Approved: 06.20.2023

BYLAWS OF PENNSYLVANIA PSYCHIATRIC SOCIETY
PHILADELPHIA CHAPTER BYLAWS

ARTICLE I. IDENTIFICATION

The name of the parent corporation is the PENNSYLVANIA PSYCHIATRIC SOCIETY (hereinafter referred to as PaPS). PaPS is incorporated as a non-profit corporation under the laws of the Commonwealth of Pennsylvania and is a District Branch of the American Psychiatric Association (APA). The District Branch includes the following regional Chapters: Central, Lehigh, Northeast, Philadelphia, Pittsburgh, and Western.

ARTICLE II. OBJECTIVES

The objectives of the Chapters are:

(1) advocates for its members and their patients;
(2) to improve the diagnosis, treatment, rehabilitation, and care of the individuals with mental illness, substance use disorders, and intellectual disabilities.
(3) promotion of access, in an equitable fashion, to all individuals;
(4) to promote research and professional education in psychiatry and allied fields regarding the treatment and the prevention of psychiatric disorders;
(5) to help assure high standards for all psychiatric services and facilities;
(6) to foster the cooperation of all who are concerned with the medical, psychological, social, and legal aspects of mental health and illnesses;
(7) 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;
(8) to make psychiatric knowledge available to other practitioners of medicine, to scientists in related fields, and to the public;
(9) to represent the views and wishes of its membership before the governing bodies of the PaPS;
(10) to participate in the development and implementation of laws and regulations affecting the practice of psychiatry and the delivery of mental health care, and;
(11) To assist the PaPS in promoting a unified voice for its goals, objectives, and psychiatrists' community.

ARTICLE III. TERRITORIAL JURISDICTION

Each Chapter of the PaPS consists of regional members within a specified geographical area delineated by county boundaries. PaPS members are assigned to a specific Chapter based on a members preferred mailing address (residing in or practice location). Current Chapter territorial jurisdictions include:

a) **Philadelphia Chapter** – those members residing or practicing within the boundaries of Bucks, Chester, Delaware, Montgomery, and Philadelphia Counties.

b) **Central Chapter** – those members residing or practicing within the boundaries of Adams, Columbia, Cumberland, Dauphin, Franklin, Fulton, Juniata, Lancaster, Lebanon, Mifflin, Montour, Northumberland, Perry, Snyder, Union, and York Counties.

c) **Lehigh Chapter** – those members residing or practicing within the boundaries of Berks, Lehigh, Northampton, and Schuylkill Counties.

d) **Northeast Chapter** – those members residing or practicing within the boundaries of Bradford, Carbon, Clinton, Lackawanna, Luzerne, Lycoming, Monroe, Pike, Sullivan, Susquehanna, Tioga, Wayne, and Wyoming Counties.

e) **Pittsburgh Chapter** – those members residing or practicing within the boundaries of Allegheny, Armstrong, Beaver, Bedford, Blair, Butler, Cambria, Fayette, Green, Huntingdon, Indiana, Lawrence, Somerset, Washington, and Westmoreland Counties.

f) **Western Chapter** – those members residing or practicing within the boundaries of Cameron, Centre, Clarion, Clearfield, Crawford, Elk, Erie, Forest, Jefferson, McKean, Mercer, Potter, Venango, and Warren Counties.

ARTICLE IV. MEMBERSHIP

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

2. Categories of, and requirements for, membership in Chapters shall be the same as those of membership in the PaPS and APA at the time of application. Membership in a PaPS Chapter shall be automatically conferred on any member practicing or residing in the geographic territory as determined under Article III. Territorial Jurisdiction. Any member so assigned may request reassignment to another PaPS Chapter, forfeiting membership in the current Chapter. No member may be long to more than one Chapter of PaPS.

3. 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 pay annual dues and special assessments.

4. The right to vote shall be consistent with the APA and PaPS 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.

ARTICLE V. MEMBERSHIP PROCESSING

1. Applications for membership shall be processed in accordance with the procedures of the PaPS, which shall be consistent with the requirements of the APA. PaPS will periodically notify Chapters of changes in member status. All correspondence and negotiations shall be held directly between PaPS and APA, and not through the Chapter.

2. Complaints of unethical behavior lodged against members shall be referred to the PaPS for handling under the APA Procedures for Handling Complaints of Unethical Conduct.

3. Members of Chapters must also be members of the PaPS. Loss of membership in the PaPS or APA shall entail a loss of membership in the Chapter.

ARTICLE VI. OFFICERS, CHAPTER COUNCILORS, & PaPS DELEGATES

1. Officers of the Philadelphia Chapter (Chapter) shall include a President, President-Elect, Vice-President, Secretary, and Treasurer. Only voting members of the Chapter shall be eligible for nomination and election. Officers shall have the following duties:

   (a) President – shall be the chief executive officer of the Chapter and shall carry out all orders and resolves of the Council, the Executive Committee, and membership. The President shall preside at all general meetings of the Chapter and all meetings of the Chapter Council. The President shall appoint the personnel of all committees, boards, and task forces, establish and appoint personnel of other special organization entities. The Chapter President shall serve as a Delegate to the PaPS Council for a term of one (1) year. The Chapter President shall serve as the Chapter representative on the following PaPS Committees: Awards, Finance, and Nominating Committees.

   (b) President-Elect – shall assist the President in their duties, and perform such other duties as may, from time to time, be assigned to them by the President. The President-Elect shall serve as a Delegate to the PaPS Council for a term of one (1) year. The President-Elect shall serve as the Chapter representative on the PaPS Bylaws Committee.

   (c) Vice-President – shall assist the President-Elect in their duties, and perform other duties as may, from time to time, be assigned to them by the President. The Vice-President shall serve as an alternate Delegate to the PaPS Council if the appointed Delegate(s) are unable to attend.

   (d) Treasurer (or designated agent) - shall receive, disburse, account for, and manage all funds of the Chapter under the general direction of the Chapter Council and in collaboration with the PaPS Treasurer. Treasurer (or designated agent) shall submit a financial statement at each Council and Executive Committee meeting

and to the membership at the Annual Meeting.

(e) Secretary (or designated agent) – shall be responsible for the records of the Chapter and perform all duties prescribed herein and those delegated by the Chapter Council. The Chapter Secretary shall serve as the Chapter representative on the PaPS Membership Committee.

2. Term of Office – the term of office for each officer shall be one year. No person shall serve as President for more than two (2) consecutive years.

3. Other elected representatives to the Chapter Council comprise the Immediate Past President (one-year term); Chapter Councilors (three-year term); three (3) delegates (President, President-Elect, and Immediate Past President) to the PaPS Council (one-year term); an Early Career member (one-year term); and a Resident Fellow member from each training institution (one-year term). Only voting members shall be eligible for nomination and election. Philadelphia Chapter shall determine the number of Chapter Councilors to be appointed between one (1) and three (3) Councilors.

4. The Philadelphia Chapter Delegate(s) to the PaPS Council may not serve longer than three (3) years without re-election by the membership. Delegates to the PaPS shall represent the policies and views of the Chapter to the PaPS Council. Delegates shall also submit reports to the Chapter on activities of the PaPS.

5. All officers and elected representatives or delegates shall assume their duties at the close of business on the last day of the Annual Meeting of the APA following their election. Formal installation (if any) shall occur within one month of that date. All officers may be re-elected and serve more than one term.

ARTICLE VII. CHAPTER COUNCIL & EXECUTIVE COMMITTEE

1. The Chapter Council shall formulate and implement the policies of the PaPS and shall be responsible for the management of the business and affairs of the Chapter in collaboration with PaPS. Responsibilities of the Chapter include, but are not limited to:

   (a) Interpreting the provisions of the Bylaws. If any provision of the Chapter bylaws 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.

   (b) Advertising and conducting an Annual Business Meeting of the Chapter membership at a time and place established by Council. Additional meetings of the Chapter membership may be held at the discretion of Council.

   (c) Adopting a Chapter budget, approving expenditures of funds, and administering special

grants and awards.

(d) Supporting, monitoring, and implementing the strategic plan and goals of the PaPS in the Chapter.

(e) Acting on matters referred to Council by Chapter members or from business meetings.

(f) Performing all other acts consistent with these Bylaws, and at the direction of the PaPS, which may be needed to carry out the purpose and resolves of the PaPS and the Chapter.

2. Voting members of the Chapter Council include the President, President-Elect, Vice-President, Secretary, Treasurer, Immediate Past President, Councilor(s), and PaPS Delegate(s). All voting members should be elected to their positions by the membership-at-large per Article XI.

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

4. The Chapter Council shall meet at the time of its Annual Meeting, at the time and date determined by Council and advertised to the membership, and at such other times as the President or Council may decide. By petition, one-third (1/3) of the voting members of the Chapter may call a special meeting.

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

ARTICLE VIII. VACANCY OF OFFICE

1. 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 their immediate predecessor.

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

ARTICLE IX. ELECTION OF OFFICERS AND DELEGATES

1. Nominations for all officers and delegates, shall be made to the Chapter by (a) the Nominating Committee (chaired by the Immediate Past President, or designated representative appointed by the Chapter President) or (b) petition to the Nominating Committee Chair by fifteen (15) or more Chapter members eligible to vote. Nominations to

be received no later than December 1 of each year. The Chapter 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 (or designated representative), to all voting members at least sixty (60) days prior to the Annual Meeting and to be returned to the Secretary and Council for tabulation by a tellers Committee at least thirty (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 fifteen (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 X. COMMITTEES

1. The President, with approval of the Chapter Council, shall establish or eliminate committees (except the Nominating Committee), commissions, work groups, task forces, and liaison positions to other organizations as may be necessary to implement the objectives of the Chapter.

2. The Nominating Committee shall consist of the Immediate Past President, two (2) members of the Chapter Council and two (2) members at large. The Immediate Past President, or designated representative appointed by the Chapter President, shall serve as chairperson. The Nominating Committee is a standing committee of the Chapter.

3. Committee chairs and committee members shall be appointed by the Chapter President and must be a voting member. Non-voting members may serve as advisors or consultants.

4. No member of a Chapter shall speak in the name of or encumber the funds of PaPS unless such power is specifically granted by formal action of the PaPS.

5. Members of Chapter 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 PaPS President and ratified by the PaPS Executive Committee in the absence of Council, with subsequent approval by Council. Such action will occur following an affirmative vote by two-thirds (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 XI. PRIVILEGES AND RESPONSIBILITIES OF MEMBERSHIP

1. Chapters shall conduct an annual business meeting of the Chapter membership at a place and time determined by Council.

2. A quorum for conducting Chapter business at the annual business meeting shall be no less than fifteen (15 members).

3. Business at the annual meeting shall include, but not limited to, amendments to these Bylaws, election of officers and delegates who are unopposed, a report of the Secretary and Treasurer, and the introduction of the incoming President, President-Elect, Secretary, and Treasurer. It may also include the announcement of balloting results for contested positions.

4. Other meetings of the membership may be held as established by Council, the Executive Committee, the President, or by a petition signed by fifteen (15) voting members of the Chapter.

5. Any voting member may hold elected office or serve as a chairperson of a task force or committee, if appointed or elected according to these Bylaws.

6. No member of the Chapter or any organizational unit thereof shall speak in the name of or encumber the funds of the PaPS or the Chapter unless such power is authorized by the PaPS or Chapter Council.

ARTICLE XII. 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 XIII. AMENDMENTS TO THE BYLAWS

1. Proposals to amend the Bylaws may originate either (a) by petition signed by fifteen (15) or

more voting members of the Chapter 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. All proposed Amendments shall be consistent with the Bylaws of the Pennsylvania Psychiatric Society (PaPS).

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 the Chapter shall be required for adoption of the proposed amendment. If adopted, the amendment shall become effective upon certification by Chapter Council unless a later effective date is specified on the ballot.

ARTICLE XIV. DISSOLUTION

1. Chapter Council, by majority vote, may request the Chapter be dissolved, with the request being presented to the PaPS Council for approval or rejection. A Chapter may also be dissolved by a majority vote of the PaPS Council for due cause.

2. If a Chapter is dissolved, the PaPS Council shall allocate the geographic territory of the dissolved Chapter among the geographic territories of the contiguous Chapters, in its complete discretion. Membership of a Chapter member is also dissolved and shall automatically be assigned to the Chapter then representing the geographic territory of the members' residence or place of practice, as appropriate.

3. Any assets allocated to the dissolved Chapter shall remain the property of PaPS and shall be allocated for scientific and educational purposes, among other Chapters or utilized by PaPS in the complete discretion of the PaPS Council.

4. Dissolution of the Chapter shall not result in the distribution of any assets allocated to the Chapter to the members of the dissolved Chapter.

5. PaPS shall follow the guidelines established by the Procedural Code of the Assembly of the APA.