

## NYSSRS BYLAWS

### ARTICLE I: NAME

The name of this Society shall be NEW YORK STATE SOCIETY OF RADIOLOGIC SCIENCES, INC. a non-profit corporation incorporated under the general corporation laws of the State of New York hereinafter referred to as NYSSRS.

### ARTICLE II: PURPOSE

The purpose of NYSSRS, stated in its entirety in the Certificate of Incorporation of May 15, 1947 Elmira, NY shall be to promote radiologic sciences, establish and maintain appropriate education for the purpose of elevating and promoting the highest standards of patient care to the communities of interest. The policies of NYSSRS shall be in accord with non-commercial, non-sectarian and non-partisan standards to protect the general welfare of the technologists without regard to race, color, creed, national origin, sex or age.

### ARTICLE III: MEMBERSHIP

#### Section 1: Policy

A. The NYSSRS 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 NYSSRS or any of its officers, its Board of Directors or its staff, in their official capacities, shall not be used in connection with a corporate company for other than the regular functions of the NYSSRS.

#### Section 2: Categories

A. **ACTIVE MEMBERS** shall be those registered by the American Registry of Radiologic Technologists (ARRT) or its equivalent or hold an unrestricted license under New York State statutes. They shall have all rights, privileges and obligations of membership including the right to vote, debate, and hold office. Active members may serve as a delegate in the ASRT House of Delegates provided that they meet requirements as specified in the ASRT Bylaws and ASRT House of Delegates Manual.

B. **ASSOCIATE MEMBERS** shall be those who are or have been employed in the technical support, educational, managerial or corporate aspects of the radiologic sciences or do not qualify for active or student membership. They have the obligations and privileges of active members except to vote, hold office or serve as a delegate in the House of Delegates.

C. **STUDENT MEMBERS** shall be those who are enrolled in a primary medical imaging or radiation therapy program that is accredited by an agency approved by the ARRT. Eligibility for this membership class shall terminate upon completion or discontinuation of such education. They shall have all the rights, obligations and privileges of active members, except the right to vote, hold office or serve as a delegate in the ASRT House of Delegates.

D. **LIFE MEMBERS** shall be those members who have rendered exceptional service as an active or associate member and who have the unanimous recommendation of the Board of Directors. They shall be exempt from annual dues by majority vote at a regular board meeting. They shall have all the rights and privileges of active members.

E. **EMERITUS MEMBERS** shall be exempt from annual dues upon reaching age 60, been a member for 20 consecutive years and have made an application. They shall have all the rights and privileges of active members.

#### **Section 4: Resignation**

Any member shall have the right to resign by written communication to the NYSSRS providing all dues or other indebtedness to the NYSSRS has been paid.

#### **Section 5: Reinstatement**

A member who has resigned or whose membership has been deleted from the NYSSRS for other reasons may be reinstated only after filing a new applications and paying the fees as a new member.

#### **Section 6: Suspension and Expulsion**

A. Members shall be suspended from membership when dues are in arrears for 60 days. Reinstatement may be made upon receipt of dues and a reinstatement fee.

B. Any member may be suspended or terminated for cause determined by written request. Sufficient cause for such suspension or termination of membership shall include but not be limited to a violation of the Bylaws or any lawful rule or practice duly adopted by the NYSSRS or any other conduct prejudicial to the interests of the NYSSRS. If the Board of Directors deems the charges to be sufficient; the person charged shall be advised in writing of the charges. 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. 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. 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. Suspension or expulsion shall be by unanimous vote of the entire membership of the Board of Directors.

## **ARTICLE IV: DISTRICT SOCIETIES**

### **Section 1: Districts** (subordinate affiliates)

The number of district organizations and their boundaries shall be determined by the Board of Directors.

A. **DISTRICT CHARTERS** shall be approved by NYSSRS Board of Directors prior to each annual meeting under the following conditions: submission to the secretary of the NYSSRS and the ASRT (if necessary), documents and information for not-for-profit 501-(c)-(6) organizations as required by the Internal Revenue Service (IRS).

The ASRT requires Affiliate Subordinates to be responsible for keeping annual records and forwarding the documentation to the NYSSRS to remain in compliance:

Districts shall serve a region of the general community including students. District bylaws shall be in accord with those of the ASRT and the NYSSRS.

### **Section 2: Authority**

A. The district organization shall have control over its treasury.

B. The NYSSRS shall not be responsible for any debts or utterances made by any district/organization.

C. The district shall not be responsible for any financial encumbrances of the NYSSRS.

### **Section 3: Membership**

A district shall consist of at least fifteen members with a minimum of two NYSSRS active members.

#### **Section 4: Governance**

- A. District officers shall be at least a president, vice president, secretary and treasurer. The offices of secretary and treasurer can be combined. Each board member shall be a member of the NYSSRS and the ASRT for the duration of their prospective term.
- B. A district Board of Directors may be established by a vote of the district membership. Its composition and the duties shall be consistent with, but not necessarily identical to those specified in the NYSSRS Bylaws.
- C. The districts shall submit annual reports to the NYSSRS secretary thirty (30) days prior to the NYSSRS annual meeting. The report should include at least the current officers and their contact information, membership roster, number of meetings and activities in the past year, and a written request to renew the district charter.
- D. District bylaws shall be consistent with the NYSSRS Bylaws.

#### **ARTICLE V: CHAPTER SOCIETIES**

- A. **CHAPTER CHARTERS** shall be approved prior to each annual meeting by NYSSRS Board of Directors in the following modalities: Cardiovascular - Interventional, Computed Tomography, Dosimetry, Education, Magnetic Resonance, Mammography, Management, Nuclear Medicine, Radiation Therapy, Radiography, and Sonography. Chapters shall promote the modality, act as an information resource to the education committee and serve the general community of interest including students. Chapter bylaws shall be in accord with NYSSRS and the ASRT. Approval shall occur under the following conditions: submission to the secretary of the NYSSRS and the ASRT (if necessary), documents and information for not-for-profit 501- (c)-(6) organizations as required by the Internal Revenue Service (IRS).
- B. A Chapter shall have control over its treasury. The NYSSRS shall not be responsible for any debts or utterances made by any chapter organization.
- C. The chapter shall not be responsible for any financial encumbrances of the NYSSRS.
- D. Members shall be persons having an interest in the modality. Chapters shall have at least fifteen members, with a minimum of two NYSSRS members.
- E. **OFFICERS**, at least two shall be elected by the chapter membership to represent the chapter to the NYSSRS Board of Directors and the Education Committee. Chapter officers shall be members of the NYSSRS and the ASRT.

F. Chapter reports shall be made to the NYSSRS Secretary 30 days prior to the NYSSRS annual meeting to include at least the current officers, membership roster, number of meetings and activities, and a written request to renew the Chapter charter.

## ARTICLE VI: MEETINGS

A. **ANNUAL MEETINGS of the NYSSRS:** An Annual Meeting shall be held in the fall for the purpose of installing officers, receiving reports, amending bylaws, and conducting such other business as may arise, and for educational programs.

B. **SPECIAL MEETINGS of the NYSSRS:** Special meetings may be called by a majority vote of the Board of Directors with the time and location to be determined by the Board of Directors. Notices of such meetings shall be announced twenty (20) days in advance of the meeting. The purpose of such meetings shall be stated in the notices and no other business shall be transacted.

C. A **QUORUM** for a meeting shall consist of twenty-five percent (25%) of the voting members registered and includes not less than two (2) officers.

D. A **PARLIAMENTARIAN** can be identified for the annual business meetings. The parliamentarian shall render advice on parliamentary procedure. The parliamentarian shall remain impartial on issues under discussion unless they relate to parliamentary procedure. The parliamentarian shall not make motions.

## ARTICLE VII: OFFICERS

The officers of the NYSSRS shall be Chairman, President, President-Elect, Vice President, Secretary, Treasurer, Membership Director and such additional officers as are recommended by the Board of Directors, and ratified by the membership.

### Section 1: Responsibilities

A. The **PRESIDENT** shall:

1. In the absence or inability of the chairman to serve, the president shall preside at all meetings of the Board of Directors
2. Be the spokesperson for the NYSSRS
3. Perform duties consistent with the office
4. Be an ex-officio member of all committees except the auditing and nominating committees.

5. Appoint committee chairs, unless otherwise provided in the bylaws.
6. Serve as First Delegate to the ASRT House of Delegates, provided that they meet the ASRT Delegate requirements as stated in the ASRT Bylaws and ASRT House of Delegates Manual.

B. The **PRESIDENT-ELECT** shall:

1. Be familiar with NYSSRS and prepare to assume the office of President at the conclusion of the term.
2. Serve as Second Delegate to the ASRT House of Delegates, provided that they meet the ASRT Delegate requirements as stated in the ASRT Bylaws and ASRT House of Delegates Manual.

C. The **VICE-PRESIDENT** shall:

1. Assist the President.
2. In the absence or vacancy of the President shall assume the duties of the President.

D. The **SECRETARY** shall:

1. Send meeting notices to members, prepare charters, awards, annual reports
2. Perform duties customarily pertaining to the office.

E. The **TREASURER** shall:

1. Be the custodian of NYSSRS funds, prepare budget and financial reports to be audited and incorporated in the annual meeting minutes
2. Perform duties customarily pertaining to the office.

F. The **CHAIRMAN** shall:

1. Preside at meetings of the Board of Directors

G. The **MEMBERSHIP DIRECTOR** shall:

1. Keep accurate computerized membership lists and report generation
2. Send membership cards, renewal notices and follow up with non-renewing members
3. Actively seek methods to recruit new members and maintain current members

## Section 2: Qualifications

- A. All officers shall be voting members of the NYSSRS and the ASRT.
- B. Officers shall have served as an officer in the NYSSRS, or District, or Chapter, or as a member of a NYSSRS committee.
- C. Nominees for the office of President-Elect must be a voting member of the NYSSRS and ASRT for two (2) years immediately preceding nomination.

- D. In addition, the President and President-Elect shall have served at least one complete term on the Board of Directors or the President-Elect have served as the president of a recognized district or chapter of the NYSSRS who meets all requirements for the office as prescribed in the bylaws.

### **Section 3: Term**

- A. All officers and other elected positions shall serve for two years or until their successors are appointed or elected.
- B. All officers may serve two consecutive terms in the same office with the exception of the Chairman, President, President-Elect, and Treasurer.
- C. The Chairman, President and President-Elect are limited to one two year term.
- D. The Treasurer may serve an unlimited number of two-year terms.
- E. The term shall begin at the conclusion of the annual meeting at which the election takes place.

### **Section 4: Nominations**

- A. A nominating committee of three members shall be elected by the membership during the annual meeting. The chair shall be the member with the highest number of votes.
- B. The nominating committee shall present a slate of officers at the first business session during the annual meeting in an election year.
- C. Nominations from the floor shall be open at the annual meeting and shall require a signed and seconded motion form.
- D. The committee shall satisfy itself that all candidates have the proper credentials and are willing to serve if elected.

### **Section 5: Elections**

- A. Elections shall be by ballot at the annual meeting;
- B. Officers shall be elected by majority vote,
- C. Membership Director and Nominating Committee Chair shall be elected by plurality vote.

## **Section 6: Eligibility**

An officer who meets eligibility requirements at the time of nomination shall be permitted to complete the term, even though employment status changes.

## **Section 7: Vacancies**

- A. A vacancy in any elected office, except the office of President and President-Elect, shall be filled by appointment of the President and approved by the Board of Directors.
- B. A vacancy in the office of President shall be filled by the Vice-President.
- C. A vacancy in the office of President-Elect may be filled by a special election during a non-election year, or shall remain vacant during a regular election year.
- D. Unexcused absence from at least two meetings shall be considered a vacancy.

## **Section 8: Censure, Reprimand and Removal**

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

- 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 officer 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 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.
- F. If further action is warranted, the Board of Directors shall refer the matter to the membership of the NYSSRS.



## **ARTICLE VIII: BOARD OF DIRECTORS**

### **Section 1: Composition**

- A. The Board of Directors shall be composed of the Chairman, President, President-Elect, Vice-President, Secretary, Treasurer, Membership Director and the Nominating Committee Chair.
- B. Additional directorships may be established by a ballot of the voting members of the NYSSRS. Such directors shall serve for a period of two years.
- C. Members of the Board of Directors shall be voting members of the NYSSRS and ASRT.

### **Section 2: Responsibilities of the Board of Directors**

- A. The Board of Directors shall be vested with the responsibility of the management of the business of the corporation
- B. Manage and control assets and properties of the NYSSRS
- C. Employ such personnel as deemed necessary to conduct business of the NYSSRS
- D. Determine the number and boundaries of District and Chapter Societies
- E. Provide for the annual audit of the books and accounts of the NYSSRS
- F. Provide the required documentation regarding not-for-profit IRS information to the ASRT in the required time frame.
- G. Assure that required reports are provided to the ASRT in the time frame allotted.
- H. Select the alternate delegates to the ASRT House of Delegates
- I. Change the dates or location of the annual conference if found advisable and, in the case of state or national emergency, or financial exigencies, cancel the annual conference and provide for the election of officers.

### **Section 3: Vacancies**

A vacancy in the Board of Directors, except for President and President-Elect shall be filled by appointment, agreed upon by the remaining members of the Board of Directors, to complete the unexpired term.

### **Section 4: Meetings**

- A. The Board of Directors shall hold a meeting at least twice per year in person or by teleconference.

- B. **Special meetings** in person or by teleconference may be called by the President or the written request of three members provided a fifteen (15) day notice is given to all Board members. The purpose for which the special meeting is called shall be stated in the notice and no other business shall be transacted.
- C. A majority of the Board of Directors' members shall constitute a quorum for all meetings.

### **Section 5: Censure, Reprimand and Removal**

Any Board member may be censured, reprimanded or removed from the position for dereliction of duty or conduct detrimental to the NYSSRS. 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 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.

## **ARTICLE IX: NYSSRS DELEGATE(S) TO THE ASRT HOUSE OF DELEGATES**

### **Section 1: Delegates**

- A. The NYSSRS delegates and alternate delegates shall be approved by the NYSSRS Board of Directors. The President and President-Elect or their designee shall serve as the delegates. The alternate(s) shall be appointed by the NYSSRS Board of Directors.
- B. The NYSSRS President or Secretary shall submit to ASRT the names of the NYSSRS delegates and alternate delegates by the last business day of January.
- C. Designated delegates and alternate delegates must submit an ASRT Delegate Information sheet to the ASRT by the last business day of January.
- D. The NYSSRS has the power to remove delegates.

## **Section 2: Qualifications**

- A. A delegate shall show proof of continuing education.
- B. A delegate shall be a member of the ASRT and the NYSSRS for two (2) years immediately preceding the ASRT House of Delegates meeting.
- C. A delegate shall have served as an officer, or on the Board of Directors, or as a committee member for the NYSSRS.
- D. A delegate may serve concurrently on the board of any national radiologic science certification or national accreditation agency.
- E. A delegate shall have the time and availability for necessary travel to represent the NYSSRS.
- F. A delegate shall meet ASRT Delegate requirements as stated in the ASRT Bylaws and ASRT House of Delegates Manual.

## **Section 3: Responsibilities**

- A. NYSSRS 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 NYSSRS

## **Section 4: Absence**

An absence exists when an appointed NYSSRS 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. It is the responsibility of the NYSSRS's delegate to notify the ASRT, the Speaker of the House, and the alternate delegate of the delegate's inability to attend the conference, as soon as possible. The alternate delegate shall be seated for that meeting only. Any delegate position or alternate delegate position not filled by the appointment process remains open. There shall be no on-site credentialing of delegates.

## Section 5: Vacancies

A vacancy exists when a delegate has submitted a written letter of resignation or when a delegate position has not been filled by the appointment process. A delegate vacancy caused by the written resignation of a delegate shall be filled by the appointed alternate delegate.

## Section 6: Censure, Reprimand and Removal

Any NYSSRS delegate may be censured, reprimanded or removed from the position for dereliction of duty or conduct detrimental to the ASRT or the NYSSRS. 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 X: COMMITTEES

- A. There shall be standing committees as deemed necessary appointed by the Board of Directors or president.
- B. The president may establish other committees or task forces, as deemed necessary to assist the NYSSRS.
- C. A vacancy in any committee shall be filled by appointment of the President.

## ARTICLE XI: PARLIAMENTARY AUTHORITY

The rules contained in the current edition of *ROBERT S RULES OF ORDER NEWLY REVISED* shall govern in all cases to which they are applicable and in which they are not inconsistent with these bylaws or any special rules of order NYSSRS may adopt.

## **ARTICLE XII: AMENDMENTS**

Amendments to these bylaws may be proposed by a member in good standing and shall be made by a two-thirds (2/3) vote of the voting membership at any business meeting of the NYSSRS provided notice of such amendments shall be made available to all members at least thirty (30) days in advance. Amendments shall be effective at the conclusion of the business meeting unless otherwise specified.

## **ARTICLE XIII: EMERGENCY BYLAWS**

This Article XIII 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 NYSSRS which materially impairs, or makes it inadvisable, illegal, impracticable or impossible, in part or in full, NYSSRS’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 two (2) officers.

### **Section 4: Probation**

NYSSRS Districts and Chapters shall not be placed on probationary status while these emergency bylaws are operative.

### **Section 5: 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 interests of the NYSSRS during any emergency event and for a reasonable time period thereafter.

### **Section 6: 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 7: Authority**

The primary duty of the Board of Directors during an emergency condition shall be the continued function of the NYSSRS. 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 8: Bylaws Applicability and Duration**

To the extent not inconsistent with any emergency Bylaw, all other NYSSRS 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.

Adopted October 22, 2021

Notwithstanding the foregoing, emergency bylaws shall not supersede the provisions of the General corporate laws of the State of New York, 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 XIV: INDEMNIFICATION**

Every officer, director, employee or delegate of the NYSSRS shall be indemnified by the NYSSRS against all expenses and liabilities, including attorney's 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, director, employee or delegate of the NYSSRS 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 NYSSRS. 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, director, employee or delegate may be entitled.

#### **ARTICLE XV: DISSOLUTION**

In the event of dissolution or final liquidation of the NYSSRS, 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 NYSSRS as designated by the Board of Directors.