



# The Pennsylvania Association for Sonographers

## BY-LAWS

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# **The Pennsylvania Association for Sonographers Bylaws**

## **Article I**

### **Name**

The name of this Association shall be The Pennsylvania Association for Sonographers Incorporated hereinafter referred to as PAS.

## **Article II**

### **Purposes and Functions**

#### **SECTION 1: PURPOSES**

The Pennsylvania Association for Sonographers exists to unite, empower, and advance the sonography profession in Pennsylvania by providing accessible resources, fostering a collaborative community, and promoting lifelong learning and mentorship, ultimately enhancing patient care and healthcare outcomes across the state.

#### **SECTION 2: FUNCTIONS**

- A. Resource Provision: Develop and maintain accessible resources for sonographers across Pennsylvania, including access to new ultrasound technology and knowledge.
- B. Community Building: Create and facilitate networking opportunities and collaborative platforms for sonographers to connect, share experiences, and support each other.
- C. Educational Advancement: Organize and offer professional development opportunities, continuing education programs, and lifelong learning initiatives for sonographers at all career stages.
- D. Career Support: Establish connections between sonographers and career opportunities, assisting with job placement and career advancement.
- E. Mentorship Program: Implement and manage a robust mentorship program that pairs experienced sonographers with students and early-career professionals.
- F. Best Practices Promotion: Facilitate the sharing and implementation of best practices in sonography across the state.
- G. Advocacy: Represent the interests of Pennsylvania sonographers in legislative and regulatory matters affecting the profession.
- H. Professional Unity: Organize events, conferences, and activities that bring together sonographers from various specialties and experience levels to foster a sense of professional unity.

### **Article III Policies**

- A. The Association 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.
- B. The name of the Association or any of its Board of Directors or its staff, in their official capacities, shall not be used in connection with a corporate company for other than the regular functions of the Association.

### **Article IV Membership**

#### **SECTION 1: QUALIFICATIONS**

The Association shall have three membership categories: voting members, non-voting members, and student members. Candidates must submit a completed application form, pay the required fees, and provide any additional requested information.

#### **SECTION 2: CATEGORIES**

- A. Voting members are those who hold certifications through the American Registry of Diagnostic Medical Sonographers (ARDMS), Cardiovascular Credentialing International (CCI), or American Registry of Radiologic Technologists (ARRT) . They shall have all rights, privileges and obligations of membership including the right to vote, debate, and hold office.
- B. Non-voting members shall be those individuals who do not meet the qualifications for voting members. They shall have all the privileges and obligations of active members except to vote or hold office
- C. Student members shall be those who are enrolled in a Diagnostic Medical Sonography (DMS) program. Eligibility for this category shall terminate upon completion of or discontinuation in the educational program. Student members shall have all the privileges and obligations of active members except the right to vote or hold office.

#### **SECTION 3: MEMBERSHIP FEES**

- A. The application fee for members shall be uniform with the exception of student members who will receive a discounted fee.
- B. The application fee and annual dues shall be determined by the Board of Directors and reviewed yearly.
- C. 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 Association. Any member in arrears for more than sixty (60) days will be erased from the rolls of membership.
- D. The annual dues for active, supporting and student members shall be payable each year in advance for the membership year, November 1 through October 31.
- E. Dues for all members, as established by the Board of Directors, require adoption by a 2/3

vote of the voting members at the annual business meeting. Notice of such vote shall be given to the members at least sixty (60) days in advance of the vote.

#### **SECTION 4: RESIGNATION**

Any member shall have the right to resign by written communication to the Board of Directors. Membership dues either in whole or in part, shall not be refunded.

#### **SECTION 5: SUSPENSION AND EXPULSION**

Any member may be censured, reprimanded, or removed for cause. Sufficient cause includes a violation of the Bylaws, or any lawful rule or practice duly adopted by the Association or any other conduct prejudicial to the interests of the Association.

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.

E. Suspension or expulsion shall be by two-thirds (2/3) vote of the entire membership of the Board of Directors.

#### **SECTION 6: REINSTATEMENT**

A member who has resigned or whose membership has been deleted from the Association for other reasons may be reinstated only upon reapplication and payment of the dues and application fee for the year in which he is reinstated.

### **Article V Elections**

#### **SECTION 1: NOMINATIONS**

A. Nominations for any elected position within the Association may be proffered by any member in good standing who possesses voting rights as defined herein. Such nominations shall be submitted in writing to the Board of Directors, in accordance with procedures established by the Board. Notwithstanding the foregoing, nominations shall also be accepted from the floor during the annual business meeting, provided that such nominations are made by a voting member in attendance and seconded by another voting member present at said meeting. The Board of Directors reserves the right to verify the eligibility of all nominees, whether submitted in advance or from the floor, in accordance with the bylaws and any applicable nomination criteria established by the Association.

B. The Board of Directors shall, in its sole discretion, verify and authenticate the credentials of all prospective members, ensuring that said credentials meet the requisite standards as set forth by the Association. The Board reserves the right to request and review any additional documentation or information it deems necessary to make a determination regarding the

eligibility and suitability of any candidate for membership.

C. In the event of a candidate's absence, said candidate shall be required to submit a written declaration of intent, affirming their willingness to assume and fulfill the duties of the office for which they have been nominated, should they be duly elected to said position. Failure to provide such written affirmation shall render the candidate ineligible for election to the aforementioned office.

## **SECTION 2: BALLOTING**

A. The President-Elect, Vice President, Secretary, Treasurer, and Member at Large, as defined herein shall be elected by a simple majority vote of the voting members present and in good standing at the annual business meeting. In instances where a single candidate is nominated for a position, the election may be conducted viva voce. In all other circumstances, including but not limited to contested elections, voting shall be conducted by secret written ballot. The presiding officer shall ensure that all ballots are properly tallied and verified, and the results shall be recorded in the official minutes of the meeting.

B. In the event of a tie, the procedure for resolving such shall be in accordance with Robert's Rules of Order, as adopted by the Association.

## **Article VI Officers**

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

## **SECTION 1: QUALIFICATION**

All officers shall be voting members with the Association and have been a member for at least two consecutive years.

## **SECTION 2: ELIGIBILITY**

Officers, who meet eligibility requirements at the time of assuming office, shall be permitted to complete the term, even though employment status may change.

## **SECTION 3: TERM**

A. The President and Vice President shall serve for a term of three (3) years or until their successors have been appointed or elected. The Secretary and Treasurer shall serve for a term of two (2) years or until their successors have been appointed or elected.

B. The President-Elect shall serve for a term of one (1) year as President-Elect, followed by succession into President for a term of three (3) years.

C. All officers shall surrender to their successors all records and properties belonging to the Association.

D. All officers may be re-elected.

E. The newly elected officers shall be installed into office under the direction of the Board of Directors.

#### SECTION 4: DUTIES

- A. President: The President shall preside at all meetings of the Association and perform all duties consistent with the office. The President shall be an ex-officio member of all committees, except the nominating committee. The President shall appoint committees unless otherwise provided in the bylaws.
- B. President-Elect: The President-Elect shall become familiar with the activities of the Association and shall make all preparations necessary for elevation to the office of President.
- C. Chair of the Board: is a voting member of the Board of Directors and is held by the past President. The Chair will serve in the capacity that the Board of Directors may need.
- D. Vice President: The Vice President shall become acquainted with all the duties of the President. In the absence of the President, the Vice President shall assume the duties of the President.
- E. Secretary: The Secretary shall keep the minutes, conduct correspondence, and perform all duties that usually and customarily pertain to the office; including but not limited to: record keeping and documentation, meeting management, compliance and communication, organization records for elections.
- F. Treasurer: The Treasurer shall receive and keep funds of the Association and pay out the same only upon order of the Board of Directors. At the time of the annual conference, the Treasurer shall make a full financial report which shall be incorporated with the minutes. The treasurer shall file the required tax return and send this information to the President.

#### SECTION 5: VACANCIES

- A. A vacancy in the office of President shall be filled by the Vice President.
- B. A vacancy in the office of President-Elect shall remain vacant until the next annual conference when the President shall be elected in the manner provided in the bylaws of the affiliated Association for the election of officers.
- C. A vacancy in any other elective office shall be filled by an appointment 2/3 vote by the President and the remaining members of the Board of Directors.

#### SECTION 6: CENSURE, REPRIMAND AND REMOVAL

- Any officer may be censured, reprimanded, or removed from the office for dereliction of duty or conduct detrimental to the Association. 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, reprimand, or removal shall be by two-thirds (2/3) vote of the remaining membership of the Board of Directors.

## **Article VII**

### **Board of Directors**

#### **SECTION 1: COMPOSITION**

- A. The Board of Directors shall be composed of the elected officers, Members at Large (3) and the immediate past president. The immediate past president shall serve as Chairman of the Board of Directors.
- B. Additional directorships may be established by a vote of the voting members. Such directors shall serve for a period of one (1) year and shall not succeed to the chairmanship. These include Members at Large.
- C. No member of the Board may hold more than (1) one position for the same term of office.

#### **SECTION 2: QUALIFICATIONS**

Members of the Board of Directors shall be active members of the Association and shall hold credentials in the field of diagnostic medical sonography. All board members must sign a conflict of interest disclosure.

#### **SECTION 3: RESPONSIBILITIES**

The Board of Directors shall:

- A. Be vested with the responsibility of the management of the business of the corporation.
- B. Provide for the audit of the books and accounts.
- C. Control all funds and/or properties.
- D. 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.
- E. Contract OR employ such personnel as may be necessary to conduct the business of the Association.
- F. Fill officer vacancies
- G. Establish fees and dues.
- H. Creating guidelines for the mentorship program and allocating students or early career sonographers to volunteer mentors.

#### **SECTION 4: VACANCY**

A vacancy in the Board of Directors, except for President and President-Elect, shall be filled by an appointment unanimously agreed upon by the President and the remaining members of the Board of Directors to complete the unexpired term.

#### **SECTION 5: MEETINGS**

- A. The Board of Directors shall meet at least four (4) times per year. One meeting will be held every quarter. The meetings will be held virtually via Zoom, with the exception of the annual business meeting.
- B. The president, or a two thirds (2/3) majority of the members of the Board of Directors, upon written request to the chairman of the Board, may call a special meeting, provided a fifteen-



(15-) day notice to all Board members is given.

C. The Board Members will be responsible for costs associated with attending the annual business meeting/conference.

D. The Secretary shall be responsible for preparing the agenda and minutes of all meetings.

#### **SECTION 6: QUORUM**

A majority of the Board of Directors' members shall constitute a quorum for all meetings.

#### **SECTION 7: 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 Association. 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, reprimand or removal shall be by two-thirds (2/3) vote of the remaining membership of the Board of Directors.

### **Article VIII Meetings**

#### **SECTION 1: ANNUAL MEETING**

A. The Association shall hold an annual meeting each year for the purpose of installing officers, receiving reports, amending Bylaws, and conducting such other business that may arise; and for presenting educational programs.

B. The notice for the date and place of the next annual meeting will be announced at each annual meeting and posted on the Association website following the annual meeting.

C. The site of the annual conference shall be decided by the Board of Directors.

D. A parliamentarian, selected/designated by the President, shall be in attendance at each business session held during the annual meeting or special meetings of the Association.

#### **SECTION 2: SPECIAL MEETINGS**

Special meetings of the Association 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 essential business other than that specified shall be transacted at a special meeting. These meetings will be held virtually and may be recorded for those members not in attendance.

### SECTION 3: QUORUM

A quorum for a business meeting or any special Association meeting shall consist of fifty percent (40%) of the voting members in attendance and includes not less than two (2) officers.

## **Article IX Committees**

A. The Board of Directors shall establish committees as deemed necessary to aid the Association in carrying on its activities.

1.) These committees shall be

- a) Nominating Committee
- b) Education Committee
- c) Legislative/Advocacy Committee
- d) Conference Committee
  - a. Annual Conference and Business Meeting (Spring)
  - b. Fall Conference
- e) PAS Marketing Committee
  - a. Website
  - b. Social Media
- f) Mentorship Committee

B. Such committees shall be responsible to the Board of Directors and may be altered or eliminated at any time by the Board of Directors.

C. The President shall appoint the members of the committees unless in conflict with other sections of the bylaws.

D. A vacancy in any committee shall be filled by appointment by the President.

## **Article X Parliamentary Authority**

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Association in all cases to which they are applicable and in which they are consistent with these bylaws.

## **Article XI Amendments**

A. The bylaws should be reviewed every 2 years. Amendments to these bylaws may be made by two-thirds (2/3) vote of the voting members present at any annual or special Association business meeting.

B. Notice of such amendments shall be provided to all voting members at least fifteen (15) days prior to the time of voting.

C. Amendments shall be effective at the conclusion of the business meeting unless otherwise

specified.

## **Article XII Indemnification**

To the fullest extent permitted by the laws of the Commonwealth of Pennsylvania, every officer, director, employee, or delegate of the Association (hereinafter referred to as "Indemnified Parties") shall be indemnified by the Association against any and all expenses and liabilities, including but not limited to reasonable attorneys' fees, incurred in connection with any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, in which an Indemnified Party is involved by virtue of their capacity as an officer, director, delegate, or employee of the Association.

Such indemnification shall be contingent upon the Indemnified Party having acted in good faith, within the scope of their authority, and in a manner they reasonably believed to be in, or not opposed to, the best interests of the Association. Notwithstanding the foregoing, no indemnification shall be provided to or on behalf of any Indemnified Party with respect to any matter in which they shall have been finally adjudicated to have exceeded the powers granted by the authority of this organization or its Bylaws.

The right to indemnification conferred in this section shall be in addition to, and not exclusive of, any other rights to which those seeking indemnification may be entitled under any statute, bylaw, agreement, vote of members or disinterested directors, or otherwise, both as to action in an official capacity and as to action in another capacity while holding such office.

## **Article XIII Dissolution**

In the event of dissolution or final liquidation of the Association, all of its assets remaining, after payment of its obligations 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 Association, as shall be designated by the Board of Directors.