ARTICLE I. NAME

The name of the Organization shall be the Association of Senior and Emeritus Faculty of the University of Pennsylvania School of Medicine ("ASEF").

ARTICLE II. DURATION

The term for which ASEF is organized shall be indefinite and long-lasting. However, in the event of dissolution of ASEF, its property shall be distributed to the University of Pennsylvania School of Medicine ("School") for educational purposes. If ASEF becomes an entity separate from the School, the assets of ASEF shall be transferred to that successor organization.

ARTICLE III. ADDRESS

The address of its initial registered office in the Commonwealth of Pennsylvania is the Office of Faculty Affairs, School of Medicine, 328 Anatomy-Chemistry Building, University of Pennsylvania, Philadelphia, PA 19104. The initial registered agent is Dr. John Mikuta, and succeeding registered agents will be the current President of ASEF at the registered office address.

ARTICLE IV. MISSION STATEMENT

The mission of ASEF is to initiate and coordinate activities that encourage and permit Emeritus Faculty to remain engaged in, and connected to, the community of scholars in the School. These activities include those designed to educate and counsel
the academic community, and particularly Senior Faculty, on issues and options related to retirement decisions. ASEF plans and undertakes service activities to the School of Medicine that utilize the unique talents of the Emeritus Faculty. It assumes an advocacy position on issues related to Emeritus Faculty, and provides a vehicle for fellowship and social interaction among the Emeritus Faculty and full-time Faculty in the School. These missions of ASEF serve to celebrate the careers of our Emeritus Faculty by encouraging them to remain a part of the life of the School in new, interesting and important ways. These missions will facilitate the transition to Emeritus status as a natural and desirable step in an academic career.

ARTICLE V. MEMBERSHIP

Section I. Member Categories

There are two categories of membership: Senior Faculty and Emeritus Faculty. Senior faculty, for the purpose of ASEF, are defined as Faculty in the School of Medicine who are 55 years of age or older. They may be members of the Standing Faculty or Associated Faculty. Emeritus Faculty are defined by the University of Pennsylvania as anyone who is retired and who is administratively defined as an Emeritus Faculty member in the School of Medicine.

Section II. Selection of Members

All faculty in the School of Medicine who qualify for the two categories of membership are automatically invited to join ASEF. Open letters of Invitation to Membership will be sent to all qualifying faculty twice a year and acceptance is indicated...
by return mail. The names of newly accepted members shall be published twice yearly on
ASEF’s website, and announced at any Business Meeting.

Section III. Termination of Membership

The membership of any person may be terminated at any time by a letter of
resignation from the member.

Section IV. Meetings of the Members

ASEF will hold an annual meeting in the Commonwealth of Pennsylvania in such
location and at such time as determined by the ASEF Executive Council (“Council”). The
Annual Meeting will provide an opportunity for the election of officers and the transaction
of other business that should properly be brought before ASEF.

The Council may call Special Meetings at any time upon notice to the membership.

ARTICLE VI. DUES AND FEES

The Council, by a two-thirds majority vote, may assess fees as necessary to
operate ASEF and to fund specific events in accordance with the law and the provisions of
these Bylaws.

ARTICLE VII. OFFICERS

Officers of ASEF shall be: President, President-elect, immediate Past President,
Secretary/Treasurer, Chairpersons of Standing Committees, and three Council Members
At-Large. All officers of ASEF shall serve without compensation.
President: The President shall be the chief officer of ASEF and preside at all of the meetings, including that of the Council, and shall serve for a term of one year. The President shall determine and organize the Council meetings. He/she shall not be eligible to serve another term.

President-elect: The President-elect shall, in the absence or disability of the President, perform the duties and exercise the powers of the President. The President-elect will automatically serve as President for the following term.

Past President: The Past President shall provide counsel to the President and the President Elect, and serve as chairperson of the Nominating Committee.

Secretary-Treasurer: The Secretary-Treasurer shall keep a record of the proceedings of all meetings; notify Officers, Committee Chairpersons, and Council members of their election and responsibilities; prepare and distribute minutes of all meetings of the Council; distribute notices concerning forthcoming meetings; carry on all correspondence as is deemed necessary by the Council; and maintain a list of all members of ASEF and their addresses. He/she shall arrange for all meetings of ASEF, shall serve a term of three years and may not be reelected. The Secretary-Treasurer shall monitor all funds of ASEF, and report annually the financial status of ASEF to the Council and membership.

ARTICLE VIII. FUNCTIONS OF THE COUNCIL

The Council shall consist of the President, who shall act as Chairperson, President-elect, immediate Past President, Secretary-Treasurer, and the Chairpersons of standing committees. In addition, three at-large members of ASEF (“At-Large Members”) will be elected to the Council. The committee Chairpersons and At-Large Members shall serve
for a period of three years, with terms staggered to provide continuity on the Council. The term of office for At-Large Members and committee chairpersons will extend from July 1 of the year of election to the last day in June three years later.

The Council shall manage the affairs of ASEF. It shall act upon information and resolutions pertaining to the purposes of ASEF. The Council shall fill vacancies for officers and At-Large Member positions that occur for any reason. The Council may acknowledge the outstanding accomplishments of individuals by citation or awards. Such citations or awards shall be approved by a majority vote of the Council and presented by the President or his or her designate.

A majority of the Council shall constitute a quorum for the transaction of business and any act or decision of Council members present at a meeting at which a quorum is satisfied shall be considered the act or decision of the entire Council. Meetings of the Council shall be held from time to time at such times and places as called by the President and published on the ASEF website. Any member of the Council may request such a meeting. Meetings shall be conducted in accordance with the School's governing documents. Meetings may be adjourned without a quorum present.
ARTICLE IX. NOMINATIONS AND ELECTIONS

The Nominating Committee shall be chaired by the Past President. Its members shall be selected by majority approval of the Council. The Nominating Committee shall nominate active members in good standing for the offices of President-elect, Secretary-Treasurer, and three Counselors. The Nominating Committee shall nominate up to three persons for each office. The slate of candidates shall be distributed to the membership at least thirty (30) days before any vote.

The Nominating Committee shall prepare letter election ballots to be sent to the entire membership of ASEF. The ballots shall have ample space for write-in candidates who are active members in good standing. The Nominating Committee shall ensure that each voting member returns one ballot and is an active member, but in such a manner that the members’ votes remain anonymous. Members shall have thirty (30) days to return their ballots to the Nominating Committee.

The Nominating Committee shall count the votes and the person receiving the majority vote shall be elected. The outcome of the election shall be announced at the next business meeting of ASEF, and may be published in ASEF’s Newsletter and/or posted on ASEF’s website.

ARTICLE X. STANDING COMMITTEES

The Standing Committees of ASEF ("Standing Committees") shall be determined by the Council and shall be created as needed by a majority vote of the Council. A new Standing Committee can be suggested by any member of ASEF. In addition, the Council may choose to create ad hoc committees to accomplish specific tasks for ASEF and then to be dissolved.
The Chairpersons of the Standing Committees shall present periodic progress reports to the Council and to the membership at the annual meeting. The Committee Chairpersons shall set the agenda of the Standing Committees.

ARTICLE XI. AMENDING ASSOCIATION BYLAWS

An amendment to the bylaws may be proposed to the Council if a majority of the membership agrees in writing that an amendment is necessary. Should the Council agree that the proposed amendment should be made, the Bylaws will be amended in a written document.