

PENNSYLVANIA SOCIETY OF ANESTHESIOLOGISTS, INC.

BYLAWS

(As Revised – October 13, 2007)

ARTICLE ONE. MEMBERS

- 1.11 In General - There shall be six classes of membership: Active, Affiliate, Honorary, Medical Student, Resident, and Retired.
- 1.12 Eligibility Requirements - The eligibility requirements for various classes of membership are as follows:
- 1.121 Honorary Members - A doctor of medicine, a doctor of osteopathy or a scientist who has rendered years of faithful service to this Society, or who has made a significant contribution to anesthesiology, or who has attained exceptional eminence in anesthesiology and related subjects, shall be eligible to become an honorary member.
- 1.122 Active Members - A physician who has a degree of Doctor of Medicine, Bachelor of Medicine or Doctor of Osteopathy; is engaged in the practice of or is interested especially in the medical specialty of anesthesiology; has successfully completed a training program in anesthesiology, accredited by the ACGME or equivalent organizations, or the American Osteopathic organization; and who either:
- 1.1221 Is licensed to practice medicine in the Commonwealth of Pennsylvania and has the location of his or her professional activity within the Commonwealth of Pennsylvania, or
- 1.1222 Is a member of the armed forces or is employed by the Veterans Administration or other federal government health services agency, and is not a member of any other Component Society, who is licensed to practice medicine in a state, territory, possession, of the United States or the District of Columbia regardless of the location of his or her professional activity.
- 1.1223 The Society will consider active membership for any applicant who has achieved cumulative qualifications that are endorsed by the Board as being equivalent to the standard requirements above for active membership.
- 1.123 Resident Member - A physician in full-time training in an accredited anesthesia residency in the State of Pennsylvania who holds the degree of Doctor of Medicine, Bachelor of Medicine or Doctor of Osteopathy shall be eligible to become a Resident member of this Society for a period of no longer than five years.
- No person shall continue as a Resident Member upon the completion or discontinuance of the member's training, or for more than five years, except as otherwise provided in the Bylaws.

Provided further that any extension beyond five years of Resident Membership must have written approval of the Director of the training program accredited by the Accreditation Council for Graduate Medical Education, as well as the written approval of the Secretary-Treasurer of this Society.

The resident membership annually, either by mail ballot or at an appointed meeting, shall elect one of their members to serve on the Board of Directors of the Society for one year.

- 1.124 **Affiliate Member** - An individual who does not satisfy the criteria for active membership; who has an interest in the practice of anesthesiology; and who is either:
- 1.1241 A physician not in the clinical practice of anesthesiology;
 - 1.1242 At the request of the physician and with the approval of the Membership Committee, a physician who is on active duty in the Armed Services or is otherwise in the service of the United States government, including those employed by the Veterans Administration or other federal government health services agency, and including both those meeting and not meeting the requirements for active membership above.
 - 1.1243 A scientist, not a physician, who is interested in anesthesiology;
 - 1.1244 A physician who resides outside of the United States and is not a member of any other Component Society.
- 1.125 **Retired Member** - A physician who has been an active member of this Society in good standing for ten or more years and has retired from professional activity shall be eligible to become a Retired Member, provided, however, that the Board of Directors may, at its discretion, modify the time requirements and that Retired membership terminates upon resumption of professional activity.
- 1.1251 Active members of this Society who are disabled and therefore unable to practice medicine, either full time or part time, for one year or more, shall at their request be placed in retired membership status for the duration of their disability. When they resume active practice they must so notify the society office, and they shall at that time be reinstated as active members.
- 1.126 **Medical Student Member** – A medical student member shall be an individual in full-time training in a medical school located within Pennsylvania and approved by the Liaison Committee on Medical Education (LCME) or the American Osteopathic Association.

Each applicant for medical student membership shall file with the Secretary

of the American Society of Anesthesiologists (ASA), as prescribed in the Bylaws of that organization, an application endorsed by the chair of the department of anesthesiology at his/her medical school. Following notification from the ASA of the acceptance of the medical student into membership, he/she shall also be considered a medical student member of this society.

- 1.13 Status Unchanged - There shall be no change in the status of any member of this Society in good standing at the time of adoption of these Bylaws, solely by reason of their adoption, any provision in these Bylaws notwithstanding.
- 1.14 Location of Principal Professional Activity - Unless otherwise described in these Bylaws, the term "location of principal professional activity" is defined as the place where members perform the greater part of their professional duties, as distinguished from their place of residence or location of temporary or other professional pursuits.

All members shall maintain a mailing address in the State of Pennsylvania at which their professional practice is located.

In the event of uncertainty or dispute as to the location of principal professional activity, the matter shall be referred to the Membership Committee of this Society for a ruling, and its decision shall be final.

- 1.15 Applications for Membership - All applications for Active Membership, Resident Membership, Affiliate Membership, and Retired membership shall be made on a form furnished by the Society endorsed as provided in Section 1.16 hereof, and filed with the Secretary-Treasurer of the Society. Such form shall be as prescribed by the Secretary-Treasurer, subject to such instruction, if any, as the Board of Directors may issue.

An application for Retired Membership shall state the facts by which the applicant is eligible for such membership and shall be filed with the Secretary-Treasurer of the Society.

An applicant shall be enrolled as a member upon the completion of the membership requirement set forth in this Article and upon the payment of the appropriate membership dues.

- 1.16 Endorsement and Approval of Applications - All applicants for Active Membership, Affiliate Membership, Resident Membership, and Retired Membership, shall be endorsed and subject to approval as follows:
- 1.161 Active and Affiliate - All applications for Active or Affiliate membership shall be subject to the approval of the Committee on Membership, whose approval shall be necessary to complete the membership requirements.
- 1.162 Resident - An application for Resident Membership shall be endorsed by the Director of the approved residency program who is directly connected with the applicant's training and shall be subject to approval by the Committee on

Membership, whose approval shall be necessary to complete the membership requirements.

1.163 Retired - An application for Retired Membership shall require no endorsement. Approval by the Membership Committee of the Society shall be necessary to complete the requirements.

1.17 Election of Honorary Members – Honorary members shall be elected by recommendation of the Committee on Membership and subsequent approval by the Board of Directors.

1.18 Rights and Privileges of Members - Active members shall be voting members and shall be entitled to exercise all the rights and privileges accorded to members of the Society.

Honorary members, Resident members, Medical Student members, Affiliate members, and Retired members, shall be entitled to attend meetings and participate in all the functions of the Society, included membership on committees, except that they shall not serve as officers, delegates or other officials and shall not be entitled to vote at meetings of the Society, except at meetings of committees on which they serve.

1.19 Agreement of Members - By making application for membership or by continuing membership in the Society, each member agrees to abide and be bound by the Articles and Bylaws of the Society, and to abide by the Statement of Policy of the Pennsylvania Society of Anesthesiologists, Inc.

1.20 Payment of Dues: Lapse of Membership for Non-Payment - Active, and Affiliate, members shall pay the annual dues determined by the Board of Directors pursuant to Article 2 hereof.

Honorary members, Resident members, Medical Student members and Retired members shall be exempt from the payment of dues.

A member who is liable for the payment of dues and fails to pay said dues within the specified period of time will be dropped from membership. Such person may be reinstated to membership only upon application as provided in Section 2.31 hereof.

1.21 Maintenance of Other Memberships - Each Active and Affiliate member of this Society is required to maintain membership in the Active and Affiliate categories, respectively in the American Society of Anesthesiologists, Inc.

No person may maintain membership in more than one component society of the American Society of Anesthesiologists, Inc., at the same time.

Active and Resident members of the American Society of Anesthesiologists, Inc., upon transfer of their location of principal professional activity to the State of Pennsylvania, shall apply for membership in this Society within ninety days thereafter.

When a member of the American Society of Anesthesiologists, Inc., has transferred the location of his or her principal professional activity to the State of Pennsylvania, nothing in these Bylaws shall be deemed to require membership in this Society in order to maintain membership in the American Society of Anesthesiologists, Inc., during the period of time necessary for the member to meet residency requirements which are, directly or indirectly, a prerequisite for membership in this Society.

- 1.211 Failure to Maintain Other Memberships - Upon receipt of written notice from the American Society of Anesthesiologists, Inc., that a member of this Society is not a member of such organization, the Secretary-Treasurer of this Society shall give written notice to such member that he or she will be dropped from membership in this Society; unless they regain membership and give evidence thereof to the Secretary-Treasurer within sixty days' grace period. Upon receipt of written notice from the American Society of Anesthesiologists, Inc. that a member of this Society has been expelled from membership in that Society, the Secretary-Treasurer shall drop such a member from membership rolls of the Society and shall notify them thereof.
- 1.22 Appeal - A member of the American Society of Anesthesiologists, Inc., whose application for membership in this Society is disapproved, may appeal to the Board of Directors of this Society.
- 1.221 Notice - The member shall forward his or her written notice of appeal to the Secretary-Treasurer of this Society, who will refer the matter to the Judicial Committee of this Society.
- 1.222 Investigation - The Judicial Committee shall: request the Membership Committee to furnish a written statement detailing the reasons for its ruling; request the member to furnish a written statement detailing the grounds for appeal, together with such documentary material as the member deems necessary; and make such other investigations as it deems necessary or proper.
- 1.223 Hearing - The Judicial Committee shall afford the member the opportunity to be heard in his or her own behalf.
- Both the member and the Membership Committee of this Society are entitled to legal counsel.
- 1.224 Report - The Judicial Committee shall make a written report to the Board of Directors of this Society, stating its findings of fact and its specific recommendations.
- 1.225 Action - The Board of Directors of this Society shall review the findings and recommendations of the Judicial Committee, and make its ruling. The decision of the Board of Directors is final.
- 1.23 Expulsion, Suspension, and Censure of Members - A member of the Society may be censured, suspended or expelled for any good cause.

- 1.231 Causes - (a) expulsion from membership in the American Medical Association or from the American Society of Anesthesiologists, Inc.; (b) revocation or suspension of license to practice medicine by a regularly constituted state authority; (c) conviction in a court of law of a felony or any offense involving moral turpitude; (d) conduct unbecoming a physician; (e) any cause or act which is detrimental to this Society; (f) failure to abide by the provisions of these Bylaws.
- 1.232 Investigation - The Membership Committee of this Society shall investigate any cause or claim which comes to its attention and determine whether the matter shall be referred to the Judicial Committee of this Society for hearing.
- 1.233 Notice - If the Membership Committee determines that the matter should be heard by the Judicial Committee, it shall prepare a notice which will: (a) set forth the matter in question with sufficient details so that the member will be cognizant of the questions to be inquired into; (b) inform the member that they will have an opportunity to be heard in their own defense before the Judicial Committee; and (c) inform the member that they will be notified of the date, time and place of the hearing.

The Membership Committee shall mail such notice to the member involved and shall forward a copy thereof to the Chairman of the Judicial Committee.

The Membership Committee may forward additional reports on the matter to the Judicial Committee as it deems appropriate, and shall at the same time, mail copies to the member involved.

- 1.234 Hearing - The Judicial Committee may make such other investigations as it deems proper, and shall give the member involved at least thirty days' notice of the date, time, and place of the hearing before it.

At the hearing, the member shall have the opportunity to speak in their own defense, to present their written statement, and to produce documents and witnesses. They are entitled to legal counsel.

Should the member involved fail to appear at the hearing, the Judicial Committee may consider the matter on the basis of the notice and reports from the Membership Committee, documentation, written statements of the member involved, and such other investigation as it deems necessary or proper.

- 1.235 Report - The Judicial Committee shall make a written report to the Board of Directors of this Society, stating: (a) the matters set forth in the notice prepared by the Membership Committee; (b) the findings of fact of the Judicial Committee thereon; and (c) the specific recommendations of the Judicial Committee. The findings of fact by the Judicial Committee are conclusive.
- 1.236 Action - At the meeting of the Board of Directors next following receipt of such report, the Board shall consider and act upon same.

The Board shall, by resolution, determine whether or not the member should be disciplined and the nature of the disciplinary action, if any.

The decision of the Board in any matter involving censure or suspension of a member of this Society is final.

1.24 Effect of Suspension, Expulsion, Etc. - Suspension or expulsion of members of this Society affects their status as follows:

1.241 Suspension - Suspension of a member shall be for a definite period of time and may, in the sole discretion of the Board of Directors, be commuted at any time.

During the period of suspension, the member is not entitled to exercise any of the rights or privileges of membership in this Society and shall not, for the purpose of these Bylaws, be deemed a member in good standing.

If the suspended member is an officer, director or member of the Judicial Committee of this Society, the Board of Directors, may at its discretion, declare the suspended member's position vacant.

1.242 Expulsion - All rights and privileges of a member of this Society cease upon the member's expulsion or the termination of his or her membership pursuant to the provisions of Section 1.21, 1.23 or Article 2 of these Bylaws. Any position in this Society held by such member thereupon becomes vacant.

1.25 Appeal to the American Society of Anesthesiologists, Inc. - Any member who is directed to suffer discipline in any degree by any final action of this Society, and who has exhausted his or her right of appeal in this Society, has the right to appeal from such final decision to the Judicial Committee of the American Society of Anesthesiologists, Inc. Such appeal must be made within sixty days after the final action of this Society.

1.26 Reinstatement - A member of this Society who has been dropped or expelled from membership pursuant to the provisions of Section 1.21 or 1.23 of these Bylaws, may make application for reinstatement, provided that they make application thereafter in the same manner as provided in these Bylaws for an original application for membership.

ARTICLE TWO. ANNUAL ASSESSMENT

The members of this Society shall be assessed annually as follows:

2.1 Active and Affiliate - The amount of the annual assessment for Active and Affiliate Members shall be determined by the Board of Directors.

- 2.11 Honorary, Resident, Medical Student and Retired - Honorary, Resident, Medical Student and Retired members shall not be required to pay annual assessments.
- 2.12 New Members - Annual assessments of new members are due and payable immediately following acceptance into membership in this Society.
- 2.2 Due Date - Annual assessments are due and payable on January 1st of each year and are delinquent on March 31st of said year.
- 2.3 Non-Payment of Dues - Delinquent members shall immediately be notified that they will be dropped from membership in this Society unless payment of their annual assessment is received by May 1st of said year.
- 2.31 Reinstatement - A member dropped from membership for non-payment of any annual assessment may be reinstated only upon making application therefore in the same manner as provided in these Bylaws for an original application for membership and paying the assessment or assessments in arrears; provided, however, that the Board of Directors, may at its discretion, modify or waive the requirement for payment of the assessment or assessments in arrears.
- 2.4 Refunds - Annual assessments which have been paid shall not be refunded.

ARTICLE THREE. MEETINGS OF MEMBERS

- 3.1 Annual Meeting - The Society shall hold an annual meeting at which policy may be determined, a scientific program may be presented, and other business which may properly come before such meeting may be conducted. Such meeting shall be held at a time and location determined by the Board of Directors.
- 3.2 Special Meetings - Special meetings of the Society may be called by the President, Board of Directors, or by a majority of the Directors or Active members in a writing signed by them which writing shall be delivered to the Secretary-Treasurer. Any business of whatever nature may be considered and acted upon at such meetings.
- 3.3 Place of Meeting - Meetings of the Society shall be held at such places, either within or outside the State of Pennsylvania as may be fixed by the Board of Directors or, in the absence of such action, by the President; or when called by a majority of the Directors or Active members as aforesaid, at such place as such Directors or Active members may specify in the written call for such meeting.
- 3.4 Notice of Meeting - Not less than twenty days prior to such meeting of the Society, the Secretary-Treasurer shall mail to each member in good standing notice of the time, place and purposes thereof, provided that notice of the purpose of an annual meeting need not be given, other than the purpose of amending these Bylaws.
- 3.5 Quorum - When previous notice of the meeting has been given to the membership, as provided in Article 3.4, those members present shall constitute a quorum.

- 3.6 Voting - Each Active member in good standing shall have one vote at a meeting of the Society. Such vote may not be cast by proxy. Except as otherwise provided in these Bylaws, the vote required to adopt any motion or resolution or take any other action at a meeting of the Society shall be that of the majority of the Active members in good standing present and voting.
- 3.7 Mail Ballot - Any action which may be authorized or taken at a meeting of the Society may also be authorized or taken by ballot transmitted to all Active members in good standing, by mail, fax, or other electronic medium, if such ballot shall be authorized by the Board of Directors. In this case, a majority of all votes cast will be necessary for passage.

ARTICLE FOUR. ELECTION OF OFFICERS

- 4.1 Officers - The officers of the Society shall be a President, a President-Elect, an Immediate Past President, a Vice-President, a Secretary-Treasurer, and an Assistant Secretary-Treasurer. No person shall hold more than one such office.
- 4.2 Eligibility - Only Active members in good standing shall be eligible for election to the aforesaid positions.
- 4.3 Nominations - Such nominations as have been made by the Nominating Committee in accordance with these Bylaws for the Offices of President-Elect, Vice-President, Secretary-Treasurer, Assistant Secretary-Treasurer, Director, Alternate Director, Delegates and Alternate Delegates to the American Society of Anesthesiologists, Inc., Representative and Alternate Representative to the Specialty Cabinet of the Pennsylvania Medical Society, Delegate and Alternate to the House of Delegates of the Pennsylvania Medical Society, and representative and alternate representative to the Medicare Carrier Advisory Committee shall be set forth in the notice of the annual meeting. At such meeting, additional nominations may be made from the floor by any Active member in good standing.
- 4.4 Election - The officers shall be elected by the voting members of this Society at the annual meeting of the Society.

The candidate receiving the majority of votes shall be elected.

- 4.41 Term - The President-Elect shall serve in the office for one year from the close of the annual meeting at which elected until the close of the next annual meeting. Without further election, the President-Elect then shall serve as President until the end of the next annual meeting.

The Immediate Past President shall serve as such for one year from the close of the annual meeting at which he or she completes a term of office as President until the close of the next annual meeting.

The Vice-President shall serve for one year from the close of the annual meeting at which he or she is elected until the close of the following meeting.

The Secretary-Treasurer and Assistant Secretary-Treasurer shall serve for two years from the close of the annual session at which they were elected to the close of the second following annual meeting.

- 4.5 Resignation, Removal, Filling Vacancies - The person holding any of the aforesaid positions may resign at any time by instrument in writing to that effect filed with the Secretary-Treasurer or any officer of the Society other than themselves. Any such person may be removed, with or without cause, by the vote of a majority of the Active members in good standing. Whenever a vacancy in any of the aforesaid positions, however created, occurs between meetings of the membership of this Society, the Board of Directors may, by a vote of a majority of their number, fill any such vacancy for the unexpired term, except that a vacancy in the office of President shall be filled by the elevation of the President-Elect.
- 4.6 Duties of Officers - The officers of this Society are charged and entrusted as follows:
- 4.61 President - The President shall have general supervision and direction of the affairs of this Society, shall serve as Chair of the Board of Directors, shall preside at all meetings of the Society, shall appoint the Chair and members of all committees as terms expire or vacancies arise except as otherwise provided herein, shall serve as ex-officio member of all committees of this Society, shall deliver a report to the Board of Directors and the Active members, at the close of his or her term of office, during the annual meeting, and shall perform such other duties as custom, necessity, and parliamentary usage require or as otherwise provided in these Bylaws.
- 4.62 President-Elect - The President-Elect shall assist the President in the performance of his or her duties; preside in the absence of the President at meetings of this Society where the President usually presides; and represent the President at other meetings and functions when requested by the President to do so. The President-Elect shall appoint the members of PSA committees, including the committee chairs, who will take office at the beginning of his or her Presidential Term, except as provided otherwise in these Bylaws.
- 4.63 Immediate Past President - The Immediate Past President shall provide continuity between the preceding term and the current term; and contribute his or her knowledge and experience to the officials and members of this Society. He or she shall also serve as an ex-officio officer of Z-PAC, as specified in the Bylaws of that organization.
- 4.64 The Vice-President - The Vice-President shall assist the President in the administration of the affairs of the Society.
- 4.65 Secretary-Treasurer - The Secretary-Treasurer shall serve as the official correspondent of this Society with the American Society of Anesthesiologists, Inc.; maintain a current roster of all members of this Society, classified according to categories of membership in this Society, and of Active and Resident members of the American Society of

Anesthesiologists, Inc. who have transferred the location of their principal professional activity to the jurisdiction of this Society;

Request members of this Society who are in charge of training centers in the State of Pennsylvania to notify this Society promptly of: (a) the name of each resident in anesthesiology training, (b) the date their training started, and (c) the date their training stopped;

Notify each Resident member of this Society, upon receiving notice of termination of their training, that to maintain membership in this Society and the American Society of Anesthesiologists, Inc., application for change of category of membership in this Society is required within sixty days:

Certify all applicants who have been accepted for membership in this Society;

Notify the Executive Office of the American Society of Anesthesiologists, Inc., the name and category of membership of all new members accepted into this Society, the name and new category of all members of this Society changing their status, the name and category of all members dropped from membership in this Society and the reasons for such action, and any change made in any elective office of this Society;

Forward to the Executive Office of the American Society of Anesthesiologists, Inc., by January 15th of each year, a report showing as of December 31st of the preceding year: (a) the roster of membership classified as to categories of membership, (b) the names of the officers of this Society, (c) a copy of the current Bylaws of this Society, specifying all changes;

Forward to the Executive Office of the American Society of Anesthesiologists, Inc., at least sixty days prior to each annual meeting of that Society, a list of authorized delegates and alternate delegates who will represent this Society in the House of Delegates of the American Society of Anesthesiologists, Inc.;

Sit as the corporate secretary insofar as the execution of official documents or institution of official actions may be required;

Serve as recording secretary of the Board of Directors of this Society.

Act as the official custodian of the official seal of the Society, all monies, securities, and valuable papers of this Society as the Board of Directors may require, and supervise their deposit in banking institutions;

Be responsible for a detailed accounting of all receipts and disbursements of this Society;

Pay all authorized obligations of this Society;

Submit at each meeting of the Board of Directors a detailed report concerning the financial transactions of this Society, the status of the

Society's funds, and the actions of the Secretary-Treasurer regarding these funds.

Submit at the business meeting of the annual meeting a comprehensive report concerning the financial transactions of this Society and the status of the Society's funds; and

Perform such other duties as custom or necessity require and as otherwise provided in these Bylaws.

4.66 Assistant Secretary-Treasurer - The Assistant Secretary-Treasurer shall assist the Secretary-Treasurer as required by the Secretary-Treasurer and the Board of Directors of this Society.

4.7 Impeachment - Any officer or other elected or appointed official of this Society may be impeached and removed from office for good cause.

4.71 Charges - All charges of impeachment shall be in writing and directed to the Board of Directors of this Society.

All charges shall be in detail and signed by at least ten voting members of this Society, who agree in writing to substantiate their statements with documentary proof or to appear personally to substantiate said documents.

4.72 Notice - The Secretary-Treasurer shall mail a copy of the charges on impeachment to the accused official and send a copy thereof to the Judicial Committee of this Society.

4.73 Investigation - The Judicial Committee shall make such investigation and conduct such hearings as it deems advisable and appropriate, and shall afford the accused official the opportunity to present evidence and witnesses in his or her own defense. Such official may be represented by counsel if they desire.

4.74 Recommendations - The Judicial Committee shall report its recommendations to the Board of Directors within thirty days after receipt of a copy of the charges from the Secretary-Treasurer.

4.75 Hearing - The Board of Directors has sole power to try all impeachment proceedings.

When the President is the accused official, the President-Elect shall preside.

Within thirty days after receipt of the recommendations of the Judicial Committee, the Board of Directors shall set a time for a hearing on the charges of impeachment.

The Secretary-Treasurer shall give the accused official at least fifteen days notice of the date, time, and place of the hearing.

At the hearing, the accused official shall have the opportunity to speak in his or her own defense and to present documents and witnesses. The accused official may be represented by legal counsel.

Should the accused official fail to appear at the hearing, the Board of Directors may consider the matter on the basis of the charges, the report from the Judicial Committee, documentation, written statements of the official involved and such other investigation as it deems necessary or proper.

- 4.76 Decision - If three-fourths of the entire membership of the Board of Directors, by secret ballot, finds that just and sufficient cause for impeachment has been presented, the charges shall be considered to have been sustained.
- 4.77 Effect - If impeachment charges are sustained, any elective or appointive position held by the accused official in this Society shall thereupon become vacant, and disciplinary action may be taken in accordance with the provisions of Section 1.23 of these Bylaws.

ARTICLE FIVE. BOARD OF DIRECTORS

- 5.1 Composition - The Board of Directors of this Society is composed of: President, President-Elect, Immediate Past President, Vice-President, Secretary-Treasurer, Assistant Secretary-Treasurer, District Director, Alternate District Director, Delegates and Alternate Delegates of District VI of the American Society of Anesthesiologists, Inc., Delegates and Alternate Delegates to the Pennsylvania Medical Society House and the Specialty Cabinet, a representative of the Resident Component Society, and the appointed Carrier Advisory Committee representative and alternate representative from the specialty of Anesthesiology for Pennsylvania (if a PSA member).
- 5.11 The Newsletter Editor is an ex-officio member of the Board.
- 5.12 A PSA member who also is on the ASA Board of Directors becomes an ex-officio member of the PSA Board of Directors.
- 5.13 The Chair of Z-PAC is an ex-officio member of the Board
- 5.2 Purpose - The Board of Directors shall manage the business and financial affairs of this Society; and
- In the interim between meetings of the members of this Society, may act upon matters which would otherwise require special meetings of the members.
- 5.3 General Powers and Duties - Except as otherwise specifically provided in these Bylaws, the Board of Directors is charged and entrusted as follows:
- 5.31 General Powers - The Board of Directors shall have: (a) the power to acquire, manage, control, and dispose of its property and to authorize all

contracts on behalf of this Society; (b) the power to delegate such authority to the officers of this Society or to committees of the Board of Directors; and (c) such other authority as prescribed for it in these Bylaws.

5.32 Budget - At its interim meeting, the Board shall consider the proposed budget prepared by the Secretary-Treasurer and the report on anticipated income and expenditures and shall approve a budget for the next fiscal year.

5.33 Annual Assessment - After consideration of the budget, the Board shall determine the amount of the annual assessment for the ensuing year.

5.34 Inspection and Audit - The Board may inspect any and all financial records and accounts of this Society; and

Shall authorize a Certified Public Accountant to audit all financial records and accounts of this Society at the close of each fiscal year.

5.35 Impeachment Proceedings - The Board has the sole power to try all impeachment proceedings.

5.36 Disciplinary Proceedings - The Board has final authority concerning censure or suspension of a member of this Society.

5.37 Committees - The Board may create committees from its membership; endow them with authority to act in the interim between meetings of the Board on specific matters which would ordinarily require special meetings of the Board; and augment such committees by appointment of additional members of this Society who are not members of the Board.

5.38 Other Duties - The Board shall perform such other duties as are delegated to it by the voting members of this Society acting as a whole; provided in these Bylaws; and as are usual and customary for the Board of Directors of a corporation and which are not in conflict with these Bylaws.

5.4 Report - All actions of the Board shall be reported to the membership of this Society at the annual meeting; and

Such action by the Board is subject to modification or revocation by the membership upon affirmative vote of the majority of those voting;

Provided, however, that the rights of any third parties without notice of these provisions shall not be prejudiced by such action of the membership.

5.5 Meetings - The Board of Directors shall meet at least twice a year, and two of these meetings must be separated by at least 3 months.

5.51 Presiding Officer - The President is the presiding officer of the Board of Directors except as otherwise provided by these Bylaws.

5.52 Quorum - A majority of the members of the Board constitutes a quorum.

- 5.53 Voting Members - Each member of the Board has one vote.
- 5.54 Notice - Written notice of the time and place of each meeting of the Board shall be mailed to each member of the Board at least fifteen days prior to the proposed time of meetings;
- 5.55 Additional Meetings - Other meetings may be called by the President, with the approval of a majority of the Board; and
- Special meetings shall be called upon petition of five members of the Board.
- 5.56 Voting by Mail - When deemed advisable, the President, in lieu of a meeting of the Board of Directors, may propose and conduct certain items of business by mail, telephone, fax, or other electronic media with the Board of Directors and accept their vote by mail, telephone, fax, or other electronic media in which case a majority vote of all members of the Board will be necessary for adoption.

ARTICLE 6. COMMITTEES

- 6.1 Composition - The Standing and Special Committees of this Society shall be composed of active, resident, medical student, affiliate, honorary, and retired members of this Society, appointed by the President or President-Elect as specified in Section V of these Bylaws, except as specifically provided elsewhere in these Bylaws. Unless otherwise specified by these bylaws, all committees will consist of a minimum of a Chair and two members. Additional members may be appointed by the President or President-Elect, at their discretion, to serve one-year terms.
- 6.11 Committee Chairs – Committee Chairs should be selected from the members of the Board of Directors as described in section 5.1. In exceptional circumstances, the President or President-Elect may appoint Committee Chairs from among PSA Members not serving on the Board. Appointed Committee Chairs not otherwise serving on the Board will be considered members of the Board during their term as a Committee Chair.
- 6.2 Term of Office – Committee Chairs - The terms of office of the Committee Chair for both Standing and Special Committees shall be for the term of office, as President, of the President or President-Elect appointing them, unless otherwise provided by these Bylaws. A Chair may be appointed for any number of successive one-year terms.
- Provided, however, that members of the Committees existing at the time of adoption of these Bylaws shall continue to serve until the expiration of the terms for which they were originally appointed.
- 6.3 Term of Office-Committee Members – Committee members shall serve for three year terms, unless otherwise specified in these Bylaws, provided that the President may replace a committee member at the end of any year prior to the expiration of their term for any cause deemed sufficient, which cause shall be specified in writing.

Staggered terms shall be created in the initial appointment of members to committees by dividing the initial appointments as nearly equally as the numbers of members permit among three, two and one year terms, so that an approximately equal number of members of each committee are eligible for appointment each year.

However, members of the Committees existing at the time of adoption of these Bylaws shall continue to serve until the expiration of the terms for which they were originally appointed.

6.4 Standing Committees – The Standing Committees continue from year to year.

The incoming President shall announce his or her appointments of members of the Standing Committees at the time of his or her installation in office.

The Standing Committees of this Society are:

6.401 Committee on Bylaws-

This Committee shall recommend amendments to the Bylaws to insure consistency with the actions of the policymaking bodies of this Society, and it shall prepare amendments which it considers advisable to facilitate the work and best interest of this Society.

6.402 Committee on Communication-

The Chair of the Committee shall be the Editor of the Newsletter.

The Committee shall gather, edit, and publish, in both printed and electronic form, information pertaining to the educational, scientific, governmental, administrative, and social activities of the Society and its Committees as well as any news of particular interest and benefit to the members.

The Editor shall submit an annual report to the Board of Directors, which shall include a financial budget for the past and upcoming year.

6.403 Committee on Continuing Education – In addition to the Chair and two regular members, a representative of the Resident Component shall be a member of this Committee.

The Committee is charged with establishing the curriculum and appropriate CME accreditation for any educational activity sponsored by the PSA. Upon request, the committee shall assist regional groups in the preparation of seminars for Anesthesiologists, and shall disseminate to the Society membership information regarding continuing education programs available to PSA members, so as to further education and knowledge and to help in the attainment of credits required for continuing education.

The Committee may act as liaison with appropriate organizations on state and national levels which are concerned with standards and requirements for continuing education.

6.404 Committee on Critical Care Medicine-

The duties of this Committee shall be to study, plan, and implement activities, policies, and practices concerning the role of anesthesiologists in the care of the critically ill patient outside of the operating room.

6.405 Executive Committee- The Executive Committee shall consist of the President, Vice President, President Elect, Past President, Secretary/Treasurer, Assistant Secretary/Treasurer, and the Director and Alternate Director of District 6.

The Committee is charged with maintaining the day-to-day operations of the Society in the period between meetings of the Board of Directors.

It may act on behalf of the Society and Board of Directors in correspondence with other societies, agencies, and individuals, and may expend previously budgeted funds and engage in contractual agreements as directed by the Board of Directors.

6.406 Committee on Insurance and Legislation-

This Committee shall investigate and consider matters pertaining to liability and health insurance programs relating to the specialty of anesthesiology and, upon request, give advice to, or act as liaison between, private insurers, governmental agencies, and members of this Society.

It shall represent this Society, under direction of the Board of Directors, in aiding the membership to secure and enforce legislation and rulings in the interest of the specialty of anesthesiology.

6.407 Judicial Committee-

This Committee shall be constituted and shall perform the duties outlined in Article 7 of these Bylaws.

6.408 Committee on Membership-

The Committee shall conduct investigations and make decisions on applications for active, affiliate, resident, medical student, and retired membership in this Society.

It shall conduct investigations for all other categories of membership and submit recommendations on such applications to the Board of Directors, except as otherwise provided for in these Bylaws; and encourage qualified persons to apply for membership in this Society.

6.409 Committee on Nominations-

This Committee shall be composed of a Chair and five members constituted as follows:

At least sixty days before the annual meeting of this Society, the President shall appoint a Nominating Committee consisting of a Chair and three active members in good standing. Two additional members shall be elected by the Board of Directors at its interim meeting or at least sixty days before the annual meeting of this Society.

The Committee shall deliver a written report to the Secretary-Treasurer at least thirty (30) days before the annual meeting of the Society nominating at least:

One candidate each for such positions as are vacant for the offices of President-Elect, Vice-President, Secretary-Treasurer, Assistant Secretary-Treasurer, Director, Alternate Director, and Delegates to the American Society of Anesthesiologists, Inc.

One candidate for Alternate for each Delegate authorized by the American Society of Anesthesiologists, Inc.

One candidate for each Representative and Alternate Representative to the Specialty Cabinet of the Pennsylvania Medical Society.

One candidate for each Delegate and Alternate Delegate to the House of Delegates of the Pennsylvania Medical Society.

One candidate for the Society representative to the Medicare Carrier Advisory Committee for Pennsylvania.

Such nominations shall thereafter be set forth in the notice of the annual meeting. At such meeting, additional nominations may be made from the floor by any active member in good standing.

6.410 Committee on Pain Management-

The duties of this Committee shall be to study, plan, and implement activities, policies, and practices concerning the role of anesthesiologists in the diagnosis and treatment of chronic and acute pain.

6.411 Committee on Physician Resources-

This Committee shall maintain a record of those anesthesiologists or departments of anesthesiology who are seeking additional professional personnel, and make this information available to anesthesiologists desiring to practice in Pennsylvania: and

In recognition of our Society's public health responsibility, determine the pattern of anesthesia practice in all hospitals and clinics in Pennsylvania; and recommend minimal criteria for adequate anesthesia care.

The Committee may utilize professional assistance to the extent approved by the Board of Directors.

A representative of the Resident Component is an additional member of this Committee.

6.412 Committee on Professional Relations-

This Committee shall promote relationships of this Society with the public, physician and non-physician health care providers, other medical organizations, hospitals, and governmental agencies.

- 6.5 Ad hoc Committees – Ad hoc Committees of this Society may be appointed by the President for specific purposes during the term of office of that President, provided, however, that such Committees may not be given assignments conflicting with or duplicating the functions of any Standing Committee.

6.6 Reports - Each Committee of this Society shall report its activities.

- 6.61 Annual Report - A written report detailing its activities and recommendations, addressed to the Board of Directors and forwarded to the Secretary-Treasurer of this Society, shall be filed annually.

- 6.652 Filing - Annual reports shall be filed by the Chair of the Committees not later than thirty days prior to the annual meeting of this Society.

- 6.7 Committee Review – The mission, duties, function, and continued need for each Committee will be reviewed at least every 5 years at the Annual Meeting of the Board of Directors beginning in the year 2010.

ARTICLE 7. JUDICIAL COMMITTEE

- 7.1 Composition - The Judicial Committee shall consist of the most recent five Past Presidents of this Society. In the event that a member cannot serve, the President of the Society shall appoint as a substitute one of the other Past Presidents who shall serve until the completion of that term. The Immediate Past President shall assume a seat on the Judicial Committee immediately upon the close of his or her term of office as President. The Chair of the Committee shall be its longest serving member.

No member of the Judicial Committee shall simultaneously hold another elected office in the Society. At the time they accept another elected office, their position on the Judicial Committee becomes vacant.

- 7.2 Duties - This Committee shall:

Hear and consider, and at its discretion, attempt to adjudicate all questions of ethics, discipline, professional relationship, and the rights and standings of members of this Society; and

Conduct investigations and hold appropriate hearings as provided in these Bylaws in Sections 1.22 and 1.23.

In matters involving alleged violations of standards of professional conduct, the decision of the Judicial Committee that no violation occurred shall be final.

The Board of Directors shall not take any action upon matters within the jurisdiction of the Judicial Committee until the recommendations of the Committee have been received; and

Thereafter, the action taken thereon by the body having ultimate authority is final and conclusive as to all parties concerned.

ARTICLE 8. DIRECTOR AND DELEGATES TO THE AMERICAN SOCIETY OF ANESTHESIOLOGISTS, INC.

- 8.1 Election - The Director of the 6th District of the American Society of Anesthesiologists, Inc., which is composed of the State of Pennsylvania, his or her Alternate, and the Delegates and Alternates to the House of Delegates of the American Society of Anesthesiologists, Inc., to which this Society is entitled shall be elected at an annual business meeting in the same manner as provided by these Bylaws for the election of officers of this Society.
- 8.2 Terms of Office - The terms of office for the representatives of this Society in the American Society of Anesthesiologists, Inc., shall be as follows:
- 8.21 Director and Alternate - Three years, commencing at the close of the annual meeting of the House of Delegates of the American Society of Anesthesiologists, Inc., following their election.
- 8.22 Delegates - Delegates shall serve for three years, commencing at the close of the annual meeting of the House of Delegates of the American Society of Anesthesiologists, Inc., following their election. Staggered terms shall be created in the initial appointment of new delegates by dividing the initial appointments as nearly equally as the numbers of members permit among three, two and one year terms, so that an approximately an equal number delegates are eligible for election each year.
- 8.23 Alternate Delegates - One year, commencing at the close of the annual meeting of the House of Delegates of the American Society of Anesthesiologists, Inc., following election.
- 8.3 Duties and Responsibilities - The duties and responsibilities of the representatives of this Society in the American Society of Anesthesiologists, Inc., are as follows:

- 8.31 Director and Alternate Director - The Director and Alternate Director shall represent this Society on the Board of Directors and House of Delegates of the American Society of Anesthesiologists, Inc., as official representatives of District 6 of the A.S.A., which is composed of the State of Pennsylvania. They shall attend all meetings of the Board of Directors and House of Delegates of the A.S.A. or make certain that this Society is represented thereat.

They shall report to the Board of Directors of this Society, immediately following each meeting of the Board of Directors or the House of Delegates of the American Society of Anesthesiologists, Inc., the actions taken and recommendations made at such meetings; and they shall perform such other duties as provided in these Bylaws.

They shall attend meetings of this Society's Board of Directors, and those of the Board of Directors of the American Society of Anesthesiologists, so as to ensure that their position truly represents needs and best interests of the Society.

- 8.32 Delegates - The Delegates shall represent this Society in the House of Delegates of the American Society of Anesthesiologists, Inc., and are charged and entrusted as follows:

(a) Whenever possible, to counsel with the officers and the Board of Directors of the American Society of Anesthesiologists, Inc., in the interest of making certain that actions taken by that body are in accord with the best interests and desires of this Society; and

(b) To attend each meeting of the House of Delegates of the American Society of Anesthesiologists, Inc., or to make certain that this Society is represented thereat.

(c) To attend meetings of this Society's Board of Directors so as to ensure that their position truly represents needs and best interests of the Society.

- 8.33 Failure to Fulfill Duties – If a Director, Alternate Director or Delegate fails in his or her responsibility to the Society, including - failure to attend such meetings of the ASA or PSA as outlined above without having sufficient cause or giving sufficient notice to the Secretary-Treasurer of this Society in advance of the meeting, impeachment proceedings as specified in Article 4.7 of these Bylaws may be recommended by either the President or simple majority vote of the Board of Directors.

In the event of a vacancy, the President will appoint a successor to complete the vacated term in the following manner: (1) The vacated office of Director will be filled by the Alternate Director, (2) The vacated office of Alternate Director will be filled by a Delegate of the President's choosing, (3) The vacated office of Delegate will be filled by an Alternate Delegate of the President's choosing, and (4) The vacated office of Alternate Delegate will be left vacant until the next election cycle.

ARTICLE 9 REPRESENTATIVES TO THE

PENNSYLVANIA MEDICAL SOCIETY

- 9.1 Election – The Representative and Alternate Representative to the Specialty Cabinet, and the Delegate and Alternate Delegate to the House of Delegates of the Pennsylvania Medical Society shall be elected at an annual business meeting in the same manner as provided by these Bylaws for the election of officers of this Society.
- 9.2 Terms of Office - The terms of office for the Representative and Alternate Representative to the Specialty Cabinet, and the Delegate and Alternate Delegate to the House of Delegates of the Pennsylvania Medical Society shall be for one year. The tenure of any one of these offices shall be in compliance with the Bylaws and regulations of the Pennsylvania Medical Society.
- 9.3 Duties and Responsibilities - The duties and responsibilities of the representatives of this Society to the Pennsylvania Medical Society are as follows:
- 9.31 The Representative and Alternate Representative to the Specialty Cabinet , and the Delegate and Alternate Delegate to the House of Delegates of the Pennsylvania Medical Society shall attend all official meetings of their respective bodies and they shall represent this Society in the interest of making certain that actions taken by these bodies are in accord with the best interests and desires of this Society.

These representatives shall report to the Board of Directors of this Society, immediately following each meeting, the actions taken and recommendations made at such meetings.

If any representatives fail in their responsibility either by not attending an official meeting of their respective body without giving sufficient cause, or by notifying the Secretary-Treasurer of this Society of their possible or impending absence from such meeting within a reasonable time, impeachment proceedings as specified in Article 4.7 of these Bylaws may be recommended by either the President or simple majority vote of the Board of Directors.

The ARTICLE 10. POLITICAL ACTION COMMITTEE

- 10.1 Political Action Committee Z-PAC is established as an independent non-profit, unincorporated association operated as an adjunct to this Society, to provide financial support for candidates for state and local elective offices who understand and appreciate the goals, objectives and values of persons practicing the medical specialty of anesthesiology.
- 10.2 The Immediate Past President of this Society shall be an ex officio officer of Z-PAC.
- 10.3 All other officers of Z-PAC shall be nominated by the President and approved of the Board of Directors of this Society, for terms specified in the Bylaws of Z-PAC.

- 10.4 The Chair of Z-PAC will make a report, including contributions and expenses of Z-PAC, to this Society at least annually at the fall Meeting of the Board of Directors, and at other times as requested by the President of this Society.
- 10.5 The President of this Society has the authority to request a review of the financial operations of Z-PAC.
- 10.6 The Board of Directors of this Society may dissolve Z-PAC by 2/3 vote of those present at a regular or special meeting of the Board.

ARTICLE 11. FUNDS AND EXPENDITURES

- 11.1 Funds - Funds of this Society are derived from the following sources:
- 11.11 Annual Assessment of Dues - An annual per capita assessment of dues for each active and affiliate member shall be made in amounts established in the manner provided in these Bylaws.
- 11.12 Special Assessments - Additional funds may be raised by special assessments authorized by the Board of Directors.
- 11.13 Other Sources - Funds may be derived from voluntary contributions, bequests, income from publications of this Society, and any other source approved by the Board of Directors.
- 11.2 Expenditures - Expenditures of funds of this Society shall be made in the following manner:
- 11.21 Authority - Funds may be expended by the Board of Directors: (a) within the limits of the annual budget; and (b) in accordance with the authorizations and within the limitations provided in these Bylaws.
- 11.22 Payment - Checks issued by this Society must be authorized by the Secretary-Treasurer of this Society or the President.
- 11.3 Audit - The financial accounts and records of this Society shall be audited annually by a Certified Public Accountant appointed by the Board of Directors, at the close of the fiscal year of this Society; and the cost thereof shall be paid by the Society.
- 11.4 Fiscal Year - The fiscal year of this Society shall be the calendar year.

ARTICLE 12. PARLIAMENTARY AUTHORITY

The latest edition of DEMETER'S MANUAL OF PARLIAMENTARY LAW AND PROCEDURE shall govern all questions of parliamentary procedure and order;

Provided, however, that in no case shall that authority take precedence over or contravene the Articles of Incorporation, the Bylaws or the Rules of Order of this Society.

ARTICLE 13. REFERENDUM

Any matter or question which affects this Society may be referred to the voting members of the Society for a general vote.

- 13.1 Requirements - Such question shall be submitted to the voting members of this society upon: (a) two-thirds vote of the total membership of the Board of Directors; or (b) a written request signed by fifty voting members of this Society.
- 13.2 Voting - Voting on the question may be conducted at the annual meeting of the Society by a two-thirds vote of the active members in good standing present or by mail, fax, or electronically transmitted ballot, sent to all active members in good standing, by the majority of all votes cast if such ballot shall be authorized by the Board of Directors.

ARTICLE 14. AMENDMENTS

These Bylaws may be amended by a two-thirds vote of the Active members in good standing present at any annual meeting following previous notice of the meeting with a copy of the proposed amendments enclosed, or by mail, fax, or electronically transmitted ballot sent to all Active members in good standing if such mail, fax, or electronically transmitted ballot shall be authorized by the Board of Directors. In such a mail, fax, or electronically transmitted ballot, a two-thirds majority of all votes cast would be necessary for amendment.

ARTICLE 15. STATUS UNCHANGED

Officers, Directors, and Delegates to the American Society of Anesthesiologists, Inc., and members of committees serving at the time of adoption or amendment of these Bylaws shall continue to serve until the expirations of the terms for which they were originally appointed or elected.

ARTICLE 16. DISSOLUTION

Should it be deemed necessary that the Society be dissolved, notice of such action shall be sent to each member with the announcement of the annual business meeting of the Society.

Such dissolution shall be accomplished by the approval of two-thirds of the members present and voting at the annual business meeting.

In the event that the Society is dissolved, all funds remaining after payment of all debts shall be transferred to the Wood Library-Museum of Anesthesiology, 520 North Northwest Highway, Park Ridge, Illinois, 60068.

STATEMENT OF POLICY

THE PENNSYLVANIA SOCIETY OF ANESTHESIOLOGISTS, INC.

Adopted May 4, 1968

WHEREAS, The Pennsylvania Society of Anesthesiologists, Inc., was incorporated for and, in its activities, holds to the following purposes as set forth in the Charter and Bylaws:

"The purpose of this Society shall be to stimulate interest and encourage progress in the specialty of anesthesiology; to broaden the availability of the services of qualified anesthesiologists so that the benefits of such services may be shared by greater numbers of persons; to continually raise the standards of this specialty by fostering and encouraging research and scientific progress in anesthesiology; to work for the continued elevation of the standards of medical practice; to disseminate information relative to anesthesiology to the medical profession and to the public.

AND, WHEREAS, the Society recognizes the Principles of Medical Ethics of the American Medical Association and the Stated Policy of the American Society of Anesthesiologists, Inc., as the basic guides to the ethical conduct of anesthesiologists, and

WHEREAS, the Society is concerned with problems centering around types of practices in the Commonwealth of Pennsylvania which it believes are in direct contravention of these basic principles.

NOW, THEREFORE, in pursuit of the accomplishment of its purposes and with the intention of eliminating those types of practices in Pennsylvania which are in contravention of its basic principles, this Society hereby adopts the following policies as a guide to the conduct of its members.

1. The members of the Society shall uphold, adhere to and promote the aims, principles, policies and purposes of the American Society of Anesthesiologists, Inc., as set forth in the Bylaws of that organization and in its Statement of Policy.
2. The Society recognizes the practice of anesthesiology as the practice of medicine and not as an institutional service. Anesthesiologists shall have the same responsibilities, rights, privileges and relationships with respect to patients, hospitals, the medical staff of the hospitals, and otherwise, as other physicians.
3. In the interest of the best and most efficient care for all patients, the Society endorses the organization of a Department of Anesthesia within a hospital which may: (a) provide consultative service throughout the hospital, (b) provide training of physicians, and other allied personnel, (c) assume administrative responsibility for those personnel, services and equipment which relate uniquely to the field of anesthesiology.
4. The welfare of the patient is the direct and personal professional responsibility of the anesthesiologist which responsibility cannot be delegated. A member of this Society shall remain in constant attendance throughout the procedure with a patient for whom they accept responsibility and charge a fee, except in instances where strict application of this policy is rendered impossible by the lack of a sufficient number of physicians trained in this specialty. In such instances, a member may utilize the services of other personnel so long as the member maintains a direct professional relationship with the patient and direct, personal and continuous supervision over the personnel rendering the service.
5. The Society affirms the concept that anesthesiologists should bill the patient, or the patient's agent, directly for services rendered. No fee shall be charged except for

professional services actually performed. Fee splitting and the payment of rebates is unethical.

6. Members shall not participate in any arrangement which permits the exploitation of a patient or any colleague, which impairs or abrogates the direct and personal professional relationship between the anesthesiologist and the patient, or which in any manner imposes any restrictions upon the patient's securing the maximum benefits of the special knowledge and capabilities of an anesthesiologist.
7. Members of this Society shall not join or remain on the medical staff of any hospital or institution which permits or requires conduct not in keeping with the principles and policies of this Society, or where all anesthesiologists are not accorded corresponding rights, privileges and limitations extended to other members of its medical staff.
8. This Society does not accept, nor does it contemplate assuming, the passing upon the professional competence of its members.
9. Membership in this Society is a privilege and not a right and is dependent upon the continuing adherence by a member to the principles and policies of the Society. Failure of members to conduct themselves in accordance with these principles and policies shall be grounds for the termination of their membership.
10. The Board of Directors of this Society are hereby charged with the implementation and enforcement of the foregoing principles and policies by whatever means they shall deem appropriate from time to time.
11. It is the official policy of the Pennsylvania Society of Anesthesiologists that anesthesiologists are free to choose whatever arrangement they prefer for compensation of their professional services. The Pennsylvania Society of Anesthesiologists does not consider the arrangement so chosen to be a matter of professional ethics. In addition, nothing in the Bylaws or Guidelines stated or was meant to state that the PSA considered the compensation arrangements of its members of ethical concern.