

**BY-LAWS OF THE RADIOLOGICAL AND
MEDICAL PHYSICS SOCIETY OF NEW YORK, INC.
A NOT-FOR-PROFIT CORPORATION**

ARTICLE I. Object

Section 1. Object of the Corporation. The object of the Corporation shall be:

- A - To promote the application of physics to medicine and biology;
- B - To encourage interest and training in medical physics;
- C - To prepare and disseminate technical information in medical physics and related fields;
- D - 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. 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 by-laws 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, and Affiliates. Membership may be obtained by submitting to the Membership Committee, an application, endorsed by two Full or Emeritus Members in good standing. 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 requirements for membership are:

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

Junior Members: Individuals are eligible for junior membership if they are not full members of the AAPM but fulfill the academic and experience requirements as specified in the Rules.

Emeritus Members: The definition of Emeritus Members is as specified in the rules. Emeritus Members are exempt from dues.

Affiliates: Individuals are eligible for affiliate status if they 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.

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. A member may be suspended for a period or expelled for cause such as violation of any of the by-laws or rules of the Corporation, or for conduct prejudicial to the best interests of the Corporation. Suspension or expulsion shall be a two-third (2/3) 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. Certificate. The certificate of membership and the rights and privileges of a member shall not be assignable.

Section 6. Vote. Each full member shall have one vote only at a meeting of the members.

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 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 previous to 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 may not vote. 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.

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 AAPM Board Representative, two Members-at-Large, and the most recent Past-President. The directors shall be full members or emeritus members of RAMPS.

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 elections shall be conducted by electronic or regular mail in the 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. Persons holding office in other AAPM regional chapters cannot hold any office in RAMPS simultaneously. At each annual meeting thereafter a number of Officers and Directors equal to that of those whose terms have expired shall be elected. Except as is otherwise set forth herein, at the expiration of any term, any Officer or Director may be re-elected.

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; and (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 Board. Regular meetings of the Board of Directors shall be held immediately following the annual election and otherwise as is 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 as specified in the rules. The President may, when he deems 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. 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.

Section 8. 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 9. 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 which 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 10. 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. He or she is expected to take the initiative in arranging the scheduled meetings of the Corporation. 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 11. 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 President-Elect if the President-Elect assumes the office of President. The Board Member-at-Large shall fill the vacancy for the remainder of the President-Elect's term.

Section 12. AAPM Board Representative. The AAPM Board Representative is a member of the Board of Directors. His term of office is three (3) years, it shall run from January 1 to December 31. After serving his term the AAPM Board Representative shall not be eligible for re-election for a period of one (1) year. The AAPM Board Representative shall represent the Corporation to the Board of Directors of the AAPM, and if he or she is unable to be present at an AAPM Board meeting, the President shall designate an alternative representative.

Section 13. 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 14. Treasurer. The Treasurer shall keep an account of all monies received and expended for the use of the Corporation, and shall make disbursements only upon vouchers requested in writing by any member of the Board 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 nominating committee, whose composition and duties are described in the rules.

Section 2. Independent Nominations. Nominations for Directors may also be made, endorsed with the names of not less than two (2) full members of the Corporation, if forwarded to the Secretary a minimum number of days prior to the annual meeting of the Corporation as specified in the rules.

Section 3. RAPHEX Committee The RAPHEX committee prepares and edits the annual RAPHEX exam. A RAPHEX committee representative will report on the progress of preparations for the exam at the RAMPS board meetings quarterly or at the request of the board.

Section 4. Ad-Hoc Committees. The President may, at any time, subject to the board's approval appoint a committee for any purpose.

Section 5. 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 6. Committee Vacancies. The various committees shall have the power to fill vacancies in their membership.

Article VI. Amendments

Section 1. Amendments. These by-laws 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 which is to consider the change.

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.

Section 2. Suspension and Termination. Suspension and termination of membership shall be in accordance with the rules.

Article VIII. Basic Policies

Section 1. The Corporation shall be noncommercial, nonsectarian, and nonpartisan.

Section 2. 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. 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. The Corporation is organized exclusively for charitable, religious educational or 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. 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. 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 for such purposes.