

Radiological Society of North America, Inc.

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CHAPTER I PURPOSES AND ORGANIZATION

CHAPTER II MEMBERSHIP

CHAPTER III OFFICERS

CHAPTER IV BOARD OF DIRECTORS

CHAPTER V ELECTIONS

CHAPTER VI PUBLICATIONS

CHAPTER VII RESTRICTED FUNDS

CHAPTER VIII MEETINGS OF MEMBERS

CHAPTER IX CODE OF ETHICS

CHAPTER X INDEMNIFICATION

CHAPTER XI PARLIAMENTARY PROCEDURES

CHAPTER XII AMENDMENTS

CHAPTER XIII DISSOLUTION

Index

CHAPTER I.....	3
1.00 Purpose	3
1.10 Organization	3
CHAPTER II.....	4
2.00 Membership	4
CHAPTER III.....	8
3.00 Officers	8
CHAPTER IV.....	10
4.00 Board of Directors	10
CHAPTER V.....	14
5.00 Elections	12
CHAPTER VI.....	13
6.00 Publications	13
CHAPTER VII.....	13
7.00 Restricted Funds	13
CHAPTER VIII.....	13
8.00 Meetings of Members	13
CHAPTER IX.....	14
9.00 Code of Ethics	14
CHAPTER X.....	14
10.00 Indemnification	14
CHAPTER XI.....	15
11.00 Parliamentary Procedure	15
CHAPTER XII.....	15
12.00 Amendments	15
CHAPTER XIII.....	15
13.00 Dissolution	15

Bylaws

CHAPTER I

1.00 Purpose

The purpose of the Radiological Society of North America, Inc. (the “Society”) is to promote and develop the highest standards of radiology and related sciences through education and research. The Society seeks to provide radiologists and allied health scientists with educational programs and materials of the highest quality, and to constantly improve the content and value of these educational activities. The Society seeks to promote research in all aspects of radiology and related sciences, including basic clinical research in the promotion of quality healthcare. The Society seeks to foster closer fellowship among all radiologists and greater cooperation among radiologists and members of other branches of medicine and allied healthcare professionals.

1.10 Organization

1.11 The Society is managed by its Board of Directors and functions through its officers, boards and committees.

1.111 Officers are enumerated and their duties are defined in Chapter III.

1.112 Boards of the Society have authority to carry out the functions assigned to them in these Bylaws. The boards of the Society are:

The Board of Directors—Chapter IV

The Board of Trustees of the RSNA Research and
Education Foundation—Chapter VII

1.113 Committees of the Society are in the following categories:

Standing Committees

Ad Hoc Committees

1.1131 Standing Committees continue from year to year in order to address significant continuing aspects of the activities of the Society. Standing Committees are established, modified or terminated by the Board of Directors, but in general they are to be terminated or modified only to reflect a significant change in the substance of, or manner of conducting, the activities of the Society.

1.1132 Ad Hoc Committees may be established from time to time by the Board of Directors to carry out specific tasks of limited duration assigned by the Board, provided they are not to be given tasks that conflict with or duplicate functions of other committees of the Society. The Board determines whether an ad hoc committee has completed its task and may terminate the committee at that time.

1.1133 Each standing committee shall render a written report at least once a year. Reports shall be submitted through the Board of Directors to the membership.

CHAPTER II

2.00 Membership

2.10 Categories of Membership are:

- Active
- Associate
- Member-in-Training
- Medical Student
- Corresponding
- Corresponding Member-in-Training
- Retired
- Honorary

2.11 Active Members. Active membership consists of radiologists and other radiologic scientists who fulfill the requirements set forth in Sections 2.111 and 2.112.

2.111 Residency and Practice Requirements. Each applicant for Active membership must reside in and practice in a North American country.

2.112 Professional Requirements.

2.1121 Radiologists must:

- (A) Possess the degree of Doctor of Medicine, Doctor of Osteopathy, or their equivalent as recognized by the American Medical Association; and
- (B) Be certified by the American Board of Radiology, the American Board of Nuclear Medicine, the American Osteopathic Board of Radiology, the Royal College of Physicians and Surgeons of Canada, the Mexican Council of Radiology and Imaging A.C., or by a board or other tribunal in the radiologic health sciences recognized by the Board of Directors as being of equivalent rank.

2.1122 Radiologic scientists (including physicists, radiopharmacists, molecular biologists, chemists, radiobiologists, cancer biologists, computer scientists, engineers and other types of scientists in medicine) must:

- (A) Possess the degree of Doctor of Philosophy, Doctor of Science, or Master of Science or Arts in a field of endeavor recognized by the Board of Directors as applicable to the radiologic health sciences; and
- (B) Devote a substantial portion of professional time to supporting radiology, radiation oncology or imaging science.

2.113 Rights and Privileges. Active members have the right to attend and to address all business meetings of the members of the Society, to vote, to hold office and to serve on boards and committees. They shall receive all official publications of the Society. Active members may, at any reasonable time, examine any or all minutes, records, reports and transactions of the Society. Upon request, and following reimbursement to the Society for the costs involved, Active members shall receive a copy of any part or all of the minutes of meetings of the Society or of minutes or records of any officer or committee, with the exception of those pertaining to applicants for membership.

2.114 Dues and Assessments. Active members are liable for such dues and assessments as are determined by the Board of Directors.

2.12 Associate Members. Associate membership consists of (A) radiologists and other radiologic scientists who do not fulfill the requirements set forth in Section 2.112 and (B) non-radiologist physicians, dentists, veterinarians and other professionals (including but not limited to physician extenders, administrators, technologists and nurses), who fulfill the educational and professional requirements for such membership that are determined by the Board of Directors and set forth in the policies of the Board, which may designate specific subcategories of Associate members.

2.121 Residency and Practice Requirements. Each applicant for Associate membership must fulfill the residency and practice requirements described in 2.111.

2.122 Rights and Privileges. Associate members have the same rights and privileges as defined in 2.113 for Active members except that they may not vote, hold office, or serve on boards and, unless otherwise provided in the applicable policies of the Board, shall not automatically receive publications of the Society.

2.123 Dues and Assessments. Associate members are liable for such dues and assessments as are determined by the Board of Directors, and the Board may approve different amounts for different subcategories of Associate members.

2.13 Members-in-Training. Member-in-Training membership consists of persons in formal radiologic training in a setting recognized as acceptable by the American Board of Radiology.

2.131

Requirements. Members-in-Training must:

- (A) Possess the degree of Doctor of Medicine or Doctor of Osteopathy or their equivalent as recognized by the American Medical Association; and
- (B) Have initiated and be continuing in formal training in a radiology training program accredited by the Residency Review Committee of the Accreditation Council on Graduate Medical Education or the Royal College of Physicians and Surgeons of Canada.

2.132 Rights and Privileges. Members-in-Training have the same rights and privileges as defined in 2.113 for Active members except that they may not vote, hold office, or serve on boards, and shall not automatically receive RSNA publications.

2.133 Dues and Assessments. Members-in-Training are liable for such dues and assessments as are determined by the Board of Directors.

2.134 Tenure of Member-in-Training membership. Members-in-Training may remain in this category for five years or for twelve months following completion of training, whichever period ends first. Following written request, the Board of Directors may extend this time. Upon completion of training, and fulfillment of all requirements listed under 2.11, 2.12 or 2.15, the Member-in-Training shall be reclassified to the appropriate category of membership, provided:

- (A) The Member-in-Training has not declined such reclassification, in which case membership shall be terminated; and
- (B) The name and address of the Member-in-Training have been made available to the members of the Society as provided in 2.191 (B).

2.14 Medical Student Members. Medical Student membership in the Society consists of students enrolled in a medical school in a North American country.

2.141 Medical School requirements. Each applicant for Medical Student membership must reside in, and be enrolled in a medical school in, a North American country.

2.142 Professional requirements. Medical students must be enrolled in a medical school approved by the Liaison Committee for Medical Education or its equivalent as determined by the Board of Directors.

2.143 Rights and privileges. Medical student members shall have certain rights and privileges as determined by the Board of Directors.

2.144 Dues and assessments. Medical student members are liable for such dues and assessments as are determined by the Board of Directors.

2.145 Tenure of Medical Student Membership. Medical student members may remain in this category until the attainment of the degree of Doctor of Medicine.

2.15 Corresponding Members. Corresponding membership consists of radiologists, non-radiologist physicians, veterinarians, dentists, and other radiologic scientists, who do not fulfill the North American residency and practice requirements described in 2.111.

2.151 Requirements.

2.1511 Radiologists must fulfill the professional requirements described in 2.1121.

2.1512 Non-radiologist physicians, veterinarians, dentists and other radiologic scientists must fulfill the educational and professional requirements for such membership that are determined by the Board of Directors and set forth in the policies of the Board.

2.152 Rights and Privileges. Corresponding members have the same rights and privileges as defined in 2.113 for Active members except that they may not vote, hold office or serve on boards.

2.153 Dues and Assessments. Corresponding members are liable for such dues and assessments as are determined by the Board of Directors.

2.16 Corresponding Members-in-Training. Corresponding Member-in-Training membership consists of persons in formal radiologic training in a setting outside of North America that is acceptable to the Board of Directors. Corresponding Members-in-Training have the same rights, privileges, obligations, and tenure as Members-in-Training.

2.17 Retired Members. Retired membership may be granted by the Board of Directors to members who have retired from active practice.

2.171 Requirements. Retired members must:

- (A) Be retired from the practice of medicine or other active involvement in radiology or related fields;
- (B) Make written request for such transfer to the Secretary-Treasurer of the Society; and
- (C) Have been a member in good standing for at least ten years.

2.172 Rights and Privileges. Retired members have the same rights and privileges as defined in 2.113 for Active members, except that they may not vote, hold office, or serve on boards, and may receive the Society publications only upon payment of a subscription rate determined by the Board of Directors.

2.173 Dues and Assessments. Retired members are not liable for dues and assessments.

2.18 Honorary Members. Honorary membership may be granted to persons who have distinguished themselves in medicine or in its allied sciences.

2.181 Requirements. Honorary members are elected by the Board of Directors upon nomination by the President and only those persons eminently qualified for such recognition shall be considered. No more than three Honorary members may be elected in any one year.

2.182 Rights and Privileges. Honorary members have the same rights and privileges as defined in 2.113 for Active members, except that they may not vote, hold office, or serve on boards.

2.183 Dues and Assessments. Honorary members are exempt from all dues and assessments.

2.184 Certificates. Each Honorary member shall receive a suitably inscribed certificate of Honorary membership.

2.19 Applications for Membership. All applications for membership in categories other than Retired and Honorary membership shall be made on forms prescribed by the Board of Directors and must be signed by the applicant.

2.191 Processing of Applications.

(A) The Society headquarters office staff shall review each application to determine whether all eligibility criteria are satisfied. Any question about eligibility shall be presented to the Secretary-Treasurer, whose determination shall be final unless the applicant disputes the determination, in which case the Board of Directors may consider the question.

(B) The names and addresses of all applicants who satisfy the applicable criteria shall then be made available to the members of the Society by publication, at intervals as determined by the Secretary-Treasurer, (i) in the official journal *Radiology*, (ii) on the official Web site of the Society, or (iii) in such other manner as the Board of Directors may reasonably determine.

(C) Any Active member may protest the admission to membership of any applicant by forwarding a letter containing the reasons for the protest, addressed to the Secretary-Treasurer at the Society headquarters office.

(D) Any applicant against whom one or more such letters of protest are received within thirty days after the publication date of the applicant list shall be reviewed by the Secretary-Treasurer and shall be denied membership pending such review.

(E)(1) If, after such review, the Secretary-Treasurer approves the application, such approval shall constitute admission to membership, effective on the date designated by the Board of Directors.

(E)(2) If, after such review, the Secretary-Treasurer does not approve the application, the application, letter(s) of protest and all related material, with recommendations by the Secretary-Treasurer, shall be referred to the Board of Directors for final decision.

(F) The Board of Directors may conduct such additional investigation, including a hearing, as it deems appropriate prior to its final determination as to whether or not the applicant may be admitted into membership in the Society and shall inform the applicant, in writing, of the decision.

2.192 Admission

(A) All applicants who satisfy the applicable criteria and against whom no letter of protest is received within thirty days after the publication of the applicant list shall be deemed admitted to membership, effective on the date designated by the Board of Directors.

(B) All applicants approved by the Secretary-Treasurer after review as provided in 2.191(E)(1) shall be deemed admitted to membership, effective on the date designated by the Board of Directors.

(C) All other applicants for membership shall be admitted only upon favorable action by the Board of Directors.

(D) All proceedings of the Board of Directors and all letters of protest and results of investigation shall be kept confidential.

(E) An Associate member who qualifies for Active membership by virtue of compliance with the requirements for Active membership in 2.1121 may be transferred to Active status upon written notification to the Society headquarters office of, and verification of, such compliance.

2.193 Member-in-Training Membership and Corresponding Member-in-Training Membership. Each application for Member-in-Training membership or Corresponding Member-in-Training membership must be signed by the applicant and the director of the applicant's current residency or training program. The Society headquarters office staff shall review each application to determine whether all eligibility criteria are satisfied. Any questions about eligibility shall be presented to the Secretary-Treasurer. Upon a determination that all eligibility criteria are satisfied, an applicant shall immediately be admitted to membership.

2.194 Membership Fees and Dues.

All Active, Associate, Member-in-Training, Corresponding, and Corresponding Member-in-Training members shall become subject to the Bylaws at the time of their admission to membership and are liable for such application fees, dues and assessments as may be prescribed by the Board of Directors. The dates upon which dues, assessments, and/or fees for subscriptions to the journals of the Society are due shall be fixed by the Board of Directors. Members shall be notified by mail of any change in the amount of dues or the date upon which they are due.

Any member whose dues or assessments remain unpaid for a period of time determined by the Board of Directors shall be notified twice by the Secretary-Treasurer. Members whose dues are delinquent more than 90 days after the second notice shall be stricken from the Society's membership roll and publications list.

2.195 Remission of Dues.

The Board of Directors may for any cause it deems good and sufficient remit or waive, in whole or in part, the dues of any member.

CHAPTER III

3.00 Officers

3.10 Enumeration.

- President
- President-Elect/Secretary-Treasurer
- First Vice-President
- Second Vice-President
- Third Vice-President
- Chairman of the Board

3.11 Qualifications. Only Active members of the Society are eligible to hold office or to serve as members of the boards of the Society.

3.12 Terms of Office.

3.121 President. The term of office of the President shall begin as specified in 3.132, or in 3.141 when applicable, and shall terminate at the conclusion of the next Annual Meeting, or at the conclusion of the second succeeding Annual Meeting if 3.141 is applicable.

3.122 President-Elect. The term of office of the President-Elect elected at an Annual Meeting shall begin at the conclusion of that meeting and shall terminate at the conclusion of the next Annual Meeting. The President-Elect shall also serve ex-officio as Secretary-Treasurer and shall perform all of the duties and exercise all of the powers of the office of Secretary-Treasurer but may be referred to simply as the "President-Elect."

3.123 Chairman of the Board. The term of office of the Chairman of the Board of Directors shall begin immediately upon becoming the senior elected member of the Board and shall terminate with the expiration of that then current term as an elected member of the Board.

3.124 The terms of office of the First Vice-President, the Second Vice-President and the Third Vice-President elected at an Annual Meeting shall begin at the conclusion of that meeting and shall terminate at the conclusion of the next Annual Meeting.

3.13 Duties of Officers.

3.131 President. The President shall be the presiding officer of membership meetings of the Society, is ex-officio a member of the Board of Directors and of all committees except the Committee on Nominations, and shall perform such other duties and exercise such other powers as may be determined from time to time by the Board of Directors. The President may, at a suitable convocation during the Annual Meeting of the Society, award Honorary membership certificates as provided in 2.214, present the Gold Medal of the Society to those designated by the Board of Directors as provided in 4.17, and deliver an annual address.

3.132 President-Elect. The President-Elect is ex-officio a member of the Board of Directors, shall serve ex officio in the capacity of Secretary-Treasurer, and shall perform such other duties and exercise such other powers as may be determined from time to time by the Board of Directors. The President-Elect's term of office as President shall begin at the conclusion of the Annual Meeting next after election as President-Elect.

3.133 Vice-Presidents. Each of the Vice-Presidents shall perform such duties and exercise such powers as may be assigned or delegated to them from time to time by the Board of Directors or the Chairman of the Board.

3.134 Secretary-Treasurer. The Secretary-Treasurer shall be responsible for keeping a permanent record of the proceedings of the Society, and for the maintenance of a current roster of members of the Society including addresses, year of admission, and classification of membership. Copies of this list shall be supplied to members each year. The Secretary-Treasurer shall perform all other duties that usually and customarily pertain to the office of secretary and shall provide safekeeping for all records of the Society. Not later than six months after each Annual Meeting of the Society, the Secretary-Treasurer shall cause to be distributed to each member a summary of the minutes of the annual business meeting of the members, including the reports of all officers and committees. In addition, the Secretary-Treasurer, or such other persons as shall be delegated by the Board of Directors, shall supervise and be accountable for the collection and receipt of all funds of the Society and for the deposit, investment and reinvestment

of such funds with financial institutions approved by the Board of Directors. The Secretary-Treasurer shall supervise the keeping of a complete and permanent record of the financial transactions of the Society and may be bonded and/or insured in an amount satisfactory to the Board of Directors, the cost of which shall be paid by the Society. The Secretary-Treasurer shall make a full financial report at the annual business meeting of the members of the Society which shall be incorporated in the minutes of the meeting; and shall make a financial report to the Board of Directors quarterly. The Secretary-Treasurer shall perform all other duties that usually and customarily pertain to the office of treasurer and shall perform such other duties and exercise such other powers as may be determined from time to time by the Board of Directors. The Secretary-Treasurer shall be responsible for reviewing membership applications about which questions or objections are raised.

3.135 Chairman. The Chairman of the Board of Directors shall be the chief executive officer of the Society. The Chairman shall prepare an agenda for each meeting of the Board of Directors, shall preside at all such meetings and, subject to the control of the Board of Directors, shall supervise generally the conduct of the affairs of the Society.

3.14 Vacancies.

3.141 President. In the event of a vacancy in the office of President, the President-Elect shall immediately succeed to the office of President (3.132 notwithstanding) and serve in accordance with 3.121.

3.142 President-Elect. In the event of a vacancy in the office of President-Elect, the Board of Directors shall elect a new President-Elect to serve until the conclusion of the next Annual Meeting, when that President-Elect shall succeed to the office of President and serve in accordance with Section 3.121.

3.143 Chairman of the Board. In the event of a vacancy in the office of Chairman of the Board, the most senior remaining elected member of the Board shall immediately succeed to the office of Chairman of the Board and shall serve in that office until the expiration of that then current term as an elected member of the Board.

3.144 Vice-Presidents. In the event of a vacancy in any of the offices of First Vice-President, Second Vice-President or Third Vice-President, the Board of Directors shall appoint a successor to serve until the conclusion of the next Annual Meeting.

CHAPTER IV

4.00 **Board of Directors**

4.10 Composition. The Board of Directors of the Society shall consist of the President, the President-Elect, and six Active members of the Society, elected as provided in Chapter V. The elected member of the Board of Directors who is senior in point of service as an elected member of the Board shall be its Chairman.

4.11 Term of Office. Except as otherwise provided in 4.12, at each Annual Meeting of the Society, one member shall be elected to the Board of Directors to serve for a term of six years beginning with the conclusion of that Annual Meeting. Elected members may not succeed themselves.

4.12 Vacancies. A vacancy among the elected members of the Board of Directors will be filled ad interim by the Board appointing an Active member to serve until the conclusion of the next Annual Meeting. At the next Annual Meeting a director will be elected by the members of the Society to fill the

vacancy for a full six-year term beginning with the conclusion of that Annual Meeting. If the vacancy was created by the departure of a director who was not at that time the most senior in point of service as an elected member of the Board, the terms of the member elected at the Annual Meeting through the regularly scheduled election and of those members of the Board who were less senior in point of service than was the director whose departure created the vacancy shall be reduced by one year.

4.13 Powers and Duties. The Board of Directors of the Society shall function in the manner customarily expected of boards of trustees or directors of corporations and shall be responsible for the management of all affairs of the Society not delegated elsewhere by these Bylaws.

4.131 Specific Duties. Specific duties of the Board shall include but are not limited to:

(A) Management of the funds of the Society including investment and expenditure of such funds. All expenditures of funds must be for purposes authorized by the Board and no property of the Society may be sold, otherwise disposed of, mortgaged or otherwise pledged without its approval. All checks issued by the Society must bear a signature authorized by the Board.

(B) Determination of the amount of dues and assessments and fixing the date for their payment.

(C) Employment of an Executive Director, who may also serve as Business Manager of the Journal, and, who shall manage the Society office staff in accordance with the budgetary authorization of the Board of Directors, and who shall perform such other duties as are assigned by the Board of Directors.

(D) Supervision of all publications of the Society, as provided in Chapter VI.

(E) Authorization of reimbursement of officers, committee members, employees of the Society and others, for their actual and necessary expenses incurred in the discharge of their responsibilities to the Society. This provision shall not be construed to include the expenses of any officer or committee member in attending the Annual Meeting.

(F) Determination of the sites and dates of all meetings of the Society.

(G) Election of the members of the Board of Trustees of the Research and Education Foundation as provided in 7.102.

4.14 Bonding. The Board of Directors may secure suitable guarantee bonds and/or insurance for the Secretary-Treasurer and the Business Manager of the Journal, the cost of which shall be borne by the Society.

4.15 Auditing. The Board of Directors shall be responsible for arranging for and reviewing an audit of the accounts and books of the Society annually, or more frequently if it deems such action to be advisable.

4.16 Meetings. The Board of Directors shall hold at least one meeting in each calendar year in conjunction with the Annual Meeting of the Society. Additional meetings may be called by the Chairman, by majority vote of the Board, or upon written request of four members of the Board. The time and site of such additional meetings shall be determined by the Chairman of the Board or, if the Chairman is unable or unwilling to make such determination, by the President of the Society.

4.161 Notice. Notice of each meeting shall be given in writing or by telephone not less than five days prior to the date of the meeting to each member of the Board of Directors.

4.162 Quorum. Five members shall constitute a quorum for the conduct of business.

4.17 Gold Medal. The Board of Directors may, by unanimous vote only, award annually the Gold Medal of the Society to those persons who, in its judgment, have rendered unusual service to the science of

radiology. Not more than three medals may be awarded in one year. Gold Medals shall be presented at the next Annual Meeting.

4.18 Election of Honorary Members. The Board may elect Honorary Members as defined, and in the manner described, in 2.21.

4.19 Trustees of American Board of Radiology. The Board of Directors may, from time to time, nominate or approve the nomination of members of this Society as trustees of the American Board of Radiology, in accordance with the bylaws of the American Board of Radiology; but this Society shall not assume any responsibility or liability for the acts or omissions of said trustees, or for the acts or omissions of the American Board of Radiology.

4.20 Chancellors or Councilors of American College of Radiology. The Board of Directors may, from time to time, select and appoint or approve the selection and appointment of one or more members of this Society as a member of the Board of Chancellors or as a member of the Council of The American College of Radiology in accordance with the Bylaws of The American College of Radiology; but this Society shall not assume any responsibility or liability for the acts or omissions of said Chancellors or Councilors or for the acts or omissions of The American College of Radiology.

4.21 Reports. The Chairman of the Board of Directors shall submit a written report to the Society at each annual business meeting of the members of the Society. This report shall contain a summary of all actions taken, and recommendations made, by the Board during the previous year.

4.22 Electronic Communications. Any notice required or permitted to be given to a member of the Board of Directors for any purpose may be delivered by transmission by electronic means to the electronic address of the individual who is to receive the notice, as that address appears on the records of the Society. All other communications or consents which are required to be in writing in connection with any action of the Board shall be fully valid and effective if sent and received by electronic means.

CHAPTER V

5.00 Elections

5.10 Annual Elections. Election of officers of the Society and the elected members of its Board of Directors shall be conducted at a session of the annual business meeting of the members of the Society.

5.11 Eligibility. Only Active members are eligible to hold office or to serve on the boards of the Society.

5.12 Committee on Nominations.

The Board of Directors shall annually appoint a Committee on Nominations consisting of three Active members, one of whom it shall name Chairman. Only one member of the Committee may be a member of the Board of Directors. It shall perform its duties in accordance with the provisions of 5.12 (B) and (C).

Procedure.

(A) The names of the members of the Committee on Nominations shall be published in the Journal of the Society at least ninety days before the Annual Meeting and shall be announced at the first session of the annual business meeting.

(B) The Committee on Nominations shall nominate one Active member for each of the following elective offices of the Society: President-Elect/Secretary-Treasurer, First Vice-President, Second Vice-President, Third Vice-President and one Active member for each elective place to be filled on the Board

of Directors. The filling of the office of President shall be governed by the relevant provisions of 3.12; the filling of the office of Chairman of the Board of Directors shall be governed by the relevant provisions of 4.10.

(C) At the second session of the annual business meeting of the members of the Society, the Committee on Nominations shall report, in writing, the names of the nominees. Following this report an opportunity shall be afforded for nominations from the floor for each of the positions, and the presiding officer shall announce the time that the elections will occur.

(D) Election shall be by a majority of the votes cast, and if there is more than one nominee for any position, voting for that position shall be by ballot. In the event that no candidate receives a majority of the votes cast, the name of the candidate with the smallest number of votes shall be eliminated, except when there is a tie for the smallest number, and a new vote taken. This procedure shall be continued until one nominee receives a majority.

CHAPTER VI

6.00 **Publications**

6.10 All publications of the Society shall be under the supervision of its Board of Directors.

6.101 The Journal. The official Journal of the Society is entitled *Radiology*.

(A) The Board shall employ a member of the Society as Editor of the Journal.

(B) The Board of Directors shall annually appoint Associate Editors and an advisory Editorial Board, upon nomination by the Editor.

(C) The Board shall employ a Business Manager of the Journal who need not be a member of the Society.

CHAPTER VII

7.00 **Restricted Funds**

7.10 RSNA Research and Education Foundation.

7.101 Purpose. The purpose of the RSNA Research and Education Foundation is to provide financial support for research and education in radiology and related scientific disciplines by awarding scholarships and/or grants to individuals and/or to other organizations.

7.102 Manner of Operation. The RSNA Research and Education Foundation shall be managed by a Board of Trustees appointed by the Board of Directors of the Society, and the Board of Trustees so appointed shall conduct the operation of said foundation, all in accordance with such bylaws or rules for said foundation as may be approved from time to time by the Board of Directors of the Society.

7.20 Other Bequests and Funds. The Board of Directors may, on occasion, require the Board of Trustees of the RSNA Research and Education Foundation to administer and/or make recommendations concerning other bequests or funds administered by the Society.

CHAPTER VIII

8.00 **Meetings of Members**

8.10 Annual Business Meeting. The Society shall hold at least one business meeting of the members of the Society in each calendar year, which annual business meeting shall be held during the Annual Meeting of the Society that includes the Annual Scientific Program and Refresher Courses. The Board of Directors shall fix the time and place of such annual business meeting of the members and shall in

general assume responsibility for its conduct and direction. All members shall be notified in writing, or in the Journal, at least five days but not more than 60 days before the meeting.

8.11 Special Business Meetings. The Board of Directors by majority vote may call a special business meeting of the members of the Society at any time. Except as otherwise required by law, the call shall be made by the Board of Directors notifying in writing, or in the Journal, every member of the Society, at least five days but not more than 60 days in advance of the proposed meeting, stating the time and place thereof and the purpose for which it is called. No business other than that specified in the notice shall be transacted at such special meeting.

8.12 Quorum. Twenty-five voting members shall constitute a quorum.

8.13 Voting. Except as otherwise required by law or these Bylaws, all membership actions shall be decided by a majority vote of the members present and voting at an annual business meeting or a special business meeting. Only Active members, Associate members and Radiologist Assistant members present at a session of an annual or special business meeting of members are eligible to vote. Voting by proxy shall not be permitted.

8.14 Resolutions. Prior to any business meeting of the members, the Committee on Bylaws and Resolutions shall consider any resolutions that have been proposed by members for presentation at the meeting of members and may develop recommendations as to rewording them, combining those with similar intent or otherwise editing them. Such Committee recommendations shall be presented at the membership meeting at which the proposed resolutions are considered.

8.15 Electronic Communications. Any notice required or permitted to be given to a member of the Society for any purpose may be delivered by transmission by electronic means to the electronic address of the member who is to receive the notice, as that address appears on the records of the Society. All other communications or consents which are required to be in writing in connection with any action of the membership shall be fully valid and effective if sent and received by electronic means.

CHAPTER IX

9.00 Code of Ethics

9.10 Code. The then current Principles of Medical Ethics of the American Medical Association shall be the Code of Ethics of this Society and are hereby made a part of these Bylaws.

CHAPTER X

10.00 Indemnification

10.10 Indemnification. To the full extent permitted by law, the Society shall indemnify any and all of its incumbent or former directors, officers, committee members, or employees, or any person who has served or shall serve at the Society's request or by its election or appointment as a director or officer of another corporation or society, against expenses actually and necessarily incurred by them in connection with the defense or settlement of any action, suit or proceeding in which they, or any of them, are made parties, or a party, by reason of being or having been a director, officer, committee member, or employee of the Society, or of such other corporation or society; provided, however, that the foregoing shall not apply to matters as to which any such incumbent or former director, officer, committee member, or employee, shall be adjudged in such action, suit or proceeding to be liable for willful misconduct in the performance of duty or to such matters as shall be settled by agreement predicated on the existence of such liability.

10.20 Insurance. Upon specific authorization by the Board of Directors, the Society may purchase and maintain insurance on behalf of any and all of its incumbent or former directors, officers, committee members, or employees, or any person who has served or shall serve at the Society's request or by its election or appointment as a director or officer of another corporation or society, against any liability, or settlement based on asserted liability, incurred by them by reason of being or having been a director, officer, committee member, or employee of the Society, or of such other corporation or society, whether or not the Society would have the power to indemnify them against such liability or settlement under the provisions of 10.10.

CHAPTER XI

11.00 **Parliamentary Procedure**

All parliamentary proceedings at the meetings of the members of this Society and of its boards and committees shall be governed by the then current *Sturgis Standard Code of Parliamentary Procedure* when not in conflict with these Bylaws or applicable law, which shall govern in the event of any such conflict.

CHAPTER XII

12.00 **Amendments**

Amendments to these Bylaws can be made only by a two-thirds vote of the members of the Society present and voting at an annual business meeting or a special meeting, provided that the proposed amendment or amendments have been approved by the Board of Directors and submitted in writing to the members in the notice of the meeting or published in the Journal of the Society at least thirty days prior to such meeting. Any such amendment or amendments so adopted shall become effective immediately upon adoption unless such amendment otherwise provides.

12.10 Committee on Bylaws and Resolutions. The Committee on Bylaws and Resolutions shall consist of a Chairman and at least four other members appointed by the Board of Directors. It shall be a fact finding and advisory committee on matters pertaining to the Bylaws. It shall edit and make recommendations on all proposed amendments to the Bylaws and shall prepare and submit, in proper form for voting by the membership, Bylaws amendments proposed by members. It may on its own initiative propose amendments to the Bylaws.

CHAPTER XIII

13.00 **Dissolution**

In the event the Society is dissolved in accordance with the provisions of the Illinois General Not for Profit Corporation Act, all of the net assets of the Society shall be disposed of either (A) exclusively for the purposes of the Society in such manner as the Board of Directors shall determine, or (B) to such organization or organizations organized and operated exclusively for charitable, educational or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue statute), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by an appropriate court exclusively for the purposes of the Society, or to an organization or organizations organized and operated exclusively for charitable, educational or scientific purposes, in such manner as such court shall determine.

Index—Bylaws

Active Members

- Application for Membership 2.19
- Membership Fees and Dues 2.194
- Remission of Dues 2.195
- Requirements 2.112
- Rights and Privileges 2.113

Advisory Editorial Board 6.101 (B)

Amendments to Bylaws 12.00

American Board of Radiology, Trustees 4.19

American College of Radiology

- Board of Chancellors 4.20
- Council 4.20

Application for Membership

- Active/Associate 2.19
- Corresponding 2.19
- Member-in-Training/Corresponding Member-in-Training 2.193
- Procedure 2.19

Assessments—See Membership Fees and Dues

Associate Editors 6.101 (B)

Associate Members

- Application for Membership 2.19
- Membership Fees and Dues 2.194
- Remission of Dues 2.195
- Requirements 2.121
- Rights and Privileges 2.122

Business Sessions—See Order of Business

Bylaws

- Amendments 12.00
- Committee on Bylaws and Resolutions 12.10

Chairman of Board of Directors 3.135

Chapters

- Amendments 12.00
- Board of Directors 4.00
- Code of Ethics 9.00
- Dissolution 13.00
- Elections 5.00
- Indemnification 10.00
- Meetings of Members 8.00
- Membership 2.00
- Officers 3.00
- Parliamentary Procedures 11.00
- Publications 6.00
- Purposes and Organization 1.00 and 1.10

Code of Ethics 9.00

Corresponding Members

- Application for Membership 2.193
- Membership Fees and Dues 2.194
- Remission of Dues 2.195

- Requirements 2.151
- Rights and Privileges 2.152
- Dissolution 13.00
- Dues—See Membership Fees and Dues
- Editor
 - Business Manager 6.101 (C)
 - Editor 6.101 (A)
 - Editor, Associate 6.101 (B)
- Elections Procedure 5.00
- Ethics 9.10
- Executive Director 4.131 (C)
- Expenses 4.131 (E)
- Gold Medal 4.17
- Honorary Members
 - Election 4.18
 - Requirements/Privileges 2.21
- Indemnification of Directors and Officers 10.00
- Initiation Fee—See Application Fee
- Journal—See Publications
- Meetings
 - Board of Directors 4.16
 - Society Business Meetings 8.00
- Members-in-Training
 - Application for Membership 2.193
 - Membership Fees and Dues 2.194
 - Remission of Dues 2.195
 - Requirements/Rights/Privileges 2.13
- Membership
 - Active 2.11
 - Associate 2.12
 - Corresponding 2.15
 - Corresponding Member-in-Training 2.16
 - Honorary 2.18
 - International—See Corresponding
 - Medical Student 2.14
 - Member-in-Training 2.13
 - Retired 2.17
- Membership Fees and Dues
 - Determination 4.131 (B)
 - Dues Remitted 2.195
 - Dues Unpaid 2.194
- Nominating Committee
 - Procedure 5.12
- Officers
 - Duties 3.13
 - Enumeration 3.10
 - Qualifications 3.11
 - Terms 3.12
- Order of Business
 - Business Sessions 8.00

- Elections 5.00
- Organization 1.10
- Physicists 2.1122
- President 3.131
- President-Elect 3.132
- Publications 6.00
- Purposes 1.00
- Quorum
 - Board of Directors 4.162
 - Business Sessions 8.12
- Radiologic Scientists
 - Active Membership 2.1122
- Radiologists
 - Active Membership 2.1121
 - Corresponding Membership 2.1511
- Radiology (Journal)*—See Publications
- Research and Education Foundation 7.10
- Retired Members 2.17
- Rights of Members
 - Active 2.113
 - Associate 2.122
 - Corresponding 2.152
 - Corresponding Member-in-Training 2.16
 - Honorary 2.182
 - Medical Student 2.143
 - Member-in-Training 2.132
 - Retired 2.172
 - Right to Hold Office 5.11
 - Voting Rights 5.11
- Secretary-Treasurer 3.134
- Vacancies
 - Board of Directors 4.12
 - Presidency 3.131
- Vice-Presidents 3.133
- Voting Rights—See Rights of Members