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**INDEPENDENT
PRACTICE
PHYSICIANS
SECTION**



Pennsylvania
MEDICAL SOCIETY®

ADVOCATE. EDUCATE. NAVIGATE.

► **Advancing Pennsylvania's Independent Practices**

Operations Manual

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Article I. Name

The name of the organization shall be the Independent Practice Physician Section as identified by the Pennsylvania Medical Society Bylaws and Articles of Incorporation. It shall be hereafter referred to as IPPS.

Financial support will be provided as allocated in the PAMED budget after the operating expenses of the sections are met.

Article II. Purpose

The Independent Practice Physician Section purpose is to promote involvement of the physicians working in independent practices. An independent practice is defined as a practice owned and controlled by physicians in which physicians have key decision-making rights. This section shall encourage independent physicians to participate in leadership, advocacy and other activities of the Society.

Article III. Membership

Membership in the section shall include all independent active, associate and retired members of the Society.

Article IV. Governing Council

Section 1: Composition and Responsibilities

The Governing Council shall consist of the following members: Chair, Vice Chair, five (5) Members-at-Large, and the Independent Practice Physician Section trustee. In addition to duties prescribed in the bylaws and this manual, Governing Council members may have duties as directed by the Board of Trustees.

The Governing Council shall, in consultation with the section membership, set the objectives of the section, direct section activities in furtherance of those objectives, and administer section operations.

The period from January 1 through December 31 of the following year shall be considered a term of office for Governing Council members unless otherwise specified by the bylaws of this Society.

A). **Chair:** 2-year term with no term limits.

Responsibilities include:

- i). Preside over all IPPS Governing Council calls and meetings
- ii). Oversee the work of the IPPS Governing Council and any work groups, task forces,

- and committees to ensure that the mission and goals of the IPPS are being met
- iii). Have no vote unless votes are equally split (tie-breaking vote)
 - iv). Work with PAMED staff to develop meeting materials for the IPPS Governing Council meetings and Annual Business Meeting
 - v). Assign tasks to IPPS Governing Council members
 - vi). Oversee reports to the PAMED Board of Trustees
 - vii). Attend PAMED's House of Delegates
 - viii). Preside over the IPPS Annual Business Meeting
 - ix). May serve as an IPPS delegate at PAMED's House of Delegates

B). Vice Chair: 2-year term with no term limits.

Responsibilities include:

- i). Participate in all IPPS Governing Council calls and meetings
- ii). Preside over IPPS Governing Council meetings in the absence of the Chair
- iii). Assume the duties of the Chair in the event of the Chair's inability to serve until such time as the Chair may resume his/her duties
- iv). Attend PAMED's House of Delegates
- v). Assist in presiding over the IPPS Annual Business Meeting
- vi). Carry out all other duties as delegated by the Chair
- vii). May serve as an IPPS delegate at PAMED's House of Delegates

C). IPPS Member-at-Large 1-year term with no term limits.

Responsibilities include:

- i). Undertake the programs and projects assigned by Chair.
- ii). Participate in all IPPS Governing Council calls and meetings
- iii). Share perspective on potential initiatives, engagement activities, advocacy issues, and educational opportunities that would appeal to independent physicians
- iv). Advance the goals and objectives of the IPPS and serve as an IPPS liaison and point of contact
- v). Work with county medical society staff and physician leadership to increase engagement and participation of independent physicians and assist with IPPS events
- vi). Represent the IPPS Governing Council at state or local events involving independent physicians in medicine that PAMED seeks to attend
- vii). Work with IPPS Chair and PAMED staff to identify opportunities for

- member recruitment and engagement
- viii). May serve as an IPPS delegate at PAMED's House of Delegates.

D). **IPPS PAMED Board Trustee:** term of office as set forth in Chapter XIV, Section 6 of the PAMED Bylaws.

Responsibilities include:

- i). Attend PAMED Board of Trustee meetings and advocate for the needs and views of the IPPS
- ii). Participate in all IPPS Governing Council calls and meetings and update the IPPS Governing Council and members on PAMED Board actions and discussions
- iii). May not serve as an IPPS delegate at PAMED's House of Delegates.

Section 2: Eligibility, Nominations, Elections, and Vacancies

A). **Eligibility**

- i). All members of the IPPS Governing Council must be active, associate, or retired members of PAMED in good standing and shall be elected in accordance with the PAMED Section Election Process.

B). **Nominations**

- i). Candidates must submit all information as required by PAMED and in accordance with the PAMED Section Election Process
- ii). Candidates are also able to run for Governing Council positions from the floor of the IPPS Annual Business Meeting as permitted by the PAMED Section Election Process.
- iii). Candidates interested in running for the Trustee position must be nominated in accordance with the PAMED Bylaws and submit information as required by the Official Call. A candidate may also be nominated from the floor at the House of Delegates by a seated and credentialed IPPS delegate in accordance with PAMED Bylaws and the Official Call.

C). **Elections**

- i). Elections will be held during the IPPS Annual Business Meeting or as prescribed in the PAMED Section Election Process. If extenuating circumstances arise that would preclude elections at the designated time, the sitting Governing Council will determine when elections occur.

- ii). At the IPPS Annual Business Meeting, the IPPS Section shall elect from its members the following:
 - a). Chair - if the current term is ending at the end of the calendar year
 - b). Vice Chair - if the current term is ending at the end of the calendar year
 - c). Five (5) IPPS Members-at-Large - if current terms are ending at the end of the calendar year
- iii). Each candidate running for a position shall attend the IPPS Annual Business Meeting.
- iv). Election by acclamation shall occur when an election is not contested and there is no objection.
- v). Each member running for a contested position is permitted to give a speech during the IPPS Annual Business Meeting. Two minutes of speaking time will be allotted per candidate.
- vi). In order to vote, an individual must be registered to attend the IPPS Annual Business Meeting and have been in attendance for the entire meeting.
- vii). PAMED Staff shall be responsible for tallying and/or verifying the votes and reporting the winners of the respective positions.
- viii). If there remains a tie, the remaining candidates will be given one minute to offer additional information as to why they should be elected. After the candidates have concluded speaking, a new vote will be held.
- ix). If there remains a tie after this vote, the sitting Chair, Vice Chair, and Trustee will select the winner. If any of those individuals is a candidate in the tied election, they will recuse themselves from the discussion and selection.

D). Vacancies

- i). If a Governing Council position of Chair, Vice Chair or Member-at-Large becomes vacant because of the resignation, removal, disqualification, or death of the individual prior to the completion of their term, the current Governing Council shall vote to fill the vacancy after soliciting eligible candidates. This newly elected individual will serve the remainder of the initial term, at which time they will be able to run for re-election.
- ii). If the IPPS Trustee position becomes vacant because of the resignation, removal, disqualification, or death of the individual who previously held the position prior to the completion of their term, that position will be filled in accordance with the PAMED Bylaws.

Section 3: Removal of a Governing Council Member from Office

Under certain conditions, the IPPS Chair may seek to remove a Governing Council member from office. These conditions include, but are not limited to:

- Lack of engagement and/or participation
- Failure to comply with the responsibilities of the position

To remove a Governing Council member:

- 1) The Chair must contact the Vice Chair to express their concerns.
- 2) If a member of the IPPS Governing Council has a concern, they should contact the Chair.
- 3) If the concern is about the Chair, the Vice Chair should contact the IPPS Trustee.
- 4) If the concern is about the Vice Chair, the Chair should contact the IPPS Trustee
- 5) The Chair (or Vice Chair) must explain the justification for seeking removal from office.
- 6) The Chair (or Vice Chair) shall investigate the claim and schedule a meeting with the Vice Chair (or IPPS Trustee), and appropriate PAMED staff.
- 7) This meeting should be held within 2 weeks of the concern being received.
- 8) The Chair and Vice Chair (or Vice Chair and IPPS Trustee) must agree to remove a Governing Council member from office.
- 9) If vote for removal is successful, the Chair (or IPPS Trustee) shall contact the person of interest and inform them of the decision.
- 10) If a Governing Council member has been removed, the vacancy shall be filled in accordance with Article IV, Section 2.

Article V. Delegates and Alternate Delegates

Section 1: Filling Delegate and Alternate Delegate Positions

A). Delegates

- i). The IPPS will identify four (4) delegates to attend the PAMED HOD.
 - a). The IPPS Chair and Vice Chair will have the first opportunity to serve as delegates.
 - b). The remaining slots will be offered to other members of the IPPS Governing Council (GC).
 - c). If there are more GC members interested in serving as a delegate than there are available slots, the Chair and Vice Chair will determine which GC members serve as delegates.

- d). If not enough GC members are interested, the opportunity to serve as a delegate will be made available to all members of the IPPS Section; delegates will be selected by the IPPS GC.

B). Alternate Delegates

- i). The IPPS will identify four (4) alternate delegates to attend the PAMED HOD.
- ii). The opportunity to serve as an alternate delegate will be made available to all members of the IPPS Section.
- iii). Alternate delegates will be selected by the IPPS GC.

Section 2: Delegate and Alternate Delegate Reimbursement and Expectations

PAMED will reimburse up to four (4) IPPS delegates and four (4) alternate delegates to attend the PAMED HOD as the budget allows. To receive reimbursement, delegates must comply with the Pennsylvania Medical Society (PAMED) Requirements for Section Participation at PAMED HOD.

Delegates and alternate delegates are responsible for being prepared for all HOD business by participating in all PAMED HOD trainings, as well as, reading and being familiar with all HOD reports, materials, etc.

Delegates and alternate delegates will promote and represent the opinions of the IPPS when providing testimony, conducting HOD business, etc.

Article VI. Meetings, Quorum, and Meeting Cancellations

A). Governing Council Meetings

- i). Governing Council meetings will be conducted virtually, and/or in person and are open to members of the Governing Council, IPPS members, PAMED members, guests invited by the Chair, and PAMED staff. Governing Council members who would like to invite a guest must speak with the Chair.
- ii). The Governing Council will meet at least three times per year, with the date and time determined by the Chair. Governing Council members should notify the Chair of any items or issues they would like included on the meeting agenda.
- iii). In order for official business to be conducted at a Governing Council meeting, there must be a quorum.
- iv). Governing Council members are expected to participate in all meetings.

- v). Governing Council members are expected to provide updates on their work and participate fully in discussions.
- vi). A Governing Council member may be removed from their position for failing to participate or due to lack of engagement.

B). Section Meetings

- i). Section meetings will be conducted virtually, and/or in person and are open to members IPPS section members, PAMED members, guests invited by the Chair, and PAMED staff. Any IPPS section member who would like to invite a guest must speak with the Chair.
- ii). The Section will meet virtually on the 3rd Wednesday of each month. Section members and/or the Governing Council should notify the Chair of any items or issues they would like to include on the meeting agenda.
- iii). In order for official business to be conducted at a Section meeting, there must be a quorum.
- iv). Governing Council members are expected to participate in all Section meetings.
- v). Governing Council members are expected to provide updates on their work and participate fully in discussions.
- vi). A Governing Council member may be removed from their position for failing to participate or due to lack of engagement.

C). Annual Business Meeting

- i). The Annual Business Meeting will be held ideally in conjunction with the House of Delegates at a date and time which is determined by PAMED, in consultation with the Chair.
- ii). At the Annual Business Meeting, IPPS members meet to conduct business, hear reports from any committees, review House of Delegates resolutions, and conduct election related activities.
- iii). All Governing Council members are expected to attend the Annual Business Meeting.
- iv). For official business to be conducted at the Annual Business Meeting, three-fifths of the Governing Council members must be in attendance.
- v). The Annual Business Meeting is open to all members of PAMED, guests invited by the Chair, and PAMED staff. Registration is required.

D). Emergency Meetings

- i). If warranted by emergent circumstances, the Chair may call an emergency meeting.
- ii). For official business to be conducted at an emergency meeting, there must be a quorum.
- iii). Emergency meetings will be conducted via phone, virtually, and/or in person and are open to members of the Governing Council, and PAMED staff.

E). Quorum

- i). For Governing Council Meetings, monthly Section Meetings and emergency meetings, a simple majority of the Governing Council Members shall constitute a quorum.
- ii). For the Annual Business Meeting, three-fifths of the Governing Council shall constitute a quorum.

F). Cancellation of Meetings

- i). The Chair may cancel a Governing Council meeting and/or a Section Meeting. Section Members and Governing Council Members shall be notified of this cancellation immediately.
- ii). A cancelled meeting will be rescheduled for a date established by the Chair as needed

Article VII. Operation Manual Review and Amendments

A). IPPS Operations Manual Review

- i). This IPPS Governing Council Operations Manual shall be reviewed by the Governing Council at the first Governing Council meeting of each year.
- ii). If a substantial change should occur mid-year, the manual may be reviewed and updated at the discretion of the Chair.

B). Recommendations for Amendments

- i). Recommendations for amendments can be made at the Governing Council meeting or for a period of time after the meeting if allowed by the Chair.
- ii). All proposed changes must be approved by the Governing Council.