

BYLAWS  
OF THE  
MISSISSIPPI SOCIETY OF NUCLEAR MEDICINE, INC.

ARTICLE I  
NAME, SEAL AND OFFICES

1.1 Name: The name of this corporation is the Mississippi Society of Nuclear Medicine, Inc., hereinafter called the "State Society".

1.2. Seal: The seal of the State Society shall be in such form and bear such inscription as determined by the Board of Directors. The Board of Directors may change the form of the seal or the inscription therein at pleasure.

1.3. Offices: The office of the State Society shall be at Suite 316, Medical Arts Building, Jackson, Mississippi. The State Society may also have offices at such other places as the purposes of the corporation may require.

ARTICLE II  
PURPOSE, OBJECTIVES, ACTIVITIES, NET EARNINGS, TERMINATION,  
AND DISPOSITION OF ASSETS ON DISSOLUTION

2.1. Purpose: The State Society has been organized and shall be operated exclusively as a non-profit corporation for charitable, medical, scientific and educational purposes under the Laws of the State of Mississippi. No shares of stock shall be issued.

2.2. Objectives: The objectives of the State Society are:

A. To establish and maintain an organization of physicians, technologists and scientists of high standing with a common interest in scientific and clinical disciplines concerned with the diagnostic, therapeutic and investigational use of radionuclides.

B. To foster meetings of the State Society for the purpose of communicating and discussing knowledge of nuclear phenomena as they apply to the better understanding and control of disease.

C. To disseminate information concerning nuclear medicine by sponsoring scientific and professional publications.

D. To strive to better the welfare of mankind by maintaining and advancing the highest possible standards of education, research and practice of nuclear medicine.

2.3. Prohibited Activities: Notwithstanding any other provision of its Charter of Incorporation, the State Society shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

2.4. Net Earnings: No part of the net earnings of the State Society shall inure to the benefit of, or be distributable to, any member, trustee or officer of the State Society or any private individual (except that reasonable compensation may be paid for services rendered to or for the State Society in furtherance of one or more of its exempt purposes). No substantial part of the activities of the State Society shall be carrying on propaganda, or otherwise attempting to influence legislation, and the State Society shall not participate in, or intervene in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

2.5 Termination: Should the State Society cease to exist, its official records, minutes, books, and other pertinent documents, and any real properties and assets that the State Society may possess, shall be delivered to the President or an appropriate officer designated by him, for disposition and in accordance with the provisions of the Charter of Incorporation of the State Society.

2.6 Dissolution: Upon the dissolution of the State Society, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the State Society, dispose of all of the assets of the State Society exclusively for the purposes of the State Society in such manner and to such organization or organizations organized and operated exclusively for charitable, educational or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (C) (3) of the Internal Revenue code of 1954, (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Such recipient organizations shall be selected, opportunity permitting, by the Board. If feasible, the Board shall give careful consideration to the wishes of a majority of the State Society members. If a formal meeting of the Board shall not be feasible, the State Society President or his successor shall designate the recipients, being guided by whatever opinions he may be able to obtain from other officers and Board members. Following appropriate authorization, this transfer of financial assets shall preferably be carried out by the Secretary-Treasurer.

### ARTICLE III MEMBERSHIP

3.1 Applications: Eligible persons may apply for Full, Associate, Emeritus, Training or Affiliate Membership by submitting the prescribed application form properly completed together with any additional required information and required fees to the Secretary of the State Society. The Secretary shall forward such applications to the Membership Committee for its review and approval. When duly recommended to the Board of Directors by a majority vote of the Membership Committee, and upon approval by a majority vote of the Board of Directors, such persons shall be accepted as Full, Associate, Emeritus, Training or Affiliate Members, as appropriate.

3.2 Full Membership: Physicians, Technologists and Scientists actively engaged in the diagnostic, therapeutic and investigational use of radionuclides who have either satisfactorily completed a formal education program in the use of radionuclides of sufficiently high standards, duration and content or received certification or registration by a recognized board or registry of Nuclear Medicine or Nuclear Medicine Technology, and persons deemed to be exceptionally qualified by a majority vote of both the Membership Committee and Board of Directors, shall be eligible for full membership.

3.3 Associate Membership: Physicians, Technologists and Scientists who have an active interest in the objectives of the State Society shall be eligible for Associate Membership.

3.4 Emeritus Membership: Any Full Member of the State Society who has reached the age of sixty-five and has ten years active Full Membership, or any Full Member who, by reason of permanent disability or undue hardship has been rendered unable to continue Full Membership, shall be eligible for Emeritus Membership.

3.5 Training Membership: Persons enrolled in a formal training program in Nuclear Medicine or a related field and certified as a trainee by the director of training for that institution shall be eligible for Training Membership.

3.6 Affiliate Membership: Persons having an active interest in the objectives of the State Society but not qualified for other categories of

membership shall be eligible for Affiliate Membership.

3.7. Honorary Membership: Upon nomination by a majority vote of both the Executive Committee and Board of Directors and acceptance by a two-thirds vote of the Full Members attending any annual business meeting, a person shall become an Honorary Member.

3.8. Rights, Privileges and Duties: Full and Emeritus Members shall have the right to vote on all issues presented to the State Society, may serve on the Board of Directors or as an officer of the State Society, or in any other elective or appointive office. Associate, Honorary, Training and Affiliate Members may serve as appointive members of committees but may not hold elective or appointive office or serve on the Board of Directors. Members of all categories may attend any general meeting, receive appropriate membership certificates and shall receive the State Society Newsletter and other official correspondence. The Board of Directors shall have authority to hold hearings and determine the expulsion or suspension of a member of any category who has committed an act contrary to the established principles of the State Society. Members of all categories except Emeritus, Honorary and Training Members will be subject to the payment of annual dues.

#### ARTICLE IV DUES, FEES AND ASSESSMENTS

The Board of Directors shall establish annual dues to be paid by Full, Associate and Affiliate Members and may establish application fees for or make other assessments upon members of any category.

Annual dues shall be payable on January 1 of the year following the approval of an application for Full, Associate or Affiliate Membership and on January 1 of each year thereafter. Dues shall become delinquent if unpaid on March 1 following the date payable. The rights and privileges of a Full, Associate or Affiliate Member shall be suspended during any such period of delinquency. Such rights and privileges shall be reinstated upon the payment of such delinquent dues within the calendar year. After the expiration of such calendar year, reinstatement may be accomplished only by reapplication for membership in accordance with the provisions of Article III.

#### ARTICLE V BOARD OF DIRECTORS

5.1. Composition: The Board of Directors, herein called the Board, shall be comprised of the following:

- A. Members of the Executive Committee.
- B. Past-Presidents of the State Society, who will be ex-officio members of the Board for life, with voting privileges limited to the five years immediately following their presidency.
- C. The chairpersons of the Standing Committees.
- D. The editor of the State Society Newsletter.
- E. The president of each Section recognized by the Board or a member of such Section appointed by such president as his delegate.
- F. Three Full or Emeritus Members elected by the voting membership of the State Society. At the first such election, one such member shall be elected to serve for a one year term, one for a two year term and one for a three year term. Upon the expiration of each of these terms and all succeeding terms, one such member shall be elected to serve for a three year term.

5.2. Quorum: A quorum shall consist of a majority of the voting membership of the Board. A quorum must be present in order to legally transact business.

5.3. Action by Board: Decisions of the Board will be determined only by an affirmative vote of a majority of those present, and then only if a quorum is present.

5.4. Vacancies: The Board may fill any vacancy on the Board or in any elected office for the period intervening until the next annual meeting, except as otherwise provided in the Bylaws. Unexpired terms of elected Board members shall be filled at the next annual meeting.

5.5. General Powers: The Board shall be responsible for the business affairs, property and monies received for the operation of the State Society. The Board may make rules and regulations necessary for the management, wellbeing and accomplishment of the objectives of the State Society. The Board by majority vote may delegate any of its responsibilities to the Executive Committee, a Standing Committee or a Special Committee.

5.6. Contracts: Contracts, signatures, the acceptance of gifts and bequests, and matters dealing with the routine operations of the State Society and not specifically controlled by these Bylaws shall be functions of the Board or its designees.

5.7. Meetings: The Board shall hold an annual meeting each year to coincide with the annual meeting of the State Society. Special meetings may be held at a time and a place decided at the annual meeting by a majority of the Board members or may be called at any time by the President or a majority of the voting membership of the Board.

## ARTICLE VI OFFICERS

6.1. Election, Number and Term: The officers of the State Society shall be a President, President-Elect, Secretary-Treasurer and Historian. The President and President-Elect shall be executive officers elected annually by majority vote of the membership. The office of President shall rotate annually between an individual who is either a Physician or Scientist and an individual who is a Technologist. The Secretary-Treasurer shall be elected biannually to serve a two year term. The Historian shall be an executive officer appointed by the Board for an indefinite term subject to annual approval by the Board. The Secretary-Treasurer and Historian may serve successive terms upon re-election or reappointment.

6.2. Duties of Officers: The duties of all officers shall be as specified by the Laws of the State of Mississippi, the Articles of Incorporation, these Bylaws and Robert's Rules of Order, Newly Revised. In the event of inconsistency, the precedence among the foregoing shall be in the order set forth. The respective officers shall also have the duties set forth in the remainder of the Article VI.

6.3. President: The President shall prepare an agenda for and preside at all meetings of the State Society, the Board of Directors and the Executive Committee and perform all duties consistent with the office. He shall be an ex-officio member of all committees, except the Nominating Committee. He shall appoint committee chairmen unless otherwise provided in the Bylaws. He may establish special committees to function in areas of concern to the State Society. He shall authorize and may initiate routine expenditures by the Treasurer. With the consent of the majority of the Board, he may act in an emergency without a general meeting.

6.4. President-Elect: The President-Elect shall familiarize himself with all activities of the State Society and shall make preparations necessary for his elevation to the office of President. He shall succeed the President after a one year term. He shall further function as the primary delegate of the President in selected matters of the State Society. In the temporary or permanent absence of the President, the President-Elect shall assume the duties of President.

6.5. Secretary-Treasurer: The Secretary-Treasurer shall keep minutes of the meetings, compile membership rosters, distribute notifications to the membership of meeting, dues, assessments or other matters of importance and forward applications for membership to the Membership Committee.

He shall maintain proper accounts and otherwise handle the monetary affairs of the State Society under the authorization and direction of the Board. He may spend money only as authorized by the President, the Executive Committee, or the Board of Directors.

6.6. Historian: The Historian shall preserve appropriate documents and mementos of the State Society and will accumulate historical data which, upon occasion, he will record in formal writing.

6.7. Vacancies: Should the office of Secretary or Treasurer become vacant, the President shall make a temporary appointment to fill such office until the next election of new officers. Should the office of Historian become vacant, the Board shall appoint a new Historian.

## ARTICLE VII COMMITTEES

7.1. Standing Committees: In addition to such other committees as the President may authorize or appoint from time to time, the standing committees shall be the Executive Committee, Nominating Committee, Membership Committee, Education Committee, and Publications Committee.

7.2. Executive Committee: The Executive Committee shall consist of the President, President-Elect and Secretary-Treasurer. The Committee shall facilitate the business and administer the policies and directions of the State Society and act as an advisory body to the President. The President shall serve as Chairperson. The Secretary shall keep minutes of meetings of this committee.

7.3. Nominating Committee: The Nominating Committee shall consist of the five most recent Past-Presidents of the State Society who are still members in good standing. The most recent such Past-President shall serve as Chairperson. If at any time there are not five such Past-Presidents so eligible the President may appoint sufficient Full or Emeritus Members to give the committee a membership of five persons. The committee shall solicit suggestions from the voting membership for nominations for all elective offices to be filled. The committee shall satisfy itself that all candidates have proper credentials and are willing to serve if elected. The committee shall prepare a slate of at least two nominees for each elective office to be filled and at the annual meeting shall present this slate to the membership for vote.

7.4. Membership Committee: The President shall appoint the Chairperson of this committee, who then shall designate a minimum of three persons selected from a broad representation of the membership as members of the Committee. The Committee shall be responsible for all matters relating to membership.

7.5. Education Committee: The President shall appoint the chairperson of this committee, who then shall designate a minimum of three persons selected from a broad representation of the membership as members of the committee. The committee shall concern itself with all phases of educational activities of the State Society and securing Continuing Education Credits for these activities. It shall make recommendations to the President and Board as required.

7.6. Publications Committee: The President shall appoint the Chairperson of this committee, who then shall submit to the President for approval the names of persons recommended to serve as committee members. The Publications Committee shall develop general publication policies of the State Society, for approval of the Board, and shall have direct management control and editorial review of all publications of the State Society. The committee shall submit to the Board, for approval, the names of any individuals recommended to serve as Editor for the Newsletter of the State Society. The Editor may serve an indefinite term subject to annual approval of the Board. The Editor shall serve as a member of the Publications Committee and the Board. The Editor may be removed from office upon the recommendation of the Publication Committee and approval by a simple majority vote of the Board.

7.7. Special Committees: The President may authorize and appoint special committees from time to time for such purposes as deemed necessary.

7.8. Committee Meetings: All committees shall meet at least once a year prior to the annual business meeting of the Board.

7.9. Committee Reports: Each committee Chairperson shall present to the annual meeting of the Board a written report of the activities and recommendations of their respective committee.

7.10. Miscellaneous: The Chairperson of each committee shall appoint committee members in accordance with the wishes of the President unless otherwise provided for in the Bylaws. Chairpersons or committee members shall not be limited as to the number of terms of office unless otherwise provided in the Bylaws.

## ARTICLE VIII SECTIONS

8.1. Criteria: The Board of Directors may formally recognize special functions and activities within the State Society by establishing Sections. A proposed Section should provide an opportunity for professional or scientific communication that otherwise does not exist within the State Society, add distinction to the overall purposes of the State Society, have demonstrated its viability over a period of time, constitute a group of State Society members with a clearly identifiable career or professional interest in a special aspect of nuclear medicine, advance the scientific and educational aspects of nuclear medicine, provide a forum for the exchange of knowledge and ideas and be financially independent of the State Society.

8.2. Recognition: A group of State Society members who meet the above criteria, represent ten per cent or more of the State Society membership and demonstrate a sustained interest for at least one year in forming a Section may by signed petition request recognition by presenting its objectives and proposed bylaws to the Executive Committee. The proposed Section then must be recommended to the Board by the Executive Committee and, upon a majority vote by the Board, shall be designated as a Section with Provisional Status. The Section shall remain on Provisional Status for one year, after which time the Board may grant full Section status by a majority vote. If full Section status is not so granted, the Provisional Status shall be dissolved. The Board may reconsider the Provisional Status of a Section at any time.

8.3. Rights, Privileges and Duties: A Section may develop its own bylaws in accordance with the general principles of the State Society Articles of Incorporation and Bylaws. The Section bylaws should reflect the Section's affiliation with the State Society. A Section may have autonomy within the State Society but official positions, opinions, and publications of a Section should be in keeping with established policies of the State Society. The president of each Section, or a member of such Section appointed by such president, shall be a voting member of the Board. A Section shall have the right to separate as a body from the State Society by a three-fourths majority vote of the full membership of the Section.

8.4. Technologists' Section: The Technologists' Section is hereby formally recognized by the State Society of Nuclear Medicine and subsection 8.2 shall not apply to the Technologists' Section.

## ARTICLE IX ELECTIONS

At the annual meeting, the voting members of the State Society shall vote on the nominees presented by the Nominating Committee and on members nominated from the floor. For each office, the nominee who receives the majority of votes at the annual business meeting shall be elected to such office. Voting

shall be by secret ballot. In case of a tie vote, the voting members of the State Society present at the annual meeting shall vote a second time by secret ballot in an effort to break the tie. All nominees for the tied office shall remain on the ballot. In the event of a tie vote on the second ballot, the members of the Board present shall as a group cast one tie-breaking vote, which vote shall be cast in favor of the nominee receiving a majority of the votes cast by voting members of the Board, exclusive of the President, who may vote only if necessary to break a tie vote among voting members of the Board. All newly elected officers and Board members shall be installed at an appropriate time during the annual business meeting and shall serve from that time until the installation of their successors.

#### ARTICLE X REMOVAL FROM OFFICE

10.1. Elective Offices: Any person holding any elective office under these Bylaws may be removed from office by a two-thirds affirmative vote of the Board, a quorum being present. Formal charges shall be made and circulated at least thirty days before the meeting to all members of the Board and to the officer charged. The officer charged will have the right to personal appearance and defense before the Board at any regular or special meeting.

10.2. Appointive Offices: A committee Chairperson, committee member, or an appointee may be removed from office by the appointing authority, with approval of the majority of the Executive Committee after due and good reason has been presented. Such a charged individual will have the right of appeal to the Board.

#### ARTICLE XI OFFICER LIABILITIES

Every Director, officer, or employee of the State Society shall be indemnified by the State Society against all expenses and liabilities, including counsed fees, reasonably incurred or imposed upon him in connection with any proceeding to which he may be made a party, or in which he may become involved, by reason of his being or having been a Director, officer, or employee of the State Society, or any settlement thereof, whether or not he is a Director, officer, or employee at the time such expenses or liabilities are incurred, but only if (1) he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the State Society; (2) with respect to any criminal action or proceeding, he had no reasonable cause to believe his conduct was unlawful; and (3) in the case of an action or suit brought by or in the right of the State Society, he shall not have been adjudged to have been liable for negligence or misconduct in the performance of his duty to the State Society. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director, officer, or employee may be entitled and shall inure to the benefit of the heirs, executors, or administrators of the Director officer, or employee.

#### ARTICLE XIII NEWSLETTER

13.1. Purpose: The Board may authorize the publication, within limits established by the Board, of a State Society Newsletter for mailing to all members of record. This Newsletter shall be an official publication of the State Society, and, as such, may be used in lieu of separate mailings for all official notices, reports, and other matters required by these Bylaws

to be disseminated to the membership. It also may be used for the dissemination of information of general interest to the membership.

13.2. Content: The Secretary shall be responsible for the inclusion in the Newsletter of all official notices, reports and other matters that are required by these Bylaws to be disseminated to the membership. The general content of the Newsletter shall be determined by the Editor in conformance with guidelines approved by the Board.

13.3. Editor: The Editor of the Newsletter shall be appointed by the Board upon the recommendation of the Publications Committee. Should the position of Editor become vacant, the President shall appoint, upon the recommendation of the Publications Committee, an acting Editor to serve until the next scheduled Board meeting.

13.4. Conjoint Newsletter: By mutual agreement between the State Society and a Section or Sections (as described in Article X), a conjoint Newsletter may be published. An associate Editor of the conjoint Newsletter may be appointed by each Section involved.

#### ARTICLE XIV AMENDMENTS

14.1. Procedure: Any Full Member of the State Society may initiate a proposal to amend the Bylaws. Such a proposal shall be presented to the President in writing, who shall submit it to the Board. On approval by a majority vote of the Board, the amendment shall be presented at the annual or special business meeting for vote of the full membership. Distribution of proposed Bylaws changes shall be circulated to the voting membership at least 30 days prior to the meeting.

14.2. Required Vote: The Bylaws of the State Society may be amended by a two-thirds vote of the members, in good standing, present and voting at the annual or special business meeting.

#### ARTICLE XV STANDING RULES OF THE BOARD OF DIRECTORS

The Board may adopt standing rules, without previous notice, by majority vote of those members in attendance at a business meeting. At any meeting these rules may be suspended by a majority vote, or they may be amended or rescinded by a two-thirds vote. The standing rules of the Board will be published with the Bylaws.

#### ARTICLE XVI PARLIAMENTARY AUTHORITY

All questions of parliamentary procedure will be determined at all meetings of the State Society or the Board by the provisions of these Bylaws, and by the latest edition of Robert's Rules of Order, Newly Revised.