

Notice of Proposed Amendments to Bylaws of

WVSRT BY-LAWS

In accordance with the Bylaws, notice is hereby given that the following Bylaw amendments will be considered at the regular membership meeting on November 3-5, 2022, at the WVSRT Annual Conference at Canaan Valley Resort, Davis, WV.

Proposed Amendments to the Bylaws

Amendment 1: Table of Contents

Current Bylaw	Proposed Amendment	Rationale
<p><del>ARTICLE XV.....17</del>  <del>Indemnification.....17</del>  <del>ARTICLE XVI.....18</del>  <del>Dissolution.....18</del>  <del>WVSRT Standing Rules...19</del></p>	<p>Words inserted or changed are in blue. Words removed are stricken in red.                      Words highlighted in yellow are minor grammatical or typographic errors that have been corrected.</p> <p>ARTICLE XV.....17                      Emergency Bylaws.....17                      ARTICLE XVI.....18                      Indemnification.....18                      ARTICLE XVII..... 19                      Dissolution.....19                      WVSRT Standing Rules.....19</p>	<p>Clarification</p>

Amendment 2: Article XV

Current Bylaw	Proposed Amendment	Rationale
<p><b>ARTICLE XV Indemnification</b></p> <p><del>Every officer, director, employee or delegate of the WVSRT shall be indemnified by the WVSRT against all expenses and liabilities, including attorney's fees, in connection with any threatened,</del></p>	<p><b>ARTICLE XV Emergency Bylaws</b></p> <p>This Article XV 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</p>	<ul style="list-style-type: none"> <li>• To renumber and make a space for an Emergency Bylaws provision for the instance of an emergency situation such as the recent COVID pandemic.</li> <li>• To align our bylaws with our national organization, the American Society of Radiologic Technologists, (ASRT).</li> </ul>

~~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 WVSRT 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 WVSRT. 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.~~

communicable disease, or threat thereof, or any other comparable conditions, or the imposition of a financial hardship on WVSRT which materially impairs, or makes it inadvisable, illegal, impracticable or impossible, in part or in full, WVSRT's ability to fulfill its obligations hereunder.

#### Section 1. Meetings

Regular meetings of the WVSRT 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 Annual Business meeting occurring after the emergency condition has ended.

#### Section 3. Quorum

If a meeting of the WVSRT membership is not suspended or canceled, a quorum shall consist of at least a majority of the WVSRT Board of Directors, including at least two officers.

#### Section 4. Probation

The WVSRT shall not be placed on probationary status as a result of not seating the required number of members during any ASRT HOD meeting occurring while the ASRT emergency bylaws are operational.

#### Section 5. Elections & Seating of any Appointed or Elected Individual

Notwithstanding any other Bylaw provision regarding the length of a term, when a term is to begin or end, the Board of Directors may, by majority vote, exercise discretion and delay the beginning of a term or extend an existing term for the purposes of functioning in the best interests of the WVSRT during any emergency event and for a reasonable time period thereafter.

#### Section 6. The President and Vice President

The President and Vice President serving immediately prior to the commencement of the emergency condition shall remain in their respective positions until the conclusion of the WVSRT meeting.

	<p>Section 7. Officers</p> <p>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.</p> <p>Section 8. Authority</p> <p>The primary duty of the Board of Directors during an emergency condition shall be the continued function of the WVSRT. 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.</p> <p>Section 9. Bylaws Applicability and Duration</p> <p>To the extent not inconsistent with any emergency Bylaw, all other WVSRT Bylaw provisions shall remain in effect during the emergency condition. Upon the end of the emergency condition, as determined by the Board of Directors applying a reasonable person standard considering factors including, but not limited to, government warnings or restrictions, member opinion, travel restrictions, the emergency Bylaws shall cease to be operative.</p> <p>Notwithstanding the foregoing, emergency bylaws shall not supersede the provisions of the West Virginia Secretary of State's requirements, 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.</p>	
--	--	--

**Amendment 3: ARTICLE XVI: Indemnification**

<b>Current Bylaw</b>	<b>Proposed Amendment</b>	<b>Rationale</b>
<b>ARTICLE XVI</b> <b>Dissolution</b>	<p>Words inserted or changed are in blue. Words removed are stricken in red. Words highlighted in yellow are minor grammatical or typographic errors that have been corrected.</p> <p><b>ARTICLE XVI</b> <b>Indemnification</b></p> <p>Every officer, director, employee or delegate of the WVSRT shall be</p>	Renumbered. This bylaw is the same as Article XIV in the current bylaws. The amendment did not change, just

<p><del>In the event of dissolution or final liquidation of the WVSRT, 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 WVSRT, as designated by the Board of Directors.</del></p>	<p>indemnified by the WVSRT 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 WVSRT 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 WVSRT. 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.</p>	<p>the number. We propose to move Article XV to XVI.</p>
---	---	--

Amendment 4: Article XVII

<p><b>Current Bylaw</b></p>	<p><b>Proposed Amendment</b></p> <p>Words inserted or changed are in blue. Words removed are stricken in red. Words highlighted in yellow are minor grammatical or typographic errors that have been corrected.</p>	<p><b>Rationale</b></p>
<p>This is an additional bylaw number. There was no Article XVII in the current Bylaws.</p>	<p><b>ARTICLE XVII</b> <b>Dissolution</b></p> <p>In the event of dissolution or final liquidation of the WVSRT, 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 WVSRT, as designated by the Board of Directors.</p>	<p>This bylaw is the same as Article XVI in the current bylaws. The amendment did not change, just the number. We propose to move Article XVI to XVII.</p>

Amendment 5: WVSRT Standing Rules

<b>Current Standing Rule</b>	<b>Proposed Amendment</b> Words inserted or changed are in blue. Words removed are stricken in red. Words highlighted in yellow are minor grammatical or typographic errors that have been corrected.	<b>Rationale</b>
#7. Mountaineer Tech-Neek editors, who attend WVSRT sponsored meetings and the Annual Conference, are to receive complimentary registration fees, (not to include meals and special entertainment.)	<del>#7. Mountaineer Tech Neek editors, who attend WVSRT sponsored meetings and the Annual Conference, are to receive complimentary registration fees, (not to include meals and special entertainment.)</del>	Mountaineer Tech Neek no longer exists

Amendment 6: WVSRT Standing Rules #8

<b>Current Standing Rule</b>	<b>Proposed Amendment</b> Words inserted or changed are in blue. Words removed are stricken in red. Words highlighted in yellow are minor grammatical or typographic errors that have been corrected.	<b>Rationale</b>
#8. Complimentary lodging shall be provided at the WVSRT Annual Conference for the Board Chair, President and Membership Secretary/Treasurer.	#8. Complimentary lodging shall be provided at the WVSRT Annual Conference for the <b>Board Chair</b> , President and Membership Secretary/Treasurer.	The Board Chair should receive complimentary lodging with the President and membership secretary/treasurer at the annual conference for their contribution throughout the year to the WVSRT.

Amendment 7: WVSRT Standing Rules #15

<b>Current Standing Rule</b>	<b>Proposed Amendment</b> Words inserted or changed are in blue. Words removed are stricken in red. Words highlighted in yellow are minor grammatical or typographic errors that have been corrected.	<b>Rationale</b>
#15 The WVSRT shall maintain certain standing	#15 The WVSRT shall maintain certain standing committees to carry out the tasks of	Needed to appoint someone to be in charge of completing the Compliance

<p>committees to carry out the tasks of the Board. These committees shall include, (but not be limited to):</p> <p>The President’s Advisory Committee  The Executive Committee  The Nominating Committee  The Education Committee  The Legislative Affairs Committee  Affairs Committee for Activities Involving the WV Radiologic Technology Board of Examiners  The Membership Committee  The Bylaws Committee</p>	<p>the Board. These committees shall include, (but not be limited to):</p> <ul style="list-style-type: none"> <li>• The President’s Advisory Committee</li> <li>• The Executive Committee</li> <li>• The Nominating Committee</li> <li>• The Education Committee</li> <li>• The Legislative Affairs Committee</li> <li>• Affairs Committee for Activities Involving the WV Radiologic Technology Board of Examiners</li> <li>• The Membership Committee</li> <li>• The Bylaws Committee</li> <li>• <b>Compliance Committee</b></li> </ul>	<p>requirements to stay in compliance with our national organization, ASRT.</p>
--	---	---

**Amendment 8: WVSRT Standing Rules #11**

<b>Current Standing Rule</b>	<b>Proposed Amendment</b>	<b>Rationale</b>
<p>#11. The editor of “The Mountaineer Tech-Neek” shall bear the onus of responsibility for contacting the key contributors to the “Tech-Neek” by written notification thirty (30) days prior to each deadline.</p> <p>Key contributors are identified as:  President of the WVSRT  Board Chair of the Board of Directors of the WVSRT  All officers of the WVSRT  The representatives of each district</p>	<p>Words inserted or changed are in blue. Words removed are stricken in red.  Words highlighted in yellow are minor grammatical or typographic errors that have been corrected.</p> <p><del>#11. The editor of “The Mountaineer Tech-Neek” shall bear the onus of responsibility for contacting the key contributors to the “Tech-Neek” by written notification thirty (30) days prior to each deadline.</del></p> <p><del>Key contributors are identified as:  President of the WVSRT  Board Chair of the Board of Directors of the WVSRT  All officers of the WVSRT  The representatives of each district society—  All WVSRT Modality Representatives  Student Board Members  WVSRT Delegates to the ASRT House of Delegates</del></p>	<p>Mountaineer Tech Neek no longer exists</p>

society All WVSRT Modality Representatives Student Board Members WVSRT Delegates to the ASRT House of Delegates		
--	--	--

Amendment 9: WVSRT Standing Rules #11

<b>Current Standing Rule</b>	<b>Proposed Amendment</b> Words inserted or changed are in blue. Words removed are stricken in red. Words highlighted in yellow are minor grammatical or typographic errors that have been corrected.	<b>Rationale</b>
Renumber Standing Rules to reflect the omission of # 7, 10, and 11.	<p><del>#7 — Mountaineer Tech Neek editors, who attend WVSRT sponsored meetings and the Annual Conference, are to receive complimentary registration fees, (not to include meals and special entertainment.)</del></p> <p>#7 Complimentary lodging shall be provided at the WVSRT Annual Conference for the Board Chair, President and Membership Secretary/Treasurer.</p> <p>#8 The procedure for nominating ASRT delegates shall be the current ASRT bylaws.</p> <p><del>#10 “The Mountaineer Tech Neek” design shall be professional in appearance and shall be approved by the WVSRT Board.</del></p> <p><del>#11 — The editor of “The Mountaineer Tech Neek” shall bear the onus of responsibility for contacting the key contributors to the “Tech Neek” by written notification thirty (30) days prior to each deadline.</del></p> <p><del>Key contributors are identified as:</del>  President of the WVSRT  Board Chair of the Board of Directors of the</p>	

~~WVSRT  
All officers of the WVSRT  
The representatives of each district society—  
All WVSRT Modality Representatives  
Student Board Members  
WVSRT Delegates to the ASRT House of  
Delegates~~

- #9 The Board shall designate one person to be responsible for preparing and submitting a copy to the ASRT Scanner. Once this person is named, the editor of the ASRT Scanner must be notified immediately. All announcements submitted shall be typed, double-spaced, and limited to 50 words. The editor of the ASRT Scanner shall be contacted annually for Scanner deadlines.
- #10 The Board shall conduct an annual membership drive and each member shall be challenged to get at least one new member. The Board shall sponsor other fund-raising events as necessary
- #11 Policy, procedure, and criteria shall be maintained for selection and awarding of individual life membership by the WVSRT. These shall be maintained by the executive secretary and available upon request.
- #12 The WVSRT shall maintain certain standing committees to carry out the tasks of the Board. These committees shall include, (but not be limited to):
- The President’s Advisory Committee
  - The Executive Committee
  - The Nominating Committee
  - The Education Committee
  - The Legislative Affairs Committee
  - Affairs Committee for Activities Involving the WV Radiologic Technology Board of

Examiners

- The Membership Committee
- The Bylaws Committee
- Compliance Committee

- #13 A budget policy shall be maintained with guidelines to direct the Board with regard to annual expenditure of WVSRT funds.
- #14 Standing rules for nominations and selection of the WVSRT Technologist of the Year Award shall be maintained by the executive secretary and are available on request.
- #15 The functions of the WVSRT are to:
1. Provide meetings at which to transact WVSRT business, present papers, essays, sponsor student bowl competition, provide educational courses, discuss professional problems, and encourage new ideas;
  2. publish and disseminate information pertinent to the conduct of the WVSRT and profession;
  3. assist in establishing and enunciating high standards of education and training and to implement them through appropriate channels;
  4. stimulate and encourage research designed to provide the knowledge to assure increasingly efficient patient care;
  5. expand educational opportunities to develop programs designed to broaden the scope of technological service;
  6. enunciate policies concerning the professional status, legislative activity and welfare of its members;
  7. cooperate with external organizations whose policies are not in conflict with the ASRT.
- #16 The purposes and functions of the WVSRT shall not be restricted by any consideration of nationality, race, color, sex, or creed. The name, West Virginia Society of Radiologic Technologists (WVSRT), or any of its officers in their official

capacity  
shall not be used in connection with a corporate company for other than regular functions of the Society.

#17 The agenda for conducting Board or Business meetings, unless ordered by the members, may be:

Call to order  
Disposal of minutes  
Reports of officers  
Reports of committees  
Appointment of committees  
Unfinished business  
New business  
Elections  
Selection of meeting place  
Adjournment

[Agenda items may not apply to all meetings.]

#18 WVSRT shall be noncommercial and nonsectarian. No commercial enterprise shall be endorsed by it.

#19 Transfers of membership:  
A member of the WVSRT in good standing, may transfer membership from an affiliated like membership, and upon application be transferred with dues prorated by the membership secretary/treasurer.

#20 WVSRT affiliate delegates are appointed by the Board of Directors. They should be members who have knowledge of the ASRT commissions and functions. It is suggested that the President and President-Elect be designated as affiliate delegates to represent the WVSRT at the annual ASRT Governance Conference. An alternate delegate should be someone who has knowledge of the delegate system.

#21 The annual WVSRT Conference will have:  
a. Preapproved CE courses, from the ASRT;

- |  |  |  |
|--|--|--|
|  | <ul style="list-style-type: none"><li>b. two business meeting, (not on the same day);</li><li>c. two Board of Directors meetings, (one prior to the courses and the other after);</li><li>d. election of officers at second business meeting;</li><li>e. officers begin term at post board meeting;</li><li>f. outgoing and incoming officers should attend the post conference board meeting.</li></ul> |  |
|--|--|--|