



## BYLAWS OF THE FLEISCHNER SOCIETY

### ARTICLE I *NAME*

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In recognition of the outstanding contributions made by Felix G. Fleischner, M.D. to the development of chest radiology, the Society shall be known as **The Fleischner Society**.

### ARTICLE II *OBJECTIVES*

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This Organization shall:

- Section I** Be a collegial, diverse, inclusive, multidisciplinary, international thoracic imaging society dedicated to promoting education and research directed to innovative patient care.
- Section II** Foster the continuing development of the clinical specialty of chest imaging as an art and a science.
- Section III** Improve the methods of teaching radiologic diagnosis of chest disease.
- Section IV** Stimulate interest in the study of chest diseases and research in chest imaging.
- Section V** Promote close fellowship, and exchange of ideas among chest radiologists and others interested in diseases of the chest.
- Section VI** Provide meetings for the reading and discussion of papers and dissemination of knowledge. In this respect the Society customarily shall hold each year a Scientific Meeting for members and a Postgraduate Course of instruction in chest disease.

### ARTICLE III *MEMBERSHIP*

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- Section I** The membership of this Society shall be by invitation only, following the election procedures of **Article IX**. Categories of membership are:
1. Active members
    - a. Members-Elect
  2. Senior members
  3. Inactive members
- Section II** **Active Members:** Active membership may be offered to physicians or individuals who customarily have a postgraduate degree and who have made a significant contribution to the understanding of chest imaging, and are devoting a significant proportion of their time to the study of the normal or diseased chest. The membership shall include radiologists, physicians in other clinical disciplines, pulmonary physiologists, pathologists, and other scientists acceptable to the members. The rights of active members of this Society shall be to hold office, vote, and participate in the scientific deliberations of the Society.
- The number of active members shall be commensurate with the needs and aspirations of the Society. The Society normally shall elect two to five new members-elect each year. The

number to be elected shall be suggested by the Membership Subcommittee, but the final number to be elected shall be determined prior to election of new members, by a two-thirds majority vote of the Active members in attendance at the Business Meeting. If a two-thirds majority vote cannot be obtained for any candidate; no new member will be elected that year.

To maintain membership in the Society, active members will be required to attend one meeting of the Society every two years. Attending the annual Fleischner meeting is defined as attending both the scientific and business meetings of the Society.

### **Section III**

**Members-Elect:** Each individual elected by the members at the Society's annual business meeting shall be offered Society membership and deemed a Member-Elect. Acceptance of the offer to become an Active Member will be demonstrated by his/her attendance at the Society's next scientific meeting and members' business meeting and the presentation of his/her scientific work to the members. At the conclusion of the Member-Elect's scientific presentation to the Society and after his/her attendance at the members' business meeting, Active membership will begin.

Under exceptional circumstances, the president of the Society may grant a one-year extension on the requirement to present to the Society at the scientific meeting

### **Section IV**

#### **Senior Members:**

Senior members shall be those who, having been active members for at least 10 years or having attained the age of 65 years, voluntarily choose to become Senior members. Senior members shall have all the rights of Active members, except the right to vote and hold office. Senior members shall be exempt from all dues, assessments, or requirements to attend Societal meetings.

### **Section V**

**Inactive Members:** Active members shall become Inactive members if they:

1. No longer devote a significant proportion of their time to the study of the normal or diseased chest, or have failed, without just cause, to attend at least one meeting of the Society in two consecutive years.
2. Fail to pay their dues (see Article X).

Inactive members shall be exempt from all dues, assessments or requirements to attend Societal meetings. They will not be sent notices or other information that is sent to active and senior members as provided for in the bylaws.

The Executive Committee shall review the status of all Inactive members at least annually, immediately prior to the Business Meeting, to determine whether their membership should be terminated. Unless the Executive Committee decides that unusual circumstances exist to warrant continuing a member on Inactive Status, their membership will be terminated. The Secretary shall notify the Inactive member(s) of this termination within 30 days of the decision being made. Such notice shall be made in written format and sent by electronic or regular mail.

### **Section VI**

Senior and inactive members may reapply for active membership, such application to be considered by the Membership Subcommittee according to the established criteria for active membership.

## **ARTICLE IV**

### ***OFFICERS***

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### **Section I**

The officers of the Society shall be **Past President, President, President-Elect, Secretary, Treasurer, and Chair of the Academic Development Committee.** The

terms of office of the Past President, President, and President-Elect shall be one year. The term of office of the Secretary, Treasurer **and Chair of the Academic Development Committee** shall be three years. All officers shall serve without compensation.

- Section II** Officers shall be elected from the active membership of the Society, according to the procedures of **Article VIII**. The Treasurer, Secretary and Chair of the Academic Development Committee will, in turn, become President-Elect.
- Section III** The **Past President** shall serve on the Executive Committee.
- Section IV** The **President** is the presiding officer of the Society, Chairman of the Executive Committee and a member ex officio of all committees. The President shall perform all duties which custom and parliamentary practice commonly associate with that office.  
The term of office normally shall begin at the close of the Business Meeting of the Society, following a year of service as President-Elect.
- Section V** The **President-Elect** shall succeed the President or, if the President is unable to act, perform the duties of the President. The President-Elect shall arrange for appointments of active members to the standing committees, appointments that become effective following installation of the President-Elect as President. The President-Elect shall serve on the Executive Committee. After assuming the Presidency, the President-Elect will choose one member of the Society to be the Fleischner Lecturer at the next course held by the Society.
- Section VI** The **Secretary** shall keep or cause to be kept a correct permanent record of the proceedings of the Society, and shall provide safekeeping for all records and transactions of the Society that possess historical value. The Secretary shall keep a current alphabetical list of the members of the Society, including current address, year of election and membership status, and shall provide a copy of the list to the active and senior members of the Society each year, by electronic or regular mail. The Secretary shall conduct correspondence and notify nominees for membership in the Society of their acceptance within 30 days of the Business Meeting, by electronic or regular mail, and perform all other duties that customarily appertain to the office of Secretary. If both the President and President-Elect are unable to act, then the Secretary shall perform the duties of the President. The Secretary shall cause to be distributed to each member of the Society the minutes of the Business Meeting, which shall include reports of all officers and committees, no more than 90 days after the meeting. The Secretary will oversee the maintenance and management of the Society website. The Secretary shall serve on the Executive Committee.
- Section VII** The **Treasurer** shall collect and be accountable for all funds of the Society and shall disburse from the treasury such funds only upon order of the Executive Committee. The Treasurer shall keep the complete and permanent record of the financial affairs of the Society and shall make a full report and propose a budget for the following year at the Business Meeting of the Society. The Treasurer shall serve on the Executive Committee.

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**ARTICLE V      *MEETINGS***

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- Section I**      The Annual Meeting of the Society shall be held at the time and place designated by the Executive Committee. The Executive Committee shall designate a portion of this meeting as the Business Meeting.
- Section II**      Special business meetings may be called by the President of the Society.
- Section III**      One-third of the active members of the Society shall constitute a quorum.
- Section IV**      An agenda for the Business Meeting shall be sent by the Secretary to all members at least 30 days in advance, by electronic or regular mail.
- Section V**      The Program Subcommittee of the Academic Development Committee, with the Executive Committee, shall be responsible for the meeting arrangements in conjunction with ad hoc Subcommittees and a meeting manager, as may be appointed by the President and Executive Committee
- Section VI**      Attendance at Business Meetings shall be limited to active and senior members of the Society. Scientific Meetings shall be open to active members and senior members. Guests may be invited with the approval of the President.

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**ARTICLE VI      *COMMITTEES***

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- Section I**      Standing Committees of the Society shall be as follows:
1.    Executive
  2.    Academic Development
- Other committees may be appointed as deemed necessary by the Executive Committee (e.g., a Long Range Planning Committee). Committee appointments shall be made by the President or President-Elect, as provided for in these Bylaws. Actions of all committees shall be reported to the membership at the annual Business Meeting.
- If the Chairperson of a committee is unable to serve or voluntarily resigns, the next most senior member of that committee shall assume the chairperson responsibilities and serve out the remainder of his/her 4-year committee term. Resignation of a non-chair committee member shall be handled by appointment of a new member by the President.
- Section II**      The **Executive Committee** shall consist of the Past President; the President; the President-elect; the Secretary; the Treasurer; and the Chair of the Academic Development Committee.
- The Executive Committee shall carry out the business of the Society between meetings, shall designate the time and place of the Annual Meeting, and shall supervise any affairs of the Society not otherwise provided for in these Bylaws. The Executive Committee shall oversee the funds and expenditures of the Society. No money or other valuable property of the Society shall be expended or otherwise disposed of except by a majority vote of the Executive Committee, unless ordered by a three-fourths vote of the members present and voting at the regular Business Meeting. It shall require a three-fourths vote of the members present and voting to reject any recommendation of the Executive Committee relative to the finances of the Society. The Executive Committee shall propose the dues for the ensuing year, which shall be consistent with the operational needs of the Society; changes in dues shall be subject to ratification by vote of the membership. The Executive Committee may, at its discretion, engage a meeting manager. The Executive Committee will determine the site of the Annual Meeting. There shall be no audit committee but the Executive Committee shall ensure that the accounts of the Treasurer of the Society and the accounts of those responsible for local meeting

arrangements are audited professionally. The Treasurer and those responsible for local meeting arrangements shall be responsible for preparing and presenting their accounts for audit in such time as to enable the audit report to be presented at the next Business Meeting.

The Publication Development and Oversight Subcommittee shall consist of five to eight active members, each serving a term of four years. The chairperson of this committee shall be appointed by the President and will serve a 2-year term. One or two members shall be appointed each year by the new President. This committee, with the Executive Committee, shall be responsible for providing oversight in the development and review of Fleischner documents.

The Conflicts of Interest Subcommittee shall consist of 4 active members, each serving a term of four years. One member shall be appointed each year by the new President. The member in the fourth year of service shall be the Chairperson. This committee, with the Executive Committee, shall be responsible for managing the conflict of interest process for Fleischner activities.

The Executive Committee shall review, modify (if necessary) and approve the list of nominees for membership in the Society which is to be sent to the Members before the business meeting. At its option, the Executive Committee may hold a meeting via teleconference if its members may participate simultaneously.

The Executive Committee may appoint an **Executive Director** for a term and stipend to be determined by the Executive Committee. The Executive Director may not be a member of the Society. The Executive Director, under the direction of the Executive Committee, shall manage and conduct the business of all offices of the Society; be empowered to enter into any contract or deliver any instrument in the name of the Society; sign all checks, drafts or other orders for payment of money, notes, or other evidences of indebtedness issued in the name of the Society; deposit all funds of the Society to the credit of the Society in such banks, trust companies, or other depositories as the Executive Committee directs; be the custodian of all the important documents of the Society; keep an accurate record of all the Society activities; assist the Secretary in maintaining accurate records of all Society activities and meetings as may be directed; and assist the Treasurer in maintaining accurate financial records of the Society. The Executive Director may delegate any of his/her powers, with or without restrictions, to an employee or agent of the Society.

### **Section III**

The Nominating Committee shall consist of four members: the President, the President-Elect, and two members, each serving terms of two years. One of the members shall be appointed each year by the new President-Elect. The President shall serve as chairperson.

This Committee shall function as provided for in Article VIII.

### **Section IV**

**The Academic Development Committee** shall be chaired by an individual nominated by the Nominating Committee and elected by the membership of the Society. Its membership will be comprised of the members of the Subcommittees noted below. It shall be responsible for nomination of new members; research; the Course program; the scientific program; and provision of academic content (cases, scientific or teaching material) to the Society's website. **The Scientific Meeting Subcommittee** shall consist of four Active members, each serving a term of four years. One member shall be appointed each year by the new President. The member in the fourth year of service shall be the Chairperson. This Committee shall determine the program for the scientific proceedings of the Society at each Annual Meeting. **The Membership Subcommittee** shall consist of four members, each serving a term of four years. One member shall be appointed each year by the new President. The member in the fourth year of service shall be the Chairperson. The Membership Subcommittee shall ensure a balance of membership in the Society between radiologists and other physicians and

scientists, such that the Society shall maintain a primary interest in chest imaging. The **Membership Subcommittee** shall review and screen all individuals nominated for membership as provided for in Article IX to ensure that they fulfill the requirements for membership in their appropriate category. The Membership Subcommittee shall provide a curriculum vitae of each nominee to each Active member, prior to the Business Meeting, and advise members of its recommendations for new membership at the Business Meeting.

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## **ARTICLE VII      *PROCEDURES***

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- Section I**                    The fiscal year shall begin October 1 and shall end September 30 each year.
- Section II**                  In the absence of contrary statements in these Bylaws, Robert's Rules of Order shall govern procedures at all meetings.
- Section III**                Customary order of business for the Business Meeting
1.      Call to order
  2.      Reading of minutes
  3.      Business arising from minutes
  4.      Secretary's report
  5.      Treasurer's report
  6.      Reports of Committees (Executive, Financial, Secretariat and Academic Development)
  7.      Unfinished business
  8.      Report of the Membership Subcommittee
  9.      Election of members
  10.     New business
  11.     Report of the Nominating Subcommittee
  12.     Election of officers
  13.     Installation of officers
  14.     Appointment of committees
  15.     Adjournment

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## **ARTICLE VIII    *ELECTIONS***

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- Section I**                    Officers of the Society shall be elected at the Business Meeting to, serve for the period specified in Article IV, Section 1 or until the Business Meeting nearest the end of that period.
- Section II**                  The procedure for electing officers shall be as follows:  
The Nominating Subcommittee shall nominate one or more candidates for each open elective office, namely the Chair of the Academic Development Committee, Secretary, and Treasurer, and others which may from time to time occur. With the candidates' consent, the Committee shall report their names to the Society at the Business Meeting. The President shall provide opportunity for other nominations to be made from the floor, after which nominations shall be closed.
- Section III**                In case more than one person is nominated for any office, voting shall be by closed ballot and a simple majority vote. A majority of members voting is sufficient to elect.
- Section IV**                In case of a tied ballot, the presiding officer shall declare the election for that position void. Additional nominations shall be called for before another vote is taken.
- Section V**                Under unusual circumstances and with the approval of the Executive Committee, Officers of the Society may be elected to office at times other than the Annual Business Meeting. Under

these circumstances, the balloting will be conducted over a two-week period via conventional mail or electronic mail. A majority of majority of members voting is sufficient to elect.

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**ARTICLE IX      *PROCEDURES FOR ELECTION OF MEMBERSHIP***

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**Section I**      Any active member may nominate individuals for active membership. Members are encouraged to nominate candidates from outside of their own institutions. Depending on the number of available slots, the Executive Committee may appoint a rolling group of two to four members each year who are tasked with nominating at least one additional candidate in an identified area of need for membership.

**Section II**      The sponsor of a prospective member shall provide the Membership Subcommittee, at least 30 days before an Annual Meeting, with the following:

1.      A précis of the case in favor of electing the individual;
2.      A letter from a second active member of the Society sponsoring the nomination;
3.      The sponsor's assurance of the nominee's desire to join the Fleischner Society;
4.      The curriculum vitae of the nominee.

**Section III**      The information on each nominee shall be reviewed by the Membership Subcommittee to determine if the requirements of Section II have been met. When the Subcommittee considers the requirements to have been met, the prospective candidate is considered eligible for membership. The Membership Subcommittee will develop a nominee(s) slate for presentation to the Executive Committee.

**Section IV**      A list of eligible nominees and the curriculum vitae of each will be provided by the Membership Subcommittee to the Executive Committee which will review the qualifications of each nominee in the context of the Society's needs including the enduring need for diversity, equity and inclusiveness in membership.

**Section V**      A list of all Executive Committee-approved nominees and a one-page curriculum vita (as prepared by the Membership Subcommittee) of each will be mailed to active members of the Society and presented at the Business Meeting. A two-thirds vote by closed ballot of the attending, voting, active members is necessary for election. Those elected shall be deemed members-elect of the Society following the close of the Business Meeting.

Member-elect acceptance of the offer of membership is demonstrated by their participation and attendance at the next meeting of the Society (as defined in Article III, Section III.)

**Section VI**      If a nominee is not elected at the Business Meeting, then the primary sponsor will:

1.      Report the outcome to the person concerned within 30 days of the Business Meeting.
2.      Notify the Membership Subcommittee in writing at least six months before the next Business Meeting that the nominee should be reconsidered. If at the next Business Meeting the nominee is not elected, a similar request for reconsideration will be honored. If the nominee fails to be elected during three consecutive Business Meetings, formal re-nomination is required, as per Article IX, Section II.

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**ARTICLE X      *MEMBERSHIP FEES AND DUES***

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**Section I**      The dues of this Society shall be due and payable following the Business Meeting. Dues so paid shall cover the next fiscal year. The dues shall be set per Article VI, Section II.

**Section II**      Dues shall become delinquent six months after the Business Meeting. Delinquent members shall be notified by the Treasurer that their active membership in the Society will be terminated

in 30 days unless dues are paid. Failure to pay dues by the end of the grace period shall automatically result in termination of their active status effective on day 31, unless, in the judgment of the Executive Committee, there are extenuating circumstances.

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#### **ARTICLE XI      *ATTENDANCE AT THE ANNUAL MEETING***

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Active members who fail, without just cause, to attend at least one Meeting in two consecutive years shall be subject to termination of their active status.

"Meeting" is defined as both the Scientific and Business Meetings of the Society. Before active membership is terminated, the circumstances of absence will be reviewed. Within 30 days of the second absence from the Scientific and Business Meetings, the Secretary will notify the delinquent member by electronic or regular mail of the situation and solicit a written explanation, which will be sent promptly to members of the Membership Subcommittee and Executive Committees for consideration. A ballot will be taken by electronic or regular mail on whether the member shall retain his or her active status, and a two-thirds vote of the combined Committees shall be prevail and become effective immediately. The member shall be notified promptly of the outcome. This review process shall be supervised by the Secretary and completed not more than 120 days after the Scientific Meeting from which the second absence occurred.

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#### **ARTICLE XII      *BALLOTING***

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**Section 1**      Voting at Business Meetings shall be in the usual manner of open balloting, except as otherwise specified in the Bylaws.

**Section II**      If the Executive Committee so decides, a mail or electronic mail ballot may be conducted. The ballot may be conducted by electronic or regular mail. Alternatively, the Executive Committee may conduct balloting by teleconference if all members may participate in the meeting simultaneously.

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#### **ARTICLE XIII      *RULES AND REGULATIONS***

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The Society may at its discretion formulate specific rules and regulations of procedure. These will be submitted for approval, by majority vote of the active members in attendance at the Business Meeting.

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#### **ARTICLE XIV      *AMENDMENTS***

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These Bylaws may be amended at any Business Meeting of the Society by a two-thirds vote of the active members present. Notice of proposed amendments will be sent by the Secretary to all active members with the agenda of the Business Meeting at which the amendments will be considered, at least 30 days in advance of the meeting, by electronic or regular mail. Urgent bylaw changes may be proposed and discussed during the annual meeting even if they have not been distributed preliminarily. In this circumstance, the actual vote may occur by electronic mail

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#### **ARTICLE XV      *DISSOLUTION***

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In the event of the dissolution of the Society, all real assets and remaining monies will be donated to Harvard Medical School, to assist in a continuation of the Fleischner Lectureship.

*These bylaws were enacted to replace all prior bylaws. They were accepted at the business meeting on June 25, 2024 in Seoul, Korea.*