

# Proposed Bylaws Changes

## ARTICLE VII COUNCIL OF THE SOCIETY

### 7.1 Council

7.1.1 Composition: The Council shall be composed of the President, President-Elect, Immediate Past President, and Secretary-Treasurer and each of the Councilors as provided for in these Articles.

7.1.2 Duties and responsibilities: the Council shall manage the business and property of the Society, **represent the interests of society members as pertains to their elected position, and serve on committee as pertains to their elected position.** Officers of the Society shall hold the same offices within the Council. They shall be selected as described in Article IX.

7.1.3 Members of the Council shall not be paid or compensated in any manner. They may be reimbursed for reasonable expenses incurred in conducting the proper business of the Society.

#### 7.1.4 Financial Transactions:

7.1.4-a Contracts: Except as otherwise provided in these Articles, the Council may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name and on behalf of the Society, and such authority may be general or confined to specific instances.

7.1.4-b Checks, Drafts, Etc.: All checks, drafts or other orders for payment of money, and all notes, bonds or other evidence of indebtedness issued in the name of the Society shall be signed by such officers, agent or agents, or employee or employees of the Society and in such manner as shall from time to time be determined by resolution of the Council.

7.1.4-c Deposits: All funds of the Society shall be deposited from time to time to the credit of the Society in such bank or banks as the Council may select.

7.1.4-d Fiscal Year: The fiscal year of the Society shall begin on the first day of each and every year and shall end on the last day of December of each and every year.

### 7.2 Meeting of the Council:

7.2.1 Annual Meeting of the Council: The Council shall meet at least annually at the time and place of the annual meeting of the membership.

7.2.2 Special Meetings of the Council: Special Meetings of the Council may be called at any time by the President as is deemed necessary for the conduct of the proper business of the Society. In the event of failure on the part of the President to call a Special Meeting, such a meeting may be called by any three members of the Council acting together in order to carry out the proper business of the Society.

7.2.2-a In the case of Special Meetings of the Council, the purpose of the meeting and the agenda for the meeting shall be provided with the notice of the meeting. Additions to the agenda may be made at the meeting with the majority consensus of the members present.

7.2.3 Notice of all Council meetings shall be given to each member of the Council at least ten (10) days prior to the time of the meeting.

7.2.4 The conduct of all meetings of the Council shall be in accordance with *Robert's Rules of Order, Newly Revised*, or as it may be amended from time to time.

7.2.5 At any meeting of the Council, properly called as required herein -forty percent (40%) of members present and voting for said meeting shall constitute the quorum necessary for transaction of the business of the meeting.

7.2.6 An action required or permitted to be taken at any meeting of the Council may be taken without a meeting if, following written, email or US mail, or telephone notice to all members of the Council, a majority of the members consent to the action by telephone or in writing, email or US mail, confirmed in written minutes submitted by the Secretary-Treasurer. All affirmative and dissenting votes shall be filed with such minutes.

### 7.3 Councilors:

7.3.1 At least ~~four (4)~~ **ten (10)** Councilors shall be selected. All Councilors shall be elected by the membership that is eligible to vote except as provided in Paragraph 7.4. Each shall be elected to represent a different area of interest or activity within the Society as determined by the Council. As described in paragraph 7.4, one Councilor shall be selected from the Associate Membership. Additional Councilors shall be elected from additional areas of interest or activity within the Society as determined to be appropriate by the Council.

7.3.2 Except where otherwise specified in these Articles, each Councilor must be an Active Member of the Society in good standing. **Additionally, to be**

**eligible to serve on the Council individuals must have had experience serving on an ASDIN committee, or subcommittee or workgroup.**

7.3.3 Each Councilor shall serve as a member of the Council where he shall represent the interest or activity within the Society for which he was selected in addition to serving the interest of the Society as a whole. **The Councilor shall serve as an ex officio member of the Committee pertinent to the Councilor's elected position.**

7.3.4 Terms of office for the Councilors: Terms shall be three (3) years and they shall have staggered terms so that no more than half of the total number of Councilors shall be elected each year. The mechanism for initiating these staggered terms shall be devised by the Council.

7.3.5 Rights and Liabilities of Councilors:

7.3.5-a Property Interest of Councilors: No Councilor of the Society shall have any right, title or interest in or to any property or assets of the Society either prior to or at the time of any liquidation or dissolution of the Society, all of which properties and assets shall at the time of any liquidation or dissolution vest in another charitable corporation.

7.3.5-b Non-Liability for Debts: The private property of the Councilors shall be exempt from execution or other liability for any debts of the Society and no Councilor shall be liable or responsible for any debts or liabilities of the Society.

7.3.6 Vacancies of Office Prior to Completion of a Term: A vacancy among the Councilors of the Society prior to the completion of the term of that office shall be filled by a majority vote of the Council.

7.4 Councilor selected from the Associate Membership: The then-current President, upon the recommendation of the Nominating Committee, shall appoint one of the **four ten (10)** Councilors referred to in paragraph 7.3.1 above. This individual must be an Associate Member of the Society in good standing. This councilor shall have both the privilege of voice and vote at all meetings of the Council.

7.4.1 Vacancies of Office Prior to Completion of a Term: Should a vacancy exist for the position of Associate Membership Councilor, the Nominating Committee shall select an individual from the list of Associate Members in good standing that is involved in the activities of the Society. This individual shall be recommended to the then active president for appointment to the Council

**ARTICLE VIII**  
**COMMITTEES, ~~AND~~ SUBCOMMITTEES and WORKGROUPS**

8.1 Executive Committee: The Executive Committee of the Council shall consist of the four officers. The Executive Committee shall have and may exercise all the authority of the Council in the intervals between meetings of the Council and shall direct the day to day activities of the Society, provided, however, that the Executive Committee shall have no authority to (i) approve or recommend to members actions or proposals required by the State of incorporation to be approved by members; (ii) fill vacancies on the Council or the Executive Committee thereof; or (iii) adopt, amend or repeal these Bylaws.

8.2 Finance Committee:

8.2.1 Composition: The Finance Committee shall consist of no less than three Active Members of the Society who are in good standing. This will include the chairmen of the Membership Subcommittee and the Marketing Subcommittee. The Chair of the Finance Committee shall be the Secretary-Treasurer. The members of the committee shall be appointed by the President.

8.2.2 Duties: The Finance Committee shall have the responsibility for overseeing the financial position of the Society including required resources, investment and reserves policy, and financial reporting to the Society's Council and Membership

8.2.3 Membership Subcommittee:

8.2.3-a Composition: The Membership Subcommittee shall consist of no less than three Active Members of the Society who are in good standing. The members of the committee shall be appointed by the President who shall also designate the Chairman of the Committee.

8.2.3.-b Duties: Maintain a membership plan that optimizes membership participation member retention and attracts new members.

8.2.4 ~~Marketing-Industry Relations~~ Subcommittee:

8.2.4-a Composition: The **Industry Relations Marketing** Subcommittee shall consist of no less than three Active Members of the Society who are in good standing. The members of the committee shall be appointed by the President who shall also designate the Chairman of the Committee.

8.2.4.-b Duties: The **Industry Relations Marketing** Subcommittee shall work to optimize financial position of ASDIN through partner and sponsor support **and ensure that conflict of interest and responsibility is**

**actively and regularly reviewed and that roles and responsibilities are modified as determined by this review.**

8.3 Nominating Committee:

8.3.1 Composition: The Nominating Committee shall be composed of the Immediate Past President (who shall serve as Chair), and two Active members appointed by the President.

8.3.2 Duties: The Nominating Committee, shall be responsible for conducting an election of Officers and Councilors as outlined in Paragraph IX.

8.3.3 Term of Office: The Nominating Committee shall be constituted only for the period of time required to carry out the responsibilities listed in Paragraph 8.2.2 with respect to one election unless otherwise directed by the Council.

8.4 Certification and Accreditation Committee:

8.4.1 Composition:

8.4.1-a Membership of the Certification and Aaccreditation Committee shall be selected from the membership of ASDIN And shall be appointed by the President of ASDIN, ~~on an annual basis.~~

8.4.1-b Membership of the Certification and Accreditation Committee shall be appointed so that major areas falling under the definition of Diagnostic and Interventional Nephrology adopted by ASDIN are represented.

8.4.1-c – The Certification and Accreditation Committee shall be composed of a minimum of five (5) members of ASDIN.

**8.4.1-d – The Councilor elected to represent Certification/Accreditation will be an *ex officio* member of the committee.**

8.4.2 Duties: The duties of the Certification and Accreditation Committee shall be to:

8.4.2-a develop the criteria for the certification and recertification of physicians in Diagnostic and Interventional Nephrology and make recommendations to the Council concerning the adoption of such;

8.4.2-b develop the criteria for the accreditation and reaccreditation of training programs in Diagnostic and Interventional Nephrology and make recommendations to the Council concerning the adoption of such;

8.4.2-c establish procedure and policies by which adequate review of applicants for either certification or accreditation may be accomplished:

8.4.2-d review the credentials of all physician applicants for certification and make recommendations to the Council of ASDIN;

8.4.2-e review the credentials of all program applicants for accreditation and make recommendations to the Council of ASDIN;

8.4.2-f make reports to the Council on matters relating to certification and accreditation;

8.4.2-g advise the Council on matters relating to certification and accreditation;

8.4.2-h review reports, inquiries, or problems that are referred by the Council; and

8.4.2-i formulate and periodically review the policies and procedures that serve as the basis for decisions made regarding individual certification and/or program accreditation.

8.4.3 Appeals of the Decision of the Committee: As a last resort, if an applicant has been denied certification, recertification, accreditation or reaccreditation by the Certification and Accreditation Committee and has requested reconsideration by the Certification and Accreditation Committee and been denied certification, recertification, accreditation or reaccreditation a second time by the Certification Committee, the applicant may appeal to the Grievance Committee as described in Article 8.5.

## 8.5 Grievance Committee:

8.5.1 Creation: When any adverse action is taken against a member of the Society, that individual shall be afforded the right of a hearing before a Grievance Committee. The President shall appoint this Committee for the purposes of this hearing after which it shall be dissolved.

8.5.2 When notified of the right of a hearing, the individual affected shall have 30 days to respond. After this time, if no affirmative response has been received, the individual shall be deemed to have waived the right to a hearing.

8.5.3 Composition: The President shall appoint the Grievance Committee which shall be composed of three members of the Society at least one of which is of the same category of membership as the individual in question. One member shall be designated by the President to chair the committee.

8.5.4 Duties: The Grievance Committee shall request, hear, and review all information felt to be pertinent to the issue of the grievance, after which time they shall submit to the Council their findings as to the facts of the issue along with a recommendation for action,

8.5.4-a The findings and recommendations shall be reviewed by the Council. The individual against whom the adverse action is directed shall be afforded the opportunity to address the Council at the time the report of the Grievance Committee is being reviewed.

8.5.4-b Following this procedure and willful consideration being given to the report and recommendations of the Grievance Committee, the Council shall carry out the action that in the judgment of the Council is in the best interest of the Society.

8.5.5 The member may appeal the decision of the Council to a Panel appointed by the President. The modus of appeal must be delivered by the member to the President within 10 days after mailing of notice of the action by the Council to the member.

8.5.6 The activities of the Grievance Committee, the Appeals Panel, and the resulting notice of action taken by the Council and the Appeals Panel may be completed by telephone, by mail or by email.

## 8.6 Education Committee

8.6.1 Composition: The Education Committee shall be composed of no less than three Active Members of the Society who are in good standing. This will include the chairmen of the Training Subcommittee and the Program Subcommittee. The members of the Committee shall be appointed by the President who shall also designate the Chairman of the Committee. **The Councilor elected to represent Education will be an *ex officio* member of the committee.**

8.6.2 Duties: The Education Committee shall have the responsibility for planning, promoting, organizing and conducting the educational activities of the Society. It shall utilize at least two subcommittees to carry out its activities – The Training Subcommittee and The Program Subcommittee. Other subcommittees shall be created by the Chairman of the Education Committee in order to carry out the proper functions of the Education Committee as deemed necessary with the advice and consent of the Council.

8.6.3 Training Subcommittee:

8.6.3-a Composition: The Training Subcommittee shall be composed of no less than three Active Members of the Society who are in good standing. The members of the Subcommittee shall be appointed by the President who shall also designate the Chairman of the Subcommittee.

8.6.3-b Duties: The duties of the Training Subcommittee shall be to:

8.6.3-b-1 promote training in diagnostic and interventional nephrology,

8.6.3-b-2 develop, maintain and promote the use of an official training curriculum for the Society,

8.6.3-b-3 monitor and periodically report to the Society on the status of training in diagnostic and interventional nephrology in the United States, and

8.6.3-b-4 To carry out those other duties that may from time to time be assigned by the Council.

8.6.4 Program Subcommittee:

8.6.4-a Composition: The Program Subcommittee shall be composed of no less than three Active Members of the Society who are in good standing. The members of the Subcommittee shall be appointed by the President who shall also designate the Chairman of the Subcommittee.

8.6.4-b Duties: The duties of the Program Subcommittee shall be to:

8.6.4-b-1 plan, organize and conduct scientific meetings of the Society,

8.6.4b-b-2 promote scientific meetings of the Society,

8.6.4-b-3 monitor the quality and effectiveness of scientific meetings of the Society and periodically report to the Society on the results of this activity, and

8.6.3-b-4 carry out those other duties that may from time to time be assigned by the Council.

## 8.7 Clinical Practice Committee

8.7.1 Composition: The Clinical Practice Committee shall be composed of no less than three Active Members of the Society who are in good standing. The members of the committee shall be appointed by the President who shall also designate the Chairman of the Committee. **The Councilor elected to represent Clinical Practice will be an *ex officio* member of the committee.**

8.7.2 Duties: The duties of the Clinical Practice Committee shall be to;

8.7.2-a review clinical practice issues related to diagnostic and interventional nephrology,

8.7.2-b develop position and policy statements relative to these issues and report these to the Society. These reports may be in the form of publications,

8.7.2-c maintain a compendium of best practice policies for the Society,

8.7.2-d coordinate with the Training Subcommittee to assure that the official training curriculum of the Society reflects best practice policies and procedures, and

8.7.2-e carry out those other duties that may from time to time be assigned by the Council.

## 8.8 Communications Committee

~~8.8.1 Composition: The Communications Committee shall be composed of no less than three Active Members of the Society who are in good standing. The members of the Committee shall be appointed by the President who shall also designate the Chairman of the Committee.~~

~~The Councilor elected to represent Communications will be an *ex officio* member of the committee.~~

~~8.8.2 Duties: The Communications Committee shall have the responsibility for planning, promoting, organizing and conducting the communication activities of the Society. Subcommittees shall be created by the Chairman of the Communications Committee in order to carry out the proper functions of the Communications Committee as deemed necessary with the advice and consent of the Council.~~

**8.89** Bylaws Committee:

**8.89.1** Creation: These Articles shall be reviewed from time to time by the Council to determine if additions, deletions or alterations appear to be indicated for the proper function of the Society. When changes are felt to be indicated, the President shall appoint a Bylaws Committee.

**8.89.2** Composition: The Bylaws Committee shall be composed of the Secretary-Treasurer (who shall serve as chair) and two Active Members of the Society appointed by the President.

**8.89.3** Duties: The duties of the Bylaws committee shall be:

**8.89.3-a** After having received the recommendations of change from the Council shall prepare an amendment or alteration for the Bylaws to be presented to the general membership as described in Article XII. The content of the amendment or alteration must be satisfactory to the Council.

**8.910** Public Policy **and Coding** Committee:

**8.910.1** Composition: The Public Policy **and Coding** Committee shall consist of no less than three Active Members of the Society who are in good standing. The members of the committee shall be appointed by the President who shall also designate the Chairman of the Committee. **The Councilor elected to represent Public Policy and Coding will be an *ex officio* member of the committee.**

**8.910.2** Duties: The Public Policy **and Coding** Committee shall work to assure the representation of ASDIN in public policy debate and serve as a

liaison with other organizations in promoting fair and equitable regulatory and legislative measures to the benefit of the membership of the Society.

**8.101** Other Committees ~~and Workgroups~~:

Establishment: Other committees, ~~and~~ subcommittees and workgroups, and its' members, may be designated by the President or by resolution adopted by the Council.

**8.10.1** The workgroups shall be created for clearly defined short-term objectives and shall be composed of ASDIN members who offer knowledge, skill or representation pertinent to and directly relevant to the specific objective(s). Non-ASDIN members may be invited to participate in and contribute to the workgroup. Unless specified otherwise, the workgroups shall report findings and offer recommendations but shall have no authority for implementation without approval of Council. The workgroup shall be dissolved after completion of it's work, if it is unable to fulfill it's objective(s) after a reasonable period of time or by resolution of Council.

8.112 Those Eligible for Committee Membership: Except as otherwise provided in such resolution, any member (of any category) of the Society in good standing can serve on a committee. The President shall appoint the members of such committees unless otherwise stipulated in a resolution of the Council. Any member of such committees may be removed by the person authorized to appoint such member whenever in their judgment the best interests of the Society shall be served by such removal.

8.123 Terms of Office for Committees: Each member of a committee shall continue as such until the next annual meeting of the membership or until his successor is appointed or elected, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

8.134 Chairs of Committees: Unless otherwise provided in these Articles, the person or persons authorized to appoint the members of the committee shall appoint one member of each committee the Chair.

8.145 Conduct of Business: Except where otherwise stipulated in these Articles, positive actions of all committees shall be taken by a single majority of the members present and voting, and those members present and voting shall constitute a quorum. All actions of all committees shall be subject to review by the Council. Minutes of each committee's meetings shall be taken and maintained by a Secretary for the committee

who is appointed by the committee chairman. Minutes of all committee meetings shall be submitted to the Council for approval.

8.156 Authority of Committees: All committees with the exception of the Executive Committee are advisory to the Council and do not have powers to take independent action on behalf of ASDIN unless approved by the Council.

## ARTICLE IX - ELECTION OF OFFICERS AND COUNCILORS

9.1 Call for Nominations/Slate of Candidates: The Nominating Committee, as described in Paragraph 8.3, shall issue a Call for Nominations **for Councilor positions** to the membership and develop a slate from among eligible candidates. **The Nominating Committee shall issue a Call for Nominations for Officer positions to the Council and develop a slate from among eligible candidates.** The final slate of **Officer and Councilor** candidates will be presented to the ASDIN Council for information purposes.

9.2 Ballot - The Nominating Committee shall prepare a ballot with the slate of candidates which will be made available to the membership by email or by US mail at least sixty (60) days prior to the Annual Meeting. **An opportunity for write in votes will be incorporated into the ballot.**

9.3 Election Rules - Only individual members in good standing on the record date as outlined in Paragraph 4.4 will be permitted to vote. The Nominating Committee, with the approval of the Council, shall set the date that the ballot will be distributed each year. Procedures will be adopted to maintain the integrity of the election process. All ballots must be returned to the ASDIN no later than thirty (30) days prior to the date of the Annual Meeting.

9.4 Election Results - The votes will be tallied after the return date specified by the Nominating Committee. A simple majority of the votes cast shall be required to elect a nominee to any office. In the event of a tie vote, the winner will be determined by the flip of a coin conducted by the Nominating Committee. It will be the responsibility of the Nominating Committee Chair or their designee to receive results and notify all candidates of the election outcomes. The Chairman of the Nominating Committee or his designee will contact the nominees to advise them of results no later than ten (10) days after votes are tabulated. Results will be announced at the Annual Membership Meeting and through appropriate membership communications.

**ARTICLE XII**  
**ADOPTION AND AMENDMENTS TO ARTICLES**

12.1 Adoption of Bylaws: These Articles may be adopted by a resolution approved by a majority of the membership present and voting at the first annual meeting following their approval by the Council of the Society. These Bylaws may be amended or altered at the time of such meeting by a majority vote of said membership.

12.2 Changes to Bylaws:

12.2.1 These Articles may be altered, amended, or repealed and new Articles be adopted by a resolution approved by a majority of the membership present and voting at the annual meeting, **or by membership ballot in any form permitted by law**, or at any special meeting, if at least thirty (30) days written notice is given of an intention to alter, amend, or repeal these Articles or to adopt new Articles at such meeting: **provided that a quorum of at least twenty (20) members at the annual meeting, or ballots cast by at least fifty (50) members, is required to amend the Bylaws.**

12.2.2 The basis for proposed changes to the Bylaws shall originate from the Council. It shall be the responsibility of the Council to review these Articles from time to time to determine if additions, deletions, or other changes are appropriate. Additionally, any member in good standing may recommend a change to the Articles to the Council for their consideration. Proposed changes based upon such recommendations shall be at the discretion of the Council.

~~12.2.3 All change to the Bylaws will be handled in accordance with Paragraph 8.9.~~

12.2.34 Changes that are purely editorial in nature will be made by the Executive Committee and require no action by the Membership of the Society.

12.2.45 No change in the Bylaws will be adopted that is inconsistent with the Articles of Incorporation of the Society. In instances in which such a change is contemplated, a change in the Articles of Incorporation must first be accomplished, providing such change is allowed by the laws of the State of Delaware.