

INDEPENDENT PRACTICE PHYSICIANS SECTION OPERATING MANUAL

Jan 1, 2025 to Dec 31, 2025

Article I.

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.

Article II

The Independent Practice Physician Section purpose is to promote involvement of the physicians working in independent practices and 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 in the section shall include all independent active, associate and retired members of society.

Article IV Governing Council

Article IV, Section 1: Governing Council Composition and Responsibilities:

- The Governing Council shall consist of the chair, vice chair, 5 Members at Large, and the section's 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 and direct section activities in furtherance of those objectives and administer section operations.
- The section shall conduct its annual business meeting during the PAMED house of delegates.
- In addition to its annual business meeting, the governing Council and section shall meet as necessary in furtherance of its activities.
- Delegates to the PAMED HOD will be elected from among the governing Council and other independent practice physician section physicians who volunteer.

- Financial support will be provided as allocated in the PAMED budget after the operating expenses of the sections are met.
- Funds will be divided equitably to maximize IPPS participation and representation in the PAMED HOD.

[Article IV, Section 2: Governing Council Individual Position Duties and Definitions:](#)

- The IPPS Governing Council shall consist of Section Chair, Section vice-chair, Section Trustee and 5 Section Members-at-Large
- Term is defined by Jan 1 to Dec 31 of the calendar year

1. IPPS Chair: 2-year term with no term limits.

- Preside over all IPPS Governing Council calls and meetings
- 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
- Has no vote unless votes are equally split (tie-breaking vote)
- Work with PAMED staff to develop meeting materials for the IPPS Governing Council meetings and Annual Business Meeting
- Assign tasks to IPPS Governing Council members
- Oversee reports to the PAMED Board of Trustees
- Attend PAMED's HOD and preside over the IPPS annual business meeting
- May serve as a IPPS delegate at PAMED HOD

2. IPPS Vice Chair: 2-year term with no term limits.

- Participate in all IPPS Governing Council calls and meetings
- Preside over IPPS Governing Council meetings in the absence of the Chair
- 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
- Attend PAMED's HOD to assist in presiding over the IPPS annual business meeting
- Maintain communication with and oversee the work of the District Representatives
- Carry out all other duties as delegated by the Chair
- If Chair is not able to complete their elected term, the Vice Chair may serve as Chair for the remainder of that Chair's term.
- May serve as a IPPS delegate at PAMED HOD

3. IPPS PAMED Board Trustee: term of office is as set forth in Chapter XIV, Section 6 of the PAMED bylaws:

- Attend PAMED Board of Trustee meetings and advocate for the needs and views of the IPPS at these meetings
- Participate in all IPPS Governing Council calls and meetings and update the IPPS Governing Council and members on PAMED Board actions and discussions
- May not serve as a IPPS delegate at HOD.

4. IPPS Members-at-Large 1- year term with no term limits.

- 5 members at large shall be elected and will undertake the programs and projects as assigned by chair/governing council
- Participate in all IPPS Governing Council calls and meetings
- Share perspective on potential initiatives, engagement activities, advocacy issues, and educational opportunities that would appeal to independent physicians
- Advance the goals and objectives of the IPPS in their district and serve as the IPPS liaison and point of contact for the districts
- Work with county medical society staff and physician leadership in their district to increase engagement and participation of independent physicians and assist with county and/or regional IPPS events
- Represent the IPPS Governing Council at state or local events involving independent physicians in medicine that PAMED seeks to attend
- Work with IPPS Chair and PAMED staff to identify opportunities for member recruitment and engagement in their district
- Serve as a IPPS delegate at HOD and assist in identifying an Alternate Delegate to represent their district at HOD

[Article IV, Section 3: Eligibility, Nominations, Elections and Vacancies of the Governing Council Members:](#)

Eligibility

- All members of the IPPS Governing Council must be active members of PAMED whose dues are current and shall be elected in accordance with the HOD Section Election Process.

Nomination Procedure

- Candidates must submit all information as required by PAMED and in accordance with the HOD Section Election Process
- Candidates are also able to run for Governing Council positions from the floor as permitted by the HOD section election process.
- Candidates interested in running for the Trustee position must be nominated in accordance with the PAMED Bylaws and submit information as required by the Speaker of the House. A candidate may also be nominated from the floor at the HOD by a seated and credentialed IPPS delegate in accordance with PAMED Bylaws and the Official Call.

Elections

- Elections will be held during the IPPS Annual Business Meeting at the PAMED HOD or as prescribed in the HOD Section Election Process. If extenuating circumstances arise that would preclude elections at the designated time, the sitting Governing Council will determine when elections occur.
- At the IPPS Annual Business Meeting, the IPPS section shall elect from its members the following:
 - IPPS Chair
 - IPPS Vice-chair
 - IPPS Board Trustee
 - 5 IPPS Members-at-Large
 - 4 Delegates to the PAMED HOD for that calendar year
 - 4 Alternate Delegates to the PAMED HOD for that calendar year
- Each candidate running for a position shall attend the IPPS Annual Business Meeting.
- Election by acclamation shall occur when an election is not contested and there is no objection.
- Each member running for a contested Chair, Vice Chair, or Trustee position is permitted to give a speech during the IPPS Annual Business Meeting. Two minutes of speaking time will be allotted per candidate.
- 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. The Trustee position election will be held as part of PAMED HOD elections at the Annual HOD Meeting.
- PAMED Staff shall be responsible for tallying and/or verifying the votes and reporting the winners of the respective positions.

- 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.
- 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.

Vacancies in Elected Positions

- If a Governing Council position of Chair, Vice Chair or Members-at-Large becomes vacant because of the resignation, removal, disqualification, or death of the individual who 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.
- If the IPPS Trustee position becomes vacated 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.

[Article IV, Section 4: Removals of the 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:
 - The Chair must contact the Vice Chair to express their concerns.
 - If a member of the IPPS Governing Council has a concern, they should contact the Chair.
 - If the concern is about the Chair, the Vice Chair should contact the IPPS Trustee.
 - If the concern is about the Vice Chair, the Chair should contact the IPPS Trustee
 - The Chair (or Vice Chair) must explain the justification for seeking removal from office.
 - The Chair (or Vice Chair) shall investigate the claim and schedule a meeting with the Vice Chair (or IPPS Trustee), and appropriate PAMED staff.
 - This meeting should be held within 2 weeks of the concern being received. The Chair and Vice Chair (or Vice Chair and IPPS Trustee) must agree to remove a Governing Council member from office.

- If vote for removal is successful, the Chair (or IPPS Trustee) shall contact the person of interest and inform them of the decision.
- If a Governing Council member has been removed the vacancy shall be filled in accordance with Article IV, Section 3.

Article V Delegates and Alternate Delegates

Delegates for PAMED HOD

- 1-year term with no term limits.
- Will have 4 IPPS Delegates to attend the PAMED HOD including the Virtual Opening Session in accordance with PAMED Section Bylaws
- Educating self and section on proposed actions from PAMED HOD reports and resolutions
- Solicit feedback from the section leadership and membership on the PAMED HOD business.

Alternate Delegates for PAMED HOD

- 1-year term with no term limits.
- Will have 4 alternate delegates that can attend the PAMED HOD including the Virtual Opening Session if delegate is not able to attend in accordance with PAMED Section Bylaws
- Educating self and section on proposed actions from PAMED HOD reports and resolutions in preparation to attend PAMED HOD
- Solicit feedback from the section leadership and membership on the PAMED HOD business.

Article VI Meetings, Quorum and Meeting Cancellations:

1. IPPS Governing Council Meetings.

- IPPS Governing Council meetings will be conducted virtually, and/or in person and are open to members of the Governing Council, 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.
- The IPPS 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.
- In order for official business to be conducted at a Governing Council meeting, there must be a quorum.

- Governing Council members are expected to participate in all meetings. Governing Council members are expected to provide updates on their work in their districts/sections and participate fully in discussions.
- A Governing Council member may be removed from their position for failing to participate or lack of engagement.

2. IPPS Section Meetings:

- IPPS Section meetings will be conducted virtually, and/or in person and are open to members PAMED IPPS section members, guests invited by the Chair, and PAMED staff. Any IPPS section members who would like to invite a guest, must speak with the Chair.
- The IPPS Section will meet at virtually at 8pm on every 3rd Wednesday of each month. IPPS Section members and/or the Governing Council should notify the Chair of any items or issues they would like included on the meeting agenda.
- In order for official business to be conducted at a IPPS Section meeting, there must be a quorum.
- Governing Council members are expected to participate in all IPPS Section meetings.
- Governing Council members are expected to provide updates on their work in their districts/sections and participate fully in discussions.
- A Governing Council member may be removed from their position for failing to participate or lack of engagement.

3. Annual Business Meeting

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

4. Emergency Meetings

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

5. Quorum

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

6. Cancellation of Meetings

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

Article VII PAMED Section Requirements, Operation Manual Review and Amendments

1. Independent Practicing Physician Section (IPPS) Requirements

- PAMED Staff - Sharon DeSantis sdesantis@pamedsoc.org
- PAMED will reimburse up to 4 IPPS Delegates and 4 IPPS Alternate Delegates to attend as budget allows in accordance with PAMED Bylaws
- In addition to the requirements listed above, IPPS Delegates and IPPS Alternate Delegates must also:
 - Participate in all meetings and trainings held by PAMED and the IPPS prior to the PAMED HOD Annual Business Meeting, including any Reference Committee meetings or meetings to provide resolution testimony, and provide the position of the IPPS in testimony, when appropriate.
 - Participate in all voting sessions at the HOD Annual Business Meeting
 - By agreeing to serve as a delegate or alternate delegate to a PAMED Section, you agree to the above requirements for reimbursement.

2. IPPS Operations Manual Review

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

3. Recommendations for Amendments

- 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.
- All proposed changes must be approved by the Governing Council