

## ARTICLE I NAME

*Section 1.* The name of the corporation shall be the State of Texas Chapter of Health Physics Society, Inc. and hereinafter shall be designated as the Chapter.

*Section 2.* The registered office of the corporation is located at 10807 Bonaparte Bend, Austin TX 78750 and the name of the registered agent at such address is Lawrence R. Jacobi, Jr.

## ARTICLE II OBJECTIVES

*Section 1.* The objectives for which the corporation is organized are to aid in the development of scientific knowledge and practical means for the protection of people and the environment from harmful effects of ionizing and nonionizing radiation, to provide for and give support to meetings for the discussion of scientific endeavor, to encourage scientific research and education dedicated to the science of radiation protection, to aid in scientific research and education opportunities in the field of health physics and radiation protection for college and university students, and for other scientific and educational purposes as permitted within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954.

## ARTICLE III MEMBERSHIP

*Section 1.* This corporation shall be a membership corporation and a roster of members in good standing shall be maintained.

*Section 2.* Every member of the Health Physics Society shall automatically become a member of the Chapter upon presenting to the Chapter proof of membership in the Society and payment of Chapter dues. A membership application shall be completed for the purposes of populating the Chapter membership directory.

*Section 3.* The Executive Council of the Chapter shall serve as the Committee on Admissions and shall be responsible for approving applications for membership involving persons who are not members of the Health Physics Society. An applicant may be any person who is engaged in a field of endeavor related to Health Physics or whose interests in the profession would make them a desirable member of the Chapter. Application for membership in the Chapter by such persons shall be made on a form approved by the Executive Council. Election to membership in the Chapter under the provisions of this section of the Bylaws requires the approval of at least five (5) members of the Executive Council, and persons so elected shall be entitled to all privileges of membership in the Chapter except, as hereinafter provided in Article IV, Section 1, of the Bylaws, the right to become President, President-Elect, Secretary or Treasurer.

*Section 4.* Dues of members become payable on the first day of January each year. Members are

reminded to pay their dues by the membership chair. Any member of the Chapter whose dues are unpaid on March 1 of the calendar year in which dues are specified is not in good standing and shall have no voting privileges. Membership in the Chapter ceases when the dues of the members are not paid within 3 months after they are due. The person's name shall be removed from the active membership list, the person shall be so informed and the person shall receive no further benefits from the chapter.

*Section 5.* Affiliate members are organizations whose interests in the general field of radiation protection are such as to warrant a formal working relationship with the Chapter. There shall be no voting privileges for this membership class. Requirements for the Chapter affiliate membership shall be determined by the Executive Council. Dues for this membership class shall be payable as provided by Section 4 of this Article.

#### ARTICLE IV OFFICERS

*Section 1.* The officers of the Chapter shall be a President, President-Elect, Secretary, Treasurer and Treasurer-Elect. The officers of the Chapter shall be persons who are members in good standing of the Health Physics Society and the Chapter.

*Section 2.* The President-Elect shall be chosen by vote of the membership for a term of one year, at the conclusion of which ascension to the office of President for a one-year term is automatic.

*Section 3.* The Secretary and Treasurer shall be chosen by vote of the membership on alternate years. The Secretary shall serve a two-year term and the Treasurer shall serve a three-year term, and during the first year, serve as the Treasurer-Elect.

*Section 4.* No officer shall be eligible for election to the same office for more than two consecutive terms. No two offices may be held by the same person.

*Section 5.* The term of office for all officers shall begin following installation at the Annual Meeting of the Chapter.

*Section 6.* An office shall be declared vacant by the Executive Council in the event that an officer resigns, misses three consecutive meetings of the Executive Council or ceases to be a member of the Chapter. The vacated office shall be filled by the Executive Council in accordance with the procedures set forth in Article V hereinafter provided.

#### ARTICLE V ADMINISTRATION

*Section 1.* The authorized number of directors of the corporation is nine (9). The Board of Directors, hereinafter referred to as the Executive Council, when fully constituted shall consist of three (3) elective directors from the membership, the President, the President-Elect, the immediate past President, the

Secretary, the Treasurer and the Treasurer-Elect (when applicable). The elective directors shall be elected from the membership of the Chapter at large for a three-year term each. One of the three elective directors shall be elected each year. The remaining members of the Board, who also serve as officers of the Chapter, shall be elected from the membership of the Chapter as provided in Article IV of these Bylaws.

*Section 2.* The Executive Council is the representative body of the Chapter and, as such, shall have, and control all funds, properties, and activities of the Chapter in accordance with the Bylaws governing these matters.

*Section 3.* The Executive Council, may, in its discretion, determine the method and designate the signatory officer or officers, or other person or persons, to execute any corporate instrument or document, or to sign the corporate name without limitation, except where otherwise provided by law, and such execution or signatures shall be binding upon the corporation.

*Section 4.* The Executive Council shall hold at least two meetings each year, and the meetings shall be presided over by the President. Five (5) voting members of the Executive Council shall constitute a quorum, and all decisions of the Executive Council shall require approval of at least a majority of the Council members present at a properly called meeting of the Council.

*Section 5.* A seat on the Executive Council shall be declared vacant by the Council in the event that a Council member should resign, miss three consecutive meetings of the Executive Council, or cease to be a member of the Chapter. The vacant seat may be filled as provided by Section 6 of this Article.

*Section 6.* In the event of a vacancy in an elective position, other than one that involved the President or President-Elect, the Council may make an appointment to hold until the unexpired term is filled by election at the next regular ballot presented to the membership. If the office of President becomes vacant, the President-Elect shall assume the duties of the President, but retain the title of President-Elect until such time that he would have ascended to the presidency in his or her own right. If the office of President-Elect becomes vacant, that office shall in all cases be filled by a vote of the membership as provided by Article VI of these Bylaws.

*Section 7. (Catastrophe Clause)* In the event that the membership of the Executive Council drops below five (5) members because of death, resignation, or other circumstances, as the first order of business at the first scheduled meeting of the Chapter at which a quorum of the membership in good standing, as set forth in Article VII, Section 5, is in attendance, the Acting Chair of the meeting shall cause the election of a Temporary Chair who, in turn, shall convene those members of the Nominating Committee who are present. In the event that one or more of the members of the Nominating Committee are not present, the Temporary Chair shall appoint proxies for the absentee members. The Nominating Committee as now constituted shall select one or more nominees for all vacated elective positions in accordance with provisions of Article VI, Section 4, of the Bylaws, hereinafter provided. The Temporary Chair shall present the names of the nominees to the membership at the meeting, allowing additional nominations from the floor. After the nominations are

closed, a secret ballot shall be taken and a majority vote of those present shall be required to elect. In the event that a majority vote is not obtained on the first ballot, the name of the individual receiving the least number of votes shall be dropped from the ballot and balloting shall continue in this manner until a majority is obtained. Persons elected under this Section of the Bylaws shall take office immediately and the Temporary Chair shall turn the meeting over to the Acting Chair of the meeting, at which time the office of Temporary Chair is dissolved.

*Section 8.* The Executive Council shall review the financial status of the Chapter annually for the purpose of establishing the annual dues required for membership in the Chapter. The Executive Council shall maintain true and accurate financial records with full and correct entries made with respect to all financial transactions of the Chapter including all income and expenditures in accordance with generally accepted accounting procedures. Annually, the Executive Council shall prepare or approve a report of the financial activity of the Chapter for the preceding year including a statement of support, revenue, and expenses and changes in fund balances, a statement of functional expenses, and balance sheets for all funds.

*Section 9.* The Executive Council shall keep correct and complete books and records of account and shall keep minutes of proceedings of its members and committees, and shall keep a record of the names and addresses of its members entitled to vote at the registered or principle office in Texas. All books and records may be inspected by any member, his or her agent or attorney, for any purpose at any reasonable time. The Executive Council shall review the program of the Chapter as presented by the President and other members, furnish appropriate guidance on these matters, and approve or reject in accordance with Council procedures.

*Section 10.* Meetings of the Executive Council are normally held in conjunction with Chapter meetings and are called at the direction of the President. Members of the Executive Council can request that a special meeting be called by submitting an electronic request to the Secretary, agreed upon by a minimum of five (5) members of the Executive Council. All sessions of the Executive Council shall require at least ten (10) days prior notification to the members of the Council. A special meeting may be held in a virtual electronic format, if agreed to by unanimous consent among the Executive Council members. This meeting will be announced to the general membership.

*Section 11.* Ordinarily, the meetings of the Executive Council will be open to the membership. However, on occasion, the Council may hold sessions, which are not open to any person, or groups of persons, whom the Council may designate.

*Section 12.* The President will preside over all meetings of the Chapter and may appoint other individuals to assist in the conduct of the meetings. The President shall appoint necessary committees with the approval of the Executive Council and automatically becomes an ex-officio member of these committees. The retiring President shall submit an oral report of the State of the Chapter to the membership at the Annual Meeting. The President shall designate one or more representatives of the Chapter to represent the Chapter at the Chapter Council meetings during the annual meeting of the National Society.

*Section 13.* The President-Elect shall perform duties as delegated by the President, and in the absence of the President at a meeting of the Chapter or Executive Council will assume the duties of the President.

*Section 14.* The Secretary shall keep a record of all transactions and meetings of the Chapter and the Executive Council. The Secretary shall carry out correspondence of the Chapter, keep an accurate mailing list of the membership, and post all ballots used in election and amending procedures.

*Section 15.* The Treasurer shall be the custodian of all monies of the Chapter, shall receive all monies due the Chapter, and shall pay all authorized bills against the Chapter. The Treasurer shall submit accounts for audit to the Executive Council prior to the Annual Meeting of the Chapter, and shall turn over to their successor all funds and properties of the Chapter. The Treasurer shall submit an annual report summarizing the financial status of the Chapter to the membership at the Annual Meeting. The Treasurer may be bonded in such an amount as shall be determined by the Executive Council and by a company approved by the Executive Council. When bonded, expense of bonding shall be borne by the Chapter.

*Section 16.* The Executive Council shall designate an official spokesperson for the Chapter. No member of the Chapter shall presume to speak for the Chapter on matters of Chapter policy without authorization of the Executive Council.

## ARTICLE VI ELECTION AND BALLOTING PROCEDURES

*Section 1.* Except as heretofore provided for in Article V, Section 6, of the Bylaws, nominations for all elective positions and the election procedure governing the processes of election and balloting shall be in accordance with the provisions of Article VI of the Bylaws.

*Section 2.* Nominations for all elective positions shall be made by a Nominating Committee consisting of a Chair and at least two (2) other members appointed by the President and approved by the Executive Council. No member of the Executive Council shall be eligible to serve on this committee. Three (3) members of the committee shall constitute a quorum, and decisions of the committee shall require the affirmative vote of a majority of the committee members present.

*Section 3.* The President-Elect, Secretary or Treasurer, and one Elective Director shall be elected annually by the members of the Chapter and shall serve until their successors are elected and installed. Newly elected Officers and Executive Directors shall be installed by the outgoing President or his or her duly authorized representative during the Annual Meeting.

*Section 4.* The Nominating Committee shall select one or more nominees for each elective office, and in no case shall an individual's name be placed in nomination for more than one elective position during any one election. No member shall be placed in nomination without his or her consent.

*Section 5.* The Nominating Committee shall submit in writing the names of the nominees to the Secretary in a reasonable time, ideally about sixty (60) days prior to the Annual Meeting of the Chapter.

*Section 6.* All letter or electronic ballots shall be prepared at the direction of the Secretary and mailed or announced by electronic means to each member of the Chapter. Only members in good standing are eligible to vote. Ballots for elective positions shall be mailed or distributed by electronic means at least forty (40) days prior to the Annual Meeting, and provisions shall be made for the names of write-in candidates on the ballot. A ballot shall be closed on the thirtieth (30<sup>th</sup>) day following the distribution of the last ballot to the membership.

*Section 7.* The member shall return his or her ballot by mail or electronic means to the Secretary or electronic database with the member's name and return address displayed upon the mailing envelope or captured by electronic means. Following the closing of the ballot, the Secretary shall convene not less than five (5) members of the Executive Council for the purpose of tabulating and certifying the vote. The Secretary shall examine the names on the envelope and/or the results of the electronic ballot and certify the eligibility of the member to vote. The ballots shall be removed from the envelopes and/or names removed from the electronic results in such a manner as to preserve the vote as secret, and no ballot shall be voided if the intent as to the choice of the member is clear. The envelopes, ballots, and tally sheets shall be retained by the Secretary and sealed in a suitable container until the close of the next regular Meeting of the Chapter, after which time the envelopes, ballots, and tally sheets shall be destroyed. A majority of the membership voting for an elective position or an amendment shall be required to elect or amend. Ties shall be settled by lottery. Following certification of the results of the poll, nominees shall be notified promptly of the outcome of the election.

## ARTICLE VII CHAPTER MEETINGS

*Section 1.* The Chapter shall plan to hold at least two (2) regular meetings to include the Annual Meeting each calendar year. The date, time and place for each regular meeting shall be established by the Executive Council except as otherwise provided for in the Bylaws.

*Section 2.* The Annual Meeting of the Chapter shall normally be held during the month of March or April in each calendar year.

*Section 3.* Other Special meetings of the Chapter may be called by the President with the approval of one (1) or more members of the Executive Council. A petition directed to a member or members of the Executive Council bearing the signatures of at least ten (10) percent of the members in good standing shall require a meeting of the Chapter to be called.

*Section 4.* Members in good standing shall be notified electronically (or by mail if specifically requested) of all meetings at least ten (10) days in advance of the date, time and place set for the meeting. The notification shall include a program listing of scheduled activities of the meeting.

*Section 5.* A quorum at a Chapter meeting shall consist of ten (10) members or twenty (20) percent of the membership, whichever constitutes the greater number.

*Section 6.* All meetings of the Chapter are open to the entire membership. Except when otherwise specified in writing by the Executive Council, any member is privileged to bring guests to Chapter meetings provided reservations are made, if required, and registration fees are paid, when applicable.

*Section 7.* The Executive Council shall develop a standard procedure for governing the order of business for all meetings of the Chapter, establishing session time limits where applicable, and Robert's Rules of Order shall be the guide for any parliamentary procedure not especially provided for in the said rules of the Chapter. A change in the standard procedure governing the order of business at a meeting of the Chapter requires the approval of a majority of the membership at the meeting.

## ARTICLE VIII FINANCIAL

*Section 1.* The Executive Council shall review the financial status of the Chapter annually and establish membership dues in an amount to be determined by the Executive Council.

*Section 2.* All funds shall be paid into the office of the Treasurer where they shall be entered in the books of the Chapter and deposited in a bank approved by the Executive Council.

*Section 3.* All expenditures shall be made in accordance with a budget of appropriations as adopted by the Executive Council.

## ARTICLE IX COMMITTEES AND APPOINTMENTS

*Section 1.* The President shall appoint, with the approval of the Executive Council, individuals or committees to assist the officers and the Executive Council in the development and administration of programs, projects, policies, and so forth. In making such appointments, consideration shall be given to maintaining a balance of representation from the various organizational groups within the geographical jurisdiction of the Chapter to include industrial, governmental, educational and other professional interests.

*Section 2.* All committees shall be responsible for keeping records of the activities of the committee when directed by the President and shall submit such records to the Secretary of the Chapter.

*Section 3.* The Standing Committees shall be as follows, and not more than one person shall be appointed from any one plant site, government agency, educational institution or professional group to serve on any one committee, except as hereinafter provided.

(a) A Committee on Admissions shall be comprised of the members of the Executive Council as set forth in Article III, Section 3 of these Bylaws.

(b) A Program Committee shall consist of the President-Elect as Chair and at least two (2) other members. The Program Committee shall, at the direction of the Executive Council, handle the arrangements for all Chapter Meetings. The Chair of the Program Committee shall be responsible for providing the Secretary with an agenda for each meeting which will be circulated to the membership at least ten (10) days prior to the meeting.

(c) A Public Relations Committee consisting of a Chair and at least two (2) other members shall publicize the activities of the Chapter.

(d) A Nominating Committee shall be appointed and shall function in accordance with the provisions set forth in Article VI, governing the activities of the Nominating Committee.

*Section 4.* As provided by Article V, Section 12, the President shall appoint such other committees as are deemed desirable for the effective operation of the Chapter.

*Section 5.* The membership of all committees appointed by the President under the provisions of this Article shall terminate automatically at the close of the presidential term in which the appointments were made. Unless specifically accepted by the Executive Council, committee membership shall not extend through more than three Annual Meetings of the Chapter. The specific exception can only be issued by the Executive Council that will be in office following the third year of any particular committee member, including the Committee Chairperson.

*Section 6. (Proxy Clause)* Absentee members of Committees, at meetings of the Executive Council and at Chapter meetings, are authorized to be represented in any and all such meetings by proxy. Except as specified in Article V, Section 7 (Catastrophe Clause), the absentee member shall be required to submit a letter of authorization naming the person authorized to act in his or her stead. The person so named must be a member in good standing of the Chapter, but need not be a member of the same body of the Chapter as that of the absentee member. The absentee member may, or may not, set forth conditions limiting the authority of his or her proxy. The letter of authorization shall be submitted to the Chair of the body involved for recognition and certification, after which it shall be turned over to the Secretary of the Chapter to become a matter of record.

## ARTICLE X AMENDMENTS

*Section 1.* Amendments to the Bylaws may be proposed (i) at any business meeting of the membership if accepted by a majority vote of the members present and voting, (ii) by petition bearing the signatures of at least ten (10) percent of the voting members of the Chapter, or (iii) by the Executive Council. Proposed amendments shall be reviewed by the Executive Council, or by a committee appointed by the President and approved by the Executive Council, put in proper context, and then circulated to the membership of the Chapter by the Secretary within forty-five (45) days following the proposal to amend. The proposed amendments shall be put to a vote by the members in good standing prior to the close of the first business meeting of the Chapter following the close of the forty-five (45) day period set out above. Voting by electronic means on Executive Council issues is acceptable if 100% of the presiding Executive Council agree on the voting issue. The issue and vote shall be recorded by the

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Revised August 17, 1998; Revised February 12, 2000;

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Secretary and read in the following Executive Council Meeting. If there is one disagreement or abstention, the vote must be carried out by normal parliamentary procedure in the next Executive Council Meeting.