

**DuPage County Medical Society
BYLAWS**

ARTICLE I - Organization

The name of this organization shall be the DuPage County Medical Society, organized under the Not-For-Profit Act of the State of Illinois on the 22nd day of November 1968.

The principal office of this corporation in the State of Illinois shall be located in the County of DuPage, or such other place as the Executive Committee shall decide.

The registered office of the corporation required by the General Not-For-Profit Act to be maintained in the State of Illinois shall be 498 Hillside Avenue, Glen Ellyn, Illinois. The address of the registered office may be changed from time to time by the officers of this corporation.

ARTICLE II - Purposes

The purposes of this Society are to promote the science and art of medicine, to protect the public health, to elevate the standards of medical education, to inform and educate the medical profession regarding various methods of delivery of health care, including socio-economic aspects, and to unite the medical profession of DuPage County in support of these purposes; to serve as a component of the Illinois State Medical Society; to provide the first step for membership in the Illinois State Medical Society and the American Medical Association; and to inform the public and the profession concerning the advances in medical science, the advantages of proper medical care and the methods for obtaining proper medical care.

ARTICLE III - Meetings

Section 1. The Annual meeting of the Society shall be held the third Wednesday of November of each year or at such day and time as the Board of Directors shall decide. The purpose of the meeting shall be to elect the officers of the Society to serve for the following year or until their successors have been elected and qualified, and to transact such other business as may come before the meeting.

Section 2. Forty Society members in good standing shall constitute a quorum.

Section 3. Any action to be taken by the members shall be at a properly called and held meeting of the members at which a quorum is present.

Notwithstanding the foregoing, the election of Directors other than those serving ex officio may be conducted by mail vote of the members.

Section 4. Meetings of the Board of Directors shall be called by or at the direction of the President or Secretary or other officers, by written notice stating the place, day and hour of the meeting, and the purpose or purposes for which the special meeting is called. Written notice for all Board meetings is to be delivered not less than ten days before the date of the meeting, either personally or by mail. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the member at the member's address as it appears on the records of the corporation, with postage prepaid.

Section 5. One-third of members of the Board of Directors shall constitute a quorum.

ARTICLE IV - Members

Section 1. There are eight basic classes of membership in the DuPage County Medical Society: Active, Probationary, Student, Intern and Resident, Partial Emeritus, Emeritus, Retired and Associate.

Section 2. Every member of this Society shall hold a degree of Doctor of Medicine or Osteopathy, be licensed to practice medicine in all of its branches in Illinois, and be of good moral and professional standing.

Unlicensed medical students and retired physicians who choose not to maintain state licensure shall also be eligible for membership.

Membership is also extended to physicians licensed in some state other than Illinois, who are otherwise qualified, and whose form of practice does not require licensure in Illinois. Such candidates include full-time employees of national associations such as the American Medical Association, medical officers of United States government services on full-time active duty or retired because of age or disability, physicians on a medical school faculty full-time and physicians not engaged in the active practice of medicine but otherwise employed in an allied medical activity.

Section 3. Each member shall live or practice in DuPage County or in an immediately adjacent county, and shall also belong to the Illinois State Medical Society.

Section 4. Members transferring from other component societies shall present written evidence of membership in good standing

in the previous society, including payment in full of all current dues, as well as evidence of the qualifications required for membership.

Section 5. Active members shall be those who have been accepted to membership on completion of the prescribed probationary period. An active member who has paid all dues and assessments shall have all of the privileges and responsibilities of membership.

Section 6. Probationary members shall be physicians who have been accepted for membership by a vote of the Board of Directors either as new members or as transfer members from other medical societies. References shall be obtained from medical school dean, hospital chief of staff, or hospital department heads.

Each new member, including transfers, will serve a probation period lasting 90 days before advancement to active membership. During this probationary period, the member must remain in good standing in the Society and in the medical profession.

Probationary members shall be polled to learn on which Society committee they wish to serve and, once the probationary period is completed, the new member may be appointed to that committee.

The period of probationary membership for a member in good standing in a component medical society in Illinois who transfers to the DuPage County Medical Society may be waived at the discretion of the Board of Directors when such a transfer member is known to our members.

A probationary member shall have all of the privileges and responsibilities of active membership, including voting and payment of full dues but will not be eligible to hold elective office.

Section 7. Student membership shall be available to medical students who are enrolled in an accredited medical or osteopathic school and who are of good moral character and academic standing.

Student members will have a right to speak in regular meetings of the Society and the Board of Directors, and may be appointed to committees of the Society. They will have no vote and shall hold no elective office.

Section 8. Intern and Resident membership shall be available to physicians serving in DuPage County as interns or residents, or residing in DuPage County during training elsewhere.

Intern and Resident members, who have all other qualifications of membership, shall have the option of voting and holding elective office, upon payment of full regular dues.

Section 9. Any applicant who has been refused acceptance as a probationary member or any probationary member who has been refused active membership by the Society, may ask the Board of Directors for reconsideration.

Section 10. A member who has been a member of organized medicine in good standing for 30 years and has reached the age of 65, may request partial emeritus status with the County Society. Such a member shall retain all privileges and responsibilities of active membership except the holding of elective office, other than the office of Secretary-Treasurer. Partial emeritus members shall pay Illinois State Medical Society dues.

A member who has been a member of organized medicine in good standing for 35 years and has reached the age of 70 shall be made a full emeritus member. Full emeritus members shall have all the privileges and responsibilities of active membership except the payment of dues and the holding of elective office, other than the office of Secretary-Treasurer.

Section 11. Retired membership shall be granted to an active member in good standing who has discontinued all forms of medical practice and is not gainfully employed. Retired members shall have all of the privileges and responsibilities of membership except the payment of dues and holding of elective office, other than the office of Secretary-Treasurer.

Section 12. Associate members. Physicians who are members in good standing of another Illinois county society may, by vote of the Board of Directors, be made associate members of this Society as long as they retain membership in their own county society in Illinois. Associate members may neither vote nor hold elective office.

Section 13. Non-Discrimination. No person otherwise qualified for membership or the rights of membership in this Society shall be discriminated against by reason of race, religion, ethnic origin, age, sex or sexual orientation.

ARTICLE V - Dues

Section 1. Dues Year. The dues year shall be the calendar year.

Section 2. Dues. The dues of the Society, periodically determined by vote of the Board of Directors, with such additional dues as the Illinois State Medical Society and the American Medical Association shall designate, shall be proportioned among the classes of members as follows:

- A. Active members and probationary members shall pay full dues.
- B. Student, intern and resident members shall pay nominal dues. Intern and resident members shall also have the option of paying full dues in order to vote or hold elective office.
- C. Partial emeritus members shall pay only Illinois State Medical Society and, if desired, American Medical Association dues.
- D. Full emeritus members shall pay no dues.
- E. Retired members shall pay no dues.
- F. Members in first year of practice shall pay one-half full dues.
- G. Members joining after June 30 shall pay one-half dues for the remainder of the year.
- H. Associate members shall pay nominal dues as determined by the Executive Committee.
- I. At the discretion of the Board of Directors, dues and assessments may be modified as circumstances dictate.

Section 3. The Executive Committee may waive dues for sufficient cause. The dues for those members in active military service or overseas as missionaries shall be waived automatically.

Members who have significantly reduced their medical practice due to physical disability or other worthy reason, may petition the Executive Committee for waiver of dues. The Executive Committee shall have the option of reducing county dues only or recommending waiver of county, state and, if applicable, AMA dues, with an annual review to be conducted by the Committee.

Such members shall retain all the privileges and responsibilities of membership except the payment of full dues.

Section 4. In accordance with the Bylaws of the Illinois State Medical Society, a member will be declared delinquent if dues are not paid by February 1, and will be dropped from membership if dues are not paid by such date as designated by the Illinois State Medical Society.

ARTICLE VI - Officers and Directors

The officers of this Society shall be a President, President-elect, Secretary-Treasurer, Chair of the Board of Directors, elected Directors, Delegates and Alternates to the Illinois State Medical Society House of Delegates, and Membership Chair.

The Board of Directors shall be composed of all the officers, as well as the chairmen of the elected committees and the immediate Past-President, who shall serve as Chair of the Board of Directors.

ARTICLE VII - Election of Officers

Section 1. The officers of this Society shall be elected biennially. There shall be a Nominating Committee consisting of the immediate Past-President, President, President-elect, Secretary-Treasurer and three Directors or committee chairmen, to be nominated and elected by the Board of Directors. The Nominating Committee shall be chaired by the President of the Society.

The Nominating Committee shall present, during the fourth quarter of the year, a slate of candidates for office, published in the Society newsletter at least 30 days prior to the Society's Annual Meeting, at which the election will take place. Officers and Directors are to assume their duties for the ensuing term on January 1. Formal installation of the officers will take place at the first Board meeting following the assumption of duties. Nominees shall be members who are familiar with the workings of the Society as well as being active participants in the Society, with knowledge of the purposes and goals of the organization.

Section 2. Delegates and Alternates to the Illinois State Medical Society House of Delegates will be appointed by the President in the number designated by the Bylaws of the Illinois State Medical Society, subject to review by the Nominating Committee and confirmation by members at the Society's election meeting.

The President and Chair of the Board of Directors automatically will be Delegates to the Illinois State Medical Society House of Delegates.

ARTICLE VIII - Election of Directors

For the purpose of electing Directors, the Executive Committee and the Board of Directors shall divide the county into four geographic districts, representing the northeast, southeast, southwest and northwest quadrants of the County. One Director from each district shall be elected for each 25 members or major fraction thereof within the district.

The Nominating Committee shall present a slate of nominees for all open positions on the Board of Directors during the fourth quarter of the year, at two consecutive meetings, with the election to take place at the second meeting. Nominations will be accepted from the floor. Directors will be elected for terms of two years, half of them as nearly as possible to be elected each year. When necessary to assure continuity of representation, some Directors will be elected for a one-year term.

Directors who are elected to other offices shall cease to be elected Directors.

ARTICLE IX - Replacement of Officers or Other Elective Positions

Elected officers to be replaced for reasons of death, disability (as determined by the Board of Directors), failure to serve, resignation or censure, shall be replaced as follows:

President: by the President-elect, to complete the term

President-elect: appointed by the Board of Directors, to serve to the next election

Secretary-Treasurer: appointed by the Board of Directors, to complete the term

Membership Chair: appointed by the President and confirmed by the Board of Directors, to serve to the next election

Elected Directors: appointed by the President and confirmed by the Board of Directors, to serve to the next election

Delegates and Alternates: appointed by the President and confirmed by the Board of Directors, to serve to the next election

Peer Review Committee members: elected in the same manner as stated in Article XII, Section 3, paragraph 2, to complete the unexpired term

Ethical Relations Committee members: elected or appointed in the same manner as stated in Article XII, Section 4, to complete the unexpired term

ARTICLE X - Duties of Officers

Section 1. The President shall lead the Society and perform such duties as custom and parliamentary usage require. The President shall appoint all committees except the Executive Committee, Peer Review Committee and Ethical Relations Committee. The President shall be an ex officio member of all standing committees, shall chair the Executive and Nominating Committees, and be a member of the Board of Directors. The President shall preside at the business and scientific meetings of the Society except as these functions are specifically delegated to others. The President shall serve as a delegate to the Illinois State Medical Society.

Section 2. The President-elect shall be a member of the Executive Committee and a member of the Board of Directors.

Section 3. The immediate Past-President shall be the chair of the Board of Directors and a member of the Executive Committee. As Board chair, the Past-President shall serve as a delegate to the Illinois State Medical Society.

Section 4. The Secretary-Treasurer is the executive officer of the Society acting under the immediate supervision of the Executive Committee of which the Secretary-Treasurer is a member.

The Executive Committee shall employ an Executive Director whose duties shall be determined by the Executive Committee, but direct responsibility will be to the Secretary-Treasurer for such duties as may be assigned.

The Secretary-Treasurer as Treasurer shall receive all monies paid to the Society and keep an accurate record thereof; handle such insurance records and monies for employees of the Society as may be designated; pay out such monies for such insurance as may be required; purchase and pay for such usual and normal supplies as are needed to meet the requirements of the office; make out vouchers for each purchase and each expenditure made, and make an annual report showing total monies received and total disbursements for the year. The Secretary-Treasurer shall sign orders on the treasury as authorized by the Society, unless otherwise specified in the Bylaws, as will the President, President-elect and Executive Director. The Society shall be protected by a surety bond in an adequate amount.

The Secretary-Treasurer, as Secretary, shall receive information and instructions for general distribution to the membership; make and keep accurate records of each meeting of the Society; act as custodian of all records except those specifically assigned to others; keep a roll of the members and call the roll when required; furnish committees with all papers and records referred to them; and furnish Delegates with credentials. The Secretary or the Secretary's designated representative shall bring to each meeting the agenda for the meeting, a list of committee members, a membership roster, a copy of the Bylaws and the minutes of recent meetings.

The Secretary-Treasurer shall be an ex officio member of all Society committees.

Section 5. Membership Chair. The Membership Chair shall lead membership recruitment and retention activities and serve as a member of the Executive Committee and Board of Directors.

Section 6. Delegates and Alternate Delegates to the House of Delegates of the Illinois State Medical Society shall perform the duties prescribed by the Bylaws of the Illinois State Medical Society and shall fairly express the consensus of the DuPage County Medical Society while serving as Delegates. The delegation shall be chaired by the Illinois State Medical Society District 11 Trustee(s).

Section 7. The Illinois State Medical Society District 11 Trustee(s) shall be nominated by the Board of Directors for election by the Illinois State Medical Society House of Delegates. The Trustee(s) shall serve as a member of the Board of Directors and as an ex officio member of the Executive Committee where actions of the Illinois State Medical Society Board of Trustees and House of Delegates will be regularly reported.

ARTICLE XI - Duties of Directors

Section 1. The Board of Directors shall be the policy-making body of the DuPage County Medical Society. The Board of Directors' decisions will be by a simple majority of the Directors present and voting except in circumstances as indicated below. Any question may be recalled, at which time a two-thirds vote will be necessary for passage. Policy issues may be introduced and discussed at any meeting of the Board, but action must be deferred until the next meeting to allow for widespread dissemination and review of the proposal. In emergency situations, this deferral provision may be overridden by a two-thirds vote if a quorum is present.

Section 2. Members of the Society shall be encouraged to attend Board meetings.

Section 3. All decisions of the Board of Directors, except as otherwise provided in Article XI, Section 5, shall be recorded in the published minutes of the Board of Directors and reported at the next meeting of the Society. The Society, by a majority vote of the members present at a properly called meeting, may recall any reported decision of the Board of Directors for further consideration by the Society. After due consideration, the Society may rescind any action of the Board of Directors by a majority vote of the members present at a properly called meeting.

Section 4. The Board of Directors shall meet at least two times each year, at times and places announced to the membership.

ARTICLE XII - Committee Organization

Section 1. The Society will have an Executive Committee, a Peer Review Committee, an Ethical Relations Committee and such committees as may be established from time to time.

Section 2. The Executive Committee shall consist of the President, President-elect, Board Chair, Secretary-Treasurer, Membership Chair, and four members of the Board of Directors selected by the Board of Directors and representing each of the four geographic membership districts.

Section 3. The Peer Review Committee initially shall be made up of seven members who shall each serve a three-year term. The term of the initial members shall be so staggered as to have two or more members elected each year. Insofar as is possible the Peer Review Committee shall represent general practitioners, various specialties and geographic areas.

Members of the Peer Review Committee shall be elected by the membership based upon nominations suggested by the Nominating Committee and nominations from the floor. Whenever replacement or additional members are needed, they shall be elected in the same manner and for such terms so that one-third of the members of the Committee, or as near thereto as possible, shall have their terms expire in each year. Members shall not serve two consecutive terms.

The Peer Review Committee shall annually elect a chair from among its own membership.

Section 4. The Ethical Relations Committee shall consist of nine members as follows: three members who are past presidents of the Society, to be appointed by the President; three members of the Board of Directors, nominated and elected by the Board of Directors; and three members of the Society at large, nominated by the Nominating Committee and elected by the membership.

The past presidents shall each serve six-year terms, so staggered that one will be replaced on the committee every other year. The most recent past-president on the committee shall serve as chair, for no more than two years.

The Board members and members at large elected to the committee shall serve a term of one year. Elected members of the committee may serve consecutive terms.

Section 5. The committees of the Society, except where otherwise stated, shall be appointed annually by the President with the advice of the Executive Committee. The membership of the committees shall, as far as practicable, represent the entire county and include both new and experienced members.

ARTICLE XIII - Committee Functions

Section 1. In general the title of the committee shall indicate the areas of concern and suggest the duties. Committees will study problems submitted to them and seek appropriate solutions, but in addition to or in the absence of specific problems the committee may initiate study of pertinent or potential problems and recommend suitable procedures to the Society.

Any committee shall have the power to ask any other committee or committees to meet jointly and to take part in any deliberations as set forth in the asking committee's request.

Section 2. Each committee shall hold meetings as needed and shall report its actions to the Executive Committee.

If all committee members have been notified of a meeting of the committee, two or more members may consider committee business, but it will be necessary to consult with the remaining committee members before a final decision is reached which may then be referred to the Board of Directors.

Section 3. The Executive Committee shall supervise and advise the Secretary-Treasurer and direct the business of the Society. It shall act on matters of policy for the Society in the intervals between Board meetings. It shall study the committee structure of the Society, recommend the appointment of committees to study new problems, recommend the discontinuance of committees no longer needed and indicate the committees to which problems for study should be assigned. It shall become acquainted with the interests and skills of members of the Society in order to strengthen committee functions by recommending specially qualified members.

Section 4. The Peer Review Committee shall review all cases involving members brought before it by physicians, patients, institutions, insurance carriers and governmental agencies concerning quality and standards of care.

The Peer Review Committee shall have the following powers and such other powers as may be necessary to effectuate its purposes:

- A. To review complaints about member physicians from all responsible sources
- B. To review records and other information which may be presented to it for purposes of recommending appropriate action
- C. To investigate, arbitrate, and, where necessary, refer complaints to appropriate hearing bodies for adjudication
- D. To request the presence of any of the members of this Society at its meetings or to request written response from any such members to the Committee's inquiries regarding any complaint brought before it
- E. To inform the public regarding the existence and functions of the Peer Review Committee
- F. To have access to counsel from each of the various medical specialties as such consultation may be required

The Peer Review Committee shall, from time to time, adopt rules of procedure which shall not be inconsistent with the Bylaws of this Society. Such rules of procedure as may, from time to time, be adopted shall be published in full and distributed to the membership of this Society.

The records of the Peer Review Committee shall be kept by the Secretary-Treasurer and shall be available only to the membership of the Committee except when appeal to higher authority is required, or as required by state law.

Section 5. The Ethical Relations Committee, in the fulfillment of its responsibilities to evaluate, investigate and make determinations with respect to allegations of unethical conduct, shall be subject to the following:

A. Standards of Conduct

The Committee shall evaluate acts by the standards established by the House of Delegates of the American Medical Association (specifically known as the Principles of Medical Ethics and the *Current Opinions of the American Medical Association Council on Ethical and Judicial Affairs*), and by such additional standards as shall be incorporated in the Constitution and Bylaws of the Illinois State Medical Society and the Bylaws of the DuPage County Medical Society.

The Committee may establish reasonable rules of procedure, and it shall not be bound by the technical rules of evidence as the same pertain in courts of law. In all proceedings before the Committee, the complainant, the accused and all witnesses before the Committee shall be placed under oath.

B. Discipline of Membership

Any member of the Society shall be subject to censure, suspension or expulsion from the Society if that member is determined culpable of one or more of the following acts:

1. of gross misconduct as a physician, or
2. of a violation of the Bylaws of the DuPage County Medical Society, or the Constitution and Bylaws of the Illinois State Medical Society, or the Principles of Medical Ethics of the American Medical Association, or
3. of a criminal offense involving moral turpitude, and also adjudged guilty of same by proper civil authorities

C. Principles of Justice

The following principles of justice shall guide the Ethical Relations Committee in all disciplinary procedures:

1. A party against whom allegations have been made is presumed to be innocent until proven otherwise.
2. Allegations before the Committee must be presented in writing.
3. The Committee shall be empowered, after reasonable investigation, to make a determination without hearing, that the allegations submitted are without merit. Such determination shall be included in the formal records of the Committee and available to the Board of Directors upon written request. The Committee shall also be empowered to make a determination that a formal hearing shall be held. In such event, a hearing shall be held by the Committee within 90 days after the allegations have been reviewed by the Committee, unless the determination of the date of hearing is deferred upon good cause shown.
4. In the event that the Ethical Relations Committee does not make a reasonable effort to hold the hearing within the time period, including reasonable granted continuances, either the complaining party or the physician against whom formal written allegations have been brought may appeal for relief and hearing to the Board of Trustees of the Illinois State Medical Society, which will determine the reasonableness of the effort.
5. The individual against whom allegations have been filed shall be sent a copy of such allegations by certified mail at least ten days before the date set for hearing, together with a statement as to the following rights:
 - a. to be represented by any member of the Society as counsel and have legal counsel present, without voice in the proceedings; provided that such legal counsel or other counsel may be excluded from the hearing for obstructive behavior
 - b. to cross-examine witnesses
 - c. to offer in evidence any pertinent records or documents
 - d. to object to any testimony or exhibits offered in evidence
 - e. to address the hearing body
 - f. to be tried only on the specific allegations filed
 - g. to have stricken from the records any improper testimony or exhibits
 - h. to appeal to the Board of Trustees of the Illinois State Medical Society

D. Records

A stenographic record of the proceedings together with all exhibits shall be kept for reference and shall be made available to all participants until final determination has been made.

In the event of an appeal from a final determination, the stenographic record shall be forwarded by certified mail to the Board of Trustees of the Illinois State Medical Society at least ten days prior to the date the appeal is to be heard.

E. Committee Responsibility

It shall be the responsibility of the Committee to:

1. Conduct the hearing in accordance with the provisions of these Bylaws
2. Make a determination as to malfeasance or innocence
3. Make a recommendation to the Board of Directors as to disciplinary action with respect to any person whose malfeasance has been determined by the Committee

The Board of Directors shall comply with all state laws regarding disciplinary matters.

The following disciplinary action may be imposed:

- a. Censure, an official expression of disapprobation following a finding of culpability for wrong-doing
- b. Suspension for a period not to exceed one year from all rights, privileges and duties of membership in the Society other than the obligation to pay dues
- c. Expulsion from membership in the Society, provided that such expelled member shall have the right to apply for readmission after the expiration of one year, subject to fulfillment of all terms and conditions as are required for original applicants

All findings of fact by the Committee supporting its determination shall be presented to the Board of Directors. It shall be the duty of the Board of Directors to review all matters referred to it pursuant hereto. The charged individual must be notified by certified mail at least ten days before the date set for the meeting at which this action will be taken.

In the event that the Board of Directors shall reject the Committee's determination of malfeasance, all proceedings shall be terminated and the accused person shall be exonerated.

In the event that the Board of Directors shall approve the Committee's determination of malfeasance but reject the recommendation as to disciplinary action, it shall refer such recommendation to the Committee for further consideration. The Committee shall then review its recommendation for the purpose of resubmission to the Board of Directors, at which time the Board shall in its sole discretion determine the appropriate disciplinary action.

In the event the Board of Directors shall reject the Committee's determination of no malfeasance, the Board of Directors shall refer such determination to the Committee for further consideration and resubmission to the Board of Directors. If the Committee resubmits the determination of no malfeasance to the Board of Directors, such determination shall be accepted by the Board of Directors and all proceedings shall terminate and the person shall be exonerated.

All action by the Board of Directors pursuant hereto shall be by a two-thirds vote of the Directors present and voting, provided that not less than one-third of the Directors are then present. The Society shall be informed of all malfeasance findings; findings of no malfeasance shall be reported to the Society at the discretion of the Board of Directors.

The accused person shall be informed of the final determination of the Board and of the right of appeal within 30 days to the Board of Trustees of the Illinois State Medical Society.

ARTICLE XIV - Amendments

These Bylaws may be amended by a two-thirds vote of the members of the DuPage County Medical Society Board of Directors present at any properly called meeting, provided that such amendment shall not be acted upon before one month following its introduction.

ARTICLE XV - Disposition of Assets in Case of Dissolution

In the event of the dissolution of the Society, all of the assets at such date shall be distributed exclusively to the DuPage Medical Society Foundation, or to some organization interested in the health of the public and the training and education of students preparing for medical, dental or paramedical careers, as selected by the Board of Directors of the Society at such time; any such recipient organization shall have received exemption under provisions of Section 501(c) (3) of the Internal Revenue Code of 1954; no assets of the Society shall at any time be distributed to any officer, member or donor, nor for the private benefit of any person.

ARTICLE XVI - Indemnification of Officers, Directors, Employees and Agents

Section 1. The Society shall have power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Society) by reason of the fact that said person is or was a director, officer, employee or agent of the Society, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by said person in connection with such action, suit or proceeding if said person acted in good faith and in a manner which could reasonably have been believed to be in or not opposed to the best interests of the Society, and with respect to any criminal action or proceeding, had no reasonable cause to believe that such conduct was unlawful. The termination of any action, suit or proceeding by judgment or settlement, conviction or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which could reasonably have been believed to be in or not opposed to the best interest of the Society, and with respect to any criminal action or proceeding, had reasonable cause to believe that such conduct was unlawful.

Section 2. The Society shall have power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Society to procure a judgment in its favor by reason of the

fact that said person is or was a director, officer, employee or agent of the Society, or is or was serving at the request of the Society as a director, officer, employee or agent of another society, corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by said person in connection with the defense or settlement of such action or suit if the action was taken in good faith and in a manner which could reasonably have been believed to be in or not opposed to the best interests of the Society and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of duty to the Society unless and only to the extent that the court in which such action or suit was brought shall determine upon application that despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper.

Section 3. To the extent that a director, officer, employee or agent of the Society has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Sections 1 and 2, or in defense of any claim, issue or matter therein, said person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred in connection therewith.

Section 4. Any indemnification under Sections 1 and 2 (unless ordered by a court) shall be made by the Society only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because said person has met the applicable standard of conduct set forth in Sections 1 and 2. Such determination shall be made (a) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (b) if such a quorum is not obtainable, or even if obtainable, a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or (c) by the members.

Section 5. The indemnification provided by this article shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any contract, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

Section 6. The Society shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Society, or is or was serving at the request of the Society as a director, officer, employee or agent of another society, corporation, partnership, joint venture, trust or other enterprise against any liability asserted against said person and incurred in any such capacity, or arising out of this status as such, whether or not the Society would have the power to indemnify said person against such liability under the provisions of this article.

Original ISMS Charter, #80 - 1918
Original Bylaws Approved: Nov. 19, 1958
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