

**BYLAWS  
OF  
SOCIETY OF CARDIOVASCULAR COMPUTED TOMOGRAPHY**

**ARTICLE I**

**Name**

The name of the corporation shall be Society of Cardiovascular Computed Tomography (hereinafter referred to as the “Society”).

**ARTICLE II**

**Corporate Purpose**

The purpose for which this Society is organized and operated is exclusively charitable, scientific and educational, as defined in Section 501(c)(3) of the Internal Revenue Code, as amended, and its regulations as they now exist, or as they may hereafter be amended. The purpose of this Society shall be as provided for in the Articles of Incorporation of the Society.

**ARTICLE III**

**Membership**

Section 1. Members. There shall be five (5) classes of membership: Physician/Scientist Member, Affiliate Member, Technologist Member, Non-Physician Administrator Member and Associate Member. All membership classes shall have full voting privileges. Membership in the Society shall be available to individuals interested in cardiovascular computed tomography, having an interest in the Society, supporting its purpose, or otherwise qualifying for membership under criteria established by the Board of Directors from time to time. Members shall be entitled to elect the Directors and Officers as provided for in Article V, Section 4 of these Bylaws.

Section 2. Application For Membership. All applicants for membership shall complete and submit to the Society the application form specified and provided by the Society. Applicants shall be admitted to membership in the Society upon completion of administrative processing of the required membership application and the payment of required dues as designated by the Board of Directors.

Section 3. Membership Qualification, Dues and Benefits. Membership qualifications, dues and benefits for each class of membership shall be those established from time to time by the Board of Directors. The Board of Directors may add, delete, or adjust membership qualifications and benefits as it deems necessary or desirable to further the purpose of the Society. No addition, deletion, or adjustment of membership qualifications and benefits shall require any adjustment of dues for the membership period in which it occurs. Any member whose dues are delinquent for more than sixty (60) days after billing is not in good standing and the member shall be dropped from membership following written notice of termination of the membership.

Section 4. Denial, Suspension and Termination of Membership. Any member may voluntarily terminate membership by written notice to the Society. The Society may terminate the membership of any member for failure to pay required dues. The Society may deny, suspend or terminate the membership of any member who engages in conduct determined by a majority vote of the Board of Directors at a duly convened meeting, after not less than thirty (30) days notice with opportunity to be heard, for any action found, in its sole discretion, to be unethical or in any way detrimental to the purpose of the Society. All suspensions or terminations of membership shall be effective at the convenience of the Society in accordance with procedures established by a majority vote of the Board of Directors, and shall suspend or terminate, as the case may be, the right of the member to all membership benefits of the Society.

Section 5. Meetings of Membership. There shall be an annual meeting of the Members of the Society, for receiving annual reports and the transaction of other business. Other meetings of the members of the Society shall be held as designated by the Board of Directors. Notice of such meetings shall be given to each member as provided for in Article XI, Section 1 at least thirty (30) days before the time appointed for the meeting. Special meetings of the Society shall be called by the Chairman at any time upon written request by a majority of the members of the Society. Notice of such meetings shall be given to each member as provided for in Article XI, Section 1 at least ten (10) days before the time appointed for the meeting. The members present at any meeting constitute a quorum.

## **ARTICLE IV**

### **Board of Directors**

Section 1. Management. The business and the affairs of the Society shall be directed, controlled, and managed by the Board of Directors who shall be the governing body of the Society.

Section 2. Duties of the Board of Directors. The Board of Directors shall manage all of the affairs, the property and funds of the Society, and shall have the duty and authority to do and perform all acts consistent with these Bylaws, the Articles of Incorporation of the Society, and any amendments thereto, and the laws of the District of Columbia. The Board of Directors shall have such other duties as may be prescribed by law.

Section 3. Number and Term. The Board of Directors shall consist of the six (6) elected Officers of the Society and that number of elected Directors as determined by the Board of Directors from time to time, but there shall always be at least nine (9) Directors in addition to the elected Officers. At the organizational meeting, the Directors shall stagger the term of the elected Directors so that approximately one-third of the Directors are elected each year. Directors shall serve a term of three (3) years, and are eligible for re-election for one (1) additional three (3) year term. The past president will continue on the Board of Directors as a non-voting, ex-officio director for 5 years following their term as Immediate Past President.

Section 4. Election and Removal of Directors. The initial Directors shall be those persons named in the Articles of Incorporation. At the appropriate annual meeting of members where the elections of new directors shall occur, directors shall be elected by the majority vote of the Members. A Director may be removed from office, with or without cause, by a two-thirds (2/3) vote of the Directors then in office or the majority vote of the Members of the Society.

Section 5. Vacancies of the Board. All vacancies on the Board of Directors shall be filled for the unexpired term by a vote of the Board of Directors, if necessary to achieve the minimum Board of Directors. Directors appointed to fill vacancies or to occupy positions resulting from an increase in the number of Directors shall serve until their successors are duly appointed and qualified.

Section 6. Meetings. The Board of Directors shall hold an Annual Meeting. Notice of time and place of the meeting shall be mailed or emailed to each Director at least thirty (30) days prior to the date set for the meeting. The Board of Directors may hold additional regular or special meetings within or outside the District of Columbia. Notice of the time and place of the meeting shall be mailed or emailed to each Director at least thirty (30) days prior to the meeting. Special meetings of the Board of Directors may be called by the President or may be called at the

request of not less than one-third (1/3) of the Directors. Notice of time and place of the special meeting shall be mailed or emailed to each Director at least ten (10) days prior to the meeting. Meetings of Directors may be held in person, by teleconference, or by any other manner in which all Directors are able to hear one another and actively participate in discussions and deliberations, and such participation shall constitute presence in person at the meeting.

Section 7. Quorum. A majority of the total number of Directors then serving shall constitute a quorum, but, in case there is no quorum present, a lesser number may adjourn from time to time until a quorum is obtained. The vote of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board, except as a larger vote may be required by the laws of the District of Columbia, these Bylaws, or the Articles of Incorporation.

Section 8. Action by Unanimous Written Consent. Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if a written consent of such action is signed or indicated by email communication by two-thirds of the members of the Board of Directors and such written consent is filed with the minutes of the proceedings of the Board of Directors.

## **ARTICLE V**

### **Officers**

Section 1. Composition. The Officers of the Society shall be the President, the President-Elect, the Immediate Past President, the Vice-President, the Secretary and the Treasurer. The Board of Directors may create other officer positions as it deems necessary and desirable.

Section 2. Term and Election. The Officers shall serve a term of one (1) year. At the expiration of the President's one (1) year term, the President-Elect shall become President and the President shall become the Immediate Past President. The President shall not serve more than one (1) term consecutively, except when a vacancy in the office of President is filled by the President-Elect, in which case the President-Elect shall serve both the partially unexpired term and the full normal term as President. The Immediate Past President shall serve for a term of one (1) year. At the annual meeting of the Members, the Members shall elect a President-Elect, a Vice-President, a Treasurer, a Secretary, and such other officers as the Board of Directors deems necessary and desirable.

Section 3. Removal. All officers of the Society elected by the Members may be removed from office, with or without cause, at any time by a two-thirds (2/3) vote of the Directors then in office or the majority vote of the Members of the Society.

Section 4. Vacancies. A vacancy in any office, except President, shall be filled by a vote of a majority of the Board of Directors. Officers elected to fill a vacancy shall serve for the unexpired term of the previous officer.

Section 5. Duties of the President. The President shall be the chief elected officer of the Society, and, subject to the control of the Board of Directors, have general supervision, direction, and control of the business affairs of the Society, shall have the general powers and duties of management usually vested in the office of President, and shall have such other powers and duties as may be prescribed by the Board of Directors and by these Bylaws. The President shall preside at meetings of the Board of Directors.

Section 6. Duties of the Immediate Past-President, President-Elect and Vice-President. During the temporary absence of the President, the President-Elect shall assume the duties of President *pro tempore*. If the President-Elect is not available, the Vice-President shall serve as President *pro tempore*. Duties shall be assigned by the President to the President-Elect and the Vice-President that will further the mission and goals of the Society. The Immediate Past President shall serve as the chair of the Nominating Committee.

Section 7. Duties of the Secretary. The Secretary shall attend all meetings of the Board of Directors, and shall preserve in record books the full and correct minutes of the proceedings of all such meetings. It shall be the duty of the Secretary to sign and execute all corporate documents and instruments whereupon the Secretary's signature may be lawfully required. The Secretary shall also serve all notices required by law, the Bylaws, or by resolution of the Board of Directors. The Secretary shall also perform such other duties as may be delegated by the Board of Directors.

Section 8. Duties of the Treasurer. The Treasurer shall keep or cause to be kept, in books belonging to the Society, complete and accurate accounts of all receipts and disbursements, resources, and liabilities, and other valuable effects of the Society. The Treasurer shall serve as the Chairman of the Finance committee and shall render to the President and to the Directors at the meetings of the Directors, or whenever otherwise requested, correct statements and reports showing the financial condition of the Society. The Treasurer shall arrange for the

performance of an audit and for the preparation of audited financial statements by a certified public accountant on behalf of the Society, whenever directed to do so by the Board.

Section 9. Duties of Other Officers. Any other officers elected by the Members shall hold office for such term and have such duties as the Board of Directors prescribes from time to time.

## **ARTICLE VI**

### **Committees**

Section 1. Standing Board Committees. The Society shall have the following standing committees: Executive Committee, Finance Committee, and Nominating Committee. The Executive Committee shall consist of the elected officers of the Society and shall be chaired by the President. The Finance Committee shall consist of the Treasurer and one or more other Board members. The Finance Committee shall be chaired by the Treasurer. The Nominating Committee shall consist of the Immediate Past President, who shall serve as the chair, the President, President-Elect, and one or more other members. The Nominating committee shall consider written nominations from the membership for elected members of the Board of Directors and Officers.

Section 2. Operating Committees and Ad Hoc Task Forces. With the approval of the board of directors, the President may from time to time constitute or dissolve such other committees as may be appropriate, determine their duration, size and responsibility. With the exception of the Executive Committee, all committee appointments shall be made by the President with approval of the Executive Committee. The President may appoint, remove and designate the terms of ad hoc task force members.

Section 3. Other Committees. The Board of Directors shall have the power, by resolution adopted by a majority of the Directors then in office, to designate one or more other committees.

Section 4. Term of Appointment. Each appointed member of a committee shall serve a three (3) year term and shall be eligible to serve additional terms if so determined by the Executive Committee.

Section 5. Chair. One member of each of the other committees shall be appointed chair by the person or persons authorized to appoint the members thereof.

Section 6. Removal. Any appointed member of a committee may be removed at any time with or without cause by the Board of Directors.

Section 6. Vacancies. Vacancies in the appointed membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 7. Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at the meeting at which a quorum is present shall be the act of the committee.

Section 8. Conference Call. Committee meetings may be held in person, by teleconference, or by any other manner in which all committee members are able to hear one another and actively participate in discussions and deliberations, and such participation shall constitute presence in person at the meeting.

## **ARTICLE VII**

### **Management Policies**

Section 1. Policies and Procedures. The Board of Directors shall establish and maintain written policies for the management of the Society wholly consistent with these bylaws.

Section 2. No property of this corporation shall inure to the benefit of any private person. This corporation does not contemplate the distribution of any gains, profits, dividends of net earnings to the benefit of any individual at any time whatsoever.

## **ARTICLE VIII**

### **Fiscal Year**

The fiscal year of the Society shall begin on the first day of January and end on the last day of December in each year.

## **ARTICLE IX**

### **Indemnity**

The Society shall indemnify Directors, officers, and CEO who may have served at its request as Directors and officers against damages awarded against them, and expenses actually and necessarily incurred by them in connection with the defense of any action, suit, or

proceeding in which they are made a party by reason of being or having been such a Director or officer, except in relation to matters as to which they shall be adjudged in such action, suit, or proceeding to be liable for misconduct in the performance of their duty. Such rights of indemnification and reimbursement shall not be deemed exclusive or any other rights to which such Director or officer may be entitled under any Bylaw, agreement, or otherwise.

## **ARTICLE X**

### **Notices**

Section 1. Method of Giving Notices. Whenever notice is required to be given by these Bylaws, the same shall be given as specified either by electronic mail or by depositing the same with the U.S. Postal Service, postage prepaid, to the last known address of the individual entitled to such notice.

Section 2. Waiver of Notice. Any meeting of the Members or of the Board of Directors may be deemed to have been validly and legally called if all of the Members or Directors entitled to vote on the day of the meeting sign a written waiver of notice, either before or after the meeting. Attendance of a Member or a Director at any meeting shall constitute a waiver of notice of that meeting and no written waiver need be obtained from that Member or Director except when the Member or Director attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. All such waivers, consents, or approvals shall be filed with the corporate records of the Society.

## **ARTICLE XI**

### **Amendment to the Bylaws**

These Bylaws may be amended, altered, restated, or otherwise revised by the affirmative vote of two-thirds (2/3) of the Directors present at any meeting of the Board, provided that the amendment or proposal shall first be mailed or emailed to each Director of the Board at least ten (10) days prior to the meeting at which it is proposed.

## **ARTICLE XII**

### **Corporate Seal**

The Board of Directors shall provide a suitable seal containing the name of the Society and the year in which it was first incorporated. The seal shall be in the custody of the Secretary.

Adopted this 30th day of May, 2005.

Revised March 25, 2007

Revised June 17, 2009

Revised July 17, 2009