

March 2006

BY-LAWS AND CONSTITUTION
OF
THE SOCIETY OF SKELETAL RADIOLOGY, INC.

Article I

NAME

This Society shall be known as The Society of Skeletal Radiology, Inc.
Henceforth referred to as either "The Society of Skeletal Radiology" or "The Society"

Article II

OBJECTIVES

The objectives and purposes of the Society shall be:

- Section 1. To encourage and support the development of expertise in the subspecialty of musculoskeletal radiology:
- A. By providing continuing medical education for practicing musculoskeletal radiologists via an annual scientific meeting. The goals of this meeting and to encourage research activity and disseminate knowledge, stimulate collaboration among Society Members and refine subspecialty expertise. The content of the annual scientific meeting will be the responsibility of the Program Committee as defined in Article VI.
 - B. By promoting the understanding of techniques used in musculoskeletal radiology and their cost-effective utilization.
 - C. By assisting in the development of appropriate guidelines for musculoskeletal imaging and interventional procedures.
 - D. By developing and promoting guidelines for residency and fellowship training in musculoskeletal radiology.
 - E. By encouraging research in musculoskeletal radiology.
- Section 2. To represent the political and socioeconomic interests of Musculoskeletal Radiology in North America.
- Section 3. To facilitate communication among members and interested parties in the musculoskeletal community:
- A. By supplying a membership directory for Society members.

- B. By facilitating electronic-based communication between members for problem solving, education, research, and similar purposes.
- C. By providing a list of employment opportunities for Society members.
- D. By publishing a current listing of fellowship programs in musculoskeletal radiology.

Section 4. To promote musculoskeletal radiology by encouraging cooperation with other branches of medicine and with allied musculoskeletal disciplines.

Article III

MEMBERSHIP

Section 1. The Membership of the Society shall consist of four membership groups: Full Members, Honorary Members, International Members, and Emeritus Members.

Hereinafter the words "Members" or "Membership" when used in this constitution and by-laws shall mean any of the foregoing classes of Members to which it shall be applicable.

Section 2. FULL MEMBERS. Full Members shall fulfill all the following requirements at the time of application for membership and at all times thereafter. A candidate for full membership must be sponsored in writing by a Full Member in good standing. Sponsoring letter must explicitly state that the candidate meets the membership requirements listed below.

- A. Each shall be board certified in diagnostic radiology, not currently in training, and shall be engaged in the practice of radiology within the United States or Canada.
- B. Each must devote at least 50% of his/her time to the professional practice of the broad range of musculoskeletal radiology, exclusive of time devoted to administrative duties. After appointment, Full Members shall demonstrate an abiding interest in Musculoskeletal Radiology to remain in good standing.
- ~~C. A candidate for Full Membership must be sponsored by a Full Member in good standing. The sponsor's letter must explicitly state that the applicant meets the above requirements for membership.~~

Section 3. HONORARY MEMBERS. Honorary Members shall be persons who have made valuable contributions to musculoskeletal radiology but are not eligible for other membership categories. A Full Member may submit a nomination of a candidate for Honorary Membership to the Membership Committee. Honorary Member status will require approval by a simple majority vote at the annual business meeting of the Society. Honorary Members shall receive a certificate of Honorary Membership and shall have the rights of Full Members, except the right to vote, hold office, and sponsor new members. Honorary Members shall be assessed reduced dues based on a recommendation of the Treasurer, subject to approval by

the Executive Committee.

Section 4. INTERNATIONAL MEMBERS. International Members are those Members who spend at least 50% of their professional practice in musculoskeletal radiology, exclusive of time devoted to administrative duties, but who live outside the geographic area of the United States or Canada. They must be certified in diagnostic radiology by the American Board of Radiology or hold that country's equivalent certification. Candidates for International Membership must be sponsored by a Full Member in good standing. The sponsor's letter must explicitly state that the applicant meets the above requirements for membership.

International Members shall have the rights of Full Members, except the right to vote, hold office and sponsor new members. They shall be required to pay the same dues and assessments as that of Full Members. International Members may request to be transferred to Full Membership when the Member works and resides in the United States. Transfer will be subject to approval by the Membership Committee.

Section 5. EMERITUS MEMBERS. Emeritus Members are Full Members or International Members of the Society in good standing for at least five years and who are now retired from the practice of radiology. The five-year requirement does not apply to previously elected Emeritus Members.

Emeritus Members shall have the privileges of Full Membership except the right to vote, hold office, and sponsor new members. They shall be assessed reduced dues based on a recommendation of the Treasurer, subject to approval by the Executive Committee. Members can apply for Emeritus status by notifying the Membership Committee of their retirement.

Section 6. Members shall be considered in good standing when their dues are current.

Section 7. Each Full or International Member shall notify the Membership Committee when s/he no longer devotes at least 50% of his/her professional practice to the broad range of musculoskeletal radiology or when s/he no longer practices radiology.

Article IV

OFFICERS

Section 1. The officers of the Society shall be President, President-elect, Secretary, and Treasurer, and Executive Director.

Section 2. Officers, with the exception of the Executive Director, shall be Full Members of the Society in good standing.

Section 3. The officers shall be elected by a simple majority of the ballots cast at the annual meeting, or by mail ballot, according to Article IX.

Article V

DUTIES OF OFFICERS

- Section 1. The President shall be the presiding officer of the Society, Chair of the Executive Committee and a member ex-officio of all committees. The President shall perform all of the duties that customary and parliamentary practice commonly associate with the office of President, and shall appoint Ad Hoc Committees (other than the Committees described in Article VI) and representatives, as necessary. The term of office shall be two years and shall begin on July 1st two years following election as President-elect.
- Section 2. In the absence of the President or if the President is unable to perform those duties outlined in Section 1, the President-elect shall assume the office of President. The President-elect shall be a Member of the Executive Committee and shall be Chair of the Program Committee. The term of the President-elect shall be two years, and shall begin on July 1st, following election at the annual meeting. The President-elect is a member ex-officio of all committees. The President-elect shall succeed to the office of President immediately upon completion of the two-year term as President-elect.
- Section 3. The Secretary shall be responsible for maintaining a correct and permanent records of the proceedings of the Society; shall keep a correct alphabetical list of the Members of the Society, showing their current addresses, the year of their election, and the classification of their Membership; and shall make available copies of the list to Members of the Society each year. The Secretary shall conduct correspondence, shall provide safekeeping for all records and transaction of the Society which possess historical value, and shall perform all other duties that usually and customarily pertain to the office of Secretary. Not later than six months after each annual meeting of the Society, the Secretary shall print and distribute to each Member of the Society a transcript of the minutes of the annual meeting, which shall include the reports of all officers and committees. The transcript need not be verbatim but may be condensed and abridged by order of the Executive Committee. The Secretary shall be a member of the Executive Committee and Program Committee, and an ex-officio member of the Membership Committee. The Secretary shall be responsible for all activities related to securing a site for the annual meeting. The term of office shall be two years and shall begin on the July 1st following the annual meeting at which election occurred.
- Section 4. The Treasurer shall collect, receive, and be accountable for all funds of the Society; shall, with the President and President-elect, be empowered to disburse from the treasury such funds only upon order of the Executive Committee; and

shall keep a complete and permanent record of the financial report at the annual meeting of the Society, which shall be incorporated in the minutes of the meeting. The Treasurer shall be responsible for obtaining the names of Members who fail to pay dues and for initiating proceedings to terminate the membership of such individuals according to Article X. The term of office shall be two years and shall begin on the July 1st following the annual meeting at which election occurred.

Section 5. The Executive Director shall be the Chief Administrative Officer of the Society and shall report directly to the Executive Committee of which he or she shall be an ex officio, non-voting member. The Executive Director shall have the authority and ultimate responsibility to carry out all policies and programs of the Society within the framework of the approved budget and shall be subject to the direction of the Executive Committee.

Article VI

COMMITTEES

Section 1. Standing committees of the Society shall be as follows:

1. Executive Committee
2. Rules Committee
3. Program Committee
4. Auditing Committee
5. Nominating Committee
6. Membership Committee
7. Residency and Fellowship Training Committee
8. Electronic Communication Committee
9. Research Committee
10. Socioeconomic Affairs Committee
11. Practice Guidelines and Technical Standards Committee
12. Finance Committee

and such other Ad Hoc Committees that, in the judgment of the Executive Committee or the Membership of the Society, may be necessary. Such committees shall be appointed by the President unless otherwise provided herein or directed by the Society. Actions of all committees shall be reported to the Membership and are subject to review and approval.

Section 2. The Executive Committee shall consist of the President, President-elect, Secretary, Treasurer, and immediate Past-President, and Executive Director. The President-elect, Secretary, and Treasurer are elected pursuant to the provisions of Article IX.

The Executive Committee is responsible for performing the duties customarily expected of the Board of Directors of a non-profit corporation. It shall be empowered to carry out the business of the Society between meetings of the

Membership, shall control and manage the affairs, funds, expenditures and investments of the Society, and shall see to the safekeeping or sale of all its valuable property. No money or other valuable property of the Society shall be expended, or mortgaged, or otherwise disposed of without the sanction and approval of the majority of the Executive Committee, except by the vote of three-fourths of Full Members. The President, President-elect, and Treasurer shall be empowered to disburse funds from the treasury for the business of the Society.

The Executive Committee shall have general supervision of the affairs of the Society not otherwise specified in this constitution and by-laws.

Section 3.

The Rules Committee shall consist of four Full Members in good standing, appointed for a period of four years. The Nominating Committee shall appoint two members every two years. The Nominating Committee shall select the Chair from the members of the Rules Committee. The Chair shall serve for a two-year term and shall also serve as a member of the Nominating Committee.

The Rules Committee is responsible for the constitution and may be called upon to interpret it where questions arise. It shall, on order of the Executive Committee, prepare and submit amendments proposed by Members of the Society. It may on its own motion prepare and present to the Members any amendments which it deems necessary. It shall receive all resolutions introduced by Members and may reword them, combine those having the same intent, and otherwise edit and prepare them for presentation. It shall present them to the Members with the committee recommendation thereon.

Section 4.

The Program Committee shall consist of the President-elect, who shall be its Chair, the Secretary, and one other Full Member in good standing appointed by the Nominating Committee. This Full Member shall serve a two-year term and shall be appointed each non-election year.

The Program Committee is responsible for determining the character and scope of the scientific proceedings of the Society at each annual meeting. It shall have the right to accept or reject scientific abstracts for presentation at the meeting and shall exercise proper control over the format, discussion, and arrangements for presentation.

The Program Committee is not obliged in any way to select scientific abstracts in the order in which they are submitted for consideration. This Committee may invite a guest speaker or Honorary Member to lecture at the scientific session of the annual meeting. If appropriate, compensation may be funded by the Society. Such action shall be approved, in advance of any invitation, by the Executive Committee.

Section 5.

The Auditing Committee shall consist of three Full Members in good standing, appointed for a period of six years, with one Member being appointed by the Nominating Committee every two years in a non-election year. The Chair of the Auditing Committee shall be a committee Member in his or her fifth and sixth

years of service and shall serve for two years.

The Auditing Committee is responsible for auditing the accounts of the Society at least annually, to verify accurate financial data including documentation and appropriateness of Society expenses and revenue, and for certifying the annual report of the Treasurer. A certified public accountant may be hired by this committee, after confirming in advance that funds are available to compensate expenses for an audit. The results of the audit shall be reported to the Society Membership each year.

Section 6. The Nominating Committee shall consist of the President, the Chair of the Rules Committee, and one Full Member in good standing appointed by the Executive Committee from the Membership at large. The Member so appointed shall serve a two-year term as chair and shall be appointed each non-election year.

The Nominating Committee is responsible for nominating committee members and committee chairs subject to approval by the Executive Committee, unless otherwise specified in the by-laws. This committee shall perform its duties in accordance with the provisions of Article IX of this constitution.

Section 7. The Membership Committee shall consist of four Full Members in good standing, each of whom shall serve a four-year term. The Nominating Committee shall appoint two Members every two years. The Nominating Committee shall select the Chair from the members of the Membership Committee. The Chair shall serve for a two-year term. The Chair shall be responsible for notifying applicants for membership to the Society of their status.

The Membership Committee is responsible for reviewing and screening all individuals suggested for membership, in accordance with the provisions of Article III of this constitution, to ensure that they fulfill the requirements for membership in their appropriate category. This committee shall compile a summary of the curriculum vitae on each candidate who qualifies and make this information available to all Full Members prior to any ballot for the purpose of election of new Members.

The Committee is also responsible for initiating changes in membership categories, as defined in Section III, and for making suitable recommendations concerning the status of the Members. The Committee shall be responsible for initiating proceedings to terminate the membership of individuals according to Article XI for reasons other than failure to pay dues.

Section 8. The Residency and Fellowship Training Committee shall consist of eight Full Members in good standing, each of whom serves a four-year term. The Nominating Committee shall appoint four members every two years. The Nominating Committee shall select the Chair from the members of the Residency and Fellowship Training Committee.

The Residency and Fellowship Training Committee is responsible for developing

and promoting guidelines for residency training in musculoskeletal radiology. The Committee will publish a current listing of fellowship programs in musculoskeletal radiology and will assist in developing and promoting guidelines for fellowship programs in musculoskeletal radiology.

Section 9. The Electronic Communications Committee shall consist of five Full Members in good standing, each of whom serves for a five-year term. The Committee Chair shall serve as Chair for three years. The term of the Committee Chair can be extended beyond the appointed five-year term of a Committee member to allow completion of the role as Chair. The Nominating Committee shall appoint one new Electronics Communication Committee Member each year. The Nominating Committee will also select a Committee Member to be Committee Chair every third year. Terms are staggered so that one member rotates off the committee each year. The Executive Committee may appoint additional persons to assist with the maintenance of the website used by the Society and shall specify the terms of service and ex-officio membership of the Committee.

The Electronic Communications Committee is responsible for facilitating electronic communication between members to further the goals of the Society. The Committee shall oversee maintenance of the website used by the Society. A Webmaster, chosen by this Committee and approved by the Executive Committee, shall coordinate requests to distribute information electronically on the website.

Section 10. The Research Committee shall consist of four Full Members in good standing, each of whom serves a four-year term. The Nominating Committee shall appoint two committee members every two years. The Nominating Committee shall select the Chair from the members of the Research Committee.

The Research Committee is responsible for implementing means by which the Society can encourage research in musculoskeletal radiology and related sciences.

Section 11. The Socioeconomic Committee shall consist of four Full Members in good standing, each of whom serves a four-year term. The Nominating Committee shall appoint two committee members every two years. The Nominating Committee shall select the Chair from the members of the Socioeconomic Committee.

The Socioeconomic Committee is responsible for informing and educating the Society of socioeconomic issues impacting the practice of musculoskeletal radiology.

Section 12. The Practice Guidelines and Technical Standards Committee, formerly known as the Standards Committee, shall consist of four Full Members in good standing, each of whom serves a four-year term. The Nominating Committee shall appoint two members every two years. The Nominating Committee shall select the Chair from the members of the Standards Committee.

The Practice Guidelines and Technical Standards Committee is responsible for assisting in the development of appropriateness guidelines for the use of

musculoskeletal imaging studies and procedures. The Committee will serve as a liaison between the American College of Radiology (ACR) and the Society in the development, refinement, and improvement of the ACR Practice Guidelines and Technical Standards that apply to musculoskeletal radiology. The ACR Councilor is a non-voting member of the Committee.

Section 13. The Finance Committee shall consist of three Full Members in good standing appointed by the Nominating Committee, each of whom serves a three-year term. The Treasurer of the Society shall Chair the Finance Committee. The Committee shall be independent from the Audit Committee.

The Finance Committee is responsible for advising the Executive Committee on matters concerning the financial well-being of the Society including, but not limited to, investment of Society funds and the development of industry grants for education and research activities of the Society.

Section 14. At its discretion, the Executive Committee shall appoint Society Members to serve on external committees and organizations to represent the interests of the Society of Skeletal Radiology. These appointments shall be reviewed for renewal at least on a biennial basis.

Section 15. The principle of overlapping tenure should be applied when possible. To accomplish this goal, the term of service for members of newly established committees may be designated by the Nomination Committee.

Article VII

MEETINGS

Section 1. The annual meeting of the Society shall be held at a place and time designated by the Program Committee with approval by the Executive Committee. It shall consist of a business meeting and a scientific session pursuant to the provisions of Article VIII.

Section 2. Special business meetings may be called by the President of the Society or upon the written request of one-third of the Members. Such written request shall be sent to the Secretary. At such special meetings no other business shall be conducted except that stated in the call for the meeting.

Section 3. One-quarter of the Full Members in good standing constitutes a quorum. A quorum must be present in order for new or unfinished business of the Society to be conducted at the annual meeting. If a quorum is not present, unresolved business shall be submitted to a mail ballot as per Article XIII.

Section 4. The Secretary shall distribute an agenda for the annual meeting to all Members present. Similar agenda for special meetings shall be sent 30 days in advance.

Section 5. Attendance at business meetings shall be limited to Members. Scientific meetings shall be open to Members and invited guests.

Article VIII

PROCEDURE

Section 1. The fiscal year shall begin on the first day of July and shall end on the 30th day of June.

Section 2. In the absence of contrary statements in this constitution, Robert's Rule of Order shall govern the procedure.

Section 3. Order of Business:

1. Call to Order
2. Approval of Minutes
3. Secretary's Report
4. Treasurer's Report
5. Report of the Committees
6. Unfinished Business
7. Election of Members
8. New Business
9. Report of the Nominating Committee
10. Election of Officers
11. Installation of Officers
12. Appointment of Committees
13. Adjournment

Section 4. The scientific session and business meeting of the annual meeting may, at the discretion of the Program Committee, be conducted separately or in conjunction.

Article IX

ELECTIONS

Section 1. Officers of the Society shall be elected at the annual meeting, each to serve for a period of two years.

Section 2. The method of procedure for holding election of Officers of the Society shall be as follows:

The Nominating Committee shall, during an election year, nominate one or more

candidates for each of the elected offices of the Society, namely, President-elect, Secretary and Treasurer and announce these candidates to the Society at the annual meeting, after obtaining the candidate's consent.

The order of elections shall be as indicated in the above list of elected offices.

The President shall give opportunity for other nominations to be made from the floor, after which the nominations shall be closed.

In all cases where more than one person shall be nominated for the same office, votes shall be cast by secret ballot.

The Nominating Committee shall act as tellers; they shall distribute, collect, count the ballots, and report the results to the President. The result of the election shall be announced immediately, with the candidate receiving the greatest number of votes being declared elected. In case of a tie ballot, the presiding officer shall declare the election void. Additional nominations shall be sought before another vote is taken.

If a quorum is not present at the annual meeting, then the election shall be submitted to a mail ballot, as described in Article XIII, Sections 5 and 6.

Section 3. Only Full Members in good standing shall be entitled to vote.

Article X

MEMBERSHIP FEES AND DUES

Section 1. The dues of the Society shall be solicited on or before June 1st (30 days notice) to be due and payable on July 1st. Dues so paid shall cover the fiscal year beginning on that date. The dues shall be set annually by the Executive Committee and shall be consistent with the needs of the Society.

Section 2. Members who have not paid dues by September 1st will receive a second notice by September 30 of the fiscal year. Dues shall become delinquent on December 31st of the fiscal year and delinquent Members shall be notified by January 15th that their Membership in the Society will be terminated in 30 days unless dues are paid. Failure to pay dues by the end of this grace period (that is, February 15th) shall result in immediate termination of membership from the Society. The Treasurer shall send a notice of termination of Membership to all persons with delinquent dues and shall inform the Membership and Executive Committees of these proceedings.

Section 3. Members may be reinstated in the Society within twelve months of the date of Termination as defined in Article X, Section 2 by submitting a request for reinstatement. This request will be considered by the Membership Committee provided all delinquent dues have been paid. After twelve months from the date of

Termination, reinstatement of membership may be gained only by reapplication as a new Member.

Article XI

Termination Of Membership

The Executive Committee reserves the right to terminate the Membership of any Member whose activity or behavior does not support the spirit or values of The Society of Skeletal Radiology. The Membership Committee shall review circumstances and explanation of such behavior and a recommendation shall be made to the Executive Committee prior to the subsequent change of membership. The Executive Committee shall make the final determination regarding termination of Society Membership and shall notify the person involved. The change of status takes effect immediately after this process has been completed. A Member terminated from the Society by the process described in this Article may apply for reinstatement of Membership without the usual protocol (need for sponsoring, etc.) if application for membership is resubmitted within 12 months of termination.

Article XII

PROCEDURES FOR ELECTION TO MEMBERSHIP

- Section 1. Any Full Member of the Society in good standing may propose persons who fulfill the requirements for Membership in any category by sending a letter of sponsorship to the Chair of the Membership Committee. This letter shall include the candidate's name, address, and a statement that the candidate fulfills the requirements for the proposed membership category, as defined in Article III.
- Section 2. The candidate shall be responsible for supplying the Chair of the Membership Committee with:
- A. A completed application for Membership in the Society of Skeletal Radiology,
 - B. His/her curriculum vitae, and
 - C. A letter of sponsorship from a Full Member in good standing.
- Section 3. The Membership Committee shall review submitted information on the candidate and shall approve or disapprove the request for membership of the candidate.
- Section 4. A simple majority vote of the Full Membership at the annual meeting is necessary for approval of membership. Candidates so approved shall become Members of

the Society immediately following the vote.

Article XIII

BALLOTING

- Section 1. Voting at meetings shall be in the usual manner of such balloting.
- Section 2. Any item or question of this Society may be submitted to the Executive Committee for consideration for vote at the annual meeting or for vote by mail ballot. Full Membership for a vote at the annual meeting or by mail ballot. The decision of the Executive Committee on such matters is final.
- Section 3. The list of approved candidates or propositions to be voted upon shall be distributed by the Secretary to all Full Members in good standing who are present at the annual meeting. Voting may be by means of a hand count or written ballot as determined by the President.
- Section 4. To be adopted by the Society, an position statement must receive approval by a simple majority of votes of Full Members at the annual meeting, provided there is a sufficient number of Members present to constitute a quorum, as defined in Article VII, Section 3.
- Section 5. When voting is submitted to a mail ballot, a list of approved candidates or propositions to be voted upon, together with ballots for recording of votes, shall be distributed by the Secretary to all Full Members in good standing, at least 30 days prior to the date specified in such submission, by which time such ballots must be received by the Society to be valid.
- Section 6. If an issue is submitted to vote by postal or electronic mail ballot, it must receive approval by a simple majority of votes. The result of a postal or electronic mail ballot shall be considered valid only if a quorum of the membership, as defined in Article VII, Section 3, has voted.

Article XIV

AMENDMENTS

At any annual business meeting of the Society, this constitution may be amended by two-thirds of the Full Members in good standing that are present, provided there is a sufficient number of Members present to constitute a quorum, as defined in Article VII, Section 3. Notice of the proposed amendment shall be presented to the Members in the agenda for the meeting at which the vote is taken.

Article XV

DISSOLUTION

In the event of the dissolution of the Society, all assets shall be donated to the American College of Radiology, provided such organization qualifies as a 501© (3) organization by the Internal Revenue Code in existence at the time of the dissolution. If the ACR does not qualify as a 501© (3) organization, then all assets shall be distributed to a 501© (3) organization designated by the Executive Committee.