



Operating Guidelines

I NAME AND PURPOSE

A. *Name*

The name of the organization will be the Institute for Molecular Technologies (IMT). IMT is an official Council of the Academy of Molecular Imaging (AMI).

B. *Purpose*

The purpose and objectives of IMT will be to:

Sponsor and promote educational efforts to medical and science professionals, patients, the public, Congress and government agencies in support of molecular imaging, while promoting cooperation between AMI and other organizations with similar missions, e.g., the SNM and the Radiological Society of North America (RSNA), in pursuit of its purposes.

C. *Mission*

The mission of IMT will be to advance the development, approval, appropriate use and reimbursement of molecular imaging technologies.

D. *Not For Profit*

The IMT is not organized nor shall it operate for pecuniary gain or profit, and it does not contemplate the distribution of gains, profits or dividends to the members thereof, or to any private shareholder or individual.

1. Property of IMT

The property, assets, profits and net income of this IMT are irrevocably dedicated to non-profit and educational purposes and no part of the property, assets, profits or net income of IMT will ever inure to the benefit of any Director, Officer, or member thereof, or to the benefit of any private shareholder or individual.

2. Dissolution

Upon the dissolution or abandonment of IMT, the assets remaining after payment of or provision for all debts and liabilities of IMT will revert to its parent organization, the Academy of Molecular Imaging.

II ORGANIZATION

A. *Membership*

General membership will comprise representatives of scientific, industrial, manufacturing, product and service companies and service providers. The annual membership dues will be stratified to reflect revenues of products and services. Members will be considered in good standing if dues are remitted in a timely fashion.

Membership dues are based upon revenues derived from molecular imaging:

1. *Corporate Council*: revenues exceeding \$200 million per year
 - a. Dues will be \$200,000 per year
2. *Partners*: \$10 million to \$200 million per year
 - a. Dues will be 0.1% of revenues
3. *Associates*: \$0 to \$10 million per year per year
 - a. Dues will be \$10,000 per year per year
 - b. For the purposes of transitioning to the threshold dues amount in A(3)a above, members paying less than \$10,000 in 2008 will be permitted to remain at current dues levels until the end of 2009.

B. *Governance*

Governance in IMT will consist of a Chair, a Steering Committee and such Working Groups as are necessary to conduct IMT business.

1. The IMT Chairman:

The Chairman will administer the affairs of IMT and supervise all phases of its activities subject to the will and directives of its members and will preside at IMT meetings. The Chairman will also propose an annual budget for IMT for approval by its members.

The Chairman will call and set the agenda and chair meetings of IMT. The Chairman may appoint and dissolve Working Groups as needed to conduct IMT business and represent the members' interests and may delegate any right or duty to another member of the Steering Committee or any duty to the Business Development Executive

The Chairman will designate an assistant or a member to record meeting affairs, distribute agendas and minutes and shall conduct general correspondence.

If the office of the Chairman is vacated by reason of resignation or death, the IMT Steering Committee will elect an interim Chairman until a new Chairman is duly elected.

2. The IMT Steering Committee

The Steering Committee will advise the Chair on direction and strategies of IMT and will be composed of the IMT Chairman, one representative from each member company and all Working Group Chairs. The IMT Steering Committee will meet no fewer than two times per year. The Chairman and one elected member of the Steering Committee will represent IMT on the Board of Directors of AMI. That member will be elected and serve according to the terms of the AMI Board of Directors.

3. Compensation

No compensation will be paid to any official of IMT.

4. Voting

Each member company in good standing will may vote in IMT general business. Votes will be cast by the companies' Steering Committee members. Corporate Council members receive three votes, Partners receive two and Associates receive one each. Voting may take place by voice or ballot during general meetings or by electronic mail.

A quorum of members will be required for actions requiring votes and will consist of 30% of the Steering Committee votes. A Steering Committee member may designate a substitute from the member company for voting purposes.

The IMT welcomes attendance at meetings and participation in Working Groups by others within membership companies.

III OFFICES AND MEETINGS

A. *Site*

The registered office of IMT will be in Los Angeles, CA.

B. *Fiscal Year*

The fiscal year of the IMT will be the calendar year.

C. *Meetings*

The IMT will hold biannual meetings of the general membership, at least one of which will be concurrent with the annual meeting of SNM or RSNA.

D. *Interim Meetings*

Upon the direction of the Chairman and upon approval of a majority of the membership, interim meetings may be called with attendance or by telephone. Notice for interim meetings in which business shall be transacted shall require a

minimum of 30 days notice given via mail or email. The purpose of interim meetings must be stated in any notices.

IV TERM OF OFFICE

The Chairman will be elected to two (2) year terms by a simple plurality of general membership by ballots during a public meeting announced at least 2 weeks in advance. Electronic means of conducting elections will be allowed.

V ANTI-TRUST

IMT will fully comply with the anti-trust policies of its parent organization, the Academy of Molecular Imaging.