

# Wyoming Society of Radiologic Technologists

## Bylaws

### ARTICLE I Name and Affiliation

The name of the organization shall be the Wyoming Society of Radiologic Technologists, hereinafter referred to as the WSRT, which is an affiliate of the American Society of Radiologic Technologists (ASRT).

### ARTICLE II Organization

#### Section 1. Purpose

The purpose of the WSRT shall be to advance the professions of medical radiation therapies and imaging specialties, to assist in establishing and maintaining high standards of education, continuing education, and to enhance the quality of patient care.

#### Section 2. Mission Statement

The Wyoming Society of Radiologic Technologists exists as the professional organization of radiologic technologists in the state of Wyoming. We strive to elevate the status of our profession by providing educational opportunities for our members as well as non-members, advocacy for our membership as well as our profession, and promotion of quality in the science and practice of radiologic technology.

#### Section 3. Policy

- A. The WSRT is committed to equal opportunity and nondiscrimination in all programs and activities. No one will be denied opportunities or benefits on the basis of age, sex, color, race, creed, national origin, religious persuasion, marital status, sexual orientation, gender identity, military status, political belief or disability.
- B. The name of the WSRT or any member of its Board of Directors, in their official capacities, shall not be used in connection with a commercial company for other than the regular functions of the WSRT.

#### Section 4. Functions

- A. To provide a forum to transact WSRT business.
- B. To disseminate information pertinent to professional growth.
- C. To promote high standards of education.
- D. To encourage scientific research.
- E. To encourage quality patient care.
- F. To establish and promote policies relevant to the profession.
- G. To establish membership eligibility and define membership categories.
- H. To cooperate with external organizations or agencies whose policies are not in conflict with those of the WSRT, as may be necessary to maintain continued progress and growth of the WSRT.
- I. To facilitate a forum for communication between other healthcare professional agencies.

## Section 5. Definitions

- A. **“Radiologic Technologist”** shall be the term used to define an individual who is certified and registered by the American Registry of Radiologic Technologists (ARRT) or an equivalent agency (e.g. American Registry of Diagnostic Medical Sonographers (ARDMS), Nuclear Medicine Technologist Certification Board (NMTCB)) as a Radiographer, Nuclear Medicine Technologist, Radiation Therapist, Sonographer and those practicing in other specialty areas such as Computed Tomography, Cardiac Interventional and Vascular Interventional, Magnetic Resonance Imaging, Mammography, Quality Management, etc. who have met minimum requirements for a general license as prescribed by law in the state of Wyoming.
- B. **“Radiologic Technician”** shall mean a person who has or has not received formal training in the application of ionizing radiation, but who has met minimum requirements for a restricted license as prescribed by law in the state of Wyoming and works under the direct supervision of a licensed practitioner and shall also be used to describe those practicing in other areas of certification or licensure.
- C. Additional terms of description may be adopted by the WSRT to define areas of certification or licensure.

## Section 6. Policies & Procedures Manual

Policies and procedures of the WSRT are designed to further explain the intent of these Bylaws and shall be contained in the Policies & Procedures manual of the Wyoming Society of Radiologic Technologists. All documentation in said manual approved by the Board of Directors shall be recognized as official policies and procedures of the WSRT and are enforceable as such. In cases of conflict between said manual and these Bylaws, these Bylaws shall prevail.

## ARTICLE III Membership

### Section 1. Eligibility

Membership in the WSRT shall be open to those associated with the practice, education or administration of therapeutic radiation and medical imaging disciplines and specialties.

### Section 2. Categories of Members

The membership of this Affiliate Society shall consist of voting and non-voting members as follows:

- A. **Active RT Members:** are those who are registered by the American Registry of Radiologic Technologists (ARRT) or its equivalent or hold an unrestricted license under state statutes. They shall have all rights, privileges and obligations of membership including the right to hold office, debate, vote, and to serve as a delegate in the ASRT House of Delegates.
- B. **Inactive RT Members:** are those who are no longer actively engaged in the field of radiologic technology and have applied for inactive status. They shall have all the privileges and obligations of Active RT Members except the right to vote and hold office.
- C. **Active Non-RT Members (restricted licensee):** are those who do not qualify as registered radiologic technologists by the American Registry of Radiologic Technologists or its equivalent but do hold a restricted license under Wyoming state statutes. They shall have the right to vote and chair a committee.
- D. **Student Members:** are those who are enrolled in an educational program accredited by any certifying body that is recognized by the American Registry of Radiologic Technologists. Eligibility for obtaining student membership shall terminate upon receiving RT status or upon discontinuation of training. The membership of a graduate student receiving RT status will grandfather him or her as an Active RT Member until the next Annual Conference. Student

members shall have the right to vote, to chair a committee and to hold the office of secretary or treasurer.

- E. **Life Members:** are those Active RT or Retired Members who have rendered exceptional service to the WSRT, have been a member of the WSRT a minimum 15 years and have held office or chaired a committee in the WSRT. They shall pay no dues, shall receive the WSRT publication and shall have all the obligations and privileges of Active RT Members.
- F. **Retired Members:** are those who meet the following qualifications:
  - 1. have requested this status from the ASRT and submit one of the following documents to the ASRT:
    - a. evidence of retirement status from a certification agency recognized by the ASRT or
    - b. a certificate of recognition from a certification agency recognized by the ASRT.

They shall have all rights, privileges and obligations of Active RT Members except to hold office or serve as a delegate.

- G. **Honorary Members:** are those who, because of the interest they have evidenced in the activities and aims of this Society, the WSRT wishes to honor. Honorary members shall pay no dues, shall receive the WSRT publication, and shall have all the privileges and obligations of Active RT Members except the right to vote, to chair a committee or to hold office.
- H. **Associate Members:** are those who are employed in or are interested in promoting the purposes and functions of this WSRT, but who are not eligible for active, inactive, non RT, or student membership. They shall have all the privileges and obligations of Active RT Members except the right to vote, to chair a committee or to hold office.
- I. **Graduate Bridge Members:** are those who meet the following qualifications:
  - 1. have graduated from an accredited program or a program in an accredited institution accepted by certification agencies recognized by the ASRT in their initial medical imaging or radiation therapy program within the past 24 months; or
  - 2. are registered or certified in a primary modality by certification agencies recognized by the WSRT and are within 24 months of their initial certification.

They shall have all rights, privileges and obligations of Active RT Members. All the rules regarding the application process for membership will apply with the exception of the membership fee. At the end of the one year period, the technologist will be due for membership renewal at the regular membership price.

### **Section 3. Resignation**

Any member shall have the privilege of resigning by written communication to the Board of Directors, provided all dues and other indebtedness to the WSRT have been satisfied.

### **Section 4. Dues**

- A. WSRT dues of all categories of membership are adopted by a two-thirds (2/3) vote of the members eligible to vote during the Annual Conference.
- B. Any intent by a member of the WSRT to change the dues structure shall be communicated in writing to all members by the first business day of August.
- C. Members may pay their membership dues at any time during the year. This, in turn, will become the said member's renewal date.
- D. Dues shall be paid within sixty (60) days following their renewal date, however the WSRT's year commences on September 30th and all fees are due and payable to the WSRT by September 15.
- E. The name of any member in arrears after their renewal date or September 30th, whichever comes first, shall be deleted from the membership roster until payment is received.
- F. In the event of a member's resignation or expulsion from the WSRT, dues are not refundable.

### **Section 5. Member Suspension and Expulsion**

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 WSRT, or any other conduct prejudicial to the interests of the WSRT.

- A. If the judgment of the Board finds that the charges are sufficient; the member charged shall be notified in writing of the charges.
- B. A statement of these 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 individual 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. Reinstatement**

A member who has resigned or whose membership has been revoked by the WSRT for other reasons may be reinstated only after filing a new application and paying the fees as a new member.

## **ARTICLE IV Officers**

### **Section 1. Officers**

The officers of the WSRT shall be President, President-Elect, Vice President, Secretary, and Treasurer.

### **Section 2. Terms of Office**

- A. The Vice President shall serve for a term of one (1) year or until a successor has been elected or appointed.
- B. The President-Elect shall serve for a term of one (1) year as President-Elect, one (1) year as President, and one (1) year as Past President.
- C. The Treasurer and Secretary shall serve for a term of two (2) years, or until their successors have been elected. The Treasurer and Secretary shall be elected during alternating years.
- D. Terms of office shall begin immediately following the close of the Annual Conference and Business Meeting.

### **Section 3. Eligibility**

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

### **Section 4. Qualifications**

- A. Officers must be voting members of the WSRT and the ASRT and hold a current license under Wyoming state statutes if required by law.
- B. Officers must practice in the radiologic science professions or in health care.

### **Section 5. Duties of Officers**

- A. **President**
  - 1. Shall perform duties consistent with the office.
  - 2. Shall be ex-officio member of all committees except the Nominations Committee.
- B. **President-Elect**

1. Shall perform duties consistent with the office.
2. Shall become familiar with all WSRT activities and be prepared to assume the office of the President.
3. Shall serve as Chairperson of the Credentials Committee.

**C. Vice President**

1. Shall perform duties consistent with the office.
2. Shall assume the duties of the President when necessary.
3. Shall serve as Chairperson of the Nominations Committee.

**D. Secretary**

1. Shall perform duties consistent with the office.
2. Shall keep detailed minutes of all meetings.
3. Conduct correspondence.
4. Shall serve on the Credentials Committee.

**E. Treasurer**

1. Shall perform duties consistent with the office.
2. Shall receive and keep funds of the WSRT.
3. Shall prepare a yearly finance report to be presented to the Board and the membership at the Annual Conference.
4. Shall serve on the Finance Committee.

**Section 6. Nominations**

Nominations for all offices for the following year will be accepted at the Annual Conference. The Vice President will accept additional nominations throughout the year until April 30.

**Section 7. Elections**

- A. Officers, excluding the President, are elected by a plurality vote of the members eligible to vote. Officers shall serve until their successors have been elected.
- B. Ballots will be sent to all members eligible to vote by July 1 and must be returned to the WSRT Past President or an agent duly authorized by the Board of Directors by August 15.
- C. Write-in votes will be accepted on the official ballot.
- D. All candidates for office shall be credentialed before accepting a position as an officer at the Annual Conference, should they be elected.
- E. Tabulation of the entire ballot will occur following verification of credentials of each write-in candidate.
- F. Results of the election shall be given at the Annual Conference Business Meeting.

**Section 8. Credentialing**

The Credentials Committee will verify credentialing of the WSRT members for:

- A. Voting privileges of members at a business meeting.
- B. Voting privileges of members for the election of candidates who are running for office.
- C. To ensure that member candidates meet the criteria to run for office.

**Section 9. Vacancies**

- A. A vacancy in any elective office, except the office of President or President-Elect shall be filled by an appointment of the Board.
- B. The Vice President shall fill a vacancy in the office of the President.
- C. A vacancy in the office of the President-Elect occurring in the second half of the fiscal year shall remain vacant until the next Annual Meeting when a President shall be elected by a majority vote of the membership present. If such vacancy occurs during the first half of the fiscal year, the office shall be filled by a special election. The Nominating Committee shall present the names of two or more candidates if possible. The report of the Nominating Committee shall be submitted to

the Board of Directors no more than 30 days after the vacancy occurs. The ballots shall be sent to the voting membership no later than 45 days after the vacancy occurs. Announcement of the results will be published in the WSRT's publication.

### **Section 10. Censure, Reprimand and Removal of Officers**

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

- A. If the judgment of the Board finds that the charges are sufficient the individual shall be notified in writing of the charges.
- B. A statement of these charges shall be sent by certified or registered mail to the last recorded address of the individual 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 individual shall have the opportunity to appear in person and be represented by counsel to present any defense to such charges before action is taken.
- F. Censure, reprimand or removal shall be by two-thirds (2/3) vote of the entire membership of the Board of Directors.

## **ARTICLE V Board of Directors**

### **Section 1. Composition**

- A. The Board of Directors shall consist of the following voting members: President, Vice President, President-Elect, Secretary, Treasurer, and Immediate Past President.
- B. The President shall serve as Chairperson of the Board.
- C. There shall be two additional Board members that shall serve as advisors. At least one shall be an RT member serving on the Wyoming Board of Radiologic Technologist Examiners, hereinafter known as the WBRTE, and the other shall be the WSRT Editor.
- D. An RT member of the WBRTE shall have no vote as a WSRT Board member. An RT member of the WBRTE may run for office of the WSRT, providing said member has concluded or resigned their term of office as the WBRTE member prior to assuming office in the WSRT.
- E. The WSRT Editor shall have no vote as a WSRT Board member, however shall be permitted to hold another position as a voting member of the WSRT Board as this should not be cause for a conflict of interest.

### **Section 2. Qualifications**

Members of the Board of Directors shall be active members of the WSRT and the ASRT.

### **Section 3. Duties**

The Board of Directors shall be vested with the responsibility of the management of the business of the corporation. The Board of Directors shall carry out the policies and procedures established by the members and shall represent the WSRT when the membership is not in session.

### **Section 4. Responsibilities**

The responsibilities of the Board of Directors shall be to:

- A. Control funds and property owned by the WSRT.
- B. Appoint or nominate representatives to external organizations.
- C. Establish and approve committees.

- D. Temporarily suspend action adopted by the membership if such policy is found to be contrary to Federal, State, or local laws, WSRT Bylaws, or found to be financially not feasible. Such action shall be ratified by the membership at the next meeting.
- E. Change the dates, location, or offering format of the Annual Conference, if found advisable, and in the case of a state or national emergency to cancel the Annual Conference and provide for the election of officers.
- F. Appoint qualified members to vacant offices, except the office of President and President-Elect.
- G. Establish District Societies, should the general membership of the WSRT desire districts.
- H. Provide for a verification of WSRT records to be done every two (2) years.
- I. Employ and monitor the duties of an Executive Secretary, should one be appointed by direction of the Board of Directors.

### **Section 5. Board Meetings**

The Board of Directors shall meet no less than (3) three times in the year or more as deemed necessary. These shall be the Pre-conference, Post-conference and the Spring Board meetings.

### **Section 6. Quorum**

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

### **Section 7. Accountability**

The Board of Directors shall be accountable to the general membership.

### **Section 8. Vacancies**

A vacancy in the Board of Directors shall be filled by an appointment of the Board with the following stipulations:

- A. Officers who are also Board members will be chosen as outlined in Article IV, Section 9.
- B. A vacancy in the Board of Directors of the Immediate Past President shall not be filled for the remainder of the term.

### **Section 9. Censure, Reprimand and Removal of Board Members**

A Board member may be censured, reprimanded or removed from office for dereliction of duty or conduct detrimental to the WSRT. Such action may be initiated when the Board of Directors receives formal and specific charges against a Board member.

- A. If the judgment of the Board finds that the charges are sufficient the individual shall be notified in writing of the charges.
- B. A statement of these charges shall be sent by certified or registered mail to the last recorded address of the individual 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 individual 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 entire membership of the Board of Directors.

## **ARTICLE VI**

### **WSRT Delegates to the ASRT House of Delegates**

#### **Section 1. Delegates**

- A. Two Affiliate Delegates and at least two alternate delegates to the ASRT House of Delegates shall be appointed by the Board of Directors at the Post-conference Board Meeting immediately following the Annual Conference in accordance with the WSRT's Policies & Procedures manual.
- B. The WSRT 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 House of Delegates.
- C. The WSRT 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 WSRT for at least 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 WSRT.
- D. A delegate shall practice in the radiologic science profession or health care.
- 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 WSRT.

## **Section 3. Responsibilities**

WSRT delegates must attend the ASRT House of Delegates' meetings and all other meetings required of delegates.

## **Section 4. Term**

A WSRT delegate may serve for a term of two years; and may not serve more than two consecutive terms unless no other eligible persons are available or able to serve.

## **Section 5. Absence**

An absence exists when a WSRT delegate is unable to fulfill the duties of the position during the ASRT House of Delegates' meeting.

- A. The delegate shall be considered absent for the purpose of that meeting only.
- B. The alternate delegate shall be seated only for the meeting that the delegate is absent.
- C. Any delegate position not filled by the WSRT shall remain open.
- D. There shall not be on-site credentialing of Affiliate Delegates.

## **Section 6. Vacancies**

- A. A vacancy exists when a delegate is unable to continue their duties at any time before or after the House of Delegates term.
- B. Delegate vacancies shall be filled by the appointed alternate delegate and a new alternate delegate shall be appointed by the Board. When alternate delegates are seated, they are seated until the completion of the Annual Governance and House of Delegates and for the remainder of the vacated term.

## **Section 7. Censure, Reprimand and Removal of Delegates**

Any WSRT delegate may be censured, reprimanded or removed from office for dereliction of duty or conduct detrimental to the ASRT or the WSRT. Such action may be initiated when either Board of Directors receives formal and specific charges against a delegate.

- A. If the judgment of the Board finds that the charges are sufficient the delegate shall be notified in writing of the charges.

- B. A statement of these 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 entire membership of the Board of Directors.

## **ARTICLE VII Committees**

### **Section 1. Standing Committees**

There shall be standing committees as deemed necessary that are appointed by the Board of Directors, President and President-Elect. The President can initiate other task forces for special needs at any time.

### **Section 2. Organization**

The President shall establish committees and appoint chairpersons except for the following: the President-Elect shall chair the Credentials Committee and the Vice President shall chair the Nominations Committee. Each Chairperson may appoint members to their respective committees. The President is an ex-officio member of all committees except the Nominations Committee.

### **Section 3. Vacancies**

- A. A vacancy in any Board of Directors' committee shall be filled by an appointment of the Board of Directors.
- B. A vacancy in a presidential committee shall be filled by an appointment by the President.

## **ARTICLE VIII Meetings**

### **Section 1. Annual Conference**

The Annual Conference of the membership shall include the Annual Business Meeting of the WSRT.

### **Section 2. Quorum**

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

### **Section 3. Parliamentarian**

A Parliamentarian selected by the President shall be in attendance at each business session during the Annual Conference or special meetings of the WSRT.

### **Section 4. Special Meetings**

Special meetings of the WSRT may be called at such time and place as may be designated by the Board of Directors. A majority of the Board of Directors shall constitute sufficient authority to call a special meeting. The membership shall be notified thirty (30) days in advance of such meeting with a statement of the business to be transacted. No business other than that specified shall be transacted.

## **ARTICLE IX**

## **District Organizations - Powers and Privileges**

The WSRT may establish, organize and supervise district organizations within the state.

### **Section 1. Districts**

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

### **Section 2. Officers**

- A. All officers in a district organization shall hold membership in the WSRT; shall be free of any pecuniary obligations on the books to the WSRT; and shall hold a current license under state statutes, if required by law.
- B. A President, Vice President and a Secretary/Treasurer shall be elected by the membership of each district. The office of Secretary/Treasurer may be divided into two (2) offices. The office of President-Elect may be established.
- C. All officers shall serve for one (1) year or until their successors have been appointed or elected and assumed office. They shall surrender to their successor all records belonging to the district. All officers may be elected for not more than two (2) successive terms
- D. A district shall establish by majority vote at their regular meeting, such voting procedures as best meets the needs of that District and are applicable to the business being conducted at the district level.

### **Section 3. Membership**

- A. Membership in the District shall include active and inactive RT members of the WSRT, active Non-RT members of the WSRT, students, honorary members of the WSRT and associate members of the WSRT.
- B. Active non-RT 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 4. Dues**

Each District membership may decide the amount and the method of payment of dues.

### **Section 5. District Treasury**

- A. The District shall have control over its treasury. Disbursements from the District treasury shall be made upon the authority of a majority of the district officers.
- B. In the event of the dissolution of the District, all assets remaining after payment of all indebtedness of the District shall be returned to the WSRT general fund.

### **Section 6. Board of Directors**

A district Board of Directors may be established by a vote of the district membership. Its composition and duties shall be consistent with, but not necessarily identical to those specified in Article V of these Bylaws.

### **Section 7. Committees**

The District President may appoint committees as are necessary to promote the activities of the district.

### **Section 8. Meetings/Quorum**

District organizations shall hold a minimum of four (4) meetings, but preferably eight (8) meetings each year. Twenty percent (20%) of the voting membership that is present, including two (2) officers shall constitute a quorum.

### **Section 9. Indemnification**

The WSRT shall not be responsible for any debts or utterance made by any District organization.

## **ARTICLE X Parliamentary Authority**

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

## **ARTICLE XI Amendments**

Amendments to these Bylaws may be made by a two-thirds (2/3) vote of the voting membership at the Annual Conference Business Meeting of the WSRT. Notice of such proposed amendments must be sent by August 1 to all voting members. Amendments shall be effective at the conclusion of the Annual Conference.

## **ARTICLE XII Emergency Bylaws**

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

### **Section 1. Meetings**

Regular meetings of the WSRT 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 Conference and Business Meeting occurring after the emergency condition has ended.

### **Section 3. Quorum**

If a meeting of the WSRT is not suspended or canceled, a quorum shall consist of at least twenty-five percent (25%) of the voting members in attendance and includes not less than two (2) officers.

**Section 4. 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 WSRT during any emergency event and for a reasonable time period thereafter.

**Section 5. 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 6. Authority**

The primary duty of the Board of Directors during an emergency condition shall be the continued function of the WSRT. 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 7. Bylaws Applicability and Duration**

To the extent not inconsistent with any emergency bylaw, all other WSRT 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.

Notwithstanding the foregoing, emergency Bylaws shall not supersede the provisions of Federal or State laws with respect to amending the articles of incorporation or the regular Bylaws of the corporation, adopting a plan of merger or consolidation with another corporation or corporations, authorizing the sale, lease, exchange, or other disposition of all or substantially all of the property and assets of the corporation other than in the usual and regular course of business, or authorizing the dissolution of the corporation; and the regular Bylaws of the corporation and the articles of incorporation shall continue in full force and effect for such purposes.

**ARTICLE XIII  
Indemnification**

Every officer, director, employee, or delegate of the WSRT shall be indemnified by the WSRT 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 the above named individual being or having been an officer, director, employee, or delegate to the WSRT, including, but not limited to, the interpretation and application of these Bylaws, if the above named individual acted in good faith, within the scope of the above-named individual's authority and in a manner reasonably to be not opposed to the best interest of the WSRT. 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 XIV  
Dissolution**

In the event of dissolution or final liquidation of the WSRT, all of its assets, after payment of its obligations shall have been made or provided for, shall be distributed to the ASRT Education and

Research Foundation or among such corporations, foundations, or other organizations organized and operated exclusively for scientific and educational purposes, consistent with those of the WSRT, as designated by the Board of Directors.

**ARTICLE XV**  
**Legalities of Bylaws**

All provisions of these Bylaws shall apply except when in conflict with Federal or State laws respecting non-profit corporations.

**Approved: September 21, 2024**