

Society of Abdominal Radiology

Bylaws as adopted February 2022

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 is to promote scientific discovery in abdominopelvic radiology through innovation, education, collaboration and leadership development. We will sponsor Continuing Medical Education (“CME”) educational 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”); accelerate scientific discovery through information sharing, research and discovery support; address health equities and disparities; recognize those who have contributed to the field of abdominal radiology by extending membership in the Society and recognition awards; provide mentorship; ensure an inclusive and transparent society; 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 Texas.

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 (MIT); 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 Diagnostic and/or interventional 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. Members must be board-eligible or board-certified as Diplomates of the American Board of Radiology, the Royal College of Physicians and Surgeons of Canada, or have equivalent qualifications deemed acceptable to the Membership Committee. 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, as determined by the Board. 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.

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 they are not eligible to chair a committee; will not be able to serve on the Board or have voting privileges. Affiliate Members will be required to pay dues as assessed by the Board, and they will be eligible to attend the Annual Meeting at the Member Rate as determined by the Board. The Membership Committee will

review these applications on an ongoing basis and reserves the right to extend or deny membership.

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, 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 partial 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. They may serve on committees which are focused toward trainee and early career stage physicians. They may only chair 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 after completion of their training 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.

F. Honorary Member

Honorary Memberships shall include those individuals who have made outstanding contributions to the field of abdominal radiology, but do not fulfill all requirements for any membership category. 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 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 deemed acceptable to the Membership Committee. The applicant shall be engaged in the practice, teaching or research of abdominal radiology. They must have been an Active Member or International Member for at least five (5) years before applying for Fellow status. Applicants 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: 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. Applications are reviewed on a continuous basis by the Membership Committee and approved without need for confirmation by the Board.

Applicants for Active Membership, International Membership, or Affiliate Membership must apply in writing with a letter of interest and curriculum vitae via the Society's management company to the Chair of the Membership Committee. Numbers or quotas will not limit the Membership in any category.

SECTION 4: TERMINATION OF MEMBERSHIP

- A. Membership in the Society may be terminated for nonpayment of dues for one (1) year.
- B. Membership in the Society may be terminated for unethical conduct as defined by the current SAR Code of Ethics. The Ethics Committee, after due notice and hearing of an alleged violation of ethical standards, may recommend disciplinary action to the Board, including but not limited to censure, prohibition from meeting attendance, suspension, or expulsion as stated under the SAR Code of Ethics policy.
- C. 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.

Section 5: Maintenance of Fellowship Status

- A. In order to maintain Fellow status the member must remain actively involved in the Society as outlined in the SAR Fellow Policy.

ARTICLE III **BOARD OF DIRECTORS, NOMINATIONS, SUCCESSION**

SECTION 1: **MANAGEMENT OF THE CORPORATION**

The corporation shall be managed by the Board.

SECTION 2: **COMPOSITION OF THE BOARD**

The Board shall be composed only of elected Fellows who have demonstrated outstanding academic accomplishment as well as outstanding and continuous service to the Society. The Board 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. The Board 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 will consist of a minimum of 7 but no more than 10 members including the immediate Past-President, the President, President-Elect, and at least 4 directors. The Directors will each serve at least a four-year term with a staggered approach as outlined in the SAR Policy Manual and then succeed to the position of President Elect. Each presidential officer will serve a one-year term in their position. A new Incoming Director will be elected each year.

The Incoming Director will be nominated by the Nominating Committee and is then subject to Board approval, prior to the Annual Meeting and Annual Business Meeting of the Society. The new Director will be announced during or prior to the Annual Business Meeting. Qualifications for the Incoming Director include outstanding and continuous service to the Society. If needed due to vacancies, more than one Director can be nominated to fill the necessary positions.

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 as outlined in the SAR Policy Manual. 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 new Incoming Director, then as with any of the above situations, the Nominating Committee will be charged with selecting the Incoming Director, 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, 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 ineligible 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 the most senior Director, 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 at least 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

Regular meetings of the Board should be held with appropriate notice at such time and place as determined. 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 phone; special meetings shall be called by the President or by the designated Director in a like manner on written request of two (2) Directors. Special meetings may be held via conference

call. These meetings will be organized by the Society administrator. The designated Director 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. The Society administrator is responsible for all notifications regarding all Board meetings.

SECTION 11: CHAIRPERSON

At all meetings of the Board, the President or in their absence the most senior officer in attendance, shall preside.

SECTION 12: SALARY

There shall be no salary for any Director for performing their duties as a Director.

ARTICLE IV
COMMITTEES

SECTION 1: APPOINTMENT

Committees may be established or removed by the Board of Directors. Committees shall include at least 3 persons. 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 include but not be limited to committees related to the: (a) Membership; (b) Nominating; (c) Annual Meeting Council; (d) CME; (e) Ethics; (f) Rules and Bylaws; (g) Corporate Support; (h) Research; (i) Special Awards; (j) International Education/Visiting Professor; (k) Diversity, Equity, and Inclusion; (l) Disease-Focused Panel/Emerging Technology Commission (DFP-ETC) Oversight; (m) Informatics; (n) Website Oversight; (o) Social Media; (p) Online Education; (q) Early Career Committee (ECC); (r) Resident Fellow Section (RFS) and Hands On Oversight

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

ARTICLE V
MEETING OF MEMBERS

The Society will meet annually at a time and place as designated by the Board (the "Annual Meeting"). The meeting will consist of a Business Meeting for the transaction of society 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

The number of Members eligible to vote and in good standing attending the business meeting shall constitute a quorum.

SECTION 2: SPECIAL MEETINGS

A special meeting of the Members must be called by the Board, 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, to occur not later than sixty (60) days after the meeting is called.

SECTION 3: NOTICE

Members will be informed of the Annual Meeting venue at least nine (9) months prior to the next meeting. In the case of a special meeting, written notice stating the place, day, hour, and the purpose(s) for the special meeting shall be delivered electronically not less than twenty (20) days before the date of the meeting by email to each Member entitled to vote at such meeting.

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 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. Non-members may attend the open sessions at the Annual Meeting.

ARTICLE VI
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 their 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 present at the Annual Business Meeting.

SECTION 2: WRITTEN NOTICE

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

**ARTICLE VII
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.

SECTION 3: ARREARS

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

**ARTICLE VIII
FISCAL ARRANGEMENTS**

SECTION 1: FISCAL YEAR

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

SECTION 2: FOUNDATIONS

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.

**ARTICLE IX
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 X
DISSOLUTION

SECTION 1: **PROCEDURES**

Upon the dissolution of the Society, the Board 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, 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.