

# BYLAWS OF THE SOCIETY FOR ADVANCED BODY IMAGING

Approved at annual meeting by majority of fellows present 10.21.2019

## Article I Offices, Corporate Seal

### Section 1.01. Registered Office.

The registered office of this corporation (the "Society") located in Minnesota shall be that set forth in the Articles of Incorporation, or in the most recent amendment of the Articles of Incorporation, or in the most recent resolution of the Board of Directors filed with the Secretary of State of Minnesota changing the registered office.

### Section 1.02. Other Offices.

The Society may have such other offices, within or without the State of Minnesota, as the Board of Directors shall from time to time determine.

### Section 1.03. Corporate Seal.

The Society shall have no corporate seal.

## Article II Members and Meetings of Members.

### Section 2.01. Members.

The membership of the Society shall be divided into the following designations: (1) Fellows, (2) Active Members, (3) International Members, (4) Affiliated Members, (5) In-Training Members, (6) Retired Members and (7) Emeritus Fellows.

### Section 2.02 Personal Qualifications.

Membership in the Society is a privilege, not a right, and is contingent upon continuing compliance with these bylaws. Members are expected to be of good moral character. Failure to comply with these requirements may serve as a basis for denial or revocation of Society membership.

### Section 2.03 Member Misconduct and Disciplinary Process

When, in relation to initial membership or a request for reinstatement as a member, an issue is raised regarding legal, ethical or professional misconduct, the matter shall be forwarded to the Society's Fellow Nominating Committee for its review and recommendation about qualifications for membership.

The Society's Fellow Nominating Committee may take disciplinary action against a Society Member who, in the Committee's determination, violates the Society's bylaws or membership requirements. Additionally, a member may be disciplined for :

- Professional misconduct resulting in sanctions or restrictions on rights including but not limited to the practice of medicine
- Conviction of any felony

The Committee may impose disciplinary action to include censure, suspension or termination of membership for a time period as the Committee may reasonably determine.

If the matter is referred to the Committee, written notice shall be sent to the member in question by registered or certified mail at least thirty (30) calendar days prior to a meeting of the Committee (a) stating the time and place of the meeting, (b) informing the member of the nature of the matter which will be considered, (c) advising that the member may then and there appear in person and/or by legal or other representative and may submit such evidence as the member deems appropriate, and (d) advising the member in question that failure to cooperate

reasonably with an ethics investigation is independent grounds for disciplinary action. Following the meeting, the Committee shall notify in writing the President of the Society and the member of its decision.

A member against whom disciplinary action is taken by the Committee may appeal the decision to the Board of Directors by mailing a written notice of appeal to the President within thirty (30) days of the mailing of notice of the adverse decision to the member in question.

Before the Board shall hear an appeal, it shall, by registered or certified mail, notify the member in question not less than thirty (30) calendar days prior to a meeting of the Board that the member may then and there appear in person and/or by legal or other representative to present such argument as the member deems proper to show that the disciplinary action taken should be reversed.

If a majority of the Board determines that the disciplinary action taken against a member is supported by the evidence and is the result of fair procedures, consistent with these bylaws, the Board shall affirm the disciplinary action. If a majority of the members of the Board does not so determine, the Board shall reverse the disciplinary action and may remand the matter as a whole or in part for further proceedings or may dismiss the matter in whole or in part.

The status of a member during disciplinary proceedings shall be unaltered.

## **Section 2.04 Member Designations**

### **Section 2.04.1 Fellows;**

**(a) General Description.** A Fellow is a physician or related scientist engaged in the practice, teaching or research of body computed tomography and/or magnetic resonance imaging of the body who has contributed to the advancement of the field. Fellows should be Diplomates of the American Board of Radiology or, if from countries other than the USA, have equivalent qualifications. Fellows are expected to have a major professional interest in the field of body computed tomography and/or magnetic resonance imaging and to fulfill the following requirements: 1) national and/or international recognition as a known leader in the field; 2) authorship of multiple well respected, peer reviewed scientific publications on clinical or research aspects of the field; and 3) academic rank at a teaching or research institution.

**(b) Requirements for Admission.** A physician or related scientist may be nominated for Fellowship pursuant to the procedures set forth by the Fellow Nominating Committee (FNC). Procedures for nomination and requirements for admission shall be circulated to all Fellows each year at the time of solicitation for new fellow applications. Procedures and requirements are defined in the Policy for Fellowship Admission, which may change, as recommended by the FNC and after approval by the Board of Directors. Specific requirements will be based upon the guidelines set forth in section 2.04.1 (a) above.

**(c) Procedures for Admission.** Physicians or related scientists shall be elected by the Fellows in accordance with the procedures set forth below:

- i. The Fellow Nominating Committee (FNC) shall review all applications. Prior to the society's Annual Business Meeting, the FNC shall circulate to all Fellows the names and qualifications of the candidates who meet the minimum requirements, and the FNC will also recommend acceptance or rejection of each application, based on the nominee's qualifications.
- ii. The Fellows shall vote for the candidates in accordance with the rules set forth below:
  - (A). Each Fellow shall vote for the candidates by secret ballot, either at the annual business meeting of the Fellows; or by submitting an absentee ballot to the Chair of the FNC prior to the business meeting of the Fellows;

- (B). The ballot shall set forth each proposed action and shall provide the Fellow to vote “for”, “against”, or “abstain” for each candidate;
- (C). Candidates who receive a majority of “for” votes in the combined tally of present and absentee votes AND a majority of “for” votes in the tally of votes among those present at the business meeting shall be accorded Fellow membership.

## **Members**

### **Section 2.04.2 Active Members.**

**(a) General Description.** A member is a physician or Scientists actively involved in the field of Body Imaging. Physicians who are board certified by the American Board of Radiology or the American Osteopathic Board of Radiology (AOBR) or who are board-eligible are eligible to become Members of the Society. Physicians outside the United States, who have their country’s equivalent to the ABR or AOBR certification with an active interest in body imaging, are eligible to become Members of the Society. Non-physician Scientists with a doctoral degree who have finished training and who are engaged in the practice, teaching or research of body computed tomography and/or magnetic resonance imaging of the body are eligible to become Members of the Society. On request, the membership committee may approve Scientist members who do not have a doctoral degree.

All active Members may attend the Scientific Session and may submit abstracts to the Research and Science Committee for presentation at the meeting, depending upon their eligibility as determined by the Research and Science committee.

**(b) Procedures for Admission.** Applicants must submit an Application for Membership, which shall include a statement of interest as well as relevant background in the field of radiology, which will be reviewed by the membership committee for admission. The Application for Membership must be approved by the Membership Committee.

### **Section 2.04.3 International Members.**

**(a) General Description;** A member is a physician or Scientist who is actively involved in the field of Body Imaging. Physicians who are board certified by the American Board of Radiology or the American Osteopathic Board of Radiology (AOBR) or who are board-eligible are eligible to become Members of the Society. Physicians outside the United States, who have their country’s equivalent to the ABR or AOBR certification with an active interest in body imaging, are eligible to become Members of the Society. Non-physician Scientists with a doctoral degree who have finished training and who are engaged in the practice, teaching or research of body computed tomography and/or magnetic resonance imaging of the body are eligible to become Members of the Society. On request, the membership committee may approve Scientist members who do not have a doctoral degree.

International Members may attend the Scientific Session and may submit abstracts to the Research and Science Committee for presentation at the meeting if they meet eligibility as determined by the Research and Science committee.

**(b) Procedures for Admission.** Applicants must submit an Application for Membership which shall include a statement of interest as well as relevant background in the field of radiology, which will be reviewed by the membership committee for admission. The Application for Membership must be approved by the Membership Committee

### **Section 2.04.4 Affiliated Members.**

#### **(a) General Description**

Non-radiologist physicians, or practitioners actively involved in the performance, promotion or interpretation of body imaging and related areas are eligible for Affiliated Membership. This designation is intended for medical physicists, Ph.D., masters and bachelor’s degree researchers, radiologic technologists and radiology department administrators. All affiliated Members may attend the Scientific Session and may submit abstracts to the Research

and Science Committee for presentation at the meeting if they meet eligibility as determined by the Research and Science committee.

**(b) Procedures for Admission.** Applicants must submit an Application for Membership which shall include a statement of interest as well as relevant background in the field of radiology, which will be reviewed by the membership committee for admission. The Application for Membership must be approved by the Membership Committee.

## **In-Training**

### **Section 2.04.5 In-Training Members.**

#### **(a) General Description**

Physicians currently enrolled in an approved radiology residency program or a post-residency fellowship program are eligible for In-Training Membership. Medical students with an interest in body imaging also are eligible for In Training Membership. The Board of Directors shall extend In-Training-Members special consideration in the matter of dues and fees. In-Training Members will be eligible to submit abstracts to the Research and Science Committee and attend the Scientific Session. In-training Members are eligible to submit abstracts to the Research and Science Committee, and attend the Scientific Session.

**(b) Procedures for Admission.** Applicants must submit an Application for Membership, which shall include a verification of enrollment from the program director of an approved radiology residency program. The Application for Membership must be approved by the Membership Committee. An In-Training Member who has completed an approved radiology residency program will be offered Membership in the society subject to the requirements for admission to Membership set forth in Section 2.04.02.

### **Section 2.04.6 Retired Members.**

**(a) General Description:** Physicians or related scientist members who are longer active in the practice of medicine or science may be designated as a Retired member and shall be exempt from paying dues. Retired members shall not have the right to vote or hold office, but they may serve on standing and ad hoc committees.

#### **(b) Procedures for Change in Status.**

At the written request of a member to the Membership Committee, a member no longer active in the practice of body imaging may be designated as a Retired Member.

### **Section 2.04.7 Emeritus Fellow**

**(a) General Description.** Physicians or related scientists who (1) have been Fellows in the Society for at least ten years; (2) previously actively participated in the mission of the Society either as an officer, Committee member, or have regularly contributed to postgraduate courses; and (3) made substantial contributions to the literature in body computed tomography or magnetic resonance imaging are eligible for Emeritus Fellowship in the Society.

**(b) Procedure for Change in Status.** Emeritus Fellowship is conferred by the Board of Directors on Fellows at the recommendation of the Fellow Nominating Committee.

**(c) Rights and Duties.** Emeritus Fellows shall be exempt from the payment of dues, beginning in the year in which the individual attains Emeritus Fellowship status. Emeritus Fellows shall have all the rights of Fellows except:

- (i) the right to vote;
- (ii) the right to hold office

**Section 2.05. Dues.**

The dues for each fiscal year shall be determined by the Board of Directors prior to the beginning of such fiscal year. Changes to the dues shall be approved by a majority of the Members attending the annual Members business meeting immediately preceding the fiscal year in which such dues are payable. The dues shall be payable on receipt of the statement. Any member whose dues are 90 days in arrears shall be so notified by the Treasurer or treasurer's designee. A member whose dues are in arrears at the time of the annual Member business meeting shall cease to be a member, except in cases of extenuating circumstances as determined by the Membership Committee.

**Section 2.06. Property.**

No member shall have any right, title or interest in or to the property of the Society.

**Section 2.07. Annual Meetings.**

There shall be the following annual meetings of the members: (i) a scientific meeting, and (ii) a business meeting of Members. A postgraduate teaching course may be associated with any of the foregoing meetings. The Members business meeting is open to all members. However, only Fellow Members may attend the meeting during the discussion and election of new Fellow Members.

**Section 2.08 Special Meetings.**

A special meeting of the Fellow Members for any purpose or purposes, unless otherwise prescribed by statute, may be called at any time by the President, the Board of Directors, or by the Fellow Members if the lesser of (i) 50 Fellow Members, or (ii) ten percent of the Fellow Members, sign, date, and deliver to the President or Secretary one or more written requests for the special meeting describing the purpose for which such special meeting is to be held. Attendance at the special meetings of the Fellow Members shall be restricted to the Fellow Members of the Society and two elected Members.

**Section 2.09 Place of Special Meetings**

Each special meeting of the Fellow Members of the Society shall be held at any place designated by the Board of Directors.

**Section 2.10 Notice of Meetings**

The Secretary shall deliver by mail, personally, or by telephone, facsimile transmission or e-mail, a notice of each annual or special meeting, the time and place where it is to be held, and, in the case of a special meeting, the purpose of such special meeting, to each member of record, at his or her address as it appears on the membership record of the Society, or if no such address appears, at his or her last known place of business, at least five days prior to such meeting.

**Section 2.11 Voting**

At each business meeting or special meeting of the Fellow Members of the Society, each member of the Society, unless otherwise set forth in these Bylaws, shall be entitled to one vote on each matter to be voted upon at the meeting. At all meetings of the members, all matters (except in special cases where other provision may be made by statute, by the Articles of Incorporation of the Society, or, by these Bylaws) shall be decided by a majority of votes cast by the members present at the meeting provided that a quorum is present. Except as otherwise provided in these Bylaws, the vote on any question need not be by ballot, unless requested by a member present at the meeting. Except as otherwise provided by these Bylaws, members are not authorized to vote by proxy.

## **Section 2.12 Quorum**

Except where otherwise required by statute, one-tenth of the total number of members of each class permitted to attend such meeting, present in person (or by proxy pursuant to Section 2.04(c)), but not less than two, shall constitute a quorum for the transaction of business. In the absence of a quorum, a majority of the members present in person or by proxy, or in the absence of all the members, any officer entitled to preside or act as Secretary at such meeting, shall have the power to adjourn the meeting, from time to time, until the requisite number of members shall be present, and at that time any business then may be transacted which might have been transacted at the meeting as originally called.

## **Article III Board of Directors**

### **Section 3.01. General Powers.**

The property, affairs, and business of the Society shall be managed by the Board of Directors.

### **Section 3.02. Number, Qualifications, and Term of Office.**

The Board of Directors shall consist of the Officers (President, the President-Elect, the Vice President, the Secretary, the Treasurer, Chief Membership Officer and the Immediate Past President), one director from the board of the affiliated journal of the society, and two Member-at-Large positions.

Officers shall serve for one (1) year during the term of his or her office as indicated in Section 5.02, except for the Treasurer, Secretary and Chief Membership Officer, who shall each serve a three (3) year term. Unless the president and the remainder of the board object, and if the board member remains in good standing with the society, the most senior member among the Secretary, Treasurer or Chief Membership Officer becomes, in succession, vice-president, president-elect and then president.

Each officer has equal voting powers as to decisions brought to or otherwise decided by the board of directors. Directors and Member-at-Large positions are non-voting positions. The designated member of the journal's editorial board and Member-at-Large positions are non-voting positions.

### **Section 3.03 Board Nominations.**

Any Society Fellow may nominate another Fellow for a position on the Board of Directors. Nominations shall be submitted in writing to the President in care of SCBT-MR staff at least 4 weeks prior to the annual business meeting. The President shall present a list of three (3) individuals to the Board for consideration and selection of one (1) individual to fill the Board position. The recommendation for the new Board member shall be presented at the annual meeting and the appointment will require a vote of endorsement by a simple majority of the members present.

### **Section 3.04. Medical Executive Director.**

The position of Medical Executive Director (MED) may be created or terminated by action of the Board of Directors. The purpose of the MED shall assist and support the Board of Directors and officers of the Society as the Board solely determines. The term of office and compensation for the MED shall be determined solely by the Board of Directors, which may choose to delegate certain authority to the MED to conduct affairs of the Society with its approval.

### **Section 3.05. Members-at-large and additional directors**

Members-at-large and additional directors shall assist and support the board of directors and officers of the society as the board solely determines. Members-at-large and any additional directors are appointed by the vice-president (incoming president-elect) after nominations from the board of directors. Interested candidates should submit their name to the board of directors for consideration. These positions do not have voting powers as to decisions brought to or otherwise decided by the board of directors.

Members-at-large may be as many as one (1) active member and one (1) fellow member, each serving on the board of directors for a period of two (2) years, presuming they remain in good standing with the society. Whenever possible, the 2-year terms of the members-at-large should be staggered. Members-at-large may be removed by the president of the board at any time with approval by the majority of the voting board members.

**3.05(b):** There may be one additional director from a board of any journals that have a formal written affiliation with the society. They should be nominated by the journal editor but require approval by the voting members of the board of directors and must be a member of the society in good standing. The term of this director is for one year, with annual appointment by the president of the board for a term of no more than five (5) consecutive years.

#### **Section 3.06. Organization.**

At each meeting of the Board of Directors, the President of the Society, or in his or her absence, the President-Elect of the Society, shall preside. The Secretary of the Society, or in his or her absence, the Vice President of the Society, shall act as secretary of the meeting.

#### **Section 3.07. Resignation.**

Any director may resign at any time by giving written notice to the President, or to the Secretary of the Society. The resignation of any director shall take effect at the time specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

#### **Section 3.08. Vacancies.**

Any vacancy in the Board of Directors caused by death, resignation, disqualification, removal, or any other cause, shall be filled in the same manner as removal of officers as set forth in Section 5.05.

#### **Section 3.09. Removal of Directors.**

Any director may be removed in the same manner as removal of officers as set forth in Section 5.04.

#### **Section 3.10. Place of Meetings.**

The Board of Directors may hold its meetings at such place or places, within or outside the State of Minnesota, as it may from time to time determine.

#### **Section 3.11. Annual Meeting.**

The annual meeting of the Board of Directors shall be held prior to the annual Fellow Members business meeting. The annual meeting of the Board of Directors is open to directors and committee chairs invited by the Board of Directors. Notice of the annual Fellow Members business meeting in accordance with the Section 2.10 shall constitute notice of the annual meeting of the Board of Directors.

#### **Section 3.12. Other Meetings.**

The Board of Directors shall hold such other meetings from time to time, when necessary, at such time and place, as the Board of Directors may determine, by resolution adopted by a majority of the Board of Directors. Notice of such other meetings need not be given. Meetings may be held in person, by teleconference call or other electronic means as the laws of the state of Minnesota permit. The Board of Directors may vote on resolutions by e-mail or other electronic means as the Board of Directors may determine. All matters that are determined by electronic means and not in person (except in special cases where other provision may be made by statute, by the Articles of Incorporation of the Society, or, by these Bylaws) shall be decided by a majority vote of the Board of Directors.

#### **Section 3.13. Quorum and Manner of Acting.**

Except as otherwise provided by statute or by these Bylaws, a majority of the Board of Directors that must include the President and President-Elect shall be required to constitute a quorum for the transaction of business at any

meeting, and the act of a majority of the directors present at any meeting at which a quorum is present shall be the act of the Board of Directors. In the absence of a quorum, a majority of the directors present may adjourn any meeting from time to time until a quorum be had. Notice of any adjourned meeting need not be given.

## **Article IV Committees**

### **Section 4.01. Standing Committees.**

The Society shall have the following standing committees: (a) Executive Committee, (b) Fellow Membership Committee, (c) Membership Committee, (d) Research Awards –Scientific Committee, (e) Continuing Medical Education Committee, (f) Communications Committee, Audit Committee and (g) Corporate Relations Committee.

### **Section 4.02. Committee Membership**

**(a) Committee Structure.** Committee members shall be appointed by the President as determined by need and established in policy. Individuals may be reappointed for a consecutive term at the request of the President. Vacancies on committees due to resignation or removal for nonpayment of dues shall be filled by appointment by the President. This appointment shall be for the remainder of the term being filled. The individual filling the vacancy can be appointed for two additional terms on after fulfilling the term of the initial member.

**(b) Requirements for Admission.** Appointment to committees is restricted to members in good standing. Failure to pay dues as described in Section 2.08 will result in removal from the committee.

### **Section 4.02. Fellow Membership Committee.**

**(a) General Description.** The Fellow Membership Committee shall be responsible for the review and selection of candidates for Fellow Membership of the Society. The Fellow Membership Committee shall consist of five Fellow Members

**(b) Fellow Members; Appointment; Term.** Fellow Members shall be appointed to the Fellow Membership Committee by the President for a three-year term. The Chief Membership Officer shall serve as Chair.

### **Section 4.03 Membership Committee.**

**(a) General Description.** The Membership Committee shall encourage, promote, and support membership. The committee shall be responsible for review of criteria for candidates for Membership and In-Training Membership of the Society. The committee shall review membership applications and approve members, and with the approval of the Board, it may delegate this responsibility to the Executive Director.

The Membership Committee shall from time to time recommend changes to the criteria for admission to the Membership of the Society as set forth in Section 2.05 and 2.06.

### **Section 4.04. Research Awards – Scientific Committee.**

**(a) General Description.** The Research Awards – Scientific Committee (the “Research Committee”) shall be responsible for establishing the criteria for the Call for Abstracts, review and score abstracts and participate in the annual Scientific Session.

### **Section 4.05. Continuing Medical Education**

**(a) General Description.** The Continuing Medical Education Committee (the “Education Committee”) shall ensure that the educational needs of the registrants of the Society’s Postgraduate teaching courses are met. Specifically, the committee shall ensure the Society’s Continuing Medical Education (“CME”) courses meet the criteria set forth by the Accreditation Council for Continuing Medical Education.

**(b) Chair.** The Secretary shall serve as Chair of the committee beginning the second year of their term and for one year during his term as Vice President and continue on the committee during his term as President Elect.



**Section 4.06. Communications Committee.**

**(a) General Description.** The Communications Committee shall oversee design and maintenance of the Society's website and assist in the production of society newsletters or other mass communications. In addition, the Committee is responsible for press releases, and general announcements of the Society

**Section 4.07. Corporate Relations Committee.**

**(a) General Description.** The Corporate Relations Committee shall facilitate and maintain relations with corporations interested in supporting the mission of the Society.

**(b)** The President or their designee shall serve as chair.

**Section 4.8. Ad Hoc Committees.**

The President shall have the power to appoint such other committees as he or she may deem advisable during his or her term in office. However, each such committee shall terminate upon the expiration of his or her term of office as President, unless continued by his or her successor. Each Ad Hoc Committee shall have such purpose as is determined by the President.

**Section 4.9. Meetings; Quorum; Manner of Acting.**

Sections 3.08 through 3.11 (excluding Section 3.09) shall apply to committees and members of committees to the same extent as those sections apply to the Board of Directors and directors.

**Article V  
Officers**

**Section 5.01. Number.**

The officers of the Society shall be a President, a President-Elect, a Vice President, a Secretary, a Treasurer, a Chief Membership Officer and the Immediate Past President. These officers shall make up the Board of Directors.

**Section 5.02. Election.**

The officers of the Society shall be elected by a majority of the Fellows present at the annual Fellows business meeting. The officers shall move through the following progression of offices assuming the succeeding office and duties as follows: Vice President, President-Elect, President, and Immediate Past President. The Secretary, Treasurer and Chief Membership Officer shall succeed to the office of Vice President upon the completion of their three year term.

**Section 5.03 Term.**

The Secretary, Treasurer and Chief Membership Officer shall each hold office for a period of three years until the close of the annual Fellows business meeting or until the earlier death, resignation, or removal of the officer. All other officers shall hold office for a period of one year or until the earlier death, resignation, or removal of the officer. All duly elected officers shall serve without recompense. Officers must be Fellows of the Society.

**Section 5.04. Resignations.**

Any officer may resign at any time by giving written notice of his resignation to the Board of Directors, to the President or to the Secretary of the Society. Any such resignation shall take effect at the time specified therein, and, unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective.

**Section 5.05. Removal.**

Any officer may be removed, either with or without cause, by a vote of more than three-fourths of the Fellows voting at a meeting called for such purpose, and such purpose shall be stated in the notice or waiver of notice of such meeting unless all the Fellows of the Society shall be present thereat.

**Section 5.06. Vacancies.**

Upon a vacancy in any office because of death, resignation, removal or any other cause, the officer directly under the vacated office shall assume the office and duties of the vacated office for the un-expired portion of the term and each subsequent officer shall move up the progression accordingly. At the next annual business meeting of the Fellows, each officer shall move through the progression of offices. For example, in case of the vacancy of the office of President, the President-Elect shall become the President and each officer shall succeed to the next position made vacant by the President-Elect.

**Section 5.07. President.**

The President shall be the chief executive officer of the Society and shall have general active management of the business of the Society. He or she shall, when present, preside at all meetings of the members and the directors. He or she may execute and deliver in the name of the Society any deeds, mortgages, bonds, contracts or other instruments pertaining to the business of the Society, including, without limitation, any instruments necessary or appropriate to enable the Society to donate income or principal of the Society to or for the account of such organizations, causes, and projects described in the Articles of Incorporation of the Society as the Society was organized to support, and, in general, shall perform all duties usually incident to the office of President. The President shall organize and preside over all scientific and business meetings of the Society. The President shall have such other duties as are prescribed by these Bylaws or as may from time to time be prescribed by the Board of Directors.

**Section 5.08. President-Elect.**

In the absence of the President, or in the event of his or her refusal to act, the President-Elect shall have such powers and shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The President-Elect shall organize the annual postgraduate course and shall perform such other duties as shall from time to time be assigned by the President. The President-Elect shall also serve on the Research Awards-Scientific Committee and shall serve as an ad hoc member of the Continuing Medical Education Committee.

**Section 5.09. Vice President.**

The Vice President shall have such powers and shall perform such duties as are prescribed by the President. The Vice President shall serve on the Continuing Medical Education Committee as described in Section 4.05.

**Section 5.10. Secretary.**

The Secretary shall serve as the Secretary of, and when present, shall record proceedings at all meetings of the Society. The Secretary shall, when directed to do so, give proper notice of meetings to members and directors. He or she shall oversee Society bylaws, general project development and shall perform such other duties as may time to time be prescribed by the President. The Secretary shall serve on the Continuing Medical Education Committee.

**Section 5.11 Treasurer.**

The Treasurer shall handle all financial matters for the Society. He or she shall keep accurate amounts of all monies of the Society received or disbursed; shall deposit all monies, drafts and checks in the name of and to the credit of the Society and shall disburse Society funds and make proper vouchers for such disbursements. Additionally, the Treasurer shall render to the President and Board of Directors, whenever required, an account of all of his or her transactions as Treasurer, and of the Society's financial condition..

**Section 5.12. Chief Membership Officer.**

The Chief Membership Officer shall chair the Fellow Membership committee and oversee the Communication and Membership committees.

**Section 5.13 Immediate Past-President serves on the board of directors.**

**Section 5.14 Indemnification.**

The society shall purchase and maintain insurance on behalf of any agent of the Society against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status or such capacity, whether or not the Society would have the power to indemnify the agent against liability under the provisions of applicable state statutes.

**Article VI**

**Books and Records, Audit, Fiscal Year**

**Section 6.01. Books and Records.**

The Board of Directors of the Society shall cause to be kept:

- (a) records of all proceedings of members and Board of Directors; and
- (b) such other records and books of accounts as shall be necessary and appropriate to the conduct of Society business.

**Section 6.02. Documents Kept at Registered Office.**

The Board of Directors shall cause to be kept at the registered office of the Society originals or copies of:

- records of all proceedings of members and Board of Directors; and
- Articles of Incorporation and Bylaws of the Society and all amendments thereto.

**Section 6.03. Audit.**

The Board of Directors shall cause the records and books of account of the Society to be audited at such times as it may deem necessary or appropriate.

**Section 6.04. Fiscal Year.**

The fiscal year of the Society shall end on December 31, but may be changed at the discretion of the Board of Directors.

**Article VII**

**Waiver of Notice**

Whenever any notice whatsoever is required to be given by these Bylaws or the Articles of Incorporation of the Society or any of the corporate laws of the State of Minnesota, such notice may be waived in writing, signed by the person or persons entitled to said notice, whether before, at, or after the time stated therein or before, at or after the meeting. Further, attendance by a member at a meeting is a waiver of notice of that meeting, unless the member objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened, or objects before a vote on an item of business because the item may not lawfully be considered at the meeting and does not participate in the consideration of the item at that meeting.

**Article VIII**

**Action Authorization Without a Meeting**

Any action that may be taken at a meeting of the members or Board of Directors may be taken without a meeting if authorized in writing and signed by all the members who are entitled to notice of the meeting for such purpose. A conference among the members or Board of Directors by telephone where the members or Board of Directors may simultaneously hear each other during the conference constitutes a meeting of the members, if the same notice is given of the conference as would be required for a meeting, and if the number of members participating in the conference is a quorum. If an issue is not resolved after such a conference call, it may be resolved by a vote of a majority of the members of the Board of Directors by electronic means, such as e-mail.

**Article IX**  
**Amendments**

These Bylaws may be amended, repealed, or new Bylaws may be adopted upon an affirmative vote of two-thirds of the Fellow Members voting at the annual Fellow Members business meeting.