

# Bylaws of the International Society for Clinical Densitometry Revised

## ARTICLE I NAME

### SECTION 1: NAME

1.1 The name of the organization is the International Society for Clinical Densitometry (hereinafter called the "ISCD").

### SECTION 2: NONPROFIT

1.2.1 The ISCD is a professional membership organization and is not organized for profit. No part of the net earnings of the organization shall inure to the benefit of any private individual or member.

1.2.2 The ISCD is a professional medical society incorporated in the State of New York.

### SECTION 3. OFFICES

1.3 The ISCD shall have office(s) as determined by the Board of Directors (hereinafter called the Board) and as the business of the ISCD may require.

## ARTICLE II PURPOSE

2.1 The purpose of the ISCD is to educate and support scientific advancement in the field of bone densitometry and assessment of skeletal integrity.

## ARTICLE III MEMBERSHIP

### SECTION 1. CATEGORIES OF MEMBERSHIP

3.1.1 Membership categories may be revised from time to time as determined by the Board. Current categories are clinician, technologist, corporate, industry, associate, **and retired**. All members have the right to participate in scientific meetings, hold office, chair committees, vote on ISCD matters, and are eligible for all member discounts and services, except as noted in these Bylaws.

3.1.2 Clinician: Healthcare providers with post graduate doctoral degrees and non-physician practitioners (including scientists and researchers) who provide densitometry and similar services.

3.1.3 Technologist: ~~Healthcare p~~Professionals who perform bone density scans.

3.1.4 Corporate: Companies who maintain an equity position in a ~~business that~~ **business that are** in the field of ~~bone mass measurement~~ **musculoskeletal health** technology, diagnostics, therapeutics, or other related products and/or those individuals who are principally employed (>50%) by any company as noted above. Corporate members will appoint designated individual representatives per ISCD policy. Designated individual representatives of corporate members receive all benefits of membership except they may not **vote on ISCD matters, hold** office or chair committees.

3.1.5 Industry: Individuals who work for a Corporate Member who do not otherwise qualify for membership under any other category. Industry members receive all benefits of membership except they **do not have the right to vote on ISCD matters**, may not hold office or chair committees.

3.1.6 Associate: Current students in a formal training program, such as undergraduate or graduate school, or an approved residency or fellowship. Associate members receive all benefits of membership except they do not have the right to vote on ISCD matters, may not hold office or chair committees.

**3.1.7 Retired: Retired members are individuals who were previously ISCD members, but have since retired from employment and do not receive monies from medical or ancillary work for services to the medical community. This would include medical consulting or work for industry partners. Retired members receive all benefits of membership except they may not hold office.**

## SECTION 2. QUALIFICATIONS FOR MEMBERSHIP

3.2.1 A member is one who meets the qualifications for membership and is current in payment of dues.

3.2.2 Anyone whose job, career or professional interests involve bone densitometry or assessment of ~~skeletal~~**musculoskeletal** integrity is qualified for membership.

3.2.3 Any qualified individual may apply for membership by submitting their application and payment of membership dues.

## SECTION 3: MEMBERSHIP STATUS

3.3.1 A person's membership in the ISCD shall terminate upon their death, resignation, non-payment of dues, or expulsion by a two-thirds (2/3) vote of the Board.

3.3.2 Resignation does not relieve a member from liability for dues and other fees accrued and unpaid as of the date of resignation.

## SECTION 4: DUES

3.4.1. Dues are set annually by the Board.

3.4.2 Only members who are current with their dues are entitled to the rights and privileges of membership as defined in these Bylaws.

3.4.3 Any ISCD member who is delinquent in dues for a period of ~~ninety (90)~~**thirty-days (30)** is notified of the delinquency and suspended from membership. ~~If dues are not paid within the succeeding thirty (30) days, the delinquent member forfeits all rights and privileges of membership.~~

~~3.4.4 No dues payments will be refunded.~~

## ARTICLE IV BOARD OF DIRECTORS

### SECTION 1. NUMBER AND COMPOSITION

4.1.1 The number of Directors shall be established by the Board and shall be at least ~~twelve~~**sixteen (16)** but no more than ~~twenty-four (24)~~**20**, consisting of the ~~sevensix (76)~~ officers of the ISCD (President, Immediate Past-President, President-Elect, Vice-President, Secretary, ~~and~~ Treasurer), **and Executive Director/CEO** and ~~nineseven (79)~~ to ~~nineteen~~**thirteen (13)** others.

4.1.2 The President may appoint additional ISCD members as Ex Officio members to participate but not have voting rights at Board meetings.

**4.1.3 The Executive Director/CEO shall be a member of the Board of Directors, Ex Officio, without a vote.**

### SECTION 2. POWERS

4.2.1 The Board shall have and is vested with all powers and authorities to supervise, control, direct and manage the property, affairs and activities of the ISCD.

4.2.2 Policies cannot be set by any individual officer, Board member, committee, committee member, or any other ISCD member. All ISCD policies, ~~activities or expenditures~~ must receive Board approval.

4.2.3. The Executive Committee may act in the name and with the full power of the Board during intervals between meetings of the Board on any matter requiring action by the Directors. Voting members of the Executive Committee consist of the President, President-Elect, Vice President, Secretary, and Treasurer. **The Executive Director/CEO shall serve as an Ex Officio member of the Executive Committee, without a vote.** The President may appoint additional ISCD members as Ex Officio members to participate but not have voting rights at Executive Committee meetings.

### SECTION 3. ELECTION AND TERMS

4.3.1 The Nominating Committee (chaired by the Immediate Past- Past-President and composed of at least four (4) other Board appointed members) shall solicit recommendations from ISCD members annually for candidates to serve as officers and Board members. At least one (1) nominee shall be proposed for each vacant position. The Nominating Committee shall prepare a slate of candidates and submit the names to the Board. After Board approval, the slate will be placed on the ballot to be voted on by the membership. The Nominating Committee shall make every effort to achieve diversity of nominees based on geographic distribution, membership class and practice specialty.

4.3.2 Members may petition to be placed on the Officer or Board ballot according to policies established by the Board.

4.3.3 Directors **must be members in good standing and** shall be elected by a plurality of ISCD members voting in a ballot, presented in a form as determined by the Nominating Committee.

4.3.4 The term of non-officer Directors shall be three (3) years, and non-officer Directors may serve for up to two (2) consecutive terms.

4.3.5 All elected Director terms shall begin at the close of the Annual Business Meeting following their election.

### SECTION 4. VACANCIES

4.4 If a Director vacancy occurs on the Board, the President, with the approval of a majority vote of the Board, may appoint for the duration of the unexpired term, a member of the ISCD to serve out the term of the vacated position.

### SECTION 5. COMPENSATION

4.5.1 Directors shall not receive any ~~stated~~ salaries for their services.

4.5.2 Nothing herein contained shall be construed to preclude any Director from serving the ISCD in any other capacity and receiving reasonable compensation for services actually rendered.

4.5.3 A Director may be reimbursed for their actual expenses reasonably incurred in attending meetings ~~other than annual meetings and in~~ **in addition to the rendering of** services to the ISCD in the administration of its affairs.

### SECTION 6. RESIGNATION AND REMOVAL

4.6.1 Any Director may resign from the Board. Such resignation shall be in writing and shall

be effective upon its acceptance by the Board.

4.6.2 A Director may be removed by a two-third (2/3) vote of the entire Board, less the Director in question, at its sole discretion.

## ARTICLE V

### MEETINGS OF MEMBERS AND BOARD OF DIRECTORS

#### SECTION 1. ANNUAL BUSINESS MEETING

5.1.1 The ISCD Annual Business Meeting ~~of the ISCD~~ shall be held as determined by the Board.

5.1.2 Notice of the ISCD Annual Business Meeting shall be issued to all members by mail, facsimile or electronic means no less than thirty (30) days, ~~and no more than one hundred eighty (180) days,~~ before the meeting. Any member may waive notice of a meeting.

5.1.3 The presence of thirty (30) members shall constitute a quorum for the transaction of business at the ISCD Annual Business Meeting.

5.1.4 If a quorum is not present at the ISCD Annual Business Meeting, the members present shall have the power to adjourn the meeting.

5.1.5 The act of a majority of the members present at the ISCD Annual Business Meeting at which a quorum is present shall be valid as the act of the ISCD.

#### SECTION 2. SCIENTIFIC MEETINGS

5.2 The Board shall make a good faith effort to hold an annual scientific meeting in association with the Annual Business Meeting.

~~The format, conduct, and content of ISCD scientific meetings shall be established by a Board any appointed committee or program chairpersons.~~

#### SECTION 3. MEETINGS OF BOARD OF DIRECTORS

5.3.1 The regular annual meeting of the Board will be held in conjunction with the Annual Business Meeting.

5.3.2 Special meetings of the Board may be called by or at the request of the President, or upon written request of at least four (4) Directors. The President shall fix the time for holding any such special meeting of the Board **and shall provide at least 14 days notice of such special meeting.**

5.3.3 Members of the Board or any committee thereof may participate in a Board or committee meeting by a means which allows all participants in the meeting to hear each other at the same time. Participation by such means shall constitute the presence in person at such a meeting.

5.3.4 Notice of any regular meeting(s) of the Board shall be given at least thirty (30) ~~and no more than one hundred eighty (180) days.~~ Any Director may waive notice of a meeting.

5.3.5 The presence of one-half (1/2) of the voting members of the Board shall be requisite for and shall constitute a quorum for the transaction of business at all meetings of the Board. The act of a majority of the Directors present at a meeting at which a quorum is present shall be valid as the act of the Board, except in those specific instances in which a greater number may be required.

5.3.6 Each Director present at any meeting shall be entitled to cast one vote on each matter coming before the meeting.

5.3.7 If a quorum shall not be present at any such meeting, the Directors present shall have the power to adjourn the meeting.

**ARTICLE VI**  
**STANDING COMMITTEES, COMMITTEES AND TASK FORCES**

6.1 The Board may establish standing committees, ad hoc committees and task forces as needed.

6.2 The President or the Board may appoint committee members, committee chairs, task forces and/or task force chairs subject to the approval of the Board. **Such appointments may not exceed three (3) years, however a chair may serve an unlimited number of successive terms.** The President ~~and Executive Director/CEO may~~ **shall** serve as an ex-officio ~~member~~ **member** on of any committee or task force without voting rights.

~~6.3 Each committee member shall serve concurrently with the President who appointed them and may continue to serve by reappointment by the succeeding President.~~

6.4~~3~~ Appointments made in the same manner as provided in the case of the original appointments may fill vacancies in the membership ~~chair~~ **or task force.**

**6.4 Members and Chairs of all committees or task forces must be members in good standing.**

**6.5 Executive Director/CEO Evaluation Standing Committee shall conduct on approximately an annual basis the formal evaluation of the Executive Director/CEO and provide a written appraisal. The committee will be comprised of the Immediate Past President, President (ex-officio), Treasurer and up to four (4) major committee chairs. The Board of Directors shall approve the evaluation process and appoint the major committee chairs.**

**6.6 Compensation Committee shall review the appraisal of the Executive Director/CEO and make recommendations to the voting members of the Board of Directors regarding contract extension, compensation adjustment, or termination of the Executive Director/CEO. The Compensation Committee shall also negotiate the employment agreement with the Executive Director/CEO and submitting for Board of Directors approval. The committee shall be chaired by the Secretary and consist of 4 additional members, appointed by the Secretary.**

**ARTICLE VII**  
**OFFICERS**

7.1 Officers of the ISCD shall be the Immediate Past-President, President, President-Elect, Vice-President, Secretary, ~~and Treasurer,~~ **and Executive Director/CEO.**

7.2 Immediate Past-President, President, President-Elect, and Vice-President shall serve one (1) term of one (1) year. The Secretary shall serve a term of three (3) years. The Secretary may be nominated for a second three (3) year term. The Treasurer ~~is not an elected position and shall~~ **serve a term of** ~~be appointed by a majority vote of the Board of Directors for a three (3) years term. The Treasurer may be selected from within the Board or outside of the existing Board.~~ **may serve multiple terms, but none shall be consecutive.**

7.3 An officer's resignation, **except that of the Executive Director/CEO,** shall be in writing and shall be effective upon its acceptance by the Board.

7.4 An officer may be removed by a two-third (2/3) vote of the entire Board, less the officer in question, at its sole discretion.

7.5 Should the Office of President become vacant, the President-Elect shall assume that Office. Should the Office of Immediate Past-President become vacant, no action will be taken.

7.6 All other vacancies occurring among the Officers or Board Members, **other than**

**Executive Director/CEO**, may be filled by Board appointment. Such appointed Officers or Board Members shall serve until the next Annual Meeting, when they must be confirmed by vote, or others must be elected in their place.

7.7 The President shall be the principal elected ~~executive officer of the ISCD and shall supervise and control all of the business and affairs of the ISCD.~~ The President shall preside as Chair at all business and scientific meetings of the members and the Board. The President shall carry out other such duties as usually pertain to the Office.

7.8 The President-Elect shall discharge the duties of the President in case of the latter's absence or disability. The President-Elect shall perform such other duties as from time to time may be assigned by the President or the Board. The President-Elect shall automatically become President upon the expiration of the term of President.

7.9 The Vice-President shall perform such duties as may be assigned by the President or the Board.

7.10 In the event that both the President and the President-Elect are unable to act or refuse to act as President, then the Immediate Past- President shall perform the duties of President. The Immediate Past-President shall perform such other duties as from time to time may be assigned by the President or the Board.

7.11 The Secretary shall have responsibility for all ISCD records and shall serve all notices as required by the Bylaws and other duties as the President or Board shall assign. With the majority vote of the Board, some or all of the duties of the Secretary may be delegated to the ISCD Executive Director/**CEO** or other such person within the ISCD office.

7.12 The Treasurer shall have responsibility for all monies of the ISCD **and shall chair the Audit and Finance Committee.** ~~The Treasurer shall disburse such funds as ordered or authorized by the Board.~~ **The Treasurer shall periodically render a report of all actions taken as Treasurer and of the financial condition of the Society.** ~~The Treasurer shall submit the accounting records to the President and to the Board at each business meeting of the ISCD. With the majority vote of the Board, some or all of the duties of the Treasurer may be delegated to the ISCD Executive Director or other such person within the ISCD office. In the last year of the appointed Treasurer's term, a Treasurer-Elect shall be selected by the Board of Directors to succeed the current Treasurer.~~

**7.13.1 Executive Director/CEO - The Board of Directors shall employ an Executive Director / Chief Executive Officer for the Society pursuant to an agreement. The Executive Director/ CEO shall be appointed upon the majority vote of the Board of Directors and shall serve at the pleasure of the Board. A decision to terminate the employment of the Executive Director shall require two-thirds majority vote of the total Board of Directors. Vacancies in the position of Executive Director may be filled by interim appointment by the President, and consent of the Executive Committee, until the Board of Directors can approve a permanent replacement. Extension of contract and salary and benefit increases may be made upon approval of the Board of Directors and in accordance with the Executive Director Review Process approved by the Board of Directors.**

**7.13.2 The Executive Director/CEO shall: serve as the Chief Executive Officer for the Society; direct and execute all decisions of the Board; handle all day-to-day matters and duties for the operation of the Society; shall be an ex officio non-voting member of the Executive Committee and the Board. The foregoing duties shall include, but not be limited to, the hiring and discharge of employees to fill such positions as the Board**

may from time to time authorize; performing or delegating the task of the execution of contracts or other instruments on behalf of the Society as the Board may authorize as well as the signing of checks, drafts or other orders for payment of money, provided that the Board may, by resolution, provide that such checks, drafts or other orders for payment above such amount as may be specified in the resolution shall require the countersignature of one or more specified officers of the Association.

The Executive Director shall serve as an ex officio non-voting member of all Committees and Task Forces of the Society and shall perform such other duties as the Governing Board may from time to time prescribe or authorize the President to prescribe, including all duties and responsibilities prescribed in the written employment contract.

7.13.3 On approximately an annual basis the Executive Director/CEO shall be evaluated and provided with a written appraisal by the Executive Director/CEO Evaluation Standing Committee.

## **ARTICLE VIII FISCAL AUTHORITY**

8.1 The Board may authorize any officer or officers, agent or agents of the ISCD, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the ISCD, and such authority may be general or confined to specific instances.

8.2 All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the ISCD, shall be signed by such officer or officers, agent or agents of the ISCD and in such manner as shall from time to time be determined by resolution of the Board.

~~In the absence of such determination by the Board, the President and Treasurer of the ISCD shall sign such instruments.~~

8.3 All funds of the ISCD shall be deposited to the ISCD general account and will be used to finance approved and budgeted activities, and may be invested in accordance with such policies as may be adopted by the Board.

8.4 The Board may accept on behalf of the ISCD any contribution, gift, bequest or device for the general purposes or for any special purpose of the ISCD.

8.5 The ISCD shall not make any loan to any officer or Director of the ISCD.

8.6 The **Audit and Finance Committee shall have responsibility for reviewing the annual audit, reviewing the Society investments and submitting** the ISCD annual budget for approval by the Board in accordance with policy set by the Board. **The Audit and Finance Committee shall be chaired by the Treasurer and shall be composed of seven (7) members, including the chair, approved by the Board of Directors.**

8.7 The Board shall determine the fiscal year of the ISCD.

## **ARTICLE IX BOOKS AND RECORDS**

9.1 The ISCD office shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of all Board meetings.

**ARTICLE X  
INDEMNIFICATION OF DIRECTORS AND OFFICERS**

10.1 Subject to the provisions of the New York Not-For-Profit Corporation Law, ISCD shall indemnify each present or former Director, Officer, employee, or committee member of ISCD who was or is a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, and shall pay or reimburse his or her reasonable expenses (including attorney's fees), judgments, fines, and any amounts paid in settlements actually and reasonably incurred, if the person acted within the scope of their authority, in good faith, and in a manner they believed was in the best interest of ISCD.

~~The ISCD shall indemnify each Director or Officer, or former Director or Officer of the ISCD for all sums paid by them in the way of judgments, fines, amounts paid in settlement, and reasonable expenses, including attorneys' fees actually and necessarily incurred, in connection with the action or proceeding, or appeal therein, subject to the proper application of credit for any sums advanced to the Director or Officer in any matter arising from the performance by such Director or Officer of their duties for or on behalf of the ISCD to the full extent permitted by law.~~

**ARTICLE XI  
AMENDMENTS**

11.1 These Bylaws may be amended in accordance with proposals initiated by the Board or by a petition signed by ten (10) or more members of the ISCD. Such proposals shall be submitted to the voting members. Amendments to the Bylaws must be approved by electronic or mail ballot by two-thirds (2/3) of the votes cast by the voting Members.

11.2 Amendments to the Bylaws shall become effective when the final vote on the amendment is determined.