

BYLAWS
of the
RADIATION RESEARCH FOUNDATION
Amended August 16, 2020

ARTICLE I – Name; Status; Offices

1. The name of this organization shall be the *Radiation Research Foundation* (“Foundation”).
2. The Foundation has been established under the laws of the State of Kansas and shall at all times be operated as an organization of the type described under Section 501(c)(3) if the Internal Revenue Code, and for the purposes defined below.
3. The principal office of the Foundation in the State of Kansas shall initially be located at 3901 Rainbow Blvd., Kansas City, Kansas 66160. The Foundation’s principal office may be changed from time to time, and the Foundation may have such other offices inside or outside the State of Kansas, all as the Board of Directors may determine appropriate to most effectively to carry out the affairs of the Foundation.
4. The location of the initial registered office and the name of the initial registered agent of the Foundation in the State of Kansas shall be as stated in the Articles of Incorporation, subject to change as permitted by law.

ARTICLE II – Mission and Intent

1. The mission of the Foundation is to provide important support for the field of radiation sciences, and specifically in the form of scholarships and other financial assistance to young investigators in the field of radiation sciences.
2. There has been a generalized failure to maintain young investigators within the sciences encompassed by the term “radiation research” beyond the graduate/post-doctoral stages. Contributing factors include declining funding and/or decreasing numbers of job opportunities, particularly within academia. Early career scientists are particularly vulnerable, given their relative lack of experience in grant writing, limited access to mentors, and limited job protection; and they consequently experience difficulty in the acquisition of funding for their research.
3. The term “young investigator” is defined as a person who has completed the terminal degree within the previous 10 years; who holds an academic rank no higher than Assistant Professor, Associate Research Scientist, or its equivalent; and is not the Principal Investigator of a nationally peer-reviewed, multi-year research grant from NIH, NASA, DOD, or equivalent.

4. The Foundation will accomplish its mission by providing small grants that will aid young investigators in acquiring independent funding. The term “grants” will be used to describe monies awarded for (although not limited to) the following purposes: to partially or completely cover travel to radiation research-relevant meetings; to fund specific pilot projects that will lead to funding opportunities; and to provide funding that will allow for short-term sabbaticals in order to meet with mentors and/or receive instruction in relevant technique(s) or technologies within the field of radiation sciences. As required by the specific purpose to be funded, grants may be made to individuals (e.g., travel awards), the investigator’s institution (e.g., funds for pilot research projects), or to an appropriate other charitable and/or educational organization (e.g., the Radiation Research Society) that will award and administer the designated funds.
5. Through this mission, it is hoped that the Foundation will help to advance young investigators in the fields of the radiation sciences, thus maintaining the vitality of the radiation research sciences in general and the Radiation Research Society specifically, to the benefit of many.
6. It is expressly intended that (a) the Foundation shall be exempt from federal and state income tax and (b) any transfers made to the Foundation shall qualify for a charitable deduction under the applicable provisions of the Internal Revenue Code. Any questions applicable to the Foundation shall be resolved accordingly. No powers or discretion of any Director or officer with respect to the Foundation shall be exercised or exercisable except in a manner consistent with this intent.

ARTICLE III – Board of Directors: Composition, Appointment and General Authority

1. The affairs of the Foundation shall be conducted by a Board of Directors (referred to individually as a “Director”).
2. It shall be the guiding principle of the Foundation and its Board of Directors to provide equal opportunities to all branches of the radiation sciences in the conduct of the affairs of the Foundation.
3. The Board of Directors shall consist of ten (10) persons who are leaders in the field of radiation research as well as having experience in academia or industry. There is no specified term of service; rather, each Director shall serve until resignation, death, or removal by the Board.
4. In the event that a Director indicates an intent to resign from the Board, a replacement Director will be selected by the entire Board. Nomination of potential individuals may be made by any Director. After review of the potential Director’s qualifications, a vote for approval will be held by the entire Board (including the exiting Director). Approval of the nomination requires a positive vote by six (6) Directors. Upon approval, the prospective Director will be invited to serve on the Board. Upon execution of a document accepting the appointment and consenting to fulfill the responsibilities prescribed in the Bylaws, the new Director will begin service and the exiting Director will discontinue service as a Director.

5. Any unanticipated vacancy on the Board of Directors due to death or incapacitation shall be filled by an appointment of a successor Director in a manner consistent with the provisions of Section 4 of this Article. Approval of a nomination will require the votes of six (6) of the nine (9) remaining Directors. However, until such time as a successor Director has been appointed, the remaining Directors shall have the authority to continue to act as the Board of Directors under these Bylaws.
6. Any Director may be removed by a vote of seven (7) of the other nine (9) Directors then acting, whenever in their judgment the best interest of the Foundation will be served thereby. Any such removal is effective immediately upon notice being given to the Director who has been removed.
7. The Board of Directors shall be responsible for the overall management of the Foundation and will have oversight with respect to dispersal of all Foundation funds, ensuring representation of recipients from across the spectrum of disciplines encompassed by the term “radiation research”. Importantly, all Directors will be directly engaged in fund-raising for the Foundation through personal donations, direct appeals to friends, colleagues, etc., participation in fund-drives, making solicitations to interested bodies, e.g. the American Society for Radiation Oncology, etc.
8. Except as may be expressly limited by the Articles of Incorporation, these Bylaws or by applicable law, the Board of Directors shall have and be vested with all powers and authorities to do or cause to be done any and all lawful things for and on behalf of the Foundation, in a manner consistent with the Foundation’s mission.

ARTICLE IV – Officers

1. The Chair shall be the chief executive officer of the Foundation and shall also preside over all meetings of the Directors. The Chair shall have general and active management of the affairs and conduct of the Foundation and shall carry into effect all directions and resolutions of the Board of Directors. The Chair shall have such other or further duties and authority as may be prescribed elsewhere in these Bylaws or from time to time by the Board of Directors.
2. The Vice Chair shall act in place of the Chair in any situation when the Chair is unavailable or otherwise unable to act. The Vice Chair shall have such other or further duties and authority as may be prescribed elsewhere in these Bylaws or from time to time by the Board of Directors.
3. The Secretary-Treasurer shall be responsible for the day-to-day management of the Foundation’s accounts and records, and shall also be the person primarily responsible for compliance with requirements for maintenance of the status of the Foundation as a Section 501(c)3 organization consistent with the intent stated in Article I, Section 6.

4. There is no specified term of service for the officers. In the event a Director provides notice of intent to resign from an office, a replacement will be elected from the remaining Directors. Nominations for the office may be made by any Director. Election to the office requires a positive vote by six (6) of the ten (10) Directors. In the event of death, incapacitation, or removal of a Director who serves as an officer, where it is necessary to replace the officer prior to replacing the Director, a replacement will be elected from the remaining Directors. Nominations for the office may be made by any Director. Election to the office requires a positive vote by seven (7) of the nine (9) Directors.

ARTICLE V – Meetings

1. The Board of Directors shall determine the number, times, and places of the annual meeting and other regular meetings of the Board of Directors. At least one meeting shall be held in each calendar year.
2. Special meetings may be called by the Chair or at the request of at least six (6) of the Directors.
3. With respect to each meeting of the Board of Directors, notice of the time and location of the meeting shall be provided to each Director at least two (2) weeks prior to the meeting (except in cases of unusual circumstances as provided in Section 7), along with an agenda of topics to be considered at such meeting.
4. Unless otherwise restricted by the Articles of Incorporation, these Bylaws or by applicable law, any one or more Directors may participate in a meeting of the Directors by means of conference telephone or other electronic method of communication whereby all persons participating in the meeting can hear each other, and participation in a meeting in such manner shall constitute presence in person at such meeting.
5. A “Normal Quorum” is defined as eight (8) of the current Directors, and is generally required to conduct any business of the Foundation. When a Normal Quorum is present at any meeting of the Directors, any decision of the Board of Directors shall require only a simple majority vote, i.e., more than half of those Directors voting. The provisions of this Section shall not apply to any decision of the Board of Directors which requires greater percentage of approval as provided in the Articles of Incorporation or these Bylaws.
6. Business of the Foundation may be conducted at a meeting of the Board of Directors at which a Normal Quorum is not present provided at least a majority of the Directors are present at such meeting. However, any decision of the Directors at such a meeting shall require approval of the same number of Directors who would be required for approval of an action as provided in Section 5 of this Article, as if a Normal Quorum was present at such meeting. The provisions of this Section shall not apply to any decision of the Board of Directors which requires greater percentage of approval as provided in the Articles of Incorporation or these Bylaws.

7. Business of the Foundation may be conducted at any meeting as to which the notice requirement was not satisfied as provided in Section 3, or if the subject matter was not included on the agenda that was included in such meeting notice, but in the event of such a meeting or subject matter, the requirement for approval of any action of the Directors shall be increased by one additional favorable vote over the requirement specified in Sections 5 and 6. The provisions of this Section shall not apply to any decision of the Board of Directors which requires greater percentage of approval as provided in the Articles of Incorporation or these Bylaws.
8. Unless otherwise restricted by the Articles of Incorporation, these Bylaws or by applicable law, any action required to be taken at a meeting of the Directors or any other action which may be taken at a meeting of the Directors may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all the Directors. Any such consent signed by all the Directors shall have the same effect as majority vote occurring at a meeting of the Directors. For purposes of this Section, a communication from a Director in the form of an E-mail in support of any decision of the Board shall be treated the same as a signed consent from such Director in favor of such decision, so long as the E-mail is sent from a source that such Director has previously used in connection with any prior communication with the Foundation or the other Directors.

ARTICLE VI – Amendments; Copies for Review

1. An amendment to the Bylaws may be proposed by at least two (2) Directors, preferably in time to be distributed to the Board of Directors more than two weeks prior to a scheduled Board meeting.
2. If a proposed amendment is distributed at least two (2) weeks prior to a scheduled Board meeting, then approval requires an affirmative vote of at least seven (7) of the Directors.
3. If a proposed amendment is distributed less than two (2) weeks prior to a scheduled Board meeting, then approval requires an affirmative vote of at least eight (8) of the Directors.
4. Any amendments approved as provided in this Article shall take effect immediately upon approval.
5. The Corporation shall keep, at its principal offices, a copy of the Bylaws of the Foundation, as amended, which shall be open to inspection by any Director at all reasonable times during business hours.

ARTICLE VII – Fiscal Authority

1. The Board of Directors may authorize any officer or officers, agent or agents of the Foundation to enter into any contract or execute and deliver any instrument

to the name of and on behalf of the Foundation, and such authority may be general or confined to specific instances.

2. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Foundation shall be signed by such officer or officers, agent or agents of the Foundation and in such manner as shall from time to time be determined by resolution of the Board of Directors.
3. All funds of the Foundation shall be deposited from time to time to the credit of the Foundation in such banks, trust companies or other depositories as the Board of Directors may select.
4. The Board of Directors may accept, or authorize any officer or employee or accept, on behalf of the Foundation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Foundation.

ARTICLE VIII – General Prohibitions

Notwithstanding any provision of the Bylaws which might be susceptible to a contrary construction:

1. The Foundation shall be organized and operated exclusively for the purposes as described in Article II of these Bylaws.
2. The Foundation shall be operated exclusively in a manner that will continue to allow the Foundation to qualify as a 501(3)(c) organization as provided in Article II, Section 6 of these Bylaws.
3. The Foundation shall have no stockholders and shall not be required to have Members. However, if applicable state law should require the existence of Members, then the Directors acting at any time shall be deemed to be the Members of the Foundation.
4. No part of the income or assets of the Corporation shall be distributed to, nor inure to the benefit of, any of its officers, Directors, or other private persons, except that the Foundation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II.
5. No substantial part of the activities of the Foundation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, nor intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office.
6. The Foundation shall not carry on any activities not permitted to be carried on: (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code; or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

ARTICLE IX - Distribution on Dissolution

1. Upon the dissolution of the Foundation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Foundation, dispose of all of the assets of the Foundation in such manner as the Board of Directors shall determine, exclusively for the purposes of the Foundation or to such organization or organizations organized and operated exclusively for religious, charitable, scientific, literary and educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code ("Exempt Purposes").
2. To the maximum extent possible, first priority for distribution of assets pursuant to this Article should be to the Radiation Research Society, with the expectation that such organization will continue to apply such funds in a manner consistent with the stated mission of this Foundation.
3. Upon dissolution of the Corporation, if there are any assets not disposed of as provided in Section 1 of this Article, such assets shall be disposed of by the District Court of the county in which the principal office of the Foundation is then located, as such court shall determine (a) directly for Exempt Purposes or (b) to such one or more other organizations which are organized and operated exclusively for Exempt Purposes.

ARTICLE X – Indemnification

1. Each Director or officer, or former Director or officer, of the Foundation and his or her legal representatives, shall be indemnified by the Foundation against liabilities, expenses, counsel fees and costs reasonably incurred by such person or such person's estate in connection with, or arising out of, any action, suit, proceeding or claim in which such person is made a party by reason of being, or having been, such Director or officer; provided, that the Foundation shall not indemnify such Director or officer with respect to any matters as to which he or she shall be finally adjudged in any such action, suit or proceeding, to have been liable for negligence or misconduct in the performance of his or her duties as such Director or officer. The indemnification herein provided for, however, shall apply also in respect to any amount paid in compromise of any such action, suit, proceeding or claim asserted against such Director or officer (including expenses, counsel fees and costs reasonably incurred in connection therewith), provided the Board of Directors of the Foundation shall have first approved such proposed compromise settlement and determined that the Director or officer involved was not guilty of negligence or misconduct; but in taking such action, any Director involved shall not be qualified to vote thereon.
2. In determining whether or not a Director or officer was guilty of negligence or misconduct in relation to any such matters, the Board of Directors may rely conclusively upon an opinion of independent legal counsel selected by the Board of Directors. Unless otherwise provided by law, any compromise settlement authorized herein shall be effective without the approval of any court. The right

to indemnification herein provided shall not be exclusive of any other rights to which such Director or officer may be lawfully entitled.

3. No Director or officer of the Foundation shall be liable to any other Director or officer or other person for any action taken or refused to be taken by him or her as Director or officer with respect to any matter within the scope of his or her official duties, except such action or neglect or failure to act as shall constitute negligence or misconduct in the performance of duties as Director or officer.

Document History:

Initial version (July 2014) approved by the Governing Council of the Radiation Research Society, July 29, 2014. Five RRS members selected by the Governing Council to constitute the initial Board of Directors.

Acceptance of appointment to the Board of Directors and consent to fulfill responsibilities of the Bylaws by initial five RRS members, September 20, 2014.

Appointment of two additional Directors to the Board of Directors completed July 16, 2015.

Amendments Approved (5-0), November 4, 2019.

Amendments Approved (7-0), August 16, 2020.