SOCIETY OF DIAGNOSTIC MEDICAL SONOGRAPHY

# Bylaws of the Society of Diagnostic Medical Sonography

*As amended and adopted April 16, 2005*

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# BYLAWS OF THE SOCIETY OF DIAGNOSTIC MEDICAL SONOGRAPHY (SDMS)

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## CHAPTER I: MEMBERSHIP

**Section I – Classes**

All members shall be assigned to one of the following classes of membership:

A. Active

B. Associate

C. Student

D. Supporting

E. Corporate/Business/Institutional (CBI)

The manner of election or appointment and the qualifications and rights of the members of each class are set forth in these Bylaws.

**Section II** – Qualifications

A. An Active Member shall be a healthcare professional holding current registration by a national sonography credentialing body recognized by the Board of Directors, and involved in the practice of sonography, sonography education, clinical management, research or commercial activities. An Active Member shall have all the benefits granted by the Society of Diagnostic Medical Sonography (the Society) and shall have the right to vote, hold an elective office and be elevated to Fellow.

1. A Fellow shall be an Active Member who has made outstanding contributions to the profession and the Society.

   (a) The membership at large shall submit nominations for consideration for elevation to Fellow. The Board of Directors shall set standards, qualifications, and procedures for elevation to Fellow status. Provision of documentation of the satisfaction of qualifications is the responsibility of the candidate, and the Board of Directors or its designee shall make determination of the satisfaction of such criteria.

   (b) The list of Fellows shall be published in the official journal and/or newsletter of the Society annually, preferably in the issue(s) immediately preceding the Society's Annual Conference.

   (c) No more than two Fellows may be selected in each calendar year. The number of Fellows at any one time shall not exceed one percent (1%) of the total number of voting members.

   (d) Fellows shall be authorized to use the letters FSDMS in conjunction with professional activities.

2. An Advanced Practice Sonographer (APS) Member shall be an Active member who is involved in the clinical practice of sonography.

   (a) To be eligible for APS membership, an applicant must meet the standards and qualifications as set by the Board of Directors.

B. An Associate Member shall be a healthcare provider who is involved in the practice of sonography but who does not meet the qualifications of Active membership. An Associate Member shall have all the benefits granted by the Society, including the right to vote, but shall not have the right to hold an elective office, or be elevated to Fellow.

C. A Student Member shall be an individual who is currently enrolled in a diagnostic medical sonography program and must be considered a Student Member until completion of the educational program. A Student Member shall have all the benefits granted by the Society, but shall not have the right to vote, hold an elective office, or be elevated to Fellow.

1. Dues and registration fees for the Society's meetings, conferences and workshops shall be specially priced for Student Members and shall be determined by the Board of Directors.

D. A Supporting Member shall be an individual who is not involved in the practice of sonography but supports the philosophies and goals of the Society. A Supporting Member shall have all the benefits granted by the Society, but shall not have the right to vote, hold elective office, or be elevated to Fellow.

E. A Corporate/Business/Institutional (CBI) Member must be a commercial firm or business involved in the manufacture and sale of ultrasound equipment and/or accessories, pharmaceuticals, or formal publications related to sonography OR an institution involved in education and training related to sonography. A CBI Member shall not have the right to vote, hold elective office, or be elevated to Fellow.

**Section III** – Benefits of membership

A. Member benefits will be determined by the Board of Directors or its designee.

**Section IV** – Membership Application Process

A. Applying for membership

1. Applicants applying for one of the member classifications as listed in Section II of this Chapter I will be considered for membership only after completing and submitting the Society's authorized membership application form and the appropriate membership dues as determined by the Board of Directors.

(a) In addition, Student applicants must also include a letter from their Program Director verifying their student status and listing their expected graduation date.

B. Executive Office Application Procedure

1. It shall be the responsibility of the Executive Office to review the application for acceptance or rejection as necessary.

2. The Executive Office shall notify the applicant of their acceptance or rejection.

3. In the case of rejection, the applicant has the right to appeal the decision to the Membership Committee.

C. Starting Dates of Membership and Due Date of Membership

1. Starting date of membership begins at the time of application acceptance.

2. Membership in the Society, regardless of classification, shall be initiated on the member's anniversary date.

D. Dues and Assessments

1. Dues for all classifications of membership shall be determined annually by the Board of Directors for the ensuing year and shall be payable at the time of application and on the member's subsequent anniversary date.

2. Assessments may not be levied except upon recommendation of the Board of Directors. Notice of a recommended assessment shall be sent to each member of the Society prior to the meeting of the Board of Directors, at which such assessment is to be voted upon. Approval of an assessment requires a two-thirds vote of the Board of Directors.

**Section V** – Termination of Membership and Members in Arrears

A. Any member, regardless of class, shall have the privilege of resigning.

1. The resignation must be in writing.

2. Membership dues, whether in whole or in part, shall not be refunded.

3. A member who has resigned in good standing may be reinstated by payment of the current dues and assessments. A member who decides to be reinstated from the date of resignation may be reinstated by payment of all unpaid dues and assessments from the date of resignation including current dues and assessments.

B. In the event any action of a member shall warrant censure, suspension or expulsion from the Society, the governing procedure shall be identical to the procedures outlined in Chapter II of these Bylaws.

C. In the event any action of the President shall warrant censure, suspension or expulsion from the Society, the governing procedure shall be identical to procedures outlined in Chapter II, except that an Immediate Past President of the Society shall supervise the procedure.

D. No members in arrears for dues or assessments may vote, hold office, be elevated to Fellow status or be entitled to any other benefits of membership.

1. The Executive Office shall notify the member of their delinquency.

2. If the delinquency is not remedied within two months of notification, the person's membership in the Society will be suspended.

3. Such persons may be reinstated upon full payment of the reinstatement fee as set by the Board of Directors, and the dues and assessments for the year in which the membership expired.

**Section VI** – Member in Good Standing

A Member shall be deemed to be in “good standing” provided they have paid membership dues as prescribed by the Society, has complied with the Bylaws and policies of the Society, is not subject to a disciplinary investigation or action of the Society and continues to meet the Society’s membership criteria.

## CHAPTER II: ETHICS

**Section I** – Principles

A. The current Code of Ethics for the Profession of Diagnostic Medical Sonography shall be the principles of ethics of the Society and shall apply to all members of the Society.

**Section II** – Disciplinary Action and Appeal

A. If a member is believed to have violated the Society's Bylaws and/or the Code of Ethics for the Profession of Diagnostic Medical Sonography, or to be otherwise guilty of conduct warranting censure, suspension, or expulsion from the Society, any member may in good faith bring charges against such member as provided below:

1. Such charges must be submitted in writing to the Executive Director of the Society and signed by the accuser or accusers. The acts or conduct upon which the complaint is based must be stated in reasonable detail.

2. All charges must be immediately forwarded to the accused by sending a copy by registered United States mail to the last known address of the accused member. The accused member shall mail a response to the accusations charged against such member to the Executive Director of the Society. The accused may at any time respond in writing but failure to respond shall not be an admission of guilt or a waiver of the accused member's right to a hearing.

3. The Executive Director must submit the charges to the Chair of the Ethics Committee. The Ethics Committee shall submit a recommendation for the Board of Directors consideration at their next Board of Directors meeting after the filing of charges. At this meeting or no later than 30 days after this meeting, the Board of Directors must then make a decision. They must decide to dismiss the charges, refer the charges to the Ethics Committee for arbitration, or conduct a Board of Directors hearing.

4. f the Board of Directors decides to conduct a hearing, all involved parties must be notified. The Board of Directors must serve a copy of the charges by sending it via registered United States mail to the respective last known addresses of all involved parties. At this same meeting the Board of Directors must also set a time and place for hearing the charges. The accused member must be notified of the time and place of such hearing in the same manner as provided for the serving of the charges. The hearing must be not less than 15 days or more than 3 months after the charges have been served.

5. After giving the accuser and the accused every opportunity to be heard, including oral arguments and the filing and consideration of any written briefs, the Board of Directors must conclude the hearing and render a decision within 30 days. An affirmative vote of a majority of the members of the Board of Directors constitutes the verdict of the Board. The vote may exonerate, censure, suspend, or expel the accused member. The decision of the Board of Directors shall be expressed in a resolution, containing no opinion. Only the President and the Secretary must sign the resolution. To be entitled to vote, a member of the Board of Directors must be present for the entire time of the hearing.

6. Following a period of suspension set by the Board of Directors, the suspended member may be reinstated upon Board approval of the member's written request to the Board of Directors for reinstatement. The member's written request for reinstatement must be submitted to the

Society's Executive Director. The Executive Director shall immediately forward the request to the Board. If the Board approves reinstatement, the member must pay membership dues and assessments accrued during the period of suspension. A member's period of suspension shall not exceed one year. If reinstatement is not accomplished as specified above, membership may be attained only through the usual application procedures. The decision of the Board of Directors shall be final.

## CHAPTER III: OFFICERS OF THE SOCIETY

**Section I** – Officers

The officers of the Society shall be the following:

A. President

B. President-Elect

C. Immediate Past President

D. Vice President

E. Secretary

F. Treasurer

**Section II** – Qualifications and Terms

A. Each candidate must disclose all potential conflicts of interest and must notify the Board of Directors if such a conflict shall arise during their term of office.

B. The office of the President must be held by an Active member.

C. Each candidate for the offices of President-Elect and Vice-President must have served a minimum of one term on the Board of Directors and must have held a minimum of two years continuous membership in the Society immediately prior to nomination. At the time of the nomination and election, each candidate must be an Active member in good standing and agree to maintain such standing for the term of office.

D. Each candidate for Secretary or Treasurer must have held a minimum of two years continuous membership in the Society immediately prior to nomination. At the time of the nomination and election, each candidate must be an Active member in good standing and agree to maintain such standing for the term of office.

E. Each officer of the Society must serve for a term of two years or until their successor has been elected and assumes office at the conclusion of the Board of Directors meeting held in conjunction with the Annual Conference. If necessary to implement changes to these bylaws or to fill a vacant position, the term length may be reduced or extended.

    1. The President must not be re-elected to the office of President within two years of the termination of their term.

    2. The President-Elect and the newly elected officers shall take office at the conclusion of the Board of Directors meeting held in conjunction with the Annual Conference.

F. Each officer of the Society may serve no more than two consecutive elected terms in an office.

**Section III** – Duties

A. The President shall:

1. preside at all meetings of the Society;
2. perform all duties consistent with the office;
3. establish committees and task forces as deemed necessary to assist the Society in carrying out its objectives;
4. appoint all committee chairs and committee members unless otherwise provided for in the Bylaws;
5. serve as an ex-officio member of all committees;
6. establish the order of business for all meetings of the Society, in consultation with the Board of Directors;
7. serve as Chair and call all meetings of the Executive Committee;
8. upon expiration of the term of office, promptly hand over, to their successor, all organizational documents pertaining to the office of President.
9. appoint all liaison representatives to other organizations.

B. The Immediate Past President shall:

1. in the absence of the President and Vice President, call a scheduled meeting to order and preside until a temporary chair is elected;
2. serve as a member of the Executive Committee;
3. serve a term of two years commencing immediately after the end of their term as President;
4. upon expiration of the term of office, promptly hand over, to the President, all organizational documents pertaining to the office of Immediate Past President.

C. The President-Elect shall:

1. familiarize themselves with all activities of the Society in order to be prepared for the responsibilities of the Presidency;
2. serve as a member of the Executive Committee and the Finance Committee;
3. serve as Chair of the Nominating Committee;
4. upon expiration of the term of office, promptly hand over, to their successor, all organizational documents pertaining to the office of President-Elect.

D. The Vice-President shall:

1. in the absence of the President, assume the duties of the President;

2. serve as a member of the Executive Committee and the Finance Committee;

3. upon expiration of the term of office, promptly hand over, to their successor, all organizational documents pertaining to the office of Vice- President.

E. The Secretary shall:

1. be responsible for complete and accurate meeting minutes;

2. ensure compliance of parliamentary procedure;

3. serve as a member of the Executive Committee;

4. upon expiration of the term of office, promptly hand over, to their successor, all organizational documents pertaining to the office of Secretary.

F. The Treasurer shall:

1. ensure that all accounting records are accurate and complete, that adequate financial controls are implemented and maintained, that all receipts are timely deposited, and that all legitimate bills are timely paid;

2. report to the Board of Directors on the financial condition of the Society;

3. serve as Chair of the Finance Committee;

4. serve as a member of the Executive Committee;

5. upon expiration of the term of office, promptly hand over, to their successor, all organizational documents pertaining to the office of Treasurer.

## CHAPTER IV: AT-LARGE DIRECTORS

**Section I** – At-Large Directors

A. A total of seven At-Large Directors will be elected by the membership. Six of the At-Large Directors will be elected by the membership in US states, territories and possessions (based on the member mailing address provided to SDMS). One At-Large Director will be elected by members in Canada and all other (non-US) countries.

**Section II** – Qualifications and Terms

A. Each candidate for the position of At-Large Director must be an Active member and must have held continuous membership with the Society for a minimum of two years immediately prior to nomination.

B. At the time of the nomination and election, each candidate must be a member in good standing and agree to maintain such standing for the length of their term.

C. An At-Large Director shall be elected from the eligible membership. At-Large Directors shall serve for a term of two years and shall not serve more than two consecutive elected terms as an At-Large Director.

D. If necessary to implement changes to these bylaws or to fill a vacant position, the term length may be reduced or extended.

**Section III** – Duties

A. Each At-Large Director shall establish and maintain a line of communication with members and act as the conduit between members and the Society.

## CHAPTER V: EXECUTIVE COMMITTEE

**Section I** – Executive Committee Members

The Executive Committee shall consist of:

A. Officers of the Society

B. At-Large Director Representative

**Section II** – Qualifications and Terms

A. The Officers of the Society must meet the requirements in Chapter III and shall serve for a term of two years.

B. A representative of the At-Large Directors shall be elected by the At-Large Directors and shall serve for a term of one year as a voting member on the Executive Committee. The At-Large Director Representative may not serve for more than two consecutive years. The At-Large Director Representative shall be an Active member in good standing.

**Section III** – Duties

A. The Executive Committee shall be empowered to act on behalf of the Board of Directors during the interim between regularly scheduled Board meetings.

## CHAPTER VI: BOARD OF DIRECTORS

**Section I** – Board of Directors

The affairs of the Society shall be managed by a Board of Directors. The Board shall consist of:

A. President

B. Immediate Past President

C. President-Elect

D. Vice President

E. Secretary

F. Treasurer

G. At-Large Directors

H. Ex-officio Members

**Section II** – Qualifications and Terms

A. The President, Immediate Past President, President-Elect, Vice President, Secretary, Treasurer, and At-Large Directors must meet the qualifications and terms established in Chapters III and IV of these Bylaws.

B. The Board of Directors shall, as it deems necessary, appoint Ex-officio members. The length of appointment of each Ex-officio member shall be at the discretion of the Board of Directors. Ex-officio members will not have voting rights.

   1. The Editor of the Society's official journal will serve as an Ex-officio member of the Board of Directors. The Editor shall be an Active member in good standing, and must maintain such membership in good standing while serving as an Ex-officio member of the Board.

**Section III** – Duties

A. Establish the Society's policies;

B. Appoint the Editor of the Society's official journal and make provisions for the publication of the Society's scientific journal;

C. Approve the appointment of the auditor of the financial books;

D. Promote the purposes of the Society;

E. Provide the benefits to the general membership enumerated in Chapter I of these Bylaws;

F. Remain Active SDMS members in good standing during their term of office;

G. Determine the dues for all classifications of membership annually for the ensuing year; and

H. At a minimum, meet annually and at any other time a majority of the Board agrees to convene.

**Section IV** – Vacancies on the Board of Directors

A. Except as otherwise provided in this section, if a position on the Board of Directors becomes vacant, the President shall appoint a replacement. The appointment shall become effective upon approval of two-thirds of the remaining voting members of the Board of Directors. In deciding whether to approve the appointment, the Board of Directors shall ensure that the appointee meets the qualifications for the position as set out in these Bylaws.

B. If the office of President-Elect becomes vacant, the President shall call an emergency meeting of the Executive Committee to initiate a special election. The Executive Committee shall issue a call for nominations, which shall be sent to all voting members of the Society. The Nominating Committee shall meet to review the nominations and to recommend a candidate. The Executive Office shall send ballots to all voting members of the Society. The special election process shall be completed no later than 90 days after the date on which the President learns that the office of President-Elect has become vacant.

C. If the office of President becomes vacant, the Vice-President shall become President for the remainder of the President's term. If at the end of that term, the office of President-Elect is vacant such that there is no incoming President, the incoming Vice-President shall serve as President until the process for filling the vacancy in the office of President-Elect is completed as provided in Section B above.

D. If the office of Immediate Past President becomes vacant, the position shall not be filled.

**Section V** – Removal from Elected Office

A. In the event an elected member of the Board of the Society is incapable of performing the duties or is not performing the duties of their office, as determined by the President and at least two other voting Board members; OR is convicted of a felony or has been suspended or expelled from the Society for an ethical violation and does not resign, that officer may be removed from office by the following procedure.

1. The President shall notify the elected member of the Board via registered United States mail, of those duties of the office which are not being fulfilled, and request such person's resignation from office or an explanation of the circumstances and a commitment to fulfill the duties of the office.

2. f a written response is not received within 30 days, the President shall request that the Board of Directors declare the office vacant and that procedures be followed for filling the office as provided in these Bylaws.

3. If written resignation is received, the office shall be filled as provided for in these Bylaws.

4. If written commitment to fulfill the duties of the office is received, the President shall present the written commitment to the Board of Directors along with their recommendation for action to be taken. After a period of 30 days, the President shall call for a vote on the issue. The officer in question shall remain in office upon receiving approval of two-thirds of the voting members of the Board of Directors.

5. The President shall notify the officer in question of the Board of Directors' decision by registered United States mail.

B. In the event the President of the Society is incapable of performing the duties or is not performing the duties of their office, as determined by the Secretary and at least two other voting Board members; OR is convicted of a felony or has been suspended or expelled from the Society for an ethical violation and does not resign, at least two members of the Board of Directors must ask the Secretary to initiate the procedure as outlined in Section A above. In such case, the Secretary shall fulfill all duties otherwise assigned to the President in such removal process.

## CHAPTER VII: STANDING COMMITTEES

**Section I** – Standing Committees

A. The Society shall maintain the following Standing Committees:

1. Bylaws

2. Finance

3. Membership

4. Nominating

5. Ethics

**Section II** – Qualifications and Terms

A. Except as otherwise provided, the President shall appoint all committee chairs and committee members.

B. All committee chairs and members must be Society members in good standing.

C. The Finance Committee shall be chaired by the Treasurer. The members of the Finance Committee shall be the President-Elect, Vice President, and three members elected from the membership at large for a staggered two-year term. The three members elected from the membership at large may not also hold another Board position.

D. The Nominating Committee shall be made up of six members elected by the membership at large for a staggered two-year term and chaired by the President-Elect. The six members elected from the membership at large may not also seek or hold another Board position. In the event that the President-Elect position is vacant, the President shall appoint an acting Chair of the Nominating Committee until such time that the President-Elect position is re-filled.

E. Other committees may be formed. Such committees will be designated and appointed by the Board of Directors based on need, in support of the Society's operational plan and strategic objectives.

**Section III** – Duties

A. Committee objectives shall be determined by the President.

B. The Finance Committee shall advise the Board regarding all monies and other property owned by the Society.

C. The Nominating Committee shall, when possible, present the names of two or more candidates for each Executive Committee office and for each At Large Director position. The Nominating Committee shall satisfy itself that all nominees are qualified to stand for office and have expressed their willingness to be candidates for office. The Nominating Committee shall make every effort to ensure that the composition of the Board is balanced with regard to the interests, specialties and geographic distribution of the membership. The Nominating Committee shall ensure a democratic process.

## CHAPTER VIII: QUORUMS & RULES OF ORDER

**Section I** – A quorum for meetings of the Board of Directors, membership meetings and all specially-called meetings shall consist of at least three officers and not less than 50% of the remaining voting members of the Board of Directors.

**Section II** – The rules contained in the current edition of Robert's Rules of Order shall govern the Society in all cases to which they are applicable and where they are not inconsistent with these bylaws and any special rules of order the Society may adopt.

**Section III** – When deemed necessary by the President, meetings and/or voting may be conducted electronically including, but not limited to, via email, fax, and video conferencing.

## CHAPTER IX: EXECUTIVE OFFICE

**Section I** – The Society shall be administered by an Executive Office.

A. The Executive Office shall be responsible for the coordination of the activities of the Society, implement its policies and procedures, and ensure its continuity.

B. The Executive Office shall be responsible for receiving and distributing all Society funds according to the policies and procedures as set forth by the Board of Directors and for providing accurate and timely financial updates to the Board of Directors and the Finance Committee.

**Section II** – The Executive Office shall be managed under the direction of an Executive Director appointed by the Board of Directors.

A. The Executive Director shall:

1. be responsible for staffing and managing the office;
2. implement the policies and procedures established by the Board of Directors;
3. act within the authority entrusted to the office of Executive Director by the Board of Directors;
4. prepare and present to the Board of Directors at their business meetings a report of the office's activities since the last report was presented;
5. act in an advisory capacity to the Board of Directors and Executive Committee;
6. recommend to the Board of Directors professional support services to include but not limited to an accountant and an attorney for the Society. These individuals and/or firms are to have no partisan or conflict of interest with the Executive Director or any other individual, society, or firm.

B. The Executive Director shall work with an employment contract and at the discretion of the Board of Directors.

## CHAPTER X: AMENDMENTS

**Section I** – These Bylaws may be altered, amended or repealed, or new Bylaws may be adopted, only by a two-thirds vote of the Board of Directors. Voting may be by mail or at a designated meeting.

**Section II** – Before any Bylaw may be amended, the following procedure shall be adhered to:

A. The membership shall be notified and provided with an opportunity for response at least 45 days before the proposed amendment(s) is(are) to be voted upon, and Board members shall be notified of proposed amendment(s) and membership responses at least 30 days before the proposed amendment(s) is (are) to be voted upon.

## CHAPTER XI: INDEMNIFICATION

**Section I** – Indemnification of Directors and Officers

The Society may indemnify to the fullest extent permitted under the Washington Nonprofit Corporation Act and the Washington Business Corporation Act any person who is or was a director or officer of the Society, or who, while a director or officer of the Society, is or was serving at the request of the Society as a director, officer, partner, trustee, employee, or agent of another corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise.

**Section II** – Indemnification of Employees and Agents

The Society may indemnify any person who is or was an employee or agent of the Society to the same extent as provided for directors and officers in Section I of this Chapter XI.

**Section III** – Insurance

The Society may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the Society, or who, while a director, officer, employee, or agent of the Society, is or was serving at the request of the Society as a director, officer, partner, trustee, employee, or agent of another corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise, against liability asserted against or incurred by them in that capacity or arising from their status as a director, officer, employee, or agent, whether or not the Society would have power to indemnify them against the same liability under the Washington Nonprofit Corporation Act and the Washington Business Corporation Act.