

# PENNSYLVANIA GERIATRICS SOCIETY

*Western Division*

*(amended name – November 2, 2004)*

# BY-LAWS



# Pennsylvania Geriatrics Society ~ Western Division

A Not For Profit Corporation

## BY-LAWS

### Article I.

#### Name of Organization; Affiliation

The name and title of this organization shall be Pennsylvania Geriatrics Society – Western Division (the “Corporation”). The Corporation is a regional organization informally affiliated with the national organization of the American Geriatrics Society (the “Society”), but is not a branch or division of, or otherwise legally related to, the Society.

### Article II.

#### Purposes and Powers

This Corporation will have the purposes or powers as stated in its Articles of incorporation, and whatever powers are or may be granted by the Nonprofit corporation Law of 1988 of the Commonwealth of Pennsylvania, or any successor legislation.

The purposes of this Corporation shall be:

- (1) to promote and maintain high standards of health care for the elderly and to advance the quality of episodic and long term institutional and non-institutional care.
- (2) To assist in the education of other health care personnel in the issue of particular concern regarding the elderly.
- (3) To foster professional and public awareness concerning issues in Geriatric Medicine.
- (4) To encourage and promote research in the broad field of geriatrics and gerontology.
- (5) To serve as a forum for discussion of issues pertaining to Geriatric medicine by concerned health professionals.
- (6) To act as a resource to professional and lay organizations, government agencies and community programs in the areas of care of the elderly.

(7) To foster the above objectives in cooperation with the American Geriatrics Society and coordinate activities with other professional societies and interested groups regarding issues in geriatrics.

### **Article III.**

#### **Office and Agency**

Section 1. Principal Office. The principal piece of business of this Corporation will be located in Pennsylvania. In addition, the Corporation may maintain other offices either within or without the Commonwealth of Pennsylvania as its business requires.

Section 2. Registered Office. The location of the registered office of this Corporation is stated in the Articles of Incorporation. The office will be continuously maintained in the Commonwealth of Pennsylvania for the duration of this Corporation. The Board of Directors may from time to time change the address of its registered office by duly adopted resolution and amend its Articles or file the appropriate statement with the Department of State.

### **Article IV.**

#### **Membership**

Corporation Membership shall be open to any individual interested in the objectives and activities of the Corporation. Each candidate must be approved by a majority vote of the Board.

### **Article V.**

#### **Meetings of the Corporation**

Section 1. Annual Meeting. The Annual Meeting of the Members of the Corporation shall be held at a time and place designated by the Board of Directors (which shall be within 120 days of the end of each fiscal year) for the purposes of presenting the Annual Report of the Directors (the "Report"), electing Directors and Officers, and transacting such other business as may come before the meeting.

Section 2. Special Meeting. Special Meetings of the Members of the Corporation: (a) may be called at any time by the President or the Secretary Treasurer; (b) shall be called by the President or the Secretary Treasurer upon written request notice of a majority of the whole Board of Directors; or (c) shall be called by the President or the Secretary Treasurer when at least ten percent of the Members entitled to vote request him to do so. Such request shall specify the time, place and purpose of the proposed meeting. The time specified for such meetings shall be a date, in the case of meetings called under (a) or (b) above which is no less than one and not more than three months from the date of such request, and in the case of (c) above, which is no less than two and no more than three months from the date of such request, or as otherwise required by law.

Section 3. Meeting Notices. Notices of the time and place of the Annual Meeting and of all other meetings of the Corporation shall be given by the Secretary-Treasurer to each member entitled to vote, addressed to said Member at the address as it appears on the records of the corporation, no less than ten and not more than fifty days before the meeting. The record date for the determination of Members entitled to vote at a meeting of Members shall be the close of business on the day next preceding the day on which notice is given, or as otherwise provided by law. Notice may be given to any person either (a) personally, (b) by sending copy thereof by first class mail, or by electronic transmission to the address appearing on the books of the Corporation or supplied to the Corporation for the purpose of notice by such a person, or (c) by telephone. If the notice is sent by mail or electronic transmission, it shall be deemed to have been given when deposited in the mail or transmitted. Such notice will specify the place, day and hour of the meeting and, in the case of a special meeting or where otherwise required, the general nature of the business to be transacted.

Section 4. Quorum. Ten percent of the Members entitled to vote, present in person or by proxy, shall constitute a quorum for the transaction of business at any duly called regular or special meeting of the Members, but a lesser number may adjourn the meeting despite the absence of a quorum if permitted by applicable law.

Section 5. Annual Report. The Board of Directors shall present at the Annual meeting of the Corporation a Report, verified by the President and Secretary-Treasurer, or by a majority of the Directors, and dated as of the date of the meeting.

The Report shall contain, together with any other information required by applicable law, the following:

- (a) The assets and liabilities, including trust funds, of the Corporation as of the end of the most recent twelve-month fiscal period.
- (b) The principal changes in assets and liabilities, including trust funds, during said fiscal period.
- (c) The revenue of receipts of the Corporation, both unrestricted and restricted to particular purposes, during said fiscal period.
- (d) The expenses or disbursements of the corporation, for both general and restricted purposes, during said fiscal period.
- (e) The number of Members of the Corporation as of the date of the Report and as of the date of the previous Annual Report, together with a statement of the place where the names and places of residences of the current Members can be found.

The Report shall be filed with the records of the Corporation and an abstract thereof entered in the minutes of the proceedings of the Annual Meeting.

## **Article VI.**

### **Board of Directors**

Section 1. Management. The management of the Corporation shall be vested in a Board of Directors, subject, however, to any requirements of the By-Laws of the Society or contained in any resolution adopted by the Society's Board of Directors which shall be necessary for the Corporation to be designated as a State Affiliate of the Society. All officers and Board of Directors must be members of the national organization of the American Geriatrics Society.

Section 2. Number of Directors. The number of Directors shall be no fewer than 9 and no more than 15, and determined by the Board. The number of directors does not include the Healthcare Advisors (two) elected to the Board. Only Members of the corporation shall be eligible for election to the Board of Directors.

Section 3. Election of the Board of Directors. Directors shall be elected by a majority vote of the membership at its Annual Meeting to serve for a three-year term or until their Successors shall be elected and qualified; provided, however, that the initial Board of Directors shall be elected by the incorporators. Such Directors shall be elected in rotation, approximately one-third being elected each year.

Section 4. Vacancies. Vacancies in the Board of Directors may be filled by the Board of Directors. Any director elected to fill a vacancy shall serve until the next Annual meeting of the Members or until his successor shall be elected and qualified.

Section 5. Resignations. Any Director may resign at any time by written notice to the Secretary-Treasurer.

Section 6. Place of Meetings. The Board of Directors shall hold its meetings at such place or places within or without the State of Pennsylvania as the Board, from time to time, designates.

Section 7. Regular Meetings. The Board of Directors shall hold at least one regular annual meeting each year. This Annual meeting shall be held prior to the Annual Meeting of the Corporation.

Section 8. Special Meetings. In addition to the Annual Meeting of the Board of Directors, the Board may meet at any time when the affairs of the Corporation shall require. Special meetings of the Board may be called by the President or the Secretary Treasurer, and shall be called by either such Officer on the written or electronic transmission request of at least one-half of the whole Board of Directors.

Section 9. Notice. Notice of the time and place of all meetings of the Board of Directors shall be given to each Director by the Secretary Treasurer or, in his absence, by any other Officer of the Corporation, not less than ten days before the meeting. Notice of a Special Meeting shall also state the purpose of such meeting.

Section 10. Healthcare Professional Advisor. The Healthcare Professional Advisor may serve as member of the Board of Directors. Officers and Board of Directors of the Corporation will identify no more than two (2) candidates to be considered for the Advisor appointment to the Board. The Advisors to the Board may serve a 1-year term, with the term beginning July 1 and ending June 30<sup>th</sup> of the following year. Advisors will be invited to all meetings of the Board of directors but will not have voting privileges.

Eligible healthcare professional advisor criteria is defined as:

- (a) “Resident, Fellow (attending a training program approved by Corporation) Nurse, Pharmacist, or Social Worker.” To be eligible, candidates must be from the Western Pennsylvania Region. (Region of the Corporation includes: Pittsburgh, New Castle, Oil City, Erie, Greensburg, Johnstown, Altoona, DuBois, Bradford, Williamsport, Harrisburg.)
- (b) Candidates must be a member in good standing with the Corporation.
- (c) Each candidate will be provided a Healthcare Professional Advisor questionnaire form for completion. Candidates will be required to submit the short form in order to be considered.

Officers and Board of Directors of the Corporation will vote for no more than (2) two advisors. Candidates receiving the top 2 highest votes will be selected to serve as an Advisor on the Board.

Section 11. Quorum. At the meeting of the Board of Directors, a majority of the Directors shall constitute a quorum for the transaction of business.

## **Article VII.**

### **Officers**

Section 1. Principal Officers. The Principal Officers of the Corporation shall be the President and a Secretary Treasurer. All Officers must be members of the national organization of the American Geriatrics Society.

Section 2. Qualifications and Tenure The Principal Officers of the Corporation shall be elected by a majority vote of the Membership of the Corporation at its Annual Meeting from those persons elected as Directors of the Corporation pursuant to Article VI; provided, however, that the Secretary Treasurer, in the year after his tenure of office as such, shall automatically succeed to the office of President if he is re-elected to the Board of Directors. Subject to the foregoing, the Principal Officers, including the immediate past president, shall be elected to the Board of Directors. Subject to the foregoing, the Principal Officers shall be elected to serve for a two-year term until the next Annual Meeting of the Members of the Corporation or until their successors shall be elected and qualified.

Section 3. Compensation. No Director or Principal Officer of the Corporation shall, directly or indirectly, receive any salary compensation or emolument from the Corporation, either as an Officer or Director, or in any other capacity. Or be interested in any contract relating to the operations conducted by the Corporation, nor in any contract for furnishing supplies thereto, unless authorized by concerning vote of no less than two-thirds of the whole Board of Directors of the Corporation.

Section 4. Vacancies. The Board of Directors may fill any vacancies, which may occur in any office until the next Annual Meeting of the Members of the Corporation. In case he deems it necessary or advisable, the President may appoint persons to fill vacancies until the Board of Directors or the Membership has had an opportunity to fill such vacancy.

Section 5. Resignation and Removal. Any Officer may resign at any time by written notice to the Secretary-Treasurer. Any Officer of the Corporation may be removed for cause, after an appropriate hearing, by the affirmative vote of no less than three-fourths of the whole Board of Directors whenever, in their judgement the best interest of the Corporation will be served thereby.

Section 6. The President. The President shall be the Chief Executive Officer and shall preside at all meetings of members of the Corporation. He, or his appointed representative, shall preside over any scientific sessions of the Corporation. In the event of a vacancy in the office of President, or during his absence or his inability to act, his duties shall devolve upon the Secretary Treasurer.

Section 7. The Secretary-Treasurer. The Secretary-Treasurer shall be charged with the custody of all papers and documents relating to the property of the corporation, and shall deposit all corporate funds in the corporate name in such banks and trust companies as the Board of Directors shall designate or approve. He shall keep a careful record of the proceedings of the meetings of the members of the Corporation and of the Board of Directors; shall give notice of all meetings of members of the Corporation and of the Board of Directors, and shall, in general, perform all other duties incident to the Office of Secretary-Treasurer, subject to the control of the Board of Directors.

Section 8. Other Officers. The Board of Directors may from time to time appoint such other officers from among the Members of the Corporation as it may deem advisable to assist the Principal Officers in the performance of their duties on behalf of the Corporation.

Section 9. The Council of State Affiliates Representative (COSAR) shall serve a three-year term as the liaison to the national organization of the American Geriatrics Society and represent the corporation at all functions of the (American Geriatrics Society) Council of State Affiliates. This person must be a member of the national organization (AGS). In addition, the COSAR representative will serve on the Board of Directors during his/her term, and have full voting privileges as a director. This person

will be nominated by the nominating committee and elected by those members of the corporation who are also members of the national organization. In event of a vacancy in the office of the Council of State Affiliates Representative, or during his absence or inability to act, his duties shall devolve upon an interim alternate COSAR representative approved by the Board. All corporation officers and corporation AGS members will be eligible for nomination and election to this position.

## **Article VIII.**

### **Informal Action**

Section 1. Waiver of Notice. Whenever any notice whatever is required to be given under the provisions of the NonProfit Corporation Law of 1988, or these By-Laws, a waiver of the notice in writing or by electronic transmission, signed by the person or persons entitled to notice, whether before or after the time stated in the waiver, will be deemed equivalent to the giving of the notice. The waiver must, in the case of a Special meeting of members, specify the general nature of the business to be transacted.

Section 2. Action by Consent. Any action required by law or under these By-Laws, or any action which otherwise may be taken at a meeting of either the Members or Board of Directors, may be taken without a meeting if a consent in writing or by electronic transmission, setting forth the action taken, is signed by all the persons entitled to vote with respect to the subject matter of the consent, or all Directors in office, and filed with the Secretary-Treasurer of the Corporation. At the discretion of the Board, the present officership may be divided.

## **Article IX.**

### **Committees**

Section 1. Nominating Committee. The Nominating Committee shall consist of not less than three nor more than five persons elected by the Board of Directors from among the Members of the Corporation, and may include one or more members of the Board of Directors. The committee shall elect its own chairman.

The Nominating Committee shall meet not later than 30 days prior to the date of the Annual Meeting of the Members. The candidates for election to the Board of

Directors and as Principal Officers of the Corporation who received the largest plurality of the committee's votes shall be nominated by the committee. The Nominating Committee must nominate at least 9-15 persons for election to the Board of Directors, or such fewer number as then constitutes the whole Board of Directors, provided that nothing shall prevent the Members from establishing a greater number as constituting the whole Board and nominating additional candidates from the floor at the Annual Meeting of the Members. Such nominations of the committee shall be submitted in a report to the Members of the Corporation at their next Annual Meeting for election of Directors and Officers. The report of the Nominating Committee shall be in writing, shall be signed by the Chairman of the Committee and shall be delivered to the President so that the report may be published not later than 30 days prior to the date of the Annual Meeting of the Members.

Any number of additional nominations may be made from the floor at the Annual meeting of the Members.

Section 2. Educational Programs Committee. The Educational Programs Committee shall consist of not less than three nor more than five Members elected by the Board of Directors from among the members of the Corporation, and may include one or more members of the Board of Directors. The Committee shall include a member of the Board. The Educational Programs Committee shall have the responsibility for planning and conducting any and all of the educational programs directed by the Board of Directors and all activities associated with such programs.

Section 3. Membership Committees. The Membership Committee shall consist of not less than three nor more than ten members elected by the Board of Directors from among the members of the Corporation and may include members of the Board of Directors. This Committee shall stimulate membership and review applications for membership. The Committee will recommend to the Board those persons appropriate for membership.

Section 4. Other Committees. The Board of Directors may from time to time by resolution appoint such other committees from among the Members of the Corporation, including the Board of Directors, as it may deem advisable or appropriate to advise and

assist the Board in the management, direction and supervision of the various activities of the Corporation.

### **Article X.**

#### **Fiscal Year**

The Fiscal year of the Corporation shall begin on the 1<sup>st</sup> day of January and end on the 31<sup>st</sup> of December each year.

### **Article XI.**

#### **Amendments**

The Members of the Corporation may, by an affirmative vote of not less than two-thirds of those present, amend these By-laws at any Annual or Special meeting of the Members, subject to the limitations hereinafter provided. Amendments may be proposed by a Member of the Corporation and shall be proposed in a writing delivered to the Secretary Treasurer and, except for those delivered after notice of such meeting, a copy thereof shall be mailed or sent by electronic transmission to each Member of the Corporation with the notice of the meeting. Any amendments made from the floor at a meeting shall be proposed in writing to the Secretary Treasurer. The Secretary Treasurer shall send such amendments, by mail or electronic transmission, to each member of the Corporation for deliberation. A copy of any Amendment which shall be approved shall be mailed to each Member of the Corporation.

### **Article XII.**

#### **Indemnification**

The Corporation shall indemnify, to the fullest extent provided by law, each of the Directors and Officers of the Corporation, made or threatened to be made a party to any action or proceeding as a result of his service in such capacity, or his service at the request of the Corporation in any capacity on behalf of any other corporation, trust, partnership, joint venture, employee benefit plan or other enterprise or in connection with any other activity performed at the request of the corporation, against any claim, judgement, settlement, or fine related to such proceeding, and any appeal therein, and reasonable expenses including reasonable attorneys' fees relating thereto, provided that with respect to any action performed by such Director or Officer relating to any action or proceeding he acted in good faith for a purpose which he reasonably

believed to be in, or with respect to services at the request of the Corporation for any other corporation, trust, partnership, joint venture, employee benefit plan or other enterprise or in connection with any other activity performed at the request of the Corporation, not opposed to, the best interests of the Corporation, and, in any criminal action or proceeding, had no reasonable cause to believe that his action was unlawful.

### **Article XIII.**

#### **Adoption of By-Laws.**

Adopted by the Board of Directors by vote of 9 to 0 on *January 29, 1991*,  
in *Pittsburgh, Pennsylvania*.

#### **CERTIFICATION**

I certify that the foregoing eleven page document is a true and correct copy of the original By-laws as adopted by the Board of Directors of said corporation

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Karen Powers, M.D., President  
Pennsylvania West Virginia Geriatrics Society  
By-Laws 1-10-91  
Revised 1-17-92; 8/29/94  
Amendments 10/24/1997 / 11/21/2003

**Pennsylvania / West Virginia Geriatrics Society**  
**Proposed Amendments to By-Laws**

Annotation: Text with strikethrough marks is proposed to be deleted.  
 Underlined text is proposed to be added.

**Article VII.**

**Officers**

**Amendment 1.**

Section 1. **Principal Officers**. The ~~(three)~~ Principal Officers of the Corporation shall be the President, ~~(a President-Elect)~~ and a Secretary-Treasurer who will serve as a President Elect. All officers must be members of the national organization of the American Geriatrics Society.

Rationale: The regional affiliate of the AGS is a small organization. The office of President-Elect serves no particular purpose. The Secretary-Treasurer is intimately involved in the operations of the organization and would be adequately prepared to assume the office of President in the event of a vacancy or at the end of the President's term.

Approve \_\_\_\_\_ Disapprove \_\_\_\_\_

**Amendment 2.**

Section 2. **Qualifications and Tenure.** – ~~(The initial Principal Officers shall be elected by the initial board of Directors. Thereafter,)~~ The Principal Officers of the Corporation shall be elected by a majority vote of the Membership of the Corporation at its Annual Meeting from those persons elected as Directors of the Corporation pursuant to Article VI; provided, however, that the ~~(President-Elect)~~ Secretary-Treasurer, in the year after his tenure of office as such, shall automatically succeed to the office of President if he is re-elected to the Board of Directors. Subject to the foregoing, the Principal Officers, including the immediate past president, shall be elected to the Board

of Directors. Subject to the foregoing, the Principal Officers shall be elected to serve for a ~~(one-year)~~ two-year term or until their successors shall be elected and qualified.

Rationale: In order to be compatible with Amendment 1. In addition, a one-year term of office is insufficient for the principle officers to institute substantive programs. Extension of the term would allow for an individual to serve as Secretary-Treasurer for two years followed by President for two years. This would allow for more continuity in administrative initiatives. In addition, it is necessary to change names and necessary signature cards for finances each time there is a change of officers. A two-year term for each officer would simplify this.

### **Amendment 3.**

Section 7. ~~(The President-Elect. The President-Elect).~~ The Secretary-Treasurer. The Secretary-Treasurer shall be charged with the custody of all papers and documents relating to the property of the Corporation, and shall deposit all corporate funds in the corporate name in such banks and trust companies as the Board of Directors shall designate or approve. He shall keep a careful record of the proceedings of the meetings of the members of the Corporation and of the Board of Directors; shall give notice of all meetings of members of the Corporation and of the Board of Directors, and shall, in general, perform all other duties incident to the office of Secretary-Treasurer, subject to the control of the Board of Directors. In the event of a vacancy in the office of ~~(President-Elect)~~ the Secretary-Treasurer, or during his absence or his inability to act, his duties and powers shall devolve upon ~~(the Secretary-Treasurer.)~~ a member of the Board of Directors designated by the President and approved by the Board of Directors.

Rational: To be compatible with Amendments 1 and 2. The duties of the Secretary-Treasurer, as defined in Section 8, would be added to this section without change except to incorporate those duties of the President-Elect.

Approve   XX   Disapprove \_\_\_\_\_

***Approved by membership October 24, 1997***

## PENNSYLVANIA / WEST VIRGINIA GERIATRICS SOCIETY

Proposed Amendment to By-laws  
November 6, 2003

Annotation: Italicized and underlined text is proposed to be added.

### Article VIII. Section 10

The Council of State Affiliates Representative (COSAR)

#### **Amendment 1.**

Section 10. The Council of State Affiliates Representative (COSAR) shall serve a three year term as the liaison to the national organization of the American Geriatrics Society and represent the corporation at all functions of the (American Geriatrics Society) Council of State Affiliates. This person must be a member of the national organization (AGS). *In addition, the COSAR representative will serve on the Board of Directors during his/her term, and have full voting privileges as a director.* This person and an alternate will be nominated by the nominating committee and elected by those members of the corporation who are also members of the national organization. In the event of a vacancy in the office of the Council of State Affiliates Representative, or during his/her absence or inability to act, his/her duties shall devolve upon the alternate COSAR representative. All corporation officers and corporation AGS members will be eligible for nomination and election to this position.

**Rationale:** The Council of State Affiliates Representative serves as a direct link to the American Geriatrics Society. The COSAR representative apprises the Board of Directors on key issues the AGS is promoting, which include educational opportunities, legislative and regulatory issues, retention and recruitment of members at the local level, and distributing AGS materials. The COSAR representative is invited to, and should attend, all board meetings to report on COSAR. As such, the COSAR representative is intimately involved with all aspects of the Board of Directors and should be included as a board member during his/her term.

Approve XX Disapprove \_\_\_\_\_

***(Approved by Membership 11/21/2003)***

# PENNSYLVANIA / WEST VIRGINIA GERIATRICS SOCIETY

**Proposed Amendment to By-laws**  
October 29, 2004

*Annotation: Strikethrough text to be deleted. Italicized and underlined text is proposed to be added*

Article I.  
Name of Organization; Affiliation

## **AMENDMENT 1.**

The name and title of this organization shall be ~~PennsylvaniaWest Virginia Geriatrics Society~~ *Pennsylvania Geriatrics Society – Western Division* (the “Corporation”). The Corporation is a regional organization informally affiliated with the national organization of the American Geriatrics Society (the “Society”), but is not a branch or division of, or otherwise legally related to, the Society.

**Rationale:** As interest and expertise in geriatrics have expanded in West Virginia, West Virginia members have asked to withdraw from the Pennsylvania / West Virginia Geriatrics society to form their own chapter. Similarly, members from New Jersey have decided to form their own statewide chapter, which will have an impact on Pennsylvania’s other society, the Delaware Valley Geriatrics Society, nearly all of whose members are now from the Philadelphia area. AGS leadership has also advised that it would be useful to have the needs of geriatricians from one of the nation’s demographically oldest states to be reflected by a statewide chapter. Thus, the name ‘Pennsylvania Geriatrics Society – Western Division’ reflects the society’s focus on maintaining and recruiting membership and initiatives in the western part of the state, but will operate with the eastern society with future initiatives under the single name umbrella “Pennsylvania Geriatrics Society”.

Approve   XX                        Disapprove \_\_\_\_\_

***(Approved by Membership 11/2/2004)***

Pennsylvania Geriatrics Society – Western Division  
Proposed Amendments to By-Laws  
November 1, 2009

ALL AMENDMENTS APPROVED DECEMBER 11, 2009

Annotation: Text with strike-through marks are proposed to be deleted.  
**Bold/Italicized** text are proposed to be added.

**Article V.**  
Meetings of the Corporation

**Amendment 1.**

Section 2. Special Meeting. Special Meetings of the Members of the Corporation: (a) may be called at any time by the President or the ~~President-Elect~~ **Secretary Treasurer**; (b) shall be called by the President or the ~~President-Elect~~ **Secretary Treasurer** upon written request notice of a majority of the whole Board of Directors; or (c) shall be called by the President or the ~~President-Elect~~ **Secretary Treasurer** when at least ten percent of the Members entitled to vote request him to do so. Such request shall specify the time, place and purpose of the proposed meeting. The time specified for such meetings shall be a date, in the case of meetings called under (a) or (b) above which is no less than one and not more than three months from the date of such request, and in the case of (c) above, which is no less than two and no more than three months from the date of such request, or as otherwise required by law.

Rationale: The office of President-Elect was discontinued with a bylaw amendment in 1997. The wording of section updated to reflect the change.

Approve XX (Approved 12/11/2009) Disapprove \_\_\_\_\_

**Amendment 2.**

Section 3. Meeting Notices. ~~Written~~ Notices of the time and place of the Annual Meeting and of all other meetings of the Corporation shall be given by ~~First Class Mail~~ the Secretary-Treasurer to each member entitled to vote, addressed to said Member at the address as it appears on the records of the corporation, no less than ten and not more than fifty days before the meeting. The record date for the determination of Members entitled to vote at a meeting of Members shall be the close of business on the day next preceding the day on which notice is given, or as otherwise provided by law. **Notice may be given to any person either (a) personally, (b) by sending copy thereof by first class mail, or by electronic transmission to the address appearing on the books of the Corporation or supplied to the Corporation for the purpose of notice by such a person, or (c) by telephone. If the notice is sent by mail or electronic transmission, it shall be deemed to have been given when deposited in the mail or transmitted. Such notice will specify the place, day and hour of the meeting and, in the case of a special meeting or where otherwise required, the general nature of the business to be transacted.**

Rationale: Allow notice to be given by electronic means other than by written request (mail).

Approve XX (Approved 12/11/2009) Disapprove \_\_\_\_\_

## Article VI. Board of Directors

### Amendment 3.

Section 2. Number of Directors. The number of Directors, which shall constitute the whole Board, shall be ~~9-15 and determined by the Board.~~ , **no fewer than 9 and no more than 15, and determined by the Board.** Only Members of the corporation shall be eligible for election to the Board of Directors. A Resident-appointee (**a physician in specialty training**) ~~will~~ **may** serve as a member of the Board of Directors. The ~~Resident-~~ **Resident-appointee** will be appointed by the current Officers and Board of Directors. The resident appointee to the Board ~~will~~ **may** serve a 1-year term and have no voting privileges.

Rationale: 1. To clarify what is a Resident-appointee. 2. Make terminology consistent. 3. We do not always have a Resident who is willing to serve on the Board of Directors.

Approve **XX (Approved 12/11/2009)**

Disapprove \_\_\_\_\_

### Amendment 4.

Section 3. Election of the Board of Directors. Directors shall be elected by a majority vote of the membership at its Annual Meeting to serve for a three-year term ~~until the next Annual Meeting of the Members or~~ until their Successors shall be elected and qualified; provided, however, that the initial Board of Directors shall be elected by the incorporators. Such Directors shall be elected in rotation, **approximately** one-third being elected each year.

Rationale: 1. Simplify terminology. Current terminology is redundant since Successors are elected at the next Annual Meeting of the Members. 2. We do not always have a number of Directors that is divisible by 3.

Approve **XX (Approved 12/11/2009)**

Disapprove \_\_\_\_\_

### Amendment 5.

Section 8. Special Meetings. In addition to the Annual Meeting of the Board of Directors, the Board may meet at any time when the affairs of the Corporation shall require. Special meetings of the Board may be called by the President or ~~the President-Elect~~ **Secretary Treasurer**, and shall be called by either such Officer on the written **or electronic transmission** request of at least one-half of the whole Board of Directors.

Rationale: 1. Change President-Elect to Secretary Treasurer as per amendment in 1997. 2. Request may be sent as described in amended Article V. Meetings of the Corporation, Section 3. Meeting Notices.

Approve **XX (Approved 12/11/2009)**

Disapprove \_\_\_\_\_

**Amendment 6.**

Section 9. Notice. Notice ~~by written~~ of the time and place of all meetings of the Board of Directors shall be given ~~by First Class Mail~~ to each Director by the Secretary-Treasurer or, in his absence, by any other Officer of the Corporation, not less than ten days before the meeting. Notice of a Special Meeting shall also state the purpose of such meeting.

Rationale : Allow for notice to be sent as described in amended Article V. Meetings of the Corporation, Section 3. Meeting Notices.

Approve XX (Approved 12/11/2009) Disapprove \_\_\_\_\_

## Article VII. Officers

**Amendment 7.**

Section 6. The President. The President shall be the Chief Executive Officer and shall preside at all meetings of members of the Corporation. He, or his appointed representative, shall preside over any scientific sessions of the Corporation. In the event of a vacancy in the office of President, or during his absence or his inability to act, his duties shall devolve upon the ~~President-Elect~~ **Secretary Treasurer**.

Rationale: Change President-Elect to Secretary Treasurer as per amendment in 1997.

Approve XX (Approved 12/11/2009) Disapprove \_\_\_\_\_

**Amendment 8.**

Section 10. The Council of State Affiliates Representative (COSAR) shall serve a three-year term as the liaison to the national organization of the American Geriatrics Society and represent the corporation at all functions of the (American Geriatrics Society) Council of State Affiliates. This person must be a member of the national organization (AGS). In addition, the COSAR representative will serve on the Board of Directors during his/her term, and have full voting privileges as a Director. This person ~~and an alternate~~ will be nominated by the nominating committee and elected by those members of the corporation who are also members of the national organization. In event of a vacancy in the office of the Council of State Affiliates Representative, or during his absence or inability to act, his duties shall devolve upon ~~the~~ **an interim alternate COSAR representative approved by the Board**. All corporation officers and corporation AGS members will be eligible for nomination and election to this position.

Rationale: An alternate COSAR representative is one who is able to attend the national AGS meeting if the COSAR is unable. This depends upon schedules of the Directors. If an alternate were an elected position, that person may also be unable to attend.

Approve XX (Approved 12/11/2009) Disapprove \_\_\_\_\_

## Article VIII. Informal Action

### Amendment 9.

Section 1. Waiver of Notice. Whenever any notice whatever is required to be given under the provisions of the NonProfit Corporation Law of 1988, or these By-Laws, a waiver of the notice in writing **or by electronic transmission**, signed by the person or persons entitled to notice, whether before or after the time stated in the waiver, will be deemed equivalent to the giving of the notice. The waiver must, in the case of a Special meeting of members, specify the general nature of the business to be transacted.

Rationale: Allow for notices to be given by electronic means.

Approve **XX (Approved 12/11/2009)**

Disapprove \_\_\_\_\_

### Amendment 10.

Section 2. Action by Consent. Any action required by law or under these By-Laws, or any action which otherwise may be taken at a meeting of either the Members or Board of Directors, may be taken without a meeting if a consent in writing **or by electronic transmission**, setting forth the action taken, is signed by all the persons entitled to vote with respect to the subject matter of the consent, or all Directors in office, and filed with the Secretary-Treasurer of the Corporation. At the discretion of the Board, the present officership may be divided.

Reason for proposed change: Allow for notices to be given by electronic means.

Approve **XX (Approved 12/11/2009)**

Disapprove \_\_\_\_\_

## Article IX. Committees

### Amendment 11.

Section 2. Educational Programs Committee. The Educational Programs Committee shall consist of not less than three nor more than five Members elected by the Board of Directors from among the members of the Corporation, and may include one or more members of the Board of Directors. The Committee shall include ~~the President-Elect~~ **a member of the Board**. The Educational Programs Committee shall have the responsibility for planning and conducting any and all of the educational programs directed by the Board of Directors and all activities associated with such programs.

Rationale: There is no longer an office of President-Elect. A member of the Board to serve on the Education committee as liaison to the Board of Directors as educational programs require decisions from the Board such as funding levels.

Approve **XX (Approved 12/11/2009)**

Disapprove \_\_\_\_\_

## Article XI. Amendments

### Amendment 12.

The Members of the Corporation may, by an affirmative vote of not less than two-thirds of those present, amend these By-laws at any Annual or Special meeting of the Members, subject to the limitations hereinafter provided. Amendments may be proposed by ~~the~~ **a** Member of the Corporation shall be proposed in a writing delivered to the Secretary-Treasurer and, except for those ~~made from the floor or those~~ delivered after notice of such meeting, a copy thereof shall be mailed **or sent by electronic transmission** to each Member of the Corporation with the notice of the meeting. A copy of any amendment which shall be approved shall be mailed to each Member of the Corporation. ***Any amendments made from the floor at a meeting shall be proposed in writing to the Secretary-Treasurer. The Secretary Treasurer shall send such amendments, by mail or electronic transmission, to each Member of the Corporation for deliberation.*** A copy of any Amendment which shall be approved shall be mailed to each Member of the Corporation.

Rationale: Proposals made from the floor at a meeting should be read and considered carefully by all members, including those not present. These proposals may be voted on at the next meeting or by mail (or electronically) as noted in Article VIII, Section 2.

Approve XX (Approved 12/11/2009)      Disapprove \_\_\_\_\_

Pennsylvania Geriatrics Society – Western Division  
Proposed Amendments to By-Laws  
October 1, 2013

ALL AMENDMENTS APPROVED DECEMBER 6 2013

Annotation: Text with strike-through marks are proposed to be deleted.  
**Bold/Italicized** text are proposed to be added.

**Article VI.**  
Board of Directors

Amendment 1.

Section 2. Number of Directors. The number of Directors, ~~which shall constitute the whole Board,~~ shall be no fewer than 9 and no more than 15, and determined by the Board. **The number of directors does not include the Healthcare Advisors (two) elected to the Board.** Only Members of the corporation shall be eligible for election to the Board of Directors. ~~A Resident appointee (a physician in specialty training) may serve as a member of the Board of Directors. The Resident appointee will be appointed by the current Officers and Board of Directors. The resident appointee to the Board may serve a 1-year term and have no voting privileges~~

Rationale: 1. Revised Resident Appointee Position to "Healthcare Professional Advisor" in order to include other healthcare professionals, as well as Residents. 2. Article VI Section 10 has been created and details the Healthcare Professional Advisor.

Approve **XX 12/6/2013**

Disapprove \_\_\_\_\_

Annotation: Text with strike-through marks are proposed to be deleted.  
**Bold/Italicized** text are proposed to be added.

**Article VI.**  
**Board of Directors**

Amendment 2.

***Section 10. Healthcare Professional Advisor – The Healthcare Professional Advisor may serve as a member of the Board of Directors. Officers and Board of Directors of the Corporation will identify no more than two (2) candidates to be considered for the Advisor appointment to the Board. The Advisors to the Board may serve a 1-year term, with the term beginning July 1 and ending June 30<sup>th</sup> of the following year. Advisors will be invited to all meetings of the Board of directors but will not have voting privileges.***

***Eligible healthcare professional advisor criteria is defined as:***

- (a) “Resident, Fellow (attending a training program approved by Corporation) Nurse, Pharmacist, or Social Worker.” To be eligible, candidates must be from the Western Pennsylvania Region. (Region of the Corporation includes: Pittsburgh, New Castle, Oil City, Erie, Greensburg, Johnstown, Altoona, DuBois, Bradford, Williamsport, Harrisburg.)***
- (b) Candidates must be a member in good standing with the Corporation.***
- (c) Each candidate will be provided a Healthcare Professional Advisor questionnaire form for completion. Candidates will be required to submit the short form in order to be considered.***

***Officers and Board of Directors of the Corporation will vote for no more than (2) two advisors. Candidates receiving the top 2 highest votes will be selected to serve as an Advisor on the Board.***

Rationale: 1. Adding section to incorporate newly created Healthcare Professional Advisor position to the Board of Directors. 2. Professionals from various healthcare disciplines who express an interest in the Corporation are welcome to serve on the Board of Directors (in a limited capacity). 3. The Advisor position serves as an introduction to the Corporation and provides the Advisor the opportunity to engage with the Officers and Board of Directors and play an active role within the Corporation.

**Approve XX 12/6/2013                      Disapprove \_\_\_\_\_**

Amendment 3.

~~Section 10. Quorum.~~ ***Section 11. Quorum.***

Rationale: 1. To be consistent with section numbering; renumbered Section to reflect addition of newly created Section 10 - Healthcare Professional Advisor.

**Approve XX 12/6/2013                      Disapprove \_\_\_\_\_**