



## **BYLAWS OF THE AMERICAN BOARD OF IMAGING INFORMATICS, INC.**

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### **I. NAME, ORGANIZATION, PURPOSES, OFFICES**

- A. The name of this organization is the American Board of Imaging Informatics, Inc., henceforth referred to as “ABII” or “the Corporation.”
- B. ABII is organized and operated as a Virginia nonstock Corporation and shall have such powers as are now or as may hereafter be granted by the Virginia Nonstock Corporation Act.
- C. The purpose of ABII is as stated in the Articles of Incorporation, specifically: To promote the common interests of the health care enterprise by the advancement of the field of imaging informatics through the development and administration of professional certification and recertification, which includes but is not limited to the following activities:
  - 1. Establishing, disseminating, and monitoring educational, competency, and ethical standards in the imaging informatics profession;
  - 2. Reviewing the qualifications of individuals seeking certification and recertification in imaging informatics;
  - 3. Creating, administering, and scoring of competency tests for certifying imaging informatics professionals;
  - 4. Awarding the designation of “Certified Imaging Informatics Professional” (CIIP) to those who meet all ABII certification requirements;
  - 5. Promoting the value of certification in imaging informatics to health professionals, the health care industry, public policy makers, the general public, and other interested groups or organizations;
  - 6. Promoting continuing professional competence through continuing education activities;

7. Maintaining and disseminating information on individuals meeting ABII certification requirements;
  8. Taking and enforcing disciplinary actions as to Diplomates, and imposing appropriate sanctions, up to and including revocation of certification; and
  9. Conducting or engaging in all lawful activities in furtherance of the foregoing purposes or incidental thereto.
- D. No part of the net earnings of ABII shall inure to the benefit of, or be distributable to its trustees, officers, or other private persons, except that the ABII shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein. Notwithstanding any other provisions of these bylaws, the ABII shall not carry on any other activities not permitted to be carried on (a) by a Corporation exempt from federal income tax under Section 501(c)(6) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States internal revenue law).
- E. The principal office of the ABII shall be determined by the Board of Trustees. ABII may have such other offices as the affairs of the Corporation may from time to time require.

## **II. BOARD OF TRUSTEES**

### **A. Powers**

The Board of Trustees (“Board”) may exercise all the powers and authority granted to ABII by law, including but not limited to supervision, control, and direction of the affairs of the Corporation; determination of policies or changes therein within the limits of the Bylaws; accomplishment of all permitted purposes; and discretion in the disbursement of its funds. The Board may adopt such rules and regulations for the conduct of its business as shall be deemed advisable and may, in the execution of the powers granted, appoint such agents as it may consider necessary.

### **B. Composition**

There shall be a minimum of seven (7) and a maximum of eleven (11) trustees (“Trustees”) with full voting rights elected or appointed in accordance with these Bylaws.

1. The number of Trustees shall be established by the Board, in equal numbers by the Society for Imaging Informatics in Medicine and by the American Registry of Radiologic Technologists, according to the needs of the Corporation.

2. The number of Trustees may be increased or decreased, in increments of two (2), within this range with the increase or decrease coinciding with the end of a Trustee term and provided that the Board composition established in the Bylaws is maintained.

C. Public Trustee

One of the Trustees shall represent the public interest and be called a Public Trustee. Public Trustees shall be appointed by the Board from among individuals who are representative of consumers of services provided by ABII diplomates or who have a background in consumer/public advocacy.

D. Qualifications of Trustees

1. All Trustees, except the Public Trustee, shall be a Certified Imaging Informatics Professional by ABII at the time of his/her nomination.
2. All Trustees, except the Public Trustee, shall be qualified as professional providers or consumers of imaging informatics services.
3. No Trustee may concurrently serve on the board of trustees or as an employee of nominating organizations.

E. Term

1. Trustees shall serve for a term of three (3) years with each such term to commence on January 1.
2. No Trustee shall serve more than two consecutive terms.
3. Trustees named to fill unexpired terms shall assume office immediately following their appointment.

F. Manner of Appointment

1. Two nominees meeting the qualifications stated in Article II shall be identified for each Trustee position to be filled.
2. The Society for Imaging Informatics in Medicine (SIIM), or its successor organization, shall nominate individuals for no fewer than three (3) Trustee positions, and the American Registry of Radiologic Technologists (ARRT), or its successor organization, shall nominate individuals for no fewer than three (3) Trustee positions.
3. In the event that a nominating organization fails to notify ABII of two nominees for each position to be filled by March 1 prior to the end of a term as described in Article II (E), the Board may, in its sole discretion, identify additional nominees for consideration so that there are two nominees for each position to be filled.

4. The Public Trustee may be nominated by any ABII Trustee.
5. The Board shall appoint a Trustee for each position from among the nominees per process established under Article II, Section L. Quorum and Voting.
6. In the event an appointee is unwilling or unable to accept the appointment prior to the beginning of the designated term, the Board will determine if any of the nominees that had been identified by the nominating organization are acceptable for appointment". If none of the nominees are acceptable for appointment or are not interested in being considered for appointment, the Board will request the nominating organization to identify a minimum of two new qualified nominees for consideration.

G. Resignation or Removal

1. Any Trustee may resign at any time by giving written notice to the Chair, Secretary/Treasurer, or full Board. Such resignation shall take effect at the time specified in the notice or, if no time is specified, at the time of acceptance by the Chair or the Board, whichever is later.
2. Once the term of a Trustee has commenced, the nominating organization shall not have the power or authority to remove the Trustee.
3. Notwithstanding the foregoing Article II (G)(2), Trustees may be removed by the ABII Board for cause as set forth below in Article II (G)(4).
4. Any Trustee may be censured, reprimanded, or removed for cause. "Cause" shall mean a gross dereliction of duty or conduct detrimental to ABII. Such action may be initiated when the Board receives a formal, specific, and written charge(s) against a Trustee. If determined by a vote of the Board, with the Trustee charged recused from the voting process, that the charges are sufficient, the Trustee charged shall be advised of the charges(s) in writing. The charged Trustee shall then have the right to submit a written defense and/or appear with or without counsel before a meeting of the Board. All Trustees shall be notified of the meeting at least 60 days in advance in the manner specified in Article VI(C)(1). The Board shall make its decision promptly as to any action concerning the complaint and shall notify the charged Trustee of its decision in writing.

H. Vacancies

1. Any vacancy on the Board occurring by causes other than by expiration of the term of a Trustee shall be filled by the nomination and appointment process described in Article II (F). The organization that nominated the trustee position that has been vacated will be asked to

provide the nominations to fill the vacancy within 90 days of notification of the vacancy. If nominations are not received by the deadline, the Board may in its sole discretion, identify additional nominees for consideration so that there are two nominees for each position to be filled.

2. The appointee shall serve for the unexpired term of the Trustee whose vacancy is being filled plus such additional time as may be determined by a majority vote of the Board in order to approximate a three-year term, taking into account the importance of staggering of the term completion dates of other Trustees. In no case shall action result in a term exceeding three years or in a term ending date other than December 31. Upon completion of such term, the Trustee shall be deemed to have served one term.

I. Re-appointment of Trustees

Trustees who are eligible to serve an additional term may be re-appointed by the Board with the individual being considered for re-appointment recused from the voting process. If a Trustee is not re-appointed, the position will be filled by the nomination and appointment process described in Article II (F). If a Trustee is not re-appointed, the organization that nominated the trustee position not re-appointed will be asked to provide the nominations to fill the vacancy.

J. Conflict of Interest

The Board shall by resolution adopt a conflict of interest policy applicable to officers, Trustees, committee members, and staff, which is consistent with Virginia nonstock corporation laws and the laws and regulations of the Internal Revenue Service.

K. Compensation

Trustees shall not receive any compensation for their services as Trustees, but the Board may by resolution authorize reimbursement of expenses, including but not limited to travel expenses, incurred in the performance of their duties. Such authorization may prescribe procedures for approval and payment of such expenses by designated officers of the ABII.

L. Quorum and Voting

For purposes of this section, the “entire Board” is defined as all Trustees currently serving and not recused from the vote for a particular issue by

the Bylaws. Any vacancies on the Board are not counted in determining the number constituting the entire Board.

At each meeting of the Board, a majority of the entire Board shall constitute a quorum, and an affirmative vote of a majority of those Trustees present shall be necessary for any official action, except as noted below.

An affirmative vote of a majority of the entire Board is required for the following actions:

1. number of Trustees composing the Board within the authorized range established by the Bylaws;
2. identification of additional nominees when the minimum established by these Bylaws is not met;
3. appointment of a Trustee from among nominees; and
4. re-appointment of a Trustee to a second term.
5. election of officers. If position is not selected after 3 votes, selection shall occur by lot.

An affirmative vote of two-thirds of the entire Board is required for the following actions:

1. amendments to the Bylaws;
2. determination of examination pass/fail point;
3. establishing new examinations;
4. censure, reprimand, or removal of a Trustee;
5. employment of the Executive Director; and
6. dissolution of ABII.

**M. Attendance Other Than In Person**

Trustees may participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all Trustees may simultaneously hear each other during the meeting. A Trustee participating in a meeting by this means is deemed to be present in person at the meeting.

**N. Absence**

Any Trustee who is unable to attend a meeting shall contact the Chair or Secretary/Treasurer or Executive Director stating the reason for his or her absence.

### III. OFFICERS

#### A. Elections

1. Trustees shall elect from among themselves a Chair, a Vice Chair, and a Secretary/Treasurer at the annual meeting each year, in accordance with policies and procedures adopted by the Board. The individuals elected shall take office January 1 of the next calendar year. Nominees for each officer position must have served at least one full year as a trustee at the time of their nomination.
2. Officers shall serve one-year terms or until a successor is duly elected. Officers shall be eligible for re-election for a maximum of three consecutive one-year terms and may not serve more than a total of five years in the same office.

#### B. Duties

1. Chair. The Chair shall be the principal officer of ABII. The Chair shall preside at all regular and special meetings of ABII and shall perform all duties customary to that office or those may be prescribed from time to time by the Board or set forth in these bylaws. The Chair, in his or her discretion, may elect to serve as a member ex officio of any or all task forces and committees.
2. Vice Chair. In the absence of the Chair or in the event of the Chair's inability to act, the Vice Chair shall perform all the duties of the Chair and when so acting, shall have all the powers of, and be subject to, all of the restrictions on the Chair. The Vice Chair shall perform such other duties as may be prescribed from time to time by the Board or the Chair.
3. Secretary/Treasurer. The Secretary/Treasurer shall be responsible for preparing and maintaining custody of the minutes of all meetings of the Board and for authenticating its records, shall give or cause to be given all notices in accordance with these bylaws or as required by law, shall keep an account of all monies received and expended for the use of ABII, shall make disbursements authorized by the Board, shall render or cause to be rendered a statement of accounts whenever required by the Board, shall perform all duties incident to the office subject to the supervision of the Board, and, in general, shall perform all duties customary to the office of Secretary/Treasurer. The Secretary/Treasurer shall be a member of such committees as determined by the Board and shall not serve as the chair of the Finance Committee and/or the Audit Committee. In the absence of the Board Chair and Vice Chair or in the event of their inability to act, the Secretary/Treasurer shall perform the duties of the Chair and when so acting shall have all the powers of and be subject to all of the restrictions on the Chair.

### C. Resignation and Removal of Officers

1. An officer may resign his/her office at any time by delivering notice to the Board. A resignation is effective when the notice is delivered unless the notice specifies a later effective date. If a resignation is made effective at a later date and the Board accepts the future effective date, it may fill the pending vacancy before the effective date if the successor does not take office until the effective date.
2. The Board of Trustees may remove any officer at any time whenever, in its sole discretion and judgment, the best interests of the ABII can be served thereby.

### D. Vacancies

A vacancy in any office because of death, resignation, removal, disqualification, or otherwise shall be filled by the Board of Trustees for the unexpired portion of the term.

## IV. EXECUTIVE DIRECTOR

The Trustees may, at their discretion, hire an Executive Director who shall carry out designated activities that may be specified from time to time by the Board as well as general office administration duties consistent with the policies of ABII. The Executive Director shall be appointed by, and be directly responsible to, the Board of Trustees. The Executive Director does not have voting rights on the Board and is not considered as ex officio member of the Board.

## V. MEETINGS

### A. Annual Meeting and Additional Regular Meetings

The Board of Trustees shall hold an annual meeting and, by resolution, provide for the holding of additional regular meetings of the Board at times and places to be determined. The Board of Trustees shall designate which of the regular meetings is the annual meeting.

### B. Special Meetings

In addition to regular meetings, ABII shall meet:

1. upon the call of the Chair, or
2. upon written request to the Chair from a quorum of the ABII Board.



The Chair, directly or through the Secretary, shall give reasonable notice to each Trustee of any such meeting of ABII and 60 days shall be considered reasonable notice.

C. Notice of Meetings

ABII shall give written notice of the date, time, and place of each annual regular and special meeting. Such notice shall be given personally by the U.S. Postal Service or by email, no fewer than 60 days before the date of the meeting except that a notice of a meeting to act on amendment of the articles of incorporation, a plan of merger, a proposed sale of assets, or the dissolution of the Corporation shall be given no fewer than 25 days before the meeting.

D. Waiver of Notice

1. A trustee may waive any notice required by law, the articles of incorporation, or these bylaws before or after the date and time stated in the notice, and such waiver shall be equivalent to the giving of such notice. Except as provided in subsection 2 of this section below, the waiver shall be in writing, signed by the trustee entitled to the notice, and filed with the minutes or corporate records.
2. A trustee's attendance at or participation in a meeting waives any required notice to him or her of the meeting unless the trustee at the beginning of the meeting, or promptly upon his arrival, objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

E. Action Without a Meeting

1. Action required or permitted to be taken at a Board of Trustees' meeting may be taken without a meeting if the action is taken by all members of the Board. The action shall be evidenced by one or more written consents stating the action taken, signed by each trustee either before or after the action taken, and included in the minutes or filed with the corporate records reflecting the action taken.
2. Action taken under this subsection becomes effective when the last trustee signs the consent, unless the consent specifies a different effective date, in which event the action taken is effective as of the date specified therein provided the consent states the date of execution by each trustee.
3. A consent signed under this section has the effect of a meeting vote and may be described as such in any document.

## **VI. COMMITTEES**

- A. The Board of ABII may, by resolution adopted by a simple majority vote at a meeting where a quorum is present, establish committees, task forces, or ad hoc committees. Permanently constituted or standing committees must be composed of at least two individuals, one of who must be a trustee.
- B. Other committees not having and exercising the authority of the Board in the management of the ABII may be designated and appointed by a resolution adopted by a majority of the Trustees present at a meeting at which a quorum is present. Such committees shall consist of at least two individuals, one of who must be a Trustee.
- C. For all types of committees, the Board may make provisions for appointment of the chair, establish procedures to govern their activities, and delegate authority as may be necessary or desirable for the efficient management of the property, affairs, business, and/or activities of the Corporation.
- D. Standing Committees

The following are permanently constituted committees of ABII:

- 1. Finance Committee
- 2. Audit Committee
- 3. Examination Committee

## **VII. INDEMNIFICATION**

### **A. Applicability**

Each person who was or is a defendant or respondent, or is threatened to be made a defendant or a respondent, in any action, suit, or proceeding, whether civil, criminal, investigative, or administrative, and whether formal or informal, by reason of the fact that he or she was or is a trustee, officer, employee, or a member of any committee or subcommittee of ABII shall be indemnified and held harmless by the ABII to the fullest extent permitted by the laws of the Commonwealth of Virginia.

### **B. Definitions**

- 1. "Proceeding" shall mean any actual or threatened civil, criminal, or administrative action, arbitration proceeding, claim, suit, proceeding or appeals therefrom, or any criminal, administrative, or

Congressional (or other legislative body's) investigation, hearing, or other proceeding.

2. "Eligible Person" shall mean any person who at any time was or is a trustee, a member of any committee or subcommittee, an officer, an agent or an employee of ABII.

#### C. Right to Indemnification

Any Eligible Person made a party to or involved in a Proceeding by reason of his or her position with or service to ABII shall, to the fullest extent permitted by law, be indemnified by the Corporation against all liabilities and all expenses reasonably incurred by him or her arising out of or in connection with such Proceeding, except in relation to Proceedings as to which (i) the Eligible Person failed to act in good faith and for a purpose which he or she reasonably believed to be in the best interests of ABII, or (ii) in the case of a criminal Proceeding, the person had reasonable cause to believe that his or her conduct was unlawful, or (iii) the person shall be adjudged to be liable for misconduct or negligence in the performance of a duty.

#### D. Limitation on Right of Indemnification

In addition to the exceptions set forth in subsection C above, ABII shall not indemnify a trustee under this section:

1. In connection with a Proceeding by or in the right of the ABII in which the trustee was adjudged liable to the ABII.
2. In connection with any other Proceeding charging improper personal benefit to an Eligible Person, whether or not involving action in his or her official capacity, in which he or she was adjudged liable on the basis that personal benefit was improperly received by him or her.
3. Indemnification in connection with a Proceeding by or in the right of the ABII is limited to reasonable expenses incurred in connection with the Proceeding.
4. Except where an Eligible Person has been successful on the merits with respect to such Proceeding, any indemnification hereunder shall be made only after (i) ABII (acting by a quorum consisting of Trustees who were not involved in such Proceeding) determines that such Eligible Person met the applicable indemnification standard set forth; or (ii) in the absence of a quorum, a finding is rendered in a written opinion by independent legal counsel that such person or persons met the applicable indemnification standard set forth above.

E. Other Rights

The right of indemnification shall not be deemed exclusive of any other right to which any person may be entitled in addition to the indemnification provided hereunder. In the case of the death of the person entitled to indemnification, this indemnification shall inure to the benefit of his or her heirs, executors, or other lawful representative.

F. Interim Indemnification

With respect to a Proceeding described above, ABII shall advance attorneys' fees as interim indemnification to any Eligible Person if the following conditions are satisfied: (i)(a) ABII (acting by a quorum consisting of Trustees who are not involved in such litigation) determines that such Eligible Person is likely to meet the applicable indemnification standard set forth above, or (b) in the absence of such a quorum, a finding is rendered in a written opinion by independent legal counsel that such Eligible Person is likely to meet the applicable indemnification standard set forth above; and (ii) such Eligible Person (a) requests such interim indemnification, (b) agrees to repay such interim indemnification promptly upon a determination unfavorable to him or her, and (c) deposits a bond or equivalent security.

G. Non-Liability of Appointing Organizations

Neither the Society for Imaging Informatics in Medicine nor the American Registry of Radiologic Technologists, or their successor organizations, nor the Board of Trustees or Directors of these organizations, shall in any manner be held or deemed responsible or liable for any act, omission or liability of ABII, its Board of Trustees or individual Trustees.

## VIII. INSURANCE

ABII may authorize the purchase of and maintain insurance on behalf of any Eligible Person against any liability asserted against or incurred by him or her that arises out of such person's status in such capacity, or out of acts taken in such capacity, whether or not ABII would have the power to indemnify the person against that liability under law.

## IX. CONTRACTS, CHECKS, DEPOSITS, FUNDS

A. Contracts

The Board may authorize any officer or officers, agent or agents of the ABII, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on

behalf of the ABII and such authority may be general or confined to specific instances.

**B. Checks, Drafts, Etc.**

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the ABII, shall be signed by such officers, agent or agents of the ABII and in such manner as shall from time to time be determined by resolution of the Board. In the absence of such determination by the Board, such instruments shall be signed by the Treasurer.

**C. Deposits**

All funds of the ABII shall be deposited from time to time to the credit of the ABII in such banks, trust companies, or other depositories as the Board may select. All funds of the ABII, not otherwise employed, shall be deposited in general or special accounts in the banks, trust companies, or other depositories as the Board or any committee to which such authority has been delegated by the Board may select, or as may be selected by any officer or officers or agent or agents of the ABII, to whom such power may be delegated by the Board. For the purpose of deposit and for the purpose of collection for that account of the Corporation, checks, drafts, and other orders of the Corporation may be endorsed, assigned, and delivered on behalf of the Corporation by any officer or agent of the Corporation.

**D. Annual Financial Statements**

Complete financial statements prepared in conformity with generally accepted accounting principles (GAAP), accompanied by a financial review or an audit report of an independent certified public accountant as required by law, shall be presented to and reviewed by the Board after the close of each fiscal year. The Society for Imaging Informatics in Medicine and the American Registry of Radiologic Technologists shall receive copies of the financial statements and the financial review or audit report as soon as they become available.

**E. Gifts**

The Board may accept on behalf of the ABII any contribution, gift, bequest, or devise for the general purposes or any special purpose of the ABII.

**X. BOOKS AND RECORDS**

ABII shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board and committees having any of the authority of the Board.

#### **XI. FISCAL YEAR**

The fiscal year of ABII shall begin on January 1 and end on December 31 of each year.

#### **XII. BYLAWS**

Except as otherwise provided in applicable statutes, these bylaws, including this Article XII, may be amended, repealed, or altered in whole or in part by a two-third majority vote of the Board of Trustees.

#### **XIII. PARLIAMENTARY AUTHORITY**

Meetings shall be conducted according to Robert's Rules of Order, Newly Revised, unless otherwise specified by these Bylaws or by the Board.

#### **XIV. DISSOLUTION**

Upon the dissolution of the Corporation, the Board of Trustees shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all the assets of the ABII exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Sections 501(c)(3) or 501(c)(6) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States internal revenue law), as the Board shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.