

THE PENNSYLVANIA RADIOLOGICAL SOCIETY  
A CHAPTER OF THE AMERICAN COLLEGE OF RADIOLOGY

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**ARTICLE I - NAME**

The name of this organization shall be the Pennsylvania Chapter of the American College of Radiology (or the Pennsylvania Radiological Society), hereinafter referred to as the "Chapter" or "Society."

**ARTICLE II - PURPOSES**

The purposes of the Chapter will be those of the American College of Radiology, hereinafter sometimes referred to as the "College": advancing the science of radiology, improving radiologic services to patients and the medical community, and studying the economics of radiology; the encouragement of improved and continuing education for radiologists; and the establishment and maintenance of high medical and ethical standards in the practice of radiology.

**ARTICLE III - AFFILIATION**

The Chapter will be an affiliate of the American College of Radiology. The Code of Ethics of the American College of Radiology, as published in the College's most recent bylaws, is hereby expressly adopted as the ethics of the Chapter. See Article XI.

**ARTICLE IV - MEMBERSHIP**

**Section 1.**

There shall be ten classes of members in the Chapter: (1) Active Members, (2) Associate Members, (3) Members in Physics, (4) Associate Members in Physics, (5) Members in Training and Members in Training in Physics, (6) Introductory Membership, (7) Retired or Inactive Members, (8) Affiliate Members, (9) Associate Members in Allied Health Services, and (10) Honorary Members.

1. **Active Membership.** An active member shall:
  - a. be a physician certified in radiology or one of its recognized branches by the American Board of Radiology, the American Osteopathic Board of Radiology, or the Royal College of Physicians and Surgeons of Canada; or engaged in Nuclear medicine on a full-time basis and certified by a specialty board that is a member of the American Board of Medical Specialties or its Canadian equivalent;
  - b. be of high professional reputation;
  - c. have the right to be appointed to committees and to hold office in the Chapter; and
  - d. reside in and/or be engaged in the practice of Radiology in the Commonwealth of Pennsylvania.

2. **Associate Members.** An associate member shall:
  - a. be a physician who is engaged in the practice of radiology on a full-time basis, who has completed an approved residency program in radiology, and who meets all the requirements of active membership except requirement (1)(a) of this Section 1;
  - b. not have the right to hold office in the Chapter;
  - c. have the right to be appointed to committees; and
  - d. reside in and/or be engaged in the practice of Radiology in the Commonwealth of Pennsylvania.
3. **Members in Physics.** A member in physics shall:
  - a. be certified as a physicist by the American Board of Radiology;
  - b. have the right to be appointed to committees and to hold office in the Chapter; and
  - c. reside in and/or perform their principal duties in the Commonwealth of Pennsylvania.
4. **Associate Members in Physics.** An associate member in physics shall:
  - a. be a physicist engaged in the practice of radiological physics on a full-time basis, but not certified by the American Board of Radiology;
  - b. not have the right to hold office in the Chapter;
  - c. have the right to be appointed to committees; and
  - d. reside in and/or perform their principal duties in the Commonwealth of Pennsylvania.
5. **Members in Training and Members in Training in Physics.** A member in training or a member in training in physics shall:
  - a. occupy a residency or fellowship in radiology approved by the Council on Medical Education of the American Medical Association or the American Osteopathic Association (or a formal educational program in medical physics) in the Commonwealth of Pennsylvania;
  - b. not have the right to vote or to hold office in the Chapter;
  - c. not be required to pay dues;
  - d. have the right to be appointed to committees; and
  - e. never have been a member of the Chapter before.
6. **Introductory membership.** After (1) completion of training, (2) certifications by the American Board of Radiology, the American Osteopathic Board of Radiology, or the Royal College of Physicians and Surgeons of Canada, and (3) appropriate review of a completed application by the Chapter, the member-in-training or member-in-training in physics will automatically become a member of the Chapter in the appropriate class of membership.

Dues for these members shall be assessed in accordance with Article XV.

7. **Retired or Inactive Members.**
  - a. Retired members shall be those active members, members in physics, associate members in physics, and affiliate members who have retired from active practice because of age or physical disability. Temporarily inactive members shall be those from the above categories of membership who, for reasons acceptable to the Chapter's Executive Committee, are temporarily unable to continue their practice. Retired or temporarily inactive members shall not have the right to vote or to hold committee appointment and shall not be required to pay dues.
  - b. Inactive members shall also be those members and fellows of the Council of Affiliated Regional Radiation Oncology Services (CARROS) Chapter of the American College of Radiology, who, by their own choice, elect not to participate in the activities of the Chapter. They are liable for Chapter dues, reduced by the amount of CARROS dues, and are counted for councilor allocation purposes, but shall not have the right to vote, hold office in the Chapter, or hold committee appointment.
8. **Affiliate Members.** An affiliate member shall:
  - a. be a member in one of the above membership categories who maintains an active

- membership in another Chapter that is not in the state where his or her principal practice is conducted, but chooses to have membership in this state Chapter;
- b. pay dues to both Chapters;
  - c. have the right to vote;
  - d. have the right to be appointed to committees; and
  - e. have the right to hold office in the Chapter.
9. **Associate Member in Allied Health Services.** An associate member in allied health services shall:
- a. possess a Doctorate in Biology, Biophysics, Chemistry, Engineering or the equivalent; a Doctor of Veterinary Medicine, Dental Medicine or Dental Surgery; or a minimum of a Master's Degree in a scientific field with at least four additional years of experience in the field of qualification. The purpose of this classification of membership is to recognize the significant contribution which is made to Radiology by these allied health sciences;
  - b. have the right to serve on all committees and to vote on Chapter matters but not to hold elective office or represent the Chapter in the American College of Radiology; and
  - c. reside in and/or perform their principal duties in the Commonwealth of Pennsylvania.
10. **Honorary Member.** An honorary member shall:
- a. be one who has made a special contribution to the field of Radiology or possess special qualifications in fields associated with Radiology, but who cannot fulfill the qualifications for active membership; and
  - b. not have the right to vote or hold elective office.
  - c. Election of individuals to Honorary Membership in this Society shall be by the members at the Annual Meeting upon recommendation of two Active members in good standing, provided said recommendation has been approved by the Board of Directors.

## Section 2.

- A. Application for any of the classes of membership established in Article IV, Section 1 of these Bylaws shall be in writing on a form provided by the Secretary. Application for all classes of membership except retired or temporarily inactive status shall include an agreement to abide by the bylaws of the Chapter including the Code of Ethics of the American College of Radiology. An application must be endorsed by two Active members of the Chapter who shall certify the applicant's qualifications for membership.
- B. The Membership Committee shall review all applications and shall send to the Secretary of the Society a list of pending applicants to be circulated for comment to the membership no less than four times per year.
- C. The Chapter will act upon applications for Chapter membership by mailing a list of qualified applicants to the entire membership at least four times annually or by publishing this list on a monthly basis in the American College of Radiology Bulletin. Applicants who have not generated adverse comment submitted in writing to the Chapter Secretary within 90 days of the mailing shall be accepted as members of the Chapter. Those generating adverse comment will be nominated for membership at any regular or special meeting of the Chapter, and may, by secret ballot, be elected to membership by a two-thirds majority of those present.
- D. If an applicant is refused membership and requests within 60 days of the refusal a hearing on the denial of the application, the hearing shall be conducted in accordance with the procedures outlined in Article IX of these Bylaws, including a possible report on the action to the National Practitioner Data Bank if the membership denial is based on reasons relating to professional competence or conduct that affects patient health or welfare.

- E. When a member in good standing transfers from this Chapter ("old Chapter") to a Chapter in another state ("the new Chapter"), the old Chapter, after receiving notification from the American College of Radiology of the change, should send to the American College of Radiology a notice of the member's good standing in the Chapter and his or her original application within a reasonable time, not to exceed six weeks, of receipt by the secretary of the request.
- F. When a member in good standing of another Chapter transfers to this Chapter, the American College of Radiology sends the member's file to this Chapter. The secretary of the new Chapter shall notify the new member in writing when the transfer process has been completed. Chapter dues shall be assessed on a pro-rata basis for the year in which the transfer occurs.
- G. Members shall seek retired or temporarily inactive membership status by written request, which may be granted by the Executive Committee.

### **Section 3.**

There shall be one regular meeting of the Chapter, called the Annual Meeting, in May of each year, or at such time selected by the Board of Directors. Other meetings may be held at times designated by the Board of Directors, provided the members receive written notice of such meeting, 30 days prior to the date of the meeting.

## **ARTICLE V - THE BOARD OF DIRECTORS**

### **Section 1**

The Board of Directors shall be composed of the officers, councilors and twelve additional members, elected by and from the membership of the Chapter.

### **Section 2.**

The Board of Directors shall hold at least two stated meetings each year; one in conjunction with the Annual meeting of the Society and another in the Fall at a time and place designated by the President of the Chapter. The Board of Directors shall select the place and date of the Annual Meeting of the Chapter in advance to permit proper meeting accommodations.

### **Section 3.**

It shall be responsible for conducting the affairs and establishing policy for the Chapter. It shall act as custodian of all property of the Chapter. All actions requiring Bylaws changes, dues increases, assessments and budgetary determinations are subject to ratification by the membership.

### **Section 4.**

At the fall meeting of the Board of Directors, the President shall nominate to the Board and the Board of Directors shall elect a member to serve as a Delegate and another member to serve as an Alternate Delegate representing the Chapter in the House of Delegates of the Pennsylvania Medical Society for a term of one year, such term to begin January 1 of the following year.

### **Section 5.**

If a member of the Board of Directors should be elected to two offices simultaneously, such as President and Councilor or Editor and Councilor, he or she shall not be permitted to exercise two votes on the Board of Directors but shall be limited to a single vote.

#### **Section 6.**

The President, or the Board, may invite others to the Board of Directors meetings as non-voting participants.

#### **Section 7.**

There shall be elected annually to the Board of Directors four members of the Chapter who shall each serve for three years. The overall composition of the Board should be as follows: Three members from the Philadelphia Roentgen Ray Society, three members from the Pittsburgh Roentgen Society and six members from the General Membership at least three of which shall be from the remainder of the state not affiliated with the Regional Societies specified above. The remaining three members shall be representative of the General Membership without strict regard to a suitable candidate's regional affiliation within the state. A member shall be elected annually by the Resident and Fellow Section for a term of one year. The nominations shall be binding upon the Chapter membership and not subject to replacement by nominations from the floor at any meeting of the Chapter, except for the representatives of the General Membership. Members shall be nominated by the Nominating Committee of the Chapter and elected by the General Membership at the Annual Meeting in accordance with Article XVI, Section 2.

### **ARTICLE VI - OFFICERS**

#### **Section 1.**

The officers of this Chapter shall be President, President-Elect, First Vice-President, Second Vice-President, Secretary, Treasurer, Editor and Senior Councilor, and they shall serve a period of one year or until their successors are duly elected. They shall be elected as set forth in Article XVI.

#### **Section 2.**

The President shall be the presiding officer of the Chapter and perform all of the duties which custom and parliamentary practice associate with the office of President. He shall be a member ex-officio of all committees except the Nominating Committee. He shall act as Chairman of the Board of Directors, the Executive Committee and Committee on Finance.

The President shall appoint members to and designate Chairman of all Standing and Ad Hoc Committees identified in Article XII of the Bylaws, except the Committee on Finance and the Nominating Committee, the membership of which shall be composed as set forth in Article XIII, sections 5 and 7, respectively.

#### **Section 3.**

In the temporary absence or inability of the President to carry out his duties, the President-Elect shall assume the duties of President. In the event of the President-Elect's absence or inability, the duties shall be assumed in the following order of succession: First Vice-President, Second Vice-President, Senior Councilor and thereafter the Councilor with the longest tenure.

#### **Section 4.**

The Secretary shall record and preserve the minutes of the proceedings of the meetings of the Society, the Executive Committee and the Board of Directors; he shall notify all members of the Chapter of their elections and appointments and of the time and place of any special meetings. He shall be the official representative of the Chapter in correspondence relating to Chapter business. He shall be responsible for notifying the President of deaths in the Membership and reporting same via the Bulletin and at the next regular meeting.

He shall keep a copy of Bylaws current with all amendments duly approved by the membership until the next printing of this instrument.

He shall be responsible for maintaining the official record of the Chapter membership and shall promptly notify the American College of Radiology of all changes in membership.

He shall be a member of the Archives, Bylaws, Financial and Executive Committees and of the Board of Directors. The term shall be one year and his total consecutive tenure shall not exceed three years.

#### **Section 5.**

The Treasurer shall receive all monies due the Chapter and shall disburse those monies as needed to satisfy the Chapter functions. All disbursements shall be ratified by the Board of Directors at their semi-annual meetings. He shall notify each member of Chapter dues. He shall make a report of Chapter funds at each meeting of the Board of Directors and at each Annual Meeting of the Chapter. He shall prepare an Annual budget, on a fiscal year basis, and report the proposed budget to the Board of Directors for approval at the annual meeting. He shall be a member of the Committee on Finance. The term shall be one year and his total consecutive tenure shall not exceed three years.

No part of the funds or assets of the Chapter shall inure to the benefit of any member of this Chapter, nor shall any part of the assets or funds of the Chapter be contributed to any private, personal, or selfish purpose. No part of the assets or income shall be given to or inure to the benefit of any person, corporation, or organization not tax exempt under Sub-Title A of the Internal Revenue Code of the United States. This shall also be true of the assets of the Chapter in the event of its dissolution.

#### **Section 6.**

The Editor shall edit and manage the affairs of the "Bulletin" of the Society and all other publications of the Society. In the absence of the Secretary, the Editor shall act as Secretary of the Executive Committee and/or the Board of Directors. The Editor shall serve as chairman of the Publications Committee and be a member of the Archives Committee. The term shall be one year, and the total consecutive tenure shall not exceed three years.

#### **Section 7.**

There shall be Councilors selected by the membership of the Philadelphia Roentgen Ray Society and by the membership of the Pittsburgh Roentgen Society and by the General Membership. The selection of the Councilors from each Regional Society shall be binding upon the State Chapter and not subject to replacement by nomination from the floor at any meeting. The Councilors not representing the Regional Societies shall be elected by the General Membership at the Annual Meeting. The number of Councilors to be elected by each Regional Society shall not be less than three each, and not less than three shall be elected by the General Membership from the remainder of the state not affiliated with the Regional

Societies specified above. Any additional Councilor representatives afforded the Chapter by the American College of Radiology will be elected from the General Membership without strict regard to a suitable candidate's regional affiliation within the state. The Councilors not elected by the Regional Societies shall be filled by nominations from the Nominating Committee of the Chapter and elected by the General Membership at the Annual Meeting.

A coordinator, preferably the Councilor of longest tenure, shall be chosen by the President to serve as liaison officer between the Councilors and to provide a condensed report of meetings of the Council of the American College of Radiology to the Board of Directors. This does not preclude or preempt individual activities of the remaining Councilors as listed below.

The term of office of all Councilors shall conform to the requirements of the American College of Radiology. The duties of each Councilor shall be:

1. To attend the meetings of the Chapter and of the American College of Radiology; to become familiar with the activities and problems at the local and national levels; to act as liaison between the Chapter and the American College of Radiology; and to interpret each to the other.
2. To participate actively in the meetings of the Chapter and of the American College of Radiology; to contribute to both with ideas, guidance, and advice; and to stimulate the preparation of Chapter resolutions for presentation to the Council.
3. To serve as a representative of the American College of Radiology and in such capacity to be called upon by the:
  - A. Officers of the College:
    1. To transmit communications from the College to the Executive Committee and the Board of Directors of the Chapter;
    2. To confirm the retirement of fellows or members applying for a retired status in the College;
    3. To help to evaluate charges against a radiologist of irregularities in ethical and contractual matters in his area;
    4. To assist with surveys and inspections undertaken by the College, notably, the inspection of radiologic technologist training schools;
    5. To submit to the College, when requested, reports concerning legislative, social, economic, educational, and other important matters affecting radiology in his area.
  - B. Radiologists in the area of representation:
    1. To advise and assist in matters of radiologic ethics and economics;
    2. To act, when requested, as the intermediary of the individual radiologist in dealings with the College.
  - C. Radiologists outside of the area of representation concerning the area.
  - D. Physicians and others who are not radiologists for information about and interpretation of radiological affairs.
4. To assist preceptors of radiology in the area of representation with the teaching of medical ethics and economics.

## **Section 8.**

There shall be Alternate Councilors who shall not be considered officers of the Chapter, but who shall be elected in precisely the same manner as the Councilors at the Annual Meeting of the Chapter. The term of office of an Alternate Councilor shall conform to the requirements of the American College of Radiology. The Alternate Councilor shall be elected for 1 year; alternates shall be eligible to succeed themselves. The Alternate Councilors may attend meetings of the Board of Directors but shall be

privileged to vote at meetings of the Executive Committee and Board of Directors only when they are acting in the absence of a Councilor.

The duties of the Alternate Councilor shall be: to help the Councilor in the performance of duties and with prior approval of the Executive Committee attend at least one meeting of the American College of Radiology during his tenure. The Alternate Councilor shall be prepared to act for the Councilor when necessary. In the permanent absence or inability of the Councilor to perform duties of the office, the Alternative Councilor shall assume the office of Councilor until the next annual meeting of the Chapter.

## **ARTICLE VII - THE EXECUTIVE COMMITTEE**

### **Section 1.**

The Executive Committee shall be composed of the President, Immediate Past-President, President Elect, First Vice-President, Second Vice-President, Secretary, Treasurer, Editor, and Senior Councilor.

The Executive Committee shall be responsible for all business of the Chapter between the meetings of the Board of Directors and may authorize expenditures not to exceed a sum set on an annual basis by the Board of Directors at the annual meeting of the Society. The Executive Committee may initiate, receive, and evaluate special project suggestions, and formulate such recommendations for projects to the Board of Directors. This Committee shall act for the Chapter between regular meetings of the Board and shall perform any other such duties specified in these Bylaws.

## **ARTICLE VIII - COMMITTEE ON JUDICIAL AFFAIRS**

The Committee shall investigate any charge of misconduct or breach of the Code of Ethics by any member or applicant for membership, provided the evidence to initiate such an investigation is presented to it in writing. It shall transmit its findings and recommendations in accordance with Article IX.

The Committee on Judicial Affairs shall be composed of the three most recent past Presidents. The member longest in service upon said Board shall be chairman thereof.

This Committee will review criteria established by governmental or professional bodies and programs as they pertain to peer review and shall bring such information as it deems pertinent to the attention of the Society.

## **ARTICLE IX - DISCIPLINARY ACTION AND APPEAL**

1. The Executive Committee may censure, suspend, or expel any member of the Chapter for violations of its rules, regulations or principles including failure to pay dues or assessments, Bylaws violations or not conforming to the Chapter's Principles of Ethics. Any action will be in accordance with the procedures outlined below.
2. Disciplinary questions related to such violations shall be initially referred, in writing, to the President of the Chapter. The matter shall be referred to the Chapter's Committee on Judicial Affairs, which shall investigate the merits of the charges. On the basis of the findings of this

investigation, the Committee on Judicial Affairs shall recommend to the President either that disciplinary action be taken or that no such action be taken. If the Committee on Judicial Affairs decides that disciplinary action should be taken, its recommendation shall be submitted to the President in writing. The President shall then refer the recommendation to the Executive Committee for its approval.

3. If disciplinary action is recommended by the Executive Committee, the member shall be notified in writing that a professional review action may be taken against him or her and the reasons for the proposed action. The member shall be informed that he or she has the right to request a hearing on the proposed action at any time within 60 calendar days. The member shall be provided with a written summary of his or her rights during the hearing. A member who does not request a hearing within the 60 day period waives the right to such a hearing and shall be deemed to have accepted the recommendation of the Executive Committee. See Section 13 of this Article.
4. If the member requests a hearing on a timely basis, the President of the Chapter must give him or her written notice of the time, place and date of the hearing. The hearing shall take place no earlier than 30 calendar days after the date the request has been received. Postponements and extensions of the hearing date may be granted by the hearing officer, arbitrator or panel on showing of good cause. The notice of the hearing shall include the names of witnesses who are expected to testify.
5. The hearing shall be held before an arbitrator mutually acceptable to the physician and the Chapter, a hearing officer appointed by the Chapter who is not in direct economic competition with the member involved, or a panel of three active members of the Chapter appointed by its Executive Committee who are not in direct economic competition with the member involved. The right to a hearing may be forfeited if the member fails to appear without good cause, and the member shall be deemed to have accepted the disciplinary action involved. See Section 13 of this Article.
6. During the hearing, the member has the right to be represented by an attorney or other person of his or her choice; the right to have a record made of the proceedings, copies of which may be obtained by the physician on payment of any reasonable charges associated with its preparation; the right to call, examine, and cross-examine witnesses; the right to present evidence determined to be relevant by the arbitrator, hearing officer, or panel, regardless of its admissibility in a court of law; and the right to submit a written statement at the close of the hearing.
7. Evidence at the hearing should be presented first by the Chapter Executive Committee and then by the member. The Executive Committee may then introduce evidence to rebut the member's evidence but may not introduce evidence or issues not previously raised either by the committee or by the member. The complainant shall be entitled to attend the hearing and may be required to testify. Judicial rules of evidence and procedure relating to the conduct of the hearing, the examination of witnesses, and the presentation of evidence shall not apply to a hearing conducted under the terms of these bylaws. The Executive Committee shall bear the burden of persuading the hearing officer or panel by a preponderance of the evidence that the action or recommendation is reasonable and warranted.
8. At the end of the hearing, the recommendation of the arbitrator, hearing officer, or panel shall be forwarded to the Chapter Executive Committee for ratification. The member has a right to receive this recommendation in writing.
9. Ratification of disciplinary action against any member of the Chapter shall require the affirmative vote of no fewer than three-fourths of the membership of the Executive Committee present at the meeting when the action is taken. On ratification by the Executive Committee, the disciplinary action shall be promptly reported to the Judiciary Committee of the American College of Radiology by the secretary of the Chapter. Members against whom disciplinary actions are taken by the Chapter have a right to receive written decision including the basis for the decision. They also have the right to appeal the decision to the Judiciary Committee of the College.

10. A member who does not issue an appeal to the College within 30 days of the Chapter's decision shall be deemed to have waived the right of appeal and shall be deemed to have accepted the decision of the Chapter. See Section 13 of this Article.
11. Before the College's Judiciary Committee hears an appeal, it shall notify, by registered or certified mail, the member in question no fewer than 30 calendar days before its meeting that the member may then appear in person or be represented by an attorney or other person of his or her choice to present any arguments that the member believes will show that the disciplinary actions should be reversed. If the member fails to appear or send his or her representative to the appeal hearing, then a final report of the Chapter's decision shall be sent to the member and forwarded to the state medical board of licensing authority in accordance with federal regulations relating to the National Practitioner Data Bank.
12. If a majority of the Judiciary Committee of the College determines that the disciplinary action taken by the Chapter against one of its members is supported by the evidence and is the result of fair procedures that are consistent with the Bylaws of the College and of the Chapter, the Judiciary Committee of the College shall affirm the disciplinary action. If the Judiciary Committee reverses the disciplinary action, the matter will be dismissed. The decision of the Judiciary Committee of the College shall be final. See Section 13 of this Article.
13. If the disciplinary action taken by the Chapter or the College Judiciary Committee is based on professional conduct or competence that affects or could affect patient health or welfare, the final decision shall be reported to the National Practitioner Data Bank within 15 days, in accordance with federal regulations. Such disciplinary action will also result in loss of membership in the Chapter.

## **ARTICLE X - RESPONSIBILITIES AND VACANCIES**

### **Section 1.**

Any action of the Executive Committee, the Board of Directors, or the Committee on Judicial Affairs may be called for review at the time of a regularly scheduled business meeting of the Chapter.

### **Section 2.**

Vacancies occurring in any office shall be filled by action of the Executive Committee. Such appointment shall be for the unexpired term. The order of succession shall be as described in Article VI, Section 3. This action does not preclude his or her nomination for the office at the Annual Meeting.

## **ARTICLE XI - CODE OF ETHICS**

### **Section 1.**

The Code of Ethics of the Pennsylvania Radiological Society is intended to aid radiologists, radiation oncologists and physicians individually and collectively in maintaining a high level of ethical conduct. The Code is not a set of laws but rather standards by which radiologists, radiation oncologists and physicians may determine the propriety of conduct in their relationship with patients, with the public, with colleagues, and with members of allied professions.

### **Section 2. Principles of Ethics.**

The Principles of Ethics form the first part of the Code of Ethics of the Pennsylvania Radiological Society. They are aspirational and inspirational model standards of exemplary professional conduct for all members of the Pennsylvania Radiological Society. They serve as goals for which members should constantly strive. The Principles of Ethics are not enforceable by disciplinary action against a member of the Chapter.

1. The principal objective of the medical profession is to render service to people with full respect for human dignity. Radiologists, radiation oncologists and physicians should merit the confidence of patients entrusted to their care, rendering to each a full measure of service and devotion.
2. Radiologists, radiation oncologists and physicians should strive continually to improve medical knowledge and skill, and should make available to their patients and colleagues the benefits of their professional attainments.
3. The medical profession should safeguard the public and itself against physicians deficient in moral character or professional competence. Radiologists, radiation oncologists and physicians should uphold all laws, uphold the dignity and honor of the profession and accept its self-imposed discipline. They should expose, without hesitation, illegal or unethical conduct of fellow members of the profession.
4. The honored ideals of the medical profession imply that responsibilities of radiologists, radiation oncologists and physicians extend to society in general as well as their patients. These responsibilities include the interest and participation in activities which improve the health and well-being of the individual and the community.
5. They may not reveal confidences entrusted to them in the course of medical attendance, or deficiencies they may observe in the character of patients, unless they are required to do so by law or unless it becomes necessary to protect the welfare of the individual or of the community.
6. Rendering of a service should be governed by what is in the best interest of the patient. The decision to render this service to the patient is a matter of individual choice.

### **Section 3. Rules of Ethics.**

The Rules of Ethics form the second part of the Code of Ethics of the Pennsylvania Radiological Society. They are mandatory and directive of specific minimal standards of professional conduct for all members of the Pennsylvania Radiological Society. The Rules of Ethics are enforceable by disciplinary action against a member of the Society.

1. It is proper for a diagnostic radiologist to provide a consultative opinion on radiographs and other images regardless of their origin. A diagnostic radiologist should regularly interpret radiographs and other images only when the radiologist reasonably participates in the quality of medical imaging, utilization review and matters of policy which affect the quality of patient care.
2. It is proper for a radiation oncologist to provide a consultative opinion in the management of cancer and other disorders treated with radiation. A radiation oncologist should regularly treat patients in settings only where the radiation oncologist reasonably participates in the quality of patient management, utilization review and matters of policy which affect the quality of patient care.
3. A radiologist should not participate in a billing arrangement which misleads patients or third-party payors concerning the fees charged by the radiologist.
4. Prior to practicing in a hospital, a radiologist shall apply, and be accepted, as a member of the hospital medical staff in accordance with the medical staff's bylaws and in the same manner as all other physicians.
5. Radiologists shall not divide fees either directly or by any subterfuge.

## **ARTICLE XII - COMMISSIONS AND COMMITTEES**

### **Section 1.**

All Commissions and standing committees shall be created by the Board of Directors or by action of the Chapter. Except for the Nominating Committee, the Executive Committee, and the Committee on Judicial Affairs, they shall be appointed by the President and each shall be composed of eligible members representing all three areas of the state where feasible. Position papers developed by Committees will be ratified at the next Board meeting.

### **Section 2.**

Commissions and Standing Committees shall be named as follows:

#### Commissions on Administrative Affairs

1. Archives Committee
2. Bylaws Committee
3. Councilor and College Affairs
4. Fellowship Committee
5. Committee on Finance
6. Membership Committee
7. Nominating Committee
8. Publications Committee

#### Commission on Medical Insurance

1. Committee on Radiological Practice and Management

#### Commission on Public and Professional Relations

1. Committee on Public Relations
2. Committee on Professional and Hospital Relationships
3. Committee on Legislative Affairs
4. Representatives to Pennsylvania Medical Society
  - a. House of Delegates
  - b. Interspecialty Committee
  - c. Radiology Advisory Committee
  - d. Pennsylvania Medical Care Foundation

#### Commission on Radiologic Units, Standards, and Protection

1. Committee on Radiation Physics
2. Committee on Units, Standards and Protection
3. Committee Environmental Radiology

#### Commission on Science of Radiology and Education

1. Diagnostic Radiology Committee
2. Radiation Oncology Committee
3. Nuclear Radiology Committee
4. Committee on Ultrasonography and Miscellaneous Medical Applications of Radiation
5. Magnetic Resonance Committee
6. Angiography-Interventional Radiology Committee
7. Education Committee
  - a. Annual Meeting Program Sub-committee
  - b. Annual Meeting Exhibits Sub-committee
8. Resident Liaison Committee
9. Technology Affairs Committee
10. Annual Oration Committee
11. Mammography Committee
12. Chairman Reports

### **Section 3.**

Ad Hoc Committees with specific assignments will be appointed by the President. These committees become inactive when their assignments are completed or by order of the President.

## **ARTICLE XIII - DUTIES OF COMMITTEES**

### **Section 1 - Archives Committee.**

The Chairman of this Committee shall be known as the Archivist. Members of this Committee shall include the Secretary and the Editor in addition to other appointed members.

This Committee shall establish a repository for records, photographs, objects and other memorabilia of historical value pertaining to this Society. The Archivist may provide space for library collections and arrange for official photographs of officers and of special events for the permanent record to be made at the Annual Meeting.

### **Section 2 - Bylaws Committee.**

It shall be the duty of this Committee to prepare and present to the membership all changes in the Bylaws for Chapter approval.

### **Section 3 - Councilor and College Affairs Committee.**

This Committee shall be composed of the Councilors, the President and the Secretary, and shall act as liaison between the Board of Directors and the American College of Radiology in matters requiring consultation by either the Officers or the Councilors.

### **Section 4 - Fellowship Committee.**

- a. Purpose: To select candidates among the membership of the Chapter for nomination to the Honorary Degree of Fellowship in the American College of Radiology.

- b. Composition: Nine members, all Fellows of the American College of Radiology and active members of the Pennsylvania Radiological Society, to include a chairperson, the chairs of the Fellowship Committees of the Philadelphia Roentgen Ray and the Pittsburgh Roentgen Societies, representatives of the Eastern, Central and Western parts of Pennsylvania, and of various imaging and oncologic subspecialties.
- c. Duties: The members must be familiar with the qualifications stipulated by the American College of Radiology, identify potential interested nominees, and assist them in completion of the nomination dossiers.
- d. Operation: The slate of selected nominees is to be presented to the Board of Directors during the Annual Meeting in May, with the Committee's recommendations. All nominations approved by the Board of Directors are then to be transmitted to the American College of Radiology with the Chapter's endorsement, prior to the American College of Radiology's deadline.

#### **Section 5 - Committee on Finance.**

The Committee on Finance shall be composed of the members of the Executive Committee. The President shall be the chairman thereof.

This Committee shall meet a minimum of two times yearly at, or prior to, the stated meetings of the Board of Directors and the Executive Committee, and render reports to the Board of Directors and to the Executive Committee, of its deliberations. The President shall report to the Board of Directors as spokesman of the Committee on Finance.

Its duties shall be as follows:

- 1. To assist the Treasurer in establishing the budget;
- 2. To recommend a reserve fund limit each year;
- 3. To recommend the imposition of dues and "Special Assessments."

#### **Section 6 - Membership Committee.**

It shall be the duty of this Committee to seek out and invite qualified persons to become members of the Chapter. It shall furnish application forms through the Secretary, assist in securing responsible sponsors, and serve as host for personal introduction to the membership at the Annual Meeting at which they are presented. It shall refer any application for membership requiring adjudication to the Board of Directors.

#### **Section 7 - Nominating Committee.**

The Nominating Committee shall consist of the three most recent living Past Presidents, the longest tenure on the Committee being designated as Chairman, and three members elected by the Society who are not members of the Board of Directors. The three elected members must represent the Regional Societies and the General Membership.

This Committee shall present a slate of candidates for all elective offices including the Secretary, Treasurer and Editor in accordance with Article XVI, Section 2.

#### **Section 8 - Publications Committee.**

The duties of this Committee shall be to inform the Editor of all news, professional, organizational, personal, or otherwise, which would be of interest to the membership of the Chapter, for dissemination through the medium of the Editor's choice.

### **Section 9 - Committee on Radiological Practice & Management.**

This Committee shall keep abreast of new developments in these insurance fields as they concern the practice of radiology and shall deal with problems involving radiology and insurance in keeping with the wishes of the Board of Directors and the Chapter. Among the members of this committee shall be the Chapter's representatives to the Professional Advisory Council of Pennsylvania Blue Shield, to the Medicare Professional Advisory Committee and to the Medical Assistance Advisory Committee to the Department of Public Welfare.

### **Section 10 - Committee on Public Relations.**

The duties of the Committee on Public Relations shall be to promote the understanding, good will and cooperation of the official and unofficial health agencies and the public at large with radiology and the medical profession, in order to provide the best possible radiologic service to the community. It shall assist the public in recognizing good radiologic service by keeping it correctly informed of the advancements in this field. It shall stimulate interest of members of the Society in becoming leaders in their communities in public health movements which have radiologic aspects. It shall recommend and direct projects for the accomplishment of these ends. It shall distribute News Releases to the news media pertaining to our Annual Meeting. It shall be guided by advice from the American College of Radiology.

### **Section 11 - Committee on Professional and Hospital Relationships.**

This Committee shall be charged with the duty of assisting members of the Chapter in developing arrangements for proper practice of radiology in accordance with the "Code of Ethics" of the American College of Radiology. It shall have referred to it all matters pertaining to standards in radiologic practice. In association with the Councilors of the Chapter it shall have the power to express policy of the Chapter in matters which relate to contractual relationships. It shall report to the Board of Directors on all matters referred for opinion or review. It shall investigate all contested Membership and Fellowship applications sent from the Membership and Fellowship Committees.

### **Section 12 - Committee on Legislative Affairs.**

This Committee shall keep informed of local, state and federal legislative considerations and enactments that could affect the practice of radiology and shall actively attempt to influence legislators in the best interests of the public, of medicine in general.

### **Section 13 - Representative to the Pennsylvania Medical Society.**

- a. House of Delegates. A single representative shall be elected by the Board of Directors to represent the Society in the House of Delegates and the Interspecialty Section, as indicated in Article V, Section 4. The President or any one of his/her designees can sit with or in place of the representative at the Interspecialty Section. One or more alternate delegates shall be elected by the Board of Directors also. The Delegate or the Alternate(s) shall coordinate activities with the President and shall be generally instructed by the President as to actions. A Delegate of the Alternate(s) shall report to the Board of Directors.

### **Section 14 - Committee on Radiation Physics.**

This Committee shall keep the members advised as to new developments or recommendations in the practical application of radiation physics.

### **Section 15 - Committee on Units, Standards and Protection.**

It shall be the duty of this Committee to advise the membership, through the Directors and the Editor, of new developments in radiation protection, provide recommendations, and interpret legislation pertaining thereto. When so designated by the President, it shall represent the radiologists of the state in an advisory capacity to the Public Health authorities who are responsible for radiological health in the Commonwealth.

### **Section 16 - Environmental Radiology.**

This Committee shall monitor developments in low level waste, radon, BRC, environmental contamination and cleanup and its original function of radiation emergencies. It shall also monitor regulations and laws dealing with environmental radiation and advise the commission on legislation.

### **Section 17 - Diagnostic Radiology Committee.**

This Committee shall bring to the attention of the Society important new developments in diagnostic radiology in conjunction with the Education Committee (and its subcommittees) and with the Editor. It shall be a source of information regarding diagnostic radiology to other medical societies and to local or state governmental bodies or programs. It shall act as a consultant with respect to practice standards of diagnostic radiology.

### **Section 18 - Radiation Oncology Committee.**

It shall be the duty of the Radiation Oncology Committee to serve as sources of information with regards to radiation therapy to the Society, other medical societies of the Commonwealth of Pennsylvania, regional medical programs, other government programs involving radiation service, and to pursue other similar projects at the direction of the President. The Committee shall monitor the activities with regards to radiation oncology in the Commonwealth of Pennsylvania, the activities of various governmental programs and regional medical programs. The Committee shall assist and advise members and committees of this Society pertaining to fee schedules and practice standards for radiation oncology. Where possible the Chairmanship and members of this Committee should be derived from the Society members of the Keystone Area Society of Radiation Oncologists (KASRO).

### **Section 19 - Nuclear Radiology Committee.**

It shall be the duty of the Nuclear Radiology Committee to serve as sources of information with regards to nuclear radiology to the Society, other medical societies of the Commonwealth of Pennsylvania, regional medical programs, other governmental programs involving nuclear radiology service, and to pursue other similar projects at the direction of the President. The Committee shall monitor the activities with regard to nuclear radiology in the Commonwealth of Pennsylvania, the activities of various governmental programs and regional medical programs. The Committee shall assist and advise members and committees of this Society pertaining to fee schedules and practice standards for nuclear radiology. Where possible the chairmanship and membership of this committee should be derived from the Society members of the Pennsylvania College of Nuclear Medicine (PCNM).

### **Section 20 - Committee on Ultrasonography and Miscellaneous Medical Applications of Radiation.**

This Committee shall bring to the attention of the Society important new developments in these fields in conjunction with the Education Committee (and its subcommittees) and with the Editor. It shall be a source of information with respect to these fields, to other medical societies and to local or state

governmental bodies or programs. It shall act as a consultant with regard to practice standards in these fields.

### **Section 21 - Magnetic Resonance Committee.**

This Committee shall bring to the attention of the Society important new developments in magnetic resonance imaging in conjunction with the Education Committee (and its subcommittees) and with the Editor. It shall be a source of information with respect to magnetic resonance to other medical societies as well as to local and state governmental bodies or programs. It shall act as a consultant with regard to practice standards for magnetic resonance imaging.

### **Section 22 - Angiography-Interventional Radiology Committee.**

This Committee shall bring to the attention of the Society important new developments in Angiography and Interventional Radiology in conjunction with the Education Committee (and its subcommittees) and with the Editor. It shall be a source of information with respect to Angiography and Interventional Radiology and to other Medical Societies as well as to local and state governmental bodies and programs. It shall act as a consultant with regard to practice standards for Angiography and Interventional Radiology.

### **Section 23 - Education Committee.**

The Education Committee is charged with implementing all the educational programs of the Society, with initiating and monitoring education activities, and with maintaining quality standards of the programs consistent with continuing approval of Category I accreditation as formulated by the American Medical Association. This Committee shall keep the membership informed of requirements promulgated by government or by official medical organizations with respect to continued recognition as a specialist in radiology or the maintenance of licensure. It shall seek to provide opportunities to fulfill these requirements by recommendation of or initiation of qualifying courses or activities.

Members shall, where possible, serve for three consecutive years, with one-third of the members to be replaced each year. A Chairman and Vice-Chairman shall be appointed annually. The Chairman may be re-appointed for two additional annual terms. The Chairman should have a major interest in education.

There shall be two sub-committees of the Educational Committee, the Annual Meeting Program Committee and the Annual Meeting Exhibits Committee. Membership on these two sub-committees need not be restricted to members of the Education Committee proper.

- The Annual Meeting Program Committee shall be responsible for the preparation of the scientific sessions of the Annual Meeting in cooperation with the President, and subject to the approval of the Executive Committee and/or the Board of Directors. This Committee shall organize a scientific program that will stimulate the interest of the Society's membership and will further the educational aims expressed above, with particular attention toward meeting the requirements for maintaining the Society's eligibility for Category I accreditation.
- The Annual Meeting Exhibits Committee shall be responsible for stimulation of interest in, encouraging the preparation of, and arrangement and display of all exhibits at the Annual Meeting of the Society. It shall arrange for the delivery of the frames for exhibits and their safe return to the place of storage. It shall be responsible for assembly and dismantling of such exhibit frames that are the property of the Society, and shall recommend the repair and replacement of damaged or worn out exhibit instruments. It shall assume full responsibility for all exhibit awards and recognitions.

The Education Committee shall have an annual budget, to include accounting of fees received for educational programs and disbursements for educational activities, such as speakers' honoraria, printing and mailing, audiovisual expenses, and storage and transportation of the Society's equipment related to scientific exhibits.

The Chairman of the Educational Committee shall keep a record of all of the Society's educational activities in such detail as may be required for continued accreditation by the American Medical Association and the Pennsylvania Medical Society. This shall be submitted as a report to the Board of Directors and kept on file by the Secretary.

#### **Section 24 - Resident Liaison Committee.**

This Committee shall conduct a Resident's Workshop annually, alternating between the Pittsburgh and Philadelphia areas in which philosophical and practical aspects of practice of radiology with respect to economics, types of practice available (large hospital, small hospital, private office practice, armed services and other governmental agencies) and the advantages and disadvantages of each are discussed. The desirability of becoming active participants in radiologic organization when eligibility is attained should be stressed, particularly in our Society. The membership category of Member in Training can be explained.

#### **Section 25 - Technology Affairs Committee.**

This Committee shall assist organizations and individuals in projects and programs undertaken to advance radiologic technology, after such have been approved by the Executive Committee or the Board of Directors. Two members of the Pennsylvania Society of Radiologic Technologists may be appointed to this Committee by the President as Liaison Representatives.

#### **Section 26 - Annual Oration Committee.**

The President shall appoint an Annual Oration Committee of three members, one of whom shall be the President-Elect and he shall be the Chairman. This Committee shall select a member or past member of the Society to be honored by having the Annual Oration dedicated to him. This Committee shall present its selection to the Board of Directors at the Annual Meeting of the Society in May for the Board's approval. If the Board fails to approve the selectee, it shall be the duty of the Board to select the member to be honored. The Annual Oration may be a part of the scientific program of the Annual Meeting of the Society. The honored member need not necessarily be living at the time of his selection. Qualities of leadership, eminence in teaching or research in radiology or contributions to the development of this Society are among the factors to be considered in the selection of the honoree.

#### **Section 27 - Mammography Committee.**

It shall be the duty of this Committee to bring to the attention of the Chapter any new developments in the field of mammography as well as investigate new legislative requirements.

#### **Section 28 - Chairman Reports.**

It shall be the duty of the Chairman of each Commission and Committee to prepare a written report of its activities through the year for presentation to the Board of Directors at the meeting which precedes the Annual Meeting. He shall present the Secretary with a copy of this report two weeks before the Annual meeting for distribution to all members of the Board of Directors for review prior to the meeting of this Board and shall reserve a copy to be presented to the newly appointed Chairman of his Commission or

Committee along with all helpful information not included in the report.

## **ARTICLE XIV - SPECIAL SECTION OF RESIDENTS & FELLOWS**

### **Section 1 - Resident and Fellow Section.**

Membership in this section shall include Residents and Fellows in Radiology in an approved training program in the Commonwealth of Pennsylvania. This section shall elect from among its members a governing council consisting of a Chairman, Vice-Chairman, Secretary, and seven members-at-large. Each standing committee of the Society shall include, whenever possible, a member of this section who will have full committee voting rights. This section shall also be entitled to a voting representative on the Chapter's Board of Directors. This section shall hold an Annual Meeting to coincide in time and place with the Society's Annual Meeting. An interim meeting of its governing council shall be held to coincide in time and place with the interim meeting of the Chapter's Board of Directors.

## **ARTICLE XV - DUES AND FEES**

### **Section 1.**

All Active Members, Associate Members, Members in Training and Members in Training in Physics, Members in Physics, Associate Members in Physics, and Associate Members in Allied Health Sciences shall be assessed annual dues in the amount necessary to conduct the affairs of the Chapter as prepared by the Board of Directors and approved by the members at the Annual Meeting. Honorary Members and Retired Members shall not be assessed dues or levied "Special Assessments." "Special Assessments" may be levied to meet unanticipated Chapter obligations and shall be made only on recommendation of the Board of Directors.

### **Section 2.**

Each member whose dues or assessments are unpaid by October 1st of the current year shall be notified by the Treasurer by certified mail of his dereliction. His failure to make payment to the Treasurer by October 15th shall constitute withdrawal from the Chapter and forfeiture of all his rights, title and interest in the Chapter. The American College of Radiology shall be notified, through the Secretary, of his withdrawal from the Chapter. Such a member shall retain the right of appeal as described in Article IX of these Bylaws.

### **Section 3.**

Any member whose membership in the Chapter has been terminated for nonpayment of dues or assessments, may apply for membership through the usual procedure for membership application in accordance with Article IV, Section 2.

### **Section 4.**

Following the completion of training, Introductory Members shall not be assessed dues during the remainder of the billing cycle in which they complete their training and for the next complete billing

cycle.

## **ARTICLE XVI - ELECTIONS, NOMINATIONS, QUORUM**

### **SECTION 1.**

The election of Officers and members of the Board of Directors shall occur at the Annual Meeting by the majority vote of ballots cast at the Annual Business Meeting of the Chapter. The nominee who receives a majority of votes cast shall be declared elected. In case no candidate receives a majority, a second ballot shall be taken on the two candidates receiving the greatest number of votes.

The Nominee for the office of First Vice-President shall rotate, if possible, in the following order of succession from:

1. the eligible membership representing the Philadelphia Roentgen Ray Society;
2. the eligible membership representing the General Membership; and
3. the eligible membership representing the Pittsburgh Roentgen Society.

Eligible members must designate one area of suffrage.

### **Section 2.**

In accordance with Article XIII, Section 7, of these Bylaws, the Nominating Committee shall present to the membership a slate consisting of names of members for the offices of President, President-Elect, First Vice-President, Second Vice-President, Secretary, Treasurer, Editor, Councilor(s) (as specified in Article VI, Section 7), Alternate Councilor(s) (as specified in Article VI, Section 8), four members of the Board of Directors (as specified in Article V, Section 7) who shall serve for three years, and three members of the Nominating Committee (as specified in Article XIII, Section 7). This shall not preclude other nominations from the membership except as specified in Article V, Section 7 and Article VII, Section 7.

### **Section 3.**

Fifteen or more members present at an Annual Business Meeting shall constitute a quorum for the transaction of business.

Ten Directors are required to constitute a quorum for the transaction of business at any official meeting of the Board of Directors.

Five members are required to constitute a quorum for the transaction of business at any official meeting of the Executive Committee.

## **ARTICLE XVII - MEETINGS**

### **Section 1.**

The following shall be the usual order of business at all regular business meetings of the Chapter.

1. Call to order
2. Reading and approval of minutes of the last meeting
3. Report of the Secretary
4. Report of the Treasurer
5. Report of the Editor
6. Report of the Board of Censors
7. Report of the Committee on Finance
8. Report of the Board of Directors
9. Report of other Committees
10. Report of Councilor
11. Report of Nominating Committee
12. Election of Officers
13. Communications
14. Unfinished Business
15. New Business
16. Adjournment

## **Section 2.**

Robert's Rules of Order shall be the authority governing all business meetings of the Chapter, unless otherwise provided in these bylaws

## **ARTICLE XVIII - AMENDMENTS**

A proposed amendment to these Bylaws shall be initiated by the Board of Directors or by a written submission to the Secretary signed by five members. The Secretary shall then refer the proposed amendment to the Chairman of the Bylaws Committee for the Committee's consideration and approval or disapproval. After at least thirty days notice to the membership the proposed amendment shall be presented at any Business Meeting of the Chapter by the Bylaws Committee with the committee's recommendation for approval or disapproval. Concurrence of two-thirds of the Members present shall be required for passage of the amendment.

## **ARTICLE XIX - MISCELLANEOUS**

### **Section 1.**

The seal of the Pennsylvania Radiological Society, a Chapter of the American College of Radiology, shall be as imprinted on the original set of Bylaws contained in the corporate records.

### **Section 2.**

All of the Bylaws of this Society previously adopted are hereby repealed and declared invalid.

## **ARTICLE XX - LIMITATION OF LIABILITY AND INDEMNIFICATION**

### **Section 1. Limitation of Liability.**

A director of the Society shall not be personally liable for monetary damages as such for any action taken, or any failure to take any action, occurring on or after January 27, 1987, unless: (i) the director has breached or failed to perform the duties of the office of director under the standards set forth in Title 42, Chapter 83, Section 8363 of the Pennsylvania Consolidated Statutes (the Directors' Liability Act) relating to the performance of a director's duties, and (ii) such breach or failure to perform constitutes self-dealing, willful misconduct or recklessness; provided, however, that such limitation of personal liability shall not apply to the responsibility or liability of a director pursuant to any criminal statute, or the liability of a director for the payment of taxes pursuant to local, state or federal law. If the Pennsylvania Consolidated Statutes hereafter are amended, or other applicable statutes enacted, authorizing the further elimination or limitation of the liability of directors of persons serving in similar capacities, then liability of a director of the Society, in addition to the limitation on personal liability provided herein, shall be limited to the fullest extent permitted by the amended Pennsylvania Consolidated Statutes or other applicable statute. No amendment or repeal of any provision of this Section shall alter, to the detriment of any director or former director, any limitation on his or her personal liability hereunder with respect to any action taken or omitted prior to the time of such amendment or repeal.

### **Section 2. Indemnification.**

**Section 2.1 Indemnification.** The Society shall indemnify any officer or director who was or is a party or is threatening to be made a party to or a subject of any threatened, pending, or completed action, suit or proceeding (collectively, a "Proceeding"), including actions by or in the right of the Society, whether civil, criminal, administrative or investigative, by reason of the fact that such officer or director is or was an officer or director of the Society, or is or was serving, while a director or officer of the Society, at the request of the Society, as a director or officer of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines, excise taxes, punitive damages and amounts paid in settlement (collectively, a "Liability") actually and reasonably incurred by such officer or director in connection with such Proceeding (and for which such officer or director is not otherwise reimbursed), unless the act or failure to act giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness; provided, however, that the Society shall not be required pursuant to this section to indemnify any such officer or director in connection with a Proceeding (or part thereof) instituted by such officer or director unless such proceeding (or part thereof) was authorized by the Board. If an officer or director is entitled to indemnification in respect of a portion, but not all, of any liability, the Society shall indemnify such officer or director to the extent of such portion.

**Section 2.2 Advancement of Expenses.** Expenses actually and reasonably incurred by an officer or director in defending a Proceeding shall be paid by the society in advance of the final disposition of such Proceeding upon receipt of an undertaking by or on behalf of such officer or director to repay such amount if it shall ultimately be determined that such officer or director is not entitled to be indemnified by the Society.

**Section 2.3 Other Rights.** The indemnification and advancement of expenses provided by this Section shall not be exclusive of any other right which the Society may have, as a matter of law, to indemnify any person and shall not be exclusive of any other rights to which persons seeking indemnification may be entitled under any statute, any insurance or other agreement, vote of the Board or members of the Society or otherwise, by action of the Board (notwithstanding the interest of members of the Board in the transaction) the Society may enter into agreements with officers and directors and others providing for

indemnification of such persons by the Society, either under the provisions of this Section or otherwise, and, in the event of any conflict between the provisions of this Section and the provisions of any such indemnification agreement, the provisions of such indemnification agreement shall prevail.

**Section 2.4 Insurance.** The Society shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Society, or is or was serving at the request of the Society as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against or incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the Society would have the power to indemnify such person against such liability under the provisions of these Bylaws or otherwise.

**Section 2.5 Security Fund; Indemnity Agreement.** By action of the Board (notwithstanding the interest of members of the Board in the transaction), the Society may create and fund a trust fund or fund of any nature, or otherwise secure or insure in any manner, its obligation to indemnify and advance expenses under the provisions of this Section or otherwise.

**Section 2.6 Modification.** The obligations of the Society to indemnify and to advance expenses to an officer or director under the provisions of this Section shall be in the nature of a contract between the Society and each such officer or director. Such obligations shall continue as to, and shall inure to the benefit of the heirs, executors and administrators of, any officer or director who has ceased to be a director or officer, with respect to any claim based upon an actual or alleged act or failure to act occurring prior to the time such person ceased to hold such office or position. No amendment or repeal of any provision of this Section, and no amendment or termination of any trust or other fund created pursuant to this Section, shall alter, to the detriment of such officer or director, the right of such person to indemnification or the advancement of expenses with respect to any claim based on an actual or alleged act or failure to act which took place prior to such amendment, repeal or termination.