Board Members who are going to help with fundraising”. White commented that is not really the purpose of our large Board, that’s the purpose of other large Boards, but not ours. It’s hard to respond to each objection one hears, but two he would like to mention is the Board of Directors as a training ground for AAPM leadership. Typically, organizational Board Members are not viewed as training positions. He thinks we really shouldn’t dismiss this plan because we will find other ways to train leaders. Also, Chapter interests. He is respectful of the chapters but it’s not clear to him that the interests of someone in the Mid-Atlantic Chapter or the Great Lakes Chapter differs significantly from those of other members. He thinks we have differences but their probably not related to what chapter we live in. He also commented on sensitivity of Chapter Representatives to interests. He believes the sensitivity of our new Board to our interests based upon science, clinical practice, education, will be enhanced rather than degraded in this new structure. He thinks the new Board will be more sensitive to our individual interests. Lastly, he commented that all of us when we look at the proposal think something should be different. We have had a number of other reorganization processes that have almost come to fruition but people commented voted against them based on certain aspects of the proposal that they didn’t like. He reminded everyone that we only have two choices right now. The well thought out, well organized proposal that we have before us or the current situation. One has to decide if we are better off with the current situation of a Board of almost 50 people or this new better organized Board.

- John Bayouth spoke in favor of the motion. He commented that there’s a tremendous amount wrapped up in this and congratulated the Ad Hoc Committee on Governance Assessment for putting together a comprehensive proposal on how AAPM can improve and be more effective moving forward. That’s not a criticism of ourselves necessarily, but a recognition that there’s always opportunity for improvement and that many within the organization have believed, and currently believe, that there are great opportunities for improvement. He thinks this does that and he addressed a few of the issues that have been raised. The primary issue the he spoke to was the necessity of reorganization, specifically the Board of Directors. In the context of reorganization, he believes that what has been proposed with the different councils structures and separating an Operations Committee from a Strategic Committee, which is the true expectation of a Board of Directors, is critical and very important. In regards to the issue of examples the Board of Directors has failed to do. He often hears people wonder why it is that this needs to be done, everything has worked in the past. He gave three examples:
 1. Prioritization of our budget – Prioritizing our budget on the most impactful and effective proposals. This is something that he believes has been extraordinarily difficult for our Board of Directors. He thinks one reason is a lack of

knowledge of the priorities of the organization, rather its through the strategic plan or the many things we try to do. The budget of the AAPM is approximately 300 pages in length, a PDF document that is provided to the Board Members a couple of weeks prior to their opportunity to vote, upon that document. They need to consume the requests from almost 300 different committees, subcommittees, task groups and working groups and are somehow are being asked to digest all of those requests and prioritize which of those things are most important to the future of our organization. Not only which are most impactful, but which ones have been most effective because we don't want to continue to spend money on items that are a good idea but our approach is failing to achieve the outcome. By contrast, today the Executive Committee (EXCOM) has spent probably 150 – 200 hours of their time discussing all of the elements that live within that budget. But it makes no sense for EXCOM to be the entity to decide how that budget should be laid out, we need a broader group of people, which is why he believes the recommended Board size would help to achieve that goal.

2. Graduate education and the number of graduates that we are producing, with respect to the clinical medical physics residency slots – This ratio is something that we have recognized to be a fundamental problem. The Board of Directors has known this for over a decade and we don't have a solution. This is not a simple problem. This is not something that is going to be solved in a 4-hour meeting by the Board twice a year. Its not something that is going to be solved through a BBS conversation electronically. This is a very difficult issue that he thinks requires many hours of conversation. As a past member of EXCOM, he has had hundreds of hours of conversations about this type of topic. But the Board never had the bandwidth to try to address this type of issue because to have hundreds of hours of conversation with 50 members is not practical. He believes the structure of our organization has impeded the opportunity to have these types of conversations. If have more graduates than we do residents, we might need as an organization to be looking for opportunities to expand medical physics beyond what we do today. We could redefine our organization as the American Association of People Who Use Ionizing Radiation To Kill Cancer as opposed to Medical Physics and it would probably be a more accurate description. Where are we in the use of RF ablation? Or cryotherapy? Or high-fu? We have so many students who are not finding a space into radiation oncology residency or radiology residency but there are many other spaces they can have an impact. They can have an impact on industry. We can have a much greater impact in medicine in the U.S. and around the world. The World Health Organization (WHO) shows that medical physics is the leading group of healthcare providers in cancer care that have the least number of individuals to meet the need moving forward. So if we're producing too many students and the world needs more medical physicists, how do we address this?

3. Medical Physics 3.0 – He believes is a tremendously important initiative. He doesn't believe that the organization has allocated the resources necessary to actually make it happen. If it's important to medical physicists to be able to be in front of the changes that are happening in healthcare, we need to be able to demonstrate the value we add within the work that we do and a major initiative is

needed by this organization to get there. The wave that we often operation, this initiative does not have the runway to do that.

- Gary Ezzell spoke in favor of the motion. He commented that when he was President in 2012, it was his 3rd or 4th time on the Board of Directors and twice on the Executive Committee. It had been clear to him all the time that he was associated with the Board that it was much too large to do any sort of strategic thinking. It was during his time as President that the Board created the Strategic Planning Committee (SPC) of the Board, which has helped but is a band aid. We really need a smaller Board that can actually function and do the strategic planning that the organization needs.
- Russell Tarver spoke in favor of the motion. As a member of the Regional Organization Committee, he addressed the concern that there is a lack of council representation. He commented that the committee is in favor of this proposal and it feels that as a Council it will be much more effective and have a stronger conduit into the directions of the Board of Directors and the Association.
- Cynthia McCollough spoke in favor of the proposition. She believes that this is a quality improvement initiative and, from what she has seen, through very careful deliberations many good ideas have come forward and taken shape in this proposal. This is not just about reorganizing of the Board. There is succession planning built into this, so that Council Vice Chairs are brought into the Operations Committee, get two years' experience and then are brought up into Council Chairs and serve on the Board of Directors. Currently, Council Chairs do not serve on the Board and she believes they have a very important role and should be a member of the Board. There is a special Council that has been formed for Member Services and a Council for the Regional Organizations. All of these are important initiatives. She also noted that this is a very balanced system of leadership – there's operational, strategic, each have time and their own duties allocated to them and there is overlap, which she finds very logical.
- Bruce Curran spoke in favor of the motion. He thinks One of the key proposals of this motion is the separation of the current Board into an operations entity and a strategic entity. Currently, the Executive Committee operates or tries to operate predominately as both because of its ability to meet regularly and to have full discussion on the issues. With the creation of an operations entity that is separate from the Board and focused on operational issues, they have the chance to focus on keeping the product of AAPM, the work of the members, running more efficiently, while the Board tries to review that and looks at direction and tries to put better metrics on what's going on. In addition, this changes essentially the operations of the organization from the five members of the Executive Committee to roughly 20 members split between the Board and the Operations Committee.
- Todd Pawlicki spoke in favor of this proposal. For all of the reasons that have been stated by the other speakers in support of the proposal.

COMMENTS RECEIVED FROM THE MEMBERSHIP
AGAINST PROPOSAL 1

- Steve Saperato spoke against the motion. The primary reason is the elimination of the Chapter Representatives from the Board of Directors. This has historically been the major way in which the society gains new leadership. A lot of us have come into leadership roles through this process and were eliminating that he believes it will be a major detraction and loss to the society of getting new leadership and a pathway for new individual to get in.
- Robert Praeder spoke against the motion. He commented that the principal reason for not supporting the motion is due to the elimination of the membership voting directly on the individuals nominated to go to Board and the chapters voting on individuals who go to the Board. He thinks historically when people who aren't well connected in the AAPM in a certain region and are sitting around and saying that they are unhappy about the direction the organization is going or the way MOC is being handled or there's not enough representation of clinical people, that's the way we can get someone who speaks for us to be a voice on the Board. This allows for a safety check and when that mechanism is eliminated if its people who are already running the organization or have served in leadership roles of the organization. He believes in the last ten years, this tool has been very useful. He commented on Article IV, Members Section 4.01, Eligibility for Membership. He is concerned about the statement, "*Application for membership shall be open to anyone who supports the purposes of the Corporation, as set forth in the Articles of Incorporation*". Currently a lot of rules for the classes of Membership are stated in the By-Laws. In the association's current Articles of Incorporate it states, "*The corporation shall be divided into several classes of members including Members, Junior Members, Emeritus Members, Honorary Members and Associate Members. Further classes of members may be specified in the By-Laws*". He asked if the governance assessment passes, does that mean that anyone can join the association? Pawlicki commented that the answer is no and that if the vote passes, the intent is for the Rules Committee to draft new Rules to incorporate the membership categories.
- Nicole Ranger spoke against the proposition as it currently exists. However, she is open to other proposals, as there is a problem that needs to be solved. She asked about where certain initiatives under Professional Council, such as the Diversity and Inclusion Subcommittee and Women's Professional Subcommittee, would exist in the new structure. Todd Pawlicki commented that the By-Laws as written to not spell out all of those operational details, the intent of the By-Laws change is not to lose services or decrease services to the membership or the activities that are currently happening. Saying exactly where those type of activities would land is not explicitly decided at this time, but you could easily see that something like this would fall under the new Membership Services Council. Ranger commented that she is not concerned that these activities would no longer exist, however she believes that they are of a professional nature. She doesn't have a problem with the creation of a Clinical Practice Council, as she thinks it makes a lot of sense and gives clinical medical physicists at home where they can address any

concerns. She is concerned about the elimination of Professional Council. Daniel Pavord, Chair of the Professional Council, commented that the Council put a lot of thought into this and there's a current misconception that Professional Council is Clinical Practice. Whereas many of the activities Nicole Ranger has noted cross all components of the organization. Therefore, Professional Council envisioned most of those activities ending up in the Member Services Council where all the activities of the organization are represented. By no means did the Council try to diminish the importance of these activities. We recognized them and want to put them in the proper home.

- Thad Wilson spoke against the motion. Mainly because it reduced the diversity within the leadership system, as well as some reduction of the checks and balances.
- Bob Wilson spoke against the proposition. He commented that sense it was mentioned that Bill Hendee noticed that the Board was too large, all of us have noticed that the Board is too large. In the past, went to the various chapters and asked for advice and he got it. It didn't come by taking 37 members of the Board and turning them into 1. It was turning 37 members into 6 or 8 and he feels that is what should have happened this time. There was nothing to the various chapters that discussed how do we build a list from the ground up to form a smaller Board of Directors.
- Greg Sharp spoke against the proposal. He stated that in our current By-laws, members have the opportunity to nominate candidates for the Board Members-at-Large. In the proposal, the option no longer exists. He commented that our consultant compared or investigated the By-Laws of similar organizations, such as the American Society for Radiation Oncology (ASTRO), Radiological Society of North America (RSNA), Society of Nuclear Medicine and Molecular Imaging (SNMMI) and American College of Radiology (ACR). He took the opportunity to look at these organization's By-Laws and reported what he found:
 - ASTRO – Nominations for all elected positions may be made from the Membership.
 - RSNA – Nominations for all elected positions may be made from the Membership.
 - ACR – Representatives to ACR Council are elected by Chapters. There are 343 Councilors. The Board of Chancellors has elected members and appointed members. Nominations to the Board of Chancellors, many but not all officer positions, may be made by Members of the Council.
 - SNMMI – Representatives to the House of Delegates are selected by regional chapters and other member organizations. There are 55 delegates. Members may nominate candidates for Vice President-Elect, which is elected by the Members and the House of Delegates Members may nominate candidates for other officer positions.
 - Canadian Organization of Medical Physics – Members may nominate candidates to all elected positions.
- Palmer Stewart spoke against the motion. He has been impressed for several decades as a member of this society, that we have a character about our society that is fairly unique

and positive. It has resulted in a tremendous amount of production in terms of task group reports, etc. He believes this has been a result of the unusual vitality that this society has and the unusual desire of its members to participate. He doesn't know what the relationship between this character of our society, which is so beneficial and unusual at the same time, is to its governance structure. It's true that the current Board really does function more as a legislature and things that are done by it are therefore somewhat more cumbersome than the usual Board of Directors. The Executive Committee operates in a capacity which makes it more similar to a Board of Directors. But to lose this legislature may significantly impact the spirit of the society. To make sure such an enormous change so suddenly without any opportunity to see what the effect is, he thinks is concerning. He would hate to see the spirit of the society destroyed by forces that we don't understand or anticipate.

- Bruce Thomadsen spoke against the motion. He commented that he has written extensively on the thread in the Board Bulletin System so he won't go into all of his points, but wanted to make 3 quick points as to why he is against the motion.
 - The Chapter representatives are a lot of the conduit from the membership to the governance of the organization. The members are very close to these members, they understand them and can talk to them very easily. It's hard to do that with a single person who would represent you that you may not know and is part of leadership.
 - Currently, and in the proposal, the budget is mostly made by the councils asking for money for their projects and by the executive to run the organization. The budget then goes to the Board for checks and balances. We have heard that they do not have the ability to read through this, they have the opportunity and if they don't understand the budget it is the leadership's failure to bring them up and make them understand what is going on in this organization. In the new proposal, it is the people who make the budget who vote on the budget. There is no balance. There is no check.
 - The organization recently had a survey of the membership and the membership is pretty happy. There is a big problem in the organization and that is the big gap between the leadership and the membership, at least as is perceived by the membership. He believes that this proposal not only doesn't address the major problem facing this organization now, but exacerbates it.