



**INTERNATIONAL
SOCIETY
OF
RADIOLOGY**

BYLAWS

2008



INTERNATIONAL SOCIETY OF RADIOLOGY (ISR) BYLAWS

(adopted June 2008)

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 the medical use of radiation from any source or other forms of physical energy.

Section 2: Purposes

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

- A. To develop and advance radiology through education and scientific research throughout the world; to establish and support international commissions and committees, to investigate and coordinate issues of importance to radiology; and to sponsor the International Congress of Radiology (ICR) as a forum for educational and scientific presentations in all areas of radiology.

2 *International Society of Radiology*

- 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 five 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 and the African Society of Radiology shall each be represented on the Executive Committee.

Section 2: Delegations to the International Committee

- A. The national radiological society or societies of each member country shall be entitled to appoint a national delegation of no more than three (3) persons to the International Committee. 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 two-year period, and shall be completed no later than six months prior to the meeting of the International Committee at the International Congress of Radiology.
- B. The national radiological societies shall each select a chairman of their national delegation. 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: BOARD OF DIRECTORS

(EXECUTIVE COMMITTEE)

Section 1: Powers

The property and affairs of the ISR shall be managed by its Board of Directors, hereinafter referred to as the 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 ten 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.' The chairman of the International Commission on Radiologic Education shall be appointed by the President to hold a nonvoting, ex officio position on the Executive Committee for two-year terms.

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

4 *International Society of Radiology*

term of each office is two years. 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 elected as follows:
1. Every two years, the five 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 and African Society of Radiology) each shall nominate one representative 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 Committee meeting. A list of national societies willing to sponsor a member of the Executive Committee shall be finalized at least three months prior to the next meeting of the International Committee and shall be presented to the delegates at the meeting.

Each eligible national society 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. A member of the Executive Committee, who becomes an ISR officer may, at the choice of the society, continue to represent his national society for the remainder of his elected term as a 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 a majority of votes.

Section 4: Emergency Action

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

ARTICLE VI: INTERNATIONAL COMMITTEE

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

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. Each officer (other than the Past President) shall be elected by the Executive Committee and ratified by the International Committee by a simple majority vote for a two-year term.

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 Committee and the Executive Committee and shall cast the deciding vote 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.

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 for a term of two years. An incumbent Secretary-General may be re-elected for a maximum of two additional terms. 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 term of two years. An incumbent Treasurer may be re-elected for a maximum of two additional terms. 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 members societies shall be notified of the date and place of meetings of the annual meetings of the International Committee at least three 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 once 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 Committee.
- C. The International Committee shall meet at the International Congress of Radiology or at the call of the President.
- D. The International Congress of Radiology shall be held 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 directors 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 Committee 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 director 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 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 5: Compensation

Directions shall not receive any stated salaries for their services as directors but, by resolution of the Executive Committee, a fixed sum and 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 director from serving the ISR in any other capacity and receiving reasonable compensation therefore. Officers and directors may be compensated for direct 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.

ARTICLE X: INTERNATIONAL CONGRESS OF RADIOLOGY (ICR)

Section 1: Purpose

The ISR shall sponsor the International Congress of Radiology (ICR), whose purpose is the development and advancement of radiology, every second year. The Executive Committee shall select a national radiological society member to organize the ICR in a

particular location. The official languages of the congress shall be English and additional languages according to their predominance in the particular region. An official final report, including the audited accounts of the Congress, shall be approved by the ISR Executive Committee not later than one year after the close of the Congress.

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.
- 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 devise 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 9 months prior to the meeting of the International Committee. 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 Committee. An affirmative vote of two-thirds of the national delegations present at the International Committee 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.



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