

The Ohio Society of Radiologic Technologists Education and Research Foundation Bylaws

ARTICLE I

NAME

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

ARTICLE II

PURPOSE

The Ohio Society of Radiologic Technologists Education and Research 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 via mail, email, 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 Directors

Section 1: Composition

The Board of Directors of this Foundation shall consist of seven (7) standing members. Those seven standing members shall be the Chairman, President, and President Elect, immediate Past-Chairman Chairman, and the Honors Committee Chairman(s), appointed Student Intern all of the Ohio Society of Radiologic Technologists (OSRT) Board, and an appointed Member at Large of the Foundation Board. Other members may be appointed by the existing Board of Directors as deemed necessary; this could include a Member(s) at Large position(s) with voting rights. The Foundation has no formal members, only a voting board of directors with the allowance of appointees for specific tasks, with no voting rights.

Section 2: Qualifications

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

Section 3: Appointments

Appointees to the Board of Directors 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 Awards Committee, following each annual OSRT election.

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Section 4: Responsibilities

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

Section 5: Voting

Each member of the Board of Directors shall have one vote and there shall be no proxy voting. The Chairman of the Board shall vote only in the event of a tie.

Section 6: Vacancies

A vacancy in the Board of Directors, 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 Directors.

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 Directors may be called by the Chairman, or by a majority of the voting Directors, who may fix any place for holding any special meeting.

Section 8: Quorum

A quorum for a Board of Directors meeting shall consist of a majority of The Foundation Board.

Section 9: Censure, Reprimand and Removal of a Director

Any Director 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 Directors 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 Director 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 Director 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 Directors with the Chairman of the Board designated to break a tie vote.

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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 assume office after the installation of officers at the OSRT annual ceremony. In the event there is no annual meeting, the officers will be formally installed at the next scheduled board meeting of the Ohio Society of Radiologic Technologists. The officers shall be the President-Elect, President, and Chairman of the Ohio Society of Radiologic Technologists (OSRT) Board, immediate Past-Chairman of the OSRT Board, and the Honors Committee Chairman of the OSRT and any appointed Member(s) at Large. The immediate Past OSRT Chairman will serve as Chairman, with the current Chairman of the OSRT serving as Vice-Chairman and recording secretary and the Honors Committee Chairman of the OSRT will serve as the Awards Committee Chairman. 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 Foundation may be removed by a vote of two-thirds of the Directors (other than the officer 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 Directors. The Chairman may sign any deeds, mortgages, bonds, contracts or other instruments, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by

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these Bylaws or by statute to some other officer or agent of The Foundation. The Chairman 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, 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 Directors 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 Foundation; 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 Director, which shall be furnished to the secretary by such director, 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 The Foundation.

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 Director of any responsibility imposed upon it or him by law. Membership on such committees need not be limited to Directors.
- B. The Board may appoint advisory committees to make recommendations to the Board. Membership on such committees need not be limited to of Directors and shall include a Director 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.

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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. The Ohio Society of Radiologic Technologists financial manager is considered an agent of The Foundation.

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 Ohio Society of Radiologic Technologists Education and 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 The Foundation in all cases to which they are applicable and in which they are consistent with these Bylaws.

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**ARTICLE IX
AMENDMENTS**

- A. Amendments to the Bylaws may be proposed by the Board of Directors. 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, director, 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 Directors.