

# **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 medical imaging and radiation therapy 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.
- B. Actions taken 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 no more than ten (10) and not less than five (5) standing members, one of whom shall be the Junior chairperson of the Ohio Society of Radiologic Technologists (OSRT).

### **Section 2: Qualifications**

Directors may be radiologic technologists, medical imaging and radiation therapy experts and public members with expertise in charitable non-profit organizations.

### **Section 3: Appointments**

The Board of Directors shall be filled by the junior chairperson of the OSRT; the remaining positions will be filled based on recommendations of the OSRT and The Foundation.

### **Section 4: Responsibilities**

The property, affairs and business of the Foundation shall be managed and controlled by the Foundation 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.

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## **Section 5: 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 or OSRT Board of Directors.

## **Section 6: 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 7: Quorum**

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

## **Section 8: 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. If the Board deems the charges to be sufficient; the person charged shall be advised in writing of the charges. Censure, reprimand or removal shall be by a majority vote of the entire Board of Directors.

## **ARTICLE V OFFICERS**

### **Section 1: Offices**

The officers of The Foundation shall be a Chairman and Vice Chairman / 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. The appointed junior chairperson of the OSRT who serves the Foundation will serve a one-year term; all other Officers shall serve a two-year term.

### **Section 2: Selection**

The officers of The Foundation shall assume office after the OSRT annual meeting. In the event there is no annual meeting, the officers will be formally installed at the next scheduled board meeting of The Foundation. New offices may be created and filled at any meeting of the Board. Each Director shall hold office until their successor is appointed.

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## **Section 3: Removal**

Any officer elected or appointed by The Foundation may be removed by a majority vote 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. 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. Chairman: A vacancy in the office of the chairman shall be filled by the vice chairman.
- C. Other Directors: 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 and perform all duties consistent with the office of Chairman as delineated in the Policy and Procedure Manual.
- B. Vice Chairman: The Vice Chairman shall perform such duties as may be assigned by the chairman or the Board of Directors. The Vice Chairman will assume the duties of chairman in the event of the Chairman's absence.

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

### **Section 1: Authority**

- A. The Chairman 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 Foundation. The designation and appointment of any such committee and the delegation of authority shall not operate to relieve the Board or any individual Directors 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 Directors, however shall include a Director(s) in the capacity of liaison. Appointment of such committee members shall be by majority vote of the Board. Appointments shall be made as needed.
- C. The Foundation has no formal members.

### **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.

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## **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 to be consistent 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 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.