

BYLAWS

OF THE ALABAMA SOCIETY OF RADIOLOGIC TECHNOLOGISTS

ARTICLE I – NAME

The name of this organization shall be the ***Alabama Society of Radiologic Technologists, (ALSRT)*** hereinafter referred to as the Society, affiliated with the American Society of Radiologic Technologists (ASRT).

ARTICLE II – PURPOSE AND FUNCTIONS

Section 1: Purposes

The purpose of this Society shall be to advance the professions of radiation and imaging disciplines and specialties; to assist in establishing and maintaining high standards of education; to enhance the quality of patient care; and to further the welfare and socioeconomics of radiologic science professionals.

Section 2: Functions

- A. To provide meetings at which to transact Society business, to present scientific papers, to conduct educational activities, to discuss professional issues, to encourage similar programs among districts and chapters of the Society.
- B. To publish and disseminate information pertinent to the conduct of the Society or the profession.
- C. To assist in establishing and enunciating high standards of education and training and to implement them through appropriate channels.
- D. To stimulate and encourage research designed to provide the knowledge needed to assure increasingly efficient patient care.
- E. To expand educational opportunities and to develop programs designed to broaden the scope of technological service.
- F. To enunciate policies concerning the professional status, legislative activity, and the welfare of its members.
- G. To cooperate with external organizations or agencies whose policies are not in conflict with those of the American Society of Radiologic Technologists, as may be necessary to maintain continued progress and growth of the Society.

ARTICLE III – MEMBERS

Section 1: Policy

- A. The Society is committed to equal opportunity and nondiscrimination in all programs and activities. No one shall be denied opportunities or benefits on the basis of age, sex,

45 color, race, creed, national origin, religious persuasion, marital status, sexual orientation,
46 gender identity, military status, political belief or disability.

47 B. The name of the Society or any of its officers, delegates, Board of Directors or its staff, in
48 their official capacities, shall not be used in connection with a corporate company for
49 other than the regular functions of the Society.

50

51 **Section 2: Qualifications**

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53 A. All candidates for membership shall submit the prescribed application form properly
54 completed, together with required fees, and shall furnish any additional information as
55 may be required.

56 B. The membership of the Society shall be those persons involved in the radiologic
57 sciences.

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59 **Section 3: Categories**

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61 The membership of this Society consists of two categories, Voting and Non-Voting Members,

62 A. Voting Members:

- 63 1. Active
- 64 2. Associate
- 65 3. Life

66 B. Non-Voting Members:

- 67 1. Honorary
- 68 2. Supporting
- 69 3. Student
- 70 4. Inactive

71 C. Membership categories defined

- 72 1. **Active members** are those who are registered by the American Registry of
73 Radiologic Technologists (ARRT), or its equivalent, or hold unrestricted license
74 under state statutes and hold membership in the American Society of Radiologic
75 Technologists (ASRT). They shall have all the rights, privileges and obligations of
76 members including the right to vote, debate, and hold office.
- 77 2. **Associate members** are those persons who do not meet the qualifications for active
78 membership. Associate members shall have all the privileges and obligations of
79 active members except the right to hold office.
- 80 3. **Life members** shall be active members who have rendered exceptional service to
81 the Society. Life members shall be selected by a majority vote of a regular meeting,
82 upon a unanimous recommendation of the Board of Directors. They shall pay no
83 dues and have all the privileges and obligations of active members.
- 84 4. **Honorary members** are those persons who, because of the interest they have
85 evidenced in the activities and aims of this Society, the Society wishes to honor.
86 Honorary members shall be chosen by a majority vote at a regular meeting of the
87 Society upon unanimous recommendation of the Board. They shall pay no dues,

88 and shall have all the privileges and obligations of active members except the right to
89 vote and hold office.

90 5. **Supporting members** shall be those persons who are interested in promoting the
91 purposes and functions of this Society, but who are not eligible for other membership
92 categories. They shall have all the privileges and obligations of active members
93 except the right to vote and hold office.

94 6. **Student members** are those who are enrolled in primary radiologic sciences
95 programs accredited by an agency recognized by the American Registry of
96 Radiologic Technologists (ARRT). Eligibility for application to this category shall
97 terminate upon conclusion of, or discontinuation of, such education. Student
98 members shall have all the privileges and obligations of active members, except the
99 right to vote and hold office other than Student Delegate.

100 7. **Inactive members** are former members who are no longer actively engaged in the
101 field of radiologic technology and who have applied for inactive status. They shall
102 have all the privileges and obligations of active members except the right to vote and
103 hold office.

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105 **Section 4: Resignation**

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107 Any members shall have the right to resign by written notice to the Secretary/Treasurer
108 providing all dues or other indebtedness to the Society have been paid.

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110 **Section 5: Censure, Reprimand and Removal**

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112 Any member may be suspended or terminated for cause. Sufficient cause for suspension or
113 termination of membership shall be a violation of the Bylaws or any lawful rule or practice duly
114 adopted by the Society or any other conduct prejudicial to the interests of the Society.

115 A. If the Board of Directors deems the charges to be sufficient, the person charged shall be
116 advised in writing of the charges.

117 B. A statement of the charges shall be sent by certified or registered mail to the last
118 recorded address of the member at least twenty (20) days before final action is taken.

119 C. The statement shall be accompanied by a notice of the time and place of the meeting of
120 the Board of Directors at which time the charges shall be considered.

121 D. The member shall have the opportunity to appear in person and be represented by
122 counsel to present any defense to such charges before action is taken.

123 E. Suspension or expulsion shall be by two-thirds (2/3) vote of the entire membership of the
124 Board of Directors.

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126 **Section 6: Reinstatement**

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128 Any member who has resigned or whose membership has been deleted from the Society for
129 other reasons may be reinstated only after filing a new application and paying the fees as a new
130 member.

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132 **Section 7: Membership Fees**

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- 134 A. The application fee for active, associate and supporting members shall be uniform and
 135 of such amount as is required by the Society. In the case of the student member, the
 136 fee may be waived by a unanimous vote of the Board of Directors.
- 137 B. Dues for all members, established by the Board of Directors, require adoption by a
 138 majority of the members. Notice of such must be given to the voting members at least
 139 thirty (30) days in advance of the vote.
- 140 C. Members who are more than sixty (60) days in arrears of payment of dues lose all rights
 141 of membership. It shall be the duty of the Secretary/Treasurer to erase from the rolls of
 142 membership the name of any person who is in arrears for more than sixty (60) days.
- 143 D. Membership dues are payable annually by May 1st. The Society's accounting and
 144 corporate fiscal year is May 1st to April 30th.

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146 **ARTICLE IV – OFFICERS**

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148 **Section 1: Elected Officers**

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150 The officers of the Society shall be; President, President-Elect, Vice-President, and
 151 Secretary/Treasurer, and such additional officers as are recommended by the Board of
 152 Directors, and ratified by the membership.

153

154 **Section 2: Qualifications**

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156 All officers of the Society shall be active members and employed in the field of radiologic
 157 technology.

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159 **Section 3: Eligibility**

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161 Officers who meet eligibility requirements at the time of assuming office shall be permitted to
 162 complete the term, even though employment status may change.

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164 **Section 4: Election**

165

166 The President-Elect, Vice-President, or other officers shall be elected by a majority vote of the
 167 voting members present at an annual conference business meeting, or at another time by
 168 special ruling of the Society Board of Directors. The Secretary/Treasurer is appointed annually
 169 by the Society Board of Directors.

170

171 **Section 5: Term**

172

- 173 A. The President-Elect shall serve for a term of one (1) year as President-Elect, one (1)
 174 year as President, one (1) year as Executive Board Member, and one (1) year as
 175 Chairman of the Board.

- 176 B. The Vice-President shall serve for a term of one (1) year or until a successor has been
 177 appointed or elected.
- 178 C. The Secretary/Treasurer shall serve for a term of one (1) year or until a successor has
 179 been appointed.
- 180 D. All officers shall surrender to their successors all records and properties belonging to the
 181 Society.
- 182 E. The Vice-President may be re-elected. The Secretary/Treasurer may be re-appointed.
- 183 F. The newly elected officers shall be installed into office under direction of the Board.

184

185 **Section 6: Nominations**

186

- 187 A. Nominations may be submitted by any Society voting member. Nominations should be
 188 sent to a member of the Committee on Nominations.
- 189 B. A nominating committee of three or more members shall be appointed at least sixty (60)
 190 days prior to the date of the annual meeting.
- 191 C. The committee shall satisfy itself that all candidates have the proper credentials and are
 192 willing to serve if elected.
- 193 D. The procedure by which this committee is appointed and the qualifications of its
 194 members shall be determined by the Board of Directors.

195

196 **Section 7: Vacancies**

197

- 198 A. A vacancy in the office of President shall be filled by the Vice-President.
- 199 B. A vacancy in the office of President-Elect shall remain vacant until the next annual
 200 meeting when a President shall be elected from the floor in the manner provided for in
 201 the Bylaws and the President-Elect elected in the same manner.
- 202 C. A vacancy in any other elected office shall be filled by an appointment unanimously
 203 agreed upon by the remaining members of the Board of Directors.
- 204 D. In the absence or inability of the President or Vice-President to act, the Chairman of the
 205 Board shall call the meeting to order and preside until such time as the President or Vice
 206 President can resume the duties or a temporary chairman can be elected.

207

208 **Section 8: Censure, Reprimand, and Removal**

209

- 210 Any officer may be censured, reprimanded or removed from the office for dereliction of duty or
 211 conduct detrimental to the Society. Such action may be initiated when the Board of Directors
 212 receives formal and specific charges against an officer.
- 213 A. If the Board of Directors deems the charges to be sufficient, the person charged shall be
 214 advised in writing of the charges.
- 215 B. A statement of the charges shall be sent by certified or registered mail to the last
 216 recorded address of the officer at least twenty (20) days before final action is taken.
- 217 C. The statement shall be accompanied by a notice of the time and place of the meeting of
 218 the Board of Directors at which time the charges shall be considered.

- 219 D. The officer shall have the opportunity to appear in person and be represented by
220 counsel to present any defense to such charges before action is taken.
221 E. Censure, reprimand or removal shall be by two-thirds (2/3) vote of the remaining
222 membership of the Board of Directors.
223

224 **ARTICLE V – THE BOARD OF DIRECTORS**

225

226 **Section 1: Composition**

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- 228 A. The Board of Directors shall be composed of the following voting members:
229 1. Chairman of the Board
230 2. Executive Board Member
231 3. President
232 4. President Elect
233 5. Vice President
234 6. Secretary/Treasurer
235 7. Member At Large
236 8. Senior ASRT Delegate
237 9. Junior ASRT Delegate
238 10. Education Delegate
239 11. Chapter Presidents
240 B. The Board of Directors shall be composed of the following non voting members:
241 1. Student Delegate
242 C. Additional director positions may be established by a vote of the voting members. Such
243 directors shall serve for a period of one (1) year and shall not succeed to the
244 chairmanship.
245

246 **Section 2: Qualifications**

247

248 Members of the Board of Directors shall be active members of the Society.
249

250 **Section 3: Responsibilities**

251

252 The Board of Directors shall:

- 253 A. Be vested with the responsibility of the management of the business of the corporation.
254 B. Provide for the annual audit of the books and accounts of the Society.
255 C. Control all funds and/or properties of the Society.
256 D. Change the dates or location of the annual meeting if found advisable and, in case of
257 state or national emergency, to cancel the annual meeting and to provide for the election
258 of officers.
259 E. Review the plans of the next annual meeting and approve the final registration fee
260 schedule.
261 F. Provide organizational guidelines for the annual meeting.
262 G. Appoint a qualified person to act in the capacity of parliamentarian.

- 263 H. Employ such personnel as necessary to conduct the business of the Society.
264 I. Determine the number and boundaries of the affiliate districts and chapters.
265 J. Appoint a qualified member to serve as an Alternate Delegate to the ASRT House of
266 Delegates.
267 K. Fill officer vacancies.

268

269 **Section 4: Duties of Board of Directors**

270

- 271 A. Chairman of the Board: The Chairman shall act in an advisory capacity to the Society
272 President and to other officers in all matters concerning the interests and management
273 of the Board of Directors; presides over Board meetings in the absence of the President.
274 B. Executive Board Member: The Executive Board member shall act in an advisory
275 capacity to the Society President and to other officers in all matters concerning the
276 interests and management of the Board of Directors.
277 C. President: The president shall preside at all meetings of the Society; shall perform all
278 duties consistent with the office; shall be an ex-officio member of all committees, except
279 the nominating committee; and shall appoint committees unless otherwise provided in
280 the Bylaws.
281 D. President-Elect: The President-Elect shall perform all duties consistent with the office;
282 shall become familiar with the activities of the Society and shall make all preparations
283 necessary for elevation to the office of President.
284 E. Vice-President: The Vice-President shall perform all duties consistent with the office;
285 and shall become acquainted with all of the duties of the President. In the absence of
286 the President, the Vice-President shall assume the duties of the President.
287 F. Secretary/Treasurer: The Secretary/Treasurer will keep a correct and permanent record
288 of the membership, conduct correspondence, maintain the evidence of continuing
289 education (ECE) program and perform all duties that usually and customarily pertain to
290 the office of secretary. The Secretary/Treasurer shall receive and keep the funds of the
291 Society and pay out same only upon the order of the Board of Directors. At the time of
292 the annual meeting, the Secretary/Treasurer shall make a full financial report which shall
293 be incorporated into the minutes.
294 G. Member at Large: The Member at Large shall represent the interests of the general
295 membership; conducts projects and accepts duties as assigned by the President and the
296 Board of Directors.
297 H. Senior and Junior ASRT Delegate: The Senior and Junior ASRT delegate shall
298 represent the Society, perform all duties consistent with the position, and meet
299 expectations set forth by the ASRT for Society delegates.
300 I. Education Delegate: The Education delegate shall serve as the point of contact for
301 Radiologic Technology programs within the state; will be responsible for coordinating
302 student activities for the annual meeting; will be a member of the annual meeting
303 planning committee.
304 J. Chapter Presidents: Chapter presidents shall serve to represent the membership of that
305 chapter.

- 306 K. Student Delegate: The Student delegate shall serve to represent students enrolled in
 307 Radiologic Technology programs within the state; will promote student participation in
 308 the Society; will work with the Education Delegate to coordinate student activities for the
 309 annual meeting; serves as a non-voting member.

310

311 **Section 5: Vacancies**

312

313 A vacancy in the Board of Directors, except for President, President-Elect and Chapter
 314 Presidents, shall be filled by an appointment unanimously agreed upon by the President and
 315 remaining members of the Board of Directors to complete the unexpired term.

316

317 **Section 6: Meetings**

- 318 A. The Board of Directors shall meet at least five (5) times each year to include the post-
 319 annual meeting, summer, fall, and winter meetings, and the pre-annual meeting.
 320 B. The President, or a majority of the members of the Board of Directors, upon written
 321 request to the Board chair, may call a special meeting, provided a fifteen (15) day notice
 322 to all Board members is given.

323

324 **Section 7: Quorum**

325

326 A two-thirds (2/3) majority of the Board of Directors' members shall constitute a quorum for all
 327 meetings.

328

329 **Section 8: Censure, Reprimand, and Removal**

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331 Any Board member may be censured, reprimanded or removed from the office for dereliction of
 332 duty or conduct detrimental to the Society. Such action may be initiated when the Board of
 333 Directors receives formal and specific charges against a Board member.

- 334 A. If the Board of Directors deems the charges to be sufficient, the person charged shall be
 335 advised in writing of the charges.
 336 B. A statement of the charges shall be sent by certified or registered mail to the last
 337 recorded address of the officer at least twenty (20) days before final action is taken.
 338 C. The statement shall be accompanied by a notice of the time and place of the meeting of
 339 the Board of Directors at which time the charges shall be considered.
 340 D. The Board member shall have the opportunity to appear in person and be represented
 341 by counsel to present any defense to such charges before action is taken.
 342 E. Censure, reprimand or removal shall be by two-thirds (2/3) vote of the remaining
 343 membership of the Board of Directors.

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345 **ARTICLE VI – DISTRICT/CHAPTER POWERS and PRIVILEGES**

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347 All officers of affiliate/chapter societies and chapters of the Alabama Society of Radiologic
 348 Technologists (ALSRT) shall be members of the ALSRT in either the Active or Associate
 349 categories as outlined above. Such membership must be in good standing as long as any

350 officer shall hold office. Any officer of a affiliate or chapter associated with the ALSRT who is
351 not a member of the ALSRT shall cause the affiliate or chapter to be removed from the list of
352 recognized affiliates/chapters as reported to the American Society of Radiologic Technologists
353 (ASRT).

354

355 **Section 1: District Establishment**

356

357 A. The number of districts and their boundaries shall be determined by the Board of
358 Directors.

359 B. A district-wishing to apply shall elect officers and hold regular meetings according to
360 these Bylaws for a period of not less than one year. The chapter may apply to the
361 Society Board of Directors for official designation as a district.

362 C. After meeting application criteria, the district shall be established by a majority vote of
363 the Board of Directors.

364 D. In the event that the district fails to elect officers and/or hold meetings during a one-year
365 period, it shall be considered to be inactive.

366 E. Inactive districts may reapply for district status following the established procedure.

367 F. A district may be terminated by a majority vote of the Society Board of Directors.

368

369 **Section 2: Membership**

370

371 A. District membership categories shall be consistent with those of the Society. Dues paid
372 to the Society shall include membership in one (1) district.

373 B. Membership in additional districts may be obtained with payment of appropriate fees, if
374 any.

375 C. Society members may attend functions of any district.

376 D. Associate and Student members may have the privilege of voting at district meetings
377 and may hold office, other than the office of president and vice-president, in the district

378

379 **Section 3: Officers**

380

381 A. A president, vice-president and secretary/treasurer shall be elected by the membership
382 of each district. The office of secretary/treasurer may be divided into two offices. The
383 office of president-elect may be established if necessary or applicable.

384 B. All officers shall hold membership in the Society and in the district in which they are
385 elected. At least the president and vice-president shall be active members of the
386 Society.

387 C. All officers shall serve for a term of one (1) year, or until their successors have been duly
388 appointed or elected and assumed office. They shall surrender to their successor all
389 records and properties belonging to the district.

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391 **Section 4: Dues and Fees**

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393 Districts may establish additional membership and/or attendance fees.

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Section 5: Board of Directors

A district Board of Directors may be established by a vote of the district membership. Its composition and the duties shall be consistent with, but not necessarily identical to those specified for the Society Board of Directors.

Section 6: Voting Procedures

The district shall establish by majority vote at a regular meeting such voting procedures as best meet the needs of the district and are applicable to the business conducted.

Section 7: Treasury

- A. The district shall have control over its treasury.
- B. Disbursements from the district treasury shall be made upon authority of a majority of the district officers.

Section 8: Duties of a District

The district shall work in conjunction with the needs and philosophies of the Society.

Section 9: Committees

The district President may appoint such committees as are necessary to promote the activities of the district.

Section 10: Meetings

District organizations shall hold at least four (4) meetings per year, but preferably more.

Section 11: Indemnification

The Society shall not be responsible for any debts, actions, or public statements made by any of its districts.

Section 12: Reporting

The district President shall ensure that reports of district activities are furnished to the Society and that an annual report is submitted at the time of the Society annual meeting.

Section 13: Dissolution or Inactivity

437 In the event of the dissolution or inactivity of a district, ALL ASSETS remaining after payment of
438 all indebtedness of the district shall be returned to the Society's general fund. All district records
439 shall be transferred to the Society.

440

441 **ARTICLE VII – SOCIETY DELEGATES TO THE ASRT HOUSE OF DELEGATES**

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443 **Section 1: Delegates**

444

445 A. There shall be two (2) Society delegates. One shall be elected each year by a majority
446 of the voting members present at the annual business meeting. An alternate delegate
447 will be appointed by the Board of Directors. A delegate will assume the duties of the
448 position on August 1st of the year elected.

449 B. The Society shall submit to ASRT the names of the Society delegates and alternate
450 delegate by the first business day of April or the Society delegate position shall remain
451 open until after the ASRT House of Delegates' meeting.

452 C. The Society has the power to remove delegates.

453

454 **Section 2: Qualifications**

455

456 A. A delegate shall show proof of continuing education.

457 B. A delegate shall be a voting member of the ASRT and the Society for two (2)
458 consecutive years immediately preceding nomination.

459 C. A delegate shall have served as an officer, or on the Board of Directors or as a
460 Committee member in the Society.

461 D. A delegate shall practice in the radiologic science profession or health care.

462 E. A delegate may serve concurrently on the Board of any national radiologic science
463 certification or national accreditation agency.

464 F. A delegate shall have the time and availability for necessary travel to represent the
465 Society.

466 G. A delegate should have attended one or more ASRT Annual Conferences including
467 House of Delegate Meetings.

468 H. A delegate should have employer support and secretarial assistance or ability.

469 I. A delegate should have genuine interest in professional affairs of the Society and the
470 American Society of Radiologic Technologists.

471 J. A delegate should have good communication skills--verbal and written.

472

473 **Section 3: Responsibilities**

474

475 A. Society delegates shall attend the ASRT House of Delegates' meeting and all meetings
476 required of delegates.

477 B. Society delegates shall respond to communication from the ASRT Office, ASRT Board
478 of Directors or from the ASRT House of Delegates.

479 C. Delegates will submit written reports of the ASRT annual meeting/House of Delegates to
480 the Society Board of Directors.

481 D. Delegates will keep the Board of Directors current on all ASRT business by submitting
482 reports at each board meeting.

483 E. Delegates will give an oral summary of ASRT business during the annual Society
484 business meeting.

485

486 **Section 4: Term**

487

488 The Society Delegates shall serve for a term of two (2) years, and may not serve more than two
489 (2) consecutive terms. An alternate delegate is appointed annually.

490

491 **Section 5: Absence**

492

493 An absence exists when an appointed Society delegate is unable to fulfill the duties of the
494 position during the ASRT House of Delegates' meeting. The delegate shall be considered
495 absent for the purpose of that meeting only. It is the responsibility of the Society delegate to
496 notify the ASRT, the Speaker of the House, and the alternate delegate of the delegate's inability
497 to attend the conference, as soon as possible. The alternate delegate shall be seated for that
498 meeting only. Any delegate position or alternate position not filled by the appointment process
499 remains open. There shall be no onsite credentialing of delegates.

500

501 **Section 6: Vacancies**

502

503 A vacancy exists when a delegate has submitted a written letter of resignation or when a
504 delegate position has not been filled by the appointment process. A delegate vacancy caused
505 by the written resignation of a delegate shall be filled by the appointed alternate delegate.
506 The elevated alternate delegate shall complete the unexpired term.

507

508 **Section 7: Censure, Reprimand, and Removal**

509

510 Any Society delegate may be censured, reprimanded or removed from the office for dereliction
511 of duty or conduct detrimental to the ASRT or the Society. Such action may be initiated when
512 the Board of Directors receives formal and specific charges against the delegate.

513 A. If the Board of Directors deems the charges to be sufficient, the person charged shall be
514 advised in writing of the charges.

515 B. A statement of the charges shall be sent by certified or registered mail to the last
516 recorded address of the officer at least twenty (20) days before final action is taken.

517 C. The statement shall be accompanied by a notice of the time and place of the meeting of
518 the Board of Directors at which time the charges shall be considered.

519 D. The delegate shall have the opportunity to appear in person and be represented by
520 counsel to present any defense of such charges before action is taken.

521 E. Censure, reprimand or removal shall be by two-thirds (2/3) vote of the remaining
522 membership of the Board of Directors.

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524 **Section 8: Delegate Expenses**

- 525
526 A. The Board of Directors shall determine prior to the ASRT annual conference, a fixed
527 amount of total expenditures for each delegate attending the conference.
528 B. Upon Board approval, the Secretary/Treasurer or Board representative will pre-pay
529 registration and travel as determined by the Board.
530 C. All reimbursable expenses must be listed on the approved ALSRT Expense Report Form
531 and include original, dated receipts. Expenses reported not meeting these criteria will
532 not be paid.

533 **ARTICLE VIII – MEETINGS**

534 **Section 1: Annual Meeting**

- 537
538 A. The Society shall hold an annual meeting each year for the purpose of installing officers,
539 receiving reports, amending Bylaws, and conducting such other business as may arise;
540 and for presenting educational programs.
541 B. The site of the annual meeting shall be determined by the Board of Directors and shall
542 be announced to members at least 6 months prior to the annual meeting.

543 **Section 2: Special Meetings**

544
545 Special meetings of the Society may be called at such time and place as may be designated by
546 the Board of Directors. A majority of this group shall constitute sufficient authority. Members
547 shall be notified at least fifteen (15) days in advance of such meetings, together with a
548 statement of the business to be transacted. No business other than that specified shall be
549 transacted at a special meeting.
550

551 **Section 3: Quorum**

552
553 A quorum for the annual meeting business meeting or any special meeting shall consist of
554 twenty percent (20%) of the voting members registered and present at the meeting and includes
555 not less than two (2) officers.
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557 **ARTICLE IX – COMMITTEES**

- 559
560 A. The Board of Directors shall establish committees as deemed necessary to aid the
561 Society in carrying on its activities. Such committees shall be responsible to the Board
562 and may be altered or eliminated at any time by the Board.
563 B. The President shall appoint the members of the committees unless in conflict with other
564 sections of the Bylaws.
565 C. A vacancy in any committee shall be filled by appointment by the President.
566

567 **ARTICLE X – PARLIAMENTARY AUTHORITY**

568

569 The rules contained in the current edition of **Robert's Rules of Order Newly Revised** shall
570 govern this Society in all cases to which they are applicable and in which they are consistent
571 with these Bylaws.

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ARTICLE XI – AMENDMENTS

574

575 Amendments to the Bylaws may be made by a two-thirds (2/3) vote of the voting members
576 present at any Society business meeting. Notice of such proposed amendments must be sent
577 by the Bylaws Committee to the Secretary/Treasurer at least sixty (60) days prior to the time of
578 voting. Notice of proposed amendments shall be sent to all voting members at least thirty (30)
579 days prior to the time of voting. Amendments shall become effective at the conclusion of the
580 business meeting unless otherwise specified.

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ARTICLE XII – INDEMNIFICATION

583

584 Every officer, director, delegate or employee of the Society shall be indemnified by the Society
585 against all expenses and liabilities, including attorney's fees, in connection with any threatened,
586 pending or completed proceeding in which the above-mentioned individual is involved by reason
587 of being or having been an officer, director, employee, or delegate of the Society if the above-
588 mentioned individual acted in good faith and within the scope of the above-mentioned
589 individual's authority and in a manner reasonably believed to be not opposed to the best
590 interests of the Society. In no event shall indemnification be paid to or on behalf of any above-
591 mentioned individual going beyond or acting beyond the powers granted by authority of this
592 organization or Bylaws. The foregoing right of indemnification shall be in addition to, and not
593 exclusive of, all other rights to which such officer, director, or employee may be entitled.

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ARTICLE XIII – DISSOLUTION

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597 In the event of dissolution or final liquidation of the Society, all of its assets remaining after
598 payment of its obligations shall have been made or provided for, shall be distributed to and
599 among such corporations, foundations, or other organizations organized and operated
600 exclusively for scientific and educational purposes, consistent with those of the Society, as shall
601 be designated by the Board of Directors.

602

603 Revised: February 28, 2006/PHL

604 Revised: April 17, 2010/PAB

605 Revised: April 8, 2011/PAB