

NEW ENGLAND SOCIETY FOR INTERVENTIONAL RADIOLOGY

BYLAWS

ARTICLE I

NAME AND OFFICES

Section 1.1. Name. The name of the corporation shall be New England Society For Interventional Radiology, Incorporated (the “Corporation”).

Section 1.2. Principal Office. The principal office of the Corporation shall be initially located at Brigham and Women's Hospital, Department of Radiology, 75 Francis Street, Boston, MA 02115. The Corporation may have such other offices or places of business, either within or outside the Commonwealth of Massachusetts, as the Board of Directors may from time to time establish or the activities of the Corporation may require.

Section 1.3. Registered Agent and Office. At the discretion of the Board of Directors, a registered agent may be selected and changed. The registered office of the Corporation may be changed from time to time by the Board of Directors in compliance with the provisions of applicable law. The registered office of the Corporation need not be identical with its principal office.

ARTICLE II

PURPOSES, POWERS, AND NONPROFIT STATUS

Section 2.1. Purposes. Purpose of Corporation is to function as a professional association for all interested parties in the field of Interventional Radiology and to engage in the following activities:

- (a) Promoting, improving and advancing the science of Interventional Radiology;
- (b) Encouraging and improving the continuing education for radiologists, technologists, nurses, and physician assistants;
- (c) Promoting the establishment and maintenance of high medical and ethical standards in the practice of Interventional Radiology;
- (d) Encouraging the improvement of radiological services to patients and the medical community; and
- (e) Carrying on such other lawful activities for which a nonprofit corporation may be formed under Chapter 180 of the Massachusetts General laws.

Section 2.2. Powers. The Corporation shall have the power, either directly or indirectly, either alone or in conjunction or cooperation with others, to do any and all lawful acts and things, and to engage in any and all lawful activities, which may be necessary, useful, suitable, desirable, or proper for the furtherance, accomplishment, fostering, or attainment of any or all of the purposes for which the Corporation is organized, and to aid or assist other organizations whose activities are such as to further accomplish, foster, or attain any of such purposes.

Section 2.3. Nonprofit Status. The Corporation is not organized for profit, and no part of the net income or profit of the Corporation shall inure to the benefit of any member, officer or director, or be distributable to any member, officer or director (except that reasonable compensation may be paid for the services rendered to or on behalf of the Corporation and expenses incurred on behalf of the Corporation may be reimbursed). In the event of the dissolution of the Corporation, whether voluntary or involuntary, no member, officer, or director shall be entitled to any distribution or division of the Corporation's property or the proceeds thereof, and upon such dissolution the balance of all money, assets and other property of the Corporation, after the payment of all its debts and obligations, shall, be used by, or distributed to, one or more organizations that would then qualify under Section 501(a) of the Internal Revenue Code, as amended (the "Code"), as may be selected by the Board of Directors.

ARTICLE III

MEMBERSHIP

Section 3.1. Membership. The Corporation shall have members. A member shall mean any individual who is a licensed radiologist with a special interest in interventional radiology and any individual, corporation, joint venture, partnership, limited liability company or other institution who or which has an interest in the purposes for which the Corporation is organized. All members shall be approved by the Board of Directors. Members shall be entitled to receive notice of all events and meetings of the Corporation. Membership shall be categorized as follows:

- a) Full Membership. A full member must be an attending physician.
- b) Associate Membership. Associate members include non-physician members, including, but not limited to, radiology technologists, nurses, nurse practitioners, and physician assistants.
- c) Corporate Membership. Corporate members are organizations or individual representatives of industrial supporting organizations.
- d) Trainee Membership. Students as well as physicians participating in residency and fellowship training programs may join as trainee members.

Section 3.2. Annual Meeting. The annual meeting of the members shall be held on the second Tuesday of the month of May in each year or at such other time as is determined by the Board of Directors. The annual meeting shall be held for the purpose of the transaction of such business as may come before the meeting. If the date fixed for the annual meeting shall be a legal holiday in the Commonwealth of Massachusetts, such meeting shall be held on the next succeeding business day.

Section 3.3. Special Meetings. Special meetings of the members, for any purpose or purposes, unless otherwise prescribed by statute, may be called by the President or by the Board of Directors and shall be called by the Secretary at the request of not less than ten-percent (10%) of the full members.

Section 3.4. Place of Meeting. The Board of Directors may designate any place as the place of meeting for any annual or special meeting. If no designation is made, the place of meeting shall be the principal office of the Corporation.

Section 3.5. Notice of Meeting. The Secretary shall give written notice stating the place, day and hour of any annual or special meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, and shall, unless otherwise prescribed by statute or these bylaws, deliver such notice not less than ten (10) nor more than sixty (60) days before the date of the meeting, either personally or by mail, by or at the direction of the President or the persons calling the meeting, to each member of record. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail and addressed to the member at the address which appears on the records of the Corporation, with postage prepaid thereon.

Section 3.6. Quorum. Ten percent (10%) of the full members of the Corporation entitled to vote, whether represented in person or by proxy, shall constitute a quorum at a meeting of members.

Section 3.7. Voting. Except as hereinafter provided, each full member shall be entitled to one vote upon each matter submitted to a vote at a meeting of members. Every full member entitled to vote at a meeting of members may authorize any person to act on such member's behalf by written proxy executed by the absent member and presented at such meeting. No proxy shall be valid if dated more than six (6) months before the date of the meeting named therein.

Section 3.8. Member of Acting. The vote by a majority of the full members present at a meeting duly held at which a quorum is present shall be the act and decision of the members, unless a greater number is required by law or by the articles of incorporation.

Section 3.9. Cancellation of Membership. The membership of any member may be cancelled upon vote of the Board of Directors whenever, in their judgment, the best interest of the Corporation will be served thereby.

Section 3.10. Application for Membership. Applicants for membership shall furnish such information as shall be required in the form prescribed by the Board of Directors. The Board of Directors shall investigate the qualifications of the applicant and shall determine whether an applicant will be approved or disapproved for membership. Upon approval the applicant shall immediately become a member of the Corporation.

ARTICLE IV

DUES AND ASSESSMENTS

Section 4.1. Dues. The amount of the annual dues for each member of the Corporation shall be determined annually by the Board of Directors and announced at the annual membership meeting. A graded schedule of dues may be constructed based on membership categories. All dues shall be due by December 1 of any year or as otherwise required by the Board of Directors. The dues for any new member admitted after January 1 in any year shall be equal to one half of the annual dues for such year. Any newly admitted member shall have thirty (30) days after the date of approval to pay any required dues.

Section 4.2. Assessments. The Board of Directors may from time to time assess special assessments against members in order to meet actual or anticipated costs incurred or to be incurred by the Corporation in fulfillment of the Corporation's purposes. Written notice of any such assessments shall be given to the members by first class mail promptly upon approval thereof.

Section 4.3. Failure to Pay. Any member (i) who fails to pay dues as determined by the Board of Directors by the due date thereof or (ii) who fails to pay any assessment approved by the Board of Directors with thirty (30) days of notice from the Secretary of such approval, shall be subject to disqualification from membership. The Secretary shall send notice of any failure to pay dues or any assessment by first class mail to the member having so failed to make payment stating the amount due and that failure to promptly pay such amount will result in immediate disqualification from membership. By vote of the Board of Directors, such member may be disqualified if non-payment of any amount due continues beyond thirty (30) days from the date of the mailing of such notice. No director, officer or employee of a disqualified member may attend meetings or hold office in the Corporation after such disqualification. Any disqualified member may apply for reinstatement upon such terms as may be determined by the Board of Directors.

ARTICLE V

BOARD OF DIRECTORS

Section 5.1. General Powers. The business, property and affairs of the Corporation shall be managed by a Board of Directors. The Board of Directors shall exercise all the powers of the Corporation. The Board of Directors may delegate to any committee, officer or agent such powers at it deems advisable, provided that such delegation of authority shall not operate to relieve the Board of Directors, or any member thereof, of any responsibility imposed by law.

Section 5.2. Number, Tenure and Qualifications. The number of directors of the Corporation may from time to time be changed by resolution of the members; provided, however, that in no event shall there be less than four (4) directors at any time. The Board of Directors shall constitute the President, the Treasurer, the Secretary and the four (4) former presidents whose terms of office immediately precede the current president. The term of office of each director shall be one (1) year. Each director of the Corporation shall hold office until his successor is appointed and qualified or until such director's death, resignation or removal in the manner provided hereinafter. Each director shall be a full member of the Corporation.

Section 5.3. Vacancies. Any vacancy occurring in the Board of Directors may be filled by the next former president whose term of office immediately precedes the current president, who is a member in good standing, and who is not already serving on the Board of Directors. A director appointed to fill a vacancy shall hold office for the unexpired term of such director's predecessor in office.

Section 5.4. Increase in Number of Directors. Any directorship to be filled by reason of an increase in the number of directors shall be filled by next former president who term of office immediately preceded the current president and who is not already serving on the Board of Directors.

Section 5.5. Removal. Any director may be removed by a vote of full members, at any meeting called for the purpose, whenever in their judgment in the best interests of the Corporation will be served thereby.

Section 5.6. Resignations. Any director may resign at any time by giving written notice to the Board of Directors or the President. The resignation shall take effect at the time specified in the notice, and, unless otherwise specified in such notice, acceptance of the resignation shall not be necessary to make it effective. The unexcused absence of a director from three consecutive meetings of the Board of Directors shall be considered the equivalent to resignation from the Board of Directors.

Section 5.7. Annual Meetings. An annual meeting of the Board of Directors shall be held immediately after, and at the same place as, the annual meeting of members.

Section 5.8. Regular Meetings. Regular meetings of the Board of Directors shall be held at such time and place as the Board of Directors may designate. The Board of Directors shall provide by resolution the time and place for the hold of regular meetings without notice other than such resolution.

Section 5.9. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any one director. The President shall fix the manner and the place for holding any special meeting of the Board of Directors.

Section 5.10. Notice. Notice of any special meeting shall be given at least five (5) days prior thereto by written notice delivered personally or mailed to each director or by facsimile. If mailed, such notice shall be deemed delivered when deposited in the United States mail, postage prepaid, addressed to the respective directors at the addresses listed on the records of the Corporation. If notice is given personally or by facsimile, notice shall be deemed delivered when received by a director.

Section 5.11. Emergency Meetings. Emergency meetings of the Board of Directors may be called at any time by the President. At least one day's written or telephone notice of all such emergency meetings shall be given to each director.

Section 5.12. Quorum. One-third of the number of directors in office shall constitute quorum for the transaction of business at any meeting of the Board of Directors, but if less than one-third is present at a meeting, a majority of the directors then present may adjourn the meeting from time to time without further notice.

Section 5.13. Manner of Acting. The act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present shall be the act of the Board of Directors, unless a greater number is required by law or by the articles of incorporation. Meetings of directors may be held by means of a telephone conference circuit, and connection to such circuit shall constitute presence at such meeting.

Section 5.14. Action by Written Consent. Any action that may be taken by the Board of Directors at a meeting may be taken without a meeting if a consent or consents in writing, setting forth the action so to be taken, shall be signed before or after such action by all of the directors. Such written consent or consents shall be filed with the minutes of the proceedings of the Board of Directors.

Section 5.15. Presumption of Assent. A director of the Corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to such action unless his or her dissent shall be entered in the minutes of the meeting or unless the director shall file a written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the Corporation immediately after adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

Section 5.16. Compensation. The Board of Directors shall not receive any compensation for attendance at meetings or for performance of their duties as directors. This section shall not preclude any director from serving the Corporation in any other capacity and receiving compensation therefore.

ARTICLE VI

OFFICERS

Section 6.1. Number. The officers of the Corporation shall be a President, a Secretary, a Treasurer and such other officers and agents as may be deemed necessary by the Board of Directors. Any two or more offices may be held by the same person, except the offices of the President or Secretary. Each officer must be a full member of the Corporation.

Section 6.2. Election and Term of Office. The officers of the Corporation specifically designated in Section 6.1 of this Article VI shall be appointed as set forth in this Article VI. Officers shall hold office for a one (1) year term. Each officer shall hold office until his or her successor shall have been duly appointed and shall have qualified or until such officer's death, resignation or removal in the manner hereinafter provided.

Section 6.3. Other Officers. The Board of Directors may elect or appoint such other officers and agents, including one or more Vice Presidents, Assistant Secretaries and one or more Assistant Treasurers, as it shall deem necessary, each of who shall hold office for such period and shall exercise such powers and perform such duties as are provided in these bylaws or as the Board of Directors may from time to time determine. The Board of Directors may delegate to any officer the power to appoint any such officers and agents and to prescribe their respective powers, duties and salaries.

Section 6.4. Removal. Any officer may be removed by a vote of the Board of Directors whenever in their judgment, the best interests of the Corporation will be served thereby. Appointment of an officer shall not in itself create contract rights.

Section 6.5. Resignations. Any officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary. The resignation shall take effect at the time specified in the notice and, unless otherwise specified in such notice, the acceptance of the resignation shall not be necessary to make it effective.

Section 6.6. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, shall be filled in the manner prescribed in these bylaws for appointment to such office. In the case of a vacancy in any of the offices specifically designated in Section 6.1 of the Article VI, such vacancy shall be filled for the unexpired portion of the term of such office.

Section 6.7. President. The President shall be the principal executive officer and spokesperson of the Corporation and, subject to the direction and under the supervision of the Board of Directors, shall have general charge of the business, affairs, and property of the Corporation, and control over its officers, agents and employees. The President shall be a member of the Corporation and of the Board of Directors and shall preside at all meetings of members, the Board of Directors and the Executive Committee. The President shall execute, on behalf of the Corporation, any deeds, mortgages, bonds, contracts or other instruments which the Board of Directors have authorized to be executed, and shall have the authority to delegate such power of execution and signing to one or more members of the Executive Committee, except in cases where the signing and execution or delegation thereof shall be expressly delegated by the Board of Directors or by these bylaws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed. The President shall do and perform all duties incident to the office of President and any such other duties as may be assigned to the President by these bylaws or by the Board of Directors. The Secretary will have published to the members each year in April a request for nominations for the office of President for the upcoming academic year. These will be presented to the Board of Directors. The President will be chose by 2/3 majority of the Board of Directors by June of each year.

Section 6.8. Secretary. The former president whose term of office immediately preceded the current president shall serve as Secretary of the Corporation. The Secretary shall be a member of the Board of Directors of the Corporation and shall: (a) keep the minutes of the proceedings of the Board of Directors in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; (c) be custodian of the corporate records and of the seal of the Corporation and see that the seal of the Corporation is affixed to all documents the execution of which on behalf of the Corporation under its seal is duly authorized; (d) keep a record of the post office address of each director and member which shall be furnished to the Secretary by such director or member and the name of each member's representative; and (e) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to the Secretary by the President or by the Board of Directors. The Secretary need not keep the minutes of education proceedings of the Corporation. The Secretary is authorized to enlist the services of any one or more employees of the Corporation to assist the Secretary in carrying out the duties as defined herein.

Section 6.9. Treasurer. The President shall appoint a member to serve as the Treasurer. The Treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the Corporation; (b) receive and give receipts for monies due and payable to the Corporation from any source whatsoever, and deposit all such monies in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VIII of these bylaws; and (c) in general, perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to the Treasurer by the President or by the Board of Directors. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with surety or sureties as the directors shall determine.

ARTICLE VII

COMMITTEES

Section 7.1. Executive Committee. There shall be an Executive Committee which shall consist of the President, Treasurer, Secretary and the four former presidents whose terms of office immediately precede the current president. When the Board of Directors is not in session, the Executive Committee shall have and may exercise the authority to act on behalf of the Board of Directors. The Executive Committee shall meet as needed at a place and time designated by the President. The Executive Committee shall report any action taken by it to the Board of Directors at its next meeting. A quorum for the meetings of the Executive Committee shall be at least four (4) members of the committee. The designation of the Executive Committee and the delegation thereto of authority shall not operate to relieve any director of any responsibility imposed by law.

Section 7.2. Other Committees. The Board of Directors, by resolution adopted by a majority of the Board of Directors, may designate from its members other committees which, to the extent provided in such resolution, shall have and may exercise any or all of the authority of the Board of Directors, provided that no committee, including the Executive Committee, shall have the authority of the Board of Directors in reference to amending the articles of incorporation, adopting a plan of merger or consolidation, recommending the sale, lease, exchange or other disposition of all or substantially all of the property and assets of the Corporation otherwise than in the regular course of its business, recommending a voluntary dissolution of the Corporation or a revocation thereof, or amending the bylaws of the Corporation. A majority of the members of any committee shall constitute a quorum for the transaction of business. The Board of Directors shall have the power at any time to change the membership of any committee, to fill vacancies in it, or to discharge it. The designation of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any members thereof, of any responsibility imposed by law. The President shall be an ex officio member of each committee. The President shall designate and appoint one member of each committee to serve as chairperson of that committee.

ARTICLE VIII

CONTRACTS, LOANS, CHECKS AND DEPOSITS

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

Section 8.2. Loans. No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a general or specific resolution of the Board of Directors. Such authority shall be confined to specific instances.

Section 8.3. Checks, Drafts, or Other Similar Orders. All checks, drafts, other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation shall be signed by an officer or officers of the Corporation, and in such manner as shall from time to time be determined by the resolution of the Board of Directors. Only current and past officers may be signers on financial accounts held by the Corporation, and this power may not be delegated.

Section 8.4. Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 8.5. Fiscal Management. The Board of Directors shall, not less than annually, cause an account of the revenue and expenses of the Corporation to be made to the Board of Directors by the Corporation.

ARTICLE IX

IDEMNIFICATION

Each person who was, is, or is threatened to be made a named defendant or respondent in any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that such person is or was a director or an officer of the Corporation, or who, while a director or an officer of the Corporation, is or was serving at the request of the Corporation as a director, officer, employee, or agent of another foreign or domestic corporation, joint venture, trust, other enterprise, or employee benefit plan, shall be indemnified against judgments, penalties, fines, settlements, and reasonable expenses (including attorneys' fees) actually incurred by such person in connection with any such action suit, or proceeding to the full extent permitted under the Act. The indemnification provided by this Article IX shall not be deemed exclusive of any other rights to which those persons seeking indemnification may be entitled under any bylaw, agreement, or otherwise, and shall continue as to any person who has ceased to be a director or an officer and shall inure to the benefit of the heirs,

executors, and administrators of such person. The Corporation may purchase and maintain health insurance on behalf of any person who is or was a director, officer, employee, or agent of the Corporation, or who, while a director, officer, employee, or agent of the Corporation, is or was serving at the request of the Corporation as a director, officer, partner, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, other enterprise, or employee benefit plan, against any liability asserted against such person and incurred by such person in any such capacity of arising out of such person's status as such, whether or not the Corporation would have the power or obligation to indemnify such person against such liability under the provisions of this Article IX or under the Act.

ARTICLE X

GENERAL PROVISIONS

Section 10.1. Fiscal Year. The fiscal year of the Corporation shall begin on the first day of July and end on the last day of the following June each year.

Section 10.2. Corporate Seal. The Corporation shall have a corporate seal which shall be circular in form and shall have inscribed thereon the name of the Corporation, the state of incorporation and the year of incorporation.

Section 10.3. Waiver of Notice. Whenever any notice is required to be given to any person under the provisions of these bylaws, the articles of incorporation, or any other provision of applicable law, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. The attendance of a person at a meeting shall constitute a waiver of notice of such meeting, except when a person attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at nor the purpose of, any regular or special meeting of the Board of Directors need be specified in any written waiver of notice of such meeting.

Section 10.4. Severability. If any provision of these bylaws is held to be invalid or unenforceable, all other provisions shall nevertheless be valid and remain in full force and effect.

ARTICLE XI

CONFLICT OF INTEREST

Section 11.1. Statement of General Policy on Conflict of Interest. No transaction involving remuneration or benefit to a director or officer, or to an organization in which such director or officer has a material financial interest or of which the director or officer is a member, officer, director, general partner, principal or controlling stockholder, shall be entered into by the Corporation without (a) full disclosure to the Board of Directors or the members entitled to vote by the interested director or officer of the material facts of the transaction and the director or officer's interest or relationship; (b) the authorization, approval or ratification of the affirmative vote of a majority of disinterested directors or the members entitled to vote; (c) a determination by the Board of Directors that the transaction is fair to the Corporation at the time it is authorized, approved, or ratified; and (d) a determination that such transaction will not cause the Corporation to cease to qualify as a tax exempt nonprofit corporation under Section 501(c)(6) of the Code. No director so involved may vote on such authorization, approval or ratification by the Board of Directors.

Section 11.2. Adoption of Policy. The Board of Directors shall from time to time, adopt a policy for the directors or officers and such other personnel as they shall deem appropriate, providing for the periodic disclosure to the Corporation of any and all interests which may give rise to a possible conflict of interest, either pecuniary or otherwise.

ARTICLE XII

AMENDMENTS

Except as provided herein, these bylaws may be altered, amended or repealed and new bylaws may be adopted by the members at any annual or special meeting of the members called for such purpose.

The undersigned, being the Secretary of New England Society for Interventional Radiology, a Massachusetts nonprofit corporation, by signing below, hereby certifies that this is a true and correct copy of the bylaws of said corporation.

Secretary

Revised 10/14/2008