

BYLAWS
PENNSYLVANIA ALLERGY AND ASTHMA ASSOCIATION
(revised June 22, 2019)

ARTICLE I - INTRODUCTION

Section 1. The name of this organization shall be the Pennsylvania Allergy and Asthma Association.

Section 2. The mission of this Association shall be: (1) to serve as an advocate for patients with allergic, asthmatic, and immunological disorders in the Commonwealth of Pennsylvania; (2) to promote and encourage the study and to educate practitioners of allergy, asthma, and clinical immunology; (3) to disseminate pertinent knowledge among professionals and lay public; (4) to promote and encourage research in allergy and related disciplines; and (5) to cooperate with other organizations and agencies in any area relating to the practice or study of allergy, asthma, and immunologic disease.

ARTICLE II - MEMBERS

Section 1. The membership of this Association shall consist of the following classes:

a. Active - this class of membership shall be limited to physicians who maintain license to practice medicine, (MD or DO) in their respective state. All members admitted after 1995 must have successfully completed two years of fellowship in allergy and immunology at an approved institution. He or she is responsible for payment of all dues and assessments, and is eligible to vote, hold elective office, and to serve in any capacity on committees.

b. Associate - any physician who is not eligible by virtue of his or her training to be an active member, is eligible to become an associate member. Such a member is responsible for prompt payment of all dues and assessments. He or she may serve as a member of a committee (but not as its chair), but may not vote nor hold elective office.

c. Corresponding - any person of good character who evinces an interest in allergy and is not a physician is eligible to become a corresponding member. Such a member is responsible for prompt payment of all dues and assessments including full annual meeting fees. He or she may serve as a member of a committee (but not as chair), but may not vote, attend PAAA board or business meetings or hold elective office.

d. Training - a physician (MD or DO) enrolled in a recognized regional fellowship program in allergy and immunology is eligible for a training membership. This class of membership shall continue until the end of the calendar year in which the fellowship ends. A training member may serve on a committee (but not as chair), but may not vote, or hold elective office. Training members are not responsible for dues or assessments. Elevation from training to active membership requires notification of successful completion of the two year fellowship.

e. Emeritus - any active member of this Association who has ceased to engage in his or her particular field of medical endeavor due to health, retirement, or any other cause satisfactory to the Board of Regents, shall be eligible to transfer to this class of membership. He or she shall be

carried upon the rolls of the Association but shall not be responsible for dues or assessment. Emeritus members are eligible to vote and hold elective office.

Section 2. The application will go to the Membership Committee, which will pass on the fitness and qualifications of each applicant. The committee will then present the application to the Board of Regents for approval. Action on an application may not be taken until it is complete. Upon approval by the Board of Regents and payment of their dues, a member may immediately attend all functions of the Association. Members approved at the fall Board meeting are responsible for dues starting the following year while members approved at the spring Board meeting are responsible for full dues starting that year. New members will be announced at the annual meeting.

Section 3. Membership dues shall be levied annually to coincide with the calendar year and shall be fixed in advance by the Board of Regents. Failure to pay dues for two consecutive years, and within 30 days of due notice presented to the delinquent member shall result in automatic expulsion from the Association. Reinstatement to full membership status shall require reapplication, a reapplication fee plus current year's dues and approval of the Board of Regents. Any member desiring to resign from the Association shall submit his or her resignation in writing and it shall be accepted upon receipt.

ARTICLE III - MEETINGS

Section 1. There shall be an annual meeting of the Association, on a weekend which includes the fourth Sunday of June in Hershey, Pennsylvania, unless otherwise specified by the Board of Regents. It shall include scientific, social, and business functions, including the election of officers. All members must be current in their dues to attend an annual meeting. At the option of the Board of Regents, other meetings of the Association may be held.

Section 2. For the transaction of business by the Association, the members present at a properly called and advertised business meeting shall constitute a quorum. Only members of the Association (except corresponding members), the Executive Director, and guests invited by the Board of Regents may attend a business meeting.

ARTICLE IV - OFFICERS

Section 1. The officers of this Association shall consist of a President, a President-Elect, a Secretary/Treasurer, and an Historian. These officers shall perform the duties prescribed by these bylaws and by the parliamentary authority contained in Robert's Rules of Order.

Section 2. Elections are to be held at the annual meeting by the vote of the membership. A slate of candidates shall be presented by the Nominating Committee, but others may be nominated from the floor.

Section 3. The President shall serve a one year term and shall assume office during the annual business meeting. No one shall serve more than two terms in this office except as noted below. Should a President-Elect be unable to assume this office upon the completion of the term of an incumbent President, that President shall automatically continue in office until the next annual meeting. He or she shall serve as chairman and presiding officer of the Board of Regents, and shall be the official spokesperson of the Association.

Section 4. The President-Elect shall be elected annually by the membership to serve three successive one year terms which include the President-Elect, President, and Immediate Past President. He or she shall preside in the absence of the President, succeed to the Presidency at the next annual meeting, succeed to that office upon the death, disability, or resignation of the President, and in that case, serve until the conclusion of his or her own elective term as President. The President-Elect will become involved in the business of the association by assuming projects delegated by the President. The Past President will complete initiatives started during his/her presidency.

Section 5. The Secretary/Treasurer shall be elected for a one year term. He or she shall review the minutes and financial statements provided by the Executive Director of the Association and will assume an active role in fundraising for the annual meeting.

Section 6. The Historian shall be elected for a three-year term that may be repeated one time. He or she shall be a Past President of the Association.

Section 7. Notwithstanding the above, the Board of Regents is empowered to fill any position that becomes vacant until the next annual meeting.

ARTICLE V - BOARD OF REGENTS

Section 1. The Board of Regents shall consist of fourteen members. Thirteen members shall be active or emeritus members of the Association. The thirteen individuals include: the President, the President-Elect, the Secretary/Treasurer, the Historian, the Immediate Past President, and eight at-large members. Two at-large members are to be elected annually by the general membership to serve a four-year term on the Board of Regents. If, because of resignation or elevation to another office, at-large positions become vacant, additional members shall be elected to fulfill shorter terms, so that two members rotate off the Board every year. The at-large members should all be members of active committees. The fourteenth member shall be a non-voting training member chosen by the board. Failure to attend three consecutive Board meetings for other than illness or military service shall be cause for dismissal from the Board of Regents. Any member so dismissed will be replaced by appointment by the President with approval of the remaining Board members.

Section 2. The Board of Regents shall meet at least twice annually, one meeting to precede the annual general business meeting of the Association. The second meeting shall be in the fall and the date and place will be determined by the President. Other meetings may be called by the President. Only active or emeritus members of the Association, the Executive Director, and guests invited by the Board of Regents may attend Board meetings. By a vote of the Board of Regents or at the discretion of the President, the Board may meet in executive session at which time attendance will be limited to Board members and specifically invited guests.

Section 3. The Board of Regents shall have general supervision of the affairs of the Association, make recommendations to the Association, set dues, have the power to levy assessments, and shall perform such other duties as are specified in these bylaws. The Board shall be subject to the orders of the Association and none of its acts shall conflict with action taken by the Association.

Section 4. The Board of Regents, after a review of verifiable information, may, at its sole discretion by two-thirds vote of the Board, expel a member from the Association.

Section 5. The Executive Director shall be appointed by the Board of Regents to assist the officers and the Board in the execution of the day to day functions of the Association. Specific responsibilities include handling correspondence, collecting dues, taking minutes, preparing financial statements, and organizing the annual meeting. The officers of the Association are empowered to delegate to the Executive Director other responsibilities, subject to approval of the Board.

ARTICLE VI - COMMITTEES

Section 1. All committees shall be responsible to the Board of Regents, to which each chair shall report at each meeting. Committee chair and members shall be appointed by the President, except as specified. Committees shall perform duties as outlined in these bylaws or as assigned by the Board of Regents. The President shall be an ex-officio member of all committees. All committee members shall be members of the Association.

Section 2. The Standing Committee chairs shall be members of the Board of Regents. The committees are:

a. Membership - this committee shall: (1) actively recruit new members for the Association and shall pass on the fitness and qualifications of each applicant; (2) notify those fellows who may apply for a training membership; and (3) provide members with a current membership list.

b. Program - this committee shall have the entire responsibility for the scientific and social aspects of the annual meeting of the Association. The chair and assistant-chair of the following year's meeting shall be selected by the President-Elect and included on the committee along with the immediate past chair, and President. Specific areas of responsibility include CME, publicity/publications, academic/speakers, social events and fund raising/exhibitors.

c. Nominating - this committee shall consist of three members, the President-Elect, the President and the chair who is the Immediate Past President. The committee shall present a slate of candidates, at least one for each elective office to the Board of Regents each spring, and in turn to the general membership at the annual business meeting.

d. Pennsylvania Allergy Educational and Research Fund (PAERF) - this committee will actively solicit funding for the PAERF, evaluate grant applications, and recommend to the Board of Regents who will then recommend to The Foundation of the Pennsylvania Medical Society the issuance of grants for educational and research projects. The committee will adhere to the *PAERF Guidelines for Project Funding*, that establish procedures and criteria for the grant approval process, including the following areas: eligibility, use of funds, application procedures, review process, and reporting requirements. Committee members applying for grants shall recuse themselves from participating in the grant approval process. The committee shall report on the number of grants, the amounts awarded, a description of the projects funded, and the identity of the grantees. All PAERF expenses shall be paid by PAERF, not the Association.

e. Interaction - this committee shall coordinate the workings of the subcommittee's representatives of the Association. The chair shall be the President. The subcommittee's representatives include, but are not limited to:

- (1) Public and Professional Education representative shall disseminate information to the general public on allergy and asthma through the news media and other means.
- (2) A Specialty Leadership Cabinet representative shall serve the Association on the Specialty Leadership Cabinet of the Pennsylvania Medical Society. The same or another representative will serve as the A/I representative at the Pennsylvania Medical Society's House of Delegates.
- (3) Legislative Action representative shall act as a liaison for the Association to the Pennsylvania legislature.
- (4) Insurance/Managed Care representative shall serve as a liaison with various entities interested in areas related to the delivery of allergy care.

f. Bylaws - this committee shall assure that the bylaws are current, and are made available to the membership. The chair shall be the President-Elect.

g. Special Awards - this committee may recognize members who have contributed exceptional service to the Association and honor them with an appropriate certificate or plaque. The chair shall be the Historian.

h. Finance Committee - chaired by the Secretary/Treasurer with 2 additional members appointed by the president. Member must be a PAAA member, not necessarily a Board member, to provide some continuity from year to year.

Section 3. Special Committees shall be named by the Board as needed. The President shall appoint the Chair and members, who should complete their assignments within one year.

ARTICLE VII - INDEMNIFICATION OF BOARD OF REGENTS

Section 1. Each member of the Board of Regents shall perform his or her duties in good faith and in a manner he or she reasonably believes to be in the best interest of the Association. This would include the use of such care -- including reasonable inquiry, skill and diligence -- as a person of ordinary prudence would use under similar circumstances. No member of the Board or officer of the Association shall be personally liable for money damages as such for any action taken or failure to take action in such capacity unless his or her action constitutes self-dealing, willful misconduct or recklessness, or unless liability is imposed pursuant to criminal statute or for payment of taxes.

Section 2. The Association shall indemnify any regent, officer, employee or agent, who was or is a party to, or is threatened to be made party to, or who is called as a witness in connection with, any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative, including an action by or in the right of the Association, by reason of the fact that he or she is or was a regent, officer, employee or agent of the Association, or is or was serving at the request of the Association as a regent, officer, employee or agent for another corporation, partnership, joint venture, trust or other enterprise, against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding unless 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.

Section 3. The indemnification and advancement of expenses provided by, or granted pursuant to, this Section shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any Bylaw, agreement, contract, vote of members or regents or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office. It is the policy of the Association that indemnification of, and advancement of expenses to, regents and officers of the Association shall be made to the fullest extent permitted by law, either presently in force or hereafter enacted.

Section 4. The Association shall pay expenses incurred by a regent or officer, and may pay expenses incurred by any other employee or agent, in defending a civil or criminal action, suit, or proceeding in advance of the final disposition of such action, suit, or proceeding upon receipt of an undertaking by or on behalf of such person to repay such amount if it is ultimately determined that he or she is not entitled to be indemnified by the Association.

Section 5. The indemnification and advancement of expenses provided by, or granted pursuant to, this Section shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a regent, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such person.

Section 6. The Association shall have the authority to create a fund of any nature, which may, but need not be, under the control of a trustee, or otherwise secure or insure in any manner, its indemnification obligations, whether arising under these Bylaws or otherwise. The authority granted by this Section shall be exercised by the Board of Regents of the Association.

Section 7. As soon as practicable after receipt by any person specified in this Section of notice of the commencement of any action, suit or proceeding specified in this Section, such person shall notify the Association in writing of the commencement or threat thereof; however, the omission so to notify the Association shall not relieve the Association from any liability under these Bylaws unless the Association shall have been prejudiced thereby or from any other liability which it may have to such person other than under these Bylaws. With respect to any such action as to which such person notifies the Association of the commencement or threat thereof, the Association may participate therein at its own expense and, except as otherwise provided herein, to the extent that it desires, the Association, jointly with any other indemnifying party similarly notified, shall be entitled to assume the defense thereof, with counsel selected by the Association to the reasonable satisfaction of such person. After notice from the Association to such person of its election to assume the defense thereof, the Association shall not be liable to such person under these Bylaws for any legal or other expenses subsequently incurred by such person in connection with the defense thereof other than as otherwise provided herein. Such person shall have the right to employ his or her own counsel in such action, but the fees and expenses of such counsel incurred after notice from the Association of its assumption of the defense thereof shall be at the expense of such person unless: (i) the employment of counsel by such person shall have been authorized by the Association; (ii) such person shall have reasonably concluded that there may be a conflict of interest between the Association and such person in the conduct of the defense of such proceeding; or (iii) the Association shall not in fact have employed counsel to assume the defense of such action. The Association shall not be entitled to assume the defense of any proceeding brought by or on behalf of the Association or as to which such person shall have reasonably concluded that there may be a conflict of interest.

Section 8. Notwithstanding any other provisions of these Bylaws, the approval of members shall be required to amend, repeal or adopt any provision as part of these Bylaws which is inconsistent with the purpose or intent of this Section, and, if any such action shall be taken, it shall become effective only on a prospective basis from and after the date of such member approval.

ARTICLE VIII - AMENDMENT OF BYLAWS

Section 1. These bylaws can be amended at any properly called business meeting of the Association by a two-thirds vote of the membership present, provided that the proposal has been circulated to the membership in writing at least one month prior to that meeting.

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