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**2022**

**Healthy Children, Healthy Community, Healthy Future**

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**Per the ACMS Foundation Report dated June 21, 2022, the following updates were made to the ACMS Foundation Bylaws:**

	The words Trust and Foundation are used interchangeably. Suggest– use Allegheny County Medical Society Foundation “the Foundation” and use Trustees when referring to the ACMS Foundation Trustee members. ACMSF Board = Board of Trustees
Through Document	Change Trust to Foundation
277	Clarifies five ACMS officers
292	Changing the number of Trustees from ten to nine (9) as vice president position has been eliminated.
336	Changing quorum from six to five (5)
495	Date required

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**ALLEGHENY COUNTY  
MEDICAL SOCIETY  
FOUNDATION**

**MISSION**

Allegheny County Medical Society Foundation supports home and community environments that nurture and develop healthy children and families for a healthy Allegheny County.

The Foundation will help people help themselves through the practical application of knowledge and resources to improve their physical and behavioral health, their quality of life and that of future generations.

The Foundation recognizes that many medical illnesses can be traced to unhealthy circumstances in our community that occur during the formative years and can be successfully remediated or prevented.

The Foundation will support organizational-based activities that engage individuals and families in the planning, development, evaluation and implementation of programs at the community level that assist individuals in creating supportive and healthy home environments.

The Foundation believes that all people have the inherent capacity to effect change in their lives and in their communities. The Foundation will support programs that respect and value individuals and their collaborative work to improve healthcare in our community.

For more than half a century, the Allegheny County Medical Society Foundation has supported:

- Public health and public policy
- Basic human needs of the homeless and mentally ill
- Educational support through literacy programs, medical school and nursing scholarships, and preceptorships
- Support networks and helplines
- Access to care and prescription drugs
- Adoption and caregiver support
- Research and medical forums and more.

Beyond the dollars, the impact of the ACMS Foundation lives on in a legacy of local institutions, services and resources grown from Foundation seed money, in healthy families and communities and medical and social service professionals making a difference in the region and beyond.

[www.acmsfoundation.org](http://www.acmsfoundation.org)

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**ALLEGHENY COUNTY MEDICAL SOCIETY FOUNDATION  
PREAMBLE**

**RESOLUTION AND DECLARATION OF TRUST AS TO THE  
ALLEGHENY COUNTY MEDICAL SOCIETY FOUNDATION**

**WHEREAS**, the Allegheny County Medical Society, a non-profit corporation, was formed for the purpose of extending medical knowledge and to advance medical science, to elevate the standard of medical education, to promote friendly intercourse among physicians, and to enlighten and direct public opinion in regard to the great problems of Public Health and Hygiene, 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; and,

**WHEREAS**, the Allegheny County Medical Society is well-qualified to supervise and administer educational and scientific projects in the field of medicine; and,

**WHEREAS**, foundations, trusts, individuals and corporations may wish to make grants for charitable, scientific, literary or educational projects in the medical field to a fund which is exempt from income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 and desire that such projects be administered by the Allegheny County Medical Society.

**NOW, THEREFORE**, in order to accomplish such purposes, the Board of Directors of the Allegheny County Medical Society does hereby adopt the following:

**RESOLUTION AND DECLARATION**

creating the Allegheny County Medical Society Foundation, and appoints

- |                 |                    |
|-----------------|--------------------|
| President:      | JOHN S. DONALDSON  |
| President-elect | WILLIAM A. BARRETT |
| Past President  | WILLIAM F. BRENNAN |
| Past President  | DAVID KATZ         |
| Past President  | LEO P. SHEEDY      |

as Trustees of the Foundation, and directs that such Trustees execute such declaration of trust and take such other steps as may be necessary or appropriate to make the Foundation effective.

108 **ALLEGHENY COUNTY MEDICAL SOCIETY FOUNDATION**  
109 **BYLAWS**

110  
111 **ARTICLE I**  
112 **Name**

113  
114 The name of the Foundation shall be **Allegheny County Medical Society Foundation** (referred to herein  
115 as the "Foundation.")  
116

117  
118 **Article II**  
119 **Purposes of the Foundation**

120  
121 The Foundation is created and shall be governed by the laws of the Commonwealth of Pennsylvania and  
122 is organized and shall be operated exclusively for charitable, scientific, literary and educational purposes  
123 in the medical field.  
124

125  
126 **ARTICLE III**  
127 **Restrictions Regarding the Operation**  
128 **and Administration of the Foundation**

- 129  
130 1. No part of the net income or principal of the Foundation shall inure to the benefit of the donors,  
131 the Trustees or their successors, or any of them, or any private shareholder or individual.  
132  
133 2. No part of the activities of the Foundation shall consist of carrying on propaganda, or otherwise  
134 attempting to influence legislation, or of participating in, or intervening in (including the  
135 publishing or distributing of statements), any political campaign on behalf of any candidate for  
136 public office.  
137  
138 3. Any contribution or gift made to the Foundation by a corporation shall be used by the Trustees  
139 exclusively for the purposes specified in Article II only within the United States or any of its  
140 possessions.  
141

142  
143 **ARTICLE IV**  
144 **Administration**

145  
146 Subject to the limitation that the purposes of the Foundation and the use of the Foundation funds shall  
147 at all times be limited to the uses which qualify the Foundation as tax-exempt under Section 501(c)3 of  
148 the Internal Revenue Code of 1986, as amended, and any amendments thereto or substitutes therefore,  
149 the administration of the property and assets of the Foundation shall at all times be under the control  
150 and direction of, and the method of operation, drawing checks, and executing all instruments shall be as  
151 directed by, the Board of Directors of the Allegheny County Medical Society.  
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**ARTICLE V**  
**Gifts**

The Trustees shall receive all grants and donations made to the Foundation, by will, deed, or otherwise, and hold the same upon such trusts as shall be directed by the respective testators or donors, provided that the use shall be for charitable, scientific, literary, or educational purposes in the medical field. The Trustees reserve the right to decline any gift or any part thereof which, in the opinion of the Board of Directors of the Allegheny County Medical Society, would not be consistent with the general purposes of the Foundation.

In the absence of any provision expressing the intention of the testator or donor to the contrary, the Trustees shall be authorized to mingle any property given to the Foundation with other property of the Foundation held for the same or similar trusts, without obligation to retain any gift as a separate investment or in such manner that such property may be identified as separate property; but any testator or donor may direct that any gift be held as a separate fund, and may designate such funds as memorial fund in memoriam of a particular person or event, and in such case, such fund shall be maintained as a separate fund forming a part of the Foundation under such name as may be properly designated therefore.

If at any time such mingling of funds shall have taken place, and it should thereafter be necessary or desirable to segregate any one or more of the participating funds, the principal or income of such fund or funds shall be considered to be that proportion of the principal or income of the combined as the amount of such fund or funds shall bear to the total combined fund.

**ARTICLE VI**  
**Application of Principal and Income**

Except in cases where the testator or donor had provided for the application of the principal or income of a fund to a special purpose, the income and principal of such fund, less proper expenses, shall be applied for the promotion of such charitable, scientific, literary or educational purposes in the medical field as the Board of Directors of the Allegheny County Medical Society shall deem appropriate. It is contemplated that, in the usual case, the principal will be expended for the purposes of the gift, but where the gift contemplates the retention and investment of principal, it shall be so invested.

**ARTICLE VII**  
**Audit and Reports**

The Trustees shall furnish the Board of Directors of the Allegheny County Medical Society an annual report within ninety days after the close of each calendar year, and also such interim reports as the Board of Directors may from time-to-time request. The reports shall include statements of the income, principal, and expenses of the Foundation and all distributions. The Trustee's accounts shall be audited annually by an independent accountant to be appointed by the Board of Directors of the Allegheny County Medical Society. The Board of Directors, or any duly appointed committee thereof or auditor, shall have the right at all reasonable times to inspect the books and papers of the Trustees pertaining to the Foundation. Expenses of such an audit and all other expenses of the administration of the Foundation shall be paid for by the Allegheny County Medical Society Foundation.

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**ARTICLE VIII**  
**Powers of Trustees**

Under and subject to the direction and supervision of the Board of Directors of the Allegheny County Medical Society, consistent with the provisions of this Declaration of Trust and any instruments of gift, the Trustees shall have the following powers in addition to any powers now or hereafter conferred by law:

- A. To retain any or all assets received by them initially or in exchange therefore in any reorganization, recapitalization, liquidation or similar operations.
  
- B. To sell at public or private sale, or give binding options to purchase, real property forming part of the trust property upon such terms as the Trustees deem proper, to any purchaser or optionee; and to execute good and sufficient deeds or other instruments of conveyance covering all assets so sold, all without any obligation on the part (1) of the Trustees to repudiate any commitments in favor of better offers made prior to any settlement; or (2) of the purchaser to see to or be responsible for the application of the proceeds.
  
- C. In so far as necessary and proper for the execution of any trust, to purchase, own and operate real property, separately or jointly with others, and generally to transact all business and exercise all rights of management and ownership relating thereto, including without limiting the foregoing general power, leasing for such period as the Trustees deem proper without regard to the duration of the Foundation or any statutory restrictions, and without approval of any court, altering, repairing, improving, mortgaging, squaring, exchanging, or joining in the partition thereof, and buying in at judicial sale any property on which the Trustees hold a mortgage.
  
- D. To invest and reinvest in stocks of any classification, other securities, mutual funds; to exercise any option to subscribe for new stocks, bonds, or other securities of any type, which may be given to the Trustees as the holders of any investments; all without being confined to any limitations now or hereafter imposed by law more restrictive than the standards prescribed in this sub-paragraph (D).
  
- E. To take, either directly or through protective committees, any steps, including joinder, in any plan of lease, mortgage, incorporation, merger, consolidation, exchange, reorganization, recapitalization, voting trust, dissolution, liquidation, receivership, or foreclosure, which the Trustees find necessary for the conservation of any assets or otherwise to the best interest of the Trust.
  
- F. To carry or register assets of the Foundation in the name of the Foundation or in the names of the Trustees; and to vote stocks and other votable investments through proxies or voting Trustees on discretionary as well as ministerial matters.
  
- G. To determine the allocation of all receipts and disbursements as between income and principal, without limiting the generality of the foregoing, the Trustees may (1) amortize

246 from income premiums paid for investments; (2) amortize from income waste  
247 represented by the return from a wasting asset or property subject to depletion; (3)  
248 allocate to principal or income subscription rights or dividends in shares of the  
249 distributing corporations; (4) allocate to income proceeds from liquidation of any  
250 corporation to the extent such proceeds may be deemed to represent income; and (5)  
251 allocate carrying charges on, or proceeds from the conversion of, unproductive or  
252 underproductive property between principal and income.

253 H. To employ counsel and agents and to pay reasonable compensation for their services.

254 I. To take all such action as in their discretion is necessary or desirable to protect the  
255 Foundation and assets of the Foundation, to uphold the validity of all testamentary or  
256 other gifts intended for the Foundation, and in all matters relating to taxation.

257 J. With the approval of the Board of Directors of the Allegheny County Medical Society,  
258 from time to time, to accumulate any portion of the income of the Foundation, not  
259 specifically appropriated, for such purpose and for time as may be necessary in the  
260 judgment of the Board of Directors, to carry out any purpose of the Foundation, subject  
261 to the limitation that this authority shall not be used in such manner as to deprive the  
262 Foundation of its exemption under Section 501(c)3 of the Internal Revenue Code of  
263 1986, as amended, any amendments thereto or substitutes therefore.

264 K. To implement the directions and carry out specific projects of the Allegheny County  
265 Medical Society within the constitutional powers of the Foundation by the expenditure  
266 of necessary funds so specified and the employment of appropriate personnel.

267 The powers given the Trustees may be restricted or enlarged in the instrument of gift, provided that  
268 such provision is made specifically applicable to the gift when in the possession of the Foundation.

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**ARTICLE IX**  
**Trustees and Officers**

273 **1. Trustees**

274  
275 The Trustees shall be nine (9) in number consisting of five (5) members representing the Allegheny  
276 County Medical Society: the President, President-Elect, Secretary and the Treasurer; the most  
277 recent past president of the Allegheny County Medical Society, two (2) community members who  
278 are not physicians, one (1) member who shall have previously served as a physician Trustee and who  
279 shall serve as Secretary of this Foundation; and one (1) member who shall have previously served as  
280 a physician Trustee and who shall serve as Treasurer of this Foundation. All members shall have an  
281 equal vote.

282  
283 **2. Election**

284  
285 A. The two (2) community members shall be elected, in alternate years, for a two-year  
286 term on nomination by the Board of Directors of the Allegheny County Medical Society.  
287 These members may be elected for two successive terms and shall take office January



288 first following their election.

289

290 B. The five (5) members who serve representing the Allegheny County Medical Society,  
291 shall serve for a term of one year, beginning January first, and their terms of office shall  
292 coincide with the terms of the Allegheny County Medical Society office held.

293

294 C. The Secretary shall be elected by this Board of Trustees for a term of two years and may  
295 serve two successive terms.

296

297 D. The Treasurer shall be elected by this Board of Trustees for a term of two years and may  
298 serve two successive terms.

299

300 **3. Organization**

301

302 A. The current President of the Allegheny County Medical Society shall be the chair of the  
303 Board of Trustees.

304

305 B. The Secretary shall:

306

307 i. Keep all records of the Foundation pertaining to meetings of the Trustees,  
308 correspondence of the Foundations projects and activities of the Foundation;

309

310 ii. Prepare the Annual Report of the Foundation for presentation to the Allegheny  
311 County Medical Society and other authorized organizations.

312

313 C. The Treasurer shall:

314

315 i. Supervise the monies of the Foundation.

316

317 ii. Sign checks for the necessary routine operation and grants which have been  
318 authorized.

319

320 iii. Make such changes in the accounts as may be directed by the Trustees; and

321

322 iv. Cause the books of the Foundation to be audited annually.

323

324 D. The Executive Director

325

326 The Executive Director of the Allegheny County Medical Society shall serve as Executive  
327 Director of the Allegheny County Medical Society Foundation. The Executive Director  
328 may sign or execute contracts or instruments which the Board of Trustees has  
329 authorized to be executed, and in general, shall perform all duties incident to the  
330 operation of the Foundation. The Executive Director may sign checks for the necessary  
331 routine operation and grants which have been authorized.

332

333 E. Meetings of the Trustees shall be held at least twice a year at the call of the presiding  
334 officer. Five members present shall constitute a quorum with full power to act.

335

336 **4. Standard of Care; Reliance**  
337

338 A. A Trustee shall stand in a fiduciary relation to the Foundation and shall perform his or  
339 her duties as a Trustee in good faith, in a manner the Trustee reasonably believes to be  
340 in the best interests of the Foundation and with such care, including reasonable inquiry,  
341 skill and diligence, as a person of ordinary prudence would use under similar  
342 circumstances. In performing his or her duties, a Trustee shall be entitled to rely in good  
343 faith on information, opinions, reports, or statements, including financial statements  
344 and other financial data, in each case prepared or presented by any of the following:

- 345
- 346 i. One or more officers or employees of the Foundation whom the Trustee  
347 reasonably believes to be reliable and competent in the matters presented.
- 348
- 349 ii. Counsel, public accountants, or other persons as to matters which the Trustee  
350 reasonably believes to be within the professional or expert competence of such  
351 person.
- 352
- 353 iii. A committee of the Trustees upon which the Trustee does not serve, duly  
354 designated in accordance with law, as to matters within its designated  
355 authority, which committee the director reasonably believes to merit  
356 confidence.
- 357

358 A Trustee shall not be considered to be acting in good faith if the Trustee has knowledge  
359 concerning the matter in question that would cause his or her reliance to be  
360 unwarranted.

361 B. In discharging the duties of their respective positions, the Trustees, committees of the  
362 Trustees and individual Trustees may, in considering the best interests of the Trust,  
363 consider the effects of any action upon communities in which offices or other  
364 establishments of the Trust are located, and all other pertinent factors. The  
365 consideration of those factors shall not constitute a violation of subsection A above.

366 C. Absent breach of fiduciary duty, lack of good faith or self-dealing, any action taken as a  
367 Trustee or any failure to take any action shall be presumed to be in the best interests of  
368 the Foundation.

369 D. A Trustee who is present at a meeting of the Trustees, or of a committee of the  
370 Trustees, at which action on any corporate matter is taken, shall be presumed to have  
371 assented to the action taken unless his or her dissent is entered in the minutes of the  
372 meeting or unless the Trustee files a written dissent to the action with the secretary of  
373 the meeting before the adjournment thereof or transmits the dissent in writing to the  
374 secretary of the Trust immediately after the adjournment of the meeting. The right to  
375 dissent shall not apply to a Trustee who voted in favor of the action. Nothing in this  
376 section shall bar a Trustee from asserting that minutes of the meeting incorrectly  
377 omitted his or her dissent if, promptly upon receipt of a copy of such minutes, the  
378 Trustee notifies the secretary in writing of the asserted omission or inaccuracy.

379

380 **5. Interested Trustees or Officers**

381 A. General Rule. A contract or transaction between the Foundation and one or more of its  
382 Trustees or officers or between the Foundation and another corporation, partnership,  
383 association, or other organization in which one or more of its Trustees or officers are  
384 trustees, Trustees, or officers, or have a financial interest, shall not be void or voidable  
385 solely for that reason, or solely because the Trustee or officer is present at or  
386 participates in the meeting of the Trustees which authorizes the contract or transaction,  
387 if:

388 i. the material facts as to the relationship or interest and as to the contract or  
389 transaction are disclosed or are known to the Trustees, and the Board in good  
390 faith authorizes the contract or transaction by the affirmative votes of a  
391 majority of the disinterested Trustees even though the disinterested Trustees  
392 are less than a quorum;

393 ii. the material facts as to the relationship or interest and as to the contract or  
394 transaction are disclosed or are known to the Trustees, and the contract or  
395 transaction is specifically approved in good faith by vote of the Trustees; or

396 iii. the contract or transaction is fair as to the Foundation as of the time it is  
397 authorized, approved or ratified by the Trustees of the Foundation.

398 B. Quorum. Interested Trustees may be counted in determining the presence of a quorum  
399 at a meeting of the Foundation Board which authorizes a contract or transaction  
400 specified in subsection (a) above.

401 C. Special Rule. A contract, transaction or arrangement between the Foundation and one  
402 or more disqualified persons (as defined in Section 4958 of the Internal Revenue Code of  
403 1986, as amended) shall be: (i) approved by a vote of only those Trustees unrelated to  
404 and not subject to the control of the disqualified person(s) involved in the contract,  
405 transaction or arrangement; (ii) based on appropriate data as to the comparability of  
406 such contract, transaction or arrangement with similar contracts, transactions or  
407 arrangements; and (iii) documented in the Foundation’s minutes as to the basis the  
408 disinterested Trustees relied upon to make its determination regarding such contract,  
409 transaction or arrangement.  
410  
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412 **ARTICLE X**

413 **Limitation of Trustees’ and Officers’ Liabilities; Indemnification**

414  
415 **1. Limitation of Liability**  
416

417 To the fullest extent permitted by Pennsylvania law, a Trustee or officer of the Foundation shall not be  
418 personally liable to the Foundation or others for monetary damages for any action taken or any failure  
419 to take any action, unless the Trustee or officer has breached or failed to perform the duties of his or  
420 her office and such breach or failure constitutes self-dealing, willful misconduct or recklessness. The  
421 provisions of this section shall not apply with respect to the responsibility or liability of a Trustee or

422 officer under any criminal statute or the liability of a Trustee or officer for the payment of taxes  
423 pursuant to local, state or federal law.

424

425 **2. Indemnification**

426

427 A. The Foundation shall indemnify any person who was or is a party or is threatened to be  
428 made a party to any threatened, pending or completed action, suit or proceeding,  
429 whether civil, criminal, administrative or investigative, by reason of the fact that such  
430 person is or was a Trustee, officer, employee or agent of the Foundation, or is or was  
431 serving, at the request of the Foundation, as Trustee, officer, employee or agent of  
432 another corporation, partnership, joint venture, trust or other enterprise, against  
433 expenses (including attorneys' fees), amounts paid in settlement, judgments, and fines  
434 actually and reasonably incurred by such person in connection with such action, suit or  
435 proceeding, provided, however that no indemnification shall be made in any case where  
436 the act or failure to act giving rise to the claim for indemnification is determined by a  
437 court to have constituted willful misconduct or recklessness.

438

439 B. Expenses (including attorneys' fees) incurred in defending a civil or criminal action, suit,  
440 or proceeding shall be paid by the Foundation in advance of the final disposition of such  
441 action, suit, or proceeding, upon receipt of an undertaking by or on behalf of the  
442 Trustee, officer, employee, or agent to repay such amount if it shall be ultimately  
443 determined that he or she is not entitled to be indemnified by the Foundation as  
444 authorized in this Article X.

445

446 C. The indemnification and advancement of expenses provided by this Article X shall not be  
447 deemed exclusive of any other right to which persons seeking indemnification and  
448 advancement of expenses may be entitled under any agreement, vote of the Trustees,  
449 or otherwise, both as to actions in such persons' official capacity and as to their actions  
450 in another capacity while holding office, and shall continue as to a person who has  
451 ceased to be a Trustee, officer, employee, or agent and shall inure to the benefit of the  
452 heirs, executors, and administrators of any such person.

453

454 D. The Foundation may purchase and maintain insurance on behalf of any person, may  
455 enter into contracts of indemnification with any person, and may create a fund of any  
456 nature which may, but need not be, under the control of a trustee for the benefit of any  
457 person, and may otherwise secure, in any manner, its obligations with respect to  
458 indemnification and advancement of expenses, whether arising under this Article X or  
459 otherwise, whether or not the Foundation would have the power to indemnify such  
460 person against such liability under the provisions of this Article X.

461

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**ARTICLE XI**  
**Amendments**

464

465

466 The terms of this Declaration of Trust may be amended from time to time by the Trustees, acting  
467 pursuant to a Resolution of the Board of Directors of the Allegheny County Medical Society. All  
468 proposed amendments for this Foundation shall be presented to the Board of Directors of the Allegheny  
469 County Medical Society in writing at least one week before a stated meeting. Approval by a majority of

470 the members of the Board of Directors at two successive meetings will authorize such changes by the  
471 Trustees; however, no amendment may violate the requirements that (a) the principle and income of  
472 the Trust Fund must be used for such charitable, scientific, literary and educational purposes as may be  
473 specified in the instrument of gift; or (b) in the absence of such direction, for such charitable, scientific,  
474 literary and educational purposes as may be deemed appropriate by the Board of Directors of the  
475 Allegheny County Medical Society; and (c) the Declaration shall not be amended in such manner that the  
476 Foundation will cease to be tax-exempt under Section 501(c)3 of the Internal Revenue Code of 1986, as  
477 amended, and any amendments thereto or substitutes therefore.  
478  
479

480 **ARTICLE XII**  
481 **Dissolution**  
482

483 Upon the dissolution of the Foundation, the Trustees of the Foundation, after paying or making  
484 provisions for the payment of all of the liabilities and obligations of the Foundation, shall distribute all of  
485 the assets of the Foundation to such organization or organizations organized and operated exclusively  
486 for charitable, educational, literary or scientific purposes as shall at the time qualify as an organization  
487 or organizations exempt under Section 501(a) and described in Section 501(c)3 of the Internal Revenue  
488 Code of 1986, as amended, as the Trustees of the Foundation shall determine, or to the federal  
489 government or a state or local government for a public purpose. No portion of the assets shall inure to  
490 the benefit of any Trustee or officer of the Foundation, any other private person, or any enterprise  
491 organized for profit.

492 IN WITNESS WHEREOF, the ALLEGHENY COUNTY MEDICAL SOCIETY has caused its common and  
493 corporate seal to be affixed to these presents by the hand of its President, and the same to be duly  
494 attested by its secretary this 6<sup>th</sup> day of December 2022.

495 DocuSigned by:  
496 *Peter Ellis*  
497 FEB0B9A8500D44E...  
498 President 2022 1/4/2023  
499

DocuSigned by:  
*[Signature]*  
07F20D347C704DE...  
Secretary, 2022 1/4/2023

500 AMENDED DECEMBER, 2022, supersedes:  
501 AMENDED: SEPTEMBER 16, 2014  
502 AMENDED: DECEMBER 6, 2011  
503 AMENDED: MARCH 4, 1980  
504 AMENDED: JUNE 15, 1964  
505  
506