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BYLAWS OF THE WORLD FEDERATION OF PEDIATRIC IMAGING



The WFPI is run under the auspices of the Society of Pediatric Radiology (SPR). As such, it is governed by section 501 (c) (3) of the United States Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future United States internal revenue statute. Through the SPR, it holds and exercises all powers and authority conferred upon not-for-profit corporations under the laws of the State of Minnesota, United States and shares the SPR's registered office.

ARTICLE I

NAME, PURPOSE AND NATURE

Section 1. Name: The name of this organization is The World Federation of Pediatric Imaging, hereafter referred to as “the WFPI”.

Section 2. Purpose: The WFPI aims to operate exclusively for charitable, educational, scientific, research and outreach purposes, providing a united platform for pediatric radiology organizations looking to address global challenges in pediatric imaging. These include, but are not limited to,

- ❖ the promotion of standards in and the status of pediatric imaging and pediatric image-guided intervention for the benefit of child health worldwide,
- ❖ the advancement of internationally-driven education and/or research in pediatric imaging and pediatric image-guided intervention,
- ❖ the encouragement of global child imaging safety and radiation protection,
- ❖ the stimulation of transnational resource allocation for pediatric imaging and pediatric image-guided intervention, with a focus on areas of acute need,
- ❖ the fostering of opportunities for communication and collaboration between pediatric imaging practitioners across nations,
- ❖ collaboration with other global health organizations, for the dissemination of pediatric imaging and pediatric image-guided intervention best practices and appropriate imaging guidelines.

Section 3. Nature: The WFPI is a non-profit, non-political, inclusive and entirely non-discriminatory organization.

ARTICLE II

MEMBERSHIP

Section 1. Membership: WFPI membership is comprised of pediatric radiology societies or any other group, society or sections of societies (hereafter referred to as “organizations”) whose membership allows the WFPI to fulfill its purpose as set out above. **These organizations hold membership for and on behalf of the individual practitioners belonging to them.** No WFPI membership can be taken out on an individual basis. All members operate on a non-profit, non-political, inclusive and entirely non-discriminatory basis, and have a constitution or other formal document setting out their objectives and governance.

Section 2. Membership categories: Membership is constituted of Regional, National/Supranational and Associate Members.

2.1. Regional Members:

- a. Regional Members are pediatric radiology organizations representing more than one country **and/or** having an over-arching impact on their continent. These members are represented on the WFPI’s Council.
- b. On any continent where there is more than one such pediatric radiology organization potentially eligible for Regional Member status, they will be regarded by the WFPI as **a single body for this purpose, or one will be considered as represented by the other**, unless their individual membership status can be justified.
- c. At foundation, there was no suitable organization representing Africa, and the possibility of further division of the Asia-Pacific region to allow additional regional representation was noted. The founding Regional Members of the WFPI are the Society for Pediatric Radiology (SPR) representing North America, the European Society for Paediatric Radiology (ESPR) representing Europe, the Latin American Society of Pediatric Radiology (SLARP) representing South and Central America and the Asian and Oceanic Society for Paediatric Radiology (AOSPR) representing Asia and the Pacific.
- d. The updated list of Regional Members is set out in the WFPI’s internal regulations.

2.2 National/Supranational Members:

- a. National/Supranational Members are pediatric radiology organizations representing one nation or cross-border federations based on geographical, linguistic or other common factors. Their respective Regional Member organizations represent them on the WFPI’s Council - they have no direct representation themselves. Normally, not more than one national or supranational organization covering the same geographical area may become a member, unless the Council passes a motion to the contrary.

2.3 Associate Members:

- a. Associate Members are radiology organizations with pediatric sections/special interest groups and organizations for all professions related to medical imaging.
- b. Associate Members are entitled to attend and participate in annual meetings but they are not entitled to vote.

Section 3. Membership application: Any organization that satisfies the qualifications as set out above may apply for membership.

3.1. Formalities: Applications for WFPI membership are made through the WFPI’s Secretary by an authorized officer representing the applicant. The application should include the following:

- a. Adequate identifying information,
- b. Copies of constitution/bylaws and any internal regulations (up to date) or satisfactory official documentation in lieu of these,
- c. Names of any current executive officers and the address of the secretary,
- d. A census of full or active membership, with or without individual names,
- e. Justification for inclusion as a Regional, National/Supranational or Associate Member.

3.2. Procedure: In first instance, the WFPI’s Vice Treasurer processes all membership applications. Details

of the approval, refusal, appeal and election procedures are set out in the WFPI's internal regulations.

Section 4. Termination of membership:

4.1. Membership of the WFPI can be terminated by the Council for non-payment of dues or unethical conduct deemed detrimental to the WFPI in a meeting convened with a two thirds quorum and by a unanimous Council vote.

4.2. Details of termination notification, hearings, passage/reversal and reinstatement are set out in the WFPI's internal regulations.

Section 5. Membership requirements: As a condition of WFPI membership, members agree to:

- a. Uphold the bylaws and internal regulations of the WFPI,
- b. Publish or otherwise disseminate to their individual members the WFPI newsletters, notices, requests for publications and other announcements,
- c. Supply the WFPI's Secretary with advance information on their own WFPI-related activities,
- d. Supply updates of their organization's membership data and any changes to their constitutions and bylaws, for the purposes of maintaining membership files and settling membership dues as outlined in the WFPI's internal regulations,
- e. Appoint a member of their Board of Directors or the equivalent as an official liaison officer for the WFPI, and supply the WFPI's Secretary with this individual's name and address. **This person votes on behalf of her or his member organization during the WFPI's Annual General Meetings or Special General Meetings.** For Regional Organizations, this appointment runs concomitantly with any Representative Directors or officers they have sitting on the Council,
- f. Pay their annual dues.

Section 6. Privileges and rights granted to members: The following privileges and rights are granted to members by virtue of their membership:

- a. Access to the WFPI website and mailings for purposes of worldwide coverage for their own organizational news,
- b. Access to the WFPI members' directory,
- c. Permission to indicate their WFPI membership on their stationery or elsewhere, consistent with the objectives of the WFPI, and following prior approval given by the Council,
- d. Permission to use the WFPI logo, following prior approval given by the Council.

Section 7. Privileges and rights granted to non-WFPI member organizations:

- a. Access to the public pages of the WFPI website,
- b. Exceptional permission to use the WFPI logo, following prior approval given by the Council.

ARTICLE III

OFFICERS

Section 1. Number: The officers of the WFPI include a President, a Vice President, an Immediate Past President, a Secretary, a Vice Secretary, a Treasurer, and a Vice Treasurer.

Section 2. Nomination and tenure of the President:

(For founding term, see annex 1)

2.1. The WFPI presidency rotates on a one-year basis amongst the Regional Members' leadership, with the rotation taking effect during the Annual General Meeting.

2.2. The nominated individual serves as Vice President for a single one year term, then succeeds to the Presidency for a single one year term at the end of the preceding President's term, or sooner if the preceding President is unable to fulfill the duties of her or his office. She or he subsequently becomes Immediate Past President for a final one-year term.

2.3. The choice of individual, determined at Regional Member level, falls to a person of authority in her or his Regional Member organization.

2.4. The roster of Regional Members' tenure of the presidency is drawn up and agreed by the WFPI Council four years before the assumption of each nominated term, and annexed to the WFPI's internal regulations.

Section 3. Nomination and tenure of the Secretary, Vice Secretary, Treasurer and Vice Treasurer:

(For founding terms, see annex 1)

3.1. Six (6) months before the expiry of the current Secretary and Treasurer's terms, the Secretary calls for candidates for these positions.

3.2. Candidates are drawn from Regional Members organizations, and are persons of authority therein. They are elected by the Council. **No one Regional Member can hold two key positions (President, Secretary or Treasurer) at any one time, unless exceptional and entirely justifiable circumstances necessitate otherwise.**

3.3. The Secretary prepares a ballot of all nominees for each office, designating the mode of nomination. Balloting takes place electronically, with the results announced at the next Annual Council Meeting.

3.4. Upon announcement, the future Secretary becomes Vice Secretary for a single term of two years before taking office as Secretary, and the future Treasurer becomes Vice Treasurer for a single term of two years before taking office as Treasurer.

3.5. The Secretary and Treasurer hold a non-renewable term of two years. One two-year term must then elapse before they are eligible for office again.

Section 4. Qualifications: Each officer is an Active (Full) Member of her or his Regional Member organization in good standing.

Section 5. Removal: Any officer can be removed by the Council, with or without cause, during a Council meeting held with a full quorum and by a unanimous council vote, whenever it considers that the best interests of the WFPI are so served.

Section 6. Vacancies: A vacancy in any office due to death, resignation, removal or otherwise is filled as follows:

6.1. The President is replaced by the Vice President for the remainder of the previous President's term, plus a further term of one year, or until death, resignation or removal.

6.2. The Vice President is replaced by her or his Regional Member organization for the remainder of the previous Vice President's term, or until death, resignation or removal. The replacement Vice President duly becomes President.

6.3. The Immediate Past President is not replaced. Any committee roles she or he held fall away, or are replaced by presidential nomination from amongst the Representative Directors for a single term until the next Annual General Meeting, or until death, resignation or removal.

6.4. The Secretary and Treasurer are replaced by the Vice Secretary or Vice Treasurer for the remainder of the previous Secretary and Treasurer's terms, plus a further two year term, or until death, resignation or removal.

6.5. If the Vice Secretary or Vice Treasurer positions fall vacant during the previous occupants' first year of office, new elections will be held at the following Annual Council Meeting, and the elected candidates will assume office for a one year term. If the Vice Secretary or Treasurer positions fall vacant during the previous occupants' second year of office, new elections will be held at the following Annual Council Meeting for both a Vice Secretary/Treasurer and a Secretary/Treasurer, upon which each elected person will assume her or his office with immediate effect.

Section 7. Duties: The duties of all officers must be discharged in good faith with such diligence and care that an ordinarily prudent person in a comparable position would exercise under similar circumstances.

7.1. The President is the principal executive officer of the WFPI and, in general, supervises and directs all the WFPI's affairs, subject to the steering and control of the Council. More specifically, the President:

- represents the WFPI with third parties, or delegates this task to an agent,
- prepares WFPI meeting agendas (in liaison with the Secretary and staff) and presides at all meetings of the Council and members,
- is an *ex officio* member of all WFPI committees, and has the right but not the obligation to participate in their deliberations,
- may sign, with the Treasurer or any other proper officer of the WFPI authorized by the Council, any deeds, mortgages, bonds, contracts, or other instruments that the Council has authorized to be executed,
- participates in specified committees,
- oversees institutional and operational reporting to the Council,
- accounts for the WFPI's actions, governance and Council constitution through a report delivered to members at the Annual General Meeting, at the conclusion of her or his term,
- performs all other duties customarily incumbent to the office of President.

7.2. The Vice President assists the President in the discharge of the President's duties and performs any other duties as may be assigned from time to time by the President or the Council. In the absence of the President or in the event of the President's inability or refusal to act, the Vice-President performs the duties of the President, and when so acting has all the powers of, and is subject to all the restrictions upon, the President.

7.3. The Immediate Past President assists the President in the discharge of the duties of the President and performs any other duties as may be assigned from time to time by the President or the Council.

7.4. The Secretary, assisted by the WFPI staff, has direct responsibility for running the WFPI secretariat, including the preservation of all WFPI records, ensuring their appropriate circulation to the Council/WFPI members and the establishment of policies and procedures for the WFPI's smooth administration and running. More specifically, the Secretary:

- assists the President in the preparation of meeting agendas and keeps minutes in one or more sources maintained for this purpose,
- ensures the overall management of the WFPI membership base,
- oversees the creation, set up and smooth running of WFPI committees,
- in liaison with the Bylaws and Governance Committee, ensures that all internal procedures are followed in accordance with the WFPI's bylaws,
- participates in specified WFPI committees,
- performs all duties customarily incumbent to the office of Secretary and other such duties as may be assigned from time to time by the President or the Council.

7.5. The Vice Secretary assists the Secretary in the discharge of her or his duties, participates in specified

committees and performs any other duties as may be assigned from time to time by the President or the Council.

7.6. The Treasurer is the principal accounting and financial officer of the WFPI and is responsible for the adequate maintenance of the WFPI's financial affairs. More specifically, the Treasurer

- supervises the custody of all funds and securities of the WFPI and is responsible for directing the receipt and disbursement thereof,
- monitors the deposit of all funds and securities of the WFPI in selected banks, trust companies or other depositories,
- in liaison with internal or external fund raisers, leads the WFPI's Resources Committee and ensures reporting on efforts made to identify and secure operating funds,
- participates in other specified WFPI committees,
- develops financial policies and draws up forecasted budgets,
- provides regular financial updates to the WFPI's Council,
- accounts for the WFPI's financial status during a report delivered to members during the Annual General Meeting,
- performs all duties customarily incumbent to the office of Treasurer and other such duties as may be assigned from time to time by the President or the Council.

7.7. The Vice Treasurer assists the Treasurer in the discharge of her or his duties, participates in specified committees and performs any other duties as may be assigned from time to time by the President or the Council. She or he also reviews all first instance membership applications in line with the criteria and procedures set out in the WFPI's bylaws and internal regulations. She or he can call on the Council to pass a motion on any overlapping applications that may arise.

ARTICLE IV

THE COUNCIL

Section 1. Mandate: The WFPI Council ensures the WFPI's governance.

Section 2. Composition, Tenure and Qualifications: The Council is composed of the President, the Vice President, the Immediate Past President, a Secretary, a Vice Secretary, a Treasurer, a Vice Treasurer, WFPI's "Digital Education" and "Outreach" Leaders, two representatives from each of the Regional Member organizations, hereafter referred to as "Representative Directors" , and as many Co-opted Directors as the Council deems necessary.

(For founding terms, see Annex 1)

2.1. The WFPI's Regional Members each nominate two Representative Directors, being persons with authority in their respective organizations, to the WFPI Council.

2.2. A Representative Director holds a three year term, renewable once, starting at the Annual Council Meeting at which the term of a current Representative Director from her or his organization expires. One three-year term must then elapse before a Representative Director is eligible for office again.

2.3. Mechanisms for the nomination of Representative Directors are determined at Regional Member level.

Other individual members of the Council

2.4. The President, Vice President, Immediate Past President, Secretary, Vice Secretary, Treasurer and Vice Treasurer are ex-officio individual members of the Council.

- 2.5. The Council can enlist Co-opted Directors so as to
- a. ensure representation for a particular area when no pediatric radiology organization with Regional Member status exists/chooses to be a member of the WFPI, or
 - b. to include representation from global organizations deemed to share the WFPI's goals and whose presence on the Council holds a clear added-value for the WFPI, or
 - c. to provide effective transfer of corporate knowledge, to facilitate continuity of strategic planning and/or mentor junior council members

2.6. Co-optations to the Council are subject to the Executive Committee's unanimous vote and two thirds approval by other Council members. These Co-opted Directors serve for a three-year term, renewable once, following which a full term must elapse before they are eligible for office again.

General provisions

2.7. All members of the Council must have held full or active membership of their Regional Member organizations for at least two years before taking office, with the exception of Co-opted Directors.

2.8. All individual members of the Council have equal rights, privileges, duties and authority to act as members of the Council, with the exception of voting rights, as set out below.

Section 3. Vacancies: In the event of a Representative Director vacancy, the Regional Member organization concerned nominates a replacement to complete the previous Representative Director's term, or until death, resignation or removal. The vacancy provisions for ex-officio officers are set out above. A Co-Opted Director is replaced at the Council's discretion.

Section 4. Resignation: Any individual member of the Council can resign at any time, such resignation to be made in writing and to take effect immediately upon acceptance.

Section 5. Compensation: Council members do not receive any salaries for their services, and their expenses of meeting attendance is settled by their respective Regional Member organizations at these latter's discretion.

Section 6. Council meetings:

6.1. The Annual Council Meeting is held at around the same time each year. It can be held anywhere in the world.

6.2. Other Council meetings can be called by or at the request of the President or the Council. They can be held anywhere in the world.

6.3. A Special Council Meeting can be called by or at the request of the President or any two individual members of the Council. It can be held anywhere in the world, and a two thirds quorum is required.

6.4. Distance participation: meetings of any kind that entail distance participation through the use of web conference tools are considered official Council meetings. The rules pertaining to notice and quorum apply to the conduct of meetings that include distance participation.

6.5. Proxies: Any Representative Director can appoint one (1) proxy to participate in Board meetings and vote on her or his behalf. Other individual members of the Council cannot appoint proxies.

6.6. Agendas: All major matters for discussion or action are submitted to the President to be placed on the agenda up to seven (7) days prior to a Council meeting, unless otherwise approved by the President or a majority of the Council. All matters for discussion or action at Special Council Meetings are submitted to the President up to one (1) day prior to the meeting, unless otherwise approved by the President or a majority of the Council.

6.7. Conduct of a meeting: At Council meetings, the President, or in her or his absence, the Vice President or Immediate Past President presides.

6.8. Notice: Unless otherwise specified in these bylaws, a written notice of each Council meeting stating the time, the place, and, in the case of a Special Council Meeting, the purpose, is emailed to individual members of the Council not less than five (5) calendar days before the meeting, excluding the day of the meeting.

6.9. Quorum: Quorum for Council meetings is a majority of individual members of the Council physically present or participating at distance through the use of web conference tools, unless specifically provided otherwise by these bylaws, and a meeting can be adjourned from time to time until a quorum is satisfied.

6.10. Action without a meeting: An action that could be taken at a Council meeting may be taken without one when a least two-thirds of the individual members of the Council so authorize by email.

6.11. Voting:

- a. **Only two individual members of the Council from any one Regional Member can vote on a Council motion.** Decisions on which individuals vote are taken at Regional Member level.
- b. If accorded voting status, the President, Vice President, Immediate Past President, Secretary, Vice Secretary, Treasurer, Vice Treasurer and Representative Directors/their proxies each have one (1) vote. Co-opted Directors do not have the right to vote.
- c. A simple majority vote is sufficient to carry a decision unless specified otherwise in the WFPI's bylaws.
- d. Voting at Council meetings takes place by a show of hands, or a vocal pronouncement per individual member of the Council for those participating at distance through the use of web conference tools. In the case of an e-ballot only, all balloting is completed before the next scheduled Council meeting at which the results are announced.
- e. Abstentions are not counted for the calculation of a majority.
- f. In the event of a tie, the President's vote determines the outcome.

6.12. Re-voting: An individual member of the Council can call for a re-vote if her or his Regional Member organization was not fully represented at the meeting at which the original motion was put. This can only happen once for each motion, and the second vote, cast at the next scheduled Council meeting, is considered binding.

Section 7. Council business conducted by email: Between scheduled and other meetings, Council business is conducted by email. A unanimous, full Council vote is required for motion passage.

Section 8. Assistance to the Council: the Council can be assisted by any external services or other members of staff as it deems necessary to appoint.

Section 9. Executive Committee: Certain Council business can be handled by the Executive Committee.

- a. The Executive Committee is composed of the President, the Vice President, the Immediate Past President, the Secretary, the Vice Secretary, the Treasurer, the Vice Treasurer and WFPI's "Digital Education" and "Outreach" Leaders. It is chaired by the Immediate Past President, who serves for a one-year term. The other members of the Executive Committee serve as long as they are officers of the WFPI.
- b. The Executive Committee has on-going strategic planning responsibilities and such powers and duties as may be delegated to it by the Council. It may be used to "fast track" simple Council business.
- c. The Council can delegate any of its duties to the Executive Committee except when the WFPI's bylaws call for full Council deliberation.
- d. Only two individual members of the Executive Committee from any one Regional Member can vote on motions put to the Executive Committee's vote.
- e. Motions put to the Executive Committee's vote require a two thirds quorum of its members and a two

thirds majority vote.

ARTICLE V

MEMBERS' MEETINGS

Section 1. Annual General Meeting: The WFPI's Annual General Meeting is open to all member organizations of the WFPI (Regional, National/Supranational and Associate). **Any individual members of these organizations also have the right to attend in a non-voting capacity.** The meeting is held immediately after the Annual Council Meeting; all members are notified of the date and place at least three (3) months in advance.

Section 2. Special Members' Meetings: Special Members' Meetings can be called upon written request to the President by one-third of the WFPI's Regional or National/Supranational Member organizations, by twenty (20) individual members of at least 2 of the Regional Member organizations, or by the President of the WFPI. The meeting must be held within sixty (60) calendar days after receipt of such a request, and is open to all members of the WFPI (Regional, National/Supranational and Associate). Individual members of these organizations also have the right to attend in a non-voting capacity. Written notification of the Special Members' Meeting stating time, place and purpose is emailed to each member organization before the meeting. The stated purpose of the Special Members' Meeting is the only business to be considered.

Section 3. Action without a Members' Meeting: An action that could be taken at a members' meeting may be taken without one when authorized and signed by all WFPI member organizations.

Section 5. Quorum:

- a. **Annual General Meetings require a full quorum of Regional Member organizations and a one third quorum of National/Supranational Member organizations** physically present or participating at distance through the use of web conference tools unless otherwise provided by these bylaws. Should the quorum not be satisfied, any vote on membership matters is deferred until the next members' meeting is convened.
- b. **Special Members' Meetings require a full quorum of Regional Member organizations and a two thirds quorum of National/Supranational Member organizations** physically present or participating at distance through the use of web conference tools unless otherwise provided by these bylaws. Should quorum not be satisfied, any vote on membership matters is deferred until a further Special Members' Meeting convened no less than fifteen (15) days later, when a quorum is waived.

Section 6. Voting:

- a. **Each Regional or National/Supranational Member is entitled to one vote per motion.** The vote will be cast on its behalf by the official liaison officer. Any official liaison officer may appoint one (1) duly authorized proxy to vote on her or his behalf. Mechanisms for deciding which way the vote is cast are decided at member organizational level.
- b. **Associate Members are not entitled to vote.**
- c. **No individual member of any WFPI member organization is entitled to vote on an individual, personal basis.** Any votes cast are done so purely as a Representative of a Member Organization
- d. Balloting takes place at the Annual General or Special Members' Meeting. Voting at Members' Meetings takes place by a show of hands, or a vocal pronouncement for Representatives participating at distance through the use of web conference tools.
- e. Abstentions are not counted for the calculation of a majority.
- f. In the event of a tie, the President's Regional Member organization's votes determines the outcome.

Section 7. Chair of Members' Meetings: The President presides at all members' meetings. In her or his absence, the Vice President presides; in the Vice President's absence, the Immediate Past President presides; in the Immediate Past President's absence, the Council can appoint any member to act as chair of the meeting.

Section 8. Secretary of a Members' Meeting: The WFPI Secretary acts as secretary of all Members' Meetings , and in her or his absence, the Chair may appoint any person to act as secretary.

ARTICLE VI

INTERNAL REGULATIONS

In a separate document to the bylaws, the Council develops internal regulations for the detailed administrative management of the WFPI. These regulations are updated whenever necessary; modifications are put to the Council's vote, and ratified by members during the next Annual General Meeting.

ARTICLE VII

AMENDMENTS

Section 1. Proposed Amendments: The Council can pass a resolution proposing amendments to the bylaws and direct that it be submitted for adoption at the next Annual General Meeting. Alternatively, any three (3) member organizations can set out a proposed amendment to the bylaws by petition, which is filed with the WFPI Secretary and submitted for adoption at the next Annual General Meeting.

Section 2. Passage: The bylaws may be amended:

- 2.1. By two-thirds of the WFPI member organizations' votes cast. Balloting can take place
 - a. either at the next Annual General Meeting, in which case written notice of the proposed amendment is appended to the meeting call
 - b. or electronically between Annual General Meetings, in which case the email-ballot results are announced by email
 - c. In the case of a ballot conducted electronically by email (or equivalent), full quorum is required unless weekly WFPI reminders have been issued since the ballot opened and a vote is not received within 30 calendar days of the opening date.

ARTICLE VIII

FISCAL YEAR

The fiscal year of the WFPI is established at the discretion of the Council.

ARTICLE IX

DUES

Section 1. Amount: The amount of annual dues and assessments for each membership category is determined by the Council. Changes in dues must be ratified by members at the next Annual General Meeting. A schedule of dues is annexed to the WFPI's internal regulations.

Section 2. Due Date:

- 2.1 WFPI dues are due and payable upon receipt of the dues invoice.

2.2 Details of collection procedures, delinquency and non-transferability are set out in the WFPI's internal regulations.

ARTICLE X

DISSOLUTION

The WFPI can be dissolved during a Special Members' Meeting.

In the event of dissolution, the Council pays or makes provision for the payment of all the WFPI's liabilities. The remaining assets are then distributed to a non-profit organization with as similar a purpose as possible to the WFPI's, in compliance with the relevant laws in force.