



The Philadelphia Society of Radiologic Technologists Inc. Bylaws

FORWARD

Corporate bylaws constitute rules written by the membership to guide elected officials of the corporation in the administration of corporate function(s). The rules may be changed by the membership as appropriate to need as long as the change does not violate provisions of the Pennsylvania non-profit corporation law and are therefore, in compliance with the Articles of Incorporation of the Organization.

Definitive, clearly stated bylaws identify the corporation as a legitimate, business-like organization of the membership, general public, and government agencies, which monitor activities of non-profit organizations, including the Internal Revenue Service.

Specific procedures and policies, which the bylaws provide, are clearly defined in the Operation Guidelines Manual of the Corporation. This Manual is available to all members through the Board of Directors or any elected/appointed officer.

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ARTICLES OF INCORPORATION

The name of the local society for radiologic technologists shall be the ***Philadelphia Society of Radiologic Technologists, Incorporated.*** It may be referred to as the “Society.”

The Philadelphia Society of Radiologic Technologists, Incorporated, is a non-profit educational organization for graduate and student Radiologic Technologists to include: diagnostic medical sonographers, nuclear medicine technologists, and radiation therapists. These technologists may hold specific work responsibilities as practitioners, administrators, educators, or sales persons.

The seal for the Philadelphia Society of Radiologic Technologists, Incorporated shall consist of a diamond-shaped structure with the inscriptions Philadelphia Society of Radiologic Technologists 1934. A picture of an early x-ray tube with lines to indicate x-ray emission below and lines indicating electricity flow above the x-ray tube shall be enclosed with the diamond-shaped structure.

The decision-making body shall be the Board of Directors who may seek approval from the membership on specific and given matters.

The Officers shall serve as members of the Society who carry out all activities centered on monthly meetings. The Officers are members of the Board of Directors.

The membership shall pay fees, which will be used, for operating expenses. The Board of Directors shall determine when and how monies are spent.

The privilege of signing checks shall be bestowed upon the Treasurer who will be the chief dispenser of funds. It shall be the right of the Treasurer to make recommendations or advise the Board of Directors on how, and if, purchases are made.

The Board of Directors shall have the right to decide when and if money is to be invested into stock or money funds.

In instances of legal claims brought against the Society, the Board of Directors and Officers may be names in a suit; these individuals represent the Society and cannot personally be sued when performing their Society duties.

The Board of Directors may withhold payment of fees for service in instances where it deems appropriate due to discrepancies and/or breach of contract.

In instances of insolvency, where the Society is unable to pay its creditors, the Board of Directors shall determine the method of resolving the debts(s). Should it be impossible for the Society to apply its creditors, the Board of Directors may make a plea of bankruptcy.

A plea of bankruptcy may mean dissolution of the Philadelphia Society of Radiologic Technologist, Incorporated. All monies and properties shall be dispersed by approval of the Board of Directors and the membership.

In instances of financial insolvency, the Board of Directors may recommend to the membership a merger with another organization of Radiologic Technologists. In case of merger, a total of three-quarters of the active membership shall be required to approve the merger.

A merger may require the need of a name change. This would necessitate the Board of Directors to present to the membership a written proposal that shall include name, chains of command and operation structure to the membership at least three months before the date of voting on this issue.

**BYLAWS OF THE PHILADELPHIA SOCIETY
OF RADIOLOGIC TECHNOLOGISTS, INC.**

ARTICLE I NAME

The name of this Corporation shall be **THE PHILADELPHIA SOCIETY OF RADIOLOGIC TECHNOLOGISTS, INCORPORATED**, hereinafter referred to as the **SOCIETY**.

ARTICLE II PURPOSE AND FUNCTIONS

Section 1: Purpose

The purpose of the Society shall be to advance the profession of radiation and imaging disciplines and specialties, to maintain high standards of education; to enhance the quality of patient care; and to further the welfare and socioeconomics of radiologic technologists.

Section 2: Functions

- A. To provide meetings at which to transact Society business; to present scientific papers; to provide educational activities; to discuss professional issues and to encourage similar activities among organizations affiliated with the Society.
- B. To increase public awareness of issues related to radiation health and safety.
- C. To support health care initiatives and legislative activities directed at improving the standard of patient care.
- D. To cooperate with external organizations or agencies whose policies are not in conflict with those of the American Society of Radiologic Technologists (ASRT), or the Society as may be necessary to maintain continued progress and growth of the Society.

ARTICLE III PRINCIPLE OFFICE

The principle office and mailing address of the Society shall be that of the President.

ARTICLE IV MEMBERSHIP

Section 1: Policy

- A. The Society is committed to equal opportunity and nondiscrimination in all programs and activities. No one shall be denied opportunities or benefits on the basis of age, sex, color, race, creed, national origin, religious persuasion, marital status, sexual orientation, gender identity, military status, political belief or disability.
- B. The name of the Society or any of its Board of Directors, or its staff, in their official capacities, shall not be used in connection with a corporate company for other than the regular functions of the Society.

Section 2: Qualifications

- A. Membership in the Society shall be open to those individuals associated with the practice, education or administration of radiation, and imaging disciplines and specialties or have an interest in supporting the Society.
- B. The members of this Society shall consist of active, inactive, student, life, honorary and supporting.

- C. All candidates for membership shall submit the prescribed application form properly completed, together with the required fees and shall furnish any additional information as may be required.

Section 3: Categories

Voting

A. **ACTIVE MEMBERS** are those who are registered by the American Registry of Radiologic Technologists (ARRT) or its equivalent or hold an unrestricted license under state statutes. They shall have all rights, privileges and obligations of membership including the right to vote, debate,

hold office, **and serve as a delegate in the ASRT House of Delegates.** All executive board members must be active ASRT members. If we send someone to represent the PhilasSRT to the ASRT conference, that person must be an active member of the ASRT for the past two consecutive years.

B. **LIFE MEMBERS** shall be members having rendered distinguished service or contribution to the Society. Life members shall be selected by a majority vote at a business meeting, upon a unanimous recommendation of the Board of Directors. They shall pay no dues and shall have all the privileges, rights and obligations of active members. The number of Life members shall not exceed **five percent (5%)** of the current voting membership.

C. Radiologist assistants are those registered radiologic technologists who hold the credential R.R.A. they shall have all rights, privileges and obligations of active members.

Nonvoting

A. **INACTIVE MEMBERS** are those former active members no longer engaged in the radiologic sciences. Such members must petition for inactive status. They shall have all privileges, rights and obligations of active members, except the right to vote and to hold office.

B. **STUDENT MEMBERS** are those who are enrolled in a primary radiologic science program accredited by a Joint Review Committee or regional accrediting agency acceptable by the ARRT. They shall have all privileges, rights and obligation of active members, except to hold office or vote.

C. Advanced Student Members are those who are an ARRT (R) or (T) certified technologist and are attending school/classes on a full-time basis for a post-primary modality. They shall have all privileges, rights and obligation of active members, except to hold office or vote.

D. **Limited x-ray machine operators** are those who perform diagnostic x-ray procedures on elected anatomical sites and re not registered radiologic technologists. They shall have all rights, privileges and obligations of active members except to vote, hold office or serve as a delegate.

E. **HONORARY MEMBERS** to whom the Society may grant honorary membership for their interest, service or contributions to the Society. Honorary members shall be elected by a majority vote at a business meeting, upon a unanimous recommendation of the Board of Directors. They shall pay no dues and shall have all the privileges, rights and obligations of active members, except the right to vote, and hold office and serve as a delegate.

F. **SUPPORTING MEMBERS** are those persons who express an interest and support consistent with the promotion of Society goals. Such members shall not be eligible for any other category of membership. They shall have all the rights, privileges and obligations of active members, except the right to note and hold office

Section 4: Dues

- A. The application fee for membership shall be uniform and of such amount as is required by the Society and approved by a unanimous vote of the Board of Directors.
- B. Dues for all members, established by the Board of Directors, require adoption by a majority vote of the voting members. Notice of such must be given to the membership at least thirty (30) days in advance of the vote. Notice is given by mail or email.
- C. No member who is in arrears for dues shall vote, hold office, and be entitled to receive reports of Society transactions or functioning in any other official capacity. Any member in arrears for more than 90 days will be erased from the rolls of membership.
- D. Members dropped for non-payment of dues may be reinstated.

Section 5: Resignation

Any member shall have the right to resign by written communication to the Society.

Section 6: Censure, Reprimand and Removal

- A. Any member may be suspended or terminated for cause. Sufficient cause for such suspension or termination of membership shall be a violation of the Bylaws or any lawful rule or practice duly adopted by the Society or any other conduct prejudicial to the interests of the Society. A. If the Board of Directors deems the charges to be sufficient; the person charged shall be advised in writing of the charges.
- B. A statement of the charges shall be sent by certified or registered mail to the last recorded address of the member at least twenty (20) days before final action is taken.
- C. The statement shall be accompanied by a notice of the time and place of the meeting of the Board of Directors at which the charges shall be considered.
- D. The member shall have the opportunity to appear in person and be represented by counsel to present any defense to such charges before action is taken.
- E. Suspension or expulsion shall be by two-thirds (2/3) vote of the entire membership of the Board of Directors.

Section 7: Reinstatement

A member who has resigned or whose membership has been deleted from the Society for other reasons may be reinstated only after filing a new application and paying the fees as a new member.

ARTICLE V OFFICERS

Section 1: Officers

The elected officers of the Society shall be: president, president-elect, vice president, treasurer and recording secretary and such additional officers as are recommended by the Board of Directors, and ratified by the membership.

Section 2: Responsibilities

- A. The **President** shall preside at all meetings of the Society and perform all duties consistent with the office. The President shall be ex-officio member of all committees, except the

- nominating committee. The President shall appoint committees unless otherwise provided in the bylaws. The President shall determine the dates and location of the annual meeting with approval by the Board of Directors.
- B. The **Vice-President** shall perform duties consistent with the office and shall become acquainted with all of the duties of the President. In the absence of the President, the Vice President shall assume the duties of the President.
 - C. The **President-Elect** shall perform duties consistent with the office and; shall become familiar with the activities of the Society and shall make all preparations necessary for elevation to the office of President.
 - D. The **Treasurer** shall perform duties consistent with the office and assigned by the Board of Directors.
 - E. The **Recording Secretary** shall perform duties consistent with the office. The recording secretary shall attend all Board and Society meetings, and shall record the minutes. A designee to record the minutes in the absence of the Secretary should be appointed. Recorded minutes will be read aloud at all stated meetings.

Section 3: Term

- A. The vice-president, treasurer, and recording secretary shall serve for a term of one (1) year or until their successors have been elected.
- B. The president-elect shall serve for a term of one (1) year as president-elect, one (1) year as president, one (1) year as immediate past president and one (1) year as the past, past president/chair of the Board of Directors.
- C. At the completion of their term all officers shall surrender to their successors all records and properties belonging to the Society.
- D. All officers, except the president and president-elect, may be re-elected.
- E. The newly elected officers shall be installed into office under the direction of the Board of Directors.
- F. The term shall begin at the close of each annual meeting.

Section 4: Eligibility

Officers, who meet eligibility requirements at the time they assume office nomination, shall be permitted to complete the term, even though employment status may change

Section 5: Qualifications

An officer shall be a voting member of the ASRT and the Society.

1. An officer shall practice in the radiologic science profession or health care.
2. An officer shall show proof of continuing education.

Section 6: Vacancies

- A. A vacancy in the office of President shall be filled by the Vice President. The Office of President-Elect will be filled in a given year should the Office become vacant by special election
- B. A vacancy in the office of president-elect shall remain vacant until the next annual meeting when a president shall be elected in the manner provided in the bylaws.
- C. A vacancy in any other elective office shall be filled by an appointment unanimously agreed upon by the remaining members of the Board of Directors

Section 7: Censure, Reprimand and Removal

Any officer may be censured, reprimanded or removed from the office for dereliction of duty or conduct detrimental to the Society. Such action may be initiated when the Board of Directors receives formal and specific charges against an officer.

- A. If the Board of Directors deems the charges to be sufficient; the person charged shall be advised in writing of the charges.
- B. A statement of the charges shall be sent by certified or registered mail to the last recorded address of the officer at least twenty (20) days before final action is taken.
- C. The statement shall be accompanied by a notice of the time and place of the meeting of the Board of Directors at which the charges shall be considered.
- D. The officer shall have the opportunity to appear in person and be represented by counsel to present any defense to such charges before action is taken
- E. Censure, reprimand or removal shall be by two-thirds (2/3) vote of the remaining membership of the Board of Directors.

ARTICLE VI ELECTIONS

Section 1: Nominations

- A. The Nominations Committee shall consist of (three members) including the chair. The Board of Directors shall appoint the chair. The Chair shall appoint the other two members.
- B. Nominations may be submitted by any Society voting member.
- C. Nominations shall be sent to the Nominations Committee.
- D. It shall be the responsibility of the Nominations Committee to satisfy itself that all candidates have the proper credentials and are willing to serve if elected and present all the qualified candidates.
- E. Candidates may be nominated from the floor of the business meeting where the election takes place. If the candidates are not present they must indicate, in writing, willingness to serve if elected. The Nominations Committee shall verify the qualifications of the candidates nominated from the floor.

Section 2: Balloting

- A. A majority ballot of the voting members present at an annual meeting business meeting shall elect the President-Elect, Vice President, Recording Secretary, or any other officer.
- B. In the event of a tie, an additional vote will be held between the tied parties with the highest number of votes. Plurality will determine the candidate elected.
- C. When there is but one nominee for each office, the election may be viva voce (voice vote).
- D. There shall be no proxy voting.

Section 3, Notification

- A. Results of elections shall be announced at the annual meeting.
- B. Results of elections shall be posted on the website, listed in the Society's newsletter, etc

Article VII Delegates to the ASRT House of Delegates

Section 1: Delegates

- A. Two delegates and at least two, but no more than four alternate delegates shall be elected or appointed by each ASRT affiliate in accordance with affiliate procedures.
- B. Affiliates shall complete and submit all qualifying documentation to the ASRT for the delegates and alternate delegates by the end of the last business day of January. Delegate and alternate delegate positions not filled with qualified members by the last business day of

- January shall remain open until after the annual meeting of the House of Delegates.
- C. A delegate shall be a voting member of the ASRT and the affiliate being represented for two years immediately preceding nomination.
 - D. For affiliates who have not had active status with ASRT for a minimum of 24 months, delegates shall be a voting member of ASRT for two years immediately preceding nomination and a member of the affiliate being represented at the time of nomination.
 - E. A delegate shall have served as an officer, or on the Board of Directors or as a committee member in the affiliate being represented.
 - F. A delegate shall practice in the medical imaging and radiation therapy profession or health care.
 - G. A delegate may serve concurrently on the board of any national medical imaging or radiation therapy certification or national accreditation agency.
 - H. A delegate shall have the time and availability for necessary travel to represent the ASRT.
 - I. A delegate shall attend the annual meeting of the House of Delegates and all meetings required of delegates.
 - J. Respond to communications from the ASRT Office, ASRT Board of Directors or from the ASRT House of Delegates.
 - K. Disseminate information to the Society

Section 4: Term

A Society delegate shall serve a term of one year or as appointed by the Board of Directors.

Section 5: Absence

- A. An absence exists when an elected/appointed delegate is unable to fulfill the duties of the position during the annual meeting of the House of Delegates. The delegate shall be considered absent for the purpose of that meeting only.
- B. In the case of an absence, the alternate delegate shall be seated for that meeting only.
- C. If the alternate delegate is unable to serve because of extenuating circumstances, the speaker of the House may seat a qualified delegate for the annual meeting of the House of Delegates for that meeting only.

Section 5: Vacancies

- A. A vacancy exists when a delegate is unable to continue their duties at any time before or after the House of Delegates.
- B. Delegate vacancies shall be filled by the elected/appointed alternate delegate. When alternate delegates are seated, they are seated until the completion of the Annual Governance and House of Delegates and for the remainder of the vacated term.
- C. Alternate affiliate delegate vacancies shall be filled by qualified individuals in rank order listed on the affiliate submission form corresponding with the appropriate terms.

Section 7: Censure, Reprimand and Removal

Any Society delegate may be censured, reprimanded or removed from the position for dereliction of duty or conduct detrimental to the ASRT or the Society. Such action may be initiated when either Board of Directors receives formal and specific charges against the delegate.

- A. If the Board of Directors deems the charges to be sufficient, the person charged shall be advised, in writing, of the charges.
- B. A statement of the charges shall be sent by certified or registered mail to the last recorded

- address of the delegate at least twenty (20) days before final action is taken.
- C. The statement shall be accompanied by a notice of the time and place of the meeting of the Board of Directors at which the charges shall be considered.
 - D. The delegate shall have the opportunity to appear in person and be represented by counsel to present any defense to such charges before action is taken.
 - E. Censure, reprimand or removal shall be by two-thirds (2/3) vote of the respective Board of Directors.

ARTICLE VIII BOARD OF DIRECTORS

Section 1: Composition

The Board of Directors shall be composed of *seven* (7) members including the President, Vice President, President-Elect, Treasurer, Recording Secretary, immediate past President and past, past President/Chair of the Board.

Section 2: Board of Directors

1. Board Chair is the past, past president of the society.
2. In the absence of the Chair, the past President serves as Chair.
3. In the absence of the past President, the President serves as Chair.

Section 3: Qualifications

Members of the Board of Directors shall be active members: of the Society and of the ASRT.

Section 4: Responsibilities

The Board of Directors shall:

- A. Be vested with the responsibility of the management of the business of the Society.
- B. Provide for the audit of the Society books and accounts.
- C. Control all Society funds and/or properties.
- D. Change the dates or location of the annual meeting if found advisable and, in the case of state or national emergency, to cancel the annual conference and to provide for the election of officers.
- E. Contract such personnel as may be necessary to conduct the business of the Society.
- F. Fill officer vacancies per the Bylaws.
- G. Establish or terminate committees.
- H. Develop the Society budget.
- I. Recommend policy and procedure necessary to conduct the business of the Society.
- J. Upon recommendation of the President shall approve the dates and location of the annual meeting.
- K. Appoint alternate Society delegate(s) to ASRT House of Delegates.

Section 5: Meetings

- A. The Board of Directors shall set the number of Board meetings each year. The Chair of the Board determines the location of these meetings. The Board of Directors determines board-meeting dates.
- B. The president, or a majority of the members of the Board of Directors, upon request to the Chair of the Board, may call a special meeting, provided a seven (7) day notice of the

business to be transacted is given to all Board members. No essential business, other than that stated, should be transacting as such meetings.

Section 6: Quorum

A majority of the Board of Directors shall constitute a quorum for all meetings. The Board Chair does not cast a vote unless to break a tie vote.

Section 7: Vacancies

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

Section 8: Censure, Reprimand and Removal

Any Board member may be censured, reprimanded or removed from the position for dereliction of duty or conduct detrimental to the Society. Such action may be initiated when the Board of Directors receives formal and specific charges against a Board member.

- A. If the Board of Directors deems the charges to be sufficient, the person charged shall be advised, in writing, of the charges.
- B. A statement of the charges shall be sent by certified or registered mail to the last recorded address of the Board member at least twenty (20) days before final action is taken.
- C. The statement shall be accompanied by a notice of the time and place of the meeting of the Board of Directors at which the charges shall be considered.
- C. The Board member shall have the opportunity to appear in person and be represented by counsel to present any defense to such charges before action is taken.
- D. Censure, reprimand or removal shall be by two-thirds (2/3) vote of the remaining membership of the Board of Directors.

ARTICLE IX MEETINGS

Section 1: Annual Meeting

- A. The Society shall hold an annual meeting each year in the fall for the purpose of installing officers, receiving reports, amending Bylaws, and conducting such other business as may arise; and for presenting educational programs
- B. The site and dates of the annual meeting is determined by the President with the approval of the Board of Directors

Section 2: Special Meetings

Special meetings of the Society may be called at such time and place as may be designated by the Board of Directors. A majority of this group shall constitute sufficient authority. Members shall be notified at least fifteen (15) days in advance of such meetings, together with a statement of the business to be transacted. No essential business other than that specified shall be transacted at a special meeting.

Section 3: Quorum

A quorum for a business meeting or any special meetings shall consist of at least twenty-five percent (25%) of the registered voting members in attendance and includes at least two (2) Officers.

ARTICLE X COMMITTEES

- A. The Board of Directors shall establish committees as deemed necessary in carrying on its activities. Such committees shall be responsible to the Board of Directors via the President and may be altered or eliminated at any time by the Board of Directors.
- B. The President shall appoint the members of the committees unless in conflict with other sections of the bylaws and with the approval of the Board of Directors.
- C. A vacancy in any committee shall be filled by appointment by the President.

ARTICLE XI PARLIAMENTARY AUTHORITY

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

ARTICLE XII BYLAW AMENDMENTS

Amendments to these bylaws may be made by two-thirds (2/3) vote of the voting members present at any Society business meeting. Submission of amendments to the bylaw committee must be made (60) days prior to the time of voting at the business meeting. Notice of such amendments shall be given to all voting members at least thirty (30) days prior to the time of voting. Amendments shall be effective at the conclusion of the business meeting unless otherwise specified. Amendments proposed, but not receiving a favorable two-thirds (2/3) vote may be referred to the Bylaws Committee for further consideration.

ARTICLE XIII EMERGENCY BYLAWS

This Article XV shall become operative upon majority vote of the Board of Directors as a result of the existence of an emergency condition. An "emergency condition" is defined as an act of God, war, government regulation or advisory (including travel advisory warnings), travel restrictions by employers due to laws, civil disruption or disturbance, terrorism or threats of terrorism as substantiated by governmental warnings or advisory notices, environmental or other disaster, determinations of outbreak of disease by either the World Health Organization or the Centers for Disease Control and Prevention (or other recognized entities), epidemics, pandemics, public health risks, quarantine, or other life threatening communicable disease, or threat thereof, or any other comparable conditions, or the imposition of a financial hardship on the Society which materially impairs, or makes it inadvisable, illegal, impracticable or impossible, in part or in full, the Society's ability to fulfill its obligations hereunder.

Section 1. Meetings

Regular meetings of the Society and any related meetings may be suspended, canceled or the proceedings modified by the Board of Directors during an emergency condition. Meetings that are not suspended or canceled during an emergency condition, may at the discretion of the Board of Directors, be held with a statement of the business to be transacted. No business other than that specified shall be transacted.

Section 2. Quorum

If a meeting of the Society is not suspended or canceled, a quorum shall consist of at least twenty-five percent (25%) of the registered voting members in attendance and includes at least two (2) Officers.

Section 3. Elections & Seating of any Appointed or Elected Individual

Notwithstanding any other Bylaw provision regarding the length of a term, when a term is to begin or end, the Board of Directors may, by majority vote, exercise discretion and delay the beginning of a term or extend an existing term for the purposes of functioning in the best interests of the Society during any emergency event and for a reasonable time period thereafter.

Section 4. Officers

All officers in office immediately prior to commencement of the emergency condition shall remain in their respective offices until their successors are able to be installed.

Section 5. Authority

The primary duty of the Board of Directors during an emergency condition shall be the continued function of the Society. The Board of Directors may adopt such other emergency Bylaws as may be necessary in the sole discretion of the Board of Directors to accomplish the foregoing.

Section 6. Bylaws Applicability and Duration

To the extent not inconsistent with any emergency Bylaw, all other Society Bylaw provisions shall remain in effect during the emergency condition. Upon the end of the emergency condition, as determined by the Board of Directors applying a reasonable person standard considering factors including, but not limited to, government warnings or restrictions, member/Delegate opinion, travel restrictions, the emergency Bylaws shall cease to be operative.

Notwithstanding the foregoing, emergency bylaws shall not supersede the provisions of the Illinois Corporations Act, with respect to amending the articles of incorporation or the regular bylaws of the corporation, adopting a plan of merger or consolidation with another corporation or corporations, authorizing the sale, lease, exchange, or other disposition of all or substantially all of the property and assets of the corporation other than in the usual and regular course of business, or authorizing the dissolution of the corporation; and the regular bylaws of the corporation and the articles of incorporation shall continue in full force and effect for such purposes.

ARTICLE XIV INDEMNIFICATION

To the greatest extent of the laws of the State of Pennsylvania, every officer, director, delegate or employee of the Society shall be indemnified by the Society against all expenses and liabilities, including attorney's fees, in connection with any threatened, pending or completed proceeding in which the above-mentioned individual is involved by reason of being or having been an officer, director, employee, or delegate of the Society, including, but not limited to, the interpretation and application of these bylaws, if the above-mentioned individual acted in good faith and within the scope of the above-mentioned individual's

authority and in a manner reasonably believed to be not opposed to the best interests of the Society. In no event shall indemnification be paid to or on behalf of any above-named individual going beyond or acting beyond the powers granted by authority of this organization or bylaws. The foregoing right of indemnification shall be in addition to, and not exclusive of, all other rights to which such officer, director, delegate or employee may be entitled.

ARTICLE XV DISSOLUTION

In the event of dissolution or final liquidation of the Society, all of its assets remaining, after payment of its obligations shall have been made or provided for, shall be distributed to and among such corporations, foundations, or other organizations organized and operated exclusively for scientific and educational purposes, consistent with those of the Society, as shall be designated by the Board of Directors.

Prepared by: Bernadette Garofola, Board Chair 2009-2010
Resolution and Bylaws Committee Chair
Debra Soffer, Past President 2009-2010
Resolution and Bylaw Committee Member
7-16-2010