

Constitution

ARTICLE I

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

ARTICLE II

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

ARTICLE III

Section 1. The Society shall consist of Active, Nonresident, Honorary, and Retired Fellows, Emeritus Fellows, as well as resident and medical student members.

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

Section 3. Honorary Fellows may from time to time be elected. They shall not be eligible for election as Officers or Councilors.

Section 4. Retired Fellows. This consists of Active Fellows no longer in the active practice of Surgery who wish to participate in the activities of the Philadelphia Academy of Surgery. These Fellows will be subject to reduced dues.

Section 5. Emeritus Fellows. This consists of previous Active Fellows, of at least 10 years duration, who are fully retired from any paid clinical, teaching, or administrative duties. These Fellows will NOT be subject to dues.

ARTICLE IV

The Officers of the Academy shall consist of the Immediate Past President, President, the President-Elect, the Vice-President, the Secretary, the Treasurer, the Recorder, the Scientific Program Officer, and Councilor-At-Large (2).

ARTICLE V

These Officers shall be elected by a ballot each year, and with the exception of the Immediate Past President, Therefore the President, and President- Elect, shall be eligible for re-election only to be a different position than the one they currently hold. A Fellow may serve as President for only one (1) one-year term.

ARTICLE VI

A Council shall be established consisting of the Immediate Past President, President, the President-Elect, the Vice-President, the Secretary, the Treasurer, the Recorder, the Scientific Program Officer, and two (2) Councilor-At-Large elected by the Society annually. The President of the Academy shall act as Chairperson of the Council. The council will be supported by an Executive Director and Executive Administrator; both positions will be appointed by the council and will be non-voting members of the council. The duties of the Council shall be three:

1. To act as an Executive Committee for the Academy between meetings.
2. To receive all nominations for Fellowship and to report names for election to the Academy after due investigation.
3. To act as a Board of Censors as required by the Academy. The board of censors is responsible for setting and measuring fellowship standards and discipline.

ARTICLE VII

The academy functions as the Trustees of the S. D. Gross fund, library, and prize. Each should be managed in the following fashions: (1) The S. D. Gross fund should be safely invested and utilized in a fashion that supports longevity. The Council will keep charge of the fund and will report at least annually of its maintenance within their minutes. (2) The S. D. Gross library, in accordance with the will of the Testator, is charged to the council, and is in the custody of the College of Physicians of Philadelphia. The council shall manage the collection of Surgical Books in the library as they deem advisable. (3) The S. D. Gross prize should be awarded every five years. The council will appoint a group of Trustees 12 months prior to the award year. The trustees should include the president elect, the executive director, a past president, and a member-at-large. The trustees should hold an open nomination call for the prize to all the fellows of the academy. The trustees and the council are ultimately responsible for assessment of nominees and final selection. Recipients should be leading American scientists contributing to surgical research. Fellowship in the Academy is not a requirement, however honorary membership can be considered by the trustees and the secretary.

ARTICLE VIII

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

ARTICLE IX

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

ARTICLE X

The Academy will accept as Student Members any third- or fourth-year medical student in medical school in the Philadelphia region. To be accepted as a Student Member, the medical student must be a medical student in good standing and be recommended by a medical school surgical clerkship director or Active Fellow of the Academy. Student Members may maintain this membership in the Academy as long as they are in the final two years of medical school, and they wish to be a Student Member. Student Members will be subject to minimal dues and will not be subject to initiation fees. All financial obligations, such as dues and costs for meetings, will be the obligation of the Student Member and not the obligation of the medical school surgical clerkship director or sponsoring Active Fellow. Student Members may attend the business meeting. They will not be eligible to vote, to be elected as Officers or Councilors, to request a special meeting, to count toward a quorum, or to invite official guests. Student Membership expires automatically upon graduation from medical school. A Student Member who wishes to become a Resident Member must meet the qualifications and follow the procedure for Resident Membership described in the previous Article.

ARTICLE XI

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

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

ARTICLE XII

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

By-Laws

SECTION I - MEETINGS

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

The Annual Business Meeting shall be the first meeting of the new calendar year, at which time election of officers and councilors will occur and reports are to be given. The newly elected officers will take office at the end of the Final regular meeting of the academic year.

SECTION II - SPECIAL MEETINGS

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

SECTION III - QUORUM

For the transaction of ordinary business any number of Fellows shall, at any meeting, constitute a quorum. For all elections and for changes in the Constitution and By-Laws, fifteen (15) shall be required to be present.

SECTION IV

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

The President shall preside at the meetings, regulate debates, appoint committees not otherwise provided for, announce the results of elections, and perform all other duties pertaining to the office. The President-Elect and Vice-President shall assist the President in the discharge of functions, and in the absence of the President, preside in that order. The President-Elect will facilitate planning of any annual conjoint meeting between the New York Surgical Society and the Boston Surgical Society, now known as the Northeast Surgical Meeting. With the transition of leadership at the end of the final regular meeting of the academic year and the work of planning nearly complete, the President-Elect will transition to President prior to any conjoint meeting.

SECTION V - SECRETARY

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

SECTION VI - TREASURER

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

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

SECTION VII - RECORDER

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

SECTION VIII - SCIENTIFIC PROGRAM OFFICER

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

SECTION IX - COUNCIL

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

SECTION X - ANNUAL ORATION

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

SECTION XI - ELECTION OF OFFICERS AND COUNCILORS

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

SECTION XII - PROPOSALS FOR FELLOWSHIP

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

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

SECTION XIII - ELECTION OF FELLOWS

The names of candidates proposed for Fellowship, who are approved by Council, shall be read at a stated meeting of the Academy. Election of candidates for Fellowship who have been reported upon by the Council may take place at any stated meeting and shall be by ballot. A two-thirds vote of those present shall be necessary to elect the candidate to Fellowship.

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

SECTION XIV - SIGNING THE CONSTITUTION

Every person elected to be a Fellow shall pay the initiation fee and shall sign the Original Constitution and By-Laws. No person shall acquire the rights of Fellowship unless payment of the initiation fee is made, and the Constitution and By-Laws signed within one year following election.

SECTION XV - INITIATION FEE

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

SECTION XVI - ANNUAL DUES

Annual dues shall be determined by Council, payable within three (3) months after January 1st. Fellows elected after June shall not be subject to the annual dues for that year. Voluntary contributions may be solicited for specific programs on occasion. The academy's fee schedule will be managed by the council and adjusted over time as appropriate.

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

Retired Fellows: Their dues will be reduced to no more than half of the annual dues for Active Fellows.

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

SECTION XVII

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

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

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

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

SECTION XVIII - GUESTS

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

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

SECTION XIX - SEAL AND CERTIFICATE OF FELLOWSHIP

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

SECTION XX - ORDER OF BUSINESS

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

SECTION XXI - RULES OF ORDER

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

SECTION XXII - ALTERATIONS OF THE BY-LAWS

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

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

In the unlikely event of a dissolution of the Philadelphia Academy of Surgery, all the surplus funds and financial assets under the control of the Academy will be transferred to other non-profit organizations for the benefit of surgical education. The council, potentially in conjunction with the College of Physicians of Philadelphia, will appoint Trustees to the S. D. Gross Prize Fund and Library to carry out the duties specified in the Academy's Constitution, Article VII. The council will also petition the College of Physicians to manage the endowments supporting The Jonathan E. Rhoads Annual Oration and assign an Annual Orator. The council will also petition the College of Physicians of Philadelphia to appoint an Erb Lecturer to speak on a topic of interest to surgeons. The endowment supporting the Erb Lecture will be transferred to the College of Physicians. Similarly, the College of Physicians will be petitioned to assign a Clarke Orator, with a topic of interest in surgical education. The endowment supporting the Clarke Lecture will also be transferred to the College of Physicians. All other surplus funds and financial assets under the control of the Academy will be transferred to the College of Physicians of Philadelphia to support surgical education. The artifacts of the Academy will be transferred to the Mutter Museum of the College of Physicians of Philadelphia.

Last revisions approved by the Fellows December 2024.