

PMDA
The Pennsylvania Society for Post-Acute and Long-Term Care Medicine
Constitution and Bylaws

ARTICLE I Name & Location

Section 1. Name: This Association shall be known as "The Pennsylvania Society for Post-Acute and Long-Term Care Medicine," hereinafter referred to as PMDA.

Section 2. Offices: The principal office of the corporation in the State of Pennsylvania shall be located in Dauphin County, Pennsylvania. The corporation may have such other offices, either within or without the State of Pennsylvania, as the business of the corporation may require from time to time.

The registered office of the corporation required by the General Not for Profit Corporation law of Pennsylvania, to be maintained in the State of Pennsylvania may be, but need not be, identical with the principal office in the State of Pennsylvania, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE II Objectives

The objectives of the Association shall be:

1. To promote excellence in medical care for patients of all ages in nursing homes and other long term care settings.
2. To promote peer education among medical directors, advanced practitioners, attending, referring, and consulting physicians on nursing home staffs and in long term care settings.
3. To assist non-medical providers, consultants, nursing home staff and regulatory agencies in maintaining high standards of patient care.
4. To assist family and lay understanding, acceptance, and assistance for patients in long term care.
5. To establish and promote educational programs for maintaining a high standard of professional care in long term care institutions.
6. To act as liaison with other professional organizations and individuals to promote quality patient care.
7. To promote the enactment of laws, regulations and payment systems to accomplish these objectives.

ARTICLE III Membership

Section 1. Classes of Membership: There shall be six classes of membership.

Individual Membership: Membership may be granted to any physician, consulting pharmacist, nurse practitioner or physician assistant licensed in Pennsylvania whose professional medical services are provided in part within long term care facilities or other long term care settings licensed in Pennsylvania. They may attend meetings, enter into discussion, express opinions and serve on committees. They shall also be entitled to vote in matters concerning the business of the Association and shall be eligible to hold office

Affiliate Membership: Other non-physicians, physicians-in-training, or fellows interested in long-term care medicine are eligible for affiliate membership. They may attend meetings, enter into discussion, express opinions, and serve on committees. They shall not be entitled to vote in matters concerning the business of the Association nor shall they be eligible to hold office.

Honorary Membership: Individual honorary membership may be conferred by the PMDA Board of Directors on individuals who have rendered distinguished service to the health care field or to PMDA. They may attend meetings, enter into discussions, express opinions, and serve on committees. They shall not be entitled to vote in matters concerning the business of the Association nor shall they be eligible to hold office.

Corporate Membership: Corporate membership may be granted by the Board of Directors of PMDA to corporations or other public or private groups who have rendered distinguished service to the health care field or to PMDA. A representative of the corporate member may attend meetings, enter into discussions, express opinions, and serve on committees. The corporate representative shall not be entitled to vote in matters concerning the business of the Association nor shall the representative be eligible to hold office.

Long-Term Care Industry Partner Membership: The Long-Term Care Industry Partner Membership shall consist of the representatives from those companies that manufacture or provide products and/or services related to long-term care. They may attend meetings, enter into discussion, express opinions, and serve on committees. They are not eligible to vote on matters concerning the business of the Association nor shall they be eligible to hold office.

Emeritus Membership: Any individual member of PMDA who has ceased to engage in his or her particular field of medical endeavor, due to health, retirement or any other cause and who was a member of PMDA for a minimum of five years shall be eligible to transfer to emeritus membership status upon request to the PMDA office. He/she shall be carried upon the rolls of the association, but shall not be responsible to pay annual dues. They are not eligible to vote on matters concerning the business of the Association nor shall they be eligible to hold office.

Section 2. Size: There is no limit to the number of persons that may be members of this Association.

Section 3. Termination of Membership: An absolute majority of the Board of Directors may at any time, with or without cause, terminate or refuse to approve the membership of individual, affiliate, honorary, corporate, long-term care industry partner or emeritus member.

The membership of any individual shall lapse if he/she fails to pay any dues or assessments within 30 days following the summer board meeting or if he/she is no longer eligible for membership. Any individual whose membership has lapsed may become eligible for membership by paying the current year's dues.

ARTICLE IV Meetings

Section 1. Annual Business Meeting: The annual business meeting of the members shall be held at least once a year at a time and place designated by the Board of Directors for the transaction of such business as may come before the members and for the purpose of electing officers and directors. If the election of officers and directors shall not be held on the day designated for the annual business meeting, the Board of Directors shall cause the election to be held at a special meeting of the members as soon thereafter as conveniently may be arranged.

Section 2. Special Meetings: A special meeting of the members may be called by the President, by the Board of Directors or by not less than twenty (20) members of the corporation.

Section 3. Place of Meetings: The Board of Directors may designate any place, either within or without the state of Pennsylvania, as the place of meeting for any annual or special meeting. If no designation is made, or if a special meeting be otherwise called, the place of meeting shall be the registered office of the corporation in the State of Pennsylvania, except as otherwise provided in Section 5 of this Article.

Section 4. Notice of Meetings: 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 not less than five days before the date of the meeting, either personally, by email or by mail, by or at the direction of the President, or the Secretary or the officer or persons calling the meeting, to each member entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope addressed to the member at his address as it appears on the records of the corporation, with postage thereon prepaid.

Section 5. Quorum: Forty (40) voting members of the corporation, represented in person or by proxy, shall constitute a quorum at any meeting of the members; provided, that if less than a quorum of the voting members are represented at said meeting, a majority of the members so represented may adjourn the meeting, from time to time, without further notice, to a date not longer than ninety days, from the date originally set for such meeting.

Section 6. Proxies: At all meetings of members, a member may vote by proxy executed in writing by the member or by his duly authorized attorney-in-fact. Such proxy shall be filed with the Secretary of the Corporation before or at the time of the meeting. No proxy shall be valid after eleven months from the date of its execution, unless otherwise provided in the proxy.

Section 7. Rules of Order: Meetings of this association shall be governed by the latest edition of Roberts Rules of Order.

ARTICLE V Dues

Determination of Amount:

1. The rate of dues for each class of members shall be determined by a majority vote of the Board of Directors at its annual meeting and shall become effective as of January 1st of the ensuing year and shall remain in effect until changes provided in this article.

2. Annual dues from members shall be due and payable on January 1st for the ensuing year.
3. Members shall pay dues on an annual basis. Dues paid upon initial admission to membership shall be applied retroactively to January 1st of the calendar year in which they were paid.
4. An additional late fee set by the Board may be charged to any members paying their dues after thirty (30) days from the summer board meeting.
5. Dues shall not be charged to honorary or emeritus members.

ARTICLE VI Board of Directors

Section 1. General Powers: The business and affairs of the corporation shall be managed by its Board of Directors.

Section 2. Number, Election, and Term: The Board of Directors shall consist of eight at large members, the Immediate Past President and the Officers of the Board (the President, the President-Elect, the Secretary and Treasurer). Each Director will be elected for a three-year term and may be elected for no more than two terms in succession. If no qualified candidate is elected to a vacant position, the Executive Committee may appoint a Member to that position to serve that term, including those who have served two successive terms. The term of office for Directors shall commence January 1 of the year following their election and shall end December 31 of the third year of their term or upon the subsequent election of their successor.

Section 3. Regular Meetings: A meeting of the Board of Directors shall be held without other notice than this by-law, within one day before or after, and at the same place as, the annual meeting of members. The Board of Directors may provide, by resolution, the time and place, either within or without the Commonwealth of Pennsylvania, for the holding of additional regular meetings with notice of such resolution to all directors.

Section 4. Special Meetings: Special meetings of the Board of Directors may be called by or at the request of the President or any two directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place in the United States, either within or without the Commonwealth of Pennsylvania, as the place for holding any special meeting of the Board of Directors called by them; or may arrange for special meetings to be conducted by telecommunication conference service.

Section 5. Notice: Notice of any special meeting or conference call shall be given at least five days previously thereto by written notice delivered personally, emailed or mailed to each director at this business address, or by facsimile transmission provided, however, that if the designated meeting place is without the Commonwealth of Pennsylvania, an additional five days notice shall be given. 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 thereon prepaid. If notice be given by email or facsimile, such notice shall be deemed to be delivered at the time sent by email or facsimile machine. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting or the express purpose of objecting to the

transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

Section 6. Quorum: A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, provided that if less than a majority of the directors are present at said meeting, a majority of the directors present may adjourn the meeting without further notice.

Section 7. Manner of Acting: The act of the majority of the directors present at a meeting of the directors at which a quorum is present shall be the act of the Board of Directors.

Section 8. Vacancies: In case of the death or resignation or disqualification of one or more of the directors, a majority of the survivors or remaining directors may fill such vacancy or vacancies until the successor or successors are elected at the next annual business meeting of the members. At the next annual business meeting the members will then elect a director to fill the unexpected term of the deceased, disqualified, or resigned Director. At the discretion of the President, members may elect an eligible member to fill a vacant Director position by a mailed ballot, providing the candidate has been nominated by a Nominating Committee under Section 10 and not less than thirty (30) days notice of the election has been given to all voting members.

Section 9. Compensation: Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors, a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board of Directors; provided, that nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation therefore.

Section 10. Committees: The Board of Directors may, upon a Resolution adopted by a majority of the directors then in office, designate one or more committees consisting of two or more directors to exercise the authority of the Board of Directors in the management of the corporation.

ARTICLE VII Officers

Section 1. Number: The officers of the corporation shall be: President, President Elect, Treasurer, and Secretary. The offices of Secretary and Treasurer may be held by the same person. The Executive Committee shall be defined as the President, President-Elect, Past President, Treasurer and Secretary.

An officer shall be a member in good standing and shall be subject to all of the requirements specified in Article III, Section 1, for a member.

All officers and agents of the corporation, as between themselves and the corporation, shall have such authority and perform such duties in the management of the property and affairs of the corporation as may be provided in the by-laws, or, in the absence of such provision, as may be determined by resolution of the Board of Directors.

Section 2. Election and Term of Office: Each elected officer shall hold office for two years, commencing January 1 and ending December 31 of the next year or until his successor shall have been subsequently

duly elected or until his death or until he shall resign or have been removed in the manner hereinafter provided.

Election of the President-Elect, Secretary and Treasurer shall be by the general membership at an annual meeting.

Section 3. Removal: Any officer or agent hired or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Any officer elected by the regular members may be removed at any annual meeting or special meeting called for such purpose. The regular members will then elect a new officer to fill the unexpired term of any officer so removed.

Section 4. Vacancies: A vacancy in any office because of death, resignation, disqualification or otherwise, may be filled by the Board of Directors until the next annual meeting of the members.

Section 5. President: The president shall be the principal executive officer of the corporation and shall in general supervise and control all of the business and affairs of the corporation. He/she shall preside at all meetings of the members and of the Board of Directors. He/she may sign, with the Secretary and Treasurer or any other officer authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these by-laws to some other officer or agent of the corporation, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the Office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 6. The President-Elect: In the absence of the President or in the event of his 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 the restrictions upon the President.

Section 7. The Treasurer: If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine. He/She shall: a) have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies or other depositories as selected by the Board of Directors; b) in general perform all the duties incident to the Office of Treasurer and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

Section 8. The Secretary: The Secretary shall: a) keep the minutes of the members and of the Board of Directors meetings in one or more books provided for that purpose; b) see that all notices are fully given in accordance with the provisions of these by-laws or as required by law; c) in general perform all duties incident to the Office of Secretary and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

Section 9. Salaries: The President, President-Elect, Treasurer and Secretary shall serve without compensation, but may be reimbursed when authorized by the Board of Directors for expenses incurred on behalf of the Association. Any officer appointed by the Board of Directors shall receive compensation fixed by the Board.

ARTICLE VIII Committees

Section 1. Definition:

- a. Standing and special committees shall be established, from time to time, as deemed necessary, to assist in implementing the program, organization, administrative, and financial objectives of PMDA.
- b. Committees shall function in an advisory capacity, recommending programs and policies in the major areas of interest to which they are assigned.

Section 2. Composition:

- a. Standing and special committees shall be established BY THE BOARD OF DIRECTORS, from time to time, as deemed necessary, to assist in implementing the program, organization, administrative, and financial objectives of PMDA.
- b. Committee chairpersons shall recruit members to serve on their committee with the approval of the President.
- c. The Board of Directors may nominate members to all committees.
- d. Chairpersons of all committees shall be members in good standing of their respective county or regional chapter (where such exists) and PMDA. at the time of their appointment, and shall remain so during their term of office.
- e. Each committee shall be required to keep minutes and make a report to the Board of Directors at the time of the annual business meeting and in addition, may request or be requested to make a report to the Board of Directors at any other meeting.

Section 3. Meetings: All committees will meet at the discretion and decision of their chair.

Section 4. Reports: All reports, recommendations and other actions of any committee shall be submitted to the Board of Directors at or prior to the annual business meeting of the Association.

Section 5. Authority of Committees: Committees shall be authorized to consider matters pertinent to their prescribed areas of concern, as charged to them by PMDA. They may recommend that items be referred to the Board of Directors, other committees or the annual business meeting of the members. Committees shall not be authorized to make commitments for PMDA; or to represent PMDA before any legislative, judicial, or executive body in any proceedings of matters unless specifically designated to do so by the Board of Directors and/or the President. Any solicitation of funding for educational purposes on behalf of PMDA must receive approval by the Executive Committee.

ARTICLE IX Waiver of Notice

Whenever any notice is required to be given under the provisions of these by-laws or under the provisions of the Articles of Incorporation or under the provisions of The General Not for Profit Corporation Law of Pennsylvania, waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time state therein, shall be deemed equivalent to the giving of such notice.

ARTICLE X Indemnification

Indemnification of Officers and Directors Against Liabilities and Expenses in Actions.

Each Director or Officer, or Former Director or Officer of this corporation, and his legal representatives, shall be indemnified by this corporation against liabilities, expenses, counsel fees and costs reasonable incurred by him or his estate in connection with, or arising out of, any action, suit, proceeding or claim in which he is made a party by reason of his being or having been, such director or officer; and any person who, at the request of this corporation, served as Director or Officer of another corporation, that in neither case shall the corporation indemnify such director or officer with respect to any matters as to which he shall be finally adjudged in any such action, suit or proceeding to have been liable for negligence or misconduct in the performance of his duties as such director or officer. The indemnification herein provided for, however shall apply also in respect of any amount paid in compromise of any such action, suit, proceeding or claim asserted against such director or officer (including expenses, counsel fees and costs reasonably incurred in connection therewith), provided the Board of Directors of the Corporation shall have first approved such proposed compromise settlement and determined that the Director or Officer involved was not guilty of negligence or misconduct; but in taking such action any Director involved shall not be qualified to vote thereon, and if for this reason a quorum of the Board cannot be obtained to vote on such matter it shall be determined by a committee of three persons appointed by the members at a duly called special meeting or at a regular meeting. In determining whether or not a Director or Officer was guilty of negligence or misconduct in relation to any such matter, the Board of Directors or committee appointed by members, as the case shall be may rely conclusively upon an opinion of independent legal counsel selected by such board or committee. Any compromise settlement authorized herein shall not be effective until submitted to and approved by a Court of competent jurisdiction. The right of indemnification herein provided shall not be exclusive of any other rights to which such Director or Officer may be lawfully entitled.

ARTICLE XI Fiscal Year

The fiscal year of the corporation shall begin on the 1st of January of each year and end on the 31st day of December of each year.

ARTICLE XII Amendment

The Board of Directors shall propose any amendment or alteration to these by-laws by resolution setting forth the proposed amendment and direct that it be submitted for adoption at a meeting of the membership. Notice of the meeting of members stating the purpose shall be given each member entitled to vote on the proposed amendment no less than thirty (30) days prior to the meeting.

If notice required has been given, the proposed amendment may be adopted at any meeting of the membership. When a majority of the members voting have approved a proposed amendment, it is adopted.

ARTICLE XIII Dissolution of Association

The Association may be dissolved by a two thirds plus one majority vote of the Board of Directors. Upon dissolution of the Association, the Treasurer shall arrange for all assets to be conveyed to the American Medical Directors Association to be held in trust for a successor association recognized as the official Pennsylvania state chapter of the American Medical Directors Association. Under no circumstance shall surplus funds inure to the benefit of any private person or entity in the event of dissolution of the Association.

Passed: August 6, 1992

Amended: October 1, 1993

Amended: October 11, 1996

Amended: October 23, 1998

Amended: November 7, 2003

Amended: November 5, 2004

Amended: September 29, 2006

Amended: October 26, 2007

Amended: October 24, 2008

Amended: October 18, 2013

Amended: October 31, 2014

Amended: October 20, 2017

Amended: October 18, 2019