

# **NEVADA SOCIETY OF RADIOLOGIC TECHNOLOGISTS BYLAWS**

**Developed April 2014**

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# **NvSRT BYLAWS**

## **ARTICLE I**

### **Name**

The name of this organization shall be the Nevada Society of Radiologic Technologists, hereinafter referred to as the Society. The Society shall be an affiliate of the American Society of Radiologic Technologists. The abbreviation for the Society shall be NvSRT.

## **ARTICLE II**

### **Governing and Advising Body**

The American Society of Radiologic Technologists (ASRT) shall be the governing and advising body. The Society shall be governed by the ASRT's Bylaws and regulations pertaining to its affiliate organizations.

## **ARTICLE III**

### **Purpose, Policy, Functions and Definition**

#### **Section 1. Purpose**

The purpose of this Society shall be to advance the profession 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 technologists.

#### **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 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.

#### **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.
- B. To collect and disseminate information pertinent to the conduct of the Society or the profession.

- C. To assist in establishing 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, expand educational opportunities, and develop programs designed to broaden the scope of technological services.
- E. To assist in establishing and enunciating policies concerning the professional status, legislative activity, and the economic welfare of its members.
- F. 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.
- G. To establish membership eligibility and define membership categories.

## **ARTICLE IV**

### **Membership**

#### **Section 1. Qualifications**

- A. Members of this Society shall be those persons involved in the medical imaging and radiation therapy profession through education, administration, and practice. The terms radiographer, nuclear medicine technologist, radiation therapist, magnetic resonance technologist, computerized tomography technologist, interventional technologist, echocardiography technologist 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.

#### **Section 2. Categories**

- A. Active Members are those who are registered by the American Registry of Radiologic Technologists (ARRT) or its equivalent 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 except the right to vote or hold office.

- 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 of active members.
- D. Life members are active members who have rendered exceptional or outstanding service to the Society; made a major contribution to the advancement of the profession and have been a continuous member for a minimum of ten years. Life members shall be selected by a majority vote at a business meeting, upon a unanimous 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.

### **Section 3. Resignations**

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

### **Section 4. Suspensions and Expulsion**

- A. 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.
- B. If the Board of Directors deems the charges to be sufficient; the person charged shall be advised in writing of the charges.
- C. 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.
- D. 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.
- E. 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.
- F. Suspension or expulsion shall be by two-thirds (2/3) vote of the entire membership of the Board of Directors.

### **Section 5. 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

**ARTICLE VI**  
**Affiliate Subordinates/Chapter**

**Section 1. Affiliate Subordinates**

- A. The Society may recognize affiliate subordinate organizations representing the various geographical areas of the state. Here after, the affiliate subordinates shall be called Chapters.
- B. Recognition of a Chapter organization requires a majority vote of the Board of Directors.
- C. The number of Chapter organizations and their boundaries shall be determined by a two-thirds (2/3) vote of the Board of Directors.
- D. An affiliate subordinate may be terminated by a majority vote of the Society Board of Directors.
- E. A Chapter shall be required to have at least three members for the officer positions to develop and must submit recognition paperwork to the NvSRT Board of Directors for approval.

**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, secretary and/or treasurer shall be elected by the membership of each Chapter or serve on a voluntary basis. The secretary/treasurer position may be one or two positions.
- B. All officers shall hold membership in the Society and in the Chapter in which they are elected. At least the president and vice president shall be active members of the Society and the 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 Chapter.

### **Section 4. Board of Directors**

A Chapter Board of Directors may be established by a vote of the Chapter 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 Chapters shall have control over its treasury. A treasurer report must be submitted quarterly to the Society.
- B. Disbursements from the Chapter treasury shall be made upon authority of a majority of the Chapter officers.

### **Section 6. Duties of the Affiliate Subordinate**

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

### **Section 7. Committees**

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

### **Section 8. Meetings**

Chapter organizations shall hold at least two (2) meeting per year.

### **Section 9. Indemnification**

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

### **Section 10. Reports**

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

**Section 11. Dissolution**

In the event of the dissolution or inactivity of an affiliate subordinate (Chapter), ALL ASSETS remaining after payment of all indebtedness of the district shall be donated to the Society's general fund. All affiliate subordinate records shall be transferred to the Society.

**ARTICLE VII  
Officers**

**Section 1. Elected Officers**

The elected officers of the Society shall be the president, president-elect, vice-president, secretary, and treasurer and such additional officers as are recommended by the Board of Directors, and ratified by the membership.

**Section 2. Term**

- A. The president-elect shall serve for a term of one (1) year as president-elect, one (1) year as president and one (1) year as immediate past president.
- B. At the start of this Society the president shall serve for a term of one (1) year as president and one (1) year as immediate past president.
- C. The vice president shall serve for a term of one (1) year.
- D. Secretary shall serve for a term of one (1) year.
- E. Treasurer shall serve for a term of one (1) year.
- 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
- H. All officers shall surrender to their successors all records and properties belonging to the Society.

**Section 3. General Qualifications**

- A. All officers shall be voting members of the ASRT and active members of the Society.
- B. Shall be employed in the profession of medical imaging.
- C. Shall reside or be employed within the boundaries of the Society.
- D. Shall have the time and availability to carry out the duties and responsibilities of the office.

## **Section 4. Duties**

### **A. President:**

1. Perform all duties consistent with the office and as outlined in the Society policy and procedures.
2. Shall preside at all meetings of the Society
3. Shall be an ex-officio member of all committees, except the nominating committee.
4. Shall appoint committees unless otherwise provided in the bylaws.

### **B. 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.
2. In the absence of the president and the vice president shall assume the duties of the president.
3. Shall perform all duties consistent with the office.

### **C. 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.

### **D. 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.

### **E. Secretary:**

1. Shall keep the minutes of Board of Directors and Society meetings to include the annual meeting.
2. Perform all duties that usually and customarily pertain to the office.
3. Keep records of membership.

## **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 may change.

## **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 and secretary, shall be filled by an appointment with a majority vote of the remaining members of the Board of Directors.

- C. A vacancy in the immediate past president/chair 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**

- A. 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.
- B. If the Board of Directors deems the charges to be sufficient; the person charged shall be advised in writing of the charges.
- C. 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.
- 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.

## **ARTICLE VIII Elections**

### **Section 1. Nominating Committee**

- A. Nominations may be submitted by any Society voting member.
- B. The Nominations Committee shall consist of the immediate past president/chair of the Board as chair who appoints one voting member from each Chapter as members.
- C. Nominations shall be sent to the Nominations Committee Chair.
- 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.

### **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.

- C. Ballots shall be cast no later than thirty (30) days prior to the voting deadline. Ballots received after this date shall not be counted.
- D. Tie votes shall be determined by lot.
- E. The newly elected officers and delegates shall be installed into office under the direction of the Board of Directors.

## **ARTICLE IX**

### **Board of Directors**

#### **Section 1. Composition/Qualifications**

- A. The Board of Directors shall consist of one (1) immediate Past President, the officers of the Society, the presidents of the affiliate chapters, and the two (2) ASRT Delegates. The immediate past president shall serve as the chair of the Board. There may be additional at large members upon approval of the current sitting board members.
- B. All members of the Board shall be voting members of the ASRT and active members of the society.

#### **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.
- 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. Develop, maintain and 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, committee chairs and the district presidents shall meet at least three (3) times per year: at post annual meeting, at the mid-year meeting, and at pre-annual meeting.
- B. The president, or a majority of the members of the Board of Directors, upon written request to the chair of the Board, may call a special meeting, by provided a notice of no more than 5 days to all Board members.
- C. Meetings of the Board may be held in person, teleconference or other digital media at the discretion of the chair. Members of the Board shall each pay their own costs associated with participating in the meetings, 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.

### **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.
- 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.

## **Section 6. Vacancies**

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

## **ARTICLE X**

### **Society Delegates to the ASRT House of Delegates**

#### **Section 1. Delegates**

- A. Two (2) Society delegates and at least two, but no more than four alternate 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 chair shall serve as the second alternate delegate.
- B. The Society shall complete and submit all qualifying documentation to ASRT for the delegates and alternate delegates by the last business day of January. Delegate and alternate positions not filled by qualified members by the last business day of January shall remain open until after the annual meeting of the ASRT House of Delegates..
- C. The Society has the power to remove delegates according to the guidelines established in Section 7 of this Article.

#### **Section 2. Qualifications**

- A. A delegate shall show proof of continuing education.
- B. A delegate shall be a voting member of the ASRT and the Society for two (2) years immediately preceding nomination. PROVISIO: During the 2017 and 2018 ASRT House of Delegates' meetings, delegates shall be required to have been a voting member of the ASRT for two years immediately preceding nomination, but prior NSRT membership shall not be required.
- C. A delegate shall have served as an officer, or on the Board of Directors or as a committee member in the Society.
- D. A delegate shall practice in the medical imaging or radiation therapy professions or health care.
- E. A delegate may serve concurrently on the board of any national medical imaging and radiation therapy professional certification or national accreditation agency.
- F. A delegate shall have the time and availability for necessary travel to represent the ASRT

#### **Section 3. Responsibilities**

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

- B. Respond to communications from the ASRT Office, ASRT Board of Directors or from the ASRT House of Delegates.
- C. Disseminate information to the Society.

#### **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. PROVISIO: During the first year, two alternates shall be elected, and shall draw lots to determine which delegate shall serve for one year, and which shall serve for two years.

#### **Section 5. Absences**

An absence exists when an appointed 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. In the case of an absence, the alternate delegate shall be seated for that meeting only. If the alternate delegate is unable to serve because of extenuating circumstances, the speaker of the House may seat a qualified delegate for the annual meeting of the House of Delegates for that meeting only.

#### **Section 6. Vacancies**

A vacancy exists when a delegate is unable to continue their duties at any time before or after the House of Delegates. Delegate vacancies shall be filled by the elected/appointed alternate delegate. When alternate delegates are seated, they are seated until the completion of the Annual Governance and House of Delegates and for the remainder of the vacated term. Alternate affiliate delegate vacancies shall be filled by qualified individuals in rank order listed on the affiliate submission shall be filled by qualified individuals in rank order listed on the affiliate submission form corresponding with the appropriate terms.

#### **Section 7. Probation**

If an affiliate fails to seat at least one delegate at all business meetings of the House of Delegates for two consecutive years, that affiliate or chapter enters into probationary status.

#### **Section 8. 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.
- 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.

## **ARTICLE XI**

### **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. Meeting sites should not be in the same location for two years in a row, unless no other location bids for the annual meeting site.

#### **Section 2. 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 3. 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.

## **ARTICLE XII**

### **Committees**

- 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**  
**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 by the Bylaws committee 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*, and shall govern the Society in all cases to which they are applicable and which they are consistent with the Bylaws.

**ARTICLE XV**  
**Emergency Bylaws**

This Article XV shall become operative upon majority vote of the Board of Directors as a result of the existence of an emergency condition. An “emergency condition” is defined as an act of God, war, government regulation or advisory (including travel advisory warnings), travel restrictions by employers due to laws, civil disruption or disturbance, terrorism or threats of terrorism as substantiated by governmental warnings or advisory notices, environmental or other disaster, determinations of outbreak of disease by either the World Health Organization or the Centers for Disease Control and Prevention (or other recognized entities), epidemics, pandemics, public health risks, quarantine, or other life threatening communicable disease, or threat thereof, or any other comparable conditions, or the imposition of a financial hardship on NvSRT which materially impairs, or makes it inadvisable, illegal, impracticable or impossible, in part or in full, NvSRT’s ability to fulfill its obligations hereunder.

**Section 1. Meetings**

Regular meetings and any related meetings may be suspended, canceled or the proceedings modified by the Board of Directors during an emergency condition. Meetings that are not suspended or canceled during an emergency condition, may at the discretion of the Board of Directors, be held with a statement of the business to be transacted. No business other than that specified shall be transacted.

**Section 2. Motions**

At the discretion of the Board of Directors, motions that were to be considered at a meeting being impacted by these emergency bylaws may be held for consideration until the next meeting occurring after the emergency condition has ended.

**Section 3. Quorum**

If a meeting is not suspended or canceled, a quorum shall consist of twenty-five percent (25%) of the voting members registered and include not less than (2) officers.

#### **Section 4. Elections & Seating of any Appointed or Elected Individual**

Notwithstanding any other Bylaw provision regarding the length of a term, when a term is to begin or end, The Board of Directors may, by majority vote, exercise discretion and delay the beginning of a term or extend an existing term for the purposes of functioning in the best interest of the NvSRT during any emergency event and for a reasonable time period thereafter.

#### **Section 5. Officers**

All officers in office immediately prior to commencement of the emergency condition shall remain in their respective offices until their successors are able to be installed.

#### **Section 6. Authority**

The primary duty of the Board of Directors during an emergency condition shall be the continued function of the NvSRT. The Board of directors may adopt such other emergency Bylaws as may be necessary in the sole discretion of the Board of Directors to accomplish the foregoing.

#### **Section 7. Bylaws Applicability and Duration**

To the extent not inconsistent with any emergency Bylaw, all other NvSRT Bylaw provisions shall remain in effect during the emergency condition. Upon the end of the emergency condition, as determined by the Board of Directors applying a reasonable person standard considering factors including, but not limited to, government warnings or restrictions, member opinion, travel restrictions, the emergency Bylaws shall cease to be operative.

Notwithstanding the foregoing, emergency bylaws shall not supersede the provisions of the general corporate laws of the State of Nevada, with respect to amending the articles of incorporation or the regular bylaws of the corporation, adopting a plan of merger or consolidation with another corporation or corporations, authorizing the sale, lease, exchange, or other disposition of all or substantially all of the property and assets of the corporation other than in the usual and regular course of business, or authorizing the dissolution of the corporation; and the regular bylaws of the corporation and the articles of incorporation shall continue in full force and effect for such purposes.

### **ARTICLE XVI Indemnification**

To the greatest extent of the laws of the State of Nevada, 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.

## **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.

## **ARTICLE XVIII**

### **Donations/Special Funds**

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. All donations received by the Society for general or specific activities will be managed by the Board of Directors.