

**Bylaws
of
The Society for Pediatric Radiology Research and Education Foundation**

Article 1: Name and Purpose

Section 1 - Name

The organization shall be known as the Society for Pediatric Radiology Research and Education Foundation, hereinafter referred to as the SPR Research and Education Foundation or "the Foundation."

Section 2 - Purpose

1. To promote research and scholarship in pediatric radiology.
2. To operate exclusively for charitable, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (referred to as "the Code"), or the corresponding provisions of a future United States internal revenue statute.
3. To accept, hold, invest, and administer any property--real, personal, or mixed--by gift, devise, bequest, purchase, lease, loan, or otherwise, absolutely in trust, for any or more of the foregoing purposes and carry out the directions and exercise the powers contained in any trust or other instrument under which such property may be received, including, but without limitation, the expenditure of the principal, as well as the income, of any property so received, if authorized or directed in such trust or other instrument. If any such property is received without any designation or specific use, the foundation shall expend the income and principal thereof for any one or more of the foregoing purposes in such manner and amounts as at such time or times as deemed proper by the board of directors.
4. To have and exercise all powers and authority now or hereafter conferred upon not-for-profit corporations under the laws of the State of Illinois.
5. The SPR Research and Education Foundation shall be operated exclusively for the charitable, educational, and scientific purposes described above, and no part of the net earnings of the Foundation shall inure to the benefit of, or be distributable to its officers or other private persons. The 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.
6. No substantial part of the activities of the Foundation shall be the carrying of propaganda or otherwise attempting to influence legislation, and the 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.
7. The Foundation shall not carry on any other activities not permitted to be carried on (i) by a foundation exempt from federal income tax under Section 501(c)(3) of the Code or other corresponding provision of any future United States internal revenue statute or (ii) by a foundation, contributions to which are deductible, under Section 170(c)(2) of the Code or the corresponding provision of any future United States internal revenue statute.

Article II: Offices

The 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, and may have other such offices inside or outside the State of Illinois as the board of directors may from time to time determine.

Article III: Board of Directors

Section 1 - General Powers

The property and affairs of the Foundation shall be managed by its board of directors.

Section 2- Number, Election, Tenure, and Qualifications

The Foundation President serves as Foundation Board Chair and the Vice-President, and Secretary and Treasurer shall serve ex-officio with full voting rights. The balance of the board will be composed of four directors selected from the membership of the society for pediatric radiology. Two directors' terms will expire each year. Each year, one board member will be elected by the membership after nomination by the SPR nominating committee; the second will be appointed by the SPR board of directors. The terms of the directors will be for three years.

Notwithstanding the foregoing, each director shall serve until his or her successor shall have been duly elected and shall have qualified, or, if earlier, until his or her death, resignation or removal. Directors need not be residents of the State of Illinois, and they shall be limited to two consecutive terms as a director.

Section 3-Regular Meetings

The regular annual meeting of the board of directors shall be held each year in connection with, and about the same time as, the annual meeting of the Society for Pediatric Radiology. The board of directors may designate the time and place, either inside or outside the State of Illinois, for the holding of additional regular meetings.

Section 4-Special Meetings

Special meetings of the board of directors may be called by or at the request of the president or any two directors. The person or persons authorized to call special meetings of the board of directors may fix any place as the place for holding any special meeting of the board of directors called by them.

A telephone conference call convened at the request of any officer of the foundation is an official meeting of the board of directors. The rules pertaining to notice and quorum apply to the conduct of a conference call meeting.

Section 5-Notice

Notice of the need to schedule any regular or special meeting of the board of directors, including a statement of the purpose or purposes for which any special meeting is called, shall be given at least five days prior thereto by email to each director at his or her email address as shown in the record of the Foundation. Such notice shall be deemed delivered when the email is sent. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 6-Quorum

The act of majority of the directors present at a duly called meeting at which a quorum is present shall be the act of the board of directors, unless the act of a greater number is required by law, the articles of incorporation of the Foundation, or these bylaws.

Section 7-Compensation

Directors shall not receive any stated salaries for their services as directors but, by resolution of the board of directors, a fixed sum and expenses of attendance, if any, may be allowed in a reasonable amount for attendance at each regular or special meeting of the board; provided, however, that nothing herein contained shall be construed to preclude any directors from serving the Foundation in any other capacity and receiving reasonable compensation therefore.

Section 8-Information Action

Any action that law, the articles of incorporation of the Foundation, or these bylaws require to be taken at a meeting of the board of directors, or any other action that may be taken at a meeting of the board of directors, may be taken without a meeting if a consent in writing, setting forth the action taken, shall be signed by all the directors entitled to vote with respect to the subject matter thereof. Any such consent signed by all the directors shall have the same force and effect as a unanimous vote at a duly called and constituted meeting of the board of directors.

Article IV: Officers

Section 1-Officers

The officers of the Foundation shall be a Chairman, who also serves as president, one vice-president, a secretary, a treasurer, and such other officers as may be elected by the board of directors from time to time. In the years SPR's officer roster includes Secretary-elect and Treasurer-elect, those individuals serve also on the Foundation Board. Any two offices may be held by the same person. Officers may, but need not, be directors of the Foundation.

Section 2-Election and Tenure

The Officers of the Foundation shall be determined automatically by the specific offices held in The Society of Pediatric Radiology.

The Foundation's president/Board chair shall be the 2nd Vice-President of SPR at the time of appointment and shall serve a three-year term. The Foundation President will retire from this position at the conclusion of the year served as SPR President-Elect. At this time, the individual elected to serve as Second-Vice President will assume the position of President of the Foundation.

The Vice-President of the Foundation shall be the President of SPR; the Foundation's Treasurer shall be the Treasurer of SPR and the Foundation's Secretary shall be the Secretary of SPR. In the years SPR's officer roster

includes Secretary-elect and Treasurer-elect, those individuals serve also on the Foundation Board. These Foundation officers will continue in office as long as they also hold the designated SPR office.

Section 3-Removal

Any officer elected by the board of directors may be removed from office by the board of directors whenever in its judgment the best interests of the Foundation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Foundation Officers may be removed only if they are also removed from their SPR office.

Section 4-Vacancies

A vacancy in any office may be filled or new offices created and filled by action of the SPR board of directors at any meeting of the board. An officer elected to fill a vacancy shall serve for the unexpired term of his or her predecessor, and an officer elected to fill a new office shall serve until the adjournment of the next annual meeting of the board of directors and until his or her successor shall have been duly elected and qualified, or until his or her death, resignation or removal.

Section 5-President

The president shall be the principal executive officer of the Foundation and shall, in general, supervise and direct all the business and affairs of the Foundation, subject to the direction and control of the board of directors. The president shall preside as Chair at all meetings of the board of directors. The president may sign, with the secretary and treasurer or any other proper officer of the Foundation authorized by the board of directors, any deeds, mortgages, bonds, contracts, or other instruments that the board of directors has authorized to be executed, except documents whose execution shall be expressly delegated by law, by these bylaws, or by the board of directors to some other officer or agent of the Foundation. The president shall, in general, perform all duties customarily incident to the office of president and such other duties as may be prescribed from time to time by the board of directors.

Section 6-Vice-President

The vice-president shall assist the president in the discharge of the duties of the president as the president may direct, and shall perform such other duties as may be assigned from time to time by the president or the board of directors. In the absence of the president or in the event of the president's inability or refusal to act, the vice-president shall perform the duties of the president, and when so acting shall have all the powers of, and be subject to the all the restrictions upon the president. If more than one vice-president is elected, The first vice-president shall, in the event of the absence, inability to act, or refusal to act of the president, assume the duties and powers of the president.

Section 7-Secretary

The Secretary shall keep minutes of the meetings of the board of directors 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 Foundation, 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 Foundation, whose addresses shall be furnished to the secretary by the directors and officers; and in general, shall perform all duties customarily incident to the office of secretary and other such duties as may be assigned from time to time by the president or the board of directors.

Section 8 – Treasurer

The treasurer shall be the principal accounting and financial officer of the Foundation and shall have charge of, and be responsible for, the maintenance of adequate books of account for the Foundation; shall supervise the custody of all funds and securities of the Foundation and be responsible for the receipt and disbursement thereof; shall deposit all funds and securities of the Foundation in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of Article VII of these bylaws; and in general, perform all duties customarily incident to the office of treasurer and other such duties as from time to time may be assigned by the president or the board of directors. If required by the board of directors, the treasurer shall give a bond for the faithful discharge of the duties of that office in such sum and with such surety as the board shall determine. With the approval of the board of directors, the cost of any such bond or surety may be paid from the funds of the Foundation.

Article V: Committees

Section 1 – Committees

All Foundation committees are ad hoc and are named by the President/ chairman of the Foundation Board who appoints members of the board as committee chairs and members. To accomplish its goals, the committee may also appoint non-board members to committees and subcommittees.

Article VI: Indemnification

Section 1-Direct Indemnification

The foundation shall indemnify any and all directors, officers, committee members, employees, agents, and other authorized representatives for expenses and other 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 the Foundation.

Section 2-Insurance

Upon specific authorization by the board of directors, the Foundation may purchase and maintain insurance on behalf of the any or all directors, officers, committee members, employees, agents or authorized representatives of the 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 the Foundation would have the power to indemnify them against such liability under the provisions of Section 1 of this Article.

Article VII: Contracts, Checks, Deposits, and Gifts

Section 1-Contracts

The board of directors may authorize any officer or officers, agent or agents of the 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 the Foundation, and such authority may be general or confined to specific instances.

Section 2-Checks, Drafts, Etc.

All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Foundation shall be signed by such officer or officers, agent or agents of the Foundation in such manner as shall from time to time be determined by resolution of the board of directors. In the absence of such determination by the board of directors, such instruments shall be signed by the secretary-treasurer or an assistant secretary-treasurer and countersigned by the president or a vice-president of the Foundation.

Section 3-Deposits

All funds of the Foundation shall be deposited from time to time to the credit of the Foundation in such banks, trust companies, or other depositories as the board of directors may select.

Section 4-Gifts

Any officer or director may accept on behalf of the Foundation any unrestricted or unconditional contribution, gift, bequest, or devise for the general purpose or for any special purpose of the Foundation. Any restricted or conditional contribution, gift, or devise may be accepted only by the board of directors on behalf of the Foundation.

Article VIII: Books and Records

The Foundation shall keep correct books and records of account and shall also keep minutes of the proceedings of the board of directors.

Article IX: Fiscal Year

The fiscal year of the Foundation shall be established at the discretion of the Board of Directors.

Article X: Waiver of Notice

Whenever any notice is required to be given under applicable law, the articles of incorporation of the Foundation, or these bylaws, 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.

Article XI: Dissolution

In the event of the dissolution of the Foundation, the board of directors shall, after paying or making provision for payment of all liabilities of the Foundation, dispose of all the remaining assets of the Foundation exclusively for the purposes of the Foundation or to such organization or organizations organized and operative exclusively for charitable, religious, educational, literary, or scientific purpose as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) and Section 170(c)(2) of the Code, or the corresponding provisions of any future United States internal revenue statute as the board of directors shall determine. Any of such assets not so disposed of shall be disposed of by the course of general jurisdiction of the county in which the principal office of the Foundation is then located, exclusively for the purpose of the Foundation or to such organization or organizations under Section 501 (c) (3) and Section 170(c)(2) of the Code, or the corresponding provisions of any future United States internal revenue statute, as said court shall determine.

Article XII: Amendments

These bylaws may be altered, amended or repealed and new bylaws may be adopted by a majority of the directors in office acting at any duly called and constituted regular or special meeting of the board of directors, provided that written notice of the proposed change or changes shall have been included in the notice of any such meeting of the board of directors.