

**BYLAWS**  
**THE SOCIETY FOR CARDIOVASCULAR MAGNETIC RESONANCE**

**ARTICLE I**

**Name**

The name of the corporation shall be Society for Cardiovascular Magnetic Resonance (SCMR) (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**

**Offices**

Principal Office. The principal office of the Society shall be located at 19 Mantua Road, Mt. Royal, NJ. The Society may have such other offices, either within or outside the United States as the Board of Trustees (hereinafter referred to as the “Board”) may determine or as the affairs of the Society may require from time to time. The principal office of the Society in New Jersey may be relocated from time to time as determined by the Board.

**ARTICLE IV**

**Membership**

Section 1. Members.

There shall be four (4) classes of membership: Regular Member, Trainee Member, Technologist/Allied Health Member, Emeritus Member. All membership classes shall have full voting privileges. Membership in the Society shall be available to individuals interested in cardiovascular magnetic resonance (CMR), having an interest in the Society, supporting its purpose, or otherwise qualifying for membership under criteria established by the Board from time to time. Members shall be entitled to elect the Trustees and Officers as provided for in Articles V and VI 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.

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. The Board 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.

#### Section 4: Dues

The membership year shall be from January 1<sup>st</sup> to December 31<sup>st</sup> each year with dues payable by January 1 of each year. Dues shall be remitted to the Society or its business agent. The Board may apply sanctions against any Member who fails to pay dues within six months of the payment due date.

#### Section 5. Denial, Suspension and Termination of Membership.

Any Member may voluntarily terminate membership by written notice to the Society. Upon notification, no refund of paid dues will be made by 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, 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, and shall suspend or terminate, as the case may be, the right of the Member to all membership benefits of the Society.

#### Section 6. Meetings of Membership.

There shall be an annual meeting of the Members of the Society at the Annual Scientific Session of the Society. The purpose of this meeting will be 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. 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 President 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 thirty (30) days before the time appointed for the meeting. The Members present at any meeting constitute a quorum.

### **ARTICLE V**

#### **Board of Trustees**

##### Section 1. Management.

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

##### Section 2. Duties of the Board

The Board 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 State of New Jersey. The Board shall have such other duties as may be prescribed by law.

##### Section 3. Number and Term.

The Board shall consist of the five (5) elected Officers (President, Vice President, Secretary/Treasurer, Vice Secretary/Treasurer, and Immediate Past President), the Editor of the *Journal of Cardiovascular Magnetic Resonance* and ten (10) ordinary Trustees, one of whom

shall be a technologist. All Officers, the Editor, and ordinary Trustees in good standing have full voting rights. The Annual Scientific Sessions Chair and the Webmaster shall be ex-officio members of the Board, without voting rights.”The President may also appoint up to two (2) additional members as ex-officio members of the Board, without voting rights. [for representation from larger geographic groups]. Ordinary Trustees will take office at the conclusion of the annual meeting following their election, serve on the Board for three years, and cannot be re-elected to serve as a Trustee for two years. An officer cannot be elected by the membership to serve as a Trustee until at least 2 years after leaving office. Elections will be held annually. The Trustees shall have a staggered term such that approximately 1/3<sup>rd</sup> of the Trustees will be elected each year.

#### Section 4. Election and Removal of Trustees

Only members who are in good standing are eligible to run and serve as a Trustee. Ordinary Trustees will be elected (from a slate of nominees provided by the Nominating Committee and approved by the Board) by a majority vote of the membership casting ballots. A Trustee may be removed from office, with or without cause by a two-thirds (2/3) vote of the Board or by a majority vote of the members of the Society casting ballots.

#### Section 5. Vacancies of the Board.

All Trustee vacancies on the Board shall be filled for the unexpired term by a majority vote of the Board. Trustees appointed to fill a vacancy must be members in good standing and not have served as a Trustee in the prior 2 years. An appointed Trustee is eligible to run for elected office (Officer or as an elected Trustee).

#### Section 6. Meetings of the Board.

The Board shall hold an Annual Meeting at the Annual Scientific Sessions. Notice of the time and place of the Board meeting shall be made to each Trustee at least thirty (30) days prior to the date set for the meeting. The Board may hold additional regular or special meetings within or outside the United States. Notice of the time and place of the meeting shall be given to each Trustee at least thirty (30) days prior to the meeting. Special meetings of the Board may be called by the President or may be called at the request of at least one-third (1/3) of the voting members of the Board. Notice of time and place of the special meeting shall be made to each Trustee at least ten (10) days prior to the meeting. Meetings of Board may be held in person, by teleconference, or by any other manner in which all Trustees 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 VI**

#### **Officers**

##### Section 1. Composition.

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

##### Section 2. Term and Election.

All officers shall serve a term of one (1) year. The Vice President and Vice Secretary/Treasurer

will succeed to President and Secretary/Treasurer, respectively, on vacancy of those offices. Except for cases of an unexpected vacancy, no Officer may serve for more than one (1) term in any one office. New Officers will take office at the conclusion of the annual meeting following their election.

### Section 3. Election and Removal of Officers.

The Vice President elect and a Vice Secretary/Treasurer elect shall be elected by a majority of the membership casting ballots from a slate provided by the Nominating Committee and approved by the Board. Only Members who are currently or who have previously served on the Board are eligible to run for an Officer position. An Officer may be removed from office, with or without cause, by a two-thirds (2/3) vote of the Board then in office or by a majority vote of the Members of the Society.

### Section 4. Vacancies.

A vacancy in the offices of President and Secretary/Treasurer will be filled by the current Vice-President and Vice-Secretary/Treasurer, respectively. A vacancy in any other Office, shall be filled by a vote of the Board. Officers elected by the Board to fill a vacancy shall serve for the unexpired term of the previous officer. If they had not previously held this position, the Board elected officer may then run for this Office at a subsequent membership election.

### Section 5. Duties of the President.

The President shall be the chief elected officer of the Society, shall, subject to the control of the Board, 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, shall serve on the Executive Committee, shall preside at meetings of the Board, shall serve as an ex-officio member of all committees of the Society except for the Nominating Committee, shall have authority to approve members of all committees as proposed by the Committee Chairman (except the Executive and Nominating Committees) and shall have such other powers and duties as may be prescribed by the Board and by these Bylaws. In the event of a tie vote of the Board for the second time, the President has the privilege to vote again (twice) to break the tie. With Board approval, the President shall appoint all committee chairs except for the Nominating Committee.

### Section 6. Duties of the Vice-President.

The Vice-President shall attend all meetings of the board, shall serve as an ex-officio member of all committees of the Society except for the Nominating Committee and shall serve as a member of the Executive Committee. During the temporary absence of the President, the Vice-President shall assume the duties of President *pro tempore*. If the Vice-President is unable to serve, the Secretary/Treasurer shall serve as President *pro tempore*. Duties shall be assigned by the President to the Vice-President that will further the mission and goals of the Society.

### Section 7. Duties of the Secretary/Treasurer.

The Secretary/Treasurer shall attend all meetings of the Board, shall serve on the Executive Committee, shall preserve in record books the full and correct minutes of the proceedings of all such meetings and 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 Secretary/Treasurer shall render to the President and to the Board or whenever otherwise requested, correct statements and reports showing the financial condition of the Society, 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, shall sign and execute all corporate documents and instruments whereupon the Secretary/Treasurer's signature may be lawfully required and shall serve all notices required by law, the Bylaws, or by resolution of the Board.

**Section 8: Duties of the Vice-Secretary/Treasurer.**

The Vice Secretary/Treasurer shall attend all meetings of the Board, shall serve on the Executive Committee, and shall assist the Secretary/Treasurer as directed by the Secretary/Treasurer, President, Vice-President and Board.

**Section 9: Duties of the Immediate Past President**

The Immediate Past President shall attend all meetings of the Board, shall serve on the Executive Committee and shall serve as the chair of the Nominating Committee.

**Section 10. Duties of Other Officers.** Any other officers elected by the Members shall hold office for such term and have such duties as the Board prescribes from time to time.

**Article VII**

**CONDUCT OF BUSINESS**

**Section 1. Quorum.**

A majority of the total number of voting Board members then serving shall constitute a quorum of the Board. In the event that 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 Trustees present at any Board meeting at which there is a quorum shall be the act of the Board, except as a larger vote may be required.

**Section 2. Action by Unanimous Written Consent.** Any action required or permitted to be taken at any meeting of the Board may be taken without a meeting if a written consent of such action is signed by all members of the Board and such written consent is filed with the minutes of the proceedings of the Board of Directors.

**Section 3. Rules of Order**

Robert's Rules of Order, revised, shall cover the conduct of meetings of necessary.

**ARTICLE VIII**

**Committees**

**Section 1. Standing Committees.** The Society shall have the following standing committees: Executive Committee, Nominating Committee, Membership Committee, Publications Committee, Annual Scientific Sessions Program Committee, and Technologists Committee.

**Standing Committees:**

The Executive Committee shall consist of the President, Vice-President, Secretary/Treasurer,

Vice-Secretary/Treasurer, Immediate Past President and the Program Chairman. The Executive Committee shall be chaired by the President.

The Nominating Committee shall be chaired by the Immediate Past President and shall be composed of a minimum of 5 members, selected by the Immediate Past President from among members in good standing who are not currently on the Board and who reflect the diverse aspects of the Society in geography and discipline.

The Membership Committee shall identify and solicit members for the Society and make recommendations to the Board regarding membership benefits.

The Publications Committee will oversee the Society's Journal, including relations with the publisher.

The Technologist Committee will participate in the identification and solicitation of technologist members for the Society and coordinate the Technologists program at the Annual Scientific Sessions. They will also recommend educational and other programs relevant to technologists to the Board and/or appropriate Committee.

#### Section 2. Other Committees.

The Board shall have the power to establish one or more other committees, subcommittees, or task forces.

#### Section 3: Committee Membership

All members in good standing are eligible to serve as members of a committee.

#### Section 4. Term of Appointment.

With the exception of the Executive and Nominations Committee, each appointed member of a committee shall serve a three (3) year term on the committee and shall be eligible to serve one (1) additional three (3) year term. Approximately 1/3<sup>rd</sup> of members will be appointed each year.

#### Section 5. Committee Chairman.

With majority consent of the Board, the President will appoint one member of each of committees as a chairman to serve for two (2) years. The members of the committee will, by majority vote present, elect a vice-chairman to assist the chairman and to serve in the absence of the chairman. Each Committee Chairman is responsible for providing a report of the Committees activities and recommendations to the Board at least once/year. At the completion of a Committee Chairmanship, the Member may continue to serve on the committee at the discretion of the President.

#### Section 6. Removal.

By majority decision of the Executive Committee, any appointed committee member may be removed at any time with or without cause.

#### Section 7. 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 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 IX**

**Contracts, Checks, Deposits and Funds**

**Section 1. Contracts.**

The Board 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 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 the Board. In the absence of such determination by the Board, such instruments shall be signed by the Treasurer and countersigned by a different person serving as an officer 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 may select.

**ARTICLE X**

**Fiscal Year**

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

**ARTICLE XI**

**Indemnity**

The Society shall indemnify those who have served at its request as Trustees 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 Trustee 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 Trustee or Officer may be entitled under any Bylaw, agreement, or otherwise.

**ARTICLE XII**

**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 may be deemed to have been validly and legally called if all of the Members or Trustees 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 Trustee at any meeting shall constitute a waiver of notice of that meeting and no written waiver need be obtained from that Member or Trustee except when the Member or Trustee 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 XIII**

**Amendment to the Bylaws**

These Bylaws may be amended, altered, restated, or otherwise revised by the Board with an affirmative vote of two-thirds (2/3) of the membership casting ballots.

Revised and adopted by the Board of Trustees  
November 1, 2012