

Society of Abdominal Radiology

Bylaws as adopted March 2020

BYLAWS

ARTICLE I NAME AND PURPOSE

SECTION 1: NAME

This non-profit corporation shall be known as the “Society of Abdominal Radiology” (“SAR”) (the “Society”).

SECTION 2: PURPOSE

The purpose of the Society of Abdominal Radiology shall be to furnish leadership and to foster advances in diagnosis and intervention within the areas of gastrointestinal and genitourinary radiology, hereafter known as “abdominal radiology;” to afford a forum for the exchange of knowledge pertaining to research, practice, and education in abdominal radiology; to stimulate investigation and teaching in the methods of preventing and treating diseases within the abdomen and pelvis; to enhance the study and practice of abdominal radiology by establishing lectureships, scholarships, and foundations in abdominal radiology; to provide continuing medical education to community-based and academic-based radiologists through its educational offerings; to provide sponsorship for a variety of educational activities including providing joint sponsorship to those Continuing Medical Education (“CME”) activities which seek to advance knowledge and competence in all phases of abdominal radiology, and which meet all Essential Areas and Elements and the Accreditation Policies of the Accreditation Council of Continuing Medical Education (“ACCME”); to afford recognition to those who have contributed to the field of abdominal radiology by extending membership in the Society and bestowing on them research, scientific, and recognition awards; to do and engage in any and all lawful activities that may be incidental or reasonably related to any of the foregoing purposes; and to have and exercise all powers and authority now or hereafter conferred upon not-for-profit corporations under the laws of the State of Illinois.

Notwithstanding, the foregoing or any other provisions of these Bylaws, the Society shall not at any time engage in regular business of a kind ordinarily carried on for profit; nor shall any part of its net earnings or assets inure to the benefit of, or be distributable to, any member, director, officer, or other private person(s), except that the Society shall be authorized and empowered to pay reasonable compensation for services rendered and to make other payments and distributions in furtherance of the purposes set forth above; nor shall any substantial part of the activities of the Society be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Society shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office; nor shall the Society carry on any other activities not permitted to be carried on by: (a) an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), or (b) an organization, contributions to which are deductible under Section 170(c)(2) of the Internal

Revenue code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE II **MEMBERSHIP**

SECTION 1: **GENERAL QUALIFICATION**

Membership in this organization shall be restricted to persons who are Doctors of Medicine (which for purposes of these Bylaws means “allopathic physicians” and “osteopathic physicians”) whose principal interest is in or related to the practice, teaching, or research of abdominal radiology and those individuals meeting the requirements of an Affiliate Member.

SECTION 2: **MEMBERSHIP CATEGORIES**

The members of the Society will be: a) Active Members; b) International Members; c) Affiliate Members; d) Emeritus Members; e) Members-in-Training; f) Honorary Members; and g) Fellows as each of those titles are defined herein) (collectively “Members”). At the discretion of the Board, additional membership categories or subcategories may be made available on a temporary or permanent basis.

A. Active Member

Individuals who are physicians, having completed their residency training in radiology and/or nuclear medicine, and are now engaged in the practice, teaching, or research of abdominal radiology in the United States or Canada may become Active Members. Active Members shall have the right to vote and shall be required to pay dues. Active Members are not eligible to become members of the Board of Directors (“the Board”). They may serve on and chair committees at the discretion of the President.

B. International Member

Individuals otherwise eligible for Active Membership, but working or residing outside of the United States or Canada, may be become International Members. International Members shall have the right to vote, shall be eligible to serve the Society as all Active Members can. They shall be required to pay dues. International Members who would like to become Fellow Members must formally apply to the Membership Committee and will undergo the same application process as a candidate from the USA or Canada. Once they are elected as International Fellow Members, they have all the rights of a Fellow Member as outlined in Article II, Section 2G.

Individuals eligible for International Membership, but working or residing in a Latin American country, may be considered “Latin American Members,” an additional classification of the International Membership type. Latin American Members shall have all the rights of an International Member. They shall be required to pay dues, and may be extended a discount, at the discretion of the Board.

C. Affiliate Member

Affiliate Membership shall include those individuals who are interested in the field of abdominal radiology, and do not meet the requirements for Active or International membership. An Affiliate Member does not have to be a Doctor of Medicine. An Affiliate Member is eligible to serve on a committee, but is not eligible to chair a committee; will not be able to serve on the Board of Directors or have voting privileges. Affiliate Members will be required to pay dues as assessed by the Board of Directors, and will be eligible to attend the Annual Meeting at the Member Rate as determined by the Board of Directors.

D. Emeritus Member

At the written request of a Fellow, Active Member, Affiliate Member or International Member to the Chairperson of the Membership Committee, and with the approval of the Board of Directors, a Member no longer actively practicing abdominal radiology, or in the case of an Affiliate Member, someone who is no longer actively practicing in their respective field may be designated as Emeritus. Society Members who after semi or full retirement spend less than 50% of their time employed as a radiologist or Nuclear Medicine Physician, or in the case of an Affiliate Member spend less than 50% of their time employed in their medical profession are eligible for Emeritus status. Emeritus Members shall have the privileges of Fellow, Active, Affiliate or International Members, whichever they held immediately prior to becoming an Emeritus Member except they shall not be eligible to hold any office (elected or appointed) in the Society and do not have the right to vote. Emeritus Members shall be exempt from paying dues, and are eligible to attend the Annual Meeting at the member rate. They may serve on committees at the discretion of the President.

E. Members-in-Training (MIT)

Training Membership shall include those individuals who are currently in training in medical school residency or a fellowship training program in radiology and/or nuclear medicine. Members in Training (MIT) Members shall not have the right to vote and shall be exempt from paying dues. Members-in-Training are not eligible to become members of the Board of Directors ("the Board"). They may serve on committees which are focused toward trainee and early career stage physicians. They may only chair ad hoc committees comprised of training members. Members-in-Training may serve on other committees at the discretion of the President. Trainees who would like to become Active or International Members must formally apply to the Membership Committee and will undergo the same application process and be subject to the same membership eligibility criteria as all other candidates. Once they are elected as Active or International Members, they have all the rights of an Active or International Member.

F. Honorary Member

Honorary Memberships shall include those individuals who have made outstanding contributions to the field of abdominal radiology. Any Member in good standing may nominate a candidate and submit the name to the Board for consideration. Two thirds (2/3)

of the attending voting Members at a duly called meeting may elect as Honorary Members those persons whose nominations are approved by the Board of Directors as extremely well qualified to be honored by the Society. Honorary Members shall receive a certificate of Honorary Membership and shall have all the rights of Active Members except the right to vote and serve on committees. They shall be exempt from all dues and assessments. Honorary members are eligible to attend the annual meeting at the Member Rate, except the registration fee will be waived for the meeting at which the Honorary Membership is awarded.

G. Fellow Member

An applicant for Fellow status shall have made a significant contribution to the field of abdominal radiology. Fellows should be Diplomates of the American Board of Radiology, the Royal College of Physicians and Surgeons of Canada, or have equivalent qualifications otherwise acceptable to the Membership Committee. The applicant shall be engaged in the practice, teaching or research of abdominal radiology. He or she must have been an Active Member or International Member for at least five (5) years before applying for Fellow status. He or she must demonstrate a continued interest in abdominal radiology and should devote at least fifty percent (50%) of their professional medical practice to the study of the abdomen and pelvis. Fellows are assessed annual dues, hold the right to vote, may serve on and chair committees, and are the only member category eligible for the elected offices.

SECTION 3: CHAPTERS

A Member in any membership category must elect to identify with other Members in the Society who share similar interests by enrollment in internal “chapters” or a reasonable facsimile. Once enrolled, the Member’s interest may be identified in the membership rolls and on meeting materials. Chapter membership will not exclude any Member from activities, lectures, ceremonies, etc. held “outside” the Member’s primary interest. The primary purpose is to identify a Member’s primary interest so that they can be called on to participate in various activities of the Society.

- A. The new Society will initially be composed of “Gastrointestinal” or “GI” and “Genitourinary” or “GU” chapters. The Board of Directors may create additional chapters of interest, if there are a sufficient number of interested Members to support the chapter.
- B. A Member must enroll in only one (1) chapter, but may participate in any portion of the meeting.
- C. Chapter participation may be used to assist with discharge of the responsibilities of the Society including the creation of committees, either standing or ad hoc.

SECTION 4: QUOTAS

Numbers or quotas will not limit the Membership in any category.

SECTION 5: APPLICATION FOR NEW MEMBERSHIP AND FELLOWSHIP STATUS

For applicants for new membership as Active, International, Affiliate or Training (MIT) members, the Chair of the Membership Committee must receive the application form(s) as well as a letter of interest and current curriculum vitae. Applicants are reviewed on a continuous basis based on several routings to the Membership Committee via the Society's management company and approved without need for confirmation by the Board of Directors.

Applicants for Active Membership, International Membership or Affiliate Membership must apply in writing with a letter of interest via the Society's management company to the Chair of the Membership Committee.

A. Active Member

Applicants must be Diplomates of the American Board of Radiology the Royal College of Physicians and Surgeons of Canada, or have equivalent qualifications, although the Board upon the recommendation of the Membership Committee may waive these requirements for candidates who have contributed to abdominal radiology and whose main interest is in this field. The Membership Committee shall determine the merit of this involvement and has the right for final approval of the applicants in these two categories (Active and International Membership).

B. International Member

Individuals otherwise eligible for Active Membership, but working or residing outside of the United States or Canada, may become International Members. Application requirements are identical to that of Active Membership. Applications and supporting materials are to be sent to the Membership Committee. A current curriculum vitae is required. International Members who would like to become Fellow Members must formally apply to the Membership Committee and will undergo the same application process as a candidate from the United States or Canada. Once they are elected as International Fellow Members they have all the rights of a Fellow Member; however, due to distance considerations, the requirement for meeting attendance is waived for International Fellows.

C. Affiliate Member

Applications for Affiliate Membership may be received from health care providers working or residing within or outside the United States or Canada, who have not undergone specific training in Radiology or Nuclear Medicine, but have an interest in abdominal radiology. The application for Affiliate Membership must be accompanied with a letter addressed to the chair of the Membership Committee that explicitly describes the candidate's scope of practice, location of practice (e.g. private practice, academic center, etc.). The letter should also include a specific mention of how the candidate interacts with their local radiology community. The Membership Committee will review these applications on an ongoing basis and reserves the right to extend or deny membership.

D. Emeritus Member

The process for applying for Emeritus status is outlined in Article II.

E. Members-in-Training (MIT)

Medical Students, Residents and physicians currently in a Fellowship training program not yet eligible for Active or International membership may apply to become a Member-in-Training (MIT) of the SAR. A complete application, cv, letter of interest in joining and verification from a supervisor or program director will be required for approval. Approval of applications for Member-in-Training may be deferred to the Society's management company at the discretion of the Membership Committee Chair, wherein the basic eligibility requirements are met and evaluation does not require review by a qualified physician. Members-in-Training will be eligible to apply to upgrade their membership to Active or International after the completion of their training programs and with confirmation of board certification.

F. Honorary Member

Honorary membership is bestowed upon deserving members nominated from within the Society. There is no application process, and the voting process for candidates being considered for Honorary Membership is outlined in Article II, Section 2E.

G. Fellow Member

Applicants for Fellow Membership must apply in writing with a letter of interest and submit an application via the Society's management company to the Chair of the Membership Committee. The letter must include documentation that more than fifty percent (50%) of the candidate's professional medical practice is devoted to the active practice of abdominal radiology. The applicant must practice in an institution with a residency program (or through an affiliation, be involved in resident training). The Membership Committee reserves the right to waive this requirement in specific circumstances. Two (2) Fellows of the Society in good standing must sponsor the applicant in letters addressed to the Membership Committee. Additional credentials shall include a curriculum vitae containing at least five (5) peer reviewed publications in abdominal radiology in the past eight (8) years and acceptable to the Membership Committee. The applicant must be either first, second or senior author on a minimum of three (3) of these publications. All Fellow applicants must be Diplomates of the American Board of Radiology, the Royal College of Physicians and Surgeons of Canada or an equivalent organization. For Fellow status, the Membership Committee shall propose acceptable candidates at the next regularly scheduled Business Meeting, provided the application process has been completed at least three (3) months before that meeting.

The Membership Committee shall make recommendations for election to Fellow status to the Board of Directors. The Fellow Members at the next Annual Business Meeting may elect persons approved by the Board of Directors. A two-thirds (2/3) vote of Fellows eligible to vote will suffice for election to the Fellow category. If a quorum of the Fellows is not likely to be physically present at the Business Meeting, the voting may also be conducted electronically in order to include Fellows not planning to attend the Business Meeting. Prior to the Annual Business Meeting, an email with the list of the Fellow

candidates should be sent out to all Fellow Members offering Fellow Members who are unable to attend the meeting an opportunity to vote electronically.

SECTION 6: **TERMINATION OF MEMBERSHIP**

A. In order to maintain Fellow status the member must remain actively involved in the Society by attending at least one (1) in four (4) consecutive Society meetings. Attendance at a Society meeting can be met by attending at least one of the following elements of a Society meeting: the business meeting, the scientific sessions, or the post-graduate course. If the Fellow fails to fulfill this criterion, he/she will be notified of the consequences after three (3) years of non-attendance and if not corrected, will be notified of the termination of his/her Fellow status in writing by the Membership Committee. Fellows so terminated will return to Active Member status so long as they continue to meet the requirements for Active Members.

B. Membership in the Society may be terminated for nonpayment of dues for two (2) consecutive years.

C. Membership in the Society may be terminated for unethical conduct as defined by the American Medical Association's Principles of Medical Ethics. The Ethics Committee, after due notice and hearing of an alleged violation of ethical standards, may recommend by majority vote disciplinary action to the Board of Directors, including censure, suspension, or expulsion. An Ethics Committee member or Board member who is the subject of such an investigation may not participate in the deliberations and vote. After a decision of the Board by majority vote (excluding any Board member who is subject to the vote) regarding unethical conduct, the Secretary-Treasurer shall send the subject Member written notification of the proposed action within thirty (30) calendar days of the Board's decision indicating the supporting reasons for either a censure, suspension or expulsion. The subject Member may request reconsideration by the Board of Directors, in writing, no fewer than thirty (30) days before the next regularly scheduled Board meeting.

D. Membership in the Society may be terminated for other reasons not listed within these Bylaws as may be determined by a majority vote of the Board of Directors.

G. The Membership Committee shall review all the available information concerning a Fellow's failure to comply with the aforementioned Annual Meeting attendance requirement or a Member's failure to comply with the Membership requirements as outlined in these Bylaws, including any explanation offered by such Member. After due consideration of the Membership Committee's recommendations, the Board of Directors shall make the final decision with respect to the termination of such Member's membership in the Society.

H. A terminated Member may reapply for Membership as an Active, International or Affiliate member, as applicable to his/her qualifications for Membership.

ARTICLE III
BOARD OF DIRECTORS, NOMINATIONS, SUCCESSION

SECTION 1: MANAGEMENT OF THE CORPORATION

The corporation shall be managed by the Board of Directors.

SECTION 2: COMPOSITION OF THE BOARD

The Board shall be composed only of Fellows who have demonstrated outstanding academic accomplishment as well as outstanding and continuous service to the Society. Fellows elected to the Board are chosen irrespective of chapter membership. From time to time the Board of Directors may elect to appoint additional Fellows of the Society to serve as ad hoc councilors to the Board. The responsibility, terms and selection process of the ad hoc councilors will be at the discretion of the Board of Directors. The Board of Directors may also elect to modify the assigned responsibilities and the titles of each board member to reflect the appropriate roles and responsibilities of that position; such changes will be reported to the Society membership.

SECTION 3: ELECTION AND TERM OF DIRECTORS

The Board of Directors will consist of Director at Large, the Secretary-Treasurer also referred to as the Director of Finance and Internal Affairs, the Director of Education, the Director of Science, the President-Elect, the President, and the immediate Past-President. The Director at Large will serve a one-year term and then succeed to one of the three Director positions; thus, after a one-year term, a new Director at Large will be elected. The remaining Directors will each serve a three-year term and then succeed to the position of President Elect. Each presidential officer will serve a one-year term in his or her position.

The Director at Large will be nominated by the Nominating Committee and is then subject to Board approval, typically at the fall board meeting but prior to the Annual Meeting and Annual Business Meeting of the Society. The elected Director at Large will be announced during or prior to the Annual Business Meeting. Qualifications for the Director at Large include outstanding and continuous service to the Society.

SECTION 4: CHANGES IN NUMBER OF DIRECTORS

The number of Directors may be increased or decreased through a change in these Bylaws as voted on by a vote of two-thirds (2/3) of all of the voting Members. No decrease in the number of Directors shall shorten the term of any incumbent Director.

SECTION 5: VACANCIES

In the event of a vacancy in the office of President, the President-Elect shall immediately succeed to the office of President, and all other Board members shall ascend to the next Board position. Should the office of President-Elect become vacant for any reason, then the current President shall remain in office as the President, and all other members, shall move up in succession in accordance with Article VIII, Section 2. In the event that one of the Director positions becomes vacant, then both the current President and President-Elect remain in their respective positions, and all other Board members shall move up to the next Board position. If the vacant position should be that of the Director at Large, then as with any of the above situations, the Nominating Committee will be charged with selecting the Director at Large, with the understanding that the selected individual

will serve a full term on the Board. The position of Past President does not change during any of the outlined situations above; however, in the event that the Past President position becomes vacant then at the discretion of the Board of Directors, this position may be left vacant or filled by another Past President of the Society to complete the unexpired term of the subject vacant Past President position.

SECTION 6: REMOVAL OF DIRECTORS

Any of the Directors may be removed for cause by majority vote of the Board excluding the Board member that is the subject of the vote. Directors may be removed without cause only by vote of the Members eligible to vote. Any Director may be removed either with or without cause, by a vote of more than three-quarters (3/4) of the members voting at a meeting called for the purpose, provided a quorum is present. Written notice of such a meeting shall be circulated to the Membership at least thirty (30) days prior to the meeting. However, such advance notice need not be given if the vote is performed by email or postal mail.

SECTION 7: RESIGNATION

A Director may resign at any time by giving written notice to the President or Secretary-Treasurer of the Society, who will then forward the resignation to all members of the Board. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board and acceptance of the resignation shall not be necessary to make it effective.

SECTION 8: QUORUM OF DIRECTORS

Unless otherwise provided in the Articles of Incorporation, at least four (4) members or two-thirds (2/3) of the entire Board, whichever is greater, shall constitute a quorum for the transaction of business or any specified item of business.

SECTION 9: ACTION OF THE BOARD

Unless otherwise required by law, the vote of a majority of the Directors present at the time of the vote, if a quorum is present at such time, shall be the act of the Board unless the act of a greater number is required by statute, these Bylaws, or the Articles of Incorporation. Each Director present shall have one (1) vote.

SECTION 10: BOARD MEETINGS

The Board may hold its meetings at the office of the Society or at such other places, either within or without the state, as it may from time to time determine. Regular meetings of the Board should be held with appropriate notice at such time and place as it shall from time to time determine. Special meetings of the Board shall be held upon notice to the Directors and may be called by the President upon five (5) business days notice to each Director either personally, by email or postal mail (certified return receipt requested); special meetings shall be called by the President or by the Secretary-Treasurer in a like manner on written request of two (2) Directors. Notice of a meeting need not be given to any Director who submits a waiver of notice whether before or after the

meeting or who attends the meeting without protesting prior thereto or at its commencement, the lack of notice to him or her. Special meetings may be held via conference call. These meetings will be organized by the Society administrator. The Secretary-Treasurer, or their designee if they are absent from the meeting, shall keep minutes. A quorum of Board members must be present at all meetings in order to conduct the business of the Society.

A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of the adjournment shall be given all Directors who were absent at the time of the adjournment and, unless such time and place are announced at the meeting, to the other Directors.

SECTION 11: CHAIRPERSON

At all meetings of the Board, the President or in his or her absence the next highest ranking officer in attendance, shall preside.

SECTION 12: SALARY

There shall be no salary for any Director for performing his or her duties as a Director.

SECTION 13: SURETIES AND BONDS

In case the Board shall so require, any officer or agent of the Society shall execute to the Society a bond in such sum and with such surety or sureties as the Board may direct, conditioned upon the faithful performance of his or her duties to the Society and including responsibility for negligence and for the accounting for all property, funds or securities of the Society which may come into his or her hands.

ARTICLE IV
OFFICER DUTIES

SECTION 1: DUTIES

A. President

The President shall be the chief executive officer of the Society. He or she shall be responsible for the general management of the affairs of the Society and shall see that all orders and resolutions of the Board are carried out. It shall be the duty of the President to call and preside at all meetings of the Society and to appoint committees and representatives of the Society as indicated by the Bylaws. The President will chair the Corporate Support Committees. He/she will also serve as an ex-officio member of the Annual Meeting Council. The President or his or her designee shall be the spokesperson for the Society upon public issues within the area of the interest of the Society. In the absence of the President, the President-Elect shall preside and carry out all the duties of the President. In the event of the absence of the President-Elect, the Secretary-Treasurer will preside.

B. President-Elect

It shall be the responsibility of the President-Elect to organize and preside over the Annual Meeting Council, including serving as the chair of the Educational Program Committee. All committees assigned to meeting organization shall report to the President-Elect. The President-Elect will Chair the International Education/Visiting Professorship Committee. He or she will serve on as chair, member or ex-officio member any other committee as deemed appropriate or necessary by the President or the Board. In the absence of the President, the President-Elect shall preside and carry out all the duties of the President.

C. Secretary-Treasurer and Director of Finance and Internal Affairs

It shall be the duty of the Secretary-Treasurer to keep a record of the proceedings of all meetings and to preserve all books, papers and articles belonging to the Society. The Secretary-Treasurer shall keep an up-to-date membership list and send out notices of meetings. The Secretary-Treasurer shall supervise the fiscal affairs of the Society and present the fiscal report to the Board. He or she shall distribute the minutes of the Annual Business Meeting to all members. He or she will serve on, as chair, member or ex-officio member, any other committee as deemed appropriate or necessary by the President or the Board. In the event of the absence of the President and the President-Elect, the Secretary-Treasurer will preside.

D. Director of Education

The Director of Education shall serve as the designated liaison to any education and learning related committees. He or she will serve on, as chair, member or ex-officio member, any other committee as deemed appropriate or necessary by the President or the Board.

D. Director of Science

The Director of Science shall serve as chair of the Annual Meeting Council Scientific Program Committee. He or she will serve on, as chair, member or ex-officio member, any other committee as deemed appropriate or necessary by the President or the Board.

E Director at Large

The Director at Large shall serve the Society as a liaison and designee to various committees, special programs and other responsibilities according to the needs of the Society during this term. He or she will work closely with the Director who will be the next to succeed to the position of President-Elect, in order to become familiar with the responsibilities and subsequently take over that position for the next term. He or she will serve on, as chair, member or ex-officio member, any other committee as deemed appropriate or necessary by the President or the Board.

ARTICLE V
COMMITTEES

The constitution and composition of the committees below represent an attempt to create an administrative framework to support a highly functional organization and, by balanced composition, assure that the entire field of abdominal radiology has a voice in shaping the educational and research goals of the Society. The numbers and types of persons on each committee, term lengths, and methods of succession may require revision in the future. These specific changes will be under the purview of the Board of Directors. Only the addition or deletion of standing committees will require an amendment to these Bylaws.

SECTION 1: **APPOINTMENT**

Unless stated otherwise, the President or President's designee shall appoint Members to all committees. Standing and ad hoc committees will exist. All committee appointments will be made within three (3) months after the Annual Meeting. Committee chairs shall submit annual reports to the Board of Directors in advance of the Annual Meeting. Ad hoc committees will be formed and Members appointed as needed. Standing committees of the Society shall be the: (a) Membership; (b) Nominating; (c) Annual Meeting Council; (d) CME; (e) Finance; (f) Ethics; (g) Rules and Bylaws; (h) Corporate Support; (i) Research; (j) Special Awards; (k) International Education/Visiting Professor; (l) Maintenance of Certification (MOC); (m) Disease-Focused Panel/Emerging Technology Commission (DFP-ETC) Oversight; (n) Informatics; (o) Website Oversight; (p) Social Media; (q) Website Education.

SECTION 2: **COMPOSITION**

A. Membership Committee- total number 9

1. Chair: President's Designee
2. General Membership Representatives: at large Society Members.
3. Term: Three (3) years with staggered approach.
4. Responsibility: Recommend new Members; assure proper documentation for desired level of membership is reviewed; assist with Member retention.

B. Nominating Committee- total number 6

1. Chair: Immediate Past-President
2. General Membership Representatives: The three (3) most recent past presidents and two (2) member at large, who will be appointed at the time of the nomination process, rather than in advance, in order to avoid any potential conflict of interest associated with the nominated candidates. The Immediate Past President appoints the Member at Large. (7/31/19)
3. Term: One (1) year
5. Responsibility: Select new Board Member (Director at Large)

6.

C. Annual Meeting Council- of at least 18 (2 committees)

1. The Annual Meeting Council consists of the Scientific Program Committee and the Educational Program Committee; all under the guidance of the President-Elect. The President and CME Director will serve as ex-officio members of this Committee.
2. The Scientific Program Committee is chaired by the Director of Science, who is responsible for appointing the members of this Committee. This Committee is responsible for the abstracts presented at the annual meeting, which includes solicitation, selection and distribution of the poster and paper awards. The Scientific Program Committee consists of one (1) session coordinator from the GI Chapter and one (1) session coordinator from the GU Chapter. All members will serve a term of (3) years with staggered approach.
3. The Educational Program Committee is chaired by the President-Elect, who is responsible for appointing the members of the Committee. The Committee is responsible for the plenary session and workshops. Within the Committee, one (1) junior GI chapter Member and one (1) junior GU chapter Member is specifically responsible for the workshops, in addition to assisting with the plenary session. All members will serve a term of (3) years with staggered approach. At the discretion of the President-Elect, additional members may be asked to serve for a one (1) year term, irrespective of their chapter affiliation to assist with other educational components as needed by the Committee.

All appointed Educational Program Committee Members, and the Chair of the Scientific Program Committee MUST commit to attending the course planning session at a predetermined location and time during the annual meeting.

D. CME Committee - total number 6

1. Board Representative: President-Elect
2. Chair: President's designee, who will be called the CME Director
Co-Chair: President's designee
3. General Membership Representatives: Two (2) individuals with experience in CME. The Society's management company will also serve as a resource to this committee.
7. Term: Three (3) years with staggered approach.

5. Responsibility: Assure the educational and scientific programs remain in compliance with the Essentials and Standards of the ACCME guidelines.

E. Finance Committee-total number 6

1. Chair: President's Designee
2. General Membership Representatives: at large Society Members
3. Term: Three (3) years with staggered approach
4. Responsibility: Audit all financial reports, annually review the dues structure of the Society to ensure that it is in line with Society's initiatives and that of other like organizations; works with the Society's management company.

F. Ethics Committee - total number 3

1. Chair: President's Designee
2. General Membership Representatives: at large Society Members.
3. Term: Three (3) years with staggered approach.
4. Responsibility: Adjudicate any and all charges of ethical violations as brought against any member as outlined in Article II, Section 6, Item C.

G. Rules and Bylaws Committee - total number 3

1. Chair: President's Designee
2. General Membership Representatives: at large Society Members.
3. Term: Three (3) years with staggered approach.
4. Responsibility: Write any and all bylaw changes as proposed by the Board or membership.

H. Corporate Support Committee – total number 10

1. Chair: President
2. General Membership Representatives: An unlimited number of Society members, irrespective of chapters, minimum of three (3), in addition to all board members.
1. Term: Board Members: equivalent to term in office.

General Members – Three (3) years with staggered approach.

4. Responsibility: Seek corporate or other support for the goals, endowments, and research missions of the Society, identify any potential general Member with strong industry connections and obtain contacts.

I. Research Committee - total number 6

1. Co-chaired by the senior GI chapter Fellow and the senior GU chapter Fellow as appointed by the President.
1. General Membership Representatives: : at large Society Members.
8. Term: Three (3) years with staggered approach.
4. Responsibility: Review proposals for:
 - a. GI Award - Wylie J. Dodds Research Award
 - b. GU Award – Morton A. Bosniak Research Award
 - c. GI/GU Award – Howard S. Stern Research Grant

J. Special Awards Committee- total number 6

1. Chair: Immediate Past President
2. General Membership Representatives: President and three (3) Fellows.
3. Term: Board Members-equivalent to term in office; General Membership Representatives - Three (3) years with staggered approach.
4. Responsibility: Propose recipients of the SAR special awards, which may be changed from time to time. At its discretion, the Committee may periodically award one (1) Distinguished International Member Award per year.

K. International Education/Visiting Professorship – total number 6

1. Chair: President-Elect
2. General Membership Representatives: at large Society Members.
3. Term: Board Member-equivalent to term in office; general Members will serve for three (3) years with staggered approach
4. Responsibilities: (i) Choose the Igor Laufer Visiting Professor; (ii) choose the Marshak Lecturer; and (iii) solicit participation for faculties for any

travelling outreach programs.

L. Maintenance of Certification (MOC) Committee –total number 6

1. Chair: Appointed by the President
2. General Membership Representatives: at large Society Members.
3. Term: Three (3) years with staggered approach.
4. Responsibilities: Research, implement and evaluate the initiatives of the Society in regard to the Maintenance of Certification Exam, Self Assessment Modules, Practice Quality Improvement projects and other self evaluation projects put into place within the practice of radiology.

M. Disease Focused Panel/Emerging Technology Commission (DFP-ETC) Oversight Committee – total number 9

1. Chair: President's designee
2. General Membership Representatives: Senior and junior Society members, appointed by the Chair; the Director of Education will serve as the liaison to this Committee.
9. Term: Three (3) years with staggered approach.
3. Responsibilities: To provide feedback to potential Disease-Focused Panels/Emerging Technology Commission (DFP-ETC groups) and review applications for DFP-ETC status and renewal, and make recommendations to the SAR Board. The DFP-ETC Oversight Committee will review annual DFP-ETC reports, decide upon renewal of DFP-ETC status, and submit annual reports to the SAR Board.

N. Informatics Committee – total number 6

1. Chair: President's designee
2. General Membership Representatives: at large Society Members
3. Term: Three (3) years with staggered approach.
4. Responsibilities: Researching and providing information and guidance on certain online components, such as: an app for the annual meeting and search optimization of the Society's website via Google.

O. SAR Website Oversight Committee – total number 6

1. Chair: President's designee

2. General Membership Representatives: at large Society Members
3. Term: Three (3) years with staggered approach.
4. Responsibilities: Providing newsworthy updates to the SAR website and/or social media outlets and overseeing the general operations and content of the website.

P. Social Media Committee– total number 6

1. Chair: President’s designee
2. General Membership Representatives at large Society Members.
3. Term: Three (3) years with staggered approach.
4. Responsibilities: Researching, implementing and managing the social media activities of the Society, and working to engage SAR members through the Society’s active social media outlets.

Q. Website Education Committee - total number 12

1. Chair: President’s designee
2. General Membership Representatives: 3 at large Society Members
3. Term: Board members - equivalent of their board position; General Membership Representatives - Three (3) years with staggered approach
4. Responsibilities: Collecting, managing and curating educational material (for CME credit or otherwise) that will help to create a year-round online resource, and that will be of value to the SAR members and others in the field of radiology.

Committee vacancies may be filled by appointment by the President or designee.

ARTICLE VI

MEETING OF MEMBERS

The Society will meet annually at a time and place as designated by the Board of Directors (the “Annual Meeting”). The meeting will consist of a Business Meeting for the appointment of the Second Director-in-Succession and the transaction of such other business as may come before the meeting. The Annual Meeting may be accompanied by a scientific meeting and/or a postgraduate continuing education course.

SECTION 1: **QUORUM**

Twenty-five (25) Members eligible to vote and in good standing shall constitute a quorum.

SECTION 2: SPECIAL MEETINGS

A special meeting of the Members must be called by the Board of Directors, or a special meeting will be called by the President within thirty (30) days of receipt of written application to the President of not less than one-third (1/3) of the Members eligible to vote. The place and time of the special meeting shall be designated by the Board of Directors, to occur not later than sixty (60) days after the meeting is called.

SECTION 3: NOTICE

Members will be informed of the place, day, and hour of the Annual Meeting at least nine (9) months prior to the next meeting. In the case of a special meeting, written or printed notice stating the place, day, hour, and the purpose(s) for the special meeting shall be delivered not less than twenty (20) days before the date of the meeting either personally, by mail or email to each Member entitled to vote at such meeting. If mailed or emailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the Member at his or her address as it appears on the records of the Society with postage thereon prepaid or when sent to the email address as it appears on the records of the Society.

SECTION 4: VOTING

Except as otherwise required by law or these Bylaws, all membership actions shall be decided by a majority vote of a quorum of Members present and eligible to vote. In special circumstances, Members who are not able to attend the Annual Business Meeting or special meeting may be asked to vote electronically or by mail within thirty (30) days after the scheduled meeting. A decision will be made based upon the majority of votes cast. Voting by proxy shall not be permitted.

SECTION 5: ATTENDANCE

Attendance at the Annual Business Meeting or any special meeting shall be restricted to Members of the Society or non-members at the invitation of the Board of Directors. Non-members may attend the scientific meetings and postgraduate continuing education courses.

ARTICLE VII
AMENDMENTS

SECTION 1: PROCEDURES

The Rules and Bylaws Committee will review all requests for change of these Bylaws by Members eligible to vote and in good standing and will submit its recommendations to the Members at the next Annual Business Meeting. Such requests need not be acted upon at said Annual Business Meeting if they are submitted to the Chairperson of the Rules and Bylaws Committee or his or her designee fewer than ninety (90) days in advance of the next Business Meeting.

These Bylaws may be amended at any Annual Business Meeting of the Society by two-thirds (2/3) of the votes cast by eligible Members either present at the Annual Business Meeting or by an electronic or mail vote within thirty (30) days after the scheduled Annual Business Meeting.

SECTION 2: WRITTEN NOTICE

Written notice of the proposed amendment or amendments to these Bylaws shall be mailed or emailed to Members within thirty (30) days of the meeting at which the vote is to be taken.

**ARTICLE VIII
NOMINATIONS AND ELECTIONS**

SECTION 1: NOMINATION FOR OFFICE

The Nominating Committee selects the next Director at Large of the Board. The nomination is brought forth to the Board of Directors for review and approval.

SECTION 2: SUCCESSION TO PRESIDENT

At the close of each Annual Meeting, there will be automatic succession of officers (Director at Large to one of either Secretary-Treasurer and Director of Finance and Internal Affairs, Director of Education or Director of Science; the next Director-in-succession to President-Elect; the remaining Directors to continue in their designated role for one or two years, as assigned; the President-Elect to President and President to Immediate Past President).

**ARTICLE IX
DUES**

SECTION 1: PAYMENT

The dues of the Society shall be due and payable on receipt of statement.

SECTION 2: ESTABLISHMENT OF DUES

Dues to be paid by each class of members who are required to pay dues shall be established and approved by a majority vote of the Board of Directors.

SECTION 3: ARREARS

Any member whose dues are in arrears can remedy the situation by paying their current and past dues onsite at the Annual Meeting or shall be subject to dismissal from the Society, at the discretion of the Board.

**ARTICLE X
FISCAL ARRANGEMENTS**

SECTION 1: FISCAL YEAR

The fiscal year of the Society shall be from January 1 to December 31.

SECTION 2: FOUNDATIONS

From time to time, the Board may establish Foundations for purposes including research or education. Such Foundations will remain separate from other accounts, i.e., operating and meeting accounts.

SECTION 3: CORPORATE SUPPORT

The Society shall be able to solicit contributions from companies in the medical industry for the support of activities associated with the Society's Annual Meeting and other research and educational activities. The Society claims sole responsibility for the content of the Annual Meeting and the selection of speakers and will not allow sponsors to direct these activities; there will be no scripting, emphasis, or direction of content by any company or its agents.

The Society will ensure meaningful disclosure to the audience at the time of the Meeting of corporate funding and the relationship between the Society and/or speaker(s) and the companies.

**ARTICLE XI
OFFICE**

SECTION 1: LOCATION

The Society shall maintain in Texas, a registered office and a registered agent at such offices and may have other offices within and without the State.

**ARTICLE XII
SEAL**

TBD

**ARTICLE XIII
DISSOLUTION**

SECTION 1: PROCEDURES

Upon the dissolution of the Society, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Society, dispose of all of the assets of the Society exclusively for the purposes of the Society in such manner, or to such organizations or organization, organized and operated exclusively for charitable, education, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine.

Any such assets not so disposed of in this manner, shall be disposed of by the court of general jurisdiction of the county in which the principal office of the Society is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operating exclusively for such purposes.

ARTICLE XIV **SOCIETY CME SPONSORSHIP**

The Society is responsible for ensuring that each sponsored CME activity is planned and implemented in compliance with the Essential Areas and Elements and the Accreditation Policies of the Accreditation Council of Continuing Medical Education (ACCME). To ensure this occurs, each activity must contribute to the mission of the Society and comply with the following procedures:

A. Mission Statement

The purpose of the Society of Abdominal Radiology (SAR) CME Program is to promote advances in diagnosis and intervention in the field of abdominal radiology by providing a forum for the exchange of knowledge pertaining to research, practice, and education. The SAR will provide continuing medical education to radiologists to advance knowledge and competence in all phases of abdominal radiology to ensure the highest quality of healthcare to patients.

B. Procedures

1. Any sponsored activity must include the President-Elect and CME Director as members of the CME Committee or an ad hoc committee as designated by the President, which is responsible for developing and implementing the educational program.
2. All financial decisions which impact the CME activity must be approved by the President. All funds contributed by commercial sponsors must be received and processed by the Society. The Society will take responsibility for paying all expenses associated with speakers, i.e., honoraria and travel expenses, if any are required. Speakers may *not* be paid directly by a commercial sponsor.
3. All speakers must comply with the rules of disclosure. The rules of disclosure are such that a speaker must disclose all relationships with commercial interests as defined by the ACCME. Speakers must also disclose any off-label use of drugs or devices in their research, and continue to make necessary disclosures as may be required by the ACCME.
4. In the event of joint sponsorship, a non-accredited sponsor must complete a CME Activity Planning Form in its entirety in order to obtain joint sponsorship with the Society. The Society requires a full post-conference accounting of all revenues and expenses from a non-accredited partner. The Society logo must appear anytime a non-accredited partner uses an organizational logo. All promotional or printed

materials for activities must be created according to the ACCME Essential Areas and Elements and ACCME Accreditation and AMA Credit Designation Policies and have the approval of the Society President-Elect and CME Director. If the non-accredited partner wishes to use a third-party communications company or meeting planner, written permission and concurrence of the accredited sponsor (the Society) must be obtained.