



BYLAWS

ARTICLE I: NAME AND ADDRESS

Section 1: Name:

The name of this association is THE ASSOCIATION OF MEDICAL ILLUSTRATORS (AMI) and shall hereinafter be referred to as the Association.

Section 2: Address:

The Board of Governors may, at its discretion, establish a central office which shall be the official address of the Association. Otherwise the official address shall be that of the Secretary (cf. Article X, Section 5).

ARTICLE II: DEFINITIONS

Section 1: Medical Illustration:

The term "Medical Illustration" denotes the creation of visual material designed to facilitate the recording and dissemination of medical, biological and related knowledge through communication media. It embraces not only production of such material, but consultant, advisory and administrative functions (cf. Article IV, Section 1, a, and b).

Section 2: Medical Illustrator:

The term "Medical Illustrator" applies to persons of professional competence in the discipline of medical illustration.

ARTICLE III: PURPOSES AND POWERS

Section 1: Mission Statement:

The Association of Medical Illustrators is composed of medical illustrators, related professionals, and students of medical illustration. The association is dedicated to:

- Enhancing the competency and professionalism of medical illustrators
- Advancing the profession of medical illustration, and
- Serving society by supporting education, research and commerce in the biomedical sciences and health-related fields, through the work of its members.
- Supporting the right of all creators of intellectual property to own, control and preserve their rights to those creations as guaranteed by national and international copyright laws and conventions.

Section 2: Powers:

In furtherance of these purposes, but not in limitation thereof, the Association shall have power:

- a. To establish minimum standards, essentials, and guidelines for educational programs in medical illustration;
- b. To establish and sanction a process for review, evaluation, and accreditation of educational programs in medical illustration which meet the minimum standards;
- c. To establish cooperative agreements with recognized accrediting agencies and sponsoring organizations;

- d. To provide and uphold The Codes of Ethics and Fair Practice among medical illustrators;
- e. To conduct programs of continuing education for medical illustrators and allied professionals;
- f. To establish a system for the awarding of Continuing Education credits;
- g. To certify and maintain certification for qualified individuals in the practice of medical illustration;
- h. To disseminate information about medical illustration and medical illustrators.

ARTICLE IV: MEMBERSHIP

Section 1: Members:

Membership in the Association shall consist of persons in art for medicine and related sciences. Members shall be broadly classified as Professional and Special.

- a. PROFESSIONAL MEMBERS shall include artists who make medical illustration their profession and who have maintained standards approved by the Association.
- b. Special Members:
 - ASSOCIATE MEMBERS shall be persons in other professions relating to visual communication in the health sciences who are interested in the advancement of the profession.
 - HONORARY MEMBERS shall be persons of distinction who are interested in the welfare of this organization. They shall be chosen by a vote of the Professional members and shall be exempt from the payment of dues.
 - STUDENT MEMBERS shall be students enrolled in baccalaureate or graduate programs in Art for Science or related professions pertaining to biomedical communication in accredited colleges or universities. They may continue as Student Members through the first annual meeting of the Association immediately following their graduation.
 - TRIAL MEMBERS shall be persons who are interested in medical illustration and want to learn more about the Association of Medical Illustrators, and have not been a member during the previous two years. This is only available for one year and ends on December 31 of the *Trial Membership* year. It is one time only, non-renewable, and cannot be pro-rated. *Trial Members* have no voting privileges, cannot hold office, and may not enter the annual salon.

Section 2: Voting Privileges:

- a. Professional members shall be entitled to full rights and privileges of the Association including the right to vote and the right to hold office.
- b. Special members shall be entitled to the rights and privileges of the Association except the right to vote and the right to hold office.

Section 3: Admission to Membership:

- a. Candidates for Professional Membership shall be recommended to the Board of Governors by the Membership Committee after a review of the application and portfolio. They shall be elected into Professional Membership by the Board of Governors at any regular or special meeting. The requirements for membership and rules for admission shall be determined by the Board of Governors and ratified by the Professional

Membership. The criteria used for such evaluation shall reflect the Association's high professional standards.

- b. Applicants for Special membership may join the Association at any time throughout the year by application to the Membership Committee and the payment of dues.

Section 4: Termination of Membership:

Membership in the Association may terminate by voluntary withdrawal, suspension (non-payment of dues or discipline, cf. Article IV, Section 5, and Article V, Section 3), and expulsion as herein provided, or otherwise in the pursuance of these Bylaws.

Any member may, by giving written notice, withdraw from membership. Such notice shall be presented to the Board of Governors at its next meeting. Withdrawals shall be effective following written acknowledgment by the Board and upon fulfillment of all obligations to the date of receipt of the withdrawal notice. All membership rights, interests and privileges shall cease upon termination of membership.

Section 5: Discipline:

- a. The Board of Governors, at its discretion, may admonish, censure, suspend, or expel a member who is guilty of any of the following:
 - (i) willful commission of any act tending to defeat the purposes of the Association as implied by the Codes of Ethics, which thereby may bring the Association into disrepute, or
 - (ii) willful refusal to adhere to the Bylaws of the Association.
- b. A member against whom discipline is being considered shall be given an opportunity to appear before the Board of Governors. Written notice shall be sent to the member by registered mail at least one month in advance of the meeting at which the case will be considered. A two-thirds (2/3) vote of the Governors shall be necessary to censure, suspend, or expel the member. Such action may be taken only at a meeting of the Board of Governors, regularly called, in accordance with these Bylaws.
- c. Members not in good standing are those who have been suspended.

ARTICLE V: FEES AND DUES

Section 1: Application Fee:

An application fee for all dues-paying categories of membership shall be established by the Board of Governors and reviewed as necessary.

Section 2: Annual Dues:

The annual rate for all dues-paying categories of membership shall be established by the Board of Governors and reviewed as necessary. If changes are voted, the new rate shall be ratified by the Professional members present at the Annual Meeting by majority vote.

Section 3: Dues in Arrears:

- a. Failure to pay dues within forty-five (45) days after dues notices have been sent shall elicit a written warning from the Board of Governors. If payment is not made within the next thirty (30) days, the member shall be dropped from the mailing list and notified of suspension. Suspended members can only be reinstated by payment of a reinstatement fee established by the Board of Governors.
- b. A reinstatement fee for all dues-paying categories of membership shall be established by the Board of Governors and reviewed as necessary.

Section 4: Waiver or Reduction of Dues:

In time of financial stress or for other special reasons, the Board may waive or reduce the annual dues for the membership as a whole, an individual member, or a group of members.

Section 5: Optional Exemption from Dues for Emeritus Members:

A member of any dues-paying category of the Association who shall have been a member in good standing for thirty (30) years and shall have reached the age of sixty-five (65), shall have the option of retaining all rights and privileges of continuing membership in his/her membership category by payment of one-half (1/2) the amount of current membership dues. This shall be in effect following formal request to the Board of Governors and approval at its next meeting.

ARTICLE VI: MEETINGS

Section 1: Annual Meeting:

There shall be an Annual Meeting of the Association for election of Officers and Governors (cf. Article VII, Section 3), for receiving annual reports and for the transaction of other business. The meeting shall be at a time and place approved by the Board of Governors. A notice of the meeting shall be mailed to all members in good standing at least sixty (60) days before the time appointed for the meeting.

Section 2: Special Meetings:

A Special Meeting of the Association may be called by the President or upon written request of a majority of the Board of Governors or at least twenty percent (20%) of the Professional membership. Notice of any Special Meetings shall be mailed to each member in good standing at least thirty (30) days in advance, with a statement of the time and place and information as to the subjects to be considered. Only subjects so listed may be considered at such Special Meeting.

Section 3: Quorum:

Fifty-one percent (51%) of the Professional members registered at any meeting of the Association, or fifteen percent (15%) of the Professional membership, whichever is greater, shall constitute a quorum. If a quorum is not present, the presiding officer shall postpone the meeting until a quorum is obtained.

Section 4: Order of Business:

a. The order of business at the Annual Meeting shall be:

- (i) call to order
- (ii) reading of the minutes of the previous meeting
- (iii) reports of Officers
- (iv) reports of Committees; Standing and Special
- (v) unfinished business
- (vi) new business
- (vii) election of Officers and Governors
- (viii) announcements
- (ix) adjournment

b. The order of business may be altered at any Annual or Special Meeting by a majority vote.

Section 5: Rules of Order:

"Robert's Rules of Order" shall be the governing sourcebook for all deliberations when not in conflict with these Bylaws.

ARTICLE VII: ANNUAL ELECTION

Section 1: Nominations:

The Nominating Committee shall generate a ballot prior to the Interim Meeting of the Board for the approval of the Board.

Section 2: Notice of Election:

An election notice shall be prepared and mailed along with a single ballot for the election of Officers and Governors of the Association to each Professional member in good standing. This shall be done at least thirty (30) days prior to the first day of the Annual Meeting.

Section 3: Balloting:

Members may submit their ballots in person or by mail. Ballots must be mailed to the central office or handed to the Executive Director (in absence of the Executive Director, the secretary of the Association will assume this duty) at the place of the Annual Meeting and they must be received before the start of business. The tally shall be transmitted to the Secretary of the Association.

ARTICLE VIII: BOARD OF GOVERNORS

Section 1: Powers:

The Board of Governors represents the general membership and shall have control, direction and supervision of the affairs of the Association, determine its policies, make changes therein within the limits of these Bylaws, actively prosecute the Association's purposes, and have discretion in the management and care of all funds and property within limitations set by the annual budget. The Board shall appoint all standing and special committees, 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. The Board must report its actions promptly to the membership.

Section 2: Composition:

The Board of Governors shall be composed of the President, President-elect, Immediate Past-president, Secretary, Treasurer, and 12 elected Governors of the Association. The term of office of each Governor shall be a minimum of four (4) years, or until a successor is elected. Three new Governors shall be elected annually by a majority of votes cast by the Professional membership. The term of a Governor may be extended to accommodate completion of a term as an elected officer of the Board of Governors.

Section 3: Vacancies:

The Board of Governors shall select from the Professional membership a person to fill any vacancy on the Board occurring for any cause except expiration of term. The Governor so named shall be nominated and elected to serve out the incomplete term.

Section 4: Officers:

A Chairman and a Vice-Chairman shall be elected by the Board from its own membership for a period of one (1) year and may be reelected annually.

Section 5: Meetings:

- a. The Board of Governors shall meet annually at the site of and preceding the Annual Meeting of the Association. The new Board shall meet for the first time at the conclusion of the Annual Meeting.

- b. The Board of Governors or at least its Executive Committee shall meet at least once at a mutually agreeable time and location in the interval between Annual meetings (Interim Meeting).
- c. Thereafter the Board of Governors may be called into special session by:
 - (i) the Chairman of the Board on his/her own motion;
 - (ii) the Executive Committee;
 - (iii) written request of a majority of the members of the Board; or
 - (iv) written request of twenty percent (20%) of the Professional members of the Association.
- d. Electronic Meetings
Regular and Special Meetings of the Board of Governors or Executive Committee (EC) may be held by electronic means subject to the following:
 - i. All of the board or EC members shall have access to the appropriate electronic meeting media.
 - ii. The technology used for the electronic meetings shall allow the members full access and full participation in all meeting transactions throughout the specified time of the meeting.
 - iii. A quorum is established by the verified responses to the commencement of the meeting and confirmed by the total of all votes cast plus any abstentions. Each board member present must cast a vote or abstain.
 - iv. The affirmative vote of a majority of the quorum shall be the minimum vote requirement for the adoption of any motion.
 - v. No matters dealing with the evaluation, hiring or termination of professionals employed by the association, or any matter concerning disciplinary actions to be taken against members of the association, or any motions authorizing the expenditure of association funds for purposes other than those approved in the budget or necessary for the effective operation of the association may be considered during electronic meetings.
 - vi. Procedural rules related to the conduct of electronic meetings shall be established and distributed by the Board of Directors.

Notice of all non-electronic special meetings of the Board shall be sent via mail or some other mode of transmittal to each member of the Board at his/her last recorded address at least ten (10) days in advance of such meetings. Interim and Annual board meetings shall be open to members of the Association.

Section 6: Quorum:

A majority of Governors shall constitute a quorum for any meeting of the Board.

Section 7: Absence from Meetings:

Any Governor unable to attend a Board meeting shall, in a letter to the Chairman of the Board of Governors, state the reason for the absence. If a Governor is absent from two (2) consecutive annual meetings of the Board for reasons which the Board considers insufficient, such absence shall be deemed a resignation.

ARTICLE IX: OFFICERS OF THE BOARD OF GOVERNORS (DUTIES)

Section 1: Chairman of the Board of Governors:

The Chairman shall:

1. Preside at meetings of the Board;
2. Exercise general supervision over the affairs and business of the Association (Corporation);
3. Execute in the name of the Association (as authorized by the Board of Governors) all deeds, bonds, and other contracts of the Association;
4. Chair the Executive Committee;
5. Call meetings of the Board on her/his own motion and must call them upon written request by the Executive Committee, a majority of the Board or upon written request of twenty percent (20%) of the Professional members.

Section 2: Vice-Chairman of the Board of Governors:

In the absence or disability of the Chairman, the Vice-Chairman shall act in the place of the Chairman, shall assist the Chairman in the performance of his/her duties and shall be a member of the Executive Committee.

Section 3: Secretary of the Board of Governors:

The Secretary of the Association shall also act as the Secretary of the Board of Governors and shall have the duties as listed under the office of Secretary of the Association (cf. Article X, Section 5).

ARTICLE X: OFFICERS OF THE ASSOCIATION (DUTIES AND QUALIFICATIONS)

Section 1: Officers:

The Officers of the Association shall be the President, President-Elect, Immediate Past President, Secretary, and Treasurer.

Section 2: President:

The President must be an Professional member elected by the Professional membership for a period of one (1) year by a majority of votes cast.

The President shall preside at the meetings of the Association and serve the membership as advocate and representative to the Board. The President shall have the powers and duties usually appertaining to such office with the exception of those assigned by these Bylaws to the Board of Governors. The President automatically becomes a member of the Board of Governors and the Executive Committee. At the Annual Meeting concluding his/her term, the President shall deliver an address to the membership.

Section 3: President-Elect:

The President-Elect must be a Professional member elected by the Professional membership for a period of one year by a majority of votes cast. The President-Elect shall automatically assume the office of President of the Association in the succeeding year. The President-Elect, in the absence or disability of the President, shall act in the place of the President and assist in the performance of the President's duties. The President-Elect is an ex officio voting member of the Board of Governors.

Section 4: Immediate Past President:

The Immediate Past President shall be a voting member of the Board of Governors and shall have the responsibility of acting as senior advisor to the Board and the Association.

Section 5: Secretary:

The Secretary must be a Professional member elected by a majority of votes cast by the Professional membership for a term of four (4) years or until their successor is elected, and may be reelected. The Secretary becomes a voting member of the Board of Governors with all privileges of that body. The Secretary shall have the following duties:

- a. Give notice of meetings of the Association;
- b. Prepare and mail ballots for the annual election and collect and tally the ballots of the Annual Election in the absence of the Executive Director;
- c. Conduct the correspondence of the Association;
- d. Be custodian of the Association Seal and shall attest the same whenever used;
- e. Cause full and accurate records of all Association and Board meetings to be transcribed into the Record Book of the Association over his/her signature;
- f. Join the Chairman in executing all deeds, bonds, and other contracts of the Association affixing the Association Seal to all such instruments;
- g. Keep all formal documents and papers of the Association other than those relating to fiscal affairs;
- h. Furnish each new member with a certificate signed by the President, Chairman of the Board and Secretary;
- i. Perform such other duties as may be directed by the President in accordance with conducting the business of the Association.

Section 6: Treasurer:

The Treasurer must be a Professional member elected by a majority of votes cast by the Professional membership for a term of four (4) years or until their successor is elected, and may be reelected. Upon election, the Treasurer becomes a voting member of the Board of Governors with all the privileges of that body. The Treasurer shall have the following duties:

- a. Keep an account of all monies received and expended for use of the Association;
- b. Make disbursements authorized by the Board of Governors;
- c. Deposit funds in a bank or banks designated by the Board, draw funds with the counter-signature of the Chairman of the Board or the Chairman's designee, and be subject to verification and inspection by the Board with reference to funds, books, and vouchers.
- d. Give a bond approved by the Board of Governors. Finances will be reviewed every year except every fifth year when they will be audited. In addition, finances will undergo a full audit upon the transition to a new management company or at the discretion of the AMI Board of Directors.

Section 7: Delegation of Duties:

Officers of the Association and the Board, upon approval of the Board of Governors, may delegate to the Executive Director any of their assigned duties which will expedite the efficient operation of the Association.

Section 8: Assumption of Office:

Officers shall assume office at adjournment of the Annual meeting at which they were elected.

Section 9: Vacancy:

Any vacancy occurring in any office except the Presidency may be filled for the remainder of the term by temporary appointment by the Board of Governors. Should the office of President become vacant, it shall be filled automatically by the President-Elect.

ARTICLE XI: COMMITTEES

Section 1: Executive Committee:

The Executive Committee shall be composed of the Chairman of the Board, Vice Chairman of the Board, President, President-Elect, Immediate Past President, Secretary, and Treasurer. The Executive Director of the Association is an ex officio (non-voting) member of the Executive Committee. The Chairman of the Board is the Chairman of the Executive Committee and calls the meetings of that body. The Board may delegate to the Executive Committee all of its powers, providing that it may not delegate to the Executive Committee its function to elect members of the Association and providing further that it may not delegate the power of expending money or of disposing of any property of the Association without authorization from the Board.

Section 2: Standing Committees and Affiliate Boards:

The Board of Governors shall appoint from its own number or from the general membership, or both, the following Standing Committees:

- a. MEMBERSHIP COMMITTEE: A Membership Committee of no less than three (3) Professional members shall be established by the Board of Governors.
- b. NOMINATING COMMITTEE: A Nominating Committee of no less than three (3) members shall be established by the Board of Governors.
- c. BOARD OF CERTIFICATION OF MEDICAL ILLUSTRATORS (BCMI): This Board shall be responsible for the Certification of Medical Illustrators' program with sole and independent authority in all matters pertaining to the procedures of certification, including standard setting, exam development, exam administration, and disciplinary action. The BCMI will operate in accordance with the Policy Statement approved by the BOG.

Section 3: Additional Committees:

- a. Additional Standing Committees may be instituted by the Chairman of the Board of Governors, with the approval of the Board. These Standing Committees will remain constituted as a Standing Committee of the Association.
- b. Special (ad hoc) Committees may be appointed by the Chairman of the Board of Governors with the approval of the Board as she/he sees fit. These Special Committees will remain constituted as a Special Committee of the Association as long as the Chairman of the Board appoints a Chairman for the committee.

Section 4: Tenure:

Membership on all committees shall expire upon the annual appointment of new committees. Any committee, Standing or Special, except for those specifically addressed in these Bylaws (cf. Article XI, Section 1) may be reappointed or dissolved by the Board of Governors.

ARTICLE XII: CORPORATE SEAL OF THE ASSOCIATION

The Corporate Seal of the Association shall be a die upon which shall appear the name of the Association. The Secretary shall be the custodian of the Corporate Seal of the Association and shall attest the same whenever used.

ARTICLE XIII: FISCAL YEAR

The fiscal year shall commence on the first day of January and end on the thirty-first day of December.

ARTICLE XIV: AMENDMENTS

Section 1: Proposed Amendments:

Amendments may be proposed by any member in good standing. A proposed amendment must be presented to the Board of Governors at least three (3) months before the Annual Meeting.

Section 2: Preparation of Amendments:

Upon instruction by the Board, the Secretary shall mail a copy of the proposed amendment(s) with an explanation of the amendment to all Professional members in good standing, at their last recorded addresses, along with the date of the Annual Business Meeting when the amendment(s) will be discussed, and the dates on which votes may be cast. This notice shall be mailed at least thirty (30) days prior to the Annual Meeting to allow for public comment and deliberation. The initial comment period will end 24 hours prior to the Annual Meeting. The proposed amendment(s) will be read and discussed at the Annual Business Meeting of the Association.

Section 3: Voting on Amendments:

a. Any Professional member in good standing is entitled to vote on a proposed amendment(s). Voting may be conducted by mail or by secure electronic means starting seven (7) days after the Annual Business Meeting and lasting for a period of thirty (30) days. Professional members without online access may vote by requesting a written ballot for the proposed amendment(s) from the Secretary of the Association. Passage shall require an affirmative vote of two-thirds (2/3) of the ballots cast. The minimum votes cast must be at least the minimum quorum for a legally held Annual Business Meeting of the Association. Written notice of any approved amendment(s) must be mailed to all professional members in good standing at least five (5) days prior to the amendment(s) becoming effective.

b. The proposed amendment may be modified by a two-thirds (2/3) majority of those present at the Annual Business Meeting subject to the limitations governing changes to Bylaws amendments found in the current version of Roberts Rules of Order Newly Revised. The new version of the proposed amendment(s) must be reviewed by the Board directly following the Annual Meeting. The final version of the proposed amendment(s) and a summary of the amendment discussion from the Annual Business Meeting shall be mailed to Professional members no later than seven (7) days after the Annual Meeting. Any modifications must be clearly indicated and an explanation provided. Voting will start seven (7) days from the close of the Annual Meeting and last for a period of thirty (30) days.

c. At the discretion of the Board, voting on a Bylaw amendment(s) may be conducted without a prior reading at an Annual Meeting. Voting shall be conducted by mail or by secure electronic means established by the Board in accordance with these Bylaws and State law. Notice of the vote, the proposed amendment(s), and a mail-in ballot must be sent to all Professional members in good standing no later than 14 days prior to opening of voting. Voting shall remain open for 14 days. Passage shall require an affirmative vote of two-thirds (2/3) of the ballots cast by at least fifty-one percent (51%) of the Professional members. Written notice of any approved amendment(s) must be delivered to all professional members in good standing at least 5 days prior to the amendment(s) becoming effective.

Section 4: Adoption of Bylaws:

Provision is made herewith that with the formal adoption of these Bylaws, all previous Constitutions, Bylaws, motions of record, and rules and regulations in conflict with these Bylaws are repealed, provided that all Officers, Members of the Board, and Committee Members now in

office shall continue their incumbency until their successors are duly elected as provided in these Bylaws.

ARTICLE XV: INDEMNIFICATION

The Association may, by resolution of the Board of Governors, provide for indemnification by the Association of any and all of its Governors or Officers or former Governors or Officers against expenses actually and necessarily incurred by them in connection with the defense of any action, suit, or proceeding in which they or any of them are made parties, or a party, by reason of having been a Governor or Officer of the Association except in relation to matters as to which such Governor or Officer or former Governor or Officer shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability for negligence or misconduct.

ARTICLE XVI: DISSOLUTION

The Association shall use its funds only to accomplish the purposes specified in these Bylaws, and no part of said funds shall inure, or be distributed, to the members of the Association. On dissolution of the Association, any funds remaining shall be distributed to the Vesalius Trust, or to one or more regularly organized and qualified charitable, educational, scientific or philanthropic organizations to be selected by the Board of Governors.

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