



**PENNSYLVANIA OSTEOPATHIC
FAMILY PHYSICIANS SOCIETY**

BYLAWS

August 2022

BYLAWS OF THE
PENNSYLVANIA OSTEOPATHIC FAMILY PHYSICIANS SOCIETY

ARTICLE I - NAME

The name of this organization shall be the PENNSYLVANIA OSTEOPATHIC FAMILY PHYSICIANS SOCIETY (POFPS)

ARTICLE II - MISSION

The mission of POFPS shall be to be the leader for education, advocacy, practice enhancement and wellness for Osteopathic family physicians and our partner healthcare professions in Pennsylvania and the patients we serve.

ARTICLE III - MEMBERSHIP

Sec. 1. The membership shall consist of the following classes: Active, Associate, and Academic.

- (1) Active members shall be licensed osteopathic physicians who are engaged in family medicine. Active members are eligible to vote, hold office, hold committee appointments and they may be included in one of the following categories:
 - a. Osteopathic honorary membership may be conferred by the Board of Trustees on active members in good standing for 25 consecutive years immediately preceding, and who have rendered outstanding services to the POFPS. This honor shall be conferred by the Board of Trustees on each President upon conclusion of the term of office. These members shall pay no dues and shall be deemed to have the privileges of active members.
 - b. Life membership may be granted by the Board of Trustees to any active member who has reached the age of 70 years, and who has been a member in good standing for 25 consecutive years immediately preceding. The membership committee may recommend waiver of these requirements on individual consideration. Life members shall not pay dues or assessments. Life members shall be deemed and have the privileges of active members.
 - c. Retired membership may be granted by the Board of Trustees to active members in good standing in this organization who, because of age or through disability, have discontinued practice. These members shall have the same privileges as active members.
- (2) Associate members shall be those whose professional activities involve specialized cooperation with family physicians, such as pathologists, surgeons or the like, or who contribute to some phase of the special field of family medicine such as teachers and research workers in scientific fields, or others interested in supporting this organization and its objectives. Associate members may not vote or hold office.
- (3) Academic members shall be students, interns, residents or post-doctoral preceptees. Academic members may not vote in the general membership of annual business meeting or hold office.

Academic members shall be entitled to serve as committee members and may serve as board members in accordance with Article VI.

ARTICLE IV - DUES AND ASSESSMENTS

- Sec. 1. The dues and assessments of this organization shall be paid annually to the treasurer before the end of the **60th day** of the fiscal year in the amount determined as per Section 6.
- Sec. 2. The fiscal year shall be the calendar year – January 1 - December 31.
- Sec. 3. Annual dues shall accompany application for membership.
- Sec. 4. Dues must be received in accordance with Section 1 or membership privileges shall be suspended. A suspended member may be reinstated if he/she, prior to close of the year of suspension, pays the current years dues and assessments. Non-payment of dues and assessments for one year or more shall require the suspended member to make formal application for membership; and annual dues shall accompany the application for membership.
- Sec. 5. The Board of Trustees shall levy assessments as deemed necessary, provided that the total assessments in one year shall not exceed the annual dues.
- Sec. 6. Dues amounts will be set by a majority vote of the general membership at the annual meeting. Changes in the dues amount shall be recommended by vote of the Board of Trustees, and submitted to the general membership at the annual business meeting. A majority of the voting members in attendance to act on dues changes.

ARTICLE V - OFFICERS AND THEIR DUTIES

- Sec. 1. The Board of Trustees shall be elected officers, the immediate past president and the sixteen trustees. Elections for Trustees shall be held in alternating even years. Trustees shall be elected for staggered terms, with six being elected for four (4) years and, two years later, the remaining 6 members being elected for four (4) years. The Board shall seek recommendations from family physicians in Delaware and Maryland; and, from those recommendations, shall elect one (1) Trustee from Delaware and one (1) Trustee from Maryland, each to serve on the Board for a two (2) year term. In addition, the Board shall elect (1) resident for a one (1) year term and (1) medical student for a (1) year term
- (1) Each Trustee shall have 1 vote on business before the Board of Trustees that shall not be delegated or assigned to any other person.
 - (2) Nothing shall prohibit members of Delaware or Maryland from becoming an officer.
- Sec. 2. The president shall not be eligible to succeed himself/herself.
- Sec. 3 The President shall:
- (1) Preside at all meetings of the Board of Trustees and of the membership meeting as a body.

- (2) Execute contracts and documents on behalf of the POFPS, subject to approval by the Board of Trustees.
- (3) Exercise a general supervision of the business and affairs and of the property of this organization.
- (4) Procure legal counsel upon advice of the Board of Trustees.
- (5) Automatically remain on the Board of Trustees for two years following the expiration of HIS/HER tenure as president.
- (6) Be an ex-officio member of all committees without vote.
- (7) Discharge such other duties as may be required of him/her by the Board of Trustees, the Membership and these Bylaws.
- (8) Present a general report on the affairs of the POFPS at each of its annual business meetings.
- (9) Appoint all committees and their chairs, with the approval of the Board of Trustees.

Sec. 4. The Vice President shall:

- (1) Perform the duties of the president at such times as the president shall be unable to act.
- (2) Perform such duties as are assigned to him/her by the president or Board of Trustees.
- (3) Automatically succeed to the presidency upon expiration of the president's term of office.

Sec. 5. The Secretary-Treasurer shall:

- (1) Record and keep on file the minutes of the stated and called meetings on the Board of Trustees and of the membership.
- (2) Be custodian of the permanent files of the organization except those assigned to other officers or committee chairs.
- (3) Notify all candidates of their election to membership.
- (4) Maintain a complete, current file of candidates and members.
- (5) Send out all notices required by the president or the Board of Trustees.
- (6) Attend to the general correspondence of the organization at the president's direction.
- (7) Receive and record all money and other assets and all amounts paid or incurred for the organization.

- (8) Have the treasurer's books audited upon request of the Board of Trustees.
- (9) Disburse funds and provide the president with a biannual summary of all funds disbursed.
- (10) File such reports or forms as may be required by governmental agencies.

ARTICLE VI - THE BOARD OF TRUSTEES

Sec. 1. The Board of Trustees shall be elected officers, the immediate past president and the twelve trustees, in accordance with Article V, Section 1.

Sec. 2. A simple majority of the full Board of Trustees shall be a quorum.

- (1) Members of the Board of Trustees shall attend 50% of the Board meetings every two years, unless valid excuse is granted by the President.
- (2) Members cannot serve on POFPS and POMA Boards concurrently.

Sec. 3. The Board of Trustees shall:

- (1) Meet during the annual business meeting and at such other times and places as may be called by the president.
- (2) Upon written request of any five members of the Board to the president, the president shall call such special meeting within 10 days of the request.
- (3) Require the secretary to submit a written report at the annual business meeting of the business transacted by the Board.
- (4) Act upon recommendations of all committees and any other recommendation from the general membership.
- (5) Fill vacancies in the Board of Trustees and Officers by a majority of the remaining Board (though less than a quorum); any person so appointed shall hold office until HIS/HER successor is elected at the next annual business meeting. In the event that the office of president becomes vacant and the vice president assumes the duties of the office of president, the office of vice president shall then be declared vacant. In the event of a vacancy in the office of vice president, said vacancy shall be filled as provided in Article 8, Section 5.
- (6) Elect, by a two-thirds of present voting members, applicants to membership in the various classes of membership of the organization.
- (7) Shall be solely responsible for the employment and tenure of a Chief Staff Officer.

- a. The Chief Staff Officer shall be responsible for detailed minutes at all meetings of the Association and shall submit a copy of minutes for approval to Secretary/Treasurer prior to the next meeting.
- b. The Chief Staff Officer shall issue credentials to the delegates in order that they may be seated in the ACOFP Congress of Delegates.
- c. The Chief Staff Officer shall serve as Executive Editor of all POFPS publications
- d. Before taking office, the Chief Staff Officer shall agree to execute all tasks stated in an association management or employment agreement to provide association management services for the organization.
- e. The Chief Staff Officer shall be an Ex-officio on the Board and all committees without vote.

Sec. 4. Removal and Termination Procedure

- (1) Any Trustee may resign at any time by giving written notice to the Board of Trustees. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified and, unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective.
- (2) Any member of the Board of Trustees, may be removed from office for either gross misconduct or gross negligence in office by a two thirds majority vote of the Board of Trustees present and eligible to vote. When removal of a trustee is sought, such trustee shall not participate in the vote for removal. Proceedings to remove a trustee shall be commenced by the filing with the Secretary/Treasurer (or, if the removal of the Secretary-Treasurer is sought, the Immediate Past President) a petition for removal. The matter shall be considered by the Board of Trustees at a special meeting called by the President (or, if the removal of the President is sought, the Vice President) at least 30 days after the filling. The trustee sought to be removed shall be sent a copy of the petition for removal and shall be given an opportunity to defend himself or herself.
- (3) A vacancy in the position of any trustees, because of death, resignation, removal, disqualification or any other cause shall be filled by a majority vote of the remaining members of the Board of Trustees present and voting, though not less than a quorum, at any regular or special meeting. Each person so elected shall serve for the balance of the unexpired term.

ARTICLE VII - STANDING COMMITTEES AND THEIR DUTIES

Sec. 1. The Board of Trustees may create such committees, ad-hoc workgroups, task forces, etc., as the board determines is necessary to support the business of the organization. Appointments to such groups will be the purview of the President.

Sec. 2. Standing committees shall be Executive, Bylaws, Membership, Education, Finance and Nominating.

Sec. 3. The Executive Committee shall:

- (1) Be composed of the elected officers of the organization: President, Vice President, Secretary/Treasurer and Immediate Past President.
- (2) Provide general supervision of the affairs of the organization between meetings of the Board and is authorized to take action when action must be taken prior to the next meeting of the Board.
- (3) Be permitted to make financial decisions subject to limits on the authorization of spending. These limits shall be set by and subject to review by the Board.
- (4) All actions of the Executive Committee are subject to the approval of the Board.

Sec. 4. The Bylaws Committee shall:

- (1) Meet to consider any changes to the bylaws and make recommendations to the Board of Trustees in accordance with Title XII.

Sec. 5. The Membership Committee shall:

- (1) Stimulate increased membership in this organization.
- (2) Receive applications for membership and present same, with credentials, to the secretary. Applications shall be made on standard forms supplied by this organization.
- (3) Further the aims and purposes of the POFPS by encouraging good public relations.
- (4) Aid in establishing student chapters on the several campuses for those seeking the D.O. degree.
- (5) Communicate with the national osteopathic organizations about improvement of public relations in the interest of the osteopathic family physician.

Sec. 6. The Education Committee shall:

- (1) Arrange and stimulate interest in courses of postgraduate education programs and seminars in conjunction with osteopathic Family Medicine Programs.
- (2) Aid in placing graduate students in Accreditation Council for Graduate Medical Education (ACGME) family medicine residencies with osteopathic recognition.
- (3) Cooperate with family medicine residencies, colleges, the American College of Osteopathic Family Physicians, the American Osteopathic Association and the Pennsylvania Osteopathic Medical Association in developing preceptor programs.
- (4) Support the undergraduate activities in osteopathic family medicine at osteopathic medical schools/colleges, as related to family medicine.

- (5) Be responsible for the annual CME symposium.

Sec. 7. The Nominating Committee shall:

- (1) Prepare a slate of recommended nominees for board positions that become vacant at the next annual meeting of the organization.
- (2) Be composed of five to seven members appointed by the incoming President at the annual business meeting with the approval of the Board of Trustees

Sec. 8. The Finance Committee:

- (1) The Treasurer is the chair of the Finance Committee which includes four to six other members.
- (2) The Finance Committee is responsible for developing and reviewing fiscal procedures and the annual budget with staff and other board members. The Board must approve the budget and all expenditures must be within the budget. Any major change in the budget must be approved by the Board of Trustees.
- (3) Annual reports are required to be submitted to the board showing income, expenditures and provide a comparison to budget.

ARTICLE VIII - NOMINATIONS AND ELECTIONS

Sec. 1. The Nominating Committee shall:

- (1) Present at the next annual business meeting, a slate of at least one qualified nominee for each office, and each expired or expired term open on the Board of Trustees.
- (2) Obtain the consent of each nominee before presenting his/her name.

Sec. 2. Immediately following the report of the Nominating Committee, nominations shall be opened from the floor.

- (1) Consent of nominee must be obtained before his/her name is presented, and a list of his/her qualifications must be given.

Sec. 3. A majority vote of all qualified members in attendance at the annual business meeting shall be required for election of any officer.

Sec. 4. In the event of a vacancy in the office of vice president, the Nominations Committee shall present a nominee for that office. The vice president shall be elected, according to the rules of election stated in the Bylaws, before the nominations of officers for the ensuing year in order.

Sec. 5. On even numbered years, nominations and elections, the membership, shall elect by voice or ballot:

- (1) Vice president and secretary-treasurer for a 2-year term.
- (2) Six (6) trustees each, for a four-year term or remaining terms if there is a vacancy.

Sec. 6. Elected officers and the trustees shall assume their duties immediately following the annual business meeting at which each is elected.

Sec. 7. Term Limit. Trustees shall be limited to serving 12 consecutive years followed by a mandatory hiatus of at least 2 years before eligibility of re-election. The 12 years shall not count against a trustee seeking an officer position.

ARTICLE IX - ANNUAL CME SYMPOSIUM

Sec. 1. The annual CME Symposium shall be held at a time and place designated by the Board of Trustees. It shall include the business sessions, educational programs and social events.

ARTICLE X - ANNUAL BUSINESS MEETING

Sec. 1. The Annual Business meeting shall be held during the POFPS CME Symposium.

ARTICLE XI- PARLIAMENTARY AUTHORITY

Sec. 1. ROBERTS RULES OF ORDER REVISED shall govern all proceedings of this organization not provided for in these Bylaws.

ARTICLE XII. - AMENDMENTS

Sec. 1. These Bylaws may be amended by a two-thirds vote of the members present at the Annual Business meeting, provided that all members have been notified of the amendments at least 30 days before the meeting at which they are to be voted upon.

Sec. 2. All amendments and any revision of the Bylaws of this organization shall be subject to the approval of the Board of Trustees.

ARTICLE XIV – DISSOLUTION

Sec. 1. Upon termination or dissolution of the POFPS according to the nonprofit governing statutes of the State of Pennsylvania, any assets remaining shall be distributed to American College of Osteopathic Family Physicians Foundation, an education and research foundation recognized as a 501(c)(3) organization by the Internal Revenue Service.

DATE _____

PRESIDENT

SECRETARY-TREASURER