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3 **EDUCATION AND RESEARCH FOUNDATION FOR NUCLEAR MEDICINE**
4 **and MOLECULAR IMAGING, INC.**

5
6 **BYLAWS**

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8 **Adopted February 7, 2004**
9 **Amended May 23, 2005**
10 **Amended February 16, 2007**
11 **Amended January 13, 2009**
12 **Amended January 29, 2010**
13 **Amended June 6, 2011**
14 **Amended January 25, 2013**
15 **Amended April 29, 2013**

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17 **ARTICLE I. NAME**
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19 The name of the Corporation shall be the Education and Research Foundation
20 for Nuclear Medicine and Molecular Imaging. (“the Foundation”). The Foundation
21 is independently incorporated as an entity distinct from the Society of Nuclear
22 Medicine and Molecular Imaging.

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25 **ARTICLE II. PURPOSE**
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- 27 A. The mission of the Foundation is to advance excellence in healthcare through
28 the support of education and research in nuclear medicine and molecular
29 imaging by provision of grants and awards.
- 30 B. The vision of the Foundation is to be an effective fund-raising organization in
31 support of education and research in the field of Nuclear Medicine and Molecular
32 Imaging.
- 33 C. The primary responsibility of the Foundation will be to raise funds for grants,
34 awards and scholarships in support of education and research programs in
35 Nuclear Medicine and Molecular Imaging.

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38 **ARTICLE III. OFFICES**
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40 The registered office of the Foundation shall be located in the State of Illinois or
41 at such place as may be fixed from time to time by the Board of Directors upon

1 filing of such notices as may be required by law. The registered agent shall have
2 a business office identical with such registered office.

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4 **ARTICLE IV. MEMBERS**
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6 A. The members of the Board of Directors of the Foundation shall constitute the
7 membership of the Foundation.

8 B. No member, employee, consultant, or volunteer of the Foundation may use its
9 name, records, equipment or facilities for financial gain, personal advantage,
10 business activities, or any other reason not authorized by the Board of
11 Directors or sanctioned by law.

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13 **ARTICLE V. BOARD OF DIRECTORS**
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15 A. Management of all the affairs, property and interest of the Foundation shall be
16 vested in a Board of Directors ("Board").

17 B. The Board shall have fiducial and governance responsibility for the
18 Foundation, focusing its attention on fund-raising efforts, primarily in
19 coordination with SNMMI. The Board shall attend to proper investment and
20 distribution of the Foundation's funds, assuring that they are distributed
21 according to donors' wishes, as well as good management and accounting
22 practices.

23 C. The Board shall consist of sixteen members and shall be composed as
24 follows:

- 25 a. The President, serving a single two-year term.
26 b. The President-Elect, serving a single two-year term.
27 c. The Secretary/Treasurer, serving a single three-year term.
28 d. The Immediate Past President, serving a single two-year term.
29 e. The SNMMI Grants and Awards Committee Chair, serving without
30 vote.
31 f. Four directors selected by the Board from among individuals who
32 are proposed by SNMMI and the SNMMI Technologist Section
33 (SNMMITS) and who meet criteria for Board membership. Each
34 such director shall serve a three-year term. At least two of these
35 directors shall have a technologist background. Any vacancy in

1 these director positions shall be filled in the same manner, with the
2 newly-selected director serving for the remainder of the unexpired
3 term.

- 4 g. Seven directors-at-large, elected by the Board, each serving a
5 three-year term.

6 At least two of these directors-at-large shall be members of
7 the general public and not affiliated with any nuclear medicine
8 organization or company. The two public members should
9 possess qualifications and experience in fund raising, funds
10 management, foundation operations or equivalent
11 credentials. These directors shall not be eligible for elective
12 office, but shall have a vote.

13 D. Directors-at-large and officers may be elected by written or electronic ballot
14 prior to the Annual Meeting of the Foundation and shall take office at the
15 conclusion of that meeting.

16 E. Each year at the Annual Board Meeting, the Board of Directors will affirm the
17 members of the board for the following year.

18 F. Vacancies in director-at-large positions may be filled by majority vote of the
19 Board at a regular meeting. A director elected or appointed to fill a vacancy
20 shall hold office for the unexpired term of the vacant position. Election of an
21 officer creates a vacancy in the directorship previously occupied by the
22 officer. The vacancy shall be filled as specified herein.

23 G. No appointed or elected director may serve more than two successive full
24 terms, unless at least three years has elapsed since the prior term of service.

25 H. No member of the Board shall be entitled to any compensation or salary for
26 service as a director or officer. Members of the Board may be reimbursed for
27 reasonable expenses incurred while conducting authorized Foundation
28 business, in accordance with reimbursement policies that the Board may
29 adopt from time-to-time.

30 I. Any elected or appointed director or any officer of the Foundation may be
31 removed for cause by a two-thirds (2/3) vote of the membership of the Board.
32 Notice of any proposed removal and the cause for removal shall be provided
33 to the Board at least 30 days in advance, and the affected director or officer

1 shall be given an opportunity to appear in person before the Board and
2 present a defense.

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4 **ARTICLE VI. OFFICERS**
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6 A. The officers of the Foundation shall be the President, President-Elect, and
7 Secretary/Treasurer. The officers shall hold terms of office as specified and
8 until their successors are elected.

9 B. The President shall be the Chief Officer of the Foundation and shall serve a
10 single two-year term. The President shall take office after serving a two-year
11 term as President-Elect. The President shall serve as Chair of the Board and
12 preside at all meetings of the Board and Executive Committee, and shall also
13 serve as Chair of the Cassen Prize Committee. The President may sign or
14 countersign all contracts and agreements in the name of the Foundation after
15 they have been approved by the Board. The President is an ex-officio voting
16 member of all standing committees of the Foundation.

17 C. The President-Elect shall be elected by the Board from among its members
18 and shall have at least two years of experience on the Board. The President-
19 Elect shall serve a single two-year term, to be followed by a two-year term as
20 President. The President-Elect, at the request of the President, shall assist in
21 the performance of the duties of the President.

22 D. The Secretary/Treasurer shall be elected by the Board from among its
23 members and shall have at least two years of experience on the Board. The
24 Secretary/Treasurer shall be the Chief Financial Officer of the corporation and
25 shall serve a single three-year term. The Secretary/Treasurer shall oversee
26 the funds of the Foundation, including their deposit in the name of the
27 Foundation in depositories approved by the Board, and maintenance and
28 distribution of full and accurate accounts of receipts and disbursements. The
29 Secretary/Treasurer shall oversee timely preparation, maintenance and
30 distribution of minutes of the Board and Executive Committee.

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ARTICLE VII. MEETINGS

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- A. Regular meetings of the Board shall be held at least four times a year and shall be scheduled to minimize conflicts with regular meetings of SNMMI and SNMMITS. At least two of the meetings shall be face-to-face meetings at a location set by the Board.
- B. The Board may hold regular meetings, other than the required face-to-face meetings, by electronic means such as teleconference or videoconference. When such electronic meetings are held, all persons participating in the meeting must be able to hear each other, and be heard, at the same time. Actions taken by the Board at such electronic meetings shall have the same effect as actions taken at face-to-face meetings. Electronic, written, or verbal consent may be used as specified by the Board.
- C. The Board shall designate one of its regular meetings in advance as the Annual Meeting of the Foundation.
- D. Special meetings of the Board may be called by the President, or by any three directors.
- E. Notice of all regular and special meetings of the Board shall be delivered by mail, electronically or in person to each director at least ten days before the meeting. The notice shall specify the business to be conducted at the meeting.
- F. A quorum of at least one-half (1/2) of the current and appointed membership of the Board, including at least one officer, shall be required at any regular or special meeting of the Board. The use of a proxy in establishing a quorum or voting is not allowed.
- G. The Board may take action without a meeting, provided that notice is given in the same manner as for a regular or special meeting, and written or electronic consent is given by two-thirds (2/3) of the membership of the Board.
- H. Meetings of the Board and its committees shall be conducted according to Robert’s Rules of Order (Newly Revised, 10th Edition). In case of conflict between Robert’s Rules of Order and the Bylaws, the Bylaws shall prevail.

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ARTICLE VIII. COMMITTEES

A. The standing committees are the Executive Committee, Finance Committee, Board Development Committee, Bylaws Committee, Fundraising Committee, Cassen Committee, and Cassen Postdoctoral Fellowship Committee, and other special committees as needed. Except as otherwise specified in these Bylaws, members of standing committees shall be appointed to one-year terms by the President, with the approval of the Board, from among the membership of the Board.

B. Executive Committee

- a. The Committee shall consist of the officers and the Executive Director of the Foundation.
- b. The Committee shall have authority to act on behalf of the Board in managing the business and affairs of the Foundation, except those specifically reserved by law, these Bylaws or the Board.
- c. Meetings of the Committee may be held electronically, provided that such meetings meet the requirements specified for electronic meetings of the Board.
- d. Actions taken by the Committee shall have the same effect as actions taken by the full Board, unless revised or rescinded by the Board.

C. Finance Committee

- a. The Committee shall consist of the officers and two additional directors appointed by the President for a two-year term. The Secretary/Treasurer shall serve as chair.
- b. The Committee shall report on the financial affairs, assets and liabilities of the Foundation at each meeting of the Board. The Committee shall recommend long-term fiscal policy and investment strategy, and at least annually shall present to the Board a review of investments and the strategy pertaining thereto.

- 1 c. The Committee shall have the books of the Foundation audited by
2 a certified public accountant at the end of each fiscal year and shall
3 report the findings to the Board.
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6 D. Board Development Committee

- 7 a. The Committee shall consist of at least three Board members
8 appointed by the President- Elect, who will serve as Chair.
9 b. The Committee shall provide to the Board a list of nominees for
10 director and officer positions.
11 c. The Committee shall be responsible for orientation, education,
12 training and development of Board members.

13 E. Cassen Committee

14 The Committee shall consist of seven members: the President acting as
15 Chair, the Secretary/Treasurer, the Executor of the Mary Wylie Cassen
16 Estate, the Chairman of the SNM Awards Committee, and three others
17 appointed by the President. At least one member shall be a basic scientist.
18 If there is any conflict between these Bylaws and the terms of the Mary Wylie
19 Cassen Estate, the terms of the Estate shall prevail.

20 F. Cassen Postdoctoral Fellowship Committee

- 21 a. The Committee shall consist of a Chair, appointed by the President,
22 and three additional members. The Chair must be a basic scientist,
23 and may or may not be a member of the Board. The Chair shall
24 appoint the other members, who may or may not be members of
25 the Board, with the advice and consent of the Board.
26 b. The Committee shall review applicants and candidates for the
27 Cassen Postdoctoral Fellowship and recommend whether or not an
28 award should be made and to whom. The latter recommendation
29 shall require approval of the Board.
30 c. The Committee may also be charged by the Board with additional
31 duties related to the purposes of the Fellowships.

32 G. Bylaws Committee

33 The committee shall consist of a Chair, appointed by the President, and at
34 least two additional members, at least one of whom shall be a director. The

1 committee shall maintain the Bylaws and Procedures of the Corporation. It
2 shall review all proposed Bylaws amendments and provide its
3 recommendations to the Board.

4 H. Fundraising Committee

- 5 a. The committee shall consist of a Chair and Co-Chair appointed by
6 the President. At least one of the Chairs must be a member of the
7 Board. In the event that one of the chairs is not a member of the
8 Board, that Chair will serve as a non-voting ex-officio member of
9 the Board. The Chair shall appoint the other members, who may or
10 may not be members of the Board. The number of members will be
11 at the discretion of the Chair and Co-Chair.
- 12 b. The committee shall present to the Board its fundraising plans and
13 recommendations for the next fiscal year. The committee may also
14 be charged by the Board with additional duties and reports related
15 to fundraising.

16 I. Special Committees

- 17 1. The President may establish such special committees as he/she
18 shall determine as necessary for the functioning of the Foundation.
19 Each such committee shall be given a specific charge and term.
20 No special committee shall have a term extending beyond 3 years
21 unless reappointed.
- 22 2. The President may appoint non-voting ex-officio or ad hoc
23 members to various committees as well as to the Board. These
24 members will serve in a non-voting ex-officio capacity and their
25 term will end at or before the term of the President who appointed
26 them.

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29 **ARTICLE IX. AMENDMENT**
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- 31 A. These Bylaws may be amended by a two-thirds (2/3) vote of the membership
32 of the Board at a regular or special meeting, provided that notice including the
33 text of the proposed amendment shall be provided to the Board at least twenty-
34 one days in advance of the meeting at which the amendment will be voted upon.

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1 B. Prior to any such vote, any proposed change shall have been presented to the
2 Board at one regular or special meeting.

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6 **ARTICLE X. DISSOLUTION**
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8 A. In the event of dissolution of the Foundation, all liabilities and obligations shall
9 be paid, satisfied and discharged, or adequate provision shall be made
10 therefore.

11 B. Estates which have donated assets to the Foundation shall be settled, and
12 remaining assets distributed, acting through the Executor of the Estate
13 according to the terms of the Estate. In the event of any conflict between the
14 terms of any such Estate and the Foundation, the terms of the Estate shall
15 prevail.

16 C. If adjudication is required to resolve any conflict between an Estate and the
17 Foundation, a majority of the membership of the Board may seek legal
18 counsel. Legal expenses for any such conflict will not be charged against the
19 Estate.

20 D. Assets remaining after payment of all liabilities and obligations shall be
21 distributed to a fund controlled by SNMMI. The fund will be one that supports
22 research and education, and it will be selected by the Board of Directors of
23 SNMMI.

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25 **END**
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