



BYLAWS OF SOCIETY FOR IMAGING INFORMATICS IN MEDICINE

(As amended and restated June 13, 2023)

Section 1. Name

This corporation shall be called the "SOCIETY FOR IMAGING INFORMATICS IN MEDICINE" (hereinafter referred to as "SIIM").

Section 2. Purpose

The purpose of SIIM is as set forth in Article 3 of its Articles of Incorporation. The corporation is organized to promote and advance, directly and indirectly, through study, research, design, and testing, the development and application of advanced technology information systems that will improve the delivery of medical imaging services.

The mission of SIIM is to facilitate the growth and exchange of knowledge by and through:

- Face-to-face interaction
- Publication of the *Journal of Digital Imaging*
- Educational conferences
- Special interest groups
- Establishment of worldwide liaisons with appropriate medical and technology societies.

Section 3. Membership

Membership in SIIM shall be of the following four classes: Individual, Institutional, Student, and Corporate.

A. Eligibility for and the terms and conditions of membership as an Individual Member shall be as follows:

1. Eligibility for membership shall be open to any person interested in the purposes and objectives of SIIM. Upon notice that his or her application form has been approved and payment of dues, the individual shall become a member of SIIM. An individual is expected to maintain membership by participation in SIIM activities and by payment of dues.
2. Each Individual Member in good standing shall be entitled to one vote at any regular or special meeting of the SIIM membership.

B. Eligibility for and the terms and conditions of membership as an Institutional Member shall be as follows:

1. Any healthcare facility shall be eligible for membership in SIIM as an Institutional Member. Membership is based upon an eligible institution's expressed support of the purpose and objectives of SIIM, and upon the payment of annual dues.

2. Upon notice that the institution's application form has been approved and payment of dues, an eligible healthcare facility shall become an Institutional Member of SIIM.
 3. Membership in SIIM as an Institutional Member resides in a certain number of sponsored individual institutional members selected by the institution. The number of sponsored individual institutional members shall be based on a formula established by the Board of Directors of SIIM. Sponsored individual institutional members of member institutions are designated by such institutions.
 4. Each sponsored individual institutional member selected by the Institution in good standing shall be entitled to one vote at any regular or special meeting of the SIIM membership.
- C. Eligibility for and the terms and conditions of membership as a Student Member shall be as follows:
1. Eligibility and terms for Student membership shall be maintained in the Student Membership Policy.
 2. Student members are not entitled to a vote at any regular or special meeting of the SIIM membership.
 3. Student members are not eligible to serve on the Board of Directors or as one of the Officers of SIIM.
 4. Student members may be appointed to or elected to serve on or lead a SIIM committee or taskforce. Student members of a committee are entitled to a vote as part of committee or task force membership.
- D. Eligibility for and the terms and conditions of membership as a Corporate Member shall be as follows:
1. Any corporation shall be eligible for membership in SIIM as a Corporate Member. Membership is based upon an eligible Corporation's expressed support of the purpose and objectives of SIIM, and upon the payment of annual dues.
 2. Upon notice that the corporation's application form has been approved and payment of dues, an eligible Corporation shall become a Corporate Member of SIIM.
 3. Membership in SIIM as a Corporate Member resides in a certain number of sponsored individual corporate members selected by the corporation. The number of sponsored individual corporate members shall be based on a formula established by the Board of Directors of SIIM. Sponsored individual corporate members of member corporations are designated by such corporations.
 4. Each sponsored individual corporate member selected by Corporation in good standing shall be entitled to one vote at any regular or special meeting of the SIIM membership.
- E. Any member of SIIM not in default in payment of dues, and against whom or which no complaint or charge is pending, may at any time file in writing with the Secretary such member's resignation, and such resignation shall be effective on the date of filing.

- F. The Board of Directors shall have the right to establish categories of membership. Each category shall have written criteria defining the requirements of an individual, institution or company to qualify for such category and the associated benefits.

Section 4. Officers

- A. There shall be the following officers of SIIM: A Chair; in alternate years either an Immediate Past Chair or a Chair-Elect; a Secretary; and a Treasurer.
- B. Not less than ninety (90) calendar days in advance of the annual meeting of members, the Secretary of the Corporation, on behalf of the Nominating Committee, shall invite from the membership the names of individuals to be considered for nomination by the Nominating Committee for all positions that will become open in the following year. If a member desires to have a certain individual or individuals considered for nomination, the member must submit, in writing, to the Secretary of the Corporation within ten (10) calendar days of the announcement of the Nominating Committee's request for names for consideration, the name or names of the individual or individuals to be so considered. The Secretary of the Corporation shall give written notice to the members not less than sixty (60) calendar days in advance of the annual meeting of the Nominating Committee's nomination for such officership. A Member shall have the right to petition the Chair of SIIM, in writing, and submit the name of an individual who shall also be nominated for such officership, provided, however, such petition must be signed by at least five (5) members of SIIM and received by the Chair of SIIM not later than forty-five (45) calendar days in advance of the annual meeting. The persons receiving the majority of votes for each office shall serve in that office.
1. The Chair shall appoint a Nominating Committee, which shall consist of the Immediate Past-Chair, who shall be Chair of the Nominating Committee, and two other members in good standing of SIIM. The Nominating Committee shall report its nominations for officers and directors pursuant to Section 4B of these bylaws.
- C. The duties of each officer shall include the following:
1. Chair - The Chair shall act as Chair and preside at all meetings of the members of SIIM and of the Board of Directors. Unless otherwise provided in these Bylaws, the Chair shall appoint officers and members of all committees and task forces and assign duties as necessary to advance the work of SIIM. The Chair shall submit an annual report in writing or electronically to all SIIM members on the business and affairs of SIIM and such other matters as he/she may deem appropriate.
 2. Chair-Elect - The Chair-Elect shall, in the absence or incapacity of the Chair, perform his or her duties, subject to the provisions of these Bylaws.
 3. Immediate Past Chair – The Immediate Past Chair shall, in the absence or incapacity of the Chair or Chair-Elect perform the duties of the Chair, subject to the provisions of these Bylaws. If a Chair-Elect has been confirmed by the SIIM membership, he or she will take precedence over the Immediate Past Chair.
 4. Secretary - The Secretary shall serve as Secretary at any regular or special meeting of the members of SIIM and shall serve as Secretary of meetings of the Board of Directors. The Secretary shall keep all records of SIIM in suitable form for ready reference. The Secretary shall perform such additional duties as may be required of him/her by the Chair, the Board of Directors, and by these Bylaws.

5. Treasurer - The Treasurer shall be responsible for the supervision of all financial affairs of SIIM in accordance with the authorization of the Board of Directors. The Treasurer shall render to the Board at each regular meeting, and from time to time as the Board may require, an account of all transactions as Treasurer and of the financial condition of SIIM and, at the annual meeting of the members, a general report covering the same matters for the year. The annual report of the Treasurer shall be accompanied by the report of an audit for the preceding year made by a certified public accountant designated by the Board, at the expense of SIIM. The Treasurer shall perform such additional duties as may be required of him/her by the Chair, the Board of Directors and by these Bylaws.
- D. Officers elected by the members shall commence their terms of office on the first day of July following the annual meeting of members. Elected officers shall not be eligible to succeed themselves in office except as otherwise provided herein. Officers appointed by the Board of Directors shall serve at the pleasure of the Board.
- E. If the office of any officer elected by the membership shall become vacant, such office may be filled by the Board of Directors until the first day of July nearest to the annual meeting after the office is filled. If the office of Immediate Past Chair shall become vacant, such office may be filled by the Board of Directors from among the last five (5) Past Chairs remaining eligible to act as officers of SIIM until the first day of July next following the annual meeting after the office is filled.
- F. The Officers and Directors should reflect the diversity of the SIIM membership
- G. The terms for each member on the Board of Directors are as follows:
 1. The Chair-Elect shall be elected in alternate years, and he or she shall assume the office of Chair for two years on the first day of July one year following the annual meeting at which such individual was elected to the office of Chair-Elect.
 2. The Chair shall assume the office of Immediate Past Chair for one year on the first day of July three years following the annual meeting at which such individual was elected to the office of Chair-Elect.
 3. The Secretary and Treasurer shall serve staggered three-year terms. The secretary and Treasurer may each be re-elected once.

Section 5. Board of Directors

- A. The management of SIIM shall be carried on by the Board of Directors. The Board of Directors shall also have the following specific responsibilities:
 1. Establishment of SIIM's mission, goals, strategies, and objectives;
 2. Establishment of dues and appropriate service fees;
 3. Establishment of the potential categories for each member class;
 4. Establishment, approval, and revision of policies related to the operation and governance of SIIM;
 5. Approval of budgets, management contracts and fees;
 6. Appointment of committees, task forces, special advisory committees and other agencies to deal with aspects of the Society's business;
 7. Confirmation of the Editor-In-Chief of the *Journal of Digital Imaging*.

- B. The Board of Directors shall consist of the Chair, either a Chair-Elect or an Immediate Past Chair, a Secretary, a Treasurer, and seven (7) directors-at-large who are members in good standing. The Executive Director of SIIM shall be an *ex officio* member of the Board without the right to vote.
- C. The seven (7) directors-at-large shall be elected at the annual meeting of members by a majority of the votes, which all Institutional, Corporate, or Individual Members present, in person or by proxy, are entitled to cast thereon. The directors-at-large, the Secretary, and the Treasurer shall serve overlapping three-year terms, three (3) of these being elected by the membership annually. Each director-at-large may be re-elected to a second three (3) year term. Directors-at-large are eligible for a subsequent officer role, even if they have already served two terms on the Board of Directors.
- D. Regular meetings of the Board of Directors shall be held at specified intervals and, in any event, not fewer than two (2) times each year. Special meetings of the Board of Directors shall be called at any time by the Chair or four (4) members of the Board of Directors. Notice of special meetings shall be given at least ten (10) calendar days in advance thereof for an in-person meeting or 3 days for a telephonic meeting
- E. A majority of the Board of Directors shall constitute a quorum.
- F. Absence of any elected member of the Board of Directors from three (3) regular consecutive meetings shall be regarded as a resignation, and the Board of Directors shall fill the vacancy created through such absences in the manner herein provided. In the event of unavoidable absences not under the control of a Board member, the Chair should be informed of the circumstances of the absence, which he or she may wish to excuse.
- G. In the event that a member of the Board of Directors no longer is an Individual Member, an Individual Institutional Member, or an Individual Corporate Member, his or her term of office as a member of the Board of Directors shall automatically terminate.
- H. Any elected officer of SIIM or member of the Board of Directors may be removed pursuant to applicable Pennsylvania law.
- I. Guests are permitted to attend Board of Directors meetings upon approval by the Chair. Guests should be informed that attendance at such meetings does not include speaking privileges unless the guest is called upon by the presiding officer.
- J. If the office of any elected director-at-large shall become vacant, such office may be filled by a member elected by a majority of remaining members of the Board of Directors, whether or not constituting a quorum, until the first day of July next following the annual meeting after the office is filled, at which meeting the office shall be filled by nomination and election as provided in these Bylaws. If a vacancy is filled, the new board member is considered to have completed a full term if he or she has occupied more than half of the vacant member's three-year term.

Section 6. Membership Meetings

- A. There shall be an annual and such other regular meetings of the members of SIIM as may be fixed by resolution of the Board of Directors. The time and place of such meetings shall be designated by the Board and announced not less than ten (10) calendar days before the dates so fixed. All members of SIIM shall be invited to attend all meetings of the members of SIIM and to participate in the discussions at such meetings.

- B. Special meetings of the members of SIIM may be called by the Chair, or in his/her absence, by the Chair-Elect or Immediate Past Chair, upon resolution of the Board of Directors or upon the written petition of not fewer than ten (10) percent of the members. This petition shall recite the purpose for the call. The Chair, Chair-Elect, or Immediate Past Chair as the case may be, through the Secretary, shall give notice in writing to the members of SIIM not less than ten (10) calendar days before the date fixed for such special meeting, which notice shall recite the purpose for the meeting, and no other business shall be transacted at such special meeting.
- C. A quorum of the Members of SIIM shall consist of the presence, in person or by proxy, of at least 100 members.
- D. The rules contained in "Robert's Rules of Order Revised" shall govern all meetings of the members unless they are inconsistent with these Bylaws.
- E. Voting by mail may be substituted for voting in person in order for the transaction of business.
- F. Notice of Annual and Special Meetings. Written or printed notice of annual or special meetings shall be delivered by mail, facsimile, or e-mail stating the place, day and hour of the meeting, and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10) or more than fifty (50) calendar days before the date of the meeting, either personally or by mail, by or at the direction of the Chair or the Secretary, or the officers or persons calling the meeting, to each member entitled to vote at such meeting. If mailed, notice shall be deemed to be delivered when deposited in the United States mail, postage prepaid, addressed to the member at his/her address as it appears on the records of the Corporation.
- G. Waivers of Notice. Whenever notice is required to be given to any member under any provision of law, the Articles of Incorporation or these Bylaws, a waiver in writing signed by the member entitled to such notice, whether before or after the time stated therein, shall be the equivalent to the giving of such notice. The presence of any member at a meeting, in person or by proxy, without objection to the lack of notice of the meeting, shall also waive notice by such member.

Section 7. Voting Rights

Except as may be otherwise provided by statute, the Articles of Incorporation or these Bylaws, at every members' meeting, every Member entitled to vote thereat shall have the right to one vote. When any meeting has a quorum, the vote of the holders of a majority of the Members having voting power, present, in person or by proxy, shall decide any question brought before such meeting, unless the question is one for which, by express provision of statute, the Articles of Incorporation or of these Bylaws, a different vote is required. Upon demand made by a Member at any election for directors before the voting begins, the election shall be by ballot.

Section 8. Proxy

Every Member entitled to vote at a meeting of members may authorize another person or persons to act for him/her by proxy.

- A. Every proxy shall be executed in writing by such member, or by his/her duly authorized attorney-in-fact, and filed with the Secretary of SIIM.
- B. No proxy shall be valid unless it specifies the particular actions authorized thereby. All proxies are limited to the particular action(s) specified therein.
- C. A proxy, unless coupled with an interest, shall be revocable at will, notwithstanding any contrary agreement or provision in the proxy, but the revocation of a proxy shall not be effective until notice thereof has been given to the Secretary of SIIM. No unrevoked proxy shall be valid after two months from the date of its execution. A proxy shall not be revoked by the death or incapacity of the maker unless, before the vote is counted or the authority is exercised, written notice of such death or incapacity is given to the Secretary of SIIM.
- D. A member shall not sell his/her vote or execute a proxy to any person for any sum of money or anything of value.

Section 9. Conflict of Interest Policy

The Board shall by resolution adopt a conflict of interest policy applicable to officers, directors, members of committees of the Board, and employees that shall define conflicts of interest (including competing financial interests or fiduciary duties), require that conflicts be disclosed and the conflicted person be recused from any decision-making with regard to the matter.

Section 10. Limiting Liability of Directors

- A. A director of SIIM shall stand in a fiduciary relation to SIIM and shall perform his/her duties as a director, including his/her duties as a member of any committee of the Board of Directors upon which he/she may serve, in good faith, in a manner he/she reasonably believes to be in the best interests of SIIM, and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. In performing his/her duties, a director shall be entitled to rely in good faith on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by any of the following:
 - 1. One or more officers or employees of SIIM whom the director reasonably believes to be reliable and competent in the matters presented.
 - 2. Counsel, public accountants or other persons as to matters that the director reasonably believes to be within the professional or expert competence of such persons.
 - 3. A committee of the Board upon which he/she does not serve, duly designated in accordance with law, as to matters within its designated authority, which committee the director reasonably believes to merit confidence.

A director shall not be considered to be acting in good faith if he/she has knowledge concerning the matter in question that would cause his/her reliance to be unwarranted.

- B. In discharging the duties of their respective positions, the Board of Directors, committees of the Board of Directors and individual directors may, in considering the best interests of SIIM, consider the effects of any action upon employees, upon suppliers and customers

of SIIM and upon communities in which offices or other establishments of SIIM are located, and all other pertinent factors. The consideration of these factors shall not constitute a violation of Section 10A hereof.

- C. Absent breach of fiduciary duty, lack of good faith or self-dealing, actions taken as a director or any failure to take any action shall be presumed to be in the best interests of SIIM.
- D. A director of SIIM shall not be personally liable for monetary damages as such for any action taken, or any failure to take any actions, unless:
 - 1. The director has breached or failed to perform the duties of his/her office under Sections 10A through 10C hereof; and
 - 2. The breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.
- E. The provisions of Section 10B hereof shall not apply to:
 - 1. The responsibility or liability of a director pursuant to any criminal statute; or
 - 2. The liability of a director for the payment of taxes pursuant to local, state or federal law.
- F. Notwithstanding any other provision of these Bylaws, the approval of a majority of Members shall be required to amend, alter, change, repeal or adopt any provision as part of these Bylaws which is inconsistent with the purpose or intent of this Section 10, and, if any such action shall be taken, it shall become effective only on a prospective basis from and after the date of such membership approval.

Section 11. Indemnification

- A. SIIM shall indemnify any eligible person who at any time was or is a director, a member of any committee or subcommittee, an officer, employee, or volunteer of the corporation who was or is a party to, or is threatened to be made a party of or who is called as a witness in connection with any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, including an action by or in the right of SIIM, by reason of the fact that he/she is or was a director, officer, employee or agent of SIIM, or is or was serving at the request of SIIM as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement, actually and reasonably incurred by him/her in connection with such action, suit or proceeding unless the act or failure to act giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness.
- B. The indemnification and advancement of expenses provided by, or granted pursuant to, this Section 11 shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any Bylaw, agreement, contract, vote of shareholders or disinterested directors or pursuant to the direction, howsoever embodied, of any court of competent jurisdiction or otherwise, both as to action in his/her official capacity and as to action in another capacity while holding such office. It is the policy of SIIM that indemnification of, and advancement of expenses

to, directors and officers of SIIM shall be made to the fullest extent permitted by law. To this end, the provisions of this Section 11 shall be deemed to have been amended for the benefit of directors and officers of the Corporation effective immediately upon any modification of the Business Corporation Law of the Commonwealth of Pennsylvania (the "BCL") or the Directors' Liability Act of the Commonwealth of Pennsylvania (the "DLA") which expands or enlarges the power or obligation of corporations organized under the BCL or subject to the DLA to indemnify, or advance expenses to, directors and officers of SIIM.

- C. SIIM shall pay expenses incurred by an officer or director, and may pay expenses incurred by any other employee or agent, in defending a civil or criminal action, suit or proceeding in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such person to repay such amount if it shall ultimately be determined that he/she is not entitled to be indemnified by SIIM.
- D. The indemnification and advancement of expenses provided by, or granted pursuant to, this Section 11 shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such person.
- E. SIIM shall have the authority to create a fund of any nature, which may, but need not be, under the control of a trustee, or otherwise secure or insure in any manner, its indemnification obligations, whether arising under these Bylaws or otherwise. This authority shall include, without limitation, the authority to (i) deposit funds in trust or in escrow, (ii) establish any form of self-insurance, (iii) secure its indemnity obligation by grant of a security interest, mortgage or other lien on the assets of SIIM or (iv) establish a letter of credit, guaranty or surety arrangement for the benefit of such persons in connection with the anticipated indemnification or advancement of expenses contemplated by this Section 11. The provisions of this Section 11 shall not be deemed to preclude the indemnification of, or advancement of expenses to, any person who is not specified in Section 11A of this Section 11 but whom SIIM has the power or obligation to indemnify, or to advance expenses for, under the provisions of the BCL or the DLA or otherwise. The authority granted by this Section 11E shall be exercised by the Board of Directors.
- F. As soon as practicable after receipt by any person specified in Section 11A hereof of notice of the commencement of any action, suit or proceeding specified in Section 11A hereof, such person shall, if a claim with respect thereto may be made against SIIM under Section 11 of these Bylaws, notify SIIM in writing of the commencement or threat thereof; however, the omission so to notify SIIM shall not relieve SIIM from any liability under Section 11 of these Bylaws unless SIIM shall have been prejudiced thereby or from any other liability which it may have to such person other than under Section 11 of these Bylaws. With respect to any such action as to which such person notifies SIIM of the commencement or threat thereof, SIIM may participate therein at its own expense and, except as otherwise provided below, to the extent that it desires, SIIM jointly with any other indemnifying party similarly notified, shall be entitled to assume the defense thereof, with counsel selected by SIIM to the reasonable satisfaction of such person. After notice from SIIM to such person of its election to assume the defense thereof, SIIM shall not be liable to such person under Section 11 of these Bylaws for any legal or other expenses subsequently incurred by such person in connection with the defense thereof other than as otherwise provided below. Such person shall have the right to employ his/her own counsel in such action, but the fees and expenses of such counsel incurred after notice from SIIM of its assumption of the defense thereof shall be at the expense of such person unless: (i) the employment of counsel by such person shall have been

authorized by SIIM; (ii) such person shall have reasonably concluded that there may be a conflict of interest between SIIM and such person in the conduct of the defense of such proceeding or (iii) SIIM shall not in fact have employed counsel to assume the defense of such action. SIIM shall not be entitled to assume the defense of any proceeding brought by or on behalf of SIIM or as to which such person shall have reasonably concluded that there may be a conflict of interest. If indemnification under Section 11 of these Bylaws or advancement of expenses are not paid or made by SIIM, or on its behalf, within ninety (90) calendar days after a written claim for indemnification or a request for an advancement of expenses has been received by SIIM, such person may, at any time thereafter, bring suit against SIIM to recover the unpaid amount of the claim or the advancement of expenses. The right to indemnification and advancement of expenses provided hereunder shall be enforceable by such person in any court of competent jurisdiction. The burden of proving that indemnification is not appropriate shall be on SIIM. Expense reasonably incurred by such person in connection with successfully establishing the right to indemnification or advancement of expenses, in whole or in part, shall also be indemnified by SIIM.

- G. A contract shall exist between SIIM and its officers and directors with respect to indemnification and advancement of expenses as provided by this Section 11 and as otherwise provided by applicable law.
- H. Notwithstanding any other provision of these Bylaws, the approval of members shall be required to amend, alter, change, repeal or adopt any provision as part of these Bylaws which is inconsistent with the purpose or intent of this Section 11, and, if any such action shall be taken, it shall become effective only on a prospective basis from and after the date of such membership approval.
- I. SIIM shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of SIIM, or is or was serving at the request of SIIM as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him/her and incurred by him in any such capacity, or arising out of the status as such, whether or not SIIM would have the power to indemnify him/her against such liability under the provisions of this Section 11.

Section 12. Committees, Task Forces and Other Agencies

- A. The Board of Directors may create or discontinue committees, task forces and other agencies as it deems necessary and determine the number of members of each committee so created. Before establishing a committee, task force or agency, the Board of Directors must approve a scope of work and timetable for the committee, task force or agency.
- B. The Chair of SIIM shall designate the chair of each committee and task force. Membership appointments on a committee, task force or agency are determined by the Chair upon recommendation of the committee chair or application of members seeking such membership. Committee chairs and members term length shall be three years with an option for a one-term renewal. The SIIM Chair each year shall review and appoint committee chairs and members as necessary.
- C. Before commencing service on any SIIM committee or task force, individuals must complete the SIIM membership application process including payment of dues, as set



forth in Section 3. They do not automatically become members of SIIM by virtue of the committee or task force membership.

- D. A majority of the members of a committee or task force shall constitute a quorum.

Section 13. Dues

- A. Except as otherwise provided herein the Board of Directors or its designated committee shall establish the rates of annual dues, which may be different for each class of members of SIIM. Such rates of dues shall become effective as specified by the Board of Directors and shall remain in effect for each succeeding year unless and until changed by the Board.
- B. The Board of Directors may levy special dues or assessments which may be different for each class of members of SIIM. Unless otherwise directed by the Board of Directors, special dues or assessments, at their established rates, shall become effective as specified by the Board of Directors. Special dues shall remain in effect until terminated by the Board.
- C. If dues and assessments are not paid within ninety (90) calendar days of the date on which they become due and payable, all privileges of membership shall be terminated. SIIM Chair or Executive Director can make special exceptions.

Section 14. Fellows

- A. Up to five members may be elected to Fellowship in SIIM annually. Posthumous elections are also permitted. Any posthumous fellow shall not count toward the annual limit of five new fellows. This significant high honor recognizes achievements that place the individual at the pinnacle of experts in computer applications in imaging informatics.
- B. Each Fellow is to be known as a Fellow of the Society for Imaging Informatics in Medicine and entitled to use the acronym FSIIM after his or her name,
- C. All active Fellows are members of the College of SIIM Fellows (COSF) entitled to one vote. Fellows who are no longer individual members of SIIM are members of the COSF with Emeritus status and no vote.
- D. The COSF is charged with two responsibilities: the annual election of zero to five new Fellows and the reporting of new developments or other circumstances of note in our field to the Board of Directors through the Executive Director.
- E. A President and two Directors of the COSF are to be appointed by the SIIM Chair every three years. The three-year term lengths for COSF officers shall be from January to December.
- F. The Fellowship Election Process
 - 1. The requirements for consideration and for election to Fellowship are: a) A current member of SIIM with a minimum of ten (10) years membership of the past 15 years, excluding years as a member in training, and b) Significant contributions to SIIM and its mission.
 - 2. The COSF will develop a fellowship application form. Applicants meeting the minimum requirements will be considered for election in the year the application was received with

supporting letters from their two sponsoring Fellows not less than three months prior to the Annual Meeting at which that class of Fellows will be announced. The identity of the applicants and all application materials will be confidential to the COSF and the SIIM Office. Applicants who are not selected may reapply in other years.

3. The SIIM office will work with the COSF Officers to determine which applicants qualify to be placed on the ballot. Their applications and sponsor's letters will be circulated to the COSF. Each Fellow entitled to vote is to mark a candidate as favorable, unsatisfactory or no opinion.
 4. Ballots in hand at the SIIM office thirty-five (35) calendar days after distribution shall be used in the tally. No Fellow may be elected with less than 80 percent favorable votes of the sum of the favorable and unfavorable votes cast. Any candidate receiving "no opinion" votes that number more than 30% of the sum of the favorable and unfavorable votes cast will not be elected. The COSF officers will review the results of the balloting and make the final determination of how many Fellows with sufficient favorable votes will be selected for that class.
- G. The College of SIIM Fellows and Emeritus Fellows will be listed in the SIIM Membership Directory.
- H. Emeritus Fellows may sponsor fellowship applications but they do not pay dues, vote or receive publications.
- I. The Board of Directors with the concurrence of the COSF Officers may vote to strip an individual of Fellowship and all rights and privileges thereof in cases of unacceptable conduct.

Section 15. Fiscal Year

The fiscal year of SIIM shall be the calendar year.

Section 16. Amendments

To the extent permitted by law, the authority to adopt, amend and repeal these Bylaws shall be vested in the Board of Directors provided, however, that any such proposed adoption, amendment, or repeal shall be approved by a two-thirds $2/3$ vote of the Board of Directors, subject always to the power of the Members to change such action by the affirmative vote of two-thirds ($2/3$) of the voting members present, in person or by proxy, at any regular or special meetings of the voting members of SIIM at which a quorum is present. Notice of any adoption, amendment or repealment of these Bylaws by the Board of Directors shall be promptly announced by mail, email, or posting on the SIIM Website to the members.

Section 17. Effective Date

Provisions of the Bylaws of SIIM or amendments thereto, when adopted at any meeting, shall become effective upon adoption unless otherwise stated in the Bylaws or the amendments.