

INTERNATIONAL SOCIETY OF RADIOLOGY (ISR) BYLAWS

(adopted May 2012)

(Amended, Nov 30, 2013)

(Amended, Dec 1, 2015)

(Amended Nov 26, 2018)

ARTICLE I: NAME**Section 1: Name**

The name of this organization shall be the International Society of Radiology, hereinafter referred to as the ISR.

ARTICLE II: SCOPE AND PURPOSES**Section 1: Scope**

The scope of the ISR comprises all branches of diagnostic radiology including x-ray, sonography, magnetic resonance imaging and spectroscopy, and interventional radiology, nuclear medicine, and biology and physics as related to medical imaging

Section 2: Purposes

The ISR shall be a nonprofit organization whose objectives are the following:

- A. As a representative nongovernmental organization (NGO) to facilitate the global endeavors of the ISR's member organizations to improve patient care and population health through medical imaging.
- B. To accept, hold, invest, and administer any property – real, personal, or mixed – by gift, devise, bequest, purchase, lease, loan, or otherwise, absolutely or in trust, for any of the foregoing purposes and carry out the directions and exercise the powers contained in any trust or other instrument under which such property may be received, including, but without limitation, the expenditure of the principal, as well as the income, of any property so received, if authorized or directed in such trust or other instrument. If any such property is received without any designation of specific use, the ISR shall expend the income and principal thereof for any one or more of the foregoing purposes in such manner and amounts and at such time or times as deemed proper by the Executive Committee.
- C. To have and exercise all other powers and authority now or hereafter conferred upon not-for-profit corporations under the laws of the State of Illinois, (USA).
- D. No part of the net earnings of the ISR shall inure to the benefit of, or be distributable to, its officers, directors, members or other private persons, except that the ISR shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this section.

ARTICLE III: OFFICES

The ISR shall have and continuously maintain in the State of Illinois, USA, a registered office and a registered agent whose office is identical with such registered office, and may have such other offices inside or outside the State of Illinois as the Executive Committee may from time to time determine.

ARTICLE IV: MEMBERSHIP

Section 1: Eligibility

A. National Societies

The ISR is composed of the national societies of radiology of its constituent countries. These national societies may be separate bodies of radiologists or autonomous radiological sections of national medical organizations. In any country where there is more than one national radiological society eligible for membership in the ISR, the societies shall be regarded by the ISR as a single body for the purpose of membership. Any application by a national society as designated above to be a member of the ISR must be validated by majority vote of the Executive Committee at its next meeting.

B. Continental Societies

The continental societies (i.e., the European Society of Radiology, the Asian and Oceanian Society of Radiology, the Inter-American College of Radiology, the American College of Radiology, Radiological Society of North America and the African Society of Radiology) shall each be represented on the Executive Committee.

C. Committee Participation

Notwithstanding any other provision of these Bylaws, no individual may serve as delegate, representative, appointee, officer, member of the Executive Committee or any other ISR committee or other body unless and until all outstanding dues of the nominating or sponsoring organization are paid in full, or are waived by the Executive Committee per Article IX, Section 2. of these bylaws.

D. ISR Sponsored Events

Notwithstanding any other provision of these Bylaws, no society will be eligible to host an ISR sponsored event unless current and outstanding dues are paid in full, or are waived by the Executive Committee per Article IX, Section 2. of these bylaws.

Section 2: Delegations to the International Assembly

- A. The national radiological society or societies of each member country shall be entitled to appoint a national delegation of one person to the International Assembly. This delegation shall be appointed jointly by the national radiological societies if more than one exists in a country. The appointment of national delegations is for a minimum of a two-year period, and shall be completed no later than two months prior to the next meeting of the International Assembly.
- B. The national radiological societies shall each select a delegation delegate. The chairman shall supply to the Secretary-General of the ISR the names of current officers and the current official address of the national society (or societies) responsible for appointment of the delegation.

ARTICLE V: EXECUTIVE COMMITTEE

Section 1: Powers

The property and affairs of the ISR shall be managed by its Executive Committee.

Section 2: Number, Qualification, Election, and Tenure

- A. The Executive Committee shall consist of the President, President-elect, Secretary-General, Treasurer, immediate Past President and eleven delegates. The basis for the election of the delegates is stated in Section 2 B. The duties of each officer are specified in 'Article VII: Officers. Elected delegates can serve as much as three consecutive two-year terms.

A person serving as an elected delegate may be elected as an officer during such service. The total time an individual can hold any officer position is determined by the definition of that office in Article VII.

- B. The delegates serving on the Executive Committee shall be chosen as follows:
1. Every two years, the continental societies designated by the Executive Committee (European Society of Radiology, Asian and Oceanian Society of Radiology, Inter-American College of Radiology, American College of Radiology, Radiological Society of North America and African Society of Radiology) each shall nominate one representative for a two-year term to the Executive Committee. This representative should be a person who has authority within the continental society.
 2. Every two years, the remaining five positions shall be filled by individuals proposed by national societies. A call for nominations by national societies will be made six months prior to the next International Assembly meeting. A list of national societies willing to sponsor a member of the Executive Committee shall be finalized prior to the next meeting of the International Assembly and shall be presented to the delegates at the meeting. Each eligible national society represented at the International Assembly will be asked to vote for five national societies from those listed on the ballot. The five national societies receiving the most votes at the meeting each shall designate an individual to serve on the Executive Committee.

Should a tied vote occur, a second ballot will be held to decide between those national societies which received an equal number of votes for the fifth position.

3. In the event that one or more of the continental or national seats on the Executive Committee becomes vacant, the Secretary-General shall request the continental or national society which sponsored the departing member to nominate another individual to serve the remainder of the term to which the departing member was elected. A member of the Executive Committee may vacate a seat by death, resignation or election as one of the four officers of the ISR
4. The ICRE, ICRPP, and ICRQS Chairpersons shall be appointed by the President to the Executive Committee and serve as a non-voting member.

Section 3: Rules and Regulations

The Executive Committee shall write Rules and Regulations for the conduct of the ISR. The Rules and Regulations shall be maintained on a continuous basis; modifications shall be approved by the Executive Committee by majority vote.

Section 4: Emergency Action

Between Executive Committee meetings, the President may take a vote of the Executive Committee members on urgent questions. The decision will then be made by majority vote received from members by the Secretary-General up to one month after the voting papers are sent by registered air mail, telefax, electronic mail, with secure web-

based voting, or the equivalent. A quorum must be received to make a decision valid. An interim decision by vote of the Executive Committee shall have the same authority as a decision by majority vote at a regular meeting of the Executive Committee.

ARTICLE VI: INTERNATIONAL ASSEMBLY

- A. The International Assembly shall consist of the national delegations of member countries which dues are current, together with the Executive Committee.
- B. Each national delegation present shall be entitled to one vote, which shall be exercised by the society representative or his designee. The President of the ISR shall be the chairman of the International Assembly and shall be entitled to cast a deciding vote in the case of a tie.
- C. A quorum of the International Assembly shall consist of a simple majority of the national delegations present at the meeting and which dues are current.
- D. The International Assembly shall approve broad policies and official actions of the ISR. It shall receive the reports of the various bodies of the ISR, approve the accounts; ratify succession of the President, elect the President-Elect, Secretary-General, and Treasurer, and perform any other duty as required by law or by these bylaws. The decisions of the International Assembly shall be made by a majority vote of the national delegations present

ARTICLE VII: OFFICERS

Section 1: Officers

The officers of the ISR shall be the President, President-elect, Secretary-General, Treasurer and the immediate Past President.

Section 2: Nominating Committee

The Nominating Committee will consist of the Immediate Past President as chairman, President, President-elect, and one national society member of the Executive Committee, who will be appointed by the President. The Nominating Committee shall be convened each two years by the Executive Committee. It will have the function of:

- A. Choosing nominees for those officers of the ISR whose terms will begin at the next International Congress of Radiology.
- B. Select candidates to deliver the Beclere and Fuchs lectures at the next ICR.
- C. Shall select one or two nominees to receive the Beclere Medal at the next ICR.
- D. Shall select the nominee for the Chairman of the ICRE.
- E. Shall select the nominee for the Chairman of the ICRQS.

The Nominating Committee shall submit its choices for the consideration of the Executive Committee at an Executive Committee session within the year preceding the next ICR.

The report of the Nominating Committee as approved by the Executive Committee shall be presented for a vote by the International Assembly, at its meeting during the next ICR

In the event that the ICR is not held the terms shall end at the annual meeting of the Radiological Society of North America (RSNA) in the even years.

Section 2: President

The President shall be elected as President-elect and succeed to the presidency for a single two-year term at the end of the preceding president's term or sooner if the preceding president is unable to fulfill the duties of his office. The President shall be chairman of the International Assembly and the Executive Committee and shall cast the deciding vote (at either meeting) in the case of a tie. The President shall prepare the agenda, preside at all meetings and gatherings of the ISR and Executive Committee, and perform such other duties as may be prescribed from time to time by the Executive Committee. The President shall appoint qualified individuals, create special committees for particular purposes as needed, and exercise other such rights as the bylaws or parliamentary procedure may require. The President shall be a member *ex officio* of all committees and has the right but not the obligation to participate in the deliberations of any committee.

Section 3: President-Elect

The President-elect is elected by the Executive Committee for a single term of two years. The President-elect assumes the duties of President at the conclusion of the President's term or midterm if the President is unable to fulfill the duties of his office. The qualifications for eligibility to be elected to the position of President-elect shall be defined in the "Rules and Regulations."

Section 4: Immediate Past President

The immediate Past President shall serve as a member of the Executive Committee during the two years following his term as President.

Section 5: Secretary-General

The Secretary-General is elected by the Executive Committee to a **single term of four years**. The Secretary-General has direct responsibility for the operation of the ISR secretariat, including the preservation of all ISR records and minutes of meetings, establishment of protocols, and oversight of the performance of the executive director.

Section 6: Treasurer

The Treasurer is elected by the Executive Committee for a **single term of four years**.

The Treasurer shall serve as the principal accounting and financial officer of the ISR and have charge of, and be responsible for, the maintenance of adequate books of account for the ISR. In addition, the Treasurer shall (1) supervise and be responsible for the custody of all funds and securities of the ISR and for their receipt and disbursement; (2) deposit all funds and securities of the ISR in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of Article XIII of these bylaws; and (3) in general perform all duties customarily incident to the office of treasurer and such other duties as may be assigned from time to time by the President or the Executive Committee.

Section 7: Executive Director

The Executive Committee may appoint an executive director for a term to be determined by the Committee. The executive director, under direction of the Secretary-General, shall perform the duties that the title of that office ordinarily connotes or those assigned by the Secretary-General and other officers.

ARTICLE VIII: MEETINGS

Section 1: Regular Meetings

- A. All member societies shall be notified of the date and place of meetings of the International Assembly at least two months in advance. The Executive Committee may provide by resolution the time and place, either inside or outside Illinois, for the holding of additional regular meetings.
- B. The Executive Committee shall meet at least twice a year or as often as necessary to carry out the business of the ISR. It shall also assemble prior to the meeting of the International Assembly.
- C. The International Assembly shall meet at the International Congress of Radiology or at the call of the President, but no less than once every two years.

Section 2: Quorum and Manner of Acting

A majority of the Executive Committee shall constitute a quorum. The act of a majority of the Executive Committee members present at a duly called meeting at which a quorum is present shall be the act of the Executive Committee, unless the act of a greater number is required by law, the articles of incorporation of the ISR, or these bylaws.

Section 3: Special Meetings

Special meetings of the International Assembly may be called at the discretion of the Executive Committee at a time and place to be designated by the President. Notice of a special meeting, together with statement of the business to be transacted at such a meeting, shall be sent to each voting member of the ISR no fewer than 14 days before the date of such a meeting. No business other than that specified in the notice of the special meeting shall be transacted.

Section 4: Notice

Notice of any regular or special meeting of the Executive Committee, including a statement of the purpose or purposes for which any special meeting is called, shall be given at least seven days prior thereto by written or printed notice delivered personally or mailed, telefaxed, or sent via electronic mail to each Executive Committee member at his or her address as shown in the records of the ISR. If mailed, such notice shall be deemed to be delivered when the note is delivered to the postal service. Any Executive Committee member may waive notice of any meeting. The attendance of an Executive Committee member at any meeting shall constitute a waiver of notice of such meeting, except where an Executive Committee member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 5: Compensation

Executive Committee members shall not receive any stated salaries for their services as directors but, by resolution of the Executive Committee, a fixed sum of expenses of attendance, if any, may be allowed in a reasonable amount for attendance at each regular or special meeting; provided, however, that nothing herein contained shall be construed to preclude any Executive Committee member from serving the ISR in any other capacity and receiving reasonable compensation therefore. Officers and Executive Committee members may be compensated for direct travel expenses incurred in carrying out their assigned duties.

ARTICLE IX: COMMISSIONS AND COMMITTEES

Section 1: Appointment

The Executive Committee may from time to time establish such commissions and committees as are deemed advisable. The President may appoint the members of a committee or commission, subject to the approval of the Executive Committee.

The President shall be an ex-officio member of all committees and may be chairman of any of them, should that be necessary.

Section 2: Standing Committees

The Standing Committees of the Society shall be:

1. The "International Commission on Radiological Education" (ICRE);
2. The "Program Planning Committee" (PPC); and
3. The "International Society Radiology Quality and Safety Alliance" (ISRQSA).

Section 3: ICRE

The chair will be selected by the Nomination Committee and shall be elected by the Executive Committee for a four year term that may be renewed. The chair shall be appointed by the President to the Executive Committee as a non-voting member.

- A. Commission members shall be appointed by the Executive Committee for up to two terms of two years.
- B. The ICRE shall coordinate the educational efforts of the Society.

Section 4: PPC

- A. The chairman shall be appointed by the President for a single two year term. He shall be appointed by the President to the Executive Committee as a non-voting member.
- B. The chairman shall become the co-chairman of the scientific committee of the scientific and educational committees supported by the ISR.
- C. Three additional members shall be appointed by the President and approved by the Executive Committee for up to two terms of two years.
- D. The ICRPPC members shall become members of the Scientific and Educational Committees supported by the ISR..
- E. The ICRE and ISRQSA Chairs shall serve as members of the PPC.

Section 8: ISRQSA

The Chair will be selected by the Nomination Committee and shall be elected by the Executive Committee for a four year term that may be renewed. The chair shall be appointed by the President to the Executive Committee as a non-voting member.

- A. Commission members shall be appointed by the Executive Committee for up to two terms of two years.
- B. The ISRQSA shall coordinate the quality and safety efforts of the Society.

ARTICLE X: EDUCATIONAL MEETINGS AND ACTIVITIES Section 1: Purpose

The ISR shall sponsor meetings with its member societies, including but not limited to regional meetings or International Congresses of Radiology (ICR), which purpose is the development and advancement of medical imaging.

ARTICLE XI: FINANCES, BOOKS, AND RECORDS

Section 1: Books and Records

The ISR shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Executive Committee.

Section 2: Dues

- A. The ISR shall be supported financially by annual subscriptions from the member societies. Annual subscriptions shall be determined by the Executive Committee at any regular meeting and fixed as a certain sum per participating (dues-paying) individual member of each member society. The Executive Committee may grant a waiver of dues upon request on a case by case basis.
- B. Dues notices shall be sent by the Treasurer to each member society before the end of each year and paid to the Secretariat of the ISR for the succeeding year. Dues payments must be accompanied by a current list of the officers of the national society and the number of individual members of that society. In cases where an individual holds membership in two or more radiological societies in a given country, for dues purposes, he or she shall be counted as a member of only one society.

ARTICLE XII: INDEMNIFICATION

Section 1: Direct Indemnification

To the full extent specifically authorized by, and in accordance with the procedure prescribed in, Section 108.75 of the Illinois General Not-for-Profit Corporation Act (or the corresponding provisions of any future statute applicable to corporations organized under that Act), the ISR shall indemnify any and all of its directors, officers, committee members, employees, agents and other authorized representatives for expenses and other amounts paid in connection with legal proceedings (whether threatened, pending or completed) in which any such persons become involved by reason of their serving in any such capacity for the ISR.

Section 2: Insurance

Upon specific authorization by the Executive Committee, the ISR may purchase and maintain insurance on behalf of any or all officers, committee members, employees, agents or other authorized representatives of the ISR against any liability asserted against any such person and incurred in any such capacity, or arising out of the status of serving in any such capacity, whether or not the ISR would have the power to indemnify them against any such liability under the provisions of Section 1 of this article.

ARTICLE XIII: CONTRACTS, CHECKS, DEPOSITS, AND GIFTS

Section 1: Contracts

The Executive Committee may authorize any officer or officers or agent or agents of the ISR, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the ISR, and such authority may be general or confined to specific instances.

Section 2: Checks, Drafts, Etc.

Subject to the direction of the Treasurer, all checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the ISR shall be signed by such officer or officers or agent or agents of the ISR in such manner as shall from time to time be determined by resolution of the Executive Committee. In the absence of such determination by the Executive Committee, such instruments shall be signed by the Treasurer and countersigned by the President or the Secretary-General of the ISR.

Section 3: Deposits

All funds of the ISR shall be deposited from time to time to the credit of the ISR in such banks, trust companies, or other depositories as the Executive Committee may select.

Section 4: Gifts

Any officer or director may accept on behalf of the ISR any unrestricted or unconditional contribution, gift, bequest, or devise for the general purposes or for any special purpose of the ISR. Any restricted or conditional contribution, gift, bequest, or device may be accepted only by the Executive Committee on behalf of the Society.

ARTICLE XIV: FISCAL YEAR

The fiscal year of the ISR shall begin on the first day of January in each calendar year and end on the 31st day of December in each calendar year.

ARTICLE XV: WAIVER OF NOTICE

Whenever any notice is required to be given under applicable law, the articles of incorporation, or these bylaws, 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 XVI: RULES OF ORDER

In absence of any provisions to the contrary in these bylaws, all meetings of the Society shall be governed by the parliamentary rules and usage contained in the current edition of Sturgis' Standard Code of Parliamentary Procedure.

ARTICLE XVII: AMENDMENTS

Amendments to these bylaws may be proposed by any national society or by the Executive Committee and must be received by the Secretary-General no later than two months prior to the meeting of the International Assembly. The Secretary-General will present the proposed changes to the Executive Committee. The Executive Committee will then present the proposed changes of the bylaws to the International Assembly. An affirmative vote of two-thirds of the national delegations present at the International Assembly meeting and whose dues are current shall be required for the adoption of amendments to the Bylaws.

ARTICLE XVIII: DISSOLUTION

Upon the dissolution of the ISR, the Executive Committee shall, after paying or making provision for the payment of all the liabilities of the ISR, dispose of all the assets of the ISR exclusively for the purposes of the ISR in such manner, or to such organization or organizations which are then qualified as exempt within the meaning of Section 501(c)(6) or Section 501(c)(3) (but only if the purposes and objectives of such organizations are similar to the purposes and objectives of the ISR) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States internal revenue law) as the Executive Committee shall determine.