

South Dakota Society of Radiologic Technologists
Bylaws

~~(2013)~~

~~Policy or procedure not defined in these Bylaws is further outlined in the Board of Directors,
Committee Chairmen and District Presidents Procedure Manual. 2~~

Revised 4/2020

Commented [KL1]: Remove this language from the cover page.

Commented [KL2]: Add revision to cover page.

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Commented [KL3]: Remove "Governing Body/Advising Body" and replace with "Affiliation"

Commented [KL4]: Remove "Vacancies." This is already explained under Article VII, Officers, Section 6. Vacancies.

Commented [KL5]: Add "Regular Meetings." This adds clarity to the expectations.

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Commented [KL6]: ASRT Parliamentarian suggestion.

Commented [KL7]: This language is removed from article IV and VIII to create it's own article. Because language is slightly different for members and BOD/Committee Members, it should be clarified in Sections.

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ARTICLE I
Name

The name of this organization shall be the South Dakota Society of Radiologic Technologists, hereafter referred to as the Society. The Society shall be an affiliate of the American Society of Radiologic Technologists.

ARTICLE II
Advising Body Affiliation

~~The American Society of Radiologic Technologists shall be the governing/advising body. The Society will be governed by its Bylaws and regulations pertaining to its affiliate organizations. The Society needing counseling shall submit its problems to the American Society of Radiologic Technologists through the Executive Office.~~ The South Dakota Society of Radiologic Technologists is a recognized affiliate of the American Society of Radiologic Technologists and shall comply with all requirements set forth by the ASRT in order to maintain its charter.

Commented [KL8]: Revision of language suggested to be more concise. Also removes language such as "counseling" and "problems" and articulates the message in a more positive tone.

ARTICLE III
Purpose, Policy, Functions, Definition

Section 1. Purpose

The purpose of this Society shall be to advance the profession of ~~medical imaging and radiation therapy~~; to maintain high standards of education; to enhance the quality of patient care; and to further the welfare and socioeconomics of radiologic technologists.

Commented [KL9]: ASRT Parliamentarian suggestion.

Section 2. 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, color, race, creed, national origin, religious persuasion, marital status, sexual orientation, gender identity, military status, political belief or disability.
- B. ~~The Society shall be noncommercial and nonsectarian. No corporate enterprise shall be endorsed by it. The name of the Society or any of its officers, Board of Directors, delegates or staff, in their official capacities, shall not be used in connection with a corporate company for other than that of the regular functions of the Society.~~

Commented [KL10]: Good language to reinforce the point.

Section 3. Functions

- A. ~~To provide meetings to transact Society business, present scientific papers and exhibits, to carry on educational activities, to discuss professional issues, and to encourage similar programs among organizations affiliated with the Society.~~

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- ~~B. To assist in establishing and enunciating high standards of education and training and to implement them through appropriate channels.~~
- ~~C. To stimulate and encourage research designed to provide the knowledge needed to assure increasingly efficient patient care, expand educational opportunities, and develop programs designed to broaden the scope of technological services.~~
- ~~D. To assist in establishing and enunciating policies concerning the professional status, legislative activity, and the economic welfare of its members.~~
- ~~E. To cooperate with external organizations or agencies whose policies are not in conflict with those of the Society as may be necessary to maintain continued progress and growth of the Society.~~
- ~~F. To establish membership eligibility and define membership categories.~~

The Society is driven by its Strategic Plan which is periodically reviewed and revised based on input from the membership and includes the following functions:

- A. Health Policy: proactively influence health policy and conduct legislative activities in support of the radiologic sciences.
- B. Professional Linkages: develop linkages between Radiologic professionals and among other health professionals and organizations.
- C. Member Services: offer information dissemination and member benefits.
- D. Continuing Professional Education: provide quality, diverse, convenient, accessible, and affordable continuing education.
- E. Public Relations: promote the imaging and radiation therapy professions.
- F. Organizational Operation and Management: conduct business in an efficient manner accountable to the membership.
- G. Stewardship: assure organizational effectiveness through prudent use of resources and dedication to continuous improvement.

Section 4. Definition

Radiologic Technologist shall be the general terms used to define radiographer, nuclear medicine technologist, radiation therapist, and sonographer, and shall be used to describe the areas of certification or licensure. Additional terms of description may be adopted by the Society to define new areas of certification or licensure.

Commented [KL11]: Revision of Functions to promote use of a Strategic Plan. This outlines functions that are specific in purpose but general enough to accommodate minor changes in function without needing a revision of the Bylaws.

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ARTICLE IV
Membership

Section 1. Qualifications

- A. Members of this Society shall be those persons involved in the medical imaging ~~and~~ or radiation therapy professions. The terms radiographer, nuclear medicine technologist, radiation therapist, and sonographer shall be used to describe the areas of certification or licensure of such members. Additional terms of description may be adopted by the Society to describe new areas of certification or licensure.
- B. Membership in the Society shall be open to those individuals associated with the practice, education, or administration of the radiation imaging specialties.
- C. A candidate for membership shall submit an application for membership along with the required fee and furnish any additional information as may be required.

Commented [KL12]: "And" implies both. Revise to "or."

Section 2. Categories

- A. Active Members are those who are registered or credentialed in a primary modality by certification agencies recognized by the ASRT or hold an unrestricted license under state statutes. They shall have all rights, privileges and obligations of membership including the right to vote, debate, hold office and serve as a delegate in the ASRT House of Delegates.
- B. Associate Members are those who do not qualify for active membership, they shall have all the privileges and obligations of ~~active members~~ membership except the right to vote, hold office, or serve as a delegate in the ASRT House of Delegates.
- C. Student Members are those who are enrolled full time in primary medical imaging and radiation therapy professional programs accredited by a Joint Review Committee (JRC) or equivalent programmatic agencies. They are entitled to all the privileges ~~and obligations~~ of ~~active members~~ membership except the right to hold office or serve as a delegate in the ASRT House of Delegates.
- D. Life members are ~~active members~~ those who are registered or credentialed in a primary modality by certification agencies recognized by the ASRT or hold an unrestricted license under state statutes. ~~who~~ Life Member status is appointed to those who have rendered exceptional or outstanding service to the Society ~~and~~ have made a major contribution to the advancement of the profession, ~~and have met the requirements as outlined in the Policy & Procedure Manual,~~ and have been a continuous member for a minimum of thirty years. Life members shall be selected by a majority vote at a business meeting, upon a recommendation of the Board of Directors. Life Members shall pay no dues, receive complimentary registrations at all meetings sponsored by the Society, and have all the privileges and obligations of ~~active members~~ membership except the right to hold office. ~~No one who currently holds the title of Life Member shall lose their status even if they don't meet the new requirement.~~

Commented [KL13]: ASRT Parliamentarian suggestion.

Commented [KL14]: ASRT Parliamentarian suggestion.

Commented [KL15]: ASRT Parliamentarian suggestion.

Commented [KL16]: Parliamentarian suggestion revision from a ten year to a thirty year requirement. Suggest removing this language from the Bylaws to be added to Policy & Procedure. Life Members consulted for advice, which can be incorporated into P&P explanation.

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Section 3. Resignations

Any member shall have the right to resign by written communication to the Society.

~~**Section 4. Suspensions and Expulsion**~~

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

- ~~A. If the Board of Directors deems the charges to be sufficient, the person charged shall be advised in writing of the charges.~~
- ~~B. A statement of the charges shall be sent by certified or registered mail to the last recorded address of the member at least twenty (20) days before final action is taken.~~
- ~~C. The statement shall be accompanied by a notice of the time and place of the meeting of the Board of Directors at which the charges shall be considered.~~
- ~~D. The member shall have the opportunity to appear in person and be represented by counsel to present any defense to such charges before action is taken. Suspension or expulsion shall be by two thirds (2/3) vote of the entire membership of the Board of Directors.~~

Commented [KL17]: This language is inserted into Article XI, Section 1.

Section 4. Reinstatements

A member who has resigned or whose membership has been deleted from the Society ~~for other reasons~~ may be reinstated only upon reapplication and payment of the dues and application fee for the year of reinstatement.

**ARTICLE V
Membership Dues**

- A. The application fee shall be uniform and of such amount as is required by the Society.
- B. Dues for all members, established by the Board of Directors, require adoption by a two-thirds (2/3) vote of the voting members present at the annual meeting business meeting.
- C. Intent to change the dues shall be communicated to all voting members at least thirty (30) days in advance of the vote.
- D. Dues shall be paid within sixty (60) days of the renewal date. Any member in arrears after sixty (60) days shall be dropped from the rolls of membership

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ARTICLE VI
Elections

Section 1. Nominating Committee

- A. Nominations may be submitted by any Society voting member.
- B. Nominations shall be sent to the Nominations Committee chairman.
- C. The Nominations Committee shall ~~consist of~~ include the President-Elect and Executive Secretary.
- D. The committee shall satisfy itself that all candidates have the proper credentials.
- E. It shall be the responsibility of the Nominations Committee to prepare the ballot and present all the qualified candidates to the membership.

Commented [KL18]: Added for clarification that candidates are to be presented to the membership.

Section 2. Balloting

- A. The vice president, president-elect, treasurer, and secretary, and ASRT delegates shall be elected by a plurality vote of the voting members of the Society.
- B. Ballots prepared by the nominating committee shall be made available to the voting members at least sixty (60) days prior to the voting deadline as outlined in the Policy & Procedure Manual.
- C. ~~Tie votes shall be determined by lot.~~
- D. Ballots shall be cast no later than thirty (30) days prior to the voting deadline. Ballots received after this date shall not be counted.

Commented [KL19]: Added to offer further clarification in the Policy & Procedure. Voting deadlines can be adjusted in the P&P without formal changes to the Bylaws.

Commented [KL20]: Recommend removal. Parliamentarian concurs.

The newly elected officers and delegates shall be installed into office under the direction of the Board of Directors.

ARTICLE VII
Officers

Section 1. Officers

The ~~elected~~ officers of the Society shall be the Chairman of the Board, President, President-Elect, Vice-President, Secretary, Treasurer, and ASRT Delegates. ~~and such additional officers as are recommended by the Board of Directors, and ratified by the membership.~~

Commented [KL21]: All officers are elected. Recommend removal.

Commented [KL22]: Recommend removal. There isn't a need for additional officers. Contingency plans are in place for vacancies in positions.

Section 2. Term

- A. The President-Elect shall serve ~~for a term of one~~ successively for one (1) year terms as President-Elect, ~~one (1) year as~~ President, and ~~one (1) year as~~ Chairman of the Board.

Commented [KL23]: ASRT Parliamentarian suggestion.

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- B. The Vice President shall serve for two (2) years.
- C. Secretary shall serve for a term of one (1) year.
- D. Treasurer shall serve for a term of three (3) years.
- E. The ASRT Delegates shall serve for two (2) years.
- F. Terms of office shall begin at the close of each annual meeting.
- G. ~~All officers, except the president and president elect, may be re-elected~~All officers except the President-Elect, President, and Chairman of the Board may be re-elected to serve successive terms of the same office. Any officer may seek election to a different office to succeed their term in their current office, should they meet the qualifications for that office.
- H. All officers shall surrender to their successors all records and properties belonging to the Society.

Section 3. General Qualifications

- A. All potential officers shall be voting members of the American Society of Radiologic Technologists (ASRT) and active members of the Society prior to accepting a nomination for office.
- B. Must be employed in the professions of medical imaging or radiation therapy.
- C. Must reside or be employed within the state of South Dakota.
- D. Must have the time and availability to carry out the duties and responsibilities of the office.

Commented [KL24]: ASRT Parliamentarian suggestion.

Section 4. Duties

- A. Chairman:
 - 1. Presides at meetings of the Board of Directors.
 - 2. Shall perform all duties consistent with the office and as outlined in the Society Policy and Procedures.
- B. President shall:
 - 1. Perform all duties consistent with the office and as outlined in the Society policy and procedures.
 - 2. Presides at all meetings of the Society the Annual Business Meeting.
 - 3. Be an ex-officio member of all committees, except the nominating committee.
 - 4. Appoint committees unless otherwise provided in the bylaws.
- C. President-Elect:
 - 1. Shall become familiar with the activities of the Society and shall make all preparations necessary for elevation to the office of president.

Commented [KL25]: ASRT Parliamentarian suggestion.

Commented [KL26]: Point of clarification. The Chairman presides over all regular meetings and the President presides over the annual business meeting.

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2. Shall perform all duties consistent with the office and as outlined in the Society policy and procedures.

D. Vice President:

1. Shall become acquainted with all of the duties of the president.
2. In the absence of the president, the vice president shall assume the duties of the president.
3. Shall perform all duties consistent with the office and as outlined in the Society policy and procedures.

E. Treasurer:

1. Shall receive and maintain funds of the Society and pay out same only upon orders of the Board of Directors.
2. Shall present a full financial report at a business meeting selected by the Board of Directors. This report shall be incorporated in the minutes of the meeting.
3. Perform all duties that usually and customarily pertain to the office and as outlined in the Society's policy and procedures.

F. Secretary:

1. Shall keep the minutes of all meetings. In the absence of the Secretary the Board Chairman will appoint a board member to take the minutes of the meeting.
2. Perform all duties that usually and customarily pertain to the office and as outlined in the Society policy and procedure manual.

Section 5. Eligibility

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

Commented [KL27]: If someone is elected to a position but moves out of the State during their term, they would be allowed to complete their term.

Section 6. Vacancies

- A. A vacancy in the office of the president shall be filled by the vice president.
- B. A vacancy in the office of president-elect, vice president, treasurer or secretary shall be filled by an appointment agreed upon by the remaining members of the Board of Directors.
- C. If a vacancy in the Chairman of the Board position occurs, the remaining members of the Board of Directors are empowered to fill the vacancy by a majority vote.

~~SECTION 7 CENSURE, REPRIMAND AND REMOVAL~~

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

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

Commented [KL28]: ASRT Parliamentarian suggestion.

**ARTICLE VIII
Board of Directors**

Section 1. Composition/Qualifications.

- A. The Board of Directors shall consist of the officers of the Society: the ~~Chairman, President-elect, President, Vice-President, Treasurer, Secretary, and the two (2) ASRT Delegates. The immediate Past President shall serve as the Chairman of the Board.~~
- B. They shall be voting members of the American Society of Radiologic Technologists and active members of the Society.

Commented [KL29]: ASRT Parliamentarian suggestion.

Commented [KL30]: Recommend listing officer of the Society. Officers and Board of Directors each have their own Article, and this clarification explains that the Board of Directors is comprised of the Officers.

Section 2. Duties

- A. Be vested with the responsibility of the management of the business of the corporation.
- B. Provide for the audit of the books and accounts of the Society.
- C. Control all funds and property owned by the Society.
- D. Establish committees as deemed necessary to aid the Society in carrying out its activities.
- E. Change the dates or location of the annual meeting if found advisable, and in case of state or national emergency, to cancel an annual meeting, and to provide for election of officers.
- F. Employ such personnel as may be necessary to conduct the business of the Society.
- G. Determine the number and boundaries of the affiliate subordinates.

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- H. Temporarily suspend action adopted by the membership if such policy is found to be contrary to Federal, State, or Local laws, Society Bylaws, or to be financially infeasible. All such action shall be ratified by the voting members at the next annual meeting.
- I. Fill vacancies in the Bylaws and Nominations Committees.
- J. Follow the appropriate guidelines included in the Manual of Procedures and Duties for the Board of Directors.
- K. Fulfill requirements of ASRT regarding annual renewal, including documentation of corporate existence and proof of current IRS tax-exemption status and documentation of appropriate tax returns being filed with the IRS in the prior year.

Section 3. Meetings

- A. The Board of Directors, and committee chairpersons ~~and the district presidents~~ shall meet at least ~~three~~ four (34) times per year: at the post annual meeting, at the ~~mid-year~~fall meeting, at the winter meeting, and at the pre annual meeting.
- B. The president, or a majority of the members of the Board of Directors, upon written request to the chairman of the Board, may call a special meeting, provided a fifteen- (15-) day notice to all Board members is given.
- C. Meetings of the Board may be held by teleconference, at the discretion of the Chairman. Members of the Board shall each pay their own costs associated with participating in a teleconference, although the Society may pay set-up costs or other administrative costs of holding a special meeting by teleconference. Standing rules specific to meetings held by teleconference may be adopted by the Board. The Secretary shall be responsible for preparing minutes of all meetings conducted via teleconference.
- D. ~~The membership shall be provided a fifteen (15) day notice of meetings of the Board of Directors. An agenda shall also be provided.~~
- E. ~~The Board of Directors shall reserve the right to observe an Executive Session during meetings when sensitive information requires discussion.~~

Commented [KL31]: District presidents do not attend meetings of the Board of Directors.

Commented [KL32]: The Board of Directors has four meetings per year. Revised "mid-year" to "fall" meeting and added "winter meeting."

Commented [KL33]: Added to outline notice with agenda, and adds Executive Session option.

Section 4. Quorum

A majority of the Board of Directors' members shall constitute a quorum for all meetings.

~~Section 5. CENSURES, REPRIMAND AND REMOVAL~~

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

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

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

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

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

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

Commented [KL34]: ASRT Parliamentary suggestion.

~~Section 6. Vacancies~~

~~A vacancy in the position of immediate past president/Chairman of the Board shall be filled by an appointment agreed upon by a majority of the remaining members of the Board of Directors.~~

Commented [KL35]: This is already explained in Article VII, Section 6.

**ARTICLE IX
Society Delegates to the ASRT House of Delegates**

Section 1. Delegate

- A. Two (2) Society delegates shall be elected by a plurality vote of the voting members of the Society. The President shall serve as the first alternate delegate. The Chairman shall serve as the second alternate delegate.
- B. The Society shall submit to ASRT the names of the Society delegates and alternate delegates by the last business day of January or the Society delegate positions shall remain open until after the ASRT House of Delegates' meeting
- ~~C. The Society has the power to remove delegates according to the guidelines established in Section 7 of this Article.~~

Commented [KL36]: This is explained in Article XI.

Section 2. Qualifications

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

Commented [KL37]: ASRT Parliamentary suggestion.

- A. A delegate shall be a voting member of the ASRT and the Society for two (2) years immediately preceding nomination.
- B. A delegate shall have served as an officer, or on the Board of Directors or as a committee member in the Society.
- ~~C. A delegate shall practice in the medical imaging or radiation therapy professions or health care.~~
- D. A delegate may serve concurrently on the board of any national medical imaging and radiation therapy professional certification or national accreditation agency.
- E. A delegate shall have the time and availability for necessary travel to represent the ASRT.

Commented [KL38]: Recommend removal. "or health care" can imply that a health care professional who doesn't work in the radiologic sciences could qualify as a Delegate. Candidate must also be a member of the ASRT, so this language isn't needed.

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Section 3. Responsibilities

- A. ~~Society d~~Delegates shall attend the ASRT House of Delegates' meeting and all meetings required of delegates.
- B. ~~Respond~~Delegates shall ~~respond~~ to communications from the ASRT Office, ASRT Board of Directors ~~or from~~ and the ASRT House of Delegates.
- C. ~~Disseminate~~Delegates shall ~~disseminate~~ information to the Society.
- D. Delegates shall serve as mentors to the Student Interns.

Commented [KL39]: Editorial. Replace "or from" with "and."

Section 4. Term

A Society delegate may serve for a term of two years; and may not serve more than two consecutive terms. The Society delegates shall be elected in alternate years.

Section 5. Absences

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

Commented [KL40]: ASRT Parliamentarian suggestion.

Section 6. Vacancies

A vacancy exists when a delegate has submitted a written letter of resignation or when a delegate position has not been filled ~~by the appointment process~~. A delegate vacancy caused by the written resignation of a delegate shall be filled by ~~the appointed~~ an alternate delegate.

Commented [KL41]: ASRT Parliamentarian suggestion.

~~Section 7. Censures, Reprimand and Removal~~

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

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

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- ~~B. A statement of the charges shall be sent by certified or registered mail to the last recorded address of the delegate at least twenty (20) days before final action is taken.~~
- ~~C. The statement shall be accompanied by a notice of the time and place of the meeting of the Board of Directors at which the charges shall be considered.~~
- ~~D. The delegate shall have the opportunity to appear in person and be represented by counsel to present any defense to such charges before action is taken.~~
- ~~E. Censure, reprimand or removal shall be by two thirds (2/3) vote of the respective Board of Directors.~~

Commented [KL42]: ASRT Parliamentarian suggestion.

**ARTICLE X
Meetings**

Section 1. Annual Meeting

- A. The Society shall hold an annual meeting in the spring for the purpose of installing officers, receiving reports, amending bylaws, and conducting such other business as may arise; and for presenting educational programs.
- B. Bids for the annual meeting site shall be accepted three (3) years in advance of the meeting date.

Section 2. Regular Meetings

Regular meetings of the Society Board of Directors occur immediately following the annual conference, in the fall, in the winter, and immediately preceding the annual conference. Voting members shall be notified at least fifteen (15) days in advance and an agenda shall be made available prior to the meeting.

Commented [KL43]: Added Section 2. Regular Meetings for clarification and so Article X includes all types of meetings.

Section 3. Special Meetings

Special meetings of the Society may be called at such time and place as may be designated by the Board of Directors. A majority of the Board of Directors shall constitute sufficient authority to call a special meeting. Voting members shall be notified at least fifteen (15) days in advance of special meetings together with an agenda statement of the business to be transacted. No business other than that specified shall be transacted at a special meeting.

Section 4. Quorums

A quorum shall consist of 25 percent (25%) of the voting members duly registered at any meeting and includes not less than two (2) officers.

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ARTICLE XI
CENSURE, REPRIMAND AND REMOVAL

Section 1. Members

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

- A. If the Board of Directors deems the charges to be sufficient; the person charged shall be advised in writing of the charges.
- B. A statement of the charges shall be sent by certified or registered mail to the last recorded address of the member at least twenty (20) days before final action is taken.
- C. The statement shall be accompanied by a notice of the time and place of the meeting of the Board of Directors at which the charges shall be considered.

The member shall have the opportunity to appear in person and be represented by counsel to present any defense to such charges before action is taken. Suspension or expulsion shall be by two-thirds (2/3) vote of the entire membership of the Board of Directors.

Section 2. Board Members and Committee Members

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

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

Commented [KL44]: Consolidated language from other Articles to make one comprehensive Article. Recommend categorizing into Sections for further clarification.

ARTICLE XII
Committees

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- A. The Board of Directors shall establish committees as deemed necessary to aid the Society in conducting its activities. Such committees shall be responsible to the Board of Directors and may be altered or eliminated at any time by the Board of Directors.
- B. The president shall annually appoint the committees unless in conflict with other sections of the bylaws.
- C. A vacancy in a committee shall be filled by appointment of the president unless in conflict with other sections of the bylaws.
- D. A vacancy in the Nominations Committee or the bylaws Committee shall be filled by the Board of Directors.

ARTICLE XIII **Affiliate Subordinates**

Section 1. Affiliate Subordinates

- A. The Society may recognize affiliate subordinate organizations representing the various geographical areas of the state.
- B. The number of affiliate subordinate organizations and their boundaries shall be determined by a two-thirds (2/3) vote of the Board of Directors.
- C. An affiliate subordinate may be terminated by a majority vote of the Society Board of Directors

Section 2. Membership

- A. Affiliate subordinate membership categories shall be consistent with those of the Society.
- B. Membership in additional affiliate subordinates may be obtained with payment of appropriate fees, if any.
- C. Society members may attend functions of any affiliate subordinate.

Section 3. Officers

- A. A president, vice president and secretary-treasurer shall be elected by the membership of each affiliate subordinate or serve on a voluntary basis. The office of secretary-treasurer may be divided into two offices. The office of president-elect may be established if necessary or applicable.
- B. All officers shall hold membership in the society and in the affiliate subordinate in which they are elected. At least the president and vice president shall be active members of the Society and the

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American Society of Radiologic Technologists (ASRT).

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

Section 4. Board of Directors

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

Section 5. Treasury

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

Section 6. Duties of the Affiliate Subordinate

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

Commented [KL45]: Redundant language.

Section 7. Committees

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

Section 8. Meetings

Affiliate subordinate organizations shall hold at least one (1) meeting per year, but preferably more.

Section 9. Indemnification

The Society shall not be responsible for any debts, actions or statements made by or on behalf of any affiliate subordinate organizations.

Section 10. Reports

The affiliate subordinate president shall assure that reports of affiliate subordinate activities are furnished to the Society and that an annual report is submitted at the time of the Annual Conference.

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Section 11. Dissolution

In the event of the dissolution or inactivity of an affiliate subordinate, all assets remaining after payment of all indebtedness of the district shall be returned to the Society's general fund. All affiliate subordinate records shall be transferred to the Society.

**ARTICLE XIV
AMENDMENTS**

These Bylaws may be amended by a two-thirds (2/3) vote of the voting members present at a business meeting. Notice of bylaw amendments shall be provided to the voting members at least thirty (30) days prior to the vote.

**ARTICLE XIV
Parliamentary Authority**

The rules contained in the latest edition of Robert's Rules of Order, Newly Revised, shall govern the Society in all cases to which they are applicable and which they are consistent with the Bylaws.

**ARTICLE XVI
Indemnification**

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

Commented [KL46]: ASRT Parliamentarian suggestion.

**ARTICLE XVII
Dissolution**

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

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ARTICLE XVIII
Donations/Special Funds

- A. The Board of Directors has the authority to establish, solicit, and disburse treasury funds designated for specific Society activities. Upon completion of such identified activities, any remaining assets or funds will be reverted to the Society's general treasury.
- B. All donations received by the Society for general or specific activities will be managed by the Board of Directors.