

MISSOURI SOCIETY OF RADIOLOGIC TECHNOLOGISTS BYLAWS

Article I: NAME

The name of this society shall be the Missouri Society of Radiologic Technologists, Inc., hereinafter referred to as the MoSRT.

Article II: GOVERNING BODY

The American Society of Radiologic Technologists, hereinafter referred as the ASRT, shall be the governing body. Affiliate societies shall submit their bylaws to the ASRT and shall receive counsel when needed through its executive office.

Article III: DEFINITION, PURPOSE AND FUNCTIONS

Section 1: Definitions

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.

Section 2: Purpose

The purpose of this MoSRT shall be to advance the profession of medical imaging and radiation therapy, to maintain high standards of education, to enhance the quality of patient care, and to further the welfare and socio-economics of radiologic technologists.

Section 3: Functions

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

Article IV: POLICIES

Section 1: The MoSRT 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: The MoSRT shall be non-commercial, nonsectarian, and nonpartisan. No commercial enterprise or any candidate for public office shall be endorsed by it. The name of the MoSRT, any of its officers, its Board of Directors or its staff, in their official capacities, shall not be used in connection with a commercial company or with any partisan interest, or for other than regular functions of the MoSRT.

Article V: MEMBERSHIP

Section 1: Categories

- A. The membership of the MoSRT shall consist of Active, Supporting, Student, Life and Honorary, and Graduate Bridge members. All candidates for membership except Life and Honorary members shall submit the prescribed membership forms, properly completed, the appropriate fees, and any additional information as may be required, on an annual basis.
- B. Active members are those who are registered or certified in a primary modality by certification agencies recognized by the ASRT or hold an unrestricted license in medical imaging or radiation therapy under state statutes. They shall have all rights, privileges and obligations of membership including the right to vote, debate, hold office and serve as a delegate in the ASRT House of Delegates.
- C. Supporting members shall be those persons interested in Radiologic Technology but not having qualifications for any other category. They have the obligations and privileges of active members except to vote, hold office or serve as a delegate in the ASRT House of Delegates.
- D. Student members shall be those non-registered individuals enrolled in medical imaging or radiation therapy programs recognized by the ARRT. Student members shall have all the privileges and obligations of active members, except to vote and hold state-wide elected office.
- E. Life members shall be active members who have rendered exceptional service and dedication to the MoSRT. Life members shall be recommended by a three-fourths (3/4) vote of the entire membership of the Board of Directors and be selected by a majority vote of the membership at a regular business meeting. They shall pay no dues and have all the privileges and obligations of active members.
- F. Honorary members shall be those persons who the MoSRT wishes to honor because of the interest they have evidenced in the activities and aims of the MoSRT. Honorary members shall be chosen by a majority vote at a regular meeting of the MoSRT. They shall pay no dues. They shall receive the journal of the Missouri Society of Radiologic Technologists. They have the obligations and privileges of active members except to vote, hold office or serve as a delegate in the ASRT House of Delegates.

G. 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 12 months; or
2. are registered or certified in a primary modality by certification agencies recognized by the ASRT and are within 12 months of their initial certification. They shall have all rights, privileges and obligations of Active members.

Section 2: Dues

- A. The annual dues for Active, Supporting, and Student members will be set by the Board of Directors, and approved by a 2/3 vote of the voting membership present at the annual conference business meeting. They shall be payable each year in advance, and shall include a subscription to the official MoSRT journal.
- B. No member who is in arrears for dues shall vote or hold office or shall be entitled to receive reports of the transactions of the MoSRT. It shall be the duty of the Executive Treasurer to erase from the rolls of membership the name of any person who is in arrears for more than ninety (90) days.

Section 3: Resignation

Any member shall have the right to resign by written communication to the MoSRT office.

Section 4: Censure, Reprimand and Removal

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 MoSRT or any other conduct prejudicial to the interests of the MoSRT.

- 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. Notification, within 5 days, that counsel will be present is required to allow MoSRT the same opportunity to consult or have their own counsel present.
- E. Removal of a member shall be by a two-thirds (2/3) vote of the entire membership of the Board of Directors.
- F. Suspension or expulsion shall be by two-thirds (2/3) vote of the entire membership of the Board of Directors.

Section 5: Reinstatement

A member who has resigned or whose membership has been deleted from the MoSRT for other reasons may be reinstated only after filing a new application and paying the fees as a new member. A member who has been expelled from the MoSRT may apply to the Board of Directors for reinstatement of membership after a period of three (3) years. Unanimous approval by the Board of Directors is needed for reinstatement.

Article VI: OFFICERS

The Board of Directors shall be composed of all elected and appointed officers and delegates, the immediate past president (Senior Board Member), conference coordinator, executive treasurer, and one representative from each active district. These are the voting members of the Board of Directors.

The officers of the MoSRT shall be Senior Board Member, President, President-Elect, Vice-President, Secretary, and Executive Treasurer, and such additional officers as are recommended by the Board of Directors and ratified by the membership.

Section 1: Qualifications

- A. All officers shall be members of the MoSRT and the ASRT.
- B. Nominees for the office of President-Elect must be a voting member of the MoSRT and ASRT for two (2) years immediately preceding nomination.
- C. No MoSRT board member shall hold more than one voting position on the MoSRT board.

Section 2: Nominations

- A. A nominations chair shall be appointed by the President within thirty (30) days following the date of the annual conference. A Board of Directors approved committee shall satisfy itself that all candidates have the proper credentials and are willing to serve if elected.
- B. The report of the nominating committee shall be submitted in the manner approved by the membership consistent with the adopted voting procedure.

Section 3: Elections

- A. The President-Elect, Vice-President, Secretary, and any other officer shall be elected by a plurality ballot of the voting members of the MoSRT.
- B. A tie vote will be decided by lot after ballots are tallied, and under the direction of the nominating committee.
- C. The newly elected officers shall be installed into office under the direction of the Board of Directors.
- D. The Executive Treasurer shall be appointed by the Board of Directors. The Board of Directors shall satisfy itself that the candidate has proper credentials and is willing to serve.

Section 4: Term

- A. 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 senior board member.
- B. The vice president and secretary shall serve for a term of one year or until their successors have been elected and installed.
- C. The Executive Treasurer shall serve for a term of one year or until their successor has been appointed and assumed the duties of their office.
- D. The Secretary may be elected for a two-year term upon recommendation by the Board of Directors and ratification by the membership. All officers shall surrender to their successors all records and properties belonging to the MoSRT.
- E. No officer may be elected to more than one additional consecutive term.
- F. Terms shall begin once duly installed.

Section 5: Duties

A. President:

1. Shall preside at all meetings of the MoSRT as Chair-of the Board,
2. Shall perform all duties consistent with the office.
3. Shall be ex-officio member of all committees, except the nominating committee.
4. Shall appoint committee chairs unless otherwise provided in the bylaws.

B. President-Elect

1. Shall perform all duties consistent with the office
2. Shall become familiar with the activities of the MoSRT.
3. Shall make all preparations necessary for elevation to the office of President.
4. Shall appoint and provide charges to committees for the upcoming presidential year.

C. Vice-President

1. Shall perform all duties consistent with the office.
2. Shall become acquainted with all duties of the President.
3. Shall assume the duties of the President when necessary.

D. Secretary

1. Shall conduct correspondence.
2. Shall perform all duties consistent with the office.

E. Executive Treasurer

1. Shall perform all duties consistent with the office.
2. Shall receive and keep funds of the MoSRT
3. Shall pay out funds only upon order of the Board of Directors.
4. Shall make a full financial report, which shall be incorporated in the minutes of the annual conference.

Section 6: Eligibility

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

Section 7: Vacancies

- A. A vacancy in the office of President shall be filled by the Vice President.
- B. In the absence or inability of the President or Vice-President to act, the immediate Past-President shall call the meeting to order and preside.
- C. A vacancy in the office of President-Elect shall require a special election of the membership unless the unexpired term is less than ninety (90) days. In that event the office of President shall be filled by election at the annual conference.
- D. A vacancy in the office of Vice President, or Secretary shall be filled by appointment agreed upon by a majority of the entire remaining members of the Board of Directors.

Section 8: Censure, Reprimand and Removal

Any officer may be censured, reprimanded, or removed from the office for dereliction of duty or conduct detrimental to the MoSRT. 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 or reprimand of an officer shall be by majority vote of the entire membership of the Board of Directors.
- F. Removal of an officer shall be by a two-thirds (2/3) vote of the entire membership of the Board of Directors.
- G. If further action is warranted, the Board of Directors shall refer the matter to the membership of the MoSRT.

Article VII: MoSRT DELEGATES TO THE ASRT HOUSE OF DELEGATES

Section 1: Delegates

- A. MoSRT delegates shall be elected by a plurality ballot of the voting members of the MoSRT. One delegate will be elected annually to serve a 2-year term.
- B. A tie vote will be decided by lot at a meeting of the Board of Directors prior to the end of the last business day of January.
- C. The MoSRT shall submit to ASRT the names of two MoSRT delegates and at least two, but no more than four, qualified alternate delegates by the end of the last business day of January or the MoSRT delegate positions shall remain open until after the ASRT House of Delegates' meeting.
- D. The MoSRT has the power to remove delegates.
- E. The Board of Directors will appoint at least two, but no more than four, qualified alternate delegates to the ASRT House of Delegates. The President should be the first alternate delegate. The President-elect should be the second alternate delegate.

Section 2: Qualifications

- A. A delegate shall be a voting member of the ASRT and the MoSRT for two (2) years immediately preceding nomination.
- B. A delegate shall have served as an officer, or on the Board of Directors or as a committee member in the MoSRT.
- C. A delegate shall practice in the medical imaging or radiation therapy profession or health care.
- D. A delegate may serve concurrently on the board of any national medical imaging or radiation therapy certification or national accreditation agency.
- E. A delegate shall have the time and availability for necessary travel to represent the ASRT
- F. A delegate shall attend the annual meeting of the House of Delegates and all meetings required of delegates.

- G. An individual shall not hold a chapter delegate and affiliate delegate position, simultaneously.

Section 3: Responsibilities

- A. MoSRT delegates shall attend the ASRT House of Delegates' meeting and all meetings required of delegates.
- B. MoSRT delegates shall keep the Board of Directors and the membership fully informed of all national issues of interest.

Section 4: Term

A MoSRT delegate may serve for a term of two years; and may not serve more than two consecutive terms. The term begins February 1st of the year immediately following the election, unless specified otherwise by the ASRT.

Section 5: Absence:

An absence exists when a MoSRT 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. In the case of an absence, 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:

1. A vacancy exists when a delegate is unable to continue their duties at any time before or after the House of Delegates.
2. Delegate vacancies shall be filled by the appointed alternate delegate. 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.
3. Alternate affiliate delegate vacancies shall be filled by qualified individuals in rank order listed on the affiliate submission form corresponding with the appropriate terms.

Section 7: Censure, Reprimand and Removal:

Any MoSRT delegate may be censured, reprimanded or removed from the position for dereliction of duty or conduct detrimental to the ASRT or the MoSRT. 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. Notification that counsel will be present is required to allow MoSRT the same opportunity to consult or have their own counsel present.
- E. Censure or reprimand of a delegate shall be by majority vote of the entire membership of the Board of Directors.

- F. Removal of a delegate shall be by a two-thirds (2/3) vote of the entire membership of the Board of Directors.

Article VIII: THE BOARD OF DIRECTORS

Section 1: Composition

- A. The Board of Directors shall be composed of all elected/appointed officers, the Executive Treasurer and delegates of the MoSRT. The immediate past President shall serve as the Senior Board Member.
- B. Additional directorships may be established by a ballot of the voting members of the MoSRT. Such directors shall serve for a period of one year.
- C. Members of the Board of Directors shall be active or life members of the MoSRT.

Section 2: Duties

The Board of Directors shall be vested with the duties and responsibility of the management of the business of the corporation and:

- A. To provide for the audit of the books and accounts of the MoSRT.
- B. To control all funds and/or properties of the MoSRT.
- C. To change the dates or location of the annual conference if found advisable and, in the case of state or national emergency, to cancel the annual conference and to provide for the election of officers.
- D. To employ such personnel as may be necessary to conduct the business of the MoSRT.
- E. To determine the number and boundaries of the affiliated districts.
- F. To renew its charter with ASRT annually and within 60 days after the close of the fiscal year. To maintain compliance, shall submit the following to the ASRT:
 - 1. Annual budget/financial statement.
 - 2. Affiliate bylaws in agreement with ASRT Bylaws.
 - 3. Articles of incorporation.
 - 4. Certificate of good standing or proof of active incorporation verifying corporate existence is valid dated no later than 90 days prior to application being submitted.
 - 5. Evidence of IRS recognition of tax-exempt status (e.g., determination letter issued to applicant or letter requesting ASRT include applicant in group exemption number).
 - 6. Verification that affiliate officers are ASRT members.
 - 7. Annual meeting information.
 - 8. Names and contact information for officers and board members.
 - 9. List of affiliate subordinates recognized by affiliate and attestation that these subordinates are in compliance with ASRT affiliate subordinate policies and procedures.
 - 10. Verification that the affiliate filed the appropriate tax returns with the IRS in the prior year.

Section 3: Vacancies

A vacancy in the Board of Directors shall be filled by appointment, agreed upon by the remaining members of the Board of Directors, to complete the unexpired term.

Section 4: Meetings

- A. The Board of Directors shall meet six (6) times per year as follows:
 - 1. Post Conference (April/May),
 - 2. Summer(July),
 - 3. Fall (September/October),
 - 4. Winter (January/February),
 - 5. Spring (February/March),
 - 6. Pre-Conference (April/May).
- B. Meetings of the Board of Directors may be held by teleconference at the discretion of the Chair. Members of the Board shall each pay their own costs associated with participating in a teleconference, although the Society may pay set-up costs or other administrative costs of holding a special meeting by teleconference. Standing rules specific to meeting by teleconference may be adopted by the Board.
- C. The Secretary shall be responsible for preparing minutes of all meetings conducted via teleconference.
- D. The President or a majority of the members of the Board of Directors 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: 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 MoSRT. 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.
- 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 or reprimand of a Board Member shall be by majority vote of the entire membership of the Board of Directors.
- F. Removal of a Board Member shall be by a two-thirds (2/3) vote of the remaining membership of the Board of Directors.

Article IX: MEETINGS

Section 1: Annual Conference

- A. The MoSRT shall hold an annual conference.
- B. The site of the annual conference shall be determined by the Board of Directors based upon recommendation by the Conference Coordinator.

- C. The MoSRT shall establish, by majority vote at an annual conference, such voting procedures as best meet the needs of the MoSRT and are applicable to the business to be conducted.

Section 2: Special Meetings

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

Section 3: Quorum

A quorum for any meeting shall be established by a vote of the members registered at an annual conference. Such quorum shall not be less than twenty-five percent (25%) of the voting members registered at the conference, and includes not less than two officers.

Article X: Electronic Meetings and Communication

Section 1. Meetings

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

Section 2. Communication

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

Article XI: COMMITTEES

Section 1: Committees and Chair Vacancies

- A. The Board of Directors shall establish committees as deemed necessary to aid the MoSRT 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.
- B. The President shall appoint the chair of the committees unless in conflict with other sections of the bylaws.
- C. A vacancy in any committee chair shall be filled by appointment by the President.

Article XII: PARLIAMENTARY AUTHORITY

Section 1: The rules contained in *Robert's Rules of Order Newly Revised*, shall govern the MoSRT in cases to which they are applicable and in which they are consistent with these bylaws.

Article XIII: AFFILIATE SUBORDINATES - DISTRICT ORGANIZATIONS

Section 1: Districts

The number of district organizations and the boundaries thereof shall be determined by the Board of Directors of the MoSRT. Districts shall be in compliance with the ASRT affiliate subordinate policies and procedures.

Section 2: Officers

- A. 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 offices. The office of President-Elect may be established if necessary or applicable.
- B. All officers shall hold membership in the MoSRT and ASRT.
- C. The district shall establish by a majority vote at a regular meeting such voting procedures as best meet the needs of the district and are applicable to the business conducted.
- D. All officers shall serve for a term of one year, or until their successors having been appointed or elected and assumed office. They shall surrender to their successors all records and properties belonging to the district.
- E. All officers shall be free from any pecuniary charges on the books of the MoSRT.

Section 3: Bylaws

District bylaws should be in agreement with MoSRT and ASRT bylaws.

Section 4: Membership

- A. Membership in the district may be Active, Supporting, Student, Life, and Honorary membership.
- B. Supporting, Student and Life members may have the privilege of voting at district meetings and may hold office, in accordance with district bylaws.

Section 5: Dues

The method of payment of dues may be decided by the Board of Directors of the affiliated district concerned.

Section 6: District Treasury

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

Section 7: Board of Directors

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

Section 8: Committees

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

Section 9: Meetings/Quorum

District organizations shall hold at least two (2) meetings to accommodate the needs of its members.

Section 10: Indemnification

The MoSRT shall not be responsible for any debts or utterance made by any district society.

Article XIV: AMENDMENTS

- A. These bylaws may be amended by a two-thirds (2/3) vote of the voting members voting at an Annual or special meeting of the MoSRT. Notice of such amendments shall be sent to all members of the MoSRT at least fifteen (15) days prior to the time of the voting.

Amendments adopted by the membership at any meeting shall be submitted to The American Society of Radiologic Technologists.

ARTICLE XV Emergency Bylaws

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

Section 1. Meetings

Regular meetings of the MoSRT 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 meeting occurring after the emergency condition has ended.

Section 2. Quorum

If a meeting of the membership is not suspended or canceled, a quorum shall not be less than twenty-five percent (25%) of the voting members registered at the conference and includes

not less than two officers. If a board meeting is not suspended or cancelled, a quorum shall be a majority of the Board of Directors' members.

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 MoSRT 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 MoSRT. 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 MoSRT 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/Delegate opinion, travel restrictions, the emergency Bylaws shall cease to be operative.

Notwithstanding the foregoing, emergency bylaws shall not supersede the provisions of Missouri Nonprofit Corporation Law, 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 XVI: INDEMNIFICATION

To the extent of the laws of Missouri, every officer, director, employee or delegate of the MoSRT shall be indemnified by the MoSRT 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 MoSRT including, but not limited to, the interpretation and application of these bylaws, 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 MoSRT. 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: DISSOLUTION

In the event of dissolution or final liquidation of the MoSRT, all of its assets remaining, after payments of its obligation 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 MoSRT, as shall be designated by the Board of Directors.

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Revised: 04/06/18

Revised: 04/12/19

Revised: 04/09/21

Revised: 04/09/22