

# **Society for Pediatric Radiology**

## **Bylaws**

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**Editor Tip:**

The Table of Contents is a feature in Microsoft Word. It reads the headings and creates the table, automatically adjusting the pagination. These formatting features are destroyed when opening this document in a non-Microsoft word processing program (i.e., Google Docs).

When editing the contents of these bylaws, use the Home / Styles in the ribbon to create any new headings. When changing the contents of the headings, or moving sections in the document, one can update the table of contents by following these directions:

1. With your mouse pointer anywhere on the table of contents, right click
3. Choose "Update Field" (or "Entire Table" / "page numbers only" based on your need)

To control the table of contents' formatting, navigate in the ribbon to References / Table of contents / Custom and make any selections you choose.

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## I. Purpose

This corporation is not operated for profit. The Society for Pediatric Radiology (“SPR”) is organized exclusively for nonprofit purposes as specifically described in the Articles of Incorporation. All changes to SPR's purpose are governed by changes to that document.

## II. Membership

SPR has both voting and non-voting members. The classes, eligibility, rights, and obligations of members are determined by the Board of Directors through amendment of these Bylaws. The management of the affairs of SPR is vested in the Board of Directors.

Application for membership is managed through SPR and may include a validation of or verification of licensure, where applicable. Applications are subject to SPR's membership policy and procedure as determined by the board from time to time.

### A. Voting Members

SPR has one class of voting members who shall have all the rights and privileges of membership in this Corporation, including the right to vote in accordance with the Society's governing documents, 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.

#### 1. Active Members

Individuals are eligible to apply for Active Membership if they have an unrestricted state medical license (or equivalent) and are physicians who are:

- a) **Certified by one of the following:** a) American Board of Radiology, b) American Board of Nuclear Medicine, c) American Osteopathic Board of Radiology, d) Royal College of Physicians and Surgeons of Canada, e) Collège des Médecins du Québec, or f) another equivalent organization acceptable to SPR.
- b) **And, has one of the following:** a) Subspecialty certification in Pediatric Radiology from the ABR, b) Completed at least 1 year of additional training in pediatric radiology beyond the training required for Initial Board Examination, c) Has an equivalent amount of training, such as the ABR 15-month Pediatric Radiology Pathway, d) Practices pediatric subspecialty imaging on a regular basis.

### B. Non-Voting Members

Non-voting members are a core part of SPR community but have no voting rights and do not serve on the Board of Directors. Non-voting members may serve on committees. Non-voting member dues are outlined according to the category below.

### **1. Member-in-Training Membership**

Individuals are eligible to apply as Members-in-Training if they are medical students, residents, or fellows (research or clinical). Members-in-Training may be assessed dues at the discretion of the Board of Directors.

### **2. Corresponding Members**

Individuals outside of North America, who are otherwise eligible as Active, Allied, or Affiliate Members, may elect to apply as a Corresponding Member. Corresponding Members shall pay annual dues in the amount determined by the Board of Directors.

### **3. Emeritus Members**

Individuals who have held SPR Active Membership for 10 consecutive years and practice <25% are eligible to apply for Emeritus Membership. No dues shall be required of an Emeritus Member.

### **4. Allied Members**

Individuals in radiology-related professional roles who are not physicians are eligible to apply for Allied Membership. Examples include physicists, nurses, imaging technologists, scientists (PhDs), radiology assistants, and physician assistants. Allied Members shall pay annual dues in the amount determined by the Board of Directors.

### **5. Honorary Members**

Individuals whom the SPR wishes to honor for outstanding contributions to pediatric radiology or to SPR may be granted Honorary Membership. No dues shall be required of an Honorary Member.

### **6. Affiliate Membership**

Physicians who are not radiologists or nuclear medicine physicians are eligible to apply for Affiliate Membership. Affiliate Members shall pay annual dues in the amount determined by the Board of Directors.

## **C. Society of Chiefs of Radiology in Children's Hospitals (SCORCH) Section**

The SCORCH Section is comprised of all SPR members who act as head of a pediatric radiology department (or the equivalent).

## **D. Member Dues / Fees**

The Board will determine from time to time the annual dues (if any) and all other fees due from members. The Board will publish a schedule of dues or fees on an annual basis. "Good standing" and continued membership is contingent upon remaining current with dues payments (if any). Failure to pay dues may subject members to termination or suspension.

## **E. Rights of Members**

The Board governs and voting members have specific voting rights. Each voting member in “good standing” is eligible to cast one vote to:

- Elect members of the Ethics Committee
- Elect members of the Nominating Committee
- Approve amendments to these bylaws

Voting members may also participate in any periodic vote as required by these bylaws, state law or as authorized by Board action. Members must vote either in person, by U.S. mail, or electronically when authorized by Board action. Voting by proxy and cumulative voting are not permitted.

## **F. Member Benefits:**

Benefits of membership may include benefits like a listing in a member directory; access to the Society’s official journal publication; access to members-only content or discounts; or other benefits as the board may determine from time to time.

## **G. Members Not Financially Obligated**

No member will be personally responsible for any financial obligation of SPR.

## **H. Membership Duration**

Once registered as an SPR Member, membership will continue until the annual renewal on December 31.

## **I. Membership Non-transferable**

Membership in SPR may not be assigned or transferred in any way.

## **J. Membership Termination**

All member rights, privileges, and benefits will cease in the event of:

1. Resignation by the member with notice; or,
2. Death of the member; or,
3. Expiration of the membership duration; or,
4. Failure to pay applicable dues/fees (if any).
5. Expulsion (termination) or suspension of a voting member for cause:
  - a. Termination of a voting member will follow a procedure that is fair and reasonable under the facts and circumstances. This process will include:

- At least 15 days prior written notice of the expulsion, suspension or termination which includes a stated reason;
  - The member being terminated or suspended may respond in writing not less than 5 days before the effective date of the termination or suspension to the governing body, committee, or person with authorization to determine the outcome
- b. “Good cause” may include violations of state or federal laws; SPR’s articles; bylaws; its codes of conduct; other policies & procedures; or actions that jeopardize SPRs tax exempt status; misappropriation of corporate assets; or any actions or omissions which are counter to the mission and values of SPR.
  - c. The member may be removed by a two-thirds vote of the Board of Directors; or a two-thirds vote of the voting membership.
  - d. The expulsion, suspension, or termination of a member does not relieve the member from obligations the member may have to SPR for dues/fees/assessments, or for charges for goods or services.

## **K. Member Grievance Procedure**

Any voting member may file a formal grievance with SPR. Other forms of conflict resolution are encouraged prior to invoking a grievance. All parties should attempt to resolve disputes through dialogue, or informal or formal mediation whenever possible. In the event such efforts are not successful, the process for filing a grievance is set forth in SPR's Grievance Policy and Procedure, a copy of which is available on the organization's website.

## **L. Meetings of Voting Members**

### **1. Record Date and Membership Roster**

The record date for tabulating who are the voting members at the time of a voting members meeting will be 30 calendar days before the meeting. All members in good standing as of this date will be members entitled to notice of the meeting and entitled to vote at the meeting. The Board will maintain an alphabetical list of member names with email or mailing addresses who are entitled to receive a notice and vote. This list will be approved and adopted by the Board of Directors as the official membership roster for providing notices for that meeting. The same list will be available at the meeting and used for voting member verification.

### **2. Notice to Members**

Written notice, including the date, time, and place of the meeting, will be provided to each member listed on the official membership roll, at least 5 calendar days in advance of a member meeting. Notice will not be provided more than 60 calendar days in advance of a member meeting. Notice may be provided through any reasonable method.

### **3. Regular Member Meetings**

SPR, if desired, may conduct regular member meetings that will take place on a recurring schedule, the specific date, time, and location of which will be designated by the Board and published to the members.

### **4. Annual Member Meetings**

An annual meeting will take place once a year on a schedule designated by the Board. As required by state law, there will be a report on the annual activities and financial condition of SPR at the meeting.

### **5. Special Member Meetings**

Special meetings of the members may be called by the Board Chair, a majority of the Board of Directors, or a petition signed by 50 individuals or 10% of the of the members entitled to vote, whichever is less. Special meetings will be conducted in accordance with State law. Business transacted at a special meeting is limited to the purposes specifically stated within the written meeting notice. No other business may be conducted.

### **6. Participation by Remote Communication**

Any member meeting, including annual or special meetings, may be held in whole or in part by means of remote communication. When one or more members participate by means of remote communication, SPR will implement reasonable measures to:

- a. Verify that each person deemed present and entitled to vote at the meeting by means of remote communication is in fact a voting member; and,
- b. The method of remote communication must provide each member with a reasonable opportunity to participate in the meeting, in real time with the other participants, as required by state law.
- c. Voting conducted via remote participation may be conducted online through a third-party service to allow for more inclusive participation.

### **7. Member Meeting Quorum**

A quorum of the members is 10% of the members entitled to vote at that meeting. If a quorum is not present, the meeting may be adjourned and recalled with at least 5 days' written notice provided prior to the new date.

### **8. Member Voting**

All issues to be voted on will be decided by a simple majority of those present at the meeting in which the vote takes place unless otherwise specified in these Bylaws or by resolution of the Board. All eligible voters may cast one vote. Voting by proxy is not permitted.

## **9. Member Action By Ballot**

Any membership action (vote) that could be taken at a regular or special meeting of members can instead be taken without a meeting if SPR delivers a ballot to every member entitled to vote.

In compliance with Minnesota statutes Ch. 317A, SPR will:

- a.** Only send ballots to a fax, email or U.S. postal address at which the member has consented to receive notices; or, to an online member platform which the member has consented to receive notices on combined with an individual notice to the member at their individual fax, email or U.S. postal address.
- b.** Collect each member's consent to receive notices and ballots through a written or electronic communication. Pursuant to state law, consent for electronic member notices also constitutes consent to receive a ballot by electronic communication in the same manner.
- c.** Send and receive any electronic consents, notices or ballots through authenticated electronic communication, defined as communication that includes information that one can reasonably identify who the sender was (for example, a known email address, phone number, certified e-signature program, etc.).
- d.** Produce a ballot which:
  - Describes each proposed action
  - Provides an opportunity to vote for or against
  - Indicates the number of responses needed to meet quorum requirements
  - States the percentage of approvals necessary to approve each matter (i.e. 51%)
  - Specifies the time and date when the ballot must be received to be counted
- e.** Ballots may not be revoked.
- f.** An action is deemed approved by the members if the number of votes cast by ballot equals or exceeds the 10% quorum required to be present at a meeting; and the number of affirmative votes is equal to or exceeds a simple majority (51%) which is the number of votes required to approve the matter at a meeting with quorum.

## **10. Member Action Without a Meeting or Ballot**

Pursuant to state law, SPR will not take member action without a meeting unless it is unanimous – meaning a written action signed, or consented to by authenticated electronic communication, by all of the members entitled to vote on that action.

## **11. Member Meeting Procedures**

All questions of order with respect to any member meeting will be resolved in an orderly manner that is deemed appropriate by the President. SPR is not obligated to follow Robert's Rules of Order.

## **12. Member Meeting Decorum**

SPR will follow best and lawful practices for conducting business at meetings. The Board will exemplify, communicate, and enforce the expectation that meetings be conducted in an orderly and respectful manner. The Board reserves the right to excuse any Director, Officer, member, guest, member of the media, or audience participant exhibiting conduct that is disrespectful or disruptive to meeting proceedings. The President has the responsibility to require order in a meeting. To that end, the President has the authority to call a Director, Officer, or member to order, and to exclude non-members, or to remove any participant from the meeting. Another Officer may serve in the President's capacity if required.

## **III. Board of Directors (Governing Body)**

### **A. Board Governing Powers**

In compliance with state law and common law, the Board of Directors will execute the fiduciary duties (duty of care; the duty of loyalty; and the duty of obedience) to the nonprofit corporation in all aspects of its governance. The Board has all the powers given by state law which are necessary and appropriate for governing SPR, including but not limited to the following:

1. Performance of all duties imposed upon them collectively or individually by law, by the Articles of Incorporation, these Bylaws, or other written policies and procedures of SPR.
2. Appointment and removal of Board Directors & Officers.
3. Oversee the affairs and activities of SPR and set policies and procedures.
4. Enter into contracts, leases, or other agreements which are, in the judgment of the Board, necessary or desirable to the delivery and execution of the mission.
5. Acquire, manage, improve, encumber, leverage, or dispose of real or personal property, through any lawful method.
6. Oversee the participation in financial transactions such as loans, debt obligations, investments, promissory notes, bonds, deeds of trust, mortgages, pledges, etc.
7. Provide indemnification for directors, officers, employees, committee members or other official agents who are serving at the request of the corporation and to obtain insurance for these purposes.
8. Uphold the Bylaws, Policies and Procedures of SPR.
9. The Board of Directors may engage in acts that are in the best interests of SPR and that are not in violation of state or federal laws or regulations. No director will have any right, title, or interest in or to any property of SPR.

## **B. Board Compensation**

All members of the Board (whether directors or officers) will serve as volunteers. No compensation may be paid to the directors for their services, time, and efforts in that role. Board members, however, may be reimbursed for necessary and reasonable actual (documented) expenses incurred in the performance of their duties, subject to the organization's financial policies and procedures.

## **C. Board Number and Qualification**

All board members must be Active members of SPR. These individuals should be broadly representative of the community, possess applicable experience, or meet other eligibility criteria. Directors may not be corporate entities.

SPR's Board of Directors must be composed of not less than 10, with the upper limit being set by the Board of Directors at their discretion. The board seats are categorized as follows:

1. Ascending Officers (5 total)
  - a. Immediate Past Chair (1 seat, 1 year term)
  - b. Chair (1 seat, 1-year term)
  - c. President (1 seat, 1-year term)
  - d. President Elect (1 seat, 1-year term)
  - e. Vice President (1 seat, 1-year term)
2. Dual Services Officers (2 total)
  - a. Secretary (1 seat, 3-year term)
  - b. Treasurer (1 seat, 3-year term)
3. At-Large Directors (up to 6 seats, 3-year term)
4. SCORCH President (1 seat, ex officio)
5. *Pediatric Radiology* Editor (1 seat, ex officio)

## **D. Board Service Eligibility**

All board members are elected from the pool of Active members in good standing.

## **E. Board Terms**

Ascending Officers and the Immediate Past Chair serve 1-year terms. All other directors and officers serve a 3-year term. SPR will utilize staggered terms or any other reasonable method to preserve the continuation of institutional knowledge. There is no limitation on the number of terms a director may serve, except that directors must take at least one year off after serving 10 consecutive years.

## **F. Annual Meeting Election Process**

### **1. Nominating Committee**

The members will elect any open seats on the nominating committee from the pool of eligible members. The committee is made up of at least 9 eligible voting members representative of the membership. Members elected to the nominating committee serve a 3-year term. The Board Chair automatically serves on the committee. The nominating committee's chartered purpose is to recruit candidates for election to the SPR and Foundation Boards. The committee will recruit a number of candidates that meet or exceed the number of vacant seats up for election in the following year for each body. The committee will develop a list or slate of candidates for the board's approval.

### **2. Elections**

- a. Election of Directors.** The Board will vote on the candidate(s) for board service presented by the nominating committee. Each candidate must be approved by at least a simple majority vote of the Board. If any candidate is not approved by the board, the nominating committee will put forward new candidate(s) for board approval either at the annual meeting or at any future board meeting.
- b. Election of Officers.** The Board will vote on the candidate(s) for Vice President. Of the Ascending Officers, the Vice President is the only role voted into office, as that director will automatically move to the next ascending role in each successive year for a total of 5 years of service in the following order: Vice President, President Elect, President, Chair, Immediate Past Chair. Candidates for Vice President may serve no more than 5 years on the SPR Board prior to election into the Vice President role.
- c. Election of Nominating and Ethics Committee Members.** The Board of Directors will publish a call for candidates to fill open seats on both committees at least 60 days before the annual meeting. Candidates who complete an interest form are screened for eligibility and will be put forward as candidates at the annual meeting. The Members are presented an opportunity to vote on the candidates. Each candidate must be approved by at least a simple majority vote of the Members. If any candidate is not approved by the Members, the Board may elect candidate(s) for any remaining open seats at any meeting.

### **3. Verification & Seating**

The eligibility of candidates must be confirmed by the Nominating Committee during the recruitment and nomination process, before voting occurs.

Outgoing directors and officers retain their duties until new directors assume their office seat at the start of the next leadership year which begins June 1.

Outgoing committee members retain their duties until new directors assume their office seat at the start of the next leadership year which begins June 1.

## **G. Board Member Resignation**

A board member may resign at any time by giving notice to an Officer of the Board. Notice may be in any form. The resignation can be deemed effective immediately without formal acceptance by the board. If a resignation is provided with a later effective date, then the Board may fill the pending vacancy before the effective date and the new director will be seated on the effective date and will serve out the remainder of the resigning member's term. A resignation of an ascending officer other than the Immediate Past Chair will cause the ascension of roles and the election of a new Vice President. If fewer directors will remain after the resignation than is mandated as the minimum by these bylaws, then the resignation must not be effective until a successor is elected so the minimum number of directors is maintained.

## **H. Board Member Termination or Removal**

Any director may be removed at any time with or without cause, by an affirmative vote of a 2/3 majority vote of all the remaining directors. The matter of removal may be acted upon at any meeting of the Board of Directors. The director subject to removal may not vote on the matter. Upon removal, a successive director may then be elected to fill the vacancy created and serve out the remainder of that term. Removal of an ascending officer other than the Immediate Past Chair, will cause the ascension of roles and the election of a new Vice President.

## **I. Board Vacancies**

Vacancies in the Board of Directors are filled by a simple majority vote of the remaining directors at a properly called meeting. The new director appointed will fulfil the remainder of the term for that seat. A vacancy created in an ascending officer role other than the Immediate Past Chair will cause the ascension of roles and the Vice President will remain vacant until the next election.

## **J. Regular Board Meetings**

The board will meet routinely, on a schedule designated by the Board. State law requires at least one meeting per year.

## **K. Special or Emergency Board Meetings**

Special meetings of the board may be called with 24 hours' notice at the request of the Board Chair, or by one-third of the board.

## **L. Board Meeting Notices**

All written meeting notices, including the date, time, and place of the meeting, are provided to each director at least 5 calendar days in advance of a meeting. Notice will not be provided more than 60 calendar days in advance of a meeting. This notice may be given through any reasonable method. The board meeting schedule may be set and published annually to the board in lieu of or in addition to other notices.

Directors may waive the notice requirements. Attendance at the meeting is considered a waiver of notice requirements unless the director objects at the beginning of the meeting that it was not properly called and does not participate in the meeting.

### **M. Board Meeting Quorum**

Unless otherwise specified in these bylaws, at all meetings of the Board of Directors, a simple majority of 51% or greater of seated directors constitutes a quorum for the transaction of all authorized business. If 51% or greater of seated directors are not present, no voting may occur.

### **N. Board Action / Voting**

Unless otherwise specified in these bylaws, during Board meetings, all matters are decided by a simple majority vote. There is no cumulative voting among directors. Abstaining from votes is not permitted. Board members with a conflict of interest will recuse themselves from all discussion and the vote in accordance with SPR's Conflicts of Interest Policy. Proxy voting is not permitted. The acts of the Board are the acts of SPR and must be carried out.

### **O. Private Entity**

SPR is a private nonprofit corporation not subject to open meetings law and government data practices. SPR may hold its meetings open to the public, if desired or if required by grant funding or similar requirements.

### **P. Meeting Procedures**

All questions of order with respect to any meeting or action of SPR, its Board of Directors, or any chartered committee or task force will be resolved in any orderly manner that is deemed appropriate by the Board Chair or committee chair. SPR is not obligated to utilize Robert's Rules of Order.

### **Q. Meeting Decorum**

SPR follows lawful and nonprofit sector best practices for conducting business at meetings. The Board of Directors will exemplify, communicate, and enforce the expectation that meetings are conducted in an orderly and respectful manner. The Board of Directors reserves the right to excuse any director, officer, member, guest, member of the media, or audience participant exhibiting conduct that is disrespectful or disruptive to meeting proceedings. The Chair has the responsibility to require order in a meeting. To that end, the Chair has the authority to call a director, officer, or member to order, and exclude non-members, if necessary, to maintain an orderly meeting. The Chair has the authority to remove a participant from the meeting. Another officer may act in the Chair's place if required.

### **R. Board Meetings by Remote Participation**

To the extent permitted by state law, meetings of the Board of Directors may occur either in part or solely through remote communication, if desired. The method of remote communication must allow all directors in attendance to participate contemporaneously in the meeting.

## **S. Board Written Action Without a Meeting**

Any action that could be taken at a Board meeting may instead be taken by written action, so long as the following conditions are met:

- The action is taken by a vote of the number of directors that would be required to take the same action at a meeting of the board at which all directors were present.
- The votes cast through written action must be voted on through authenticated electronic communication (defined as communication that includes information that one can reasonably identify who the sender was (for example, a known email address, phone number, certified e-signature program, etc.)).
- Once the vote is complete, all directors are given immediate notice of the text and effective date of the written action.
- Action taken under this section is effective when the last director signs the consent unless the consent specifies a different effective date.
- Action taken under this section has the effect of a meeting vote and may be described as a meeting vote in any document.

## **IV. Officers**

### **A. Election of Board Officers**

Board Officers must first also be on the Board of Directors of SPR. Officers are effectively board members with extra duties. Board Officers are volunteers and are not paid for their board service. They are elected annually from the pool of seated directors.

A vacancy in any Board Officer position may be filled by a vote of the Board of Directors for the unexpired portion of the term. The Board of Directors also has the authority to appoint temporary acting Board Officers as may be necessary during the temporary absence or disability of serving Board Officers.

### **B. Terms**

Other than the Secretary and Treasurer who serve a 3-year term, all Board Officers will serve a 1-year term that coincides with a portion of their term as director.

### **C. Resignation**

An Officer may resign by giving notice to any other Board Officer. The resignation is effective immediately and without formal acceptance when the notice is given to the Board, unless a later effective date is named in the notice. Notice may be in any form.

### **D. Removal**

Board Officer positions are distinct from board membership. Any officer who is removed as a director is also automatically removed from their officer position. However, any officer may be removed only from their officer position with or without cause by a vote of all remaining directors.

The matter of removal may be acted upon at any meeting of the Board of Directors. The officer subject to removal cannot vote on the issue. After removal, ascension of office will occur as with other vacancies, in the case of Secretary or Treasurer another board member will be appointed to serve in an interim capacity to fill the vacancy for the remainder of the officer term.

## **E. Board Officers & Duties**

The principal officers of the board consist of a Secretary and Treasurer, Vice President, President Elect, President, Chair, and Immediate Past Chair. Their duties are as follows:

### **1. Immediate Past Chair**

The Immediate Past Chair seat is held by the most recent outgoing Board Chair. Their role is to ensure their experience and institutional knowledge is available for consultation and participation in the governance of SPR. The Immediate Past Chair may be called on for committee or task force work on special subjects as designated by the board.

### **2. Board Chair**

The Board Chair seat is ascended to from the outgoing Board President. The Chair convenes regularly scheduled board meetings, presides at meetings, or arranges for other directors to preside at each meeting. The Chair serves as the chair of the nominating committee and the bylaws committee, and has other duties as outlined in the Society's policy manual. Since all board members are of equal authority, any other officer or director may serve in the Chair's absence. The Chair does not have any extraordinary authority or veto power due to their Office.

### **3. President**

The President seat is ascended to from the outgoing President Elect. The President convenes and presides over the annual meeting. The President serves as the chair of the annual meeting program committee and the abstract review (papers) committee, and has other duties as outlined in the Society's policy manual. Since all board members are of equal authority, any other officer or director may serve in the President's absence if the President Elect is unavailable. The President does not have any extraordinary authority or veto power due to their Office.

### **4. President Elect**

The President Elect seat is ascended to from the outgoing Vice President. The President Elect serves in the President's absence and serves as the chair of the abstract review (posters) committee and has other duties as outlined in the Society's policy manual. Since all board members are of equal authority, any other officer or director may serve in the President's absence. The President Elect does not have any extraordinary authority or veto power due to their Office.

### **5. Vice President**

The Vice President seat is elected annually. The Vice President will assist the President and has other duties as outlined in the Society's policy manual. The Vice President may chair committees

or task forces on special subjects as designated by the board and may serve in the President's absence when needed.

## **6. Secretary**

The Secretary is responsible for keeping records of board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each board member, and assuring that corporate records are maintained.

## **7. Treasurer**

The Treasurer makes a report at board meetings and makes financial information available to the board and the public. The Treasurer may also assist in the preparation of the budget if required and may help develop fundraising plans if required.

Officers also have additional duties and powers as prescribed from time to time by the Board of Directors in addition to the duties and powers described by these Bylaws.

# **V. Committees & Task Forces**

## **A. Authority**

The Board of Directors may act through committees or ad-hoc task forces. The Board may create these groups through resolutions adopted by a vote of the Board of Directors. Each group has the duties and responsibilities granted to it from time to time by the Board. These groups are always subject to the control and direction of the Board. Ideally, at least one member the committee or task force will be a Board Member. Committee members may be volunteers that are not on the Board. Committees and task forces report back to the Board on a schedule determined by the Board regarding recommendations or action items on the Board's agenda.

## **B. Committees**

Committees may be standing or have an expiration date. Examples of committees that may be formed by resolution adopted by a majority of the Board include but are not limited to: Finance, Governance, Membership, Program, Nominating, Ethics, Judiciary, etc.

Committees are formed under a detailed charter describing their purpose and duties.

## **C. Task Forces**

Task forces are temporary work groups often made up of experts in specified areas of knowledge or practice. Task forces are small groups of people—and resources—brought together to accomplish a specific objective, with the expectation that the group will disband when the objective has been completed. Task forces are formed to address major or complex issues and projects. Often, they are formed in response to an event, whether expected or unexpected, which causes the need to acquire knowledge and respond.

## **D. Executive Committee**

The Board of Directors may (but does not need to) establish an Executive Committee. The Board Chair is the Chair of any Executive Committee. The creation of an Executive Committee does not relieve the Board of Directors of any of its responsibilities. This committee is always subject to the direction and control of the full Board. The role of the Executive Committee, if established, is primarily to organize the agenda for each board meeting and may also supervise the Chief Executive Officer. In keeping with nonprofit sector best practices, the Executive Committee never has authority to act on behalf of the full board for any reason.

## **E. Meetings**

Meetings of the individual committees and task forces may be held at a time and place (including by phone or virtually) as determined by a majority of the committee or task force members; by the Board Chair; or by the Board of Directors. Notice of committee and task force meetings is handled under the same provisions for board meetings, including the ability to waive notice requirements. A simple majority constitutes a quorum for any committee or task force meeting.

# **VI. Executive Officers, Employees, & Independent Contractors**

## **A. Designation**

The Board of Directors may select a Chief Executive Officer (whether it uses this title or another comparable title). The Chief Executive Officer will be engaged by and act as the administrative agent of the Board of Directors to administer the affairs of SPR and implement the policies and decisions of the Board of Directors. The Chief Executive Officer has no power or authority apart from that which is delegated to them by the Board of Directors, and the Board has the duty and responsibility to adequately monitor the actions of the Chief Executive Officer. The Chief Executive Officer may be a non-voting ex officio member of any standing committees, if necessary and may attend and may participate in all meetings of the Board of Directors except when matters regarding their employment and compensation are under consideration. The Chief Executive Officer may serve as an ex-officio, non-voting member of the Board of Directors.

## **A. Compensation**

SPR may pay compensation to the Chief Executive Officer, other hired officers, employees, and other independent contractors for services rendered. The amount and frequency of payments must be reasonable, determined from time to time by the Board in accordance with the Conflicts of Interest Policy, and be legally compliant with all state and federal employment, nonprofit, and other applicable laws.

## **B. Checks, Drafts, Petty Cash Fund**

The Chief Executive Officer may be authorized to provide one of the signatures on checks, drafts, or other orders of payment for SPR. They may also be authorized to administer a Petty Cash Fund, the size of which is designated by the Board of Directors.

## **C. Volunteers**

The Board of Directors may establish policies and procedures to recruit, train, and utilize volunteers in the operation of its activities and fulfillment of its purpose and mission. SPR may maintain insurance policies to cover those serving as volunteers.

## **VII. Management Provisions**

### **A. Diversity, Equity & Inclusion**

SPR will foster principles of diversity, equity, and inclusion in its mission-driven work. This includes fostering diversity, equity, and inclusion in the organization's policies and procedures; in the election of its corporate directors; in the hiring and advancement of its staff; and in all of its programmatic activities.

#### **1. Non-Discrimination**

SPR will not discriminate against individuals or groups on the basis of gender, age, ethnicity, religion, creed, national origin, citizenship status, sexual orientation, gender expression, disability, marital status, income, political affiliation, or any other legally protected class in its policies, recommendations, programs, or actions.

#### **2. Equal Opportunity**

SPR will strive to be an equal opportunity employer and will adopt equal opportunity employment policies that comply with state and local requirements.

### **B. Financial Year**

The accounting year of SPR begins on January 1 and ends on December 31.

### **C. Annual Budget & Financial Information**

The Board will consider programmatic goals and financial objectives in planning for the annual budget. The Board must review and adopt the budget annually. During the financial year, expenditures must be within budget, unless the budget is revised with Board approval as required by the financial policies and procedures. Financial reports are required to be submitted to and reviewed by the full Board no less than quarterly. At minimum, the Board will regularly review SPR's: income statement, balance sheet, and budget to actual reports. At minimum, the Board will review annually the annual financial report, any audit reports, and IRS 990 information return.

### **D. Accounts**

1. SPR will maintain appropriate checking, savings, or other accounts at a reputable bank or financial institution under the name of SPR.
2. Any officer of SPR or the Chief Executive Officer may be authorized by board resolution to act as signatories on all corporate accounts. SPR will at all times have at least two signatories on every bank account or financial account.

3. All money raised in SPR's name must be deposited in corporate accounts as nonprofit funds and used for tax-exempt purposes according to State and Federal fundraising laws and rules.

## **E. Corporate Office**

The corporate office of SPR is the place designated in the Articles of Incorporation as the corporate office. SPR may change its corporate office in accordance with state law. The corporate records are stored at the corporate office or in an electronic file storage system.

### **A. Other Offices**

SPR may maintain offices or places of business other than the corporate office and mailing address on file with its home state. Including those within or outside of its home state, as the Board may from time to time designate or the business of SPR may require.

### **B. Records**

SPR will keep at the corporate office address or in an online filing system correct and complete copies of its articles and bylaws, accounting records, and the meeting minutes of its board, committees, and task forces for the last six years.

### **C. Inspection**

A voting member or director may inspect all records described in the section above, either in person or by agent or attorney, for any proper purpose at any reasonable time. A proper purpose is one reasonably related to the person's interest as a member or director of the corporation.

Upon request, SPR will give a voting member or director who requests it a financial statement (i.e., consolidated financial statements, or income statement and balance sheet, etc.) for the last annual accounting period and a balance sheet with a summary of its assets and liabilities as of the closing date of the last quarterly accounting period.

### **D. Ownership of Intangible Assets**

From time to time, accounts will be established on behalf of SPR for third-party services such as web domains, web services, software services, donor or member lists, etc. All accounts of this nature are assets of SPR and should be opened in the name of SPR whenever possible. If ownership cannot be established in the name of SPR, the individual must grant secondary authority whenever possible or share account information and log in credentials to SPR's designee to preserve the right of access to these assets and accounts.

### **E. Legal Instruments**

All contracts, agreements, and other legal instruments executed by SPR must be issued in the name of SPR, not the individual name of a director or officer, employee, etc. The Board may establish internal controls or policies that control the number of officers required to sign legal instruments.

Legal instruments must only be signed after proper consideration and approval by the full Board or those with delegated authority (for example, the Chief Executive Officer). In the event a legal instrument is not properly approved, the individual signing the agreement may be considered personally liable.

## **F. Loans**

Loans and other debts are not permitted without authorization of the Board of Directors (or those with delegated authority) specifically authorizing the loan or debt. All loans and debts for SPR must comply with state laws governing nonprofits.

## **G. Periodic Reviews**

Periodic reviews are conducted to ensure SPR operates in a manner consistent with its charitable purposes; that it files all required paperwork; and does not engage in activities that could jeopardize its tax-exempt status. The periodic reviews will, at a minimum, include the following subjects:

1. Whether compensation arrangements, benefits, and vendor payments are reasonable, based on competent survey information, and the result of arm's length bargaining.
2. Whether partnerships, joint ventures, and arrangements with management organizations conform to SPR's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes, and do not result in private inurement, impermissible private benefit, or in an excess benefit transaction.
3. Whether SPR is properly filing annual paperwork with the IRS (including the Form 990) and certain state agencies for charitable solicitation registration, corporate entity registration, unemployment insurance, sales tax revenue reporting, income tax reporting, or social security administration, etc.
4. Whether SPR is compliant with state and federal fundraising regulations and industry best practices.
5. Whether SPR has adequate and necessary insurance coverages for liability, directors and officers, workers' compensation, or other coverages.

## **H. Affiliations**

SPR may maintain professional affiliations that benefit and strengthen the organization and its capacity to fulfill its mission.

## **I. Policies and Procedures**

The Board of Directors may establish policies and procedures including but not limited to:

- Records retention and centralization
- Internal financial controls
- Conflict of interest, codes of conduct, ethics or related discipline.

- Gift and grant solicitation and acceptance
- Personnel and volunteer management policies
- Any other topics that may become reasonable and necessary

### **VIII. Amending the Articles of Incorporation and Bylaws**

The Corporation has the power to amend the Articles of Incorporation and Bylaws. Subject to restrictions imposed by state statutes, amendments to the Articles and Bylaws must be approved by the affirmative vote of the Board at a properly called meeting.

In addition, the voting members will approve amendments to the Bylaws at a member meeting. To the extent permitted by state law, the voting members authorize the Board of Directors to amend the Articles as necessary.

#### **Certification**

These Bylaws were approved by a vote of the Board of Directors at a properly called meeting.

Leann Linam, MD  
Secretary

3/2/2026  
Date

Approved by the voting membership on the 2nd day of March, 2026.