



# **BYLAWS**

Approved 1/13/2024

## **ARTICLE I**

### *Name*

The society shall be known as the American Society of Pediatric Neuroradiology (“ASPNR”).

## **ARTICLE II**

### *Purpose and Objectives*

The ASPNR is organized exclusively for charitable, educational, research and scientific purposes under section 501(c)(3) of the Internal Revenue Code, or under the corresponding section of any future federal tax code. The ASPNR emphasizes pediatric concerns and is organized for the following purposes: a) to develop, foster, and support the care of pediatric patients undergoing neuroradiology procedures; b) to develop, foster and support high standards of practice, research and education in pediatric neuroradiology; c) to stimulate the development of interest in the specialty field of pediatric neuroradiology both as a distinct entity and as a significant constituent part of the general field of neuroradiology; d) to promote a close fellowship and an exchange of ideas amongst pediatric neuroradiologists, neuroradiologists, pediatric radiologists, pediatric and/or neuroscience physicians and scientists; e) to advance pediatric neuroradiology imaging by sponsoring, promoting, encouraging and electing pediatric neuroradiologists to prominent positions in scientific and other professional organizations; and f) to provide meetings for the

dissemination of knowledge through presentation of scientific papers, lectures, discussions, fora, etc.

### **ARTICLE III**

#### ***Membership***

The ASPNR appreciates the diversity of human beings and does not discriminate based on race, age, religion, marital status, sexual orientation, sex or gender identity. All members are expected to have the same appreciation for all other members of the ASPNR.

#### **Section 3.1 General Criteria**

Membership in the ASPNR is expressly conditioned on members behaving in a professionally appropriate and courteous manner toward other members, sponsors, vendors, donors and all others associated with the ASPNR. All members shall conduct themselves in their personal and professional lives in a manner that is consistent with the highest standards of conduct and members shall not commit any act or do or say anything which might reasonably be considered to: a) be immoral, deceptive, scandalous or obscene; or b) injure, tarnish, damage or otherwise negatively affect the reputation and goodwill associated with the ASPNR. All members of the ASPNR shall respect the rules and property of all organizations and venues (and their representatives) who host events held, sponsored, managed or affiliated with the ASPNR.

#### **Section 3.2 Membership Categories**

The membership of the ASPNR shall consist of the following categories: a) General Member; b) Associate Member; c) Member-in-Training; d) Honorary Member; and e) Emeritus Member.

##### **Section 3.2.1 General Member**

General Members shall be radiologists who practice or have a special interest in the specialty field of pediatric neuroradiology, which may include pediatric neuroradiologists, neuroradiologists, pediatric radiologists or other radiologists who have a special interest in pediatric neuroradiology, regardless of geographical site of practice or residence. To qualify for membership, prospective General Members must be judged worthy of inclusion in the ASPNR based on documented interest in and/or contribution to the specialty field of pediatric neuroradiology.

##### **Section 3.2.2 Associate Member**

Associate Members of the ASPNR shall be physicians and/or scientists who do not meet other membership criteria but are judged worthy of inclusion in the ASPNR based on documented interest in and/or contributions to the specialty field of pediatric neuroradiology.

### **Section 3.2.3 Member-in-Training**

A Member-in-Training is a medical student, resident of any specialty residency program, or a fellow in any specialty fellowship program in an accredited hospital. Upon completion of the medical school, residency, or fellowship program, Members-in-Training are automatically immediately eligible to be a General Member or Associate Member based on their membership criteria.

### **Section 3.2.4 Honorary Member**

Honorary Members of the ASPNR shall be individuals who have made an extraordinary contribution to pediatric neuroradiology, whether or not they meet criteria for other categories of membership.

### **Section 3.2.5 Emeritus Member**

Emeritus Members of the ASPNR shall be individuals who were a General Member, Associate Member, or Honorary Member for a minimum of ten (10) years and have either reached the age of seventy (70) years or have retired from active practice.

## **Section 3.3 Membership Qualification and Acceptance**

Candidates for ASPNR membership in the categories of General Member, Associate Member, and Member-in-Training are required to provide a completed application with the support of one (1) sponsor who is a General Member of the ASPNR in good standing. They will be accepted for membership when the board of directors has processed and approved their application. Nominations for Honorary membership may be submitted by any category of member of the ASPNR directly to the board of directors. Those individuals found worthy by majority vote of the board of directors shall be admitted to the ASPNR.

## **Section 3.4 Voting Rights and Elected Positions**

Only General Members in good standing have the right to hold elected officer positions in the ASPNR and to vote on ASPNR matters that require a vote of the membership.

## **Section 3.5 Membership Fees and Dues**

Dues for all membership classes shall be set by the board of directors. From time to time, the board of directors may establish additional dues and assessments. All dues shall be assessed to the membership annually and shall be used by the ASPNR for purposes consistent with Article II herein.

**ARTICLE IV**  
***Board of Directors***

The board of directors comes together to set organizational objectives and strategic goals. The board of directors is the authority for the governance of the ASPNR. The board of directors' objective is to advise, govern, oversee and set policy in providing leadership for the ASPNR and act as representation of the overall membership. The board of directors bears the responsibility for moving the organization in a productive direction.

**Section 4.1 General Duties and Responsibilities**

The business and affairs of the ASPNR shall be managed under the direction of the board of directors, which may exercise all the powers of the ASPNR and do all such lawful acts and things as are not prohibited by applicable law.

**Section 4.2 Number of Directors**

The business of the ASPNR shall be managed by a board of directors of not less than five (5) or more than fifteen (15) directors. The board of directors may increase the number of directors by not more than four (4) new directors annually.

**Section 4.3 Qualifications of a Director**

Each director shall be a General Member in good standing of the ASPNR. A person may not stand for election as a director in a year in which he or she becomes sixty-five (65) years of age or older.

**Section 4.4 Composition of the Board of Directors**

**Section 4.4.1 Past Presidents**

The most recent Past President of the ASPNR who has completed a full term as such shall automatically be eligible to serve as voting member on the board of directors.

**Section 4.4.2 The President-Elect**

The President-Elect shall automatically be eligible to serve as a voting member on the board of directors.

**Section 4.4.3 The Vice-President**

The Vice-President shall automatically be eligible to serve as a voting member on the board of directors.

#### **Section 4.4.4 Elected General Members in Good Standing**

The number of candidates to be elected to the board of directors from the general members in good standing shall be determined by the board of directors subject to the composition requirements set forth in Section 4.2 hereof. Elected members-at-large shall be voting members of the board of directors.

#### **Section 4.5 Terms**

A director shall serve for a term of three (3) years or until he or she resigns, is removed, becomes disqualified or until his or her successor is duly elected and qualified. A director shall serve no more than two (2) consecutive three-year terms without elevating to an Officer position. Directors who are selected to elevate to an Officer position prior to or at the end of their second term are eligible for a third three-year term. To be eligible for a fourth and final three-year term, a Director must be selected to serve as President-elect, President, or Immediate Past President during the first year of their fourth and final term to allow for natural completion of Board service prior to or by the end of the fourth term.

#### **Section 4.6 Election of the Board of Directors**

The board of directors shall be elected annually by the membership at the time of the Annual Conference and Business Meeting or as near thereafter as is possible.

#### **Section 4.7 Vacancies**

Vacancies on the board of directors caused by death, resignation, removal, disqualification or otherwise may be filled by the remaining members of the board of directors, though less than a quorum, and each person so elected shall be a director until his or her successor is elected at the next annual meeting or at any special meeting duly called for that purpose and held prior thereto.

#### **Section 4.8 Removal**

Any director may be removed as a director of the ASPNR as determined by the board of directors and pursuant to applicable provisions of law.

#### **Section 4.9 Quorum and Board of Director Actions**

A majority of the directors shall be necessary to constitute a quorum for the transaction of business. The actions of a majority of the directors who are present at a meeting at which a quorum is present shall be the actions of the board of directors.

## **Section 4.10 Compensation**

The board of directors shall not receive compensation for their service as directors. The board of directors may authorize the reimbursement of reasonable expenses incurred by a director in their service to the ASPNR as a member of the board of directors.

## **ARTICLE V** ***Officers***

Officers of the ASPNR oversee and direct the major aspects of the organization's operations. Officers, including the president, president-elect, vice president, secretary and treasurer, fill specific leadership roles within the ASPNR.

### **Section 5.1 General Officer Positions**

The ASPNR shall have the following officers: 1) president, who shall be eligible to automatically ascend from the position of president-elect; 2) president-elect, who shall be eligible to automatically ascend from the position of vice-president; 3) vice-president; 4) secretary; and 5) treasurer. The board of directors, at or prior to its Annual Conference and Business Meeting, shall elect a president, a president-elect, a vice-president, a secretary and a treasurer. These officers shall not be the same person except in exceptional circumstances as determined and approved by the board of directors. The officers shall serve for a term of one (1) year or until their successors are elected and have qualified unless otherwise determined by the board of directors.

#### **Section 5.1.1 President**

The president shall be the presiding officer of the ASPNR and shall ensure that the board of directors' directives are implemented and monitored. The president shall preside at meetings of the board of directors and shall call and conduct meetings of the executive committee. The president also creates committees and appoints committee chairs with board approval. The president shall chair the executive committee and be an *ex-officio* member of all other committees. The president collaborates with the board of directors and the management team to carry out the ASPNR's purpose and ensures accomplishment of goals. The president reviews, reports, records, and directs members in their roles. The president shall have such other duties and authority as the board of directors shall determine from time to time. The president shall perform all duties which by custom and parliamentary practice are commonly associated with the office of the president.

#### **Section 5.1.2 President-Elect**

The president-elect shall perform the duties of the president when the president is not available and have such other duties and authority as the board of directors shall determine

from time to time. The president-elect, whose knowledge and commitment mirrors that of the president, may serve in the president's place for board of directors' activities and in the president's spokesperson capacity. The president may delegate special assignments to the president-elect, who also works closely with the organization's management team to carry out the board's vision and directives. The president-elect shall be expected to automatically ascend to the position of the president after one (1) term unless otherwise determined by the board of directors.

### **Section 5.1.3 Vice-President**

The vice-president shall perform the duties of the president-elect when the president-elect is not available and have such other duties and authority as the board of directors shall determine from time to time. The vice-president, whose knowledge and commitment mirrors that of the president-elect, may serve in the president-elect's place for board of directors' activities and in the president-elect's spokesperson capacity. The president-elect may delegate special assignments to the vice-president, who also works closely with the organization's management team to carry out the board's vision and directives. The vice-president shall be expected to automatically ascend to the position of the president-elect after one (1) term unless otherwise determined by the board of directors.

### **Section 5.1.4 Secretary**

The board of directors' secretary provides members with required meeting notices, prepares agendas and provides guidance on proper meeting procedures. The secretary takes minutes at board meetings, or designates a person for the task, and reviews and distributes the approved minutes. The secretary prepares and maintains board of directors' records, such as minutes and committee reports, and ensures the accuracy and security of the records. The secretary is prepared to assume the leadership role when the president, president-elect and vice-president are unavailable.

### **Section 5.1.5 Treasurer**

The treasurer serves as the financial officer for the ASPNR. The treasurer shall be the chairperson of the finance committee. The treasurer applies his/her knowledge of accounting to monitor finances, while directing the preparation of financial reports and summarizing the reports for the board of directors. The treasurer works with other officers and the management team to develop financial plans and prepare the ASPNR's budget. The treasurer reviews the annual audit and tax forms as appropriate and presents the financial material to the board of directors.

## **Section 5.2 Qualification of Officers**

Only General Members of the ASPNR in good standing who have served on the board of directors in a non-officer role for at least one (1) year shall be eligible to serve as officers.

### **Section 5.3 Election of Officers**

The board of directors at its Annual Conference and Business Meeting or as near in time as is possible shall elect the officers. All officers shall be members of the board of directors.

### **Section 5.4 Election Term**

The officers shall hold office for a term of one (1) year or until their successor is elected and have been qualified unless otherwise determined by the board of directors. A term of office shall be defined as the interval from the end of one (1) Annual Conference and Business Meeting through the end of the next Annual Conference and Business Meeting.

### **Section 5.5 Removal of Officers; Vacancies**

Any officer elected by the board of directors may be removed at any time by the board of directors whenever in its judgment the best interests of the ASPNR will be served thereby. A three-fourths vote of the board of directors shall be required to remove an officer. If the office of any officer becomes vacant for any reason, the vacancy shall be filled by the board of directors.

## **ARTICLE VI** ***Committees***

Committees are a practical way to structure and manage the board of directors' work. A smaller group can be more focused and efficient in dealing with issues than the full board. A committee is created to provide counseling and advice for the board of directors or to handle a task on the board of directors' agenda. Committees provide an opportunity to call in the special skills and abilities of each director and put their talents to work. The board of directors should allow committee members the proper time to research an issue in depth, analyze it, and provide documentation to the full board of directors to support their findings.

### **Section 6.1 General Appointment and Standing Committees**

The board of directors may from time to time create committees and may delegate to each such committee such authority as it shall determine from time to time. All committees will consist of at least three members exclusive of the president, with the president serving as an ex officio member of all committees, unless otherwise provided by the board of directors. Except as provided in these bylaws, the president, subject to the board of directors' approval, shall appoint the chairpersons and members of each committee, to serve for two (2) years or until their successors are duly appointed. The president may, in the same manner, fill any vacancies occurring on any committee.



The standing committees of the ASPNR shall include the following: a) executive committee; b) nominating and governance committee; c) membership committee; d) research and education committee; e) communications committee; and f) finance committee. All committees except for the executive committee may include up to but not more than ten (10) members of the ASPNR who are in good standing and who are not serving on the board of directors, unless otherwise approved by the board of directors.

### **Section 6.1.1 Executive Committee**

The executive committee acts on behalf of the board of directors to determine matters which, in the judgment of the president of the board of directors, do not warrant convening a special meeting of the board of directors, but should not be postponed or deferred until the next regular meeting of the board of directors. The executive committee is a standing committee that acts as a steering committee for the full board. Functioning as a steering committee, the executive committee prioritizes issues for the full board of directors to address. Executive committee members have many oversight duties. They are responsible for overseeing the daily implementation of the board of directors' policies and making sure that the board of directors is establishing and maintaining good governance practices. The executive committee may invite any director, committee member, outside advisor, or other individual who is not a committee member to attend committee meetings, but such invited persons shall not have voting power and will not be regarded as a committee member. The scope of the executive committee's role, responsibilities and authorities shall be set forth in a committee charter approved by the board of directors.

### **Section 6.1.2 Nominating and Governance Committee**

The nominating and governance committee's basic purpose is to help the board of directors develop effective governance for the ASPNR. The nominating and governance committee adds value by institutionalizing best practices in three (3) areas: a) strategic recruitment; b) effective board engagement; and c) intentional board succession. The nominating and governance committee is generally responsible for reviewing the governance structures and practices of the organization and reporting its findings and recommendations to the board of directors. Its chief responsibilities are to determine the membership of the board of directors and measure the quality of performance of the board of directors as a whole as well as of the directors individually. The nominating and governance committee shall be comprised of at least three (3) members of the board of directors, exclusive of the president, with the president serving as an *ex officio* member of all committees, unless otherwise provided by the board of directors. The nominating and governance committee may include up to but not more than ten (10) general members of the ASPNR who are in good standing and who are not serving on the board of directors. The scope of the nominating and

governance committee's role, responsibilities and authorities shall be set forth in a committee charter approved by the board of directors.

### **Section 6.1.3 Membership Committee**

The membership committee works with the board of directors to create strategies to develop membership and program initiatives that will: a) keep current members active and involved; b) preserve retention; c) promote membership; d) identify membership-related issues or special projects that require discussion, research and recommendations for changes. The membership committee shall be comprised of at least two (2) members of the board of directors, exclusive of the president, with the president serving as an *ex officio* member of all committees, unless otherwise provided by the board of directors. The membership committee may include up to but not more than ten (10) members of the ASPNR who are in good standing and who are not serving on the board of directors. The scope of the membership committee's role, responsibilities and authorities shall be set forth in a committee charter approved by the board of directors.

### **Section 6.1.4 Research and Education Committee**

The research and education committee works with the board of directors to create strategies to develop research and educational offerings in pediatric neuroradiology, neuroradiology and radiology in general. Such research and educational offerings may include the development of in person and/or virtual educational and research conferences, meetings, papers, publications, webcasts, internet learning as well as research grants to advance knowledge and medical treatment in the fields of pediatric neuroradiology, neuroradiology and radiology in general. The research and education committee will also provide oversight of existing research and educational offerings to ensure that such offerings are current and of value as well as to develop new approaches to delivering research and educational content. The research and education committee shall be comprised of at least two (2) members of the board of directors, exclusive of the president, with the president serving as an *ex officio* member of all committees, unless otherwise provided by the board of directors. The membership and programs committee may include up to but not more than ten (10) general members of the ASPNR who are in good standing and who are not serving on the board of directors. The scope of the research and education committee's role, responsibilities and authorities shall be set forth in a committee charter approved by the board of directors.

### **Section 6.1.5 Communications Committee**

The communications committee works with the board of directors to develop, update and monitor the ASPNR's communications policies, website, social networking accounts, and electronic discussion groups and recommend new ways for the ASPNR to communicate

with its members and other interested parties through alternative media platforms. The communications committee will partner with the management team to develop and oversee a consistent and active communication and public relations strategy of the ASPNR as a way to share information among all stakeholders for the purposes of program messaging, fundraising, awareness, branding and advocacy activities as a way to connect with scholars, researchers, decision-makers, and others among the general public with an interest in the preservation of ASPNR. The communications committee shall be comprised of at least two (2) members of the board of directors, exclusive of the president, with the president serving as an *ex officio* member of all committees, unless otherwise provided by the board of directors. The communications committee may include up to but not more than ten (10) general members of the ASPNR who are in good standing and who are not serving on the board of directors. The scope of the communication committee's role, responsibilities and authorities shall be set forth in a committee charter approved by the board of directors.

### **Section 6.1.6 Finance Committee**

The finance committee shall provide financial oversight for the ASPNR in the general areas that may include budgeting and financial planning, financial reporting, and the creation and monitoring of internal controls and accountability policies. The purpose in doing so is to ensure that the ASPNR is operating in a financially sustainable manner by balancing short-term and long-term obligations and goals. The finance committee will fulfill this purpose by: a) carrying out the board's fiduciary responsibility to ensure the organization's mission and purpose are fulfilled; b) providing financial guidance to the board; c) determine what is possible given the available resources of the ASPNR; d) assist executing the strategic goals of the ASPNR; and e) timely communication of all pertinent issues to the board of directors. The finance committee shall be comprised of the ASPNR treasurer, who shall be the chair of the committee, and at least two (2) other members of the board of directors, exclusive of the president, with the president serving as an *ex officio* member of all committees, unless otherwise provided by the board of directors. The finance committee may include up to but not more than ten (10) general members of the ASPNR who are in good standing and who are not serving on the board of directors. The scope of the finance committee's role, responsibilities and authorities shall be set forth in a committee charter approved by the board of directors.

### **Section 6.2 Ad Hoc Committees**

Ad Hoc committees may be established by the president in consultation with the executive committee. Committee members may be appointed to ad hoc committees by the president with approval of the board of directors. Ad hoc committees may include up to but not more than ten (10) members of the ASPNR who are in good standing and who are not serving on the board of directors, unless otherwise approved by the board of directors.

### **Section 6.3 Length of Term**

Appointment to a standing committee shall be for a term of two (2) years or until their successors are elected and have been qualified unless otherwise determined by the board of directors. A year shall be defined as the interval from the end of one (1) Annual Conference and Business Meeting through the end of the next Annual Conference and Business Meeting.

### **Section 6.4 Committee Reports**

The chair of each committee shall report to the board of directors at each regular meeting and in advance of and in preparation for the Annual Conference and Business Meeting, all actions taken by that committee.

## **ARTICLE VII** *Meetings*

### **Section 7.1 Annual Conference and Business Meeting of the Membership**

The Annual Conference and Business Meeting of the ASPNR shall be held at such time as agreed upon by the board of directors and the time and place of the meeting will be announced a reasonable period of time in advance of the conference and meeting. At the annual business meeting of the board of directors, the board of directors shall organize and conduct regular business and hold or announce the results of officer elections.

#### **Section 7.1.1 Notice**

Written notice of the Annual Business Meeting and the Annual Scientific Meeting shall be provided in writing via email, mail and/or posted on the ASPNR website by the secretary or authorized delegate to every known member of the ASPNR at their last known email address and/or mailing address on file with the ASPNR at least two (2) months before the date of the meeting, unless such written notice is waived.

#### **Section 7.1.2 Quorum and Voting**

A quorum for the Annual Conference and Business Meeting shall be the presence of twenty (20) members of the voting membership. Voting may occur via electronic ballots prior to the Annual Conference and Business Meeting. Only individuals holding general member status shall be allowed to vote. Unless specified otherwise in these bylaws, a majority vote of those voting shall be necessary to carry a motion at the Annual Conference and Business Meeting.

## **Section 7.2 Regular Meetings of the Board of Directors**

The board of directors, at the Annual Conference and Business Meeting or as soon as is practicable thereafter, shall organize, conduct regular business, and establish the number and the dates, times, and places of its regular meetings to be held during the ensuing year. A majority of the board of directors may change the time, date, and place of these regular meetings at any time throughout the year.

### **Section 7.2.1 Notice**

No notice of regular meetings shall be required if held as scheduled and identified at the Annual Conference and Business Meeting. If a regular meeting of the board of directors is not to be held as scheduled, notice shall be given to each director at least twenty-four (24) hours before the scheduled time, which notice shall specify the date, time, and place of the meeting to be held and the general nature of the business to be conducted at the meeting. Any required notice shall be provided in writing via email, mail and/or posted on the ASPNR website by the secretary or authorized delegate.

### **Section 7.2.2 Quorum and Voting**

A majority of the directors shall be necessary to constitute a quorum for the transaction of business at a regular meeting. The actions of a majority of the directors who are present at a meeting at which a quorum is present shall be the actions of the board of directors.

## **Section 7.3 Special Meetings of the Board of Directors**

Special meetings of the board of directors may be called by the president and/or shall be called by the secretary upon request to the secretary of five (5) or more directors.

### **Section 7.3.1 Notice**

Notice of every special meeting shall be given to each director at least twenty-four (24) hours in advance, which notice shall state the date, time, and place of the meeting, and the general nature of the business to be conducted at the meeting. Any required notice shall be provided in writing via email, mail and/or posted on the ASPNR website by the secretary or authorized delegate.

### **Section 7.3.2 Quorum and Voting**

A majority of the directors shall be necessary to constitute a quorum for the transaction of business at a special meeting. The actions of a majority of the directors who are present at a meeting at which a quorum is present shall be the actions of the board of directors.

#### **Section 7.4 Place of Meetings**

The meetings of the board of directors shall be held at such place as the president may from time to time designate, or as may be designated in the notice of the meeting.

#### **Section 7.5 Mechanics for Giving Notice**

Timely notice of every meeting for which notice is required shall be given by the secretary or authorized delegate, either orally or in writing, to each director. If notice is given in writing, it may be given to the director either personally or by delivering via email, by sending a copy thereof by first class or express mail, postage prepaid, and be posted on the ASPNR website by the secretary or authorized delegate and delivered to the director's email and/or mailing addresses appearing on the books of the ASPNR. Such notice shall be deemed to have been given when delivered via email and/or deposited with the mail and/or delivery service.

#### **Section 7.6 Waiver of Notice**

Any notice required to be given to a director need not be given if there is a waiver thereof in writing, signed by the director entitled to such notice, whether before or after the time when the notice would otherwise be required to be given. Unless the notice is of a special meeting, neither the business to be transacted nor the purpose of the meeting need be specified in the waiver of notice of such meeting. Attendance of a director at any meeting shall constitute a waiver of notice of such meeting except where a director attends the meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened.

#### **Section 7.7 Participation by Telephone**

One (1) or more directors may participate in a meeting of the board of directors or of a committee of the board of directors by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. All directors participating in a meeting in this way shall be deemed present at the meeting.

#### **Section 7.8 Minutes**

The board of directors, through its secretary or authorized delegate, shall keep complete records of its proceedings.

#### **Section 7.9 Consent in Lieu of Meeting**

Any action which may be taken at a meeting of the board of directors, or of a committee thereof, may be taken without a meeting if a consent or consents in writing setting forth the action so taken shall be signed by all of the directors or all of the members of the committee, as the case may be, and filed with the secretary or authorized delegate.

## **ARTICLE VIII** *Conflicts of Interest*

A conflict of interest happens when a person is involved in several different enterprises or is pursuing several different interests at the same time. The conflict can happen due to finances, professional affiliations, personal relationships, and/or undisclosed competing interests. A member of the ASPNR board of directors needs to be focused on the concerns of the ASPNR and not on outside interests they may have. Board members cannot let their personal interests interfere with the decisions they make as directors of the ASPNR. The purpose of this conflict of interest provision is to protect the ASPNR from potential conflicts of interest that may benefit the private interest of a board director or that could create an excess benefit transaction. The intent of this provision is to supplement any applicable state or federal law that governs conflicts of interest.

### **Section 8.1 Definitions**

An “interested person” is any director, principal officer, or member of a committee with governing board of directors delegated powers, who has a direct or indirect financial interest. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family: (a) an ownership or investment interest in any entity with which ASPNR has a transaction or arrangement; (b) a compensation arrangement with ASPNR or with any entity or individual with which ASPNR has a transaction or arrangement; or (c) a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which ASPNR is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the appropriate governing board of directors or committee decides that a conflict of interest exists.

### **Section 8.2 Procedures**

This conflicts of interest provision is intended to help ensure that when actual or potential conflicts of interest arise, the ASPNR has a process in place under which the affected individual will advise the board of directors about all the relevant facts concerning the situation. The ASPNR has established the following procedures to address actual and/or potential conflicts of interests.

#### **Section 8.2.1 Duty to Disclose**

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial and/or personal interest and be given the opportunity to disclose all material facts to the board of directors and members of the governance committee with delegated powers considering the proposed transaction or arrangement.

### **Section 8.2.2 Determining Whether a Conflict of Interest Exists**

After disclosure of the financial and/or personal interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

### **Section 8.2.3 Procedures for Addressing the Conflict of Interest:**

An interested person may make a presentation to the board of directors, but after the presentation, he/she shall leave during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest. The president shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement. After exercising due diligence, the board of directors shall determine whether the ASPNR can obtain, with reasonable efforts, a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the board of directors shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the ASPNR's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

## **Section 8.3 Violations of the Conflict of Interest Policy**

If the board of directors has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the board of directors determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary action.

## **Section 8.4 Records of Proceedings**

The minutes of a meeting regarding a potential conflict of interest shall contain: 1) the names of the persons who disclosed or otherwise were found to have a financial and/or personal interest in connection with an actual or possible conflict of interest, the nature of the financial and/or personal



interest, any action taken to determine whether a conflict of interest was present, and the board of directors' decision as to whether a conflict of interest in fact existed; and 2) the names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

## **ARTICLE IX** ***Dissolution***

Upon the dissolution of the ASPNR, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

## **ARTICLE X** ***Amendments to the Bylaws***

Amendments to the bylaws must be approved by two-thirds (2/3) vote of approval by the board of directors. Notice of the amended bylaws will be provided to the ASPNR membership at least thirty (30) days prior to the next Annual Conference and Business Meeting. The amended bylaws shall be ratified by a majority vote of the ASPNR membership attending the next Annual Conference and Business Meeting. Alternatively, the amended bylaws can be ratified by the ASPNR membership electronically if at least ten percent (10%) of the general members provide their ratification approval via email or by electronic means. In all cases, the general members must be allowed thirty (30) days from the date the notification of the amended bylaws is made available to the time of the electronic ratification. Amendments to the bylaws may be proposed and voted upon throughout the year.

## **ARTICLE XI** ***Indemnification***

Each person who at any time is or shall have been a Director or officer of the ASPNR or is serving or shall have served at the request of the ASPNR as a Director, officer, employee or agent ("Covered Person") shall be indemnified by the ASPNR against all liabilities, expenses (including without limitation attorneys' fees and expenses), judgments, fines, excise taxes and amounts paid in settlement in connection with any threatened, pending or completed claim, action, suit, proceeding, or investigation, whether civil, criminal, administrative, investigative, legislative, internal by the ASPNR, or other, including without limitation an action by or in the right of the ASPNR, in which the Covered Person was or is involved (as a party, a witness, by being threatened to be made a party or witness, or otherwise) (each a "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. If authorized by the Board of Directors, the ASPNR may purchase and maintain insurance on behalf of any person to the full extent permitted by law.

The ASPNR shall pay the expenses (including without limitation attorney's fees and expenses) incurred by a Covered Person in any Proceeding in advance of final disposition of the Proceeding (an "advancement of expenses") upon receipt by the ASPNR of an undertaking, by or on behalf of the Covered Person, to repay all amounts so advanced if it is ultimately determined by final judicial decision from which there is no further right to appeal that the Covered Person is not entitled to be indemnified for the expenses under subsection (a) or otherwise.

The ASPNR will not, in connection with a Proceeding (or part thereof) initiated by a Covered Person, advance expenses to that person or indemnify the Covered Person pursuant hereto unless the Proceeding (or part thereof) was authorized by the Board of Directors of the ASPNR.

If a written claim for indemnification or advancement of expenses pursuant to this Section is not paid in full by the ASPNR within 60 days after the claim has been received by the ASPNR, the Covered Person may at any time thereafter bring suit against the ASPNR to recover the unpaid amount of the claim, and if successful in whole or in part in any such suit, the Covered Person shall also be entitled to be paid the expenses of prosecuting the suit. It shall be a defense to any such suit (other than a suit to enforce a claim for advancement of expenses where the required undertaking has been received by the ASPNR) that indemnification of the claimant would not be permitted by applicable law, but the burden of proving that defense shall be on the ASPNR. Neither the failure of the ASPNR (including its Board of Directors and independent legal counsel) to have made a determination prior to the commencement of any suit seeking indemnification or advancement of expenses pursuant to this section that indemnification or advancement of expenses is proper in the circumstances, nor a determination by the ASPNR (including its Board of Directors and independent legal counsel) that indemnification or advancement of expenses is not proper in the circumstances, shall, in itself, create a presumption that the Covered Person is not entitled to indemnification or advancement of expenses pursuant to this section or be a defense to any such suit.

If a Covered Person is entitled to indemnification pursuant to the provisions of this section for some or a portion of the expense, liability and loss incurred or suffered by such person in connection with any proceeding but not for the total amount thereof, the ASPNR shall indemnify the Covered Person for the portion thereof to which the Covered Person is entitled.

The rights to indemnification and advancement of expenses set forth in this section: (i) shall be contract rights and such rights shall continue as to a person who has ceased to be a Covered Person and shall inure to the benefit of a Covered Person's heirs, executors, administrators and legal representatives; and (ii) shall not be deemed exclusive of any other rights to which any Director, officer, employee, or other person may be entitled in any capacity as a matter of law or under any charter provision, bylaw, agreement, vote of shareholders or Directors, or otherwise. Any repeal, amendment or modification of this section or adoption of any other provision of the Bylaws or Articles of Incorporation of the ASPNR which has the effect of limiting the rights set forth in this section shall operate prospectively only and shall not affect any rights or obligations with respect to actions, omissions, circumstances or events occurring prior to the adoption of any such repeal, amendment or modification. Each Covered Person shall be deemed to be serving as such in reliance

on the provisions of this section. Nothing in this section shall require the ASPNR to take any action that would be prohibited by applicable law.