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2007 BYLAWS
OF
THE SOCIETY FOR PEDIATRIC RADIOLOGY

ARTICLE I

NAME, PURPOSE AND NON-PROFIT

Section 1. Name: The name of this Corporation shall be The Society for Pediatric Radiology.

Section 2. Purpose: The purposes of this Corporation (Society), the SPR, are to operate exclusively for charitable, educational and scientific purposes in connection with the field of pediatric radiology, including but not by way of limitation, to furnish leadership and to foster advances in pediatric radiology; to afford a forum for the exchange of knowledge pertaining to research and training in pediatric radiology; to stimulate investigation and teaching in the methods of pediatric radiology; to enhance the study of pediatric radiology by establishing lectureships and appropriate evaluation procedures in pediatric radiology where appropriate; to encourage contributions consistent with the foregoing purposes to the field of pediatric radiology by recognizing such contributions through extension of membership in pediatric radiology; to make distributions for the foregoing purposes to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or the corresponding provisions of any future United States internal revenue statute; to do any engage in any and all lawful activities that may be incidental or reasonably related to any of the foregoing purposes; and to have and exercise all powers and authority now or hereafter conferred upon not-for-profit corporations under the laws of the state of Minnesota.

Section 3. Non-Profit: Notwithstanding the foregoing or any other provision of these Bylaws:

(1) No part of the net earnings or assets of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered by third parties (other than members, directors, officers) and to make other payments and distributions in furtherance of the purposes set forth above.

(2) The members of this corporation shall have no personal liability whatever for any corporate obligations, debts or liabilities.

(3) No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaigns on behalf of (or in opposition to) any candidate for public office.

(4) The Corporation shall not conduct any activities not permitted to be carried on (a) by an organization exempt from federal income tax under Section 501 (c)(3) of the Code, or the corresponding provision of any future United States internal revenue statute or (b) by an organization

contributions to which are deductible under Section 170(c)(2) of the Code, or the corresponding provision of any future United States internal revenue statute.

ARTICLE II

MEMBERSHIP

Section 1. Membership: Membership in this corporation, except for Honorary and Associate membership, shall be limited to persons who are Doctors of Medicine or Doctors of Osteopathy, and who are licensed to practice medicine or osteopathy, whose principal interest is in or related to the practice of pediatric radiology and who satisfy such other qualifications as are set forth by the Bylaws.

Section 2. Classes of Membership: The classes of membership shall be Active, Associate, Corresponding, Emeritus, Honorary, Member-in-Training and Inactive.

(1) **Active Membership:** This class of membership shall be limited to those North American physicians with a significant interest in the clinical, educational and research practice of pediatric radiology or pediatric radiation oncology, and who are Diplomates of the American Board of Radiology or the American Board of Nuclear Medicine, or other appropriate specialty Boards acceptable to the Board of Directors, or who are certified in Radiology by the Royal College of Physicians and Surgeons of Canada, or by the College of Physicians and Surgeons of Quebec, or who have equivalent qualification, as determined by the Board of Directors. In addition, the physician must have completed a minimum of one year of training in pediatric radiology above and beyond the required by ordinary Board Examination in Radiology or other acceptable boards or demonstrated his or her competence and practice time in pediatric radiology considered by the Board of Directors to be equivalent to such additional training.

An Active member shall have all the rights and privileges of membership in this Corporation, including the right to vote, to serve on committees, and to hold any office in this Corporation, and shall be required to pay annual dues.

(2) **Associate Membership:** Other radiologists, other physicians, or scientists residing in North America who are interested in the science and practice of pediatric radiology but who do not fully qualify for Active membership may apply for Associate membership in this Corporation. An Associate member shall have all the privileges of Active membership except that he or she shall not have a vote, shall not serve on committees except as a consultant, and shall not hold any office in this Corporation. He or she shall pay annual dues in the amount determined by the Board of Directors and ratified by the membership.

(3) **Corresponding Membership:** Pediatric radiologists otherwise eligible for Active membership but working or residing at such a distance outside of North America that they are unable to regularly attend the meetings of this Corporation may be elected Corresponding members. Application for Corresponding membership follows the procedure as application for Active membership. Corresponding members shall have all the privileges of Active membership except that (s)he shall not have a vote and shall not hold any office of this Corporation. Corresponding members may serve on committees and shall pay annual dues in the amount determined by the Board of Directors.

(4) **Emeritus Membership:** At the written request of any Active member or Associate to the Secretary and with the approval of the Board of Directors, such member no longer in the active practice of

medicine may be denoted as Emeritus. An Emeritus member shall have the privileges of Active membership except that he or she shall not have a vote, shall not serve on committees, and shall not hold any office in this Corporation. No dues shall be required of an Emeritus member.

(5) Honorary Membership: Honorary membership may be conferred by the Honors Committee upon any individual who has made outstanding contributions to pediatric radiology or to The Society and who would be otherwise ineligible for membership. No dues shall be required of an Honorary Member.

(6) Member-in-Training: Pediatric radiologists during their fellowships may, prior to the annual meeting year, apply to be Members-in-training. Member-in-Training membership is effective immediately upon receipt of a complete application form indicating eligibility for membership in training status.

The Board-certified Member-in-training shall be presented to the membership for election to be an Active member at the annual meeting immediately preceding completion of fellowship training, effective at the completion of fellowship training. The non-Board certified Member-in-Training shall be presented to the membership for election to be an Associate member at the annual meeting immediately preceding completion of fellowship training, effective at the completion of fellowship training. A Member-in-training shall have all the privileges of Active membership except those that are a benefit paid for by dues and that he or she shall not have a vote and shall not hold any office of this Corporation. He or she shall not pay dues while a Member-in-training. A Member-in-training shall not pay any registration fee for the annual meeting.

(7) Inactive: An Active member can request, in times of illness, a change to inactive status. This request should be made in writing to the Secretary and should include, if possible, the length of time (in years) the inactive status may be necessary. The Secretary and the President will evaluate each request and answer within 30 days.

The Inactive members shall pay no dues and shall therefore not receive a subscription to the official journal of the Society, *Pediatric Radiology*, as a benefit of membership. Active membership may be resumed after requesting such from the Secretary of the Society.

(8) SCORCH: An SPR member who is head of a radiology department in a pediatric hospital (as defined by SCORCH) may also apply to be a member of the society for chairmen of radiology in children's hospitals (SCORCH) and shall pay additional fees as a condition of participation in scorch meetings and activities.

Section 3. Membership Application: Any licensed physician who satisfies the qualifications for Active, Associate, OR Corresponding membership as set forth above may apply for membership directly in writing to the society secretary.

(1) Membership Application: The secretary shall delegate complete examination of the credentials of the individual applicant to staff. These credentials must include a completed application form; letters of recommendation from two Active members of this Corporation, and such other documented information as may be required. The secretary shall circulate to the members of the Board of Directors the names of those with completed, satisfactory applications at intervals throughout the year. When an application is approved by the board, the names of each new member candidate will be circulated in one of the quarterly mailings of the society and/or posted on the SPR website.

(2) **Process for Admission to Training Membership:** an applicant for Training Membership will secure a sponsorship signature from the fellowship program director or designee. The board authorizes training membership to begin immediately upon receipt of the signed application.

(3) **Training Members promotion to Full Membership:** Training member must supply a request for promotion accompanied by the same credentials required for an application for full membership. When this is done, the training member's name will be presented to the Board of Directors and the membership for election.

(4) **Appeal Rights for Membership:** Upon receipt of a timely written appeal by a candidate, the Board of Directors shall refer the application and all relevant candidate materials, to the Judiciary Committee for final decision. The Judiciary Committee will consider the appeal in accordance with the policies and procedures relating to appeals it has previously established, and will inform the board and the candidate of its decision on the appeal in writing.

The applicant so notified may, within ninety (90) calendar days of mailing of such notification, advise the president of this corporation that a hearing before the Judiciary Committee is requested. The Judiciary Committee must grant such a hearing before the next annual meeting of this corporation. Following the hearing, the Judiciary Committee shall vote by secret ballot, and if a majority of the entire Judiciary Committee votes to recommend membership, the applicant's name shall be submitted to the active membership for a review and election. In the event that the applicant fails to receive the necessary majority vote of the entire judiciary committee, the secretary shall so notify said applicant by receipt-documented mail within thirty (30) calendar days. The applicant shall have no further right of appeal but may reapply for membership in two years from the date of the vote by the Judiciary Committee.

(5) **Election of Membership:** the names of candidates who have been approved by the board of directors, shall be distributed to all members in one of the quarterly mailings and on the SPR website for a review period. Members may comment on the candidates' qualifications to the membership committee within one month from circulation/posting of the list. If any written letters of protest are submitted for a candidate, the Board of Directors shall reconsider the application and may either:

- a. Approve the application, constituting election of membership.
- b. Deny the application for membership and inform the candidate of this denial and the candidate's right to appeal such denial in writing to the SPR board of directors. If the candidate does not file a timely appeal, the board's denial shall be final.
- c. The board of directors may conduct additional investigation or consider, on recommendation of the secretary or, an appeal by the candidate. The board will inform the candidate of its decision in writing.
- d. Following successful election, members will be admitted to the Society. When notified of election, a prorated dues invoice will be sent and the benefits of membership will begin.

Section 4. Termination of Membership: Membership in the Corporation shall be terminated by the Board of Directors for nonpayment of dues or for unethical conduct deemed detrimental to the Society. In any case where the Board of Directors intends to terminate the membership of a member for unethical behavior deemed detrimental to the Society, the Secretary of this Corporation shall notify the member by receipt-documented mail within thirty (30) calendar days indicating therein the reason for proposed termination. The member shall have an opportunity to be heard at the next regularly-scheduled meeting of the Board of Directors. The member must notify the Secretary of the Society, in writing, of the request to

have the matter heard by the Board no fewer than 5 days prior to the Board meeting. If the member does not request a hearing or if the board does not change its decision after hearing from the member, Board action to terminate membership is effective at the adjournment of that next regularly-scheduled Board meeting.

Section 5. Reinstatement of Membership: Once terminated, the member so notified may advise the President of this Corporation that he or she requests that a Judiciary Committee hearing be held. Following the hearing, the Judiciary Committee shall vote in secret ballot, and if by a two thirds vote, the Judiciary Committee members elect to reinstate to Active membership, the member is reinstated as a member of the Society. In the event that the member fails to receive the necessary two-thirds vote of the Judiciary Committee, the Secretary shall so notify said member by receipt-documented mail within thirty (30) calendar days of the hearing. The member shall have no further right of appeal but may reapply for membership in two years from the date of the vote of termination by the Board of Directors.

Section 6. Quorum at Annual Meeting: In the event that a quorum is not present at the annual meeting, vote on membership matters shall be postponed until the next annual meeting when a quorum is present.

ARTICLE III

OFFICERS

Section 1. Number: The officers of this Corporation shall be a Chair of the Board of Directors who is the immediate Past-President of this Corporation, the President, the President-Elect, the First Vice-President, a Second Vice-President, a Secretary, and a Treasurer. The Active membership may elect all of the officers enumerated and in the manner presented herein. Every three years, the members shall elect a Secretary-elect and a Treasurer-elect, who after one year in office, succeed to the Secretary and Treasurer positions respectively

Section 2. Qualifications: Each officer shall be an Active member in good standing of this Corporation.

Section 3. Ascension, Designation, Election and Term of Office: The officers of this Corporation shall ascend and be designated in the following manner.

- (1) The President shall ascend and be designated to the office of the Chair of the Board upon the expiration of the term of the Chair;
- (2) The President-Elect shall ascend and be designated to the office of the Presidency upon the expiration of the term of the President; and
- (3) The First Vice-President shall ascend and be designated to the office of the President-Elect upon the expiration of the term of the President-Elect.
- (4) The Second Vice-President shall ascend and be designated to the office of the First Vice-Presidency upon the expiration of the term of the First Vice-President.

The officers of the Corporation to be elected by the Active membership shall be elected annually for a one-year term unless the term of office is for a longer period of time and stated herein (Secretary and

Treasurer). Election shall be held at the annual business meeting. Each officer shall hold office until a successor shall have been duly elected or shall have been removed in the manner hereinafter provided.

Election or appointment of an officer or agent shall not of itself create contract rights.

Section 4. Removal: Any officer or agent may be removed by the Board of Directors by its majority vote, with or without cause, whenever in its judgment the best interests of this Corporation will be served thereby.

Section 5. Vacancies: A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by the appointment of a replacement by the Board of Directors for the unexpired portion of term or as hereinafter provided.

(1) **Chair of the Board:** In the event of the inability of the Chair of the Board of Directors to serve because of death, or for other cause, the President shall assume the duties of the Chair of the Board of Directors in addition to his duties as President.

(2) **President:** In the event of the inability of the President to serve because of death or other cause, the First Vice-President shall succeed to the Presidency, and will then remain as President the following year.

(3) **President-Elect:** In the event of the inability of the President-Elect to serve because of death or other cause, the First Vice-President shall perform the duties of both the First Vice-President and President-Elect. At the following annual meeting, the President-Elect shall become President, and the Second Vice-President shall become the President-Elect, and a First Vice-President and Second Vice-President shall be elected as prescribed in Article V.

(4) **First Vice-President:** In the event of the inability of the First Vice-President to serve because of death or for other cause, the Second Vice-President shall perform the duties of both the First Vice-President and the Second Vice-President. At the following annual meeting the acting First Vice-President shall become the President-Elect, and a First Vice-President and Second Vice-President shall be elected as prescribed in Article V.

(5) **Second Vice-President:** In the event of the inability of the Second Vice-President to serve because of death or for other cause, the President with the approval of the Board of Directors shall appoint a Second Vice-President until the next annual meeting of the Board of Directors and such appointee shall perform the duties of the Second Vice-President. At the following annual meeting, a Second Vice-President shall be elected as prescribed in Article V.

(6) **Secretary:** In the event of the inability of the Secretary to serve because of death or for other cause, in years that a secretary-elect has been elected, the secretary-elect will serve the balance of the secretary's term and continue as secretary for his/her own term. In other years, the President, with the approval of the Board of Directors, shall appoint a replacement to serve until the next annual meeting, at which time a Secretary shall be elected as prescribed in Article V.

(7) **Treasurer:** In the event of the inability of the Treasurer to serve because of death or for other cause, in years that a treasurer -elect has been elected, the treasurer -elect will serve the balance of the treasurer's term and continue as treasurer for his/her own term. In other years, the President, with the approval of the Board of Directors, shall appoint a replacement to serve until the next

annual meeting, at which time a Treasurer shall be elected as prescribed in Article V.

Section 6. Duties: The duties of the Chair of the Board of Directors, the President, the President-Elect, the First Vice-President, the Second Vice-President, the Secretary and the Treasurer shall be the duties commonly pertaining to such offices. The Officers shall discharge their duties in good faith with that diligence and care which an ordinarily prudent person in a like position would exercise under similar circumstances.

(1) **Chair of the Board:** The Chair of the Board shall be the Chief Executive Officer of the Corporation and in charge of administrative and political affairs and decisions, matters of policy and definition; shall exercise such duties as customarily pertain to the office of the Chair of the Board; may call special meetings of the Board of Directors or the members, upon giving notice as provided in Articles IV and VIII. The Chair of the Board serves as Chair of the Bylaws and Nominating Committees.

(2) **President:** The President shall be the Chief Operating Officer of this Corporation and, subject to the control of the Board of Directors, shall in general supervise and control all of the business, the program for the annual meeting, and scientific issues. The President serves as Chair of the Program Committee. The President shall be an ex-officio member of all other committees except the Gold Medal Committee, and shall, when present, and in the absence of the Chair of the Board, preside at all meetings of the members and meetings of the Board of Directors. He or she shall exercise such duties as customarily pertain to the office of the President and shall have general and active supervision over the property, business and affairs of the Corporation and over its several officers. The President may appoint officers, agents, or employees other than those appointed directly by the Board of Directors. The President may sign, with the Secretary or any other proper officer of this Corporation there unto authorized by the Board of Directors, all deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officers or agent of this Corporation, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

(3) **President-Elect:** The President-Elect will assist in the planning and execution of the annual meeting. The president-elect will serve as the chairman of the Meeting Site Selection Committee. The President-Elect, when present, shall possess the power and may perform the duties of the President in his absence or disability; shall perform other such duties as may be prescribed from time to time by the President or the Board of Directors, including but not limited to, the duties of President-Elect, generally.

(4) **First Vice-President:** The First Vice-President will assist in the planning of the annual and future meetings. The First Vice-President shall perform such duties as may be assigned to him or her by the Board of Directors or President. In the absence or disability of the President-Elect, the First Vice President shall perform the duties and exercise the powers of the President-Elect.

(5) **Second Vice-President:** The Second Vice-President shall have such powers and perform such duties as may be assigned to him or her by the Board of Directors or the President, and in the absence or disability of the First Vice-President, shall perform the duties and exercise the powers of the First Vice-President and the Second Vice-President.

(6) Secretary: The Secretary shall: (a) keep the minutes of the proceedings of the members and of the Board of Directors and the Business Meeting; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; © be custodian of the corporate records; (d) keep a register of the post office address of each member which shall be furnished to the Secretary by such members; and (e) in general perform duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

(7) Treasurer: The Treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of this Corporation; (b) receive and give receipts for monies due and payable to this Corporation from any source whatsoever, and deposit all such monies in the name of this Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these Bylaws; © in general perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors. If required by the Board of Directors, the Treasurer shall give bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine.

The Treasurer shall be responsible to the Board of Directors and the President for all financial control and internal audit of this Corporation.

ARTICLE IV

BOARD OF DIRECTORS

Section 1. General Powers: This Corporation shall be managed by its Board of Directors.

Section 2. Number, Tenure and Qualifications: The Board of Directors shall consist of thirteen (13) - sixteen (16) persons: the Chair who shall be the immediate Past-President, the President, the President-Elect, the First Vice-President, the Second Vice-President, the Secretary, the Treasurer, six (6) elected Active members in good standing, two of whom shall be elected annually for a three-year term to replace the two individuals whose term of office has expired and the editor of the *Americas for Pediatric Radiology*, the editor of the society's website, and the President of the Society for Chairmen of Radiology in Children's Hospitals (SCORCH) who will serve ex officio without vote. In years that a secretary-elect and treasurer-elect have been elected, they sit as voting members of the board of directors.

Section 3. Meetings:

(1) Regular Meetings: A regular meeting of the Board of Directors shall be held before the annual meeting of this Corporation at the place of said meeting without further notice other than this Bylaw provision and at such other time and place as the Board of Directors may designate and properly give notice.

(2) Special Meetings: Special meetings of the Board of Directors may be convened upon the call of the Chair of the Board of Directors or of any two (2) Directors at such time and place as set forth in the notice of said meeting.

(3) **Agenda:** All major matters for discussion or action thereon, unless otherwise approved by the Chair of the Board or a majority of the Board, shall be submitted to the Chair of the Board to be placed on the agenda ten (10) days prior to an annual meeting. The matters for discussion or action thereon at special meetings shall, unless otherwise approved by the Chair of the Board or a majority of the Board, be submitted to the Chair of the Board one day prior to the meeting.

Section 4. Conduct of the Meetings: At meetings of the Board of Directors, the Chair of the Board, or in his or her absence, the President, or the President-Elect shall preside. A majority of the members of the Board of Directors shall constitute a quorum and shall adjourn any meeting from time to time until a quorum shall be present.

Section 5. Notice: Unless otherwise specified in these Bylaws, a written notice of each meeting of the Board of Directors stating the time, place and in the case of a special meeting, the purpose of the meeting, shall be delivered or mailed by a duly authorized person to each Director, properly addressed according to the last available Corporation records not less than five (5) nor more than thirty (30) calendar days before the meeting, excluding the day of the meeting.

A Director may make written waiver of notice before, at, or after a meeting. The waiver shall be filed with the person who has been designated to act as Secretary of the meeting who shall enter it upon the records of the meeting. Appearance at a meeting is deemed a waiver unless it is solely for the purpose of asserting the illegality of the meeting.

Section 6. Quorum: A quorum for the transaction of business at the meeting of the Board of Directors shall be a majority of the Board membership, as stated in Article IV, Section 2, unless otherwise provided by the Bylaws.

Section 7. Manner of Acting: The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors unless provided by the Bylaws. A three-fourths of the Active members present and voting at the annual general meeting is required to over-turn any action of the Board of Directors.

Section 8. Action Without a Meeting: An action that could be taken at a meeting of the Board of Directors may be taken without a meeting when authorized in writing and signed by a least two-thirds of the Directors.

Section 9. Vacancies: Any vacancies in the Board of Directors, except where the Bylaws prescribed otherwise with respect to the ex-officio Board members, shall be filled by the remaining Directors, though less than a quorum, by selection of an Active member/members in good standing. Any persons so selected shall hold office for the remainder of the unexpired term or until a successor has been elected.

Section 10. Manner of Election: by a majority vote of the Active members participating in the election. Balloting shall take place either via us mail or electronically, and ballots must be received no more than 30 days and no fewer than five days before the next annual meeting, at which the results shall be announced

Section 11. Duties and Powers: The Directors shall discharge their duties in good faith with that diligence and care which an ordinary prudent person in a like position would exercise under similar circumstances.

Section 12. Voting: At all meetings of the Board of Directors, each Director shall have one (1) vote. All of the Directors shall have equal rights, privileges, duties and authority to act as members of the Board of Directors of this Corporation.

Section 13. Manifestation of Dissent: A Director of this Corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the meeting action taken unless his dissent shall be entered in the minutes of the meeting or unless he shall file his written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward such dissent by receipt-documented mail to the Secretary of this Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

Section 14. Removal of Director: The Active members, by two-thirds vote of those present and voting at annual general meeting, may with or without cause remove a Director or the entire Board of Directors from office. Neither a Director nor the entire Board of Directors shall be removed from office unless the notice of the annual or special meeting at which removal is to be considered states such a purpose. When the Director or Board of Directors has been removed, new Directors may be elected at the same meeting.

Section 15. Resignation: Any Director may resign his office at any time, such resignation to be made in writing and to take effect immediately upon acceptance.

Section 16. Non-Voting Participant: The Chairman of the Board may invite a person or persons to attend the Board of Directors meeting as non-voting participants.

ARTICLE V

NOMINATION, NUMBER AND ELECTIONS

Section 1. Nomination of Officers and Directors: Officers and Directors of this Corporation shall be elected at the annual meeting. A slate of nominees shall be presented by the Nominating Committee, and shall be published in the final notice of the meeting. Additional nominations may be made from the floor.

Section 2. Number of Nominations: Nominations shall be made for the following officers: each year a Second Vice-President, two (2) members of the Board of Directors for a three (3) year term; a Secretary, and a Treasurer for the three (3) year term, in those years where applicable. The Secretary and the Treasurer shall be elected so that the first year of the term coincides with the last year of the predecessor's term. This year shall be served as Secretary-elect/Treasurer-Elect.

Section 3. Elections: In all cases where more than one person is nominated for the same office, votes shall be cast by secret ballot.

(1) **Chair of the Board, President, President-Elect and First Vice-President:** At each annual meeting, the person elected as Second Vice-President at the preceding annual meeting, shall automatically succeed to the office of First Vice-President; the person whose term as First Vice-President has expired shall become the President-Elect, and the person whose term as President-Elect has expired shall become the President; and the person whose term as President has expired shall become Chair of the Board of Directors.

(2) Manner of Election: In electing Officers and Directors, each Active member in good standing may cast one vote for any nominee for each vacant position. Balloting shall take place either via us mail or electronically, and ballots must be received no more than 30 days and no fewer than five days before the next annual meeting, at which the results shall be announced. The nominee having the greatest number of votes from those cast by Active members shall be declared elected. In case no nominee has a plurality of the votes, the two or more nominees who have the greatest or same number of votes shall be voted upon again until one nominee shall have a plurality of the votes cast. In such case, all nominees other than those who have received the greatest number of votes shall be eliminated in subsequent balloting. In case the only nominees for election to an office shall receive the same number of votes in any election, the additional nominations for such office may be made before another vote is taken.

ARTICLE VI

COUNCILORS

Section 1. Councilors to the American College of Radiology: The Chairman of the Board of Directors will, in accordance with the bylaws of the American College of Radiology, nominate for approval of the Board of Directors, active members in good standing of this Society to serve as Councilor and Alternate Councilor on the Council of the American College of Radiology. The Councilor, or in his or her absence, the Alternate Councilor, will be required to submit a report to each meeting of the Board of Directors. The Councilor and Alternate Councilor are not Officers of this Corporation nor shall they hold themselves out as Officers of this Corporation or have the authority to bind the Corporation. The Councilor will serve a term of three years; the Alternate Councilor will serve a one-year, renewable term.

ARTICLE VII

COMMITTEES

Section 1. Executive Committee: There shall be an Executive Committee consisting of the elected officers of the Society, the Chair, the President, the President-elect, the first Vice President, the Second Vice President, the Secretary, the Treasurer and, ex officio, the Executive Director. The Chair of the Executive Committee will be the Second Vice President at the time of the appointment and will serve three years. The members of the Executive Committee will serve as long as they serve as officers of the society.

The Executive Committee shall have on-going strategic planning responsibilities and such powers and duties as may be delegated to it by the Board of Directors. The Board of Directors may delegate to the Executive Committee any of its duties except those required by these bylaws to be performed by the Board of Directors.

Section 2. Finance Committee: The Board of Directors shall appoint a Finance Committee, which shall consist of three (3) Active members, one being appointed by the President each year for a three (3) year term, one of whom will be named as chair; the President-Elect, the First Vice-President, the Second Vice-President, and the Treasurer. The appointment to the role of chair will initiate a new three year term. The Board may designate one (1) or more Directors as alternate members of the Committee, who may replace any absent or disqualified member of any meeting of the Committee. The Committee shall exercise such powers as may be specifically delegated to it by the Board and act upon such matters as may be referred to it from time to time for study and recommendation by the Board or President.

Section 3. Abstract Review Committee: The Abstract Review Committee shall consist of the President as the Chair, the President-Elect as the Vice Chair, the First Vice President, the Second Vice President, the Secretary and up to three other active members in good standing, one appointed by the President each year for a three year term to succeed a retiring member. In addition, the President may appoint several additional members for a one-year ad hoc term at his/her discretion. Duties of the Program Committee shall be to review the abstracts submitted for each annual program at the direction of the program committee chairman.

Section 4. Nominating Committee: The Nominating Committee shall be composed of the Chair of the Board of Directors as Chair and six (6) Active members in good standing elected by the membership. The term of the elected members shall be three (3) years, and two individuals shall be elected for a three term each at each annual meeting. The Nominating Committee shall recommend Active members in good standing to the Board of Directors as candidates for elected offices.

Section 5. Judiciary Committee: The Judiciary committee shall be appointed by the President and shall be composed of five (5) Active members in good standing of this Corporation who are not members of the Board of Directors. Their term shall be for three years. One or two new members will be appointed annually to fill the vacancy(ies). The President shall appoint one member of the Committee to act as Chair for one year. The Judiciary Committee will act in accordance with Article II, Section (3)(2) and Article II, Section 5.

Section 6. Bylaws Committee: The Bylaws Committee shall consist of the Chair of the Board of Directors, the President, the two senior members of the Board, and a Member-at-Large appointed by the Chair of the Board of Directors.

Section 7. Honors Committee: The Honors Committee shall consist of the three immediate past Chairs of the Board, the most senior being the committee's Chair. It is the duty of this committee to present to the Board of Directors, for their approval, individuals to be awarded the Gold Medal, the President's Recognition Award and those to receive Honorary Membership in The Society.

Section 8. Publication Committee: The Publication Committee is charged with oversight of all official publications of the Society, including recommendations to the Board of Directors regarding appointment to those editorial positions allocated to the Society in any written agreement with the publisher. The Committee will delegate to the Editor and his/her staff the direct operation of the editorial process.

The Publication Committee shall consist of the Chairman of the Board and the Secretary as *ex-officio* voting members. The Chairman of the Board initially will appoint five active members of the Society, one of whom will be appointed Chairman of the Committee with a five-year term. Four other appointments will be made with terms ranging from one to four years. As each term expires, a new member will be appointed by the Chairman of the Board of Directors with a five-year term.

Section 9. Fellowship Program Directors Committee: The members Of the Fellowship Program Directors Committee shall Be Pediatric Radiology Fellowship Directors. The SPR shall offer a time and place for the meeting of the committee during the SPR Annual Meeting. The Committee Chairman will be appointed by the Chairman, SPR Board Of Directors.

Section 10: Physician Resources Committee: The Physician Resources Committee shall be appointed by the Chair of the Board. It will be comprised of at least six Active or Corresponding members in

good standing, each to serve a three year term, renewable for one term. The Chair of the Board will appoint one member to serve as committee chair for two years.

The Committee shall be the primary SPR resource on issues affecting both the workforce in pediatric radiology and the membership of the Society. It will collect, analyze and disseminate human resource information for the membership. The committee will develop programs or material to educate and assist Fellows in pediatric radiology on matters of job selection, employment, and the economics of beginning practice. It will also develop guidelines on the projected number of trainees needed in pediatric radiology and will also develop strategies to increase society membership.

Section 11 - The Clinical Practices, Quality and Safety Initiative will be supported by committees deemed by the Board and the members to represent the current pillars of Pediatric Radiology clinical practices. The type and number of committees will be defined annually by the Board of Directors, in response to changes in practice. The Clinical Practices, Quality and Safety Initiative's work will be supported by Task Forces, formed to address special issues in clinical practices. These committees and Task Forces shall communicate with each other and integrate their work via the Clinical Practices Steering Committee.

- a. **Clinical Committee Membership:** Each committee shall consist of at least 6 members, inclusive of its Chair, chosen from the membership of the SPR, who have particular expertise or interest in the area. Persons who are not SPR members may be appointed to a committee as nonvoting members, if their expertise is deemed to be important to the SPR mission, and the specific committee's tasks.
 - i. The committee members shall have 1-year terms renewable for 5 years, and will be appointed or reappointed by the president of the SPR.
 - ii. The committee Chair shall serve for a 3-year term. The President of the SPR shall appoint a Chair for each of the Committees, with advice from the retiring Chair.
- b. **Safety Committee:** The Safety Committee shall consist of 1 member from each of the clinical committees, chosen by the committee Chair, subject to approval by the Chairman of the Board of the SPR.
- c. The **Steering Committee** shall consist of the Chairs of each of the clinical committees and the Chairs of the Task Forces and be chaired by the Board member assigned to lead the Clinical Practices Strategic Initiative.

Section 12. Informatics Committee: The SPR Informatics Committee will consist of seven members appointed by the President. Service on the committee will be for a three year term, renewable for one subsequent term. The Committee, through the Chair, will assist the President or Scientific Program Director of the SPR by providing recommendations for topics, seminars, and/or speakers in the area of electronic information management. The Committee, through the Chair, will serve as a liaison between the SPR and other radiological and pediatric societies with regard to pediatric informatics. The Committee may propose and revise practice guidelines for pediatric electronic information technology and applications, as directed by the SPR. The Committee will be responsible for overseeing the SPR Web Site. The Committee will propose to the Board of Directors of the SPR means to improve communication among SPR members.

Section 13. Community Hospital-Based Pediatric Radiologists Advocacy Committee: the Community Hospital-Based Pediatric Radiologists Advocacy Committee will consist of seven members appointed by the president. Service on the committee will be for a three-year term, renewable for one subsequent term. The

committee, through its chair, will assist the president by providing recommendations for topics, seminars, and/or speakers to serve the educational needs of community Hospital-Based Pediatric Radiologists. The committee will propose to the board of directors of the SPR means to improve communication among SPR members including, but not limited to, the hosting of a meeting at the annual SPR meeting.

Section 14. University Hospital-Based Pediatric Radiologists Advocacy Committee: the university hospital-based pediatric radiologists advocacy committee will consist of seven members appointed by the president. Service on the committee will be for a three-year term, renewable for one subsequent term. The committee, through its chair, will assist the president by providing recommendations for topics, seminars, and/or speakers to serve the educational needs of university hospital-based pediatric radiologists. The committee will propose to the board of directors of the SPR means to improve communication among SPR members including, but not limited to, the hosting of a meeting at the annual SPR meeting

Section 15. Vacancies: If any person elected or appointed to a committee or position is unable or unwilling to serve, the President may appoint another person to serve during the unexpired portion of the term for which the election or appointment was made unless otherwise prescribed by these Bylaws.

Section 16. Other Committees: The Board of Directors itself, or upon recommendation by the President, may also appoint from among its own members and the Active membership such other committees as the Board may determine and which shall have such powers and duties as shall from time to time be prescribed by the board. The President shall be a member *ex-officio* of any committee appointed by the Board of Directors.

Section 17. Vote: An act by the majority of the committee members present at a committee meeting at which a quorum is present, shall be an act of such committee. A quorum for the transaction of business at any committee meeting shall be a majority of the members of such committee unless otherwise provided by the Bylaws.

Section 18. Rules of Procedure: A majority of the members of any committee may fix its rules of procedure. All action by any committee shall be reported to the Board of Directors at a meeting succeeding such action and shall be subject to revision, alteration, and approval by the Board of Directors.

ARTICLE VIII

MEETINGS

Section 1. Annual Meeting: The Society shall sponsor a scientific meeting each year at a time and place chosen by the Board of Directors to promote the objectives of the society as stated in Article I, Section 2. The annual business meeting of the membership shall be held in conjunction with the annual scientific meeting. All members shall be notified of the date and place of the annual meeting at least six (6) months in advance of the meeting. In addition, written notification of each business meeting stating time, place, and in case of a special meeting, purpose, properly addressed according to the last available corporate records, shall be mailed or delivered by a duly authorized person to each Active member entitled to vote not less than five (5) nor more than thirty (30) calendar days before the meeting.

Section 2. Special Meeting: Special meetings shall be called upon the request in writing to the Chair of the Board of Directors by one-third of the Active members. The meeting must be held between ten (10) and sixty (60) calendar days after the receipt of such request. All Active members shall be notified in writing of the time, place and purpose of the meeting, not less than five (5) nor more than thirty (30) calendar days before the meeting. The stated purpose of the meeting shall be the only business to be considered.

Special meetings may also be called at any time by the Chair of the Board of Directors of this Corporation by giving written notice of the time, place, and purpose to all Active members not less than five (5) nor more than thirty (30) calendar days before the meeting. The stated purpose of the meeting shall be the only business to be considered.

Section 3. Action Without a Meeting: An action that could be taken at a meeting of the Members may be taken without a meeting when authorized and signed by all of the members entitled to vote on that action.

Section 4. Attendance at Meeting: Attendance at the formal business portion of meetings shall be restricted to members of this Corporation. Educational sessions of this Corporation may be open to guests upon approval by the Secretary or President. Requests for permission to invite guests other than trainees to attend the annual scientific meeting shall be made to the Secretary or President by any member of this Corporation.

Section 5. Quorum: A quorum for the conducting of business at the annual meeting and for the election of Officers and Directors and at special meetings shall be one-tenth of the Active members of this Corporation.

Section 6. Members Vote: Each Active member is entitled to vote. Proxy and cumulative voting are prohibited. Balloting shall take place either via us mail or electronically, and ballots must be received no more than 30 days and no fewer than five days before the next annual meeting, at which the results shall be announced.

An act by majority of the votes cast of active members shall be an act of the active membership except for amendments in the bylaws and articles of incorporation and dissolution of the corporation where a two-thirds majority vote is required.

An act by majority vote of the Active members at any meeting at which a quorum is present shall be an act of the Active membership except for amendments in the Bylaws and Articles of Incorporation and dissolution of the Corporation where a two-thirds majority vote is required.

Section 7. Chair of Membership Meetings: The President or, in his or her absence, the Chair of the Board of Directors, shall preside at all meetings of the Active membership and in the absence of the Chair of the Board, the President-Elect shall preside at the meetings, and in the absence of the president-Elect, the First Vice-President shall preside at the meetings, and in the absence of the First Vice-President, the Second Vice-President shall preside at the meetings, and in the absence of the Second Vice-President, the Board of Directors may appoint any Active member to act as Chair of the meeting.

Section 8. Secretary of Meeting: The Secretary of the Corporation shall act as Secretary of all meetings of Active members, and in his or her absence, the Chair may appoint any person to act as secretary of the meeting.

ARTICLE IX

PROCEDURE

The procedures of this Corporation shall be governed by Roberts Rules of Order except as to the extent that any such rules shall be inconsistent with the Articles of Incorporation, these Bylaws or resolutions of the Board of Directors or Active members of this Corporation.

ARTICLE X

AMENDMENTS

Section 1. Proposed Amendments: The Board of Directors shall propose any amendments to the Articles of Incorporation by resolution setting forth the proposed amendment and directing that it be submitted for adoption at the meeting of the members.

The Board of Directors may propose amendments to the Bylaws by resolution setting forth the proposed amendment and directing that it be submitted for adoption at a meeting of the members or any five members may set forth a proposed amendment to the Bylaws by petition by them subscribed which petition shall be filed with the Secretary of the Corporation.

Section 2. Bylaws and Articles of Incorporation: The Bylaws and the Articles of Incorporation may be amended:

(1) By a vote of two-thirds of the Active members votes cast by the balloting shall take place either via us mail or electronically, and ballots must be received no more than 30 days and no fewer than five days before the next annual meeting, at which the results shall be announced. Written notice of the proposed amendment shall be appended to the call for the meeting, and given not less than five (5) nor more than thirty (30) calendar days before the meeting, or,

(2) Under exceptional circumstances by the unanimous signed votes of the Board of Directors. Such an amendment must be ratified by a vote of two-thirds of the votes cast by Active members of the Society. Balloting shall take place either via us mail or electronically, and ballots must be received no more than 30 days and no fewer than five days before the next annual meeting, at which the

results shall be announced. Written notice of amendment shall be appended to the call for the meeting at which a vote is to be taken, and given not less than five (5) nor more than thirty (30) days before the meeting.

ARTICLE XI

FISCAL YEAR

The fiscal year of this Corporation shall be established at the discretion of the Board of Directors.

ARTICLE XII

DUES

Section 1. Amount: The amount of annual dues and assessments for each membership category shall be determined by the Board of Directors. Changes in dues must be ratified by a majority vote of the Active members. The subscription fee for the journal is collected with the dues. Direct journal cost increases will be passed on to the membership and will not require approval of the members. The members will be informed of the breakdown of dues and subscription costs.

Section 2. Due Date: The dues of this Corporation shall be due and payable upon receipt of the dues invoice.

Section 3. Delinquent: Any Active, Associate or Corresponding member whose dues are ninety (90) calendar days in arrears shall be so notified by the Treasurer that unless the dues are paid or reasons excusing such nonpayment acceptable to the Board of Directors are given within thirty (30) days of the notice, his or her membership shall be terminated. Recommendations for membership termination on this basis shall be forwarded to the Board of Directors for final approval.

ARTICLE XIII

REGISTERED OFFICE

This Corporation shall maintain an office in the state of Minnesota to be known as its registered office. Such office may be changed from time to time by action of the Board of Directors upon duly filing a certificate of change of location with the Minnesota Secretary of State.

ARTICLE XIV

DISSOLUTION

In the event of dissolution of this Corporation, the Board of Directors, shall, after paying or making provision for the payment of all the liabilities of the Corporation, distribute all of the remaining assets in accordance with Sections 317.44-317.63 of the Minnesota Nonprofit Corporation Act and in compliance with any relevant requirements of Section 501(c)(3) of the Code or the corresponding provision of any future United States Revenue Statute, as amended from time to time.

ARTICLE XV

CONTRACTS, LOANS, CHECKS, AND DEPOSITS

Section 1. Contracts: The Board of Directors may authorize any office or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of this Corporation, and such authority may be general or confined to specific instances.

Section 2. Loans: No loans shall be contracted on behalf of this Corporation and no evidences of indebtedness shall be issued in its names unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 3. Checks, Drafts, Etc: All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness issued in the name of this Corporation shall be signed by such officer or officers, agent or agents, of this Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 4. Deposits: All funds of this Corporation not otherwise employed shall be deposited from time to time to the credit of this Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

ARTICLE XVI

WAIVER OF NOTICE

Whenever any notice is required to be given to any member or Director of the Corporation under the provisions of these Bylaws, or under the provisions of the Articles of Incorporation, or under the provisions of the Minnesota Nonprofit Corporation Act as Amended, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XVII

INDEMNIFICATION OF DIRECTORS AND OFFICERS

This Corporation shall indemnify each of its directors and officers who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit, or proceeding (other than an action by or in the right of this Corporation) by reason of the fact that he or she is or was a director or officer of this Corporation, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to be the best interests of this Corporation, and with respect to any action or proceeding, had no reasonable cause to believe his/her conduct was unlawful.

Except as provided herein below, any such indemnification shall be made by this Corporation only as authorized in the specific case upon a determination that indemnification of the director or officer is proper in the circumstances because he/she has met the applicable standard of conduct set forth above. Such determination shall be made: (a) by the Board of Directors by a majority vote of a quorum of directors who were or are not parties to such action, suit or proceedings, or (b) by the members.

Expenses (including attorneys' fees) incurred in defending an action, suit, or proceeding may be paid by this corporation in advance of the final disposition of such action or proceeding if authorized by the Board of Directors and upon receipt of an undertaking by or on behalf of the director or officer to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by this Corporation.

To the extent that a director or officer has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to above, or in defense of any claim, issue or matter therein, he or she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection therewith, without any further determination that he or she has met the applicable standard of conduct set forth above.