

# **BYLAWS OF EASTERN IDAHO CHAPTER – HEALTH PHYSICS SOCIETY, INC.**

## **ARTICLE I BOARD OF DIRECTORS**

Section 1. The management of all the affairs, property and interest of the corporation shall be vested in a Board of Directors consisting of at least three (3) but not more than twenty (20) members. The initial Board of Directors shall consist of five (5) members.

Section 2. In addition to the powers and authorities expressly conferred upon them by the Bylaws and the Articles of Incorporation, the Board of Directors may exercise all such powers of the corporation and do all such lawful acts and things as not prohibited by statute, by the Articles of Incorporation or by the Bylaws.

Section 3. The number of Directors may be increased or decreased within the limits set forth in the Articles of Incorporation by the Board of Directors at any regular or special meeting if notice of such meeting contains a statement of the proposed increase or decrease. The original Board of Directors shall be those Directors named in the Articles of Incorporation and shall serve until the first annual meeting set forth in Article 111.

Section 4. The Board of Directors shall be selected by the Members (Directors) of the corporation at the annual meeting of the Members (Directors) called for that purpose. New members of the Board of Directors can include any or all of a former Board of Directors.

Section 5. All vacancies in the Board of Directors whether caused by resignation, death or otherwise may be filled by the remaining Director or Directors whether or not a quorum of the Directors at said meeting exists. A Director thus elected to fill any vacancy shall hold office for the unexpired term of his predecessor or until his successor is elected and qualified. Any succeeding Director must have the same qualifications of the Director he replaces.

Section 6. The Board of Directors shall hold its meetings at the principal office of the corporation in the City of Idaho Falls, Idaho, or such meetings may be held in any other place or places within or without the State of Idaho as the Board may from time to time by resolution determine. Meetings of Directors may be held at any time or place upon written or telegraphic consent or waiver of notice from all Directors.

Section 7. Special meetings of the Board of Directors may be called at any time by the president, or in his or her absence or disability, by the vice-president, or by any two (2) Directors. Any such special meeting shall only be valid if notice is mailed to the last known address of each member of the Board of Directors at least ten (10) days before any such meeting, or by telegraphing such notice not less than five (5) days before such meeting or if written Waiver of Notice is signed by all Directors. No business shall be transacted at any such special meeting except as shall be indicated in the notice thereof.

Section 8. Notice of any meeting of the Board of Directors need not be given to any Director if he shall waive such notice in writing, filed with the records of the meeting either before or after the holding thereof; and any meeting of the Board of Directors shall be a legal meeting without any notice thereof having been given, if all the Directors shall be present thereat. Any business may be transacted at any meeting at which every Director may be present, though without any notice.

Section 9. A majority of the elected members of the Board of Directors shall be necessary to constitute a quorum for the transaction of business, and a majority of the members in attendance at any Board meeting shall, in the presence of a quorum, decide its action, except as otherwise provided in these Bylaws or in the Articles of Incorporation, or as required by law; provided, however, that after resignation of more than a majority of the Directors, the remaining Directors, although less than a quorum may meet and fill vacancies as hereinabove provided.

Section 10. No salary shall be paid to the Directors of this corporation, but by resolution of the Board of Directors, a fixed sum and expenses of attendance, if any, may be allowed for attendance at any regular or special meeting of the Board of Directors or for attendance to corporation business; provided, however, that nothing herein contained shall be construed to preclude any Director, or any business organization of which he is an employee or member, from serving the corporation in any other capacity and receiving compensation therefor. Members of special or standing committees may be allowed like compensation for attending committee meetings.

## ARTICLE II MEMBERS

Section 1. The Membership of this corporation shall be the incumbent members of the Board of Directors. Each director of this corporation shall by virtue of holding that office, automatically be a Member of this corporation, so long and only so long as he shall be a member of the Board of Directors. The corporation shall have no other Members than its incumbent Board of directors.

Section 2. The voting power of the Members shall be equal and each Member shall have one vote.

Section 3. Membership in the corporation may not be assigned or transferred.

## ARTICLE III ANNUAL MEETING

The annual meetings of the Board of Directors and Members of this corporation shall be held after the year 2001 on the first Thursday of June of each year, if not a legal holiday, but if a legal holiday, then on the next succeeding business day. Such meetings shall be held at a time and place set by the President. At this meeting the Directors for the ensuing

year shall take office, the officers of the corporation shall present their annual reports and such other business may be transacted as may come before the meeting. If the annual meeting is not held as herein provided, the installation of Directors may be held at any meeting thereafter called pursuant to these Bylaws. Any elections for Directors to be elected by the Board shall be by secret ballot. Each member of the Board of Directors shall have one (1) vote for any new Director being selected. Each Director shall have as many votes as there are Directors to be elected, and shall have the right to cumulate said votes and give any one (1) candidate as many votes as he shall be entitled thereto, or to distribute said votes among as many candidates as he shall see fit.

#### ARTICLE IV OFFICERS

Section 1. The officers of this corporation shall be a president (Chairman), a vice-president (Vice-Chairman), a secretary, and a treasurer who shall be elected for one (1) year by the Directors at their annual meeting and who shall hold office until their successors are elected or qualify. Officers of this corporation shall be members of the Board of Directors and shall be responsible to the Board of Directors. Any two (2) or more officers may be held by the same person, except the office of president and secretary. The Board of Directors may elect such other officers and appoint such agents as it may deem necessary or expedient, to hold office during its pleasure and to have such authority and perform such duties as shall be designated from time to time by the Board.

Section 2. The president (chairman of the Board) shall preside at all meetings of the Directors and shall have general supervision over the affairs of the corporation; he shall sign or countersign all notes, checks, contracts and other instruments as may pertain to the ordinary course of the corporation's business and shall sign, when duly authorized by the Board of Directors, all contracts, deeds, bonds, mortgages and other instruments of a special nature. He shall perform such other duties as may properly be required of him by the Board of Directors.

Section 3. The vice-president shall possess all of the powers and perform all the duties of the president, in the event of the death, absence, disability or refusal to act, of that officer, and shall have such other powers and discharge such other duties as may be assigned to him or her from time to time by the Board of Directors. He shall also have the power to co-sign all checks, notes, contracts and other instruments in the absence of the treasurer, but in no case shall he or she have the power to sign both in place of the president and treasurer.

Section 4. The secretary shall keep full minutes of all meetings of the Directors; he shall give notice of meetings of Directors in accordance with the provisions of these Bylaws; he shall be custodian of the corporate seal and shall attest all contracts and other documents requiring the corporate seal, and shall affix the seal thereto; he shall perform such other duties as may be prescribed by the Board of Directors.

Section 5. The treasurer shall have custody of and be responsible for all monies and securities of the corporation; he shall keep a full and accurate record of accounts and books belonging to the corporation, showing the transaction of the corporation, its accounts, liabilities and financial condition; he shall deposit in the name of the corporation all monies, checks and obligations that may come into his or her hands for the corporation's account, in such depository or depositories as are designated by the Directors; he shall co-sign all checks, notes, contracts, and other instruments, disburse the funds of the corporation in payment of just demands against the corporation or in accordance with the general or special directions of the Board of Directors, taking proper vouchers for such disbursements. The Treasurer shall submit a full report of the financial conditions of the corporation to the annual meeting of the Board, and generally, shall perform all duties incident to the position of treasurer, subject to the control of the Board of Directors.

Section 6. In case of the absence or inability to act of any officer of the corporation and of any person herein authorized to act in his place, the Board of Directors from time to time may delegate the powers and duties of such officer to any other officer, or to any director or to any other person whom they may select.

Section 7. Vacancies in any office, arising from any cause may be filled by the Directors at any regular meeting or any special meeting called for that purpose.

Section 8. The salaries, if any, of all officers and agents of the corporation shall be fixed by the Board of Directors.

Section 9. Any officer elected by the Board of Directors may be removed at any time, with or without cause, by the affirmative vote of a majority of the whole Board of Directors.

Section 10. The Board of Directors can at any time require bonding of any officer, agent, or any other individual responsible to his corporation.

## ARTICLE V BOOKS AND RECORDS

The books, accounts and records of the corporation except as may be otherwise required by the laws of the State of Idaho, may be kept at such place or places as the Board of Directors from time to time designate. The accounts, books and records of the corporation, or any of them, shall be open to the inspection of any Director at any reasonable time.

## ARTICLE VI SEAL

The Seal of the corporation shall consist of two concentric circles, between which shall appear the name of the corporation, plus the word "Idaho", and in the center shall be

inscribed the words "Corporate Seal". An impression of said seal appears on the margin hereof.

## ARTICLE VII MISCELLANEOUS

Section 1. Indemnification. The Corporation shall indemnify any director, officer or former director or officer of the Corporation against expenses actually and reasonably incurred by him in connection with the defense of any action, suit or proceeding, civil or criminal, in which he is made a party by reason of being or having been a director or officer, except in relation to matters as to which he is adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty to the corporation.

Section 2. Depositories. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, savings and loan associations, trust companies, or other depositories as the Board of Directors may elect.

Section 3. Contracts. The Board of Directors may authorize any officers or agents of the corporation, in addition to the officers authorized by these Bylaws, to enter into any contract or execute and delivery any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 4. Checks, Drafts, Etc. All checks, drafts, or orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the Corporation shall be signed by such persons and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instrument shall be signed by the treasurer or an assistant treasurer.

Section 5. Fiscal Year. The fiscal year of the corporation shall end on the last day of January of each year.

Section 6. Investment. Any funds of the Corporation which are not needed currently for the activities of the Corporation may, at the discretion of the Board of Directors, be invested in such investments as are permitted by law.

Section 7. Annual Audit. The financial books and records of the Corporation shall be audited annually by a public accountant.

Section 8. Books and Records. The Corporation shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its members, Board of Directors, and committees having any of the authority of the Board of Directors, and shall keep a record giving the name and address of the members entitled to vote. All books and records of the Corporation may be inspected by any member or his agent or attorney or the general public for any proper purpose at any reasonable time.

Section 9. Dissolution.

- a. A resolution to dissolve the Corporation shall be submitted to a vote of the members.
- b. In the event of dissolution of the Corporation, the Board of Directors shall, after payment of all liabilities of the Corporation, dispose of the assets of the Corporation, exclusively for the purposes of the Corporation in such manner or to such organizations organized and operating exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) and which is organized for purposes substantially similar to that of the Corporation.

Section 10. Nondiscrimination. This Corporation is an equal opportunity employer and shall make available its services without regard to race, creed, age, sex, ancestry, or national origin.

Section 11. Political Activity. The Corporation shall not, in any way, use corporate funds in the furtherance of, nor engage in, any political activity for or against any candidate for public office. However, this bylaw shall not be construed to limit the right of any official or member of this Corporation to appear before any legislative committee, to testify as to matters involving the Corporation.

Section 12. Gifts. The Board of Directors may accept, on behalf of the Corporation, any contribution, gift, bequest, or devise for the general purposes or for any special purposes of the Corporation.

Section 13. Dues. There shall be membership dues as established by the Board of Directors.

Section 14. Parliamentary Procedure. All meetings of the Board of Directors and membership shall be governed by Roberts' Rules of Order (Current Edition), unless contrary procedure is established by the Articles of Incorporation or these Bylaws, or by resolution of the board of Directors.

Section 15. Bonding. The Board of Directors shall have the authority to require the treasurer and any other officer or employee of the Corporation to give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine. The Corporation shall pay the premiums required for such bonds.

## **ARTICLE VIII AMENDMENT**

Any and all provisions of the Bylaws may be altered, amended or repealed, and new Bylaws may be adopted at any annual meeting of the Board of Directors, or at any special

meeting of the Board of Directors called for that purpose, by an affirmative vote of at least two-thirds (2/3) of the entire Board of Directors.

CERTIFICATION

We, the undersigned, being all members of the Board of Directors and the secretary of said corporation, do hereby certify that the foregoing Bylaws of said corporation were adopted by the written assent of the entire Board of Directors of said corporation on the day of \_\_\_\_\_ 2000 and that said Bylaws as copied and transcribed above are true and correct.

Dated: \_\_\_\_\_

Robert D. Boston

Dated: \_\_\_\_\_

Paul Ritter

Dated: \_\_\_\_\_

Douglas Wells

Dated: \_\_\_\_\_

Leonard S. Sygitowicz

Dated: \_\_\_\_\_

Lawrence Burke