

THE PENNSYLVANIA RADIOLOGICAL SOCIETY
A CHAPTER OF THE AMERICAN COLLEGE OF RADIOLOGY
(REVISED AND ADOPTED SEPT. 25, 2021)

ARTICLE I – NAME

The name of this organization shall be the Pennsylvania Radiological Society ("Society"). The Society shall also be recognized as the Pennsylvania Chapter of the American College of Radiology ("College").

ARTICLE II – MISSION STATEMENT

The purposes of the Society are those of the College: advancing the science of Radiology, improving radiologic service, safety, and care for the patient, studying the socioeconomic aspects of the practice of Radiology, and encouraging improved and continuing education for radiologists and allied professional fields.

ARTICLE III – AFFILIATION

The Society is an affiliate of the College. The Code of Ethics of the College, as published in the College's most recent bylaws, is hereby expressly adopted and incorporated herein as the "Principles of Ethics" of the Society.

ARTICLE IV – MEMBERSHIP

Section 1 – Classes of Membership

There shall be six (6) classes of members in the Society: (1) Active Members, (2) Associate Members, (3) Members-in-Training, (4) Retired or Inactive Members, (5) Associate Members in Allied Health Services, and (6) Honorary Members. An individual may belong to only one membership category.

1.1 Active Members. Active members shall:

- a. be physicians certified in a radiological discipline, including nuclear medicine, by the American Board of Radiology, the American Osteopathic Board of Radiology, the American Board of Nuclear Medicine, the Royal College of Physicians and Surgeons of Canada, or the Collège des Médecins du Québec, or be certified or be considered the equivalent of certified as physicists by the American Board of Radiology;
- b. be of high professional reputation;
- c. have the right to be appointed to commissions, committees, and task forces, and to hold office in the Society; and
- d. reside in, be engaged in the practice of Radiology in, and/or perform their principal duties in the Commonwealth of Pennsylvania.

1.2 Associate Members. Associate members shall:

- a. be physicians who are engaged in the practice of radiology, including nuclear medicine, who have completed an approved residency program in radiology, and who meet all the requirements of active membership except requirement (1)(a) of this Section 1, or be physicists engaged in the practice of medical physics, but not certified by the American Board of Radiology;
- b. not have the right to hold office in the Society or to serve as a Councilor;
- c. have the right to be appointed to commissions, committees, and task forces; and
- d. reside in, be engaged in the practice of Radiology in, and/or perform their principal duties in the Commonwealth of Pennsylvania.

1.3 Members-in-Training. Members-in-training 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 Society, except as specified in Article V;
- c. not be required to pay dues; and
- d. have the right to be appointed to commissions, committees, and task forces.

1.4 Retired or Inactive Members.

- a. **Retired members:**
 - i. shall be those active members and associate members who have fully retired from professional practice;
 - ii. shall not be required to pay dues and shall not have the right to vote or hold office within the Society;
 - iii. may be appointed to commissions, committees, and task forces at the discretion of the President; and
 - iv. may chair a commission, committee, or task force in the absence of an available active member at the discretion of the President and upon approval by the Executive Committee.
- b. **Temporarily inactive members:**
 - i. shall be those from the above categories of membership who, for reasons submitted in writing to and deemed acceptable by the Society's Executive Committee, are temporarily unable to continue their practice; and
 - ii. shall not have the right to vote or to hold commission, committee, or task force appointment and shall not be required to pay dues.
- c. **Inactive CARROS members:**
 - i. shall be those members and fellows of the Council of Affiliated Regional Radiation Oncology Services (CARROS) Chapter of the College, who, by their own choice, elect not to participate in the activities of the Society; and
 - ii. are liable for Society dues, reduced by the amount CARROS dues, and are counted for Councilor allocation purposes, but shall not have the right to vote, hold office in the Society, or hold commission, committee, or task force appointment.

1.5 Associate Members in Allied Health Services. Associate members in allied health services shall:

- a. possess a Doctorate in Biology, Biophysics, Chemistry, Engineering, or the equivalent; a Doctorate of Veterinary Medicine, Dental Medicine or Dental Surgery; or a minimum of a Master's Degree in a scientific field with at least four (4) 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 commissions, committees, and task forces and to vote on Society matters but not to hold elective office or represent the Society in the College; and
- c. reside in and/or perform their principal duties in the Commonwealth of Pennsylvania.

1.6 Honorary Members. Honorary members shall:

- a. be individuals who have made special contributions to the field of Radiology or possess special qualification in fields associated with Radiology, but who cannot fulfill the qualification for any other membership category; and
- b. not have the right to vote or hold elective office.

Election of individuals to Honorary Membership in this Society shall be by the members at the Annual Meeting upon recommendation of two (2) Active members in good standing, provided said recommendation has been approved by the Board of Directors.

Section 2 – Application for Membership

There are three pathways to membership in the Society:

- a. Apply and pay for College membership, at which time Society dues are also assessed and Society membership is conferred, unless a majority of the Executive Committee votes to refer concerns about an applicant to the College's Ethics Committee within thirty (30) days;

- b. Apply and pay for Society membership through the office of the Society's Executive Director, without becoming a member of the College, unless membership is denied within thirty (30) days by a majority vote of the Executive Committee; or
- c. Begin a training program, as described in Article IV, Section 1.4, in which case membership in the Society is conferred, unless membership is denied within thirty (30) days by a majority vote of the Executive Committee.

ARTICLE V – BOARD OF DIRECTORS

Section 1 - Composition

The Board of Directors shall be composed of the members of the Executive Committee, Councilors, and twelve (12) additional at-large members, elected by and from the membership of the Society. In addition to the twelve (12) at-large members, one (1) member-in-training shall be chosen by the Resident and Fellow Section to be a voting member of the Board of Directors for a term of one (1) year. Two (2) other members-in-training may also be chosen by the Resident and Fellow Section to attend the Board of Directors meeting as guests.

Section 2 – Powers and Duties

The Board of Directors shall employ its powers for the diligent promotion of the purposes of the Society and shall have authority and jurisdiction to conduct its business and affairs in accordance with applicable laws, its articles of incorporation, and these Bylaws.

Section 3 – Limitation on Voting Powers

If a member of the Board of Directors is elected to two (2) offices simultaneously, such as President and Councilor or Editor and Councilor, that individual shall not be permitted to exercise two (2) votes on the Board of Directors but shall be limited to a single vote.

Section 4 – Non-Voting Guests at Board of Director Meetings

Any officer or member of the Board of Directors may, with the President's approval, invite others to the Board of Directors meetings as non-voting guests.

Section 5 – Election of At-Large Members of the Board of Directors

The twelve (12) at-large members of the Board of Directors shall be nominated by the Nominating Committee and elected by the membership at the Annual Meeting. The at-large members shall serve for staggered 3-year terms so that four (4) at-large Board of Director positions shall be up for election each year.

Section 6 – Resignation or Removal of a Member of the Board of Directors

Any member of the Board of Directors may resign at any time by giving written notice to the Secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified in the letter of resignation and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

The Board of Directors may remove a member of the Board of Directors, if such member is declared of unsound mind by an order of a court of law, is convicted of a felony, takes an action deemed not to be in the best interests of the Society, or omits to take any action which a reasonable person with access to the same information would deem to have been in the best interests of the Society. Removal of a member of the Board of Directors under this Section shall require approval of a majority of members of the Board of Directors present, excluding the member under consideration.

If a member of the Board of Directors resigns or is removed before completion of their 3-year term, a replacement member to complete that term shall be nominated by the Nominating Committee and voted upon by the membership at the next Annual Meeting.

ARTICLE VI – OFFICERS AND EXECUTIVE COMMITTEE

Section 1 – Officers

The officers of the Society shall be President, President-Elect, First Vice-President, Second Vice-President, Secretary, Treasurer, Editor, and Senior Councilor, and they shall each serve a period of one (1) year or until their successors are duly elected. They shall be elected as set forth in Article XV.

Section 2 – President

The President shall be the presiding officer of the Society and perform all of the duties which custom and parliamentary practice associate with the office of President. The President shall be a member ex-officio of all committees except the Nominating Committee. The President shall act as Chair of the Board of Directors and the Executive Committee, and be a member of the Finance Committee. The President shall serve a maximum of one (1) elected term. Any time spent performing presidential duties in the event of a previous elected President's absence or incapacity shall not count against this one-term limit.

In accordance with Article XI, the President shall appoint members to and designate the Chair of all Commissions, Standing Committees, Ad Hoc Committees, and Task Forces, except the Finance Committee and the Nominating Committee, the membership of which shall be composed as set forth in Article XII, Sections 4 and 7, respectively, and the Judicial Affairs Committee, the membership of which shall be composed as set forth in Article VIII.

Section 3 – President-Elect and Order of Succession

In the temporary absence or incapacity of the President, the President-Elect shall assume the duties of President during such period of absence/incapacity. In the event of the President-Elect's absence or inability to carry out those duties, the duties shall be assumed in the following order of succession: First Vice-President, Second Vice-President, Senior Councilor, and thereafter the Councilor (other than the Senior Councilor) with the longest tenure at such time, including non-contiguous terms. In the event that two or more Councilors have equal tenure, tie-breakers shall be applied in the following order: longest tenure on the Board of Directors, longest tenure as a dues-paying member of the Society, and longest tenure as a dues-paying member of the College.

Section 4 – Secretary

The Secretary shall record and preserve the minutes of the proceedings of all meetings of the Society, the Executive Committee, and the Board of Directors. The Secretary or Secretary's designee shall notify all members of the Society of elections and appointments and of the time and place of any special meetings. The Secretary shall be the official representative of the Society in correspondence relating to Society business. The Secretary and/or the Secretary's designee shall be responsible for notifying the President of deaths in the membership and reporting same at the next regular meeting of the membership.

The Secretary or Secretary's designee shall keep a copy of the Society Bylaws current with all amendments duly approved by the membership until the next printing of this instrument.

The Secretary or Secretary's designee shall be responsible for maintaining the official record of the Society membership and shall promptly notify the College of all changes in membership.

The Secretary shall be a member of the Subcommittee on Archives, Councilor, and College Affairs Committee, and Executive Committee. The Secretary's total consecutive tenure shall not exceed three (3) years.

Section 5 – Treasurer

The Treasurer or Treasurer's designee shall receive all monies due the Society and shall disburse those monies necessary to operate the Society. All disbursements shall be ratified by the Board of Directors at their semi-annual meetings or at any interim special meeting. Depending on membership status, the College, Treasurer, or Treasurer's designee shall notify each member of Society dues. The Treasurer shall make a report of Society funds at each meeting of the Board of Directors and at each Annual Meeting of the Society. The Treasurer shall prepare or cause to be prepared an annual budget, on a fiscal year basis, and report the proposed budget to the Board of Directors for approval at the Annual Meeting. The Treasurer shall chair the Finance Committee and be a member of the Investment Committee and Executive Committee. The Treasurer's total consecutive tenure shall not exceed three (3) years.

Section 6 – Editor

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 a maximum of six (6) years.

Section 7 – Senior Councilor

A Senior Councilor shall be a Councilor chosen by the President to serve as liaison officer between the Councilors and the Board of Directors, to lead the Pennsylvania delegation at the College's Council meetings, and to provide a report of Council meetings to the Board of Directors. The Senior Councilor's term of office shall be one (1) year, beginning at the conclusion of the next annual meeting of the College.

Section 8 – The Executive Committee; Composition; Quorum; Resignation / Removal

The Executive Committee shall be composed of all the officers, plus the two most recent and available Past Presidents. The Executive Committee shall be responsible for all business of the Society between 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; initiate, receive, and evaluate special project suggestions, and formulate such recommendations for projects to the Board of Directors; and perform any other duties specified in these Bylaws, or as permitted by the Board of Directors.

Any Executive Committee member may resign their position at any time by giving written notice to the Secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified in the letter of resignation and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

The Executive Committee may remove a member from the Executive Committee if such member is declared of unsound mind by an order of a court of law, is convicted of a felony, takes an action deemed not to be in the best interests of the Society, or omits to take any action which a reasonable person with access to the same information would deem to have been in the best interests of the Society. Removal of a member shall require approval of at least seventy-five percent (75%) of the entire Executive Committee, excluding the member under consideration. Removal of a member from the Executive Committee shall also simultaneously result in that member's removal from the Board of Directors.

ARTICLE VII – COUNCILORS AND ALTERNATE COUNCILORS

Section 1 - Councilors

Councilors shall be nominated by the Nominating Committee of the Society, with consideration given to geographic and subspecialty diversification, and elected by the membership at the Annual Meeting in accordance with Article XV. Each regional or subspecialty radiological society affiliated with the Society may submit up to three (3) candidates for consideration by the Nominating Committee. The number of Councilors is determined by the College, based on the Society's total membership.

The initial term of office of all Councilors shall be three (3) years. Councilors shall be eligible to succeed

themselves for one additional three (3)-year term but shall not be eligible for re-election to additional terms until there has been a lapse of at least one (1) year. The term of office shall begin at the conclusion of the next annual meeting of the College.

The duties of the Councilors shall be:

- 1.1 To attend the meetings of the Society and the College; to become familiar with the activities and problems at the local and national levels; to act as liaison between the Society and the College; and to interpret each to the other;
- 1.2 To participate actively in the meetings of the Society and of the College; to contribute to both with ideas, guidance, and advice; and to stimulate the preparation of Society resolutions for presentation to the Council; and
- 1.3 To serve as representatives of the College and in such capacity to be called upon by the:
 - a. Officers of the College:
 - i. To transmit communications from the College to the Executive Committee and the Board of Directors of the Society;
 - ii. To help to evaluate charges against a radiologist of irregularities in ethical and contractual matters in their area;
 - iii. To assist with surveys and inspections undertaken by the College, notably, the inspection of radiologic technologist training schools; and
 - iv. To submit to the College, when requested, reports concerning legislative, social, economic, educational, and other important matters affecting radiology in their area.
 - b. Radiologists in the area of representation:
 - i. To advise and assist in matters of radiologic ethics and economics; and
 - ii. To act, when requested, as intermediaries of individual radiologists in dealings with the College.
 - c. Radiologists outside the area of representation concerning the area.
 - d. Physicians and others who are not radiologists for information about and interpretation of radiological affairs.

Section 2 – Alternate Councilors

Alternate Councilors of the Society shall be elected in the same manner as the Councilors at the Annual Meeting of the Society. The number of Alternate Councilors is determined by the College and is currently equal to the number of Councilors, with an option for an additional Alternate Councilor who is under 40 years of age or within eight (8) years of the completion of their training. Alternate Councilors shall be elected for one (1) year and shall be eligible to succeed themselves. Alternate Councilors may attend meetings of the Board of Directors but shall be privileged to vote at meetings of the Board only when they are acting as a replacement for an absent Councilor.

The duties of the Alternate Councilor shall be to attend at least one (1) meeting of the College within a three (3)-year period and be prepared to act for an absent Councilor when necessary. In the permanent absence or inability of a Councilor to perform their duties, an Alternate Councilor may be chosen by the Executive Committee to assume that Councilor's position during such period of absence/ incapacity.

ARTICLE VIII – JUDICIAL AFFAIRS COMMITTEE

The Judicial Affairs Committee shall be composed of the three (3) most recent and available Past Presidents and be chaired by the member with the longest tenure on the Committee. The Committee shall investigate any charge of misconduct or breach of the Principles 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.

If the charge of misconduct or breach of the Principles of Ethics is against a member of the Judicial Affairs

Committee, that person shall be excused from the Committee and be replaced by the most recent and available Past President not already on the Committee.

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

Any Committee member may resign their position at any time by giving written notice to the Secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified in the letter of resignation and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

The Committee may remove a member from the Committee if such member is declared of unsound mind by an order of a court of law, is convicted of a felony, takes an action deemed not to be in the best interests of the Society, or omits to take any action which a reasonable person with access to the same information would deem to have been in the best interests of the Society. Removal of a member shall require approval of at least seventy-five percent (75%) of the entire Executive Committee, excluding the member under consideration.

ARTICLE IX – DISCIPLINARY ACTION AND APPEAL

1. The Executive Committee may censure, suspend, or expel any member of the Society for violations of its rules, regulations, or principles, including Bylaws violations or not conforming to the Society's Principles of Ethics. Any action will be in accordance with the procedures outlined below.

The disciplinary actions are described below:

- a. **Letter of Concern:** In cases where the Judicial Affairs Committee determines formal disciplinary action against a member is not warranted, it may issue a letter of concern or a letter of instruction to address matters that are not violations of the Society's Principles of Ethics but warrant the member's attention.
 - b. **Censure:** A censure shall be a written reprimand to the member from the Chair of the Judicial Affairs Committee with no loss of benefits of membership. Such censure shall be made a part of the membership file of the member.
 - c. **Suspension:** A suspension shall cause the member to lose the benefits of membership for a specific period of time as determined by the Judicial Affairs Committee, after which the individual, if approved for reinstatement, will resume full membership upon payment of appropriate dues. Suspension shall be for such term as the Judicial Affairs Committee determines is necessary to ensure modification of behavior.
 - d. **Expulsion:** Expulsion shall cause the member to be removed from the rolls of the Society. An expelled member shall not be entitled to any of the benefits of membership. The College shall not accept a reapplication for fellowship or membership from an expelled member until a prescribed period, as the Committee shall determine, has elapsed from the date the individual was notified of the Committee's action.
2. Disciplinary questions related to such violations shall be initially referred, in writing, to the President. The President shall then refer the matter to the Judicial Affairs Committee, which shall investigate the merits of the charges. On the basis of the findings of this investigation, the Judicial Affairs Committee shall submit its recommendation in writing to the Executive Committee either that disciplinary action be taken or that no such action be taken. The Executive Committee shall have final authority on the matter.
 3. If the Executive Committee decides to pursue disciplinary action, the Committee shall notify the member in writing of that decision, the reasons for the proposed action, and the member's right to request a hearing on the proposed action within 60 days. The Executive Committee shall also

provide a written summary of the member's 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.

4. If the member requests a hearing on a timely basis, the President must give the member written notice of the date, time, and location of the hearing. The hearing shall take place no later than 30 calendar days after the date the request was 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 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 member and the Society, a hearing officer appointed by the Society who is not in direct economic competition with the member involved, or a panel of three (3) active members of the Society 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.
6. During the hearing, the member has the right to be represented by an attorney or other person of their choice; the right to have a record made of the proceedings, copies of which may be obtained by the member 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 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 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 Society shall require the affirmative vote of no fewer than seventy-five percent (75%) of the membership of the Executive Committee present at the meeting when the action is taken, provided that at least half of the Executive Committee members are present. On ratification by the Executive Committee, the disciplinary action shall be promptly reported to the Ethics Committee of the College by the Secretary of the Society. Members against whom disciplinary actions are taken by the Society have a right to receive a written decision, including the basis for the decision. They also have the right to appeal the decision to the Ethics Committee of the College.
10. A member who does not issue an appeal to the College within 30 days of the Society's decision shall be deemed to have waived the right of appeal and shall be deemed to have accepted the decision of the Society.
11. Before the College's Ethics 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 the member's choice to present any arguments that the member believes will show that the disciplinary action should be reversed. If the member fails to appear or to send a representative to the appeal hearing, then the final report of the Society'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 Ethics Committee of the College determines that the disciplinary action taken by the Society 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 Society, the Ethics Committee of the College shall affirm the disciplinary action. If the Ethics Committee reverses the disciplinary action, the matter shall be dismissed. The decision of the Ethics Committee of the College shall be final.
13. If the disciplinary action taken by the Society or the College's Ethics Committee is based on professional misconduct or incompetence 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 Society.
14. If the disciplinary question concerns the President, all actions and responsibilities normally handled by the President shall be handled by the President-Elect.

ARTICLE X – RESPONSIBILITIES AND VACANCIES

Section 1 – Review of Actions

Any action of the Executive Committee, the Board of Directors, or the Judicial Affairs Committee may be called for review by any member of the Society at the time of a regularly scheduled business meeting of the Society unless a legal confidentiality agreement is in effect, or the proceeding is confidential in nature.

Section 2 – Vacancies

Vacancies occurring in any office or on the Finance Committee, Nominating Committee, or Judicial Affairs Committee shall be filled from the Board of Directors and/or available Past Presidents as appropriate by action of the Executive Committee, with the exception of the office of President and Secretary. For a vacancy in the office of President, the order of succession shall be as described in Article VI, Section 3. In the temporary absence or inability of the Secretary to carry out their duties, the Editor shall assume the duties of the Secretary during such period of absence/incapacity. Any vacancy appointment hereunder shall be for the unexpired term of the vacant position. An appointment for the unexpired term does not preclude a member's nomination for the same office at the Annual Meeting.

ARTICLE XI – COMMISSIONS AND COMMITTEES

Section 1 – Establishment of Commissions and Committees

The Board of Directors may establish, alter, or eliminate Commissions and Standing Committees at any time. Commissions and Committees shall be established to aid in carrying out specific activities of the Society and shall report to the Board. Position papers developed by Commissions and Committees must be submitted to the Board of Directors for approval and adoption at the next Board of Directors meeting. Except for the Nominating Committee, Executive Committee, and Judicial Affairs Committee, members of Commissions and Committees shall be appointed by the President, provided that they are members in good standing within the Society, and shall represent all areas of the state, where feasible. Each Commission and Committee shall have a Chair or Co-Chairs appointed by the President.

Section 2 – Commissions and Committees Organization

Commissions and Standing Committees shall be named as follows:

A. Commission on Administrative Affairs

1. Bylaws Committee
2. Councilor and College Affairs Committee
3. Fellowship Committee
4. Finance Committee
5. Investment Committee
6. Membership Engagement and Communications Committee
7. Subcommittee on Archives
 - a. Subcommittee on Social Diversity
 - b. Young Physicians Section Subcommittee
8. Nominating Committee
9. Gold Medallion Award Committee
10. Judicial Affairs Committee
11. Resident and Fellow Liaison Committee
 - a. Resident Representatives to Board of Directors
12. Leadership Development Committee
13. Technology Committee

B. Commission on Radiologic Practice

1. Quality and Safety Committee
2. Radiologic Practice and Management Committee
 - a. Subcommittee on General, Small, Emergency, and/or Rural Practice
 - b. Subcommittee on Population Health Management
 - c. Subcommittee on Physician Well-Being

C. Commission on Professional Relations

1. Legislative Affairs Committee
 - a. Representatives to Pennsylvania Medical Society
 - i. House of Delegate Representative and Alternate
 - ii. Specialty Leadership Cabinet Representative and Alternate
 - iii. Board of Directors Member – Hospital Based Specialties
2. Pennsylvania Carrier Advisory Committee
 - a. Medical Assistance Advisory Committee of Department of Public Welfare Representative

D. Commission on Science of Radiology

1. Health Physics and Radiation Safety Committee
2. Diagnostic Radiology Committee
3. Radiation Oncology Committee
4. Ultrasound Committee
5. Angiography and Interventional Radiology Committee
6. Breast Imaging Committee
7. Neuroradiology Committee
8. Musculoskeletal Radiology Committee
9. Pediatric Imaging Committee
10. Body Imaging Committee (MRI and CT)
11. Nuclear Medicine and Molecular Imaging Committee

E. Commission on Radiology Education

1. Education Committee
2. Annual Meeting Committee
 - a. Subcommittee on Annual Meeting Education Program
 - b. Subcommittee on Scientific Exhibits
 - c. Subcommittee on Vendor Support

Section 3 – Ad Hoc Committees and Task Forces

Ad Hoc Committees and Task Forces with specific assignments may be appointed by the President, Executive Committee, or Board of Directors. These Committees and Task Forces become inactive when their assignments are completed or by order of the President, Executive Committee, or Board of Directors.

ARTICLE XII – DUTIES OF COMMITTEES

Section 1 – Bylaws Committee

It shall be the duty of the Bylaws Committee to review the Society's Bylaws and present to the membership all recommended changes for approval by the membership. This Committee shall regularly review and discuss the Bylaws and the Chair of the Committee shall submit a report of the Committee's recommendations to the Board of Directors for the Board of Directors' input prior to submission of the proposed changes to the membership for approval.

Section 2 – Councilor and College Affairs Committee

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

Section 3 – Fellowship Committee

The Fellowship Committee shall evaluate members of the Society who seek the Honorary Degree of Fellowship in the College.

This Committee shall be composed of nine (9) members, all Fellows of the College and active members of the Society, to include representatives of the Eastern, Central and Western parts of Pennsylvania, and of various imaging and oncology subspecialties.

The members of this Committee must be familiar with the qualifications stipulated by the College. They may identify potential nominees for fellowship and may assist them in completion of their nomination dossiers.

The slate of fellowship applicants is to be presented to the Board of Directors, along with the Committee's recommendations. All nominations approved by the Board of Directors are then to be transmitted to the College with the Society's endorsement, prior to the College's deadline.

Section 4 – Finance Committee

The Finance Committee, which consists of the Treasurer, Executive Director, and President, and is chaired by the Treasurer, shall meet a minimum of two times yearly prior to meetings of the Board of Directors and Executive Committee, develop and review the Society budget, and develop a report for the Board of Directors and Executive Committee. The Executive Committee has oversight responsibility for the Finance Committee.

Section 5 – Investment Committee

The Society shall have a written Investment Policy Statement regarding the Society's investment assets, which establishes the Society's investment goals, assigns responsibilities, sets investment guidelines, and establishes a basis for evaluating investment performance. The Investment Committee shall be responsible for making investment decisions regarding the Society's financial assets in accordance with and subject to the Investment Policy Statement on at least an annual basis. Such decisions may include self-directed investments or the retention of professional money managers. The Committee shall report to the Executive Committee and shall be composed of the Treasurer and at least four (4) other members of the Society with an interest in investing and investment strategies. The Committee shall meet in person or

electronically a minimum of twice per year and submit a report at all regularly scheduled meetings of the Board of Directors. The Investment Committee shall review the Investment Policy Statement on at least an annual basis and make recommendations to the Executive Committee for modifications, as needed.

Section 6 – Membership Engagement and Communications Committee

The Membership Engagement and Communications Committee shall oversee the development and management of the Society's social media platforms, including documentation of Society activities on social media with the assistance of the Technology Committee as needed. This Committee shall also be the interface to the College's communication and social media platforms. This Committee shall also oversee Society member advertisement and recruitment efforts. Management of membership applications, questions, and adjudication will be managed by the College for all College members. For members who are not also members of the College, the dues collection will be managed by the Society, with this Committee assisting the Executive Director in managing membership applications and adjudication.

a. Subcommittee on Archives

This Subcommittee shall establish and maintain yearly a repository for records, photographs, objects, digital records, social media posts, and other memorabilia of historical value pertaining to this Society.

b. Subcommittee on Social Diversity

This Subcommittee shall explore activities and initiatives that promote diversity and inclusion in the radiological professions.

c. Young Physicians Section Subcommittee

This Subcommittee shall represent young and early-career professionals. Its membership shall consist of radiologists under the age of 40 or within the first 8 years after training. Its goals are to attract and retain young and early-career members to the Society and College, facilitate the active and meaningful participation of young and early-career members in the Society and College, and foster development of Young Physicians Section (YPS) leaders, including representation on the Society's Board of Directors and the College's YPS Section.

Section 7 – Nominating Committee

The Nominating Committee shall consist of the three (3) most recent available Past Presidents, the longest tenure on the committee being designated as Chair, and three (3) members elected by the Society. The Committee shall nominate Society Officers, Councilors, Alternate Councilors, Members of the Board of Directors, and at-large Members of the Nominating Committee and of the Gold Medallion Award Committee yearly (and as needed to fill vacancies) for election at the Annual Meeting.

Section 8 – Gold Medallion Award Committee

The Gold Medallion Award Committee shall select an individual to be honored during the President's Banquet held in conjunction with the Society's Annual Meeting. This selection shall occur early enough in the year to ensure that both the Gold Medallion Award recipient and the person chosen to give the Annual Oration in their honor can attend the Annual Meeting.

This Committee shall be convened by the Board of Directors and have nine (9) members, consisting of the President, who shall serve as its Chair, the two most recent Past Presidents who are able and willing to serve, and six at-large members, two from each of the three regions of the state (West, Central, East). At-large members shall be approved by the Board of Directors at its fall meeting. Candidates for at-large members require at least five (5) years of membership in the Society and at least one (1) year of service as an Officer, Councilor, Alternate Councilor, or Board member.

Nomination process for the Gold Medallion Award:

- a. Nominations for the Gold Medallion Award must be submitted by the end of the fall meeting one

- year in advance.
- b. Nominations may be submitted by any Society member in good standing, but a member may not nominate oneself.
- c. Nominations must include the nominee's curriculum vitae and a cover letter highlighting the nominee's major accomplishments and explaining why that individual should receive the Gold Medallion Award.

Selection criteria (in order of descending weighting):

- a. Service to the Society, especially as an Officer
- b. Service to the College
- c. Service to other national Radiology organizations
- d. Service to national specialty Radiology organizations
- e. Teaching and mentoring accomplishments in Radiology
- f. Academic accomplishments in Radiology
- g. Other accomplishment that advance the field of Radiology

Section 9 – Judicial Affairs Committee

Refer to Article VIII

Section 10 – Resident and Fellow Liaison Committee – Resident Representatives to Board of Directors

The Resident and Fellow Liaison Committee shall be a liaison to the Resident and Fellow Section of the Society, and oversee resident and fellow nominations for Society-sponsored programs, resident and fellow appointments to Society committees and the Board of Directors, and resident and fellow educational activities sponsored by the Society.

Section 11 – Leadership Development Committee

The Leadership Development Committee shall work with the Membership Engagement and Communications Committee and with the Nominating Committee to find and promote Society members who have qualifications for Society leadership and/or interest in Society leadership. The Committee shall work with the Education Committee to assess and promote leadership development programs for the Society.

Section 12 – Technology Committee

The Technology Committee shall advise the Board of Directors and oversee technical advancements and choice of electronic tools affecting Society function, such as website, communication tools, electronic learning, historical archive, and society marketing. The Committee shall also be a source of information for Radiology Practice and Hospital electronic tools, such as Picture Archiving and Communication Systems, teleradiology, informatics, and artificial intelligence in Radiology.

Section 13 – Quality and Patient Safety Committee

The Quality and Patient Safety Committee shall oversee the Society's promotion of the College's national quality and safety initiatives, including radiation safety initiatives, contrast safety, educational resources and programs on patient safety, data collection on patient safety reporting, promotion of practice guidelines and technical standards and appropriateness criteria, and practice participation in the College's quality and safety registries and initiatives.

Section 14 – Radiologic Practice and Management Committee

The Radiologic Practice and Management Committee shall advise the Society and Board of Directors on all matters regarding radiology practice, including finance, business management, insurance, ethics, hospital relations, contracts, public relations, and marketing.

- a. The **Subcommittee on General, Small, Emergency, and/or Rural Practice** shall focus on issues in these categories unique to small and rural practices.
- b. The **Subcommittee on Population Health Management** shall focus on issues relevant to the Society regarding population health management and the practice of radiology.
- c. The **Subcommittee on Physician Well-Being** shall help promote the well-being of radiologists and radiation oncologists in Pennsylvania. In conjunction with the College's Well-Being Program, this committee will evaluate, discuss, and provide appropriate resources, tools, and strategies to help reduce burnout. Additionally, this committee will discuss initiatives to promote collegial and confidential peer support, well-being webinars, and group events. The committee will report directly to the Executive Committee and provide updates at the Board of Directors meetings.

Section 15 – Legislative Affairs Committee

The Legislative Affairs Committee shall keep informed of local, state and federal legislative considerations and enactments that could affect the practice of radiology and shall educate and collaborate with legislators to develop legislation in the best interests of the public, and supporting the ethical, safe, and fiscally responsible practice of radiology and practice of medicine in general.

- a. **Representatives to Pennsylvania Medical Society**
One (1) Delegate and one (1) or more Alternate Delegate (“Alternate”) shall be elected by majority vote of the Board of Directors for a term of three (3) years to represent the Society in the Pennsylvania Medical Society’s House of Delegates and/or Specialty Leadership Cabinet. The Delegate and Alternate(s) must be active members of the Society who have the right to be a Councilor or Alternate Councilor in the Society. The Delegate and/or the Alternate(s) shall coordinate their activities with the President and shall report to the Board of Directors. The President or the President’s designee(s) can sit with or in place of the Delegate and/or Alternate(s) at the Specialty Leadership Cabinet and/or House of Delegates.
- b. **Board of Directors Member of the Pennsylvania Medical Society Representing Hospital Based Specialties**
The Board of Directors of the Pennsylvania Radiological Society shall nominate one person to be appointed by the Pennsylvania Medical Society to serve a renewable four (4)-year term representing the Hospital Based Specialties of Radiology, Pathology, Anesthesiology, and Emergency Room Physicians. The Pennsylvania Radiological Society nominee must be an active member of the Society who has the right to be a Councilor or Alternate Councilor in the Society.

Section 16 – Pennsylvania Carrier Advisory Committee

The Pennsylvania Carrier Advisory Committee shall advise the Society regarding Medicare and major state insurance carrier developments. The Committee shall provide representation to regional Medicare and major insurance advisory committees as needed. The Representative to the Medical Assistance Advisory Committee of the Department of Public Welfare shall be a member of the Committee, representing the Society’s position on Medical Assistance issues to the Department of Public Welfare and reporting back to the Society and Committee as needed.

Section 17 – Health Physics and Radiation Safety Committee

The Health Physics and Radiation Safety Committee shall advise the Society on new developments, recommendations, laws, and regulations in the practical application of radiation physics and radiation safety. The Committee shall also represent the radiologists of the state as needed in an advisory capacity to the public health authorities who are responsible for radiological health in the Commonwealth. The Committee shall advise the Society regarding developments, laws, and regulations in environmental radiation, emergencies, and cleanup.

Section 18 – Diagnostic Radiology Committee

The Diagnostic Radiology Committee shall advise the Society of important new developments, College recommendations, and practice standards in diagnostic radiology. The Committee shall be a source of information to the Society, other medical societies, and local or state legislative bodies regarding diagnostic radiology. The Committee shall act as a consultant to the public and other third parties with respect to practice standards in diagnostic radiology.

Section 19 – Radiation Oncology Committee

The Radiation Oncology Committee shall advise the Society of important new developments, College recommendations, and practice standards in radiation oncology. The Committee shall be a source of information to the Society, other medical societies, and local or state legislative bodies regarding radiation oncology. The Committee shall act as a consultant to the public and other third parties with respect to practice standards in radiation oncology. The Committee shall monitor activities related 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 the Society pertaining to fee schedules and practice standards for radiation oncology. Where possible, the Chair and members of the Committee should be derived from the society members of the Keystone Area Society of Radiation Oncologists (KASRO).

Section 20 – Ultrasound Committee

The Ultrasound Committee shall advise the Society of important new developments, College recommendations, and practice standards in ultrasound. The Committee shall be a source of information to the Society, other medical societies, and local or state legislative bodies regarding ultrasound imaging and therapeutic applications. The Committee shall act as a consultant to the public and other third parties with respect to practice standards in ultrasound.

Section 21 – Angiography-Interventional Radiology Committee

The Angiography-Interventional Radiology Committee shall advise the Society of important new developments, College recommendations, and practice standards in angiography and interventional radiology. The Committee shall be a source of information to the Society, other medical societies, and local or state legislative bodies regarding angiography and interventional radiology. The Committee shall act as a consultant to the public and other third parties with respect to practice standards in angiography and interventional radiology.

Section 22 – Breast Imaging Committee

The Breast Imaging Committee shall advise the Society of important new developments, College recommendations, and practice standards in breast imaging. The Committee shall be a source of information to the Society, other medical societies, and local or state legislative bodies regarding breast imaging. The Committee shall act as a consultant to the public and other third parties with respect to practice standards in breast imaging.

Section 23 – Neuroradiology Committee

The Neuroradiology Committee shall advise the Society of important new developments, College recommendations, and practice standards in neuroradiology. The Committee shall be a source of information to the Society, other medical societies, and local or state legislative bodies regarding neuroradiology. The Committee shall act as a consultant to the public and other third parties with respect to practice standards in neuroradiology.

Section 24 – Musculoskeletal Radiology Committee

The Musculoskeletal Radiology Committee shall advise the Society of important new developments, College recommendations, and practice standards in musculoskeletal radiology. The Committee shall be

a source of information to the Society, other medical societies, and local or state legislative bodies regarding musculoskeletal radiology. The Committee shall act as a consultant to the public and other third parties with respect to practice standards in musculoskeletal radiology.

Section 25 – Pediatric Imaging Committee

The Pediatric Imaging Committee shall advise the Society of important new developments, College recommendations, and practice standards in pediatric imaging. The Committee shall be a source of information to the Society, other medical societies, and local or state legislative bodies regarding pediatric imaging. The Committee shall act as a consultant to the public and other third parties with respect to practice standards in pediatric imaging.

Section 26 – Body Imaging Committee (MRI and CT)

The Body Imaging Committee shall advise the Society of important new developments, College recommendations, and practice standards in body imaging, i.e. MRI and CT. The Committee shall be a source of information to the Society, other medical societies, and local or state legislative bodies regarding MRI and CT. The Committee shall act as a consultant to the public and other third parties with respect to practice standards in body imaging.

Section 27 – Nuclear Medicine and Molecular Imaging Committee

The Nuclear Medicine and Molecular Imaging Committee shall advise the Society of important new developments, College recommendations, and practice standards in nuclear medicine and molecular imaging. The Committee shall be a source of information to the Society, other medical societies, and local or state legislative bodies regarding nuclear medicine and molecular imaging. The Committee shall act as a consultant to the public and other third parties with respect to practice standards in nuclear medicine and molecular imaging. The Committee shall work with the Health Physics and Radiation Safety Committee to advise the Society on radiation safety standards, laws, and regulations in nuclear medicine and molecular imaging.

Section 28 – 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. The Committee shall seek to provide opportunities to fulfill these requirements by recommendation of or initiation of qualifying courses or activities. The Chair should have a major interest in education. The Chair of the Committee, with assistance from the Executive Director, 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, the American College of Radiology, and/or other recognized accrediting bodies.

Section 29 – Annual Meeting Committee

The Annual Meeting Committee has three subcommittees: the Subcommittees on Annual Meeting Education Program, Scientific Exhibits, and Vendor Support. Membership on these three subcommittees can be separate from membership on the Education Committee. These Subcommittees work directly with the President, Executive Director, Executive Committee, and Board of Directors to develop and coordinate the Annual Meeting.

- a. The **Subcommittee on Annual Meeting Program** 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 Subcommittee shall organize a scientific program that will stimulate the interest of the Society's membership and further the educational aims described above, with particular attention toward meeting the

requirements for maintaining the Society's eligibility for Category I accreditation.

- b. The **Subcommittee on Scientific Exhibits** 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. The Subcommittee shall assume full responsibility for all exhibit awards and recognitions.
- c. The **Subcommittee on Vendor Support** shall be responsible for contacting corporate sponsors and enlisting support for the Annual Meeting of the Society.

ARTICLE XIII – RESIDENT AND FELLOW SECTION

Membership in the Resident and Fellow Section shall include Residents and Fellows in Radiology, including Nuclear Medicine, in an approved training program in the Commonwealth of Pennsylvania. This section may appoint a voting member to each of the standing committees of the Society, in which case the President of the Society shall be notified of such appointments. One (1) member of this section shall be selected by the Resident and Fellow Liaison Committee to serve as a voting member of the Society's Board of Directors.

ARTICLE XIV – DUES AND FEES

Section 1 – Dues

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

Following the completion of residency and/or fellowship, members may be assessed discounted dues to promote participation in the Society by radiologists and physicists early in their careers. The amount and duration of the discount shall be at the discretion of the Board of Directors.

Section 2 – Failure to Pay Dues

Members whose dues or assessments are unpaid by October 1st of the current year shall be notified by the Treasurer or the Treasurer's designee in writing of their dereliction. Failure to make payment by October 15th shall constitute withdrawal from the Society and forfeiture of all rights and interests in the Society except for rights of appeal as described in Article IX hereof. The College shall be notified, through the Secretary, of their withdrawal from the Society.

ARTICLE XV – ELECTIONS, NOMINATIONS, QUORUM

Section 1 – Election of Officers

The election of Officers and members of the Board of Directors shall be by the majority vote of members present at the Annual Meeting of the Society. The nominee who receives a majority of votes shall be declared elected. In case no candidate receives a majority, a second ballot shall be taken on the two (2) candidates receiving the greatest number of votes.

Section 2 – Nominating Committee Slate

The Nominating Committee shall present to the membership a slate consisting of names for the offices of President, President-Elect, First Vice-President, Second Vice-President, Secretary, Treasurer, Editor, Councilors, Alternate Councilors, four (4) members of the Board of Directors, three (3) at-large members of the Nominating Committee, and six (6) at-large members of the Gold Medallion Award Committee. This shall not preclude other nominations from the membership. The President-Elect shall automatically

succeed the President. The First Vice-President shall automatically succeed the President-Elect. The Second Vice-President shall automatically succeed the First Vice-President.

The Nominee for the office of Second Vice-President should ideally be selected on a rotational basis from the three regions of the state (East, Central, West) to provide diversity to the Executive Committee and to ensure balanced representation from all regions for the office of President.

Section 3 – Quorum

Fifteen or more voting Society members, of which at least four (4) must be voting Executive Committee members, shall constitute a quorum at an Annual Meeting.

Sixty percent (60%) of Board members, of which at least four (4) must be voting Executive Committee members, shall constitute a quorum at any official meeting of the Board of Directors.

Sixty percent (60%) of Executive Committee members shall constitute a quorum at any official meeting of the Executive Committee.

ARTICLE XVI – MEETINGS

Section 1 – Annual Meetings and Regular Business Meetings

There shall be one (1) regular meeting of the membership of the Society, called the Annual Meeting at a time and place designated by the President. Special member meetings may be held at times designated by the Board of Directors, provided the members receive written notice of such meeting at least thirty (30) days prior to the date of the meeting. If the Annual Meeting is canceled for any reason, a make-up meeting may occur by teleconference or video conference.

Section 2 – Board of Director Meetings

The Board of Directors shall meet at least twice per year. At least one (1) Board meeting shall occur in the first half of the calendar year, and at least one (1) meeting shall occur in the second half of the calendar year. For the sake of convenience, one (1) meeting may be held shortly prior to the Annual Meeting and the other may be held in the spring in conjunction with the annual meeting of the College.

Section 3 – Order of Business at Regular Business Meetings

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

- a. Call to order
- b. Approval of minutes of the last meeting
- c. Report of the Secretary
- d. Report of the Treasurer
- e. Report of the Investment Committee
- f. Report of the Editor
- g. Report of other Committees
- h. Report of Senior Councilor
- i. Report of Nominating Committee
- j. Election of Officers
- k. Communications
- l. Unfinished Business
- m. New Business
- n. Adjournment

Section 4 – Standing Rule

The latest edition of the American Institute of Parliamentarians Standard Code of Parliamentary Procedure shall be the parliamentary authority governing all business meetings of the Society unless

otherwise provided in these Bylaws.

ARTICLE XVII – AMENDMENTS

A proposed amendment to these Bylaws shall be initiated by the Board of Directors, Executive Committee, or by a written submission to the Secretary signed by five (5) members. The Secretary shall then refer the proposed amendment to the Chair of the Bylaws Committee for the Committee's consideration. The proposed amendment shall be:

- a. Presented, along with the Bylaws Committee's recommendation for approval or disapproval, to the Board of Directors for its approval and, if approved,
- b. Submitted to the College to confirm that the amendment will not be contrary to the College's bylaws, rules, and policies,
- c. Distributed to the membership at least thirty (30) days prior to any business meeting of the Society, and
- d. Voted upon at that business meeting, with concurrence of two-thirds of the Members present being required for passage of the amendment.

ARTICLE XVIII – 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 XIX – LIMITATION OF LIABILITY, INDEMNIFICATION, DISSOLUTION

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 unless:

- a. 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
- b. Such breach or failure to perform constitutes self-dealing, willful misconduct or recklessness; provided, however, that such limitations 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 their 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 connection with a Proceeding (or part thereof) instituted by such officer or director unless such proceeding (or part thereof) was authorized by the Board of Directors. 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, and insurance or other agreement, vote of the Board of Directors of the Society or otherwise, by action of the Board of Directors (notwithstanding the interest of members of the Board of Directors in the transaction) the Society may enter into agreements with officers and directors and other 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 provision 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 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 of Directors (notwithstanding the interest of members of the Board of the Board of Directors 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 administrator 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 with took place prior to such amendment, repeal or termination.

Section 3 – Dissolution

In the event of dissolution or final liquidation of the Society, all of its assets remaining after payment of its obligation shall have been made or provided for, shall be distributed according to applicable law to and among such corporation, foundation or other organizations organized and operated exclusively for scientific and education purposes consistent with those of the Society as shall be designated by the Executive Committee.

No part of the funds or assets of the Society shall inure to the benefit of any member of this Society, nor shall any part of the assets or funds of the Society 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 State. This shall also be true of the assets of the Society in the event of its dissolution.