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Model Chapter Bylaws

The ACR Office of Chapter and Volunteer Development provides model chapter bylaws to assist chapters in the development of their own bylaws. This document is available on the ACR Web site.

Incorporation

This section includes:

- Overview
- Pros and Cons of Incorporating
- Checklist for Incorporating

Overview

Incorporation refers your chapter having official recognition as a corporate entity. ACR chapters are not required to be incorporated. There are, however, benefits afforded to incorporated entities. These benefits include a shield against potentially unlimited liability for directors, officers, employees, volunteers and other agents of the chapter. If your chapter is not already incorporated, you should consider the pros and cons of incorporation discussed below and decide whether incorporation makes sense for your chapter.

How do I find out if my chapter is incorporated?

Ideally previous leaders of your chapter kept a record of previously filed articles of incorporation and related documents. If not, most states offer a web-based, searchable database of incorporated entities. The National Association of Secretaries of State maintains links to Web sites of individual secretaries of state. You may discover that your chapter was once incorporated and has now become inactive or is no longer in good standing. Consult your secretary of state or an attorney to find out how to alter this status.

How does my chapter incorporate?

Please consult an attorney who specializes in nonprofit incorporations if you choose to incorporate. Having legal assistance can help prevent serious errors in the filing process.

Incorporation takes place at the state-level. States vary in their requirements for incorporation. Consult your secretary of state or attorney for information about applying for incorporation in your state. The National Association of Secretaries of State maintains contact information for individual secretaries of state.

Most states require the following:

- articles of incorporation – these typically specify the purpose of the organization, its name, place of business, key officers and various limitations of operations
- bylaws – these are the board's specifications of the overall structure and operations of the organization

What happens once my chapter incorporates?

Once you become incorporated, most states require an annual or biennial filing to maintain your corporation as active and in good standing. Your state may also require payment of a minimum filing fee. Consult your attorney or secretary of state for specific filing requirements.

Pros and Cons of Incorporation

In general the pros of incorporation outweigh the cons. Perhaps the most challenging part of being incorporated is assuming the initial work and costs of becoming incorporated. Below is a list of some of the pros and cons of being incorporated.

Pros	Cons
• limited liability protection for officers,	• state compliance

volunteers, employees and other agents of the chapter	(fees and filings)
• recognition as a business entity	• legal fees
• framework for organization	

Checklist for Incorporating

≤ Find out if your chapter is already incorporated by contacting your secretary of state.

≤ Consult an attorney and work with him or her to:

- prepare articles of incorporation,
- prepare chapter bylaws, and
- meet other incorporation requirements specified by your state

≤ Identify fees and filing requirements of maintaining an active incorporation in good standing.

≤ Store all paperwork related to you chapter's incorporation with your permanent records.

Chapter Leadership

In successful chapters leadership happens throughout the organization. The focus of this section is on the official leadership positions most chapters have. Included in this section are:

- sample position descriptions for chapter officers,
- ideas for orienting new officers,
- a discussion about conflicts of interest and
- information about directors and officers liability insurance

Sample Position Descriptions

This section includes sample position descriptions for:

- Common responsibilities for all officers
- President
- President-elect or Vice-President (Some chapters have both a president-elect and a vice-president, others have one or the other.)
- Secretary
- Treasurer (Some chapters choose to merge the responsibilities of secretary and treasurer under one office – secretary/treasurer.)
- Immediate past-president (Some chapters choose to have this as an ex-officio position on their executive committee.)
- Communications chair
- Fellowship chair
- Government relations chair

- Membership chair

Common Responsibilities

All chapter officers share the core responsibilities of exercising:

- *duty of care* – to attend, participate in decisions, and be reasonably informed on matters that related to the decision and the
- *duty of loyalty* – to exercise powers in the interest of the organization, rather than in the interest of self or others
- *duty of obedience* – to the organization's mission, bylaws and policies as well as federal and state laws and regulations[1].

President

The president is responsible for providing the leadership, guidance and direction in executing and implementing the policies of the chapter membership and its meetings. The president is also responsible for maintaining a viable financial position and for preventing misuse of chapter funds.

Who is eligible? – Most chapters require candidates to be an active, dues-paying member or a retired member. With regard to retired members holding office, many chapters follow the ACR bylaws that allow retired Members and Fellows to hold elected office during the first six years of his or her retirement.

Length of term – Some chapters choose a one-year term for their president and others prefer two-year term lengths. Below are some of the pros and cons of each scenario.

One-Year Term	Two-Year Term
Pros:	Pros:
• it allows more people to assume a leadership position • it is a shorter time commitment for a volunteer leader to make • it is a relatively short time to be tied to a weak president	• it assures leadership in a chapter where volunteerism is low • it provides more time for a president to lead projects and initiatives • it can provide the chapter with a consistent leadership style
Cons:	Cons:
• it is often too short of a time for a	• is a longer commitment for a volunteer leader to make

president to envision and execute projects and initiatives • it can create inconsistencies in leadership style	• it is a long time to be tied to a weak president

Primary responsibilities –

- holds overall responsibility for the execution of chapter activities
- acts as a spokesperson for the chapter
- serves as a liaison with the public, members, executive committee and leaders and staff of the ACR
- reviews and responds to correspondence
- leads the chapter's strategic planning process
- sets objectives for the chapter with input from members and officers
- oversees the performance of chapter officers and intercedes when expectations are not being met
- contacts chapter officers and committee chairs regularly to check on progress, answer questions, and provide encouragement;
- attends all meetings of the chapter and executive committee
- prepares agendas for chapter business meetings and executive committee meetings
- chairs meetings of the chapter and executive committee
- reports to all members and the executive committee on the activities of the chapter and the ACR
- annually appoints a committee to audit chapter finances
- assures adequate membership on each of the chapter's standing committees
- serves as an *ex-offico* member of all of the chapter's standing committees
- attends the ACR Annual Meeting and Chapter Leadership Conference
- communicates to the ACR information about chapter programs and projects, business conditions, controversial issues and other matters of interest to the chapter and the College
- recommends chapter members for service on ACR commissions and committees

President-Elect and Vice President

Some chapters use the office of president-elect to introduce the incoming president to the responsibilities of office in lieu of having a vice president position. Other chapters have just a vice president and still other chapters include both positions as part of their executive committee. Whatever the chapter chooses, this office or offices support the efforts and responsibilities of the president and can oversee many important chapter activities.

Who is eligible? - Most chapters require candidates to be an active, dues-paying member or a retired member. With regard to retired members holding office, many chapters follow the

ACR bylaws that allow retired Members and Fellows to hold elected office during the first six years of his or her retirement.

Length of term – The term length typically mirrors that of the president.

Primary responsibilities –

- acts on behalf of the president when needed
- assists the president with chapter management and projects
- reviews and responds to correspondence

Secretary

The work of the chapter secretary is probably the most time-consuming of all of the executive committee positions. It is vital that the person holding this position understand the requirements of the position and be able to commit the time and energy to fulfilling them. The position of secretary is considerably easier in chapters with dedicated executive staff or administrative support.

Who is eligible? – Most chapters require candidates to be an active, dues-paying member or a retired member. With regard to retired members holding office, many chapters follow the ACR bylaws that allow retired Members and Fellows to hold elected office during the first six years of his or her retirement.

Length of term – In many chapters this is a one-year term. Some chapters choose to have a longer term in order to benefit from the consistency of one person fulfilling the responsibilities of the office for multiple years.

Primary responsibilities –

- maintains a calendar of chapter meetings and activities and shares the calendar with members and the ACR
- notifies members of upcoming executive committee and chapter business meetings in accordance with chapter bylaws
- distributes meeting agendas and related materials
- assures a quorum at all executive committee and chapter business meetings in accordance with chapter bylaws
- takes minutes of chapter business meetings and executive committee meetings
- distributes copies of minutes from chapter business meetings to the membership and to the ACR Office of Chapter and Volunteer Development
- reviews and responds to general correspondence to the chapter
- keeps and maintains current and historical records pertinent to the chapter's operation
- keeps copies of correspondence from chapter officers
- notifies members of upcoming elections and distributes ballots in accordance with chapter bylaws
- notifies members of their election or appointment to chapter office or committee

- reports changes in officers and standing committee chairs to members and the ACR Office of Chapter and Volunteer Development
- maintains a roster or database of current and potential chapter members
- notifies the ACR Membership Department of members who resign, are dropped for non-payment of dues, retire, die or move out of the chapter
- if the chapter is incorporated, files appropriate repots with the state
- submits current chapter bylaws to the ACR Office of Chapter and Volunteer Development
- responds to requests for information or assistance with special projects associated with the mission of the ACR
- briefs the in-coming secretary on the work of the office and passes on chapter records

Treasurer

The treasurer oversees the financial processes for the chapter. This includes making sure the chapter follows mandatory state and federal tax laws and keeping the chapter fiscally responsible and sound.

Who is eligible? – Most chapters require candidates to be an active, dues-paying member or a retired member. With regard to retired members holding office, many chapters follow the ACR bylaws that allow retired Members and Fellows to hold elected office during the first six years of his or her retirement.

Length of term – In many chapters this is a one-year term. Some chapters choose to have a longer term in order to benefit from the consistency of one person fulfilling the responsibilities of the office for multiple years.

Primary responsibilities –

- assures the adoption and adherence to financial guidelines
- maintains financial records
- maintains bank accounts
- provides financial statements to the membership and executive committee in accordance with financial guidelines
- invoices or coordinates the invoicing of chapter membership dues
- files appropriate local, state and federal tax forms
- oversees the chapter's financial investments
- presents all financial records to the audit committee
- supports the budgeting process by providing financial statements to the executive committee and budget committee
- prepares annual budget for review
- distributes the approved annual budget to the executive committee
- pays invoices in accordance with financial guidelines
- disperses chapter funds in accordance with financial guidelines
- recommends chapter insurance coverage

- reviews and responds to correspondence
- completes and submits in a timely fashion the ACR dues information form
- reports changes in dues to the ACR membership department
- notifies the secretary of members who have not paid dues
- briefs the in-coming treasurer on the work of the office and passes on related records

Immediate Past-President

Some chapters include this as an ex-officio position of the executive committee. Including past-presidents in the on-going business of the chapter immediately following the end of their term can help ease the transition from one leader to another and help maintain consistency in the management of the chapter. Another way to glean the insight and experience of past leaders is to create an advisory council of past chapter presidents.

Who is eligible? – The most immediate past-president of the chapter.

Length of term – The term length typically mirrors that of the president.

Primary responsibilities –

- provides his/her successor with a contact list of people and resources helpful to leading and managing the chapter
- outlines any unfinished projects and offer suggestions for completion
- forwards copies of important correspondence
- available to provide support and advice as requested, often serving as a mentor to new leaders

Communications Chair

Some chapters add the responsibilities of the communications chair to those of the secretary or secretary/treasurer. The ACR recommends establishing a standing communications committee whose mission is to develop and execute chapter communications. Timely communications to members, the public and the ACR are vital to the success of many chapter activities and initiatives.

Who is eligible? – Most chapters require candidates to be an active, dues-paying member or a retired member. With regard to retired members holding office, many chapters follow the ACR bylaws that allow retired Members and Fellows to hold elected office during the first six years of his or her retirement.

Length of term – In many chapters this is a one-year term. Some chapters choose to have a longer term in order to benefit from the consistency of one person fulfilling the responsibilities of the office for multiple years.

Primary responsibilities –

- works with the executive committee to develop communications strategies

- coordinates the development and distribution of chapter communications
- holds meetings of the committee as necessary
- reports to the membership and the executive committee on the work of the committee

Fellowship Chair

Who is eligible? – Most chapters require candidates to be a Fellow of the American College of Radiology and an active, dues-paying member or a retired member. With regard to retired members holding office, many chapters follow the ACR bylaws that allow retired Members and Fellows to hold elected office during the first six years of his or her retirement.

Length of term – Most chapters choose to have a multi-year term in order to benefit from the consistency of one person fulfilling the responsibilities of the office for multiple years.

Primary responsibilities –

- oversees the review of fellowship applications for completeness and accuracy
- oversees the decision-making process for determining which nominations to forward to the ACR fellowship committee
- oversees the decision-making process for determining whether to *directly endorse* an individual or to concur in the nomination made by 2 or more fellows
- holds meetings of the committee as necessary
- reports to the membership and the executive committee on the work of the committee
- forwards the nomination package to the College and serves as a contact for matters relating to the nomination(s)
- reads and is familiar with the *ACR Fellowship Guide*

Government Relations Chair

Each chapter should have a mechanism for addressing state legislative and regulatory issues. State issues can affect the practice of radiology as much as federal initiatives. A government relations committee is one way to do this.

Who is eligible? – Most chapters require candidates to be an active, dues-paying member or a retired member. With regard to retired members holding office, many chapters follow the ACR bylaws that allow retired Members and Fellows to hold elected office during the first six years of his or her retirement.

Length of term – In deciding the term length and the process for succession, your chapter must balance long-term continuity and stability with providing a variety of members the opportunity to serve. Chapters that wish to provide greater representation through more frequent rotation of their chair should consider their state legislative cycle. Most legislative sessions tend to last two years, with some issues being carried over both sessions. When determining the length of the term, chapters should consider that one of the goals of the committee is building relationships with legislators and staff and that relationship building takes time.

Primary responsibilities –

- stays informed on relevant government relations issues
- understands primary legislative and regulatory processes
- works and interacts continually with state legislators, regulators and their staffs, as well as with the members of the committee and the executive committee
- works with ACR staff on state legislative and regulatory issues
- works with the executive committee to develop operational guidelines for the committee
- adheres to operational guidelines
- holds regular meetings of the committee
- develops and maintains communication networks with members
- reports to the membership and executive committee on the work of the committee

Membership Chair

In general the work of the membership chair is to develop a strong membership for the chapter.

Who is eligible? – Most chapters require candidates to be an active, dues-paying member or a retired member. With regard to retired members holding office, many chapters follow the ACR bylaws that allow retired Members and Fellows to hold elected office during the first six years of his or her retirement.

Length of term – Most chapters choose to have a multi-year term in order to benefit from the consistency of one person fulfilling the responsibilities of the office for multiple years.

Primary responsibilities –

- coordinates with the secretary or secretary/treasurer to develop and maintain an accurate roster or database of members
- makes recommendations to the executive committee for membership recruitment and retention activities
- oversees the implementation of approved membership recruitment and retention activities
- works with the ACR on membership recruitment and retention initiatives
- contacts members who have either resigned or been dropped to encourage them to reactivate their membership
- develops and implements strategies for tracking people who have recently completed training in order to recruit them for membership
- holds regular meetings of the committee
- reports to the membership and the executive committee on the work of the committee

Officer Orientation

The primary goal of officer orientation is to convey the knowledge and understanding necessary for officers to effectively carry out their roles. Selection of the particular orientation

topics and methods will vary among chapters. The information in this section may help you to develop a chapter orientation process.

Officer orientation should not just be for new officers. All officers, new and returning, should spend some time each year reviewing the basics of fulfilling their role as an officer of the chapter. Annual orientation activities helps to ensure all board members are working from a common understanding. Some chapters may choose to have an in-person meeting to educate new and returning officers. Others may rely on more informal methods, such as distributing reading materials and one-on-one conversations.

We recommend the creation of an officer's manual to serve as a foundation for the work of orienting officers. This section contains further details on the contents of an officer's manual and suggested activities for officer orientation.

Officer's Manual

An officer's manual should contain all of the information, or at least directions on where to find information that an officer in your chapter needs to successfully do the work of his or her position.

The following list of suggested topics for an officer's manual could appear daunting to either a chapter that has never collected and published this information or a small chapter where some of the topics are irrelevant. This list is merely a suggestion.

Suggested contents –

- **Legal Information**
  - Articles of Incorporation (if applicable)
  - IRS letter of recognition of tax-exempt status (if applicable)
- **Strategic Planning Information**
  - Mission, vision and values statement
  - Chapter goals
  - Current strategic plan
  - Current action plan (objectives, responsibilities, timelines, etc.)
  - Status reports on strategic and action plans
- **Bylaws and Policies**
  - Current chapter bylaws
  - Chapter resolutions or adopted policies
  - Attendance policy for executive committee meetings
  - Guidelines for recruiting, orienting and removing officers
- **Officer Information**
  - Organization chart
  - Officer position descriptions
  - Standing committees and their missions

- Contact information for current officers
- Biographical information of current officers

- **Chapter Operations**
- Meeting and activities calendar
- Executive committee meeting agendas and minutes
- Current project plans

- **Financial Management**
- Fiscal policies
- Current budget and project budgets (if applicable)
- Current financial statements
- Audit, review or compilation reports

- **Communications Information**
- Guidelines for speaking on behalf of the chapter
- Talking points for current issues

- **Administrative Staff Policies and Procedures (if applicable)**
- Benefits and compensation
- Code of ethics and code of conduct
- Diversity statement
- Performance management policies (appraisal, firing, etc.)
- Vacation and holiday time

Councilors and Alternate Councilors

This section includes:

- Description of the ACR Council
- Councilor position description
- Alternate councilor position description
- Apportionment information
- Informing the ACR about councilors and alternate councilors

What is the ACR Council?

The Council is the legislative (policy-making) body of the College. The Council acts upon recommendations, submitted as resolutions, and reports presented during the annual meeting. In this way each ACR member -- through their chapter and the Council -- has a voice in the governing of the College as it establishes policy for all of radiology. The Council consists of a minimum of one councilor from each chapter and other organizations determined by the Council.

Position Descriptions

Councilor

Who is eligible? – Councilors must be current ACR members. Outside of that, ACR bylaws stipulate that "councilors are to be elected on a basis that is satisfactory to the voting members of the respective chapter of the College."

Length of term – The terms of councilors are dictated by ACR bylaws. The bylaws state:

The term of office of a councilor shall be three (3) years. Councilors shall be eligible to succeed themselves for one additional three (3) year term, but shall not be eligible for re-election to additional terms until a lapse of not less than one (1) year.

Councilor terms begin at the end of the ACR annual meeting.

Primary responsibilities –

- actively participates in the meetings and activities of the chapter and of the ACR
- acts as a liaison between the members of the chapter and members of the ACR Council
- represents the interests of chapter members to the ACR Council
- is informed on issues important to members of the chapter and the ACR
- prepares for and attends all sessions of the ACR Annual Meeting and Chapter Leadership Conference
- participates in ACR elections
- responds to appropriate communications
- reports as necessary to the members of the executive committee and chapter membership

Alternate Councilor

Who is eligible? – Alternate councilors must be current ACR members. Outside of that, ACR bylaws stipulate that “alternate councilors are to be elected on a basis that is satisfactory to the voting members of the respective chapter of the College.”

Length of term – The terms of alternate councilors are dictated by ACR bylaws. The bylaws state:

The term of office of an alternate councilor shall be one (1) year. Alternate councilors shall be eligible to succeed themselves.

Alternate councilor terms begin at the end of the ACR annual meeting.

Primary responsibilities –

- assists councilors in the performance of their duties
- actively participates in the meetings and activities of the chapter and the ACR
- is informed on issues important to members of the chapter and the ACR
- acts for the councilor in the councilor's absence or in the event of the councilor's inability to act

- responds to appropriate communications
- reports as necessary to the members of the executive committee and chapter membership

Apportionment

Because the ACR Council is a representative governing body, the ACR apportions the number of councilors and alternate councilors a chapter may have based on the number of members in the chapter.

Every chapter is allowed 1 councilor and 1 alternate councilor for every 100 members or portion thereof. Chapters with fewer than 100 members are entitled to 1 councilor and 1 alternate councilor. Chapter membership numbers are rounded up to the nearest hundred to determine the appropriate number of councilors. See the example below.

Number of Eligible Chapter Members	Number of Allowed ACR Councilors and Alternate Councilors
1-100	1 councilor, 1 alternate councilor
901-1000	10 councilors, 10 alternate councilors

There is an exception. The District of Columbia Metropolitan Radiological Society is allowed 4 councilors and 4 alternate councilors regardless of current membership numbers.

Every 3 years the ACR Office of Chapter and Volunteer Development reviews councilor apportionment by totaling the number of chapter members eligible to count toward apportionment. There are 3 criteria a member must meet in order to be counted toward apportionment:

1. be an ACR member;
2. be a member of a chapter; and
3. have his or her principal place of practice in the geographical area represented by that chapter.

Most chapters count their dues-paying members, introductory members and members in training toward apportionment. Some chapters have decided not to count all of their eligible members and have notified the ACR Office of Chapter and Volunteer Development accordingly.

During an apportionment year the Office of Chapter and Volunteer Development run a membership report and determine the number of councilors and alternate councilors allowed for each chapter. This is typically done in the fall, a time when the membership rosters are most accurate. Chapter leaders will receive notification from the ACR following this process.

Informing the ACR about your Councilors and Alternates

Each chapter has a responsibility to notify the ACR Office of Chapter and Volunteer Development when changes occur in rosters of officers, councilors and alternate councilors.

Please include the following information when you submit changes.

- Date you are submitting the changes
- Your name
- The Position you hold in the chapter
- Your phone number or email address
- First and last name of the person holding the position
- The position held
- Term Dates (beginning and ending)

Please submit changes in writing via Web, email, fax or post.

- Via Web: Click here to submit information via an online form.
- Via email: chapters@acr.org
- Via fax: (703) 262-9319
- Via post: ATTN: Office of Chapter and Volunteer Development,
  1891 Preston White Dr.,
  Reston VA 20191

Committees

This section includes:

- What you should know about committees
- Standing vs ad Hoc committees
- Examples of possible standing committees
  - Communications committee
  - Fellowship committee
  - Government relations committee
  - Membership committee
  - Nominating committee
- Examples of possible ad Hoc committees
  - Audit committee
  - Issue specific committee
  - Meeting/event planning committee

What you should know about committees:

- Establish committees when it is apparent that issues are too complex or numerous to be handled by the chapter's officers.
- For ongoing, major activities establish standing committees; for short-term activities, establish *ad hoc* committees that cease when the activities are completed. Standing committees should be included in the by-laws.
- Ensure committees have specific charges or sets of tasks to address, and ensure committee members and chapter officers understand the committee's charge.
- Committees recommend policy for approval by the chapter officers.

- Committees make full use of chapter officers' expertise, time and commitment, and ensure diversity of opinions in the chapter's leadership.
- Committees do not supplant responsibility of each chapter officer; they operate at the officer level and not the staff level.
- Committees may meet outside of officer, executive committee and general membership meetings. Committee should keep minutes of their meetings to share with chapter officers.

Standing vs. ad Hoc Committees

Committees responsible for on-going projects are typically organized as standing committees. It is a good idea to outline the mission and organization of standing committees in the chapter bylaws. The *ACR Model Chapter Bylaws* include examples of standing committees.

Ad hoc committees typically meet the needs of projects that have a finite end. These committees may be established by chapter officers as they are needed and do not need to be formally outlined in the bylaws.

Examples of Possible Standing Committees

Communications Committee

The mission of a communications committee is to identify and execute strategies for communicating with chapter members and the public.

Organization

- The committee requires a chair.
- The number of members depends on the expectations for the work of the committee. Some chapters rely on the chair and one or two members to recommend and execute communications strategies. Other chapters require the help of more volunteers.

Here is one strategy for the division of labor:

- committee chair, responsible for leading the committee and reporting to the chapter's officers
- committee member, in charge of chapter newsletter
- committee member, in charge of chapter Web site
- committee member, in charge of coordinating communications with the public

Ethics Committee

The mission of the ethics committee is to assist the Chapter and its members in ethical matters as identified in the ACR Code of Ethics.

Organization

- The committee needs a chair.
- There should be at least seven members.

Executive Committee

The mission of the executive committee is to carry on the business of the chapter between regular meetings and to report its activities to the membership at each regular meeting.

Organization

- The committee is chaired by the chapter president.
- Members of the committee include the chapter vice president or president-elect, the treasurer and the secretary or the secretary/treasurer.

Fellowship Committee

The mission of a fellowship committee is to annually review the membership of the chapter for the purpose of nominating members to fellowship in the ACR.

Organization

- This committee should be composed of fellows of the College.
- The committee requires a chair.
- The number of committee members should be established by the chapter officers based on the expected workload on the committee.

Government Relations Committee

The mission of a government relations committee is to anticipate and review proposed legislation that affects the practice of radiology in the state. The committee will report findings and recommendations for action to the chapter's officers.

Organization

- The committee requires a chair.
- The number of committee members should be established by the chapter officers based on the expected workload of the committee.

The committee chair and members should:

- have a dedicated interest in government relations,
- have an understanding of legislative and regulatory processes,
- be willing to serve for a full term, and
- be able to work and interact continually with state legislators, regulators and their staffs, as well as with the members of the committee and the board or executive committee.

Membership Committee

The mission of a membership committee is to review membership applications and to report recommendations the chapter's officers and to identify and execute membership recruitment and retention activities.

Organization

- The committee requires a chair.
- The number of committee members should be established by the chapter officers based on the expected workload of the committee.
- In order to better represent the varied interests and locations of existing and potential members, it may be best to have committee members who represent different subspecialties, practice settings and geographic regions.

Nominating Committee

The mission of a nominating committee is to recruit and identify potential candidates for chapter leadership positions.

Organization

- • The committee requires a chair.
- • The number of committee members should be established by the chapter officers based on the expected workload of the committee.

Examples of Possible Ad Hoc Committees

Audit Committee

The mission of an audit committee is to plan and support the execution of a financial audit.

Issue Specific Committee

The general mission of this type of committee is to research a particular issue, as identified by the chapter officers, and then to report findings and recommendations for actions back to the officers.

Meeting/Event Planning Committee

The mission of a meeting planning committee is to plan for and execute a specific meeting or event.

Administrative Support

This section includes:

- Sample position description
- Where to find administrative support
- Employment taxes

Sample job description

An ACR chapter executive director or executive secretary may perform all or some of the following:

The Executive Director performs some or all of the following:

Leadership

- Participate with officers in developing a vision and strategic plan to guide the chapter
- Identify, assess, and inform officers of internal and external issues that affect the chapter
- Act as a professional advisor to the officers on all aspects of the chapter's activities
- In addition to the officers, act as a spokesperson for the chapter
- Conduct official correspondence on behalf of the chapter as appropriate

Operational Planning and Management

- Develop an operational plan which incorporates goals and objectives that work towards the strategic direction of the chapter
- Ensure that the operation of the chapter meets the expectations of its members and officers
- Oversee the efficient and effective day-to-day operation of the chapter
- Draft policies for the approval of the officers and prepare procedures to implement the organizational policies; review existing policies on an annual basis and recommend changes to the officers as appropriate
- Ensure that member and volunteer files are securely stored and privacy/confidentiality is maintained
- Provide support to the officers by preparing meeting agenda and supporting materials
- Provide support to officers by preparing documentation of chapter business

Program Planning and Management

- Oversee the planning, implementation and evaluation of the chapter's programs and services
- Ensure that the programs and services offered by the chapter contribute to the chapter's mission and reflect the priorities of the officers
- Monitor the day-to-day delivery of the programs and services of the chapter to maintain or improve quality
- Oversee the planning, implementation, execution and evaluation of special projects

Financial Planning and Management

- Work with officers and the finance committee to prepare a comprehensive budget
- Work with officers to secure adequate funding for the operation of the chapter
- Research funding sources, oversee the development of fund raising plans and write funding proposals to increase the funds of the chapter
- Participate in fundraising activities as appropriate

- Approve expenditures within the authority delegated by the officers
- Ensure that sound bookkeeping and accounting procedures are followed
- Administer the funds of the chapter according to the approved budget and monitor the monthly cash flow of the chapter
- Monitor spending to ensure cost-effective practices
- Provide the officers with comprehensive, regular reports on the revenues and expenditure of the chapter
- Ensure that the chapter complies with all legislation covering taxation and withholding payments

Community Relations/Advocacy

- Communicate with stakeholders to keep them informed of the work of the chapter and to identify changes in the community served by the organization
- Establish good working relationships and collaborative arrangements with community groups, funders, politicians, and other organizations to help achieve the goals of the chapter

Risk Management

- Identify and evaluate the risks to the chapter's members and volunteers, property, finances, goodwill, and image and implement measures to control risks
- Ensure that the officers and the chapter carries appropriate and adequate insurance coverage
- Ensure that the officers understand the terms, conditions and limitations of the insurance coverage

Where to Find Administrative Support

Some chapters choose to hire someone to provide administrative support. Administrative support can be found in various places:

- Association management companies
- Certified association executives
- Freelancing administrative assistants
- State medical associations
- Member spouses
- Students
- Radiology office staff

Employment Taxes

Even if your chapter is tax-exempt, you remain subject to federal, state and local employment taxes – income tax withholding, Social Security withholding and taxes and unemployment taxes[2].

Resident and Fellow Section

What is it?

A resident and fellow section (RFS) is an organization within the chapter whose mission is to:

- represent radiology and radiation oncology residents and fellows within the Chapter, to the ACR and to other specialty organizations,
- serve as a voice of current and future trainees in discussions of government relations, socioeconomic and health policy and education
- create a professional and social network for members in training, and
- facilitate understanding and appreciation for the Chapter and the ACR

What does an RFS do?

The activities of an RFS may include:

- sponsoring an annual meeting, perhaps in conjunction with the chapter's annual meeting
- providing a member in training representative to the chapter's executive committee
- creating dialogue between training programs within the state
- providing member in training representatives to attend the ACR RFS annual meeting
- creating programming to educate members in training on the work of the ACR and its chapters

How to Get Organized

The ACR Model Chapter Bylaws illustrate how to set up an RFS within the organizational structure of the chapter.

The ACR RFS provides a detailed guide for organizing a chapter RFS: ACR RFS State Chapter Resource Handbook.

For additional information, please contact Trina Zeberlein in the ACR Department of Chapter and Volunteer Development at either tzeberlein@acr.org or (800) 227-5463, ext. 4998.

Political Action Committees

The primary type of affiliated organization an ACR chapter is likely to have is a political action committee. This section includes:

- Definition of a political action committee
- Starting a PAC from scratch
- Raising money
- External visibility and spending money
- Annual activities
- Where to get more information

What is a Political Action Committee?

A political action committee (PAC) is an organization formed by business, labor, or other special-interest groups to raise money and make contributions to the campaigns of political candidates whom they support.

In this section you will find information about starting and running a PAC and resources for additional information. Please note that a chapter with a federal 501(c)(3) tax-exempt status CANNOT form a PAC. Only a chapter with a 501(c)(4) or (c)(6) tax-exempt status may do so. Please verify your chapter's tax status before registering to establish a state or local PAC.

Starting from Scratch

- **Determine the need for a state PAC and a timeframe for implementation.** As chapters continue to see more activity at the state legislative level on issues that impact radiology, the need to develop a PAC has become more and more apparent.
- **Get approval from the chapter board (and members) for the establishment of a PAC.**
- **Register with the state and identify an administrator for filing reports.** It is important to know and understand the state laws regarding a PAC. Each state has different laws. Below is a list of Web sites for each state's campaign finance office. Please consider working with an attorney as you work to organize and register your PAC.
- **Create bylaws.** This step provides a general framework for the activities of the PAC.
- **Designate a board member to oversee operations.** It is important to have a chapter board member monitor the activities of the PAC and provide reports to the chapter leadership and the chapter membership as a whole.

Raising Money

- **Agree to a "philosophy" for how the PAC is administered.** A philosophy outlines the chapter's approach on how decisions will be made as to which state legislators' campaigns to give contributions and how and who to solicit from the chapter.
- **Create a flexible fundraising plan.** Keep in mind that as your chapter dynamics change, so might your fundraising plan and philosophy for your PAC.
- In**troduce the PAC to chapter members.** Show your members why the PAC is important to them. They must understand how state legislative issues can impact them and must also understand that the best way to have their voice heard and their profession protected is by having the political influence a PAC can provide.
- **Communicate regularly to members via a newsletter or Web site.** The more you can keep your chapter members updated on your PAC activities, the more engaged they will feel and, therefore, the more likely they will be to support the PAC.
- **Solicit money.** There are many approaches to raising funds. Below are a few examples:
    1. Use enrollment cards or dues.
    2. Develop online and e-mail options.
    3. Create incentive clubs with suggested levels of giving.
    4. Plan a recognition and reward system for contributors.
    5. Train peer solicitors.

External Visibility and Spending Money

- **Host informational events about your chapter and invite state legislators.** The best way to inform state legislators about your chapter and the profession is to invite them to a chapter meeting or special event, perhaps in a clinical setting. Discuss with your legislators the issues that impact the profession and the impact those issues have on the community as a whole. Most state legislators are part-time legislators and are not experts on all the various issues confronting them. You are the expert in the medical field and can provide them a unique perspective on how things really work.
- **Identify key legislators important to health or radiology issues and start giving to their campaigns.** Don't just give to any state legislator; be strategic in identifying those state

legislators who work on health issues on various committees in the legislature. These are the legislators who will drive the policy that will impact you and your profession.

Annual Activities

- Evaluate and assess your PAC process.
- Request member feedback.
- Make appropriate federal and state filings.

Where to Get More Information

RADPAC staff are available to speak with chapter leaders about organizing state-level PACs. Please contact either Ted Burnes or Heather Kaiser at (888) 295-8843 or tburnes@acr.org or hkaiser@acr.org.

State and federal resources for organizing and administering PACs is available below.

State	Web Site
Alabama	www.sos.state.al.us/index.cfm
Alaska	www.gov.state.ak.us/ltgov/elections/homepage.html
Arizona	www.sosaz.com
Arkansas	www.sosweb.state.ar.us/elect.html
California	www.ss.ca.gov/elections/elections.htm
Colorado	www.sos.state.co.us
Connecticut	www.sots.state.ct.us/ElectionsDivision/Electionindex.html
Delaware	www.state.de.us/election/index.htm
District of Columbia	www.dcboee.org
Florida	www.dos.state.fl.us/doe/index.html
Georgia	www.sos.state.ga.us/elections/default.htm
Hawaii	www.hawaii.gov/elections/
Idaho	www.idsos.state.id.us/elect/eleindex.htm
Illinois	www.elections.state.il.us
Indiana	www.state.in.us/sos/elections/
Iowa	www.sos.state.ia.us
Kansas	www.kssos.org/
Kentucky	www.sos.state.ky.us/ElecDiv.htm
Louisiana	www.sec.state.la.us/elections/election-index.htm
Maine	www.state.me.us/sos/cec/elec/elec.htm

Maryland	www.elections.state.md.us
Massachusetts	www.state.ma.us/sec/ele/eleidx.htm
Michigan	www.michigan.gov/sos
Minnesota	www.sos.state.mn.us/election/index.html
Mississippi	www.sos.state.ms.us/
Missouri	www.sos.state.mo.us/elections/
Montana	www.sos.state.mt.us/css/ELB/Contents.asp
Nebraska	www.sos.state.ne.us/Elections/election.htm
Nevada	sos.state.nv.us/nvelection/
New Hampshire	www.state.nh.us/sos/electionsnew.htm
New Jersey	www.state.nj.us/lps/elections/electionshome.html
New Mexico	www.sos.state.nm.us/
New York	www.elections.state.ny.us
North Carolina	www.sboe.state.nc.us
North Dakota	www.state.nd.us/sec/Elections/Elections.htm
Ohio	www.ohio.gov/sos/
Oklahoma	www.state.ok.us/~elections/
Oregon	www.sos.state.or.us/elections/elechp.htm
Pennsylvania	www.dos.state.pa.us/bcel/site/default.asp
Rhode Island	www.elections.state.ri.us
South Carolina	www.state.sc.us/scsec/
South Dakota	www.state.sd.us/sos/sos.htm
Tennessee	www.state.tn.us/sos/election.htm
Texas	www.sos.state.tx.us/index.html
Utah	elections.utah.gov/
Vermont	www.sec.state.vt.us/
Virginia	www.sbe.state.va.us
Washington	www.secstate.wa.gov/
West Virginia	www.state.wv.us/sec/
Wisconsin	badger.state.wi.us/agencies/elections/

Wyoming	soswy.state.wy.us/election/election.htm

Additional resources from the Federal Election Commission for state campaign finance laws include these Web sites:

- www.fec.gov/pubrec/cfl/cfl02/cfl02.htm
- www.fec.gov/pubrec/cfsdd/cfsdd.htm

Legal Issues for Chapters

This section includes:

- What you should know about anti-trust laws
- What you should know about conflicts of interest
- What you should know about defamation
- What you should know about liability protection
- Seeking legal counsel

What You Should Know about Antitrust Laws

Chapters need to ensure oral and written presentations do not violate federal or state antitrust law. Courts of law have regarded professional associations as potential conspiracies that could trigger potential antitrust violations. Chapters must take great care not to enter into or advocate agreements or understandings to, e.g., fix prices or fees, or boycott third-party payers or suppliers. The ACR legal department is available to provide more information.

What You Should Know about Conflicts of Interest

All chapter officers are required to exercise the duty of loyalty – to exercise powers in the interest of the organization, rather then in the interest of self or others[3]. A conflict of interest arises when there is a question about the ability of an officer to exercise the duty of loyalty.

Definition

A conflict of interest exists when the personal or professional concerns of an officer affect his or her ability to put the welfare of the organization before personal benefit, usually financial benefit[4]. In a broad sense, a conflict of interest is an ethical problem, as the right decision may be clear, but one is tempted to make a different choice for the sake of personal gain.

Why should you be concerned?

ACR chapter officers are members are considered members of a nonprofit board and therefore hold the legal responsibility to demonstrate loyalty to the mission and interests of the organization. Chapter officers may be held liable for the actions of the organization.

How should conflicts of interest be prevented or addressed?

Not all conflicts of interest can be prevented. Therefore, it is important for a chapter to define ways either to prevent or address conflicts of interest. Incorporating a policy statement into the organization's bylaws is a key way to prevent and address conflicts of interest. The *ACR Model Chapter Bylaws* include such a statement. The IRS also offers a sample conflict of interest policy on page 25 of the *Instructions for Form 1023* (http://www.irs.gov/pub/irs-pdf/i1023.pdf).

The successful conflict of interest policy will:

1. define interested party and financial interest;
2. outline procedures of disclosure of conflicts of interest;
3. outline procedures for determining the existence of a conflict of interest; and
4. outline procedures for addressing conflicts of interest.

It is helpful to have officers declare their willingness to uphold this policy in writing.

What You Should Know about Defamation

Chapter leaders must avoid making statements orally or in writing that damage individuals, companies, products or services and that are not true. Merely sharing defamatory statements made by others outside the chapter may raise legal liability. Chapter leaders should ensure statements at meetings or in written materials are objectively and demonstrably accurate.

What You Should Know about Liability Protection

Background on Liability

From a statistical standpoint, personal liability of directors and officers of nonprofit organizations is not a significant problem[5]. Studies by the American Society of Association Executives and Board Source, formerly the National Center of Nonprofit Boards, found[6]:

- close to 90% of all claims are the result employment-related issues
- few nonprofit leaders have been found personally liable in suits
- most claims are settled out of court
- defense costs can be high

Terms to Know[7]

- Directors' and Officers' Insurance – insurance that protects board members and top staff personnel from liability created by board decisions or actions
- Indemnification – a guarantee by an organization to rely on its own resources to pay board members' legal costs for claims that result from board service
- Liability – any legal responsibility, duty or action
- Volunteer Protection Act of 1997 – a federal law that protects volunteers from personal financial liability when acting for an organization

Personal Liability Protections

Volunteer Protection Act of 1997

In general this act says directors, officers and trustees of nonprofit organizations are not liable "for harm caused by an act or omission of the volunteer on behalf of the organization or entity" as long and the following criteria are met:

- the volunteer was acting within the scope of his or her responsibilities in the organization at the relevant time;
- "if appropriate or required," the volunteer was properly licensed or certified for his or her actions in the state where the harm occurred; and
- the harm "was not caused by willful or criminal misconduct, gross negligence, reckless misconduct, or a conscious, flagrant indifference to the rights or safety of the individual harmed by the volunteer."[8]

This legislation is not a *get out of jail free card* for nonprofit leaders[9]. Among other things, it does not offer protection against:

- sexual offenses
- civil rights violations
- intentional acts of willful misconduct, gross negligence or reckless misconduct
- the filing of lawsuits against nonprofit leaders or the legal expenses incurred as the result of such suits

Some states have similar volunteer protection laws and regulations.

Indemnification

Indemnification is a form of self-insurance wherein an organization agrees to rely on its own resources to pay for costs associated with some liability suits. The effectiveness of this protection is directly tied to the ability of the organization to pay for incurred expenses[10]. Typically indemnification policies are written into an organization's bylaws. A sample indemnification policy is included in the ACR Model Chapter Bylaws.

General Liability Insurance

A general liability policy insures against claims arising from bodily injury and property damage that are the result of *negligent acts* of the organization, its officers, employees, volunteers or anyone defined as *insured* by the policy[11].

Should you have it?

Many organizations recommend nonprofits having some form of general liability policy.

Where to get it?

- Alliance of Nonprofits for Insurance, Risk Retention Group (ANI-RRG)

- Overview - This is a is a 501(c)(3) tax-exempt nonprofit insurance company whose mission is to be a stable source of reasonably priced liability insurance for 501(c)(3) nonprofits. ANI-RRG is currently writing coverage for 501(c)(3) nonprofits in Colorado, Connecticut, Delaware, District of Columbia, Iowa, Kansas, Maryland, Michigan, Missouri, Nebraska, Nevada, North Carolina, Ohio, Oregon, Pennsylvania, Utah, Vermont, Virginia and Washington.
- Contact – www.ani-rrg.org/ or (800) 359-6442

- Aon Association Services

- Overview - Aon Corporation is a leading provider of risk management services, insurance and reinsurance brokerage, human capital and management consulting, and specialty insurance underwriting. The American Society of Association Executives endorses their specialized services for associations.
- Contact - http://www.asae-aon.com/Directors&Officers/ or (800) 432-7465

Directors' and Officers' (D&O) Liability Insurance

A D&O policy insures against *wrongful acts* of the organization, its officers, employees, volunteers or anyone defined as *insured* by the policy[12].

Should you have it?

As most suits brought against nonprofit boards are related to employment issues, it is strongly recommended that chapters who employ staff have a D&O policy.

Where to get it?

- Alliance of Nonprofits for Insurance, Risk Retention Group (ANI-RRG)

- Overview - This is a is a 501(c)(3) tax-exempt nonprofit insurance company whose mission is to be a stable source of reasonably priced liability insurance for 501(c)(3) nonprofits. ANI-RRG is currently writing coverage for 501(c)(3) nonprofits in Colorado, Connecticut, Delaware, District of Columbia, Iowa, Kansas, Maryland, Michigan, Missouri, Nebraska, Nevada, North Carolina, Ohio, Oregon, Pennsylvania, Utah, Vermont, Virginia and Washington.
- Contact – www.ani-rrg.org/ or (800) 359-6442

- Aon Association Services

- Overview - Aon Corporation is a leading provider of risk management services, insurance and reinsurance brokerage, human capital and management consulting, and specialty insurance underwriting. The American Society of Association Executives endorses their specialized services for associations.
- Contact - http://www.asae-aon.com/Directors&Officers/ or (800) 432-7465

Seeking Legal Counsel

The College recommends chapters establish access to an attorney or law firm in the state. Periodically chapter leaders need legal counsel for advice on a wide variety of legal issues facing the chapter and officers. The ACR legal department can help chapter leaders locate a local attorney. Contact the ACR legal department at either legal@acr.org or (800) 227-5463.

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[1] Howe, Fisher. Welcome to the Board: Your Guide to Effective Participation. San Francisco: Jossey-Bass Publishers, 1995.

[2] The National Chapter Partnership: A Guide for the Chapter Relations Professional. American Society of Association Executives. 1993.

[3] Howe, Fisher. Welcome to the Board: Your Guide to Effective Participation. San Francisco: Josey-Bass Publishers, 1995.

[4] Cited from www.boardsource.org.

[5] Webster, G.D. and Webster, H.K. "Avoiding Personal Liability." Leadership, American Society of Association Executives, 1994.

[6] Howe, Fisher. Welcome to the Board: Your Guide to Effective Participation. San Francisco: Josey-Bass, Inc., 1995.

[7] Board Source (formerly the National Center of Nonprofit Boards).

[8] Walker, Adam R. "What the Volunteer Protection Act Doesn't Cover". Dollars and Cents. January, 1998. American Society of Association Executives.

[9] Butler, J. (ed.). "Board Members and Risk: A primer on Protection from Liability". *Board Member*, Oct./Nov. 1992 (special edition).

[10] Howe, Fisher. Welcome to the Board: Your Guide to Effective Participation. San Francisco: Josey-Bass, Inc., 1995.

[11] "Frequently Asked Questions about Directors' and Officers' Liability Insurance". Nonprofit Risk Management Center. Cited from http://eriskcenter.org/erisk.htm?pid=116 on March 31, 2006.

[12] "Frequently Asked Questions about Directors' and Officers' Liability Insurance". Nonprofit Risk Management Center. Cited from http://eriskcenter.org/erisk.htm?pid=116 on March 31, 2006.