

ACMS BYLAWS 2023



ALLEGHENY COUNTY MEDICAL SOCIETY

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ACMS BYLAWS
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Recorded in the office for the recording of deeds, etc., in and for said County on the 26th day of April 1919, in charter Book, Vol. 67, page 701. Witness my hand and seal of said office the day and year aforesaid.

SAMUEL D. FOSTER,
Recorder

ARTICLE I

NAME

Section 1. The name of this organization shall be Allegheny County Medical Society.

Section 2. This society shall have all of the powers usual and incident to organizations of like character which are permitted by the laws and customs of the Commonwealth of Pennsylvania and necessary or appropriate to the fulfillment of its purpose.

ARTICLE II

PURPOSES

The purposes of this Society shall be to extend medical knowledge and advance medical science; to elevate the standard of medical practice; to promote friendly interactions among physicians; to uphold the ethics and dignity of the medical profession; and may unite with similar societies of other counties to form the Pennsylvania Medical Society; to enlighten and direct public opinion in regard to the problems of public health, and any other problems relating to the practice of medicine so that the profession shall become more useful to the public in the prevention and management of disease and in prolonging and adding comfort to life.

ARTICLE III

MEMBERSHIP

Section 1. Rights and Privileges of Membership including Voting Rights

Members of this Society shall have all the rights and privileges of membership except as otherwise provided in these Bylaws. No member of this Society of any class shall have any direct vote in the affairs of this Society except as to such matters, if any, where such vote is required by the laws of the Commonwealth of Pennsylvania.

Section 2. Admission to Membership

To be a member of this Society an individual must be a physician, in training to be a physician, or a student in an accredited school of medicine or osteopathic medicine. The term, physician, means a person who has received formal and recognized training in the art and science of medicine and is qualified to acquire an unlimited license to practice medicine and surgery in the Commonwealth of Pennsylvania.

Section 3. Membership Categories

1. Active Member:

- A. Full Active: Persons who hold the degree of Doctor of Medicine or Osteopathy or the equivalent from a recognized accredited medical school, and who hold or are eligible to hold an unrestricted license to practice medicine and surgery in Pennsylvania, are eligible for active membership in this Society. Upon admission to membership, such members shall have the right to vote and hold office in this Society.
- B. Residents and fellows serving in residency or fellowship programs approved by this Society are eligible for active membership in this Society. Upon admission to membership, such members shall have the right to vote and hold office in this Society.
- C. Medical students enrolled in a medical school approved by this Society are eligible for active membership in this Society. Such students are entitled to all rights and privileges of membership. Medical Students may not vote or hold office except for the member appointed to the Board of Directors.

2. Associate Member

- A. A physician not engaged in active practice may be an affiliate member of this Society and remain as such providing the individual is one of the following: (1) a physician who is a member of a national medical society of a foreign country; (2) an American physician who is engaged in missionary or philanthropic labors who may or may not have an unlimited license to practice medicine and surgery in the Commonwealth of Pennsylvania; (3) a full-time teacher of medicine or of the arts and sciences allied to medicine who does not have a license to practice medicine and surgery in the Commonwealth of Pennsylvania; (4) a physician who is engaged in research or administrative medicine in Pennsylvania who does not have an unlimited license to practice medicine and surgery in the Commonwealth of Pennsylvania; (5) a physician who is retired from active practice (6) a physician who resides in a state other than Pennsylvania and concurrently maintains active membership in another state medical society.

3. Supporter Member

Any physician who is engaged in professional activities related to the active practice of medicine, but who is not engaged in active practice within Allegheny County. A supporter member may not vote or hold office. A supporter member may serve as a member of any workgroup or committee.

4. Retired Member

An Emeritus member shall be an Active member who has been a member of this Society. A member in this status shall not be engaged in the practice of medicine. They may vote, hold office and serve on any committee.

5. Other Member Categories

The Board of Directors may designate other categories of membership which shall not have the right to vote or hold office.

Section 4. Procedure for Application and Election to Membership

Application for membership shall be made to the Secretary of the Society. The applicant shall return to the Secretary the properly executed application form and the required dues.

Applications shall be reviewed pursuant to guidelines of the Society to determine whether the applicant meets the qualifications for membership.

Section 5. Rejection of Application

The Secretary shall immediately return the entrance fee and dues to any candidate who has not been accepted for membership. An applicant who has been rejected may not have his or her name presented again within twelve months.

Section 6. Transfer of Membership to the Allegheny County Medical Society

1. Applications by Transfer

A physician applying for membership as a transferee from any other county medical society shall contact either the member's original component society, the component society into whose jurisdiction the member moves, or the State Society with all pertinent information. The procedure for election to membership shall be the same as set forth in these bylaws. Annual dues shall be prorated making allowance for dues previously paid by the transferee during the fiscal year.

2. Fees and Dues

- A. Dues for each category of membership shall be designated each year by the Board of Directors upon recommendation of the Finance Committee as stated in Article IV, Section 2.
- B. A member admitted by transfer shall not be subject to a membership fee and shall pay no annual dues for the current year provided that he or she has paid the dues to his or her previous society for the current year.
- C. A member admitted by transfer from another Pennsylvania County shall be subject to all special assessments that are in effect at the time of his or her admission to membership in this Society.

Section 7. Choice of Membership

A physician residing in a community immediately adjacent to Allegheny County may choose to apply for membership in the Allegheny County Medical Society when it is more convenient for the member to attend meetings and take an active part in this Society than in the medical society of their home county.

ARTICLE IV

FEES, DUES AND ASSESSMENTS

Section 1. Fiscal Year

The fiscal year of this Society shall begin January 1 and end December 31.

Section 2. Annual Dues

Money for the purposes of the Society shall be raised by annual assessment payable by each member.

Prior to the end of the fiscal year and upon recommendation of the Finance Committee, the Board of Directors shall approve the amount of dues for each category of membership for the following year.

Notice of dues payable January 1 of the next year shall be mailed to the address of record before November 15 of the current year.

Section 3. New Membership

The dues for the current year of new members shall be pro-rated on a monthly basis for the current fiscal year.

Section 4. Special Assessments

Special assessments may be made by the membership at a Business Meeting of the Society provided that previous notice of the proposal has been published in the BULLETIN of the Allegheny County Medical Society for two successive issues prior to the meeting. The assessment and the amount of the assessment for each class of membership shall be

determined by a majority of the Active members of the Society in good standing present at the meeting. This assessment shall be uniform within each category of membership.

Section 5. Notification of Delinquency

A member whose annual dues are not paid prior to the date determined by the Board of Directors shall be delinquent and shall not be in good standing in this Society. No delinquent member shall be entitled to exercise any of the rights and privileges of membership in this Society during the period of delinquency. Notice shall be sent to each delinquent member promptly noting the delinquency and the date upon which membership will be terminated unless membership dues are paid.

Section 6. Reinstatement After Suspension

A member suspended for nonpayment of dues may be reinstated after payment of the dues for the current year. The member shall be notified that his or her rights and privileges begin as of the date of reinstatement but are not retroactive to January 1.

A member who has been suspended for cause other than nonpayment of dues shall be required to continue the payment of annual dues and assessments without any reduction whatsoever during the period of suspension.

Section 7. Reinstatement of a Terminated Membership

A member whose membership has been terminated for nonpayment of dues may be reinstated before the end of the fiscal year after payment of the member's dues. A member whose membership has been terminated for nonpayment of dues and who has not sought reinstatement during the fiscal year in which his or her membership was terminated, may make formal application for membership as in Article III, Section 4.

Section 8. Inability to Pay

In the event a member of this Society is unable to pay dues and/or assessments, the Executive Committee of the Board of Directors is empowered to act upon a petition presented directly or through associates for the omissions of dues. The name of the member shall not be made known to the Society membership.

Application for omission or reduction of dues is effective for one year only but may be renewed if warranted. During the year, the member is entitled to all the rights and privileges of the individual's class of membership in the Allegheny County Medical Society.

Section 9. No Refund of Dues or Assessments

In the event of termination of membership for any cause except transfer, there will be no refund of dues or assessments.

ARTICLE V

TENURE OF MEMBERSHIP

Section 1. Security of Membership

A member shall retain their membership as long as they comply with the provisions of the Charter and Bylaws of the Society.

Section 2. Resignation

Resignation from membership must be presented by the Secretary for action by the Board of Directors.

Section 3. Transfer of Residence

- A. A member who no longer resides or practices in Allegheny County automatically terminates his or her membership in the Allegheny County Medical Society as of the date he or she no longer qualifies for membership.
- B. A member in good standing who moves to another county in Pennsylvania shall have his or her membership transferred to the component society into whose jurisdiction he or she moves in accordance with the bylaws of the Pennsylvania Medical Society.
- C. A member moving to another state may receive upon request a letter of recommendation.

Section 4. Failure to Pay Dues

A member who has failed to pay his or her dues by April 1 of the current year shall automatically have his or her membership terminated as of the date he or she no longer qualify for membership. His or her record shall bear the notation "membership terminated for non-payment of dues" and the Pennsylvania Medical Society shall be so notified.

Section 5. Reinstatement

A former member of the Society may be reinstated.

- 1. A member whose membership has been terminated for non-payment of dues may apply for reinstatement as provided in Article III.
- 2. A member who transfers back to Allegheny County from another component society may apply for reinstatement as provided in Article III, Section 6.
- 3. A member desiring readmission to the Society after resignation may apply for new membership as provided in Article III.
- 4. A member who has been expelled due to the revocation of such member's license may apply for readmission to membership as a new member as described in Article III, Section 4, upon reinstatement of such member's license.

ARTICLE VI

OFFICERS AND DELEGATES

Section 1. Numbers of Officers and Delegates

The officers of this Society shall be a President, a President-Elect, a Secretary, a Treasurer and a Board of fifteen Directors elected by the membership-at-large.

Delegates and Alternate Delegates to the Pennsylvania Medical Society shall be elected in the proportion as dictated by Pennsylvania Medical Society Bylaws.

The officers shall assume their duties on January 1 of the year following election.

Section 2. Term of Office

The President, President-Elect, Secretary and Treasurer shall be elected to serve for one year. The President, President-Elect shall not be eligible to serve for two consecutive terms. The Secretary and Treasurer are eligible to serve for no more than three consecutive terms.

Members of the Board of Directors at-large shall be elected for a term of three years. Five Directors shall be elected each year. No Director may serve more than two consecutive full terms.

Delegates to the Pennsylvania Medical Society shall be elected for a term of two years; approximately one-half of the required number of Delegates shall be elected each year. They are not eligible to serve more than three consecutive terms.

Alternate Delegates are elected for a term of one year. Unlimited one-year terms.

Section 3. Vacancy in Office

If an office becomes vacant for any reason, the unexpired term shall be filled as described below:

1. President – in the event of a vacancy, the President-Elect shall assume the office of President for the unexpired term.
2. President-Elect – In the event of a vacancy, the Secretary shall assume the office of President-Elect for the unexpired term.
3. Secretary or Treasurer – In the event of a vacancy in either office, the President can appoint a replacement. This individual may be a candidate for office at the next annual election.
4. Board of Directors – In the event of a vacancy on the Board of Directors, the vacancy shall be filled by the member receiving the next highest number of votes for the office of Director in the most recent annual election.
5. Other Offices – In the event of a vacancy in any of the other offices, the Board of Directors shall elect a member to fill the unexpired term of the officer. A member so elected may be a candidate for a full term of this office at the next annual election. In the event of a vacancy among the Delegates to the Pennsylvania Medical Society, the President shall fill the vacancy from the list of Alternates with the member receiving the next highest number of votes in the last election.

ARTICLE VII

NOMINATIONS AND ELECTIONS

Section 1. Time of Election

The regular election of Officers and Delegates shall be held the first week in November of each year.

Section 2. Officers and Delegates to be Elected

At each annual election the following Officers and Delegates shall be elected:

- (1) President-Elect
- (2) Secretary
- (3) Treasurer
- (4) Five members of the Board of Directors
- (6) One-half of required number of Delegates to the Pennsylvania Medical Society and one Alternate for every two Delegates

Section 3. Nominations of Candidates for Officers and Delegates

A Nominating Committee of five to seven members, appointed by the President and confirmed by the Board of Directors, will present a slate of candidates by September 1. The Committee may nominate more than the required number of candidates. Additional nominations of candidates may be made in writing prior to October 1. Nominations made in writing shall contain the written permission of the nominees.

Section 4. Publication of Nominations

All nominations for Officers and Delegates shall be made prior to October 1 and shall be distributed to the members of the Allegheny County Medical Society prior to the distribution of the ballots.

Section 5. Manner of Elections

1. The voting shall be by secret ballot. Voting may be conducted by mail or electronic means. The polls will close at 12:00 p.m. ten days after balloting begins or the next regular business day.
2. Mark the ballot for the designated number of Officers and Delegates in each category. A vote may be made for a candidate for any office whose name does not appear on the official ballot by writing his or her name in the appropriate space.
3. The results of the election shall be reported to the President and to the Secretary. The candidate receiving the plurality of votes shall fill the office. The Delegates and Alternate Delegates shall be listed in order of the votes received. Delegates and Alternate Delegates shall be elected as shall be necessary to complete the full number of Delegates to which the Society is entitled. Those candidates receiving the highest number of votes shall be considered elected until all places are filled.

In the event of an increase in the number of authorized Delegates, the President shall appoint such additional Delegates as may be required. The appointments shall be made first from the list of candidates unsuccessful in the preceding election in order of the number of votes received. Additional appointments shall then be made from the list of Alternate Delegates in the order of the votes received. The list of the Alternate Delegates shall then be supplemented by appointment from the Society at-large. In the event of a reduction in the number of authorized Delegates, the appropriate number of Delegates shall be removed from the list of those elected beginning with the Delegate who received the smallest number of votes and continuing in order until the proper number of Delegates has been secured. The list of Alternate Delegates shall be reduced in a comparable manner.

3. No member may cast more than one vote for any candidate for any elective office.
4. Resolution of a tie vote – In the event of a tie between candidates for election to any office, the Board of Directors shall select the candidate to fill the office.
5. Publication of election results – The results of the election shall be published in the first issue of the BULLETIN of the Allegheny County Medical Society following the election.

ARTICLE VIII

DUTIES OF EXECUTIVE OFFICERS

Section 1. President

The President shall: preside at the meetings of the Society; shall perform such other duties as parliamentary usage and these Bylaws require. The President shall be a member of the Board of Directors with the right to vote. The President shall appoint all committees of the Society as provided in these ByLaws.

In the absence of the Treasurer, the President shall be empowered to sign duly authorized warrants dispensing funds.

Section 2. President-Elect

The President-Elect shall: become familiar with all the activities of the Society; shall be a member of the Board of Directors with the right to vote; the President-elect shall chair the Nominating Committee with the right to vote. Each year the President-Elect shall appoint all Chairpersons and members of the standing committees of the Society described

in Article XV effective January 1 of the ensuing year. In the temporary absence of the President, the President-Elect shall preside and function in the place of the President. The President-elect shall chair the Nominating Committee.

Section 3. Secretary

The Secretary shall: shall be a member of the Board of Directors with the right to vote; be responsible for the minutes of the proceedings at this Society; act as Clerk of the Board of Directors; have charge of all papers belonging to this Society except those pertaining to the Treasurer, or to special committees; promptly notify all officers and newly elected members of their election, and the chairperson and members of standing and special committees of their appointments and the names of their associates and of the resolution under which the committee was appointed; forward credentials to members elected as Delegates to the Pennsylvania Medical Society; certify the Delegates to the meeting of the Pennsylvania Medical Society; forward to the Secretary of the Pennsylvania Medical Society a list of the officers of this Society and a notice of any changes in its membership and, from time to time, of any amendments to the ByLaws that may have been made during the year; send to the Secretary of the Pennsylvania Medical Society the names of the Delegates and Alternate Delegates elected; conduct the correspondence of this Society and perform such other duties pertaining to this office as may from time to time be required; issue the call for all Business Meetings of this Society and for all special meetings at the direction of the President; record the death of a member; perform such other duties as designated by the President, with the approval of the Board of Directors. The Secretary shall chair the ByLaws Committee with the right to vote.

Section 4. Treasurer

The Treasurer shall: shall be a member of the Board of Directors with the right to vote, be apprised of all the monies belonging to this Society and deposit such funds in the name of the Society in banks or trust companies designated by the Board of Directors; disburse the same for payment of any legitimate bills authorized in the budget as approved by the Board of Directors, or other lawful debts of the Society as requested by the Finance Committee. The Treasurer shall be the chair of the Finance Committee with the right to vote.

Section 5. Chair of the Board of Directors

The Chair of the Board of Directors presides at the meetings of the Board of Directors. The chair does not have the right to vote except in the event of a deadlock decision.

ARTICLE IX

BOARD OF DIRECTORS

Section 1. Composition

The Board of Directors shall consist of the President, President-Elect, the immediate Past President, Treasurer, Secretary, fifteen Directors elected by the Society at-large. Resident and student representatives may be invited to attend the board of directors meetings, without the right to vote.

Section 2. Organization

The Immediate Past President shall: assume the position of Chair of the Board of Directors at its January meeting. In the absence of the Immediate Past President, the President shall serve as Chair of the Board.

The President-Elect shall serve as Parliamentarian of the Board of Directors. The Secretary of the Society shall serve as Clerk of the Board of Directors and shall keep its record including a register of attendance at its meetings.

Section 3. Meetings

The Board of Directors shall meet at least four times each year and as necessary. Special meetings of the Board of Directors may be called by the President at any time or upon written request of the majority of the Board. The notice convening a special meeting must state the purpose of the meeting; other matters may be considered only by unanimous vote.

Section 4. Duties

- A. The Board of Directors shall have charge of the general business of the Society and shall have full authority to act upon all matters within the jurisdiction of the Society, except as otherwise provided in these ByLaws.
- B. Any member of the Board of Directors or of the standing committees of the Board not attending three consecutive meetings without due cause shall automatically forfeit the office or committee appointment and the vacancy shall be filled by the Board of Directors to serve until the next regular election.
- C. The Board of Directors shall have the authority to declare any office vacant if: a member fails to accept the office; neglects to perform the duties of the office; or the office becomes vacant. A successor shall be appointed by the Board of Directors to serve until the next annual election, except as provided elsewhere in these ByLaws.
- D. The Board of Directors shall receive and approve or disapprove recommendations for action by the Peer Review Board. It shall implement such decisions forthwith.
- E. The Board of Directors shall elect, suspend, terminate membership and reinstate members of the Society in accordance with the provisions of these ByLaws.

Section 5. Quorum

Fifty percent plus one of the voting members of the Board of Directors shall constitute a quorum.

Section 6. BULLETIN of the Allegheny County Medical Society

The Board shall provide for and supervise the publication of the BULLETIN of the Allegheny County Medical Society. The Board shall determine the editorial policy and supervise the contents of the publication.

A. Medical Editor

- (1) The Board of Directors shall appoint the medical editor for a term of three years upon the recommendation of the Executive Committee. This appointment shall be subject to yearly confirmation at the January meeting of the Board of Directors.
- (2) The Medical Editor shall recommend Associate Editors to the Board of Directors for appointment for a term of two years. There shall be a total of eight Associate Editors, four to be appointed each year by the Board of Directors. An Associate Editor may serve three consecutive terms.

B. Editorial Board

The Medical Editor and the Associate Editors shall constitute the Editorial Board and shall be responsible to the Board of Directors for the editorial policy of the BULLETIN of the Allegheny County Medical Society. The Medical Editor shall serve as Chair of the Editorial Board.

C. Official Notices

The proceedings of this Society, and those of the Board of Directors, after approval by the Board for publication, shall be published as soon as practicable in the BULLETIN of the Allegheny County Medical Society. Authorized notices of this Society shall be official when published therein. Any paper, communication, or transaction may be published in whole, or in part, excepting official notices and proposals to amend the ByLaws which must be published in full.

Section 7. Office of the Society

The Board of Directors shall provide an office for the Society and shall employ an Executive Director.

Section 8. Executive Director

The Executive Director shall: be in charge of the administrative staff, including appropriate personnel to staff the Society's publications, and subject to the limitations of the appropriations authorized by the Board; have full authority to engage administrative personnel, to assign their duties and to adjust their salaries with such job classifications and salary scales as may be approved by the Board of Directors.

The Executive Committee shall specify and supervise the duties of the Executive Director. The Executive Director shall make monthly reports to the Executive Committee which shall be submitted to the Board of Directors as part of the report of the Executive Committee.

Section 9. Standing Committees of the Board

The Board of Directors shall have the following Standing Committees:

The Executive Committee shall consist of the President, President-Elect, Immediate Past President, Secretary and Treasurer. The function of the Committee shall be to regulate the work in the Executive Office of the Society, to the end that the wishes of the Board of Directors are carried out and that the work of the standing and special committees is facilitated. It shall also be a duty of the Executive Committee to recognize and permanently record the services of the chair and members of all committees from year to year.

- A. The Finance Committee shall consist of the Executive Committee and three Directors appointed by the President and confirmed by the Board of Directors. It shall have supervision of the funds of the Society. It shall prepare an annual budget and submit it for the Board of Directors no later than November 1, including the recommended amount of dues for each category of membership for the next fiscal year. It shall authorize the payment of bills of an emergency nature and shall recommend the investment of Society funds when requested to do so by the Board of Directors. This Committee shall audit annually the accounts of all the Officers and committees that receive or disburse funds of this Society and shall be authorized to employ a professional accountant for assistance in such audit.
- B. The ByLaws Committee shall consist of the Secretary and two other members of the Board appointed by the President and confirmed by the Board of Directors. All recommendations for changes in the ByLaws submitted by Officers or members of the Society shall be referred to this Committee for study and recommendation to the Board of Directors. It shall be the duty of this Committee to re-examine the ByLaws as necessary and to recommend to the Board of Directors such revisions as may be indicated.
- C. The Nominating Committee shall be appointed as described in Article VIII, Section 2.

Section 10. Special Committees of the Board

The Board of Directors shall have the authority to constitute such special committees as may be required to accomplish the purposes of the Society.

- A. The Chair and members of such committees shall be appointed from the membership at-large by the President.

- B. All special committees shall be terminated as of December 31 each year. The Board of Directors at its last meeting of the fiscal year shall reinstate or discontinue the individual special committees in accordance with the current needs of the Society.
- C. A special committee may have a budget as shall be determined annually by the Board of Directors.

The Chair of a committee which is entitled to a budget shall certify all charges made against the budget before payment is made. No expenses beyond the limit of the allotted budget may be incurred without specific authorization of the Board of Directors. The Chair of a committee which is entitled to a budget shall submit a request for an annual budget to the Chair of the Finance Committee on or before September 1 of each year. Sufficient detail must be provided to permit adequate analysis for the request for funds.

The Chair of each special committee shall submit to the Board of Directors for its last meeting of the fiscal year a written report summarizing the activities of the committee during the year and recommendation for the continuation or dissolution of the committee.

Section 11. Expenditures

- A. All motions for expenditures of the monies of this Society shall originate in the Board Of Directors.
- B. The Board of Directors shall designate the amounts of the honoraria for the Medical Editor of the BULLETIN of the Allegheny County Medical Society and the salary of the Executive Director.
- C. The Board of Directors shall adopt an annual budget prepared by the Finance Committee showing the proposed allotment of funds in the various categories of authorized expenditures.
- D. Special appropriations may be authorized in accordance with specific resolutions of the Board of Directors.
- E. No expenditure may be made in excess of the amount specified for that purpose by the Board of Directors.

Section 12. Liability of Board Members and Officers

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

ARTICLE X

DELEGATION TO THE PENNSYLVANIA MEDICAL SOCIETY

Section 1. Composition and Election

The Delegation of the Allegheny County Medical Society to the Pennsylvania Medical Society shall consist of the number of Delegates and/or Alternates appropriate for the number of Active members in the Allegheny County Medical Society. The Delegates shall be elected for a term of two years, one half of the number being elected each year. The elected Delegates shall take office as of January of the year following their election.

Section 2. Organization

The Delegation shall elect its own Chair and Vice Chair annually. The Delegation shall have the right, subject to the limitations of these bylaws, to adopt reasonable rules and regulations except that the majority may not rule that unit voting must be followed.

Section 3. Meetings

Meetings of the Allegheny County Delegation shall be held each year at the call of the Chair of the Delegation of the Allegheny County Medical Society or upon request by five members of the Delegation.

Section 4. Duties

The Delegation to the Pennsylvania Medical Society has the responsibility of representing the members of the Allegheny County Medical Society to the House of Delegates of the Pennsylvania Medical Society. It shall have the further duty of presenting to the House of Delegates the resolution(s) presented to it by the Board of Directors of the Allegheny County Medical Society.

Section 5. Report

The Chair of the Delegation shall submit a report in writing to the Board of Directors following the Annual meeting. This report shall summarize the important actions of the Delegation at the Annual Meeting of the Pennsylvania Medical Society.

ARTICLE XI

PEER REVIEW BOARD

Section 1. Composition

1. The Peer Review Board shall consist of three of the immediate past presidents, the most recent to chair. If any of the three immediate past presidents are not available, the succession line of previous past presidents will be contacted until the Peer Review Board consists of three members.
2. No member of the Peer Review Board shall be a member of the Board of Directors of the Allegheny County Medical Society.
3. It shall have access to legal counsel.

Section 2. Meetings

Meetings of the Peer Review Board shall be held at the discretion of the Chair.

Section 3. Duties

1. The Peer Review Board shall assist in the settlement of disputes between members of the Allegheny County Medical Society.
2. When a dispute is received at the society office, it is the discretion of the Secretary to determine if it requires referral to the Peer Review Board.
3. The Peer Review Board shall investigate written allegations of ethical violations or unprofessional conduct on the part of a member of the Allegheny County Medical Society made by a physician or physicians.
4. The Peer Review Board shall investigate written allegations made by a physician or physicians that a member of the Allegheny County Medical Society has acted in a manner which discredits the members of the society.
5. It shall have the duty, at its discretion, to investigate general professional conditions and all matters pertaining to the relations of physicians to one another and to the public and to make such recommendations to the Board of Directors as it deems necessary.

6. It shall review all applications for reinstatement of membership described in Article IV, Section 7, and make appropriate recommendations to the Board of Directors.
7. It shall have jurisdiction on all questions of medical ethics and of interpretation of the bylaws of this Society.
8. It shall investigate all disputed elections. It shall consider and report to the Board of Directors upon any matter referred to it in writing by the Board of Directors or by a petition signed by ten Active members of the Society.

Section 5. Authority

1. The Peer Review Board is authorized to recommend that disciplinary action be taken by the Board of Directors.
2. The Peer Review Board is authorized to summon any member of the Society to appear before it and, having been summoned and failing to appear, such member shall be held in contempt and shall be reported to the Society with the recommendation that the member be reprimanded, suspended or expelled.

Section 6. Decisions

Decisions and recommendations of the Peer Review Board shall be made to the Board of Directors for consideration and action at the next Board meeting. Implementation procedures shall start within thirty days of the action of the Board of Directors.

Section 7. Responsibility of the Society

The Society shall assume all responsibility for the actions of the Peer Review Board.

Section 8. Records

The records of the Peer Review Board shall remain in the custody of the Society. They shall be retained for three years and then destroyed.

Section 9. Annual Report

The Chair shall submit an annual report to the Board of Directors. The Board of Directors shall determine the publication of this report.

ARTICLE XII

CHARGES AND DISCIPLINE

Section 1. Causes for Disciplinary Action

The following causes may be considered sufficient for the initiation of disciplinary action against a member of the Society.

- (1) Conviction for a statutory offense against the State or Federal Government;
- (2) Revocation of license to practice medicine;
- (3) Violations of the bylaws of this Society;
- (4) Violations of the Principles of Medical Ethics of the American Medical Association;
- (5) Conduct or actions which tend to bring discredit on the membership of the Allegheny County Medical Society, including ethical violations and unprofessional conduct as determined by the Peer Review Board;
- (6) Failure by a member to notify the Society of a change in the status of such member license to practice medicine.

Section 2. Jurisdiction

The Allegheny County Medical Society holds primary jurisdiction in all matters pertaining to the discipline of a member.

The Pennsylvania Medical Society may assume jurisdiction, in accordance with its bylaws, with the consent of the Board of Directors of the Allegheny County Medical Society. The American Medical Association may assume jurisdiction if the accused member is also a member of the American Medical Association, in accordance with its bylaws, with the consent of the Board of Directors of the Allegheny County Medical Society.

Section 3. General Rules for All Disciplinary Proceedings

All disciplinary proceedings against a member shall be ordered by the Board of Directors after investigation and recommendation by the Peer Review Board. The charge or charges upon which the proceeding is based shall be in writing and in sufficient detail to enable the member to properly defend the charges

A written copy of the charge or charges shall be sent to the member concerned by certified mail, to the address which appears on the Society records, at least thirty days prior to the date of a hearing. The date and place of the hearing shall be set forth thereon.

All rules and regulations shall apply equally to all classes of membership.

Section 4. Conduct of a Hearing

- (1) All hearings on disciplinary matters shall be conducted before the Board of Directors in a meeting especially convened for the purpose, which is composed of the President, President-Elect, Secretary, Treasurer, Immediate Past President, and voting members of the Board of Directors. The members of the Peer Review Board shall be requested to attend but shall not have the right to vote. Voting members are the named officers and members of the Board of Directors.
- (2) The Chair of the Board of Directors shall serve as the presiding officer with the right to vote in case of an indecisive vote.
- (3) The Secretary of the Society shall make a record of the hearing.
- (4) The presence of a majority of the members of the Board of Directors shall constitute a valid meeting.
- (5) Presentation of the charges shall be made by the Chair of the Peer Review Board or a representative who is also a member of the Peer Review Board.
- (6) The defense may be made by one or two Active members of the Society who have been selected by the defendant.
- (7) A hearing may be conducted in the event of the voluntary absence of the defendant. In this event, the defense presented by the defendant's chosen or assigned colleagues, as described in Section 6, shall be considered adequate.
- (8) The hearing shall be open to all Active members of the Society. No other persons except designated employees of the Allegheny County Medical Society may be present.
- (9) Members who are not specifically designated by the Peer Review Board or by the defense shall be granted the privilege of the floor only at the discretion of the presiding officer and only for the purpose of presenting pertinent facts not otherwise available.
- (10) The Board of Directors shall not be bound by the rules of evidence used in courts and may receive such oral or written evidence as in their judgment will best and most fairly present the relevant facts.

(11) A majority vote of the members of the Board of Directors present shall be necessary for a conviction.

(12) In the event of a conviction, a two-thirds vote of the members of the Committee present shall determine the penalty.

Section 5. Penalties

In the event of a conviction the penalty may be (1) reprimand, (2) suspension, or (3) expulsion. 'Reprimand' shall be interpreted to mean an admonishment to the accused to change the member's conduct in order that the member may not bring unfavorable criticism upon the medical profession or the individual. 'Suspension' shall be interpreted to mean to cause a temporary loss of all rights and privileges of membership. Said suspension shall not be deemed to affect the continuity of membership of said member for purposes of the member becoming other than an Active member. Dues are payable during a suspension. 'Expulsion' shall be interpreted to mean an involuntary termination of membership.

Section 6. Effective Date of Decisions

1. The decision of the Board of Directors shall be sent by the Secretary to the member concerned in writing by certified mail within forty-eight hours of the meeting.

The penalty imposed shall be that penalty recommended by the Board of Directors following disciplinary proceedings in accordance with this Article, except that any member whose license to practice medicine is suspended or revoked by the Pennsylvania State Board of Medicine shall be automatically expelled from membership in the Society unless such suspension or revocation is being appealed. If such suspension or revocation is being appealed, such member shall be automatically suspended from membership in the Society until all appeals have been exhausted. Upon a final appellate decision affirming the suspension or revocation of a member's license to practice medicine, such member shall be automatically expelled from membership in the Society. Upon a final appellate decision reinstating such a member's license, such member shall be automatically reinstated as a member in good standing of the Society.

- (2) In the absence of an appeal, the effective date of the decision shall be thirty days after the date of notification of the member by certified mail as in Paragraph 1.
- (3) In the event of an appeal from the decision of the Board of Directors, the effective date shall be determined by the Board of Directors of the Society after the disposition of the appeal or the expiration of the appeal period.
- (4) When the effective date of a disciplinary action has been determined, the Secretary shall notify the member concerned, and the Secretary of the Pennsylvania Medical Society.

Section 7. Appeals

- (1) A defendant shall have the right of appeal from the decision of the Board of Directors to the Pennsylvania Medical Society within thirty days of his or her notification.
- (2) In the event that the defendant is also a member of the American Medical Association, an appeal from the Judicial Council of the Pennsylvania Medical Society to the Judicial Council of the American Medical Association may be made as described in the bylaws of the Pennsylvania Medical Society and the ByLaws of the American Medical Association.

Section 8. Reinstatement

A member who has been suspended may apply for reinstatement as provided in Article IV, Section 7.

A member who has been expelled may apply for an initial membership as provided in Article IV, Section 7, after the expiration of two years.

ARTICLE XIII

MEETINGS

Section 1. Business Meetings

Regular Business Meetings of the Society shall be held when convened by the Board of Directors.

Section 2. Annual Installation of Officers

Officers shall assume office January 1 of each year.

Section 3. Special Meetings

A Special Meeting of the Society may be called by the President, as directed by the Board of Directors, or upon the written request of fifty Active members. Notice of the meeting shall be provided to all members prior to the meeting, or by electronic communication. The notice shall state the purpose of the meeting. Other matters may be considered at a Special Meeting only by the unanimous consent of those members present.

Section 4. Quorum

Fifty Active members present shall constitute a quorum for a Business or Special Meeting.

In the absence of a quorum, a special meeting of the Board of Directors shall be convened forthwith. This meeting of the Board of Directors shall have the authority to transact all the specified business of the Society including the nominations and elections required by the bylaws of the Society. Matters transacted at this special meeting of the Board of Directors shall be regarded as approved by the membership of the Society. For this special meeting of the Board of Directors, 75 percent of the members of the Board of Directors shall constitute a quorum.

Section 5. Vote by Mail

When a matter is, in the opinion of the Board of Directors, of sufficient gravity, the Board of Directors may authorize a poll of the membership by mail or electronic ballot as permitted by Pennsylvania law to confirm or reject the decision of the Board of Directors. A recorded negative vote of 51 percent of the membership entitled to vote (regardless of the number of votes cast) shall be required to reject a decision of the Board of Directors. Ballots must be returned within two weeks.

A vote may be authorized by the Board of Directors upon a written petition signed by fifty Active members.

ARTICLE XIV

STANDING AND OTHER COMMITTEES

Section 1. Standing Committees

Standing Committees shall be: Executive, Finance, Nominating and Bylaws.

The President, with the approval of the Board of Directors, shall create ad hoc committees for a term of one year. The Board of Directors may also instruct the President to appoint specific committees.

Section 2. Appointment

Appointments to a Committee shall be for a term of one year.

Section 3. Organization

The Chair and members of each committee shall be appointed yearly by the President-Elect as described in Article IX, Section 2. The committee shall make its own rules provided that these rules are not in conflict with the ByLaws of the Society.

Section 4. Finances

A Committee may have a budget as will be determined annually by the Board of Directors. No expenses beyond the limit of the allotted budget may be incurred without the specific authorization of the Board of Directors.

Section 5. Meetings

A committee shall meet at the call of the Chair. The presence of a majority of the members of a committee shall constitute a quorum. A report of these meetings shall be submitted to the Board of Directors when action is required.

Section 6. Reports

The Chair of each Committee shall submit a written report to the Board of Directors as necessary, or upon request of the Board.

ARTICLE XV

MISCELLANEOUS

Section 1. Notices

The term "notice" as used in these bylaws shall mean a communication written, printed, or published in the BULLETIN of the Allegheny County Medical Society which is sent to the last recorded address of a member.

Section 2. Seal

The seal of this Society shall contain the following: In the center a Caduceus surrounded by a circle containing the words. "Organized 1865 Incorporated January 30th 1892" and an outside circle containing the words: "Allegheny County Medical Society, Pennsylvania."

Section 3. Execution of Documents

The President shall execute on behalf of the Society under its seal any bond, deeds, mortgages, or other contracts approved by the Board of Directors or the membership at a regular or special Business meeting.

Section 4. Amendments to Bylaws

A proposal to amend any Portion, Section or Article of the bylaws may be initiated by a petition submitted to the Secretary in writing and signed by twenty-five (25) Active members or by action of the Board of Directors.

The proposal shall be referred to the Bylaws Committee for examination and recommendation to the Board of Directors. If approved by the Board of Directors, the proposal shall be published in full together with the names of the proposers in the BULLETIN of the Allegheny County Medical Society which immediately precedes the Business Meeting at which the amendment is to be considered.

Section 6. Supercedence

All bylaws previously adopted are hereby repealed and any rules, standing resolutions or decisions of the Chair previously rendered, which may in any manner interfere with the intent and purpose of the ByLaws or are inconsistent therewith, are hereby repealed and declared to be invalid.

Section 7. Affiliations

The Board of Directors is authorized to affiliate by acquiring membership and paying required dues in local, state or national organizations, which in the opinion of the Board of Directors, will help in the promotion of the purposes of this Society as described in Article II.

The Board of Directors is authorized to engage jointly with other organizations in enterprises, which in the opinion of the Board of Directors, will help promote the purposes of this Society as described in Article II.

Section 8. Legal Counsel

The Board of Directors is authorized to appoint legal counsel and may pay such counsel an annual retainer fee. The counsel shall consider all matters formally referred to them by the Board of Directors, the Executive Committee, and the Peer Review Board.

Section 9. Right to Petition

Members of the Allegheny County Medical Society shall have the right to petition the Board of Directors on any matters dealing with the operation of the County Society. A petition shall be in writing, addressed to the Secretary of the Society and signed by one or more Active members of the Society. It shall state clearly and succinctly the matter for consideration. This petition shall be considered at the next regular meeting of the Board of Directors at which time the petitioner is entitled to a personal appearance on behalf of the petition. At the discretion of the Board of Directors, such a petition may be presented at the next regular Business Meeting of the Society.

Section 10. Right to Receive and Administer Special Funds

The Board of Directors is authorized to accept in the name of the Allegheny County Medical Society specific funds and bequests consistent with purposes of this Society and to administer such funds in accordance with the terms set forth.

Section 11. Honorary Members of Committees

The Board of Directors is authorized to appoint non-members of the Allegheny County Medical Society to Honorary membership on special committees when it is deemed in the best interest of the Society.

Section 12. Rule of Order

The most recent version of Robert’s Rules of Order, shall determine all points of order not provided for in these bylaws.

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**APPROVED AND ACCEPTED
ACMS Board of Directors
May 10, 2022 (First Reading)
September 12, 2022 (Final)**

APPROVED AND ACCEPTED
ACMS Board of Directors
September 10, 2019

APPROVED AND ACCEPTED
ACMS Board of Directors

September 11, 2018

APPROVED AND ACCEPTED:
ACMS Board of Directors
December 5, 2017

APPROVED AND ACCEPTED:
ACMS Board of Directors
September 20, 2005



**ALLEGHENY COUNTY
MEDICAL SOCIETY**

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