

*(Revised June 12, 2020)*

## **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. All members have the right to vote on ISCD matters.

### **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 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.
- 3.3.3 Members are considered to be in good standing if they are current members, have paid membership dues, have not resigned or been expelled by the board.

## **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 thirty-days (30) forfeits all rights and privileges of membership.

## **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 fifteen (15) but no more than fifteen plus the number of board approved regional panels. Board Composition shall consist of: the seven (7) officers of the ISCD (President, Immediate Past-President, President-Elect, Vice-President, Secretary, Treasurer, and Executive Director/CEO); Education Council Chair; Facility Accreditation Council Chair; Certification Council Chair; Public Policy Committee Chair; Scientific Advisory Council Chair; Membership, Marketing, and Communications Council Chair; JCD Editor-in-Chief; and one representative from each of the Regional Panels, unless such panel is otherwise represented by a person in another position on the board (as determined by the nominating committee).
- 4.1.2 The Executive Director/CEO shall be a non-voting member of the Board of Directors.

### **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 must receive Board approval, except policies related to certification, which are approved by the Certification Council.
- 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, except as such authority is specifically restricted by Section 712 of

the New York Not-for-Profit Corporation Law. Voting members of the Executive Committee consist of the President, President-Elect, Vice President, Secretary, and Treasurer. The Executive Director/CEO and Immediate Past President shall serve as Ex Officio members of the Executive Committee, without a vote. The President may allow additional ISCD 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 (other than the JCD Editor-in-Chief and the Certification Council Chair). At least one (1) nominee shall be proposed for each such 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, except that the JCD Editor-in-Chief will be appointed by the Board and the Certification Council Chair shall be elected by the Certification Council. The Nominating Committee shall attempt to achieve diversity of nominees based on geographic distribution, membership class and practice specialty.
- 4.3.2 Members shall have the right to be elected via a write-in campaign for any officer or board position, provided they meet the qualifications for the position.
- 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, except that the JCD Editor-in Chief will be appointed by the Board and the Certification Council Chair shall be elected by the Certification Council.
- 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, except that these term limits do not apply to the JCD Editor-in-Chief.
- 4.3.5 All elected Director and Officer terms shall begin at the close of the Annual Business Meeting following their election.
- 4.3.6 No Director or Officer shall hold two offices at the same time, nor will any Director or Officer hold more than a single vote on any matter coming before the board.

### **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, except for Certification Council Chair whose replacement shall be appointed by the Certification Council.

### **SECTION 5: COMPENSATION**

- 4.5.1 Directors shall not receive any 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 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 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 or other means permitted by the New York Not-for-Profit Corporation Law no less than thirty (30) days, before the meeting. Any member may waive notice of a meeting.
- 5.1.3 The presence (including, without limitation, for purposes of this Section, those members represented by proxy) of one hundred votes or one-tenth of the number of votes entitle to be cast, whichever is lesser 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.

## **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) 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 Society shall have the following permanent standing committees: Audit and Finance Committee, Education Council, Certification Council, Public Policy Committee, Scientific Advisory Council, Membership/Marketing & Communications Council, Facility Accreditation Council, and Nominating Committee. The Board may establish additional committees, ad hoc committees and task forces as needed.
- 6.2 The President or the Board may appoint committee or task force chairs subject to the approval of the Board, except for permanent standing committee or council chairs that have seats on the board which are done through the nominating committee or in the case of the Certification Council Chair by the Certification Council. Such appointments may not exceed three (3) years, however a chair may serve an unlimited number of successive terms, unless the committee/council chair has a seat on the Board of Directors, then they are restricted to a limit of two consecutive terms. The President and Executive Director/CEO shall serve as an ex-officio member of any committee or task force without voting rights except that the Executive Director/CEO shall not be a member of the Audit and Finance Committee.
- 6.3 Appointments made in the same manner as provided in the case of the original appointments may fill vacancies in the chair of any committee or task force. Standing Committee chairs with seats on the Board of Directors shall have vacancies filled as

outlined in section 4.4 of the bylaws, with the exception of the Certification Council chair who is elected by the Certification Council.

- 6.4 Members and Chairs of all committees or task forces must be members in good standing.
- 6.5 The Personnel Committee shall conduct on approximately an annual basis the formal evaluation of the Executive Director/CEO, provide a written appraisal, 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 Personnel Committee shall also negotiate the employment agreement with the Executive Director/CEO, submitting for Board of Directors approval. The committee will be comprised of the Immediate Past President, President, President-Elect, Vice President, Treasurer, Secretary.
- 6.7 Education Council – The purpose of the Education Council is to develop and oversee ISCD educational programs and courses. The Council Chair shall determine membership of the committee. Chair will be selected through the board nomination and election process and must be a member of ISCD in good standing.
- 6.8 Certification Council – The certification council shall be responsible for oversight of the Society's certification programs and compliance with appropriate accrediting body standards. The Chair of the certification council shall be elected by the certification council and shall serve a 3-year term, renewable for a second term. The Certification Council Chair must hold and maintain at least one ISCD Certification and must be a member of ISCD in good standing.
- 6.9 Public Policy Committee – The purpose of the Public Policy Committee is to monitor and influence state, federal, and international regulations as well as insurance reimbursement policies that impact bone densitometry accessibility, reimbursement, certification, and accreditation. The Council Chair shall determine membership of the committee. Chair will be selected through the board nomination and election process and must be a member of ISCD in good standing.
- 6.10 Scientific Advisory Council – The purpose of the Scientific Advisory Council to deal with ISCD scientific issues, abstracts, and policy statements. The Council Chair shall determine membership of the committee. Chair will be selected through the board nomination and election process and must be a member of ISCD in good standing.
- 6.11 Membership, Marketing & Communications Council – The marketing, membership and communications committee is charged with coordinating all of the Society's communication, membership and marketing efforts, including the website. The Council Chair shall determine membership of the committee. Chair will be selected through the board nomination and election process and must be a member of ISCD in good standing.
- 6.12 Facility Accreditation Council – The Facility Accreditation Council shall be responsible for oversight of the Society's Facility Accreditation Program, setting standards and assessment criteria as well as approving facilities for accreditation by

ISCD. The Council Chair shall determine membership of the committee. Chair will be selected through the board nomination and election process and must be a member of ISCD in good standing.

- 6.13 Nominating Committee – 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. The Nominating Committee shall prepare a slate of candidates and submit the names to the Board.
- 6.14 Audit and Finance Committee – The Audit and Finance Committee shall be comprised solely of “independent directors” as defined in Section 102 of the New York Not-for-Profit Corporation Law. This Committee shall have the authority described in Section 8.6 of these Bylaws.

## ARTICLE VII – OFFICERS

- 7.1 Officers of the ISCD shall be the Immediate Past-President, President, President-Elect, Vice-President, Secretary, 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 shall serve a term of three (3) years. The Treasurer 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 officer of the ISCD and 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.
- 7.12 The Treasurer shall have responsibility for all monies of the ISCD and shall chair the Audit and Finance Committee. The Treasurer shall periodically render a report of all actions taken as Treasurer and of the financial condition of the Society.
- 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 (except the Audit and Finance Committee) 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 Personnel 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.
- 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 overseeing the accounting and financial reporting processes of the Society and the annual audit of its financial statements; annually retain or renew the retention of the independent auditor; review with the independent auditor the scope and planning of the audit prior to its commencement; review with the independent auditor the results of the audit, including the management letter; review and discuss with the independent auditor any material risks or weaknesses in internal controls identified by the auditor, any restrictions on the scope of the auditor's activities or access to requested information, significant disagreements between auditor and management, and the adequacy of the Society's accounting and financial reporting processes; annually consider the performance and independence of auditor; oversee the adoption and implementation of, and compliance with, Conflict of Interest and Whistleblower policies; review the Societies investments; provide reports to the full board on its activities and findings; and submit 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) independent board members, as set forth in Section 6.14 of these Bylaws, 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.

## 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.

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