

SOCIETY OF CHAIRS OF ACADEMIC RADIOLOGY DEPARTMENTS

BYLAWS *November 2023*

ARTICLE I: NAME AND PURPOSES

Section 1. Name. The name of this society shall be the Society of Chairs of Academic Radiology Departments, hereinafter referred to as the Society.

Section 2. Purposes. The Society is a District of Columbia (“DC”) nonprofit corporation, exempt from federal income tax pursuant to Internal Revenue Code Section 501(c)(6). It is organized and operated exclusively for the purposes set forth in its Articles of Incorporation (“Exempt Purpose”). The Society will further its Exempt Purpose of advancing the art and science of radiology, by, among other activities:

- (a) promoting medical education, research and patient care;
- (b) developing methods of undergraduate and graduate teaching in radiology;
- (c) providing a forum for discussion of problems and mutual interests among radiology department chairpersons; and
- (d) developing policies and initiatives essential for the success of the clinical, research and educational missions of radiology and imaging sciences.

ARTICLE II: OFFICES

The Society shall have and continuously maintain in DC a registered office and a registered agent whose office is identical with such registered office, and may have such other offices inside or outside DC as the Society Board of Directors (“Board”) may from time to time determine.

ARTICLE III: MEMBERSHIP

Section 1. Department Members. Membership in the Society may be granted to any department of radiology accredited by the Liaison Committee on Medical Education and/or by the Committee on Accreditation of Canadian Medical Schools (“Eligible Departments”) that: (i) are interested in, and agree to support, the Exempt Purpose and activities of the Society; (ii) agree to abide by these bylaws, and such other rules, regulations, policies, and procedures the Society may adopt from time to time; and (iii) meet the additional criteria established for membership in the Society. The Board shall, from time to time, adopt policies and procedures regarding the application for, and determination of, membership in the Society. Each Eligible Department granted membership in the Society (hereafter “Department Members” or “Members”) shall be represented by its chair or acting/interim chair (“Member Representative”). Department Members shall vote on all action items presented to the membership for a vote. Member Representatives shall exercise their Department Member’s vote. A Department Member seeking to have its Member Representative be an individual other than its chair or acting/interim chair must submit a written request to the Board, and the Board’s decision regarding said request shall be final and not subject to appeal. Any Member Representative who ceases to be a chair or acting/interim chair of the Department Member automatically ceases to be a Member Representative, and is substituted by their successor identified by the Department Member in writing to the Society.

Section 2. Emeritus Members. Any former Member Representative is eligible to become an Emeritus Member of the Society upon application to the Society and pursuant to the applicable policies and procedures adopted by the Board. Emeritus Members are not entitled to vote.

Section 3. Membership Termination. The Society may terminate a Department Member’s or Emeritus Member’s membership if the Board determines such member engaged or is engaging in conduct that: (i)

violates the Society's bylaws, rules, regulations, policies, or procedures, as may be amended from time to time; or (ii) is otherwise contrary to the interests of the Society. In the event the Board seeks to terminate any membership in accordance with this provision, the Society will notify the member that the Board will consider terminating its/their membership during a Board meeting no less than twenty-one (21) days following the day the notice is provided to the member (which Board meeting date must be included in the notice). The notice shall inform the member that it may submit a written response to the Board in advance of its meeting, which the Board will review and consider in determining whether to terminate its membership. The Board's decision to terminate a membership is final and not subject to appeal.

Section 4. Rights and Duties. In addition to any other rights and duties determined by the Board, all members may attend meetings, but only Department Members may vote, and only Department Member Representatives may serve as a Director and/or Officer of the Society, with the exception of the office of Past President which may be filled by an Emeritus Member.

Section 5. Dues and Assessments. The membership dues and the time for paying such dues (and other assessments, if any) shall be determined from time to time by the Board. Any member who becomes ineligible for membership or who is in default in the payment of any dues or charges as determined by the Board, shall be deemed to have resigned, and their membership terminated automatically. A member who resigns or has their membership terminated is not entitled to the return of previously paid annual dues or any portion thereof.

Section 6. Transfer of Membership. Membership in the Society is not transferable or assignable.

Section 7. Annual and Regular Meetings. An annual meeting of the members shall be held at such time and place as determined by the Board. At each such meeting, the Members shall conduct such business as may properly come before the Members.

Section 8. Special Meetings. Special meetings of the Members may be called by the Board or as otherwise prescribed by law. The time and place for said special meetings shall be determined by the Board, provided the same complies with these bylaws and applicable law.

Section 9. Voting. Each Member is entitled to one vote per matter submitted for Member vote.

Section 10. Notice. Written notice stating the place, date and time of the Member meeting shall be delivered to each Member entitled to vote at such meeting not less than ten (10) nor more than sixty (60) days before the date of such meeting, unless another time frame is required by law. Notice of an annual meeting need not include a description of the purpose for which the meeting is called. The record date for determining Members entitled to notice of and to vote at an annual or special meeting of the Members is the day before the notice is given to Members.

Section 11. Waiver of Notice. Any Member may waive notice of any meeting before, at, or after such meeting. The attendance of a Member at a meeting shall constitute a waiver of notice of such meeting, except where a Member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened, and presents its/their objection at the beginning of the meeting.

Section 12. Quorum. Twenty (20) voting Members shall constitute a quorum for the transaction of business at any duly called meeting of the Members; provided that if less than a quorum is present, a majority of the voting Members present may adjourn the meeting to another time without further notice.

Section 13. Manner of Acting. The act of a majority of the voting Members present at a duly called meeting at which a quorum is present shall be the act of the Members, unless the act of a greater number is required by law, the Articles of Incorporation, or these bylaws.

ARTICLE IV: BOARD OF DIRECTORS

Section 1. General Powers. The property and affairs of the Society shall be managed by the Board. The Board shall have, and may exercise, the powers provided in the Articles of Incorporation or the District of Columbia Nonprofit Corporation Act of 2010, as may be amended from time to time (“Act”), which are necessary or convenient to carry out its Exempt Purpose.

Section 2. Number, Election, Tenure, and Qualifications. The Board shall consist of seven (7) directors (“Directors”) including: (i) the Society’s four (4) Officers (i.e., President, President-Elect, Past President, Secretary-Treasurer (“Officer Directors”), each of whom serve *ex-officio*; and (ii) three (3) at-large Directors (“Councilor-Directors”). To be eligible for election as a Director, an individual must fulfill such criteria as the Board shall establish. The Directors shall be elected in accordance with the policies and procedures established by the Board. Officer-Directors shall continue to serve until their term of office as an Officer expires and their successor is duly elected and qualified. Councilor-Directors shall serve a three (3) year term, and shall continue to serve until their successor is duly elected and qualified. There is no limit on the number of consecutive terms a Director may serve on the Board.

Section 2.1. Staggered Terms Transition. Despite Article IV, Section 2 (above), to create staggered terms among the Councilor-Directors, the Councilor-Directors who will serve on the Board commencing in October 2023 will have the following terms:

Councilor-Director 1 transitional term as Councilor-Director ends October, 2024

Councilor-Director 2 transitional term as Councilor-Director ends October, 2025

Councilor-Director 3 transitional term as Councilor-Director ends October, 2026

The above Councilor-Directors will comprise the three Councilor-Directors effective October 20, 2023, elected at the Annual Meeting of the Members. Councilor-Directors serve until the individual dies, resigns, is removed from the Board, or until their term expires, and until their successor is duly elected and seated. Other than as specified in this Section 2.1, all Councilor-Directors are elected to three-year terms in accordance with Section 2 above. This Section 2.1 shall be automatically deleted from these Bylaws immediately following the October, 2026 Annual Meeting of the Members.

Section 3. Regular Meetings. Regular meetings of the Board shall be held at such time and place as the Board shall designate. No notice shall be required for regular meetings for which the time and place have been fixed.

Section 4. Special Meetings. Special meetings of the Board may be called by or at the request of the President or any two (2) Directors. The person(s) authorized to call special meetings of the Board may fix the place for holding any special meeting called by them.

Section 5. Notice. At least ten (10) business days’ notice shall be given to each Director of a regular meeting of the Board; provided, that at the beginning of each annual period, the Society may provide a single notice of all regularly scheduled meetings for that year, or for a lesser period, without having to give notice of each meeting individually. A special meeting of the Board may be held upon notice of at least two (2) business days. Notice of a meeting of the Board shall specify the date, time and place of the meeting, but need not specify the purpose for the meeting or the business to be conducted. Written notice must be either delivered personally to each Director by registered mail return receipt requested, overnight courier, or via email or fax with proof of delivery to each Director at their contact information in the Society’s records. If mailed, such notice shall be deemed delivered when received as indicated on the return receipt, with postage thereon prepaid. If by overnight courier, email or fax, such notice shall be deemed delivered when the notice is delivered to the recipient according to the overnight courier service’s records or the proof of delivery generated by the sender’s fax or email. Notwithstanding the foregoing, a Director may waive notice of any regular or special meeting of the Board by written statement signed by the Director entitled to the notice, and filed with the minutes or corporate records. Attendance at a meeting of the Board shall also constitute a waiver of notice, except where a Director states they are attending for the purpose of objecting to the

conduct of business on the grounds that the meeting was not lawfully called or convened.

Section 6. Quorum. A majority of the Directors shall constitute a quorum for the transaction of business at any Board meeting, but if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 7. Manner of Acting. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board or a committee of the Board, unless the act of a greater number is required by law or by these bylaws.

Section 8. Resignation, Removal, Absences and Vacancies. Any Director may resign at any time by giving written notice to the President, the Secretary-Treasurer, or the full Board. Such resignation shall take effect at the time specified therein or, if no time is specified, at the time the notice is delivered. Any Director may be removed from the Board, with or without cause, by a majority of votes cast by the Board. Unless an absence is otherwise excused by the Board, any Director or Officer who is absent (without being excused by the Board) from two (2) consecutive, or three (3) non-consecutive regular meetings of the Board during a two (2) year period, shall be deemed to have resigned from the Board, and any office they held, effective as of the date of the subject meeting. Any vacancy occurring in the Board and any Director seat to be filled by reason of an increase in the number of Directors, shall be filled by the Board. A Director elected to fill a vacancy shall hold office for the unexpired duration of the term.

Section 9. Compensation. Directors and Officers shall serve as uncompensated volunteers, and may be reimbursed for reasonable and necessary expenses actually incurred in the performance of their duties, in accordance with policies and procedures adopted by the Board.

Section 10. Action without Meeting and Participation by Electronic Device. Any action required or permitted to be taken at any meeting of the Board may be taken without a meeting if the text of the resolution or matter agreed upon is sent to all the Directors and all the Directors consent to such action in writing, setting forth the action taken. Such consent in writing shall have the same force and effect as a vote of the Board at a meeting and may be described as such in any document executed by the Society. Any or all Directors may participate in a meeting of the Board, or a committee of the Board, by means of conference telephone or by any means of communication by which all persons participating in the meeting are able to hear one another, and such participation shall constitute presence in person at the meeting.

ARTICLE V: OFFICERS

Section 1. Officers. The Officers of the Society shall be the President, President-Elect, Past President, and Secretary-Treasurer (“Officers”). All Officers shall exercise such powers and perform such duties as determined from time to time by the Board.

Section 2. Election, Tenure, and Voting. Each Officer shall be elected in accordance with the policies and procedures established by the Board. Each Officer shall hold office for a one (1) year term and until their successor is elected and qualified, or until their death, resignation, or removal from office. Officers may serve more than one (1) term and may be re-elected without limitation.

Section 3. Removal. Any Officer may be removed from office by the Board whenever, in its judgment, the best interests of the Society would be served by such removal, but the removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 4. Vacancies. A vacancy in any office, because of death, resignation, removal, disqualification or otherwise, may be filled by the Board for the unexpired portion of the term.

Section 5. President. The President shall preside at all meetings of the members and Board and shall perform all duties customarily incident to the office of President and such other duties as may be prescribed from time to time by the Board. The President shall be an ex-officio member of all committees, and has the

right, but not the obligation, to participate in the deliberations of any committee. Except in those instances in which the authority to execute is expressly delegated to another Officer or agent of the Society, or a different mode of execution is expressly prescribed by the Board, these bylaws, and/or the law, the President may execute for the Society any contracts, deeds, mortgages, bonds, or other instruments the Board has authorized to be executed, either individually or with the President and/or any other Officer authorized by the Board.

Section 6. President-Elect. The President-Elect shall assist the President in the discharge of the President's duties, and shall perform such other duties as assigned by the Board. In the absence of the President, or in the event of the President's inability or refusal to act, the President-Elect shall perform the duties of the President and, when so acting, shall have all the powers of and be subject to all the restrictions on the President. The President-Elect shall succeed to the office of President at the end of the President's one-year term.

Section 7. Secretary-Treasurer. The Secretary-Treasurer shall, either individually or overseeing management staff: (1) keep minutes of the meetings of the Board and members in one or more books/records maintained for that purpose; (2) see that all notices are duly given in accordance with applicable law, the Articles of Incorporation, and these bylaws; (3) serve as the custodian of the corporate records; (4) keep a record of the contact information of each Director and Officer; (5) serve as the principal accounting and financial officer of the Society; (6) be responsible for the maintenance of adequate books of account for the Society; (7) be responsible for the custody of all funds and securities of the Society; and (8) in general, perform all duties customarily incident to the office of Secretary-Treasurer and such other duties as may be assigned from time to time by the President or the Board. If required by the Board, the Secretary-Treasurer shall give a bond for the faithful discharge of the duties of that office in such sum and with such surety as the Board shall determine, the cost of which shall be paid by the Society.

Section 8. Past-President. The Past-President shall perform all duties as may be prescribed from time to time by the President or the Board.

ARTICLE VI: COMMITTEES

Section 1. Board Committees. The Board, from time to time by resolution adopted by a majority of the Directors may designate from among its members, standing or special committees, each consisting of two (2) or more Directors. Each standing committee shall have all the authority of the Board to the extent provided in the resolution designating such committee, and each special committee shall have only the powers specifically delegated to it by the Board to the extent provided in the resolution designating such committee. The Board may designate one (1) or more Directors as alternate members of any standing board committee who may replace any absent member or members at any meeting of such committee. Each committee of the Board shall serve at the pleasure of the Board.

Section 2. Limitations on Standing and Special Board Committees. In addition to the limitations imposed on standing committees and special committees in connection with their adoption and subject Board resolution, no committee shall have the authority of the Board in reference to amending, altering or repealing these bylaws; electing, appointing or removing any member of any such committee or any Directors or Officers; amending the Articles of Incorporation; adopting a Plan of Merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Society; authorizing the voluntary dissolution of the Society or revoking proceedings therefor; adopting a plan for the distribution of the assets of the Society; or amending, altering or repealing any resolution of the Board which by its terms provides that it shall not be amended, altered or repealed by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board, or any individual Director, of any responsibility imposed upon them by law.

Section 3. Advisory Committees. The Board, from time to time, may establish advisory committees, task forces, and other bodies not having and/or exercising the authority of the Board (collectively referred to as "Advisory Committee(s)"), which shall consist of such persons as the Board designates. The Board shall

determine whether, if at all, an Advisory Committee must have Directors as members. An Advisory Committee may not act on behalf of the Society or bind it to any actions, but may make recommendations to the Board.

Section 4. Place and Time of Meetings, Notice, Waiver of Notice and Records. Meetings of committees may be held at any place, from time to time designated by the Board or the committee. Regular meetings of any committee shall be held at such times as may be determined by resolution of the Board or the committee, and no notice shall be required for any regular meeting. A special meeting of any committee may be called by resolution of the Board and shall be called by the Secretary-Treasurer upon the request of any member of the committee. Any committee may make rules for holding and conducting its meeting and shall keep minutes of all meetings. Any action required or permitted to be taken by any committee may be taken as provided in Section 10 of Article IV of these bylaws.

Section 5. Quorum; Rules; Chair. Unless otherwise provided in the resolution of the Board designating or appointing a committee, a majority of the whole committee shall constitute a quorum, and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee. Each committee may adopt rules for its own government not inconsistent with these bylaws or with any rules prescribed by the Board. Unless otherwise stated in these bylaws, the Board resolution designating or appointing the members of a committee shall designate one (1) member thereof as chair, and if no chair is designated by the Board, the committee shall designate its chair.

ARTICLE VII: INDEMNIFICATION

The Society shall indemnify to the maximum extent legally permissible by the Act, each Director and Officer and former Director and Officer of the Society, against all expenses (including attorneys' fees), judgments, fines, damages, and amounts paid in settlement actually and reasonably incurred by them in connection with or arising out of any threatened, pending or completed claim, action, suit, proceeding, issue or matter of whatever nature, whether civil, criminal, legislative, administrative or investigative, in which they may be involved as a party or otherwise by reason of being or having been such Director and/or Officer.

This indemnification includes amounts paid or incurred in connection with reasonable settlements if made with a view to the curtailment of the costs of litigation.

This indemnification includes amounts paid or incurred in connection with acts of negligence, whether liability on the part of such Directors and/or Officers exists as to the Society, its Directors, Officers, agents or employees or as to third parties, including creditors.

This indemnification also extends to any criminal action, suit, investigation or proceeding, provided the same shall be dismissed against such Director or Officer or they are found not guilty. Such indemnification likewise extends to a criminal action, suit, investigation or proceeding that is terminated by a plea of *nolo contendere*, or its equivalent, to a charge of misdemeanor, provided the conduct complained of on the part of the Director or Officer was done in good faith and with the belief that it was in the best interest of the Society and on the reasonable assumption of its legality.

No such reimbursement or indemnification shall relate to any expense incurred in connection with any matter as to which such Director or Officer has been adjudged to be liable for gross negligence or misconduct in the performance of their duty to the Society, exclusive of issues or matters not related to the conduct on which the judgment was based, unless and only to the extent the court in which the action or suit was brought shall determine that, despite such adjudication of liability and in view of all the circumstances of the case, such Director or Officer is fairly and reasonably entitled to indemnification for those expenses the court shall deem proper.

The indemnification provided by this Article VII shall not be deemed exclusive of any other rights which such Director or Officer may have under any agreement, vote of the Board or otherwise.

No indemnification shall be made under this Article VII if such indemnification would result in any liability for tax under chapter 42 of the Internal Revenue Code.

Every provision of this Article VII is intended to be severable, and, if any term or provision is invalid for any reason whatsoever, such invalidity shall not affect the validity of the remainder of this Article VII.

The Society shall obtain such insurance as the Board shall from time to time determine to protect the Society against losses caused by the fraudulent or dishonest acts of any Director, Officer or employee, to reimburse the Society for any obligation incurred pursuant to this Article, and to indemnify Directors and Officers under circumstances permitted by law.

ARTICLE VIII: CONTRACTS, CHECKS, DEPOSITS, AND GIFTS

Section 1. Contracts. The Board may authorize any officer(s) or agent(s) of the Society, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Society, and such authority may be general or limited to specific instances.

Section 2. Checks, Drafts, Etc. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Society shall be signed by such officer(s) or agent(s) of the Society in such manner as shall from time to time be determined by resolution of the Board.

Section 3. Deposits. All funds of the Society shall be deposited from time to time to the credit of the Society in such banks, trust companies, or other depositories as the Board may select.

Section 4. Gifts. Any Officer or Director or other representative designated by the Board may accept on behalf of the Society any unrestricted or unconditional contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Society. Any restricted or conditional contribution, gift, bequest, or devise may be accepted only by the Board on behalf of the Society.

ARTICLE IX: BOOKS AND RECORDS

The Society shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Board as required by law.

ARTICLE X: WAIVER OF NOTICE

Whenever any notice is required to be given under applicable law, the Articles of Incorporation, or these bylaws, waiver thereof in writing signed by the person(s) entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XI: RULES OF ORDER

In absence of any provisions to the contrary in these bylaws, all meetings of the Society shall be governed by the parliamentary rules and usage contained in the most current edition of the American Institute of Parliamentarians *Standard Code of Parliamentary Procedure*.

ARTICLE XII: USE OF ELECTRONIC COMMUNICATION

Unless otherwise prohibited by law: (i) any action to be taken or notice delivered under these bylaws may be taken or transmitted by electronic mail or other electronic means; and (ii) any other action or approval required to be written or in writing may be transmitted or received by electronic mail or other electronic means.

ARTICLE XIII: AMENDMENTS

The power to alter, amend, or repeal these bylaws or adopt new and other bylaws shall be vested in the Board. These bylaws may contain provisions for the regulation and management of the affairs of the Society not inconsistent with the law or the Articles of Incorporation.

ARTICLE XIV: DISSOLUTION

Upon the dissolution of the Society, the Board shall, after paying or making provision for the payment of all the liabilities of the Society, dispose the assets of the Society exclusively for the Exempt Purpose of the Society in such manner, or to such organization(s) which are then qualified as exempt within the meaning of Section 501(c)(6) or Section 501(c)(3) (but only if the purposes and objectives of such organization(s) are similar to the purposes and objectives of the Society) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States internal revenue law), as the Board shall determine.

Approved: *November 14, 2023*