

Report of the RSNA Bylaws and Resolutions Committee November 2014

The RSNA Bylaws and Resolutions Committee has reviewed and approved a proposal of the Board of Directors that the Bylaws be amended to provide that if a vacancy occurs on the Board of Directors and there are three years or more remaining on the term, the member elected at the next Annual Meeting to fill that position will serve only for the remainder of that term.

The RSNA Bylaws currently provide that if a vacancy occurs on the Board of Directors, the member elected at the next Annual Meeting serves a five year term, and the terms of those members of the Board who were less senior in point of service than was the director whose departure created the vacancy are reduced by one year. This provision can be somewhat disruptive to the terms of other directors; however, it ensures that the office of Chairman of the Board will be filled by a tenured member of the Board.

In implementing the Bylaw requirements to fill a vacant seat during 2014, the Board recognized that three years on the Board is sufficient tenure to succeed to the office of Chairman. That being the case, the Board is recommending a hybrid approach to the manner in which a vacancy on the Board of Directors is filled. Under this new approach, if there were three years of the term or more remaining when the vacancy occurs, the person elected at the annual meeting would serve for the remainder of the term and no changes would be made in the terms of other members of the Board. The Board believes this approach will preserve the safeguard and minimize disruption caused by a vacancy.

Consequently, if there were less than three years of the term remaining when the vacancy occurs, the original procedure would remain in effect so that the person elected would serve for a five year term and the three less-senior Board members would lose a year of their term.

The Bylaws and Resolutions Committee recommends that the proposed amendment be approved by the membership. Full text of the amendment and a more detailed explanation can be found in the October issue of *Radiology*.

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Chairman