

EASTERN PENNSYLVANIA GERIATRICS SOCIETY

BY-LAWS

REVISED: December 2006

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EASTERN PENNSYLVANIA GERIATRICS SOCIETY

A Not for Profit Corporation

By-Laws

Article I

Name of the Organization; Affiliation

The name and title of this organization shall be the Eastern Pennsylvania Geriatrics Society (the "Corporation"). The Corporation is an organization affiliated with the national Organization of the American Geriatrics Society (the "Society").

Article II

Purposes and Powers

This Corporation will have the purposes or power as stated in its articles of incorporation, and whatever powers are or may be granted by the nonprofit Corporation Law of 1972 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
- 2). To assist in the education of other healthcare personnel in the issues of particular concern regarding the elderly
- 3). To foster professional and public awareness concerning issues in geriatric care
- 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 geriatrics by concerned health professionals
- 6). To act as a resource to professional a lay organizations, government agencies, and community programs in the areas of care to the elderly
- 7). To foster the above objectives in Corporation with the American Geriatrics Society, and coordinate activities with other professional societies and interested groups regarding issues in geriatrics

Article III Offices and Agency

Section 1- Principle Office. The principal piece of business of this Corporation will be located in Pennsylvania. In addition, the Corporation may maintain other offices either with in war without the Commonwealth of Pennsylvania as its business requires. The Eastern Pennsylvania geriatrics society will maintain a mail box at a location approved by the board. It is currently located at 761, Road # 194, Springfield, PA 19064. The EPGS shall maintain this or another post office box annually.

Section 2- Registered Office. The location of the registered office of this Corporation 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 adopting resolution and amending its articles were filed the appropriate State and the Department of State.

Article IV Membership

Corporation membership shall be open to any party interested in the objectives and activities of the corporation and by paying dues. The dues will be set by the Board of Directors. The board shall determine if a modified rate for membership for fellows in the field of geriatrics shall be offered yearly to offset the costs of training.

Article V Meeting of the Corporation

Section 1- Annual Meeting. The annual meeting of the members of the Corporation shall be held every year in the month of December at a place designated by the board of directors for the purposes of presenting the annual report of the directors, 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 were the President-elect; b) shall be called by the President were President-elect, upon written consent of the majority of the whole Board of Directors: C) shall be called by the President are President-elect, when at least 10 percent of the members entitled to vote request him more for to do so. Such request shall specify the time, place and purpose of the proposed meeting. The time specified for such meeting shall be a date, in case of meetings, called under a) or b) above, which is no less than one and no 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. Written notice of the time and place of the annual meeting and all other meetings of the Corporation shall be given by mail, and/or e-mail by the Secretary or the Secretary designee to each member entitled to vote addressed to said member at the address as it appears on the records of the Corporation, not less than 10 and not more than 50 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 the notice is given war as otherwise provided by law.

Section 4- Quorum. Ten percent of the members present at a board meeting who are entitled to vote 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. If there are two members present at a board meeting, one individual can change the policy as the President, if that other individual does not vote unless there is a tie.

Section 5- Annual Report. The annual report shall be presented by the President. During the annual meeting, and approved by the Board of Directors. This report shall be posted on the web site of the Corporation. The report shall contain with other information required by applicable law, the following:

- a) the assets and liabilities, including trust funds of the Corporation. As the end of the most recent 12 months fiscal period.
- b) The principal charges in assets and liabilities, including trust funds during said the fiscal year
- c) the revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes during said fiscal year
- d) the expenses or disbursements of the Corporation, for both general and restricted purposes, during said fiscal year
- 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 residence of the current members may be found

The report shall be filed with the records of the Corporation and abstract thereof entered into 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 bylaws of the Society were contained in any resolution adopted by the Society's board of directors which shall be necessary for the corporation to be designated as a regional affiliate of the Society.

Section 2- Number of Directors. The number of directors which shall constitute the whole board shall be no more than 20. Only members of the Corporation shall be eligible for election to the Board of Directors.

Section 3- Election of the Board of Directors. Director shall be elected by a majority vote of the membership at its annual meeting to serve for three year term. No more than eight Directors shall be elected at any annual meeting.

Section 4- Vacancies. Vacancies in the Board of Directors may be filled by the board of directors. In any officer elected to fill a vacancy shall serve until the next annual meeting of members or until his successor shall be elected and qualified.

Section 5- Director Responsibilities. Directors are expected to maintain an active involvement in overseeing the purpose and powers of the Corporation as described in article 2, as well as participating in board of director meetings. Failure to attend three consecutive board meetings and share in Director responsibilities, may necessitate review by the principal officers. At the discretion of the principal officers, the Director may be asked to resign. Failure to attend three (3) consecutive board meetings without an excused absence from the President may cause the board member to be asked to resign from the board.

Section 6- Compensation. No director of the Corporation shall directly or indirectly receive any salary or compensation from the Corporation, either as an officer or director were 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 7- Resignations. Any director may resign at any time by written notice to the President.

Section 8. Place of Meetings. The Board of Directors shall hold its meetings at such a place or places within or without the Commonwealth of Pennsylvania as the board from time to time designates

Section 9-Regular Meetings. The Board of Directors shall hold a least one regular annual meeting each year.

Section 10-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 were the President-elect and shall be called by either such officer on the written request of at least one half off a whole Board of Directors.

Section 11- Notice. Written notice of the time and place of all meetings of the Board of Directors shall be given by first-class mail and or e-mail to each director. by the secretary or his or her designee.

Section 12-Quorum. At the Annual Meeting of the Board of Directors, ten percent of the directors present shall constitute a quorum for the transaction of business. At meetings other than the annual meeting of quorum shall consist of five or more members of the Board of Directors.

Article VII Officers

Section 1- Principal Officers- the four principal officers of the Corporation shall be the President, President-elect, Secretary and Treasurer. All four principal officers, should be members of the American Geriatrics Society.

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 in a year after his tenure as office as such, shall automatically succeed to the office of President if he is reelected to the Board of Directors. Subject to the foregoing, the principal officers shall be elected to serve for a one-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 principal officer or director of the Corporation shall directly or indirectly receive any salary or compensation from the corporation either as an officer or director were 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 filll any vacancies which may occur in any office until the next annual meeting of the members of the Corporation. In case he or she 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. In any officer may resign at any time by written notice to the president. 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 judgment. The best interests of the Corporation will be served thereby.

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

Section 7- President-Elect. The President-elect may be chairperson of the committee designated by the President. In the event of a vacancy in the office of the President-elect, or during his or her absence or inability to act his or her duties and powers shall devolve upon the Secretary.

Section 8- Secretary. The Secretary shall be charged with the custody of all papers and documents relating to the property of the Corporation. He or she 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 subject to the control of the Board of Directors. The President may select staff he or she deems is appropriate.

Section 9- Treasurer. The Treasurer shall be charged with the deposit withdrawal of all corporate bonds in the corporate name in such banks and trust companies as the Board of Directors shall designate or improve any funds to be withdrawn in excess of \$500, must be approved by the president and/or Board of Directors. The Treasurer and/or the Board of Directors has deemed appropriate, may delegate responsibilities to a designee. The treasure and President shall be listed on all bank transactions. The Treasurer's report shall be provided at all board meetings.

Section 11- Other Individuals. The Board of Directors may from time to time appoint other individuals as it may deem advisable to assist the principal officers and a performance of their duties on behalf of the corporation. These individuals may hold the title of advanced planner, events planner, executive assistant or Executive Director, as the Board of Directors determines.

ARTICLE VIII Informal Action

Section 1-Waiver of Notice. Whenever any notice whatever is required by law to be given under the provisions of the Nonprofit Corporation Law of 1972, or these bylaws. A waiver of the notice in writing 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 bylaws or any action which otherwise may be taken at a meeting of either the members of the Board of Directors may be taken without a meeting if a consent is in writing, 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 as deemed appropriate of the Corporation. At the discretion of the Board, the present officers may be divided.

Article IX Committees

Section 1- Bylaws and Nominating Committee. The bylaws and nominating committee shall consist of not less than three or nor more than five persons appointed by the President from among the members of the Corporation and may include one or more members of the Board of Directors. The chairperson shall be appointed by the president. It is usual that the outgoing President shall be appointed the chairperson for this committee, however, the President may appoint another board member to this position. If the outgoing President is unable to fill his or her duties.

The bylaws and nominating committee shall convene no 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 receive the largest plurality of the committee's votes shall be nominated by the committee. The nominating committee shall nominate candidates to fill vacancies in the Board of Directors, including the principal officers. Nominations from the membership shall be accepted at the annual meeting. Nominations by 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 communicated by the chairperson of the committee and shall be delivered to the President so that the report may be published no later than 30 days prior to the date of the annual meeting of the members. In addition, the committee also shall nominate people for the annual awards given by the Corporation.

Section 2-Education and Programming. The Education and Program Planning Committee shall consist of not less than three nor more than 12 members appointed by the President from among the members of the Corporation and may include one or more members of the Board of Directors. The committee may include President-elect. The educational and program planning committee shall have the responsibility for planning and conducting any and all educational programs directed by the Board of Directors and all activities associated with such programs. The chairperson shall be appointed by the President.

Section 3- Legislative Affairs Committee. The legislative affairs committee shall consist of not less than three nor more than 10 members appointed by the President from among the members of the Corporation and may include members of the Board of Directors. This committee's responsibility is to monitor and report to the membership on areas of legislative and regulatory activity on a national state and local level salient to geriatric care. The chairperson shall be appointed by the President.

Section 4- Membership Committee. The membership committee shall consist of not less than two nor more than 10 members appointed by the President from among the members of the Corporation and may include members of the Board of Directors. The committee shall stimulate membership and review applications for membership. The committee will welcome those persons appropriate for membership and submit reports concerning membership status to the board. The chairperson shall be appointed by the President.

Section 5- Finance Committee. The finance committee shall consist of the appointed members Board of Directors. The treasurer will chair the finance committee. This committee will handle all financial matters relating to the corporation and submit financial reports to the board. The chairperson shall be appointed by the President.

Section 6-Other Committee. The president or Board of Directors may from time to time by resolution appoints 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 first day of January in and on the 31st of December each year.

Article XI Amendments

The members of the Corporation may be an affirmative vote of not less than two thirds of those present amend then these bylaws, at any annual or special meeting of the corporation subject to the limitations hereinafter provided. Amendments may be proposed by any member of the Corporation and shall be proposed in writing and delivered to the Secretary except for those made from the floor or those delivered after notice of such a meeting. A copy thereof shall be made available to each member of the Corporation. A copy of any amendment to the bylaws shall be made available to each member of the Corporation on request.

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 threaten to be made a party in any action or proceedings as a result of his service in such capacity, wore his service at the request of the corporation in any capacity on behalf of any other corporation's trust partnership, joint venture, employee benefit plan or other enterprise were in connection with any other activity performed at the request of the corporation against any claim judgment settlement or following related to proceeding and any appeal, thereto as reasonable expenses including reasonable attorneys fees related thereto, providing that with respect to any act 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 was with respect to services at the request of the corporation for any other Corporation trust partnership, joint venture employee benefit pay plan were other enterprise were 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 or her actions was unlawful.

Article XIII
Adoption of By-Laws

Originally Incorporated and Adopted in 1990.

Amended in 1996, 1998.

Current Revisions Adopted December 5, 2006, Philadelphia County, PA

Witnessed by:

Evelyn Mahairas, Ph.D, LCSW

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