

## **Society of Interventional Radiology Bylaws**

### **ARTICLE I: NAME**

The name of the Society shall be the Society of Interventional Radiology (SIR or the Society).

### **ARTICLE II: INCORPORATION**

The Society is incorporated in the State of Illinois as a nonprofit Organization.

### **ARTICLE III: OBJECTIVES AND PURPOSES**

- A. The Society shall be a nonprofit educational society of physicians and scientists interested in cardiovascular and interventional radiology.
- B. The Society shall meet regularly to provide an exchange of scientific information for all physicians practicing or interested in cardiovascular and interventional radiology.
- C. The Society shall work to stimulate basic and clinical research to advance the development of cardiovascular and interventional radiology.
- D. The Society shall work to improve the radiologic diagnosis and treatment of disease.
- E. The Society shall work to stimulate interest in and to provide guidelines for the practice, teaching and post-graduate training in cardiovascular and interventional radiology.
- F. The Society shall provide a forum for an exchange of ideas to define the further direction and role of interventional radiology as a primary medical specialty and to provide representation to implement these goals.

### **ARTICLE IV: MEMBERSHIP**

#### **Sect. 1: Classes of Members**

- A. **Member** shall include any US or non-US physician who holds a degree of Doctor of Medicine, Doctor of Osteopathy, or equivalent medical degree as determined by the Board of Directors and who has completed formal training in an interventional radiology (IR) residency or IR Fellowship or has a special interest and competency in IR. Member shall also include any individual who holds a Doctor of Philosophy or equivalent and has a special interest and competency in interventional radiology research. There shall be no limit on the number of members. The requirements for subcategories of members are as follows:
  - 1. Active member status shall be granted to individuals who meet the above requirements and hold a valid and unrestricted license to practice medicine.
  - 2. Emeritus member status shall be granted to individuals who, after having been an active member in good standing for at least ten (10) years, are permanently retired from the

practice of medicine.

3. Physicians who reside and practice outside of the United States who meet the above requirements may choose to be a Member or an Associate.
  4. PhD scientists who meet the above requirements may choose to be a Member or an Associate.
- B. **Member-in-training** shall include the following persons currently enrolled in formal training: a resident or fellow in interventional radiology; a resident in a diagnostic radiology residency training program; a student enrolled in medical school or in their first year of post-graduate medical education; or a graduate student or post-doctoral student who has an interest in interventional radiology research. Time-limit restrictions shall be placed on the number of years an individual may be a Member-in-training.
- C. **Associate** shall include those physicians, scientists, and non-physician medical professionals who have special interest and competency related to interventional radiology, but who do not qualify to be a Member or Member-in-training.

## **Sect. 2: Determination of Requirements for Membership**

- A. The Board of Directors shall determine the evidence required for consideration of candidates for membership, in accordance with these Bylaws, including, but not limited to, education, board certification, documentation of training, licensure and letters of recommendation. These criteria for membership eligibility shall be included in the Society's Membership Policy and made available to all members and prospective members. Ratification of and amendments to the policy will be approved by the Board of Directors.
- B. The Board of Directors may grant exceptions to these requirements in accordance with the policies and procedures relating to appeals initiated by a candidate, in accordance with Article IV Section 5 of these Bylaws.

## **Sect. 3: Designation of Fellows**

- A. The designation of Fellow of the Society of Interventional Radiology, or FSIR, may be awarded to SIR members who have made significant contribution(s) to the field of IR and to the Society.
- B. The criteria for FSIR eligibility shall be established by the Fellows' Affairs Committee, approved by the Board of Directors, and included in the Society's FSIR Criteria Policy. Amendments to the policy will be approved by FSIR members and ratified by the Board of Directors.
- C. Candidates for FSIR shall apply to the Fellows' Affairs Committee on such forms as prescribed by the Fellows' Affairs Committee.
- D. Honorary FSIR status may be awarded to individuals who do not meet requirements for SIR membership, but who have made outstanding contributions to cardiovascular and interventional radiology.

**Sect. 4: Voting and Rights of Membership**

- A. All Members, Members-in-training, and Associates of SIR, including those with FSIR designation, have the right to attend and to address all business sessions of the Society and to serve on and chair committees. They shall also have the right to receive access to all official publications and attend the annual scientific meeting of the Society at rates set by the Board of Directors.
- B. In addition to the rights identified above, Members have the right to vote, hold office and serve on the Board of Directors.
- C. The right of Members to vote shall be limited exclusively to the annual leadership slate of the Society Board of Directors, the approval of membership dues and assessments, and the approval of amendments to these Bylaws or the Society's articles of incorporation.

**Sect. 5: Election of Members**

- A. To be considered for membership, candidates must file an application with the Society, on such forms as prescribed by the Membership Committee in accordance with the Society's procedures. Candidates must meet the criteria and submit the necessary evidence for the membership class to which they apply.
- B. The names of candidates who, on review by the Membership Committee, meet the requirements for membership in the Society shall be distributed to the Board of Directors for approval.
- C. Upon receipt of a timely written exception or appeal request by a candidate, the Membership Committee shall refer the application, all relevant candidate materials and its recommendation to the Board of Directors for final decision. The Board of Directors will consider the request in accordance with the policies and procedures it has previously established and will inform the Membership Committee and the candidate of its decision in writing. Such decision of the Board of Directors shall be final with no further right of appeal.

**Sec. 6: Dues and Assessments**

- A. All classes of members are liable for such dues and assessments as determined by the Board of Directors. Membership dues shall be due and payable according to a schedule established by the Board of Directors.
- B. The amount of dues for the ensuing year shall be consistent with the operational needs of the Society and will be set by the Board of Directors. Any increase in annual dues, including automatic or phased-in increases that take effect over a period of years, must be approved by majority vote of the members eligible to vote and present at the annual members' business meeting or as determined by an electronic ballot in lieu of a meeting conducted in accordance with these Bylaws, whichever the case may be, prior to the year or years in which the dues increase or increases will take effect.
- C. The fee schedule for the annual Scientific meeting will be determined by the Board of Directors. Any Member in good standing at the time of the annual meeting will be permitted to attend the Members' Business meeting.

- D. The membership rosters and dues records are maintained by the secretary of the Society. Membership dues shall become delinquent ninety (90) days following the due date, and members delinquent in payment of dues shall be notified of such delinquency. If delinquent dues are not paid within thirty (30) days after such notification, the Board of Directors may remove the name of the delinquent member from the membership rolls of the Society. If the Board of Directors determines that there are extenuating circumstances, a further grace period may be permitted. If a member is removed from the membership roll but pays the past and current dues and assessments within six (6) months thereafter, the Board of Directors may, at its discretion, reinstate the member. Thereafter, the former member may be reinstated only by application in the same manner as a new member.
- E. Assessments may be levied upon the recommendation of the Board of Directors and will apply to the classes of members deemed appropriate by the Board of Directors. No such assessment shall become effective until approved by a majority vote of members eligible to vote and in attendance at the annual members' business meeting or as determined by an electronic ballot conducted in accordance with these Bylaws, whichever the case may be.

## **ARTICLE V: Board of Directors**

### **Sect. 1: Composition**

- A. The Board of Directors shall consist of the officers of the Society (Article VI), the chair of the Society of Interventional Radiology Foundation, and one (1) private practice director.
- B. Ex officio members: The editor of the *Journal of Vascular and Interventional Radiology (JVIR)*, AMA delegate and the CEO of the Society shall be nonvoting Ex officio members of the Board of Directors. Upon the request of the president-elect, the Board of Directors may appoint additional nonvoting members of the Board of Directors to serve for a term of no more than one (1) year.
- C. Upon the request of the president-elect, the Board of Directors may appoint additional voting members of the Board of Directors to serve for a term of no more than two (2) years as director.
- D. In order to be eligible for election to the Board of Directors, a candidate must be eligible to serve in accordance with these Bylaws
  - i., a Member in good standing for at least three (3) years
  - AND
  - ii., actively practicing IR OR have practiced IR a minimum of ten (10) years.

### **Sect. 2: Term of Office**

- A. The private practice director and remaining directors shall be elected in accordance with these Bylaws for a term of two(2) years and are limited to serving two (2) terms or until a successor is elected and assumes office, such term beginning at the close of the annual members' business meeting.

- B. Vacancies in the director positions shall be filled by the Board of Directors for the remainder of the term. Service for more than half of a term shall be considered as a full term.
- C. No director may be removed from office, except as follows:
  - 1) A director may be removed by the affirmative vote of two-thirds of a quorum of members eligible to vote, either in person or by electronic ballot, in accordance with Article IX of these Bylaws.
  - 2) No director shall be removed at a meeting of members entitled to vote unless the written notice of such meeting is delivered to all members entitled to vote on removal of directors, in accordance with Article VIII of these Bylaws. Such notice shall state that a purpose of the meeting is to vote upon the removal of one or more directors named in the notice. Only the named director or directors may be removed at such meeting.

### **Sect. 3: Authority**

- A. The Board of Directors shall be empowered to carry out the business of the Society. No money or other valuable property of the Society shall be expended or otherwise disposed of without general or specific authorization of the majority of the Board of Directors or the delegation of such expenditure authority to SIR staff.
- B. The Board of Directors, or its designate, shall have general supervision of affairs of the Society not otherwise provided for.
- C. The Board of Directors shall fix the time and place of the annual members' business meeting and notify members pursuant to these Bylaws.

### **Sect. 4: Nominations**

- A. Not less than 180 days before the annual members' business meeting the Nominating Committee shall request, in writing, nominations from members entitled to vote for the position of secretary, and for each leadership position open to election. The Nominating Committee's request shall inform the membership that no member of the Nominating Committee shall be eligible to be nominated for any position, and that all those nominated must be eligible to serve in accordance with these Bylaws and in good standing in order for them to receive consideration. The Nominating Committee's request shall also describe the objective qualifications for each open position as established by the Board of Directors.
- B. The Nominating Committee shall choose the most qualified candidate for each open position as nominated by the membership. If no qualified candidate is nominated by the membership for an open position, or any of them, the Nominating Committee shall choose another candidate from among eligible members who is qualified for each such open position for which no membership nomination has been made.
- C. The Nominating Committee shall, in writing, inform the voting membership by electronic transmission, of the slate of candidates so chosen, not less than 60 days before the annual members' business meeting, and advise them of their right to reserve approval for any or all of these candidates and to petition for the nomination and placement of alternative candidates on an electronic nominating petition.

- D. The members entitled to vote shall be allowed sixty (60) days to review this slate and to decide whether to reserve approval and propose alternative candidates. Any member nominated by a petition signed by three (3) percent or more of members entitled to vote shall be placed on the ballot, provided that, in the judgment of the Nominating Committee, such candidate is eligible for the position to which he or she has been nominated. The ballot shall be limited to those positions for which the Nominating Committee received a petition meeting these criteria and shall identify those candidates nominated by the Nominating Committee and those nominated by the membership.

#### **Sect. 5: Election**

- A. Nominees proposed by the Nominating Committee will be deemed elected to their position if no petition properly nominating an alternative candidate is received from the members with voting rights.
- B. In the event an alternative candidate is properly nominated, an electronic ballot shall be conducted in accordance with these Bylaws, and the candidate receiving a majority of the votes cast shall be declared elected. If the number of the ballots does not exceed the quorum that would have been required had there been a live meeting, or if no candidate receives at least a majority of the votes cast in a situation involving the nomination of more than two (2) candidates for the same position, the candidate proposed by the Nominating Committee will be deemed elected.

#### **Sect. 6: Meetings and Voting**

- A. A simple majority of the members of the Board of Directors shall constitute a quorum to hold a meeting where actions occur. Should loss of quorum occur during the meeting, the chair should state the loss and it should be recorded in the minutes. Upon loss of quorum, no voting can occur. Business may be discussed if quorum is not present, but no actions may be taken. For a motion to be approved, a simple majority of the members present must approve the motion.
- B. The Board of Directors shall meet in conjunction with the annual members' business meeting. The president shall fix the time and place of the annual members' business meeting. Written notice of the meeting shall be delivered by electronic transmission to each member of the Board of Directors not less than sixty (60) days before the meeting.
- C. Special meetings of the Board of Directors may be called by the president or president-elect. The time and place of special meetings will be designated by the president or president-elect. Written notice of a special meeting, together with a statement of the business to be transacted at such meeting, shall be delivered by electronic transmission to each voting member of the Board of Directors, not less than seventy-two (72) business hours before such meeting. No business other than that specified in the notice of a special meeting shall be transacted at such meeting.
- D. Any action required to be taken or which may be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members of the Board of Directors. Such consent may be transmitted by electronic transmission. Electronic signatures shall be acceptable for this purpose.

- E. Members of the Board of Directors, or of any standing committee, advisory committee, subcommittee, task force and/or other advisory bodies designated by the Board of Directors and/or these Bylaws, may take any action permitted or authorized by these Bylaws pursuant to meeting by means of conference telephone or other electronic and/or telecommunications equipment in which all persons participating in the meeting can communicate with each other. Participation in a meeting pursuant to this subsection shall constitute presence at such meeting.

## **ARTICLE VI: OFFICERS OF THE SOCIETY**

The officers of the Society shall be the president, president-elect, immediate past president, secretary, and treasurer. The officers listed will form the Executive Committee of the Board of Directors.

### **Sect. 1: Eligibility**

In order to be eligible to serve as an officer, a candidate must be an interventional radiologist who has been an active member of the Society eligible to serve in accordance with these Bylaws in good standing for at least three (3) years, must have been a member of the SIR Board of Directors, SIR and SIR Foundation Steering Council or SIR Foundation Board of Directors for at least two (2) years, and must be actively involved in interventional radiology. No member of the Nominating Committee shall be eligible to be nominated for any position. The Board of Directors may establish objective qualifications and transmit them to the Nominating Committee for their consideration.

### **Sect. 2: Terms of office**

The term of office of the president, president-elect, immediate past president, and secretary shall be one (1) year. The treasurer shall be appointed by the Board of Directors. The term of office of treasurer shall be three (3) years. The treasurer may be appointed for an additional one (1)-year term. All terms of office shall begin at the adjournment of the annual members' business meeting. All officers shall serve without compensation.

### **Sect. 3: Duties**

- A. The Executive Committee shall represent the Board of Directors between meetings of the Board of Directors and provide liaison to divisions and committees as appropriate. The Executive Committee shall meet upon the call of the president or president-elect.
- B. The president shall be the presiding officer of the Society. They shall preside over the annual members' business meeting, shall be the principal spokesperson for the Society, shall assist the president-elect as needed, and be a member of the Board of Directors.
- C. The president-elect shall be the presiding officer of the Board of Directors. They shall perform all duties which are customary in parliamentary practice and are commonly associated with the office of the presiding officer or chair.
- D. The immediate past president shall represent SIR at meetings as requested by the Board of Directors. They shall manage special projects as requested by the Board of Directors. The immediate past president shall be a member of the Board of Directors.
- E. The secretary shall keep, or cause to be kept, a current and permanent record of the proceedings of the Society. They shall keep a current list of the members and Fellows of the Society specifying their current addresses, year of election, and their membership classification.

They shall supply copies of the list to members of the Society each year. They shall conduct correspondence, and perform all other duties that usually and customarily pertain to the office of secretary. They shall provide safekeeping of all records and transactions of the Society which possess historical value. The secretary shall be a member of the Board of Directors.

Not later than three (3) months after each annual members' business meeting of the Society, the secretary shall distribute to each member of the Society minutes of the annual members' business meeting.

- F.. The treasurer shall collect and be accountable for all funds of the Society and shall disperse from the treasury such funds of the Society as approved by the Board of Directors. They shall oversee the budgeting process including budgeting and accounting for expenditures, and for assisting the Board of Directors in exercising its fiduciary duty. They shall keep or cause to be kept the complete and permanent record of the financial transactions of the Society. They shall make a full financial report and present a budget for the following year at the annual members' business meeting of the Society, which shall be incorporated in the minutes of the meeting. The treasurer shall be a member of the Board of Directors.

#### **Sect. 4: Succession**

- A. To accomplish a smooth transition in the management of the Society from year to year, the secretary (who is elected by the members pursuant to the nominating process described in Article V, Section 4) shall become the president-elect and the president-elect shall become president.
- B. If the president must be replaced for any reason during their term of office, the president-elect shall carry out the duties of both positions with the assistance of the secretary. At the end of the term, the president-elect shall become the president for the next term.
- C. If the president-elect must be replaced for any reason during their term of office, the secretary shall become the president-elect and shall carry out the duties of both positions with the assistance of the president. At the end of the term, the acting president-elect shall become president-elect for the next term, and a new secretary shall be elected.
- D. If the secretary must be replaced during their term, the president shall assume the functions of the secretary until the next election. At that time, two (2) new officers, a president-elect and a secretary shall be elected.
- E. If the treasurer must be replaced during their term, the Board of Directors shall appoint a treasurer to serve the remainder of the term. Service for more than half of a term shall be considered as a full term.

#### **Sect. 5: Removal from Office**

- A. The Treasurer, as an appointed officer, may be removed with or without cause by a two-thirds vote of a quorum of the Board of Directors.
- B. All other officers, who were elected by the membership, may only be removed from office in accordance with Article V. Section 2.



## **ARTICLE VII: CHIEF EXECUTIVE OFFICER**

### **Sect. 1: Appointment**

The Board of Directors may appoint a CEO for a term and stipend to be determined by the Board of Directors. The CEO may be, but need not be, a member or Fellow of the Society.

### **Sect. 2: Duties of the Chief Executive Officer**

The CEO, under the direction of the Board of Directors, shall perform the duties that the title of that office ordinarily connotes. The CEO shall be bonded in such an amount as the Board of Directors may require. The CEO, under the direction of the Board of Directors, shall manage and conduct the business of all offices of the Society; be empowered to enter into any contract or deliver any instrument in the name of the Society; sign all checks, drafts or other orders for payment of money, notes or other evidences of indebtedness issued in the name of the Society; deposit all funds of the Society to the credit of the Society in such banks, trust companies, or other depositories as they may select; be the custodian of all the important documents of the Society, including the bonds of those officers required by the Bylaws to be bonded; keep or cause to be kept an accurate record of all of the Society activities; assist the secretary in maintaining accurate records of all Board of Directors activities and meetings as may be directed. The CEO may delegate any of their powers, with or without restriction, to any bonded employee or agent of the Society.

## **ARTICLE VIII: MEETINGS OF MEMBERS**

### **Sect. 1: Annual Meeting of Members**

- A. The annual members' business meeting of the Society shall be held at the time and place (if any) designated by the Board of Directors. Written notice of the meeting shall be delivered to each member by electronic transmission not less than thirty (30) days prior to the meeting.
- B. An agenda for the annual members' business meeting shall be distributed to all active and scientist members not less than thirty (30) nor more than sixty (60) days in advance of the meeting.
- C. Presentations made at the annual members' business meeting shall be limited to those made by the president, the treasurer, and the Nominating Committee, provided that the Executive Committee may in its discretion approve individual special requests by members to make presentations at the meeting, in accordance with policies adopted by the Executive Committee. Other members of the Board of Directors may be allowed to distribute a presentation in written form to the members present at the meeting.
- D. Members present at the regular annual members' business meeting of the Society shall constitute a quorum. Voting by proxy shall not be allowed. However, the Board may allow members entitled to vote at either an annual or special meeting to participate in and act at any meeting through the use of a conference telephone or interactive technology, including but not limited to electronic transmission, Internet usage, or remote communication (collectively "remote communications"), by means of which all persons participating in the meeting can communicate with each other. Participation in such meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating.

## **Sect. 2: Special Meetings**

Special business meetings may be called by the president or president-elect, by a majority of the Board of Directors of the Society, or by members constituting five (5) percent of the voting membership of the Society. Written notice of a special meeting, together with a statement of the business to be transacted at such meeting, shall be sent by electronic transmission to each member not less than fourteen (14) calendar days before such meeting. No business other than that specified in the notice of a special meeting shall be transacted at such meeting.

## **Sect. 3: Annual Meeting of Fellows**

The annual meeting of the Fellows of the Society shall be held in conjunction with the annual members' business meeting of the Society. Active Fellows present in person at the annual Fellows meeting shall constitute a quorum. Voting by proxy shall not be allowed.

# **ARTICLE IX: MANNER OF VOTING**

## **Sect 1. Voting at a Meeting of the Members**

- A. A vote for the approval of membership dues and assessments and amendments to these Bylaws may be made at the annual members' business meeting if not otherwise determined by the procedures set forth in Article IX, Section 2.
- B. Unless otherwise indicated in these Bylaws, a majority of the affirmative votes cast in person (including attending via electronic communication as described in Article VIII, Section 1.D.) shall constitute the action of the members, provided that a quorum is met.

## **Sect 2. Balloting In Lieu of a Meeting**

- A. At the discretion of the Board of Directors, an electronic ballot may be conducted for any matter in lieu of an annual or special meeting of the voting members.
- B. The Board of Directors shall deliver by electronic transmission, to the membership entitled to vote a ballot and any supporting material it deems appropriate at any time during the year. The ballot shall set forth each proposed action and shall provide an opportunity to vote either for or against each proposed action. Ballots must be returned or completed within (thirty) 30 days after delivery of the ballot by the Society in order to be valid. The ballots must be returned or completed by electronic transmission. Electronic signatures shall be acceptable for this purpose.
- C. The number of ballots received must equal or exceed the quorum that would have been required had there been a live meeting. All solicitations for votes by electronic ballot shall indicate the number of responses needed to meet the quorum requirement, state the percentage of approvals necessary to approve each matter, and specify the time by which a ballot must be received in order to be counted.
- D. Unless otherwise indicated in these Bylaws, a majority of the affirmative votes cast by electronic ballot shall constitute the action of the members with respect to each matter on the electronic ballot provided that a quorum of electronic ballots is returned. This shall include measures relating to dues or assessments or the election of council members via ballot.

Amendments to these Bylaws via mail ballot or a mail ballot to remove an elected board member from office must receive the affirmative vote of at least a two-thirds of the mail ballots

cast, provided that a quorum of ballots were returned.

## **ARTICLE X: COMMITTEES AND SECTIONS**

### **Sect. 1: Standing Committees**

Standing committees of the Society shall be as follows:

- Rules Committee
- Finance Committee
- Executive Committee
- Membership Committee
- Fellows' Affairs Committee
- Nominating Committee
- Ethics Committee

Actions of all committees shall be reported to the Board of Directors.

### **Sect. 2: Composition of standing committees**

- A. The Rules Committee shall, on order of the Board of Directors, prepare and submit amendments to the Bylaws, edit and present to the members any amendments which it deems necessary. It shall receive all resolutions introduced by members; it may record them or combine those having the same intent to prepare them for presentation. It shall present such amendments to the Board of Directors for approval prior to the annual members' business meeting. The Secretary shall serve as the committee chair of the Rules Committee. The Rules Committee shall consist of no less than three (3) active members in good standing, each of who shall serve a three (3)-year term.
- B. The Finance Committee shall supervise the expenditures and investments of SIR and to recommend to the Board of Directors a Certified Public Accountant to make the annual audit of the financial records of the Society. The results of the annual audit shall be reported to the membership each year. The Finance Committee shall be chaired by the SIR Treasurer and consist of the officers of the Board and the SIR Foundation Chair. The committee chair will appoint no less than two (2) additional active members, each of whom shall serve a three (3)-year term.
- C. The Executive Committee shall act on behalf of the board in the interim period between meetings, in accordance with these Bylaws. The Executive Committee shall be chaired by the president-elect and shall consist of the president, president-elect, immediate past president, secretary, and treasurer.
- D. The SIR Nominating Committee shall perform its duties in accordance with the provisions of these Bylaws to review and nominate members to the SIR Board of Directors and other leadership positions as assigned by the SIR Board of Directors. The SIR president shall serve as chair of this Committee and shall convene the Committee prior to the annual members' business meeting based on a schedule established by the SIR Board of Directors. The SIR Nominating Committee shall consist of the SIR president, SIR president-elect, SIR secretary, SIR Foundation chair, SIR Foundation vice chair, SIR Foundation secretary, and five (5) members at large, two (2) selected from the SIR and SIR Foundation Steering Council and three (3) selected

from membership, each of who shall serve a one (1) year term. No member of the Nominating Committee shall be eligible for election to office during their term on the Committee.

- E. The Membership Committee shall review and screen all individuals suggested for membership in accordance with the provisions of these Bylaws to assure that they fulfill the requirements for membership in their appropriate category. The Member Services Division Councilor shall oversee the Membership Committee. The Membership Committee shall consist of no less than three (3) active members in good standing, each of whom shall serve a three (3) year term.
- F. The Fellows' Affairs Committee will be called upon to confer in all matters related to the Fellows in the Society. The Member Services Division Councilor shall oversee the Fellows' Affairs Committee. The Fellows' Affairs Committee shall be comprised of no less than three (3) Active Fellows in good standing, each of whom shall serve a three (3)-year term.
- G. The Ethics Committee is responsible for ensuring that all members respect and uphold the SIR Code of Ethics and related policies. The Committee shall review and investigate all reports of professional misconduct and ethics violations, including abstract discrepancies, and report its findings to the SIR Board of Directors. The Committee will assist with amendments to the SIR Code of Ethics as well as related procedures, policies, and positions statements. The SIR immediate past president shall serve as the committee chair. The Ethics Committee shall be comprised of the SIR immediate past president, member services division Councilor, three (3) at-large members, one (1) of whom is selected from the SIR and SIR Foundation Steering Council and two (2) of whom are selected from the SIR membership, appointed by the immediate past president, each of whom shall serve a three (3)-year term. The president and CEO shall serve in ex officio, nonvoting roles.

### **Sect. 3: Formation of Committees**

The Board of Directors shall appoint such other committees or task forces as deemed necessary for the proper functioning of the Society. Committees may be dissolved by the Board of Directors at the direction of the president-elect.

### **Sect. 4: Committee Chairs**

All committee chairs shall have been members in good standing of the Society for a minimum of three (3) years.

### **Sect. 5: Sections**

The Board of Directors shall approve the formation of a section that represents a defined segment of membership. Sections must meet outlined criteria and submit necessary evidence in accordance with established policies for formation. A section shall develop and abide by governing articles as approved by the Board of Directors. Sections may be dissolved by vote of the Board of Directors.

## **ARTICLE XI: COUNCILS AND INTERSOCIETY ORGANIZATIONS**

### **Sect. 1: American College of Radiology Representative**

The delegate to the American College of Radiology shall be appointed by the Board of Directors and serve a term length in accordance with ACR rules. The alternate delegate shall be the president of the Society, or their designee.

**Sect. 2: American Medical Association House of Delegates**

The delegate to the American Medical Association House of Delegates shall be appointed by the Board of Directors and serve a term length in accordance with AMA rules. In the event that additional seats become available, the Board of Directors shall appoint additional Delegates and Alternate Delegates.

**Sect. 3: Representative Appointment**

The Board of Directors shall appoint a representative to each board, council or organization as appropriate.

**ARTICLE XII: PROCEDURE****Sect. 1: Fiscal Year**

The fiscal year shall begin on the first day of January and shall end on the thirty-first of December.

**Sect. 2: Contracts**

The Board of Directors may authorize any officers, or agents of the Society, in addition to the persons 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 confined to specific instances.

**Sect. 3: Checks**

All checks, drafts, and other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Society shall be signed by the treasurer or any two (2) officers of the Society or such staff personnel as shall from time to time be determined by resolution of the Board of Directors.

**Sect. 4: Deposits and Funds**

All funds of the Society shall be deposited to the credit of the Society in such banks, trust companies, or other depositories as the treasurer may select.

**Sect. 5: Rules of Order**

The rules contained in the most current edition of *The Standard Code of Parliamentary Procedure* shall govern this Society in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order which this Society may adopt.

**Sect. 6: Use of Electronic Means**

Any notice required pursuant to these Bylaws may be delivered by electronic means to the address of the member appearing in the records of the Society. Any action provided for in these Bylaws that are required to be in writing shall be satisfied by any communication transmitted or received by electronic means. Electronic signatures on the part of either the Society or a member shall be effective for any such notices, communications or actions.

**ARTICLE XIII: CODE OF ETHICS**

The Board of Directors shall adopt and maintain a Code of Ethics to serve as a guideline for professional conduct in the Society. The Society has long subscribed to a body of ethical statements developed primarily for the benefit of the patient. As a member of this profession, an interventional radiologist must recognize responsibility not only to patients, but also to Society, to other physicians, to other health professionals, and to self.

#### **ARTICLE XIV: DISCIPLINARY ACTION**

The Society may take disciplinary action against any member or Fellow of the Society who engages in conduct that the Society considers unprofessional, unethical, or offensive to the dignity or contrary to the best interests of the Society. Such disciplinary action may include expulsion, suspension, probation, or censure. The procedures for taking disciplinary action, including any penalties that may be imposed, shall be established by the Board of Directors and included in the Society's Disciplinary Procedures Policy.

#### **ARTICLE XV: INDEMNIFICATION**

Sect. 1: To the fullest extent allowed by law, the Society shall indemnify each of its officers and Board of Directors members, whether or not then in office (and they executor, administrator and heirs), against all reasonable expenses actually and necessarily incurred in connection with the defense of any litigation to which they may have been made a party because they are an officer or Board of Directors member of the Society. Indemnification shall be allowed if such person acted in good faith and in a manner they reasonably believed to be in, or not opposed to, the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. They shall have no right to reimbursement, however, in relation to matters as to which they have been adjudged liable to the Society for negligence or misconduct in the performance of their duties. The right to indemnity for expenses shall also apply to the expense of suits, which are compromised or settled if the court having jurisdiction of the matter shall approve such settlement.

Sect 2: The foregoing right of indemnification shall be in addition to, and not exclusive of, all other rights to which such officer or Board of Directors member may be entitled.

#### **ARTICLE XVI: AMENDMENT**

##### **Sect. 1: SIR Bylaws Amendment**

Amendments to these Bylaws, except the section pertaining only to Fellows, must be submitted to the membership by electronic transmission, at least thirty (30) days prior to a vote of the membership. These Bylaws may be amended in one of two (2) ways:

- A. At the annual members' business meeting of the Society by a two-thirds affirmative vote of a quorum of the members present and eligible to vote in accordance with these Bylaws; or
- B. In accordance with the ballot procedures set forth in Section 2 of Article IX of these Bylaws.

##### **Sect. 2: Fellows' Bylaws Amendment**

Amendments to the bylaws pertaining to the Fellows of the Society must be submitted to all Fellows by mail, facsimile, or electronic transmission, at least thirty (30) days prior to a vote by the Fellows. Bylaws related to Fellows may be amended in one of two ways:

- A. At the annual Fellows' business meeting by a two-thirds vote of a quorum the Fellows present and eligible to vote; or
- B. In accordance with the mail ballot procedures set forth in Section 2 of Article IX of these bylaws.

**ARTICLE XVII: DISSOLUTION OF THE SOCIETY**

In the event of the dissolution of the Society, all real assets and remaining moneys will be donated to a nonprofit institution selected by the Board of Directors and in compliance with any dissolution clause of the articles of incorporation.