

Society of Interventional Radiology Foundation Bylaws

ARTICLE I - NAME

The name of this non-profit corporation shall be known as the SOCIETY OF INTERVENTIONAL RADIOLOGY FOUNDATION (hereinafter referred to as "SIR FOUNDATION" or "Foundation").

ARTICLE II - OBJECT

The object and purposes of SIR FOUNDATION, organized to operate exclusively for charitable, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code (hereinafter referred to as "the Code") and as contained in the Articles of Incorporation shall be to:

- (1) Support research and education in cardiovascular and interventional radiology, in related medical disciplines, and in all aspects of diseases and conditions amenable to diagnosis or treatment by image-guided intervention.
- (2) Receive any property, real, personal or mixed property, by gift, devise, bequest, purchase, lease, loan or otherwise, absolutely or in trust, and to carry out the directions and exercise the powers contained in any trust or other instrument under which such property may be received.

ARTICLE III - OFFICES

SIR FOUNDATION shall have and continuously maintain in the State of Illinois a registered office and a registered agent whose office is identical with such registered office. However, it may have such other offices inside or outside the State of Illinois as the Board of Directors may from time to time determine.

ARTICLE IV - GENERAL POWERS

The SIR FOUNDATION Board of Directors shall manage the property and affairs of SIR FOUNDATION in coordination with the Executive Council and Operations Committee of the Society of Interventional Radiology (SIR). In between meetings of the SIR Foundation Board, the affairs of the SIR Foundation shall be managed by the Foundation Officers serving as the Executive Committee, as further discussed in Article IX below.

ARTICLE V – SIR FOUNDATION/SIR MEMORANDUM OF UNDERSTANDING

A formal Memorandum of Understanding (MOU) between SIR FOUNDATION and SIR shall be set forth to describe the relationship between SIR FOUNDATION and SIR and the terms and conditions agreed upon to govern this relationship. A specific Cost Sharing Agreement shall be part of the MOU and attached to the MOU. The MOU and Cost Sharing Agreement shall be signed by the SIR FOUNDATION Chair and the SIR President and will be reviewed annually.

ARTICLE VI- BOARD OF DIRECTORS

Sect. 1: The Board of Directors shall consist of not less than eleven and not more than twenty Directors, as further detailed below.

Sect. 2: Ex-officio members of the Board of Directors shall include:

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(a) The SIR president, SIR president-elect, SIR treasurer, editor of the *Journal of Vascular and Interventional Radiology* shall serve as ex-officio members with vote. The SIR executive director and the SIR Foundation executive director shall serve as ex-officio members without vote.

(b) The remainder of the Board shall be appointed by the SIR FOUNDATION Board of Directors. Voting members shall include the chair of the Foundation, the vice-chair, and the immediate past chair, up to one scientist representative, chairs of the following SIR Foundation Divisions:

- Development
- Clinical Research and Registries
- Research Grants and Education

(c) Non-voting members shall include up to four industry representatives, up to one patient advocate representative, and up to one invited guest organization (which shall appoint one representative).

Sect. 3: Appointments to voting positions shall be approved by the SIR Executive Council or Operations Committee.

Sect. 4: The SIR FOUNDATION Nominating Committee will search for and submit names of interested candidates for Board positions to be filled. The nominations process shall be as follows:

a. The Nominating Committee shall solicit nominations for the open board positions from SIR membership.

b. Upon reviewing the nominations, it has received and adding any other nominations of its own, the Nominating Committee will, by majority vote of a quorum, select and submit a slate of nominees (consisting of one nominee for each open position) to the SIR Foundation Board of Directors. The Nominating Committee shall also forward to the Board a list of all other nominees the Nominating Committee received but did not put on its slate.

c. The SIR Foundation Board of Directors shall review the nominees proposed by the Nominating Committee and shall, by majority vote of a quorum, elect a final slate of candidates using some or all of the Nominating Committee's proposed slate, and if desired, adding one or more of the other nominees who were not selected by the Nominating Committee.

Sect. 5: Terms of office for members of the SIR Foundation Board of Directors will be for a term of three years or until a successor is elected and assumes office, except for Directors holding the following positions:

- The term of office for the chair of the Foundation is for two years
- The term of office for the vice chair of the Foundation is for two years
- The term of office for the past chair of the Foundation is for two years
- The term of office for SIR ex-officio positions on the Board of Directors will follow terms defined by the SIR Bylaws.

Sect. 6: The terms of office for voting Directors should be staggered such that less than a majority of Director positions shall be vacated in any one year.

Sect. 7: The terms of elected Directors shall commence upon adjournment of the annual SIR

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Members' Business Meeting that takes place in at the SIR annual scientific meeting.

- Sect. 8: Any member of the Board of Directors may be removed from office by a two-thirds vote of the Directors in office, acting at any duly called and constituted regular or special meeting of the Board of Directors. Such removal shall be without prejudice to the contract rights, if any, of the person so removed.
- Sect. 9: Directors will serve until their successors are appointed.
- Sect. 10: A vacancy in any position may be filled or new positions created and filled by action of the SIR FOUNDATION Board of Directors.
- Sect.11: A Director appointed to fill a vacancy shall serve for the remaining term of their predecessor.
- Sect. 12: A Director appointed to fill a new position shall serve until the adjournment of the next annual meeting of the Board of Directors. They shall be eligible to serve an additional term.

ARTICLE VII - MEETINGS

- Sect. 1: The annual meeting of the SIR FOUNDATION Board of Directors shall be held each year in conjunction with the SIR annual scientific meeting.
- Sect. 2: The Board of Directors may schedule regular meetings as necessary.
- Sect. 3: Special meetings of the Board of Directors may be called by or at the request of the Chair and at least 25% of the remaining Directors. The Chair may fix any place as the place for holding any special meeting of the Board of Directors.
- Sect. 4: Meetings of the Board of Directors may be held either inside or outside the State of Illinois.
- Sect. 5: Notice of any regular or special meeting of the Board of Directors shall be given at least five days prior to such meeting. Such notice shall include a concise statement of the purpose or purposes for which the special meeting is being called. Notice shall be given by written, printed or electronic means delivered personally or mailed to each Director at his or her address as shown in the records of SIR FOUNDATION.
- Sect. 6: A majority of filled voting Board positions shall constitute a quorum for the transaction of business at any duly called meeting of the Board. In the absence of a quorum the meeting shall be adjourned to another time without further notice and no business shall be transacted.
- Sect. 7: Any act, by vote, of a majority of the Director present at a duly called meeting at which a quorum is present shall be the act of the Board of Directors, unless the vote of a greater number is required by law, the Articles of Incorporation or these Bylaws. Each Director shall have only one vote, even if serving in more than one capacity. Members of the Board may participate in and act at any meeting of the Board through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other. Attendance by communications equipment shall constitute presence in person at the meeting.
- Sect. 8: Any action required to be taken or which may be taken at a meeting of the Board may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be

signed by all of the members of the Board. Such consent may be transmitted by mail, facsimile, or electronic transmission. Electronic signatures shall be acceptable for this purpose.

Sect. 9: The Board may discuss matters informally by an exchange of electronic mail, but email discussions do not constitute a meeting, and no binding formal vote on an action may be taken without complying with the provisions of Sections 5-8 above. However, any action informally agreed to via email may be formally ratified by the Board and thereby become effective either at a subsequent meeting of the Board (which can include a meeting via telephone conference) or via unanimous written consent in lieu of a meeting in accordance with Section 8 above.

ARTICLE VIII - OFFICERS

Sect. 1: The Officers of SIR FOUNDATION shall be a Chair, a Vice Chair, an Immediate Past Chair, a Treasurer and an Executive Director.

Sect. 2: Officers shall be members of the Board of Directors and shall be appointed to their office by the Board of Directors annually. Officers shall be approved by the SIR Executive Council or SIR Operations Committee.

Sect. 3: Terms of office for officers shall commence upon the adjournment of the SIR Members' Business Meeting.

Sect. 4: The Chair and Vice Chair may not serve more than one consecutive term. However, if the Vice Chair is unable to assume the office of the Chair, then the Chair may be appointed to serve an additional term.

Sect. 5: Officers will serve until their successors are appointed.

Sect. 6: A vacancy in any office may be filled or new offices created and filled by action of the SIR FOUNDATION Board of Directors.

Sect. 7: An officer appointed to fill a vacancy shall serve for the remainder of the term of their predecessor.

Sect. 8: An officer appointed to fill a new office shall serve until the adjournment of the next annual meeting of the Board of Directors. They shall be eligible to serve an additional term.

Sect. 9: The Chair shall:

- (a) Be the principal executive officer.
- (b) Preside at all meetings of the Board of Directors.
- (c) Supervise and direct all of the business and affairs of SIR FOUNDATION, subject to the direction and control of the Board of Directors.
- (d) Represent the interests of the Board of Directors in official dealings of SIR FOUNDATION.
- (e) Serve as a full voting member of the SIR Executive Council.
- (f) Perform all duties that are customary in parliamentary practice and are commonly

associated with the office of Chair.

- (g) Serve a term of two years, after which they shall automatically assume the office of Immediate Past Chair.
- (h) The Chair may delegate substantial responsibility for operation of the SIR FOUNDATION to the Executive Director, or other individuals.

Sect. 10: The Vice Chair shall:

- (a) Perform the duties of the Chair in the event the Chair is unable to act, and when so acting shall have all the powers of and be subject to all of the restrictions upon the Chair.
- (b) Serve a term of two years, after which they shall automatically assume the office of Chair.

Sect. 11: The SIR Treasurer shall serve as the SIR FOUNDATION Treasurer. They shall keep or cause to be kept correct and complete books and records of accounts and the financial transactions of SIR FOUNDATION.

Sect. 12: The SIR Foundation executive director shall serve as an ex-officio, non-voting member of the Board of Directors. The Executive Director shall:

- (a) Assist the Chair in the discharge of the duties of the Chair as the Chair may direct.
- (b) Serve as Secretary of SIR FOUNDATION, keep, or cause to be kept, minutes of the proceedings of the Board of Directors and keep, or cause to be kept, a correct and permanent record of the proceedings of SIR FOUNDATION.
- (c) Perform such other duties as may be assigned from time to time by the Chair or the Board of Directors.
- (d) Sign any deeds, mortgages, bonds, contracts or other instruments which the Board of Directors has authorized to be executed; except documents or contracts, the execution of which shall be expressly delegated by law, these bylaws or the Board of Directors to some other officer or agent of SIR FOUNDATION.
- (e) In the absence of the Chair t, or in the event of the Chair inability or refusal to act, perform the general administrative duties of the Chair, and when so acting shall have all of the powers of and be subject to all of the restrictions upon the Chair.

ARTICLE IX – DIVISIONS AND COMMITTEES

Sect. 1 STANDING COMMITTEES: In addition to other standing committees that the SIR Foundation Board may designate from time to time, there shall be the following standing committees:

- A. NOMINATING COMMITTEE: The SIR Foundation Nominating Committee shall consist of the officers of the SIR Foundation. The Immediate Past Chair shall chair the SIR FOUNDATION Nominating Committee. They shall serve a term of two years, or until the current SIR FOUNDATION Chair's term of office expires and they become the Immediate Past Chair. In the

event the Past Chair is unable or unwilling to complete their role, the SIR FOUNDATION Chair may appoint any Past Chair to complete the term, with approval of the SIR FOUNDATION Board. At the discretion of the Chair, and with the approval of the SIR Foundation Board, at-large members may be appointed to serve on the committee.

B. FINANCE COMMITTEE: The SIR Foundation Finance Committee shall consist of the same persons who comprise the Finance Committee of SIR. The Finance Committee duties shall include reviewing the financial management and investments of the Foundation, reviewing the budget, and reviewing the annual audit.

C. EXECUTIVE COMMITTEE: Unless otherwise prohibited by law, the articles of incorporation or these bylaws, the affairs of the SIR Foundation shall be managed in between meetings of its Board by the Executive Committee, which shall consist of the officers of the Foundation. A majority of the Executive Committee shall constitute a quorum and all decisions shall be made by a majority of a quorum. All decisions shall be reported to the SIR Foundation Board. The Chair of the Executive Committee shall consist of the Chair of the SIR Foundation Board. A meeting of the Committee may be called by the Chair of the Executive Committee or by a majority of committee members upon at least two days prior notice.

- a. Members of the Executive Committee may participate in and act at any meeting of the committee through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other. Attendance by communications equipment shall constitute presence in person at the meeting.
- b. Any action required to be taken or which may be taken at a meeting of the Executive Committee may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members of the committee. Such consent may be transmitted by mail, facsimile, or electronic transmission. Electronic signatures shall be acceptable for this purpose.

Sect. 2 DIVISIONS: SIR FOUNDATION Directors, other than officers listed in Article VIII, shall serve as Division Chairs. These positions may include the Division Chairs for Development Chairs for Clinical Research and Registries, and the Division Chairs for Research Grants and Education. Additional Divisions may be established by the SIR Foundation Board of Directors as it deems necessary.

- A. The Division Chair for Development shall chair the SIR FOUNDATION Development Division. They shall serve a term of three years. They shall serve no more than two consecutive terms.
- B. The Division Chair for Clinical Research and Registries shall chair the SIR FOUNDATION Clinical Research and Registries Division. They shall serve a term of three years. They shall serve no more than two consecutive terms.
- C. The Division Chair for Research Grants and Education shall chair the SIR FOUNDATION Grants and Education Division. They shall serve a term of three years.
- D. The SIR FOUNDATION Chair may appoint ex-officio, non-voting, Special Advisors to represent invited agencies or organizations. Such appointments will be for one year and shall be approved by the SIR FOUNDATION Board of Directors. They shall serve no more than three consecutive terms.

- E. Unless otherwise provided by the Board of Directors, each Division Chair shall appoint the members of their division, subject to the approval of the SIR FOUNDATION officers and ratification by the SIR officers.
- F. Committees shall be formed under each division upon approval of the Directors. Division committees are advisory only. Persons who are not members of the SIR FOUNDATION Board or members of SIR may serve on division committees, but not on standing committees. Unless a special exception is granted by the SIR Foundation Board, division committees shall normally be chaired by a SIR Foundation board member or a member of SIR.

ARTICLE X - INDEMNIFICATION

- Sect. 1: Members of the Board of Directors shall not receive salaries for their services. By resolution of the Board of Directors, a fixed sum and expenses of attendance, may be allowed in a reasonable amount for attendance at each regular or special meeting of the Board. Nothing herein contained shall be construed to preclude any Director from serving SIR FOUNDATION in any other capacity and receiving reasonable compensation, therefore.
- Sect. 2: To the full extent specifically authorized by, and in accordance with the procedure prescribed in the applicable provisions of the General Not-for-Profit Corporation Act of Illinois (or the corresponding provisions of any future statute applicable to corporations organized under that Act), SIR FOUNDATION shall indemnify any and all of its Directors, Officers, committee members, employees, agents and other authorized representatives for certain expenses and 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 SIR FOUNDATION.
- Sect. 3: Upon specific authorization by the Board of Directors, SIR FOUNDATION may purchase and maintain insurance on behalf of any or all Directors, Officers, committee members, employees, agents or other authorized representatives of SIR FOUNDATION 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 SIR FOUNDATION would have the power to indemnify them against such liability under the provisions of Section 2 of this Article.

ARTICLE XI - CONTRACTS, CHECKS, DEPOSITS AND GIFTS

- Sect. 1: The Board of Directors may authorize any Officer or Officers, agent or agents of SIR FOUNDATION, 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 SIR FOUNDATION. Such authority may be general or confined to specific instances.
- Sect. 2: All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of SIR FOUNDATION shall be signed by such Officer or Officers, agent or agents of SIR FOUNDATION and in such manner as determined by majority vote of the Board of Directors.

In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or an agent of SIR FOUNDATION and shall be countersigned by the Chair or the Executive Director of SIR FOUNDATION.

Sect. 3: All funds of SIR FOUNDATION shall be deposited in a timely manner to the credit of SIR FOUNDATION in such banks, trust companies, or other depositories, as the Board of Directors may select.

Sect. 4: The Board or Executive Committee may accept on behalf of SIR FOUNDATION any unrestricted or unconditional contribution, gift, bequest or device for the general purposes or for any special purpose of SIR FOUNDATION. The Board shall be notified of any restricted or conditional contribution, gift, bequest or device. The Board shall determine whether such restricted or conditional gifts are to be accepted on behalf of SIR FOUNDATION.

ARTICLE XII - BOOKS, RECORDS AND REPORTS

The Board of Directors of SIR FOUNDATION shall prepare, or cause to be prepared, an annual report on the activities of SIR FOUNDATION to be presented to the Executive Council of the SIR. This annual report shall include, but not be limited to:

- (a) An accounting of the overall fiscal status of SIR FOUNDATION,
- (b) Summary accounts of each of the various studies, registries, projects and other efforts sponsored, entirely or in part, by SIR FOUNDATION

ARTICLE XIII - FISCAL YEAR

The fiscal year of SIR FOUNDATION 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 XIV - LIMITATIONS

Sect. 1: No part of the earnings of SIR FOUNDATION shall inure to the benefit of, or be distributable to its directors, officers or other private persons, except that SIR FOUNDATION 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 above.

Sect. 2: No substantial part of the activities of SIR FOUNDATION shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except pursuant to an election under Section 501(h) of the Code), and SIR FOUNDATION shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Sect. 3: SIR FOUNDATION shall not carry on any other activities not permitted by a non-profit corporation:

- (a) Exempt from federal income tax under Section 501(c)(3) of the Code or the corresponding provision of any future United States internal revenue statute or
- (b) Contributions to which are deductible under Section 170(c)(2) of the Code or the corresponding provisions of any future United States internal revenue statute.

ARTICLE XV - DISSOLUTION

In the event of the dissolution of SIR FOUNDATION, the Board of Directors shall distribute the net assets as follows:

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- Sect. 1: All liabilities and obligations shall be paid, satisfied, and discharged, or adequate provision shall be made for doing so.
- Sect. 2: Assets held by SIR FOUNDATION upon condition requiring the return, transfer or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred, or conveyed in accordance with such conditions.
- Sect. 3: Assets held for charitable, educational, literary or scientific purposes, or similar use, but not held upon a condition requiring return, transfer or conveyance by reason of the dissolution, shall be transferred or conveyed to one or more organizations engaged in, and operated exclusively for charitable, religious, educational, literary or scientific or similar activities, pursuant to a plan of distribution as provided by law, provided, however, that said organization shall qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code, or current statutes.

ARTICLE XVI - PARLIAMENTARY AUTHORITY

The rules contained in the current edition of American Institute of Parliamentarians Standard Code of Parliamentary Procedure shall govern the proceedings of SIR FOUNDATION in all cases in which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order SIR FOUNDATION may adopt.

ARTICLE XVII - AMENDMENTS

These bylaws may be altered, amended or repealed; or new bylaws may be adopted by a two-thirds vote of the Directors, acting at any regular or special meeting of the Board of Directors. Written notice of the proposed change or changes shall be included in the notice of any such meeting in accordance with Article VII, Sect. 5. All bylaws amendments shall be ratified by the SIR Executive Council or SIR Operations Committee.