

BYLAWS
OF
THE GREATER PHILADELPHIA SOCIETY OF CLINICAL HYPNOSIS

A Pennsylvania Non-profit Corporation
(Membership)

ARTICLE I: PURPOSES

- 1.1 The GREATER PHILADELPHIA SOCIETY OF CLINICAL HYPNOSIS (hereafter the “Society”) is organized exclusively for charitable, educational, and scientific purposes as set forth in its Articles of Incorporation. In pursuing such purposes, the Society shall not act so as to impair its eligibility for exemption under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.
- 1.1.1 The Society’s main purpose is to bring together professionals in medicine, dentistry, psychology, social work, and related disciplines who share investigative, scientific, and clinical interests in hypnosis.
- 1.1.2 The Society shall:
- 1.1.2.1 Provide and encourage educational programs to further the knowledge and understanding of hypnosis;
 - 1.1.2.2 Provide information to the community about hypnosis, clarifying the role of hypnosis in health care professions and the qualifications associated with such expertise;
 - 1.1.2.3 Promote the acceptance of hypnosis in both clinical and scientific research settings;
 - 1.1.2.4 Cooperate with other professional societies that share similar goals, ethics, and interests.

ARTICLE II: OFFICES

- 2.1 Registered Office. The Society shall have and continuously maintain in the Commonwealth of Pennsylvania a designated mailing address and an appointed agent that and who shall serve as the registered address and registered agent of the Society in the Commonwealth of Pennsylvania.
- 2.2 Other Offices. The Society may also have offices within or without the Commonwealth of Pennsylvania as the Board of Governors of the Society may select and the business of the Society shall require.

ARTICLE III: MEMBERS

- 3.1 Number. Membership shall be granted to qualified individuals by action of the Board of Governors.
- 3.2 Nature of Membership. Membership in the Society shall neither be presented nor construed as a credential of expertise in the knowledge, understanding, or utilization of hypnosis.

3.3 Requirements for Membership. All applicants (with the exception of applicants for Associate Member status; see Section 3.4.3) must provide evidence of professional training and experience in clinical hypnosis. Professional training and experience shall mean a minimum of 20 hours of basic training consistent with then current ASCH's Standards of Training in Clinical Hypnosis. Applicants for Associate Member or Student Affiliate shall have a stated interest in the clinical use of hypnosis.

3.3.1 A Full Member (hereafter referred to as "Member") shall have:

3.3.1.1 Met all the requirements for Associate Member status; and 3.3.1.1.1 acquired evidence of professional training and experience in clinical or experimental hypnosis that is acceptable to the Membership Committee and approved by the Board of Governors.

3.3.1.2 A minimum of 20 hours of basic training consistent with then current ASCH's Standards of Training in Clinical Hypnosis.

3.3.1.3 In the event of changes in certification standards or credentialing bodies, the Board of Governors shall designate which membership categories and certifications qualify applicants for Member status in the Society.

3.3.2 A Life Member shall be elected by the Board of Governors.

3.3.3 A Student Affiliate shall be:

3.3.3.1 A full time student who has successfully completed a minimum of one graduate semester or quarter, in accord with the graduate program and university in which he/she is enrolled, and shall be enrolled in a graduate program in active pursuit of a doctorate or masters degree which will qualify them for licensed practice in a health care discipline considered appropriate by the Society, or has completed a graduate program and is in active pursuit of licensure to practice in a health care discipline considered appropriate by the Society.

3.3.3.2 Pursuing his/her doctoral or masters degree at a university or college fully accredited by its appropriate regional accrediting body to grant such a degree.

3.3.3.3 The Society's Membership Committee, with the approval of the Board of Governors, shall be the judge of whether or not an applicant's degree program meets Student Affiliate membership requirements.

3.3.3.4 Student Affiliate status shall be granted for a maximum of two years at a time for doctoral students and one year for masters students.

3.3.3.5 At the end of the period which has been granted to the applicant, his/her Student Affiliate status shall be reviewed by the Membership Committee for reevaluation, unless the student member has already completed his/her graduate degree and applied for Associate or Full Membership. Student Affiliate status renewal is at the discretion of the Membership Committee and the Board of Governors.

3.3.4 An Associate Member shall have:

3.3.4.1 A doctorate or masters degree in a health care discipline considered appropriate by the Society.

3.3.4.2 An Associate Member's highest graduate degree shall be from a university or college accredited by its appropriate regional accrediting body.

- 3.3.4.3 The Society's Membership Committee, with the approval of the Board of Governors, shall be the judge of whether or not an applicant's degree program meets Associate Member requirements.
 - 3.3.4.4 An Associate member shall demonstrate membership, or eligibility for membership, in a professional society consistent with his/her degree.
 - 3.3.4.5 On application for Associate Membership, the Associate Member shall have licensure or certification in his/her state/province of practice.
 - 3.3.4.6 An Associate Member shall have stated interest in the clinical use of hypnosis.
 - 3.3.4.7 An Associate Member shall have two (2) years time allotted for acquiring the prerequisite clinical experience and training (e.g., Basic ASCH Workshop or ASCH-approved equivalent as specified in Section 3.3.1.2) for Full membership status.
 - 3.3.4.8 Upon completion of appropriate training (e.g., Basic ASCH Workshop or the equivalent as specified in Section 3.3.1.2) and following approval of the Membership Committee, an Associate Member shall automatically be advanced to Full Membership.
 - 3.3.4.9 If an Associate Member fails to complete requirements for Full membership within two (2) years, his/her Associate Membership status shall be terminated, and he/she shall not be permitted to reapply for Associate Member status.
 - 3.3.4.10 Associate Members shall have all the privileges of membership except those of voting, holding office or acting as Chair of a committee.
- 3.3.5 A Special Member is a professional who does not meet all of the qualifications for any of the above categories, but whose exceptional contributions and interests justify membership. Special Members shall be elected by the Board of Governors, and shall have all the privileges and responsibilities of a (Full) Member.
- 3.3.6 Resident/Intern Affiliates
- 3.3.6.1 Resident/Intern shall be a full-time resident or intern participating in a recognized residency or internship program which will qualify them for licensed practice in a health care discipline considered appropriate by the Society.
 - 3.3.6.2 An applicant for Resident/Intern membership shall provide a statement of expected completion date of the residency or internship, and, subject to the approval of the Society's Membership Committee, shall be granted Resident/Intern membership in the Society for the stated period.
 - 3.3.6.3 At the end of the period which has been granted to the applicant, his/her Resident/Intern status shall be reviewed by the Membership Committee for re-evaluation, unless the individual has completed his/her residency or internship and has applied for Associate or Full Membership.
- 3.3.7 Research Member
- 3.3.7.1 A Research Member shall have a doctorate or masters degree in a health care discipline considered appropriate by the Society.

- 3.3.7.2 A Research Member's doctoral or masters degree shall be from a university accredited by its appropriate regional accrediting body.
 - 3.3.7.3 Be engaged in full time research and teaching related to clinical hypnosis at an accredited university or other institution of higher learning, or be engaged in research related to clinical hypnosis full time at a governmental or research agency.
 - 3.3.7.4 The Society's Membership Committee, with the approval of the Board of Governors, shall be the judge of whether or not an applicant meets the criteria for Research Membership.
 - 3.3.7.5 A Research Member shall demonstrate membership in a professional society consistent with his/her degree and field of research.
 - 3.3.7.6 A research Member shall have all privileges of membership.
- 3.4 Procedures for Membership. Application for membership shall be sent to the Membership Committee on a form provided for that purpose and accompanied by payment of dues for one fiscal year. The Membership Committee shall then present candidates for membership to the Board of Governors for approval.
- 3.4.1 Life Membership: Request for Life Member status is to be submitted in writing by the applicant member to the Board of Governors for consideration and vote. The member must be over 65 years of age. The member must have paid dues to the society for at least 20 years. Life membership dues are \$25.00 annually, for members attaining Life member status beginning in 2005, as an administrative charge. For members who attained Life member status prior to 2005, no dues shall be paid.
- 3.5 Voting. All classes of Members except Associate Members and Student Affiliates shall be entitled to one vote. Unless otherwise required by these Bylaws, the manner of voting on any matter, including changes in the Articles of Incorporation or Bylaws, may be by voice vote, show of hands, or by ballot, as determined by the Members present, or by mail if determined by the Board of Governors and a ballot is sent with notice of the question to be voted upon.
- 3.6 Voting by Proxy. Any absent Member eligible to vote at any meeting of the Members may be represented as present and may vote at such meeting by a proxy authorized in writing by the Member or by his or her duly authorized attorney-in-fact. Such written authorization must specify the matter with respect to which the proxy is granted and the person entitled to vote, must be signed and dated by the Member granting the proxy, and must be filed with the Secretary of the Society. A proxy shall be revocable at will but the revocation shall not be effective until notice of the revocation has been given to the Secretary of the Society. A proxy shall not be revoked by the death or incapacity of the member unless, before the vote is counted or the authority is exercised, written notice of such death or incapacity is given to the Secretary of the Society.
- 3.7 Termination of Membership. A Member may resign from the Society at any time by notification to the Board of Governors in writing.
- 3.8 Removal from Active Membership.
- 3.8.1 The Society may rescind membership if debts to the Society are not paid within the fiscal year in which they are due, or within a reasonable time thereafter.
- 3.8.2 Members (including, for this purpose, and Life Member) who are found guilty of unethical or unprofessional conduct by a state or national licensing or certification board, or by the ethics committee of a professional association upon which Society membership is partly based (as stated in Sections 3.3.1 through 3.3.5, inclusive), including but not limited to the American Medical Association, American

Psychiatric Association, American Psychological Association, National Association of Social Workers, American Association for Marital & Family Therapy, American Counseling Association and their regional and state affiliates, shall have their Society membership revoked.

3.8.3 The Society, by action of its Board of Governors, may expel any Member (including, for this purpose, and Life Member) upon discovery that information contained in the application for membership was false, which information would, if it had been stated truthfully, have made said Member ineligible.

3.8.4 The Society, by action of its Board of Governors, may expel any Member (including, for this purpose, and Life Member) upon discovery that they no longer meet criteria which would, if he or she were to apply for membership on the date of the aforementioned discovery, render said Member ineligible.

3.9 Honorary Titles. Members of the Board of Governors may create such additional classes of “membership,” such as contributing members or honorary members, as they see fit, but persons belonging to such additional classes shall not have the right of Members under the Pennsylvania Corporation Law of 1988, as amended (the “Act”).

ARTICLE IV: BOARD OF GOVERNORS

4.1 Powers. The business and affairs of the Society shall be managed by the Board of Governors, except as otherwise required by the Act, these Bylaws or a resolution duly adopted by the Board of Governors

4.2 Constituency of Board of Governors. The Board of Governors shall consist of the officers, elected members-at-large (not to exceed two (2)), chairpersons of the standing committees, and the immediate Past President.

4.3 Chairperson of Board of Governors. The President shall act as Chairperson of the Board of Governors.

4.4 Duties of Board of Governors. The duties of the Board of Governors are to:

4.4.1 Elect Society representative(s) to the ASCH Board of Governors.

4.4.1.1 Any representative(s) so elected shall meet ASCH requirements.

4.4.2 Initiate new business for consideration by the membership;

4.4.3 Approve annual dues and assessments for the Society;

4.4.4 Request interim Treasurer’s reports;

4.4.5 Fill vacancies of members-at-large;

4.4.6 Initiate suggestions and make recommendations for policy and action to any committee;

4.4.7 Elect five (5) Members (one (1) chairperson and four (4) committee Members) to the Nomination and Election Committee;

4.4.7.1 The Nomination and Election Committee shall be elected at least six (6) months prior to a general election;

4.4.7.2 Members of the Nomination and Election Committee are ineligible to accept a candidacy for a term as a Society Officer.

- 4.4.8 Approve the slate of nominees submitted by the Nomination and Election Committee.
- 4.4.9 Ratify all Chairpersons appointed by the President.
- 4.4.10 Approve education programs proposed by the Program Committee.
- 4.5 Duties of Members-At-Large. Duties of the members-at-large shall include representing the membership on the Society's Board of Governors.
- 4.5.1 Additional duties will be assigned by the President.
- 4.5.2 Members-at-large may also be committee chairpersons and members.
- 4.6 Recall of Members of Board of Governors, Resignations and Vacancies.
- 4.6.1 Recall of Members of Board of Governors. Recall shall be initiated by a recall petition that specifies the charges and is sent to the Board of Governors signed by twenty-five percent (25%) of the membership.
- 4.6.1.1 The recall petition shall be submitted to the highest ranking officer not involved in the recall, and the Board of Governors shall appoint an ad hoc committee to oversee the recall petition process.
- 4.6.1.2 The person challenged has the right to publish, within thirty (30) days of notification of receipt of the recall petition, rebuttal to any charges claimed as the basis for recall prior to the recall election.
- 4.6.1.3 Charges and rebuttal (if provided) will be provided to the membership prior to the recall election.
- 4.6.1.4 An officer or member-at-large of the Society may be recalled from office by two-thirds (2/3) vote of the entire membership of the Society on a written ballot.
- 4.7 Quorum
- 4.7.1 Quorum at Board of Governors Meetings. A majority of the Members of the Board of Governors shall constitute a quorum for all its meetings.
- 4.7.2 Quorum at Society Meetings. A quorum for meetings of the Society shall consist of the members present at any such meeting.
- 4.8 Vote. Every Member of the Board of Governors shall be entitled to one (1) vote.
- 4.9 Unanimous Consent. Any action that may be taken at a meeting of the Board of Governors may be taken without a meeting if a consent or consents in writing setting forth the action so taken shall be signed by all of the Members of the Board of Governors in office and shall be filed with the Secretary of the Society.
- 4.10 Special Meetings. Special meetings of the Board of Governors may be called by the Chair or by one-third of the Board of Governors at any time. At least five (5) days notice stating the time, place and purpose of any special meeting shall be given to the Members of the Board.
- 4.11 Adjourned Meetings. When a meeting is adjourned, it shall not be necessary to give any notice of the adjourned meeting or of the business to be transacted at an adjourned meeting, other than by announcement at the meeting at which such adjournment is taken.

- 4.12 Teleconference Meetings. One or more Member(s) of the Board of Governors may participate in a meeting of the Board of Governors or any committee thereof by means of a conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other.
- 4.13 Board Meeting Attendance. Board members shall exercise due diligence to attend all scheduled meetings. Board members shall not be absent from more than three meetings per year.

ARTICLE V: OFFICERS

- 5.1 Positions. The officers of the Society shall be Members of the Society, and shall consist of a President, Vice President, Secretary, and Treasurer.
- 5.2 Terms. The term of office shall be for two (2) years. Officers may be elected for consecutive terms.
- 5.3 Duties. The duties of the officers shall include the following:
- 5.3.1 The duties of the President shall be:
- 5.3.1.1 To preside at all meetings of the Society and of the Board of Governors;
 - 5.3.1.2 To appoint all standing committee chairpersons, except for the Nomination and Election Committee;
 - 5.3.1.3 To appoint ad hoc committees as needed and their chairpersons;
 - 5.3.1.4 To serve as an *ex officio* Member with voting privileges of all committees, except for the Nomination and Election Committee.
- 5.3.2 The duties of the Vice President shall be:
- 5.3.2.1 To serve as the chairperson of the Program Committee.
 - 5.3.2.2 The Vice President may serve as a committee chairperson or Member for any committee.
 - 5.3.2.3 The Vice President may be assigned other duties by the President.
- 5.3.3 The duties of the Secretary shall be:
- 5.3.3.1 To keep minutes of the proceedings of all meetings of the Society and of the Board of Governors;
 - 5.3.3.2 To distribute copies of the minutes of Board of Governors meetings to the Board of Governors within thirty (30) days;
 - 5.3.3.3 To make available copies of the minutes of Society meetings to Members of the Society;
 - 5.3.3.4 To regularly provide information about the Society's activities to ASCH.
 - 5.3.3.5 The Secretary may serve as a committee chairperson or Member.

5.3.3.6 The Secretary may be assigned other duties by the President.

5.3.4 The duties of the Treasurer shall be:

5.3.4.1 To serve as chairperson of the Budget and Finance Committee;

5.3.4.2 To be responsible for the collection, safekeeping, and expenditure of the funds of the Society;

5.3.4.3 To keep accurate accounts of receipts, disbursements, and current balances;

5.3.4.4 To give a financial statement at each meeting of the Board of Governors and at the last Society meeting of the fiscal year.

5.3.4.5 The Treasurer may serve as a committee chairperson or Member for any other committee.

5.3.4.6 The Treasurer may be assigned other duties by the President.

ARTICLE VI: COMMITTEES

6.1 Establishment. The Board of Governors may establish one or more committees to consist of one or more Members of the Board of Governors. Any such committee, to the extent provided in the resolution of the Board of Governors, shall have and may exercise all of the powers and authority of the Board of Governors, except that no committee shall have any power or authority as to the following:

6.1.1 The filling of vacancies on the Board of Governors.

6.1.2 The adoption, amendment or repeal of the Bylaws.

6.1.3 The amendment or repeal of any resolution of the Board of Governors.

6.1.4 Action on matters committed by the Bylaws or by resolution of the Board of Governors to another committee of the Board of Governors.

6.2 Appointments, tenure, and vacancies.

6.2.1 Chairpersons of the committees shall be appointed by the President, and ratified by the Board of Governors, unless stated otherwise in these Bylaws, and shall hold office for the two (2) year term of the President.

6.2.2 Vacancies in committee chairpersons shall be filled by appointment of the President and ratification by the Board of Governors.

6.2.3 Chairpersons shall appoint committee Members for their tenure, unless stated otherwise in these Bylaws.

6.2.4 Vacancies in committee membership shall be filled by the appropriate committee chairperson.

6.3 Creation & Composition of Advisory Boards. The Society may, in its discretion, establish Advisory Boards that may include as Members persons who are not Members of the Board of Governors. Such Advisory Boards shall have no voting powers and shall have only such responsibilities and duties as delegated to it by the Board of Governors or the President.

6.4 Committee Functions.

- 6.4.1 The Budget and Finance Committee shall be chaired by the Treasurer of the Society and shall develop an annual budget and recommend sources of revenue to the Board of Governors.
- 6.4.2 The Bylaws Committee shall consider and recommend to the Board of Governors amendments and changes in the Society's Bylaws as deemed necessary.
- 6.4.3 The Membership Committee shall receive, evaluate and report on all applications for membership and notify the applicant of the final decision.
- 6.4.4 The Nominations and Election Committee:
 - 6.4.4.1 Shall consist of three (3) members.
 - 6.4.4.2 The President whose term of office expires during the last meeting of the fiscal year shall be the Chair.
 - 6.4.4.3 Two (2) members shall be elected by the Board of Governors.
 - 6.4.4.4 Current members of the Board of Governors are ineligible for election to this committee.
 - 6.4.4.5 Shall select a slate of one or more nominees for the election of Officers and Members-at-Large of the Board of Governors.
 - 6.4.4.6 Shall make every effort to select nominees for Officers and Members-at-Large of the Board of Governors from different disciplines represented in the Society.
 - 6.4.4.7 Shall present the selected slate of candidates to the Board of Governors for approval at its next regular meeting.
 - 6.4.4.8 Upon approval, this slate shall be presented to the membership as prescribed in Article IX of these Bylaws.
- 6.4.5 The Program Committee, chaired by the Vice President, shall be responsible for educational programs consistent with the purposes of the Society.
- 6.4.6 The Communications Committee shall: promote the Society's mission and purposes by sharing investigative, scientific, clinical interests and educational programs in hypnosis within the health care professions and the community at large by utilizing various forms of communications media.
- 6.4.7 Committee chairpersons shall make reports to the Board of Governors or the President as requested.

ARTICLE VII: RESIGNATIONS AND VACANCIES

- 7.1 Resignations. Any Member, member of the Board of Governors, or Officer may resign such position at any time. Such resignation is to be made in writing and is to take effect from the time of its receipt by the Society, unless some later time may be fixed in the resignation, and then from that date. The acceptance of the resignation by the Board of Governors shall not be required to make it effective.
- 7.2 Filling Vacancies. Vacancies may be filled in the following ways:

- 7.2.1 If the position of any member of the Board of Governors becomes vacant, by an increase in the number of members of the Board of Governors, or by reason of death, resignation, disqualification or otherwise, the Members may choose a person or persons who shall hold office for the remaining term.
- 7.2.2 If the position of any officer becomes vacant, by an increase in the number of officers, or by reason of death, resignation, disqualification or otherwise, the Members of the Board of Governors may choose a person or persons who shall hold office for the remaining term.

ARTICLE VIII: MEETINGS AND NOTICE

- 8.1 Place of Meetings. Meetings may be held at such place within or without the Commonwealth of Pennsylvania as the Board of Governors may from time to time determine.
- 8.2 Notice of Society Meetings. Notice of meetings of the Society shall be furnished to the membership at least thirty (30) days in advance of the meeting.
- 8.2.1 Notice of Board of Governors Meetings. Notice of scheduled meetings of the Board of Governors shall be furnished to the Members of the Board of Governors at least thirty (30) days in advance of the meeting.
- 8.2.2 Society Meeting Times. The Society shall hold at least four (4) meetings a year. Other meetings of the membership may be called from time to time by the Board of Governors.
- 8.2.3 Board of Governors Meeting Times. The Board of Governors shall meet at least four (4) times a year. Additional meetings may be called by the President or by the written request of twenty-five (25) percent of the membership of the Board of Governors

ARTICLE IX: ELECTIONS

- 9.1 Nominations.
- 9.1.1 Candidates for Officers and Members-at-Large may be nominated by: the Nominations and Elections Committee, as provided in Article VI, 6.4.4; or written petition from at least five (5) Members eligible to vote. To be considered, such petitions shall be received by the GPSCH President not later than November 1st and shall state that the nominee will serve if elected.
- 9.1.1.1 Announcement of upcoming election, nominations procedure by the Nominations and Election Committee and nomination by petition with its November 1st deadline shall be provided to members in September.
- 9.1.2 Upon receipt of a nominating petition, the President shall: determine whether or not the requirements for nomination petition have been met; notify the Nominations and Election Committee; Board of Governors; and the candidate as to whether or not the petition is in order.
- 9.2 Election procedures.
- 9.2.1 The names of all nominees (the slate of the Nominations and Election Committee and those nominated by petition) shall be provided to Members. One (1) or two (2) candidates shall be nominated for each open position as an Officer or Member-at-Large.

- 9.2.2 Nominees may submit a statement concerning their qualifications for election to the Nominations and Election Committee which shall be distributed to members. Length and appropriateness of content of these statements shall be determined by the Nominations and Election Committee.
- 9.2.3 The President shall send a ballot to each voting member by the last week in January. Dues for the current year must have been received by January 1st for voting members to receive a ballot.
- 9.2.4 The member shall return his/her marked ballot to Society Headquarters not later than February 28th.
- 9.2.5 The President shall:
 - 9.2.5.1 Preserve all ballots as returned until time of counting.
 - 9.2.5.2 Consult members of the Nominations and Elections Committee and establish the day, time and place for counting the votes which shall occur by the end of March.
 - 9.2.5.3 Along with members of the Nominations and Election Committee, report the results of the balloting to the Board of Governors.
 - 9.2.5.4 Notify all candidates promptly of the successful candidates.
 - 9.2.5.5 Ensure that all ballots be preserved unchanged for 60 days subsequent to the publishing and distribution of the results of the election to members. Such ballots will be available for inspection at the Society Headquarters by any interested member.
 - 9.2.5.6 The person who receives the greatest number of votes for each position as Officer or Member-at-Large shall be declared elected.
 - 9.2.5.7 The election results shall be published and distributed to members.
 - 9.2.5.8 The election results shall be announced at the last meeting of the fiscal year; the new Officers and Members-at-Large shall take office upon the conclusion of the meeting.

ARTICLE X: LIABILITY AND INDEMNIFICATION

- 10.1 General Rule. A Member of the Board of Governors shall not be personally liable for monetary damages as a Member of the Board of Governors for any action taken, or any failure to take any action, unless:
 - 10.1.1 The Member of the Board of Governors has breached or failed to perform the duties of a Member of the Board of Governors in accordance with the standard of conduct contained in Section 5712 of the Act and any amendments and successor acts thereto; and
 - 10.1.2 The breach or failure to perform constitutes self-dealing, willful misconduct or recklessness;

Provided, however, the foregoing provision shall not apply to (a) the responsibility or liability of a Member of the Board of Governors pursuant to any criminal statute or (b) the liability of a Member of the Board of Governors for the payment of taxes pursuant to local, state or federal law.
- 10.2 Indemnification. The Society shall indemnify any officer or a Member of the Board of Governors 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, (and whether or not by, or in the right of, the Society) by reason of the fact that such person is or was a representative of the Society, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred in connection with such action or proceeding if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Society, and with respect to any criminal proceeding, had no reason to believe such conduct was illegal; provided, however, that no persons shall be entitled to indemnification pursuant to this Article in any instance in which the action or failure to take action giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness; and provided, further, however, in instances of a claim by or in the right of the Society, indemnification shall not be made under this section in respect of any claim, issue or matter as to which the person has been adjudged to be liable to the Society unless and only to the extent that the court of common pleas of the judicial district embracing the county in which the registered office of the Society is located or the court in which the action was brought determines 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 that the court of common pleas or other court shall deem proper.

- 10.3 Procedure. Unless ordered by a court, any indemnification under section 10.2 or otherwise permitted by law shall be made by the Society only as authorized in the specific case upon a determination that indemnification is proper in the circumstances because he or she has met the applicable standard of conduct set forth under that section. Such determination shall be made:
- 10.3.1 By the Board of Governors by a majority vote of a quorum consisting of directors who were not parties to the action or proceeding;
- 10.3.2 If such a quorum is not obtainable or if obtainable and a majority vote of a quorum of disinterested directors so directs, by independent legal counsel in a written opinion; or
- 10.3.3 By the Members.
- 10.4 Advancement of Expenses. Expenses incurred by a person entitled to indemnification pursuant to this Article or otherwise permitted by law in defending a civil or criminal action, suit or proceeding may be paid by the Society in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such person to repay the amount so advanced if it shall ultimately be determined that such person is not entitled to be indemnified by the Society.
- 10.5 Continuing Right to Indemnification. The indemnification and advancement of expenses provided pursuant to this Article shall continue as to any person who has ceased to be an officer or a Member of the Board of Governors of the Society and shall inure to the benefit of the heirs, executors and administrators of such person.
- 10.6 Other Rights. This Article shall not be exclusive of any other right that the Society may have to indemnify any person as a matter of law.

ARTICLE XI: PARLIAMENTARY AUTHORITY

- 11.1 The most recent edition of *Roberts Rules of Order* shall be the parliamentary authority for the Society on all questions not specifically provided for by these Bylaws or by such standing rules as the Board of Governors may adopt.

ARTICLE XII: AMENDMENTS

- 12.1 An amendment to the Bylaws may be proposed by:
- 12.1.1 The Board of Governors, or
- 12.1.2 A petition signed by at least twenty-five percent (25%) of the membership.
- 12.2 Proposed amendments and a ballot shall be mailed to the Members at least thirty (30) days before a regular meeting at which the amendment(s) may be ratified.
- 12.3 Amendments must be ratified by the affirmative vote of a majority of those voting whether in person or by proxy.
- 12.4 The Articles of Incorporation of the Society may be amended by a majority of all Members at any duly convened meeting of Members after not less than ten (10) days' notice of such purpose has been given, including a copy of the proposed amendment or a summary of the changes to be effected thereby.

ARTICLE XIII: IRREVOCABLE DEDICATION; DISSOLUTION AND REVERSION

- 13.1 Irrevocable Dedication. The Society is not organized, nor shall the Society be operated, for a pecuniary gain or profit. The property, assets, profits and net income of the Society are irrevocably dedicated to religious, charitable, educational and scientific purposes, and no part of the profits or net income shall inure to the benefit of any officer or Member thereof.
- 13.2 Dissolution. Should the Society cease to act and be dissolved, its property and assets then remaining shall be paid over to and become the property of a charitable organization designated by the Board of governors; provided, however, that payment shall be made hereunder only to such corporations, trusts, foundations, or other organizations which are organized and operated exclusively for charitable, education, or scientific purposes, as organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, (the "Code"), and that are exempt for federal income tax under Section 501(s) of the Code as now enacted or as may hereafter be amended. In the event that no organization names as set for above shall not qualify hereunder, the amount that it would have received upon dissolution shall be paid over to one or more other qualifying organizations to be designated by the Board of Governors.

ARTICLE XIV: MISCELLANEOUS

- 14.1 Fiscal Year. The fiscal and membership year of the Society shall be July 1 to June 30.
- 14.2 Revenues. Annual membership dues and assessments as necessary shall be levied by the Board of Governors.
- 14.3 Headings. In interpreting these Bylaws, the headings of articles shall not be controlling.
- 14.4 Bond. If required by the Board of Governors, any person shall give bond for the faithful discharge of his or her duty in such sums and with such sureties as the Board of Governors shall determine.
- 14.5 Subventions. The Society shall be authorized, by resolution of the Members of the Board of Governors, to accept subventions on terms and conditions not inconsistent with the Pennsylvania Nonprofit Society Law and to issue certificates therefore.
- 14.6 Corporate Seal. The corporate seal of the Society shall be in circular form and shall bear the name of the Society and the words "Corporate Seal."

The Bylaws were approved as amended on 5/22/11 and supersede all previous bylaws.