

# 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 (OSRTERF) hereinafter referred to as the OSRTERF.

## ARTICLE II PURPOSE

The Ohio Society of Radiologic Technologists Education and Research Foundation funds medical imaging and radiation therapy students and professionals engaged in education and research to promote the highest quality patient care.

## ARTICLE III Membership

The OSRTERF has no formal members.

## ARTICLE IV Board of Trustees

### **Section 1: Composition**

The Board of Trustees of the OSRTERF shall consist of no less than five (5) and no more than eleven (11) standing members, one of whom shall be the Junior Chairperson of the Ohio Society of Radiologic Technologists Business Association (OSRT – BA) and one of whom may be an Ohio Radiologic Sciences/Medical Imaging student. Officers of the OSRTERF shall be: Chairperson, Vice-chairperson, and Secretary.

### **Section 2: Qualifications**

Trustees may be radiologic technologists, radiologic sciences/medical imaging students, medical imaging and radiation therapy experts and may include public members with expertise in the radiologic sciences or charitable non-profit organizations.

### **Section 3: Appointments**

Appointees to the Board of Trustees shall be filled by recommendation(s) forwarded by the OSRTERF to the OSRT Board of Directors. The OSRT Board of Directors shall appoint 51% of the OSRTERF Board of Trustees annually. The OSRTERF Board of Trustees shall appoint the remaining 49% of the OSRTERF Board of Trustees. Upon approval of the OSRT Board of Directors, the appointee(s) shall assume OSRTERF duties at the Post-SES Board of Trustees meeting (June).

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## **Section 4: Responsibilities**

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

## **Section 5: Voting**

- A. All formal actions shall be taken by vote.
- B. Actions taken shall be ratified and made a part of the minutes of the next board meeting. Proxy voting is prohibited.
- C. Each member of the Board of Trustees shall have one vote.

## **Section 6: Vacancies**

Vacancies among the Trustees (other than the Junior Chairperson of the OSRT-BA), whether caused by resignation, death, removal or expiration of a term, may be filled by recommendations from the remaining members of the Board of Trustees and upon approval by the OSRT Board of Directors as delineated in Article IV, Section 3 of these bylaws. Vacancy is defined as a Trustee leaving prior to the completion of his/her term. A vacancy may be filled as determined by the Board and must be filled if there are less than seven (7) Trustees.

## **Section 7: Meetings**

Annually, at least two (2) Board of Trustees meetings may be called at such time and place as designated by the officers. Dates, times, and locations of meetings shall be communicated to trustees. The OSRTERF may permit any or all Trustees to participate in a meeting by, or conduct the meeting through the use of, any means of communication by which all members participating may simultaneously hear each other during the meeting. Special meetings of the Board of Trustees may be called by the Chairperson, 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 OSRTERF Board including one (1) officer.

## **Section 9: Censure, Reprimand and Removal of a Trustee**

Any Trustee may be censured, reprimanded or removed from the Board for dereliction of duty or conduct detrimental to the OSRTERF. 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.

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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 Trustees at which the charges shall be considered.
- D. The Trustee shall have the opportunity to appear in person and be accompanied by a representative to present any defense to such charges before action is taken.
- E. Censure, reprimand or removal shall be by a majority vote of the entire Board of Trustees excluding the person charged.

## **ARTICLE V** **OFFICERS**

### **Section 1: Offices**

The officers of the OSRTERF shall be a Chairperson, Vice-chairperson, 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 of the OSRTERF shall serve two (2) year terms. The appointed Junior Chairperson of the OSRT - BA will serve a one (1) year term.

### **Section 2: Selection**

The officers of the OSRTERF shall assume office after the OSRT Student and Educator Symposium (SES). In the event there is no SES, the officers will be formally installed at the next scheduled OSRTERF board meeting. New offices may be created and filled at any meeting of the Board. Trustees shall hold office until their successor is appointed.

### **Section 3: Removal**

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

- 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 officer shall have the opportunity to appear in person and be represented a representative to present any defense to such charges before action is taken.
- E. Censure, reprimand or removal shall be by a majority vote of the entire Board of Trustees excluding the person charged.

### **Section 4: Vacancies**

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- A. 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:
- B. Chairperson: A vacancy in the office of the Chairperson shall be filled by the Vice-chairperson.
- C. Other offices: A vacancy in any other office shall be filled by a majority vote of the remaining members of the Board.

## **Section 5: Duties**

- A. Chairperson: The Chairperson shall be the principal executive officer, shall exercise general supervision over the affairs of the OSRTERF, and perform all duties consistent with the office of Chairperson as delineated in the Policy and Procedure Manual.
- B. Vice-chairperson: The Vice-chairperson shall perform such duties as may be assigned by the Chairperson or the Board of Trustees. The Vice-chairperson will assume the duties of presiding officer in the event of the Chairperson's absence.
- C. Secretary: The Secretary shall keep the abstracted minutes of the proceedings of all meetings of the Board of Trustees and perform other duties as assigned by the Chairperson of the Board of Trustee.

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

### **Section 1: Authority**

- A. The Chairperson of the Board may designate and appoint one or more committees, 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 OSRTERF. The designation and appointment of any such committee and the delegation of authority shall not operate to relieve the Board or any individual Trustees of any responsibility imposed 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, however shall include one (1) or more Trustees 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 a successor is appointed, unless the committee shall be sooner terminated.

### **Section 3: Chairman**

One member of each committee shall be appointed chairperson.

### **Section 4: Vacancies**

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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 to be consistent with these Bylaws or with rules adopted by the Board.

## **ARTICLE VII**

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

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

The OSRT – BA Financial Manager and Executive Secretary are considered agents of the OSRTERF.

#### **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 OSRTERF shall be signed by the Chairperson and the Financial Manager.

#### **Section 3: Deposits**

All funds of the OSRTERF shall be deposited at least monthly to the credit of The Ohio Society of Radiologic Technologists Education and Research 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 OSRTERF any contribution, gift bequest or device for the general purposes or for any special purpose of the OSRTERF. There will be no quid pro quo for any donation to the OSRTERF.

## **ARTICLE VIII**

### **PARLIAMENTARY AUTHORITY**

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the OSRTERF 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, revisions, or changes to the Bylaws may be proposed by any Trustee by submitting the change to the Chairperson. The Chairperson may appoint a task force 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 trustee, staff or delegate of the OSRTERF shall be indemnified by the OSRTERF 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 OSRTERF 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 OSRTERF. 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 OSRTERF, 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 OSRTERF, as shall be designated by the Board of Trustees.