

Society of Nuclear Medicine and Molecular Imaging Bylaws *Approved February 2021*

ARTICLE I NAME

The name of this organization shall be the Society of Nuclear Medicine and Molecular Imaging, a not-for-profit corporation incorporated in the state of Washington, hereinafter referred to as the Society.

ARTICLE II MISSION AND OBJECTIVES

Section 1: MISSION

The Society is a multidisciplinary professional medical organization dedicated to improving human health by advancing nuclear medicine, molecular imaging and radionuclide therapy.

Section 2: OBJECTIVES

- A. To establish and maintain an organization of physicians, scientists, pharmacists, technologists, and other allied health professionals with a common interest in the scientific and clinical disciplines concerned with the diagnostic, therapeutic, and investigational use of radionuclides.
- B. To disseminate information concerning nuclear medicine and molecular imaging through meetings, publications, and other mechanisms.
- C. To strive to better the welfare of mankind by maintaining and advancing the highest possible standards of education, research, and clinical practice of nuclear medicine and molecular imaging.
- D. To address in a timely manner socioeconomic issues and government relations that may significantly affect the quality of education, research, and clinical practice in nuclear medicine and molecular imaging.

ARTICLE III MEMBERSHIP

Section 1: CLASSIFICATIONS

A. Full Membership

Physicians, scientists or pharmacists possessing an advanced degree who have presented credentials indicating their professional activity, either medical, paramedical, investigational or educational in the scientific or clinical disciplines of molecular imaging or nuclear medicine, may join the Society as Full Members. This includes the diagnostic, therapeutic or investigational use of radionuclides or other molecular imaging technologies. These individuals have the right to vote and to be elected an Officer of the Society. The Board of Directors by majority vote may extend Full Membership to individuals who have made exceptional contributions to molecular imaging or nuclear medicine, but who do not otherwise qualify for Full Membership.

B. Associate Membership

1. Scientists or other health professionals with a master or baccalaureate degree (or the equivalent qualification as determined by the Committee on Membership) who have presented credentials indicating their professional activity, either paramedical, investigational, or educational, in the scientific or clinical disciplines of molecular imaging or nuclear medicine may join as Associate Members. This includes the diagnostic, therapeutic or investigational use of radionuclides or other molecular imaging technologies. These individuals have the right to vote but may not be elected an Officer of the Society.
2. Nuclear medicine and molecular imaging technologists, with a master or baccalaureate degree (or the equivalent qualification as determined by the Committee on Membership) who have presented credentials indicating their professional activity, either paramedical, investigational, or educational, in the scientific or clinical disciplines of molecular imaging or nuclear medicine may join as Associate Members. This includes the diagnostic, therapeutic or investigational use of radionuclides or other molecular imaging technologies. These individuals have the right to vote but may not be elected an Officer of the Society.
3. Scientific Laboratory Professionals with a masters or baccalaureate degree (or equivalent qualification as determined by the Committee on Membership) who have presented credentials indicating their professional activity in molecular imaging research at the pre-clinical or translational level in fields including utilization of optical imaging, radiopharmaceuticals, MRI, MR spectroscopy, ultrasound, stem cell research and cell trafficking, may join as Associate Members. These individuals have the right to vote but may not be elected an Officer of the Society.

C. Technologist Membership

Technologists who have presented credentials indicating professional activity in molecular imaging or nuclear medicine technology or other related fields may join the Society as Technologist members without the rights to vote or to be elected an Officer of the Society. This membership does include membership in the Technologist Section with the right to vote and to be elected an Officer in the Technologist Section.

Scientific Laboratory Professionals who lack a master or baccalaureate degree or equivalent qualification, and who have presented credentials indicating their professional activity in molecular imaging research at the pre-clinical or translational level in fields including utilization of optical imaging, radiopharmaceuticals, MRI, MR spectroscopy, ultrasound, stem cell research and cell trafficking, may join the Society without the right to vote or to be elected an Officer of the Society. This membership includes membership in the Technologist Section with the right to vote and to be elected an Officer in the Technologist Section.

D. Members-in-Training (Student, Resident, Fellow)

Physicians, scientists, technologists and medical students who are enrolled in accredited training programs, medical schools or postdoctoral fellowships may join the Society as Members-in-Training with all rights and privileges of membership, except the rights to

vote and to be elected an Officer of the Society.

E. Affiliate Membership

Individuals committed to the advancement of molecular imaging or nuclear medicine, but not qualifying for membership in other categories, may join the Society as Affiliate Members with all rights and privileges of membership, except the rights to vote and to be elected an Officer of the Society.

F. Honorary Membership

Individuals who have rendered outstanding service in an area of nuclear medicine may be granted Honorary Membership in the Society with all rights and privileges of membership, except the rights to vote and to be elected an Officer of the Society.

G. Emeritus Membership

Individuals upon their retirement after at least ten (10) years of consecutive membership in the Society may be granted Emeritus Membership. Emeritus members have the full privileges of the membership category from which they entered the emeritus status except the right to be elected an Officer of the Society.

Section 2: RESPONSIBILITIES OF MEMBERSHIP

- A. General Responsibility: Each member has the responsibility to support the Mission and Objectives of the Society and to adhere to the Bylaws.
- B. Good Standing: A member must be in good standing to vote, hold office, or receive the benefits and services otherwise reserved for members of the Society.

Section 3: DISCIPLINE

- A. Members may be subject to discipline, including deprivation of membership, if they are guilty of unprofessional conduct or if they have been convicted of a felony in a court of law.
- B. The Committee on Ethics shall review, either on its own initiative or on written and signed complaint, any case in which the circumstances in Sections 3:A may lead to potential discipline and shall forward to the House of Delegates any recommendation on possible action. Such review shall afford the accused member an opportunity for a hearing.
- C. Members who have been convicted of a felony in a court of law may not hold a voting position in the House of Delegates or the Board of Directors and may not be appointed Scientific Program Chair, Editor of the *Journal of Nuclear Medicine*, Editor of the *Journal of Nuclear Medicine Technology*, or chair of a standing committee. This prohibition is lifelong unless overridden by a two-thirds (2/3) vote of the House of Delegates.
- D. Recommendations for discipline of a member shall be referred to the House of Delegates, which will take final action by a two-thirds (2/3) majority vote.

ARTICLE IV ANNUAL MEETING

Section 1: SCHEDULE

An annual business meeting of the membership shall take place in conjunction with the Annual Meeting of the Society.

Section 2: FORUM

Following reports of the President and the Chief Executive Officer, the membership will have an opportunity to address professional issues of concern with the Society leadership.

Section 3: ATTENDANCE

The membership meeting is open to all Society members and guests.

ARTICLE V ORGANIZATIONAL CATEGORIES

Section 1: ORGANIZATIONAL CATEGORIES

The Society shall have four (4) organizational categories: chapters, councils, centers, and the Technologist Section. Each organizational category is an integral part of the Society with representation in the House of Delegates. Chapter creation/dissolution and the Operating Procedures of councils shall be approved by the House of Delegates. The Chapter Chartering Process and Operating Procedures of centers and the Technologist Section shall be approved by the Board of Directors. These Operating Procedures must be consistent with the Bylaws and policies of the Society. The business plans and budgets of councils shall be approved by the Board of Directors.

Section 2: CHAPTERS

- A. Description: Chapters shall consist of members of the Society who are organized in a geographical area.
- B. Mission: The mission of chapters shall be to provide leadership and active participation by nuclear medicine and molecular imaging professionals in nuclear medicine and molecular imaging on the local level consistent with the goals of the Society.
- C. Objectives
 - 1. To provide continuing educational and research activities.
 - 2. To provide a professional networking forum for chapter members.
- D. Organization
 - 1. Charter

Each chapter shall be chartered by the Society and shall actively support the Bylaws and policies of the Society.
 - 2. Incorporation

Chapters are separately incorporated with their own Bylaws, which shall be consistent with the Bylaws of the Society. The Society is not responsible for debts or obligations of the chapters.

3. Membership

- (a) Each chapter is composed of Society members.
- (b) An individual residing in the United States and joining the Society as a member must become a member of at least one chapter(s). An individual residing in Canada joining the Society as a member must become a member of the regional chapter if one exists.
- (c) Members residing in areas without a geographic chapter may join a chapter.

Section 3: COUNCILS

- A. Description: The Society recognizes the need for sub-specialty interests/expertise within the field of nuclear medicine and molecular imaging. Councils provide the expertise, professional networking, and educational programs for nuclear medicine and molecular imaging professionals in respective areas and serve as a resource for development and implementation of Society policy.
- B. Mission: The mission of councils shall be to:
 - 1. Serve as a forum for members with like interests,
 - 2. Provide expertise in the field to the membership-at-large,
 - 3. Foster research and education in their areas of interest,
 - 4. Serve as a resource to Society leadership, and
 - 5. Provide outreach to other professionals and organizations.
- C. Membership: Council membership is voluntary. Society members are eligible for council membership.
- D. Organization:
 - 1. Each council shall adhere to Society Bylaws and policies, while operating under its own Operating Procedures, as approved by the House of Delegates, and its own business plan and budget, as approved by the Board of Directors.
 - 2. Each council shall have a Board of Directors, at least one member of which shall be a member of the Society's Board of Directors.
- E. Renewal: Every five (5) years each council shall review its relevance and contributions to the Society and decide whether to continue operations. Each continuing Council shall request renewed approval from the House of Delegates.

Section 4. CENTERS

- A Mission: Center status is reserved for nuclear medicine and molecular imaging subspecialty or sub-disciplinary areas of interest, each approved by the Board of Directors. Centers provide professional networking and educational programs for nuclear medicine and molecular imaging professionals in respective areas, while simultaneously serving as a resource for development and implementation of Society policy. Leadership of centers is composed of elected members of the center and appointed members from the Board of Directors. Centers will manage Society programs and activities related to their subspecialty or sub-disciplinary areas of interest.

- B. Membership: Center membership is voluntary. Society members are eligible for center membership.
- C. Organization: Centers adhere to Society bylaws and policies, while operating under their own Operating Procedures and budget process, approved by the Board of Directors.
- D. Renewal: Every five (5) years each center shall review its relevance and contributions to the Society and decide whether to continue operations. Each continuing Center shall request renewed approval from the Board of Directors.

Section 5. TECHNOLOGIST SECTION

- A. The Technologist Section is the organizational component of the Society specifically addressing nuclear medicine and molecular imaging technologists' issues and interests.
- B. The Technologist Section adheres to Society Bylaws and policies, while operating under its own Bylaws, Operating Procedures and budget process, approved by the Board of Directors.
- C. Members of the Technologist Section have the right to vote and to hold office within the Section.

ARTICLE VI OFFICERS

Section 1: NUMBER

The Society shall have four (4) Officers: a President, a Vice President who shall be the president-elect, a Vice President-Elect, and a Secretary/Treasurer.

Section 2: RESPONSIBILITIES

The responsibilities for each Officer are specified in common law and in Procedures.

Section 3: TERM OF OFFICE

- A. The President, Vice President, and Vice President-Elect serve for a one (1)-year term.
- B. The Secretary/Treasurer serves for a single term of three (3) years except that the Secretary/Treasurer may serve out a vacancy of the office plus a full term, if elected.
- C. Except for the Secretary/Treasurer who shall serve for three (3) consecutive years, and except for an Officer who assumes office due to a vacancy as described in these Bylaws, the term of office for each Officer shall commence with the conclusion of the Annual Meeting of the Society and shall terminate at the conclusion of the subsequent Annual Meeting.
- D. At the conclusion of the term of office of the President, the Vice President shall automatically succeed to the office of President, and the Vice President-Elect shall automatically succeed to the office of Vice President.

Section 4: ELECTION

Officers are elected by the membership in accordance with Procedures.

Section 5: VACANCIES

- A. In the event of a vacancy in the office of President, the Vice President shall assume the office of President for the unexpired term in addition to the term for which elected.
- B. In the event of a vacancy in the office of Vice President, the Vice President-Elect shall assume the office of Vice President for the unexpired term in addition to the term for which elected.
- C. In the event of a vacancy in the office of Vice President-Elect, the position shall remain vacant until the next annual election.
- D. In the event of a vacancy in the office of Secretary/Treasurer, the Board of Directors shall appoint an individual to serve until the next annual election. Filling a vacancy for the Secretary/Treasurer shall not be held to the term limitation referenced in Section 3: B above.

ARTICLE VII HOUSE OF DELEGATES

Section 1: DESCRIPTION

The House of Delegates is the representative component of the Society.

Section 2: RESPONSIBILITIES

- A. To develop and recommend to the Board of Directors, Society policies and programs regarding professional issues affecting nuclear medicine and molecular imaging.
- B. To elect two (2) Directors-at-Large.
- C. To approve amendments to the Bylaws in accordance with the Bylaws and Procedures.
- D. To approve establishment, suspension, renewal and dissolution of chapters and councils.
- E. To review the strategic plan annually.
- F. To oversee and monitor the work of the committees of the House of Delegates.
- G. To elect the Vice-Speaker of the House (who ascends to speaker), and the Historian.
- H. To elect the members-at-large of the Committee on Nominations.
- I. To elect the members of the Audit Committee.
- J. . To approve the selection of the Editor of *The Journal of Nuclear Medicine*.

Section 3: COMPOSITION, SELECTION, AND TERM

A. The House of Delegates shall be composed of voting and nonvoting members:

- 1. Voting Members
 - a) Chapter Delegates: two (2) Delegates from each geographical chapter region;
 - b) Council Delegates: two (2) Delegates from each council;
 - c) Center Delegates: two (2) Delegates from each center;
 - d) Technologist Section Delegates: eight (8) Delegates;
 - e) The Historian of the Society

2. Non-voting Members: a) The Officers of the Society and the Technologist Section President; b) The last five (5) past presidents of the Society.

B. Selection of Voting Members

1. Delegates from chapters, councils, centers, and the Technologist Section may be selected by various methods devised by each of those bodies.
2. The Historian shall be elected by the House of Delegates and is an officer of the House of Delegates.

C. Term

1. Delegates from chapters, councils, centers, and the Technologist Section may serve for such terms as those bodies may provide, but a Delegate may serve for a maximum of six (6) consecutive years; following service as a voting Delegate, at least three (3) years must elapse before service as a voting Delegate is again permitted. However, a Delegate elected as a Director-at-Large shall remain a voting Delegate for the duration of the term as Director-at-Large, even if by doing so the Delegate exceeds either the term as Delegate or term limit. Any three (3)-year absence as a voting delegate in the House may be followed by service as a voting Delegate for up to six (6) years.

2. The Historian shall serve a three (3)-year term and may be elected to one consecutive term. The Historian can exceed the six (6)-year term limit to complete the term as Historian if the excess results from filling an unexpired term.

Section 4: MEETINGS

A. Regular and Annual Meetings

1. The House of Delegates shall have at least two regular meetings each year. One of the regular meetings shall be designated as the Annual Meeting and shall be held in conjunction with the Annual Meeting of the Society.

2. Formal notice of regular and Annual Meetings of the House of Delegates shall be distributed in the manner specified in Procedures.

B. Special Meetings: Special Meetings of the House of Delegates shall be summoned by the Board of Directors or the Speaker of the House, as circumstances warrant.

C. Notification: Delegates shall be given at least sixty (60) days advance notice of the two regularly scheduled meetings of the House of Delegates and five (5) working-days' notice of a special meeting of the House of Delegates.

D. Quorum: A quorum for all meetings of the House of Delegates is a majority of the total voting Delegates.

Section 5: OFFICERS

A. The officers of the House shall be the Speaker, Vice-Speaker, and Historian.

B. Election

1. The Vice-Speaker of the House shall be elected at the Annual Meeting by the

House of Delegates from among those voting Delegates who will continue to serve in the House the following year.

2. Upon completion of his/her term, the Vice-Speaker shall automatically become Speaker of the House.
3. The Historian shall be elected as otherwise described in these Bylaws.

C. Term

1. The Vice-Speaker shall serve for a term of two (2) years that commences at the end of the Annual Meeting at which elected. If a portion of the Vice-Speaker term extends beyond his/her term as Delegate or the term limit in the House, the Vice-Speaker will remain a voting member of the House for that time.
2. The Speaker shall serve a term of two (2) years that commences at the end of the term as Vice-Speaker.
3. If the Speaker is unable to serve, the Vice-Speaker shall become Speaker and shall complete the unexpired portion of the Speaker's term and then complete his/her regular term as Speaker.

- D. The Speaker shall preside over meetings of the House. In the event of a tie vote, the Speaker will cast the deciding vote. In the absence of the Speaker, the Vice-Speaker shall preside.

ARTICLE VIII ELECTIONS

Section 1: ELECTION OF OFFICERS

Nominations and elections will be held annually for open Officer positions.

Section 2: COMMITTEE ON NOMINATIONS

- A. The Committee on Nominations shall consist of a Chair plus six additional members. The House of Delegates at the Annual Meeting shall elect the members of the committee, except the Chair, from among those who will continue to serve as voting members in the House the following year.
- B. The Committee on Nominations shall be chaired by the Past President—once-removed, who shall vote only in the case of a tie vote on the committee. If the Past President—once-removed is not able to serve, the next more senior available Past President shall chair the committee.
- C. The term of the Committee on Nominations shall commence at the conclusion of the Annual Meeting at which it is elected and shall terminate at the conclusion of the next Annual Meeting.
- D. The Committee on Nominations will solicit, verify, and submit to the membership

candidates for Society Officers and two (2) Directors-at-Large.

- E. The Committee on Nominations shall solicit, verify, and submit to the House of Delegates candidates for Vice-Speaker of the House, Historian, and two (2) Directors-at-Large (other than Directors-at-Large chosen by the Technologist Section).

ARTICLE IX REMOVAL FROM OFFICE

Section 1: ELECTED MEMBERS

Individuals holding an elected office under these bylaws may be removed from office by a two-thirds (2/3) affirmative vote of the voting membership of the House of Delegates.

- A. Formal charges will be circulated to all members of the House of Delegates and to the individual charged at least thirty (30) days prior to the meeting of the House of Delegates at which the issue will be addressed.
- B. The individual charged will have the right to personal appearance and defense at a regular or special meeting of the House of Delegates at which the issue will be addressed.

Section 2: APPOINTED MEMBERS

Committee members or any other appointed individual may be removed from office by the appointing authority with approval of a majority of the House of Delegates after due process procedures have been completed.

ARTICLE X BOARD OF DIRECTORS

Section 1: DESCRIPTION

The Board of Directors is the governing body of the Society and shall serve as its trustees.

Section 2: RESPONSIBILITIES

- A. To perform fiduciary duties traditionally entrusted to directors and trustees of a not-for-profit corporation, to include strategic planning, retention and oversight of the Chief Executive Officer, and related responsibilities.
- B. To develop, approve, and implement the policies and procedures of the Society.
- C. To manage the business and financial affairs of the Society, to include the development and implementation of an annual budget for the Society, in a manner consistent with the strategic and operational interests of the Society and its membership.
- D. To develop, monitor, and approve programs that implement Society policies.
- E. To identify relevant professional issues for presentation to and action by the House of Delegates, either directly or by appropriate committees.

- F. To coordinate the activities of the organizational components within the Society.

Section 3: COMPOSITION

The Board of Directors shall be composed of fifteen (15) voting members and six (6) non-voting members.

A. Voting Members

1. Society Officers: President, Vice President, Vice President-Elect, and the Secretary/Treasurer. The President shall serve as Chair of the Board of Directors.
2. Immediate Past President
3. President of the Technologist Section
4. Immediate Past President of the Technologist Section
5. Speaker of the House of Delegates
6. Seven (7) Directors-at-Large

- a) Directors-at-Large shall serve for a three (3)-year term, which shall commence at the conclusion of the Annual Meeting at which they are elected and which shall terminate at the conclusion of the third subsequent Annual Meeting following the election. A Director-at-Large chosen by the Technologist Section may serve for a term of less than three years at the discretion of the Technologist Section. Directors-at-Large may serve no more than two (2) consecutive terms, following which at least three years must elapse before service as a Director-at-Large is again permitted.
- b) Candidates for Director-at-Large must have been a member of the Society for at least three (3) years to be eligible to serve on the Board of Directors.
- c) Two (2) Directors-at-Large shall be elected by the House of Delegates from among the voting Delegates of the House.
- d) Two (2) Directors-at-Large shall be elected from among the Full members who are not House members or Technologist Section members.
- e) Three (3) Directors-at-Large shall be elected by the Technologist Section from among the eight (8) Technologist Section delegates of the House of Delegates in accordance with procedures established by the Technologist Section.

B. Non-Voting Members: there shall be six (6) non-voting members on the Board of Directors:

1. Chair, Committee on Finance
2. Chair, Committee on Government Relations
3. Chair, Committee on Publications
4. Chair, Scientific Program Committee
5. Education and Research Foundation (ERF) President
6. Chief Executive Officer

Section 4: MEETINGS

The Board of Directors shall meet at least three times per year.

Section 5: QUORUM

A majority of the voting members of the Board of Directors shall constitute a quorum for all meetings. All motions of the Board of Directors shall require a majority vote.

Section 6: VACANCIES

Vacancies of a voting member of the Board of Directors shall be handled in accord with Bylaws and Procedures. Vacancies of Officer positions shall be handled as described in Article VI. In the event of a vacancy in a Director-at-Large position, the Speaker of the House shall appoint an interim Director to serve until the next annual election. Vacancies in Director-at-Large positions from the technologist section shall be filled in the manner prescribed in the technologist section procedures.

ARTICLE XI EXECUTIVE COMMITTEE

Section 1: DESCRIPTION

The Executive Committee manages the affairs of the Society between official meetings of the Board of Directors and shall have those powers and duties delegated by the Board.

Section 2: COMPOSITION

- A. Voting Members: President, Vice President, Vice President-Elect, Secretary/Treasurer, Immediate Past President, and President of the Technologist Section shall constitute the voting members of the Executive Committee. If the President-Elect of the Technologist Section is a member of the Board of Directors, he/she will also serve as a voting member of the Executive Committee.
- B. Non-Voting Members: The Chief Executive Officer serves without the right to vote.

Section 3: REPORTING

Reports of actions of the Executive Committee shall be forwarded to the Board of Directors.

ARTICLE XII COMMITTEES

Section 1: DESCRIPTION

- A. The House of Delegates shall have the following standing committees, as well as such additional committees or subcommittees as may be required by the House:
 - 1. Committee on Chapters
 - 2. Committee on Councils and Centers
 - 3. Committee on Ethics
 - 4. Committee on Nominations
 - 5. Committee on Bylaws
- B. The Board of Directors shall have the following standing committees, as well as such additional committees or subcommittees as may be required by the Board:

1. Committee on Awards
2. Committee on Audit
3. Committee on Finance
4. Committee on Government Relations
5. Committee on Membership
6. Committee on Publications
7. Committee on Education
8. Committee on Radiopharmaceuticals
9. Committee on Early Career Professionals

Section 2: APPOINTMENTS

House of Delegates committee chair appointments shall be recommended by the Vice-President with consultation of the Speaker. Appointments to all House of Delegates committees shall be recommended by the Vice President and approved by the House of Delegates at the Annual Meeting. Appointments to all standing committees of the Board of Directors shall be nominated by the Vice President and approved by the Board of Directors.

Section 3: COMPOSITION, QUALIFICATIONS, TERMS OF OFFICE RESPONSIBILITIES, AND MEETINGS

The composition, qualifications, terms of office, responsibilities, and meetings are specified in Procedures.

Section 4: EX-OFFICIO MEMBERS

- A. The President, or a liaison from the Board of Directors appointed by the President, shall serve as a non-voting ex-officio member of all committees, except the Committee on Nominations.
- B. The Chief Executive Officer shall serve as a non-voting member of all committees, except the Committee on Nominations.

Section 5: REMOVAL FROM OFFICE

Committee members may be removed from office as stated in Article IX.

ARTICLE XIII OFFICIAL PUBLICATION

Section 1: NAME

The official publication of the Society, dedicated to the advancement of nuclear medicine and molecular imaging, reflecting the purpose, objectives, and standards of the Society, shall be *The Journal of Nuclear Medicine* (hereinafter referred to as *JNM*).

Section 2: APPOINTMENT OF JNM EDITOR

The *JNM* Editor is a member of the Society nominated by the Committee on Publications and approved by the House of Delegates for a five (5)-year term, with a maximum of two (2) consecutive terms.

Section 3: APPOINTMENT OF JNM EDITORIAL BOARD

The *JNM* Editorial Board shall consist of the Editor, as Chair, and associate editors, appointed by the Editor.

Section 4: QUALIFICATIONS OF JNM EDITORIAL BOARD

The qualifications, term of office, appointment process, and meetings for the *JNM* Editorial Board shall be made in accord with Procedures. Procedures shall be developed by the *JNM* Editorial Board.

Section 5: RESPONSIBILITIES OF JNM EDITORIAL BOARD

The *JNM* Editorial Board shall be responsible for the professional content and quality control of the official publication as well as all responsibilities specified in the Procedures. Procedures shall be developed by the *JNM* Editorial Board.

Section 6: VACANCY OR REMOVAL FROM OFFICE

- A. In the case of a vacancy for the position of Editor, the Board of Directors may appoint an interim Editor who shall serve until a new Editor is appointed by the House of Delegates.
- B. The *JNM* Editor may be removed from office for cause by a two-thirds (2/3) vote of those members present and voting at a meeting of the House of Delegates.

ARTICLE XIV PARLIAMENTARY AUTHORITY AND SOCIETY PROCEDURES

Section 1: PARLIAMENTARY AUTHORITY

The rules contained in the current edition of *Robert's Rules of Order: Newly Revised* shall govern the Society in all cases to which they are applicable and in which they are not inconsistent with the Bylaws and Procedures of the Society and any special rules of order the Society may adopt.

Section 2: SOCIETY PROCEDURES

Unless otherwise specifically stated in these Bylaws, whenever a subject is covered by or necessitates the development of Procedures, the Board of Directors shall develop or amend Procedures by a majority vote. The rules set forth therein shall be binding on the Society unless inconsistent with the Bylaws.

ARTICLE XV AMENDMENTS

Section 1: ELIGIBILITY

Amendments to the Bylaws may be proposed by any Society organizational component or Society member.

Section 2: SUBMISSION POLICY

Proposals to amend the Bylaws must be submitted to the Society's national office one

hundred eighty (180) days prior to a meeting of the House of Delegates. The national office shall forward a copy of the proposed amendment to the Committee on Bylaws, which shall review the proposal and report to the House of Delegates as in Procedures.

Section 3: MEMBERSHIP REVIEW

Proposals to amend the Bylaws that are in accord with the Society's philosophy, purpose, and objectives, as well as federal and state laws, shall be submitted to the membership at least sixty (60) days prior to a House of Delegates Meeting. Publication of the amendments in one of the regular Society publications or the direct mailing of the amendments to the individual members shall constitute notice of any amendments of these Bylaws to be considered for approval.

Section 4: VOTING

In order to be approved, any amendment must be approved by a two-thirds (2/3) vote of those present and voting at a meeting of the House of Delegates.

ARTICLE XVI INDEMNIFICATION

The Society shall indemnify, as set forth below, and to the fullest extent to which it is empowered to do so by the applicable laws as may from time to time be in effect, any person who by reason of being or having been a delegate, director, officer, employee, or agent of the Society, or who is or was serving at the request of the Society as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, and who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit, or proceeding.

Section 1: ACTIONS AGAINST THE POLICY

In the event of a civil, criminal, administrative, or investigative action, suit, or proceeding (other than an action by or in the right of the Society), such indemnification shall extend against all expenses (including attorney's fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit, or proceeding if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Society, and with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful.

Section 2: ACTIONS ON BEHALF OF THE POLICY

In the event of an action or suit brought by or in a right of the Society to procure judgment in its favor, such indemnification shall extend against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Society, provided that no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his/her duty to the Society, unless and only to the extent that the court in which such action or suit was brought shall determine upon application that despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to

indemnity for such expenses as the court shall deem proper.

ARTICLE XVII DISSOLUTION

In the event of dissolution of the Society, the net assets of the corporation shall be applied and distributed as follows:

Section 1: LIABILITIES AND OBLIGATIONS

All liabilities and obligations shall be paid, satisfied, and discharged, or adequate provision shall be made thereof.

Section 2: DISTRIBUTION OF FUNDS

After payment of all liabilities and obligations under Section 1 of this Article XVII, all remaining assets shall be distributed to an organization or organizations organized and operated exclusively for charitable, educational, scholastic or scientific purposes as shall at the time qualify as tax exempt under Sections 501(c)(3) or 501(c)(6) of the Internal Revenue Code of 1986, as amended, or any subsequent law of the United States of America.