

## BY-LAWS

of the

### COUNCIL on IONIZING RADIATION MEASUREMENTS and STANDARDS

#### **Article I - Name**

The name of the corporation is the COUNCIL ON IONIZING RADIATION MEASUREMENTS AND STANDARDS, which may be referred to in abbreviated form as CIRMS, and is designated in these By-Laws as the "Council".

#### **Article II - Purposes and Objectives**

The Council shall operate as a non-profit organization exclusively for educational and scientific purposes relevant to the furtherance of ionizing radiation measurements and standards. Those purposes are served through activities that implement the Council's objectives, which are to:

- A. Provide a forum for the discussion of common national ionizing radiation measurement and standards issues, and for the promotion of cooperation and communication among people interested in ionizing radiation measurement.
- B. Study and gather information on the present and future needs of the ionizing radiation measurement community.
- C. Define and prioritize needed work in ionizing radiation measurements and standards, and recommend actions to be taken.
- D. Provide information and data useful to the Ionizing Radiation Division of the National Institute of Standards and Technology in pursuing its lead role as the laboratory for national physical measurement standards for ionizing radiation.
- E. Provide information and data useful to secondary standards laboratories and radiation measurers in pursuing improvement of the national support system for radiation measurement.
- F. Disseminate information concerning, and identify the need for the development of, national and international written standards for ionizing radiation measurement.
- G. Hold or sponsor meetings, seminars, and workshops to disseminate and exchange information relating to ionizing radiation measurements and standards.

### **Article III - Limitations on Activities**

The Council shall carry out educational and scientific activities for the purpose of public safety and welfare. To that end it may own and acquire real and personal property, or any other property which is necessary to carry out those activities, The Council shall not, however, issue any capital stock, nor shall any member be considered to be an owner or entitled to the assets, funds, or property of the Council. This does not, however, prevent the payment of reasonable compensation to members who provide services to the Council.

No part of the net earnings of the Council shall inure to the benefit of, or be distributable to, its members, officers, or other private persons, except that the Council shall make payments and distributions in furtherance of the objectives set forth in Article II. The Council shall not devote substantial activities or resources to any attempt to influence legislation, nor shall it participate in, or intervene in, including the publishing or distribution of statements, any campaign on behalf of any candidate for political office.

### **Article IV - Membership**

#### **Section 1. Eligibility.**

Any person interested in ionizing radiation measurements and standards, and who wishes to participate in the activities of the Council for the furtherance of its objectives as set forth in Article II, shall be eligible for individual membership.

Any organization or corporation that is interested in ionizing radiation measurements and standards, and wishes to participate in the activities of the Council for the furtherance of its objectives as set forth in Article II, shall be eligible for membership by the designation of a named person who shall be its representative. An alternate representative may also be designated.

#### **Section 2. Application for Membership.**

All applications for membership shall be made on forms provided for that purpose and shall give the information required relative to the applicant's qualifications for membership.

#### **Section 3. Election to Membership.**

Applications for admission to membership shall be screened and processed by the Executive Secretary, in accordance with guidelines and policies set by the Executive Committee. Applicants found to be eligible shall be recommended to the Executive Committee for action. A vote shall be taken by the Executive Committee, either by mail during an interim between meetings, or at regular or special meetings of the Executive Committee. A majority vote of the Executive Committee shall be required for election to membership status.

#### **Section 4. Termination of Membership.**

Any member may terminate membership by giving notice in writing to the Executive Secretary provided dues, including those of the current fiscal year, have been paid.

Failure to pay dues for one (1) year without valid cause as determined by the Executive Committee shall terminate membership.

#### **Section 5. Dues.**

The membership dues shall be determined by the Executive Committee. All dues shall be paid annually, and in advance. The Council shall not have the power to levy any general assessment on its members or otherwise require that members pay any amount other than annual membership dues.

### **Article V - Meetings of the Council and Voting**

#### **Section 1. Annual Meeting of the Council.**

During each calendar year, at a time and place to be fixed by the Executive Committee, an annual meeting of the Council shall be held for the transaction of such business as may properly come before the Council.

#### **Section 2. Notice of Annual Meeting.**

The Secretary-Treasurer shall notify all members of the annual meeting of the Council, specifying time and place, by mail not less than thirty (30) days before the meeting.

#### **Section 3. Special Meetings.**

Special meetings of the Council may be called at any time by the Executive Committee or by the President; they shall be called by the President or Secretary-Treasurer of the Council after request in writing from three (3) members of the Executive Committee. Such requests shall state the purpose or purposes of the proposed meeting.

#### **Section 4. Notice of Special Meetings.**

The Secretary-Treasurer shall notify all members of each special meeting of the Council by mail not less than ten (10) days before the meeting. The notice shall state the purpose or purposes for which the meeting is called.

### **Section 5. Quorum and Voting.**

At any meeting of the Council a quorum shall consist of at least one-fifth (1/5) of the total number of members or their proxies, and except as otherwise stated in these By-Laws, the majority of such quorum shall decide any question that may come before the meeting.

When a question is approved by a vote of the membership, any dissenting or abstaining member may have that dissent or abstention referenced with every official citation of the vote, if the dissenting or abstaining member so requests.

### **Section 6. Qualification of Voters.**

Each individual member, and the representative (or alternate representative) of each organizational or corporate member, shall be entitled to one (1) vote on any question presented, unless that person also holds proxies from other members.

### **Section 7. Voting by Mail.**

Questions to be offered to the members for a mail vote, except election of officers, shall first be approved by the Executive Committee. For a mail vote, a majority of those voting shall decide the question.

### **Section 8. Parliamentary Rules.**

Roberts Rules of Order shall be the governing Parliamentary Law of the Council in all cases not definitely provided for by its By-Laws.

## **Article VI - Officers**

### **Section 1. Officers Enumerated.**

The officers of the Council shall be a President, First Vice-President, Second Vice-President, and Secretary-Treasurer.

### **Section 2. Eligibility, Time of Election, and Assumption of Duties.**

The officers shall be elected by the Council from among its members.

Election of officers shall take place by mail ballot. Such election shall take place not less than thirty (30), nor more than ninety (90) days before the annual meeting of the Council.

The officers shall assume their duties at the end of the annual meeting following their election.

### **Section 3. Terms of Office and Succession.**

The officers shall serve for a term of one (1) year, from the end of an annual meeting to the next. Upon completion of a term, the Second Vice-President shall succeed to the office of First Vice-President, and the First Vice-President shall succeed to the office of President.

No officer except the Secretary-Treasurer shall be eligible for reelection to consecutive terms.

#### Section 4. **Duties.**

The duties of the President, First Vice-President, Second Vice-President, and Secretary-Treasurer of the Council shall be the usual ones performed by such officers. In addition, they shall be members of the Executive Committee with all the rights and privileges of such members.

Such duties of the Secretary-Treasurer as specified by the Executive Committee may be delegated to the Executive Secretary.

#### Section 5. **Vacancies.**

In the event of a vacancy in the office of President, the First Vice-President shall immediately succeed to that office. In the event of a vacancy in the office of First Vice-President, the Second Vice-President shall immediately succeed to that office. A vacancy in the office of the Second Vice-President or of the Secretary-Treasurer shall be filled by a special election of the Council.

An officer who succeeds to an office to fill a vacancy shall serve in that office for the remainder of the term during which the vacancy occurred, plus the following full term.

### **Article VII - Committees**

#### Section 1. **General Provisions.**

(a) Standing and ad hoc committees shall be subject at all times to the direction and control of the Executive Committee.

(b) No standing or ad hoc committee shall commit the Council to the expenditure of funds not previously authorized for that committee by the Executive Committee.

(c) The President and the Vice-Presidents, by right of their offices, are members of all committees. Copies of all committee correspondence shall be sent to the Secretary-Treasurer.

#### Section 2. **Executive Committee**

The Executive Committee shall consist of the President, immediate Past-President, First Vice-President, Second Vice-President, Secretary-Treasurer, and the NIST representative.

The duties of the Executive Committee shall be those pertaining to the executive, financial, and general administrative business of the Council. It shall conduct the business of the Council during the interim between the annual meetings; shall develop the aims and purposes of the Council; shall supervise the expenditure of all monies; and shall fix the time and place of the annual meeting of the Council.

At least one meeting of the Executive Committee shall be held each year. Other meetings may be held at such other times and at such places as the President may direct or as two (2) members shall propose in writing. The Executive Committee may adopt rules and regulations governing its procedures, the notices to be given of meetings, the time and places of holding meetings, and other matters with respect to the conduct of its business. The vote of the Executive Committee upon any proposition except as otherwise provided by these By-Laws may be conducted by mail during an interim between meetings.

At any meeting of the Executive Committee a majority of its membership shall constitute a quorum and, except as otherwise provided by these By-Laws, a majority of such quorum shall decide any question that may come before the meeting.

### Section 3. **Standing Committees.**

(a) The President shall appoint, with the approval of the Executive Committee, the following Standing Committees: Science and Technology, Program, Finance, Communications, Membership, and Nominating.

The duties of the Standing Committees shall be those defined in the following paragraphs.

(b) **Science and Technology Committee.** The duties of the Science and Technology Committee shall be to implement Objectives B, C, D, and E of the Council as set forth in Article II, Purposes and Objectives. The Committee shall establish subcommittees as required to implement these objectives.

(c) **Program Committee.** The Program Committee shall implement Objective G of the Council as set forth in Article II, Purposes and Objectives. Its duties shall include the program for the annual meeting of the Council.

(d) **Finance Committee.** The Finance Committee shall establish and maintain suitable procedures for collecting and disbursing monies. It shall guide the formulation of an annual budget and shall make recommendations for dues and assessments. It shall render an annual accounting through the Secretary-Treasurer. The chairman of this committee shall be the Secretary-Treasurer.

(e) **Communications Committee.** The duties of the Communications Committee shall include implementation of Objective F of the Council as set forth in Article II, Purposes and Objectives. It shall also publicize the existence and activities of the Council.

(f) **Membership Committee.** The Membership Committee shall develop policies and guidelines applicable to Council membership, and shall make recommendations for adoption by the Executive Committee. It shall also promote membership in the Council. The chairman of this committee shall be the Second Vice-President.

(g) **Nominating Committee.** The Nominating Committee shall prepare a slate of candidates for election of officers of the Council as described in Article VI. The immediate Past President shall serve as the chairman of this committee.

#### Section 4. **Ad-Hoc Committees.**

The President shall appoint, with the approval of the Executive Committee, such Ad-Hoc Committees which may be required to conduct the business of the Council, and shall instruct them as to their duties. The life of each Ad-Hoc Committee shall terminate with the expiration of the term of office of that President by whom it is appointed.

### **Article VIII - Administration**

#### Section 1. **Fiscal Year.**

The fiscal year of the Council shall begin on January 1 and end on December 31.

#### Section 2. **Executive Secretary.**

The Executive Secretary shall carry out the administrative affairs of the Council, as delegated and authorized by the Executive Committee, in accordance with a written contract. The terms of the written contract shall be subject to annual review. The duration of a contract negotiated by a particular Executive Committee shall not exceed three years.

The Executive Secretary shall serve as an ex officio, non-voting member of the Executive Committee.

### **Article IX - Dissolution**

In the event of the partial or entire liquidation or dissolution of the Council, whether voluntary, involuntary, or by operation of law, the Executive Committee shall, after paying or making provision for the payment of all liabilities of the Council, distribute the assets of the Council to one or more organizations exempt from taxation under section 501 (c) (3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law, as they in their sole discretion may determine. Any of such assets not so distributed shall be distributed by the appropriate court of the county in which the principal office of the Council is then located, exclusively to such exempt organization or organizations as said court shall determine.

### **Article X - Amendments**

These By-Laws may be altered, amended, or repealed either on the recommendation of the Executive Committee or on recommendations signed by ten (10) members provided that a two-thirds (2/3) affirmative vote of the members of the Council shall approve such amendment and provided that at least ninety (90) days notice of such a proposal shall have been given members before voting shall take place. The members may vote in person or by proxy at any regular or special meeting of the Council, or by mail.

#### **Amendment**

##### **1. Increase in Dues**

Increase individual member dues to \$50 beginning Jan. 1998.