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HAWAII SOCIETY OF RADIOLOGIC TECHNOLOGISTS

Articles of Incorporation, 2015 & HSRT Bylaws,
2014 HSRT Bylaws

Draft Revision July 2020 *Draft Revision October 2020*

The Hawaii Society of Radiologic Technologists
Articles of Incorporation, 2015
HSRT Bylaws, 2014
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The General Nature of Bylaws

Bylaws are rules adopted and maintained by an association or society that define and direct its internal structure and management. They are subordinate, and complementary, to an association's articles of incorporation.

Articles of incorporation are the primary law of an association used to establish the general organization and governing of the association to achieve corporate existence.

Bylaws are the secondary law of an association best used to detail how the society is formed and run.

If the articles constitute an agreement between the society and the state, the bylaws ~~must shall~~ be viewed as constituting the terms of an agreement between an association and its members. The agreement ordinarily ~~will shall~~ be honored and enforced in a court of law. Bylaws describe the relationships, rights and obligations for the members, directors, officers, and staff of an association. They can be invaluable in avoiding or resolving differences among those who are part of the association or who deal with it.

Consequently, bylaws should be kept current, taking into account the ~~changes~~ of an association. Members and staff also should familiarize themselves with the document to better understand the organization they represent and that represents them.

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ARTICLES OF INCORPORATION

Of

**THE HAWAII SOCIETY OF RADIOLOGIC TECHNOLOGISTS, Incorporated
a Non-Profit Public Benefit Corporation**

Pursuant to the provision of the Nonprofit Corporation Act of the State of Hawaii, the undersigned incorporators hereby adopt the following Articles of Incorporation:

ARTICLE 1: NAME

The name of this corporation shall be known as:

THE HAWAII SOCIETY OF RADIOLOGIC TECHNOLOGISTS

ARTICLE 2: PURPOSE

The purpose for which this corporation is organized shall be educational, scientific, and socioeconomic.

ARTICLE 3: REGISTERED AGENT

The name and address of the registered agent and registered office of this corporation is:

**Registered Agents Inc.
1001 Bishop Street Suite 2685A
Honolulu, HI 96813**

ARTICLE 4: INCORPORATORS

The names and address of the incorporators of this corporation are:

~~Shawn Stevenson~~
3610 Herndon Lane
Wahiawa, HI 96786

~~Vice President~~

Larry Carnes
91-1149 Pekau St.

Ewa Beach, HI 96706 ~~Vice President~~

~~Secretary~~

~~Lori Okuda~~
1365 Komo Mai Dr.

Pearl City, HI 96782 ~~Secretary~~

~~Treasurer~~

~~Donald Wood~~
95-510 Mahuli St.

Millilani, HI 96789 ~~Treasurer~~

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ARTICLE 5: ADMISSION

~~Individual members shall be admitted to this corporation in accordance with the qualifications and procedures established by the Bylaws.~~

ARTICLE 6: DISSOLUTION

~~Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(6) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose.~~

~~No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation [except as otherwise provided by Section 501(h) of the Internal Revenue Code], and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office. No part of the net earnings of this corporation shall inure to the benefit of, or be distributed to, its members, directors, officers, or other private persons, except that its corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payment and distributions in furtherance of the purpose set forth in these Articles.~~

~~Notwithstanding any other provision of these Articles, this corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(6) of the Internal Revenue Code (2) by a corporation contribution to which are deductible under Section 170(c)(2) of the Internal Revenue Code.~~

ARTICLE 7: DIRECTORS

~~The number of initial directors of this corporation shall be four (4) and the names and addresses of the initial directors are as follows:~~

~~President
Shawn Stevenson
3610 Herndon Lane
Wahiawa, HI 96786
Vice President
Larry Carnes
91-1149 Pekau St.
Ewa Beach, HI 96706
Secretary
Lori Okuda
1365 Komo Mai Dr.
Pearl City, HI 96782
Treasurer~~

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Donald Wood

95-510 Mahuli St.

Mililani, HI 96789

~~The management of this corporation, between annual meetings of the members, 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, vice president, secretary, treasurer, and additional members as deemed necessary. The officers shall be elected by the membership in accordance with the provisions of the Bylaws and shall serve until their successors have been elected and assumed office. In the event of death or resignation of any officer, the vacancy will be filled in accordance to the Bylaws. The Board of Directors shall meet at least once per year.~~

ARTICLE 8: DURATION

~~The period of duration of this corporation is perpetual.~~

ARTICLE 9: AMENDMENTS

~~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. The undersigned incorporators hereby declare under penalty that the statements made in the foregoing Articles of Incorporation are true.~~

~~** **~~

President

Shawn Stevenson

~~** **~~

Vice President

Larry Carnes

~~**Please note that for the purpose of identity security, signatures are not printed on this document. However, these signatures are on file with the State of Hawaii and the HSRT Executive Office.~~

HSRT BY-LAWS

ARTICLE I: NAMENAME

The name of this organization shall be the Hawaii Society of Radiologic Technologists, hereinafter referred to as the HSRT.

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ARTICLE II: ~~DEFINITION AND PURPOSE~~PURPOSE

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 HSRT to define new areas of certification or licensure.

SECTION 2: ~~Purpose~~

The purpose of the HSRT shall be to advance the professions of radiologic technology disciplines and specialties; to maintain high standards of education; to enhance the quality of patient care; and to further the welfare and socioeconomics of radiologic technologists.

ARTICLE III: ~~AFFILIATION~~AFFILIATION

As a recognized affiliate of the American Society of Radiologic Technologists (ASRT), the HSRT shall comply with all requirements set forth by the ASRT, in order to maintain its charter.

ARTICLE IV: ~~MEMBERSHIP~~MEMBERSHIP

SECTION 1: Policy

- A. The HSRT shall be noncommercial, nonsectarian and nonpartisan. No commercial enterprise or any candidate for public offices shall be endorsed by it. The name of the HSRT or any officers or board of directors in their official capacities shall not be used in connection with a commercial company or with any partisan interest, for other than regular function of the HSRT.
- B. The HSRT 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.

SECTION 2: Qualifications

- A. The membership of this Society shall consist of active members, associate members, life members, retired members, student members, inactive members, and honorary members. All candidates for membership except life and honorary members shall submit the prescribed application form properly completed, together with required fees, and shall furnish any additional information as may be required.
- B. Membership in the HSRT shall be open to those individuals associated with the practice, education or administration of radiation, and imaging disciplines and specialties.

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SECTION 3: Categories

- A. Active members shall be those who are registered by the American Registry of Radiologic Technologists (ARRT) or its equivalent or hold an unrestricted license under state statutes, practicing in the field of radiologic technology, AND are voting members in the American Society of Radiologic Technologists. Active members shall have all rights, privileges and obligations of membership including the right to vote, debate and hold office.
- B. Associate members shall be those who are registered by the American Registry of Radiologic Technologists OR ~~holds an unrestricted state license by the State of Hawaii as a Limited Radiographer~~ AND actively practicing in the field of radiologic technology, and are NOT voting members of the American Society of Radiologic Technologists. They shall have all the privileges and obligations of active members except the right to hold office.
- C. Life members shall be active members who have rendered exceptional service and dedication to the HSRT ~~and the profession. For every 200 active members, one living member who has maintained continuous membership for a minimum of 10 years will be eligible to become a Life member.~~ Life members shall be selected by a unanimous vote of the Board of Directors. They shall pay no dues and have all the rights, privileges, and obligations of active members.
- D. Retired members shall be technologists who have retired and have no intention of returning to work in the profession, yet maintain their certification through registration. Retired membership shall have all the rights, privileges, and obligations of active members ~~except the right to hold office.~~
- E. Student members shall be those persons who are enrolled as full-time students in a radiologic science program. Documentation of enrollment as a student in such a program must be submitted by the Program Director or Registrar of the institution. Eligibility for this category shall terminate upon conclusion of, or discontinuation of enrollment in such a program. Individual student members shall have all the privileges and obligations of members except the right to vote and hold office. Each Hawaii accredited radiologic science educational program may select one student representative per accredited program. These student representatives shall have all the privileges and obligations of active members, except the right to hold office.
- F. Inactive members shall be radiologic technologists ~~or limited operators~~ who are no longer actively engaged in the field of radiologic technology. They shall have all the privileges and obligations of Active members except the right to vote and hold office.
- G. Honorary members shall be those persons who, because of their service and the interest they have evidenced in the activities and aims of the HSRT, the HSRT wishes to honor. Honorary members shall be selected by majority vote of the membership at a business session, upon unanimous recommendation of the HSRT Board of Directors. They shall pay no dues and shall have all the privileges and obligations of member except the right to vote and hold office.

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~~G-H.~~ Affiliate members are those who do not qualify for membership under any other category, including, but not limited to, those employed in management or corporate aspects of the medical imaging and radiation therapy profession, limited-license operators, and international members who reside outside of the United States or any of its territories. Nonvoting members shall have all rights, privileges and obligations of Active members except to debate, vote, hold office, or serve as a delegate.

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SECTION 4: Resignation

Any member shall have the right to resign by written communication, to the Board of Directors, providing all dues or other indebtedness to the HSRT have been paid.

SECTION 5: Suspension and Expulsion

Any member may be suspended or terminated for cause. Sufficient cause for such suspension or termination of membership shall be a violation of the bylaws or any lawful rule or practice duly adopted by the HSRT, or any other conduct prejudicial to the interest of the ASRT.

A. If the Board of Directors deems the charges to be sufficient; the person charged shall be advised in writing of the charges.

~~B. 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.~~

~~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 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-B.~~ Suspension or expulsion shall be by two thirds (2/3) vote of the entire membership of the Board of Directors. See Article IX: Censure, Reprimand, and Removal for more details.

~~F-C.~~ The name of the individual expelled, and reasons thereof, shall be forwarded to the Board of Directors of the American Society of Radiologic Technologists.

SECTION 6: Reinstatement

A member who has resigned or whose membership has been deleted from the HSRT for ~~other~~ reasons other than expulsion may be reinstated only after filing a new application and paying the member fees.

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ARTICLE V: MEMBERSHIP DUES

A. Dues for all members, established by the Board of Directors, require adoption by a majority of the voting members present ~~and voting~~ at an annual business session.

B. Intent to change dues structure shall be communicated to the members at least fifteen (15) days in advance of the voting.

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- C. Memberships shall run concurrent with the fiscal year of July 1 through June 30 yearly and are payable each year.

ARTICLE VI: OFFICERS

The officers of the HSRT shall be: Chairman, President, Vice President, President-Elect, Secretary, and Treasurer.

SECTION 1: Qualifications

All officers and officer candidates shall;

- A. ~~All officers and officer candidates shall~~ be HSRT active members eligible to hold office (Active, or Life) and voting members of the ASRT.
- B. ~~Shall~~ have maintained membership in the HSRT for two (2) years immediately preceding nomination.
- B-C. be registered with the ARRT
- C-D. Shall be employed in the field of radiologic sciences.

SECTION 2: Responsibilities

A. Chairman:

1. Shall preside at meetings of the Board of Directors

A-B. President:

1. Shall perform all duties consistent with the office.
2. Shall preside at all business sessions of the HSRT.
3. Shall be an ex-officio member of all Board of Directors' appointed committees, except the Nominations Committee.
4. In the absence or inability of the immediate past president to serve as chairman, the president shall preside at meetings of the Board of Directors.

B-C. Vice President

1. Shall perform all duties consistent with the office.
2. Shall assume the duties of the president, when necessary.

C-D. President-Elect

1. Shall perform all duties consistent with the office.
2. Shall become familiar with all HSRT activities and be prepared to assume the office of president.
3. Shall appoint and provide charges to committees and task forces for their presidential year.

D-E. Secretary and Treasurer

1. Shall perform all duties consistent with the office.
2. Shall transcribe and distribute all Board meeting and business session minutes to all Board of Director members, within thirty (30) days following each meeting.
3. Shall present quarterly financial reports to the Board of Directors.
4. Shall present a proposed budget report, developed by the Board of Directors and staff, during the annual meeting.

4.

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~~6.~~ Shall serve as Chairman of the Internal Audit Committee.

~~5.~~

~~1. Any duties of the secretary/treasurer may be assigned to the HSRT executive secretary or executive treasurer by the Board of the Directors.~~

SECTION 3: Term

A. The vice president, secretary and treasurer shall serve for a term of one year or until their successors have been elected.

~~B.~~ The president shall serve for a term of ~~one two~~ years as president and ~~one two~~ years as ~~immediate past president (Board Chairman).~~

~~B-C.~~ The president-elect shall serve for a term of one year as president-elect, two years as president, and two years as chairman.

~~C-D.~~ The term shall begin at the close of the Annual Conference.

SECTION 4: Eligibility

~~A.~~ Any officer who meets eligibility requirement at the time of assuming office shall be permitted to complete the term, even ~~though if~~ employment status changes.

~~B.A.~~ ~~4/25/2014-8~~

~~C-B.~~ All officers, except the president and president-elect, may be re-elected.

SECTION 5: Nominations

A. A nominations chairman is elected by the membership.

B. Nominations may be submitted by any voting member.

C. Nominations for office shall be sent to the nominations chairman.

D. The nominations chairman shall insure that all candidates have the proper credentials and are willing to serve, if elected.

SECTION 6: Elections

A. The president-elect, vice president, secretary, and treasurer shall be elected by a majority ballot at a business session except when there is only one nominee for each office, the election will be by voice vote.

B. Candidates for office who are unable to be in attendance, during the election of officers, shall submit a signed statement of their willingness to serve. This statement shall be submitted to the nominations chairman, at the time their nominee profile is submitted.

SECTION 7: Vacancies

A. A vacancy in the office of president shall be filled by the vice president. The vice president shall then assume the duties of ~~immediate past president chairman~~ following the competition of the presidential year.

B. A vacancy in the office of president-elect shall ~~remain vacant until the next annual meeting, when a president shall be elected~~ be filled by a special election of the membership.

~~C.~~ A vacancy in the office of vice president, ~~or~~ secretary, ~~or~~ treasurer shall be filled by appointment agreed upon by the majority of the remaining Board of Directors.

~~C.~~

SECTION 8: Censure, Reprimand and Removal

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

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~~A. If the Board of Directors deems the charges to be sufficient, the person charged shall be advised in writing of the charges.~~

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~~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 members of the Board of Directors.~~

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

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ARTICLE VII: THE BOARD OF DIRECTORS

SECTION 1: Composition

A. The Board of Directors shall ~~consists of five (5) consist of the six (6) members~~ and be composed of the chairman, president, vice president, president-elect, secretary, and treasurer, ~~and board chairman (after the first election is held) and ASRT Chapter Delegates~~.

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B. Ex-officio members of the Board of Directors shall include: student representatives, ~~executive secretary, executive treasurer~~ and ASRT Chapter Delegates or ASRT officers who are HSRT members.

SECTION 2: Qualifications

~~A. All board members and board member candidates shall be employed in the field of Radiologic Sciences.~~

~~B. All board members and board member candidates of the HSRT shall be registered with the ARRT.~~

~~C. All board members and board member candidates shall be active HSRT members and voting members of the ASRT.~~

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~~D. All board members and board member candidates shall have maintained membership in the HSRT for two (2) years immediately preceding nomination.~~

SECTION 23: Duties

~~The Board of Directors shall:~~The Board of Directors shall

A. ~~B~~e vested with the responsibility of the management of the business of the corporation.

~~B. Act on motions received from the ASRT~~

~~C. Review cases of suspected policy violation and suspend or terminate membership as it deems appropriate.~~

~~D. Reinstate suspended memberships as it deems appropriate.~~

~~B.~~In the event that additional expenditures are necessary to fulfill the requirements and needs of its members, the Board of Directors has the authority to approve the necessary expenditures. Any expenditure, above the approved budget amount, will be discussed and approved by the Board of Directors, prior to the expenditure being made. ~~The decision will be determined by a majority of the Board of Directors and included in the next board meeting minutes. No decisions will be made, without severe scrutiny by the Board of Directors.~~

~~C. President:~~

~~1. Shall perform duties consistent with the office.~~

~~2. Shall preside at all business sessions of the HSRT.~~

~~3. Shall be an ex-officio member of all Board of Directors' appointed committees, except the Nominations Committee.~~

~~4. In the absence or inability of the immediate past president to serve as chairman, the~~

~~5. president shall preside at meetings of the Board of Directors.~~

~~6. Shall be a voting member of the HSRT Board of Directors~~

~~D. Vice President~~

~~1. Shall perform all duties consistent with the office.~~

~~2. Shall assume the duties of the president, when necessary.~~

~~3. Shall be a voting member of the HSRT Board of Directors~~

~~4. 4/25/2014-10~~

~~E. Secretary~~

~~1. Shall perform all duties consistent with the office.~~

~~2. Shall transcribe and distribute all Board meeting and business session minutes to all Board of Director members, within thirty (30) days following each meeting.~~

~~F. Treasurer~~

~~1. Shall present quarterly financial reports to the Board of Directors.~~

~~2. Shall present a proposed budget report, developed by the Board of Directors and staff, during the annual meeting.~~

~~3. Any duties of the secretary/treasurer may be assigned to the HSRT executive secretary or executive treasurer by the Board of the Directors.~~

~~4. Shall be a voting member of the HSRT Board of Directors~~

~~G. Advisory Board Members~~

~~1. Each advisory board member shall be elected for a 2 year term.~~

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- ~~2. One (1) advisory board member shall be elected each year.~~
- ~~3. Shall give direction to other Board members and officers, as needed.~~
- ~~4. Shall be a voting member of the HSRT Board of Directors~~

~~H. Nominations Chairman~~

~~1. Shall insure all HSRT officer and Chapter Delegate candidates have the proper credentials~~

~~2. Shall be a voting member of the HSRT Board of Directors~~

~~A. Board Chairman (Immediate Past President)~~

~~1. Shall give direction to other Board members and officers, as needed.~~

~~2. Shall serve as chairman of the Board of Directors~~

~~3. Shall be a voting member of the HSRT Board of Directors~~

~~—SECTION 4: Term~~

~~A. Each advisory board member shall serve for a two (2) year term and the nominations chairman will serve for one year or until their successors have been elected.~~

~~B. The term shall begin at the close of the Annual meeting.~~

~~C. Any Board of Directors member who meets eligibility requirements at the time of assuming the position shall be permitted to complete the term, even though employment status changes.~~

~~—SECTION 5: Elections~~

~~A. Advisory board member and nominations chairman shall be elected by a majority ballot at a business session. When there is only one nominee for each office, election will be by voice vote.~~

~~B. Candidates for advisory board member and nominations chairman who are unable to be in attendance, during the election, shall submit a signed statement of their willingness to serve. This statement shall be submitted to the nominations chairman, at the time their nominee profile is submitted.~~

~~C. 1/25/2014 11~~

~~—SECTION 6: Vacancies~~

~~A. A vacancy in the position of advisory board member or nominations chairman shall be filled by appointment agreed upon by the majority of the remaining Board of Directors.~~

~~B-E. A vacancy in the office of Board Chairman shall remain vacant until the next Annual meeting, when the president will assume the position of Board Chairman (immediate past president). In the absence of the Board Chairman, the president shall preside over the Board of Director meetings.~~

SECTION 73: Meetings

A. The Board of Directors shall meet a minimum of four (4) times during the fiscal year. Members of the Board of Directors will be required to attend sixty percent (60%) of the Board meetings and business sessions held.

B. The President, or a majority of the members of the Board of Directors, upon written request of the president, may call a special meeting, provided a fifteen (15) day notice is given to all Board members.

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SECTION 48: Voting

~~A. Voting members of the Board of Directors shall be: president, vice-president, secretary, treasurer, and board chairman. A majority of the Board of Directors shall constitute a quorum for all meetings.~~

~~B. Proxy voting is prohibited.~~

~~B.~~

~~SECTION 9: Censure, Reprimand and Removal~~

~~Any board member may be censured, reprimanded or removed from the office for dereliction of duty or conduct detrimental to the HSRT. Such action may be initiated when the Board or Directors or the Executive Office 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 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 members of the Board of Directors.~~

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

~~SECTION 10: Quorum~~

~~A majority of the Board of Directors' members shall constitute a quorum for all meetings.~~

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ARTICLE VIIIVH: HSRT DELEGATES TO THE HOUSE OF DELEGATES

SECTION 1: Delegates

A. Two (2) HSRT delegates and two (2) alternate delegates shall be appointed by the HSRT.

B. The HSRT President and vice-president shall be the delegates.

C. The alternate delegates will be appointed by the Board of Directors.

D. The HSRT shall submit complete delegate information forms to ASRT by the end of the last business day of January or the HSRT delegate positions shall remain open until after the ASRT House of Delegates' meeting.

SECTION 2: Qualifications

A. A delegate shall show proof of continuing education.

B. A delegate shall be a voting member of the ASRT and the HSRT for two (2) years immediately preceding nomination.

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- C. A delegate shall have served as an officer, or on the Board of Directors or as a committee member in the HSRT.
- D. A delegate shall practice in the radiologic science profession or healthcare.
- E. A delegate may serve concurrently on the board of any national radiologic science certification or national accreditation agency.
- F. A delegate shall have the time and availability for necessary travel to represent the ASRT

SECTION 3: Responsibilities

- A. HSRT 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. Each affiliate delegate shall keep the Board of Directors and HSRT membership apprised of ASRT business.

SECTION 4: Term

A HSRT delegate may serve for a term of two years; and may not serve more than two consecutive terms.

SECTION 5: Absence

An absence exists when an appointed HSRT 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 Society 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 6: 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 7: Censure, Reprimand and Removal

~~Any HSRT delegate may be censured, reprimanded or removed from the position for dereliction of duty or conduct detrimental to the ASRT or the HSRT. 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.~~

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~~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.~~

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ARTICLE IX: CENSURE, REPRIMAND, AND REMOVAL

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

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 person charged 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 of an HSRT member or delegate shall be by majority vote of the entire membership of the Board of Directors.

F. Censure, reprimand, or removal of a Board member shall be by majority vote of the remaining members of the Board of Directors.

G. If further action is warranted, the Board of Directors shall refer the matter to the membership.

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ARTICLE IX: BUSINESS SESSIONS

SECTION 1: Number of sessions

A. The HSRT shall hold an Annual Conference business session each year.

B. Special business sessions of the HSRT 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 essential business other than that specified shall be transacted at a special meeting.

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- C. The site of the Annual Conference and other educational sessions shall be determined by the Board of Directors.

SECTION 2: Quorum

A quorum for any meeting shall consist of a minimum of 20 voting (Active, Associate, Life, Retired and Student Representative) members, which shall include not less than two (2) voting members of the Board of Directors.

ARTICLE XI: ELECTRONIC MEETINGS AND COMMUNICATION

SECTION 1: Meetings

The Board of Directors, House of Delegates 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.

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SECTION 2: Communication

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

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ARTICLE XII: COMMITTEES

SECTION 1: Appointments

- A. The Board of directors shall establish committees as deemed necessary to aid the HSRT in carrying out its activities. Such committees shall be responsible to the Board of Directors and be altered or eliminated at any time by the Board of Directors.
- B. The President-Elect shall appoint the members of committees for their presidential year.

SECTION 2: Vacancies

A vacancy in any committee shall be filled by appointment by the President.

ARTICLE XIII: PARLIAMENTARY AUTHORITY

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

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ARTICLE ~~XIV~~^{XV}: AMENDMENTS

Amendments to these bylaws may be made by a two-thirds (2/3) vote at any scheduled business session of the HSRT. Notice of proposed bylaw amendments shall be made available to the membership at least fifteen (15) days prior to the time of voting.

ARTICLE ~~XIII~~^{XIV}: INDEMNIFICATION

Every officer, director, employee or delegate of the HSRT shall be indemnified by the HSRT 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 HSRT 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 HSRT. 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 ~~XVI~~^{XVII}: DISSOLUTION

In the event of dissolution or final liquidation of the HSRT, 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 for scientific and educational purposes, consistent with those of the HSRT, as designated by the Board of Directors.