

**BY-LAWS**  
**THE MEDICAL IMAGE COMPUTING AND COMPUTER ASSISTED**  
**INTERVENTION SOCIETY (“THE MICCAI SOCIETY”)**

**ARTICLE I FISCAL YEAR**

**Section 1.** The fiscal year of The Medical Image Computing and Computer Assisted Intervention Society (“The MICCAI Society”) hereinafter referred to as “MICCAI” shall run from January 1<sup>st</sup> to December 31<sup>st</sup>.

**ARTICLE II PURPOSES**

**Section 1.** The purposes of MICCAI are set forth in the Articles of Incorporation on file with the Minnesota Secretary of State. The general purpose shall be to promote, preserve and facilitate research, education and practice in the field of medical image computing and computer assisted interventions, including biomedical imaging and robotics.

**ARTICLE III MEMBERSHIP**

**Section 1.** MICCAI shall be composed of active members.

**Section 2.** Active members comprise all persons who have paid the current membership dues.

**Section 3.** Membership categories and dues shall be determined from time to time by the Board.

**Section 4.** Active members, regardless of category, are each entitled to one vote on each matter submitted to a vote of the members.

**ARTICLE IV BOARD OF DIRECTORS**

**Section 1.** The Board of Directors of MICCAI (hereinafter called "the Board") shall consist of Officers, Board-appointed Directors, and Directors elected by the membership. The Board elects certain of its members to serve as Officers.

**Section 2.** The Board shall have the responsibility for the business and affairs of MICCAI.

**Section 3.** The elected and appointed Board members and their duties are defined in Article VI, and Officers of the Board and their duties are defined in Article VII. The procedure for electing the members of the Board are specified in Article VIII.

**Section 4.** Any candidate for the Board must be an active member of MICCAI prior to his/her election to the Board.

**Section 5.** Any member of the Board who shall be absent for two successive annual Board meetings without presenting satisfactory excuse or who has failed to maintain membership in MICCAI may be removed from the Board by a majority vote of the Board members. Such action shall not be taken until said Board member has been notified in writing and provided an opportunity to respond.

## **ARTICLE V MEETINGS**

**Section 1.** The annual general meeting of the active members of MICCAI shall be held during the annual MICCAI conference. Time and place of the annual meeting shall be determined by the Board. Notice of the meeting will be provided to all members at least forty-five (45) days prior to the date of the annual meeting. A majority of the members present shall constitute a quorum for the transaction of business at the annual meeting.

**Section 2.** The MICCAI Board shall have its main annual meeting at the annual MICCAI conference. The time and place of the annual meeting shall be determined by the Board. Board members are expected to attend this MICCAI Board meeting. Notice of the exact times and venues of the main annual MICCAI Board meeting will normally be provided to all members of the Board at least thirty (30) days prior to the annual MICCAI conference.

**Section 3.** Additional special or regular business meetings of the Board, in person or by teleconferencing or any other means of remote communication authorized by the Board, (in addition to the annual meeting) may be called by the President/Chair or, in his/her absence, by the Executive Secretary and Treasurer, or at the request of three Board officers, or at the request of thirty (30%) percent or more of the active members of MICCAI. Such requests should be addressed to the Board and delivered to the Board Chair or Board secretary. Due notice shall be given in writing to all active Board members, at least seven (7) days prior to an additional meeting.

**Section 4.** Special meetings of the members of this corporation may be called at any time (a) by the President and Chair, (b) by the Board of Directors, or (c) upon written request of at least fifty (50) members or ten percent (10%) of the members of this corporation, whichever is less. Anyone entitled to call a special meeting of the members may make written request to the President to call the meeting, and the Secretary shall then give notice of the meeting, setting forth the time, place and purpose thereof, to be held no later than ninety days after receiving the request. If the Secretary fails to give notice of the meeting within thirty days from the date on which the request is given by the President, the person or persons who requested the meeting may fix the time and place of the meeting and give notice thereof in the manner hereinafter provided. If a special meeting is demanded by the members, the meeting shall be held in a city with a major airport to facilitate attendance by as many members as possible. The business transacted at a special meeting is limited to the purposes

stated in the notice of the meeting.

Section 5. A quorum is necessary for the transaction of business at a meeting of members. A quorum for a meeting of members is ten percent (10%) of the voting members. Except for election of directors, which is governed by Article VIII, Section 4, if a quorum is present, or if a quorum has been present at a meeting, the affirmative vote of the majority of active members present and entitled to vote, which must also be the majority of the required quorum, is the act of the members. Proxy voting by members is permitted.

## **ARTICLE VI — ORDINARY MEMBERS OF THE BOARD AND THEIR DUTIES**

**Section 1. General.** All members of the Board are expected to attend all Board meetings and to respond in a timely manner to Board communications. They must remain active members of MICCAI. From time to time ordinary members will be co-opted to take on specific tasks.

**Section 2. Board appointed ordinary members.** Four (4) Board members are appointed by Board vote from among the active MICCAI members. Their tenure is for four (4) years, with one such new member appointed per year. If a Board-appointed ordinary member becomes an officer, the “ordinary position” remains vacant, but if an ordinary member retires with two or more years of term remaining, then a replacement may be appointed for the remainder of the term.

**Section 3. Open-elected ordinary members.** Four (4) Board members are elected by open vote i.e. by the vote of active MICCAI members from among the active MICCAI members. Their tenure is for four (4) years, with one such new director elected per year. If an open-elected ordinary director becomes an officer, the “ordinary position” remains vacant, but if an ordinary member retires with two or more years of term remaining, then a replacement may be elected for the remainder of the term.

## **ARTICLE VII — OFFICERS OF THE BOARD AND THEIR DUTIES**

**Section 1. General.** The Board Officers are the President and Chair, the Executive Secretary, and Treasurer. Their tenure is three years and the Officers are elected by the Board among Board members. For continuity, every year one of the Board Officers rotates off the board, so one Board Officer is elected every year.

The date of retirement of Board Officers from the Board is the later of the two dates implied by (1) their ex officio status as Board Officers, and (2) by their ordinary membership status.

**Section 2. Board Chair.** The Board Chair is the chief officer of MICCAI. The Board Chair is responsible for coordinating all functions of the Board. He/She chairs all Board meetings and sets the Board agenda. The Board Chair promotes and conducts public relations. The Chair solicits and collects proposals for sponsoring and organizing future MICCAI Annual Conferences. The Chair presides at all annual MICCAI conferences and is responsible for ensuring that the conduct of those conferences is in harmony with established policies and

practices approved by the Board. The Chair may delegate any of these duties with approval from the majority of the Board members. The Board Chair is a co-signatory (with the Board Treasurer) for large payments, as specified in these By-laws.

The Board Chair is elected from among Board members by majority vote of the Board. The term of the post is three (3) years. The outgoing Chair may stand for re-election.

**Section 3. Executive Secretary.** The Executive Secretary shall be responsible for convening Board meetings as requested by the Board Chair. The Executive Secretary shall assist the Board Chair in preparing Agendas for the meetings and shall circulate the Agendas in advance of meetings. The Executive Secretary shall keep an accurate record of all meetings of the Board and will prepare draft minutes to be edited by the Board Chair and shall then circulate the minutes to Board members. Normally, minutes should be circulated at least forty-five (45) days prior to the next Board meeting. The Executive Secretary manages MICCAI publications and promotes MICCAI Public Relations. The Executive Secretary oversees MICCAI Society committees, such as the MICCAI Student Board and Women in MICCAI, and MICCAI Society prizes. The Executive Secretary may delegate any of these duties with approval from the majority of the Board members.

The Executive Secretary shall be elected from among Board members by majority vote of the Board. The term of the post is three (3) years. The outgoing Executive Secretary may stand for re-election.

**Section 4. Treasurer.** The Treasurer is primarily responsible for all MICCAI operations and is engaged in all MICCAI administration. The Treasurer shall keep correct, complete and current records of accounts showing the actual financial condition of the central MICCAI accounts. The Treasurer shall liaise with Conference Chairs to advise on financial matters. The Treasurer shall present a financial report at all regularly scheduled Board meetings and at the annual meeting of MICCAI membership. The Treasurer shall make all financial books and records available for inspection at reasonable times to any member of the Board. The Treasurer shall prepare and file on behalf of MICCAI its annual Not-For-Profit Corporation Annual Report and other such financial reports and returns as may be required from time to time to maintain MICCAI in good standing under the law. The Treasurer shall be familiar with the taxation codes and related exemptions and requirements as they apply to MICCAI. The Treasurer coordinates MICCAI functions, recommends to the Board appointment of staff members, supervises MICCAI staff, and oversees MICCAI membership matters.

The Treasurer shall be elected from among Board members by majority vote of the Board. The term of the post is three (3) years. The outgoing Treasurer may stand for re-election.

#### **Section 7. Honorary Elections Officer.**

The Honorary Elections Officer will receive nominations for Board positions, will announce agreed candidates, and will receive votes (normally in confidence). The Honorary Elections Officer will announce the outcome of elections, but will not disclose individual votes, if received in confidence. The Honorary Elections Officer will keep a confidential auditable record of votes received, with dates and other necessary information. In the event of a dispute, an independent person approved by the Board shall be given access to the records by the Honorary Elections Officer to verify the accuracy of counting. The Honorary Elections Officer shall not be a voting member of the Board.

The Honorary Elections Officer will be nominated by the Board Chair and approved by majority vote of the Board. The term is not specified.

**Section 8. MICCAI Staff Positions.** The MICCAI Board, at the recommendation of the Treasurer, may appoint as needed certain staff offices to be responsible for specific MICCAI functions or activities, such as membership recruitment, publications, fund raising, clerical assistance, etc. The term of such appointments and successor appointments will be determined by the Board, but nominally would be three (3) years. Such special staff officers may be invited to attend meetings of the Board of Directors but is not considered a member of the Board and will not have voting rights.

#### **Section 9. MICCAI Code of Conduct and Ombudsperson**

As a professional society, MICCAI is committed to providing an atmosphere that encourages the free expression and exchange of ideas. Participants in all MICCAI activities should enjoy a welcoming environment free from unlawful discrimination, harassment and retaliation. Consistent with this commitment, the MICCAI Board will install a Code of Conduct, which all compliance is required of all participants of MICCAI events. Violations are to be reported to the MICCAI Ombudsperson. The MICCAI Ombudsperson will be nominated by the Board Chair and approved by majority vote the Board. The term of the Ombudsperson is three years and the Ombudsperson may be reappointed. The Ombudsperson does not need to be a member of the Board.

### **ARTICLE VIII ELECTIONS OF BOARD OFFICERS AND MEMBERS**

**Section 1. General.** The MICCAI Board is composed of appointed, elected members and elected officers. Board member and officer duties are described in preceding Articles VI and VII, respectively. The rules and procedures for election to and tenure of Board membership and offices are delineated in this Article.

**Section 2. Board Officers.** The Board officers are elected by the Board from among Board

members. The tenure of each post is three years. In the case of Board officers, their retirement is the later of the two dates implied by (1) their ex officio status as Board officers, and (2) by their ordinary membership status. The normal cycle of elections and selections, which will affect Board membership, is summarized in the following table:

**BOARD MEMBERSHIP SELECTION**

<b><u>Position</u></b>	<b><u>Potential Candidates</u></b>	<b><u>Selection Process</u></b>	<b><u>Tenure*</u></b>
Members Ex Officio by virtue of Conference Chairmanship (4)	Conference Chair 2 year hence	Ex officio	4 years
	Conference Chair next year	Ex officio	4 years
	Conference Chair this year	Ex officio	4 years
	Conference Chair last year	Ex officio	4 years
Board-elected Ordinary Members (4)	Any active MICCAI member	Board vote	4 years
	Any active MICCAI member	Board vote	4 years
	Any active MICCAI member	Board vote	4 years
	Any active MICCAI member	Board vote	4 years
Open-elected Ordinary Members (4)	Any active MICCAI member	Open vote, through Society	4 years
	Any active MICCAI member	Open vote, through Society	4 years
	Any active MICCAI member	Open vote, through Society	4 years
	Any active MICCAI member	Open vote, through Society	4 years
Honorary Elections Officer	Previous Board Members	Chairman’s nomination, Board must approve	Not specified
Honorary Member(s) (non-voting)	Previous Board Members	Board vote	Not specified

\* Exceptions: Officers stay longer on the Board if the tenure of their office outlasts the tenure of their ordinary membership

**Section 3. Eligibility.** The officers must be elected from the members of the Board as of the date of the election. A person shall be eligible for election to the office of Chair if he/she has been a member of the Board for minimally one year at the time that the position would commence.

**Section 4. Procedure and Normal Schedule for Board Officer Elections.** Following a transition period in 2019-2021, at one of the Board meetings held annually near the time of the annual conference, the Board Chair will announce which Board Officer posts will become vacant on January 1 of the following year. Elections will then be managed by the Honorary Elections Officer (HEO), who will call for nominations for the new post.

Nominations for specific posts should be sent to the HEO, to be received before 7th November in the current year of the announcement of any vacant Board Officer posts. Nominations may be confidential or may be discussed among Board members. A nominee must receive at least two nominations for a specific vacant post to be considered as a candidate. If a nominee thereby becomes eligible, the HEO will inform the nominee

confidentially that he/she is a potential candidate for one or more specific vacant posts. To become a candidate, the nominee must respond in writing to the HEO, stating whether he/she is willing to stand for election for each such post, and that he/she understands the duties involved.

Before 30th November of the same year that nominations are solicited, the HEO will announce to all Board members the names of confirmed candidates for each vacant position, and will call for votes for each such candidate. All voting members will return their votes confidentially to the HEO before 21st January of the next year.

Normally, election will be by a plurality, meaning an excess of votes over those cast for an opposing candidate, or in a contest of more than two candidates a number of votes cast for a candidate that is greater than the number cast for any other candidate but not more than half the total of votes cast, and will require that at least 75% of the Board members have cast their vote. The HEO will inform the Board Chair of the outcome for each vacant post. In the event of a tie, or a candidate winning a plurality for more than one post, the HEO will inform the Board Chair confidentially, and the Chair and the HEO will agree to an equitable solution so that different candidates will be appointed to different positions. The results will be announced by the Board Chair on or about 31st January, on which date outgoing officers shall retire and new officers will assume their posts and begin their terms of duty.

**Section 5. Term of Officers.** Each officer shall serve a term of three (3) years until the next annual election of officers. Officers may succeed themselves, but can serve no more than two full terms (6 years), consecutive or not. Vacancies shall be filled by a majority vote of the Board.

**Section 6. Retirement of Members Elected to an Office.** The retirement of members elected to a new office is the later of the dates on which they might retire as ordinary members, through the transitional plan, or through their new office.

**Section 7. Members Ex Officio by Virtue of Conference Chairmanship.** MICCAI Conference Chairs automatically become members of the Board. They join the Board two (2) years before the year of their meeting, and remain on the Board during the year of their meeting and for one (1) year afterwards, thus being Board members *ex officio* for four (4) years altogether.

**Section 8. Retirement of Ordinary Members.** If an ordinary member retires from the Board with two or more years of term remaining, then a replacement may be elected for the remainder of the term. The elections officer shall be responsible for receiving nominations and for presenting these to the Board, at any regular or special meeting of the Board, or by letter or email. The vacancy shall be filled by a majority vote. The person elected shall fill the remainder of the unexpired term.

**Section 9. Honorary Elections Officer.** A previously active Board member is invited to join the Board as an honorary, non-voting member to manage elections. The appointee would be nominated by the Board Chair, after consultation with the Board, and seventy five

percent (75%) approval by the Board. The term is not fixed.

**Section 10. Other Honorary Members.** From time-to-time, the Board may wish to invite an individual to become an honorary (non-voting) member of the Board to advise on or assist with particular activities. The term of such honorary membership can be defined whenever such an appointment is made. An honorary member of the Board is not subject to fiduciary duties imposed under law on voting Board members.

**Section 11. Total Number of Board Members.** The total number of full Board members will be affected by the details of when officers are appointed in relation to the term of their ordinary or other ex officio membership or whether they are from outside the Board. This is illustrated by considering the effect of selection of future conference Chairs. If the future conference Chairs were to be selected from ordinary members at the end of their first year, the total Board membership could be nine (9) per year, while if they were selected from outside the Board or ordinary members at the end of their fourth year, the total membership could be twelve (12) per year.

**Section 12. Limit on Duration of Board Membership.** Board members may serve a maximum of 2 full terms (8 years), consecutive or not. In rare and unusual circumstances, the Board may approve and implement as it deems in the best interest of MICCAI an exception to this limit.

## **ARTICLE IX COMMITTEES AND WORKING GROUPS**

**Section 1.** From time to time working groups or Committees of the Board may be created, and may be standing or ad hoc. The Board Chair shall appoint all such groups subject to approval by the Board. Standing committees shall consist of a minimum of three (3) individuals and shall be chaired by a member of the Board. The terms of reference of Committees shall be prepared by the Board Chair. One member of each standing committee may be appointed from the general active membership (i.e., not Board members). The Board Chair may from time to time, with the approval of the Board, appoint members of any standing committee.

## **ARTICLE X CONDUCT OF MEETINGS**

**Section 1.** Meetings of the Board and membership shall be conducted according to *Roberts' Rules of Order* or any other rules approved by the Board.

**Section 2.** The presence of a majority of the members of the Board of Directors shall constitute a quorum at any meeting thereof, but the directors present at any meeting, although less than a quorum, may adjourn the meeting. At all meetings of the Board of Directors, each director shall be entitled to cast one vote on any question coming before the meeting. A majority vote of the directors present at any meeting shall be sufficient to transact any business unless a greater number of votes is required by law or these By-Laws. A director shall not appoint a proxy for himself or herself or vote by proxy at a meeting of the Board of Directors.

**Section 3.** A director or committee member may participate in a meeting by any means of communication through which such person, other persons so participating, and all persons physically present at the meeting may simultaneously hear each other during the meeting. Participation at a meeting by that means constitutes presence in person at the meeting.

#### **ARTICLE XI EXECUTION OF INSTRUMENTS**

**Section 1.** Unless otherwise ordered by the Board, all written contracts and other documents entered into by MICCAI shall be executed on behalf of the organization by the Chair. The Board may authorize any officer or officers, agent or agents of MICCAI to enter into any contract or to execute and deliver any instrument in the name of and on behalf of MICCAI. Such authority may be general or confined to specific instances.

#### **ARTICLE XII FINANCES**

**Section 1.** MICCAI shall establish membership dues, which may be associated with registration fees paid for the Annual Conference. MICCAI may promote and engage in fund-raising activities and/or solicit donations to offset costs of operations and/or to initiate new MICCAI educational functions. MICCAI will maintain a business checking account in a reputable bank with international offices and practices. Other type of accounts (savings, investments, etc.) may be established in the best interest of MICCAI as approved by the Board. The Treasurer will regularly monitor and report on all financial matters of MICCAI, including bank accounts, budgets, costs of the annual Conference, and any other financial matters associated with MICCAI functions and/or initiatives. Signatures of the Board Chair and Board Treasurer are both required on all checks and financial contracts binding on MICCAI, which are in excess of One Thousand (\$1,000.00) Dollars. The Board Chair and

Treasurer may jointly sign checks without Board approval for expenditures not in excess of \$5,000.00 for any one transaction. For expenditures in excess of Board approved funding for any given project, the Board Chair or Treasurer alone may sign checks up to \$1,000.00, and the Board Chair and Treasurer together may jointly sign checks up to \$5,000.00, without additional Board approval for that same project.

### **ARTICLE XIII AMENDMENTS**

**Section 1.** These By-Laws may be amended by a majority vote of MICCAI members present or voting by proxy at any regular meeting or special meeting called for the purpose, provided that the text of the amendment is submitted to the members at least thirty (30) days prior to the meeting.

### **ARTICLE XIV INDEMNIFICATION**

Without limiting the indemnification protection provided under the Articles of Incorporation, to the full extent permitted by any applicable law, MICCAI shall indemnify each person who, while acting in good faith and within the scope of their duties on behalf of MICCAI, is made or threatened to be made a party to any threatened, pending or completed civil, criminal, administrative, arbitration, or investigative proceeding, including a proceeding by or in the right of MICCAI, by reason of the former or present capacity of the person as:

1. A director, officer, or member of a committee of MICCAI, or;
2. A director, officer, partners, trustee, or agent of another organization or employee benefit plan, who while a director, officer or employee of MICCAI, is or was serving the other corporation at the request of MICCAI or whose duties as a director, officer or employee of MICCAI involve or involved such service to the other corporation, against judgments, penalties, fines (including, without limitation, excise taxes assessed against the person with respect to an employee benefit plan), settlements, and reasonable attorneys' fees and disbursements, incurred by the person in connection with the proceeding.

Indemnification provided by this section shall continue as to a person who has ceased to be a director, officer, or committee member, shall inure to the benefit of the heirs, executors and administrators of such person and shall apply whether or not the claim against such person arises out of matters occurring before the adoption of this section. Any indemnification realized other than under this section shall apply as a credit against any indemnification provided by this section.

MICCAI may, to the full extent permitted by applicable law from time to time in effect, purchase and maintain insurance on behalf of any person who is or was a director, officer, or a member of a committee of MICCAI against any liability asserted against such person and incurred by such person in any such capacity.

#### **ARTICLE XV DIRECTOR CONFLICTS OF INTEREST**

This corporation shall not enter into any contract or transaction with (a) one or more of its directors or member of the family of any director, (b) a director of a related organization (within the meaning of Minnesota Statutes, section 317A.011, subd. 18) or member of the family of the director, or (c) an organization in or of which a director, or member of the family of the director, is a director, officer or legal representative or has a material financial interest; unless the material facts as to the contract or transaction and as to the director's interest are fully disclosed or known to the Board of Directors, and the Board of Directors authorizes, approves, or ratifies the contract or transaction in good faith by the affirmative vote of a majority of the directors (without counting the interested director), at a meeting at which there is a quorum without counting the interested director. Failure to comply with the provisions of this Article shall not invalidate any contract or transaction to which this corporation is a party. This Section does not authorize any act of “self- dealing” as defined in Section 4941(a) of the Internal Revenue Code of 1986.

These By-Laws were approved and adopted as and for the By-Laws of The Medical Image Computing and Computer Assisted Intervention Society (“The MICCAI Society”) on September\_\_\_\_, 2018.

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Wiro J. Niessen, MICCAI Board Chair