

1 **SBI BYLAWS 2022**

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

### 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,  
51 at which point they will become a General Member in the Society. Circumstances and explanation of such failure may be  
52 reviewed by the Fellows Committee during the ensuing year and a recommendation made to the Board of Directors, which  
53 will decide the matter by majority vote.

### 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, breast imaging fellowship program or in medical school as documented by the  
59 program director or Dean. Members in Training shall have the same rights of General Members except the right to vote or  
60 hold office and are exempt from dues and assessments.

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## 62 **SECTION 5. REQUIREMENTS FOR EMERITUS FELLOWS**

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

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## 69 **SECTION 6. REQUIREMENTS FOR HONORARY FELLOWS**

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

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## 76 **SECTION 7. REQUIREMENTS FOR FOUNDING MEMBERS**

77 Founding Members shall be those radiologists who participated in the organization and founding of the Society  
78 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  
79 Moskowitz, M.D.; Myron Moskowitz, M.D.; and Edward A. Sickles, M.D. They shall be recognized as such, are exempt  
80 from all dues and assessments and their function in the Society shall be that of Active Fellows, until such time as their  
81 member status may change.

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## 83 **SECTION 8. REQUIREMENTS FOR RETIRED MEMBERS AND FELLOWS**

84 Retired membership and/or fellowship may be conferred by the Society upon notification from that member that he  
85 or she is fully retired (and no longer earning income) from the performance of service as a radiologist, medical physicist or  
86 a member of the Affiliate Member category and who, in their judgment, shall be relieved from the payment of dues.  
87 Retired membership is available only to active members in good standing who have paid specified regular dues for ten (10)  
88 consecutive years. Retired Members shall not have the right to vote or hold office, or serve on committees, but they shall  
89 have all other privileges of membership as defined in the Policies & Procedures Manual.

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## 91 **SECTION 9. REQUIREMENTS FOR AFFILIATE MEMBERS**

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

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97 Members may be dropped for non-payment of dues or for failure to maintain the qualifications for the class of  
98 Membership in which the Member is enrolled in.

## 99 **SECTION 11. REINSTATEMENT OF MEMBERSHIP AND FELLOWSHIP**

100 A Member dropped from the Society for non-payment of yearly dues may immediately reinstate their membership  
101 at any time by paying their current year dues.

102 A Fellow who fails to meet the requirements specified in Section 3, Article IV will become a General Member.  
103 The member may re-apply for Fellowship status without requiring any sponsors by petition to the Chair of Fellows as  
104 defined in the Policies and Procedures Manual.

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## 106 **ARTICLE V. OFFICERS**

107 The Officers shall consist of a President, a Vice-President, a Secretary/Treasurer, and Immediate Past President.  
108 To be eligible for election or re-election as an Officer, the individual must be a Fellow in good standing.

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## 110 **ARTICLE VI. ELECTION OF OFFICERS AND DIRECTORS**

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

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## 120 **ARTICLE VII. POWERS & DUTIES OF OFFICERS**

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

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### 126 **SECTION 1. DUTIES OF PRESIDENT**

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

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### 132 **SECTION 2. DUTIES OF VICE-PRESIDENT**

133 The Vice-President shall preside at such meetings as designated by the President. In case the President shall be  
134 unable to perform their duties, the Vice-President shall act as President during such period of incapacity. The Vice-  
135 President shall be a member of the Board of Directors. The Vice-President shall be the Chair of the Education Committee  
136 and Chair of the annual Program Committee. They shall automatically move to President at the conclusion of the  
137 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. They 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. They shall keep a  
144 complete and permanent record of the financial transactions of the Society. The Secretary-Treasurer shall make a full  
145 financial report at the 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 and the Nominating Committee.. They  
149 shall perform such other duties as may be designated by the President or the Board of Directors.

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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.

156           A Fellow in good standing, having previously served on the Board of Directors as an officer, may serve in a non-  
157 officer role after a minimum of one (1) year since last term of service. The terms of service shall be in accordance with the  
158 board policy as defined in the Policies & Procedures Manual.

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

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

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

166           **C. Vacancies.** Vacancies, with the exception of the office of President, occurring before the expiration of terms of office

167 shall be filled by the Board of Directors, and persons so chosen shall serve until the term expires. In the case of a vacancy  
168 of the office of the President, the Officers of the Board shall maintain responsibility for all board functions as defined in the  
169 Policies & Procedures Manual..

170 **D. Transitions.** In times of transition that involves either increasing or decreasing the number of Board members, a  
171 transition plan will be developed and approved by the Board of Directors by a two-thirds (2/3) vote and implemented in  
172 accordance with that policy. During the transition years, some terms may differ from those outlined in these Bylaws and  
173 are allowed by approval of the transition plan by the Board of Directors.

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## 175 **ARTICLE VIII. COMMITTEES, COMMISSIONS, AND COUNCILS**

### 176 **SECTION 1. APPOINTMENTS**

177 The Nominating Committee shall appoint the chairs of all committees as otherwise prescribed by the Bylaws and  
178 SBI Policy. The President shall serve as an ex-officio member of all Committees. The Board of Directors shall establish  
179 the following committees:

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### 181 **SECTION 2. STANDING COMMITTEES**

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

183 (1) Nominating Committee

184 (2) Membership Committee

185 (3) Fellows Committee

186 (4) Bylaws Committee

187 (5) Finance Committee

188 (6) Other committees, as approved by the Board of Directors

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## 190 **ARTICLE IX. BOARD OF DIRECTORS**

### 191 **SECTION 1. POWERS AND DUTIES**

192 The general management of the affairs of the Society shall be vested in a Board of Directors, (hereinafter referred  
193 to as “Directors”). The Directors shall have authority for the general direction, management, and control of all the property,  
194 business and affairs of the Society, as further specified in Section 6. It shall determine the duties, in addition to those fixed

195 by these Bylaws, of all Society officers and agents. It may, in its discretion, enter into an employment contract with any  
196 Society Officer or employee. As specified in this Article IX Section 3, the Directors shall fix the time and place of  
197 meetings of the membership of the Society, as well as recommend membership dues for the ensuing year (see Article XIV,  
198 Section 1) which shall be consistent with the operational needs of the Society.

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## 200 **SECTION 2. COMPOSITION**

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

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## 209 **SECTION 3. TERM OF OFFICE**

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

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## 213 **SECTION 4. MEETINGS**

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



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## **SECTION 5. QUORUM**

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## **SECTION 6. DUTIES**

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The Board of Directors shall be responsible for the following:

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- A. Determination, coordination, and evaluation of the programs of the organization. Establishment and dissolution of committees and task forces depending on priorities of the total organization. Representation of the organization in the community and maintenance of its relationship with other organizations.
- B. Finances of the organization, including establishing an annual operating budget.
- C. Membership policies and practices of the organization within the limits prescribed by these Bylaws. Selection and employment of the Executive Director of the organization. Review and resolution of intraorganizational issues and problems. Development, implementation, and execution of the societies strategic plan.
- D. All other business of the organization in the fulfillment of the organization's purposes

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## **ARTICLES X. COMMITTEES**

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The Board of Directors may, from time to time, establish committees, councils and task forces. The Board also may, from time to time, prescribe term limits of committee service according to policies that it may determine.

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## **ARTICLE XI. CHIEF EXECUTIVE OFFICER**

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

251 Chief Executive Officer will serve as an ex-officio nonvoting member of the Board of Directors.

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

254 **SECTION 1. INDEMNIFICATION.**

255 The corporation shall, to the extent legally permissible, indemnify each of its present and former Directors and  
256 Officers (and the heirs, executors and administrators of such Director or Officer) against all expenses and liabilities which  
257 he or she has reasonably incurred in connection with or arising out of any action or threatened action, suit or proceeding in  
258 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  
259 expenses and liabilities include, but are not limited to, judgments, court costs and attorney's fees and the cost of reasonable  
260 settlements, provided no such indemnification shall be made in relation to matters as to which such Director or Officer shall  
261 be finally adjudged in any such action, suit, or proceeding not to have acted in good faith in the reasonable belief that his or  
262 her action was in the best interests of the Society. In the event that a settlement or compromise of such action, suit or  
263 proceeding is effected, indemnification may be obtained only if the Board of Directors (not including the vote of any person  
264 seeking indemnification hereunder) shall have determined that such settlement or compromise is in the best interest of the  
265 Society and that such Director or Officer appears to have acted in good faith in the reasonable belief that his or her action  
266 was in the best interests of the Society, and only if the Board of Directors shall have adopted a resolution by majority vote  
267 approving such settlement or compromise.

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

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271 **SECTION 2. INSURANCE**

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

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

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**SECTION 3. SPECIAL MEMBERSHIP MEETING**

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**SECTION 4. NOTICE OF MEETING**

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**SECTION 5. QUORUM**

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**ARTICLE XV. RESTRICTIONS**

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**SECTION 1.**

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**SECTION 2.**

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

335           **SECTION 3.**

336           The Society shall never be operated for the primary purpose of carrying on a trade or business for profit. Neither  
337 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  
338 organized or operated, for purposes that are not exclusively religious, charitable, scientific, literary or educational within  
339 the meaning of IRC Section 501(c)(3).

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341           **SECTION 4.**

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

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

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

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358           **SECTION 5.**

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

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364 **SECTION 6.**

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

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369 **ARTICLE XVI. COMPENSATION**

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

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

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

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384 **ARTICLE XVIII. CORPORATE RECORDS**

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

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389 **ARTICLE XIX. CALENDAR YEAR**

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

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

393 **SECTION 1. CONTRACTS**

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

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

399 All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in  
400 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  
401 from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board  
402 of Directors, such instruments shall be signed by the Secretary/Treasurer and countersigned by the President or the  
403 Executive Director of the Society.

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405 **SECTION 3. DEPOSITS**

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

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409 **SECTION 4. GIFTS**

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

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414 **ARTICLE XXI. OFFICES**

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

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419 **ARTICLE XXII. RULES OF ORDER**

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

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423 **ARTICLE XXIII. AMENDMENTS**

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

430

431 **CODE OF ETHICS AND SBI BYLAWS**

432 **Section 1. PERSONAL QUALIFICATIONS**

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

436

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

438 When, in relation to initial membership or a request for reinstatement as a Member, an issue is raised regarding  
439 legal, ethical or professional misconduct, the matter shall be forwarded to the Society's Fellows and / or Membership  
440 Committee for its review and recommendation about qualifications for membership. The Board of Directors may take  
441 disciplinary action against a Society Member who, in the Committee's determination, violates the Society's Bylaws or  
442 membership requirements. Additionally, a Member may be disciplined for:

- 443 • Professional misconduct resulting in sanctions or restrictions on rights including but not limited to the practice of  
444 medicine.
- 445 • Conviction of any felony.



446           • Failing to exercise extreme caution to provide non-partisan, clinically accurate and scientifically correct expert  
447           medical testimony. Members shall not accept compensation that is contingent on the outcome of litigation.  
448 The Committee may impose disciplinary action to include censure, suspension or termination of membership for a time  
449 period as the Committee may reasonably determine. If the matter is referred to the Board of Directors, written notice shall  
450 be sent to the Member in question by registered or certified mail at least thirty (30) calendar days prior to a meeting of the  
451 Committee (a) stating the time and place of the meeting, (b) informing the Member of the nature of the matter which will be  
452 considered, (c) advising that the Member may then and there appear in person and/or by legal or other representative and  
453 may submit such evidence as the Member deems appropriate, and (d) advising the Member in question that failure to  
454 cooperate reasonably with an ethics investigation is independent grounds for disciplinary action. Following the meeting,  
455 the Committee shall notify in writing the Member of its decision.

456

457 **Misconduct**

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

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

466           If a majority of the Board of Directors determines that the disciplinary action taken against a Member is supported  
467 by the evidence and is the result of fair procedures, consistent with these bylaws, the Board of Directors shall affirm the  
468 disciplinary action. If a majority of the Members of the Board of Directors does not so determine, the Board of Directors  
469 shall reverse the disciplinary action and may remand the matter as a whole or in part for further proceedings or may dismiss  
470 the matter in whole or in part. The status of a Member during disciplinary proceedings shall be unaltered.