



Metropolitan Philadelphia Chapter

American College of Surgeons

BYLAWS

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ARTICLE I
Name and Purpose

Section 1. Name. The corporation shall be known as the Metropolitan Philadelphia Chapter of the American College of Surgeons (hereinafter referred to as the “Chapter”).

Section 2. Purpose: The objectives of the Chapter shall be:

1. To be responsible for and endeavor to attain within Metropolitan Philadelphia the objectives of the American College of Surgeons. These include elevating the standards of surgery, establishing a standard of competency and character for practitioners of surgery, providing a method of granting membership in the organization, educating the public and the profession to understand that the practice of surgery calls for special training and that the surgeon elected to Fellowship in this college has had such training and is properly qualified to practice surgery.
2. To provide for close fellowship of its members in uniting their efforts to improve the quality of care for the surgical patient.
3. To stimulate interest in becoming a Fellow of the American College of Surgeons among surgical residents and young surgeons.
4. To offer the assistance of their Fellows to professional and civic groups concerned with the help of the community.
5. To provide a medium through which surgical experiences may be presented and to provide a meeting ground for all surgical specialties.

ARTICLE II
Members

Section 1. Classes of Members: The Chapter shall have seven (7) classes of members: active, associate, affiliate, resident, medical student, senior and retired. The qualification for membership in the respective classes is as follows:

- (a) Active Members: Active members shall be Fellows of the American College of Surgeons (FACS) residing or practicing in metropolitan Philadelphia, apply for membership in the Chapter and agree to comply with its bylaws and payment of annual dues.
- (b) Associate Members: Associate members shall be members of the American College of Surgeons, graduates of an accredited allopathic or osteopathic medical school in the United States, Canada, or international country, have completed residency training, apply for membership in the Chapter and agree to comply with its bylaws and payment of annual dues. Associate Fellows have not yet applied for Fellowship in the American College of Surgeons.
- (c) Affiliate Members: Affiliate members shall be members of the American College of Surgeons, apply for membership in the Chapter and agree to comply with its bylaws and payment of annual dues. Affiliate membership will include members of the surgical team

staff (non-surgeon physicians, PhDs, surgical and physician assistants, registered nurses, office managers, data registrars, medical association personnel, or residency program coordinators).

- (d) Resident Members: Resident members shall be members of the American College of Surgeons, graduates of an accredited allopathic or osteopathic medical school in the United States, Canada, or international country, currently enrolled in an accredited training program focused on one of the 13 surgical specialties, as well as those who have completed an initial residency and are currently involved in surgical research or a surgical fellowship, apply for membership in the Chapter and agree to comply with its bylaws and payment of annual dues.
- (e) Medical Students: Medical students shall be currently enrolled in an accredited allopathic or osteopathic medical school in metropolitan Philadelphia, members of the American College of Surgeons, apply for membership in the Chapter and agree to comply with its bylaws. Membership will expire upon graduation from medical school. A Medical Student may transfer their membership to Resident Member status when entering an approved surgical residency program.
- (f) Senior Members: Senior members shall be Fellows of the American College of Surgeons residing in metropolitan Philadelphia, reached the age of 72, actively practicing either full or part-time, and have been an active member of the Chapter for a period of five (5) consecutive years with no delinquency in payment of dues. Fellows must submit a request to the Chapter Council for an adjustment of dues
- (g) Retired Members: Retired members shall be Fellows of the American College of Surgeons residing in metropolitan Philadelphia who are not gainfully employed and are retired from active practice and have been an active member of the Chapter for a period of five (5) consecutive years with no delinquency in payment of dues. Fellows who wish to continue as members of the Chapter must submit a request to the Chapter Council prior to retiring for an adjustment of dues category and waiver of dues payment.

An application procedure for obtaining membership shall be established by the Council.

Section 2. Election of Members All Active, Associate, Affiliate, Resident, and Medical Student members who have already been approved for membership in the American College of Surgeons and are practicing or residing in metropolitan Philadelphia shall, upon application and payment of dues, be considered a member of the Metropolitan Philadelphia Chapter, American College of Surgeons. Medical Student members are not required to pay dues. Senior Members, upon approval of change in status by Council, are required to pay reduced due as established by the Council and Senior/Retired Members upon approval of change in status by Council will not be required to pay dues.

Section 3. Voting and Office Holding Rights Only Active members of the Chapter shall be eligible to vote and hold office in the Chapter. Associate members shall be eligible to serve on Chapter committees and task forces. Resident and Medical Student members may serve on a committee, but not as Chair of the committee, and may not vote or hold elective office.

Section 4. Termination of Membership Membership in the Chapter shall terminate:

- (a) Upon receipt of the written resignation of a member;
- (b) Upon the failure of a member to pay dues for a period of one year. Prior to termination, member shall be notified in writing of such delinquency;
- (c) Upon notification that member has ceased membership with the College due to failure to pay dues;
- (d) In the case of an Active member, when such member shall cease to be a Fellow of the College, and in the case of a Resident member, when such member shall cease to be a member of the Resident of the College.

Section 5. Reinstatement of Membership A member whose membership in the Chapter has been terminated due to nonpayment of dues, may be reinstated upon payment in full of such dues owing to the Chapter. If a member was terminated due to nonpayment of dues to the College, member may be reinstated upon reinstatement as a member of the College. Reinstatement shall be by action of the Council.

ARTICLE III Meetings of Members

Section 1. Annual Meeting An annual meeting of the members of the Chapter shall be held in the month of May in each year at a location within or without the Commonwealth of Pennsylvania to be determined by the Council. The purpose of the annual meeting shall be election of officers and Councilors and for the transaction of such other business as may come before the meeting. If the annual meeting is not held during such month, the Council shall cause it to be held as soon thereafter as may be convenient.

Section 2. Special Meetings Special meetings of the members may be called at any time either by the president or by the Council, or by ten percent (10%) of the voting membership.

Section 3. Notice of Meeting Written or printed notice stating the place, day and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered to each member not less than ten (10) nor more than 45 days before the date of the meeting, either electronically, personally or by mail, by or at the direction of the president or the secretary or the officer or persons calling the meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail with postage thereon prepaid, addressed to the member at his address as it appears on the records of the Chapter.

Section 4. Quorum A majority of the voting members of the Chapter who are present shall constitute a quorum at any meeting of the members provided that if less than a quorum is present at said meeting a majority of those present may adjourn the meeting from time to time without further notice other than by announcement at the meeting at which such adjournment takes place.

Section 5. Manner of Acting The act of a majority of the voting members present in person at a duly

called meeting at which a quorum is present shall be the act of the members, unless the act of a greater number is required by statute, the Articles of Incorporation, or these bylaws.

- Section 6. Informal Action by Membership Any action required by statute, the Articles of Incorporation, or these bylaws, to be taken at a meeting of the members of the Chapter may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all the members entitled to vote with respect to the subject matter thereof.
- Section 7. Remote Participation The presence or participation, including voting and taking other action, at a meeting of the membership, by conference telephone or other electronic means, including without limitation the Internet, shall constitute the presence of, or vote or action by, the membership. Remote voting is at the discretion of the president and Council and must have a majority approval of the Council to proceed. A majority of the voting members of the Chapter who respond to the remote voting request by the expiration date shall constitute a quorum.

ARTICLE IV Council

- Section 1. General Powers Council shall manage the property and affairs of the Chapter.
- Section 2. Composition The voting members of the Metropolitan Philadelphia Chapter Council shall be the President, President-Elect, Secretary/Treasurer, and Immediate Past President, nine members elected at large, and the members of the ACS Board of Governors and/or Board of Regents practicing or residing in metropolitan Philadelphia. The Council shall also consist of three (3) most recent past presidents, other than the immediate Past President and other such ex-officio members as the Council shall hereinafter designate.
- Section 3. Annual Meeting The annual meeting of the Council shall be held without notice other than these bylaws immediately preceding, and at the same place, as the annual business meeting of the members.
- Section 4. Special Meetings Special meetings of the Council may be called by or at the request of the president or majority of voting members of the Council. The person or persons authorized to call special meetings of the Council may fix the place for holding any such special meetings.
- Section 5. Notice Written or printed notice of any special meeting of the Council shall state the place, day and hour of the meeting and the purpose or purposes for which the meeting is called. Such notice shall be given to each member of the Council at least ten (10) days before the date of the meeting, either delivered electronically, personally or mailed to each member of the Council at his/her address shown in the records of the Chapter. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage prepaid.

- Section 6. Attendance Council members shall attend all council regular and special meetings and committee meetings. Any absence must be reported to the President or to chapter staff prior to the scheduled meeting. If a member is absent for three consecutive meetings without prior notification the member's term will be deemed expired and a vacancy will occur.
- Section 7. Removal of Councilors Any Councilor may be removed from office with just cause or for failure to perform duties of the office. Removal shall be by two-thirds vote of the Council members present at a special meeting of the Council called for that purpose. Such removal shall be effective immediately.
- Section 8. Quorum A majority of the voting members of the Council shall constitute a quorum for the transaction of business at any meeting of the Council, provided that if less than a majority of the members is present at any meeting, a majority of the members of the Council present may adjourn the meeting to another time without further notice other than by adjournment at the meeting at which such adjournment takes place.
- Section 9. Manner of Acting The act of a majority of the members of the Council present at a duly called meeting at which a quorum is present shall be the act of the Council, unless the act of a greater number is required by statute, the Articles of Incorporation or these bylaws.
- Section 10. Informal Action of the Council Any action which is required by law or the Articles of Incorporation or these bylaws to be taken at a meeting of the Council, or any other action which may be taken at a meeting of the Council, may be taken without a meeting if a consent in writing, setting forth the action taken, shall be signed by all of the members of the Council entitled to vote with respect to the subject matter thereof. Any such consent signed by all of the members of the Council shall have the same force and effect as a unanimous vote at a duly called and constituted meeting of the Council.
- Section 11. Remote Participation The presence or participation, including voting and taking other action, at a meeting of Council, by conference telephone or other electronic means, including without limitation the Internet, shall constitute the presence of, or vote or action by, the Council. A majority of voting members of the Council who respond to the electronic voting request by the expiration date shall constitute a quorum.

ARTICLE V

Officers

- Section 1. Officers The officers of the Chapter shall consist of a president, a president-elect, and Secretary/Treasurer.
- Section 2. Election and Term of Office of President, President-Elect, and Secretary/Treasurer The president, president-elect, and Secretary/Treasurer of the Chapter shall be elected annually by

the members at their annual meeting. If the election of such officers shall not be held at such meeting, such election shall be held as soon thereafter as may be convenient. Each such officer shall hold office until the next annual meeting of the members and until his or her successor shall have been duly elected and qualified. The president, president-elect, and Secretary/Treasurer shall be eligible for re-election for a second consecutive term.

Section 3. Election and Term of Office of the Councilors Councilors of the Chapter shall be elected by the members at the annual meeting of the members. At the first annual meeting of the Chapter, nine Councilors shall be elected as follows: three to serve for a term of three years, three to serve for a term of two years, and three to serve for a term of one year. To maintain this rotation at each annual meeting thereafter, one Councilor shall be elected for a three-year term to replace each retiring member.

Section 4. Removal of Officers Any officer may be removed from office with just cause for failure to perform duties of the office. Removal shall be by two-thirds vote of the Council members present at a special meeting of the Council called for that purpose. Such removal shall be effective immediately.

Section 5. Vacancies A vacancy in any office, including the office of Councilor, may be filled by action of the members of the Council at any meeting of the Council. The individual so appointed to fill a vacancy shall serve for the unexpired term of his predecessor in office.

ARTICLE VI **Duties of Officers**

Section 1. President The president shall be the principal executive officer of the Chapter and shall in general supervise and direct all business and affairs of the Chapter, subject to the direction and control of the Council. The president shall preside at all meetings of the members and of the Council. The president shall appoint the members of all special and standing committees of the Chapter, except as otherwise provided by these bylaws.

Section 2. President-Elect. The president-elect shall assist the president in the discharge of the duties of the president as the president may direct and shall perform such other duties as from time to time may be assigned by the president or the Council. In the absence of the president or in the event of the president's inability or refusal to act, the president-elect shall perform the duties of the president and when so acting shall have all the powers of, and be subject to, all of the restrictions upon the president.

Section 3. Secretary/Treasurer. Secretary/Treasurer shall be the principal accounting and financial officer of the Chapter and shall have charge of and be responsible for the maintenance of adequate books of account for the Chapter. The Secretary/Treasurer shall have charge and custody of all funds and securities of the Council and be responsible therefore, and for the receipt and disbursement thereof, shall deposit all funds and securities of the Chapter in such banks, trust

companies or other depositories as shall be selected by the Council; and shall in general perform all of the duties customarily incident to the office of the Secretary/Treasurer and such other duties as from time to time may be assigned by the president or the Council. The Secretary/Treasurer shall have charge of the membership book of the Chapter, shall prepare before each meeting an alphabetical listing of all the voting members, shall keep minutes of the meetings of the members and of the Council in one or more books maintained for the purpose, shall see that all notices are duly given in accordance with statutes, the Articles of Incorporation and these bylaws. The Secretary/Treasurer shall be custodian of the Chapter's records and seal, shall keep a record of the mailing address of each member of the Chapter, shall maintain a current roster of all Fellows of the College within metropolitan Philadelphia, including those who are not members of the Chapter, and in general shall perform all duties customarily incident to the office of Secretary/Treasurer and such other duties as from time to time may be assigned by the president or the Council.

The Council may choose to engage the services of an individual or association management company for the purpose of fulfilling the accounting, financial and membership responsibilities and performing all the duties customarily incident to the office of Secretary/Treasurer, under the direction of the Secretary/Treasurer and Council.

ARTICLE VII **Committees/Task Forces**

- Section 1. Establishment and Composition Committees and/or Task Forces may be established by resolution of the Council adopted at any duly called and constituted meeting. The size, purposes and powers of any such committee and/or task force shall be provided in such resolution. Except as otherwise provided in such resolution, the president of the Chapter shall appoint the members of each such committee and/or task force. Any member of any committee and/or task force may be removed by the president, whenever, in his/her judgment the best interests of the Chapter shall be served by such removal. A member of Council is to serve as ex-officio liaison member of each committee and/or task force.
- Section 2. Term of Office Each member of a committee and/or task force shall continue as such until the next annual meeting of the Council and until his/her successor is appointed or until such member's death, resignation or removal, or until the committee and/or task force shall be terminated.
- Section 3. Chair One member of each committee and/or task force shall be appointed chair of the committee by the president of the Chapter.
- Section 4. Vacancies A vacancy in the membership of any committee and/or task force shall be filled by appointments made by the president.

Section 5. Quorum and Manner of Acting Unless otherwise provided in the resolution of the Council establishing a committee and/or task force, a majority of the whole committee and/or task force shall constitute a quorum, and the act of a majority of the members present at a duly called meeting at which a quorum is present shall be the act of the committee and/or task force.

Section 6. Remote Participation The presence or participation, including voting and taking other action, at a meeting of a committee or task force, by conference telephone or other electronic means, including without limitation the Internet, shall constitute the presence of, or vote or action by, the committee or task force. A majority of members of the committee or task force who respond to the electronic voting request by the expiration date shall constitute a quorum.

ARTICLE VIII

Fiscal Year

The fiscal year of the Chapter shall begin on the first day of January and end on the last day of December of each calendar year.

ARTICLE IX

Dues

Annual dues shall be set by the Council at its annual meeting. Additional assessments may be made by the Council at any annual or special meeting.

ARTICLE X

Rules of Procedure

Except as otherwise provided by statute, the Articles of Incorporation, or these bylaws, questions of procedure regarding the affairs of this Chapter, including the conduct of meetings of the members, the Council and committees and/or task forces, shall be governed by the then current edition of Sturgis Standard Code of Parliamentary Procedure.

ARTICLE XI

American College of Surgeons

The Chapter is a legal entity, separate and distinct from the American College of Surgeons. The American College of Surgeons is no liable for any debts or obligations of the Chapter nor is the Chapter liable for debts or obligations of the American College of Surgeons.

Neither the Chapter nor any of its officers, or members, is authorized to represent or in any way bind the American College of Surgeons nor will any of them in any way hold themselves out as being so authorized.

ARTICLE XII **Indemnification**

To the full extent permitted by law, unless due to the individual's gross negligence or willful misconduct, the Chapter may indemnify any and all of its Councilors, officers or committee and task force members, and every former Councilor, officer or committee and task force member, for certain expenses and other amounts paid in connection with legal proceedings in which any such person becomes involved by reason of serving in any such capacity with or for the Chapter. The Chapter shall purchase and maintain insurance on behalf of any or all of its Councilors, officers or committee and task force members against any liability asserted against any such person, and incurred in any such capacity, whether or not the Chapter would have the power to indemnify them against such liability under the provisions of this Article or otherwise.

ARTICLE XIII **Amendments**

These bylaws may be altered, amended or repealed and new bylaws may be adopted by a majority vote of the voting members present at the annual meeting of the Chapter, provided that written notice of the proposed change or changes shall have been given to each voting member in accordance with the requirements set forth in Article III. All bylaw amendments shall be submitted to the Board of Regents of the American College of Surgeons for its approval. Disapproval by the Board of Regents shall render such amendment null and void.

ARTICLE XIV **Dissolution**

Section 1. Dissolution The Chapter shall dissolve, and its affairs shall be wound up, upon the unanimous affirmative vote, consent, or agreement of members holding active memberships in the Chapter.

Section 2. Procedure Upon dissolution of the Chapter, the president and secretary/treasurer shall proceed diligently to wind up the affairs of the Chapter and make final distributions as provided herein. The cost of dissolution shall be borne as a Chapter expense.

- A. As promptly as possible, the president and secretary/treasurer shall cause a proper accounting to be made by a recognized firm of certified public accountants of the Chapter's assets, liabilities, and operations through the last day of the calendar month in which the dissolution occurs.

- B. The Chapter shall first pay, satisfy, or discharge from Chapter funds all debts, liabilities, and obligations of the Chapter to its creditors (including, without limitation, all expenses incurred during dissolution) or otherwise make adequate provisions for payment and discharge, including, without limitation, the establishment of a cash escrow fund for contingent liabilities in such amount and for such term as may reasonably be determined.
- C. After all payments required by subsection (B) have been made, any remaining assets of the Chapter shall be distributed to the ACS Foundation, designated for the Pennsylvania State Fund.

Section 3. Certificate of Termination Upon completion of the dissolution of the Chapter assets as provided herein, the Chapter shall be considered dissolved and the president and/or secretary/treasurer shall file a certificate of termination with the Department of State of the Commonwealth of Pennsylvania and shall take such other actions as may be necessary to terminate the existence of the Chapter.

Section 4. The Council may choose to engage the services of an individual or association management company for the purpose of fulfilling and performing all the duties customarily incident to the dissolution of the Chapter, under the direction of the president and secretary/treasurer.