BYLAWS
PHILADELPHIA COLLEGE OF OSTEOPATHIC MEDICINE Alumni Association

Article I
NAME AND OFFICE

Section 1.1. The name of the Association is “Philadelphia College of Osteopathic Medicine Alumni Association” (hereinafter referred to as the "Association").

Section 1.2. The Association shall have and continuously maintain an office on the PCOM campus. Offices may also be located at branch campuses as needed.

Article II
Mission Statement

Section 2.1. The mission of the Association is: (1) to promote the interest and welfare of Philadelphia College of Osteopathic Medicine (hereafter referred to as "PCOM"); (2) to cultivate communication and foster relationships among all graduates, students, administration, faculty and staff of PCOM, and; (3) to provide a medium for the expression of the sentiment of the alumni.

Article III
COLORS AND SEAL

Section 3.1. The colors of the Association shall be maroon and gray.

Section 3.2. The seal of the Association shall be the seal of PCOM with the words "The Alumni Association of" above it and "Formed September 8, 1902" below it.

Article IV
MEMBERSHIP; CONTRIBUTIONS; MEETINGS OF MEMBERS

Section 4.1. All graduates of PCOM are members of the Association.

Section 4.2. In addition, the following persons may be selected by the Executive Council to be Associate Members of the Association:
a) Any person whose services to or interest in PCOM or the Alumni Association are determined by the Executive Council to merit associate membership.

Section 4.2.1. Associate Members shall have no vote and may not hold office within the Association.

Article V
Executive Council

Section 5.1. The business and affairs of the Association shall be managed by the Executive Council. The Executive Council may exercise all such powers of the Association and do all such lawful acts and things as are directed or required to be exercised and done by statute, or these Bylaws.

Section 5.2 The Executive Council shall consist of the Past President, President, President-Elect, Secretary, Chair of the Awards Committee, and Chair of the Nominating Committee. The duties of this Council shall be to conduct the business and operations of this Association in a manner consistent with these Bylaws, the Association’s Mission Statement, the professional oath of each program and the highest ethical standards of the professions. All actions of the Executive Council shall be reported to the entire Board at least annually.

Section 5.2.1. The Executive Council shall propose a Budget each fiscal year. This Budget will be submitted to PCOM through the Institutional Advancement Department, and will be in conjunction with the yearly PCOM budgeting process.

Section 5.2.2. The Executive Council will, pursuant to the Alumni Association Endowed Fund Agreement, make recommendations to the PCOM Chief Advancement Officer regarding the annual distribution of funds from the Alumni Association Endowed Fund. A reporting of this activity shall be presented to the entire Association Board at least annually.

Section 5.3. The PCOM Chief Advancement Officer may honor members of the Association with a Certificate of Merit on behalf of the Executive Council of the Association for any particular service to the profession or within their community.

Section 5.4. At all meetings of the Executive Council, a majority of the members in office shall constitute a quorum.
Article VI
COUNCILS

Section 6.1. In addition to the Executive Council, the Association Board shall be composed of 3 other Councils. Council Members will be chosen by the Nominating Committee based on a documented commitment to mentorship, advocacy, and philanthropic support of PCOM. All Council Members shall have both voice and vote in all matters coming before the Association Board and shall be deemed to be Members of said Board. The business of this Association shall always be conducted in a manner which will bring credit to the Association, its members, and PCOM.

Section 6.2. The D.O. Council shall consist of up to ten (10) Osteopathic Physicians who are graduates of PCOM. The intention is to have a distribution of physicians from around the country, including the military service.

Section 6.3. The Professional Careers Council shall consist of up to ten (10) graduates of PCOM programs, excluding the DO granting programs. The intention is to have a distribution of graduates from around the country, including the military if applicable.

Section 6.4 The Trainee Council shall consist of the Student Government President from each PCOM campus, and two (2) GME residency representatives.

ARTICLE VII
Appointment of Council Members

Section 7.1. Election of the Council Members to this Association Board shall be determined by majority vote of the Executive Council at the mid-year meeting, or thereafter as soon as possible by mail ballot prior to the January meeting.

Section 7.2. Nominations to fill vacancies on the Association Board due to the expiration of terms of office shall be made by the Nominating Committee after considering the recommendations of any Council Member currently in office, and solicitation of nominations from the general membership of the Association, including self-nominations. Each recommendation shall be accompanied by evidence of the prospective nominee's availability to serve and interest in the future of the
Association. All nominations of individuals for consideration as candidates for election to the Association Board must include:

a) An expression of interest by the nominee in writing to the Nominating Committee, c/o Institutional Advancement;

b) Submission of a current Curriculum Vitae for the nominee; and

c) Completion of a review of the nominee’s credentials by the Nominating Committee.

Section 7.3. Each Council Member shall be elected for a three-year term. Council Members may succeed himself/herself for two additional terms for no more than nine years consecutively.

Section 7.4. Each Trainee representative shall serve a one-year term of office, and may be re-nominated and re-elected as long as s/he continues to represent the appropriate constituency.

Section 7.5. The President of PCOM shall be an ex-officio, voting member of the Association Board, and the Executive Director, Alumni Engagement shall be an ex-officio, non-voting member of the Association Board.

Section 7.6. A member of the Association (the "Alumni Representative") shall be elected to serve on the PCOM Board of Trustees by a majority vote of members of the Association Board. The Alumni Representative shall be subject to the approval of the PCOM Board of Trustees. The Alumni Representative shall serve for a term of three (3) years and may succeed himself/herself for one additional term for a total of no more than six (6) years. If a vacancy occurs in the position of Alumni Representative, the Executive Council may appoint a member of the Board to temporarily fill the seat but shall be more permanently filled by a vote of the Board in the manner provided above at its next meeting. The Alumni Representative is an ex-officio member of the Association Board, with voice, but no vote.

Section 7.7. Each Council Member shall be a natural person of the age of 18 years or older and need not be a resident of the Commonwealth of Pennsylvania.
Article VIII

REMOVAL OF COUNCIL MEMBERS

Section 8.1. The Association Board shall have the power, by majority vote of the Council Members present at a duly called meeting at which a quorum is present, to remove any Council Members without assigning any cause whenever, in the judgment of the Association Board, such removal is in the best interest and welfare of the Association. Whenever a Council Member misses two consecutive Association Board meetings, s/he may be considered for removal from the Board.

Section 8.2. The Association Board may declare vacant the office of a Council Member who has been judicially declared of unsound mind or who has been convicted of a felony, or if, after notice of his/her election, the Council Member does not accept such office in writing.

Article IX
Committees

Section 9.1. The Executive Council may, by resolution, establish one or more ad hoc committees consisting of one or more Council Members as may be deemed appropriate or desirable to serve at the direction of the Executive Council. Any committee, to the extent provided in the resolution pursuant to which it was created, shall have and may exercise all of the powers and authority of the Executive Council, except that no committee shall have any power or authority as to the following:

a) The submission to members of any action requiring approval of members;
b) The filling of vacancies in the Council Members;
c) The adoption, amendment or repeal of these Bylaws;
d) The amendment or repeal of any resolution of the Association; and
e) Action on matters committed by these Bylaws or a resolution of the Council Members to another committee of the Association.

Section 9.2. The President shall appoint the following Standing Committees chaired by a Council Member:

a) Awards Committee
b) Bylaws Committee
c) Nominating Committee
d) Reunion Committee

Section 9.3. The Chairs of Standing Committees shall be members of the Association Board.

Section 9.4. The Awards Committee shall seek, review and recommend nominations for:

Section 9.4.1. The O.J. Snyder Memorial Medal, presented in memory of the co-founder of Philadelphia College of Osteopathic Medicine, the College's highest award to recognize leadership and service to the osteopathic profession and the College. The Awards Committee shall present two O. J. Snyder nominees for approval by the Association Board. The nominees are then presented to the College Board of Trustees.

Section 9.4.2. The Certificate of Honor, which may be awarded annually by the Association to recognize distinguished services rendered and loyal devotion to the welfare and advancement of PCOM. Committee nominations for this Award are presented for approval to the Executive Council.

Section 9.4.3 The Awards Committee shall consider applications for the Albert D’Alonzio Memorial Student Fund in accordance with College policies. Committee nominations for this award are presented for approval to the Executive Council.

Section 9.4.4. The Awards Committee shall seek, review and recommend nominations for the Physician Assistant Outstanding Alumnus Award. Committee nominations for this award are presented for approval to the Executive Committee.

Section 9.5. The Bylaws Committee shall suggest wording for Bylaw revisions and amendments as directed by the Association. The Committee shall review the Bylaws annually to assure that they reflect the spirit and conduct of the Association and shall recommend such changes as it deems appropriate.

Section 9.6. The Nominating Committee shall make nominations to the Association Board for a slate of Officers, Council Members, and such other officials as required of the Association at the mid-year Council Members meeting or as soon thereafter as possible, for election by the Association Board.
Section 9.7. The Reunion Committee shall assist in planning and involving graduates in Reunion Weekend activities.

Article X
FOUNDERS' DAY; REUNION WEEKEND

Section 10.1. Founders' Day shall be celebrated on the Friday closest to the founding of the College, January 24, or such date established in agreement with the PCOM administration.

Section 10.2. Reunion Weekend shall be established and perpetuated in concurrence with PCOM administration. The time of such observance shall be set and due notice given the membership of the Association.

Article XI
MEETINGS OF THE BOARD

Section 11.1. The annual meeting of the Association Board shall be held each year in conjunction with the January Founders' Day activities. Notice of the annual meeting shall be given at least 90 days in advance of the meeting.

Section 11.2. The mid-year meeting of the Association Board shall be held in conjunction with the Commencement/Reunion Weekend. Notice of the mid-year meeting shall be given at least 90 days in advance of the meeting.

Section 11.3. Special meetings of the Association Board shall be held whenever called by the President of the Association or by one-third of the Association Board Members. Notice of such a meeting shall be given to each Board Member by telephone or in writing at least 24 hours (in the case of notice by telephone) or 48 hours (in the case of notice by electronic mail or facsimile) or five days (in the case of notice by mail) before the time at which the meeting is to be held. Every such notice shall state the time and place of the meeting and shall identify the subject(s) to be discussed at the meeting.

Section 11.4. Meetings of the Association and committees shall be held at such times and places within or without the Commonwealth of Pennsylvania as the Association may from time to time appoint or as may be designated in the notice of the meeting. One or more Council Members may participate in any committee meeting, by means of a conference telephone or similar communications equipment by means of which all persons
participating in the meeting can hear one another. Participation in a meeting by such means shall constitute presence in person at the meeting.

Section 11.5. At all meetings of the Association a majority of the Board Members in office shall constitute a quorum for the transaction of business. The acts of a majority of the Board Members present at a meeting at which a quorum is present shall be the acts of the Association, except as may be otherwise specifically provided by statute or by these Bylaws.

Article XII
ACTION BY WRITTEN CONSENT

Section 12.1. Any action required or permitted to be taken at a meeting of the Association Board may be taken without a meeting if a written consent or consents setting forth the action so taken signed by at least two-thirds of the Board Members in office is filed with the Secretary of the Association.

Article XIII
RESPONSIBILITIES OF COUNCIL MEMBERS

Section 13.1. A Council Member of the Association shall stand in a fiduciary relation to the Association and shall perform his/her duties as a Council Member, including his/her duties as a member of the Association Board and any committee of the Association upon which he/she may serve, in good faith, in a manner he reasonably believes to be in the best interests of the Association, and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. In performing his duties, a Council Member shall be entitled to rely in good faith on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by any of the following: (a) one or more officers or employees of the Association whom the Council Member reasonably believes to be reliable and competent in the matters presented; (b) legal counsel, public accountants or other persons as to matters which the Council Member reasonably believes to be within the professional or expert competence of such persons; or (c) a committee of the Association upon which he/she does not serve, duly designated in accordance with law, as to matters within its designated authority, which committee the Council Member reasonably believes to merit confidence. A Council Member shall not be considered to be acting in good faith if he/she has
knowledge concerning the matter in question that would cause his/her reliance to be unwarranted.

Section 13.2. Absent breach of fiduciary duty, lack of good faith or self-dealing, actions taken as a Council Member or any failure to take any action shall be presumed to be in the best interests of the Association.

Section 13.3. A Council Member of the Association shall not be personally liable, as such, for monetary damages for any action taken, or any failure to take any action, unless: (a) the Council Member has breached or failed to perform the duties of his/her office under Sections 13.1 and 13.2 hereof; or (b) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

Section 13.4. The provisions of Section 13.3 hereof shall not apply to: (a) the responsibility or liability of a Council Member pursuant to any criminal statute; or (b) the liability of a Director for the payment of taxes pursuant to local, state or federal law.

Article XIV
OFFICERS

Section 14.1. The Association shall have a President, a President-Elect, a Secretary, and an immediate Past-President, or persons who shall act as such, regardless of the name or title by which they may be designated, elected or appointed. The officers shall be natural persons of the age 18 years or older. Officers of the Association shall be elected by the Association Board at its annual meeting. Officers must be current members of the Association at the time of their election as officers. They shall be installed prior to adjournment of the annual meeting of the Association. One person shall hold no more than one office at a time within the Association. Officers shall be nominated by the Nominating Committee of the Association. No officer may succeed himself or herself in the same office. Any officer may resign at any time upon written notice to the Association. The resignation shall be effective upon receipt thereof by the Association or at such subsequent time as may be specified in the notice of resignation. The Association may secure the fidelity of any or all of the officers by bond or otherwise.

Section 14.2. Any officer or agent of the Association may be removed by the Association Board without assigning any cause whenever in its judgment the best interests of the Association
will be served by such removal. If the office or any officer becomes vacant for any reason, the vacancy may be filled by the Executive Council until the next scheduled election, as per these Bylaws.

Section 14.3. The President of the Association shall assume office, for a two year term, two years following his or her election as President-Elect when the term of office of the immediate Past President expires. The President shall be the Chairman of the Association Board and shall preside at its meetings. The President shall have general supervision of the affairs of the Association and shall perform such other duties as the Association Board may assign to him/her or as may be provided by the Bylaws. The President shall perform all duties customarily assigned a President, and with Association Board approval, appoint committees. The President shall be an ex-officio member of all committees.

Section 14.4. The Past President shall serve for a two year term immediately following his/her term as President of the Association. The Past President will also serve as Parliamentarian of the Board. In the absence of the Past President, the President shall serve as Parliamentarian. "Robert's Rules of Order" shall prevail whenever Association Rules and Bylaws do not apply.

Section 14.5. The President-Elect shall serve for a two year term and shall acquaint himself/herself with all matters pertaining to the Association to enhance his/her position as President. The President-Elect shall perform any duties assigned by the President or the Association Board. The President-Elect shall perform the function of the President in the absence of the President.

Section 14.6. The Secretary shall be responsible for the proper keeping of the records and minutes of the Association and shall perform such other duties as the President or Association Board may assign. The term of the office of the Secretary shall be two years and is not considered to be in line for ascending the offices. No officer may succeed himself or herself in the same office.

Article XV
INDEMNIFICATION OF OFFICERS, COUNCIL MEMBERS, EMPLOYEES AND AGENTS
Section 15.1. PCOM shall indemnify, through either itself or appropriate insurance vehicles, any Council Member or officer, and may indemnify any other employee or agent, who was or is a party to, or is threatened to be made a 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/she is or was a Council Member, officer, employee or agent of the Association, or is or was serving at the request of the Association as a Council Member, officer, employee or agent of 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/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 15.2. As soon as practicable after receipt by any person specified in Section 15.1 of this Article XV of notice of the commencement of any action, suit or proceeding specified in Section 15.1 of this Article XV, such person shall, if a claim with respect thereto may be made against the Association or PCOM under this Article XV, notify the Association in writing of the commencement or threat.

Article XVI
ANNUAL REPORT - FINANCES

Section 16.1. The President shall present at least annually to the Executive Council a report showing in appropriate detail the following:

a) The endowed fund of the Association held by the College as of the end of the fiscal year immediately preceding the date of the report, and

b) The principal changes in the endowed fund, during the year immediately preceding the date of the report.

Article XVII
BOOKS AND RECORDS

Section 17.1. The Association shall keep an original or duplicate record of the proceedings of the Association Board and
Executive Council meetings, and the original or a copy of these Bylaws, including all amendments thereto to date, certified by the Secretary of the Association. The Association shall also keep appropriate, complete and accurate books or records of account. The records provided for herein shall be kept at either the registered office of the Association in this Commonwealth or at the Association's principal place of business wherever situated.

**Article XVIII**

**FISCAL YEAR**

**Section 18.1.** The fiscal year of the Association shall be the Fiscal year of PCOM.

**Article XIX**

**MANNER OF GIVING WRITTEN NOTICE: WAIVERS OF NOTICE**

**Section 19.1.** Except as otherwise expressly provided in these Bylaws, whenever written notice is required to be given to any person under the provisions of these Bylaws, it may be given to the person either personally or by sending a copy thereof by first class or express mail, postage prepaid, or by electronic mail, charges prepaid, or by facsimile transmission, to his/her address appearing on the books of the Association or, in the case of written notice to Council Members, supplied by each Council Member to the Association for the purpose of the notice. If the notice is sent by mail or electronic mail, it shall be deemed to have been given to the person entitled thereto when deposited in the United States mail or sent by electronic means.

**Section 19.2.** Any written notice required to be given to any person under the provisions of statute, or these Bylaws may be waived in writing signed by the person entitled to such notice whether before or after the time stated therein. Except as otherwise required by statute, and except in the case of a special meeting, neither the business to be transacted at, nor the purpose of, a meeting need be specified in the waiver of notice. Attendance of a person, whether in person or by proxy, at any meeting shall constitute a waiver of notice of such meeting, except where a person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened.

**Article XX**
AMENDMENTS

Section 20.1. These Bylaws may be amended or repealed, and new Bylaws adopted, by two-thirds vote of the members of the Association Board at any regular or special meeting duly convened, subject to the power of the members to change such action of the Board. Notice of recommended Bylaw changes must be sent to the Council Members at least 30 days prior to any scheduled meetings.

Revised January 22, 2016.