

BYLAWS

OF THE

RADIOLOGICAL AND MEDICAL PHYSICS SOCIETY OF NEW YORK, INC.

A NOT-FOR-PROFIT CORPORATION

Table of Contents

Article I. Object	3
Section 1. Object of the Corporation.....	3
Section 2. Relationship to AAPM	3
Article II. Membership	3
Section 1. Members	3
Section 2. Classes of Membership	3
Section 3. Resignation.....	4
Section 4. Suspension and Termination.....	5
Section 5. Membership.....	5
Section 6. Change of Membership Category	5
Article III. Meetings	5
Section 1. Annual Meetings.....	5
Section 2. Special Meetings.....	5
Section 3. Quorum.....	5
Section 4. Proxies.....	5
Section 5. Voting.....	6
Section 6. Voting Outside of Meetings.....	6
Article IV. Directors and Officers	6
Section 1. Number of Directors.....	6
Section 2. Number of Officers	6
Section 3. Election of Officers, Directors and Term.....	6
Section 4. Duties of Directors.....	7
Section 5. Meetings of the Board.....	7
Section 6. Quorum.....	7
Section 7. Manner of Acting	8
Section 8. Informal Action.....	8
Section 9. Vacancies	8
Section 10. Removal of Directors.....	8
Section 11. President.....	8
Section 12. President-Elect.....	8
Section 13. Members-at-Large.....	9

Section 14.	Representative Board Member to the AAPM Board of Directors	9
Section 15.	Secretary.....	9
Section 16.	Treasurer	10
Article V. Committees.....		10
Section 1.	Committee on Nominations	10
Section 2.	Ad-Hoc Committees	10
Section 3.	Committee Quorum	10
Section 4.	Committee Vacancies	10
Section 5.	Manner of Acting	10
Section 6.	Informal Action.....	10
Section 7.	Renewal of Committees.....	11
Article VI. Amendments		11
Section 1.	Amendments.....	11
Article VII. Application Fees and Dues.....		11
Section 1.	Annual Dues	11
Article VIII. Basic Policies		11
Section 1.	Nature of the Corporation	11
Section 2.	Use of Name.....	11
Section 3.	Cooperation with other Organizations.....	11
Article IX. Compliance with AAPM Group Tax Exemption Requirements.....		12
Section 1.	Purpose of the Organization	12
Section 2.	Payments	12
Section 3.	Dissolution	12

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OF THE
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Article I. Object

Section 1. Object of the Corporation

The object of the Corporation shall be:

1. To promote the application of physics to medicine and biology;
2. To encourage interest and training in medical physics;
3. To prepare and disseminate technical information in medical physics and related fields;
4. To discuss scientific matters pertaining to the application of physics in medicine, particularly in radiology and related fields and its application to human welfare.

Section 2. Relationship to AAPM

The Corporation shall be a Regional Chapter of the American Association of Physicists in Medicine (AAPM). As long as the Corporation remains a local chapter of the AAPM, these bylaws shall in no way conflict with those of the AAPM.

Article II. Membership

Section 1. Members

The membership of the corporation shall consist of those persons who have signed the certificate of incorporation as incorporators together with all persons who are hereafter received in or elected to membership as herein provided.

Section 2. Classes of Membership

Members of the Corporation shall include Full members, Junior members, Emeritus members, Affiliates, and Corporate Affiliates.

1. Individual membership for non-AAPM members may be obtained by submitting an application endorsed by two Full or Emeritus Members in good standing to the Membership Committee.
2. Applications from current AAPM members do not need to be endorsed if the membership category they apply for matches that of their current membership category in the AAPM as specified in the Rules.
3. Should an AAPM member elect to apply for a RAMPS membership category not matching their AAPM membership category, they must provide an application endorsed by two Full or Emeritus members.

Regardless of the type of application or the AAPM membership category, every application must include a proof of payment of the non-refundable application fee. If approved by the committee, the application is presented to the Board of Directors. Membership is conferred by a majority of the Board of Directors. The application for Corporate Affiliate does not require a prior endorsement by members of the corporation. The requirements for membership or affiliation are:

Full Members: Individuals are eligible for Full membership if they are conterminous Full members of the AAPM.

Junior Members: Individuals are eligible for Junior membership if they are conterminous Junior members of the AAPM or fulfill the academic and experience requirements as specified in the Rules.

Emeritus Members: Individuals are eligible for Emeritus membership if they are conterminous Emeritus members of the AAPM or meet the requirements specified in the Rules.

Affiliates: Individuals are eligible to become affiliates if they are conterminous Affiliate members of the AAPM or fulfill the requirements as specified in the Rules. This category is intended for those who are interested in medical physics and would like to receive meeting announcements.

Corporate Affiliates: The definition of Corporate Affiliates is as specified in the Rules. Corporate Affiliation shall be available to corporations or institutions to promote the activities of the Corporation.

Section 3. Resignation

Any member may withdraw from the Corporation after fulfilling all obligations to it by giving written notice of such intention to the Secretary, which notice shall be presented to the Board of Directors or Executive Committee by the Secretary at the first meeting after its receipt.

Section 4. Suspension and Termination

A member may be suspended for a period or expelled for cause such as violation of any of the bylaws or rules of the Corporation, or for conduct prejudicial to the best interests of the Corporation. Suspension or expulsion shall be a five-eighth (5/8) vote of the membership of the Board of Directors, provided that a statement of the charges shall have been mailed by certified mail to the member under charges at his last recorded address at least thirty (30) days before final action is taken thereon. The statement shall be accompanied by a notice of the time when and place where the Board of Directors is to take their action. The member shall be given an opportunity to present a defense at the time and place mentioned in the notice.

Section 5. Membership

The membership and the rights and privileges of a member shall not be assignable.

Section 6. Change of Membership Category

Any application for change in membership category must meet the applicable requirements specified in Article II, Section 2 and be approved by the board.

Article III. Meetings

Section 1. Annual Meetings

The annual meetings of members of the Corporation shall be held in the fall of each year. Notice of the time and place of holding the annual meeting shall be communicated to each member at least ten (10) days previous thereto.

Section 2. Special Meetings

Special meetings of members may be called by the President of the Board at any time on his own initiative or by the President or Secretary upon request of ten (10) members entitled to vote, to such officer made in writing. Notice of the meeting shall be mailed to each member at least twenty (20) and not more than fifty (50) days before the meeting and at such special meeting there shall only be considered such business as is specified in the notice of meeting.

Section 3. Quorum

At all meetings of the corporation, either regular or special, the presence of ten percent (10%) of all voting members in good standing shall constitute a quorum. If a quorum is not present, the presiding officer may adjourn the meeting to a day and hour fixed by him.

Section 4. Proxies

Every member of the Corporation entitled to vote at any meeting thereof may vote by proxy. A proxy shall be in writing and revocable at the pleasure of the member executing it. Unless

the duration of the proxy is specified, it shall be invalid after three (3) months from the date of its execution.

Section 5. Voting

Each Full and Emeritus member shall be entitled to one vote. Other members, including but not limited to, Corporate Affiliates, may not vote. Also, non-AAPM Full and Emeritus members may not vote for the Representative Board Member to the AAPM Board of Directors, see Article IV, section 14. All questions regarding the manner of deciding which is not otherwise prescribed shall be decided by a majority vote of the members present in person or by proxy.

Section 6. Voting Outside of Meetings

Any action requiring a vote of the members may be taken without a meeting if a consent, setting forth the action taken, is approved by two-thirds(2/3) of the members who cast their vote. Such consent may be written or electronic. If written, the consent must be executed by the member by signing such consent or causing his or her signature to be affixed to such consent by any reasonable means. If electronic, the transmission of the consent must be sent by electronic mail and set forth, or be submitted with, information from which it can reasonably be determined that the transmission was authorized by the member.

Article IV. Directors and Officers

Section 1. Number of Directors

The property, affairs, activities, and concerns of the Corporation shall be vested in a Board of Directors, consisting of eight (8) Directors. The members of the Board shall, upon election, enter upon the performance of their duties on January 1st of the year following the election and shall continue in office until their successors shall be duly elected and qualified. The members of the board shall be the President, the President-Elect, the Secretary, the Treasurer, the Representative Board Member to the AAPM Board of Directors, as defined by the AAPM Bylaws, two Members-at-Large, and the most recent Past-President. The directors shall be Full or Emeritus members of RAMPS. The Representative Board Member to the AAPM Board of Directors must additionally be a Full or Emeritus member of the AAPM. Should a director's AAPM membership lapse or expire at any time during the term, the director must vacate the position.

Section 2. Number of Officers

The Officers of this Corporation shall be a President, a President-Elect, a Past President, a Secretary, and a Treasurer. All officers shall be Full or Emeritus members of the Corporation.

Section 3. Election of Officers, Directors and Term

The process of nominations is handled by the Committee on Nominations and is described in the rules. Voting shall be conducted by electronic or regular mail in June of each year, with the call for nominations being sent out by the Executive Board by May. Only Full and

Emeritus members may vote with the caveat that only Full members of the AAPM may vote for the Representative Board Member to the AAPM Board of Directors.. Persons holding office in other AAPM regional chapters cannot hold any office in RAMPS simultaneously. At each annual meeting thereafter Officers and Directors shall be elected to replace the Officers and Directors whose terms are expiring at the end of the calendar year. Except as is otherwise set forth herein, at the expiration of any term, any Officer or Director may be re-elected. Should during the election to a position on the Board more than one candidate receive the same winning number of votes, the President-elect shall cast the deciding vote irrespective if he or she already voted in June for a candidate for this position.

Section 4. Duties of Directors

The Board of Directors may:

1. Hold meetings at such times and places as they think proper;
2. Admit members and suspend or expel them by ballot;
3. Appoint committees on particular subjects from the members of the board, or from other members of the Corporation;
4. Audit bills and disburse the funds of the Corporation;
5. Print and circulate documents and publish articles;
6. Carry on correspondence and communicate with other associations interested in the application of Physics in Medicine;
7. Employ agents;
8. Devise and carry into execution such other measures as they deem proper and expedient to promote the objects of the Corporation and to best protect the interests and welfare of the members.

Section 5. Meetings of the Board

Regular meetings of the Board of Directors shall be held immediately following the annual election and otherwise as set by the Board. Notice of the meetings shall be communicated to each member at least five days before the time appointed for the meeting by means specified in the rules. The President may, when deemed necessary, or the Secretary shall, issue a call for a special meeting of the Board, and only three (3) days' notice shall be required for such special meetings. Board meetings shall be open to all members of the Corporation and, at the discretion of the Board, nonmembers.

Section 6. Quorum

The presence of four (4) members of the Board of Directors at a meeting shall constitute a quorum for the transaction of business.

Section 7. Manner of Acting

The action of a majority of directors present at a duly called meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law, the Articles of Incorporation, or these Bylaws.

Section 8. Informal Action

Any action requiring a vote of the Board of Directors may be taken without a meeting if a consent, setting forth the action taken, is approved by majority of the members of the Board of Directors entitled to vote. Such consent may be written or electronic. If written, the consent must be executed by the director by signing such consent or causing his or her signature to be affixed to such consent by any reasonable means. If electronic, the transmission of the consent must be sent by electronic mail and set forth, or be submitted with, information from which it can reasonably be determined that the transmission was authorized by the director. The resolution and written comments thereto by the members of the board shall be filed with the minutes of the proceedings of the board.

Section 9. Vacancies

Whenever any vacancy occurs in the Board of Directors by death, resignation, or other cause, it shall be filled without undue delay by a majority vote of the remaining members of the Board at a special meeting, which shall be called for that purpose. The election shall be held within sixty (60) days after the occurrence of the vacancy. The person so chosen shall hold office until the next annual meeting or until his successor shall have been chosen at a special meeting of the members. This does not apply for the position of President; see Article IV Section 11, below.

Section 10. Removal of Directors

Any one or more of the Directors may be removed either with or without cause, at any time, by a vote of a majority of the members present at any special meeting called for that purpose.

Section 11. President

The President is a member of the Board of Directors at whose meetings he or she shall preside, as well as the meetings of the Corporation. He or she is expected to appoint committees to further the purposes of the Corporation and in general call to the attention of the Corporation any matter that affects its professional interests. He or she conducts the affairs of the Corporation subject to the approval of the Board of Directors. The term of office is one (1) year and shall run from January 1 to December 31. The President shall perform such other duties as are incident to the office of the President. At the end of the term of office as President, the President shall remain a member of the Board of Directors for one year as the most recent Past-President.

Section 12. President-Elect

The President-Elect is a member of the Board of Directors at whose meetings he or she shall preside in the absence of the President. The term of office is one (1) year, and shall run from January 1 to December 31. At the end of the term of office, the President-Elect shall succeed to the office of the President. In the event that the office of President becomes vacant during the year, the President-Elect shall fill the vacancy for the remainder of the year, and shall continue as President for the following year.

Section 13. Members-at-Large

The two (2) Board of Members-at-Large are members of the Board of Directors. Each member's term of office is two (2) years. One member's term shall run from January 1 of an odd year to December 31, while the other member's term shall run from January 1 of an even year to December 31. The senior Board Member-at-Large shall assume the responsibilities of the interim President-Elect if the President-Elect assumes the office of President. The senior Board Member-at-Large shall hold this position until the vacancy has been filled as per Article IV, Section 9.

Section 14. Representative Board Member to the AAPM Board of Directors

The Representative Board Member to the AAPM Board of Directors is a member of the Board of Directors. The term of office is three (3) years, and runs from January 1 of the year following the election, to December 31 of the third year. After serving his term, the Representative Board Member to the AAPM Board of Directors shall not be eligible for re-election for a period of one (1) year. Although elected by RAMPS, the Representative Board Member serves on the AAPM Board of Directors in the interest of the AAPM as a whole. The Representative Board Member has to commit to serve, and attend AAPM Board of Directors meetings in person as AAPM rules do not allow for proxies. As a Board Designate, the elected Representative Board Member is added to the Board of Directors as a guest until taking office, and therefore will:

1. Receive electronic correspondence addressed to the AAPM Board of Directors (emails, meeting materials, BBS threads);
2. Be invited to attend all AAPM Board meetings as a guest, with seating in the gallery; and
3. Be invited to participate in the New Board Member Orientation at the AAPM Headquarters Office in the fall, with travel expenses reimbursed by the AAPM.

Section 15. Secretary

The Secretary is a member of the Board of Directors. It shall be the duty of the Secretary to give notice of and attend all meetings of the Corporation and keep a record of their transactions; to keep a list of the members of the Corporation; to notify the officers and members of the Corporation of their election; to notify members of their appointment to committees; to prepare, under the direction of the Board of Directors, an annual report of the transactions and condition of the Corporation, and generally to devote his or her best efforts to forwarding the business and advancing the interests of the Corporation. In case of

absence or disability of the Secretary, the Board of Directors may appoint a Secretary pro tem. The Secretary shall be the keeper of the Corporation's Seal. The term of the Secretary shall be two (2) years and shall run from January 1 through December 31.

Section 16. Treasurer

The Treasurer shall keep an account of all monies received and expended for the use of the Corporation, and shall make disbursements only according to the policy described in the rules. He or she shall deposit all sums received in a bank, or banks, or trust company approved by the Board, and make a report at the annual meeting or when called upon by the President. The Treasurer is responsible for collecting fees, annual dues, and subscriptions. The funds, books, and vouchers in his hands shall at all times be under the supervision of the Board and subject to its inspection and control. At the expiration of his term of office he shall deliver over to his successor all books, monies, and other property, or, in the absence of the Treasurer- elect, to the President. In case of the absence or disability of the Treasurer, the Board may appoint a Treasurer pro tem. The term of the Treasurer shall be two (2) years and shall run from January 1 through December 31.

Article V. Committees

Section 1. Committee on Nominations

In the spring of each year, the Board of Directors shall appoint a Committee on Nominations, whose composition and duties are described in the rules.

Section 2. Ad-Hoc Committees

The President may at any time, subject to the board's approval, appoint a committee for any purpose.

Section 3. Committee Quorum

Attendance by a majority of the members of any committee of the Corporation shall constitute a quorum for the transaction of business.

Section 4. Committee Vacancies

The various committees shall have the power to fill vacancies in their membership with approval of the President.

Section 5. Manner of Acting

The action of a majority of committee members present at a duly called meeting at which a quorum is present shall be the act of the committee, unless the act of a greater number is required by law, the Articles of Incorporation, or these Bylaws.

Section 6. Informal Action

Any action requiring a vote of a committee may be taken without a meeting if a consent, setting forth the action taken, is approved by all of the members of the committee entitled to vote. Such consent may be written or electronic. If written, the consent must be executed by the committee member by signing such consent or causing his or her signature to be affixed to such consent by any reasonable means. If electronic, the transmission of the consent must be sent by electronic mail and set forth, or be submitted with, information from which it can reasonably be determined that the transmission was authorized by the committee member. The resolution and written comments thereto by the committee shall be filed with the minutes of the proceedings of the committee.

Section 7. Renewal of Committees

With the exception of the Committee on Nominations, every committee has to be reappointed by the President or the Board of Directors in January. Unless explicitly reappointed, committees are considered dissolved with the beginning of the term of the President.

Article VI. Amendments

Section 1. Amendments

These bylaws and the Certificate of Incorporation may be amended, repealed, or altered in whole or in part by a vote of two-thirds (2/3) of the ballots received at any organized meeting of the Corporation or as received by authorized communication as provided in the rules. The proposed change shall be communicated to each member at least thirty (30) days before the time of the meeting in which the proposed change is scheduled for consideration.

Article VII. Application Fees and Dues

Section 1. Annual Dues

The annual dues shall be as specified in the rules. The Board of Directors may change the amount of annual dues after notifying the membership of its intent to do so. The annual dues shall be payable by all members on or before a date specified in the rules and shall be paid to the Treasurer. The Treasurer will keep a record of dues payment.

Article VIII. Basic Policies

Section 1. Nature of the Corporation

The Corporation shall be noncommercial, nonsectarian, and nonpartisan.

Section 2. Use of Name

The name of the Corporation or the name of any members in their official capacities shall not be used in any connection with a commercial concern or with any partisan interest or for any purpose not appropriately related to promotion of the objects of the Corporation.

Section 3. Cooperation with other Organizations

The Corporation may cooperate with other organizations and agencies concerned with the application of physics in medicine but persons representing the Corporation in such matters shall make no commitments that bind the Corporation.

Article IX. Compliance with AAPM Group Tax Exemption Requirements

Section 1. Purpose of the Organization

The Corporation is organized exclusively for scientific purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)3 of the Internal Revenue Code, or corresponding section of any future federal tax code.

Section 2. Payments

No part of the earnings of the Corporation shall inure to the benefit of, or be distributed to its members, trustees, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the Corporation shall be the distribution or endorsement of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the Corporation shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)3 of the Internal Revenue Code, or any corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)2 of the Internal Revenue Code, or corresponding section of any future tax code. The Corporation shall not issue any stock.

Section 3. Dissolution

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)3 of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of, shall be disposed of exclusively for such purposes by the supreme court of the judicial district in which the office of the Corporation is located, to such organization or organizations as said court shall determine, which are organized and operated exclusively /

Approved by vote on: 08/18/2021

President: Linda Hong, Ph.D.

Signature: