Approved in Principle July 1988.
Formally adopted October 9, 1992.
As Amended April 25, 1993; June 16, 1995; June 21, 1996.
Oct. 1, 2004[1]; June 6, 2009; June 4, 2011; September 13, 2014
Proposed– Bylaws Committee, December 7, 2022
Approved by PaPS Council, December 17, 2022
Approved by Membership: June 3, 2023

BYLAWS OF PENNSYLVANIA PSYCHIATRIC SOCIETY

ARTICLE I. NAME AND LEGAL IDENTITY

1. The name of this corporation shall be the PENNSYLVANIA PSYCHIATRIC SOCIETY (hereinafter referred to as PaPS). It shall be a District Branch of the American Psychiatric Association (herein referred to as APA). The membership of the PaPS shall be drawn from the geographic boundaries of the Commonwealth of Pennsylvania.

2. Legal identity. The District Branch is organized exclusively as a professional organization not organized for profit, within the meaning of Section 501 (c) (6) of the Internal Revenue Code of 1986, as amended. No part of the net earnings of the Society shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons, except that the Society shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein.

3. Dissolution. In the event of dissolution, all assets of this District Branch shall be forthwith distributed to the APA solely for scientific and educational purposes, following the guidelines established by the Procedural Code of the Assembly of the APA.

ARTICLE II. OBJECTIVES

The objectives of the Corporation are:

(1) to improve the diagnosis, treatment, rehabilitation, and care of the individuals with mental illness, substance use disorders, and intellectual disabilities.

(2) to promote research and professional education in psychiatry and allied fields regarding the treatment and the prevention of psychiatric disorders;

(3) to help assure high standards for all psychiatric services and facilities;

(4) to foster the cooperation of all who are concerned with the medical, psychological, social, and legal aspects of mental health and illnesses;

(5) to promote the best interests of patients and others who are currently receiving psychiatric care or who will need psychiatric care in the near future;

(6) to make psychiatric knowledge available to other practitioners of medicine, to scientists in related fields, and to the public;

(7) to accept contributions, gifts, and bequests in furtherance of these purposes;

(8) to represent the views and wishes of its membership before the governing bodies of the APA through its representatives to the Assembly of the American Psychiatric Association (hereinafter referred to as the Assembly); and

(9) to participate in the development and implementation of laws and regulations affecting the practice of psychiatry and the delivery of mental health care.

ARTICLE III. MEMBERS

1. Adoption of these Bylaws shall not change the District Branch membership status of the members of the PaPS at the time of adoption.

2. Categories of, and requirements for, membership in PaPS shall be the same as those of membership in the APA at the time of application, with the following additional requirements:

   (a) residence or
   (b) practice

3. in Pennsylvania at the time of their election. Members of the PaPS, except for Honorary members, must be members of the APA. Applications for membership in the District Branch shall be made and processed in accordance with procedures established from time to time by the APA Board of Trustees through its Membership Committee.

4. To maintain membership in good standing, all members, except as exempted by Council, are required to participate in continuing medical education according to current APA and AMA standards and to pay annual dues and special assessments.

5. The right to vote shall be consistent with the APA Bylaws. Members with voting rights are Resident-Fellow Members, General Members, Fellows, Distinguished Fellows, Life Members, Semi-Retired, Retired, Life Fellows, and Distinguished Life Fellows. All other categories of membership are non-voting. Each voting member shall have one vote.

---

[1] Comprehensive amendments were approved by the voting members as of August 16, 2004, by a vote of 237 – 2. The balloting results were certified by Council, and the amendments became effective, on Oct. 1, 2004.

ARTICLE IV. MEMBERSHIP PROCESSING

1. (a) Applications for membership, except Honorary, will be made in writing on forms approved by the Board of Trustees of the APA. Procedures regarding endorsement, submission, and approval shall be determined in collaboration with the appropriate officials of the APA in accordance with procedures established from time to time by the Council, and consistent with the procedures established by the APA Board of Trustees through its Membership Committee.

   (b) PaPS Membership Committee: The PaPS Membership Committee or its agent shall inquire into the standing of each applicant. If the prospective member has met all the requirements for membership, the Membership Committee or its agent is authorized to forward a recommendation for membership on behalf of the PaPS to the APA. The Committee or its agent shall submit quarterly reports to Council for informational purposes. If the Membership Committee or its agent discovers any reason for which the applicant might be denied membership, a report must be submitted by the Committee to the Council in advance of the next Council meeting. In those cases, the Council shall make a final determination regarding admission to membership.

2. Transfer and Advancement. Procedures for transfer of membership between district Branches and for advancement of membership shall be established by the APA. In the event of such a transfer or advancement being denied, any appeal shall be conducted in accordance with procedures to be established from time to time by the APA.

3. Application of Fellows and Nomination of Distinguished Fellows. Application of General Members for Fellowship status is primarily the responsibility of the APA. Nomination of General Members or Fellows for Distinguished Fellowship status is primarily the responsibility of the District Branch. Candidates for Distinguished Fellow shall be nominated by Council upon recommendation of the Membership Committee.

4. Advancement to Life status shall be accorded upon notification by the American Psychiatric Association that the member has met the criteria for such status.

5. Applications for inactive status or dues reduction shall be reviewed by the PaPS Membership Committee. PaPS Membership Committee, in its sole discretion may place members in any category in inactive status, excuse payment of dues, and waive or reduce dues of members. At the next Council meeting the dues relief request will be presented as an informational report.

6. Applications or nominations for Honorary Membership shall be reviewed by the Membership Committee, which shall forward its recommendations to the Council for approval.

7. Any member of PaPS in good standing may withdraw by signifying his desire to do so in writing. Any dues-paying member who fails to pay all dues and assessments may forfeit his or her membership, consistent with the current policies of the APA.

ARTICLE V. COUNCIL

1. The primary function of the Council shall be to formulate and implement the policies of PaPS. The Council shall have the responsibility for the management of the business and affairs of PaPS.

2. Voting members of the Council shall include President, President-Elect, Vice-President, Secretary, Treasurer, Immediate Past President, Chapter Council Delegates, APA DB Assembly Representatives, the Early-Career Psychiatrist Representative, the Resident Fellow Member Representative, and PaPS Members Elected to Serve as a voting member of an APA Office. All voting members of Council must be in good standing with PaPS.

3. Each Chapter may elect one delegate. The Philadelphia Chapter may elect two additional delegates; the Pittsburgh Chapter may elect one additional delegate. Chapter Council Delegates may not serve on Council for a term of more than three (3) years, unless re-elected by Chapter as its Representative.

4. Early-Career Psychiatrist and Resident Fellow Member Representatives shall be elected by the membership and serve a term of one (1) year. The Early-Career Psychiatrist and Resident Fellow Member Representative may be re-elected to serve an additional term(s).

5. Substitution of Chapter Council Delegate – in the event a Chapter Council Delegate is unwilling or unable to attend a meeting, the Chapter President may appoint a substitute delegate with timely notification to the PaPS President. Substitute Delegates must be a voting member in good standing with PaPS and by proxy have the right to one vote.

6. Chapter Council Delegate Vacancy – in the event a Chapter-appointed Council Delegate seat becomes vacant, the Chapter shall elect a representative to fill the remainder of the term. Elected Representative must be in good standing with PaPS.

7. In all matters on which Council must vote, each voting member is entitled to cast one vote.

8. A majority of the voting members of the Council shall constitute a quorum.

9. The Council shall meet during the time of the Annual Meeting of the Corporation and at such other times as the President or Council may decide. By petition, one-third (1/3) of its voting members may call a special meeting of the Council.

10. The Executive Committee of the Council shall consist of the President, President-Elect, Immediate Past President, Vice President, Secretary, and Treasurer. It shall exercise the powers of the Council between meetings of the Council. All actions of the Executive Committee shall be reported to the Council at its next meeting for ratification.

11. The Council shall exercise all the powers of the Corporation that are not otherwise assigned. The responsibilities of the Council include:

    (a) Interpreting the provisions of the Bylaws.

    (b) Presenting an annual report on the finances of the Corporation to the Business sessions of the Annual Meeting.

    (c) Controlling the funds of PAPS and designating its depositories.

    (d) Authorizing Committees from the Corporation's membership to expend money to implement PaPS goals and purposes.

    (e) Adopting a budget prepared by the Finance Committee for expenses of PaPS, its officers, and committees for the ensuing year.

    (f) Administering special funds, grants, and awards.

    (g) Acting on matters referred from the Annual Meeting and from the APA.

    (h) Providing for the production of publications useful in carrying out the aims of PaPS.

    (i) Appointing or authorizing the appointment of administrative staff personnel under the immediate authority of the President to assist in carrying out the purposes and resolves of the Corporation. Establishing salaries for employees and determining compensation for services rendered or to be rendered by others.

    (j) Appointing and employing professional auditors and others to assist in carrying out the purposes and resolves of the Corporation.

    (k) Establishing dues and assessments for the several categories of membership.

    (l) Performing all other acts consistent with these Bylaws that may be needed to carry out the purposes and resolves of PaPS.

ARTICLE VI. OFFICERS

1. The Officers of PaPS shall be a President, a President-Elect, a Vice President, a Secretary, a Treasurer, and Representatives to the Assembly of the APA. No two offices may be held by the same person. The Officers shall have the following duties:

   (a) The President shall be the chief executive officer of PaPS and shall carry out all orders and resolves of the Council and membership.

   (b) The President shall preside at all general meetings of PaPS and at all meetings of the Council and of the Executive Committee. The President shall appoint the personnel of all commissions, committees, and boards, and may establish and appoint the personnel of other special organizational entities.

   (c) The President-Elect shall assist the President in his or her duties and shall assume the Presidency at the close of the Annual Meeting subsequent to his or her installation as President-Elect.

   (d) The Vice President shall assist the President and the President-Elect in the performance of their duties, and perform such other duties as may, from time to time, be assigned by the President.

   (e) The Secretary or his or her agent shall keep the records of PaPS and shall perform all duties prescribed herein and those delegated by the Council.

   (f) The Treasurer, or his or her authorized agents shall receive, disburse, account for, and manage all monies of PaPS under the general direction of the Council. The Treasurer shall submit a financial statement at each Council meeting and to the membership at the Annual Meeting. The Treasurer and his or her authorized agents shall be bonded at the discretion of Council.

   (g) The Representatives to the Assembly will represent the members of this Corporation in the Assembly and in the Area Council. When appropriate, such Representatives shall be instructed by Council and/or the PaPS as to its opinions on matters that come before the Assembly. The Representatives shall provide a report to Council after each meeting of the Assembly.

2. The terms of office of officers of PaPS shall be as follows:

   (a) Officers, except representatives to the Assembly, shall hold office for a term of one year or until their successors are elected and installed. Officers, except representatives to the Assembly, are eligible for re-election for one additional term. Representatives to the Assembly shall serve for a term of three years and shall be eligible for re-election.

(b) If the office of President should become vacant, for any reason prior to the expiration of the term, the President-Elect shall immediately become President and shall serve for the remainder of the term of his or her immediate predecessor.

(c) If the office of President-Elect becomes vacant, the Vice President shall immediately become President-Elect and shall serve for the remainder of the term of his or her immediate predecessor. A new Vice President shall be selected by Council upon recommendation of the Nominating Committee.

(d) If the office of Vice President becomes vacant for any reason other than as specified in subparagraph (c), such office shall remain vacant until the next Annual Meeting of PaPS, prior to which time the membership shall elect an eligible person as President-Elect and an eligible person as Vice President through the process of Nominating Committee and Council.

(e) If the offices of both President and President-Elect become vacant the Vice President shall immediately become President and shall serve as President until the second Annual Meeting of PaPS following his or her election as Vice President.

(f) If the offices of both President-Elect and Vice President become vacant, the Council shall designate from the Council, a member of Council who shall act as President-Elect and one who shall act as Vice President, each of whom shall so act until the next Annual Meeting, at which time the membership shall elect an eligible person as President-Elect and an eligible person as Vice President.

(g) If the offices of President, President-Elect, and Vice President shall become vacant, the Council shall designate from among the Council, one who shall act as President, one who shall act as President-Elect, and one who shall act as Vice President, each of whom shall act until the next Annual Meeting, at which time the Membership shall elect an eligible person as President, an eligible person as President-Elect, and an eligible person as Vice President.

(h) Should the President, as determined by the Council, be incapacitated or unable to perform the duties of the office, the President-Elect shall act in his or her stead. Should the President- Elect, as determined by the Council, be incapacitated or unable to perform the duties of the office, the Vice President shall act in his or her stead. Should both the President and the President-Elect, as determined by the Council, be incapacitated or unable to perform the duties of their offices, the Vice President shall act in their stead.

(i) If any other office becomes vacant, the Council shall elect a voting member of PaPS to fill that office for the remainder of the term after recommendations from the Nominating Committee.

ARTICLE VII. ELECTION OF OFFICERS

1. Nominations for officers, the resident representative, and the early career psychiatrist representative shall be made to PaPS by (a) petition to the Secretary by fifteen (15) or more District Branch members eligible to vote to be received no later than December 1 of each year or by (b) the Nominating Committee appointed by the President. The Committee shall consist of the Immediate Past President, who shall serve as Chair; an additional former President; and each Chapter president or his or her delegate. The Committee shall report its nominations to the Council prior to mailing the ballots to the membership. All nominations must be accompanied by the proposed candidate's acceptance of the nomination.

2. The election of officers shall be by mail/electronic ballot, distributed by the Secretary, to all voting members at least 60 days prior to the Annual Meeting and to be returned to the Secretary and Council for tabulation by a tellers Committee at least 30 days prior to the Annual Meeting. The candidate for each office receiving a majority of votes shall be declared elected. In the absence of a majority vote, a run-off election shall be held between the two candidates who receive the largest number of votes for the office in question. In the event of a run-off election, the current officer in any contested position shall remain in office until a candidate is elected. Mail/electronic ballot to the membership shall not be required in the event of an uncontested election. In the event of an uncontested election the Nominating Committee shall so report to the Secretary and Council and announce it to the Membership at the Annual Meeting. Assumption of duties and formal installation of officers shall be consistent with the requirements of the APA.

3. The recall of any elected officer may be initiated by Council by majority vote of all members of Council or by petition of 15 voting members of PaPS submitted to Council prior to or at any meeting of the Council. A mail/electronic ballot shall be circulated and reported. If a two-thirds majority of the ballots cast is in favor of recall, the officer will be notified by Council of his recall by the membership and his replacement shall be appointed as provided in these Bylaws.

ARTICLE VIII. COMMITTEES, BOARDS AND OTHER ORGANIZATIONAL ENTITIES

1. There shall be the following Standing Committees: Executive, Ethics, Membership, Nominating, Bylaws, and Finance and Budget.

2. The President, with the approval of the Council or Executive Committee, shall establish or eliminate committees (except the standing committees), commissions, and boards as may be necessary to implement the objectives of PaPS.

3. Ad Hoc committees, when appointed, shall act through the next Annual Meeting.

4. The terms of committees, boards, and other organizational entities shall be determined by the President, with the approval of Council or the Executive Committee. Each year, the President then in office shall designate the Chairperson and membership of each committee, commission, board, or other organizational entity. Only a voting member may be appointed to a committee or commission. Members and non-members of the Corporation may be designated as advisors or consultants. Committee chairs and members shall serve at the will of the President.

5. At least three members of the Ethics Committee shall be Past Presidents of the Pennsylvania Psychiatric Society or the Psychiatric Physicians of Pennsylvania.
6. No member of PaPS or of any organizational unit thereof shall speak in the name of or encumber the funds of PaPS unless such power is specifically granted by formal action of the Council.

7. Members of Councils/Committees may be subject to administrative or punitive actions up to and including removal from office for the violation of PaPS policies, as recommended by the President and ratified by the Executive Committee in the absence of Council, with subsequent approval by Council. Such action will occur following an affirmative vote by 2/3 of the voting members of Council present. In the event of such removal, the body responsible for electing or appointing the member to the vacant position, shall replace the member as soon as possible.

ARTICLE IX. CHAPTERS

1. When a group of not less than ten members in a contiguous geographical locality within the Commonwealth of Pennsylvania desires to create a chapter of the PaPS, the members will proceed in the following manner:

   (a) They will submit to the Secretary of the PaPS a petition personally approved by signed statement of the proposed Charter Members signifying their intention to conduct their chapter organization and business in accordance with these Bylaws, proposing the designation by which it would be known, and requesting a specific geographic jurisdiction.

   (b) The Council will consider the application and make a report and recommendation. If the Council recommends formation of the chapter, it will so inform the members of any existing chapters whose geographic boundaries would be affected by the change. A mail ballot shall be sent to such members.

   (c) If approved by a majority of the votes cast, the new Chapter will be created.

(d) Chapter Bylaws (or official procedures adopted in the absence of bylaws, which are not required for chapters) shall be consistent with the Bylaws and official procedures of the PaPS and the APA.

2. All members of a Chapter must be members of the PaPS. Classification of membership and qualification for membership shall be the same as for the PaPS and the APA. Application for membership in the PaPS from within the territorial jurisdiction of a Chapter shall be made and processed in accordance with APA and PaPS procedures.

3. Members of PaPS shall be appointed to the Chapter in whose geographic boundaries they reside or practice. A Chapter member who wishes to be assigned to another Chapter may request reassignment. The PaPS Membership Committee or its agent shall act upon the request.

4. With the exception of the Resident-Fellow Members and Early Career Psychiatrist delegates, the voting members of the PaPS Council who are not elected Officers of PaPS will be elected by the membership of their respective Chapters, except in the case of substitute delegates.

5. Through their delegates, Chapters may submit referenda to the eligible voting membership of PaPS. A proposed referendum accompanied by a statement of purpose shall be submitted 60 days prior to the next mail ballot to the Secretary of PaPS for dissemination to the membership and it shall be voted on in that mail ballot. After a referendum is approved by a Chapter and submitted to the Secretary, the Council or Executive Committee shall review it to determine whether it conflicts with the Bylaws or with the legal status or established policy of PaPS and shall resolve any such conflicts before the referendum is circulated to the members. The ballot may carry the recommendation of the Council FOR or AGAINST the proposed measure. The adoption of the referendum shall require a majority of two-thirds (2/3) of the ballots received.

6. No Chapter shall speak in the name of, or encumber the funds of, PaPS.

7. Each Chapter shall establish bylaws or operating procedures which shall be approved by the PaPS Council, and which shall be consistent with the PaPS bylaws and official procedures. If any provision of a Chapter's bylaws or operating procedures is inconsistent with the bylaws of the PaPS, the bylaws of the PaPS shall govern until such time as the inconsistency is remedied by amendment of the PaPS bylaws, the Chapter bylaws, or both.

8. Voting members of the Chapter's governing body shall be elected by the Chapter membership.

9. Chapter members who are voting members of the PaPS may be appointed to chair or serve on chapter committees, task forces, and commissions. Non-voting members and non-members may serve as advisors or consultants.

10. Chapter activities include those that relate to its members; to laws or policies promulgated by local governments or agencies within the geographic boundaries of the chapter; and to other events or issues specific to the territory of the chapter. Such activities shall be consistent with the PaPS purposes and objectives as stated in Article I of these bylaws.

11. Allegations of unethical behavior will be investigated by the PaPS under the procedures of the APA. Complaints initially lodged at the chapter level shall immediately be referred to the PaPS.

12. Chapter activities related to state government relations and public policies at the state level shall be coordinated with the PaPS and shall be consistent with PaPS positions and policies.

13. Dissolution of a chapter:

    a. The governing body of any chapter, or its members by a majority of the votes cast, may request that the Chapter be dissolved, with the request being presented to the PaPS Council for approval or disapproval. The Chapter may also be dissolved by a majority vote of the PaPS Council for due cause.

    b. At the dissolution of a Chapter, the PaPS Council shall allocate the geographic territory of the dissolved Chapter among the geographic territories of the contiguous Chapters, in its complete discretion. Members in the dissolved chapter shall automatically be assigned to the Chapter then representing the geographic territory of each member's residence or place of practice, as appropriate.

    c. Any assets allocated to the dissolved Chapter shall remain the property of PaPS and shall be allocated among other Chapters or utilized by PaPS in the complete discretion of the PaPS Council.

    d. The dissolution of a chapter shall not result in the distribution of any assets allocated to the Chapter to the members of the dissolved Chapter.

ARTICLE X. PRIVILEGES AND RESPONSIBILITIES OF MEMBERSHIP

1. All members of PaPS shall be bound by the ethical code of the medical profession, specifically defined in the most recent edition of the document *Principles of Medical Ethics of the American Medical Association, with Annotations Especially Applicable to Psychiatry*.

2. The right to vote, to nominate candidates, to propose referenda and amendments to the Bylaws, and to serve on a Committee, Council, Commission, or Board shall be limited to Fellows, Life Fellows, Distinguished Fellows, Distinguished Life Fellows, General Members, Life Members, and Resident-Fellow Members in good standing.

3. Any voting member may hold elected office or serve on Committees, Boards, and Commissions.

4. Every member shall pay both dues and assessments as determined by the Council, consistent with the membership categories established by the APA.

5. The voting membership may initiate referenda or change an action of the Council by using the procedures that are prescribed in Article IX, Section 5 of these Bylaws.

6. Resignation or loss of membership in PaPS will entail a loss of APA membership. If a member requests a transfer to a different DB, PaPS will lose that membership when the new DB approves the membership.

7. APA does not recognize Chapters – only the District Branch (PaPS). PaPS manually assigns members to Chapters based on their zip code.

8. Attendance at meetings of the council, committees, or boards, or other organizational entities of PaPS shall be open to all members of PaPS except for the meetings of the Executive Committee and the Ethics Committee. Council may go into Executive Session, restricting attendance to voting members of the Council and appropriate staff, to discuss recommendations of the Ethics Committee and other confidential matters.

9. Any dues-paying member of PaPS who fails to pay all dues and assessments may forfeit his or her membership. Notice of such failure shall be made to the member after the member is in arrears for one full calendar year or such other period of time as is consistent with the policies of the APA. Unless otherwise waived by the Council for what it considers good and sufficient reasons, the member will be notified that his or her membership will be forfeited if the arrearage is not paid in full by a specific date. The member will be informed of the conditions under which he or she may be exempted from payment of dues and assessments. When payment in full or an appeal for extension has not been received by the specified date, the member shall be notified of his or her loss of membership in PaPS. Thereafter, such former members may apply for membership in accordance with Article IV of these Bylaws.

10. In order for an active dues-paying member of this Corporation to remain a member in good standing of PaPS, the member must maintain qualification for the American Medical Association's Physician's Recognition Award or meet such other continuing medical education standard as required by the APA. The Council shall, in accordance with the procedures established by Council, have the power to waive such requirements in those cases involving active members of PaPS serving temporarily in the Armed Forces or other Government service of the United States or who are prevented from the practice of medicine by reason of illness or disability or in such other cases as in its judgment such waiver should be granted. Members who are fully retired from active practice and fulltime trainees in accredited programs are exempt from the continuing education requirement.

ARTICLE XI. VOTING

1. All voting for the election of officers, amendments to the Bylaws, and referenda shall be by mail ballot or electronic notification except as provided for in Article VII.
2. The results of the voting shall be reported to Council and to the membership at the Annual Meeting.
3. Council, PaPS standing committees, and ad hoc committees and ad hoc task forces, authorized under these bylaws shall be authorized to use electronic voting in accordance with applicable law and security policies and procedures adopted by Council.

ARTICLE XII. COMPLAINT PROCEDURE AND DISCIPLINARY ACTION

1. A complaint concerning the behavior of a member of PaPS shall be in writing, signed by the complainant, and filed with the Executive Director, who shall bring it to the Ethics Committee Chair.

2. When the Ethics Committee Chair receives a complaint alleging that a member has engaged in unethical conduct or has brought discredit or dishonor on the Corporation and/or on the practice of psychiatry, the Ethics Committee Chair shall initiate a panel who will determine whether to (a) dismiss the complaint; or (b) refer the complaint to the Ethics Committee for study. If the complaint is not to be dismissed, the Chair of the Ethics Committee or his or her agent shall notify the accused member and the complainant that such a complaint has been received and has been referred to the Ethics Committee. If the complaint is to be dismissed, the President or his or her agent shall notify the complainant.

3. The consideration of complaints of unethical conduct of a PaPS member shall be processed in accordance with "The Procedures for Handling Complaints of Unethical Conduct" contained in "The Principles of Medical Ethics with Annotations Especially Applicable to Psychiatry" (current edition, as adopted by the APA), any supplement thereto, and such guidelines for processing ethics complaints as may be adopted from time to time by Council.

4. Unless the Ethics Committee Chair has dismissed a complaint pursuant to paragraph 2 of this Article, no finding of ethical violation, sanction, or exoneration may be made except by Council, after receipt of recommendations from the Ethics Committee.

ARTICLE XIII. ANNUAL MEETING

1. An Annual Meeting of PaPS, including a business meeting, shall be held each year at such time and place as the Council shall determine.

2. Special meetings may be called by the President, by the Executive Committee, or the Council, or by a petition signed by twenty (20) voting members of PaPS.

3. Members shall be notified of special meetings by the Secretary not less than two weeks before the meeting.

4. The membership may vote to approve or disapprove by majority vote the reported actions of the Council but may not reverse an action of the Council except through the process of referendum described in Article IX, Section 5 of these Bylaws.

5. The business at the Annual Meeting shall include, but not be limited to:

   (a) announcement of the results of the ballot for election of officers.
   (b) consideration of amendments to these Bylaws. Final action will follow dissemination to the membership and circulation of a mail/electronic ballot.
   (c) report of the Treasurer.

6. Proposals about the affairs of PaPS, including resolutions for referenda, may be introduced and, if approved by a majority of the members present and voting, will be circulated to the membership. A two-thirds majority of members present, and voting may call for an extraordinary vote on any matter which shall require a mail/electronic ballot to be circulated and the vote thereon to be reported to the membership.

7. Before the close of the final session of the Annual Meeting, the incoming President, President-Elect, Vice President, Secretary, and Treasurer will be introduced to the membership.

8. A quorum of the Corporation shall consist of a majority of voting members of the Council.

ARTICLE XIV. LIMITATION OF COUNCIL MEMBERS' LIABILITY, INDEMNIFICATION AND INSURANCE

1. No member of Council shall be personally liable for monetary damages as such for any action taken or any failure to take any action unless: (a) the member of Council has breached or failed to perform the duties of his or her office under the applicable provisions of the Pennsylvania Directors' Liability Act relating to standard of care and justifiable reliance, and (b) the breach of failure to perform constitutes self-dealing, willful misconduct, or recklessness. Anything to the contrary contained herein notwithstanding, the provisions of this Section shall not apply to the responsibility of a member of Council pursuant to any criminal statute, or to the liability of a member of Council for the payment

of taxes pursuant to local, state, or federal law.

(a) (i) Each indemnified person shall be indemnified and held harmless by PaPS for all actions taken by him or her and for all failures to take action (regardless of the date of any such action or failure to take action) to the fullest extent permitted by Pennsylvania law against all expense, liability and loss (including, without limitation, attorneys' fees, judgments, fines, taxes, penalties, and amounts paid or to be paid in settlement) reasonably incurred or suffered by the Indemnified Person in connection with any action. Anything to the contrary contained herein notwithstanding, no indemnification pursuant to this section shall be made in any case in which the act or failure to act giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness.

(ii) The right to indemnification provided in this section shall include the right to have the expenses incurred by the indemnified person in defending any action or proceeding paid by PaPS in advance of the final disposition of the action to the fullest extent permitted by Pennsylvania law, provided that the payment of such expenses incurred by the indemnified person in advance of the final disposition of an action or proceeding shall be made only upon delivery to PaPS of an undertaking by or on behalf of the indemnified person to repay all amounts as advanced if it shall ultimately be determined that the indemnified person is not entitled to be indemnified by PaPS.

(iii) Indemnification pursuant to this section shall continue as to an indemnified person who has ceased to be a voting member of Council and shall inure to the benefit of his or her heirs, executors, and administrators.

(iv) The term "indemnified person" as used herein shall mean each voting member of Council who was or is a party to, or is threatened to be made a party to, or is otherwise involved in, any action or proceeding by reason of the fact that he or she is or was a voting member of Council or is or was serving in any capacity at the request or for the benefit of PaPS as a member of Council, director, officer, employee, agent, partner, or fiduciary of, or in any other capacity for, another corporation or any partnership, joint venture, trust, employee benefit plan, or other enterprise. The phrase “action or proceeding” as used herein shall mean any threatened, pending, or completed action, suit, or proceeding (including, without limitation, an action, suit, or proceeding by or in the right of the Corporation), whether civil, criminal, administrative, or investigative.

(b) PaPS may, by action of the Council and to the extent provided in such action, indemnify employees and other persons who shall thereupon be included in the definition of the term indemnified person.

(c) The rights to indemnification and to the advancement of expenses provided in this

Article shall not be deemed to be exclusive of any other rights to which any person seeking indemnification or advancement of expenses may now or hereafter be entitled under any provision of these Bylaws, the Articles of Incorporation, or any agreement, vote of the members of Council, statute, both as to action in his or her official capacity and as to action in another capacity while holding that office.

(d) PaPS, at its expense, may purchase and maintain insurance for the benefit of any person on behalf of whom insurance is permitted to be purchased under Pennsylvania law against any expense, liability, or loss, whether or not PaPS would have the power to indemnify such person under Pennsylvania or any other law. In addition, PaPS may, at its expense, purchase and maintain insurance against its indemnification obligations hereunder or otherwise.

(e) PaPS may create a fund of any nature, which may, but need not be under the control of a trustee, or otherwise may secure or insure in any manner its indemnification obligations, whether arising under these Bylaws, the Articles of Incorporation, or any agreement, vote of the members of Council, statute, or otherwise.

2. (a) Unless and until amended or repealed as hereinafter provided, the applicable provisions of this Article shall constitute a contract between PAPS and each voting member of Council which may be modified as to any voting member of Council only with that person's consent or as specifically provided in this Section. Notwithstanding any other provision of these Bylaws, any repeal or amendment of this Article which is adverse to any member of Council shall only apply prospectively to such member of Council and shall not increase a member of Council's personal liability or limit the rights of an indemnified person to indemnification or to the advancement of expenses with respect to any action or failure to act occurring prior to the time of such repeal or amendment.

(b) Notwithstanding any other provision of these Bylaws, no repeal or amendment of these By-laws shall in any way increase the liability of a voting member of Council or limit the rights of an indemnified person to indemnification or to the advancement of expenses unless adopted by the affirmative vote of not less than seventy-five percent (75%) of the then members of Council.

ARTICLE XV. PARLIAMENTARY AUTHORITY

The Standards of Parliamentary Procedure by Alice Sturgis shall be the parliamentary authority for all matters of procedure not specifically covered by the Bylaws.

ARTICLE XVII. AMENDMENTS TO THE BYLAWS

1. Proposals to amend the Bylaws may originate either (a) by petition signed by ten (10) or

more voting members of the Corporation or (b) by resolution of the Council.

2. Proposed amendments to the Bylaws shall be received by the Secretary at least sixty days before the Annual Meeting.

3. A proposed amendment shall be presented at the Annual Meeting and thereafter disseminated to the entire membership no later than January 1 of the following year. The proposed amendment shall be voted on by the eligible voting membership by a mail ballot or via electronic notification. Approval by two-thirds (2/3) of the votes cast of the eligible members of PaPS shall be required for adoption of the proposed amendment. If adopted, the amendment shall become effective upon certification by Council unless a later effective date is specified on the ballot.