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3 **EDUCATION AND RESEARCH FOUNDATION FOR NUCLEAR MEDICINE and**
4 **MOLECULAR IMAGING, INC.**
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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**
16 **Amended May 31, 2019**
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18 **ARTICLE I. NAME**
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20 The name of the Corporation shall be the Education and Research Foundation
21 for Nuclear Medicine and Molecular Imaging. ("the Foundation").
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24 **ARTICLE II. PURPOSE**
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26 A. The mission of the Foundation is to advance excellence in healthcare through
27 the support of education and research in nuclear medicine and molecular
28 imaging by provision of grants and awards.

29 B. The vision of the Foundation is to be an effective fund-raising organization in
30 support of education and research in the field of nuclear medicine and molecular
31 imaging.

32 C. The primary responsibility of the Foundation will be to raise funds for grants,
33 awards and scholarships in support of education and research programs in
34 nuclear medicine and molecular imaging.
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37 **ARTICLE III. OFFICES**
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39 The registered office of the Foundation shall be located in the State of Illinois or
40 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.

4 **ARTICLE IV. MEMBERS**

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.

13 **ARTICLE V. BOARD OF DIRECTORS**

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

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

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

1 newly-selected director serving for the remainder of the unexpired
2 term.

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

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

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

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

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

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

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

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

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ARTICLE VI. OFFICERS

- A. The officers of the Foundation shall be the President, President-Elect, and Secretary/Treasurer. The officers shall hold terms of office as specified and until their successors are elected.
- B. The President shall be the Chief Officer of the Foundation and shall serve a single two-year term. The President shall take office after serving a two-year term as President-Elect. The President shall serve as Chair of the Board and preside at all meetings of the Board and Executive Committee, and shall also serve as Chair of the Cassen Prize Committee. The President may sign or countersign all contracts and agreements in the name of the Foundation after they have been approved by the Board. The President is an ex-officio voting member of all standing committees of the Foundation.
- C. The President-Elect shall be elected by the Board from among its members and shall have at least two years of experience on the Board. The President-Elect shall serve a single two-year term, to be followed by a two-year term as President. The President-Elect, at the request of the President, shall assist in the performance of the duties of the President. The President-Elect will serve as the Executor of the Mary Wylie Cassen Estate.
- D. The Secretary/Treasurer shall be elected by the Board from among its members and shall have at least two years of experience on the Board. The Secretary/Treasurer shall be the Chief Financial Officer of the corporation and shall serve a single three-year term. The Secretary/Treasurer shall oversee the funds of the Foundation, including their deposit in the name of the Foundation in depositories approved by the Board, and maintenance and distribution of full and accurate accounts of receipts and disbursements. The Secretary/Treasurer shall oversee timely preparation, maintenance and distribution of minutes of the Board and Executive Committee.

ARTICLE VII. MEETINGS

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

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

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2 D. Board Development Committee

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

9 E. Cassen Committee

10 The Committee shall consist of seven members: the President acting as
11 Chair, the Secretary/Treasurer, the President-Elect, the Chairman of the
12 SNMMI Awards Committee, and three others appointed by the President. At
13 least one member shall be a basic scientist. If there is any conflict between
14 these Bylaws and the terms of the Mary Wylie Cassen Estate, the terms of
15 the Estate shall prevail.

16 F. Cassen Postdoctoral Fellowship Committee

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

28 G. Bylaws Committee

29 The committee shall consist of a Chair, appointed by the President, and at
30 least two additional members, at least one of whom shall be a director. The
31 committee shall maintain the Bylaws and Procedures of the Corporation. It
32 shall review all proposed Bylaws amendments and provide its
33 recommendations to the Board.

34 H. Fundraising Committee

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

I. Special Committees

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

ARTICLE IX. AMENDMENT

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

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

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

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

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

16 D. Assets remaining after payment of all liabilities and obligations shall be
17 distributed to a fund or organization that most closely matches the scope and
18 purpose of the donor or foundation's intent.

19 **END**
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