

Constitution

ARTICLE I

The name of the Society shall be "THE PHILADELPHIA ACADEMY OF SURGERY."

ARTICLE II

The objects of the Academy shall be the Cultivation and Improvement of the Science and Art of Surgery, the Elevation of the Medical Profession, the Promotion of the Public Health, and such other matters as may come legitimately within its sphere.

ARTICLE III

Section 1. The Society shall consist of Active, Nonresident, Honorary and Retired Fellows.

Section 2. Upon request, any Fellow in good standing, who may remove from the City of Philadelphia, to reside at a distance exceeding one hundred (100) miles from City Hall, may be made a Nonresident Fellow of the Academy, by recommendation of the Council and a two-thirds vote of the Fellows present at any regular meeting of the Academy. Nonresident Fellows shall have all the privileges of Active Fellows except the privilege of holding an office or Council position.

Section 3. Honorary Fellows, to the number of thirty (30), may from time to time be elected. They shall not be eligible for election as Officers or Councilors.

Section 4. Retired Fellows. This consists of Active Fellows no longer in the active practice of Surgery who wish to participate in the activities of the Philadelphia Academy of Surgery. These Fellows will be subject to reduced dues and will not be subject to assessments.

ARTICLE IV

The Officers of the Academy shall consist of the President, the President-Elect, the Vice-President, the Secretary, the Treasurer, the Recorder, and the Scientific Program Officer.

ARTICLE V

These Officers shall be elected by a ballot each year, and with the exception of the President and President-Elect shall be eligible for re-election. A Fellow may serve as President for only one (1) one-year term.

ARTICLE VI

A Council shall be established consisting of the President, the President-Elect, the Vice-President, the Secretary, the Treasurer, the Recorder, the Scientific Program Officer, and three (3) Fellows-at-large elected by the Society annually, one (1) of whom will whenever possible be a previous President. The President of the Academy shall act as Chairperson of the Council. The duties of the Council shall be three:

1. To act as an Executive Committee for the Academy between meetings.
2. To receive all nominations for Fellowship and to report names for election to the Academy after due investigation.
3. To act as a Board of Censors as required by the Academy.

ARTICLE VII

At the stated meeting following the Annual Meeting every fifth year, three (3) Fellows shall be appointed by the President to serve for five (5) years, or until their successors are appointed, as Trustees of the S. D. Gross Prize Fund and Library. It shall be the duty of the Trustees to keep charge of the Fund, to attend to its safe investment, and to submit a report to each Annual Meeting of the Academy of their work during the year, which shall be entered upon the minutes of the Academy. The Trustees shall have, on behalf of the Academy, charge of the S. D. Gross Library, which is, in accordance with the will of the Testator, in the custody of the College of Physicians of Philadelphia. They shall each year make such additions to the collection of Surgical Books in the Library as may be deemed advisable, and as the funds contributed to the care and support of the Library may permit. They shall have charge of the distribution of the S. D. Gross Prize. It shall be their duty to publish in the medical journals the conditions on which the Prize is offered, to receive all material submitted for competition, and upon approval of their decision by the Academy, to make award of the Prize to the successful competitor, who shall present the winning essay at a regular scientific meeting of the Academy. Discussion of this paper is permitted.

ARTICLE VIII

To become a Fellow of the Academy, a candidate must be a Medical Doctor or Doctor of Osteopathy who has graduated from a reputable School of Medicine or Osteopathy and is either board certified in a surgical specialty by an American Board of Medical Specialties Board or a Fellow of the American College of Surgeons. The candidate must be proposed by at least three (3) Fellows of the Academy, who shall write letters to the Secretary in support of the proposal. The candidate for Fellowship must receive the approval of the Council at two (2) Council meetings before the candidate's name may be presented to the Academy as a candidate for election. The candidate must meet such other requirements as are, from time to time, stipulated in the By-Laws, and must be elected by the Fellows in accordance with the By-Laws.

ARTICLE IX

The Academy will accept as Resident Members any resident or fellow in a recognized surgical training program in the Philadelphia region. To be accepted as a Resident Member, the trainee must be a resident or fellow in good standing and be recommended and sponsored by an Active Fellow of the Academy. Resident Members may maintain this membership in the Academy as long as they are in the training program, their financial obligations are not in deficit, their sponsor agrees to sponsor their membership, and they wish to be a Resident Member. Resident Members will be subject to minimal dues and will not be subject to assessments or initiation fees. All financial obligations, such as dues and costs for meetings, will be the obligation of the Resident Member and not the obligation of the sponsor. Resident Members may attend the business meeting. They will not be eligible to vote, to be elected as Officers or Councilors, to request a special meeting, to count toward a quorum, or to invite official guests. Resident Membership expires automatically upon completion of training in a surgical training program in the Philadelphia region. A Resident Member who wishes to become a Fellow must meet the qualifications and follow the procedure for Fellowship described in the previous Article.

ARTICLE X

Any Fellow having complied with the requirements of the Constitution and By-Laws may resign Fellowship by presenting at a stated meeting a communication to that effect, with the Treasurer's certificate that the Fellow is not indebted to the Academy, and such resignation shall become valid on acceptance by the Academy.

Any violations of the regulations of the Academy, and of the Code of Medical Ethics adopted by it, shall be punished by reprimand, suspension, or expulsion after a full hearing by the Council of the Academy or upon the request of the Fellow in question by the Academy itself.

ARTICLE XI

This Constitution may be amended by a two-thirds vote of the Fellows present and voting, after such amendment has been presented in writing to the Secretary, read at the two (2) previous meetings of the Academy, and circulated with the call to the meeting at which action is to be taken.

By-Laws

SECTION I - MEETINGS

The stated meetings of the Academy shall be held on a regular schedule, no less often than six times each academic year. The date of any stated meeting may be changed at the discretion of the Council by giving notice to the Fellows at least two (2) weeks before the meeting.

The Annual Meeting shall be the first meeting of the new year, at which time election of officers and councilors will occur and reports are to be given.

SECTION II - SPECIAL MEETINGS

A special meeting may be called at any time by the President, and it shall be the duty of the President to do so upon the requisition, in writing, of any ten (10) Fellows.

SECTION III - QUORUM

For the transaction of ordinary business any number of Fellows shall, at any meeting, constitute a quorum. For all elections, changes in the Constitution and By-Laws, for ordering assessments, or for the appropriation or expenditure of any sum of money exceeding one thousand dollars (\$1,000.00), or for any other business affecting the interests of the Academy, or of its individual Fellows, fifteen (15) shall be required to be present.

SECTION IV

DUTIES OF OFFICERS - PRESIDENT, PRESIDENT-ELECT, AND VICE-PRESIDENT

The President shall preside at the meetings, regulate debates, sign Certificates of Fellowship, appoint committees not otherwise provided for, announce the results of elections, and perform all other duties pertaining to the office. The President-Elect and Vice-President shall assist the President in the discharge of functions, and in the absence of the President preside in that order.

SECTION V - SECRETARY

The Secretary shall keep the minutes of the meetings of the Academy, one (1) copy of which shall be sent to the Recorder. The Secretary shall notify the Fellows of the meetings, announcing on the notices the business to be transacted, with the names of candidates for Fellowship to be balloted upon by the Academy, attest all official acts requiring certificates in connection with, or independently of, the President, notify the Officers, Councilors, and Fellows of their elections, acquaint newly elected Fellows with the requirements of the By-Laws concerning admission, receive the signatures of newly elected Fellows, take charge of papers not otherwise provided for, keep in custody the seal of the Academy, and affix it to any documents or papers that the Academy may direct.

SECTION VI - TREASURER

It shall be the duty of the Treasurer to receive all moneys and funds belonging to the Academy, unless otherwise provided for; pay bills for all expenses properly incurred by the Academy; collect all dues and assessments as promptly as possible; and present an annual account for audit. Two auditors shall be appointed by the President at the meeting before the Annual Meeting to audit these accounts with a report at the Annual Meeting.

At the last meeting of the calendar year, the Treasurer shall propose suitable honoraria for staff and upon affirmative vote of the Council shall send such honoraria before Christmas.

SECTION VII - RECORDER

The Recorder shall be a member of Council and shall receive copies of the Annual Oration, maintain the Archives of the Academy, including copies of the Minutes, and consult with Fellows who present Annual Orations and Memoirs before the Academy in regard to publication. The Recorder shall maintain the material required for publication of the *Transactions of the Philadelphia Academy of Surgery*, and shall act as Editor for the *Transactions*, supervising their publication, which may be electronic.

SECTION VIII - SCIENTIFIC PROGRAM OFFICER

The Scientific Program Officer shall have charge of the scientific business of the meetings, shall provide for the presentation of papers and discussions of subjects for each meeting, shall arrange, at such times as may be proper, for the discussion of scientific subjects by the Fellows of the Academy, and shall, when authorized by the Academy, invite members of the profession, resident or nonresident, to read papers before the Academy, or to present topics for discussion. The Scientific Program Officer shall present at the first meeting of the academic year a report of the work to be done during the year, which shall be entered upon the minutes of the Academy.

SECTION IX - COUNCIL

The Council of the Academy shall hold meetings for the transaction of routine business upon notice from the Secretary and special meetings shall be held on call of the President or on the call of any two (2) of its own number. A quorum shall consist of not less than four (4) of its members, and notice of any unusual business or any routine business having unusual significance for the Academy shall be sent to members at least five (5) days prior to a meeting.

SECTION X - ANNUAL ORATION

The Jonathan E. Rhoads Annual Oration. There shall be appointed by the President at the stated meeting following the Annual Meeting each year, a Fellow whose duty it shall be to deliver at a stated meeting, usually December of that year, *The Jonathan E. Rhoads Annual Oration*. This address shall be delivered to the Recorder in writing at the time of its presentation, and it shall be published in the *Transactions* of the Academy. After consultation with the Recorder, it may be published in any other reputable scientific journal so long as it is identifiable as the Annual Oration of the Philadelphia Academy of Surgery, and so long as permission is obtained for its subsequent publication in the *Transactions* of the Academy.

SECTION XI - ELECTION OF OFFICERS AND COUNCILORS

At the next to last meeting of the Academy for each calendar year, the President shall nominate three (3) Fellows to act as a Nominating Committee. Insofar as possible, these shall be the most recent previous Presidents of the Academy. This Committee shall report at the last meeting each year. Additional Fellows may be nominated for any office or Council position from the floor. The election shall be by ballot whenever more than one (1) candidate has been nominated for any office or Council position, and a majority of all those present shall be necessary for a choice. Where there is no contest, election may be by acclamation.

SECTION XII - PROPOSALS FOR FELLOWSHIP

Proposals for Fellowship shall be in writing signed by three (3) Fellows, with a letter from each vouching for the character of the candidate. Completed nominations shall be considered by the Council at its next meeting. In the event action is deferred for more than two (2) consecutive meetings of Council, the President shall communicate with one or more of the candidate's sponsors.

The names of candidates who are to be recommended by the Council shall be read at the business meeting of two (2) consecutive meetings preceding consideration by the Fellows. Certification by the candidate's specialty board or Fellowship in the American College of Surgeons are requirements. It is expected that a candidate proposed for Fellowship will have attained some reputation in surgical practice, research, and/or teaching, and will have demonstrated potential for making contributions to the various programs of the Academy.

SECTION XIII - ELECTION OF FELLOWS

The names of candidates proposed for Fellowship, who are approved by Council, shall be read with supporting letters from each of the three (3) proposers at a stated meeting of the Academy. Their names shall be sent out with a call to the following meeting at which the election shall be held. Election of candidates for Fellowship who have been reported upon by the Council may take place at any stated meeting and shall be by ballot. A two-thirds vote of those present shall be necessary to elect the candidate to Fellowship.

A candidate for Fellowship failing to obtain the requisite number of votes may not again be nominated before the expiration of two (2) years.

SECTION XIV - SIGNING THE CONSTITUTION

Every person elected to be a Fellow shall pay the initiation fee and shall sign the Constitution and By-Laws. No person shall acquire the rights of Fellowship unless payment of the initiation fee is made and the Constitution and By-Laws signed by the third meeting following election.

SECTION XV - INITIATION FEE

Every Active Fellow shall, on admission, pay an initiation fee sufficient to pay for the administrative costs of the initiation into Fellowship.

SECTION XVI - ANNUAL DUES

Annual dues shall be determined by Council for Active Fellows, payable within three (3) months after January 1st. Fellows elected after June shall not be subject to the annual dues for that year. Those who go on active duty with the government may have their dues remitted temporarily by action of Council. Assessments will also be made for expenses associated with conjoint meetings with other surgical societies. Under appropriate circumstances and with a two-thirds vote of approval by Council, additional and unscheduled assessments may be made. The total of these assessments, excluding the annual dues, may not exceed two hundred dollars (\$200.00) in any twelve-month period without the approval of the members present and voting at a business meeting. Assessments shall only apply to Active members. Voluntary contributions may be solicited for specific programs on occasion.

Nonresident Fellows: Their dues shall be no more than half of the annual dues for Active Fellows.

Retired Fellows: Their dues will be reduced to no more than half of the annual dues for Active Fellows and they are not subject to assessments.

Any Fellow who requests relief from payment of dues and assessments may, at the discretion of the Council, be relieved of such dues and assessments, without loss of Fellowship or other rights.

SECTION XVII

Any Fellow in arrears for one (1) year, being notified of the fact by the Treasurer, in writing, and not paying dues within two (2) months thereafter, shall forfeit Fellowship; and it shall be the duty of the Treasurer to notify the Academy of such forfeiture, which shall be entered on the minutes, and the name stricken from the list of Fellows. The notice aforesaid shall contain a copy of this section.

Any Resident Member in arrears on the 31st of March of the given year, being notified of the fact by the Treasurer, in writing, and not paying dues and costs incurred for meetings within two (2) months thereafter, shall forfeit Resident Membership; and it shall be the duty of the Treasurer to notify the Academy and the sponsor of such forfeiture, which shall be entered on the minutes, and the name stricken from the list of Resident Members. The notice aforesaid shall contain a copy of this section.

A majority of the Council shall have the power to expel Fellows or Resident Members for willful infractions of the By-Laws of the Academy, or for acts or conduct that they may deem disorderly, injurious, or hostile to the interests or objects of the Academy.

SECTION XVIII - GUESTS

The Scientific Programs of the Society shall be open to any members of the medical profession and individuals in ancillary fields, including medical students and graduate students in the medical sciences, unless attendance is specifically restricted by vote of the Academy. Any Fellow may invite any medical person in good standing to a meeting of the Academy as an official guest. Such an official guest shall be introduced to the President, and to the Academy by the President, and the name entered upon the minutes. The President may invite any such person to participate in the discussion.

Business meetings shall be limited to Fellows and Resident Members of the Academy, except when a non-Fellow shall be invited to attend some portion of a business meeting for a particular purpose at the request of the President, who shall make known the presence of such an individual at the beginning of the meeting.

SECTION XIX - SEAL AND CERTIFICATE OF FELLOWSHIP

The Academy shall have a distinct seal, as well as a Certificate of Fellowship, a copy of which, signed by the President and Secretary, every Fellow shall be entitled.

SECTION XX - ORDER OF BUSINESS

The Election of Fellows will be the last order of business prior to adjournment.

SECTION XXI - RULES OF ORDER

The proceedings of the Academy shall be conducted according to *Robert's Rules of Order*.

SECTION XXII - ALTERATIONS OF THE BY-LAWS

Amendments to the By-Laws may be made at any stated meeting at which a quorum is present, providing that notice of the proposed amendment shall have been sent to the members with the call to the meeting at least five (5) days in advance. A majority vote shall suffice for amendment to the By-Laws.

SECTION XXII - IN THE EVENT OF A DISSOLUTION OF THE ACADEMY

In the unlikely event of a dissolution of the Philadelphia Academy of Surgery, all the surplus funds and financial assets under the control of the Academy will be transferred to other non-profit organizations for the benefit of surgical education. The College of Physicians of Philadelphia will appoint the Trustees of the S. D. Gross Prize Fund and Library to carry out the duties specified in the Academy's Constitution, Article VII. The College of Physicians will receive the annual report of the S. D. Gross Prize Fund by the Trustees. The College of Physicians of Philadelphia will appoint a Philadelphia area surgeon to deliver The Jonathan E. Rhoads Annual Oration. The endowments supporting The Jonathan E. Rhoads Annual Oration will be transferred to the College of Physicians. The College of Physicians of Philadelphia will appoint the Erb Lecturer to speak on a topic of interest to surgeons. The endowment supporting the Erb Lecture will be transferred to the College of Physicians. All other surplus funds and financial assets under the control of the Academy will be transferred to the College of Physicians of Philadelphia to support surgical education. The artifacts of the Academy will be transferred to the Mutter Museum of the College of Physicians of Philadelphia.

Last revisions approved by the Fellows February 7, 2011.