



**MINNESOTA SOCIETY OF RADIOLOGIC TECHNOLOGISTS
OFFICIAL BYLAWS
October 21, 2023**

ARTICLE I: TITLE

The name of this Society shall be: The Minnesota Society of Radiologic Technologists, hereinafter referred to as the MSRT.

ARTICLE II: PARENT ORGANIZATION

The American Society of Radiologic Technologists (ASRT) shall be the parent organization. Societies needing counsel shall submit their issues to the ASRT through the executive office.

ARTICLE III: PURPOSES AND FUNCTIONS

Section 1: PURPOSES

The purpose of the MSRT shall be to advance the professions of radiation and imaging 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.

Section 2: FUNCTIONS

A. To provide meetings at which to transact MSRT business, to carry on educational activities, to discuss professional issues, to present scientific papers and exhibits, to encourage similar programs among organizations affiliated with the MSRT.

B. To disseminate information pertinent to the conducting of the MSRT or the profession.

- C. To promote high standards of education.
- D. To encourage research.
- E. To establish and promote policies relevant to the profession. F. To establish membership eligibility and define membership categories.
- G. To facilitate and provide a forum for communication between individual members with a common professional interest.

ARTICLE IV: POLICIES

- A. All provisions of these Bylaws shall apply except when in conflict with state or federal laws regarding nonprofit organizations.
- B. The MSRT 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.
- C. The name of the MSRT or any member of its Board of Directors, or its staff, in their official capacities, shall not be used in connection with a corporation or company for other than the regular functions of the MSRT.

ARTICLE V: MEMBERSHIP

Section 1: COMPOSITION

The membership of the MSRT shall consist of active members, associate members, student members, retired members, life members, honorary members, and supporting members.

Section 2: QUALIFICATIONS

Candidates for membership shall submit an application for membership along with the required fees and additional information as requested.

Section 3: CATEGORIES

- A. Active members are those who are registered with the American Registry of Radiologic Technologists (ARRT), or its equivalent, or hold an unrestricted license under state statutes and hold voting membership in the ASRT. They shall have all rights, privileges and

obligations of membership including the right to vote, discuss topics brought to the floor and hold office.

- B. Associate members are individuals who are currently registered with the ARRT, or its equivalent and who are not voting members of the ASRT. They shall not hold office. Their qualifications, privileges, and obligations shall be defined by the active members of the MSRT, and shall be relative and restricted to the internal workings and needs of the MSRT.
- C. Student members are individuals enrolled in an accredited primary radiologic science program. Student membership will expire at the next membership renewal date following graduation or upon discontinuation of the educational program. They shall have all the rights, privileges and obligations of members, except the right to hold office.
- D. Retired members are individuals who have met the Social Security Administration requirements for retirement. These individuals no longer practice in the Radiologic Sciences. They shall have all the rights, privileges and obligations of members except the right to hold office.
- E. Life members are active members who have rendered extraordinary service to the MSRT. Life members are selected by unanimous recommendation of the Board of Directors and approved by a majority of the voting membership at the Annual Meeting. They shall have all the rights, privileges and obligations of active members while eligible, once Retired member status is reached they will continue to hold Life Membership. Membership dues are waived.
- F. Honorary members are members who, the MSRT wishes to honor because of the interest they have evidenced in the activities and aims of the MSRT. Honorary members are selected by unanimous recommendation of the Board of Directors and approved by a majority of the voting membership at the annual meeting. They shall not vote or hold office.
- G. Supporting members are individuals who are interested in promoting the purposes and functions of the MSRT. They are not eligible for active, associate, or student membership. They shall have all the rights, privileges and obligations of active members except the right to vote and hold office.

Section 4: RESIGNATION

Any member shall have the right to resign by written notification to the Treasurer, providing all dues or other indebtedness to the MSRT 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 MSRT, or any other conduct prejudicial to the interests of the MSRT.

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 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. Suspension or expulsion shall be by two-thirds (2/3) vote of the entire membership of the Board of Directors.

Section 6: DUES

A. The annual dues for active, associate, student, retired and supporting members may be equal to but not exceed the ASRT annual dues. B. The annual dues for all members, established by the Board of Directors, require adoption by a majority vote of the voting members present at the annual meeting.

C. Notice of proposed changes must be given to the membership at least thirty (30) days in advance of the annual meeting.

D. No member who is in arrears for dues shall vote, hold office, or shall be entitled to receive reports of the transactions of the MSRT. It shall be

the duty of the membership chair to erase from the membership roster the name of any person who is in arrears for more than sixty (60) days.

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Section 7: REINSTATEMENT

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

ARTICLE VI: Executive Committee

The Executive Committee, known as officers, of the MSRT shall be: Chair of the Board, President, President-Elect, Secretary, Treasurer and additional officers as recommended by the Board of Directors and ratified by the membership.

Section 1: QUALIFICATIONS

All officers of the MSRT shall be active members. All officers of the MSRT should be familiar with the MSRT Bylaws and ASRT Bylaws and Robert's Rules of Order.

Section 2: ELECTIONS

A. The President-Elect, Secretary, and Treasurer, or any other officer shall be elected by a majority vote of the voting members. B. Election of the MSRT offices of President-Elect, Secretary and Treasurer will be conducted by written ballots for each office having more than one (1) candidate.

C. When there is only one (1) candidate nominated for an MSRT office, the President may request a motion to accept the candidate as elected. The motion must be written and saved as documentation for the annual meeting.

Section 3: TERM

A. The Secretary and Treasurer will be elected on alternate years, each for a two (2) year term.

B. The President-Elect shall serve for one (1) year as President-Elect, one (1) year as President and one (1) year as Chair of the Board. C. Any

additional officers as are recommended by the Board of Directors and ratified by the membership shall serve for a term of one (1) year or until their successors have been elected.

D. All officers shall surrender to their successors all records and properties belonging to the MSRT.

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Section 4: DUTIES A.

President:

1. Shall perform duties consistent with the office.
2. Shall conduct all of the business meetings of the MSRT. 3. Shall be ex-officio member of all committees, except the nominating committee.
4. Shall mentor the President-Elect
5. Shall appoint committees unless otherwise provided in the Bylaws.
6. Shall serve as an affiliate delegate to the American Society of Radiologic Technologists ASRT House of Delegates and Annual Conference.
Shall be familiar with Robert's Rules of Order, MSRT Bylaws and ASRT Bylaws.

B. President-Elect:

1. Shall perform duties consistent with the office.
2. Shall familiarize themselves with the activities of the MSRT. 3. Shall make all preparations necessary for elevation to the office of President.
4. Shall acquaint themselves with all of the duties of the President. 5. Shall serve as the alternate delegate to the ASRT House of Delegates.
6. Shall be familiar with Robert's Rules of Order, MSRT Bylaws and ASRT bylaws.

C. Secretary:

1. Shall perform duties consistent with the office.
2. Shall keep a correct and permanent record of all Board of Directors meetings and the annual meeting business sessions. 3.

Shall be familiar with Robert's Rules of Order, MSRT Bylaws and ASRT bylaws.

D. Treasurer:

1. Shall perform duties consistent with the office.
2. Shall receive and keep funds of the MSRT and make payment upon order of the Board of Directors.

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3. Shall prepare quarterly and annual reports for the Board of Directors.
4. Shall make a full financial statement at the annual meeting business session.
5. Shall be familiar with Robert's Rules of Order, MSRT Bylaws and ASRT Bylaws.

E. Chair of the Board:

1. Shall represent the MSRT as the senior affiliate delegate at the ASRT House of Delegates.
2. Shall serve as the Chair of the Board of Directors
3. Shall assist the President as needed
4. Shall serve as Chair of the Resolution and Bylaws Committee. 5. Shall assure that the business of the MSRT is conducted in accordance with the Bylaws.
6. Shall conduct MSRT Board of Directors meetings in the absence of the President.
7. Shall be familiar with Robert's Rules of Order, MSRT Bylaws and ASRT Bylaws.

Section 5: NOMINATIONS

A. The Nomination Committee shall consist of five (5) members, the four (4) region representatives and the MSRT president-elect who shall serve as chair.

B. Nominations for office shall be sent to the nominations committee. C. Nominations received at the annual meeting will be verified prior to being placed on the ballot.

D. Shall be familiar with Robert's Rules of Order, MSRT Bylaws and ASRT bylaws.

Section 6: VACANCIES

A. A vacancy in the office of President shall be filled by the Chair of the Board.

B. A vacancy in the office of President-Elect shall remain vacant until the next annual meeting where a President-Elect will be elected. C. A vacancy in any elective office, except the office of President or President-Elect shall be filled by appointment agreed upon by a majority of the Board of Directors.

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Section 7: OFFICER CENSURE, REPRIMAND and REMOVAL Any officer may be censured, reprimanded or removed from the office for dereliction of duty or conduct detrimental to the MSRT. 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.

ARTICLE VII: THE BOARD OF DIRECTORS

Section 1: COMPOSITION

Members of the Board of Directors shall be the elected officers of the MSRT: chair of board, president, president-elect, secretary and treasurer, MSRT MARS President and the Regional Representatives.

Section 2: QUALIFICATIONS

Members of the Board of Directors shall be active members of the MSRT.

Shall be familiar with Robert's Rules of Order, MSRT Bylaws and ASRT Bylaws.

Section 3: DUTIES

- A. Be vested with the responsibility of the management of the business of the corporation.
- B. To provide for the audit of the books and accounts of the MSRT.
- C. To control all funds and/or properties of the MSRT.

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- D. To change the dates or location of the annual meeting if found advisable.
- E. In the case of state or national emergency, to cancel the annual meeting, and to provide for the election of officers.
- F. To employ such personnel as may be necessary to conduct the business of the MSRT.
- G. Shall approve the site of the annual meeting.
- H. Shall fill a vacancy in the office of Secretary and Treasurer.

Section 4: MEETINGS

A. The Board of Directors shall meet at least four times per year.

B. 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 can simultaneously hear each other and participate during the meeting. Members shall each pay their own costs associated with participating in such electronic meetings, although the Affiliate may pay set-up costs or other administrative costs of holding an electronic meeting. Standing rules specific to such meetings may be adopted by the Board and shall apply to all electronic meetings held by the Affiliate, the Board, and committees and subcommittees.

D. Electronic Communication

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

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

Section 5: QUORUM

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

Section 6: BOARD MEMBER 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 MSRT. 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.

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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 Board 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 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 VIII: DELEGATES TO THE ASRT HOUSE OF DELEGATES

Section 1: AFFILIATE DELEGATES

A. Two MSRT delegates and two alternate delegates shall be appointed by the MSRT. The Affiliate Delegates to the ASRT House of Delegates shall be the current MSRT President and the Immediate Past President. The Immediate Past President shall serve as the Senior Delegate. The alternate delegates shall be the President-Elect and a Board member of MSRT as selected by the MSRT Board that meets qualifications in Section 2. If President-Elect position is vacant the MSRT Board will appoint a MSRT member that meets qualifications in Section 2.

B. The MSRT shall submit to ASRT the names of the MSRT delegates and alternate delegates by the last business day of January or the MSRT delegate positions shall remain open until after the ASRT House of Delegates' meeting.

C. The MSRT has the power to remove delegates.

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 MSRT for two (2) years immediately preceding nomination.

C. A delegate shall have served as an officer, or on the Board of Directors or as a committee member in the MSRT.

D. A delegate shall practice in the radiologic science profession or health care.

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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. MSRT delegates and alternate delegates shall attend the ASRT House of Delegates' meeting and all meetings required of delegates in order to qualify for reimbursement from the ASRT or MSRT.

B. Respond to communications from the ASRT Office, ASRT Board of Directors or from the ASRT House of Delegates

C. Disseminate information to the Board of Directors and the MSRT. D. The Senior Delegate shall provide a report of the activities of the ASRT during the past year at the MSRT's Annual Meeting.

Section 4: TERM

A MSRT 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 MSRT 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 MSRT 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: DELEGATE CENSURE, REPRIMAND and REMOVAL Any MSRT delegate may be censured, reprimanded or removed from the position for dereliction of duty or conduct detrimental to the ASRT or the

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MSRT. 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 IX: MEETINGS

Section 1: ANNUAL MEETING

An Annual Meeting of the MSRT 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 presenting educational programs.

Section 2: SPECIAL MEETINGS

The president, or a majority of the members of the Board of Directors, upon written request to the President, may call a special meeting, provided a fifteen (15) day notice to all members is given. The purpose of such meetings shall be stated in the notice and no other business shall be transacted.

Section 3: QUORUM

A quorum for business meetings or for any special MSRT meeting shall consist of twenty-five percent (25%) of the voting members in attendance and includes not less than two (2) officers.

ARTICLE X: STANDING COMMITTEES

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Section 1: STANDING COMMITTEES

The Board of Directors shall establish standing committees as deemed necessary to aid the MSRT in carrying on its activities. Such committees shall be responsible to the Board of Directors and may be altered or eliminated at any time by the Board of Directors.

Standing Committees shall be listed and outlined in the Policy and Procedure Manual.

Section 2: VACANCIES

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

ARTICLE XI: PARLIAMENTARY AUTHORITY

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the MSRT in all cases to which they are applicable and in which they are consistent with these bylaws.

ARTICLE XII: REGIONAL ORGANIZATIONS POWERS AND PRIVILEGES

The MSRT may establish, organize, and supervise regional organizations

within the state.

Section 1: REGIONS

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

Section 2: REPRESENTATION

- A. The MSRT Board of Directors shall appoint four Representatives to act as representatives for the state. Each Representative must be an active MSRT member.
- B. The Representatives shall be available to facilitate regional meetings, virtually or in person, regardless of where they live or work, within the state of Minnesota.
- C. All regional financial activities shall be managed by the MSRT Treasurer.

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- D. The Representatives shall request financial transactions from the MSRT Board of Directors, who shall have the authority to direct the MSRT Treasurer to provide funds for region activities.
- E. The Representatives shall serve a term of one year, be appointed and re-appointed by the MSRT Board, and shall not serve more than four (4) consecutive terms.

Section 3: MEMBERSHIP

- A. Membership in the region shall be based on MSRT membership: active, associate and student membership.
- B. Associate and student members may vote at region meetings and may hold the office of secretary and/or treasurer.

Section 4: REGION TREASURY

The Region will have no independent treasury.

Section 5: COMMITTEES

The Representatives may appoint committees as are necessary to promote the activities of the region.

Section 6: MEETINGS

Regional meetings may be called at the discretion of the Representatives.

Section 7: INDEMNIFICATION

The MSRT shall not be responsible for any debts, actions or statements made by, or on behalf of, any region.

ARTICLE XIII: BYLAW AMENDMENTS

Amendments to these Bylaws may be made by a two-thirds (2/3) vote of the members voting at the annual MSRT business meeting. Notice of such proposed amendments must be communicated to the membership via MSRT website, at least fifteen (15) days prior to the time of voting.

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ARTICLE XIV: INDEMNIFICATION

Every officer, director, employee or delegate of the MSRT shall be indemnified by the MSRT 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 MSRT.

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 MSRT, the Board of Directors will follow up accordingly.

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 MSRT, 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 MSRT, as designated by the Board of Directors.

ARTICLE XVI Emergency Bylaws

This Article XVI 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

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comparable conditions, or the imposition of a financial hardship on MSRT which materially impairs, or makes it inadvisable, illegal, impracticable or impossible, in part or in full, MSRT’s ability to fulfill its obligations hereunder.

Section 1. Meetings

Regular meetings of the Board of Directors 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 Board of Directors meeting 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 MSRT 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 MSRT. 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. Bylaws Applicability and Duration

To the extent not inconsistent with any emergency Bylaw, all other MSRT Bylaw provisions shall remain in effect during the emergency condition.

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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/Delegate opinion, travel restrictions, the emergency Bylaws shall cease to be operative. Notwithstanding the foregoing, emergency bylaws shall not supersede the provisions of the Illinois Corporations Act, 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.

