

BYLAWS OF THE NORTH AMERICAN SOCIETY FOR CARDIOVASCULAR IMAGING - 2016

ARTICLE I NAME AND PURPOSE

Section 1.01 This organization shall be known as the North American Society for Cardiovascular Imaging (hereinafter referred to as "Society"). The Society is a scientific, educational and professional organization dedicated to the advancement of cardiovascular imaging.

Section 1.02 The objectives of the society shall be (1) to encourage the development and dissemination of knowledge regarding cardiovascular imaging (2) to contribute to the active continuing education of its membership and the medical community and (3) to promote the study, research and clinical practice of cardiovascular imaging.

ARTICLE II MEMBERSHIP

Section 2.01 Membership in the Society is open to physicians, scientists, allied healthcare professionals, and trainees with an interest in the field of cardiovascular imaging. Other members of the community can also be accepted upon the invitation of the Board of Directors (hereinafter referred to as "Board").

Section 2.02 The categories of membership are Active, Allied Health, In-Training, Fellow, Fellow Emeritus, Retired, and Honorary. A list of the members will be compiled annually by the Secretary and made available to the members.

Section 2.03 Applications for Physician, Scientist, Active, Allied Health, or In-Training membership should be submitted in writing. Upon receipt of the completed application for Active, Allied Health, or In-Training membership and payment of annual dues, the applicant shall become a member in the appropriate category of membership. Annual dues are billed thereafter for the fiscal year.

(a) Active members are

(1) physicians who have finished training and have not been elected to Fellow membership. Physician members shall have the right to vote, hold office, and serve on standing and ad hoc committees.

(2) non-physician scientists with a doctoral degree who have finished training and have not been elected to Fellow membership. On request, the membership committee may approve Scientist members who do not have a doctoral degree. Scientist members shall have the right to vote, hold office, and serve on standing and ad hoc committees.

(b) Allied Health members are technologists, nurses, physician assistants, and radiology assistants who have finished training. Allied Health members shall not have the right to vote or hold office, but they may serve on standing and ad hoc committees.

(c) In-Training Members are students, residents, post-doctoral fellows, and other professionals enrolled in a recognized training program. In-training members shall not have the right to vote or hold office, but they may serve on standing and ad hoc committees.

(d) Fellows of the Society (hereinafter referred to as “Fellows” or “Fellow members”) are Physicians or Scientists who have made substantial contributions to the advancement of cardiovascular imaging and of the Society. Fellows shall have the right to vote, hold office, serve on standing and ad hoc committees, and use the designation, “Fellow of the North American Society for Cardiovascular Imaging (FNASCI).”

(i) Nominations for Fellows may come from the Board, the Executive or Fellowship Committees, or from Active members. Procedures for nomination and requirements for admission to Fellow membership shall be developed by the Board and circulated to the membership each year. New Fellows shall be elected by a vote of the current Fellows by an electronic or written ballot. Candidates who receive a majority of “yes” votes shall be accorded Fellow membership, effective the date of the annual business meeting.

(e) Emeritus Fellows. At the written request of a member to the Secretary and with the approval of the Board, a Fellow no longer active in the practice of medicine or science may be designated as an Emeritus Fellow and shall be exempt from paying dues. Emeritus Fellows shall not have the right to vote or hold office, but they may serve on standing and ad hoc committees, and they may use the designation, “Fellow of the North American Society for Cardiovascular Imaging (FNASCI).”

(f) Retired members. At the written request of a member to the Secretary and with the approval of the Board, a member no longer active in the practice of medicine, science, or an allied health profession may be designated as a Retired member and shall be exempt from paying dues. Retired members shall not have the right to vote or hold office, but they may serve on standing and ad hoc committees.

(g) Honorary members are individuals who have contributed significantly to the advancement of cardiovascular imaging. The Board shall nominate candidates for approval by a vote by the membership at the annual business meeting or by written or electronic ballot. Their total number at any one time will be limited to ten. Honorary members shall not have the right to vote or hold office, but they may serve on standing and ad hoc committees.

Section 2.04 Membership in the Society is a privilege, not a right, and is contingent upon continuing compliance with these bylaws. Members are expected to be of good moral character. Failure to comply with these requirements may serve as a basis for denial or revocation of Society membership.

Section 2.05 Member Misconduct and Disciplinary Process. When, in relation to initial membership or a request for reinstatement as a member, an issue is raised regarding legal, ethical or professional misconduct, the matter shall be forwarded to the Membership Committee for its review and recommendation about qualifications for membership.

(a) The Membership Committee may take disciplinary action against a Society member who, in the Committee's determination, violates the Society's bylaws or membership requirements. Additionally, a member may be disciplined for:

(i) Professional misconduct resulting in sanctions or restrictions on rights including but not limited to the practice of medicine.

(ii) Conviction of any felony.

(b) The Committee may impose disciplinary action to include censure, suspension or termination of membership for a time period as the Committee may reasonably determine.

(c) If the matter is referred to the Committee, written notice shall be sent to the member in question by registered or certified mail at least thirty (30) calendar days prior to a meeting of the Committee (i) stating the time and place of the meeting, (ii) informing the member of the nature of the matter which will be considered, (iii) advising that the member may then and there appear in person and/or by legal or other representative and may submit such evidence as the member deems appropriate, and (iv) advising the member in question that failure to cooperate reasonably with an ethics investigation is independent grounds for disciplinary action. Following the meeting, the Committee shall notify in writing the President of the Society and the member of its decision.

(d) A member against whom disciplinary action is taken by the Committee may appeal the decision to the Board by mailing a written notice of appeal to the President within thirty (30) days of the mailing of notice of the adverse decision to the member in question.

(e) Before the Board shall hear an appeal, it shall, by registered or certified mail, notify the member in question not less than thirty (30) calendar days prior to a meeting of the Board that the member may then and there appear in person and/or by legal or other representative to present such argument as the member deems proper to show that the disciplinary action taken should be reversed.

(f) If a majority of the Board determines that the disciplinary action taken against a member is supported by the evidence and is the result of fair procedures, consistent with these bylaws, the Board shall affirm the disciplinary action. If a majority of the members of the Board does not so determine, the Board shall reverse the disciplinary action and may remand the matter as a whole or in part for further proceedings or may dismiss the matter in whole or in part.

(g) The status of a member during disciplinary proceedings shall be unaltered.

ARTICLE III

BOARD OF DIRECTORS AND OFFICERS

Section 3.01 The Board of Directors shall consist of the officers of the Society, the chairs of the standing committees, and a representative of the Society's journal who may serve as a non-voting ex officio member upon approval of the Board. The Board shall meet at least once annually. A majority of the voting members of the Board shall constitute a quorum for the transaction of business, provided that the President or President-elect is present; but if the Board wishes to exercise the power to remove an officer, then a quorum shall consist of two-thirds (2/3) of the members. Board members who are not Fellows of the Society shall be ineligible to participate in any discussion or vote regarding Fellows or Fellow membership. Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present, shall be regarded as the act of the Board unless a greater number is required by law or by any other Section of these bylaws. In the case of a tie vote, the vote of the President (or the President-elect, in the absence of the President), shall prevail. If this amendment is ratified by the membership less than one month before the annual business meeting, the new Board shall not be constituted until the conclusion of the annual business meeting.

Section 3.02 Officers of the Society shall be the President, President-elect, Vice President, Treasurer, Secretary, and Immediate Past President. Each officer shall be an Active, or Fellow member in good standing. Officers shall serve terms of one year or until the time of the next annual business meeting.

Section 3.03 At the end of the term of each office or in the event of vacancy in an office, there shall be automatic succession in this order: Secretary to Treasurer to Vice President to President-elect to President. At the end of the term of office, the President shall become Immediate Past President. A vacancy in the office of Secretary shall be filled by the Board. A vacancy in the office of Immediate Past President shall not be filled.

Section 3.04 Any director or officer may resign, or may be removed with or without cause by an affirmative vote of at least two-thirds (2/3) of the directors present at a meeting of the Board, provided that there is a quorum.

Section 3.05 Duties of Office

(a) The President shall be the principal executive officer of the Society and shall preside at the meetings of the Society, the Board, and the Executive Committee, preserve order, regulate debates, announce results of elections, appoint committees, sign certificates of membership, and perform all other duties normally appertaining to his or her office.

(b) The President-elect in the absence or incapacity of the President shall perform the duties of the President. The President-Elect shall serve as a member of the Nominating Committee. The President-elect shall serve as the Liasion representative to other societies at the instruction of the President.

(c) The Vice President shall perform the duties of the President in the absence or incapacity of both the President and the President-elect. The Vice President shall serve as the Liasion representative to other societies at the instruction of the President.

(d) The Treasurer shall receive all monies and funds belonging to the Society to pay all bills, render bills for dues and assessments and report to the Executive Committee, Board, and membership at each annual business meeting the financial position of the society. The Treasurer shall serve as a member of the Finance Committee. With the consent of the Board of Directors, the Treasurer may delegate any of his or her duties to the Executive Director.

(e) The Secretary shall keep the minutes of the meetings of the Society, the Board, and the Executive Committee; attest all official acts requiring certification; notify officers, and Fellows of their election,; inform membership applicants whether membership has been approved; compile a list of members and a committee roster; and take charge of all papers not otherwise provided for. The Secretary shall make available to all members of the Society a program of the annual business meeting. The Secretary shall serve as a member of the Electronic Communications and Membership Committees. With the consent of the Board of Directors, the Secretary may delegate any of his or her duties to the Executive Director.

(f) The Immediate Past President shall serve as chair of the Nominating Committee and shall have such other powers and shall perform such other duties as the President or the Board may determine.

ARTICLE IV COMMITTEES

Standing committees of the Society are:

Section 4.01 An Executive Committee, consisting of the officers of the Society; the President shall serve as chair. The Executive Committee shall have and may exercise the powers of the Board between meetings of the Board, provided that the Executive Committee shall not have the power to ratify amendments to these bylaws; to appoint, remove, or ratify the nomination of officers; to choose a management agency or Executive Director; to determine annual dues; to approve the budget for the Society or for the annual meeting; to approve Honorary members; or to hear disciplinary proceedings against members. Four members of the Executive Committee shall constitute a quorum.

Section 4.02 A Membership Committee, consisting of a chair, the Secretary, and at least three additional members. The committee shall encourage, promote, and support membership. The committee shall review membership applications and approve members, and with the approval of the Board, it may delegate this responsibility to the Executive Director. The committee shall also hear disciplinary proceedings against members and may take disciplinary action, as outlined in Article II, Section 2.05.

Section 4.03 A Fellowship Committee, consisting of a chair and at least three additional members, all of whom are Fellow members. With the approval of the Board, the committee shall propose and publicize the criteria for Fellow memberships, review all nominations and applications for Fellow membership, present a slate of endorsed candidates for election, and set the procedure

for the election of new Fellows. The committee shall conduct the election of new Fellows, and with the approval of the Board, it may delegate this responsibility to the Executive Director.

Section 4.04 A Nominating Committee consisting of the Immediate Past President, who shall serve as chair, the President-elect, and at least three additional members, each appointed by the President for a period of one year. The committee shall nominate candidates for the office of Secretary.

Section 4.05 A Program Committee consisting of a chair, a co-chair, a vice chair, the chair of the Research and Awards Committee, and at least three additional members. This committee shall be responsible for the planning and execution of the scientific program at the annual meeting. The members of the committee shall serve for terms of three years.

Section 4.06 An Education Committee consisting of a chair and at least six additional members. This committee shall be responsible for development of educational programs in cardiac imaging.

Section 4.07 A Cardiovascular Imaging Liaison Committee consisting of at least three members. This committee shall act as liaison with the leadership of other medical societies.

Section 4.08 An Electronic Communications Committee consisting of a chair, the Secretary, and at least three additional members. This committee shall oversee the Society's website, newsletter and any other societal communications.

Section 4.09 A Research and Awards Committee consisting of a chair and at least six additional members. This committee shall manage, collect, and select abstracts for written and oral presentation at the annual meeting. The committee shall define awards to be bestowed at the annual meeting, conduct an annual scientific poster session, choose presenters who will compete for scientific awards, and select the award winners. The chair shall serve on the Program Committee.

Section 4.10 A Finance Committee consisting of the Treasurer and at least three additional members. The committee shall establish continuity in the supervision and monitoring of all fiscal activities of the Society, including review of the annual budget, as well as the operational budget for the annual meeting. The committee shall oversee compliance with legal, ethical, and accounting standards and may select an independent auditor, and the committee shall advise and make recommendations to the officers and the Board and through them to the membership in matters concerning the fiscal status of the Society.

Section 4.11 A Development Committee consisting of a chair, the Treasurer, and at least two additional members. The committee shall plan and oversee the solicitation of financial support and contributions for the Society and for the annual meeting.

4.12 A Publications and Guidelines Committee consisting of a chair and at least two additional members. The committee shall work with the leadership of the journal regarding publications of the Society and shall propose and approve practice guidelines.

4.13 A Bylaws Committee consisting of a chair, the Secretary, and at least two additional members. The committee shall review and propose amendments to the bylaws.

Section 4.14 Ad hoc committees may be appointed by the President.

Section 4.15 Unless otherwise stated, the chairs and members of the standing committees shall serve for terms of three years, assigned such that there is an annual turnover of approximately one third (1/3) of the standing committee chairs and of the members of each standing committee. Committee chairs and members may be reappointed, provided that they not serve for more than two terms in the same role. The Secretary shall make available to the membership a list of committee chairs and members, including their terms of office.

Section 4.16 New chairs and members of committees shall be appointed within 90 days following the annual business meeting. Newly-created committees shall be constituted within one month of their creation.

Section 4.17 The President may fill any vacancy occurring among the chairs or members of any standing or ad hoc committee. The appointee shall serve the duration of the term of the person whose departure created the vacancy.

ARTICLE V MEETINGS

Section 5.01 The Society shall hold an annual meeting of the membership. The annual meeting shall consist of a scientific meeting and a business meeting.

Section 5.02 Half (1/2) of the voting members attending the annual meeting shall constitute a quorum for the business meeting.

Section 5.03 The date and site of the next annual meeting shall be determined by the Board. Members shall be informed of the date and site at least one month prior to the meeting.

Section 5.04 Attendance at the annual business meeting shall be restricted to the members of the Society and other invited guests.

Section 5.05 The Board shall meet at least once annually at a time and place designated by the President.

Section 5.06 All committees shall meet at least once annually.

Section 5.07 Members of the Board, Executive Committee, or a standing or ad hoc committee may participate in any meeting thereof by conference telephone call, webcast, or similar communications equipment by means of which all persons participating in the meeting can hear each other, and such participation in a Board, Executive Committee, or standing or ad hoc committee meeting shall constitute presence in person at the meeting. Electronic mail may be used for votes of the Board of Directors or of any committee.

ARTICLE VI AMENDMENTS

Section 6.01 The bylaws of the Society may be amended in one of two ways:

(1) At the annual business meeting by a vote of simple majority of the members present, provided that the Board of Directors shall have ratified the proposed amendment(s) prior to the notice of vote. Written or electronic notice of the proposed amendments shall be distributed to the membership at least thirty (30) days prior to a vote.

(2) By a ballot in written or electronic format distributed to the membership, with a vote of simple majority of those responding in writing or in electronic format, provided that the Board of Directors shall have ratified the proposed amendment(s) prior to distribution and that at least 10% of the voting members shall have responded. The membership shall be given at least thirty (30) days to respond to a ballot.

ARTICLE VII NOMINATIONS AND ELECTIONS

Section 7.01 The Secretary shall be elected at the annual business meeting. One or more nominees shall be presented by the Nominating Committee to the Board for ratification. The nominee(s), once ratified, shall then be presented to the membership for a vote. Additional nominations may be made from the floor. More than one candidate may be nominated by the membership.

Section 7.02 Each voting member in good standing may cast one vote for any nominee. In all cases where more than one person is nominated for the office a secret ballot must be held. The nominee having a simple majority of votes shall be declared elected. If no nominee has a majority, a run-off ballot shall be held between the two nominees with the greatest number of votes.

ARTICLE VIII DUES

Section 8.01 Active, Allied Health, Fellow, and In-Training members pay annual dues. Fellow Emeritus, Retired, and Honorary members are exempt from dues.

Section 8.02 The dues of the Society shall be due and payable on the receipt of statement.

Section 8.03 The amount of dues for each fiscal year shall be determined by the Board

Section 8.04 Any member whose dues are in arrears shall be notified by the Treasurer. A member whose dues are in arrears more than ninety days shall automatically become a non-member.

Section 8.05 A member dropped for non-payment of dues may be eligible for reinstatement upon payment of unpaid dues and a reinstatement fee that the Board shall establish.

ARTICLE IX FISCAL YEAR

Section 9.01 The Board shall determine the fiscal year of the Society.

Section 9.02 Notwithstanding the foregoing, (a) no part of the society's net earnings or assets shall inure to the benefit of any member, officer, or other person, except that the society shall be authorized and empowered to pay reasonable compensation for services rendered and to make other payments and distributions in furtherance of the purposes set forth above, and (b) the society shall not carry on any activity not permitted to an organization exempt from Federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1954, as amended (the "Code") or the corresponding provision of any future United States revenue statute or code.

ARTICLE X EXECUTIVE DIRECTOR

Section 10.01 The Board may at its discretion name an Executive Director, or a management agency that shall appoint an Executive Director and administrative staff. The Board may confer on such person(s) such title, compensation, responsibilities, budget restrictions and other requirements as it may deem appropriate.

ARTICLE XI - PROCEDURE

Section 11.01 The proceedings of the Society shall be conducted under Robert's Rules of Order Newly Revised.

ARTICLE XII – NOTICE AND WAIVER OF NOTICE

Section 12.01 Whenever under applicable law, these bylaws, or a resolution of the Board, notice is required to be given to any member, Board member, or officer, such notice may be given in writing, by United States or electronic mail, addressed to such member, Board member, or officer at his or her physical address or electronic mail address as it appears in the records of the Society. Such notice shall be deemed to have been given when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid, or when sent electronically from the Society's offices.