CAMRT Bylaws

Canadian Association
of
Medical Radiation Technologists

Ministerial Approval: June 28/2012

Canadian Association of Medical Radiation Technologists
BYLAWS

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BYLAWS

1. **NAME**

The name of the corporation is THE CANADIAN ASSOCIATION OF MEDICAL RADIATION TECHNOLOGISTS / l'ASSOCIATION CANADIENNE DES TECHNOLOGUES EN RADIATION MÉDICALE, hereinafter referred to as the Association.

2. **OBJECTIVES**

The aims and purposes of the Association shall be:

a. To promote the art and science of medical radiation technology.
b. To maintain a central Association for medical radiation technologists throughout Canada.
c. To provide avenues for the exchange of information and concepts on matters affecting the practice of medical radiation technology and other health care professions.
d. To print, publish and distribute reports and proceedings of the Association and papers related to the arts and sciences of medical radiation technology and their applications.
e. To promote research and experiment in the disciplines of the Association through the establishment of grants, rewards and other benefactions.
f. To invest those monies of the Association that are not immediately required, in order to support the achievement of these objectives.
g. To affiliate with other organizations which have purposes similar to those of the Association.
h. To pursue these objectives in a business-like fashion consistent with the philosophy of non-profit organizations.

3. **HEAD OFFICE**

The head office of the Association shall be in the city of Ottawa in the province of Ontario in such place as shall be determined by the Board of Directors from time to time.

4. **SEAL**

The seal, an impression of which is stamped on these Bylaws, shall be the Seal of the Association. The Chief Executive Officer of the Association shall have custody of the seal.

5. **ORGANIZATION**
The Association shall be composed of members as hereinafter set out and shall be managed by a Board of Directors.

6. **MEMBERS**
The term "Medical Radiation Technologist" (MRT) is used without preference or discrimination to describe a person specializing in the application of ionizing or other forms of radiant energy in the disciplines of the Association.

The Association shall be composed of members who are registered under a class and category of membership of the Association as further defined below.

The rights and privileges of each category shall not be transferable by personal act or operation of law and members shall be entitled to only those privileges specifically allocated by these Bylaws.

For purposes of clarity, each definition of a category of membership includes a table defining the voting rights, eligibility to hold office and access to membership for that category of membership.

Classes of Membership

There shall be two (2) classes of Membership:

1) General Membership
2) Distinguished Membership

6.1 **General Membership**

There shall be five (5) categories of membership within the General Membership class:

6.1.1 **Full Practice Membership**

Full Practice Membership is available to:

a) MRTs who have been certified by the Association through examination, or who are licensed or certified by provincial regulatory bodies and recognized as such by the Association; and/or

b) Sonographers who are certified by the Canadian Association of Registered Diagnostic Ultrasound Professionals (CARDUP) or the American Registry for Diagnostic Medical Sonography (ARDMS).

VOTING	OFFICE	ACCESS
Yes	Yes	Through provincial MRT association or direct where applicable. Direct access is not available to those not certified by the CAMRT.

6.1.2 **Limited Practice Membership**

Limited practice membership is available to individuals who have completed an education program for limited medical radiation technology practice recognized by a provincial regulatory authority or the CAMRT Board of Directors in the absence of a provincial regulatory authority. These individuals must practice within an approved scope of practice and are ineligible to be certified by CAMRT.

VOTING	OFFICE	ACCESS
Yes	No	Through provincial MRT association

6.1.3 Temporary Practice Membership

Temporary practice membership is available to individuals that are eligible to write the CAMRT national certification exam and have been granted a permit to practice on a temporary or restricted basis by a regulatory authority where such regulatory authority exists.

VOTING	OFFICE	ACCESS
No	No, but can be a committee member	Through provincial MRT association

6.1.4 Non–Practicing Membership

This category of membership is available to MRTs who qualify for full practice membership but have temporarily or permanently discontinued their practice of the profession and wish to maintain a member relationship with the Association.

VOTING	OFFICE	ACCESS
Yes	Yes	Through provincial MRT association or direct where applicable

6.1.5 Senior Membership

This category of membership is available to any full practice qualified member who has been a CAMRT member for 30 or more years, or has reached the age of 55 years, whichever occurs first, and who is no longer directly or indirectly involved in the practice of the profession of medical radiation technology.

VOTING	OFFICE	ACCESS
Yes	Yes	Through provincial MRT association or direct where applicable

6.1.6 Student Membership

This category of membership is available to individuals enrolled in a Canadian medical radiation technology program accredited by the Canadian Medical Association (CMA).

VOTING	OFFICE	ACCESS
No	No, but can be a committee member	Through provincial MRT association

6.2 Distinguished Membership

There are two categories of distinguished membership:

6.2.1 Life Membership

This category of membership may be conferred upon full practice senior or non-practicing members by the Board of Directors of the Association. Promotion to life membership is based on distinguished service to the Association.

There will be no limit to the number of life members.

Nominations for life membership shall be submitted to the Board of Directors for election to this category of membership. Only one Life Membership may be conferred yearly.

No member holding office in the Association shall be eligible for nomination to this category of distinguished membership while in office.

VOTING	OFFICE	ACCESS
Yes	Yes, if previously eligible	Direct

6.2.2 Honorary Life Membership

Limited practice members or individuals who are not otherwise eligible for membership in the Association and who have rendered distinguished service to the profession may be honoured by the Association by election, by the Board of Directors, to this category of distinguished membership.

VOTING	OFFICE	ACCESS
No	No, unless previously eligible	Direct

7. REGISTRIES

7.1 The Chief Executive Officer of the Association shall maintain a registry of persons admitted to membership in the Association, recording the name, address and classification of membership for each person.

7.2 The Chief Executive Officer of the Association shall maintain a registry of persons certified by the Association through Association examination, recording name, address, certification discipline(s), and registration number for each person.

These registries shall be open for inspection by any person who satisfies the Chief Executive Officer that there exists bona fide reason for requesting access to the registries.

8. ANNUAL DUES

The Board of Directors shall present, yearly, the annual dues structure for approval by the members at the Annual General Meeting. Not withstanding the foregoing, the Board of the association shall have the authority to adjust the membership dues, without ratification from the membership, by an amount equivalent to the change in professional liability insurance premiums in the coming year.

A notice stating the intent to change the dues structure shall be provided to the membership through the CAMRT publications, no less than 60 days before the CAMRT AGM.

9. TERMINATION OF MEMBERSHIP

Membership in the Association shall be terminated
a. on the death of a member, or
b. on resignation in writing, or
c. on non-payment of dues in any given year.

10. RE-ADMISSION OF A MEMBER

Any person whose membership has been terminated may be reinstated as a member at the discretion of the Board of Directors which shall determine whether payment of arrears in full or in part is required.

11. MEETINGS OF MEMBERS

11.1 Annual Meeting

The annual meeting of the Association shall be held each year at the time and place determined by the Board of Directors. Not less than the following items of business will be brought forward to the annual meeting for ratification by the membership:
a. Report of the President/Chair of the Board
b. Reports of the Chief Executive Officer and such other officials of the Association who are properly required to report to the membership.
c. Report on the financial status of the Association, including the Auditors Report.
d. Appointment of Auditors.
e. Such other business as shall be required.

11.2 Special General Meetings

Special general meetings may be called by the Board of Directors at any time or by special motion signed by not less than ten per cent (10%) of the members of the Association entitled to vote at meetings of the Association.

Such special general meetings shall be held not less than fourteen (14) days and not more than sixty (60) days after notice of such special general meeting has been given and such notice shall include the particular business to be transacted at the special general meeting.

11.3 Notice of Meetings

Notice of a general meeting of members shall be given not less than fourteen (14) days in advance of such meeting, either by direct pre-paid mail or by publishing notice of such meeting in any publication of the Association normally distributed to members. Such notice shall specify the date, place and time of meeting and the business to be transacted at such meeting. Such notice shall be given by the Chief Executive Officer of the Association.

Omission of notice of meeting to any member shall not invalidate such meeting.

11.4 Rules of Order

All meetings of the Association shall be conducted in accordance with Bourinot's Rules of Order, insofar as they shall apply.

11.5 Presiding Officer

The President/Chair of the Board shall preside at all general meetings of the Association. In the absence of the President/Chair of the Board, or in the event of the President/Chair of the Board's inability or refusal to act, the Vice-President shall preside. In the absence of both President/Chair of the Board and Vice-President, or their inability or refusal to act, the Board shall select a pro tem presiding officer.

11.6 **Quorum**
The quorum for general meetings shall consist of not less than seventy-five (75) members with voting privileges, plus a majority of the representatives of the Member Associations and a majority of the Board of Directors. This number must be present throughout the meeting.

The quorum for a Committee of the Association shall be the Chair of the Committee or a person designated by the Chair as a designate, and a majority of the Committee members.

If, within one-half hour (30 minutes) from the time appointed for a meeting, a quorum is not present no business may be conducted other than to set the date and time of the next meeting.

12. VOTING

12.1 At all general meetings of the Association voting shall be by show of hands unless a poll is requested. Decisions shall be reached by a simple majority (50 + 1) unless otherwise required by bylaw or Canadian Legislative Act.

12.2 At each meeting of the Association, every member present with voting privileges shall be entitled to cast a single vote on every question.

12.3 If a poll is requested or at the discretion of the Chair of the meeting, Chair-appointed scrutineers shall total the votes cast and report to the Chair of the Meeting.

12.4 The Chair of the Meeting shall declare all results of voting.

12.5 Any member of the Association entitled to cast a vote at meetings of the Association may vote by proxy on governance-related issues, which are those not considered to be day to day administration or business affairs of the Association provided that:

a. the member is unable to attend the meeting at which the proxy may be exercised;
b. the member votes ‘yes’ or ‘no’ regarding each question being voted on at the general meeting;
c. the member sends the proxy to the appropriate executive officer of the association, who shall be identified; and,
d. the use of proxies is requested by a member entitled to vote at such meeting and before the question has been called by the Chair.

12.6 In the event of an equality of votes, the Chair shall have a second or casting vote.

12.7 On any motion, a declaration by the Chair of the meeting that a decision has been reached and an entry into the minutes of the meeting to that effect shall be conclusive evidence of the decision.

13. MANAGEMENT

13.1 **Board of Directors**
The affairs of the Association shall be managed by a Board of Directors appointed as follows:

a. One (1) Director shall be appointed by each Member Association from within the membership of that Member Association. This appointment will be made in consideration of the Board competency profile, which shall be established from time-to-time by the Board in consultation with the Member Associations.
b. Up to three (3) directors-at-large to be recommended by the Nominating Committee and appointed by the Board, in order to ensure that the Board includes individuals who address the stated board competency profile.
c. Each Director shall be appointed for a term of three (3) years and each shall be eligible for reappointment.
d. A President/Chair of the Board who shall serve for two years.
e. The Immediate Past President will continue to serve on the Board of Directors until December 31 of the year in which he or she becomes Past-President.

f. In alternate years, beginning in the term commencing on January 1, 2009, a President-Elect to be elected from among all members through an open vote of the membership. The President-Elect shall serve for one year before taking office as President/Chair of the Board.

13.2 **Vacancies on the Board**

The office of Director shall be vacated:

a. upon death of the Director, or
b. upon resignation in writing, or
c. upon resolution of two-thirds (2/3) majority of the Directors, or
d. upon resolution of two-thirds (2/3) of the voting members of the Association present at a general meeting of the Association provided that notice of such intent was provided in the notice calling such general meeting.

A vacancy in the Board of Directors shall be filled by appointment by the affected Member Association for the duration of the term of office for the Director so vacated.

In the event of the Member Association's inability or refusal to act, the vacancy shall be filled by the Board of Directors by appointment from among the members of the Member Association.

13.3 **Officers of The Association**

The Association shall have the following officers who shall serve at the pleasure of the Board:

13.3.1 President/Chair of the Board

The President/Chair of the Board shall be a member of the Board of Directors and an ex officio member of all committees of the Association.

The President/Chair of the Board shall:

a. preside at all meetings of the Association and of the Board of Directors;
b. assure that all orders and resolutions of the Association are implemented;
c. sign all bylaws and other documents requiring the signature of officers of the Association.

13.3.2 Vice-President and Secretary-Treasurer

These officers shall be elected annually by the Board of Directors from among the members of the Board of Directors to serve a term of one (1) year. Each shall be eligible for re-election provided that each is currently serving as a director of the Association.

The Vice-President of the Association shall:

a. perform the duties of the President/Chair of the Board in the absence of the President/Chair of the Board or in the event of the President/Chair of the Board's refusal or inability to act;
b. perform such other duties as may properly be required from time to time by the Board of Directors.

The Secretary-Treasurer shall:

a. be a member of and chair the Finance Committee,
b. monitor the financial operation of the Association
c. perform such other duties as may properly be required from time to time by the Board of Directors.

13.3.3 Immediate Past President

The Immediate Past President shall:

a. provide assistance to the President/Chair of the Board, and
b. perform such other duties as may properly be required from time to time by the Board of Directors.

13.3.4 President-Elect

The President-Elect shall be elected every two years for a term of one (1) year. The President-Elect shall:

a. provide assistance to the President/Chair of the Board, and
b. perform such other duties as may properly be required from time to time by the Board of Directors.

In the event the President-Elect is unable to continue in that role, the Board shall appoint a replacement who shall be selected from among candidates recommended by the Nominating Committee.

13.3.5 Chief Executive Officer
The Chief Executive Officer shall be an appointee of the Board of Directors and shall serve as per the defined position description.

The Chief Executive Officer shall be an ex officio (non-voting) member of the Board of Directors and of all committees of the Association.

The Board of Directors shall set the remuneration and benefits of the Chief Executive Officer.

13.4 **Powers of Directors**
The Board of Directors shall exercise such powers as are required from time to time by the Canada Corporations Act or by these Bylaws, or as determined from time to time by the members at an annual general or special general meeting.

Without limiting the generality of the foregoing, the Board of Directors shall:
a. determine the policies of the Association;
b. appoint and/or elect the Vice-President and Secretary-Treasurer of the Association;
c. generally supervise the affairs of the Association;
d. initiate changes to the Bylaws of the Association;
e. appoint, as required, an officer or officers authorized to sign documents, contracts and instruments in writing on behalf of the Association which shall be binding without further authorization.

13.5 **Meetings of the Board of Directors**
The Board of Directors shall meet on the request of the President/Chair of the Board or Vice-President or at the request in writing of three (3) directors at such time and place within Canada as shall be determined by the Directors. A mutually audible communication method, such as a teleconference may constitute a meeting. At every meeting of Directors, whether face-to-face or via teleconference, the presence of the President/Chair of the Board or Vice-President along with 50% or more of the directors shall constitute a quorum.

The President/Chair of the Board shall act as Chair at all meetings of the Board of Directors. In the event of the absence of the President/Chair of the Board or his/her inability or refusal to act, the Vice-President of the Association shall act as Chair. In the absence of both the President/Chair of the Board and Vice-President or their inability or refusal to act, the Board of Directors shall appoint an interim Chair, who need not be a director of the Association, for purposes of the meeting.

Notice of meetings of the Board of Directors shall be sent to each member of the Board not less than ten (10) days prior to the date of meeting of the Board. Failure to notify any director shall not invalidate the meeting nor any business conducted at such meeting. The presence of a Director at a meeting shall waive any requirement that notice be given.

13.6 **Annual Meeting of the Board**
In any event, the Board of Directors shall meet annually at such place within Canada at such time as shall be determined by the Board of Directors. At this meeting the Board shall:
a. receive reports of Officers, committees and the Auditor,
b. conduct such elections and confirm appointments as may be required, and
c. consider such other business as may properly be brought forward at a meeting of the Board of Directors.

13.7 **Decisions of the Board**
Decisions of the Board of Directors shall be reached by a simple majority of votes. In the event of a tie vote, the Chair of the meeting shall have a second or casting vote.

13.8 **Expenses**
Officers, Directors, Committee Chairs, Committee Members and other persons who perform duties on behalf of the Association with the approval of the Board of Directors shall be remunerated for reasonable expenses incurred during those activities in accordance with the policies of the Association in place from time to time.

Remuneration beyond expenses will not normally be awarded, except where special work or extraordinary mission is undertaken on behalf of the Association. Such additional remuneration shall only be paid on due approved motion by the Board of Directors.

13.9 **Limits of Liability**
The Directors and Officers of the Association are indemnified and saved harmless out of the funds of the Association, except where such costs, charges, or expenses are incurred by the Directors on willful neglect or default.

13.10 **Other Officials**
The Board of Directors may, at its sole discretion, appoint such other officials as are required to further the objectives of the Association

14. COMMITTEES

14.1 **Standing Committees**
The following standing committees are established:

14.1.1 Executive Committee
The members of the Executive Committee shall be the officers of the Association. The duties of the committee shall be set forth in terms of reference that shall be established from time to time by the Board of Directors, such duties to include:

- To act on behalf of the Board between meetings of the Board and as directed by the Board.

14.1.2 Finance
The duties and membership of the committee, of which the Secretary-Treasurer shall be the Chair, shall be set forth in terms of reference that shall be established from time to time by the Board of Directors, such duties to include:

- To establish acceptable budget procedures for the Association, to oversee the investments of the Association and such other duties as may be required from time to time by the Board of Directors.

14.1.3 Nominating Committee
The duties and membership of the committee shall be set forth in terms of reference that shall be established from time to time by the Board of Directors, such duties to include:

- To identify among the membership of the Association suitable candidates for President-Elect, Directors-at-Large and other positions that may be referred to it from time to time by the Board.

14.2 **Special Committees**
The Board of Directors may establish from time to time, special or ad hoc committees to further the objectives of the Association. Such committees shall serve at the pleasure of the Board of Directors.

14.3 **Committee Chairs**
The Board of Directors shall appoint, from among the members of the Association, Chairs for all standing or special committees, unless otherwise specified. The Board of Directors will establish the terms of office and responsibility of each committee chair.

14.4 **Committee Members**
The committee members shall be appointed as defined by the terms of reference for that committee. Not less than a majority of each standing or special committee shall be members of the Association.

15. **INVESTMENT OF FUNDS**
All monies of the Association which are not immediately required to meet operating expenses of the Association shall be invested in a fiscally responsible manner that will be determined by the Board of Directors.

16. **BORROWING OF MONEY**
The Board of Directors shall be empowered to borrow, as required from time to time, from chartered banks of Canada upon the credit of the Association by overdraft or otherwise.

In order to secure any monies and interest thereon so borrowed, the Board of Directors may assign, transfer, hypothecate, mortgage or pledge any or all assets of the Association, or authorize the signing of promissory notes or other negotiable instruments on behalf of the Association.

The Board of Directors may, from time to time, authorize any officer or officers of the Association to make these arrangements. Such officer or officers shall have the authority to vary or modify the terms and conditions of repayment including the giving of additional security.

17. **DISSOLUTION**
If, at any general meeting of the Association, a resolution for the dissolution of the Association is passed by a majority of the members present and entitled to vote thereon, that resolution shall be confirmed at a Special General Meeting called for the purpose of considering the resolution to dissolve the Association. Such Special General Meeting shall be called not less than twenty working days and not more than forty working days following the general meeting at which the original motion to dissolve was approved. Proxies regarding the resolution to dissolve the Association shall be distributed to all members entitled to vote at general meetings. Members entitled to vote shall be given twenty working days to submit their proxies.

In order to be confirmed, the resolution to dissolve the association must be approved by seventy five percent (75%) of the members present either in person or by proxy, and entitled to vote at such general meeting. Notwithstanding 11.6 (Quorum) above, a quorum of Association members at a Special General Meeting called for the purpose of dissolving the Association shall be 250 members present at the meeting.

The Board of Directors shall, on approval of the motion at the Special General Meeting, at a date set by the motion to dissolve:

a. Realize the property of the Association and, after discharge of all liabilities, transfer the whole or part of the property of the Association to one or more corporate bodies selected by the membership and competent to receive same.
b. Upon completion of the disposition and compliance with provisions of the Corporations Act, apply for surrender of the Letters Patent and dissolution of the Association.

18. **AMENDMENTS AND CONFIRMATION**

18.1 At general meetings, the association shall have the authority to confirm, repeal or amend proposed changes to the Bylaws upon a two-thirds (2/3) majority vote, provided that the members of the association have received a motion stating the intent to amend the Bylaws not less than twenty-one (21) days prior to the deadline for proxy submissions.

18.2 Notwithstanding the foregoing, the Board of Directors have the provisional authority to amend or repeal the provisions of these Bylaws. Such changes effected shall, unless confirmed at a Special General Meeting, have force until the next Annual General Meeting at which time the changes must be subjected to approval by the members. In the event that such approval is not forthcoming, no act done or right acquired under the Bylaws shall be prejudicially affected by the failure to confirm.

18.3 Neither repeal nor amendment of any provision of the Bylaws shall be enforced until the approval of the Minister, Industry Canada has been obtained.

19. **REPEAL OF BYLAWS**

These Bylaws came into effect on the date shown and repeals any and all previous bylaws of the Association.

IN WITNESS WHEREOF we, the undersigned, have hereunto set our hands and affixed the seal.

Dated this 28th day of June 2012.

Myrtle Shields

Witness

Amanda Bolderston

President/Chair of the Board

Chief Executive Officer