

Pennsylvania Medical Society

Bylaws and Articles of Incorporation Updates

January 1, 2024



Pennsylvania
MEDICAL SOCIETY®

ADVOCATE. EDUCATE. NAVIGATE.

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Pennsylvania Medical Society

Restated Articles of

Incorporation

ARTICLE I. The name of the Corporation shall be “Pennsylvania Medical Society”. Said name has been registered with the Department of State of the Commonwealth of Pennsylvania within six months of the date of the application for approval of these Restated Articles of Incorporation.

ARTICLE II. The registered office of the Corporation will be in Silver Spring Township, Cumberland County, Pennsylvania, and its address shall be 400 Winding Creek Blvd., Mechanicsburg, Cumberland County, Pennsylvania.

ARTICLE III. The said Corporation is formed for the purpose of federating the medical profession in the Commonwealth of Pennsylvania; to unite with similar state medical societies to constitute the American Medical Association; to extend medical knowledge and to advance medical science; to elevate and maintain the standards of medical education; and to uphold the ethics and dignity of the medical profession.

ARTICLE IV. The Corporation is to have perpetual existence.

ARTICLE V. The Corporation shall have no capital stock.

ARTICLE VI. No members of the Corporation shall receive any pecuniary gain or profit, incidental or otherwise, from its activities.

ARTICLE VII. Membership in the Corporation shall be limited exclusively to persons who are members in good standing of a county medical society duly affiliated with the Corporation, and the failure on the part of any such member to keep himself or herself in good standing in such affiliated county medical society shall be sufficient cause for expelling the member from the Corporation, either by automatic termination of membership or otherwise as the Bylaws of the Corporation shall provide. Nothing herein shall be construed to prevent the Corporation from electing honorary members, medical students, or special members from among persons who are not members in good standing of affiliated county medical societies.

As stated in the Restated Articles of Incorporation of the Corporation, the new corporate name as set forth therein has been duly registered with the Department of State of the Commonwealth of Pennsylvania, as evidenced by its Certificate dated November 20, 1959.

As provided in Section 706 of the Nonprofit Corporation Law, the Corporation has caused due notice of its intention to apply to this Honorable Court for an amendment to its charter to be advertised in two newspapers.

In view of the foregoing, the Corporation requests this Honorable Court to issue its Order and Decree that the Restated Articles of Incorporation of the Corporation be approved as the charter of the Corporation.

IN WITNESS WHEREOF, the undersigned have hereunto set their hands and affixed the corporate seal of the Corporation this 23rd day of November 1959.

(Secretary’s Note: Approved by the Commonwealth, December 1959.)

**Pennsylvania Medical Society
BYLAWS
Effective January 1, 2024**

**CHAPTER I
MEMBERSHIP**

SECTION 1 - Rights and Privileges of Membership Including Voting Rights

All members of this Society shall have all of the rights and privileges of membership except as otherwise provided in these bylaws.

No member of this Society of any class shall have any direct vote in the affairs of this Society except as to such matters, if any, where such vote is required by the laws of the Commonwealth of Pennsylvania.

SECTION 2 - Admission to Membership

To be a member of this Society a physician must be a member of a component society; honorary members are not required to do so. The term, physician, means a person who has received formal and recognized training in the art and science of medicine and is qualified to acquire an unlimited license to practice medicine and surgery in the Commonwealth of Pennsylvania.

SECTION 3 - Membership Categories

a. Active Member

1. **Full Active.** Persons who hold the degree of Doctor of Medicine or Osteopathy or the equivalent from a recognized accredited medical school, and who hold or are eligible to hold an unrestricted license to practice medicine and surgery in Pennsylvania, are eligible for active membership in this Society. Upon admission to membership, such members shall have the right to vote and hold office in this Society.
2. **Residents and Fellows.** Residents and fellows serving in residency or fellowship programs approved by this Society are eligible for active membership in this Society. Upon admission to membership, such members shall have the right to vote and hold office in this Society.
3. **Students.** Medical students enrolled in a medical school approved by this Society are eligible for active membership in this Society. They shall make application directly to this Society. Such students are entitled to all rights and privileges of membership. Medical student active members shall pay such amount as is fixed each year by the Board of Trustees.

b. **Retired Member.** A physician who is retired from the active practice of medicine, and currently resides in Pennsylvania or was previously active in the Society. A retired member may vote, hold office, and serve as a member of any workgroup or committee on the state and county levels.

c. **Supporter Member.** Any physician who is engaged in professional activities related to the active practice of medicine, but who is not engaged in active practice within the jurisdiction of a component medical society. A supporter member may not vote or hold office. A supporter member may serve as a member of any workgroup or committee on the state or county levels.

d. **Affiliate Member.** The affiliate member category was discontinued effective November 2018. An individual who, prior to November 2018, qualified as an affiliate member who was retired from active practice will be classified as a retired member. All other individuals who were affiliate member prior to November 2018 will be classified as supporter members.

- e. **Associate Member.** The associate member category was discontinued effective November 2017. An individual who was an associate member prior to November 2018 will retain their associate member status.
- f. **Honorary Member.** Physicians who are not residents of Pennsylvania, but are members of their own state or territorial medical association, may be elected to this category by the House of Delegates by a three-fourths vote at any annual meeting. The individual is not required to have an unlimited license to practice medicine and surgery in the Commonwealth of Pennsylvania. The honorary member is not required to pay any annual dues. No more than two honorary members may be elected in any one year to this category by the House of Delegates. An honorary member is not entitled to any of the rights and privileges of membership.
- g. **Administrative Member.** An administrative member shall be:
 - 1. **A County Society Executive.** A county society executive, who may or may not be a physician, shall be exempt from paying dues;
 - 2. **A Practice Administrator.** Practice administrators from a practice with at least one physician member and a membership level of 50 percent or more, as of the current membership year, shall be exempt from paying dues. Practice administrator with less than 50 percent membership are not exempt from paying dues; or
 - 3. **A Hospital Medical Staff Coordinator.** Hospital medical staff coordinators must meet the State Society's membership guidelines and are not exempt from paying dues.

An administrative member may not vote or hold office, but may serve as a non-voting member of any workgroup or committee provided that the percentage of administrative members does not exceed 25 percent.

CHAPTER II COMPONENT SOCIETIES

SECTION 1 – Definition

Component societies shall be those county medical societies organized in the Commonwealth of Pennsylvania whose purposes and bylaws are in accord with those of this Society.

SECTION 2 - Affiliation of a Component Society

A component medical society organized in the Commonwealth of Pennsylvania in a county, or two or more counties, may apply to the Board of Trustees of this Society to become an affiliated component society provided: (a) its purposes are generally in accord with the purposes of this Society; and (b) its bylaws are approved by the Board of Trustees and not inconsistent with the bylaws of this Society.

In the event component societies not currently recognized are approved by the Board of Trustees for affiliation, the primary corporate registered office of a new component society within the Commonwealth shall determine the placement of the component society under Chapter VIII, Section 4, and other related bylaws provisions. If a new component society does not have a primary corporate registered office within the Commonwealth, the Board of Trustees shall determine placement of the component society.

Any component society merging or creating a new legal entity shall submit documentation to the satisfaction of the Board of Trustees evidencing its legal status prior to its acceptance as an affiliated component society.

SECTION 3 - Termination of Affiliation of a Component Society

The affiliation of any component society may be terminated only by two-thirds vote of the House of Delegates.

Reasonable evidence must be presented to the House of Delegates that (a) the bylaws of the component society are not in accord with the bylaws of this Society, or (b) that activities of the component society are contrary to the best interests of organized medicine or are detrimental to the profession of medicine, or (c) the component society has refused, after reasonable notice, to comply with any requirement of the bylaws of this Society.

SECTION 4 - Autonomy of Component Societies

Each component society shall have control of its own affairs and of the admission to membership therein, except that the State Society may admit to component medical society and State Society membership any physician newly licensed in Pennsylvania and any resident in their first year of membership in Pennsylvania in a program accredited by the liaison committee on residency programs. It shall seek to improve the scientific, moral, and professional condition of every physician within its jurisdiction and shall make systematic efforts to increase membership. It shall file with the executive vice president a copy of amendments to its bylaws as they are adopted, or before adoption when advance approval is sought.

SECTION 5 - Investigation of Applicants for Membership

Each component society shall establish procedures for expeditiously approving applicants for all categories of membership.

SECTION 6 - Membership Records

It is the duty of the secretary of each component society to maintain a roster of its members. Such roster shall include, but not be limited to, the full name, current address, medical or osteopathic school, date of graduation, date of registration, and license to practice in this state. The roster shall be filed with the office of the executive vice president of the Pennsylvania Medical Society. Any changes in the aforementioned information or the status of membership should be forwarded promptly to the office of the executive vice president of this Society.

SECTION 7 - Membership Dues

The executive vice president of this Society or the secretary or the treasurer of each component society shall, prior to January 1 of each year, render an annual dues statement to each member of said component society, indicating the date that payment is due to this Society, and the date it will be considered delinquent. The Board of Trustees shall set the delinquent and termination dates for non-payment of dues. The executive vice president may provide for installment payment of dues. New members shall be notified by a similar statement from the executive vice president of this Society or the component society that the annual dues are payable before final acceptance into membership. The secretary or treasurer of the component society shall promptly remit all dues of this Society to the office of the executive vice president.

SECTION 8 - Membership Transfers

A member in good standing of any component society may transfer to another component society in Pennsylvania into whose jurisdiction the member moves by contacting either the member's original component society, the component society into whose jurisdiction the member moves, or the State Society.

SECTION 9 - Choice of Membership

A physician living near a county line or living in one county and maintaining an office or affiliated with a hospital in another county may hold membership in the component society most convenient on permission of the trustee of the district in which the member resides. No person may concurrently hold membership in more than one component society, except that a member who has full membership in one component medical society in Pennsylvania may be eligible to hold supporter membership in any other component medical society in the state.

SECTION 10 - Delegates to the Pennsylvania Medical Society

Each year, each component society shall elect one delegate and one alternate delegate for every 100 or fraction thereof of its active, associate, or retired members whose dues are paid or excused as of the last day of the preceding year's billing cycle to serve the following calendar year. The component society's bylaws shall contain appropriate provisions for determining the manner in which the number of the elected delegates shall increase or decrease as the case may be.

CHAPTER III DUES

SECTION 1 – Purpose

Money for the purposes of this Society shall be raised by dues.

SECTION 2 - Annual Dues

Component medical society dues categories must be in accord with the state Society's categories. The state Society's full annual dues for a calendar year are to be fixed by the Board of Trustees. Component medical societies may set their own annual dues in accordance with their bylaws. The percentage of full annual dues to be paid by each category may be in accord with the state Society's percentages.

The full annual dues are to be paid by all members of this Society, except as provided in these bylaws.

The Board of Trustees may establish exceptions to the full annual dues for categories of members. Pilot programs for dues category changes shall have no longer than a three-year cycle. These programs shall be submitted annually to the House of Delegates for its information.

SECTION 3 - Special Assessments

A special assessment requires the approval of the House of Delegates after hearing the Board of Trustees state the nature thereof, recommend the amount, and suggest the manner and time of payment.

SECTION 4 - Payment of Dues

The annual dues shall be paid to the executive vice president of this Society or to the member's component society. The Board of Trustees shall set the delinquent and termination dates for non- payment of dues. The executive vice president may provide for installment payment of dues. A special assessment shall be paid directly to the executive vice president prior to the due date of any special assessment.

SECTION 5 - Delinquent Dues - Delinquent Member

An annual dues or special assessment not paid by the date prescribed shall be delinquent. A delinquent assessment or delinquent dues renders the member delinquent and such member shall not be entitled to exercise any of the rights and privileges of membership in this Society during the period of delinquency. The executive vice president shall send a notice to each delinquent member within 15 days of the date such member becomes delinquent, stating the amount due and requiring the member to pay the amount within 30 days after the date of the notice or be terminated automatically from membership in this Society.

SECTION 6 - Dues Year

The calendar year shall be the dues year for the purpose of the annual dues of members and the fiscal operation of this Society.

SECTION 7 - Other Income

In addition to dues as prescribed in these bylaws, funds for this Society may also be raised by voluntary contributions and in any other legal manner approved by the House of Delegates.

CHAPTER IV FUNDS

SECTION 1 - Special Funds

The Board of Trustees may establish special funds for educational, scientific, charitable, benevolent, endowment, medical defense, or other purposes by resolution. These may be in the form of trusts or otherwise, with trustees or managers, and under terms determined by the Board. The Board of Trustees shall have the

power to establish reserves and special funds consistent with good accounting practice and to establish and manage, or delegate to trustees or managers, the management of trusts and funds comprising monies donated or contributed to the Society.

SECTION 2 - Deposit of Monies and Special Funds

The executive vice president shall deposit all monies of the Society received by the Society in such bank accounts as the treasurer shall direct in accordance with the duties of that office.

SECTION 3 - Educational Fund

Each year the Board of Trustees may appropriate a sum not to exceed 15 percent of the full annual dues for all active, retired, and supporter members to be allocated to the Educational and Scientific Trust of the Pennsylvania Medical Society. The trustees of the said Trust shall set the sum aside in a special fund to be known as the Educational Fund.

The Executive Committee of the Board of Trustees shall approve block grant allocation of funds to the medical schools for distribution to students based on criteria established by The Educational and Scientific Trust. No such grants may be made without the approval of a majority of the Executive Committee.

The Board of Trustees may establish further terms and conditions of the Educational Fund, within the general terms and for the purposes herein established, as it shall deem necessary and desirable.

Monies and special funds shall be disbursed by the treasurer in accordance with specific or general resolutions of the Board of Trustees, or as provided in the bylaws.

SECTION 4 - The Endowment Fund

The Endowment Fund is funded by the net proceeds, after expenses and other associated disbursements, of the sale of Pennsylvania Medical Society Liability Insurance Company and any subsequent contributions to the fund.

The inflation adjusted principal of the fund may be invaded only upon recommendation of a super majority vote of 75 percent of the Board of Trustees and subsequent approval by a super majority vote of 75 percent of the credentialed, as of the day of the vote, members of the House of Delegates. Net income from the fund, after expenses and an offset to ensure the fund does not drop below the annual inflation adjusted value of the principal, may be used to support Society programs.

Amendment of the super majority vote provisions shall require the same 75 percent super majority votes.

CHAPTER V SEPARATION OF POWERS

SECTION 1 – Legislative

The House of Delegates shall be the legislative and policymaking body of this Society, except as provided in Chapter XIV.

SECTION 2 – Administrative

The administrative body shall be the Board of Trustees, whose general and specific duties shall be prescribed in these bylaws.

SECTION 3 – Judicial

The judicial power of this Society shall be vested in the Judicial Council.

SECTION 4 - Maintaining Separation of Powers

To maintain the separation of powers of the three divisions the following restrictions shall prevail:

- a. A voting member of the House of Delegates may not at the same time serve on the Judicial Council, as a trustee of the Board of Trustees, or as president, immediate past president, president elect, vice president, treasurer, or speaker or vice speaker of the House of Delegates.
- b. A member of this Society may not concurrently hold more than one office of this Society.

CHAPTER VI MEETINGS OF THE HOUSE OF DELEGATES

SECTION 1 – Designation

There shall be an in-person meeting held during each calendar year (January 1 to December 31) of the House of Delegates which shall convene at such place and time previously determined by the Board of Trustees. The Board of Trustees may cancel, suspend, or change the date, format, or place of any meeting in case of strikes, government regulations, catastrophes, or other reasons beyond the control of this Society. The Board of Trustees may convene other meetings of the House of Delegates throughout the calendar year and may determine that any other meeting of the House of Delegates under these bylaws shall be conducted in-person or by other setting or format.

SECTION 2 - Business to be Conducted

Business to be conducted at a meeting must be within the jurisdiction of the House of Delegates in accordance with these bylaws. Such business to be conducted each calendar year shall include:

1. Elections.
2. Consideration of properly submitted and received bylaws revisions.
3. Consideration of properly submitted and received reports and resolutions.
4. Recognition of the incoming president and other officers.
5. Other matters related to the Society as needed, such as: scientific business, business which may require action by the voting members of the Society as prescribed by the laws of the Commonwealth of Pennsylvania, and matters requiring the advice of the House of Delegates to any part of this Society.

Such business may be conducted in one or more meetings.

SECTION 3 - The Official Call

The Society secretary shall issue an Official Call to a meeting of the House of Delegates to the members of this Society at least 60 days prior to a meeting. This Official Call may be by mail or by other appropriate communication.

The Official Call shall include information to provide notice to the members of the Society of the business to be conducted at a meeting. If a meeting includes elections, the Official Call shall include the nominees known at that time, and such other information as deemed appropriate by the secretary.

If it becomes necessary to change the time or place of a meeting of the House of Delegates after the Official Call has been issued, an additional call shall be issued by the secretary by mail or by other appropriate communication not later than 15 days prior to the convening of a re-scheduled meeting.

CHAPTER VIA EMERGENCY PROVISIONS

SECTION 1 – Applicability

This Chapter shall become operative by a two-thirds ($\frac{2}{3}$) vote of the Board of Trustees that an emergency condition exists that requires the Board of Trustees to cancel or suspend a meeting of the House of Delegates as provided

for in these bylaws. As stated in Chapter VI, Section 1, emergency conditions shall include strikes, government regulations, catastrophes, or other reasons beyond the control of this Society.

In furtherance of the requirements under this Chapter, the chair of the Board of Trustees may request the advice of committees of the board as provided for in Chapter XIV, Section 12 of these bylaws. The Board of Trustees may also refer matters to the speaker of the House of Delegates to recommend alternative formats for a meeting of the House of Delegates or the holding of elections.

SECTION 2 – Elections

Elections scheduled to be held at a meeting of the House of Delegates that is cancelled or suspended by the Board of Trustees are suspended.

SECTION 3 – Board Members

All members of the Board of Trustees in office immediately prior to the activation of this Chapter shall remain in their respective positions until an election is held. If any position becomes vacant during this period, other sections of these bylaws applicable to filling positions shall apply.

SECTION 4 – Tenure of Board Members

Limitations on the tenure of members of the Board of Trustees shall not apply during an emergency condition.

SECTION 5 – Quorum

A minimum of twenty percent (20%) of the members of the Board of Trustees shall constitute a quorum for the purpose of conducting business.

SECTION 6 – Bylaws

To the extent not inconsistent with this Chapter, the bylaws of the Society shall remain in effect during an emergency condition.

SECTION 7 – Effect of Actions

Actions taken in accordance with this Chapter shall have the same force and effect as actions taken in the ordinary course of business. Members of the Board of Trustees shall be subject to Chapter XIV, Section 16.

SECTION 8 – End of Emergency Condition

The Board of Trustees shall determine the end of an emergency condition by a majority vote of members present or participating in a meeting. Upon the end of an emergency condition, this Chapter shall cease to be operative until such time as another emergency condition is declared.

SECTION 9 – Endowment Fund

Notwithstanding Chapter IV, Section 4 and Chapter XIX of these bylaws, the Society shall be prohibited from voting to invade the endowment fund during an emergency condition. Repeal or revision of this Section shall:

1. Be prohibited during an emergency condition.
2. Require the same vote as required under Chapter IV, Section 4 and Chapter XIX of these bylaws and may only take place outside of an emergency condition.

CHAPTER VII SPECIAL MEETING OF THE HOUSE OF DELEGATES

SECTION 1 – Designation

There may be special meetings of the House of Delegates. A special meeting may be requested at any time by (a) the Board of Trustees; or (b) 50 voting members of the House of Delegates; or (c) a total of at least 200 active or associate members of four component medical societies from at least two of the thirteen different districts, provided such special meeting has the approval of a component society or societies having an aggregate membership of at least 200 physicians.

Any such request must be in writing and delivered to the secretary of this Society, who shall affix the time and place for the special meeting.

SECTION 2 - Business to be Conducted

The business to be conducted must be within the jurisdiction of the House of Delegates and in accordance with these bylaws, and may include other matters related to this Society, including scientific business, business which may require action by the voting members of this Society if so prescribed by the laws of the Commonwealth of Pennsylvania, and matters requiring the advice of the House of Delegates to anybody of this Society.

Only that business expressly stated in the Official Call to the special meeting may be conducted at that meeting of the House of Delegates.

SECTION 3 - The Official Call to a Special Meeting of the House of Delegates

The Society secretary shall issue an Official Call to the special meeting, stating the place and time for this meeting, which shall be not less than 14 nor more than 100 days after receipt of the request. The Official Call to the meeting shall be by mail or by other appropriate communication and shall expressly state the business to be conducted at the special meeting.

CHAPTER VIII HOUSE OF DELEGATES

SECTION 1 – Designation

The House of Delegates shall be the legislative and policymaking body of this Society and shall conduct such business as is described in these bylaws.

SECTION 2 – Duties

In addition to the business to be conducted as prescribed in these bylaws, it shall be the duty of the House of Delegates to:

- a. fill elective offices;
- b. elect representatives to the House of Delegates of the American Medical Association;
- c. fix any special assessment;
- d. receive for consideration annual reports, official reports, resolutions and other items of business; and
- e. take such steps as may be necessary to further the purposes of this Society as stated in the Articles of Incorporation.

SECTION 3 - Composition and Apportionment

The House of Delegates shall be composed of voting delegates and ex officio persons with or without the right to vote on all matters before the House of Delegates.

a. Voting delegates shall be:

1. Component Medical Societies.

- i. **Apportionment.** Delegates elected by the component societies in the proportion of one delegate for every one hundred or fraction thereof its active, associate, or retired members whose dues are paid or excused as of the last day of the preceding year's billing cycle to serve the following calendar year.
- ii. **Component Medical Society Resident or Student Delegates.** In the case of a component medical society delegate position that is solely attributable to resident or student members, the component medical society shall fill the position with a resident or student.
- iii. **Certification.** By December 1 of each year, the executive vice president shall certify to each component society the number of delegates to which it is entitled during the following calendar year.

2. **Component Medical Society Secretaries.** The secretary from each component society in office at the time of any meeting of the House of Delegates shall serve as a delegate.
 3. **Specialty Medical Societies.**
 - i. **Qualifications.** Specialty medical society delegates must be appointed by the President of the delegate's specialty or subspecialty, be leaders in their specialty organization, and active or associate members in good standing of this Society.
 - ii. **Apportionment.** Each specialty shall have one delegate per specialty or subspecialty organized in Pennsylvania and recognized by this Society and the American Board of Medical Specialties.
 4. **Special Sections.**
 - i. **Qualifications.** Special section delegates must be members of the section and shall be elected in accordance with these bylaws and the procedures adopted by the section.
 - ii. **Medical Students Section.** The Medical Students Section shall have one delegate from each medical school in Pennsylvania.
 - iii. **Residents and Fellows Section.** The Residents and Fellows Section shall have ten delegates.
 - iv. **Early Career Physicians Section.** The Early Career Physicians Section shall have four delegates.
 - v. **International Medical Graduates Section.** The International Medical Graduates Section shall have thirteen delegates.
 - vi. **Women Physicians Section.** The Women Physicians Section shall have fifteen delegates.
 5. **Medical Schools.**
 - i. **Qualifications.** The medical school delegate must be an active faculty member designated by the dean of the medical school. The delegate must hold an unlimited license to practice medicine in Pennsylvania, and must be an active member of the Society and a component medical society.
 - ii. **Apportionment.** There shall be one delegate from each medical school in Pennsylvania.
 6. **Past Presidents and Past Trustees.**
 - i. **Qualifications.** Past presidents and past trustees may serve as voting delegates only if appropriately elected.
- b. Ex officio without the right to vote in the House of Delegates shall be:**
1. The president of each component society, if not an elected voting delegate from the component society.
 2. The speaker and vice speaker, except that when either the speaker or vice speaker is presiding, the presiding person may vote only to break a tie vote on a business matter in the House of Delegates.
 3. The president, the immediate past president, the president elect, the vice president, the trustees, and the members of the Judicial Council.

4. The chair of the Pennsylvania Delegation to the American Medical Association, if not elected as a voting delegate for a component or specialty society, medical school, or special section.
- c. Ex officio with the right to vote in the House of Delegates shall be:**
1. the past presidents and the past trustees, unless they hold office as follows: Speaker or vice speaker, president, immediate past president, president elect, vice president, trustee, or member of the Judicial Council.
 2. the immediate past speaker, unless the individual holds office as follows: Speaker or vice speaker, president, immediate past president, president elect, vice president, trustee, or member of the Judicial Council.
- ci. Alternate Delegates**
1. **Component Medical Societies.** Component societies are entitled to elect two alternate delegates for each delegate. Alternates may be seated as determined by the chair of the delegation of each component society, or in the absence of a chair, the secretary of the component society, or in the absence of either person, by the Committee on Rules and Credentials. A delegation chair may not unseat a delegate involuntarily.
 2. **Specialty Medical Societies.** Each specialty shall be entitled to elect one alternate who shall be an active or associate member in good standing of this Society.
 3. **Special Sections.**
 - i. **Qualifications.** Special section alternate delegates must be members of the section and shall be elected in accordance with these bylaws and the procedures adopted by the section.
 - ii. **Medical Students Section.** The Medical Students Section shall have one alternate delegate from each medical school in Pennsylvania.
 - iii. **Residents and Fellows Section.** The Residents and Fellows Section shall have ten alternate delegates from the section.
 - iv. **Early Career Physicians Section.** The Early Career Physicians Section shall have four alternate delegates from the section.
 - v. **International Medical Graduates Section.** The International Medical Graduates Section shall have thirteen alternate delegates from the section.
 - vi. **Women Physicians Section.** The Women Physicians Section shall have fifteen alternate delegates from the section.
- cii. Medical Schools.**
- i. **Qualifications.** The medical school alternate delegate must be designated by the dean of the medical school, must be an active faculty member, must hold an unlimited license to practice medicine in Pennsylvania, and must be a member of the Society and a component medical society.
 - ii. **Apportionment.** There shall be one alternate delegate from each medical school in Pennsylvania.

SECTION 4 - Terms of Delegates

All bodies entitled to elect delegates shall adopt bylaws or other rules and regulations that provide for the election of their delegates and establish the terms of their delegates.

SECTION 5 – Certification, Credentialing, Registering and Seating Requirements for the House of Delegates

The following shall govern the certifying, credentialing, registering, and seating of participants of the House of Delegates:

a. Definitions

- i. **Certification** – The component medical societies, the specialty societies, and the special sections provide the names of their respective delegates and alternate delegates to the executive vice president not later than 60 days prior to the convening of the House of Delegates. Ex-officio members are handled separately via a staff-driven process.
- ii. **Credentialing** – Following certification, the confirmation by staff that delegates, alternate delegates, and ex-officio members are eligible to serve in their respective roles.
- iii. **Registration** – Following credentialing, delegates, alternate delegates, ex-officio members and all other persons who wish to take part in the activities of the House of Delegates provide specified information to the Committee on Rules and Credentials.
- iv. **Seating** – Following registration, the Committee on Rules and Credentials affirms the voting eligibility of delegates or alternate delegates, and ex-officio members with the right to vote.

b. Certification of Delegates, Alternates and Ex-Officios

The component medical societies, the specialty societies, and the special sections shall certify proffered House of Delegates participants by providing to the executive vice president of this Society the names of their respective delegates and alternates not later than 60 days prior to the commencement of a meeting of the House of Delegates (ex-officios are automatically certified).

The Committee on Rules and Credentials may waive this timeframe upon written request for exigent circumstances.

c. Credentialing Delegates, Alternates and Ex-Officios

Once certified, the Society shall credential delegates, alternates and ex-officios to confirm they are eligible to serve in their respective roles.

d. Registering for House of Delegates

Once credentialed, delegates, alternates, ex-officios and all other persons who wish to take part in the activities of the House of Delegates shall register with the Committee on Rules and Credentials.

e. Seating (eligible to vote) at House of Delegates

Once registered, delegates or alternates, and ex-officios with the right to vote may be seated to be eligible to vote at the House of Delegates.

The following shall also govern seating and voting at the House of Delegates:

- i. **Voting**- Each delegate and ex-officio with the right to vote is entitled to one vote and is prohibited from casting another delegate or ex-officio's vote. Seated delegates will vote until the final adjournment of the meeting unless substituted for by an alternate in accordance with procedures outlined in these bylaws.
- ii. **Seating Disputes**- Any dispute arising as to the seating of any delegate or alternate shall be referred to the Committee on Rules and Credentials which shall report its finding to the House of Delegates which shall make the final determination.

- iii. **Waiver of Certification-** The certification requirements for the seating of a delegate may be waived by the Committee on Rules and Credentials in unusual cases.
- iv. **County Societies Unrepresented-** If any county society is not fully represented by a delegate or alternate at any session of the meeting, then an active, associate, or retired member of that district, registered and in attendance, may be seated as the delegate for that county on nomination of the district trustee and approval of the Committee on Rules and Credentials unless the president or secretary of the county society notifies the Committee on Rules and Credentials prior to the meeting that such nominations are not authorized by the county society.
- v. **Medical Student Section Unrepresented-** In the event that a medical school does not have a delegate or alternate delegate at any session of the meeting, any medical student who is a member of the Medical Students Section may be seated as the delegate for that position on nomination of the medical student trustee and approval of the Committee on Rules and Credentials.

SECTION 6 – Quorum

Forty percent of the certified delegates shall constitute a quorum to conduct business of any session of a meeting of the House of Delegates. Ex-officios with the right to vote and delegate positions for which no delegate or alternate has been certified for the position shall not be counted for purposes of determining a quorum.

SECTION 7 - Official Reports Book

The official business of the House of Delegates shall be contained in the Official Reports Book, which shall be published on the Society's website or through any other appropriate electronic medium. The Official Reports Book may contain other such material, as is incidental to a meeting of the House of Delegates. The executive vice president shall have responsibility for the preparation of the Official Reports Book.

The introduction of reports and resolutions shall be governed by the Standing Rules of the House of Delegates.

SECTION 8 - Parliamentary Authority

The 2012 edition of the American Institute of Parliamentarians *Standard Code of Parliamentary Procedure* shall be the parliamentary authority of the Pennsylvania Medical Society.

SECTION 9 - Open, Closed and Executive Sessions

The House of Delegates shall meet in open session to which any person who has registered as prescribed by the bylaws may attend.

The House of Delegates may move into closed session. A closed session is restricted to seated delegates of the House of Delegates, members of this Society who have registered in accordance with these bylaws, legal counsel of this Society, and the administrative staff of this Society and component societies.

The House of Delegates may move into executive session. An executive session is restricted to registered members of the House of Delegates, legal counsel of this Society and necessary administrative staff of this Society.

SECTION 10 - Official Proceedings

The official proceedings of an annual or special meeting of the House of Delegates shall be published and made available to any member of the Society upon request and, in addition, copies of the official proceedings shall be forwarded to all delegates and each component medical society for their distribution upon request of the members.

Proceedings of closed and executive sessions shall not be published.

CHAPTER IX COMMITTEES OF THE HOUSE OF DELEGATES

SECTION 1 – Designation

(a) There shall be the following standing committees of the House of Delegates:

- (i) Committee on rules and credentials;
- (ii) Committee on bylaws; and
- (iii) Committee to nominate delegates and alternates to the American Medical Association.

(b) There shall be such other committees as the speaker deems necessary to the operation of the annual meeting of the House of Delegates and such reference committees as deemed necessary by the speaker.

SECTION 2 – Committee on Rules and Credentials

The Committee on Rules and Credentials shall be appointed by the speaker and consist of at least five delegates, who shall serve in this capacity before and for the duration of the meeting for which they are appointed.

The committee shall:

- (a) be responsible for consideration of all matters relating to the certification and registration of delegates and alternates; may waive certification requirements in unusual cases; and shall report to the House of Delegates for final determination any unresolved dispute regarding the seating of a delegate;
- (b) report to the House of Delegates at each session of a meeting the number of delegates in attendance and the existence of a quorum; and
- (c) be responsible for proposing necessary or desirable rules of procedure for the orderly transaction of business at a meeting of the House of Delegates; the order of business for a special meeting must include any matter set forth in the Official Call to that meeting.

1. These rules of procedure shall be designated the Standing Rules.

a. Standing Rules, which remain in effect, unless altered or rescinded by the House of Delegates, may be changed at any session of the meeting by a two-thirds vote of the seated delegates.

b. Standing Rules may not conflict with these bylaws.

2. The "Order of Business" for the meeting which shall be adopted as the first order of business by a majority vote of the seated delegates.

SECTION 3 – Committee on Bylaws

(a) The Committee on Bylaws shall consist of (i) not less than five or more than seven members of the House of Delegates appointed by the speaker of the House of Delegates, who shall also designate the chair, and (ii) the speaker and vice speaker of the House of Delegates, the secretary, legal counsel, and the executive vice president as ex officio members without the right to vote.

A member of this committee shall be a member of the House of Delegates in order to be appointed to, and to serve.

No member shall serve more than two consecutive two-year terms. A member appointed to fill the

unexpired term of another member shall not have that unexpired term counted towards their term limit.

(b) This committee shall constantly study the bylaws and recommend revisions and modifications necessitated by changing times, methods or conditions. This committee, excluding its ex-officio members, shall serve as the reference committee of the House of Delegates in the event that the speaker refers the matter to a reference committee to hear testimony and make a recommendation to the House.

SECTION 4 – Committee to nominate delegates and alternates to the American Medical Association

(a) The committee to nominate delegates and alternates to the House of Delegates of the American Medical Association shall consist of five members elected by the House of Delegates to serve a term of three years. Nominations shall be made by delegates of the House.

There should be at least one nominee for each vacancy. Those nominees with the highest number of votes shall be elected to fill vacant positions. All members of the committee must be members in good standing of the American Medical Association. The immediate past president and the chair of the Board of Trustees shall serve as ex officio members of the committee without the right to vote.

This committee shall select its own chair annually from among its members following adjournment of the annual meeting of the House of Delegates. Current delegates and alternate delegates of the Pennsylvania Medical Society Delegation to the American Medical Association are not eligible to serve on this committee.

(b) It shall be the duty of this committee to submit to the House of Delegates a list of nominees for delegates and alternates to the House of Delegates of the American Medical Association who are qualified under the requirements of the American Medical Association to hold such office. There shall be one slotted alternate delegate position for a medical student, and one slotted alternate delegate position for a residents and fellows physician. These nominations shall be made by the respective special section to this committee.

The term of the slotted alternate delegate position for a residents and fellows physician shall begin immediately following the conclusion of the Medical Society's annual House of Delegates meeting at which that person was elected and end at the conclusion of the next annual meeting.

The term of the slotted alternate delegate position for a medical student shall begin January 1 and end on December 31.

There shall be a maximum tenure of two years in the slotted position, so long as the residents and fellows physician continues to serve in a residency or fellowship program approved by the Society, and the medical student continues to be enrolled in an approved medical school.

In the discharge of this responsibility, the committee shall formally request recommendations of nominees from each component society. It shall further be required to publish its list of nominees in the Official Call to the forthcoming House of Delegates meeting wherein the election is to be held. The committee shall also render a written report to the House of Delegates at its annual meeting.

Nothing in this section shall be construed as to prohibit nominations from the floor; provided that only residents and fellows or medical students may be nominated for their respective alternate delegate positions. Service on the Committee to Nominate Delegates and Alternates to the American Medical Association is limited to two terms.

SECTION 5 – Reference Committees

The speaker of the House of Delegates shall appoint such number of reference committees as the speaker deems necessary and clearly identify them. On each committee there shall be at least four members and such alternates, as the speaker deems necessary, with the exception of the reference committee on bylaws

to which the speaker shall appoint at least five members. The speaker shall designate the chairs. These committees shall serve for the duration of the meeting for which they are appointed with the exception of the reference committee designated to consider bylaws amendments.

The Standing Committee on Bylaws, also appointed by the speaker, shall serve as that reference committee which considers bylaws amendments.

- a. **Duties** - Each reference committee shall receive all reports, resolutions, and other items of business referred to it by the speaker.

Each reference committee shall hold an open hearing on all business referred to it at which any member of this Society has the right to appear and be heard.

In executive session, each committee shall discuss and evaluate the business and the opinions expressed by the members. Each committee then shall report its conclusions and recommendations to the House of Delegates at the call of the speaker.

- b. **Final Action** - The reports of the reference committees shall be presented to the House of Delegates before final action may be taken except when two-thirds of the seated delegates vote otherwise.

The House of Delegates shall determine final action on all matters reported by reference committees.

CHAPTER X NOMINATIONS

SECTION 1 - Origin of Nomination

In addition to any other method provided for in these bylaws, nominations for all offices to be elected by the House of Delegates may be made by delegates of the House or published in the Official Call upon recommendation of the respective section or district. To be accepted by the House, nominees shall possess the prescribed qualifications for the office for which they are nominated. The Speakers shall provide for the orderly process upon which nominations and elections shall be conducted.

Nominees for officers and trustees, if known, will be published in the Official Call. Where candidates for offices are unopposed, there will be no nominating speeches.

Nominations for delegates and alternates to the American Medical Association shall be made by the Committee to Nominate Delegates and Alternates to the American Medical Association and published in the Official Call.

Nominations for the Judicial Council shall be made by the Board of Trustees at least 30 days prior to an annual meeting. At least one qualified person shall be nominated for each expiring term. These names should be disseminated to the members of this Society via appropriate means determined by the secretary.

Nominations for district trustees shall be published in the Official Call or made only by delegates from their respective districts for which positions need to be filled. Nominations for a trustee from the specialties organized in Pennsylvania and recognized by the Pennsylvania Medical Society and the American Board of Medical Specialties shall be published in the Official Call or made only by delegates from those specialties in the House of Delegates. Nominations for special section trustees shall be published in the Official Call or made only by delegates from their respective special sections for which positions need to be filled. The nominations for special section trustees are in accordance with the procedures provided in Chapter XVIII.

CHAPTER XI ELECTIONS

SECTION 1 - Holding Elections

Elections shall be held in accordance with these bylaws and the Standing Rules of the House of Delegates.

SECTION 2 - Election by Ballot

All contested elections shall be by ballot and a majority vote shall be necessary to elect candidates except that delegates and alternates to the American Medical Association and to the Committee to Nominate Delegates and Alternates to the American Medical Association shall be elected by a plurality vote.

SECTION 3 - Election by Acclamation

Election by acclamation shall be valid when there is no contest and therefore such positions need not be included on a ballot.

SECTION 4 - Tellers

The speaker shall appoint tellers who shall be responsible to the speaker for a count on a vote in any session of the meeting of the House of Delegates. Tellers are also responsible for the counting of all ballots and reporting the results directly to the speaker.

SECTION 5 - Terms of Office

Except as otherwise provided for in these bylaws, the terms of all elected officers, members of the Board of Trustees and the Judicial Council commence on January 1 following the meeting at which they are elected and conclude on December 31 of the same year in which their term commenced.

Delegates and alternates to the American Medical Association assume their duties in accordance with the bylaws of that organization.

Except as otherwise provided for in these bylaws, for any elected position under these bylaws where an individual is elected to fill a vacancy, that individual shall serve a full term for that seat as provided for in the bylaws and shall not be required to fill any part of an unexpired term. This provision shall not apply to delegates and alternates to the American Medical Association or other position governed by the bylaws of the American Medical Association.

SECTION 6 - Duration of Terms

The terms for elected positions shall be as prescribed in these bylaws.

SECTION 7 – AMA Delegation

(a) The number of the delegates and alternate delegates to the American Medical Association who may be selected by the Pennsylvania Medical Society is determined by the Constitution and Bylaws of the American Medical Association.

(b) Reduction in allocated slots

- i. In the event that the number of allocated AMA delegate slots is reduced after the selection of delegates at the annual meeting, the executive committee of the AMA delegation shall re-designate delegates as alternate delegates as necessary to meet the reduced allocation of delegate slots.
- ii. In the event that the number of allocated AMA alternate delegate slots is reduced after the selection of alternate delegates at the annual meeting or delegates are re-designated as alternate delegates pursuant to paragraph (b)(i), the executive committee of the AMA delegation shall determine which alternate delegates shall be removed from the AMA delegation as necessary to meet the allocation of AMA alternate delegate slots.

(c) Vacancies in allocated slots

This subsection governs the process for filling vacancies in AMA delegate or alternate delegate slots as a result of the resignation, removal, disqualification, or death of the individual who previously held the slot or an increase in the number of allocated slots after the annual meeting. It is not intended to restrict the AMA delegation from providing for an alternate delegate to serve as an acting delegate on a temporary basis. Delegates and alternate delegates appointed to a vacant position shall serve until the end of the slot's term.

- i. The executive committee of the AMA delegation may re-designate alternate delegates as delegates to fill any vacancies in delegate slots.
- ii. At the request of the executive committee of the AMA delegation, the Board of Trustees may fill vacancies in AMA alternate delegate slots.

CHAPTER XII OFFICERS

SECTION 1 – Designation

The officers of this Society shall be a president, a president elect, a vice president, an immediate past president, a secretary, a treasurer, and a speaker and a vice speaker of the House of Delegates. There may be such assistant treasurers and assistant secretaries as may be designated by resolution by the Board of Trustees.

SECTION 2 – Qualifications

All officers of this Society must be active members of this Society elected according to these bylaws except that the treasurer shall be the trustee who is appointed as the chair of the finance committee in accordance with Chapter XIV, Section 12.

The assistant treasurers and assistant secretaries may be employees of the Society. The speaker and vice speaker must be members of the House of Delegates at the time of their election; provided, however, this requirement shall not apply when the current speaker or current vice speaker runs for reelection or the current vice speaker runs for the position of speaker.

SECTION 3 – Restrictions on Leadership Positions

- a. No individual may concurrently hold more than one of the following positions: Chair, Vice Chair, Vice President, President Elect, President, Immediate Past President, Speaker, Vice Speaker or Finance Committee Chair.
- b. No member may concurrently be an employee of this Society and hold any of the following positions: Chair, Vice Chair, Vice President, President Elect, President, Immediate Past President, Speaker, Vice Speaker, Finance Committee Chair, or Chair/CEO of any wholly-owned subsidiary and/or affiliate of this Society.
- c. The position of Chair, Vice Chair, Vice President, President Elect, President, Immediate Past President, Speaker, Vice Speaker, or Finance Committee Chair may not be held by the Chair and/or CEO of any wholly-owned subsidiary and/or affiliate of this Society.

SECTION 4 - Terms of Office

The terms of officers shall be one year as follows:

- a. The **vice president** serves from January 1 following the election of that person until December 31, at which time that person accedes to the office of president elect.
- b. The **president elect** serves from January 1 following the conclusion of that person's term as vice president until December 31, at which time that person accedes to the office of president.
- c. The **president** serves from January 1 following the conclusion of that person's term as president elect until December 31, at which time that person becomes the immediate past president.
- d. The **immediate past president** serves from January 1 following the conclusion of that person's term as president until December 31.
- e. The **speaker** and the **vice speaker** serve from January 1 following the election of each person until December 31.
- f. The **secretary** shall serve from January 1 until December 31 as elected by the Board of Trustees.
- g. The **treasurer** shall serve from January 1 until December 31 as selected by the Board of Trustees.

SECTION 5 - Officers Acceding Automatically

In the event that circumstances beyond the control of the Society prevent the holding of elections for officers, the vice president shall automatically accede to the office of president elect and the president elect shall automatically accede to the office of president on January 1 of the year they would have commenced their respective offices had elections been held.

Other offices shall be filled according to the bylaws.

SECTION 6 - Successor in Case of Vacancies to the President, President Elect, and Vice President

If the office of president should become vacant, the president elect shall immediately become president and shall serve as president for the remainder of the term of the immediate predecessor and shall serve the person's own term as president as provided for in these bylaws.

If the office of president elect becomes vacant, the vice president shall immediately become president elect and shall serve for the remainder of the term of the immediate predecessor and shall ascend to the position of president at the conclusion of that term.

If the office of vice president becomes vacant, such shall remain vacant until the next meeting of the House of Delegates in which elections for vice president are conducted, at which time the House of Delegates shall elect an eligible person as president elect and an eligible person as vice president.

If the offices of both president and president elect become vacant, the vice president shall immediately become president and shall serve as president for the remainder of the term of the immediate predecessor and shall serve the person's own term as president.

If the offices of both president elect and vice president become vacant, the Board of Trustees shall designate from the Board of Trustees one who shall act as president elect and one who shall act as vice president, each of whom shall so act until the next election for those offices, at which time the House of Delegates shall elect an eligible person as president and an eligible person as president elect, who shall each fulfill the term of the respective office as provided for in these bylaws.

If the offices of president, president elect, and vice president should become vacant, the Board of Trustees shall designate from among the Board of Trustees one who shall act as president, one who shall act as president elect, and one who shall act as vice president, each of whom shall so act until the next election for those offices, at which time the House of Delegates shall elect an eligible person as president, an eligible person as president elect, and an eligible person as vice president, who shall each fulfill the term of the respective office as provided for in these bylaws.

Should the president be incapacitated or unable to perform the duties of office, as determined by the Board of Trustees, the president elect shall so act. Should the president elect be incapacitated or unable to perform the duties of office, as determined by the Board of Trustees, the vice president shall so act. Should both the president and the president elect be incapacitated or unable to perform the duties of their offices, as determined by the Board of Trustees, the vice president shall act in their steads.

SECTION 7 - Vacancies in Other Offices

Vacancies in any office occurring between elections for those offices shall be filled by the Board of Trustees and such persons shall serve until the next election for those offices at which their successors are elected.

The vice speaker shall act for the speaker in the event of a vacancy in that office or the speaker's inability to act.

SECTION 8 - Duties of Officers

In addition to duties prescribed in these bylaws, officers shall have such duties as may be normally incident to their respective offices or as may be directed by the Board of Trustees.

a. The president shall:

1. be an ex officio member of the Board of Trustees with the right to vote;
2. be an ex officio member of the House of Delegates without the right to vote;
3. be an ex officio member of all workgroups and committees without the right to vote;
4. delegate duties to the president elect, vice president, and the immediate past president; and
5. issue a report at least annually with the House of Delegates and address the House of Delegates annually.

b. The president elect shall:

1. be an ex officio member of the Board of Trustees with the right to vote;
2. be an ex officio member of the House of Delegates without the right to vote;
3. perform such duties as are delegated by the president;
4. address the House of Delegates annually.

c. The vice president shall:

1. be an ex officio member of the Board of Trustees with the right to vote;
2. be an ex officio member of the House of Delegates without the right to vote;
3. perform such duties as are delegated by the president and president elect.

d. The immediate past president shall:

1. be an ex officio member of the Board of Trustees with the right to vote;
2. be an ex officio member of the House of Delegates without the right to vote;

3. be an ex officio member of the Committee to Nominate Delegates and Alternates to the American Medical Association without the right to vote; and
4. perform such duties as may be delegated by the president.

e. The secretary shall:

1. be an ex officio member of the House of Delegates without the right to vote;
2. be responsible for the minutes of all Board of Trustees' meetings and the minute books;
3. be responsible for the official proceedings of all House of Delegates meetings;
4. file an annual report with the House of Delegates;
5. report to the Board of Trustees as necessary;
6. serve as secretary to the Judicial Council and in concert with that duty may give advice as to previous rulings of the Judicial Councils of the AMA and/or this Society, but shall not in so doing invade the exclusive jurisdiction of those Judicial Councils to interpret the Principles of Medical Ethics, and in this regard may give advice as to previous rulings of courts; and
7. perform such duties described in these bylaws with respect to matters regarding medical ethics or discipline.

f. The assistant secretaries:

1. shall perform such duties as determined by the Board of Trustees;
2. may exercise the powers and duties of the secretary at the direction of the chair of the Board of Trustees until the next meeting of the Board in the event the secretary is unable to act during the interim.

g. The treasurer:

1. shall have custody of all funds and securities of this Society;
2. shall deposit all monies and securities as is appropriate at the direction of the Board of Trustees;
3. shall sell and purchase securities as directed by the Board of Trustees;
4. shall disburse the funds of this Society within budgetary limitations and as directed by the Board of Trustees, except as otherwise provided in these bylaws;
5. may delegate limited authority to the executive vice president, an assistant treasurer, or a bonded staff member to disburse money for necessary and usual operating expenses of this Society;
6. shall report at regular meetings of the Board of Trustees;
7. shall issue a report at least annually to the House of Delegates.

h. The assistant treasurers:

1. shall perform such duties and exercise such powers as determined by the Board of Trustees; and
2. may exercise all the powers and duties of the treasurer as directed by the chair of the Board of Trustees until the next Board of Trustees meeting if the treasurer is unable to act.

i. The speaker of the House of Delegates:

1. shall preside at all meetings of the House of Delegates or designate the vice speaker to do so, and perform such other duties as may be required by these bylaws;
2. shall appoint the members of the Standing Committee on Bylaws and designate its chair;
3. shall appoint committees of the House of Delegates and designate their chairs;

4. shall determine the number of reference committees and appoint the members of each;
5. shall determine the appropriate referral of business items to each reference committee;
6. shall be ex officio with the right to vote on the Board of Trustees;
7. shall be ex officio with the right to vote on the finance committee;
8. shall be ex officio without the right to vote in the House of Delegates, unless there is a tie vote, when presiding;
9. may delegate a chair to preside at a meeting of the House of Delegates in the event that the vice speaker is unable to preside at such meeting pursuant to subsection j of this Section;
10. shall, to the extent possible, fill any vacancy on the Committee to nominate delegates and alternates to the American Medical Association with a person who meets the qualifications for that position, and such person shall serve until the next election at which a successor is elected. The speaker shall consult with the chair of this Committee, or a designee of the chair, prior to making such appointment; and
11. shall perform such other duties as prescribed by these bylaws.

j. Vice speaker of the House of Delegates:

1. shall preside at all meetings of the House of Delegates in the absence of the speaker or as designated by the speaker;
2. shall perform such duties as delegated by the speaker in conjunction with meetings of the House of Delegates in the absence of the speaker;
3. may delegate a chair to preside at a meeting of the House of Delegates;
4. shall be ex officio with the right to vote on the Board of Trustees;
5. shall be ex officio without the right to vote in the House of Delegates, unless there is a tie vote, when presiding.

SECTION 9 - Execution of Documents

The chair of the Board of Trustees, the president, the president elect, the vice president, or the treasurer shall execute on behalf of this Society under its seal any bonds, deeds, mortgages, or other contracts approved by the Board of Trustees.

The secretary, assistant secretary, treasurer, or assistant treasurer shall affix the seal of this Society to any instrument requiring it, and when affixed it shall be attested by such officer's signature, provided, however, that the treasurer shall not attest to the seal affixed to any instrument which the treasurer has executed on behalf of this Society.

CHAPTER XIII THE EXECUTIVE VICE PRESIDENT

SECTION 1 – Designation

There shall be an executive vice president who shall be the administrative head of the Society appointed by the Board of Trustees.

SECTION 2 – Duties

In addition to being responsible for the administration of the headquarters of this Society and other duties described elsewhere in these bylaws, within the budgetary limitations imposed by the Board of Trustees, the executive vice president shall:

- a. employ such personnel at such salaries and under such terms and conditions of employment as the executive vice president shall determine;
- b. provide administrative assistance and arrange the business details and facilities for meetings of the House of Delegates, the Board of Trustees, the Judicial Council, the officers and the committees, workgroups and other bodies as the executive vice president deems necessary for the efficient operation of this Society;
- c. repair and maintain the real and personal property of this Society;
- d. be responsible for the preparation of all agendas for meetings of the Board of Trustees and the House of Delegates, including the Official Reports Book, and shall be required to attend such meetings;
- e. conduct the correspondence of this Society, notify all members of their election to office or their appointments to committees, workgroups and other bodies and issue over the proper signature all notices required by these bylaws or the House of Delegates or the Board of Trustees;
- f. be the custodian of and supervise and maintain at the office of this Society the membership records and roster and all other record books and papers of this Society;
- g. be responsible for the publication of the annual roster, memoirs and any other publications of this Society;
- h. prepare a necrology report for presentation by the Board of Trustees at the annual meeting of the House of Delegates;
- i. render a report to the Board of Trustees at each of its meetings;
- j. render a report to the House of Delegates at its annual meeting; and
- k. assume the duties of the secretary if necessary and as directed by the Board of Trustees.

SECTION 3 – Limitations

If a member of this Society, the executive vice president shall not, except as expressly permitted in these bylaws, be eligible to vote or hold any office in the Society, nor to serve as a member of any workgroup, committee or other body.

SECTION 4 – Vacancy

In the event of a vacancy in the position of the executive vice president, the Board of Trustees or its executive committee shall designate a member of the administrative staff to act as executive vice president until a permanent appointment is made.

CHAPTER XIV THE BOARD OF TRUSTEES

SECTION 1 - Designation and General Authority

There shall be a Board of Trustees which shall be the policymaking body of this Society between meetings of the House of Delegates provided, however, the Board may not modify or override a prior policy adopted by the House unless the Board determines, by a two-thirds vote of approval, that both of the following conditions are satisfied:

- (a) The action is appropriate because, in light of changed circumstances, evaluation of available resources, or other compelling considerations:
 - (i) the original policy will unduly impede the Society from efficiently or effectively advancing its overall mission, and

- (ii) the objectives of the original policy are impossible or illegal to achieve, or
- (iii) an alternative policy will better advance the objectives of the original policy,

(b) the action must be taken prior to the next annual meeting of the House.

The Board's authority to modify or override a House policy under this section shall not apply to House actions regarding invasion of the inflation adjusted principal of the endowment or to bylaws amendments. The Board shall report to the House on its policy actions in accordance with Section 15.

SECTION 2 - Duties of the Board

In addition to the general authority described in these bylaws, the Board shall, to the extent possible:

- a. have charge of the property and financial affairs of this Society including the authority to purchase, mortgage, lease, sell, or otherwise dispose of any real estate;
- b. perform such other duties as are prescribed by law governing directors of corporations and in these bylaws;
- c. borrow money on behalf of this Society;
- d. invest funds on behalf of this Society;
- e. require the treasurer, assistant treasurers, secretary, assistant secretaries, the executive vice president and all employees handling funds of this Society to furnish, at the cost to this Society, corporate surety bonds in such amounts determined by the Board of Trustees for the faithful discharge of their respective duties and for the return of all books, papers and documents belonging to this Society;
- f. appoint the executive vice president and fix the salary or other compensation and terms of employment;
- g. fix the salaries or other compensation and terms of employment of the secretary and the treasurer;
- h. authorize the expenditure of Society funds to defray legal expenses associated with the defense of individual members, groups of members or component societies in any case where it believes the best interests of a substantial number of members are so served;
- i. create and appoint workgroups as it deems necessary and appropriate to advise the Board;
- j. fill any vacancies as prescribed by these bylaws; for any vacancy not otherwise provided for in these bylaws that is not under the purview of the Speakers, the Board shall fill that vacancy with a person who meets the qualifications for that position and such person shall serve until the next election at which a successor is elected;
- k. report to the House of Delegates at the annual meeting;
- l. review all resolutions and recommendations from the House of Delegates pertaining to the expenditure of funds. The Board of Trustees must approve of such expenditures before the same shall become effective;
- m. review annually a budget for the expenditure of funds of this Society other than the disbursement of special funds then existing and may from time to time alter such budget as the needs of the Society shall require; such budget shall contain reasonable detail as to the allotment of funds in the various categories;
- n. provide specific or general resolutions in order to authorize the treasurer to disburse monies in special funds if the disbursement is not provided for in these bylaws;
- o. cause an audit of all accounts of this Society annually and report such audits to the annual meeting of the House of Delegates;
- p. have the authority to approve supporter membership applications;

- q. appropriate a percent of the annual dues of active members for the Educational Fund in accordance with these bylaws;
- r. fix the full annual dues and dues categories;
- s. set the delinquent and termination dates for non-payment of dues; and
- t. recommend, as necessary and appropriate, special assessments for adoption by the House of Delegates.

SECTION 3 - Composition

The Board of Trustees shall consist of the following:

1. Officers: the president, the president elect, the vice president, the immediate past president, the speaker of the House of Delegates, the vice speaker of the House of Delegates.
2. Districts: one trustee who is an active or associate member in good standing of this Society from each district.
3. Special Sections:
 - a. one trustee to represent resident and fellow physicians who is an active member in good standing of this Society and who, at the time of election, is a resident or fellow physician member of this Society;
 - b. one trustee, who is an active member in good standing of this Society and who, at the time of election, is a medical student member of this Society;
 - c. one trustee to represent early career physicians who is an active member in good standing of this Society and who, at the time of election, is a member of the Early Career Physicians section; and
 - d. one trustee to represent international medical graduates who is an active or associate member in good standing of this Society and who, at the time of election, is a member of the International Medical Graduates Section.
 - e. one trustee to represent women physicians who is an active or associate member in good standing of this Society and who, at the time of election, is a member of the Women Physicians Section.
4. Specialties: thirteen trustees to represent medical specialty-or subspecialty organizations which are organized in Pennsylvania and recognized by the Pennsylvania Medical Society and the American Board of Medical Specialties who are active or associate members in good standing of this Society and members of and endorsed by one or more of the aforementioned medical specialty or subspecialty organizations. These thirteen trustee positions shall be comprised as follows:
 - a. Primary Care – Family medicine, internal medicine, and pediatrics – one seat each.
 - b. Medical Specialties – Allergy, cardiology, critical care, dermatology, gastroenterology, hematology/ oncology, infectious diseases, nephrology, nuclear medicine, physical medicine and rehabilitation, pulmonary disease, rheumatology, and such other specialties as may be recognized from time to time – two seats.
 - c. Hospital-Based – Radiology, anesthesiology, emergency medicine, and pathology – two seats.

- d. Surgical Specialties – Colon and rectal surgery, general surgery, neurosurgery, ophthalmology, orthopaedic surgery, otolaryngology, plastic and reconstructive surgery, thoracic surgery, urology, and such other specialties as may be recognized from time to time – two seats.
- e. Psychiatry – One seat.
- f. Obstetrics/Gynecology – One seat.
- g. At-Large Specialties – Two seats. At-large specialty seats may be held by a member of any of the approved specialties. However, no more than two members of the same specialty may serve at the same time in the role of a specialty trustee.

AMA Delegation Chair: The chair of the Pennsylvania Delegation to the American Medical Association shall serve as an advisor to the Board of Trustees without vote.

SECTION 4 - Districts - For purposes of this Society the counties in the Commonwealth of Pennsylvania shall be divided into the following thirteen districts:

1. First District - Philadelphia County.
2. Second District - Bucks, Chester, Delaware, Lehigh, Montgomery and Northampton counties.
3. Third District - Carbon, Lackawanna, Monroe, Pike, and Wayne counties.
4. Fourth District - Columbia, Montour, Northumberland, Schuylkill, and Snyder counties.
5. Fifth District - Adams, Berks, Cumberland, Dauphin, Franklin, Fulton, Lancaster, Lebanon, Perry and York counties.
6. Sixth District - Blair, Centre, Clearfield, Huntingdon, Juniata, and Mifflin counties.
7. Seventh District - Cameron, Clinton, Elk, Lycoming, Potter, Tioga, and Union counties.
8. Eighth District - Crawford, Erie, Forest, Mercer, McKean, and Warren counties.
9. Ninth District - Armstrong, Butler, Clarion, Indiana, Jefferson, and Venango counties.
10. Tenth District - Beaver, Lawrence, and Westmoreland counties.
11. Eleventh District - Bedford, Cambria, Fayette, Greene, Somerset, and Washington counties.
12. Twelfth District - Bradford, Luzerne, Sullivan, Susquehanna, and Wyoming counties.
13. Thirteenth District - Allegheny County.

SECTION 5 - Nomination and Election of Trustees

Nomination for a district trustee shall be made by voting members of the House from the district to be represented or shall be published in the Official Call.

Nominations for the residents and fellows trustee, medical students trustee, early career physicians trustee, international medical graduates trustee, and women physicians trustee shall be made only by delegates from the residents and fellows, medical students, early career physicians, international medical graduates, or women physicians section respectively, or published in the Official Call upon recommendation of the respective section or district.

Nominations for the thirteen specialty trustees shall be made only by seated specialty delegates or published in the Official Call. Initial nominations for specialty trustee candidates shall be for both the position and initial terms and shall be made by the individual specialty organizations and submitted to the Specialty

Leadership Cabinet, who shall consider all nominations and submit their final nominees to the House of Delegates through seated specialty delegates.

The Specialty Leadership Cabinet is an advisory group to the Pennsylvania Medical Society's Board of Trustees comprised of the current presidents (or their designees of medical specialty organizations which are organized in Pennsylvania and recognized by the Pennsylvania Medical Society and the American Board of Medical Specialties. Functions of the Cabinet include:

1. acting as the nominating body for specialty trustees;
2. serving as a forum for collaboration/networking among specialty leadership and Pennsylvania Medical Society leadership;
3. bringing collective issues/concerns to the Board through specialty trustees; and
4. monitoring the performance of specialty trustees.

Nominees for specialty trustee candidates must be officially endorsed by their respective specialty organizations by an endorsement letter from the specialty organizations to the Specialty Leadership Cabinet. Nominations for specialty trustee candidates may be made from the floor of the House of Delegates, provided they have a letter of endorsement from their specialty organization. Specialty organizations qualified to endorse and nominate specialty trustees are those recognized by the Pennsylvania Medical Society and the American Board of Medical Specialties. Election of all trustees by the House of Delegates is required.

Beginning January 1, 2022, all representatives of the Specialty Leadership Cabinet shall be members of this Society.

SECTION 6 – Terms

Each trustee, except the residents and fellows, medical students, and early career physicians trustees, shall be elected for a term of four years.

The term of the residents and fellows trustee shall be the lesser of two years or so long as the residents and fellows trustee continues to serve in a residency or fellowship program approved by the Society. If the resident or fellow's program ends before a meeting of the House to elect the residents and fellows trustee, then said trustee's term shall expire and the trustee position shall be filled per the requirements of these bylaws.

The term of the medical students trustee shall be one year with eligibility for reelection so long as the medical students trustee continues to be enrolled in an approved medical school. If the medical students trustee ceases to be enrolled in an approved medical school, the term of the trustee shall expire, and the medical students trustee-elect shall accede to the position of medical students trustee per these bylaws, if otherwise eligible. If that occurs, the position of the medical students trustee-elect shall be filled per the requirements of these bylaws.

The term of the early career physicians trustee shall be one year so long as the early career physicians trustee is under 40 years of age or in the first eight (8) years of professional endeavor after residency and fellowship training programs at the time of election.

No trustee shall serve more than a maximum tenure of eight full years. A full year is deemed to be one calendar year.

SECTION 7 – Vacancies

Within 90 days of a vacancy, the Board of Trustees shall appoint a trustee, who meets the qualifications of the position vacated, to serve until the next election. In the event a trustee no longer lives or practices in the district the trustee was originally elected to represent, such trustee may continue to serve until the next election at which time a successor shall be elected.

Upon election of a trustee to fill a vacant seat on the Board of Trustees, the trustee shall serve a term of office designated for that seat under Section 6 of this Chapter and shall not be required to fill the unexpired term of the predecessor.

SECTION 8 - Temporary Appointment

In the event that a trustee is unable to continue service, the chair of the Board, after consultation with the components in the district, the specialties, or the special sections, as the case may be, may promptly appoint a temporary trustee who meets the qualifications of the position vacated. At the next meeting of the Board of Trustees, if conditions are unchanged, the Board may continue the temporary appointment made by the chair, or the Board may fill the vacancy, if one exists, according to these bylaws.

SECTION 9 - Duties of Individual Trustees

Trustees shall be the representatives of this Society for their constituents and shall report on communications or visits with their respective constituents to the Board of Trustees.

Trustees shall help to strengthen organized medicine among their constituents, be a source of information as to the status of the profession, and increase the participation of their constituents.

Trustees shall attend the meetings of the Board of Trustees and perform other such duties as may be assigned by the Board of Trustees.

SECTION 10 - Board Officers

Pursuant to Section 13 of this Chapter, the Board of Trustees shall elect, from among the voting trustees, a chair, a vice chair, and a secretary to serve from January 1 to December 31.

The chair of the Board of Trustees shall preside at meetings of the Board, coordinate the work of the Board, appoint the committees of the Board; and serve as an ex officio member of the Committee to Nominate Delegates and Alternates to the American Medical Association without the right to vote.

The vice chair shall serve in the absence of the chair and perform such other duties as the Board may direct.

The secretary of the Board of Trustees shall serve as secretary of the Society.

SECTION 11 - Vacancies in Board Offices

Should the chair of the Board be incapacitated or unable to perform the duties of that office as determined by the Board of Trustees, then the vice chair shall act in place of the chair.

Should both the chair and the vice chair of the Board be incapacitated or unable to perform their duties of office as determined by the Board of Trustees, then the Board shall elect a new chair and a vice chair from among its members.

SECTION 12 - Committees of the Board

The Board shall have the following standing committees consisting of three or more members:

- a. **Finance Committee.** The chair of the Board of Trustees shall appoint a trustee to serve as the chair of the finance committee. The speaker of the House of Delegates shall serve on the committee ex officio with the right to vote.

- b. **Executive Committee.** The Executive Committee shall have only that authority given it by the Board and these bylaws.
- c. **Disciplinary Committee.** The Board of Trustees may direct the Executive Committee to function as the Disciplinary Committee in lieu of having a separate committee. In such a case, if the Secretary is part of the Executive Committee, the Secretary shall recuse themselves from all Executive Committee proceedings concerning disciplinary matters.

The Board of Trustees may from time to time authorize special committees to aid it in its work, which report directly to it. The Board shall determine the duties and number of members, who need not be members of the Board of Trustees.

SECTION 13 – Meetings

Regular meetings of the Board of Trustees shall be held not less than four times a year at such time and place as the Board shall determine.

During a meeting of the House of Delegates, the Board of Trustees shall hold meetings as often as may be deemed necessary and all matters referred to it by the House of Delegates shall be reported on within twenty-four hours if so requested by the House of Delegates.

Special meetings of the Board of Trustees may be called at any time by the chair or by three members of the Board, provided that appropriate notice is sent to each member of the Board prior to the meeting.

The first meeting of the newly constituted Board of Trustees shall be the reorganization meeting. The newly constituted Board may convene the reorganization meeting prior to the start of the new term commencing January 1 to hold elections and to make appointments, provided that no other business is conducted.

The Board of Trustees may meet in-person or by other setting, as it deems necessary, provided the requirements of Section 14 of this Chapter are met.

SECTION 14 – Quorum

A majority of the voting members of the Board of Trustees shall constitute a quorum.

SECTION 15 - Publication of Actions

The principal actions taken by the Board of Trustees, as determined by the Chair of the Board, and notice that the minutes of the meetings of the Board are available to any member on request, shall be published in the first possible issue of an all-member communications following the meetings thereof.

SECTION 16 - Liability of Board Members and Officers

A Board member or officer of the Society shall not be personally liable for money damages as such for any action taken or failure to take action as a director or officer unless the member's or officer's action constitutes self-dealing, willful misconduct or recklessness, or unless liability is imposed pursuant to criminal statute or for payment of taxes. The Board of Trustees shall provide for indemnification of Board members and officers to the extent required by law and may provide for indemnification of those persons as otherwise allowed by law.

CHAPTER XV PRINCIPLES OF MEDICAL ETHICS

SECTION 1 - General Scope

The Principles of Medical Ethics of the American Medical Association shall govern the conduct of members in their relations to each other and to the public.

CHAPTER XVI THE JUDICIAL COUNCIL

SECTION 1 - Duties

The judicial power of this Society shall be vested in the Judicial Council. Its decisions shall be final, subject to the right of appeal to the Council on Ethical and Judicial Affairs of the American Medical Association as provided in the constitution and bylaws of the American Medical Association and in the bylaws of this Society.

SECTION 2 - Composition

The Judicial Council shall consist of five members, qualified as provided in these bylaws. The members shall serve terms of three years, and shall be elected by the House of Delegates on nomination by the Board of Trustees or from the floor of the House.

At least 30 days prior to a meeting of the House of Delegates in which elections are held for the Judicial Council, the Board of Trustees shall nominate at least one qualified person for each vacancy on the Judicial Council. The Board shall publish their names to the membership of this Society by an appropriate means. Failure of the Board to nominate any, or a sufficient number of, candidates or to publish their names shall not invalidate any election which the House of Delegates validly conducts.

The Judicial Council annually shall select a chair and a vice chair from among its members. The secretary of this Society shall serve as secretary of and alternate member of the Council. The secretary shall become a voting member of the Judicial Council when any regular member is unable to attend a meeting. Three members, including the alternate member, shall constitute a quorum.

The newly constituted Judicial Council may convene a reorganization meeting prior to the start of the new term commencing January 1 to elect a chair and vice chair and to address other reorganization matters as needed, provided that no other business is conducted.

SECTION 3 - Qualifications of Members

To be eligible for election to the Judicial Council, a member of this Society:

- (a) must have served as (i) a president of this Society; or (ii) a member of the Board of Trustees for at least one full term; or (iii) a member of the House of Delegates or an appropriately seated alternate delegate personally registered and in attendance at least at one session of the House of Delegates per year for a minimum of five years; and
- (b) must not be a member of a component society, a member of which (i) is then serving as a member of the Judicial Council and whose term will continue during any portion of the period for which the new member is to be elected, or (ii) has previously been elected to the Judicial Council at the same election.

No person shall be eligible to serve for more than three consecutive terms.

Members elected to the Judicial Council shall resign all other positions held by them in the Pennsylvania Medical Society upon their election to the council. No members, while serving on the Judicial Council,

shall be a delegate or an alternate delegate to the House of Delegates, or a general officer of the Society, or serve on any other council or committee.

SECTION 4 – Vacancies

In the event of a vacancy between elections for the Judicial Council conducted by the House of Delegates, the Board of Trustees shall have the power to fill such vacancy by majority vote. Such Board-elected members shall serve until the next election for the Judicial Council conducted by the House of Delegates.

SECTION 5 - Quorum

Three members of the Judicial Council shall constitute a quorum.

SECTION 6 - General Powers

The Council shall have such powers as are required to properly consider all questions of medical ethics and the interpretation of the bylaws, resolutions, and rules of this Society.

The Council may determine that any provision, or the manner of adoption of any provision, of the bylaws or any resolution, rule, or other action of the House of Delegates is contrary to law or to the bylaws or to the duly adopted procedures, resolutions, or rules of this Society, and is therefore invalid in whole or in part. In such event, the Council shall forthwith report its action to the executive vice president of this Society, or in the absence thereof, to any officer of this Society. The executive vice president or such officer shall promptly call a meeting of the Board of Trustees to convene within 21 days from the date of such action by the Council. The purpose of the meeting shall be to effect the intent of the House of Delegates by some other means if such is possible within the powers granted to the Board of Trustees under the bylaws.

In acting on matters within its jurisdiction the Judicial Council shall not make any determinations based on its own policies, nor shall any of its decisions constitute legislation for this Society. Nothing contained in this section, however, shall prohibit the Council from interpreting the policies established by the House of Delegates or the Board of Trustees.

The Council also shall have power, at its discretion, to investigate general professional conditions and all general matters pertaining to the relations of physicians to one another or to the public. It may make such recommendations to the House of Delegates or the component societies as it deems necessary.

The Judicial Council shall not be bound by the rules of evidence used in courts. It may receive oral or written evidence judged by Council members to present the relevant facts.

SECTION 7 - Original Jurisdiction

(a) The Council shall have original jurisdiction in:

- (1) all questions involving interpretations of the bylaws of this Society, or the Principles of Medical Ethics;
- (2) controversies between two or more component societies or their members; and
- (3) all controversies involving the discipline of a member in accordance with Chapter XVIII of these bylaws.

(b) Due Process - The Judicial Council may adopt necessary and appropriate rules and regulations relating to the consideration of original jurisdiction cases brought before the Judicial Council, except that in all disciplinary cases heard by the Judicial Council pursuant to Chapter XVIII of these bylaws, the Council shall comply with the due process protections contained in Chapter XVIII.

CHAPTER XVII DISCIPLINARY ACTIONS

SECTION 1 - Automatic Suspension

Any member of this Society convicted by a court of competent jurisdiction of committing a felony or any crime involving moral turpitude, shall be automatically suspended for an indefinite period. It shall be the duty of the secretary promptly to inform the appropriate component medical society of any such conviction of any member of this Society, however, any member of the Society having any such information should promptly report the same to the component medical society.

The component medical society shall make due inquiry. If it finds that such member has, in fact, been so convicted, the component medical society shall order a certified copy of the conviction from the court and upon receipt thereof shall file said copy with the member's records. The component medical society shall thereupon notify the member that such member will stand suspended from membership for an indefinite period, beginning 90 days following the member's conviction by the court, or ten days following the notice if such notice is issued more than 90 days after the conviction, unless prior to the effective date of the suspension, the member certifies to the component medical society that an appeal from the conviction has been filed.

If the member so convicted has so appealed, the suspension from membership shall be stayed until such time as the appeal has been finally disposed of by a court of last resort. Such suspension shall be completely nullified in the event the court reverses the member's conviction.

SECTION 2 - Other Suspensions of Membership

A member shall be suspended from membership in this Society:

- (a) upon suspension of membership in the member's component society; and
- (b) upon the effective date, as provided in these bylaws, of an order to that effect issued by the Judicial Council of this Society.

SECTION 3 - Rights of Members During Suspension

The suspended member shall not be entitled to exercise any of the rights and privileges of membership during the period of suspension, but shall continue to be obligated for the payment of annual dues without any reduction whatsoever.

SECTION 4 - Termination of Membership

The membership of a member of this Society shall terminate upon:

- (i) termination of membership in the member's component society for any reason whatsoever, or
- (ii) failure to pay delinquent dues within 30 days after notice of such delinquency as provided in these bylaws, and upon the effective date, as provided in these bylaws, of an order to that effect issued by the Judicial Council of this Society.

SECTION 5 - Reinstatement of Membership After Termination

Any person whose membership has been terminated for failure to pay delinquent dues shall be reinstated to membership without any break in continuity of membership upon payment of the delinquent dues in full before December 31 of the dues year and reinstatement by the member's component society. No such member under any circumstances shall be considered to be a member in good standing during the period between January 1 of the year for which dues were delinquent and the date of reinstatement for the purposes of any section of these bylaws.

Any person whose membership has been terminated for failure to pay a special assessment shall be reinstated upon payment of the delinquent special assessment.

SECTION 6 - Reinstatement of Membership After Automatic Suspension

Any member indefinitely suspended from membership pursuant to the provisions of Section 1 of this chapter may be reinstated to full membership after a period of six months from the effective date of the suspension.

Applications for reinstatement may be submitted not earlier than four months after the effective date of the suspension. Applications shall be in writing and shall set forth the reasons why the member feels entitled to reinstatement. They shall be filed with the component medical society.

The component medical society, after due inquiry, shall meet to consider the application. The suspended member shall be reinstated upon a majority vote of the members of the component medical society present and voting at the meeting, provided that there is a quorum of at least four members.

SECTION 7 - Expulsion of Unqualified Witness

Any member of this Society who testifies as an expert witness without meeting the qualifications set forth in this section shall be subject to expulsion after a due process hearing as provided for in these bylaws. An expert witness must have basic educational and professional knowledge as a general foundation for testimony, and in addition, have current personal experience and practical familiarity with the problems that are being considered and be actively engaged in the practice of the medical subject under discussion.

CHAPTER XVIII DISCIPLINARY PROCEEDINGS

SECTION 1 – Discretionary discipline

The Judicial Council may discipline a member for violating the Principles of Ethics of the American Medical Association or these bylaws. The Judicial Council also may expel a member convicted by the court of competent jurisdiction of a crime described in Section 1 of Chapter XVII in lieu of the automatic indefinite suspension prescribed by that section.

SECTION 2 - Complaints

The Disciplinary Committee or a component medical society may file a complaint seeking disciplinary action against a member. A complaint shall be in writing and signed by the chair of the Disciplinary Committee, an officer of the component medical society making the complaint, or the chair of the grievance committee of the component medical society making the complaint.

A complaint shall identify the member whose conduct is questioned and describe the particular conduct about which the complaint is made in sufficient detail to permit the accused to know fully the nature of the activity to which objection has been made. In general, a complaint shall, as clearly and concisely as possible, state what happened as well as where and when the complained of incident occurred.

A complaint, where possible, shall identify the Principle of Medical Ethics said to have been violated and any applicable Opinion of the Council on Ethical and Judicial Affairs of the American Medical Association. A complaint shall be delivered, by mail, or in person, to the Secretary of the Society.

SECTION 3 – Review of component medical society grievance committee complaints

The Disciplinary Committee shall review complaints filed by a component medical society to determine whether the continuation of disciplinary proceedings against the accused member is appropriate. The Disciplinary Committee may stay the disciplinary proceedings pending further investigation, dismiss the complaint, or determine to proceed with disciplinary proceedings against the accused member with either the complaint filed by the component medical society or an amended complaint. In the event that the

Disciplinary Committee determines to proceed with disciplinary proceedings, the Disciplinary Committee shall be substituted as the complainant.

SECTION 4 - Notice and hearing

The following procedures shall be followed in the event that the Disciplinary Committee files a complaint or determines to proceed with disciplinary proceedings against a member following a component medical society complaint.

A. Notice of Complaint and Hearing

1. The Chair of the Disciplinary Committee shall cause a copy of the complaint to be delivered to the accused member either in person or through the U.S. Mail, properly addressed to the member at the address currently on file in the Society offices.
2. A citation shall accompany the complaint which notifies the accused member of the right to answer the complaint within 20 days and informs the member of the date upon which the date for hearing shall be set.

B. Scheduling of Hearing

1. Following expiration of such 20 day period, regardless of whether or not an answer is received, the matter shall be scheduled for a hearing before the Judicial Council.
2. The Judicial Council shall provide notice of the hearing to the accused member by the same methods described in Section 4 (A) (1) above, which shall be set for a date not less than 30 days from the date the member receives notice of the scheduling of the hearing. The notice shall contain the following:
 - a. the date, time, and place of the hearing.
 - b. a list of witnesses, if known, who will appear in support of the complaint. If witnesses have not been identified by the time the notice is sent, the list of witnesses shall be provided to the accused member as soon as possible after identification, but unless exceptional circumstances exist, not less than 10 days prior to the scheduled hearing.
 - c. a summary of the accused member's rights in the hearing.

C. Postponement of Hearing

1. For good cause shown, the Judicial Council may postpone the scheduled hearing.
2. The accused member shall be given written notice of the date, time and place of the rescheduled hearing.

D. Forfeiture of Hearing

If the accused member fails, without good cause, to attend the scheduled hearing, said member may forfeit the right to a hearing.

E. Conduct of Hearing

1. The accused member and the complainant each have the right to be represented at the hearing by an attorney or by any other person of their choice.
2. A verbatim transcript of the proceedings shall be made by either a stenotype transcription or a tape recording. The accused member is entitled to receive a copy of the transcript of the proceedings at cost.
3. The complainant has the burden of proof and shall have the obligation of opening the hearing by presenting evidence and also has the right to close the hearing by offering evidence as in a court of law. The Judicial Council shall determine all evidence in rebuttal to the accused member's evidence.

4. All evidence presented at the hearing must be relevant to the issues before the Judicial Council, but shall not be subject to formal rules of evidence as in a court of law. The Judicial Council shall determine all evidence that it determines to be relevant to the issues to be presented in the hearing.
5. The Chair shall preside and may render such rulings as in the Chair's judgment are necessary to insure an orderly and fair hearing. In the absence of the Chair, the Secretary shall preside.
6. At the conclusion of the evidence offered in support of the charges against the member, the Judicial Council may dismiss the charges and end the hearing if, in the opinion of the Judicial Council, there is no credible evidence offered to support the charges against the member.
7. If the Judicial Council finds that there is some evidence to support the charges against the member, the member may present relevant evidence in defense and may call, examine and cross-examine witnesses.
8. The Judicial Council may continue the hearing to another date, time and place, if necessary.
9. At the conclusion of the presentation of all evidence, the Judicial Council may, at its discretion, permit a brief closing argument by each side.
10. The accused member shall also have the right to submit a written statement to the Judicial Council after the conclusion of the hearing, within a time period specified by the Council.

F. The Record

The original charges, the answer, if one has been filed, copies of all notices of hearings, the typed or recorded transcript of the testimony, the documentary evidence introduced at the hearing and the written decision of the Judicial Council shall constitute the record of the entire proceeding. The Secretary shall, upon receipt from the accused member of a sum sufficient to defray the cost thereof, cause a copy or copies of such record to be reproduced and certified and furnished to the member.

G. Decision of Judicial Council

1. The Judicial Council shall convene in executive session after receiving the accused member's written statement, if any. In executive session, the Judicial Council shall review all of the evidence presented at the hearing and shall reach a decision.
2. In executive session, the Judicial Council shall draft a report presenting its findings and conclusions, including the basis upon which it reached its conclusions.
3. The Judicial Council shall render its decision in writing not more than 30 days after receipt of the member's written statement.
4. All decisions of the Judicial Council shall be in writing. Copies thereof shall be given promptly to the interested parties.

H. Voting

The decision of the Judicial Council shall be concurred in by a majority of the members of the Judicial Council present at the hearing, which shall be not less than three. In the event of a tie vote, the charges against the member shall be dismissed.

I. Actions

The Judicial Council may:

1. Dismiss the charges against the member, giving its reasons for so doing.
2. Find the member not guilty.
3. Reprimand the member.
4. Censure the member.

5. Suspend the member for any period not to exceed one year.
6. Expel the member.

The word “reprimand” means an admonishment to the member to change their conduct in order to not bring unfavorable criticism upon the profession or themselves.

The word “censure” means an official expression of disapprobation.

The word “suspend” means to cause a temporary loss of all rights and privileges of membership which are automatically restored with the expiration of the term of suspension. Said suspension shall not be deemed to affect the continuity of membership of said member for purposes of becoming other than an active member. Dues are payable during a suspension.

The word “expel” means to cause an involuntary termination of membership. A member expelled may reapply for membership after one year from the date that the expulsion becomes effective, on the same terms and on like conditions for original applicants.

J. Conflicts of Interest

1. Any member of the Judicial Council who is in economic competition with the member, or has any other conflict of interest or for any other reason is unable to be impartial shall disqualify themselves from participation in that particular case.
2. If, because of conflicts identified, or for any other reason the number of members of the Judicial Council would fall below the required four voting members in any particular case, the Board of Directors of the Society shall appoint the necessary number of members from the general membership of the Society for that case only. Members so appointed must not have any conflicts as described herein.

SECTION 5 - Appeals to the Council on Ethical and Judicial Affairs

Any member of the American Medical Association disciplined by the Judicial Council of this Society may appeal such decision to the Council on Ethical and Judicial Affairs of the American Medical Association in accordance with the bylaws and rules thereof. If such right of appeal is not exercised, then the effective date of decisions as prescribed in these bylaws shall prevail.

SECTION 6 - Effective date of Judicial Council decision

All disciplinary decisions of the Judicial Council shall become final upon the issuance thereof, except that any such decision involving a member of the American Medical Association shall not become effective until 30 days after the decision of the Judicial Council, and, if the member has given written notice to the Council on Ethical and Judicial Affairs of the American Medical Association during said 30-day period of an intent to appeal to that body and furnishes a copy of such notice to the Judicial Council of this Society, until the expiration of the appeal period and the final disposition by the Council on Ethical and Judicial Affairs of the American Medical Association.

SECTION 7 - Notification of Expulsion

Written notification of all final decisions expelling a member for disciplinary reasons shall be given to the appropriate licensing body and the appropriate hospital medical staff.

CHAPTER XVIII SPECIAL SECTIONS

SECTION 1 – Special Section Governance

Each special section shall adopt procedures governing the manner by which the section conducts its business. These procedures will include, but not be limited to, the following:

- (a) designation of a governing council;
- (b) the manner by which the governing council is selected;
- (c) designation of the terms and duties of its governing council;
- (d) requirement for the governing council to nominate qualified candidates for election as the respective special section's Trustee of the Board of Trustees;
- (e) requirement to elect qualified delegates and alternate delegates to the House of Delegates in numbers authorized by these bylaws; and
- (f) requirement to conduct a business meeting at least annually (each member shall have only one vote and no proxy or absentee ballot is permitted).

Each special section shall ensure that such procedures do not conflict with any provision of the bylaws of this Society. In the event of such a conflict, the conflict will be resolved in a manner to give the bylaws of this Society full force and effect.

SECTION 2 - Residents and Fellows Section

The purpose of the Residents and Fellows Section is to increase involvement and engagement with residents and fellow physicians who are members in the active category of this Society as graduates in training. In addition to the requirements of Section 1 of this chapter, the section shall select one or more qualified nominees for the slotted alternate delegate position to the American Medical Association for recommendation to the Committee to Nominate Delegates and Alternates to the American Medical Association. Membership in this section shall include residents and fellows who are members of this Society.

SECTION 3 - Medical Students Section

The purpose of the Medical Students Section is to encourage medical student participation in the activities of this Society; to have meaningful impact into this Society's decision and policy-making process; improve medical education and to further professional excellence; provide a forum for the discussion and dissemination of information; develop medical leadership; initiate and effect necessary change; promote activity within organize medicine on the local and state levels; and to work cooperatively with student groups at Pennsylvania medical schools to meet these objectives. Membership in this section shall include the medical students who are members in that category in this Society. In addition to the requirements of Section 1 of this chapter, the section shall select:

- (a) one or more qualified nominees for the slotted alternate delegate position for recommendation to the Committee to Nominate Delegates and Alternates to the American Medical Association;
- (b) one qualified nominee for the medical student trustee to the Foundation of the Pennsylvania Medical Society;
- (c) one qualified nominee for the medical student representative to the Board of Directors of the Pennsylvania Medical Political Action Committee;
- (d) one qualified nominee for the medical student trustee-elect to the Foundation; and
- (e) one qualified nominee for the alternate delegate-elect to the American Medical Association's House of Delegates.

SECTION 4 - Early Career Physicians Section

The purpose of the Early Career Physicians Section is to increase involvement of early career physicians in organized medicine and to provide a direct means for early career physician members of this Society to participate in Society activities and policymaking. Membership in this section shall include all active physician members of this Society who are under 40 years of age or in the first eight (8) years of professional endeavor after residency and fellowship training programs.

Delegates to the AMA Young Physicians Section and this Society's House of Delegates will be chosen by the council from among the governing council and from among other early career physicians who volunteer.

SECTION 5 - International Medical Graduates Section

The purpose of the International Medical Graduates Section is to enhance international medical graduate participation in organized medicine and enhance Society outreach and diversity, communication, and interchange with the international medical graduate segment of the Pennsylvania physician population. Membership in this section shall include representatives, who are graduates of medical schools outside the United States and Canada, all of whom shall have voting rights and be eligible to hold office in this Society.

SECTION 6 – Women Physicians Section

The purpose of the Women Physicians Section is to promote involvement of women, underrepresented in organized medicine, and to encourage women physicians to participate in leadership, policymaking, advocacy, and other activities of this Society. Membership in the section shall include all female active, associate, and retired members of the Society. Other active, associate, or retired members of the Society who express an interest in women's issues shall be eligible to join the section.

CHAPTER XIX AMENDMENTS

The House of Delegates may amend these bylaws at any meeting by an affirmative vote of two-thirds of the delegates present, or in the case of the endowment fund by a vote of 75 percent of the delegates credentialed as of the day of the vote as provided for in Chapter IV, Section 4 - Endowment Fund, provided the text of the proposed amendment has been:

- a. submitted not less than three months, and not more than fifteen months, prior thereto, to a meeting of the House of Delegates, or to the secretary of this Society by (i) the Committee on Bylaws, or (ii) 15 active or associate members of this Society, whose signatures shall be appended thereto; and
- b. at least two months prior thereto, included in the call for the meeting; and
- c. in the case of the endowment fund, recommended to that House meeting for approval by a vote of 75 percent of the Board of Trustees prior to the meeting as provided for in Chapter IV, Section 4 - Endowment Fund.

The House of Delegates may determine the effective date of any amendment. These bylaws may be amended at any special meeting of the House of Delegates in the same manner. The House of Delegates may determine the effective date of any amendment.

CHAPTER XX SEAL

SECTION 1 – Description

This Society shall have a corporate seal which shall contain the monogram "A.M.A." and "1847" within a circle on a keystone at the sides of which shall appear: "Organized 1848: Chartered 1890," and the whole surrounded by a double circle containing the words "Pennsylvania Medical Society."

CHAPTER XXI ELECTRONIC MAIL VOTING

The Board of Trustees, committees of the Board of Trustees, and other committees, administrative councils, commissions, and task forces authorized under these bylaws shall be authorized to use electronic mail voting in accordance with applicable law and security policies and procedures adopted by the Board of Trustees.

APPENDIX TRANSITION PROVISIONS

- I. Effective date:** The amendments to these bylaws adopted at the October 2023 business meeting of the House of Delegates shall take effect January 1, 2024.
- II. Dues:** The dues and dues categories established by the House of Delegates for 2024 shall remain in effect unless modified by the Board of Trustees.
- III. Commencement of terms:** Annual terms commencing at the conclusion of the 2020 annual meeting shall end on December 31, 2021, and still only constitute one year in office. Thereafter, commencing on January 1, 2022, the terms shall follow the provisions of the bylaws as amended. Terms that are not annual shall end on December 31 of the year in which they would have ended at the close of an annual meeting, and the extension of such time to December 31 shall only constitute one year of that term. Thereafter, terms shall follow the provisions of the bylaws as amended.



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