



Society of Radiopharmaceutical Sciences Bylaws (SRS)

(Adapted September 2004)

ARTICLE I: NAME

The name of this organization shall be the Society of Radiopharmaceutical Sciences, (hereafter referred to as the Society), a not-for-profit corporation.

ARTICLE II: MISSION AND ORGANIZATION

Section 1: Mission and Objectives

The Society is a multidisciplinary professional organization dedicated to the advancement of excellence in education and research in radiopharmaceutical science and in the study and use of radiopharmaceuticals. The organization has been formed:

- to foster meetings for the purpose of communicating and discussing information about radiopharmaceuticals as they apply to the better understanding and control of biological phenomena, both normal and pathological;
- to support educational programs to train scientists in the field;
- to disseminate information concerning radiopharmaceutical sciences by sponsoring scientific and professional publications;
- to strive to improve the welfare of mankind by maintaining and advancing the highest possible standards of education, research and the practice of radiopharmaceutical sciences.

Section 2: Society Finances

The Society is organized as a not-for-profit organization, and no part of its earnings shall accrue to the benefit of any member or officer except as compensation for services rendered or for necessary expenses actually incurred.

Section 3: Dissolution

In the event of dissolution or liquidation of the Society, any assets then remaining shall be distributed to an organization or organizations organized and operated exclusively for charitable, educational, scholastic or scientific purposes qualifying for tax exempt status under Sections 501 (c) 3 of the Internal Revenue Code of 1986 as amended, as determined by the Board of Directors of the Society.

ARTICLE III: MEMBERSHIP

Section 1: Classifications

A. Full Membership

Scientists possessing an advanced degree who have presented credentials indicating their professional activity, either medical, paramedical, investigational or educational in the scientific or clinical disciplines concerned with the diagnostic, therapeutic or investigational use of radionuclides, may join the Society as Full Members with the right to vote and hold office provided they are in good standing.

Scientists with a baccalaureate degree or the equivalent qualification or experience, who have presented credentials indicating their professional activity, either paramedical, investigational or educational, in the scientific or clinical disciplines concerned with the diagnostic, therapeutic or investigational use of radionuclides, may join the Society as Full Members and have the right to vote in the Society and to hold office, provided they are in good standing.

B. Members-in-Training

Scientists who are enrolled in accredited training programs may join the Society as Members-in-Training and enjoy all rights and privileges of membership, except the rights to vote and to hold elective office.

Section 2: Responsibilities of Membership

A. General Responsibility

Each member has the responsibility to support the Purposes of the Society and to adhere to the Bylaws.

B. Good Standing

A member must be in good standing to vote, hold office or receive the benefits and services otherwise reserved for Members of the Society. Members in good standing are those members whose dues, service fees and other financial obligations to the Society are paid in full.

Section 3: Termination of Membership

Membership terminates upon resignation or upon non-payment of dues/service fees for a period of ninety (90) days following expiration of the dues period. Non-payment of dues/service fees shall be treated as an equivalent to resignation, and the name of the member will be removed from the roles of the Society, provided at least thirty (30) days notice is given. Reactivation of membership occurs when a member pays back dues or service fees.

Section 4: Discipline

- A. A member may be subject to discipline, including deprivation of membership, if he/she is guilty of unprofessional conduct or behaves in any way detrimental to the Society as determined under this section.
- B. The Executive Committee shall review, either on its own initiative or on written and signed complaint, any case in which the circumstances in Section 4:A may lead to potential discipline, and shall forward to the Board of Directors any recommendation on

possible action. Such review shall provide reasonable notice and afford the accused member an opportunity for a hearing.

- C. Recommendations for discipline of a member shall be referred to the general membership, which will take final action by a two-thirds (2/3) majority vote.

ARTICLE IV: DUES AND SERVICE FEES

- A. Membership dues for each classification of Society membership shall be determined by the Board of Directors.
- B. Dues shall be invoiced and paid on an annual basis
- C. Sections may collect additional dues for specialty journals.

The SRS shall hold a general assembly at its biennial meeting to install officers and discuss matters proposed by the membership, the Executive Committee and the Board.

ARTICLE V: OFFICERS

Section 1: Composition

The Society shall have five (5) Executive Officers: a President, a Vice-President who shall be the President-Elect, a Past President, a Secretary/Treasurer and a Director-at-Large.

Section 2: Responsibilities

The responsibilities for each Officer are specified in common law and in Procedures.

Section 3: Term of Office

- A. The President, the President-Elect and the Past-President serve a two (2)-year term. They may not serve a consecutive second term but may be elected again at a later date.
- B. At the conclusion of the term of office of the President, the President-Elect shall automatically succeed to the office of President.
- C. The Secretary/Treasurer and the Director-at-Large Officer serve a 2-year term and may serve no more than two (2) consecutive terms.

Section 4: Election

Officers are elected by the membership by a majority vote as detailed in Article X, Section 2.

Section 5: Vacancies

- A. In the event of a vacancy in the office of President, the President-Elect shall assume the Office of President for the unexpired term.

- B. In the event of a vacancy in the office of President-Elect, the Director-At-Large shall assume the Office of President-Elect for the unexpired term.
- C. In the event of a vacancy in the office of Secretary/Treasurer, the Director-At-Large shall assume the Office of Secretary/Treasurer for the unexpired term.
- D. In the event of a vacancy in the office of Director-at-Large, the Board of Directors shall appoint an individual until the next biennial election.
- E. In the event of a vacancy in the office of Past-President, the Board of Directors shall appoint a previous President until the next biennial election.

ARTICLE VI: BOARD OF DIRECTORS

Section 1: Description

The Board of Directors is the governing body of the Society and shall serve as its trustees.

Section 2: Responsibilities

- A. To perform fiduciary duties traditionally entrusted to directors and trustees of a not-for-profit corporation, to include strategic planning, retention, and oversight of the Executive Director, and related responsibilities.
- B. To develop, approve, and implement the policies and procedures of the Society.
- C. To manage the business and financial affairs of the Society, to include the development and implementation of an annual budget for the Society, in a manner consistent with the strategic and operational interests of the Society and its membership.
- D. To develop, monitor, and approve programs, which implement Society policies.
- E. To identify relevant professional issues for presentation to and action by the General Assembly, either directly or by appropriate committees.
- F. To coordinate the activities of the Constituent Elements within the Society.
- G. To evaluate the various training programs available and recommend funding
- H. To seek matching funding from government, academic, and commercial sources to sustain the training program

Section 3: Composition

The Board of Directors shall be composed of sixteen voting members.

A. Voting Members

1. Society Officers – President, President-Elect, Secretary/Treasurer, and the Director-at-Large. The President shall serve as Chairperson of the Board of Directors.
2. Immediate Past President
3. Directors - There will be 12 directors.

B. Non-voting members

Nonvoting (advisory) members on the Board of Directors will be:

1. Meeting Committee Chair
2. Finance Committee Chair
3. Bylaws Committee Chair
4. Executive Director

Section 4: Director Elections

At each biennial meeting, 4 new members will be elected to replace the four members rotating off, one from each of the three regional areas and one at large as detailed in Article X, Section 3. Each dues-paying member has four votes.

Section 5: Terms

Each director may only serve two successive terms of 6 years.

Section 6: Meetings

The Board of Directors shall endeavour to meet as frequently as circumstances warrant. Meetings will be held in person at various gatherings of interest and at the biennial Society meeting as well as by electronic means. Electronic meetings will be judged by the number of participants taking part in the discussion and voting

Section 7: Quorum and Voting

A majority of the voting members of the Board of Directors shall constitute a quorum for all meetings. All decisions of the Board of Directors shall require a majority vote of those present.

Section 8: Vacancies

Vacancies on the Board shall be filled by appointment by the BOD for the unexpired term.

ARTICLE VII: EXECUTIVE COMMITTEE

Section 1: Description

The Executive Committee manages the affairs of the Society between official biennial meetings of the Board of Directors, and shall have those powers and duties delegated by the Board.

Section 2: Composition

A. Voting Members

The President, President-Elect, the Secretary/Treasurer, Director-at-Large, and the Immediate Past President constitute the voting members of the Executive Committee. The President shall serve as Chairman of the Executive Committee.

B. Non-Voting Members

The Executive Director serves without the right to vote.

Section 3: Reporting

Reports of actions of the Executive Committee shall be forwarded to the Board of Directors.

Section 4: Meetings

The Executive Committee will strive to meet at least two times per year, once during the June meeting of the Society Board and again in September. Meetings may be held in person as well as by electronic means.

Section 5: Quorum

A majority of the voting members of the Executive Committee shall constitute a quorum for all meetings. All decisions of the Executive Committee shall require a majority vote.

ARTICLE VIII: COMMITTEES

Section 1: Standing Committees

The Board of Directors shall have the following Standing Committees:

- A. Bylaws
- B. Finance
- C. Meetings

Section 2: Appointments

Appointments to all Committees of the Board of Directors shall be nominated by the President-Elect and approved by the Board of Directors.

Section 3: Vacancies

The President shall fill all vacancies on all committees, subject to the approval of the BOD.

ARTICLE IX: ELECTIONS

Section 1: Committee on Nominations

- A. The Committee on Nominations shall consist of a Chair plus four additional members.
- B. The term of the Committee on Nominations shall commence at the conclusion of the general assembly and terminate at the conclusion of the next general assembly.
- C. The Committee on Nominations will solicit, verify, and submit to the membership a slate of candidates for Society Officer and Director positions. Candidates for Officer and

Directors positions can be proposed by any member in good standing.

Section 2: Officer Elections

Officers are elected by all members in good standing. Election notices will be distributed 45 days before the start of the bi-annual meeting by the administrative staff, the votes will be due 30 days later, counted by the administrative staff, and the results announced at the biennial meeting of the Society.

Section 3: Director Elections

Directors are elected by the membership at the general assembly where the 4 candidates with the most votes will be elected with appropriate consideration of the regional quota. The candidate receiving the highest vote count from North America/South America, from Europe/Africa, and from Asia/Australia, respectively will become Directors. The fourth At-Large Director will be the candidate with the highest vote count other than the three regional directors.

ARTICLE X: OFFICIAL PUBLICATION

The official publication of the Society dedicated to the advancement of radiopharmaceutical science, reflecting the purpose, objectives and standards of the Society shall be Nuclear Medicine and Biology published by Elsevier Science Inc.

ARTICLE XI: PARLIAMENTARY AUTHORITY AND SOCIETY PROCEDURES

Section 1: Parliamentary Authority

The rules contained in the latest edition of Robert's Rules of Order Newly Revised shall govern meetings of the Society in all cases in which they are not inconsistent with the Bylaws and Procedures of the Society and any special rules of order the Society may adopt.

Section 2: Society Procedures

Whenever a subject is covered by or necessitates the development of Procedures, the Board of Directors shall develop and amend Procedures by a majority vote. The rules set forth therein must be consistent with these bylaws and shall be binding on the Society. All issues not specifically covered by the Society's Bylaws are subject to interpretation and development through Procedures.

ARTICLE XII : AMENDMENTS

- A. Amendments to the Bylaws may be proposed by any Society organizational component or individual Society member.
- B. Proposals to amend the Bylaws may be submitted to the Executive Committee at any time.

- C. The Executive Committee will refer all amendments to the BOD for discussion and approval prior to being sent to the membership.
- D. A Bylaws amendment must be approved by 55% of the total voting membership. Bylaws may be amended at a general assembly or via mail-in/email ballot. All Bylaws amendments will be sent to the general membership at least 60 days prior to the general assembly or deadline for mail/email vote.

ARTICLE XIII: INDEMNIFICATION

The Society shall indemnify, as set forth below, and to the fullest extent to which it is empowered to do so by the applicable laws as may from time to time be in effect, any person who by reason of being or having been a delegate, director, officer, employee or agent of the Society, or who is or was serving at the request of the Society as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, and who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit, or proceeding.

Section 1. In the event of a civil, criminal, administrative or investigative action, suit or proceeding (other than an action by or in the right of the Society), such indemnification shall extend against all expenses (including attorney's fees), judgements, fines, and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Society, and with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful.

Section 2. In the event of an action or suit brought by or in a right of the Society to procure judgement in its favour, such indemnification shall extend against expenses (including attorney's fees), actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Society, provided that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the Society, unless and only to the extent that the court in which such action or suit was brought shall determine upon application that despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.