

BYLAWS
of
ACADEMY OF RADIOLOGY RESEARCH
(An Illinois Not For Profit Corporation)

ARTICLE I
Name

The name of this corporation is Academy of Radiology Research (hereinafter referred to as the “Academy”).

ARTICLE II
Purposes and Limitations

Section 1. The nature of the business and the purposes to be conducted and promoted by the Academy shall be as set forth in the Articles of Incorporation, including the advancement of basic and clinical research in imaging by:

- a. Identifying and stimulating governmental and private support for research activities in imaging and related disciplines;
- b. Ensuring the continuing existence of federal intramural imaging research programs;
- c. Providing guidance in developing priorities for imaging research programs;
- d. Integrating current and future research activities conducted by national research facilities and universities;
- e. Encouraging research on the outcome of imaging services in order to improve the quality and cost-effectiveness of radiological services and educational programs;
- f. Enhancing opportunities for research training of imaging faculty and trainees to increase their effectiveness in obtaining research grants and contracts; and
- g. Collaboration among the imaging stakeholders for the purpose of advocacy in line with the Academy’s goals and mission.

ARTICLE III
Offices

The Academy shall maintain in the State of Illinois a registered agent and may have offices within or without Illinois as shall be determined by the Board of Directors.

ARTICLE IV
Membership Supporting Members and Organizations

The Academy shall have no members within the meaning of Section 805 ILCS 105/101.80(k) of the Illinois General Not For Profit Corporation Act (the “Act”), as the same may be amended or supplemented. However, the Academy shall have the following Broad Based Members, Regular Members, Supporting Members and Supporting Organizations:

Broad Based Members shall be those societies and organizations that support the Academy by contributing for each fiscal year, an amount equal to the Broad Based Member annual contribution, which amount will be determined by a vote of the Board of Directors from time to time.

Regular Members shall be those societies and organizations that support the Academy by contributing for each fiscal year, an amount equal to the Regular Member annual contribution, which amount will be determined by a vote of the Board of Directors from time to time.

Supporting Members shall be only those societies and organizations in imaging who are committed to the Academy's purposes as outlined in Article II, pay the dues for Supporting Members in the amount established by the Board of Directors from time to time, and are accepted into Supporting Membership by the Board of Directors.

Supporting Organizations shall be only those societies and organizations committed to the Academy's purposes as outlined in Article II that are designated as Supporting Organizations by the Board of Directors. Supporting Organizations are not required to make regular financial contributions to the Academy, and are invited by the Board of Directors to send one representative to attend, but have no voting rights, each meeting of the Board of Directors.

ARTICLE V

Board of Directors

Section 1. General Powers. The affairs of the Academy shall be managed by its Board of Directors. It shall be the Board of Directors' duty to carry out the objectives and purposes of the Academy, and to this end, the Board of Directors may exercise all powers of the Academy. The Board of Directors shall be subject to the restrictions and obligations set forth by law, and in the Academy's Articles of Incorporation and these Bylaws.

Section 2. Election and Tenure. The Board of Directors shall consist of two representatives elected by each organization qualifying as a Broad Based Member of the Academy (American College of Radiology, American Roentgen Ray Society, Radiological Society of North America, Radiological Society of North America R&E Foundation, and SCARD/AUR/APDR), one representative elected by each organization qualifying as a Regular Member of the Academy, two representatives from the Academy Academic Council, two representatives from the Coalition for Imaging and Bioengineering Research (CIBR), and two representatives from the Academy Distinguished Investigator Council (one basic researcher and one clinical scientist).

Members of the Board designated by Broad Based Members and Regular Members, shall serve a three-year term which shall begin and end immediately upon adjournment of the applicable annual meeting of the Board of Directors. Representatives from the Academy Academic Council and CIBR will serve a two-year term which shall begin and end immediately upon adjournment of the annual meeting of the Board of Directors. The two representatives from the Academy Distinguished Investigator Council shall serve staggered terms of one and two years, with such terms determined by the Board of Directors, and which terms shall begin and end immediately upon

adjournment of the annual meeting of the Board of Directors. Members of the Board may be reappointed for a maximum of two additional terms. An individual who has completed his or her eligibility for membership on the Board as the designee of a Broad Based Member or of any other Academy member, may be appointed to the Board for one, two, or three additional three-year terms by a different Broad Based Member or other Academy members. This process may be repeated without limitation with different Broad Based Members or other Academy members, except no individual shall be eligible to serve more than three-year terms on behalf of a particular Broad Based Member or other Academy members.

Section 3. Annual and Regular Meetings. Annual and regular meetings of the Board of Directors shall be held at the RSNA meeting in the fall, and a spring meeting at such time and place either within or without the State of Illinois, designated by resolution of the Board of Directors, whether for a single meeting or outlining all annual and regular meetings for the year, without notice required other than these Bylaws and such resolution.

Section 4. Special Meetings. Special meetings of the Executive Committee or the Board of Directors may be called by or at the request of the President or the Executive Committee. The person or persons authorized to call special meetings of the Board of Directors may fix any place, either within or without the State of Illinois, as the place for holding any special meeting of the Board of Directors called by them.

Section 5. Notice. Notice of any special meeting of the Board of Directors shall be received by each Director by mail, overnight courier, telecopier, electronic mail, other mode of written transmittal, or through oral communication not less than three (3) days before the time set for such a meeting, and must include the time, date, and place of such meeting. Any Director may waive notice of any meeting before, at or after such meeting.

Section 6. Quorum. A majority of the Board of Directors in office, before a meeting begins, shall constitute a quorum for the transaction of business at any meeting of the Board of Directors; provided, that if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 7. Manner of Acting. The act of a majority of the Directors present at a meeting at which a quorum is present, shall be the act of the Board of Directors, except as otherwise provided by law by the Academy's Articles of Incorporation, or by these Bylaws. Each Director shall have one (1) vote on all matters submitted to a vote of the Board of Directors. No Director voting by proxy shall be permitted.

Section 8. Teleconferencing. To the extent permitted by the Act, any person participating in a meeting of the Board of Directors may participate by means of conference, telephone or by any means of communication by which all persons participating in the meeting are able to hear one another and otherwise fully participate in the meeting. Such participation shall constitute presence in person at the meeting.

Section 9. Action Without Meeting. Any action required or permitted to be taken at a

meeting of the Board of Directors may be taken without a meeting if each member of the Board of Directors sign a consent describing the action to be taken and delivers the consent to the Academy. Action taken under this Section shall be the act of the Board of Directors when one or more consents signed by all of the members of the Board of Directors are delivered to the Academy, unless the consent(s) otherwise specify the time at which the action taken is to be effective. Such consent or consents may be executed and delivered to the Academy by electronic means, including email, and shall be filed with the minutes of proceedings of the Board of Directors.

Section 10. Minutes. Full minutes of each meeting of the Board of Directors shall be recorded by the Secretary, containing results of the deliberations of the Board of Directors. The minutes shall be submitted to the Board of Directors for approval at the subsequent meeting of the Board of Directors.

Section 11. Removal or Resignation of Directors. Any Director may be removed from office with or without cause and at any time by the affirmative vote of a majority of the Directors in office, present and voting at a meeting of the Board of the Directors at which a quorum is present. Notice of the proposed removal must be delivered to all Directors at least twenty (20) days prior to the meeting called for such purpose. Any Director may resign at any time by giving written notice to the President, Secretary, or to the Board of Directors. Such resignation shall take effect at the time specified in such notice, or, if no time is specified, at the time such resignation is tendered.

Section 12. Vacancies. Any vacancy occurring in the Board of Directors or any Directorship to be filled by reason of an increase in the number of Directors may be filled at any time by the Board of Directors. A Director selected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office. Vacancies may be filled or new Directorships created and filled at any meeting of the Board of Directors. Such action shall be effected by the affirmative vote of a majority of the Board of Directors present at a meeting at which a quorum is present.

ARTICLE VI Officers

Section 1. Definition of Officers. The Officers of the Academy shall be a President, Vice-President, Past-President, Secretary-Treasurer, and such other Officers as may be determined by the Board of Directors. The Board of Directors may elect such other Officers as it shall deem necessary and proper, such Officers to be vested with such authority and to be obligated to perform such duties as shall be prescribed by the Board of Directors. All Officers shall be members of the Board of Directors by virtue of their office, unless otherwise determined by the Board of Directors.

Section 2. Election, Term and Qualifications. The Officers of the Academy shall be elected by the Board of Directors by the affirmative vote of a majority of the Board of Directors present at any meeting at which a quorum is present. Each Officer shall hold office for a two (2)-year term; provided, however, that Officers shall serve until their successors have been duly elected and have qualified. The terms of Officers may be staggered, so as to not all expire at the same time, to the extent and as determined by the Board of Directors. To this end, the term(s) of one (1) or

more Officers may be extended or abbreviated, to the extent and as determined by the Board of Directors. Officers shall be limited to a single term, except that the Secretary-Treasurer may serve two (2) terms.

Section 3. Removal or Resignation of Officers. Any Officer may be removed from office at any time by the affirmative vote of a majority of the Board of Directors present at a meeting at which a quorum is present, whenever in their judgment the best interests of the Academy would be served thereby. Any Officer may resign at any time by giving written notice to the President, Secretary, or to the Board of Directors. Such resignation shall take effect at the time specified in such notice, or, if no time is specified, at the time such resignation is tendered.

Section 4. Vacancies. A vacancy in any Officer position because of death, resignation, removal, disqualification, or otherwise, may be filled at any time by the Board of Directors for the unexpired portion of the term. Vacancies may be filled or new offices created and filled at any meeting of the Board of Directors. Such action shall be effected by the affirmative vote of a majority of the Board of Directors present at a meeting at which a quorum is present.

Section 5. President. The President shall be the principal executive officer of the Academy and shall in general supervise and have charge of all of the affairs of the Academy, pursuant to the direction and oversight of the Board of Directors. The President shall preside at all meetings of the Board of Directors and shall serve as the Chair of the Board of Directors. The President in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time. Following the expiration of the two-year term as President, the President shall serve a two-year term as the immediate Past-President.

Section 6. Vice-President. The Vice-President shall, in the absence of the President, or in the event of the President's inability or refusal to act, perform the duties of the President. The Vice-President shall perform such other duties as may be assigned from time to time by the President or the Board of Directors. The Vice-President shall assume the office of President.

Section 7. Past-President. The Past-President shall assist the President, as requested.

Section 8. Secretary-Treasurer. The Secretary-Treasurer shall be custodian of all funds of the Academy and shall be bonded in such amount as the Board of Directors may require. The Secretary-Treasurer shall keep minutes of the meetings of the Board of Directors and Executive Committee in one or more books maintained for that purpose; shall see that all notices are duly given in accordance with applicable law, the articles of incorporation of the Academy, and these Bylaws; shall be custodian of the corporate records; shall keep a record of the mailing address of each director and officer of the Academy, whose addresses shall be furnished to the Secretary-Treasurer by the directors and officers; and, in general, shall perform all duties customarily incident to the office of secretary-treasurer and such other duties as may be assigned from time to time by the President or the Board of Directors.

Section 9. Delegation of Duties. One (1) or more duties of any Officer of the Academy

may be expressly delegated by the Board of Directors or by such Officer to one (1) or more other Officers, employees or agents of the Academy, provided that if such delegation is not to another Officer, then the Officer shall supervise and oversee the actions of such employees or agents. Actions taken by Officers, employees or agents of the Academy shall in all instances be subject to Article XI (Declaration of Policy) of these Bylaws, relating to limitations of responsibility and authority and restricting commitments on behalf of the Academy and in matters of policy.

ARTICLE VII

Committees and Executive Director

Section 1. Executive Committee. The Executive Committee shall consist of the President, the Vice-President, the Secretary-Treasurer; and the immediate Past President; one representative appointed by each organization broad-based member of the Academy; and three additional representatives elected by the Board of Directors from the organizations qualifying as members. The immediate Past President shall serve as an ex officio, voting member of the Executive Committee for a single two-year term after the expiration of his term as President. All members of the Executive Committee shall serve concurrently as members of the Board of Directors; only Directors shall be eligible for membership on the Executive Committee. Membership on the Executive Committee shall be terminated automatically if and when membership on the Board of Directors is terminated. The Executive Committee shall have and exercise the authority of the Board of Directors in the management of the Academy during intervals between meetings of the Board of Directors.

With the exception of the President, Vice-President, Secretary-Treasurer, and the immediate Past President, members of the Executive Committee shall serve three-year Executive Committee terms and may be reappointed or reelected for a maximum of two additional Executive Committee terms. An individual who has previously served on the Executive Committee while a member of the Board as the designee of a broad-based member society or any other Academy member and who is subsequently appointed to the Board by a different Academy member shall be eligible for election or appointment to the Executive Committee. Such individual may serve a maximum of three new, full, consecutive or non-consecutive terms on the Executive Committee during his or her tenure on the Board resulting from the new appointment. This process may be repeated, without limitation, if and when such individual is subsequently appointed to the Board by a different Academy member than the previous appointing members.

Section 2. Other Committees. The Board of Directors, by resolution adopted by a majority of the Directors in office at the time such action is taken, may also create other Committees of the Board which shall exercise such powers of the Board of Directors as delegated in said resolution, provided that neither the Executive Committee nor any other Committee of the Board may be delegated the power to: (1) adopt a plan for the distribution of the assets of the Academy or for dissolution; (2) fill vacancies on the Board of Directors or any committees; (3) elect, appoint, or remove any officer or director of member of any committee, or fix the compensation of any member of a committee; (4) adopt, amend, or repeal the bylaws or articles of incorporation; (5) adopt a plan of merger or consolidation, or authorize the sale, lease, exchange or mortgage of all of substantially all of the property or assets of the corporation; or (6) amend, alter,

repeal or take action inconsistent with any resolution or action of the board of directors if such resolution provides by its terms that it shall not be amended, altered, or repealed by action of a committee. The delegation of authority to the Executive Committee or a Committee of the Board shall not operate to relieve the Board of Directors, or individual Director, of any responsibility imposed upon them by law. The Executive Committee and any Committee of the Board, if formed, must consist exclusively of one (1) or more Directors approved by a majority of the Board of Directors in office when the Director is appointed to such committee.

Section 3. Advisory Committees and Divisions. Other committees and divisions not having and exercising the authority of the Board of Directors in the management of the Academy (“Advisory Committees and Divisions”) may be designated and appointed by a resolution adopted by a majority of the Executive Committee at a meeting at which a quorum is present or by electronic vote. Except as otherwise provided in such resolutions, members of such committees/divisions need not be Directors.

Section 4. Term. Each member of a committee/division shall continue as such until his or her successor is appointed, unless the committee/division shall be sooner terminated, or unless such member shall cease to qualify or shall be removed or shall resign as a member thereof.

Section 5. Removal; Resignation; Vacancies. Any committee/division member may be removed from office at any time by the affirmative vote of a majority of the Board of Directors present at a meeting at which a quorum is present, whenever in their judgment the best interests of the Academy would be served thereby. Any committee/division member may resign at any time by giving written notice to the President, Secretary, or to the Board of Directors. Such resignation shall take effect at the time specified in such notice, or, if no time is specified, at the time such resignation is tendered. Vacancies in the membership of any committee/division may be filled at any time by appointments made in the same manner as provided in the case of the original appointments.

Section 6. Chair. One (1) member of each committee/division shall be appointed as chair such committee/division by the President, unless the appointment of such chairman shall be made by resolution of the Board of Directors or in accordance with the committee/division charter, if any, except that, upon expiration of the term as immediate Past-President, the Past-President shall commence a two-year term as the Chair of the Coalition for Imaging and Bioengineering Research. The Chair of the Coalition for Imaging and Bioengineering Research shall appoint an individual to serve as the Vice Chair of the Coalition for Imaging and Bioengineering Research for a two-year term.

Section 7. Committee Meetings. Meetings of Committees of the Board shall conform to the same standards for notice, quorum, voting, manner and method of acting, and other procedures applicable to meetings of the Board of Directors as are set forth in Article V of these Bylaws, except as otherwise provided by these Bylaws, committee/division charter, or resolution of the Board of Directors. Meetings of Advisory Committees and Divisions shall conform to the standards for notice, quorum, voting, and manner and method of acting as may be established by the Committee Chair, with the approval of the Committee members, except as otherwise provided

in these Bylaws, committee/division charter, or resolution of the Board of Directors. Minutes of all meetings of and actions taken by Committees of the Board shall be recorded and maintained with the records of the Academy.

Section 8. Nominating Committee. The Nominating Committee shall consist of the chairman of the Nominating Committee and up to four other members of the Board. At the annual meeting of the Board of Directors, the Board of Directors shall elect a member of the Executive Committee as the chairman of the Nominating Committee, and shall elect the four other members of the Nominating Committee. No less than thirty days prior to the subsequent annual meeting of the Board, the Nominating Committee shall deliver to the President a set of recommended candidates (a) for the offices of Vice-President and Secretary-Treasurer, and (b) for membership on the Executive Committee, insofar as such offices and memberships will expire upon adjournment of the annual meeting of the Board.

Section 9. Executive Director. The Board of Directors may hire an executive director for a term and salary to be determined by the Board. The executive director, under the direction of the Board, shall perform the duties that the title of that office ordinarily connotes. The executive director shall be bonded in such an amount as the Board may require. The executive director, under the direction of the Board, shall manage and conduct the business of all offices of the Academy; be empowered to enter into any contract or deliver any instrument in the name of the Academy; hire employees, sign all checks, drafts or other orders for payment of money, notes or other evidences of indebtedness issued in the name of the Academy; deposit all funds of the Academy to the credit of the Academy in such banks, trust companies, or other depositories as he/she may select; be the custodian of all the important documents of the Academy, including the bonds of those officers required by the bylaws to be bonded; keep an accurate record of all of the Academy activities; act as secretary to the Board and the Executive Committee of the Board, and keep accurate records of their proceedings; supervise the publication and editing of any matter authorized by the Board; give notice of meetings of the Board of Directors and Executive Committee and arrange for the necessary facilities for holding them; and perform such duties as are imposed by these bylaws and as the Board of Directors or the Executive Committee may direct. The executive director may delegate any of his/her powers, with or without restriction, to any bonded employee of the Academy.

Section 10. Limitation on Delegated Authority. Actions taken by committees/divisions or the executive directors shall in all instances be subject to Article XI (Declaration of Policy) of these Bylaws, relating to limitations of responsibility and authority and restricting commitments on behalf of the Academy and in matters of policy.

ARTICLE VIII Compensation and Inurement

Officers and Directors as such shall not receive any salary for their services; provided, however, that nothing herein contained shall be construed to preclude an Officer or Director from serving the Academy in any other capacity and receiving reasonable compensation for expenses.

No part of the net earnings of the Academy shall inure to the benefit of, or be distributable to, its Officers, Directors, committee/division members, employees, or other private persons, except that the Academy 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 herein.

ARTICLE IX Finances and Records

Section 1. Fiscal Year. The fiscal year of the Academy shall be such period established by the Board of Directors.

Section 2. Contracts. The Board of Directors may authorize any Officer or Officers, agent or agents of the Academy, in addition to the Officers so authorized by these Bylaws, to enter into any contract or execute or deliver any instrument in the name of and on behalf of the Academy. Such authority may be general or confined to specific instances.

Section 3. Checks and Drafts. All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Academy, shall be signed by the Executive Director, an Officer, or agent of the Academy.

Section 4. Deposits. All funds of the Academy shall be deposited to the credit of the Academy in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 5. Books and Records. The Academy shall keep correct and complete books and records of account and shall also keep: (i) minutes of all meetings of the Board of Directors and members; (ii) records of all actions taken without a meeting by the Board of Directors or members; and (iii) records of all actions taken by a Committee of the Board on behalf of the Academy. The Academy also shall keep at its principal office (i) the Academy's Articles of Incorporation, (ii) the Academy's Bylaws, (iii) minutes and other required records for the last three (3) years; (iv) a list of the names and business address of the Academy's current directors and officers; and (vi) the most recent annual report filed by the Academy with the State of Illinois.

ARTICLE X Waiver of Notice

Whenever any notice whatsoever is required to be given under the provisions of the Act, the Academy's Articles of Incorporation, or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Attendance at a meeting shall constitute a waiver of notice of such meeting, except where the person attends such meeting for the express purpose of objecting, at the commencement of such meeting, to the transaction of any business because the meeting was not lawfully called.

ARTICLE XI
Declaration of Policy

Responsibility and authority for any declaration of Academy policy, and/or endorsement, and/or rejection of any matter on any subject of policy, is reserved to the judgment and discretion of the Board of Directors. Committees of the Academy are not authorized directly or indirectly to commit the Academy in any way or in any manner, financially or otherwise, without prior approval by the Board of Directors, except as specified in the approved budget or in specific resolutions of the Board of Directors. The Board of Directors, except as herein otherwise provided, shall have control of the affairs of the Academy, including all matters relating to the acquisition, holding, management, control, investment, and disposition of the funds and other property of the Academy.

ARTICLE XII
Limitation of Liability, Indemnification, and Insurance

Section 1. Limitation of Liability. To the fullest extent permitted by the Act and the IRC, the personal liability of the Directors, Officers, committee/division members, employees, and volunteers of the Academy is hereby eliminated.

Section 2. Indemnification. To the fullest extent permitted by law, the Academy shall indemnify a person made or threatened to be made a party to a proceeding by reason of that person's former or current status as an officer or director of the Academy against any liability incurred with respect to the proceeding (including reasonable attorney's fees and expenses).

Section 3. Insurance. The Academy may purchase liability insurance on behalf of any Director, Officer, or employee, and any person who is or was serving at the request of the Academy as a Director, Officer or employee of another enterprise against any liability asserted against him or her or incurred by him or her in any such capacity or status.

ARTICLE XIII
Amendments

The power to adopt, amend or repeal these Bylaws shall rest with, and may be executed by, the Board of Directors. These Bylaws may be altered, amended or repealed, and one (1) or more new Bylaws may be adopted, by the affirmative vote of a majority of the members of the Board of Directors present at any duly called meeting of the Board of Directors at which a quorum is present.

Amended: March 30, 2016