

OFFICIAL CALL TO 2020 HOUSE OF DELEGATES MEETING

The 2020 remote annual meeting of the House of Delegates of the Pennsylvania Medical Society (PAMED) will be called to order on Saturday, October 24 at 9:00 a.m.

ELECTIONS

In accordance with Chapter XII, Section 1 of the PAMED Bylaws, “(t)he 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.”

Chapter XI, Sections 1-3 state that:

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

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.

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

In accordance with Chapter X, Section 1 of the Bylaws: “Nominations for all offices to be elected by the House of Delegates may be made by seated delegates from the floor of the House or published in the Official Call upon recommendation of the respective section or district. To be accepted by the House, nominees should possess the prescribed qualifications for the office for which they are nominated.”

Chapter X continues: “Nominees for officers and trustees, if known, will be published in the Official Call. Where candidates for offices are unopposed, except for the office of vice president, 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 the 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 as determined by the secretary. Nominations for district trustees shall be made from the floor of the House and only by seated 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 made by the seated delegates from those specialties in the House of Delegates. Nominations for special section trustees shall be made from the floor of the House and only by seated delegates from their respective special sections for which positions need to be filled.”

In accordance with Chapter XI of the Bylaws, the following elections shall be in order:

Vice President: F. Wilson Jackson, III, MD (Dauphin County) is eligible for election.

Speaker, House of Delegates: John J. Pagan, MD (Bucks County) is eligible for re-election.

Vice Speaker, House of Delegates: Todd M. Hertzberg, MD (Allegheny County) is eligible for re-election.

Second District Trustee: Mark A. Lopatin, MD (Montgomery County) is eligible for re-election.

Eighth District Trustee: Timothy D. Pelkowski, MD (Erie County) is eligible for election.

Ninth District Trustee: *Nominee(s) not known at this time.*

Tenth District Trustee: David Lucas, MD (Westmoreland County) is eligible for election.

Thirteenth District Trustee: *Nominee(s) not known at this time.*

Medical Specialties Trustee: Joseph W. Laskas, DO (Dermatology) was appointed by the Board of Trustees at its meeting in February 2020 to fill a vacancy until the October 2020 meeting of the House of Delegates. Dr. Laskas is eligible for election to this Medical Specialties Trustee seat.

Medical Specialties Trustee: Maria J. Sunseri, MD (Sleep Medicine/Neurology) was appointed by the Board of Trustees at its meeting in May 2020 to fill a vacancy until the October 2020 meeting of the House of Delegates. Dr. Sunseri is eligible for election to this Medical Specialties Trustee seat.

Primary Care/Pediatrics Trustee: *Nominee(s) not known at this time.*

Psychiatry Trustee: Ahmad Hameed, MD (Dauphin County) is eligible for election.

International Medical Graduates Section (IMG) Trustee: Mukul L. Parikh, MD (Dauphin County) is eligible for election.

Early Career Physicians Section (ECPS) Trustee: *Nominee(s) not known at this time.*

Residents and Fellows Section (RFS) Trustee: Raghveer Puttagunta, MD (Montour County) is eligible for election.

Medical Students Section (MSS) Trustee: *Nominee(s) not known at this time.*

In accordance with Chapter XI, Section 1 of the Bylaws, elections for Delegates and Alternate Delegates to the American Medical Association are in order.

Under the guidelines provided in Standing Rule No. 10 (“Procedures for Nominating Delegates and Alternate Delegates to the AMA”) of the 2019-2020 Standing Rules as updated in October 2019, “(t)he election of delegates and alternate delegates to the AMA shall allow a delegate who is defeated

to be a candidate for an alternate delegate seat, and an alternate who is defeated as a candidate for delegate to be a candidate for an alternate delegate seat.”

Delegates whose terms expire December 31, 2020 are:

1. James A. Goodyear, MD (Montgomery County)
2. Virginia E. Hall, MD (Dauphin County)
3. Bruce A. MacLeod, MD (Allegheny County)
4. Jill M. Owens, MD (McKean County)
5. Scott E. Shapiro, MD (Montgomery County)
6. John P. Williams, MD (Allegheny County)

The Committee to Nominate Delegates and Alternates to the American Medical Association makes the following nominations for Delegates to serve for two (2) years commencing January 1, 2021 and expiring December 31, 2022 (elect 5):

1. James A. Goodyear, MD (Montgomery County)
2. Bruce A. MacLeod, MD (Allegheny County)
3. Jill M. Owens, MD (McKean County)
4. Scott E. Shapiro, MD (Montgomery County)
5. John P. Williams, MD (Allegheny County)

Alternate delegates whose terms expire December 31, 2020 are:

1. Bindukumar Kansupada, MD (Bucks County)
2. Dale M. Mandel, MD (Philadelphia County)
3. James W. Thomas, MD (Montgomery County)
4. Hans T. Zuckerman, DO (Lebanon County)

The Committee to Nominate Delegates and Alternates to the American Medical Association makes the following nominations for Alternates to serve for two (2) years commencing January 1, 2021 and expiring December 31, 2022 (elect 4):

1. Richard S. Eisenstaedt, MD (Montgomery County)
2. Andrew Herlich, MD (Allegheny County)
3. Bindukumar Kansupada, MD (Bucks County)
4. Dale M. Mandel, MD (Philadelphia County)
5. Lorraine L. Rosamilia, MD (Centre County)
6. Hans T. Zuckerman, DO (Lebanon County)

The Committee to Nominate Delegates and Alternates to the American Medical Association has not yet received a nomination from the Residents and Fellows Section for one slotted position for Alternate Delegate for a one-year term commencing immediately following the conclusion of the 2020 House of Delegates meeting and expiring at the conclusion of the next annual meeting to replace Lauren Kramer, DO (Bucks County).

The Committee to Nominate Delegates and Alternates to the American Medical Association has not yet received a nomination from the Medical Students Section for one slotted position for Student

Elect for a one-year term commencing January 1, 2021 and expiring December 31, 2021 to replace Alyssa Wang Tuan (Dauphin County).

Also to be elected will be two members to serve on the Committee to Nominate Delegates and Alternates to the American Medical Association. The term of Kenneth M. Certa, MD (Philadelphia County) expires on December 31, 2020; he is eligible for re-election to a one-year term. Additionally, Richard T. Bell, MD (Berks County) has opted to vacate his seat early. Originally set to expire in 2021, Dr. Bell's seat is now available for election to a three-year term commencing January 1, 2021. Michael Suk, MD (Montour County) is eligible for election to this seat.

In accordance with Chapter XVI, Section 2 of the Bylaws, the Judicial Council shall consist of five members elected by the House of Delegates on nomination by the Board of Trustees or from the floor of the House. Each Judicial Council member shall serve a term of three years; no person shall be eligible to serve for more than three consecutive terms.

Current members of the Judicial Council are as follows: Lawrence L. Altaker, MD (Dauphin County); Edward H. Dench, Jr., MD (Centre County); Victor F. Greco, MD (Luzerne County); James W. Redka, MD (Lycoming County); and Carol E. Rose, MD (Allegheny County). As set forth in Chapter XVI of the Bylaws, the Secretary of the Board of Trustees, Amelia A. Paré, MD (Allegheny County), also serves as Secretary of the Judicial Council and becomes a voting member when any regular member is unable to attend a meeting.

The terms of Edward H. Dench, Jr., MD and Victor F. Greco, MD will expire this year. Neither of them is eligible for re-election.

At its August 2020 meeting, the Board of Trustees confirmed the nominations of the following individuals for election to the two available seats on the Judicial Council: Margaret S. Atwell, MD (Berks County); Bruce A. Brod, MD (Philadelphia County); and Peter M. Daloni, MD (Mercer County).

Official Call to 2020 Meeting

Proposed Amendments to the Bylaws of the Pennsylvania Medical Society

Pursuant to Chapter XIX of the bylaws of the Pennsylvania Medical Society (PAMED; Society), the text of proposed amendments to the Society's bylaws are provided below for the 2020 House of Delegates (House).

This year, amendments were submitted by the Bylaws Committee (Committee) of the House of Delegates, the Women Physicians Section (WPS), the International Medical Graduates Section (IMG), and the Medical Students Section (MSS).

- ~~Strikethroughs~~ or **[brackets]** indicate proposed deletions from existing bylaws.
- Proposed additions are **underlined**.
- The ellipses (...) represent portions of the bylaws that have not been included because they are not related to the proposed amendments. Lack of ellipses does not negate current bylaws that are not related to the proposed amendments.

Bylaws Committee Review of Special Sections

Currently, much of the internal governance of special sections is included in the bylaws. Due to this, the Committee is often tasked with reviewing proposals from special sections that seek to change their internal governance procedures. Often, there is little debate regarding these changes, yet the Committee spends considerable time reviewing and commenting on these proposals.

It is the intent of the Committee to comprehensively review the bylaws regarding the special sections for uniformity and standardization in addition to considering the removal of internal governance provisions from the bylaws that are best kept within the jurisdiction of each special section.

To provide an overview of the special sections and their representation, the following information is provided as of August 31, 2019:

Section	Membership Numbers	Number of Delegates per Bylaws	Representation Per Delegate
Early Career Physicians Section	3,532	4	1 delegate for every 883 members
International Medical Graduates Section	2,585	1	1 delegate for 2,585 members
Medical Students Section	2,428	10 (1 delegate per medical school)	1 delegate for every 242.8 members
Residents/Fellows Section	7,243	10 (1 per 100 residents, not to exceed 10)	1 delegate for every 724.3 members
Women Physicians Section	7,990	15 (13 districts plus 1 medical school student plus 1 resident/fellow)	1 delegate for every 532.67 members

1. Proposed Amendment Submitted by the Women Physicians Section

A proposed bylaws amendment was submitted by the WPS for review by the Committee. The purpose of the proposed bylaws amendment is two-fold. First, it would allow the WPS Chair and Vice Chair to serve as a district representative delegate. As currently written, each of the 13 districts must have a WPS delegate and the WPS Chair and Vice Chair are not included in the section delegate composition. The proposed amendment would allow the Chair and Vice Chair to fill a district representative delegate position, regardless of whether they live or work in that district, so long as they are not a delegate for another entity. Second, the proposed bylaws amendment would add the WPS medical student section representative and the WPS residents/fellows section representative to the WPS governing council.

2. Proposed Amendment Submitted by the International Medical Graduates Section

Sixteen (16) active or associate members of the Society submitted a proposed bylaws amendment to the secretary of the Society for publication in the Official Call and business of the House in 2020. The proposed bylaws amendment would increase the number of IMG Section delegates to the House from one (1) to thirteen (13). In addition, the proposed bylaws amendment would create an IMG Section governing council and revise aspects of the IMG Section business meeting.

3. Proposed Amendment Submitted by the Medical Students Section

Fifteen (15) active or associate members of the Society submitted a proposed bylaws amendment to the secretary of the Society for publication in the Official Call and business of the House in 2020. The proposed bylaws amendment would clarify that the MSS selects the alternate delegate-elect to the American Medical Association's House of Delegates. The proposed bylaws amendment would also clarify that specified representatives of the MSS must remain a medical student for the duration of their term. As an example, this proposal would prohibit any medical student from being a qualified nominee if that student is scheduled to graduate from medical school at some point during their term of office.

4. Proposed Amendments of the Bylaws Committee of the House of Delegates

PAMED's bylaws obligate the Committee to constantly study the bylaws and recommend revisions and modifications necessitated by the changing times, methods, or conditions. Accordingly, from May through July 2020, the Committee conducted a thorough review of the Society's bylaws. Through this effort, the Committee identified numerous opportunities to improve the clarity of the bylaws and to ensure consistency with operations of the Society. The overall goals of these revisions are to provide more opportunity for member input, to streamline terms of office to make them easier to track (particularly in the event that a member assumes office as part of an unexpired term of a predecessor), and to provide more flexibility for the Society going forward.

Due to the COVID-19 pandemic, PAMED's Board of Trustees (Board) voted to cancel the in-person annual meeting of the House of Delegates and to instead explore convening the annual meeting through a virtual platform. With this development, it became apparent to the Committee that PAMED's current bylaws do not adequately address situations in which the annual meeting is interrupted or outright cancelled. Currently, PAMED's bylaws tie many requirements to the annual meeting of the House of Delegates. To constitute an annual meeting, three events must occur: elections, the consideration of reports and resolutions (if any), and proposed bylaws amendments (if any). If any of those three items are missing, the meeting does not meet the bylaw's requirements for an annual meeting. In addition, the Committee noted that the Society does not have emergency bylaws if another event occurs that disrupts the holding of an annual meeting. To adapt to the changing times, PAMED needs the ability to hold meetings of the House of Delegates without the requirement that all three events must occur at each meeting. While the intent is to continue to have an annual meeting that encompasses all three events, PAMED should have the opportunity to hold more meetings of its members that focus on specific events, whether this means the holding of elections, reports/resolutions, bylaws, other events, or a combination thereof.

The Committee is not advocating for the removal of the annual in-person meeting. The Committee believes that such a meeting is important to the continued development of the Society. However, the Society has become hampered by tying so many requirements to this

one meeting, thereby limiting attempts to have more input from the House throughout the remainder of the year.

With the pandemic driving the Committee's discussions, the Committee determined that two avenues needed to be taken. First, the development of emergency bylaws that can be activated by the Board of Trustees in the event that the Board determines a meeting of the House of Delegates cannot take place due to the conditions outlined in Chapter VI, Section 1 of the bylaws. Second, the bylaws, as currently written, are nearly all connected with the annual meeting. In addition to the three events described above (elections, reports/resolutions, and bylaws), other items in the bylaws also are tied to the annual meeting, including:

- Terms of office for officers, trustees, judicial council members, and other enumerated offices.
- Calculations for what constitutes a year, a term, and a tenure in office.
- The requirement for special sections to hold annual business meetings in conjunction with the annual meeting.
- The inability to call a special meeting under Chapter VII of the bylaws and have that meeting constitute the annual meeting.

The Committee realized that the bylaws, as currently constituted, are too rigid in terms of allowing business to be conducted virtually, including:

- Clarifying when virtual meetings may be called.
- Allowing for the credentialing of delegates to take place online/remotely.

Appendix – Transition Provisions

The Committee is providing notice to the House of Delegates that the effective date of these bylaws amendments, if adopted, will take effect 30 days after the conclusion of the 2020 annual business meeting. The purpose of the delayed effective date is to avoid any conflict with officers, trustees, judicial council members, and other individuals delineated in these bylaws from taking office at the conclusion of the annual meeting per the current bylaws. If the terms of office are revised at the annual meeting as proposed, the terms of office commencing at the conclusion of the 2020 annual meeting shall end on December 31, 2021 and shall count as one year in office so as not to disrupt any tenure of office. Thereafter, commencing on January 1, 2022, the terms of office shall follow the provisions of these newly adopted bylaws.

Dues and dues categories established by the House of Delegates for 2020 shall remain in effect unless modified by the Board of Trustees.

Explanations are provided for each of the proposed bylaws amendments below.

PROPOSED BYLAWS AMENDMENT SUBJECT ONE – AMENDMENTS TO THE BYLAWS GOVERNING THE WOMEN PHYSICIANS SECTION

The WPS submitted proposed bylaws amendments to authorize the WPS Chair and Vice Chair to serve as a district representative delegate if needed, regardless of whether either individual lives or works in that particular district. In addition, the WPS submitted a proposed amendment to place the MSS representative and the RFS representative on the WPS governing council.

The cost of another delegate, whether a delegate or an alternate, is approximately \$1,200. If the WPS Chair or Vice Chair were not part of another delegation and were thus eligible to fill an empty delegate slot, the Society would pay those costs. However, as they would be filling an already-allocated slot, this should not result in an increase of costs to the Society.

As submitted by the WPS:

Inclusion of WPS Chair and Vice Chair as Delegates & Adding Section Representatives to WPS Governing Council

The Women Physicians Section is proposing a change to Chapter VIII (House of Delegates), Section 3 (Composition and Apportionment), a) Voting delegates shall be: 4 (Special Sections), vi. (Women Physicians Section) that would allow the Chair and Vice Chair to serve as a district representative delegate. As currently written, each of the 13 districts must have a delegate and the WPS Chair and Vice Chair are not included in the section delegate composition. The proposed amendment would allow the Chair and Vice Chair to fill a district representative delegate position, regardless of whether they live or work in that particular district.

**CHAPTER VIII
HOUSE OF DELEGATES**

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SECTION 3 - Composition and Apportionment

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

a. Voting delegates shall be:

...

4. Special Sections.

...

vi. Women Physicians Section. The women physicians section shall have one delegate from each PAMED district, one delegate who is a medical student, and one delegate who is a resident or fellow, for a total of fifteen delegates. In the event a district delegate isn't available, the

section chair or vice chair may assume a district delegate position regardless of the district to which the chair or vice chair belongs, provided the section chair or vice chair is properly credentialed as a delegate for this Section per the requirements of these bylaws and the Standing Rules of the House of Delegates.

...

As submitted by the WPS:

In addition, the WPS is proposing a change to Chapter XVIII (Special Section), Section 5 (Women Physicians Section), b. to be consistent in allowing the WPS Chair and Vice Chair to serve as a district representative delegate. Finally, the WPS is proposing a change to Chapter XVIII (Special Sections), Section 5 (Women Physicians Section) to add the medical student section representative and resident/fellow section representative to the WPS governing council.

CHAPTER XVIII SPECIAL SECTIONS

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SECTION 5 – Women Physicians Section

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The section shall elect from among its members:

...

b. fifteen delegates to the Society's House of Delegates, to correspond with the following representation: one delegate from each of the thirteen PAMED districts, one delegate who is a medical student, and one delegate who is a resident or fellow. **In the event a district delegate isn't available, the section chair or vice chair may assume a district delegate position regardless of the district to which the chair or vice chair belongs, provided the section chair or vice chair is properly credentialed as a delegate for this Section per the requirements of these bylaws and the Standing Rules of the House of Delegates;**

...

The governing council shall consist of the chair, vice chair, district representatives, medical student section representative, resident/fellow section representative, and the section's trustee.

The terms and duties of the governing council members are as follows:

- a. Chair: two-year term with no term limits. Duties include presiding over governing council meetings, assigning tasks to governing council members, and overseeing reports to the Board of Trustees.
- b. Vice Chair: two-year term with no term limits. Duties include chairing meetings in the absence of the chair, and coordinating programs and projects as assigned.
- c. District Representatives: one-year term with no term limits. Each shall undertake programs and projects as assigned. The period of time between the conclusion of one annual meeting of

the House of Delegates and the conclusion of the next annual meeting shall be considered the term of office.

d. Medical Student Section Representative: one-year term with no term limits. This representative shall undertake programs and projects as assigned. The period of time between the conclusion of one annual meeting of the House of Delegates and the conclusion of the next annual meeting shall be considered the term of office.

e. Residents/Fellows Section Representative: one-year term with no term limits. This representative shall undertake programs and projects as assigned. The period of time between the conclusion of one annual meeting of the House of Delegates and the conclusion of the next annual meeting shall be considered the term of office.

f. Trustee: serves as Women Physicians Section Trustee of the Board of Trustees and participates in and advises the governing council. The term of office is as set forth in Chapter XIV, Section 6 of these bylaws. The Trustee may not serve as a Section Delegate of the House of Delegates.

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PROPOSED BYLAWS AMENDMENT SUBJECT TWO – AMENDMENTS TO THE BYLAWS GOVERNING THE INTERNATIONAL MEDICAL GRADUATES SECTION

Sixteen (16) active or associate members of the Society submitted a proposed bylaws amendment to the secretary of the Society for publication in the Official Call and business of the House in 2020. The proposed bylaws amendment would increase the number of IMG Section delegates to the House from one (1) to thirteen (13). In addition, the proposed bylaws amendment would create an IMG Section governing council and revise aspects of the IMG Section business meeting.

By way of background, the IMG Section has had one (1) delegate to the House since 1998 and has 2,585 members (as of August 31, 2019). Should this amendment be approved, representation per delegate would be 1 delegate per approximately 200 IMG members (2,585/13).

Per the Society's Budget Department, it costs approximately \$1,200 per delegate for each annual meeting. Provided the estimate of \$1,200 for each delegate, 13 delegates would cost approximately \$15,600. While the IMG Section has indicated its desire to pay for its alternates, currently, there is no mechanism in the bylaws or Society policy that mandates this. Therefore, if the IMG Section is unable to cover the costs for its alternates, it would cost an additional \$1,200 to the Society for each alternate delegate the IMG Section could not cover.

As submitted by 16 active or associate members of the Society:

The International Medical Graduate Section represents a significant and important membership subset of Pa Medical Society. It contributes close to thirty percent of Pa Med Society revenues in the Full Dues paying category from its nearly twenty-six hundred members. The IMG section members come from a wide background of diverse cultures and countries around the globe and includes all the different specialties. Many IMGs are in Primary care specialties serving the Rural, Inner city and Healthcare Manpower Shortage areas and try to maintain Independent/Private practice.

We request a more equitable representation at HOD meetings based on our membership strength and valuable contribution to all aspects of Pa Med Society.

We request funding for the regular delegates only. The alternate delegates will self-fund or the IMG section will find other sources.

**CHAPTER VIII
HOUSE OF DELEGATES**

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SECTION 3 – Composition and Apportionment

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a. Voting delegates shall be:

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4. Special Sections.

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v. International Medical Graduate Section. The international medical graduate section shall have ~~one~~ thirteen delegates.

...

d. Alternate Delegates

...

3. Special Sections.

...

v. International Medical Graduate Section. The international medical graduate section shall have ~~one~~ thirteen alternate delegates from the section.

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CHAPTER XVIII
SPECIAL SECTIONS

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SECTION 4 – 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.

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The section shall elect from among its members:

- (a) a governing council consisting of a chair, vice chair, and **one thirteen** delegates and **one thirteen** alternate delegates to the Society's House of Delegates[,]; and
- (b) one or more qualified nominees for the position of international medical graduates trustee to the Society's Board of Trustees who shall be placed in nomination at the annual meeting of this Society's House of Delegates by the delegate of the section.

The governing council shall consist of the chair, vice chair, and the section's trustee. The terms and duties of the governing council members are as follows:

- a. Chair: two-year term with no term limits. Duties include presiding over governing council meetings, assigning tasks to governing council members, and overseeing reports to the Board of Trustees.**
- b. Vice Chair: two-year term with no term limits. Duties include chairing meetings in the absence of the chair, and coordinating programs and projects as assigned.**
- c. Trustee: serves as International Medical Graduates Section Trustee of the Board of Trustees and participates in and advises the governing council. The term of office is as set forth in Chapter XIV, Section 6 of these bylaws. The Trustee may not serve as a Section Delegate of the House of Delegates.**

...

~~Any physician member of the Pennsylvania Medical Society attending the Section's annual business meeting who is an international medical graduate has the right to consider and vote upon all matters that may come before the Section at the annual business meeting. In addition, each component society and specialty society shall be encouraged to send one voting representative who shall be an international medical graduate to represent their component or specialty society at the Section's annual business meetings. Each person shall have only one vote, either as an individual or as a representative of a component or specialty society. No proxy or absentee ballot is permitted.~~

All international medical graduate physicians who are members of the Society are eligible to attend and participate in the business meeting. County and specialty societies will be encouraged to send international medical graduate physician members. Each person shall have only one vote, either as an individual or as a representative of a component or specialty society. No proxy or absentee ballot is permitted.

PROPOSED BYLAWS AMENDMENT SUBJECT THREE – AMENDMENTS TO THE BYLAWS GOVERNING THE MEDICAL STUDENTS SECTION

Fifteen (15) active or associate members of the Society submitted a proposed bylaws amendment to the secretary of the Society for publication in the Official Call and business of the House in 2020. The proposed bylaws amendment would clarify that the MSS selects the alternate delegate-elect to the American Medical Association’s House of Delegates. The proposed bylaws amendment would also clarify that specified representatives of the MSS must remain a medical student for the duration of their term. As an example, this proposal would prohibit any medical student from being a qualified nominee if that student is scheduled to graduate from medical school at some point during their term of office.

Fiscal costs for this proposal should be zero, as this is an internal governance revision that should not add costs to the Society.

As submitted by 15 active or associate members of the Society:

The current bylaws do not include that the section selects the alternate delegate-elect to the AMA’s House of Delegates. Currently, the bylaws do not require a nominee to be able to be a medical student for the duration of their term. This oversight has potential to threaten the continuity of the MSS Governing Council and has the potential to threaten the MSS’s representation on the PAMED Board of Trustees and Foundation Board of Trustees. Finally, it ensures that the Medial Students Section is represented by medical students.

**CHAPTER XVIII
SPECIAL SECTIONS**

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SECTION 2 - Medical Students Section

Membership in this section shall include the medical students who are members in that category in this Society.

The governing council of the section shall consist of one representative from each medical school in the Commonwealth; the chair, vice chair, and the immediate past chair of the section's governing council; the medical student trustee; the medical student-trustee-elect; the section's alternate delegate to the American Medical Association's House of Delegates; the section's alternate delegate-elect to the American Medical Association's House of Delegates; the section's representative to the Board of Directors for the Pennsylvania Medical Political Action Committee; the medical student trustee to the Foundation of the Pennsylvania Medical Society; and, the medical student trustee-elect to the Foundation of the Pennsylvania Medical Society.

The following individuals shall serve on the executive committee: the section chair, the section vice chair, the medical student trustee, the medical student trustee to the Foundation, the representative to the Pennsylvania Medical Political Action Committee's Board of Directors, and the alternate delegate to the American Medical Association.

The medical school representatives shall select (a) one or more qualified nominees for medical student trustee who shall be placed in nomination at the annual meeting of this Society's House of Delegates by the section, and (b) 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, (c) one qualified nominee for the medical student trustee to the Foundation of the Pennsylvania Medical Society, (d) one qualified nominee for the medical student representative to the Board of Directors of the Pennsylvania Medical Political Action Committee, (e) one qualified nominee for the section chair, (f) one qualified nominee for the section vice chair, (g) one qualified nominee for the medical student trustee-elect to the Foundation, ~~and~~ (h) one qualified nominee for the medical student trustee-elect, and (i) one qualified nominee for the alternate delegate-elect to the American Medical Association's House of Delegates.

A qualified nominee shall be defined as a member of the medical student section who will not graduate medical school prior to the conclusion of their term. For the positions of the medical student trustee-elect, the medical student trustee-elect to the Foundation, and the alternate delegate-elect to the American Medical Association's House of Delegates, a qualified nominee shall be defined as a member of the medical student section who will not graduate medical school prior to the conclusion of the term of office for the position to which they will accede.

The representative of each medical school to the governing council shall be selected by each respective medical school chapter in such manner as they shall determine appropriate, shall be a student at the school, and shall serve as delegate to the Society's House of Delegates. In the event that no qualified delegate is available to represent a particular school, then a delegate to

represent that school may be selected from among the members of the section by the section's executive committee.

The offices of trustee and delegate or alternate may not be held simultaneously. A student may serve as both a medical school representative and only one of the following: the medical student trustee, the medical student-trustee elect, the section's alternate delegate to the American Medical Association's House of Delegates, the section's alternate delegate-elect to the American Medical Association's House of Delegates, the section's representative to the Board of Directors of the Pennsylvania Medical Political Action Committee, the medical student trustee to the Foundation of the Pennsylvania Medical Society, and the medical student trustee-elect to the Foundation of the Pennsylvania Medical Society.

The regular functions of this section shall include, but not be limited to, the conducting of a business meeting held in conjunction with the annual meeting of this Society's House of Delegates.

PROPOSED BYLAWS AMENDMENT SUBJECT FOUR – EMERGENCY PROVISIONS

Chapter VIA Summary

As noted above, during this pandemic the Committee realized that PAMED lacked emergency bylaws to provide guidance to both the House and the Board should another event occur in the future that disrupts the holding of a member meeting. To that end, the Committee proposes a new chapter to the bylaws, Chapter VIA (Emergency Provisions), that will take effect only when activated by the Board. Emergency bylaws from the American Medical Association and the Tennessee Medical Association were used as a starting point for discussions by the Committee.

Section 1 requires the Board of Trustees to determine that an emergency condition exists that triggers the cancelling of a meeting under Chapter VI, Section 1, or other meeting of the House of Delegates. Under Chapter VI, Section 1, the Board may cancel or change the date or place of the annual meeting in case of strikes, government regulations, catastrophes, or other reasons beyond the control of this Society. Section 1 also authorizes the Board to request the advice of committees of the Board and to refer matters related to the House of Delegates to the Speaker of the House.

Section 2 states that regularly scheduled elections of the Society will be suspended during the period of the emergency condition. However, as delineated in Section 1 and other proposals from the Committee, the Board and the Speaker may determine alternative formats for the holding of elections. This provision will provide stability for the Society by allowing current office holders to continue in office during such emergency condition.

Section 3 provides that current board members will remain in office during the pendency of the emergency condition to provide for continued stability as with Section 2. If elections can be held, or once the emergency condition ends and elections are scheduled, terms of office shall proceed as provided for in these bylaws.

Section 4 provides that tenure in office, i.e. term limits, are not affected during the emergency condition. As an example, a board member in his or her eighth and final year in office may continue in office until elections can be held. As with Sections 2 and 3, this will provide stability for the Society during unprecedented times.

Section 5 provides for the reduction of the quorum requirements for the Board to act during an emergency condition. The Committee chose a percentage (20%) instead of a specific number of board members to account for any future additions or reductions to the number of board seats. Regardless of whether the board increases or decreases in number, the Board will need a minimum of 20% of its members to conduct business.

Section 6 provides that the bylaws of the Society remain in effect during the emergency condition. When there is a conflict between a provision in Chapter VIA and another Chapter, the provision in Chapter VIA will apply during the emergency condition.

Section 7 provides that actions taken during an emergency condition shall have the same force and effect as actions taken outside of an emergency condition. In addition, board members will be subject to Chapter XIV, Section 16 (Liability of Board Members and Officers).

Section 8 provides that the Board determines the end of the emergency condition. Upon that occurrence, Chapter VIA will go dormant until it is activated again by the Board should another emergency condition arise in the future.

Section 9 prohibits invading the Society's endowment fund during an emergency condition. In addition, amendments to Section 9 cannot take place during an emergency condition to prevent an end-around to invading the endowment fund. The endowment fund should be preserved, and an emergency condition should not be an invitation to invade it.

If approved by the House, Chapter VIA will become part of the Society's bylaws, will only activate upon a vote of the Board that an emergency condition exists, and will become dormant upon the end of the emergency condition until activated again.

CHAPTER VIA
EMERGENCY PROVISIONS

Section 1 – Applicability

This Chapter shall become operative by a vote of the Board of Trustees that an emergency condition exists that requires the Board of Trustees to cancel or suspend a meeting under Chapter VI, Section 1 or other meeting of the House of Delegates as provided for in these bylaws.

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 votes as required under Chapter IV, Section 4 and Chapter XIX of these bylaws and only may take place outside of an emergency condition.

PROPOSED BYLAWS AMENDMENT SUBJECT FIVE – PROVIDING FLEXIBILITY FOR BUSINESS CONDUCTED BY THE SOCIETY AND PROVIDING FOR FIXED TERMS OF OFFICE

Overview

In response to the pandemic, the Committee found that a large number of business items currently are tied to the annual meeting of the House. For a meeting of the House to constitute an annual meeting, a minimum of three items must be addressed: elections, proposed bylaws amendments (if any), and reports/resolutions (if any). Because of these requirements, the Society was unable to consider an annual meeting in 2020 consisting of just elections, for example. Providing more flexibility to the Society would enable it to be better prepared should a situation arise in the future that limits the ability of the Society to hold one annual meeting that encompasses all of the business of the House.

To that end, the Committee is proposing to “de-couple” the bylaws. The de-coupling will still authorize the Society to have one annual meeting as has been the norm. However, it will also provide the ability for the Society to hold multiple, focused meetings of the House should that need arise. While currently authorized, the proposals will nonetheless clarify that any House business may be conducted in-person, on-line, or through another approved method. This flexibility is needed in keeping financial implications in mind, as holding multiple, in-person meetings of the House would not be financially feasible for the Society.

It is important to re-iterate that the Committee is not advocating for ending the annual in-person meeting of the House. The annual meeting is an important function of the Society and should continue. However, in keeping with the times and being proactive should another event like the current pandemic occur, the Society needs the flexibility to be able to quickly move to alternate meeting settings as needed, including the ability to hold limited, focused meetings, such as the holding of elections separate from other business. Regardless of whether the Society holds one meeting or several, the Society will still be required annually to hold elections, consider proposed bylaws amendments (if any), and consider reports/resolutions (if any).

To accomplish this goal, the Committee is proposing to remove many of the requirements throughout the bylaws that must take place at the annual meeting set forth in Chapter VI of the bylaws. Throughout these proposals, reference to the annual meeting has been deleted and replaced with terminology such as “meeting,” “election meeting,” or another appropriate phrase. The same business will still be mandated, such as the holding of elections, consideration of resolutions/reports, and proposed bylaws amendments, but the mandate to conduct this business at one meeting will be optional, though still contemplated.

Chapter VI Summary

As indicated above, the Committee proposes to revise Chapter VI to de-couple the many requirements that must take place at the annual meeting. While the annual meeting should take place as currently constituted, the ability to hold additional meetings would provide more flexibility when the need arises. The same business will be conducted each calendar year; however, these bylaws proposals will allow the Society to conduct business more easily at other times while still meeting its mandate under these bylaws. A calendar year, which means January 1 to December 31, is being proposed to simplify the business of the Society by making it easier to keep track of terms of office, business requirements, and other duties as set forth in these bylaws.

CHAPTER VI ANNUAL MEETINGS OF THE HOUSE OF DELEGATES

SECTION 1 - Designation

There shall be ~~an annual a~~ 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 or place of the 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 under this Chapter throughout the calendar year and may determine that any meeting of the House of Delegates under these bylaws shall be conducted in-person or by other setting.**

SECTION 2 – Business to be Conducted

~~Business to be conducted shall include that which is required by and in accordance with these bylaws, including consideration of annual and official reports, and resolutions and reports appropriately received. Such business also may include installation of the incoming president and other officers, and other matters related to this Society, including scientific business, business which may require action by the voting members of this Society as prescribed by the laws of the Commonwealth of Pennsylvania, and matters requiring the advice of the House of Delegates to any body of this Society.~~

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 ~~the annual a~~ meeting of the House of Delegates to the members of this Society at least 60 days prior to ~~the annual a~~ meeting. This Official Call may be by mail or by other appropriate ~~communications vehicles~~ communication.

~~The Office Call shall include, but not be limited to: (a) the time and place of the meeting; (b) the nominees for officers and members of the Board of Trustees; (c) the nominees for delegates and alternates to the House of Delegates of the American Medical Association submitted by the Committee to Nominate Delegates to the American Medical Association; and (d) such other information deemed appropriate by the secretary.~~

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 known nominees at that time, and such other information as deemed appropriate by the secretary.

If it becomes necessary to change the time or place of ~~the annual 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 ~~communications vehicles~~ communication not later than 15 days prior to the convening of ~~the~~ a re-scheduled meeting.

Chapter VII Summary

The only substantive change to Chapter VII consists of allowing a special meeting to be called between 14 to 100 days from the receipt of the request rather than 14 to 90 days. This proposal is being offered due to current requirements that bylaws proposals be submitted at least 90 days prior to the date of the meeting. Moving the maximum date to 100 days allows the Society a little more flexibility in scheduling a special meeting that specifically deals with proposed bylaws amendments.

CHAPTER VII SPECIAL 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 ~~90~~ 100 days after receipt of the request. The Official Call to the meeting shall be by mail or by other appropriate ~~communications vehicles~~, communication and shall expressly state the business to be conducted at the special meeting.

Chapter VIII Summary

Proposals regarding Chapter VIII serve two functions. First, providing for the certification of delegates no later than 60 days prior to the commencement of a House meeting. While the Society currently requests certification in advance of a House meeting, there is no mechanism in the bylaws that provides for this. The Committee is cognizant that at times, counties, specialties, or sections may have difficulty meeting this timeframe. Therefore, the Committee has provided for a waiver process through the Committee on Rules and Credentials. Second, the in-person requirement for delegate registration will be removed to allow for other avenues for registration, such as online registration. This recommendation came from the Member Engagement Task Force in response to Resolution 18-501. The recommendation was approved for inclusion in the Official Call by the Committee.

CHAPTER VIII HOUSE OF DELEGATES

...

SECTION 5 – Certification of Delegates and Members of the House

The component medical societies, the specialty societies, and the special sections shall certify to the executive vice president of this Society the names of their respective delegates and alternates **no later than 60 days prior to the commencement of a meeting of the House of Delegates. The Committee on Rules and Credentials may waive this timeframe upon written request for exigent circumstances.**

...

SECTION 6 - Registration of All Members and Other Persons in the House of Delegates

All delegates and alternates must register ~~in person~~ with the Committee on Rules and Credentials. All ex officio nonvoting members of the House of Delegates shall likewise register ~~in person~~. All other persons, whether members of this Society or of some other organization, who wish to take part in the activities of the House of Delegates, shall likewise register.

...

Chapter IX Summary

The main proposed revision to Chapter IX provides for a minimum of five members of the Committee on Rules and Credentials to avoid the potential for tie votes. Also, to clarify when the Committee on Rules and Credentials may be constituted, the Committee is providing that the Committee on Rules and Credentials may begin its work before the meeting for which they are appointed if it determines this would be beneficial.

CHAPTER IX COMMITTEES OF THE HOUSE OF DELEGATES

...

SECTION 2 – Committee on Rules and Credentials

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

The Committee shall:

...

(c) be responsible for proposing necessary or desirable rules of procedure for the orderly transaction of business at ~~an annual or special 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.

...

Chapter X Summary

The first proposed revision under Chapter X provides that if there are no contested elections, nominating speeches will not occur. Under the current bylaws, there is an exception for the office of vice president. Changing this requirement will help streamline a meeting of the House. Second, the Committee is clarifying that nominations shall occur in one of two ways: through the Official Call or from the floor of the House. These two processes are currently the methods employed and are provided for in other parts of the bylaws, but the Committee felt that clarification was warranted as this Chapter deals with nominations.

CHAPTER X NOMINATIONS

SECTION 1 – Origin of Nomination

...

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

...

Nominations for district trustees shall be **published in the Official Call or** made from the floor of the House and only by seated 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 **from the floor of the House and only** by the seated delegates from those specialties in the House of Delegates. Nominations for special section trustees shall be **published in the Official Call or** made from the floor of the House and only by seated 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 Summary

As stated in the Overview, the Committee is proposing to shift terms of office to a calendar year term (January 1 to December 31). This proposal is necessitated by the earlier proposal to decouple the annual meeting to allow for elections to be held at different times if necessary. Under this proposal, all terms of office would be fixed (one calendar year) as opposed to the current method which provides for terms of office tied to the annual meeting.

CHAPTER XI
ELECTIONS

...

SECTION 5 – Commencement of Terms of Office

Except as otherwise provided for in these bylaws, The the terms of all elected officers, members of the Board of Trustees, and the Judicial Council commence at the conclusion of the annual 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.

...

Chapter XII Summary

In keeping with the proposed changes to Chapter XI, Chapter XII would be revised to move terms of office to a calendar year as opposed to being tied to the annual meeting. In addition, succession of officers would revolve around the calendar year instead of the annual meeting. The Committee has not changed the succession plan but rather adjusted the language to move away from tying the terms of office to the annual meeting. Finally, the Committee revised some of the duties of the officers away from the annual meeting and instead these duties may be fulfilled at any meeting of the House.

CHAPTER XII
OFFICERS

...

SECTION 3 – Terms of Office

~~The terms of officers shall be one year, as follows:~~

- ~~a. The vice president serves from the conclusion of the annual meeting at which that person was elected to office until the next annual meeting at which time that person accedes to the office of president elect.~~
- ~~b. The president elect serves from the conclusion of the annual meeting at which that person accedes to this office and serves until the next annual meeting at which time that person accedes to the office of president.~~
- ~~c. The president shall serve from the conclusion of the annual meeting at which that person accedes to this office until the conclusion of the next annual meeting, at which time that person becomes the immediate past president.~~
- ~~d. The immediate past president shall serve from the time that person becomes immediate past president until the conclusion of the next annual meeting, or until that position is filled by the next immediate past president.~~

~~e. A secretary shall serve from the reorganization meeting of the Board of Trustees of the annual meeting at which elected by the Board of Trustees until the next reorganization meeting.~~

~~f. A speaker and a vice speaker shall serve from the conclusion of the annual meeting House of Delegates at which elected until the next annual meeting at which successors are elected.~~

~~g. The treasurer shall serve from the reorganization meeting of the Board of Trustees of the annual meeting at which appointed as the chair of the finance committee until the next reorganization meeting.~~

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 4 – Officers Acceding Automatically

In the event that circumstances beyond the control of the Society prevent the holding of ~~the annual meeting of the House of Delegates 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 ~~at the previously announced time for the annual meeting 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 5 – 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 ~~until the second annual meeting of the House of Delegates following accession as president elect~~ 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 ~~annual~~ 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 ~~until the second annual meeting of this Society following election as vice 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 ~~annual meeting of the House of Delegates~~ 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 ~~annual meeting of the House of Delegates~~ 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 6 - Vacancies in Other Offices

Vacancies in any office occurring between ~~annual meetings of the House of Delegates~~ **elections for those offices** shall be filled by the Board of Trustees and such persons shall serve until the next ~~annual meeting~~ **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 7 – Duties of Officers

...

a. The president shall:

...

~~5. file a report on the term as president with the House of Delegates at its annual meeting;~~
~~and~~

~~6. address the House of Delegates at its annual meeting during the opening session.~~

4. delegate duties to the president elect, vice president, and 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:

...

4. address the House of Delegates ~~at its annual meeting during the opening session~~ **annually.**

...

g. The treasurer:

...

7. shall ~~issue a report to the annual meeting of the House of Delegates~~ **at least annually to the House of Delegates.**

...

Chapter XIV Summary

The proposal to revise Section 1 is merely an editorial change. Currently, Section 1 refers incorrectly to Section 14. Rather, it should refer to Section 15 which requires the Board to publish its actions to membership.

Under Section 6, the Committee is proposing a revision to the Residents and Fellows Section (RFS) and the Medical Students Section (MSS) trustee positions. In the event the current trustee of either section no longer meets the eligibility requirements for that position, the trustee will vacate that seat and the seat will be filled as provided herein. In terms of the RFS trustee, current bylaws allow that individual to continue serving in that position until the annual meeting provided that the resident/fellow's program ended within 120 days of the annual meeting. Under the proposal, that trustee seat will be filled per the requirements of these bylaws regarding vacant positions. Regarding the MSS trustee, the only current prohibition to that individual continuing to serve as a trustee is if the individual graduates. In that event, the individual is still able to serve until the next annual meeting. The Committee felt graduation should not be the only reason to disqualify an individual, as that individual may decide to discontinue his or her medical schooling (as an example). Under the proposal, the MSS trustee-elect would fill the vacancy if eligible and the trustee-elect position would be filled per the requirements of these bylaws regarding vacant positions. In addition, the calculation of what constitutes a full year for a term of office has been revised in keeping with the overall theme of these bylaws.

The proposal for Section 7 keeps with the overall revisions being offered by the Committee in that it removes references to the annual meeting and instead refers to the meeting when elections will take place.

Section 10 will move board offices to a calendar year term instead of serving a term between two annual meetings of the House.

Proposals relating to Section 13 deal with meetings of the Board, including the reorganization meeting. As to meetings of the Board, the Committee wanted to provide some flexibility to the Board by authorizing four meetings a year, as determined by the Board, as opposed to the current requirement that meetings must be convened quarterly. Per the current iteration of the bylaws, the reorganization meeting occurs at the conclusion of the annual meeting, as officers and new trustees take office immediately. Under the Committee's proposal, the newly constituted Board will be allowed to reorganize for the purpose of electing officers and making appointments prior to taking office on January 1. This will not be a requirement but rather left to the Board to decide if it wishes to reorganize before or after January 1. However, by organizing prior to January 1, newly elected officers will be able to confer with outgoing officers to better prepare them for the office in which they will be serving. The remainder of Section 13 clarifies what is already in practice, i.e. that the Board may meet in a forum other than in-

person (such as online through conferencing software) if it decides to do so. Holding more meetings virtually will provide additional fiscal savings to the Society.

CHAPTER XIV THE BOARD OF TRUSTEES

Section 1 – Designation and General Authority

...

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 ~~14~~ 15.

...

SECTION 6 – Terms

...

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. ~~Provided, however, if the residents and fellows trustee ceases to serve in a residency or fellowship program less than one hundred twenty days before an annual meeting of the House then said trustee's term shall expire at the expiration of that annual meeting of the House. 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 student trustee continues to be enrolled in an approved medical school. ~~Provided, however, in the event~~ If the medical student trustee ceases to be enrolled in an approved medical school ~~as a result of graduation~~, the term of the trustee shall expire, and the medical student trustee-elect shall accede to the position of medical student trustee per these bylaws, if otherwise eligible at the conclusion of the next annual meeting of the House. If that occurs, the position of medical student trustee-elect shall be filled per the requirements of these bylaws.

...

~~Beginning with those district trustees elected for the first time in 1999 or thereafter and those specialty society trustees elected after 2004, no~~ No trustee shall serve more than a maximum tenure of eight full years. A full year is deemed to be ~~the period of time between two consecutive annual meetings of the House of Delegates~~ 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 ~~annual meeting of the House of Delegates 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 ~~annual meeting of the House of Delegates election~~ at which time a successor shall be elected.

...

SECTION 10 – Board Officers

~~At the first meeting of the Board of Trustees after the annual meeting of the House of Delegates, it 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 ~~until the next such meeting of the Board and until their successors are elected~~ from January 1 until December 31.

...

SECTION 13 - Meetings

Regular meetings of the Board of Trustees shall be held ~~immediately upon the conclusion of the annual meeting of the House of Delegates and at least quarterly thereafter not less than four times a year~~ at such time and place as the Board shall determine. ~~The Board meeting following the conclusion of the annual meeting shall be referred to as the reorganization meeting.~~

During ~~the annual 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.

Chapter XVI Summary

The proposals for Chapter XVI align these sections with the rest of the proposed changes regarding elections for the Judicial Council, filling vacancies, and terms of office.

CHAPTER XVI

THE JUDICIAL COUNCIL

...

SECTION 2 – COMPOSITION

...

At least 30 days prior to ~~each annual 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 elect a chair and vice chair from among its members ~~following adjournment of the annual meeting of the House of Delegates~~. 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

...

No person shall be eligible to serve for more than three consecutive terms, but a member elected to serve an unexpired term shall not have served a term unless ~~he the member~~ has served more than one year. For this purpose, a year shall be ~~the period between annual meetings of the House of Delegates~~ **one calendar year**.

...

SECTION 4 – Vacancies

In the event of a vacancy ~~on the Judicial Council~~ between ~~annual meetings of the House of Delegates~~, **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 ~~annual meeting of~~ **election for the Judicial Council conducted by** the House of Delegates.

Chapter XVIIA Summary

The proposed change to Chapter XVIIA is editorial. This Section currently references an incorrect Chapter. The reference should be to Chapter XVII, which relates to Disciplinary Actions, not Chapter XVIII, which relates to Special Sections.

CHAPTER XVIIA

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 ~~XVIII~~ XVII in lieu of the automatic indefinite suspension prescribed by that section.

...

Chapter XVIII Summary

The proposed revisions to Chapter XVIII serve several purposes. First, in keeping with the overall revisions of these bylaws, proposed revisions seek to change the nomination process from an annual meeting to a meeting in which elections will be held. Second, terms of office, as proposed in other Chapters, would be moved to calendar year terms. Third, as currently constructed, the bylaws inhibit some autonomy by the Special Sections since each section is required to seek a revision in the bylaws every time a section wishes to change its internal operating procedures. The proposals presented herein will give the Special Sections a little more autonomy in that they may determine the number of meetings they want to have (in addition to the mandated one meeting as proposed). If a Special Section is satisfied with having one meeting a year or several, that decision may be left to the discretion of each Special Section with budgetary constraints in mind.

CHAPTER XVIII

SPECIAL SECTIONS

SECTION 1 – Residents and Fellows Section

...

The section shall elect from among its members:

...

c. one or more qualified nominees for the position of residents and fellows trustee to the Society's Board of Trustees who shall be placed in nomination at ~~the annual~~ an election meeting of this Society's House of Delegates by a delegate of the section; and

...

The regular functions of this section shall include, but not be limited to, the conducting of a business meeting held **at least annually in conjunction with the annual meeting of this Society's House of Delegates.**

SECTION 2 – Medical Students Section

...

The medical school representatives shall select **from among its members:**

- (a) one or more qualified nominees for medical student trustee who shall be placed in nomination at **the annual an election** meeting of this Society's House of Delegates by a **delegate of** the section; ~~and~~
- (b) 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; ~~;~~
- (c) one qualified nominee for the medical student trustee to the Foundation of the Pennsylvania Medical Society; ~~;~~
- (d) one qualified nominee for the medical student representative to the Board of Directors of the Pennsylvania Medical Political Action Committee; ~~;~~
- (e) one qualified nominee for the section chair; ~~;~~
- (f) one qualified nominee for the section vice chair; ~~;~~
- (g) one qualified nominee for the medical student trustee- elect to the Foundation; ~~;~~ and
- (h) one qualified nominee for the medical student trustee-elect.

...

The regular functions of this section shall include, but not be limited to, the conducting of a business meeting held **at least annually in conjunction with the annual meeting of this Society's House of Delegates.**

SECTION 3 – Early Career Physicians Section

...

The section shall elect from among its members:

- (a) a chair, vice chair, and two members-at-large; ~~;~~ and
- (b) one or more qualified nominees for the position of early career physicians trustee to the Society's Board of Trustees who shall be placed in nomination at **the annual an election** meeting of this Society's House of Delegates by a delegate of the section.

The governing council of the section will consist of the chair, vice chair, trustee, and two members-at-large. The immediate past chair of the governing council will serve as an ex officio member.

...

Terms and duties of officers are as follows:

...

c. **Member-at-Large:** one-year term with no term limits. Two members-at-large shall be elected and will undertake programs and projects as assigned. ~~The period of time between the conclusion of one annual meeting of the House of Delegates and the conclusion of the next annual meeting shall be considered the term of office.~~ The period from January 1 through December 31 shall be considered a term of office.

The section shall hold ~~an annual a~~ business meeting ~~at least annually in conjunction with the annual meeting of this Society's House of Delegates.~~ All early career physician members of this Society are eligible to attend and participate in the meeting. County and specialty societies will be encouraged to send interested early career physicians, ~~particularly if they are attending this Society's annual meeting.~~

SECTION 4 – International Medical Graduates Section

...

The section shall elect from among its members:

- (a) a governing council consisting of a chair, vice chair, and one delegate and one alternate delegate to the Society's House of Delegates; and
- (b) one or more qualified nominees for the position of international medical graduates trustee to the Society's Board of Trustees who shall be placed in nomination at ~~the annual~~ an election meeting of this Society's House of Delegates by ~~the a~~ delegate of the section.

The offices of governing council member and delegate or governing council member and international medical graduates trustee may be held simultaneously; however, the offices of trustee and delegate or alternate delegate may not be held simultaneously. The regular functions of the section shall include, but not be limited to, the conducting of a business meeting ~~held at least annually in conjunction with the annual meeting of this Society's House of Delegates.~~

~~Any physician member of the Pennsylvania Medical Society attending the Section's annual business meeting who is an international medical graduate has the right to consider and vote upon all matters that may come before the Section at the annual business meeting. In addition, each component society and specialty society shall be encouraged to send one voting representative who shall be an international medical graduate to represent their component or specialty society at the Section's annual business meetings. Each person shall have only one vote, either as an individual or as a representative of a component or specialty society. No proxy or absentee ballot is permitted.~~

All international medical graduate physicians who are members of the Society are eligible to attend and participate in the business meeting. County and specialty societies will be encouraged to send international medical graduate physician members. Each person shall

have only one vote, either as an individual or as a representative of a component or specialty society. No proxy or absentee ballot is permitted.

SECTION 5 – Women Physicians Section

...

The section shall elect from among its members:

...

d. one or more qualified nominees for the position of women physicians trustee to the Society's Board of Trustees who shall be placed in nomination at ~~the annual~~ an election meeting of this Society's House of Delegates by a delegate of the section.

The governing council shall consist of the chair, vice chair, district representatives, medical student section representative, resident/fellow section representative, and the section's trustee. The terms and duties of the governing council members are as follows:

...

c. **District Representatives:** one-year term with no term limits. Each shall undertake programs and projects as assigned. ~~The period of time between the conclusion of one annual meeting of the House of Delegates and the conclusion of the next annual meeting shall be considered the term of office.~~ The period from January 1 through December 31 shall be considered a term of office.

d. Medical Student Section Representative: one-year term with no term limits. This representative shall undertake programs and projects as assigned. The period from January 1 through December 31 shall be considered a term of office.

e. Resident/Fellow Section Representative: one-year term with no term limits. This representative shall undertake programs and projects as assigned. The period from January 1 through December 31 shall be considered a term of office.

f. Trustee: serves as Women Physicians Section Trustee of the Board of Trustees and participates in and advises the governing council. The term of office is as set forth in Chapter XIV, Section 6 of these bylaws. The Trustee may not serve as a Section Delegate of the House of Delegates.

Regular functions of the Section shall include, but are not limited to, ~~the conducting of a business meeting held at least annually an annual business meeting held in conjunction with the annual meeting of the PAMED House of Delegates. The governing council will meet quarterly, once at the annual meeting of the House of Delegates and three times by video or phone conferencing.~~

All women physician and women medical students who are members of the Society are eligible to attend and participate in the ~~annual~~ business meeting. County and specialty societies will be

encouraged to send women physicians section members, ~~particularly if they are attending the Society's House of Delegates.~~

APPENDIX – TRANSITION PROVISIONS

I. Effective date: The amendments to these bylaws adopted at the **October 2019 2020** annual business meeting of the House of Delegates shall take effect **immediately upon 30 days after the** adjournment of the meeting.

II. Dues: The dues and dues categories established by the House of Delegates for **2019 2020** shall remain in effect unless modified by the Board of Trustees.

~~**III. Transition of councils and commissions to workgroups:** All amendments pertaining to replacement of councils and commissions with workgroups shall not take effect until the adjournment of the 2015 annual meeting. All provisions of these bylaws pertaining to councils and commissions shall remain in effect until that time, except that the president elect shall not be required to appoint new members to councils and commissions.~~

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.