

**Bylaws
of
The Society for Pediatric Radiology Research and Education Foundation**

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I. Purpose

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

II. Membership

The Foundation has no voting members. The management of the affairs of Foundation is vested in a Board of Directors.

III. Affiliation

The Foundation is closely affiliated with the Society for Pediatric Radiology (SPR) which is dedicated to fostering excellence in pediatric health care through imaging and image-guided care. Operating in alignment with this mission, the Foundation addresses the research and education needs of the pediatric radiology community. The Foundation supports SPR's work and community and SPR is a regular donor to the Foundation. Given this close affiliation the governance of our organizations are linked as described below.

IV. 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 the Foundation, 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 the Foundation.
2. Appointment and removal of Board Directors & Officers.
3. Overseeing the affairs and activities of the Foundation and set policies and procedures.
4. Entering 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. Acquiring, managing, improving, encumbering, leveraging, or disposing of real or personal property, through any lawful method.
6. Overseeing the participation in financial transactions such as loans, debt obligations, investments, promissory notes, bonds, deeds of trust, mortgages, pledges, etc.

7. Indemnification of 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. Upholding the Bylaws, Policies and Procedures of the Foundation.
9. The Board of Directors may engage in acts that are in the best interests of the Foundation 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 the Foundation.

B. Board Compensation

All members of the Board will serve as volunteers. No compensation may be paid to the directors for their services, time, and efforts in that role. Directors, 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 directors must be over the age of 18 and an active member of SPR in good standing. These individuals should be broadly representative of the community served, possess applicable experience, or meet other eligibility criteria. Directors may not be corporate entities.

Foundation's Board of Directors must be composed of at least 7 seats with an upper limit determined from time to time by the Board. The board seats are categorized as follows:

- SPR Representative Seats (2 seats maximum)
 - SPR Secretary
 - SPR Treasurer
- Foundation General Director Seats (5 seats minimum)

D. Board Terms

All directors will serve a 3-year term. The Foundation will utilize staggered terms or any other reasonable method to preserve institutional knowledge continuation. 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 2 full terms or 6 consecutive years.

E. Election Process

Foundation elections are carried out in cooperation with SPR since all foundation directors must be members of SPR in good standing. Any eligible person interested in serving may submit a written notice of interest to the SPR Nominating Committee. The SPR Nominating Committee will develop a slate of nominees to fill upcoming open positions on the Foundation board. SPR Nominating Committee will identify 2 representatives to serve as the SPR Representative Directors as those seats come up for renewal, typically the SPR Treasurer and SPR Secretary. The SPR Nominating Committee also selects the Foundation President and Vice President officers from the general director seats.

Election of Foundation Directors may occur as a regular order of business at any Foundation Board meeting. The Foundation Board will vote on each nominee and each seat requires a 2/3rds majority for approval. In the event nominees are not approved, then the SPR Nominating Committee will develop a new candidate or new slate as necessary.

New directors will assume office after the SPR annual meeting (new directors typically are seated by June 1st depending on annual meeting dates).

F. Board Member Resignation

A director 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 Foundation and SPR may fill the pending vacancy following the election process described in the bylaws 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. If less directors will remain after the resignation than is mandated as the minimum under state law, then the resignation must not be effective until a successor is elected so the minimum number of directors is maintained.

G. Board Member Termination or Removal

Any director may be removed at any time with or without cause, by an affirmative vote of a simple majority of all the remaining directors. The matter of removal may be acted upon at any meeting of the Board of Directors. In compliance with Illinois state law, the notice for a proposed removal must be delivered to all directors at least 20 days in advance. The Director subject to removal may not vote on the matter. Upon removal of a general Foundation director, a successive director may then be elected using the election process in these bylaws to fill the vacancy created and serve out the remainder of that term. Upon removal of an SPR Representative director, SPR will send a successive representative to fill the vacancy created and serve out the remainder of that term.

H. Board Vacancies

Vacancies in the Foundation's Board of Directors are filled by following the election procedures described in these bylaws. The new director appointed will fulfil the remainder of the term for that seat.

I. Regular Board Meetings

The board will meet routinely, on a schedule designated by the Board, no less than twice per year.

J. Special or Emergency Board Meetings

Special meetings of the board may be called with 24 hours' notice upon the request of the President, or any two directors.

K. 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. This notice may be given

through any reasonable method. The board meeting schedule may be set and published to the board annually 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.

L. 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.

M. 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 the Foundation's Conflicts of Interest Policy. Proxy voting is not permitted. The acts of the Board are the acts of the Foundation and must be carried out.

N. Private Entity

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

O. Meeting Procedures

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

P. Meeting Decorum

The Foundation follows lawful and nonprofit sector best practices for conducting business 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 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 exclude non-members, if necessary, to maintain an orderly meeting. The President has the authority to remove a participant from the meeting. Another officer may act in the President's place if required.

Q. Board Meetings by Remote Participation

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.

R. 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 unanimous vote of all directors in compliance with Illinois state law.
- The votes cast through written action must be voted on through authenticated electronic communication (defined as communication that includes information which 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.

V. Officers

A. Election of Board Officers

Board Officers must first also be on the Board of Directors. All Foundation Officers are elected by the SPR Nominating Committee at the time general director elections are completed.

Officers are effectively board members with extra duties. Board Officers are volunteers and are not paid for their board service.

A vacancy in any Board Officer position may be filled by either a vote of the SPR Board of Directors or the appointment of a new SPR Representative as the case may be. The person filling the vacancy will complete the unexpired portion of the term. The SPR 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 Officers.

B. Terms

All Board Officers will serve a 3-year term that coincides with their term as director. There is no limit to the number of terms an officer may serve.

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. In compliance with Illinois state law, the notice for a proposed removal must be delivered to all directors at least 20 days in advance. The officer subject to removal cannot vote on the issue. After removal, another board member will be appointed to serve in an interim capacity to fill the vacancy for the remainder of the officer term or until another SPR representative is appointed.

E. Board Officers & Duties

The principal officers of the board consist of a President, Secretary and Treasurer, and a Vice President if desired. Their duties are as follows:

1. **President.** The President convenes regularly scheduled board meetings, presides at meetings, or arranges for other directors to preside at each meeting. Since all board members are of equal authority, any other officer or director may serve in the President's absence. The President does not have any extraordinary authority or veto power due to their Office.
2. **Secretary.** The Secretary seat is generally held by the SPR Secretary who will serve as the Foundation's 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.
3. **Treasurer.** The Treasurer seat is generally held by the SPR Treasurer who will serve as the Foundation's Treasurer. The Treasurer makes financial reports to the board and makes financial information available to the board and the public. The Treasurer may also assist in the preparation of the budget if required, may help develop fundraising plans if required.
4. **Vice President.** The Vice President, if one is appointed, may chair committees or task forces on special subjects as designated by the board and may serve in the President's absence when needed.

At the discretion of the Board of Directors, other Board Officers may be elected with duties that the Board will prescribe.

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.

VI. 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: Development Committee, Research Committee, Education and Training Committee, Awards Committee, etc.

Committees are formed under a detailed charter or charge 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 to consist of the board officers. The President is the Chair of any Executive Committee. The creation of an Executive Committee does not relieve the Board of Directors of any of its responsibility. 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 Executive Director. 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 President; 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.

VII. Executive Officers, Employees, & Independent Contractors

A. Designation

The Board of Directors may select an Executive Director (whether it uses this title or another comparable title). The Executive Director will be engaged by and act as the administrative agent of the Board of Directors to administer the affairs of the Foundation and implement the policies and decisions of the Board of Directors. The Executive Director 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 Executive Director. The Executive Director may be a non-voting ex officio member of any standing committees 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 Executive Director may not serve as a voting member of the Board of Directors.

B. Compensation

The Foundation may pay compensation to the Executive Director, 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.

C. Checks, Drafts, Petty Cash Fund

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

D. 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. The Foundation may maintain insurance policies to cover those serving as volunteers.

VIII. Management Provisions

A. Diversity, Equity & Inclusion

1. Non-Discrimination

The Foundation 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

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

3. Diversity, Equity & Inclusion

The Foundation 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.

B. Financial Year

The accounting year of the Foundation 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 the Foundation'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. The Foundation will maintain appropriate checking, savings, or other accounts at a reputable bank or financial institution under the name of the Foundation.
2. Any officer of the Foundation or the Executive Director may be authorized by board resolution to act as signatories on all corporate accounts. Foundation will always have at least two signatories on every bank account or financial account.
3. All money raised in the Foundation's name must be deposited in corporate accounts as charitable assets and used for charitable purposes according to State and Federal fundraising laws and rules.

E. Corporate Office

The corporate office of the Foundation is the place designated in the Articles of Incorporation as the corporate office. The Foundation 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.

F. Other Offices

The Foundation 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 the Foundation may require.

G. Records

The Foundation 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.

H. Inspection

A 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 director of the corporation.

Upon request the Foundation will give a 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.

I. Ownership of Intangible Assets

From time-to-time accounts will be established on behalf of the Foundation 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 the Foundation and should be opened in the name of the Foundation whenever possible. If ownership cannot be established in the name of the Foundation, the individual must grant secondary authority whenever possible or share account information and log in credentials to the Foundation's designee to preserve right of access to these assets and accounts.

J. Legal Instruments

All contracts, agreements, and other legal instruments executed by the Foundation must be issued in the name of the Foundation, not the individual name of a director or officer, employee, etc. The Board may establish internal controls or policies which 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 Executive Director). In the event a legal instrument is not properly approved, then the individual signing the agreement may be considered personally liable.

K. 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 the Foundation must comply with state laws governing nonprofits.

L. Periodic Reviews

Periodic reviews are conducted to ensure the Foundation 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 and 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 the Foundation'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 the Foundation 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 the Foundation is compliant with state and federal fundraising regulations and industry best practices.
5. Whether the Foundation has adequate and necessary insurance coverages for liability, directors and officers, workers compensation, or other coverages.

M. Policies and Procedures

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

- To maintain records of decisions made by the Board in one central location.
- Regarding internal financial controls.
- Regarding conflict of interest.
- Regarding gifts and grants to other individuals/organizations.
- Regarding employees and volunteers; and
- Regarding other topics that may become reasonable and necessary.

IX. Amending the Articles of Incorporation and Bylaws

The Foundation 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.

Certification

These Bylaws were approved at a properly conducted meeting of the Board of Directors of Foundation by a majority vote.



Secretary

12/19/2024

Date