

BYLAWS

ARTICLE 1: THE ISRS SOCIETY

SECTION 1. The Foundation

The organization was founded in 1991.

SECTION 2. Name

The name of the organization shall be:

THE INTERNATIONAL STEREOTACTIC RADIOSURGERY SOCIETY (“ISRS”)

SECTION 3. Purpose

The ISRS mission is to catalyze innovation in the fields of Stereotactic Radiosurgery (SRS), Stereotactic Body Radiation Therapy (SBRT) and related focal therapies through multidisciplinary and inclusive education and knowledge-sharing, collaborative research, and the definition and communication of the highest quality clinical guidelines, leading to improved patient outcomes and cutting-edge standards of care.

Ongoing focus on this purpose will allow the organization to achieve its vision to inspire a global inter-professional community to learn, share and excel in the fields of SRS, SBRT and related focal therapies.

ARTICLE 2: OFFICERS

SECTION 1. Positions

The Officers of the Society shall be the President, the Vice President, the Secretary, the Treasurer and the Past President. All Officers must be active Members of the ISRS.

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SECTION 2. Election and Term of Office

The President, Vice President, Secretary and Treasurer shall serve a term of two years. The Secretary and Treasurer shall be elected by the ISRS active Members. Election of the Secretary and Treasurer shall be held every two years. The Treasurer by definition becomes the Secretary, the Secretary by definition becomes the Vice President and the Vice President by definition becomes the President of the following term. If a vacancy occurs in the office of President during their term of two years, the Vice President shall exercise the duties of President.

SECTION 3. President

The President shall be the Chief Executive Officer of the ISRS, shall be a Member ex-officio of all standing Committees, shall be the Chair of the Board of Directors, and shall have general active management of the business of the ISRS. The President, or in the President's absence, the Vice President, or in the Vice President's absence the Secretary or in the Secretary's absence, the Treasurer shall preside at all Board Meetings of the ISRS.

SECTION 4. Vice President

In the absence of the President, the Vice President shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all restrictions upon the President. The Vice President shall have such other powers and perform such other duties as the Board of Directors may from time to time prescribe.

SECTION 5. Secretary

The Secretary shall maintain the minutes of the Meetings of the Board of Directors and shall perform like duties for standing committees when required. The Secretary shall cause notice to be given of all Meetings of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or by the President, under whose supervision the Secretary shall function.

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The Secretary shall have authority to affix the seal of the ISRS to any instrument requiring it and to attest to its authenticity. The Board of Directors may give authority to any other Officer to affix and attest to the seal of the ISRS. The Secretary may also attest all instruments signed by the President or Vice President.

SECTION 6. Treasurer

The Treasurer shall have custody of all ISRS funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the ISRS, and shall deposit all monies and other valuable effects in the name and to the credit of the ISRS in such depositories as may be designated by the Board of Directors. The Treasurer shall disburse the funds of the ISRS as ordered by the Board of Directors, taking proper vouchers for such disbursements. Yearly, the Treasurer shall make a report of the finances of the ISRS from January 1st to December 31st of the previous year and present it to the Board of Directors, and shall otherwise render an account of transactions as Treasurer and of the financial condition of the ISRS in accordance with currently acceptable accounting practices. The Treasurer shall report on the finances of the ISRS at each Board Meeting.

SECTION 7. Past President

The Past President shall serve as an Officer and provide support and advice as needed to the Board of Directors.

ARTICLE 3: BOARD OF DIRECTORS

SECTION 1. Powers

The business and affairs of the ISRS will be managed by or under the direction of the Board of Directors, which exercise all such powers of the ISRS and take all lawful actions not prohibited by the Bylaws. The Board of Directors consists of the five Officers plus eight other Board Members.

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SECTION 2. Number and Election

The Board of Directors shall consist of thirteen voting Members: the five Officers (the President, Vice President, Secretary, Treasurer, and immediate Past President) who shall serve during their terms; and eight other Members of the Board of Directors who shall be elected (each for a four-year term) by the ISRS active Members. In addition, the President may appoint ex-officio Members to the Board of Directors, these appointments subsequently being ratified by the Board. Ex-officio Members shall have non-voting rights. Each Member of the Board of Directors elected shall hold office until such Member's successor is elected or until such Member's earlier resignation or removal. Members of the Board of Directors may be re-elected for consecutive terms. Officers cannot serve in the same position for more than one term.

All Board Members must be physicians, physicists or medical scientists with advanced graduate degrees. Professional background among Board Members should be balanced to reflect the composition of the Membership, both by specialty and geography, and the goals of the Society.

SECTION 3. Vacancies

Any vacancy occurring on the Board of Directors may be filled until the next possible vote by ISRS active Members by obtaining an affirmative vote from the majority of the Members of the Board of Directors in office, even if less than a quorum is present.

SECTION 4. Board Meetings

Regular Meetings of the Board of Directors, including telephone conferencing, shall be held on such dates and at such times and locations as may be designated by the Board of Directors.

SECTION 5. Notice of Meetings

Notice of Meetings of the Board of Directors may be given either personally, by telephone, or by any other form of mail including electronic, addressed to the Members at least 10 days before the Meeting. Notice shall be deemed given when it is personally given or forwarded by mail or electronically. The notice need not specify the purpose of business of the Meeting.

SECTION 6. Quorum and Vote at Meetings

At any Meeting of the Board of Directors, a majority of the total number of Members in office shall constitute a quorum for the transaction of business. A majority of votes cast during a Meeting of the Board of Directors, duly called and at which a quorum is present, shall be sufficient to take or authorize action upon any matter which may properly come before the Meeting. If at any Meeting of the Board of Directors there is less than a quorum present, a majority of those present will adjourn the Meeting, without further notice, until a quorum is present. At any adjourned Meeting at which a quorum is present, any business may be transacted which might have been transacted at the original Meeting.

The ISRS recognizes that business of the Society will take place between the formal Society Meetings held every two years. Any action required or permitted to be taken at a Meeting of the Board of Directors or a Meeting of ISRS active Members may be taken without a face-to-face Meeting if a two-thirds vote can be obtained (either by written letter, facsimile, electronic mail, electronic meeting, or electronic voting system).

SECTION 7. Resignation and Removal

Any Member of the Board of Directors may resign at any time by delivering a written resignation to the President or Secretary. Unless otherwise specified in such notice the resignation shall take effect upon its receipt. A Member of the Board of Directors may be removed from office by the affirmative vote of two-thirds of the ISRS active Members present at any Meeting of the ISRS active Members duly called, and at which a quorum is present, only if, according to the judgement of the

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Members, the Board Member's removal is in the best interest of the ISRS. If the resignation or removal is of the President, Vice President, Secretary or Treasurer, the Board of Directors will from its composition appoint a replacement, this by majority vote. A replacement will then be appointed to, and ratified by, the Board of Directors.

SECTION 8. Reimbursement

Members of the Board of Directors shall not be entitled to compensation for their services but may receive reimbursement for any reasonable expenses incurred during authorized activities.

ARTICLE 4: MEMBERSHIP

The Membership is international in scope and there is no limit to the number of Members. A Membership term is for either one or two years from date of Membership approval or renewal by the Membership committee.

SECTION 1. Age of Members

There shall be no restriction on the age of a Member.

SECTION 2. Requirements, Types, and Procedure for Membership

An applicant for Membership of the ISRS must be a physician (e.g. neurosurgeon, medical oncologist neuro-oncologist, radiation oncologist, neuroradiologist, neuro-otologist, etc.), medical physicist, dosimetrist, radiation therapist, radiation biologist/scientist, nurse or administrator, either certified or resident or trainee, or student whose interests and activity include Stereotactic Radiosurgery, Stereotactic Body Radiation Therapy or related focal therapies.

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SECTION 2.1 Active Members

Active Members shall be eligible to vote at the Business Meeting of the ISRS, and to hold Office in the ISRS. An applicant for Active Membership must have:

- A record consistent with the highest ethical and medical standards of his or her profession
- An educational degree

Each application for active Membership shall file with the Membership Committee such documentation of eligibility requirements and such other information as is necessary to determine the applicant's qualifications for Membership.

Each applicant for active Membership shall become a candidate Member upon receipt of their formal application and dues payment. Candidate Members will be approved by the Membership Committee and if approved, shall then attain the status of active Member.

SECTION 2.2 Associate Members

Associate Members shall not be eligible to vote at the Business Meeting of the ISRS, or to hold Office in the ISRS. An Associate Member's dues are assessed based upon the most relevant following category as deemed by the Membership Committee for that individual:

- Corporate
- Non-Profit Patient Association
- Young Investigator – Medical Students, Residents, and Fellows

SECTION 2.3 Affiliate Members

Affiliate Members shall not be eligible to vote at the Business Meeting of the ISRS, or to hold Office in the ISRS. Members of Local Societies invited to become an Affiliated Society may join as an Affiliate Member.

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SECTION 2.4 Partner Members

Partner Members shall not be eligible to vote at the Business Meeting of the ISRS, or to hold Office in the ISRS. Members of National or Regional Associations invited to become a Partner Organization may join as a Partner Member.

SECTION 2.5 Academic Members

Academic Members shall not be eligible to vote at the Business Meeting of the ISRS, or to hold Office in the ISRS. Professionals employed by an academic or educational institution invited to become an Academic Sponsor may join as an Academic Member.

Any Members of the ISRS may be suspended or expelled upon documentation of professional, ethical, or moral misconduct. Such action shall require recommendation by seven of the thirteen Board Members and two-thirds of the Membership voting. A Member suspended for any cause may apply to the Membership Committee for reinstatement.

Any candidate for any status of Membership must apply for Membership. The application will be reviewed and must be approved by the Membership Committee. If approved and dues are paid, the candidate shall then attain the appropriate Membership status. Membership lasts for one or two years from the date of approval or renewal.

SECTION 3. Meetings of ISRS Members

The designated Business Meeting and any other regular Meetings of the Members shall be held on such dates and at such times and places as are determined by resolution of the Board of Directors, upon at least forty-five days written or electronic or other notice to Members.

Whenever possible, Meetings will be scheduled during the Biennial Congress of the Society; however, virtual Meetings and/or teleconferences are also acceptable forms of Business Meetings.

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SECTION 4. Quorum and Voting Requirements

The presence of thirty percent of the Members (or forty Members, whichever is lower) entitled to vote shall constitute a quorum for the transaction of business. The affirmative vote of a majority of those present at a Meeting at which a quorum exists shall be sufficient to take or authorize any action of the ISRS, unless otherwise required by law.

SECTION 5. Nominations for Office

At least sixty days before the designated Meeting of the ISRS the Nominating Committee shall select and report to the Secretary the names of nominees for the offices to be filled. The Secretary shall advise the Membership in writing or electronic or other means of the nominees at least forty-five days before such Meeting. Not less than sixty days before the designated Meeting any twenty Members of the ISRS may nominate any additional eligible candidate for office in writing signed by each and sent to the Secretary. The Secretary shall provide written notice to each Member of any additional nominations at least thirty days before the designated Meeting.

SECTION 6. Voting

Each Active Member of the ISRS shall be entitled to vote for the election of Officers and Board Members and to vote on other ballot measures at the designated Meeting. Voting will be by show of hands. If there is any election dispute then votes for each candidate shall be tabulated, the candidate with the fewest votes dropped from the slate, and further ballots completed until each vacancy is filled by a candidate who has received a majority of votes. In the event of a tie vote for any election of Officers or Members at large of the Board of Directors or for any other ballot measure the President shall cast the deciding vote.

SECTION 7. Rules of Order

Robert's Rules of Order governing deliberative bodies shall prevail at the Meetings of the ISRS unless otherwise stated in the Bylaws; however, if the application of

such rules is not feasible, the Officer presiding at such Meetings may determine that another suitable body of rules shall prevail.

SECTION 8. Annual and Biennial Membership Fees

The Annual and Biennial Membership Fees shall be established by the Board of Directors. Whenever possible, this will be presented in advance and voted on at the Biennial Meeting.

SECTION 9. Suspension for Non Payment

Members, who are not updated on the payments of their dues to the ISRS, will lose their access to ISRS benefits by inactivation of their password needed to access services provided through the website. A default in payment of dues owed for six months shall automatically cause suspension of the Membership. Any Member whose Membership in the ISRS is suspended because of non-payment of dues as required may apply to the Membership Committee for reinstatement.

SECTION 10. Special Assessment

The Board of Directors shall have the power to impose Special Assessments.

ARTICLE 5: COMMITTEES

SECTION 1. Standing Committees

The ISRS shall establish standing Committees comprised of Board Members, ISRS Members or others exceptionally appointed or re-appointed by the President. The Chair of each Standing Committee shall be a Member of the Board of Directors. The Officers may for any individual Meeting appoint an alternative Chair.

Standing Committees include the following:

1. **Awards Committee** shall consist of a Chair who shall:
 - Recommend (before the upcoming Congress) to the Board of Directors names of Members worthy to receive the Jacob I. Fabrikant Award

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- Recommend (at the Congress) to the Board of Directors names of ISRS Members worthy to receive the Best Poster Award, the Young Investigator Award and the Young Professional Award
- Review any other award, fellowship, or similar topics that are requested by the President

Final selections are made by the ISRS Board of Directors and Officers. New awardees must not currently hold ISRS Office.

2. **Bylaws Committee** shall consist of a Chair and other Members who shall:

- Review the Bylaws annually and make recommendations for revision as necessary
- Collect and review proposed suggestions for revision
- Advise the Officers and Board of Directors and provide detailed knowledge of Bylaws during Board Meetings

3. **Certification Committee** shall consist of Co-chairs and other Members who shall:

- Continue to develop and promote the ISRS Certification Service
- Maintain a list of minimum standards for ISRS Certification and update as needed
- Recruit a Certification team from Officers, Board of Directors and Members on an ongoing basis
- Coordinate Certification audits
- Liaise with the Board of Directors regarding opportunities for development, expansion and growth of the Certification Service

At least one of the Co-chairs of the Certification Committee must be an ISRS Officer.

4. **Communications Committee** shall consist of Co-chairs and other Members who shall:

- Create and edit the ISRS newsletters and make contributions/ suggestions for their clinical and scientific content
- Create and edit the Congress proceedings and make contributions/ suggestions for their clinical and scientific content

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- Manage the content and quality of all print and online communications, including the www.isrsy.org website and all social media channels, providing suggestions to improve and increase traffic
- Review content and test new pages prior to release
- Add, repost, share and like posts on social media channels on a regular basis

5. **Congress and Scientific Committee** shall consist of Co-chairs and other Members who shall:

- Supervise and coordinate all aspects of the ISRS Congress with the local organizers
- Advise and provide suggestions for the Congress clinical and scientific content
- Report regularly on the progress of the organization of the Congress to the Officers of the Society and at each Board Meeting

6. **Education Committee** shall consist of Co-chairs and other Members who shall:

- Advise the Board of Directors on all projects concerning education, events, and virtual networking opportunities in the fields of SRS, SBRT and other focal therapies relevant to the Society
- Organize Educational Courses and events to allow ISRS accreditation of individual Members and potential Members and to engage with industry and other societies
- Organize the pre-Congress Educational Course
- Ensure CME accreditation of the ISRS Congress
- Ensure that the online communication on courses and events are up to date and relevant
- Launch and promote ISRS endorsed events/courses and ISRS sponsored events/courses
- Set up criteria for ISRS endorsement and sponsoring of events/courses

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7. **Guidelines Committee** shall consist of the Chair who may appoint Co-chairs and other Members who shall:
 - Define and develop clinical guidelines in SRS and SBRT
 - Support development of clinical guidelines in related focal therapies
 - Support ISRS Members in implementation of guidelines

8. **Membership Committee** shall consist of Co-chairs and other Members who shall:
 - Review and advise the Board on all applications for Membership and accept or refuse the new Members on a regular basis. Responsibilities also include the evaluation of a Member's professional conduct if requested and suspension if appropriate (Article 4, section 2.D.)
 - Collect additional names and/or databases for promotion to attract potential Members for the Society or Congress participants
 - Arrange ISRS Business Meetings with Affiliated Societies, Partner Organizations, Academic Sponsors, Corporate Sponsors and KOLs at the Congress

9. **Nominating Committee** shall consist of the Officers of the Society who shall:
 - Present candidates for election by the Board of Directors not less than sixty days before the Congress General Assembly Meeting of the Society

10. **Research Committee** shall consist of Co-chairs and other Members who shall:
 - Identify research opportunities under the ISRS portfolio. The research committee examines specific areas of SRS, SBRT and related focal therapies to address scientific and clinical questions, and collates and conducts specific research projects
 - Initiate international research collaborations

11. **Strategic Development Committee** shall consist of a Chair or co-chairs and Members who shall:
 - Secure financial support, partnerships, collaborations and other business development opportunities to enable ISRS to implement its educational and

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certification programs, research initiatives and scientific congresses in fulfillment of its mission

12. **Webinars Committee** shall consist of Co-chairs and other Members who shall:
- Maintain the Webinar program and ensure new webinars are given at least on a monthly basis
 - Approach potential speakers to contribute to the Webinar program
 - Promote and increase attendance to the Webinars
 - Set up and maintain CME credits for Webinar attendance

SECTION 2. Other Committees

Other Committees may be appointed by the President on an ad hoc basis, separate from the standing Committees. Each ad hoc Committee shall report to the Board of Directors.

SECTION 3. Quorums

The majority of each Committee shall constitute a quorum thereof. Each Committee may select its own Secretary.

SECTION 4. Annual Report

The Chair of each standing Committee shall make a report to the Board of Directors at a time designated by the President and shall otherwise report to the Board of Directors upon request as warranted by such Committee's activities.

SECTION 5. Expenditures

Except to the extent specified in these Bylaws or authorized by resolution of the Board of Directors, no Committee or Committee Chair or Member shall be authorized to represent or bind the ISRS in any manner or to any degree, or to incur any liability, obligation, contract or debt on behalf of the ISRS.

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SECTION 6. Term of Office

The Term of Office of a Member of any Committee shall begin with the last day of the Biennial Meeting in the year of appointment. The Chair of a Committee shall serve at least 4 years and a Member at least 2 years. The only exception shall be in the case that Chair of a Committee has less than 4 years remaining in his/her Term of Office as a Board Member in which case he / she shall serve as Chair for the amount of time he or she remains a Board Member.

SECTION 7. Meetings

Any Committee shall meet at the call of its Chair or majority of the Members of the Committee.

SECTION 8. Voting

Each Committee Member shall be entitled to one vote, either in person or by signed proxy.

SECTION 9. Publications

Publications of official information other than information directed by the Publication Committee, must be approved by the Board of Directors before publication.

ARTICLE 6: INDEMNIFICATION

The ISRS shall indemnify to the maximum extent permitted by law (but only to the extent covered by any insurance the ISRS may from time to time maintain or as otherwise may be determined by the Board of Directors) each Board Member, and each former such person, against expenses, judgments, and fines actually and necessarily incurred by such Board Member in connection with the defense of any action, suit, proceeding, of whatever nature, whether civil, criminal, legislative, administrative, or investigative, in which such covered person is made a party by reason of serving the ISRS in such capacity.

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This indemnification extends to any criminal action, suit, investigation or proceeding, provided that the same shall be dismissed against such covered person or that such covered person shall be found not guilty. Such indemnification likewise extends to a criminal action, suit, investigation or proceeding that is terminated by a plea of nolo contendere or its equivalent, to a charge of misdemeanor, provided that the conduct complained of on the part of the covered person was done in good faith and with the belief that it was done in the best interests of the ISRS and on the reasonable assumption of its legality.

No such reimbursement or indemnification shall relate to any expense incurred in connection with any matter as to which such covered person has been adjudged to be liable for negligence or misconduct in the performance of any duty. The indemnification herein shall not preclude other rights which such covered person may have under any agreement, vote of the Board of Directors, or otherwise.

The indemnification provided herein shall be effective only upon a determination by the Board of Directors (upon the vote of disinterested Members of the Board of Directors only) or upon the Board of Director's request, by independent legal counsel, that the standards for such indemnification have been met.

ARTICLE 7: AMENDMENTS

These Bylaws may be altered or amended at any Board Meeting of the ISRS, by two-thirds vote of those voting Members present at said Meeting provided a quorum is present and provided a written copy of said amendment is filed with the Secretary Treasurer and notice is given in writing or by electronic or other means to the Board Members at least 30 days before said Meeting.

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ARTICLE 8: GENERAL PROVISIONS

SECTION 1. Execution of Instruments

All checks or demands for money and notes of the ISRS shall be signed by such Officer or Officers or such other person or persons as the Board of Directors may from time to time designate.

SECTION 2. Seal

The ISRS may have a seal of such design as the Board of Directors may adopt. The custody of this seal shall be with the Secretary who shall have authority to affix the seal to all instruments for which it is required.

SECTION 3. Fiscal Year

The Fiscal Year of the ISRS is from January 1st till December 31st.

ARTICLE 9: DISSOLUTION

In the event that the Membership votes to dissolve the International Stereotactic Radiosurgery Society, all monies residual in the treasury after payment of all appropriate debts will be donated to the International Red Cross.