

BY-LAWS OF AUSTIN AREA ECHO SOCIETY A NOT-FOR-PROFIT ORGANIZATION

ARTICLE I: NAME AND PURPOSE

1.01 Name: The name of the organization shall be **Austin Area Echo Society (AAES)**.

1.02 Purpose: The organization will serve as a source of continuing education and a means of communication among ultrasound professionals in Austin and the surrounding areas. The Austin Area Echo Society does not discriminate in offering access to its educational programs and activities the basis of race, color, gender, national origin, age, religion, creed, disability, veteran's status, sexual orientation, gender identity or gender expression.

ARTICLE II MEMBERSHIP

2.01 Classes: There shall be two classes of members: Full members and Student Members.

2.02 Qualifications: Membership shall be open to anyone with an interest in echocardiography including sonographers, physicians, students, and representatives of companies that manufacture ultrasound equipment and related supplies.

2.03 Termination of Membership: A membership is concluded at the end of each term or for nonpayment of annual dues.

2.04 Resignation: Any member may resign by filing a written resignation with the Secretary.

2.05 Dues: Frequency and amount of dues for members and student members shall be established by the Body of Officers. Non-Members who wish to receive CEU credit for attendance of conferences hosted by the AAES must submit payment of \$10.00 per CEU.

2.06 Meetings: The annual membership meeting shall be held in the second quarter each year. A minimum of 10% of the members present in person or by proxy shall constitute a quorum for transaction of business at a membership meeting. Meetings may be called by the President or at the request of at least 10% of the members by notice mailed, telephone, or emailed to each member not less than thirty (30) days before such meeting.

ARTICLE III OFFICER DUTIES

3.01 Authority of Officers: The Body of Officers is the policy-making body and may exercise all the powers and authority granted to the organization by law.

3.02 Number, Tenure and Selection:

3.02a: Number: The Body of Officers shall consist of no less than five (5) officers. The Body of Officers will consist of a President, a Vice-President, a Secretary, an Assistant Secretary, and a Treasurer. No officer may hold the responsibilities of two offices during their term of service.

3.02b Tenure: Each officer shall hold office for a term of two (2) years. Officers shall be eligible for re-election.

3.02c Selection: The Officers of the Organization are elected by the member body through a process of nomination and voting. Nominations will be for a period of two weeks. Eligible candidates must possess a credential in cardiac ultrasound, demonstrate a documented record of experience (excluding clinical experience) of no less than 12 months in the field, and be a full-member in good standing with the Society. Selection of officers is under the oversight of the Nominating Committee (see Section 3.10)

3.03 Resignation: Resignations are effective upon receipt by the Secretary of written notification.

3.05 Vacancies: Vacancies existing by reason of resignation, death, incapacity, or removal before the expiration of his/her term shall be filled by a majority vote of the remaining officers.

3.06 President: The President will preside at all meetings of the Body of Officers. The President shall perform all duties attendant to that office, subject, however, to the control of the Body of Officers, and shall perform such other duties as on occasion shall be assigned by the Body of Officers.

3.07 Vice-President: The Vice-President shall preside at meetings of the Body of Officers in the absence of or request of the President. The Vice-President shall perform other duties as requested and assigned by the President, subject to the control of the Body of Officers.

3.08 Secretary: The Secretary shall perform all duties attendant to that office. The Secretary will also keep the minutes of all meetings of the Body of Officers in the books proper for that purpose and perform other duties as requested and assigned by the President, subject to the control of the Body of Officers.

3.09 Assistant Secretary: The Assistant Secretary shall work closely with the Secretary and perform duties as requested and assigned by the Secretary, subject to the control of the Body of Officers.

3.10 Treasurer: The Treasurer shall report to the Body of Officers at each regular meeting on the status of the Organizations finances. The Treasurer shall work to ascertain appropriate procedures are being followed in the financial affairs of the Organization and shall perform such other duties as occasionally may be assigned by the Body of Officers.

3.11 Regular Meetings: There shall be a quarterly officer meeting, if practicable, for the purpose of event planning, reviewing of quarterly reports, etc. Meetings shall be at such dates, times and places as the Body of Officers shall determine.

3.12 Order of Meetings:

1. Roll Call
2. Reading of the Minutes of the preceding meeting
3. Reports of Committees.
4. Reports of Officers.
5. Old and Unfinished Business.
6. New Business.
7. Adjournments.

3.13 Special Meetings: Any Officer may call special meetings of the organization when he or she deems it in the best interest of the organization. Meetings shall be at such dates, times and places as the Body of Officers shall determine.

3.14 Quorum: A quorum shall consist of a majority of the Body of Officers attending in person or through teleconference and is necessary to conduct business. All decisions will be by majority vote of those present at a meeting at which a quorum is present. If less than a majority of the officers is present at said meeting, a majority of the officers present may adjourn the meeting on occasion without further notice.

3.15 Action Without a Meeting: Any action required or permitted to be taken at a meeting of the Body of Officers (including amendment of these Bylaws) or of any committee may be taken without a meeting if all the members of the Body of Officers consent in writing to taking the action without a meeting and to approving the specific action. Such consents shall have the same force and effect as a unanimous vote of the Body of Officers.

3.16 Participation in Meeting by Conference Telephone: Officers may participate in a meeting through the uses of conference telephone or similar communications equipment, so long as members participating in such meeting can hear one another.

3.17 Committees: The Body of Officers may, by resolution adopted by a majority of the officers, establish committees composed of at least two (2) persons which may include non officers. The Officers may make such provisions for appointment of Chair of such committees, establish such procedures to govern their activities, and delegate thereto such authority as necessary or desirable for the efficient management of the property, affairs, business, and activities of the Organization.

3.18 Nominating Committee: There shall be a Nominating Committee composed of the President and at least two (2) other officers. Each member of the committee shall have

one (1) vote and decision shall be made by the majority. All decisions of the Nominating Committee are subject to approval by the complete Body of Officers.

The purpose of the nominating committee is to oversee the nomination of in-coming officers and the voting process.

3.19 Reimbursement: All officers agree to volunteer and shall serve without compensation.

ARTICLE VI FINANCIAL ADMINISTRATION

4.01 Fiscal Year: The fiscal year of the Organization shall be from January 1st to December 31st. The fiscal year may be changed by resolution of the Body of Officers.

4.02 Checks, Drafts, Etc.: All checks, orders for the payment of money, bills of lading, warehouse receipts, obligations, and bills of exchange shall be signed or endorsed by the Treasurer and/or President of the Organization in such a manner as shall from time to time be determined by resolution of the Body of Officers.

4.03 Deposits and Accounts: All funds of the Organization shall be deposited in the Wells Fargo account designated for that purpose. For the purpose of deposit and for the purpose of collection for that account of the Organization, checks, drafts, and other orders of the Organization may be endorsed, assigned, and delivered on behalf of the Organization by the Treasurer or President.

ARTICLE V BOOKS AND RECORDS

5.01 Historical Record: Correct books of account of the activities of the Organization shall be kept with the Secretary. These shall include a minute book, which shall contain a copy of these Bylaws, and all minutes of meetings of the Body of Officers.

5.02 Financial Record: All deposits and transactions of the Organization shall be kept by the Treasurer.

ARTICLE VI AMENDMENT OF BYLAWS

6.01 Amendments: These Bylaws may be amended by a majority vote of the Body of Officers, provided prior notice is given of the proposed amendment in the notice of the meeting at which such action is taken, or provided all Officers waive such notice, or by unanimous consent in writing without a meeting pursuant to Section 3.15