

**SOCIETY OF CHAIRS OF
ACADEMIC RADIOLOGY DEPARTMENTS (SCARD)**

BYLAWS

*Approved by Membership
March 2008*

ARTICLE I: NAME AND PURPOSES

Section 1: Name

The name of this association shall be the Society of Chairs of Academic Radiology Departments, hereinafter referred to as the Society.

Section 2: Purposes

1. The Society shall be a nonprofit organization whose objectives shall be the advancement of the art and science of radiology by:
 - (a) the promotion of medical education, research and patient care;
 - (b) the development of methods of undergraduate and graduate teaching in radiology; and
 - (c) the provision of a forum for discussion of problems and mutual interest among radiology department chairpersons.
 - (d) the development of policies and initiatives essential for the success of the clinical, research and educational missions of radiology and imaging sciences.
2. 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 the any or more 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 Society 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 Board of Directors.
3. 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.
4. No part of the net earnings of the Society shall inure to the benefit of, or be distributable to, its officers, directors, members or other private persons, except that the Society shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose set forth in this section.

ARTICLE II: OFFICES

The Society shall have and continuously maintain in the state of Illinois 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 Board of Directors may from time to time determine.

ARTICLE III: MEMBERSHIP

1. Eligibility: All departments of radiology having accredited radiology residency programs in the United States and Canada are eligible for membership in the Society. Each department shall be represented by its chair, acting chair and/or co-chair. Exceptions to the eligibility requirements require the approval of the Board of Directors.
2. Emeritus members: Any former member may become an emeritus member of the Society upon application to the Secretary-Treasurer.
3. Termination: Any member who ceases to be a chair, acting chair, or co-chair of a department of radiology automatically ceases to be a member of the Society. Application may be made to the Secretary-Treasurer for Emeritus member status. Membership may be revoked for any reason by a two-thirds vote of the members present at a regular meeting of the Society.

ARTICLE IV: OFFICERS

Section 1: Officers

The officers of the Society shall be the President, President-elect, Past President, Secretary-Treasurer, and such others as may be elected by the Board of Directors in accordance with the provisions of this article. Each officer shall hold his or her office until a successor shall be duly elected and shall have qualified, or until his or her death, resignation, or removal from office. Officers may serve more than one term and may be re-elected without limitation.

Section 2: Election, Tenure, and Voting

1. All officers shall be elected by a vote of the majority of the active members present and voting at the annual meeting.
2. The President-elect shall serve two years, following which he or she shall become President of the Society.
3. The Past President shall serve on the Board of Directors for two years after his or her term as President.
4. The Secretary-Treasurer shall be elected for a two-year term.
5. The Councilors are elected for two-year terms.

6. Each active member of the Society shall be eligible to vote. Chairs and co-Chairs shall have one vote jointly.

Section 3: Removal

Any officer elected by the Board of Directors may be removed from office by the Board of Directors whenever, in its judgment, the best interests of the Society would be served by such a removal, but the removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 4: Vacancies

A vacancy in any office may be filled or new offices created and filled by action of the Board of Directors at any meeting of the Board. An officer appointed to fill a vacancy shall serve for the unexpired term of his or her predecessor, and an officer elected to fill a new office shall serve until the adjournment of the next annual meeting of the Board of Directors and until his or her successor shall have been duly elected and qualified, or until his or her death, resignation, or removal.

Section 5: President

The President shall prepare the agenda and preside at all meetings and gatherings of the Society and of the Board of Directors and shall perform all duties customarily incident to the office of president and such other duties as may be prescribed from time to time by the Board of Directors. 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 6: President-Elect

In the absence of the President, the President-elect shall preside and carry out all the duties of the President and shall otherwise function as a member of the Board of Directors of the Society. The President-elect shall succeed automatically to the presidency after two years.

Section 7: Secretary-Treasurer

The Secretary-Treasurer shall (1) keep minutes of the meetings of the Board of Directors and the annual meeting in one or more books maintained for that purpose; (2) prepare and circulate these minutes to the general membership as appropriate; (3) notify the general membership about the upcoming annual meeting in a timely fashion; (4) see that all notices are duly given in accordance with applicable law, the articles of incorporation, and these bylaws; (5) serve as the custodian of the corporate records; (6) keep a record of the mailing address of each officer of the Society, which shall be furnished to the Secretary-Treasurer by the officers; (7) serve as the principal accounting and financial officer of the society; (8) have charge of, and be responsible for, the maintenance of adequate books of account for the Society; (9) supervise and be responsible for the custody of all funds and securities of the Society and for their receipt and disbursement; (10) deposit all funds and securities of the Society in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of Article X of these bylaws; and (11) in general perform all duties customarily incident to the office of secretary-treasurer and such other

duties as may be assigned from time to time by the President or the Board of Directors. In the absence of the President and President-elect, the Secretary-Treasurer shall serve in the place of the President.

If required by the Board of Directors, the Secretary-Treasurer shall give a bond for the faithful discharge of the duties of that office in such sum and with such surety as the board shall determine. With the approval of the Board of Directors, the cost of any such bond or surety may be paid from the funds of the Society.

Section 8: Councilors

The Councilors shall provide advice and counsel to the officers of the Society and participate in meetings of the Board of Directors.

ARTICLE V: BOARD OF DIRECTORS

Section 1: General Powers

The property and affairs of the Society shall be managed by its board of directors.

Section 2: Number, Election, Tenure, and Qualifications

The Board of Directors shall consist of the President, President-elect, Past President, and Secretary-Treasurer of the Society and three Councilors. Members of the Board of Directors need not be residents of the state of Illinois, and there shall be no limit on the number of consecutive terms as a Board member that any individual may serve.

ARTICLE VI: COMMITTEES

Section 1: Appointment

The Board of Directors may from time to time establish such committees as are deemed advisable. Any such committee shall consist of as many officers and/or other persons and have purposes and powers as may be designated by the Board of Directors upon establishment of the committee or from time to time thereafter. Unless otherwise provided by the Board of Directors, the President shall appoint the members of a committee, subject to the authorization of the membership and the approval of the Board of Directors. If a person is appointed or elected to a committee or other position within the Society and is unable or unwilling to serve, the President may appoint another general member to serve until the next annual meeting.

Section 2: Rules Committee

The Rules Committee shall prepare amendments or changes in the bylaws for approval of the membership at the direction of the President. The chairperson of the Rules Committee shall serve as parliamentarian during the annual meeting of the Society.

Section 3: Nominating Committee

The Nominating Committee shall consist of the Immediate Past President, President, and President-elect, with the Immediate Past President serving as chair. The chair of the Nominating Committee will present the nominees for election at the annual meeting.

The Nominating Committee shall select candidates for President-elect, Secretary-Treasurer, and Councilors.

Section 4: Ad Hoc Committees

The President may appoint such ad hoc committees as are necessary to conduct the business of the Society. Ad hoc committees will serve until the next business meeting of the Society following their Appointment

ARTICLE VII: MEETINGS

Section 1: Annual Meeting

There will be at least one meeting of the Society's membership each year. All members shall be notified of the date and place of the annual meeting at least three months in advance. The Board of Directors may provide by resolution the time and place, either inside or outside Illinois, for the holding of additional regular meetings.

In addition to convening at the annual meeting, the Board of Directors shall meet as often as necessary to carry out the business of the Society.

Section 2: Special Meetings

Special meetings of the Society may be called at the discretion of the Board of Directors at a time and place to be designated by the President. Notice of a special meeting, together with a statement of the business to be transacted at such a meeting, shall be sent to each voting member of the Society 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 3: Notice

Notice of any regular or special meeting of the Board of Directors, including a statement of the purpose or purposes for which any special meeting is called, shall be given at least five days prior thereto by written or printed notice delivered personally or mailed to each director at his or her address as shown in the records of the Society. If mailed, such notice shall be deemed when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice is given by telegram, such notice shall be deemed delivered when the telegram is delivered to the telegraph company. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director 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 4: Quorum

A quorum for conducting business at the annual meeting and for the election of officers shall be 20 members present at the appointed time and place of the meeting.

Section 5: Manner of Acting

The act of a majority of the directors present at a duly called meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law, the articles of incorporation of the Society, or these bylaws.

Section 6: Compensation

Directors shall not receive any stated salaries for their services as directors but, by resolution of the Board of Directors, a fixed sum and expenses of attendance, if any, may be allowed in a reasonable amount for attendance at each regular or special meeting of the board; provided, however, that nothing herein contained shall be construed to preclude any director from serving the Society in any other capacity and receiving reasonable compensation therefore.

Section 7: Informal Action

Any action that law, the articles of incorporation of the Society, or these bylaws require to be taken at a meeting of the Board of Directors, or any other action that may be taken at a meeting of the Board of Directors, may be taken by without a meeting if a consent in writing, setting forth the action taken, shall be signed by all the directors entitled to vote with respect to the subject matter thereof. Any such consent signed by all the directors shall have the same force and effect as a unanimous vote at a duly called and constituted meeting of the Board of Directors.

ARTICLE VIII: DUES AND FEES

The annual dues and/or membership assessment recommended by the Board of Directors and approved by the membership at the annual meeting will commence July 1, the beginning of the Society's fiscal year. Retired members are relieved of paying dues. Dues must be paid in U.S. dollars.

ARTICLE IX: 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 Society 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 Society.

Section 2: Insurance

Upon specific authorization by the Board of Directors, the Society may purchase and maintain insurance on behalf of any or all officers, committee members, employees, agents, or other authorized representatives of the Society 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 Society would have the power to indemnify them against such liability under the provisions of Section 1 of this Article.

ARTICLE X: CONTRACTS, CHECKS, DEPOSITS, AND GIFTS

Section 1: Contracts

The Board of Directors may authorize any officer or officers or agent or agents of the Society, 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 Society, and such authority may be general or confined to specific instances.

Section 2: Checks, Drafts, Etc.

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

Section 3: Deposits

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

Section 4: Gifts

Any officer or the Director may accept on behalf of the Society any unrestricted or unconditional contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Society. Any restricted or conditional contribution, gift, bequest, or devise may be accepted only by the Board of Directors on behalf of the Society.

ARTICLE XI: BOOKS AND RECORDS

The Society shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Board of Directors.

ARTICLE XII: FISCAL YEAR

The fiscal year of the Society shall begin on the first day of July in each calendar year and end on the 30th day of June in each calendar year.

ARTICLE XIII: 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 XIV: RULES OF ORDER

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

ARTICLE XV: AMENDMENTS

These bylaws may be altered, amended, or repealed and new bylaws may be adopted by a majority of the members acting at any duly called and constituted regular or special meeting of the membership, provided that written notice of the proposed change or changes shall have been included in the notice of any such meeting of the members.

ARTICLE XVI: DISSOLUTION

Upon the dissolution of the Society, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Society, dispose of all the assets of the Society exclusively for the purposes of the Society 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 organization(s) are similar to the purposes and objectives of the Society) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States internal revenue law), as the Executive Board shall determine.

*Revised: May 6, 2005
April 7, 2006
March 28, 2008*