THE SOCIETY FOR CARDIOVASCULAR MAGNETIC RESONANCE (SCMR)

BYLAWS

ARTICLE I - Name

The name of the corporation shall be Society for Cardiovascular Magnetic Resonance (SCMR) (hereinafter referred to as the "Society").

ARTICLE II - Purpose and Means

The Society for Cardiovascular Magnetic Resonance (SCMR) is the principal international, independent organization committed to the further development of CMR through education, quality control, research, and training.

The purpose for which this Society is organized and operated is exclusively charitable, scientific and educational, as defined in Section 501(c)(3) of the Internal Revenue Code, as amended, and its regulations as they now exist, or as they may hereafter be amended. The purpose of this Society shall be as provided for in the Articles of Incorporation of the Society.

The mission of SCMR is improving global cardiovascular health by leveraging the advantages of CMR. We accomplish our mission through innovation, education, advocacy, networking, research, and clinical excellence.

ARTICLE III - State of Incorporation

The Society is incorporated in the State of Alabama, United States of America.

ARTICLE IV - Membership

Section 1. Individual Members and Fellows.

There shall be five (5) categories of membership: Regular Member, Trainee Member, Technologist/Allied Health Member, Emeritus Member, and Fellow. All membership categories shall have full voting rights. Membership in the Society shall be available to individuals interested in cardiovascular magnetic resonance (CMR), having an interest in the Society, supporting its purpose, or otherwise qualifying for membership under criteria established by the Board of Trustees from time to time. Members shall be entitled to elect the Board of Trustees and Officers as provided for in Article VI of these Bylaws.

The title "Fellow of the Society for Cardiovascular Magnetic Resonance" (FSCMR) is another category of the SCMR membership which distinguishes those with a significant level of involvement, dedication, and accomplishments consistent with the overall mission of the Society.

Section 2. Application for Membership.

All applicants for membership shall complete and submit to the Society the application form specified and provided by the Society. Eligible applicants shall be admitted to membership in the Society upon completion of administrative processing of the required membership application, including signing the SCMR Code of

Conduct and Code of Ethics, and the payment of required dues as designated by the Board of Trustees. The applicants will be asked to sign a consent form confirming that they have read, understood and approved the SCMR Code of Conduct and Code of Ethics.

Section 3. Membership Qualification, Dues and Benefits.

Membership qualifications, dues and benefits for each class of membership shall be those established from time to time by the Board of Trustees. The Board of Trustees may add, delete, or adjust membership qualifications and benefits as it deems necessary or desirable to further the purpose of the Society. No addition, deletion, or adjustment of membership qualifications and benefits shall require any adjustment of dues for the membership period in which it occurs.

Section 4: Dues.

The membership year shall be from January 1st to December 31st each year. Dues shall be remitted to the Society or its business agent. Members must maintain active status by paying dues.

Section 5. Resignation, expulsion, and death of individual members or Fellows.

Any Member may voluntarily terminate their membership by written notice to the Society. Upon notification, no refund of paid dues will be made by the Society.

The Society may terminate the membership of any member for failure to pay required dues. The Society may suspend or terminate the membership of any Member who engages in conduct deemed to be unethical or in any way detrimental to the purpose of the Society as determined by a majority vote of the Board of Trustees. All suspensions or terminations of membership shall be effective at the convenience of the Society in accordance with procedures established by a majority vote of the Board of Trustees and shall suspend or terminate the right of the Member to all membership benefits of the Society.

In the event of death of an individual member or Fellow of SCMR, the membership is terminated immediately. The heirs and assignees will not by right acquire membership of the SCMR.

Section 6. Meetings of Membership.

There shall be an annual General Assembly of the Members of the Society at the Annual Scientific Sessions of the Society. The purpose of this General Assembly will be to provide an annual report on the Society's activities and the transaction of other business. Other meetings of the members of the Society shall be held as designated by the Board of Trustees. Notice of such meetings shall be given to each Member as provided for in Article V, Section 7 at least thirty (30) days before the time appointed for the General Assembly or meeting. The Members present at any meeting constitute a quorum. On occasions other than the General Assembly, the Board of Trustees may also permit the membership to vote by electronic ballot.

ARTICLE V - Governance

A- Board of Trustees

Section 1. Composition.

The business and the affairs of the Society shall be directed, controlled, and managed by the Board of Trustees who shall be the governing body of the Society.

The voting members of the Board of Trustees shall consist of the five (5) elected Officers (President, Vice-President, Treasurer, Secretary, and Immediate Past President), and ten (10) regular Trustees.

The voting members of the Board of Trustees positions shall include a technologist, scientist as well as physician representative from radiology, pediatrics/congenital heart disease, and cardiology. The Editor-in-Chief of JCMR, the Chief Executive Officer and the Executive Director shall be ex-officio members of the Board of Trustees, without voting rights. The President may also appoint up to two (2) additional members of the Society, as ex-officio members of the Board of Trustees, without voting rights.

The Board of Trustees determines the prescribed rotation schedule and provides guidance to the Nominating Committee which will maintain its independence in selecting candidates. Should compelling circumstances warrant a departure from the Board's guidance, the Nominating Committee would be expected to provide a rationale and make the final recommendation.

The Board of Trustees may create other Officer positions as it deems necessary and desirable.

Section 2. Duties of the Board of Trustees.

The Board of Trustees shall manage all the affairs, the property and funds of the Society, and shall have the duty and authority to do and perform all acts consistent with these Bylaws, the Articles of Incorporation of the Society, and any amendments thereto. The Board of Trustees shall have such other duties as may be prescribed by the US law.

The duties of all Board of Trustees' members are executed without remuneration. The Board of Trustees members will be entitled to reimbursement of reasonable expenses incurred while exercising their duties in accordance with the SCMR travel policy.

The Board of Trustees will appoint a Chief Executive Officer and grant them such delegation, powers and authority as necessary to enable the business, financial and daily management of the SCMR, and its staff in accordance with the SCMR strategy. The Board of Trustees alone may terminate the employment of the Chief Executive Officer.

Section 3. Term of the Board of Trustees.

Regular Trustees will take office at the conclusion of the Annual Scientific Sessions following their election, serve on the Board of Trustees for three (3) years, and cannot be re-elected to serve as a Trustee for two (2) years after leaving office. Elections will be held annually. The Trustees shall have a staggered term such that approximately 1/3rd of the Trustees will be elected each year.

Section 4. Election and Removal of Trustees.

Only members who are in good standing are eligible to run and serve as a Trustee. Regular Trustees will be elected from a slate of nominees provided by the Nominating Committee and approved by the Board of Trustees. The Board of Trustees elections will be conducted through a fully secured electronic voting system which constitutes the exclusive means of expressing votes. The candidate with the most number of votes by the membership casting ballots will be elected. In case of inconclusive results (e.g. a tie), a second round of votes shall be organized as approved by the Executive Committee.

Section 5. Removal.

A Trustee may be removed from office, with or without cause by a two-thirds (2/3) vote of the Board of Trustees or by a majority vote of the members of the Society casting ballots.

Section 6. Vacancies of the Board of Trustees.

All Trustee vacancies on the Board of Trustees shall be filled for the unexpired term by a majority vote of the Board of Trustees. Trustees appointed to fill a vacancy must be members in good standing and not

have served as a Trustee in the prior 2 years. An appointed Trustee is eligible to run for elected office (Secretary or as an elected Trustee).

Section 7. Meetings of the Board of Trustees.

The Board of Trustees shall hold an annual meeting at the Annual Scientific Sessions. Notice of the time and place of the Board of Trustees meeting shall be made to each Trustee at least thirty (30) days prior to the date set for the meeting.

The Board of Trustees may hold additional regular or special meetings within or outside the United States. Notice of the time and place of the meeting shall be given to each Trustee at least thirty (30) days prior to the meeting. Special meetings of the Board of Trustees may be called by the President or may be called at the request of at least one-third (1/3) of the voting members of the Board of Trustees. Notice of time and place of the special meetings shall be made to each Trustee at least five (5) days prior to the meeting and attendance by electronic means shall be specifically permitted. Meetings of the Board of Trustees may be held in person, by teleconference, or by any other way in which all Trustees are able to hear one another and actively participate in discussions and deliberations, and such participation shall constitute presence in person at the meeting.

B- Officers and Executive Committee

Section 1. Composition and Powers.

The Executive Committee is composed of elected Officers of the Society:

a) President
b) Immediate Past-President
c) Vice-President
d) Treasurer
e) Secretary

The Executive Committee shall be chaired by the President. The Executive Committee shall direct, control and manage the affairs of the Society in between meetings of the Board of Trustees.

Section 2. Term and Election.

All Officers shall serve a term of one (1) year. The President, Vice-President, Treasurer and Secretary will ascend automatically without additional vote by the membership in good standing to Immediate Past-President, President, Vice-President, and Treasurer, respectively, on vacancy of those offices. Except for cases of an unexpected vacancy, no Officer may serve for more than one (1) term in any one office.

New Officers will take office at the conclusion of the Annual Scientific Sessions following their election.

Section 3. Election and Removal of Officers.

The Secretary shall be elected by a majority of the membership in good standing casting ballots from a slate provided by the Nominating Committee and approved by the Board of Trustees. Only Members who are currently or who have previously served on the Board of Trustees are eligible to run for an Officer position. An Officer may be removed from office, with or without cause, by a two-thirds (2/3) vote of the elected Board of Trustees then in office or by a majority vote of the Members of the Society.

Section 4. Vacancies or Deaths.

A vacancy or death in the offices of President and Treasurer will be filled by the current Vice-President and Secretary, respectively and they shall then serve the unexpired term and the next term in that office. A vacancy or death in any other Office, shall be filled by a vote of the Board of Trustees except that the office of Immediate Past-President shall remain vacant for the unexpired term. If they had not previously held this position, the Board of Trustees elected officer may then run for the office of the Secretary at a subsequent membership election.

Section 5. Duties of the President.

The President shall be the Chief Elected Officer of the Society, subject to the control of the Board of Trustees, shall serve on the Executive Committee, shall preside at meetings of the Board of Trustees and Executive Committee, shall serve as an ex-officio member of all committees of the Society except for the Nominating Committee, shall have authority to approve members of all committees as proposed by the Committee Chairs (except for the Executive and Nominating Committees) and shall have such other powers and duties as may be prescribed by the Board of Trustees and by these Bylaws.

With the Board of Trustees' approval, the President shall appoint all committee Chairs and Vice-Chairs, except for the Nominating Committee.

In case the President is temporarily incapacitated, he/she is replaced by the Vice-President.

Section 6. Duties of the Vice-President.

The Vice-President shall attend all meetings of the Board of Trustees, shall serve as an ex-officio member of all committees of the Society except for the Nominating Committee and shall serve as a member of the Executive Committee. During the temporary absence of the President, the Vice-President shall assume the duties of President *pro tempore*. If the Vice-President is unable to serve, the Treasurer shall serve as President *pro tempore*. Duties shall be assigned by the President to the Vice-President that will further the mission and goals of the Society.

Section 7. Duties of the Treasurer.

The Treasurer shall attend all meetings of the Board of Trustees and all Finance meetings, shall serve on the Executive Committee, and shall keep or cause to be kept, in books belonging to the Society, complete and accurate accounts of all receipts and disbursements, resources, and liabilities, and other valuable effects of the Society. The Treasurer shall render to the President and to the Board of Trustees or whenever otherwise requested, correct statements and reports showing the financial condition of the Society, shall arrange for the performance of an audit and for the preparation of audited financial statements by a certified public accountant on behalf of the Society, shall sign and execute all corporate documents and instruments whereupon the Treasurer's signature may be lawfully required and shall serve all notices required by law, the Bylaws, or by resolution of the Board of Trustees.

Section 8: Duties of the Secretary

The Secretary shall preserve in record books the full and correct minutes of the proceedings of all meetings of the Executive Committee and Board of Trustees. The Secretary shall attend all meetings of the Board of Trustees, and all SCMR Finance meetings, shall serve on the Executive Committee, and shall assist the Treasurer as directed by the Treasurer, President, Vice-President and Board of Trustees.

Section 9: Duties of the Immediate Past President

The Immediate Past President shall attend all meetings of the Board of Trustees, shall serve on the Executive Committee and shall serve as the chair of the Nominating Committee.

Section 10. Duties of Other Officers.

Any other officers appointed by the Board of Trustees shall hold office for such term and have such duties as the Board of Trustees prescribes from time to time but shall not serve as members of the Board of Trustees or Executive Committee.

Article VI - CONDUCT OF BUSINESS

Section 1. Quorum.

For a Board of Trustees' meeting to be valid and for official decisions to be made, there must be a quorum representing more than 50% of voting Board of Trustees members then serving.

The vote of more than 50% of the voting (elected) Trustees present at any Board of Trustees meeting at which there is a quorum shall be the act of the Board of Trustees, except as a larger vote may be required. Each Trustee may cast only one vote, and no proxy votes are accepted.

In the event that there is no quorum present, a meeting or action may be adjourned from time to time until a quorum is obtained.

The Board of Trustees and Executive Committee resolutions will be recorded in minutes and approved at the following meeting.

Section 2. Action by Unanimous Written Consent.
Any action required or permitted to be taken at any meeting of the Board of Trustees may be taken without a meeting if a written consent of such action is signed by all members of the Board of Trustees and such written consent is filed with the minutes of the proceedings of the Board of Trustees.

Section 3. Rules of Order.

Robert's Rules of Order, revised, shall cover the conduct of meetings of members if necessary.

ARTICLE VII - Committees

Section 1. Standing Committees.

The Society shall have the following standing committees: Executive Committee and Nominating Committee. The Board of Trustees approves the creation or removal of committees, sections, Special Interest Groups (SIGs), or any other entities as proposed by the Executive Committee.

The Executive Committee's composition is detailed in Article VI.

The Nominating Committee shall be chaired by the Immediate Past-President and shall be composed of a minimum of 5 members selected by the Immediate Past-President from among the Society's members in good standing who are not currently on the Board of Trustees and who reflect the diverse aspects of the Society in geography, in gender and in specialty.

Section 2. Committee Membership & Term.

All committee members must be Society members in good standing. Following the annual call for volunteers, the membership of each committee, the committee Chair and Vice-Chair, shall be determined by the President with approval from the Executive Committee.

Section 3. Removal and Vacancies.

Removal: By majority decision of the Executive Committee, any committee member, Chair, or Vice-Chair may be removed at any time with or without cause after providing the individual an opportunity to present reasons in favor of retention.

Vacancies: Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 4. Manner of Meeting.

Committee meetings may be held in person, by teleconference, or by any other way in which all committee members are able to hear one another and actively participate in discussions and deliberations, and such participation shall constitute presence in person at the meeting.

ARTICLE VIII – Financial management

Section 1. Fiscal Year

The fiscal year of the Society shall begin on the first day of July and end on the last day of June of each year.

Section 2. Financial Reports

The Treasurer shall present an annual financial report to the Board of Trustees and to the membership during the SCMR General Assembly at the Annual Scientific Sessions.

Section 3. Audit

An independent audit shall be conducted every year by a certified public accountant (CPA) or audit firm to ensure financial transparency, compliance with regulations, and accuracy in financial reporting as required by State and Federal laws. The Board of Trustees will approve the selection of the CPA firm to prepare the audit.

Section 4. Use of Funds

The use of funds should align with the SCMR mission, bylaws, and financial policies, ensuring transparency, accountability, and legal compliance with a nonprofit status.

As determined by the Board of Trustees, payments issued in the name of the Society shall be approved by the Treasurer or by the CEO or Executive Director.

To ensure long-term stability, some funds of the Society may be allocated to investment in endowments and in reserve funds that the Board of Trustees may select.

Section 5. Contracts.

The Board of Trustees may authorize any Officer so authorized by these Bylaws, agent of the Society, or the CEO to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Society, and such authority may be general or confined to specific instances.

ARTICLE IX – Conflict of Interest

Section 1. Disclosure

All contributors to SCMR, such as Officers, volunteers, or scientific contributors, Chief Executive Officer, Executive Director, presenters at any SCMR meeting or educational activity, and authors of any official SCMR publication must disclose annually in writing any conflicts of interest, whether real or perceived, that could influence Society decisions.

Section 2. Recusal

Any SCMR member with a conflict of interest serving in governance positions (Board of Trustees members, Executive Committee members, committees, Sections, SIGs Chairs, Vice-Chairs and members) as well as the other groups mentioned above, shall recuse themselves from relevant decisions.

ARTICLE X – Code of Conduct and Code of Ethics

All members are expected to comply with the SCMR Code of Conduct and Code of Ethics.

Violations may result in warnings, suspension, or termination of membership.

ARTICLE XI - Indemnity

The Society shall indemnify Board of Trustees members and Officers against liabilities incurred in the performance of their duties, to the extent permitted by the ~~US law~~ laws of the U.S. State of Alabama.

ARTICLE XII - Notices

Section 1. Method of Giving Notices.

Whenever notice is required to be given by these Bylaws, the same shall be given as specified either by electronic mail or by depositing the same with the U.S. Postal Service, postage prepaid, to the last known address of the individual entitled to such notice.

Section 2. Waiver of Notice.

Any meeting of the Members or of the Board of Trustees may be deemed to have been validly and legally called if all of the Members or Trustees entitled to vote on the day of the meeting sign a written waiver of notice, either before or after the meeting. Attendance of a Member or a Trustee at any meeting shall constitute a waiver of notice of that meeting and no written waiver need be obtained from that Member or Trustee except when the Member or Trustee attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. All such waivers, consents, or approvals shall be filed with the corporate records of the Society.

ARTICLE XIII - Amendment to the Bylaws

These Bylaws may be amended, altered, restated, or otherwise revised by the Board of Trustees subject to approval by a majority of the membership casting ballots.

Approved and adopted by the Board of Trustees and members in good standing of the Society on 09.01.2026.

Signed by:

SCMR President: Dr. Vanessa Ferreira, MD, DPhil, FSCMR

SCMR Treasurer: Dr. Tim Leiner, MD, PhD, FSCMR

SCMR Secretary: Dr. Amit Patel, MD, PhD, FSCMR