



Alabama Society of Radiologic Technologists

ALSRT Articles of Incorporation 2007

As filed in Alabama Secretary of State office 2021

ALSRT Bylaws

Adopted February 28, 2006, Last Amended April 9, 2022

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Articles of Incorporation

OF THE ALABAMA SOCIETY OF RADIOLOGIC TECHNOLOGISTS

ARTICLE I

The name of this organization shall be known as the Alabama Society of Radiologic Technologists (ALSRT). The general nature of its business shall be educational, scientific and socioeconomic. The principal place of business of this corporation shall be located in the City of Tuscaloosa, County of Tuscaloosa, State of Alabama, or at any other such place or places within the State of Alabama as the Board of Directors may from time to time determine by resolution thereof.

ARTICLE II

The time of commencement of this corporation shall be August 6, 2007, and the period of its duration shall be in perpetuity.

ARTICLE III

The names and places of residence of the persons forming this corporation are: (list names of officers and addresses)

Dena Ennis, Tuscaloosa, Alabama, president
Linda Miller, Northport, Alabama, secretary
Paul Littlefield, Prattville, Alabama, vice president

ARTICLE IV

The management of this corporation shall be vested in a Board of Directors chosen to serve in accordance with the provisions of the Bylaws of the corporation.

The officers of this corporation shall consist of a president, president-elect, vice president and a secretary treasurer. They shall be elected annually by the membership in accordance with the provisions of the Bylaws and shall serve for a period of one year or until their successors have been elected and assumed office. In the event of the death or resignation of any officer, vacancy will be filled in accordance with the provisions of the Bylaws of the corporation.

The Board of Directors shall meet at least once a year at the annual meeting of the corporation.

The election of officers shall be conducted in accordance with the Bylaws of the corporation.

ARTICLE V

Individual members shall be admitted to this corporation in accordance with the qualifications and procedures established by the Bylaws. The candidate shall be notified of acceptance and shall be issued a certificate of membership. The membership may be renewed annually upon payment of such dues as shall be required. Rules of conduct for members, admission, expulsion of members and other related matters shall be governed by suitable Bylaws of this corporation.

Organizations engaged in and existing for purposes analogous to the nature of and business of this corporation may make application for and receive affiliate membership in this corporation upon such conditions and pursuant to such rules as shall be established by the Bylaws of this corporation.

ARTICLE VI

This corporation shall be nonprofit and nonsectarian. No part of any net earnings shall inure to the benefit of any individual, member or affiliate.

ARTICLE VII

Amendments to these Articles of Incorporation may be made by two-thirds (2/3) of the members voting, following proper notification as established by the Bylaws of this corporation.

BYLAWS

OF THE ALABAMA SOCIETY OF RADIOLOGIC TECHNOLOGISTS

ARTICLE I – NAME

The name of this organization shall be the ***Alabama Society of Radiologic Technologists, (ALSRT)*** hereinafter referred to as the Society, affiliated with the American Society of Radiologic Technologists (ASRT).

ARTICLE II – PURPOSE AND FUNCTIONS

Section 1: Definition

Radiologic technologist shall be the term used to define radiographer, nuclear medicine technologist, radiation therapist, sonographer and magnetic resonance technologist and shall be used to describe the areas of certification or licensure. Additional terms of description may be adopted by the ASRT to define new areas of certification or licensure.

Section 2: Purpose

The purpose of this Society shall be to advance the profession of medical imaging and radiation therapy; to maintain high standards of education; to enhance the quality of patient care; and to further the welfare and socioeconomics of radiologic technologists.

Section 3: Functions

- A. To provide meetings at which to transact Society business, to present scientific papers, to conduct educational activities, to discuss professional issues, to encourage similar programs among districts and chapters of the Society.
- B. To publish and disseminate information pertinent to the conduct of the Society or the profession.
- C. To assist in establishing and enunciating high standards of education and training and to implement them through appropriate channels.
- D. To stimulate and encourage research designed to provide the knowledge needed to assure increasingly efficient patient care.
- E. To expand educational opportunities and to develop programs designed to broaden the scope of technological service.
- F. To enunciate policies concerning the professional status, legislative activity, and the welfare of its members.
- G. To cooperate with external organizations or agencies whose policies are not in conflict with those of the American Society of Radiologic Technologists, as may be necessary to maintain continued progress and growth of the Society.

ARTICLE III – GOVERNING BODY

The American Society of Radiologic Technologists (ASRT) shall be the governing/advising body. The Society shall be governed by the ASRT bylaws and regulated pertaining to ASRT affiliate organizations. The Society needing counseling shall submit its problems to the ASRT through the Board of Directors to the Affiliate Relations Department.

ARTICLE IV– MEMBERS

Section 1: Policy

- A. The ALSRT 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, political belief or disability.
- B. The name of the Society or any of its officers, delegates, 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 Society.

Section 2: Qualifications

- A. All candidates for membership shall submit the prescribed application form properly completed, together with required fees, and shall furnish any additional information as may be required.
- B. The membership of the Society shall be those persons involved in the profession of medical imaging and radiation therapy.

Section 3: Categories

The membership of this Society consists of two categories, Voting and Non-Voting Members.

A. Voting Members:

- 1. Active
- 2. Associate
- 3. Life
- 4. Graduate Bridge
- 5. Silver

B. Non-Voting Members:

- 1. Honorary
- 2. Student

C. Membership categories defined

- 1. **Active members** are those who are registered or certified in a primary modality by certification agencies recognized by the ASRT or hold unrestricted license in medical imaging or radiation therapy under state statutes, and hold membership in the American Society of Radiologic Technologists (ASRT). They shall have all the rights,

privileges and obligations of members including the right to vote, debate, and hold office.

2. **Associate members** are those persons who meet all of the qualifications for active membership except American Society of Radiologic Technologists (ASRT) membership. Associate members shall have all the privileges and obligations of active members except the right to hold office.
3. **Life members** shall be active or associate members who have rendered exceptional service to the Society. Life members shall be selected by a majority vote of a regular meeting, upon a unanimous recommendation of the Board of Directors. They shall pay no dues and have all the rights, privileges and obligations of members including the right to vote and debate. Active members may hold office.
4. **Graduate Bridge** members are those who have graduated from an accredited program in their initial medical imaging or radiation therapy program within the past 12 months and applied to this member category just prior to the expiration of their student membership. They shall have all the rights, privileges and obligations of members including the right to vote and debate. Active members may hold office. Relief in dues may be granted for a period not to exceed one year.
5. **Silver members** are those who are 65 years and over who maintain certification through registration from a certification agency recognized by the ASRT (ARRT, NMTCB, ARDMS, MDCB). They shall have all the rights, privileges and obligations of members including the right to vote and debate. Active members may hold office. Dues may be discounted from the active member rate.
6. **Honorary members** are those persons who, because of the interest they have evidenced in the activities and aims of this Society, the Society wishes to honor. These members are not eligible for other membership categories. Honorary members shall be chosen by a majority vote at a regular meeting of the Society upon unanimous recommendation of the Board. They shall pay no dues and shall have all the privileges and obligations of active members except the right to vote, debate, or hold office.
7. **Student members** are those who are enrolled in primary medical imaging or radiation therapy programs. Eligibility for application to this category shall terminate upon initial certification. Student members shall have all the privileges and obligations of active members, except the right to vote and hold office other than Student Delegate.

Section 4: Resignation

Any members shall have the right to resign by written notice to the secretary/treasurer providing all dues or other indebtedness to the Society have been paid.

Section 5: Reinstatement

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

Section 6: Membership Fees

- A. The membership fee for active and associate members shall be uniform and of such amount as is required by the Society. In the case of the student member, the fee may be waived by a unanimous vote of the Board of Directors.
- B. Dues for all members, established by the Board of Directors, require adoption by a majority vote of the members present and voting at the annual conference business meeting. Notice of such must be given to the voting members at least thirty (30) days in advance of the vote.
- C. Members who are more than sixty (60) days in arrears of payment of dues lose all rights of membership. It shall be the duty of the secretary/treasurer to erase from the rolls of membership the name of any person who is in arrears for more than sixty (60) days.
- D. Membership dues are payable annually, providing membership for one year from the date payment is received by ALSRT. The Society's accounting and corporate fiscal year is May 1st to April 30th.

ARTICLE V – OFFICERS

Section 1: Elected Officers

The officers of the Society shall be a president, president-elect, vice president, and secretary/treasurer, and any such additional officers as are recommended by the Board of Directors, and ratified by the membership. Such additional officers shall serve under the same eligibility, term, and election procedures as those used for the vice president.

Section 2: Qualifications

All officers of the Society shall hold active membership status, which includes active ASRT membership, and be employed in the profession of medical imaging and radiation therapy.

Section 3: Eligibility

Officers who meet eligibility requirements at the time of assuming office shall be permitted to complete the term, even though employment status may change.

Section 4: Election

- A. The president-elect and vice president shall be elected by a majority vote of the voting members present at an annual conference business meeting, or at another time by special ruling of the Society Board of Directors.
- B. Voting for officers and other Board of Director positions may be by voice if only a single candidate is nominated; in all other instances, voting shall be by paper or electronic ballot. Tie votes shall be determined by lot.
- C. Secretary/treasurer shall be appointed annually by majority vote of the Board of Directors.

Section 5: Term

- A. The president-elect shall serve for a term of one (1) year as president-elect, one (1) year as president, one (1) year as executive board member, and one (1) year as chair of the Board.
- B. The vice president shall serve for a term of one (1) year or until a successor has been appointed or elected. The vice president may be re-elected.
- C. The secretary/treasurer shall serve for a term of one (1) year or until a successor has been appointed. The secretary/treasurer may be re-appointed.
- D. All officers shall surrender to their successors all records and properties belonging to the Society.
- E. The newly elected officers shall be installed into office under direction of the Board.
- F. Terms shall begin once duly installed.

Section 6: Nominations

- A. Nominations may be submitted by any Society voting member. Nominations should be sent to a member of the Committee on Nominations.
- B. A nominating committee of two or more members and a chair shall be appointed by the Board of Directors at least sixty (60) days prior to the date of the annual meeting. The president may not appoint nominating committee members.
- C. The committee shall satisfy itself that all candidates have the proper credentials and are willing to serve if elected.

Section 7: Vacancies

- A. A vacancy in the office of president shall be filled by the vice president.
- B. A vacancy in the office of president-elect shall remain vacant until the next annual meeting when a president shall be elected in the manner provided for in the bylaws and the president-elect elected in the same manner.
- C. A vacancy in any other elected office shall be filled by an appointment unanimously agreed upon by the remaining members of the Board of Directors.
- D. In the absence or inability of the president or vice president to act, the chair of the Board shall call the meeting to order and preside until such time as the president or vice president can resume the duties.

ARTICLE VI – THE BOARD OF DIRECTORS

Section 1: Composition

- A. The Board of Directors shall be composed of the following voting members:
 - 1. Chair of the Board
 - 2. Executive Board member
 - 3. President
 - 4. President-elect
 - 5. Vice president

- 213 6. Secretary/treasurer
- 214 7. Member at large
- 215 8. Senior ASRT delegate
- 216 9. Junior ASRT delegate
- 217 10. Education delegate
- 218 11. Chapter presidents
- 219 12. Public relations delegate
- 220 13. Webmaster
- 221 B. A student delegate shall participate as a non-voting member of the Board of Directors.
- 222 C. Additional director positions may be established at the recommendation of the Board of
- 223 Directors and elected by a vote of the voting members at an annual conference. Such
- 224 directors shall serve for a period of one (1) year.
- 225 D. The member at large shall be elected by a majority vote of the voting members present
- 226 at an annual conference business meeting, or at another time by special ruling of the
- 227 Society Board of Directors. They shall serve for a term of one (1) year or until a
- 228 successor has been appointed.
- 229 E. The education delegate, public relations delegate and webmaster shall be appointed
- 230 annually by majority vote of the Board of Directors.
- 231 F. The student delegate applies for appointment and is selected annually by the Board of
- 232 Directors.

233 **Section 2: Qualifications**

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235 Members of the Board of Directors shall be active members of the Society.

236 **Section 3: Responsibilities**

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238 The Board of Directors shall:

- 239 A. Be vested with the responsibility of the management of the business of the corporation.
- 240 B. Provide for the annual audit of the books and accounts of the Society.
- 241 C. Control all funds and/or properties of the Society.
- 242 D. Change the dates or location of the annual meeting if found advisable and, in case of
- 243 state or national emergency, to cancel the annual meeting and to provide for the election
- 244 of officers.
- 245 E. Review the plans of the next annual meeting and approve the final registration fee
- 246 schedule.
- 247 F. Provide organizational guidelines for the annual meeting.
- 248 G. Appoint a qualified person to act in the capacity of parliamentarian.
- 249 H. Employ such personnel as necessary to conduct the business of the Society.
- 250 I. Determine the number and boundaries of the affiliate districts and chapters.
- 251 J. Appoint two qualified members to serve as alternate delegates to the ASRT House of
- 252 Delegates.
- 253 K. Fill officer vacancies.
- 254 L. Fulfill requirements of ASRT regarding annual renewal, including documentation of
- 255 corporate existence and proof of current IRS tax-exemption status and documentation of
- 256 appropriate tax returns being filed with the IRS in the prior year.

Section 4: Duties of Members of the Board of Directors

- A. **Chair of the Board:** The chair shall act in an advisory capacity to the Society president and to other officers in all matters concerning the interests and management of the Board of Directors; presides over Board meetings in the absence of the president and vice president.
- B. **Executive Board member:** The executive board member shall act in an advisory capacity to the Society president and to other officers in all matters concerning the interests and management of the Board of Directors.
- C. **President:** The president shall preside at all meetings of the Society; shall perform all duties consistent with the office; shall be an ex-officio member of all committees, except the nominating committee; and shall appoint committees unless otherwise provided in the bylaws.
- D. **President-elect:** The president-elect shall perform all duties consistent with the office; shall become familiar with the activities of the Society and shall make all preparations necessary for elevation to the office of president.
- E. **Vice president:** The vice president shall perform all duties consistent with the office; and shall become acquainted with all of the duties of the president. In the absence of the president, the vice president shall assume the duties of the president.
- F. **Secretary/treasurer:** The secretary/treasurer will keep a correct and permanent record of the membership, conduct correspondence, maintain the evidence of continuing education program and perform all duties that usually and customarily pertain to the office of secretary. The secretary/treasurer shall receive and keep the funds of the Society and pay out same only upon the order of the Board of Directors. At the time of the annual meeting, the secretary/treasurer shall make a full financial report which shall be incorporated into the minutes.
- G. **Member at large:** The member at large shall represent the interests of the general membership; conducts projects and accepts duties as assigned by the president and the Board of Directors.
- H. **Senior and Junior ASRT Delegate:** The senior and junior ASRT delegates shall represent the Society, perform all duties consistent with the position, and meet expectations set forth by the ASRT for Society delegates.
- I. **Education delegate:** The education delegate shall serve as the point of contact for radiologic technology programs within the state; will be responsible for coordinating student activities for the annual meeting; will be a member of the annual meeting planning committee.
- J. **Chapter presidents:** Chapter presidents shall serve to represent the membership of that chapter.
- K. **Public relations delegate:** The public relations delegate shall serve to promote ALSRT through print and digital marketing; will work with the Board of Directors to bring attention to ALSRT events and initiatives; will plan, develop, and implement ALSRT's marketing, communication, and public relations campaigns.
- L. **Webmaster:** The webmaster shall coordinate the design, development and maintenance of the Society's online presence; will regularly update website and monitor

functionality and use of online tools; will work closely with Board to effectively promote ALSRT.

- M. **Student Delegate:** The student delegate shall serve to represent students enrolled in radiologic technology programs within the state; will promote student participation in the Society; will work with the education delegate to coordinate student activities for the annual meeting.

Section 5: Vacancies

A vacancy in the Board of Directors not defined in Article V, Section 7, shall be filled by an appointment unanimously agreed upon by the remaining members of the Board of Directors to complete the unexpired term.

Section 6: Meetings

- A. The Board of Directors shall meet at least five (5) times each year to include the post-annual meeting, summer, fall, and winter meetings, and the pre-annual meeting.
- B. The president, or a majority of the members of the Board of Directors, upon written request to the Board chair, may call a special meeting, provided a fifteen- (15-) day notice to all Board members is given.

Section 7: Quorum

Two-thirds (2/3) of the Board of Directors' members shall constitute a quorum for all meetings.

ARTICLE VII – DISTRICT/CHAPTER POWERS and PRIVILEGES

All officers of affiliate/chapter societies and chapters of the Alabama Society of Radiologic Technologists (ALSRT) shall be members of the ALSRT in either the Active or Associate categories as outlined above. Such membership must be in good standing as long as any officer shall hold office. Any officer of an affiliate or chapter associated with the ALSRT who is not a member of the ALSRT shall cause the affiliate or chapter to be removed from the list of recognized affiliates/chapters as reported to the American Society of Radiologic Technologists (ASRT).

Section 1: District Establishment

- A. The number of districts and their boundaries shall be determined by the Board of Directors.
- B. A district wishing to apply shall elect officers and hold regular meetings according to these bylaws for a period of not less than one year. The chapter may apply to the Society Board of Directors for official designation as a district.
- C. After meeting application criteria, the district shall be established by a majority vote of the Board of Directors.

- D. In the event that the district fails to elect officers and/or hold meetings during a one-year period, it shall be considered to be inactive.
- E. Inactive districts may reapply for district status following the established procedure.
- F. A district may be terminated by a majority vote of the Society Board of Directors or by a majority vote of the members of the district.

Section 2: Membership

- A. District membership categories shall be consistent with those of the Society. Dues paid to the Society shall include membership in one (1) district.
- B. Membership in additional districts may be obtained with payment of appropriate fees, if any.
- C. Society members may attend functions of any district.
- D. Associate and student members may have the privilege of voting at district meetings and may hold office, other than the office of president and vice president, in the district.

Section 3: Officers

- A. A president, vice president and secretary/treasurer shall be elected by the membership of each district. The office of secretary/treasurer may be divided into two offices. The office of president-elect may be established if necessary or applicable.
- B. All officers shall hold membership in the Society and in the district in which they are elected. At least the president and vice president shall be active members of the Society.
- C. All officers shall serve for a term of one (1) year, or until their successors have been duly appointed or elected and assumed office. They shall surrender to their successor all records and properties belonging to the district.

Section 4: Dues and Fees

Districts may establish additional membership and/or attendance fees.

Section 5: Board of Directors

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 for the Society Board of Directors.

Section 6: Voting Procedures

The district shall establish by majority vote at a regular meeting such voting procedures as best meet the needs of the district and are applicable to the business conducted.

Section 7: Treasury

- A. The district shall have control over its treasury.
- B. Disbursements from the district treasury shall be made upon authority of a majority of the district officers.

Section 8: Duties of a District

The district shall work in conjunction with the needs and philosophies of the Society.

Section 9: Committees

The district president may appoint such committees as are necessary to promote the activities of the district.

Section 10: Meetings

District organizations shall hold at least four (4) meetings per year, but preferably more.

Section 11: Indemnification

The Society shall not be responsible for any debts, actions, or public statements made by any of its districts.

Section 12: Reporting

The district president shall ensure that reports of district activities are furnished to the Society and that an annual report is submitted at the time of the Society annual meeting.

Section 13: Dissolution or Inactivity

In the event of the dissolution or inactivity of a district, ALL ASSETS remaining after payment of all indebtedness of the district shall be returned to the Society's general fund. All district records shall be transferred to the Society.

ARTICLE VIII – SOCIETY DELEGATES TO THE ASRT HOUSE OF DELEGATES

Section 1: Delegates

- A. There shall be two (2) Society delegates. One shall be elected each year by a majority of the voting members present at the annual business meeting. At least two, but no more than four alternate delegates will be appointed by the Board of Directors. A delegate will assume the duties of the position on February 1st of the year elected.
- B. The Society shall complete and submit all qualifying documentation to the ASRT for the delegates and alternate delegates by the end of the last business day of January. Delegate and alternate delegate positions not filled with qualified members by the last business day of January shall remain open until after the annual meeting of the House of Delegates.
- C. The Society has the power to remove delegates in accordance with the provisions related to censure, reprimand or removal found elsewhere in these bylaws.

Section 2: Qualifications

- A. A delegate shall be a voting member of the ASRT and the Society for two (2) consecutive years immediately preceding nomination.
- B. A delegate shall have served as an officer, or on the Board of Directors or as a Committee member in the Society.
- C. A delegate shall practice in the medical imaging and radiation therapy profession or health care.
- D. A delegate may serve concurrently on the board of any national medical imaging or radiation therapy accreditation agency.
- E. A delegate shall have the time and availability for necessary travel to represent the Society.

Section 3: Selection and Responsibilities

Delegate selection and service must adhere to the provisions of the ASRT bylaws and the House of Delegates procedures manual.

Section 4: Term

The Society Delegates shall serve for a term of two (2) years, and may not serve more than two (2) consecutive terms unless there are not enough qualified individuals to otherwise fill the positions. Alternates shall serve for a term of one (1) year.

ARTICLE IX – MEETINGS

Section 1: Annual Meeting

- A. The Society shall hold an annual meeting each year for the purpose of installing officers, receiving reports, amending bylaws, and conducting such other business as may arise; and for presenting educational programs.
- B. The site of the annual meeting shall be determined by the Board of Directors and shall be announced to members at least 6 months prior to the annual meeting.

Section 2: Special Meetings

Special meetings of the Society may be called at such time and place as may be designated by the Board of Directors. A majority of this group shall constitute sufficient authority. Members shall be notified at least fifteen (15) days in advance of such meetings, together with a statement of the business to be transacted. No business other than that specified shall be transacted at a special meeting.

Section 3: Quorum

A quorum for the annual meeting business meeting or any special meeting shall consist of twenty percent (20%) of the voting members registered and present at the meeting and includes not less than two (2) officers.

ARTICLE X – COMMITTEES

- A. The Board of Directors shall establish committees as deemed necessary to aid the Society in carrying on its activities. Such committees shall be responsible to the Board and may be altered or eliminated at any time by the Board.
- B. The president shall appoint the members of the committees unless in conflict with other sections of the bylaws.
- C. A vacancy in any committee shall be filled by appointment by the president.
- D. ALSRT members serving as committee chairs shall be notified of and invited to attend Board meetings. A report of committee activity shall be provided at each Board meeting.

ARTICLE XI – CENSURE, REPRIMAND AND REMOVAL

Any member may be suspended or terminated for cause. Sufficient cause for suspension or termination of membership shall be a violation of the bylaws or any lawful rule or practice duly adopted by the Society, dereliction of duty, or other conduct prejudicial to the interests of the Society. Such action may occur following completion of the due process procedure.

- A. The Board of Directors must receive formal and specific charges in writing against the individual.
- B. If the Board of Directors deems the charges to be sufficient, the person charged shall be advised, in writing, of the charges.
- C. A statement of the charges shall be sent by certified or registered mail to the last recorded address of the person charged at least twenty (20) days before final action is taken.
- D. The statement shall be accompanied by a notice of the time and place of the meeting of the Board of Directors at which time the charges shall be considered.
- E. The person charged shall have the opportunity to address the charges and be represented by counsel to present any defense to such charges before action is taken.
- F. Censure or reprimand shall be by majority vote of the entire membership of the Board of Directors.
- G. Censure or reprimand of a Board member shall be by majority vote of the entire remaining membership of the Board of Directors.
- H. Removal of a member or delegate shall be by three-fourths (3/4) vote of the entire membership of the Board of Directors.
- I. Removal of a Board member shall be by three-fourths (3/4) vote of the entire remaining membership of the Board of Directors.
- J. Affiliates have the power to remove affiliate delegates.

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ARTICLE XII – ELECTRONIC MEETINGS

Section 1: Electronic Meetings

The Board of Directors and all committees and subcommittees shall be authorized to meet by telephone conference or through other electronic communications media so long as all the members may simultaneously hear each other and participate during the meeting.

Section 2: Electronic Communication

All communication required in these bylaws, including meeting notices, may be sent electronically.

ARTICLE XIII – PARLIAMENTARY AUTHORITY

The rules contained in the current edition of *Robert’s Rules of Order Newly Revised* shall govern this Society in all cases in which they are applicable unless they are inconsistent with these bylaws, the Articles of Incorporation, or state or federal law.

ARTICLE XIV – AMENDMENTS

Amendments to the bylaws may be made by a two-thirds (2/3) vote of the voting members present at any Society business meeting. Notice of such proposed amendments must be sent by the bylaws committee to the secretary/treasurer at least sixty (60) days prior to the time of voting. Notice of proposed amendments shall be sent to all voting members at least thirty (30) days prior to the time of voting. Amendments shall become effective at the conclusion of the business meeting unless otherwise specified.

ARTICLE XV – EMERGENCY BYLAWS

This Article 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 ALSRT which materially impairs, or makes it inadvisable, illegal, impracticable or impossible, in part or in full, ALSRT’s ability to fulfill its obligations hereunder.

Section 1. Meetings

Regular meetings of the membership, Board of Directors, and any related meetings may be suspended, canceled or proceedings modified by the Board of Directors during an emergency condition.

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 of the membership occurring after the emergency condition has ended

Section 3. 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 Society during any emergency event and for a reasonable time period thereafter.

Section 4. 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 5. Authority

The primary duty of the Board of Directors during an emergency condition shall be the continued function of the ALSRT. 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 6. Bylaw Applicability and Duration

To the extent not inconsistent with any emergency bylaw, all other 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, and travel restrictions, the emergency bylaws shall cease to be operative.

ARTICLE XVI – INDEMNIFICATION

To the extent authorized by Alabama law, every officer, director, delegate or employee of the Society shall be indemnified by the Society against all expenses and liabilities, including attorney's fees, in connection with any threatened, pending or completed proceeding in which the above-mentioned individual is involved by reason of being or having been an officer, director, employee, or delegate of the Society, including, but not limited to, the interpretation and application of these bylaws, if the above-mentioned individual acted in good faith and within the

scope of the above-mentioned individual's authority and in a manner reasonably believed to be not opposed to the best interests of the Society. In no event shall indemnification be paid to or on behalf of any above-mentioned individual going beyond or acting beyond the powers granted by authority of this organization or bylaws. 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 XVII– DISSOLUTION

In the event of dissolution or final liquidation of the Society, 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 in radiologic technology, consistent with those of the Society, as designated by the Board of Directors.

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