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## BYLAWS OF THE SOCIETY FOR PEDIATRIC RADIOLOGY

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### ARTICLE I NAME, PURPOSE, AND NON-PROFIT

**Section 1. Name:** The name of this Corporation shall be The Society for Pediatric Radiology.

**Section 2. Purpose:** The purposes of this Corporation (Society), the SPR, are to operate exclusively for charitable, educational and scientific purposes in connection with the field of pediatric radiology (herein defined as medical imaging using all available imaging modalities to image children and encompassing all organ systems, thereby including, but not limited to, the fields of neuroradiology, nuclear medicine, interventional radiology, artificial intelligence, and fetal imaging), including but not by way of limitation, to furnish leadership and to foster advances in pediatric radiology; to provide a forum for the exchange of knowledge pertaining to research and training in pediatric radiology; to stimulate investigation and teaching in the methods of pediatric radiology; to enhance the study of pediatric radiology by establishing lectureships and appropriate evaluation procedures in pediatric radiology where appropriate; to encourage contributions consistent with the foregoing purposes to the field of pediatric radiology by recognizing such contributions through extension of membership in pediatric radiology; to make distributions for the foregoing purposes to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or the corresponding provisions of any future United States internal revenue statute; to 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 Minnesota.

**Section 3. Non-Profit:** Notwithstanding the foregoing or any other provision of these Bylaws:

(1) No part of the net earnings or assets of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered by third parties (other than members, directors, officers) and to make other payments and distributions in furtherance of the purposes set forth above.

(2) The members of this Corporation shall have no personal liability whatsoever for any corporate obligations, debts, or liabilities.

(3) No substantial part of the activities of the Corporation shall include promoting, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaigns on behalf of (or in opposition to) any candidate for public office.

(4) The Corporation shall not conduct any activities not permitted to be carried on (a) by an organization exempt from federal income tax under Section 501 (c)(3) of the Code, or the corresponding provision of any future United States internal revenue statute or (b) by an organization contributions to which are deductible under Section 170(c)(2) of the Code, or the corresponding provision of any future United States internal revenue statute.

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## **ARTICLE II** **MEMBERSHIP**

**Section 1. Membership:** Membership in this corporation, except for Honorary, Member-in-Training, and Allied membership, shall be limited to persons who are Doctors of Medicine or Doctors of Osteopathy (or foreign equivalents), and who have been licensed to practice medicine or osteopathy, whose principal interest is in or related to the practice of pediatric radiology and who satisfy such other qualifications as are set forth by the Bylaws.

**Section 2. Classes of Membership:** The classes of membership shall be Active, Allied, Corresponding, Emeritus, Honorary, and Member-in-Training. The terms 'voting member', 'voting members', and 'voting membership' includes any one or all classes of membership except for the Corresponding and Member-in-Training memberships.

(1) Active Members are credentialed physicians with an interest in pediatric radiology. Credentialed is defined as are Diplomates of the American Board of Radiology, the American Board of Nuclear Medicine, the American Osteopathic Board of Radiology, or other appropriate specialty Boards acceptable to the Board of Directors, or who are certified in Radiology by the Royal College of Physicians and Surgeons of Canada, Collège des médecins du Québec, or who have equivalent qualification, including foreign, as determined by the Board of Directors. In addition, the physician must have completed a minimum of one year of training in pediatric radiology above and beyond that required by ordinary Board Examination in Radiology or other acceptable boards or demonstrated competence and practice time in pediatric radiology considered by the Board of Directors to be equivalent to such additional training.

An Active Member shall have all the rights and privileges of membership in this Corporation, including the right to vote, to serve on committees, and to hold any office in this Corporation, and shall be required to pay annual dues in the amount determined by the Board of Directors.

(2) Allied Members are health professionals (e.g., physicists, nurses, imaging technologists, radiology assistants, physician assistants, and non-radiologist physicians) who work in professions aligned with pediatric radiology.

An Allied Member shall have all the privileges of Active membership. The Allied Member shall pay annual dues in the amount determined by the Board of Directors.

(3) Corresponding Members reside outside of North America and are otherwise eligible for Active or Allied membership but who choose a corresponding status because they are already full members of a comparable national or international pediatric radiology society. Application for Corresponding membership follows the procedure as application for Active or Allied membership. Corresponding Members shall have all the privileges of Active membership except that the Corresponding Member shall not have a vote and shall not hold any office of this Corporation. Corresponding Members may serve on committees and shall pay annual dues in the amount determined by the Board of Directors.

(4) Emeritus Members are current SPR Active and Allied Members who are no longer in the active practice of medicine. An Emeritus Member shall have the privileges of Active membership. No dues shall be required of an Emeritus Member.

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(5) Honorary Members are those members, not usually eligible for Active membership, who have been honored by the Board and Society Membership for outstanding contributions to pediatric radiology or to the Society. An Honorary Member shall have the privileges of Active membership. No dues shall be required of an Honorary Member.

(6) Members-in-Training are medical students, residents, and pediatric radiology fellows who have applied for membership. Member-in-Training membership is effective immediately upon receipt of a complete application form indicating eligibility for membership in training status.

When all training is complete, the Member-in-Training shall be extended an invitation to apply for Active Membership. A Member-in-Training shall have all the privileges of Active membership except those that are a benefit paid for by dues; Members-in-Training shall not have a vote nor hold any office of this Corporation but may serve on committees. The member shall not pay dues while a Member-in-Training.

**Section 3. SCORCH:** An SPR member who is head of a radiology department (or the equivalent) in a pediatric setting (as defined by SCORCH) may also apply to be a member of the Society of Chiefs of Radiology in Children's Hospitals (SCORCH) and shall pay additional fees as a condition of participation in SCORCH meetings and activities.

**Section 4. Membership Application:** Any licensed physician or health care professional who satisfies the qualifications for Active, Allied, or Corresponding membership as set forth above may apply for membership.

**Section 5. Election of Membership:** Candidates who have submitted applications documenting their eligibility for membership are to be reviewed based on the process prescribed by the Board of Directors of the Corporation.

**Section 6: Code of Ethics:** The SPR adheres to the American College of Radiology (ACR) Code of Ethics, which is intended to aid the radiology community, individually and collectively, in maintaining a high level of ethical conduct.

**Section 7: Principles of Ethics:** Principles of ethics form the first part of the Code of Ethics and serve as goals of exemplary professional conduct for which members should constantly strive.

- a. The principal objective of the medical profession is to render service to people with full respect for human dignity and in the best interest of the patient. Members should merit the confidence of patients entrusted to their care and caregivers, rendering to each a full measure of service and commitment.
- b. Members should strive continually to improve their medical knowledge and skill and make these improvements available to their patients and colleagues.
- c. Members should at all times be aware of their limitations and be willing to seek consultations in clinical situations where appropriate. These limitations should be appropriately disclosed to patients and referring physicians.
- d. The medical profession should safeguard the public and itself against physicians deficient in moral character or professional competence by reporting, to the appropriate body, without hesitation, perceived illegal or unethical conduct of members of the medical profession.

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- e. Members should uphold all laws, uphold the dignity and honor of the medical profession, and accept its self-imposed discipline and deal honestly and fairly with patients and colleagues.
- f. The honored ideals of the medical profession imply that responsibilities of members extend to society in general as well as their patients. These responsibilities include the interest and participation of members in activities that improve the health and well-being of the individual and the community.
- g. Members may not reveal confidences entrusted to them in the course of medical attendance, or deficiencies they may observe in the character of patients, unless they are required to do so by law, or unless it becomes necessary to protect the welfare of the individual or of the community.
- h. A physician who has not personally interpreted the images obtained in a radiological examination should not sign a report or take attribution of an interpretation of that examination rendered by another physician in a manner that causes the reader of a report to believe that the signing radiologist was the interpreter.
- i. The decision to render a service by a diagnostic radiologist, interventional radiologist, nuclear medicine physician, or medical physicist is a matter of individual physician and patient choice governed by the best interest of the patient.
- j. The traditional bond among diagnostic radiologists, interventional radiologists, nuclear medicine physicians, and medical physicists, particularly in their professional relationships with each other, is a powerful aid in the service of patients and should not be used for personal advantage.

**Section 8: Rules of Ethics:** Rules of ethics form the second part of the Code of Ethics and are mandatory and directive of specific minimal standards of professional conduct for all members of the Society.

- a. Members' behavior must conform to the highest standards of ethical, legal, and professional conduct. Any activity that fails to conform to these standards compromises the member's personal integrity and casts aspersions on the Society and the medical profession.
- b. It is proper for a pediatric radiologist to provide a consultative opinion on radiographs and other images regardless of their origin as imaging studies performed on children are frequently performed at sites where a pediatric radiologist is not available.
- c. It is proper for a diagnostic radiologist to provide a consultative opinion on radiographs and other images regardless of their origin. A radiologist who regularly interprets radiographs and other images should reasonably participate in quality assurance, technology assessment, utilization review, and other matters of policy that affect the quality and safety of patient care.
- d. It is proper for an interventional radiologist to provide a consultative opinion in the management of conditions treated by interventional methods. An interventional radiologist should regularly treat patients only in settings where the interventional radiologist reasonably participates in the quality patient management, utilization review, and matters of policy that affect the quality and safety of patient care.
- e. It is proper for a nuclear medicine physician to provide a consultative opinion in the management of conditions treated by nuclear medicine. A nuclear medicine physician should regularly treat patients only in settings where the nuclear medicine physician reasonably participates in the quality patient management, utilization review, and matters of policy that affect the quality and safety of patient care.
- f. It is proper for a medical physicist to provide assistance to a physician in treating patients only in settings where the medical physicist reasonably participates in technical quality assurance.
- g. Prior to practicing in a hospital or other health care entity, a diagnostic radiologist, interventional radiologist, nuclear medicine physician, or medical physicist shall apply, and be accepted, as a member of that entity's medical staff in accordance with the medical staff's bylaws and in the same manner as all other physicians.

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- h. The practice of physicians referring patients to health care facilities in which they have a financial interest may not be in the best interest of patients. Self-referral may improperly influence the professional judgments of those physicians referring patients to such facilities. Members with ownership interests participating in such arrangements may be in violation of these Rules of Ethics.
- i. Members shall relate to other members of the health care team with mutual respect and refrain from harassment or unfair discriminatory behavior.
- j. Members should have the right to enter into whatever lawful contractual arrangements with health care systems they deem desirable and necessary but they should seek to ensure that the system of healthcare delivery in which they practice does not unduly influence the selection and performance of appropriate available imaging studies or therapeutic procedures.
- k. Members should not enter into an agreement that prohibits the provision of medically necessary care or that requires care at below acceptable standards. Notwithstanding policies of a health plan, radiologists should advocate cost-effective appropriate studies or therapies that will benefit the patient, whose welfare is paramount.
- l. Members should clearly and adequately respond to inquiries by patients regarding fees and/or any financial incentive. A radiologist should not participate in a billing arrangement that misleads patients or third-party payers concerning the fees charged by the radiologist. Radiologists shall not divide radiological fees either directly or by any subterfuge.
- m. In providing expert medical testimony, members should exercise extreme caution to ensure that the testimony provided is non-partisan, scientifically correct, and clinically accurate.
- n. The member offering expert testimony shall not accept compensation that is contingent upon the outcome of litigation.
- o. Research must be performed with integrity and be honestly reported.
- p. Members must not claim as their intellectual property that which is not theirs. Plagiarism or the use of others' work without attribution is unethical.
- q. Members should not publicize themselves through any medium or forum of public communication in an untruthful, misleading, or deceptive manner, or in a fashion demeaning to the profession.
- r. If the Society receives a complaint or request for disciplinary action against a member, the Society shall follow the procedures specified here in its bylaws, rules, or regulations for investigating and disposing of the matter.
- s. If the matter is retained by the Ethics Committee, written and email notice shall be sent to the member in question by registered or certified mail at least thirty (30) calendar days prior to a meeting of the Committee, (a) stating the time and place of the meeting, (b) informing the member of the nature of the complaint to be considered, (c) advising that the member may then and there appear in person and/or by legal or other representative and may submit such evidence as the member deems appropriate, and (d) advising the member in question that failure to cooperate reasonably with an ethics investigation is independent grounds for disciplinary action. Following the meeting, the Ethics Committee shall notify in writing the chair of the Board of Directors and the member of its decision.
- t. A member against whom disciplinary action is taken upon the recommendation of the Ethics Committee may appeal the decision to the Judiciary Committee by mailing a written notice of appeal to the Chair of the Board of Directors within thirty (30) days of the mailing of notice of the adverse decision to the member in question.
- u. Before the Judiciary Committee shall hear an appeal, the Judiciary Committee shall, by registered or certified mail and email, notify the member in question not less than thirty (30) calendar days prior to a meeting of the Judiciary Committee that the member may then and there appear in person and/or by legal or other representative to present such argument as the member deems proper to show that the disciplinary action taken should be reversed.

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- v. The Judiciary Committee shall determine whether the disciplinary action taken against a member is supported by the evidence and is the result of the fair procedures consistent with these bylaws. If so, the Committee shall affirm the disciplinary action. If not, the Judiciary Committee shall reverse the disciplinary action and either dismiss the case or return the case to the Ethics Committee with instructions for further proceedings. All actions of the Judiciary Committee shall be by majority vote and shall be final.
- w. The status of a member during disciplinary proceedings shall be unaltered.

**Section 9: Disciplinary Procedures for Violation of the Rules of Ethics:** A member of the Society may be censured, suspended, or expelled for due cause, pursuant to the Principles of Ethics, Rules of Ethics, and Disciplinary Procedures set forth in these bylaws. Any disciplinary action taken against a member of the Society pursuant to the Principles of Ethics, Rules of Ethics, or Disciplinary Procedures shall be deemed to apply equally in relation to such individual's membership in the Society. Likewise, as provided by the Society's bylaws, any disciplinary action taken against a member of the Society pursuant to the Society's Principles of Ethics, Rules of Ethics, or Disciplinary Procedures shall be deemed to apply equally in relation to such individual's membership in the Society. Disciplinary proceedings shall be considered confidential. The levels of disciplinary action shall be defined as follows:

- a. **Letter of Concern:** In cases where the Ethics Committee determines formal disciplinary action against a member is not warranted, it may issue a letter of concern or a letter of instruction to address matters that are not violations of the Society's Code of Ethics but warrant the member's attention.
- b. **Censure:** A censure shall be a written reprimand to the member from the chair of the Ethics Committee with no loss of benefits of membership. Such censure shall be made a part of the membership file of the member.
- c. **Suspension:** A suspension shall cause the member to lose the benefits of membership for a specific period of time as determined by the Ethics Committee, after which the individual, if approved for reinstatement, will resume full membership upon payment of appropriate dues. Suspension shall be for such term as the Ethics Committee determines is necessary to ensure modification of behavior.
- d. **Expulsion:** Expulsion shall cause the member to be removed from the rolls of the Society. An expelled member shall not be entitled to any of the benefits of membership. The Society shall not accept a reapplication for membership from an expelled member until a prescribed period of one year has elapsed from the date the individual was notified of the Committee's action. The reapplication for membership will be referred to the Ethics Committee for review and recommendation.

**Grounds for Disciplinary Action:** A member of the Society may be disciplined for any one (1) or more violations of the Code of Ethics including the Rules of Ethics of the Society. Additionally, a member may be disciplined for:

- Limitations or restriction of any right associated with the practice of medicine by any state, other U.S. jurisdiction, Canadian province, territory, or any jurisdiction globally including the revocation, suspension, and restriction of a medical license or the voluntary surrender of a license while under investigation
- Conviction of any felony
- Committing scientific fraud

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**Disciplinary Process:** A complaint that a member of the Society has violated the Rules of Ethics may be filed in writing either with the Chair of the Ethics Committee or the Chair of the Board of Directors. The Ethics Committee shall investigate and dispose of ethics matters in accordance with such procedures as the Committee may from time to time determine. All actions of the Ethics Committee shall be by majority vote.

**Section 10. Termination of Membership:** Membership in the Corporation may be terminated by the Board of Directors for nonpayment of dues or by the Ethics or Judiciary Committee for unethical conduct deemed detrimental to the Society. The SPR expects committee members to support the mission of the Society and to exhibit a high standard of professionalism including adhering to the ACR Code of Ethics, to the current ACR Practice Parameter on Expert Witness Testimony, and to the current Guidelines for Expert Testimony in Pediatric Radiology. In any case where the Ethics Committee or Judiciary Committee intends to terminate the membership of a member for unethical behavior deemed detrimental to the Society, a review shall have been performed as described in Article II, Sections 6-9 and the decision to terminate membership will be communicated to the Board and to the member by receipt-documented mail within thirty (30) calendar days indicating therein the reason for termination.

**Section 11. Reinstatement of Membership:** Members terminated for non-payment of dues may be reinstated upon payment of said dues. For members terminated after ethics issues, the process is as follows: one year after the action to terminate on ethical grounds, the affected member may request consideration for reinstatement from the SPR Ethics Committee for review and recommendation.

### ARTICLE III OFFICERS

**Section 1. Number:** The officers of this Corporation (the Executive Committee) shall be the Chair of the Board of Directors who is the immediate Past-President of this Corporation, the President, the President-Elect, the First Vice President, the Second Vice President, the Secretary, and the Treasurer. The voting membership may elect all of the officers enumerated and in the manner presented herein. Every three years, the members shall elect a Secretary-Elect, who after one year in office, succeeds to the Secretary position. Every three years, the members shall elect a Treasurer-Elect, who after one year in office, succeeds to the Treasurer position.

**Section 2. Qualifications:** Each officer shall be a voting member in good standing of this Corporation.

**Section 3. Ascension, Designation, Election and Term of Office:** The officers of this Corporation shall ascend and be designated in the following manner:

- (1) The President shall ascend and become the Chair of the Board upon the expiration of the term of the Chair; and
- (2) The President-Elect shall ascend and become the President upon the expiration of the term of the President; and
- (3) The First Vice President shall ascend and become the President-Elect upon the expiration of the term of the President-Elect; and

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(4) The Second Vice President shall ascend and become the First Vice President upon the expiration of the term of the First Vice President.

The officers of the Corporation to be elected by the voting membership shall be elected annually for a one-year term unless the term of office is for a longer period of time as stated herein (Secretary and Treasurer, each 4-year terms to include the first year as Elect). Election shall be held at the annual business meeting. Each officer shall hold office until a successor shall have been duly elected or shall have been removed in the manner hereinafter provided. Election or appointment of an officer or agent shall not of itself create contractual rights to any position.

**Section 4. Removal:** Any officer or agent may be removed by the Board of Directors by its majority vote, with or without cause, whenever in its judgment such removal will serve the best interests of this Corporation.

**Section 5. Vacancies:** A vacancy in any office because of death, resignation, removal, disqualification, or otherwise may be filled by the appointment of a replacement by the Board of Directors for the unexpired portion of term or as hereinafter provided:

(1) Chair of the Board: In the event of the inability of the Chair of the Board of Directors to serve because of death, or for other cause, the President shall assume the duties of the Chair of the Board of Directors in addition to the duties as President.

(2) President: In the event of the inability of the President to serve because of death or other cause, the President-Elect shall succeed to the President, also still serving the role of President-Elect, and will then remain as President the following year. The Chair of the Board will serve a second year.

(3) President-Elect: In the event of the inability of the President-Elect to serve because of death or other cause, the First Vice President shall perform the duties of both the First Vice President and President-Elect. This individual will then serve two years as President and the incoming Chair of the Board will serve two years.

(4) First Vice President: In the event of the inability of the First Vice President to serve because of death or for other cause, a special election will be held to elect a new First Vice President. In the interval before such an election is conducted, the Second Vice President shall perform the duties of both the First Vice President and the Second Vice President. The special election will follow procedures prescribed in Article V.

(5) Second Vice President: In the event of the inability of the Second Vice President to serve because of death or for other cause, the First Vice President shall perform the duties of both the First Vice President and the Second Vice President. At the following annual meeting, both a new First Vice President and a new Second Vice President shall be elected as prescribed in Article V.

(6) Secretary: In the event of the inability of the Secretary to serve because of death or for other cause, in years that a Secretary-Elect has been elected, the Secretary-Elect will serve the balance of the Secretary's term and continue as Secretary for their own term. In other years, the President, with the approval of the Board of Directors, shall appoint a replacement to serve until the next annual meeting, at which time a Secretary shall be elected as prescribed in Article V.



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(7) **Treasurer:** In the event of the inability of the Treasurer to serve because of death or for other cause, in years that a Treasurer-Elect has been elected, the Treasurer-Elect will serve the balance of the Treasurer's term and continue as Treasurer for their own term. In other years, the President, with the approval of the Board of Directors, shall appoint a replacement to serve until the next annual meeting, at which time a Treasurer shall be elected as prescribed in Article V.

(8) Secretary-Elect and Treasurer-Elect: In event that the Secretary-Elect or Treasurer-Elect is unable to serve because of death or for other cause, the current Secretary or current Treasurer, respectively, will serve an additional year. A new Secretary-Elect or Treasurer-Elect shall be elected at the next annual meeting, as prescribed in Article V.

(9) Elected Member of the Board Directors: In the event of the inability of an elected Director in the first or second year of their 3-year term to serve because of death or for other cause, the position will be vacant until the next annual meeting, and a replacement Director will be elected at the next annual meeting to serve the remainder of the term (one or two years). In the event of the inability of an elected Director in the third year of their 3-year term to serve because of death or for other cause, their position will remain vacant until the next annual meeting, at which time a new Director will be elected.

**Section 6. Duties:** The duties of the Chair of the Board of Directors, the President, the President-Elect, the First Vice President, the Second Vice President, the Secretary, and the Treasurer shall be the duties that such offices customarily fulfill. The Officers shall discharge their duties in good faith with that diligence and care which an ordinarily prudent person in a like position would exercise under similar circumstances.

(1) **Chair of the Board:** The Chair of the Board shall be the Chief Executive Officer of the Corporation and in charge of administrative and political affairs and decisions, matters of policy and definition; shall exercise such duties as that the office of the Chair of the Board customarily fulfills; may call special meetings of the Board of Directors or the members, upon giving notice as provided in Articles IV and IX. The Chair of the Board serves as Chair of the Bylaws and Nominating Committees. The individual shall have general and active supervision over the property, business, and affairs of the Corporation and over its officers. The Chair of the Board may appoint officers or agents other than those appointed directly by the Board of Directors. The Chair of the Board may sign, with the Secretary or any other proper officer of this Corporation thereunto authorized by the Board of Directors, all deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officers or agent of this Corporation, or shall be required by law to be otherwise signed or executed; and, in general, shall perform all duties incident to the office of Chair of the Board and such other duties as may be prescribed by the Board of Directors from time to time.

(2) **President:** The President shall be the Chief Operating Officer of this Corporation and subject to the control of the Board of Directors, shall in general supervise and control all of the business, the program for the annual meeting, and scientific issues. The President serves as Chair of the Program Committee. The President shall be an ex officio voting member of all other operational committees except the Honors Committee, and shall, when present, and in the absence of the Chair of the Board, preside at all meetings of the members and meetings of the Board of Directors.

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(3) **President-Elect:** The President-Elect may assist in the planning and execution of the annual meeting if called upon by the President. The President-Elect, when present, shall possess the power and may perform the duties of the President in situations of absence or disability of the President; shall perform other such duties as may be prescribed from time to time by Board of Directors, Chair of the Board or President, including but not limited to, the duties of President-Elect, generally.

(4) **First Vice President:** The First Vice President may assist in the planning of the annual and future meetings if called upon by the President. The First Vice President shall perform such duties as may be assigned by the Board of Directors, Chair of the Board or President. In the absence or disability of the President-Elect, the First Vice President shall perform the duties and exercise the powers of the President-Elect.

(5) **Second Vice President:** The Second Vice President shall have such powers and perform such duties as may be assigned by the Board of Directors, Chair of the Board or President, and in the absence or disability of the First Vice President, shall perform the duties and exercise the powers of the First Vice President.

(6) **Secretary:** The Secretary shall: (a) oversee the activities of the clinical committees and societal/organizational committees, where appropriate, and arrange for distribution of committee reports to the Board of Directors; (b) serve as a member of the Executive Committee, Board of Directors, Publications Committee (ex officio voting) and the Education-Curriculum Committee (ex officio voting); (c) determine the two (2) ex officio voting representatives at the annual Radiology Intersociety Conference (one person must be a member of the Board); (d) see that all notices are duly provided in accordance with the provisions of these Bylaws or as required by law; (e) be custodian of the corporate records; and, (e) in general, perform duties incident to the office of Secretary and such other duties as from time to time may be assigned by the Board of Directors, Chair of the Board or President.

(7) **Treasurer:** The Treasurer shall: (a) have oversight of all financial operations of the Society, including supervision of administrative staff in regards to financial matters; (b) oversee and present the annual budget to the Board of Directors for approval; (c) in general, perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the Board of Directors, Chair of the Board or President. The Treasurer shall serve on the Finance Committee and be responsible to the Board of Directors and the President for all financial control and internal audit of this Corporation.

## **ARTICLE IV** **BOARD OF DIRECTORS**

**Section 1. General Powers:** This Corporation shall be managed by its Board of Directors.

**Section 2. Number, Tenure and Qualifications:** The Board of Directors shall consist of the Chair who shall be the immediate Past-President, the President, the President-Elect, the First Vice President, the Second Vice President, the Secretary, the Treasurer and six (6) elected eligible members. Two eligible members in good standing shall be elected annually for a three-year term to replace the two corresponding elected members whose term of office has expired. In years that a Secretary-Elect and Treasurer-Elect have been elected, they sit

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as voting members of the Board of Directors. Unless under special circumstance and by majority vote of the Board of Directors, a member shall not be re-elected or reappointed to serve in the same capacity on the Board.

The editor of the Americas for *Pediatric Radiology*, the editor of the Society's website, the President of the Society of Chiefs of Radiology at Children's Hospitals (SCORCH), the Chair of the Image Gently Alliance, the Chair of the American College of Radiology Commission on Pediatric Radiology, the Pediatric Trustee of the American Board of Radiology, the highest ranking SPR representative to the World Federation of Pediatric Imaging, the Chair of the Section of Radiology of the American Academy of Pediatrics, a representative of the Early Career and Trainee membership, and the Executive Director shall serve as ex officio Board members without voting privileges.

The three (3) immediate past Chairs of the Board, having completed their terms as Chair, are invited non-voting guests to the meetings of the Board.

### **Section 3. Meetings:**

(1) Regular Meetings: Regular meetings of the Board of Directors shall be held at least biannually and follow the notice provision set forth in these Bylaws.

(2) Special Meetings: Special meetings of the Board of Directors may be convened upon the call of the Chair of the Board of Directors or of any two (2) voting Directors at such time and place as set forth in the notice of said meeting.

(3) Agenda: All major matters for discussion or action thereon, unless otherwise approved by the Chair of the Board or a majority of the Board, shall be submitted to the Chair of the Board to be placed on the agenda ten (10) days prior to an annual meeting. The matters for discussion or action at special meetings shall, unless otherwise approved by the Chair of the Board or a majority of the Board, be submitted to the Chair of the Board one day prior to the meeting.

**Section 4. Conduct of the Meetings:** At meetings of the Board of Directors, the Chair of the Board, or in absence of the Chair of the Board, the President or the President-Elect shall preside. The Chair shall adjourn any meeting from time to time until a quorum shall be present.

**Section 5. Notice:** Unless otherwise specified in these Bylaws, a written notice of each meeting of the Board of Directors stating the time, place and in the case of a special meeting, the purpose of the meeting, shall be emailed to each Director, properly addressed according to the last available Corporation records not less than five (5) nor more than thirty (30) calendar days before the meeting, excluding the day of the meeting.

A Director may make written waiver of notice before, at, or after a meeting. The waiver shall be filed with the person who has been designated to act as Secretary of the meeting who shall enter it upon the records of the meeting. Appearance at a meeting is deemed a waiver unless it is solely for the purpose of asserting the illegality of the meeting.

**Section 6. Quorum:** A quorum for the transaction of business at the meeting of the Board of Directors shall be a majority of the voting Board membership, as stated in Article IV, Sections 2 and 4, unless otherwise provided by the Bylaws.

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**Section 7. Manner of Acting:** The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors unless provided by the Bylaws. A majority of three-fourths of the voting members present and voting at the annual general meeting is required to overturn any action of the Board of Directors.

**Section 8. Action Without a Meeting:** An action that could be taken at a meeting of the Board of Directors may be taken without a meeting when authorized in writing by a least two-thirds of the voting Directors.

**Section 9. Manner of Election of Officers and Directors:** As described in Article V, Section 3 of these bylaws.

**Section 10. Duties and Powers:** The Directors shall discharge their duties in good faith with that diligence and care which an ordinary prudent person in a like position would exercise under similar circumstances.

**Section 11. Voting:** At all meetings of the Board of Directors, each voting Director shall have one (1) vote. All of the Directors shall have equal rights, privileges, duties and authority to act as members of the Board of Directors of this Corporation. The Chair of the Board of Directors will abstain from voting unless there is a tie vote. In event of a tie vote, the Chair of the Board of Directors will cast a vote, breaking the tie.

**Section 12. Manifestation of Dissent:** A Director of this Corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the meeting action taken unless the individual's dissent shall be entered in the minutes of the meeting or unless the individual shall file their written or email dissent to such action with the Secretary of the meeting before the adjournment thereof or shall forward such dissent by receipt-documented mail to the Secretary of this Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

**Section 13. Removal of Director:** The voting members, by two-thirds vote of those present and voting at annual general meeting, may with or without cause remove a Director or the entire Board of Directors from office. Neither a Director nor the entire Board of Directors shall be removed from office unless the notice of the annual or special meeting at which removal is to be considered states such a purpose. When the Director or Board of Directors has been removed, new Directors may be elected at the same meeting.

**Section 14. Resignation:** Any Director may resign their office at any time, such resignation to be made in writing or by email and to take effect immediately upon acceptance or on a specified date mutually agreed upon by the resigning Director and the Board.

**Section 15. Non-Voting Participant:** The Chair of the Board may invite a person or persons to attend the Board of Directors meeting as non-voting participants. All non-voting participants require approval and invitation by the Chair of the Board to attend.

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## **ARTICLE V**

### **NOMINATION, NUMBER, AND ELECTIONS OF OFFICERS & DIRECTORS**

**Section 1. Nomination of Officers and Directors:** A slate of nominees for Officers and Directors shall be presented by the Nominating Committee for ratification by the Board of Directors.

**Section 2. Number of Nominations:** Nominations shall be made for the following officers: each year a Second Vice President to eventually ascend to President and subsequent Chair of the Board of Directors, two (2) members of the Board of Directors for a three (3) year term; and a Secretary, and/or a Treasurer for the four (4) year term, in those years where applicable. The Secretary and the Treasurer shall be elected so that the first year of the term coincides with the last year of the predecessor's term. This year shall be served as Secretary-Elect and Treasurer-Elect respectively.

**Section 3. Elections:** In all cases where more than one person is nominated for the same office, votes shall be cast in the Nominating Committee by secret ballot.

(1) Chair of the Board, President, President-Elect and First Vice President: At the conclusion of each annual meeting, the person elected as Second Vice President at the preceding annual meeting, shall automatically succeed to the office of First Vice President; the person whose term as First Vice President has expired shall become the President-Elect, and the person whose term as President-Elect has expired shall become the President; and the person whose term as President has expired shall become Chair of the Board of Directors.

(2) Manner of Election: The slate proposed by the Nominating Committee to fill positions expected to be open at the next term of office, once ratified by the Board of Directors, shall define the elected members for said positions. If approval of a nominee does not achieve a 2/3 majority vote by the Board of Directors, an election for the office in question will be put forward to the membership. Election is by a majority vote of the voting members participating in the election. Balloting shall take place either electronically by email or online, and ballots must be received no more than thirty (30) days and no fewer than five (5) days before the next annual business meeting, at which the results shall be announced.

## **ARTICLE VI**

### **SECTIONS**

Sections with a particular focus can be created in accordance with the purposes of the Society (Article I, Section 2) and with the approval of the Board of Directors. Each section may establish its own applicable rules of operation and regulations. All members of the Section must be members of the Society and will have applicable privileges and responsibilities.

## **ARTICLE VII**

### **COUNCILORS AND OTHER REPRESENTATIVES**

**Section 1. Councilors to the American College of Radiology:** The Chair of the Board of Directors will, in accordance with the bylaws of the American College of Radiology, nominate for approval of the Board of Directors, voting members in good standing of this Society to serve as Councilor and Alternate Councilor on the Council of the American College of Radiology. The Councilor, or in absence of the Councilor, the Alternate Councilor, will be required to submit a report to each meeting of the Board of Directors.

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The Councilor and Alternate Councilor are not Officers of this Corporation nor shall they hold themselves out as Officers of this Corporation or have the authority to bind the Corporation. The Councilor will serve a term of three years; the Alternate Councilor will serve a one-year, renewable term.

**Section 2. Other representatives:** In event that the Society is asked to provide or recommend a representative to any other professional organization, the Chair of the Board of Directors will, with input from the Board of Directors, select or recommend a Member with appropriate qualifications for the position.

## **ARTICLE VIII** **COMMITTEES**

The Board of Directors may establish committees and task forces, reporting to the Board, to aid the Board in carrying on specific activities of the Society. Such committees and task forces shall be responsible to the Board and may be altered or eliminated at any time by the Board. Unless otherwise specified, each committee Chair will identify a committee Vice-Chair, to be approved by the Secretary and President. No committee member shall serve more than two (2) consecutive terms unless indicated otherwise. Exceptions may be made at the discretion of the SPR Board Chair, President, and Secretary. Furthermore, members serving in an ex officio role on a committee will have voting privileges unless otherwise specified.

**Section 1. Standing Committees:** The standing committees of the Corporation are:

- (a) Executive Committee
- (b) Finance Committee
- (c) Program Committee – Papers
- (d) Program Committee – Posters
- (e) Nominating Committee
- (f) Judiciary Committee
- (g) Ethics Committee
- (h) Bylaws Committee
- (i) Honors Committee
- (j) Publications Committee
- (k) Education-Curriculum Committee
- (l) Membership Committee

**Section 2. Composition, Term, Appointment, and Duties of Standing Committees.**

**(a). Executive Committee:** There shall be an Executive Committee consisting of the elected officers of the Society - the Chair, the President, the President-Elect, the first Vice President, the Second Vice President, the Secretary, the Treasurer and, ex officio, without voting privileges, the Executive Director. In applicable years, the Secretary-Elect and/or Treasurer-Elect will also serve on Executive Committee. The Chair of the Executive Committee will be the Chair of the Board of Directors. The members of the Executive Committee will serve as long as they serve as officers of the Society.

The Executive Committee shall have on-going strategic planning responsibilities and such powers and duties as may be delegated to it by the Board of Directors. The Board of Directors may delegate to the Executive Committee any of its duties except those required by these bylaws to be performed by the Board of Directors.

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**(b). Finance Committee:** The Board of Directors shall appoint a Finance Committee, which shall consist of up to six (6) Active members, one being appointed by the Board Chair each year for a three (3) year term (renewable once), one of whom will be named as chair; the Chair of the Board, President, President-Elect, the First Vice President, the Second Vice President, and the Treasurer, and, if applicable, the Treasurer-Elect. The appointment to the role of chair will initiate a new three-year term. The Board may designate one (1) or more Directors as alternate members of the Committee, who may replace any absent or disqualified member of any meeting of the Committee. The Committee shall exercise such powers as may be specifically delegated to it by the Board and act upon such matters as may be referred to it from time to time for study and recommendation by the Board or President.

**(c). Program Committee - Papers:** The Abstract Review Committee for Papers shall consist of the President as the Chair, the President-Elect as the Vice-Chair, the First Vice President, the Second Vice President, the Secretary and at least three other Active Members in good standing, appointed by the President each year as needed to conduct the review of abstracts submitted for papers. Duties of the Committee shall be to review the abstracts for papers submitted for each annual program at the direction of the Committee Chair. Committee members are appointed to a 1-year term, renewable at the discretion of the next President.

**(d). Program Committee - Posters:** The Abstract Review Committee for Posters shall consist of the President-Elect who will serve as the Chair, the First Vice-President who will serve as the Vice-Chair, the SPR President, Second Vice-President, Secretary, and at least three other Active Members in good standing as needed to conduct the review of abstracts submitted for posters. Duties of the Committee shall be to review the abstracts for posters submitted for each annual program under the direction of the Committee Chair and the SPR President. Committee members are appointed to a 1-year-term, renewable at the discretion of the committee chair.

**(e). Nominating Committee:** The Nominating Committee shall be composed of the Chair of the Board of Directors as Chair, the SPR President as ex-officio, non-voting member, and nine (9) Active Members in good standing elected by the membership. The term of the elected members shall be three (3) years, and three individuals shall be elected for a three-year term each at each annual meeting. The Nominating Committee shall recommend eligible members in good standing to the Board of Directors as candidates for elected offices. With the exception of the Chair and the President, any department of radiology is only permitted a single member of the Nominating Committee; if a department is already represented and that committee member is not completing their term, then no additional department member is permitted to be nominated for and elected to this committee. Members of the Nominating Committee are not eligible for nomination to an elected position of Director or an officer. A person serves as an elected member of the Nominating Committee for one term during their tenure as a member of the Society. The Chair of the Board of Directors is exempt from this policy during the year in which that person is serving as the Chair of the Nominating Committee. The President of the Board of Directors is also exempt from this policy during the year in which that person is ex-officio, non-voting member of the Nominating Committee. Furthermore, the Chair of the Nominating Committee shall vote only in the event of a tie after the elected members have voted.

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**(f). Judiciary Committee:** The Judiciary Committee shall be appointed by the Chair of the Board and shall be composed of five (5) Active Members in good standing of this Corporation who are not members of the Board of Directors. Their term shall be for three years, renewable once (term limit of two 3-year terms). One or two new Members will be appointed annually to fill the vacancy(ies). The Chair of the Board shall appoint one member of the Committee to act as Chair for one year. At its own discretion, the Committee may appoint a non-voting ex officio advisor with legal/ethics expertise. The Judiciary Committee will act in accordance with Article II of these Bylaws.

**(g). Ethics Committee:** The Ethics committee shall be composed of seven (7) members in good standing of this Corporation who are not members of the Board of Directors - the Chair of the SPR Public Policy and Advocacy Committee, the Chair of the SPR Professionalism and Career Development Committee, the three (3) most three immediate past Chairs of the Board, and two elected members. If at any time, an appointee by virtue of committee service is appointed to the Board of Directors, the Board Chair will identify an appointee to fulfill the vacancy. The new appointee must be ratified by the Board of Directors. The term of the elected members is two (2) years, renewable twice via re-election (term limit of three 2-year terms). An Active SPR member in good standing shall be elected annually for a two-year term to replace the corresponding elected Active Member whose term on the committee has expired. The Chair of the Board of Directors shall appoint one member of the Committee to serve as Chair for one year, renewable each year until committee service in completed. The Chair of the Ethics Committee will also serve as a member of the SPR Bylaws Committee. At its own discretion, the Committee may appoint a non-voting ex officio advisor with legal/ethics expertise (not the same individual serving this role for the Judiciary Committee). The Ethics Committee will act in accordance with Article II of these Bylaws.

**(h). Bylaws Committee:** The Bylaws Committee shall consist of the Chair of the Board of Directors, the President, the Secretary, the Secretary-Elect (when applicable), the two senior elected members of the Board, a Member-at-Large appointed by the Chair of the Board, and the Chair of the SPR Ethics Committee. The Member-at-Large serves a 1-year term, which may be renewed at the discretion of the next Chair of the Board of Directors (maximum 3 years served).

**(i). Honors Committee:** The Honors Committee shall consist of the three immediate past Chairs of the Board and the current six (6) elected members of the Board. The most senior immediate past chair will serve as the chair of the committee, and the elected board members will serve for the duration of their term on the Board. The six (6) elected members of the Board of Directors shall serve on the Committee for the duration of their term on the Board. It is the duty of the three immediate past Chairs of the Board to present to the Board of Directors, for their approval, individuals to be awarded the Gold Medal, the Pioneer Award, the Singleton/Taybi Award, and those to receive Honorary Membership in the Society. The entire Committee is also responsible for vetting the applications for Fellow Status in the Society and holds the authority to confer the FSPR designation. Ratification by the Board is not required, but the Board must be notified in advance of the formal announcement.

**(j). Publications Committee:** The Publications Committee is charged with oversight of all official publications of the Society, including recommendations to the Board of Directors regarding appointment to those editorial positions allocated to the Society in any written agreement with the publisher. The Committee will delegate to the Editor and the Editor's staff the direct operation of the editorial process.



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The Publications Committee shall include the Chair of the Board and the Secretary as ex-officio voting members. The Chair of the Board will appoint one member to serve as the Chair of the Committee with a three-year term. The Chair of the Board in conjunction with the appointed Committee Chair will appoint a Vice-Chair who will also serve a three-year term. At least four other members of the Society shall serve on the Committee. Initially, the other appointments will be made with terms ranging from one to three years. As each term expires, a new member will be appointed by the Chair of the Board with a three-year term.

**(k): Education-Curriculum Committee:** The Education-Curriculum Committee is charged with oversight of all educational activities of the Society other than the annual meeting. The Committee oversees the process for selection of Society live course topics, location, and schedule. The Committee oversees the development of enduring education material and activities. The Committee is composed of a Chair (3-year term) and Vice-Chair, who are appointed by the Chair of the Board in conjunction with the Secretary, the Secretary/Secretary-Elect, the President-Elect, the First Vice President, the Second Vice President, and the Journal Editor, all of whom shall serve as voting ex officio members, and at least three other Active Members of the Society, as appointed by the Secretary in conjunction with the Chair of the Board. Each year, the incoming Second Vice President will be appointed to the committee to serve 3-year-term.

**(l): Membership Committee:** The Membership Committee shall seek opportunities to foster engagement among the current members, preserve retention numbers, and recruit, mentor, and guide new members. The Committee is composed of a Chair and Vice-Chair, who are appointed by the Chair of the Board for a three-year term, and at least six other members of the Society appointed by the Board Chair. Initially, the other member appointments will be made with staggering terms ranging from one to three years. As each term expires, a new member will be appointed by the Chair of the Board with a three-year term. The Secretary, Treasurer, Secretary-Elect (when applicable), and Treasurer-Elect (when applicable) shall serve as voting ex officio members.

**Section 3. - The Clinical Practices, Quality and Safety Initiative** will be supported by committees deemed by the Board and the members to represent the current pillars of Pediatric Radiology clinical practices. The type and number of committees will be defined annually by the Board of Directors, in response to changes in practice. The Clinical Practices, Quality and Safety Initiative's work will also be supported by task forces, formed to address special issues in clinical practices. These committees and task forces shall communicate with each other and seek opportunities to collaborate and coordinate efforts.

- a. **Clinical Committee Membership:** Each clinical committee shall consist of at least 6 members, inclusive of its Chair, who have particular expertise or interest in the area. Persons who are not SPR members may be appointed to a committee as ex officio, non-voting members, if their expertise is deemed to be important to the SPR mission and the specific committee's tasks. Clinical committee members will be appointed by the Secretary, in conjunction with the President. Recommendations from the current or retiring committee chair may be sought.
  - i. The clinical committee members shall serve a 2-year term, which can be renewed at the discretion of the committee Chair, Secretary, and President. Committees may have limited senior members who serve in advisory or emeritus roles.
  - ii. Each clinical committee will have a Vice-Chair who will be jointly selected by the committee Chair and the SPR Secretary. The Chair and Vice-Chair terms will be 2 years, renewable up to three (3) consecutive terms.

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- iii. Each clinical committee will be assigned a Board Member (either an elected Director or the Second Vice President) to serve as an ex officio non-voting member and liaison to the Board. Each year, the SPR Board Chair and Secretary will assign incoming elected Directors and the Second Vice President to fill vacated committee positions. The appointed board member will serve for up to 3 years.
- iv. Under direction of the Secretary, each committee will produce a report of its activities to the Board twice yearly.

**Section 4. Vacancies:** If any person elected or appointed to a committee or position is unable or unwilling to serve, and a replacement is necessary, the same process used for the initial appointment will take place to identify another person to serve during the unexpired portion of the term for which the election or appointment was made unless otherwise prescribed by these Bylaws. If a committee Chair is unable to complete their term, the committee Vice-Chair will become the committee Chair. In this event, or if the Vice-Chair is unable to complete their term, a new committee Vice-Chair will be appointed in the same manner in which the initial appointment was made to identify another person to serve during the unexpired portion of the Vice-Chair term unless otherwise prescribed by these Bylaws.

**Section 5. Other Committees:** The Board of Directors itself, or upon recommendation by the Secretary or the Executive Committee, may also appoint from among its own members and the full membership such other committees as the Board may determine and which shall have such powers and duties as shall from time to time be prescribed by the Board. The Board Chair in conjunction with the Secretary shall identify a member of the Board of Directors to serve as an ex officio member of any committee appointed by the Board of Directors. Unless decided otherwise, terms of service should follow that of the Society's clinical committees. At the time of appointment, it will be determined if voting privileges will be extended to the ex officio member. Committees may have limited senior members who serve in advisory or emeritus roles.

**Section 6. Task Forces:** Task forces are created to exist on a time-limited basis (up to 5 years) to address specific issues of pediatric radiology practice. As with committees, task forces will have a Chair, Vice-Chair, and members appointed by the Secretary, working in conjunction with the task force Chair and President. A task force's work will be evaluated on a yearly basis by the Secretary, President, and assigned Board Liaison (if applicable), and the task force will be disbanded once its task is completed or if the task force is no longer active. If after 5 years, the task force is still active, consideration and action to become a committee will be entertained. Under direction of the Secretary, each task force will produce a report of its activities to the Board twice yearly.

**Section 7. Application process for new committees or task forces:** SPR members can propose a new committee or task force by completing the proposal process prescribed by the Board of Directors of this Corporation.

**Section 8. Voting:** An act by the majority of the committee members present at a committee meeting at which a quorum is present, shall be an act of such committee. A quorum for the transaction of business at any committee meeting shall be a majority of the members of such committee unless otherwise provided by the Bylaws.

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Revised 05/19/2016  
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**Section 9. Rules of Procedure:** A majority of the members of any committee may fix its rules of procedure. All action by any committee shall be reported to the Board of Directors at a meeting succeeding such action and shall be subject to revision, alteration, and approval by the Board of Directors.

## **ARTICLE IX** **MEETINGS**

**Section 1. Annual Meeting:** The Society shall sponsor a scientific meeting each year at a time and place (defined as in-person, online, or a hybrid delivery format) chosen by the President and ratified by the Board of Directors to promote the objectives of the society as stated in Article I, Section 2. The annual business meeting of the membership shall be held in conjunction with the annual scientific meeting or via an alternate delivery format at the discretion of the Board of Directors. All members shall be notified of the date, delivery format, and place (if held in-person) of the annual meeting at least four (4) months in advance of the meeting. In addition, written notification of each business meeting stating time, place (if held in person), delivery format, and in case of a special meeting, purpose, properly addressed according to the last available corporate records, shall be emailed, mailed or delivered by a duly authorized person to each voting member entitled to vote not less than five (5) nor more than thirty (30) calendar days before the meeting.

**Section 2. Special Meeting:** Special meetings shall be called upon written request to the Chair of the Board of Directors by one-third of the voting members. The meeting must be held between ten (10) and sixty (60) calendar days after the receipt of such request. All voting members shall be notified in writing of the time, place (if held in person), delivery format, and purpose of the meeting, not less than five (5) nor more than thirty (30) calendar days before the meeting. The stated purpose of the meeting shall be the only business to be considered.

Special meetings may also be called at any time by the Chair of the Board of Directors of this Corporation by giving written notice of the time, place (if held in person), delivery format, and purpose to all voting members not less than five (5) nor more than thirty (30) calendar days before the meeting. The stated purpose of the meeting shall be the only business to be considered.

**Section 3. Action Without a Meeting:** An action that could be taken at a meeting of the Members may be taken by email or online ballot in accordance with Article IX Section 6.

**Section 4. Attendance at Meeting:** Attendance at the formal business portion of meetings shall be restricted to members and approved guests of this Corporation. Educational sessions of this Corporation may be open to non-members and guests upon approval by the Secretary or President. Requests for permission to invite guests other than trainees to attend the annual scientific meeting shall be made to the Secretary or President by any member of this Corporation.

**Section 5. Quorum:** A quorum for the conducting of business at the annual meeting and for the election of Officers and Directors, as needed, and at special meetings shall be one-tenth of the voting members of this Corporation, and only voting members present shall be counted in determining whether or not a quorum is present.

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**Section 6. Members Vote:** Each voting member is entitled to vote. Proxy and cumulative voting are prohibited. Balloting shall take place electronically by email or online, and ballots must be received no more than thirty (30) days and no fewer than five (5) days before the next annual meeting, at which the results shall be announced.

An act by majority of the votes cast of voting members shall be an act of the active membership except for amendments in the bylaws and articles of incorporation and dissolution of the corporation where a two-thirds majority vote of the votes cast is required.

**Section 7. Chair of Membership Meetings:** The President or, in absence of the President, the Chair of the Board of Directors, shall preside at all meetings of the membership and in the absence of the Chair of the Board, the President-Elect shall preside at the meetings, and in the absence of the President-Elect, the First Vice President shall preside at the meetings, and in the absence of the First Vice President, the Second Vice President shall preside at the meetings, and in the absence of the Second Vice President, the Board of Directors may appoint any voting member to act as Chair of the meeting.

**Section 8. Secretary of Meeting:** The Secretary of the Corporation shall act as Secretary of all meetings of the members, and in absence of the Secretary, the Secretary-Elect (in pertinent years) will act as Secretary, or the Chair may appoint any person to act as secretary of the meeting.

## **ARTICLE X** **PROCEDURE**

***Roberts Rules of Order*** will be used as a guide for the procedures of this Corporation except as to the extent that any such rules shall be inconsistent with the Articles of Incorporation, these Bylaws, or resolutions of the Board of Directors or voting members of this Corporation.

## **ARTICLE XI** **AMENDMENTS**

**Section 1. Proposed Amendments:** The Board of Directors shall propose any amendments to the Articles of Incorporation by resolution setting forth the proposed amendment and directing that it be submitted for adoption following ratification by the members.

The Board of Directors may propose amendments to the Bylaws by resolution setting forth the proposed amendment and directing that it be submitted for adoption following ratification by the members or any five members may set forth a proposed amendment to the Bylaws by petition by them subscribed which petition shall be filed with the Secretary of the Corporation.

**Section 2. Bylaws and Articles of Incorporation:** The Bylaws and the Articles of Incorporation may be amended:

- (1) By a vote of two-thirds of the voting members casting votes. Voting shall take place electronically by email or online,

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(2) Under exceptional circumstances by the unanimous signed votes of the Board of Directors. Such an amendment must subsequently be ratified by a vote of two-thirds of the votes cast by voting members of the Society. Balloting shall take place electronically by email or online.

## **ARTICLE XII** **FISCAL YEAR**

The fiscal year of this Corporation shall be established at the discretion of the Board of Directors.

## **ARTICLE XIII** **DUES**

**Section 1. Amount:** The amount of annual dues and assessments for each membership category shall be determined by the Board of Directors. Members must be informed of changes in dues.

Optional assessments for sections may be collected in the annual dues collection process or independently.

**Section 2. Due Date:** The dues of this Corporation shall be due and payable upon receipt of invoice.

**Section 3. Delinquent:** Any member whose dues are in arrears at the time of invoicing shall be notified that unless the dues are paid or reasons excusing such nonpayment acceptable to the Board of Directors, his or her membership shall be terminated.

## **ARTICLE XIV** **REGISTERED OFFICE**

This Corporation shall maintain an office in the state of Minnesota to be known as its registered office. Such office may be changed from time to time by action of the Board of Directors upon duly filing a certificate of change of location with the Minnesota Secretary of State.

## **ARTICLE XV** **DISSOLUTION**

In the event of dissolution of this Corporation, the Board of Directors, shall, after paying or making provision for the payment of all the liabilities of the Corporation, distribute all of the remaining assets in accordance with Sections 317.44-317.63 of the Minnesota Nonprofit Corporation Act and in compliance with any relevant requirements of Section 501(c)(3) of the Code or the corresponding provision of any future United States Revenue Statute, as amended from time to time.

## **ARTICLE XVI** **CONTRACTS, LOANS, CHECKS AND DEPOSITS**

**Section 1. Contracts:** The Board of Directors may authorize any office or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of this Corporation, and such authority may be general or confined to specific instances.

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**Section 2. Loans:** No loans shall be contracted on behalf of this Corporation and no evidences of indebtedness shall be issued in its names unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

**Section 3. Checks, Drafts, etc.:** All checks, drafts, or other orders for payment of money, notes, or other evidences of indebtedness issued in the name of this Corporation shall be signed by such officer or officers, agent or agents, of this Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

**Section 4. Deposits:** All funds of this Corporation not otherwise employed shall be deposited from time to time to the credit of this Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

#### **ARTICLE XVII** **WAIVER OF NOTICE**

Whenever any notice is required to be given to any member or Director of the Corporation under the provisions of these Bylaws, or under the provisions of the Articles of Incorporation, or under the provisions of the Minnesota Nonprofit Corporation Act as Amended, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

#### **ARTICLE XVIII** **INDEMNIFICATION OF DIRECTORS AND OFFICERS**

This Corporation shall have the power to indemnify any of its directors, officers, ex officio board members, committee and task force chairs and vice-chairs and members, and agents against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with activities undertaken at this Corporation's request if such person acted in good faith and in a manner the person reasonably believed to be in the best interest of this Corporation to the extent such indemnification is permitted by law.

The individual will be indemnified for expenses, including attorney's fees, reasonably incurred in any threatened, pending, or completed action or proceeding whether civil, criminal, administrative, or investigative, by reason of the fact that the individual acted on behalf of this Corporation.

Indemnification can be made only as to a specific case, upon a determination that indemnification is proper in the circumstances and must be authorized by the Board of Directors by a majority vote of a quorum of directors who were or are not parties to such action, suit, or proceedings.

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