

**BYLAWS
PHILADELPHIA COLLEGE OF OSTEOPATHIC MEDICINE
ALUMNI ASSOCIATION**

ARTICLE I – NAME

The name of the organization will be “Philadelphia College of Osteopathic Medicine Alumni Association” (Association).

ARTICLE II – MISSION STATEMENT

The mission of the Association is to:

- a. promote the interest and welfare of Philadelphia College of Osteopathic Medicine (PCOM or the College);
- b. cultivate communication and foster relationships among all graduates, students, administration, faculty and staff of PCOM; and
- c. provide a medium for the expression of the sentiment of the alumni.

ARTICLE III – MEMBERSHIP

All recipients of a degree or certificate from PCOM, including interns, residents, and fellows who have completed training at PCOM’s residency programs, are members of the Association. If the President of PCOM is not an alumnus of the institution, they will be granted non-voting membership status.

ARTICLE IV – ASSOCIATION BOARD

Section 4.1. Association Board. The Association Board will be the governing body of the Association and will consist of the following individuals (all of which are defined hereinafter):

- a. Executive Committee members (11); and
- b. Members at Large (10).

Section 4.2. Duties of the Association Board. The duties of the Association Board will be as follows:

- a. Board members will serve on the Association Committee for their respective college/school as set forth in Article VII.
- b. Board members will serve on at least one (1) other Association Committee, descriptions of which are set forth in Article VII.
- c. Ratify recommendations for the annual distribution of funds from the Alumni Association Endowed Fund set forth by the Executive Committee as described in Article V.
- d. Ratify the budget each fiscal year set forth by the Executive Committee.
- e. Ratify any proposed changes to the bylaws.
- f. Attend all meetings of the Association Board, whether in person or virtually, to the extent they are able.

Section 4.3. Election of Association Board. Members of the Association Board are elected pursuant to the process for their respective categories of membership (Executive Committee or Members at Large) as set forth in Articles V and VIII.

Section 4.4. Quorum. At all meetings of the Association Board, a majority of the members in attendance will constitute a quorum.

Section 4.5. Charitable Contributions. All members of the Association Board are expected to make a financial contribution to PCOM during each year of their service, the amount and designation of said charitable gift to be at each Board member's discretion.

Section 4.6. Removal. The Association Board has the power, by majority vote of the Association Board present in an executive session at a duly called meeting at which a quorum is present, to remove any Board 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 Board member misses two consecutive Association Board meetings, they may be considered for removal from the Board.

ARTICLE V – EXECUTIVE COMMITTEE

Section 5.1. Executive Committee. The Executive Committee will be comprised of eleven (11) individuals in the following two (2) categories:

- a. Officers, as more fully set forth in Article VI; and
- b. Committee Chairs, as more fully set forth in Article VI herein.

Section 5.2. Duties of Executive Committee. The duties of the Executive Committee will be as follows:

- a. Determine Association Board meeting agendas.
- b. Make recommendations to the PCOM Chief Advancement Officer or their designate regarding the annual distribution of funds from the Alumni Association Endowed Fund. A reporting of this activity will be presented to the Association at least annually.
- c. Propose a budget each fiscal year, which will be submitted to PCOM through the Office of Institutional Advancement (IA), and will be in conjunction with the College's annual budgeting process.
- d. Where necessary and appropriate, call for a special meeting of the Association Board.
- e. Propose changes to the Association Bylaws for ratification by the Association Board.

Section 5.3. Election of Executive Committee. Members of the Executive Committee are elected pursuant to the process for their respective categories of membership (Officers or Committee Chairs) as set forth in Articles VI and VII.

Section 5.4. Quorum. At all meetings of the Executive Committee, a majority of the members in attendance will constitute a quorum.

ARTICLE VI – OFFICERS

Section 6.1. Officers. The Officers of the Association will consist of the following positions: President, Vice President, President-Elect, and Immediate Past President.

Section 6.2. Duties and Criteria of Officers. The duties of the Association Officers and criteria for consideration are as follows:

- a. President
 - i. Duties.
 - A. The President is the Chairperson of the Association Board and will preside at its meetings.
 - B. The President will have general supervision of the affairs of the Association and will perform such other duties as the Association Board may assign to them or as may be provided by the Bylaws.

- C. Depending on their PCOM degree, the President will participate in the Commencement ceremonies for the appropriate schools/college. (If the President is a graduate of the osteopathic medicine program, they will participate in the DO Commencement ceremonies. If the President is a graduate of the clinical psychology program, for example, they will participate in the Commencement ceremonies for all graduate programs.)
 - D. The President will be an ex-officio member of all committees.
 - ii. Criteria.
 - a. The President can be a graduate of any PCOM program from any PCOM campus location.
 - b. Prior to being considered for President, all nominees must have served at least one (1) 2-year term on the Awards Committee.
 - c. If no candidates are nominated for President, the Nominating Committee will call a vote of the Association Board to decide which board member will be President.
- b. Vice President
 - i. Duties.
 - A. The Vice President will preside at Association meetings in the absence of the President.
 - B. The Vice President will support the President with the general supervision of the affairs of the Association and will perform such other duties as the Association Board may assign to them or as may be provided by the Bylaws.
 - C. Depending on their PCOM degree, the Vice President will participate in the Commencement ceremonies for the appropriate schools/college. (If the Vice President is a graduate of the osteopathic medicine program, they will participate in the DO Commencement ceremonies. If the Vice President is a graduate of the clinical psychology program, for example, they will participate in the Commencement ceremonies for all graduate programs.)
 - ii. Criteria.
 - A. If the President is a graduate of the osteopathic medicine program (whether as an undergraduate or as an intern, resident, or fellow), then the Vice President will be a graduate of any other PCOM program.
 - B. If the President is a graduate of any program other than the osteopathic medicine program, then the Vice President will be a graduate of the osteopathic medicine program (whether as an undergraduate or as an intern, resident, or fellow).
 - C. Prior to being considered for Vice President, all nominees must have served at least one (1) 2-year term on the Awards Committee.
- c. President-Elect
 - i. Duties. The President-Elect will acquaint themselves with all matters pertaining to the Association to enhance their position as President. The President-Elect will perform any duties assigned by the President or the Association Board.
 - ii. Criteria. Prior to being considered for President-Elect, all nominees must have served at least one (1) 2-year term on the Awards Committee.
- d. Immediate Past President
 - i. Duties. The Immediate Past President will provide guidance and counsel to the other Officers of the Association Board and perform any duties assigned by the President or the Board.

- ii. Criteria. The Immediate Past President will have served for at least one (1) year as President before stepping into this position.

Section 6.3. Election of Officers. Officers of the Association Board are elected by vote of Association Board members through the following process:

- a. IA will send out a call to members of the Association Board for nominations for the Officer positions.
- b. Any current Board member who is interested in being considered will complete the form provided and submit any necessary documentation.
- c. All nominations received will be forwarded to the Nominating Committee for review and recommendation to be placed on the slate of candidates.
- d. IA will send out an electronic ballot via email for Association Board members to vote on the slate of recommended candidates for Officer positions.

Section 6.4. Terms. The term of office for an Officer is two (2) years. Officers may not serve more than one (1) consecutive 2-year term. If a vacancy of any Officer position occurs, the Association Board may appoint a member of the Board to fill the vacancy until the next regularly scheduled meeting of the Board, at which time the seat will be filled permanently.

ARTICLE VII – COMMITTEES

Section 7.1. Committees. The Association is comprised of several standing committees that will execute the plans and activities to further the Association’s mission: Awards, Nominating, Fundraising, College of Osteopathic Medicine, School of Pharmacy, School of Professional and Applied Psychology, and School of Health Sciences.

Section 7.2. Duties and Membership of Committees.

- a. Awards Committee

- i. Duties. The Awards Committee will seek, review, and recommend nominations via the following subcommittees:

- A. Alumni Awards Subcommittee

- 1. Alumni Association Certificate of Merit. All alumni, faculty and staff at PCOM may nominate candidates for recommendation by this Subcommittee to the Awards Committee.
- 2. O.J. Snyder Memorial Award. The Subcommittee will send recommendations of candidates to the Awards Committee. The Awards Committee will submit final recommendations to the Association Board for a vote. Upon final approval by the Association Board, the nominees, if any, will be forwarded to the Chief Advancement Officer or their designate. Said individual will, along with any other candidates that have been submitted for review, submit a complete slate of candidates to the PCOM Cabinet for consideration. The Association Board will not notify any individual who has been nominated for this award.
- 3. PCOM Alumni Professional Development Grants. Interested alumni who have graduated in the past 10 years complete an application to be considered for a grant to pursue professional development opportunities.

- B. Student Awards Subcommittee

- 1. Albert D'Alonzo, DO '56 Endowed Memorial Award

2. PCOM Alumni Association Endowed Student Travel Fund
 3. Alumni Association International Endowed Fellowship Award
- ii. Membership. Membership on the Awards Committee can be comprised of both Association and Non-Association Board members, but the Committee Chair will be a member of the Association Board. Given the confidential nature of the information that is shared with Committee members, all participants will sign a confidentiality and non-disclosure agreement at the beginning of their term.
- b. Nominating Committee
 - i. Duties. The Nominating Committee will seek, review, and recommend nominations for positions as set forth in these Bylaws.
 - ii. Membership. Membership on the Nominating Committee will be comprised exclusively of Association Board members.
 - c. Fundraising Committee
 - i. Duties. The Fundraising Committee will help solicit Association Board members to achieve 100% Board giving every fiscal year; engage in prospect screening exercises to identify classmates and other alumni who may be interested in financially supporting PCOM; and identify other ways to raise philanthropic dollars.
 - ii. Membership. Membership on the Fundraising Committee can be comprised of both Association and Non-Association Board members, but the Committee Chair will be a member of the Association Board. PCOM students can be members of the Fundraising Committee.
 - d. College of Osteopathic Medicine Committee
 - i. Duties. The College of Osteopathic Medicine (COM) Committee will serve as a liaison between DO alumni and the Alumni Association; identify concerns of DO alumni and relay them to the Association Board; and create opportunities to engage DO alumni with PCOM.
 - ii. Membership. Membership on the COM Committee can be comprised of both Association and Non-Association Board members, but the Committee Chair will be a member of the Association Board. Interns, residents, and fellows who have completed training at PCOM's residency programs are eligible to serve on the COM Committee. PCOM DO students can also be members of the COM Committee.
 - e. School of Pharmacy
 - i. Duties. The School of Pharmacy (SOP) Committee will serve as a liaison between pharmacy alumni and the Alumni Association; identify concerns of pharmacy alumni and relay them to the Association Board; and create opportunities to engage pharmacy alumni with PCOM.
 - ii. Membership. Membership on the SOP Committee can be comprised of both Association and Non-Association Board members, but the Committee Chair will be a member of the Association Board. PCOM pharmacy students can be members of the SOP Committee.
 - f. School of Professional and Applied Psychology Committee
 - i. Duties. The School of Professional and Applied Psychology (SPAP) Committee will serve as a liaison between psychology alumni and the Alumni Association; identify concerns of psychology alumni and relay them to the Association Board; and create opportunities to engage psychology alumni with PCOM.
 - i. Membership. Membership on the SPAP Committee can be comprised of both Association and Non-Association Board members, but the Committee Chair will be a

member of the Association Board. PCOM psychology students can be members of the SPAP Committee.

- g. School of Health Sciences Committee
 - i. Duties. The School of Health Sciences (SHS) will serve as a liaison between alumni from all health sciences programs (biomedical sciences, physician assistant, forensic medicine, and physical therapy, etc.) and the Alumni Association; identify concerns of health sciences alumni and relay them to the Association Board; and create opportunities to engage health sciences alumni with PCOM.
 - ii. Membership. Membership on the SHS Committee can be comprised of both Association and Non-Association Board members, but the Committee Chair will be a member of the Association Board. PCOM students enrolled in any of the health sciences programs can be members of the SHS Committee.

Section 7.3. Election of Committee Chairs. Committee Chairs are elected by vote of committee members through the following process:

- a. Each committee will elect a chair at the first committee meeting held after July 1st year.
- b. Committee members who are present at that meeting will vote verbally, and the chair will be elected by simple majority.

Section 7.4. Terms.

- a. The term of office for a Committee Chair is two (2) years. Committee Chairs may not serve more than two (2) consecutive 2-year terms.
- b. There is no limit on the number of years that an individual can serve on a committee.

ARTICLE VIII – MEMBERS AT LARGE

Section 8.1. Members at Large. There will be ten (10) Members at Large who can represent any PCOM college, school, program, or campus.

Section 8.2. Duties of Members at Large. All Members at Large must serve on at least one (1) Committee. Any new Members at Large will begin their committee service by serving on the Student Awards Subcommittee for at least one (1) year.

Section 8.3. Election of Members at Large. Members at Large of the Association Board are elected by vote of PCOM alumni through the following process:

- a. Institutional Advancement (IA) will send out a call to all alumni for nominations to the Association Board via email.
- b. Any interested alumnus can complete a form and submit any necessary documentation.
- c. All nominations received will be forwarded to the Nominating Committee for review and recommendation to be placed on the slate of candidates.
- d. IA will send out an electronic ballot via email for all alumni to vote on the slate of recommended candidates for open Member at Large positions. The ballot will contain links to a website, or use another method of providing information, of biographical information about each candidate on the slate.

Section 8.4. Terms. The term of office for a Member at Large is two (2) years. Members at Large may not serve more than three (3) consecutive 2-year terms.

ARTICLE IX – ALUMNI REPRESENTATIVE TO THE PCOM BOARD OF TRUSTEES

Section 9.1. Alumni Representative. Subject to the approval of the PCOM Board of Trustees, a member of the Association (Alumni Representative) will be elected to serve on the PCOM Board of Trustees.

Section 9.2. Duties of Alumni Representative. The Alumni Representative will speak on behalf of and advocate for PCOM alumni and the Association. The elected representative is expected to attend PCOM Board of Trustees' meetings and participate as an active member of the Board of Trustees. The Alumni Representative is invited to attend all Association meetings and provide an update to the membership.

Section 9.3. Election of Alumni Representative. The Alumni Representative is elected by vote of the Association Board through the following process:

- a. Institutional Advancement (IA) will send out via email a call to all alumni for nominations to be considered for the Alumni Representative.
- b. Any interested alumnus can complete a form and submit any necessary documentation.
- c. All nominations received will be forwarded to the Nominating Committee for review and recommendation to be placed on a slate of candidates.
- d. IA will send out an electronic ballot via email for Association Board members to vote for the Alumni Representative from among the candidates.

Section 9.4. Term. The term of office for the Alumni Representative is three (3) years. The Alumni Representative may not serve more than two (2) consecutive 3-year terms. If a vacancy occurs, the Association Board may appoint a member of the Board to fill the vacancy until the next regularly scheduled meeting of the Board, at which time the seat will be filled permanently.

ARTICLE X – MEETINGS

Section 10.1. Regular Meetings. The Association Board will convene at least two (2) meetings per year of the Board during which to conduct official business. One meeting will be held in the winter; another meeting will be held in the spring/summer. Notice of a regular Association Board meeting will be given at least 90 days in advance of the meeting. Any alumnus may attend regular meetings of the Association Board via virtual platform.

The current Student Government Association (SGA) presidents from each PCOM location will be invited as guests to attend the regular meetings of the Association Board. The SGA presidents will present a brief report on the events and activities occurring on their respective campuses.

Section 10.2. Special Meetings. Special meetings of the Association Board will be held whenever called by the President of the Association or by a majority vote of the Executive Committee. Notice of such a meeting will be given to each Board Member by email at least 48 hours before the time at which the meeting is to be held. The notice will state the time, meeting location (virtual or in-person) and will identify the subject(s) to be discussed at the meeting.

Section 10.3. Meeting Location. Meetings of the Association Board and Committees will be held at such times and places as determined by the Executive Committee. Any members of the Association Board and Committee may participate in any meeting by telephone or virtual meeting platform. Participation in a meeting by such means will constitute presence in person at the meeting.

Section 10.4. Quorum. At all meetings of the Association Board, a majority of the members in attendance will constitute a quorum. The acts of a majority of the Association Board members present

at a meeting at which a quorum is present will be the acts of the Association, except as may be otherwise specifically provided by statute or by these Bylaws.

Section 10.5. Action by Written Consent. 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(s) setting forth the action to be taken is signed by at least two-thirds of the Board members.

ARTICLE XI – FIDUCIARY RESPONSIBILITIES

Section 11.1. Fiduciary Relationship. Association Board members stand in a fiduciary relation to the Association and will perform their duties as Board members, including their duties as members of any committees of the Association upon which they may serve, in good faith, in a manner they reasonably believe 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 their duties, Board members are 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 of the Association whom the Board members reasonably believe to be reliable and competent in the matters presented; (b) legal counsel, public accountants or other persons as to matters which the Association Board reasonably believes to be within the professional or expert competence of such persons; or (c) a committee of the Association Board upon which they do not serve, duly designated in accordance with law, as to matters within its designated authority, which committee Board members reasonably believe to merit confidence. Board members will not be acting in good faith if they have knowledge concerning the matter in question that would cause their reliance to be unwarranted.

Section 11.2. Best Interests of the Association. Absent breach of fiduciary duty, lack of good faith or self-dealing, actions taken as Board members or any failure to take any action will be presumed to be in the best interests of the Association.

Section 11.3. Personal Liability. Board members will not be personally liable for monetary damages for any action taken, or any failure to take any action, unless: (a) the Board member has breached or failed to perform the duties of their office under Sections 11.1 and 11.2 hereof; or (b) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

Section 11.4. Exceptions. The provisions of Section 11.3 do not apply to: (a) the responsibility or liability of Board members pursuant to any criminal statute; or (b) the liability of an Association Board member for the payment of taxes pursuant to local, state or federal law.

Article XII – INDEMNIFICATION

Section 12.1. Indemnity. PCOM will indemnify, through either itself or appropriate insurance vehicles, any Association Board member, and may indemnify any other agents, 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 they were Board members, officers, or agents of the Association, or is or was serving at the request of the Association as a Board 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 them 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 12.2. Notice. As soon as practicable after receipt by any person specified in Section 12.1 of notice of the commencement of any action, suit or proceeding specified in Section 12.1, such person will, if a claim with respect thereto may be made against the Association or PCOM under this Article XII, notify the Association in writing of the commencement or threat.

Article XIII – RECORDS

Section 13.1. Recordkeeping. The Association will 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, in the office of Institutional Advancement. The Association will also keep appropriate, complete and accurate books or records of account. The records provided for herein will 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 XIV – OPERATIONAL CALENDAR

Section 14.1. Fiscal Year. The operational calendar of the Association will be the fiscal year of PCOM.

Article XV – NOTICE

Section 15.1. Delivery of Written Notice. 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; by electronic mail; or by facsimile transmission, to their physical or electronic address on file with IA in the alumni database of record. If the notice is sent by mail or electronic mail, it will be deemed to have been given to the person entitled thereto when deposited in the United States mail or sent by electronic means.

Section 15.2. Waiver of Notice. 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 at any meeting will 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 XVI – AMENDMENTS

Section 16.1. Amendments to Bylaws. 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 Association Board members at least 30 days prior to any scheduled meetings.

Amended and restated June 3, 2022