

AMENDED AND RESTATED BYLAWS OF

The Michigan Sonographers Society

Aug 2016

HISTORY AND CURRENT STATUS

Following the September 1975 meeting of ASUTS (now the Society of Diagnostic Medical Sonography or “SDMS”) in Winston-Salem, North Carolina, three sonographers working in the Metro-Detroit area decided to organize a state-wide professional society which came to be known as the Michigan Sonographer’s Society (the “Society”). The first meeting was held at Hutzel Hospital with approximately twenty sonographers in attendance on December 9, 1975. A steering committee guided the Society during the first year while the bylaws were written and organizational policy was established. Long before the American Registry for Diagnostic Medical Sonography (“ARDMS”) required continuing medical education (“CME”), the Society offered ‘MSS credits’ so that sonographers could document to employers their dedication to the field of ultrasound. The Society has evolved over the years and today sonographers in Michigan and the surrounding region look to the Society to organize educational meetings. Electronic communication has enhanced the Society’s ability to communicate educational and employment opportunities by the Society and other organizations.

ARTICLE I NAME, COMMENCEMENT AND PURPOSE

Section 1.01 Name. The name of this organization shall be The Michigan Sonographer’s Society.

Section 1.02 Organization. The Society is an unincorporated association organized under the laws of the State of Michigan.

Section 1.03 Commencement. The Society commenced on December 9, 1975 and shall continue in perpetuity unless dissolved by a majority vote of its members.

Section 1.04 Purpose. The Society is organized exclusively for educational purposes, to promote the knowledge of the field of diagnostic sonography in the state of Michigan and surrounding region so that competency in ultrasound can be obtained and to provide for the continuing education and professional development of its members in order to continually improve patient services. The Society shall not engage in any activities for profit or otherwise prohibited by organizations with tax exempt status under the Code.

ARTICLE II BOARD OF DIRECTORS

Section 2.01 Eligibility. Active Members (as defined herein) who reside or work in the State of Michigan and surrounding regions are eligible to be members of the Board of Directors of the Society.

Section 2.02 Composition. The Board of Directors shall be comprised of no less than four (4) and no more than five (5) Board Members, who shall be the holders of the following offices: President, Vice President, Treasurer, Secretary and, if an additional Board Member is deemed necessary by the Board, the most recently serving President who is not currently a member of the Board (Past-President).

Section 2.03 Duties, Compensation. The Board shall establish overall policy and direction of the Society and delegate responsibility for day-to-day operation to the volunteers of the Society. Board members shall receive no compensation for serving on the Board other than reimbursement of reasonable expenses.

Section 2.04 Terms. All Board Members shall serve two year terms and may serve up to five consecutive terms and up to seven total terms.

Section 2.05 Meetings and notice. The Board shall meet at least quarterly, at an agreed upon time and place provided in written notice delivered to the members no less than two weeks in advance of the meeting. The President shall serve as Chairperson of the Board of Directors, preside over all meetings of the Board and cast the deciding vote in the event of a tie on a matter before the Board.

ARTICLE III OFFICERS

Section 3.01 Officers and Duties. There shall be a minimum of four officers of the Society consisting of a President, Vice-President, Secretary and Treasurer. Other officers, if deemed necessary, may include the Past-President.

(A) **President.** The President will schedule Board meetings and offer direction and leadership to the Society. He/she shall appoint committee chairpersons and direct creation of educational activities. The President has the authority to sign contracts and checks on behalf of the Society.

(B) **Vice President.** The Vice President will assume the duties of the President when the President is absent or unable to perform his/her duties.

(C) **Secretary.** The Secretary will document and report meeting activities of the Society. Meeting minutes will be available no less than 14 days after the meeting date. Board meeting minutes will be distributed to the Board. He/she will assure that corporate records are maintained. The meeting activities of the organization will be open and transparent. General Minutes will be posted on the website and Board minutes are available upon request.

(D) **Treasurer.** The Treasurer shall maintain the financial accounts for the Society. The Treasurer has the authority to sign checks on behalf of the Society. He/she will provide quarterly financial statements to the Board of Directors and have available a financial statement available for any Active Member to review at the offices of the Society upon reasonable notice. The financial activities of the organization will be open and transparent. Financial statements will be made available upon request.

Section 3.02 Elections. During the first quarter of each year, the Board of Directors will send out a request to the Society's Active Members to nominate persons to replace those officers/directors whose terms will expire, identifying the office(s) that will become vacant.

(A) The nominated persons will be notified by the Board and provided thirty (30) days to provide information about themselves and suitability for the office and the Board in electronic format.

(B) The Board will distribute the information received from all nominated persons to the Society's Active Members.

(C) In the event that there are more person(s) nominated than available offices, the Board will hold an electronic vote of the Active Members for the vacant offices during the second quarter of the calendar year and the person(s) receiving the most votes will fill each open position commencing the term beginning July 1.

(D) The elected officer(s) shall serve on the Board of Directors *ex officio* as set forth in Article II.

Section 3.03 Vacancies. When a vacancy on the Board exists mid-term, the Secretary shall solicit nominations for new Board members from the present Board members two weeks in advance of the next Board meeting. These nominations shall be sent out to remaining Board members to be voted on at the next meeting. These vacancies will be filled only to the end of the replaced Board member's unfinished term.

Section 3.04 Resignation, termination, and absences. Resignation from the Board must be in writing and received by the secretary. A Board member shall automatically be terminated from the Board if he or she has more than two unexcused absences from Board meetings in a year. A Board member may also be removed by a three-fourths vote of the remaining Board Members for any other reason deemed sufficient by such other Board members.

Section 3.05 Special Meetings. Special meetings of the Board shall be called upon the request of the President, or two or more members of the Board. Notices of special meetings shall be sent out by the Secretary to each Board Member at least two weeks in advance.

ARTICLE IV COMMITTEES

Section 4.01 Committee Formation. The Board may create committees as needed, such as communications committee, fund-raising committee, or public relations committee. Committees may exist as long as deemed necessary by the Board.

Section 4.02 Educational Committee. The President will chair the educational committee. Members of the educational committee will be appointed as needed and may include other Board Members.

ARTICLE V MEMBERSHIP AND SUPPORTERS

Section 5.01 Members. Members of the Society are ultrasound professionals who show an interest in the organization by attending meetings and have expressed an interest in receiving communications from the Society. There are two types of Members:

- (A) **Active Members.** Active Members are Members who have attended and paid registration for one or more Society meetings in the prior twenty-four (24) months.
- (B) **General Members.** General Members are all Members who have not attended and paid registration for one or more Society meetings in the prior twenty-four (24) months.

Section 5.02 Voting. Active Members may vote in Society elections and any other matters not those expressly reserved to the Officers of the Board. General Members may not vote on elections or other Society matters.

Section 5.03 Supporters. Supporters are ultrasound or medical professionals and equipment vendors involved in ultrasound products and services. Supporters may contribute to the Society and receive a benefit of a tax-deductible contribution. Supporters may also be required to pay fees when participating in an educational event. Supporters may not vote on elections or other Society matters.

ARTICLE VI MEETINGS

Section 6.01 A minimum of one annual meeting will be organized by the Board of Directors of the Society. Should it be deemed necessary, additional meetings may be organized by the Board. Registration fees will be charged to the Active Members; and as a meeting participant, the Active Member will receive the allotted CME for the meeting for which they attended. Special registration fees will be charged to accommodate student sonographers and on-site registration.

Section 6.02 Active Members may organize a meeting at any time. Once a speaker who is expert on an ultrasound topic of interest has agreed to speak on a specific date and at a specific location, the Active Member may contact the Society for assistance with the following:

- (A) Speaker Honorarium - not to exceed \$200
- (B) Application for CME credits
- (C) Email notification of the meeting
- (D) Processing the CME activity for meeting participants

Section 6.03 Meetings planned by Active / General Members and supported by the Society will have a registration fee charged to participants of the meeting. Student Sonographers will be given special fee accommodations. The Active/General Member who arranged the meeting will have their registration fee waived.

ARTICLE VII AMENDMENTS

Section 7.01 Amendments to these Bylaws may be proposed to the Board by any Active Member. The Board of Directors will evaluate the proposed amendment at the next quarterly meeting Board meeting. If the amendment is deemed necessary by the Board, the proposed amendment will be presented to the Active Members to be voted upon by a simple majority of the Active Members voting following proper notification.

ARTICLE VIII DISSOLUTION

Section 8.01 The Society shall be dissolved by two-thirds majority vote of Active Members and Board Members present at a Special General Meeting called for that purpose.

Section 8.02 In the event of dissolution or final liquidation of the Society, all of its assets remaining after payment of its obligations shall be distributed as designated by the Board of Directors in accordance to current law with respect to tax exempt organizations under which the Society has received its tax exempt status.

MICHIGAN SONOGRAPHERS SOCIETY,
An unincorporated association

By: _____ *Denise Drumm* _____
(Denise Drumm - Secretary)

Dated: September 8, 2016