

1 **SBI BYLAWS 2017**

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3 **ARTICLE I. NAME**

4 The name of this corporation shall be Society of Breast Imaging, Inc.
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6 **ARTICLE II. PURPOSES**

7 The Society is organized and shall be operated exclusively for charitable, scientific and educational purposes as
8 specified in Section 501 (c)(3) of the Internal Revenue Code, including, without limitation, the following: (a) to establish a
9 society for the improvement and dissemination of breast imaging; (b) to improve the quality of medical education in the
10 practice of breast imaging; (c) to foster research in all aspects of breast imaging; (d) to provide a medium for the exchange
11 of ideas among radiologists involved with breast imaging; (e) to provide meetings for presentation and discussion of papers
12 and the dissemination of knowledge in the area of breast imaging; (f) to establish a channel for publication of scientific
13 reports in the field of breast imaging; and (g) to respond to media inquiries concerning breast imaging. Its mission is to
14 save lives and minimize the impact of breast cancer . The Society seeks to support, improve, and advance breast imaging
15 through education, communication, membership, quality organization and governance.
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17 **ARTICLE III. SEAL**

18 The Board of Directors may adopt and alter the seal of the Society.
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20 **ARTICLE IV. MEMBERSHIP**

21 **SECTION 1. CLASSES OF MEMBERSHIP**

22 The classes of membership in the Society, and the criteria for admission to each class, shall be as stated below,
23 may be amended from time to time. Membership in this organization shall be of classes: (1) General Member, (2) Active
24 Fellows, (3) Members In-Training, (4) Emeritus Fellows, (5) Honorary Fellows, (6) Founding Members, (7) Retired
25 Members and Fellows, (8) Affiliate Members
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27 **SECTION 2. REQUIREMENTS FOR GENERAL MEMBERSHIP**

28 General Members shall include physicians and medical physicists who have an active interest in breast imaging. A
29 physician is defined as any individual who is board certified / board eligible in radiology or one of its branches recognized
30 by the American Board of Radiology (ABR) or the American Osteopathic Board of Radiology (AOBR); and radiologists
31 outside the United States and Canada and who are certified in radiology, medical physicists, or eligible for such
32 certifications, and are in good ethical standing in their respective countries. A medical physicist is any individual who
33 possesses an earned graduate degree in the Physical or Biological Sciences, Computer Sciences, Mathematical Sciences, or
34 Engineering from a college, university or program accredited by one of the organizations recognized by the Council on
35 Higher Education Accreditation (or its successors), or an equivalent foreign degree and abides by the certifying body's
36 requirements for continuing education.

37 There shall be no limit to the number of these members. These individuals have the right to vote and hold offices
38 in the Society and shall be subject to the dues and assessments as set forth in Article XIII, Section 1.

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40 **SECTION 3. REQUIREMENTS FOR ACTIVE FELLOWS**

41 A Fellow shall at the time of application to join and at all times thereafter fulfill all the following requirements: (a)
42 Be a diplomat of the American Board of Radiology or other equivalent board as determined by the Board of Directors. (b)
43 Exhibit demonstrated excellence in the discipline of breast imaging by having (i) authored publications on clinical or
44 research aspects of breast imaging, (ii) been recognized as a teacher in the area of breast imaging, and/or (iii) been
45 recognized for clinical expertise in breast imaging at the regional or national level. An objective scoring system is used for
46 accessing applications for Active Fellow status. Active Fellows shall have the same rights as General Members, may hold
47 office, and shall be subject to the dues and assessments obligations as set forth in Article XIII, Section 1. . To apply for
48 fellowship, a General Member must have been a General Member of the Society for at least five years and must request a
49 minimum of at least two supporting letters from current Active Fellows in good standing.
50 Fellows must attend one Fellows meeting in three years or will be subject to termination of their Fellowship status, at which
51 point they will become a General Member in the Society. Circumstances and explanation of such failure may be reviewed
52 by the Fellows Committee during the ensuing year and a recommendation made to the Board of Directors, which will
53 decide the matter by majority vote.

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55 **SECTION 4. REQUIREMENTS FOR MEMBERS IN TRAINING**

56 Members in Training are those individuals who are board certified / board eligible and participating in a fellowship
57 in breast imaging as documented by a letter from the director of the training program or who are physicians currently
58 enrolled in a radiology residency program as documented by the program director. Members in Training shall have the
59 same rights of General Members except the right to vote or hold office and are exempt from dues and assessments.

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61 **SECTION 5. REQUIREMENTS FOR EMERITUS FELLOWS**

62 Fellows who have paid the specified regular dues for ten consecutive years or who, by reason of age, physical
63 disability, retirement from active practice for at least one year, and believe that active status no longer applies may request
64 Emeritus status. The Board of Directors reserves the right to designate who shall be included in this category. Emeritus
65 Fellows are exempt from all dues and assessments. Emeritus Fellows shall not have the right to vote, hold office, or serve
66 on committees, but they shall have all other privileges of membership.

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68 **SECTION 6. REQUIREMENTS FOR HONORARY FELLOWS**

69 Honorary Fellows include those individuals who have made outstanding contributions to breast imaging. Honorary
70 Fellows shall receive a certificate of honorary fellowship. They shall be elected by a majority of the Active Fellows voting
71 and shall remain members for life. They are exempt from all dues and assessments and have all rights of Active Fellows
72 except the right to hold office and vote.

73

74 **SECTION 7. REQUIREMENTS FOR FOUNDING MEMBERS**

75 Founding Members shall be those radiologists who participated in the organization and founding of the Society
76 and are the signatories of its original Bylaws: Carl J. D'Orsi, M.D.; Stephen A. Feig, M.D.; Marc J. Homer, M.D.; Harold
77 Moskowitz, M.D.; Myron Moskowitz, M.D.; and Edward A. Sickles, M.D. They shall be recognized as such, and their
78 function in the Society shall be that of Active Fellows, until such time as their member status may change.

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80 **SECTION 8. REQUIREMENTS FOR RETIRED MEMBERS AND FELLOWS**

81 Retired membership and/or fellowship may be conferred by the Board of Directors upon notification from that
82 member that he or she is fully retired (and no longer earning income) from the performance of service as a radiologist,
83 medical physicist or a member of the Affiliate Member category and who, in their judgment, shall be relieved from the

84 payment of dues. Retired membership is available only to active members in good standing who have paid specified
85 regular dues for ten (10) consecutive years. Retired Members shall not have the right to vote, hold office, or serve on
86 committees, but they shall have all other privileges of membership as defined in the Policies & Procedures Manual.
87

88 **SECTION 9. REQUIREMENTS FOR AFFILIATE MEMBERS**

89 The Category of Affiliate Member in the Society is open to any individual who is in practice related to breast
90 imaging science — to include radiologic technologists, sonographers, nurses, nurse practitioners, physician assistants, PhD
91 researchers, statisticians, practice managers, radiologist assistants, and other individuals as the Board of Directors may
92 deem appropriate. Affiliate Members cannot vote in any Society elections or hold office but may serve on committees.
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94 **SECTION 10. TERMINATION OF MEMBERSHIP**

95 Members of the Society may resign at any time by submitting a resignation in writing to its principal office. There shall be
96 no refund of dues already paid. Members may be dropped for non-payment of dues or for failure to maintain the
97 qualifications for the class of Membership in which the Member is enrolled as determined by a majority vote of the Board
98 of Directors.
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100 **SECTION 11. REINSTATEMENT OF MEMBERSHIP AND FELLOWSHIP**

101 A General Member dropped from the Society for non-payment of yearly dues may immediately re-apply for
102 membership at any time. If the General Member has any outstanding dues, those dues plus the current dues must be paid at
103 the time of reapplication.

104 A Fellow who fails to meet the requirements specified in Section 3, Article IV will become a General Member.
105 The member may re-apply for Fellowship status without requiring any sponsors.
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107 **ARTICLE V. OFFICERS**

108 The Officers shall consist of a President, a Vice-President, a Secretary/Treasurer, and Immediate Past President.
109 To be eligible for election or re-election as an Officer, the individual must be a Fellow in good standing.
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111 **ARTICLE VI. ELECTION OF OFFICERS AND DIRECTORS**

112 The Officers shall be elected by the members at the annual meeting, or at a special meeting in lieu thereof, of the
113 Society by majority vote of the voting members present at such meeting. Election shall be from a slate of nominees
114 provided by the Nominating Committee. In addition, any fifteen (15) or more voting members present at a meeting,
115 together on a single petition, may make additional nominations. Election may be by a majority of the voting members
116 present or of those members who vote electronically. If there is no contest for an office, the election shall be by voice vote.
117 During Board transitions (due to expansion, contraction, or vacancies) between meetings, the Board of Directors shall
118 appoint new Board members, in consultation with the Nominating Committee, at a time that is determined by the Board.
119 Such appointments shall be voted on at the next annual meeting.

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121 **ARTICLE VII. POWERS & DUTIES OF OFFICERS**

122 Each Officer subject to these Bylaws and to the direction and control of the Board of Directors shall have such
123 other duties and powers as are prescribed by law or as the Board of Directors may from time to time prescribe. The
124 Officers shall have the powers and perform the duties customarily belonging to their respective offices, including the
125 powers and duties listed below:

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127 **SECTION 1. DUTIES OF PRESIDENT**

128 The President shall be the presiding Officer of the Society, President of the Board of Directors, a member of the
129 Nominating Committee, and an ex officio member of all other committees. He/she shall perform all of the duties which the
130 Board may from time to time assign the President, and he/she shall appoint all chairs and members of committees, except
131 for the Board of Directors, and representatives as necessary.

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133 **SECTION 2. DUTIES OF VICE-PRESIDENT**

134 The Vice-President shall preside at such meetings as designated by the President. In case the President shall be
135 unable to perform his duties, the Vice-President shall act as President during such period of incapacity. He/she shall be a
136 member of the Board of Directors. He/she shall be the Chair of the Education Committee and Chair of the Annual Program
137 Committee. He/she shall automatically move to President at the conclusion of the President's term.

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139 **SECTION 3. DUTIES OF SECRETARY/TREASURER**

140 The Secretary/Treasurer shall keep or cause to be kept a correct and permanent record of the annual proceedings of
141 the Society. He/she shall conduct correspondence; and shall perform all other duties that usually customarily apply to the
142 office of Secretary/Treasurer.

143 The Secretary/Treasurer shall collect, receive and be accountable for all funds of the Society. He/she shall keep a
144 complete and permanent record of the financial transactions of the Society. He/she shall make a full financial report at the
145 annual meeting of the Society, which shall be incorporated in the minutes of the meeting.

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147 **SECTION 4. DUTIES OF IMMEDIATE PAST PRESIDENT**

148 The Immediate Past President shall serve as chair of the Bylaws Committee . He/she shall perform such other duties as may
149 be designated by the President or the Board of Directors.

150

151 **SECTION 5. TERMS OF OFFICE**

152 Each Officer and each non-officer member of the Board of Directors shall be elected annually by the members
153 and shall hold office until the next annual meeting (a 1-year term). The one-year term may be renewed up to five times for
154 a maximum of six (6) consecutive one (1) year terms (6 consecutive years maximum). No member of the Board of
155 Directors nor any Officer shall serve on the Board of Directors more than 6 consecutive years.

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157 **SECTION 6. RESIGNATIONS, VACANCIES, REMOVALS AND TRANSITIONS**

158 **A. Resignation.** Any Officer may resign at any time by giving written notice of such resignation to the Society at its
159 principal office or to the President or Secretary/Treasurer. Such resignation shall be effective at the time specified therein,
160 or if no time is specified, upon receipt by the Secretary/Treasurer.

161 **B. Removal.** Any Officer may be removed from office for cause by vote of two-thirds of the Board of Directors then in
162 office, not counting the vote of an officer who is subject to the removal.

163 **C. Vacancies.** Vacancies, with the exception of the office of President, occurring before the expiration of terms of office
164 shall be filled by the Board of Directors, and persons so chosen shall

165 serve until the term expires. In the case of a vacancy of the office of the President, the Vice President shall fill that
166 position. The Board of Directors reserves the right to elect a replacement for the office of the Vice President.

167 **D. Transitions.** In times of transition that involves either increasing or decreasing the number of Board members, a

168 transition plan will be developed and approved by the Board of Directors by a two-thirds (2/3) vote and implemented in
169 accordance with that policy. During the transition years, some terms may differ from those outlined in these Bylaws and
170 are allowed by approval of the transition plan by the Board of Directors.

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172 **ARTICLE VIII. COMMITTEES, COMMISSIONS, AND COUNCILS**

173 **SECTION 1. APPOINTMENTS**

174 The President shall appoint the chairs and members of all committees except the Board of Directors or as
175 otherwise prescribed by the Bylaws. The President shall serve as an ex-officio member (without vote) of all Committees.
176 The Board of Directors shall establish the following committees:

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178 **SECTION 2. STANDING COMMITTEES**

179 Standing Committee appointments and reappointments shall be in accordance with SBI policy.

- 180 (1) Nominating Committee
- 181 (2) Membership Committee
- 182 (3) Fellows Committee
- 183 (4) Bylaws Committee
- 184 (5) Finance Committee
- 185 (6) Other committees, as approved by the Board of Directors

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187 **ARTICLE IX. BOARD OF DIRECTORS**

188 **SECTION 1. POWERS AND DUTIES**

189 The general management of the affairs of the Society shall be vested in a Board of Directors, (hereinafter referred
190 to as “Directors”). The Directors shall have authority for the general direction, management, and control of all the property,
191 business and affairs of the Society, as further specified in Section 6. It shall determine the duties, in addition to those fixed
192 by these Bylaws, of all Society officers and agents. It may, in its discretion, enter into an employment contract with any
193 Society Officer or employee. As specified in this Article IX Section 4, the Directors shall fix the time and place of
194 meetings of the membership of the Society, as well as recommend membership dues for the ensuing year (see Article XIV,
195 Section 1) which shall be consistent with the operational needs of the Society.

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SECTION 2. COMPOSITION

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SECTION 3. TERM OF OFFICE

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SECTION 4. MEETINGS

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SECTION 5. QUORUM

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The Board of Directors shall consist of at least five (5) and no more than nine (9) members, including the President, Vice-President, and Secretary-Treasurer, the Immediate Past-President of the Society, and the Chairperson of the Fellows, who shall be denoted as the specified Directors. At their discretion, the specified Directors may, by vote, appoint up to four (4) additional Directors. Each Director must be a Fellow in good standing. The President shall be the chairperson of the Board of Directors. Except as otherwise herein provided, each Director shall take office immediately upon being elected either at the annual meeting or at a separate meeting by electronic means. Each Director shall serve until his or her term expires, or until he or she otherwise vacates the position according to Article VII, Section 6.

Except as specifically indicated elsewhere, Directors shall be in office for one year. The one year term may be renewed up to five (5) times for a maximum of six (6) consecutive one (1) year terms (6 consecutive years maximum).

The annual meeting of the Board of Directors shall be held at such place and time as the Directors may determine. Other regular meetings shall be at such place and time as the Directors may from time to time determine. The Board of Directors shall meet at least twice a year. Reasonable notice of the time and place of each meeting shall be given to each member of the Board of Directors. Special meetings may be called by the President or on the written request of at least a quorum of the Directors. Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if all the Directors consent to the action in writing and the written consents are filed with the records of the meetings of the Board of Directors. Such consents shall be treated for all purposes as a vote at a meeting. The Board of Directors may meet and vote on Society matters electronically, such as by e-mail, or by telephone conference call.

A majority of the Board of Directors shall constitute a quorum at all meetings. Voting at any meeting shall be by majority vote except as required by law, or these Bylaws. Voting requirements shall be determined with reference to the

224 number of Directors then present and voting. Meetings may proceed if no quorum is present, but all actions taken at such
225 meetings require ratification by a majority of the Board of Directors present at the next meeting that a quorum is present.

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227 **SECTION 6. DUTIES**

228 The Board of Directors shall be responsible for the following:

- 229 A. Determination, coordination, and evaluation of the programs of the organizationEstablishment and dissolution of
230 committees and task forces depending on priorities of the total organizationRepresentation of the organization in
231 the community and maintenance of its relationship with other organizations
- 232 B. Finances of the organization, including establishing an annual budget
- 233 C. Membership policies and practices of the organization within the limits prescribed by these BylawsSelection and
234 employment of the Executive Director of the organizationReview and resolution of intraorganizational issues and
235 problemsDevelop and implement a strategic plan
- 236 D. All other business of the organization in the fulfillment of the organization's purposes

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238 **ARTICLES X. COMMITTEES**

239 **SECTION 1. NOMINATING COMMITTEE**

240 The President, Vice President and Immediate Past President shall serve as the Nominating Committee in
241 accordance with SBI policy. The Immediate Past President shall serve as the chair of this Committee.

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243 **SECTION 2. MEMBERSHIP COMMITTEE**

244 This committee is composed of a chair, nominated by the President and appointed by the Board of Directors, who
245 must be an active Fellow. Additional members are appointed by the committee chair in consultation with the Society
246 President and must be active Fellows or Members.

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248 **SECTION 3. FELLOWS COMMITTEE**

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250 This committee shall be chaired by the Chairperson of Fellows. He/She is a Director of the Board of Directors and
251 was designated for this position by the Board. The chair of the Fellows' term shall be one (1) year, renewable up to five

252 (5) times for consecutive terms, for a maximum of six (6) consecutive one (1) year terms. The chair shall select a
253 minimum of two other Active Fellows in good standing to serve on the Committee in accordance with SBI policy.

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255 **SECTION 4. BYLAWS COMMITTEE**

256 The Bylaws Committee shall consist of the Immediate Past President, who shall be the Chairperson of the
257 Committee, and two current Board of Director members who are not Officers in accordance with SBI policy. The Bylaws
258 Committee may be called upon to interpret Bylaws where questions arise. To this end, the Bylaws Committee shall have
259 the right to select a parliamentarian to represent it during meetings. It shall, on order of the Board of Directors, prepare,
260 revise and submit amendments proposed by Society members, and it may on its own motion, prepare and present to the
261 Board of Directors any amendments which it deems necessary. It shall receive all resolutions introduced by any Member
262 and may revise them or combine those having the same intent and otherwise edit and prepare them for presentation and
263 shall present them to the Board of Directors with the Bylaws Committee recommendation thereon.

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265 **SECTION 8. FINANCE COMMITTEE**

266 This Committee shall consist of the chair, who shall be the Secretary/Treasurer and two members of the Board of
267 Directors who are all Fellows of the Society. The two members shall be appointed by the Board of Directors. The
268 Committee shall be responsible for reviewing and approving the SBI annual budget, reviewing the financial statements and
269 conducting such other financial functions as determined by the Board of Directors.

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271 **SECTION 9. OTHER COMMITTEES**

272 The Board of Directors may, from time to time, establish other committees. The Board also may, from time to
273 time, prescribe term limits of committee service according to policies that it may determine.

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275 **ARTICLE XI. EXECUTIVE DIRECTOR**

276 The Board of Directors shall have the authority to employ or appoint, evaluate, compensate and terminate an
277 Executive Director, whose duties shall be those usually performed under such employment. He/she shall conduct the
278 headquarters office of the Society, keep accurate records of Society proceedings and activities and serve as general
279 custodian of the Society documents and property. The Executive Director shall not be a member of the Society. The

280 Executive Director will serve as an ex-officio nonvoting member of the Board of Directors.

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282 **ARTICLE XII. INDEMNIFICATION OF DIRECTORS AND OFFICERS; INSURANCE**

283 **SECTION 1. INDEMNIFICATION.**

284 The corporation shall, to the extent legally permissible, indemnify each of its present and former Directors and
285 Officers (and the heirs, executors and administrators of such Director or Officer) against all expenses and liabilities which
286 he or she has reasonably incurred in connection with or arising out of any action or threatened action, suit or proceeding in
287 which he or she may be involved by reason of his or her being or having been a Director or an Officer of the Society. Such
288 expenses and liabilities include, but are not limited to, judgments, court costs and attorney's fees and the cost of reasonable
289 settlements, provided no such indemnification shall be made in relation to matters as to which such Director or Officer shall
290 be finally adjudged in any such action, suit, or proceeding not to have acted in good faith in the reasonable belief that his or
291 her action was in the best interests of the Society. In the event that a settlement or compromise of such action, suit or
292 proceeding is effected, indemnification may be obtained only if the Board of Directors (not including the vote of any person
293 seeking indemnification hereunder) shall have determined that such settlement or compromise is in the best interest of the
294 Society and that such Director or Officer appears to have acted in good faith in the reasonable belief that his or her action
295 was in the best interests of the Society, and only if the Board of Directors shall have adopted a resolution by majority vote
296 approving such settlement or compromise.

297 The foregoing right of indemnification shall not be exclusive of other rights to which any Director, Officer, or
298 other corporate personnel may be entitled as a matter of law.

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300 **SECTION 2. INSURANCE**

301 Upon specific authorization by the Board of Directors, the Society may purchase and maintain insurance on behalf
302 of any or all Officers, committee members, employees, agents, or other authorized representatives of the Society against
303 any liability asserted against any such person and incurred in any such capacity, or arising out of the status of serving in any
304 such capacity, whether or not the Society would have the power to indemnify them against such liability under the provi-
305 sions of Section 1 of this Article.

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307 **ARTICLE XIII. DUES**

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SECTION 1. DUES

Admission to membership and continuation shall be contingent upon the payment of such dues and assessments as may then be in effect. Membership dues including, if so decided, reduced rates for special categories such as those who have retired, active military and international, shall be established by the Board of Directors. Dues shall be paid annually within a time prescribed by the Board of Directors.

SECTION 2. PENALTY FOR NON-PAYMENT

Delinquent Members shall be given reasonable warning before being dropped from membership. If Members have been dropped for nonpayment (see Article IV, Section 10), such former Members shall be eligible for automatic reinstatement upon payment of current dues and a reinstatement fee established by the Directors. If the member has any outstanding dues, those dues plus the current dues must be paid at the time of reapplication. If a Fellow has been dropped for nonpayment, such former Fellow shall be eligible for reinstatement of general membership in the manner specified above. After being reinstated to general membership, such former Fellow must reapply for Fellow status (see Article IV, Section 3).

ARTICLE XIV. MEETINGS

SECTION 1. FELLOWS MEETING

A separate meeting of Society Fellows, at which the Chairperson of Fellows shall preside, may be held in conjunction with the annual meeting of the Board of Directors during the Radiological Society of North America meeting. The Fellows meeting also may occur at the Society’s annual education meeting or as the Board may require. Notification of the time and place for the meeting shall be sent to all Members and Fellows by the Secretary or operating office, at least 60 days in advance of such meeting. The agenda and other related materials will be distributed within a reasonable time frame.

SECTION 2. MEMBERSHIP MEETING

Society Members and Fellows may convene annually at a place and time to be designated by the Board of Directors. Meetings of the Members and Fellows shall constitute meetings of the Society for Breast Imaging, Inc. The meetings may include the presentation of professional papers, discussions, and other activities in furtherance of the

336 purposes of the corporation as stated in Article II. At the annual business meeting the President shall inform the members
337 of all actions of the Board of Directors taken since the most recent business meeting.

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339 **SECTION 3. SPECIAL MEMBERSHIP MEETING**

340 Special meetings shall be called by the President of the Society or a majority of the Board of Directors or upon the
341 written request of one-third of the members. Such written request shall be sent to the Secretary. Special meetings may
342 occur in person or electronically. At such special meetings, no business shall be conducted except that stated in the call for
343 the meeting. Similar notice for special meetings shall be sent 30 days in advance.

344

345 **SECTION 4. NOTICE OF MEETING**

346 Thirty (30) days' written notice shall be given of all meetings stating the date, purpose, time and place of such
347 meeting. Whenever any written notice is required to be given by these Bylaws, a waiver of notice signed either before or
348 after the action for which notice is required shall have the effect of written notice.

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350 **SECTION 5. QUORUM**

351 Members actually present at Society meetings shall be counted in determining whether or not a quorum is present.
352 Society Members may vote in person or electronically by e-mail.

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354 **ARTICLE XV. RESTRICTIONS**

355 **SECTION 1.**

356 The Society shall not have or exercise any power or authority either expressly, by interpretation or by operation of
357 law, nor shall it directly or indirectly engage in any activity, that would prevent it from qualifying (and continuing to
358 qualify) as a corporation described in Section 501(c)(3) of the Internal Revenue Code. References herein to the Internal
359 Revenue Code (hereinafter abbreviated as "IRC") refer to the Internal Revenue Code of 1954 as it now exists or as it may
360 hereafter be amended, or to corresponding provisions of any subsequent federal tax laws.

361

362 **SECTION 2.**

363 No substantial part of the activities of the Society shall consist of carrying on propaganda, or otherwise attempting
364 to influence legislation; nor shall it in any manner or to any extent participate in, or intervene in (including the publishing or
365 distributing of statements), any political campaign on behalf of any candidate for public office.

366 **SECTION 3.**

367 The Society shall never be operated for the primary purpose of carrying on a trade or business for profit. Neither
368 the whole, nor any part or portion, of the assets or net earnings of the Society shall be used, nor shall the Society ever be
369 organized or operated, for purposes that are not exclusively religious, charitable, scientific, literary or educational within
370 the meaning of IRC Section 501(c)(3).

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372 **SECTION 4.**

373 In the event that the Society becomes a private foundation as defined in IRC Section 509, then the following
374 restrictions shall apply:

375 The Society shall not engage in any act of self-dealing, as defined in IRC Section 4941(d); shall not retain any
376 excess business holdings, as defined in IRC Section 4943(c); shall not make any investments in such manner as to incur tax
377 liability under IRC Section 4944; shall not make any taxable expenditures, as defined in IRC Section 4945(d); and shall
378 distribute its income and, if necessary, principal thereof, at such times and in such manner as not to subject the Society to
379 the tax on undistributed income imposed by IRC Section 4942.

380 Furthermore, no compensation or payment shall be paid or made to any disqualified person as defined under IRC
381 Section 4946, including any Officer, Director, Trustee, creator, or organizer of the Society, or substantial contributor to it,
382 as well as any member of the Society, except as a reasonable allowance for expenses, including reasonable advances for
383 expenses anticipated in the immediate future, and for the performance of personal services which are reasonable and
384 necessary to carry out the exempt purposes of the Society; and neither the whole nor any part or portion of the assets or net
385 earnings, current or accumulated, of the Society shall ever be distributed to or divided among any such persons; provided,
386 further, that neither the whole nor any part or portion of such assets or net earnings shall ever be used for, accrue to, or
387 inure to the benefit of any member or private individual within the meaning of IRC Section 501(c)(3).

388

389 **SECTION 5.**

390 In the event of termination, dissolution or winding up of the Society in any manner or for any reason whatsoever,
391 its remaining assets, if any, shall be distributed to one or more organizations, as the Board of Directors shall determine, that
392 are then described in IRC Section 501(c)(3) and conduct programs and services consistent with the purpose of the Society. .
393

394 **SECTION 6.**

395 Subject to the foregoing provisions of this Article, the powers and purposes of the Society shall at all times be so
396 construed and limited as to enable the corporation to qualify as a charitable corporation organized and existing under
397 Chapter 180, Massachusetts General Laws.
398

399 **ARTICLE XVI. COMPENSATION**

400 No Director or Member shall receive compensation for serving as such. Officers may receive reasonable
401 compensation for services performed for the corporation, the amount of such compensation to be determined by the Board
402 of Directors. Directors may be reimbursed for reasonable expenses incurred in connection with the affairs of the Society
403 including attendance at meetings, provided that such compensation must be specifically authorized by the Board of
404 Directors in each case. No Director or Member shall be prevented from receiving compensation for services rendered in
405 any other capacity by reason of the fact that he or she is also a Director or Member.
406

407 **ARTICLE XVII. BENEFACTORS, SPONSORS, ADVISORS, AND FRIENDS OF THE CORPORATION**

408 The Board of Directors may from time to time designate certain persons or groups of persons as benefactors,
409 sponsors, advisors, or friends of the corporation or such other title as they deem appropriate. Such persons shall serve in an
410 honorary capacity and except as the Board of Directors designates such persons in such capacity shall have no right to
411 notice of or to vote at any meeting, shall not be considered for purposes of establishing a quorum, and shall have no other
412 rights and responsibilities.
413

414 **ARTICLE XVIII. CORPORATE RECORDS**

415 Copies and records may be maintained at the principal office of the Society or the office of the Clerk, and shall be
416 open at all reasonable times to the inspection of any Director for a proper purpose. Upon the request of any Director, the
417 Secretary or operating office shall deliver to such Director a copy of the Bylaws of the Society.

418

419 **ARTICLE XIX. CALENDAR YEAR**

420 The fiscal year of the Society shall begin on the first day of January and end upon the last day of December.

421

422 **ARTICLE XX. CONTRACTS, CHECKS DEPOSITS, AND GIFTS**

423 **SECTION 1. CONTRACTS**

424 The Board of Directors may authorize any Officer or Officers or agent or agents of the Society, in addition to the
425 Officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and
426 on behalf of the Society, and such authority may be general or confined to specific instances.

427

428 **SECTION 2. CHECKS, DRAFTS, ETC**

429 All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in
430 the name of the Society shall be signed by such Officer or Officers or agent or agents of the Society in such manner as shall
431 from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board
432 of Directors, such instruments shall be signed by the Secretary/Treasurer and countersigned by the President or the
433 Executive Director of the Society.

434

435 **SECTION 3. DEPOSITS**

436 All funds of the Society shall be deposited from time to time to the credit of the Society in such banks, trust
437 companies, or other depositories as the Board of Directors may select.

438

439 **SECTION 4. GIFTS**

440 Any Officer or Director may accept on behalf of the Society any unrestricted or unconditional contribution, gift,
441 bequest, or devise for the general purposes or for any special purpose of the Society. Any restricted or conditional
442 contribution, gift, bequest, or devise may be accepted only by the Board of Directors on behalf of the Society.

443

444 **ARTICLE XXI. OFFICES**

445 The Society shall have and continuously maintain in the Commonwealth of Massachusetts a registered office and a
446 registered agent whose office is identical with such registered office, and may have such other offices inside or outside the
447 Commonwealth of Massachusetts as the Board of Directors may from time to time determine.

448

449 **ARTICLE XXII. RULES OF ORDER**

450 All meetings of the Society shall be governed by the parliamentary rules and usage contained in the current edition
451 of Sturgis' "Standard Code of Parliamentary Procedure."

452

453 **ARTICLE XXIII. AMENDMENTS**

454 These Bylaws may be amended or repealed or new Bylaws adopted at any regular or special meeting of the Board
455 of Directors by vote of two-thirds of the Directors present and voting, provided that notice of the proposed action shall have
456 been given in the call for such meeting, and provided, further, that the restrictions provided in Article XVI may not be
457 amended or repealed, except as required to conform to provisions of federal revenue laws. Thirty (30) days notice shall
458 also be given to all members of any meeting at which the Directors are to consider the amendment or repeal of these
459 Bylaws or the adoption of new Bylaws.

460

461 **CODE OF ETHICS AND SBI BYLAWS**

462 **Section 1. PERSONAL QUALIFICATIONS**

463 Membership in the Society is a privilege, not a right, and is contingent upon continuing compliance with these
464 Bylaws. Members are expected to be of good moral character. Failure to comply with these requirements may serve as a
465 basis for denial or revocation of Society membership.

466

467 **Section 2. MEMBER MISCONDUCT AND DISCIPLINARY PROCESS**

468 When, in relation to initial membership or a request for reinstatement as a Member, an issue is raised regarding
469 legal, ethical or professional misconduct, the matter shall be forwarded to the Society's Fellows and / or Membership

470 Committee for its review and recommendation about qualifications for membership. The Board of Directors may take
471 disciplinary action against a Society Member who, in the Committee's determination, violates the Society's Bylaws or
472 membership requirements. Additionally, a Member may be disciplined for:

- 473 • Professional misconduct resulting in sanctions or restrictions on rights including but not limited to the practice of
474 medicine.
- 475 • Conviction of any felony.
- 476 • Failing to exercise extreme caution to provide non-partisan, clinically accurate and scientifically correct expert
477 medical testimony. Members shall not accept compensation that is contingent on the outcome of litigation.

478 The Committee may impose disciplinary action to include censure, suspension or termination of membership for a time
479 period as the Committee may reasonably determine. If the matter is referred to the Board of Directors, written notice shall
480 be sent to the Member in question by registered or certified mail at least thirty (30) calendar days prior to a meeting of the
481 Committee (a) stating the time and place of the meeting, (b) informing the Member of the nature of the matter which will be
482 considered, (c) advising that the Member may then and there appear in person and/or by legal or other representative and
483 may submit such evidence as the Member deems appropriate, and (d) advising the Member in question that failure to
484 cooperate reasonably with an ethics investigation is independent grounds for disciplinary action. Following the meeting,
485 the Committee shall notify in writing the Member of its decision.

486

487 **Misconduct**

488

489 A Member against whom disciplinary action is taken by the Committee may appeal the decision to the Board of
490 Directors by mailing a written notice of appeal to the President within thirty (30) days of the mailing of notice of the
491 adverse decision to the Member in question.

492 Before the Board shall hear an appeal, it shall, by registered or certified mail, notify the Member in question not
493 less than thirty (30) calendar days prior to a meeting of the Board of Directors that the Member may then and there appear
494 in person and/or by legal or other representative to present such argument as the Member deems proper to show that the
495 disciplinary action taken should be reversed.

496 If a majority of the Board of Directors determines that the disciplinary action taken against a Member is supported
497 by the evidence and is the result of fair procedures, consistent with these bylaws, the Board of Directors shall affirm the
498 disciplinary action. If a majority of the Members of the Board of Directors does not so determine, the Board of Directors

499 shall reverse the disciplinary action and may remand the matter as a whole or in part for further proceedings or may dismiss
500 the matter in whole or in part. The status of a Member during disciplinary proceedings shall be unaltered.