

The Committee on Bylaws and Resolutions submits to the membership of the Radiological Society of North America (RSNA) amended Bylaws, including the following proposals, for consideration and vote at the Special Business Meeting on Wednesday, May 19, 2021, at 9:30 a.m. CT, during a virtual meeting of the Society via Zoom.

The amended Bylaws originated with the Board of Directors and have been reviewed and approved by the Committee on Bylaws and Resolutions, which is chaired by Naiim S. Ali, MD. The additional members of the committee are Kelli J. Andresen, MD, Pritesh Patel, MD, Kevin C. Reilly Sr, MD, and Baskaran Sundaram, MRCP, FRCR.

**PROPOSAL 1:** That Chapter II of the Bylaws be amended with editorial and clarifying edits, including to make more clear the existing rights and privileges for all membership categories as it relates to service on the Board of Directors and the Board of Trustees of the RSNA Research & Education Foundation.

**PROPOSAL 2:** That Chapter III of the Bylaws be amended to eliminate the office of President-Elect. Outside of serving in the capacity of Secretary-Treasurer, the President-Elect position carries no other official duties. As a result, the provisions for officer terms and responsibilities were updated. This includes amending the election and term of office of the Secretary-Treasurer to be by appointment from among the Board of Directors for a one (1) year term.

**PROPOSAL 3:** That Chapter IV of the Bylaws be amended to:

- a. **Modify the size of the Board of Directors to be composed of seven (7) to eleven (11) members.** The President, the Chair and five (5) other directors (collectively, to be identified as the “Standing Directors”) and up to four (4) additional directors to be known as “At-Large” Directors. As a result, the provisions for officer eligibility, annual elections, terms of office, vacancies, and quorum for conduct of Board business were amended.
- b. **Modify the composition of the Nominating Committee.** The Committee make-up will be changed to enable the Board to appoint at least three members, one of whom it shall name as Chair. No more than two members of the Board may sit on the Nominating Committee. These updates will provide flexibility for the Board to increase the size of the Nominating Committee.
- c. **Add a provision for RSNA to hold an open call for nominations for Board candidate recommendations.** The Nominating Committee will continue to present a slate to the Board for approval, and the slate will be presented for a vote by eligible members during the annual business meeting. With the introduction of an open call for nominations, the Bylaws will be amended to eliminate the opportunity for open nominations from the floor for each of the positions during the business meeting.

**PROPOSAL 4:** That Chapter V of the Bylaws be removed and the provisions on elections be moved under Chapter IV and amended as noted above.

**PROPOSAL 5:** That the Bylaws be amended to make various editorial and operational updates including:

- a. The term “Chairman” was adjusted to “Chair”, in order to be more inclusive. *(This title change is being adopted across the Society.)*

- b. The names of the “Committee on Bylaws and Resolutions” and “Committee on Nominations” were updated to reflect the more commonly used terms of “Bylaws and Resolutions Committee” and “Nominating Committee” respectively.
- c. Clarify terminology between the use of “business meeting” and “Annual Meeting”.
- d. Chapter and clause references were updated throughout the Bylaws as a result of amendments.

## **BACKGROUND**

The Board spent several months evaluating its board governance to ensure its structure meets the future needs of the Society. At its meeting on February 5, 2021, the Board of Directors reached consensus on the following objectives and changes to the size and composition of the RSNA Board of Directors.

- The RSNA Board of Directors approved to change the size of the Board from eight (8) to a range of seven (7) to eleven (11) members.
- The objectives in modifying the size of the Board are to enhance the organization’s ability to:
  - Create a flexible structure to allow for the inclusion of more voices on the Board, while maintaining the succession process for the leadership roles of Chair and President.
  - Create more flexibility in adding various expertise to the Board based on the specific skill sets required at the time to achieve the goals and mission of the Society.
  - Bring midcareer professionals (seven to 15 years out of training) and private practitioners into the deliberations of the Board and provide a stronger voice in the development of strategies, programs and services for these important members of the radiology profession.
  - Increase the diversity of the Board of Directors on all axes.

In order to achieve the agreed upon objectives, it was agreed that amendments to the RSNA Bylaws should be proposed to support the adjusted composition of the Board. The Bylaws were reviewed by staff and drafted by outside counsel.

A draft of the Bylaws, reflecting the amendatory language to implement the proposals outlined here can be found in Appendix 1 below.

**Radiological Society of North America, Inc.**

Bylaws as adopted November 1976  
Revised November 1978  
Revised November 1981  
Revised November 1983  
Revised November 1985  
Revised November 1986  
Revised November 1989  
Revised November 1990  
Revised November 1992  
Revised November 1993  
Revised November 1994  
Revised November 1996  
Revised November 1997  
Revised November 1998  
Revised December 2002  
Revised November 2004  
Revised November 2005  
Revised November 2007  
Revised November 2008  
Revised December 2014  
Revised November 2016  
Revised December 2017  
Revised November 2018  
Revised \_\_\_\_\_ 2021

**CHAPTER I  
PURPOSE AND ORGANIZATION**

**CHAPTER II  
MEMBERSHIP**

**CHAPTER III  
ELECTED OFFICERS**

**CHAPTER IV  
BOARD OF DIRECTORS**

**CHAPTER V  
PUBLICATIONS**

**CHAPTER VI  
RSNA RESEARCH AND EDUCATION FOUNDATION**

**CHAPTER VII  
MEETINGS OF MEMBERS**

**CHAPTER VIII  
CODE OF ETHICS**

**CHAPTER IX  
INDEMNIFICATION**

**CHAPTER X  
PARLIAMENTARY PROCEDURES**

**CHAPTER XI  
AMENDMENTS**

**CHAPTER XII  
DISSOLUTION**

# 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.

### 1.11 Organization

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

1.121 Officers are enumerated and their duties are defined in [Chapter III](#).

1.122 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 VI](#)

1.123 Committees of the Society are in the following categories:

Standing Committees

Ad Hoc Committees

1.1231 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.

1.1232 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. The Board determines whether an ad hoc committee has completed its task and may terminate the committee at that time.

## 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  
Graduate Student

**2.11 Active Members.** Active membership consists of radiologists and other radiologic scientists who fulfill the requirements set forth in [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 the Board of Directors, The Board of Trustees of the RSNA Research and Education Foundation and committees. They shall receive all official publications of the Society.

**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 [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 the Board of Directors 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 the Board of Directors, 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 the duration of residency and fellowship training. 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 the Member-in-Training has not declined such reclassification, in which case membership shall be terminated.

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

2.141 **Medical School Requirements.** Each applicant for Medical Student membership must be enrolled in a medical school.

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 or its equivalent.

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 the Board of Directors.

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 the Board of



Directors, 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 the Board of Directors.

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

2.19 **Graduate Student Members.** Graduate Student Membership in the Society consists of students enrolled in an accredited graduate program.

2.191 **Graduate Program Requirements.** The Graduate Programs from which Graduate students will be eligible for Graduate Student Membership will be determined by the Board of Directors and set forth in a Board approved policy.

2.192 **Rights and Privileges.** Graduate student members shall have certain rights and privileges as determined by the Board of Directors.

2.193 **Dues and Assessments.** Graduate student members are liable for such dues and assessments as are determined by the Board of Directors.

2.194 **Tenure of Graduate Student Membership.** Graduate student members may remain in this category until the attainment of a Graduate degree.

2.20 **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.

2.201 **Processing of Applications.**

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.

## **2.202 Member-in-Training Membership and Corresponding Member-in-Training Membership.**

The Society headquarters office staff shall review each application for Member-in-Training membership or Corresponding Member-in-Training membership 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.

## **2.203 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. Any member whose dues or assessments remain unpaid for a period of time determined by the Board of Directors shall be stricken from the Society's membership roll and publications list.

## **2.204 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 Elected Officers**

**3.10 Enumeration.** The officers of the Society shall be a President, Chair and Secretary-Treasurer.

**3.11 Election and Term of Office.** The office of President and Chair shall be filled in accordance with [4.131](#) for a one (1) year term each. The Board of Directors shall elect from among the Directors a Secretary-Treasurer to serve a one (1) year term.

**3.12 Qualifications.** Only members of the Board of Directors are eligible to serve as an officer of the Society.

### **3.13 Duties of Officers.**

**3.131 President.** The President shall be the presiding officer of membership meetings of the Society 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, present the Gold Medal of the Society to those designated by the Board of Directors as provided in [4.19](#), and deliver an annual address.

**3.132 Chair.** The Chair of the Board of Directors 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.

**3.133 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. 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 business meeting of the Society, the Secretary-Treasurer shall cause to be distributed to each member a summary of the minutes of each business meeting of the members, including the reports of officers. 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.

## **CHAPTER IV**

### **4.00 Board of Directors**

**4.10 Composition.** The Board of Directors shall be composed of seven (7) to eleven (11) members as follows: The President, the Chair and five (5) other directors (collectively, to be identified as the “Standing Directors”) and up to four (4) additional directors to be known as “At-Large Directors.” The Board of Directors may, by resolution, increase or decrease the number of At-Large Directorships within the foregoing range of four.

**4.11 Eligibility.** Only Active members are eligible to serve on the Board of Directors. Any individual who has served as an At-Large Director may not serve as an At-Large Director again, and may not serve as a Standing Director for at least three (3) years following the conclusion of service as an At-Large Director. An individual may not serve on the Board of Directors (including as an At-Large Director) after having completed a full term as a Standing Director.

**4.12 Annual Elections.** Election of the Board of Directors shall be conducted at a session of the annual business meeting of the members of the Society consistent with the procedures in this [Chapter IV](#).

**4.121 Nominating Committee.** For purposes of election, the Board of Directors shall annually appoint a Nominating Committee consisting of at least three (3) Active members, one of whom it shall name Chair. No more than two (2) members of the Board of Directors may sit on the Nominating Committee. The names of the members of the Nominating Committee shall be published in writing or in the official journal of the Society prior to the annual business meeting. Subsequent to such publication, the Nominating Committee will announce a call for nominations

to the Active Members with respect to the positions being considered by the Nominating Committee in such election cycle.

4.122 The Nominating Committee will present a slate of individuals to the membership to give effect to composition of the Board of Directors as contemplated in [4.10](#) above.

4.123 The slate of individuals presented by the Nominating Committee will be voted on at one of the sessions of the annual business meeting of the members of the Society by those members eligible to vote on the election of Directors.

4.124 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.

#### 4.13 **Term of Office.**

4.131 **Standing Directors.** Except as otherwise provided in [4.14](#), Standing Directors shall serve a term of seven (7) years with ascension as follows:

(A) During the sixth (6th) year of a term as a Standing Director, such Standing Director shall ascend to the office of and serve as the Chair of the Board of Directors.

(B) During the seventh (7th) year of a term as a Standing Director, such Standing Director shall ascend from the office of Chair to the office of President of the Society.

4.132 **At-Large Directors.** Where the Board of Directors by resolution has provided for one or more At-Large Directors to serve on the Board of Directors, such At-Large Directors shall serve for a term of three (3) years.

#### 4.14 **Vacancies.**

4.141 Should a vacancy occur in the office of President, the office of President shall remain vacant; provided, however, that the Chair shall assume the responsibilities of the President as set forth in [3.131](#) above. In performing such responsibilities, the Chair may also be referred to as the “Interim President” or such similar title as may be approved by the Board of Directors.

4.142 Should a vacancy occur in the office of the Chair, the office of the Chair shall remain vacant; provided, however, the President shall assume the responsibilities of the Chair as set forth in [3.132](#) above. In performing such responsibilities, the President may also be referred to as the “Interim Chair” or such similar title as may be approved by the Board of Directors.

4.143 Should a vacancy occur in the office of Secretary-Treasurer, the Board of Directors shall elect a successor to serve for the unexpired term consistent with the procedures of [3.11](#).

4.144 Should a vacancy occur for an At-Large Director, the Board of Directors may appoint an interim At-Large Director until the unexpired term can be filled by the Nominating Committee

and elected by the membership eligible to vote during the next annual business meeting. In the event that the Board of Directors does not choose to appoint an interim At-Large Director, the vacancy will remain open until the unexpired term is filled by the Nominating Committee and elected by the membership eligible to vote at the next annual business meeting. An individual elected to serve for the unexpired term as an At-Large Director shall not be precluded from being elected to a full, three (3) year term as an At-Large Director in the future.

4.145 Should a vacancy occur among the Standing Directors (other than the President, Chair and Secretary-Treasurer as provided for above), the vacancy shall be filled as follows:

(A) If the vacating Standing Director is in the fourth or fifth year of a seven (7) year term, then each Standing Director more junior in tenure shall advance one (1) year in seniority. The Board of Directors may appoint an Active member to serve as a Standing Director on an interim basis until the next annual business meeting. At the next annual business meeting, the Nominating Committee will put forth to the membership a candidate to fill the vacancy among the Standing Directors; provided, however, the successor elected by the membership shall commence their term as a Standing Director in the second year of a seven (7) year term, thereby serving a total of six (6) years on the Board of Directors.

(B) If the vacating Standing Director is in the first, second, or third year of a seven (7) year term, then the individual presented by the Nominating Committee and elected by the membership eligible to vote at the next annual business meeting shall serve for the unexpired portion of the vacating Standing Director's seven (7) year term. The Board of Directors may appoint an Active member to serve on an interim basis until such time as the vacancy can be filled at the next annual business meeting.

4.15 **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.

4.151 **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 and disposal of Society property must be for purposes 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 serves as the Chief Executive Officer and may also serve as Business Manager of the Society journals, 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 V](#).

(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) Appointment of the members of the Board of Trustees of the Research and Education Foundation as provided in [6.002](#).

**4.16 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.

**4.17 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.

**4.18 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 Chair, 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 Chair of the Board or, if the Chair is unable or unwilling to make such determination, by the President of the Society.

**4.181 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.

**4.182 Quorum.** A majority of the members of the Board of Directors in office shall constitute a quorum for the conduct of business.

**4.19 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.

**4.20 Election of Honorary Members.** The Board may elect Honorary Members as defined, and in the manner described, in [2.18](#).

**4.21 Reports.** The Chair 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 Publications

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

5.101 **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.

5.11 The Board of Directors may, from time to time, establish such other publications as it deems appropriate.

## CHAPTER VI

### 6.00 RSNA Research and Education Foundation

6.001 **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.

6.002 **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.

6.10 **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 VII

### 7.00 Meetings of Members

7.10 **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. 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.

7.11 **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 (5) 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.

7.12 **Quorum.** Twenty-five voting members shall constitute a quorum.

7.13 **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 present at a session of an annual or special business meeting of members are eligible to vote. Voting by proxy shall not be permitted.

7.14 **Resolutions.** Prior to any business meeting of the members, the Bylaws and Resolutions Committee 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.

7.15 **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 VIII**

### **8.00 Code of Ethics**

8.10 **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 IX**

### **9.00 Indemnification**

9.10 **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.

9.20 **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 [9.10](#).

## **CHAPTER X**

### **10.00 Parliamentary Procedures**

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 XI**

### **11.00 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 official 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.

**11.10 Bylaws and Resolutions Committee.** The Bylaws and Resolutions Committee shall consist of a Chair 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 XII**

### **12.00 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.