

# O.S.R.T. Foundation Bylaws

## ARTICLE I NAME

The name of this organization shall be the Ohio Society of Radiologic Technologists Foundation hereinafter referred to as the Foundation.

## ARTICLE II PURPOSE

The OSRT Foundation funds students and professionals engaged in education and research to promote the highest quality patient care.

## ARTICLE III VOTING PROCEDURE

### **Section 1: Voting**

- A. All formal actions shall be taken by vote at either of the biannual meetings of the Board.
- B. A vote by mail or conference call may be taken when necessary. Actions taken by mail shall be ratified and made a part of the minutes of the next Board meeting. Proxy voting is prohibited.
- C. The Foundation Chairman shall vote only to break a tie.

## ARTICLE IV Board of Trustees

### **Section 1: Composition**

The Board of Trustees of this Foundation shall consist of five (5) members. Those five members shall be the President-Elect, President, and Chairperson of the Ohio Society of Radiologic Technologists (OSRT) Board, immediate Past-Chairperson of the OSRT Board, and the Honors and Awards Committee Chairperson of the OSRT.

### **Section 2: Qualifications**

All Trustees shall be voting members of the OSRT. Each Director shall continue membership until their term expires.

### **Section 3: Appointments**

Appointees to the Board of Trustees shall be filled by the Executive Board of Directors of the OSRT, the immediate past Chairman of the OSRT, and the Chairman of the OSRT Honors and Awards Committee, following each annual OSRT election.

### **Section 4: Responsibilities**

The property, affairs and business of the Foundation shall be managed and controlled by its Board. The Board may by general resolution delegate to officers of the Foundation and to staff or committees such powers as are provided for in these Bylaws.

### **Section 5: Voting**

Each member of the Board of Trustees shall have one vote and there shall be no proxy voting.

### **Section 6: Vacancies**

A vacancy in the Board of Trustees, whether caused by resignation, death, removal, or expiration of a term, may be filled by recommendations from the remaining members of the Foundation Board of Trustees and upon approval by the OSRT Board of Directors.

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## Section 7: Meetings

The Board shall be notified of the time and place for the holding of the annual meeting of the Board and any other regular meetings of the Board. Special meetings of the Board of Trustees may be called by the Chairman, or by a majority of the voting Trustees, who may fix any place for holding any special meeting.

## Section 8: Quorum

A quorum for a Board of Trustees meeting shall consist of a majority of the Trustees.

## Section 9: Censure, Reprimand and Removal of a Director

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

- A. If the Board 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 Trustee 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 Trustees at which the charges shall be considered.
- D. The Trustee 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 entire membership of the Board of Trustees.

## ARTICLE V OFFICERS

### Section 1: Offices

The offices of the Foundation shall be a chairman, vice-chairman (who shall also serve as the secretary), and such other officers as may be elected. The Board may elect or select such other officers or agents as it shall deem desirable, and such officers shall have the authority and perform the duties prescribed from time to time by the Board. Officers shall serve a one-year term.

### Section 2: Selection

The officers of the Foundation shall be elected by a majority vote of the Board of Trustees at the fall meeting of the Board. If the election of officers is not held at such meeting, such election shall be held as soon as convenient. New offices may be created and filled at any meeting of the Board. Each officer shall hold office until his successor shall have been duly elected.

### Section 3: Removal

Any officer elected or appointed by the Board may be removed by a vote of two-thirds of the trustees (other than the officers in question), whenever in their judgment the best interests of the Foundation would be served, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

### Section 4: Vacancies

A vacancy in an office because of death, resignation, removal, disqualification or otherwise, shall be filled for the unexpired portion of the term in the following manner:

- A. Chairman. A vacancy in the office of the chairman shall be filled by the vice-chairman.
- B. Other Officers. A vacancy in any other office shall be filled by a majority vote of the remaining members of the Board.

### Section 5: Duties

- A. **Chairman:** The chairman shall be the principal executive officer of the Foundation and shall exercise general supervision over the affairs of the Foundation, its officers and personnel consistent with policies established by the Board of Trustees. The chairman may sign any deeds, mortgages, bonds, contracts or other instruments, except in cases where the signing and execution thereof shall

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be expressly delegated by the Board or by these bylaws or by statute to some other officer or agent of the Foundation; shall perform all duties incident to the office of chairman and such other duties as may be prescribed by the Board. The chairman may authorize and approve expenditures and take such other steps he or she shall deem necessary to advance the purposes of the Foundation, provided such steps do not exceed the scope of authority granted by the Board.

- B. **Vice-Chairman:** The vice chairman shall perform such duties as may be assigned by the chairman or the Board of Trustees and shall serve as the secretary. The vice chairman shall keep the minutes of the meetings of the Board and shall oversee the keeping, preparation and filing of all other records required by law or by the policies of the Board; be custodian of the corporate records, the execution of which is duly authorized in accordance with the provisions of these bylaws, keep a register of the post office address of each Trustee which shall be furnished to the secretary by such trustee; and in general perform all duties incident to the office of secretary and such other duties as from time to time may be assigned by the chairman or by the Board. Any duties of the secretary may be assigned to Foundation staff by the Board of Trustees.

### **ARTICLE VI** **Committees**

#### **Section 1: Authority**

- A. The Chairman of the Board may designate and appoint one or more committees of its members, each of which shall consist of two or more persons. These committees shall have and exercise the authority of the Board in the management of the Foundation. The designation and appointment of any such committee and the delegation of authority shall not operate to relieve the Board or any individual Trustee of any responsibility imposed upon it or him by law. Membership on such committees need not be limited to Trustees.
- B. The Board may appoint advisory committees to make recommendations to the Board. Membership on such committees need not be limited to Trustees and shall include a Trustee in the capacity of liaison. Appointment of such committee members shall be by majority vote of the Board. Appointments shall be made as needed.

#### **Section 2: Term**

Each member of a committee shall serve for the standard term of said committee or until his successor is appointed, unless the committee shall be sooner terminated.

#### **Section 3: Chairman**

One member of each committee shall be appointed chairman.

#### **Section 4: Vacancies**

Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

#### **Section 5: Manner of Acting**

Unless otherwise provided, a majority of the committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee. Each committee may adopt rules for its own governance not inconsistent with these Bylaws or with rules adopted by the Board.

### **ARTICLE VII** **Contracts, Checks, Deposits and Funds**

#### **Section 1: Contracts**

The Board may authorize any officer or officers, agent or agents, or paid staff of the Foundation in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Foundation and such authority may be general or confined to specific instances.

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## **Section 2: Checks**

All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Foundation shall be signed by such officer or officers, agent or agents of the Foundation as provided for in the Bylaws.

## **Section 3: Deposits**

All funds of the Foundation shall be deposited from time to time to the credit of the Foundation in such banks, trust companies or other depositories as the Board may select.

## **Section 4: Funds**

The Board may accept on behalf of the Foundation any contribution, gift bequest or devise for the general purposes or for any special purpose of the Foundation.

## **ARTICLE VIII** **PARLIAMENTARY AUTHORITY**

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

## **ARTICLE VIx** **AMENDMENTS**

- A. Amendments to the Bylaws may be proposed by the Board of Trustees. The Chairman will appoint a committee to review and revise Bylaws as needed.
- B. These Bylaws may be amended by a two-thirds (2/3) vote.
- C. Amendments shall be effective immediately unless otherwise specified.

## **ARTICLE X** **INDEMNIFICATION**

Every officer, trustee, staff or delegate of the Foundation shall be indemnified by the Foundation against all expenses and liabilities, including attorney fees, in connection with any threatened, pending or completed proceeding in which the above-named individual is involved by reason of being or having been an officer, trustee, staff or delegate of the Foundation if the above named individual acted in good faith and within the scope of the above-named individual's authority and in a manner reasonably believed to be not opposed to the best interests of the Foundation. 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 bylaw. The foregoing right of indemnification shall be in addition to, and not exclusive of, all other rights to which such officer, trustee, staff or delegate may be entitled.

## **ARTICLE XI** **Dissolution**

In the event of dissolution or final liquidation of the Foundation, 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 Foundation, as shall be designated by the Board of Trustees.