

Constitution & By-Laws
Of the
Pennsylvania State Coroner's Association

Article I

Mission Statement / Purpose

The purpose of the Pennsylvania State Coroner's Association shall be to form a membership of Coroners, Chief Deputy Coroners, Deputy Coroners, Medicolegal Death Investigators, Medical Examiners, Deputy Medical Examiners and their staff, for the purpose of establishing a cooperative and best standard of practice in the field of medicolegal death investigation; for the purpose of conducting annual and other meetings/conventions; for the purpose of carrying on all discussions of pertinent interest to themselves and medicolegal death investigation; to levy assessments, dues fees upon its members; to render assistance to its members; to support and encourage enactment of legislation which is deemed by the organization to be in its best interest.

Article II

Section 1 **Name** – The organization shall be known as the Pennsylvania State Coroner's Association. (PSCA)

Article III

Meetings

Section 1 **Annual Meetings** - The annual meeting/convention, election/appointment of officers, and transaction of other business pertinent to the association shall be held at such a time and place as determined by the membership. The Executive Board has the authority to move any meeting to a virtual platform by an approved vote.

Section 2 **Executive Board** - The Executive Board shall meet 4 times a year, with one of those times being at the annual convention: and the others being held at a location designated by the Executive Board. The Assistant Secretary/Treasurer shall be responsible for making all the necessary arrangements (i.e. hotel reservations, lunch accommodations and meeting room reservations), and all reasonable costs borne for the Executive Board will be paid by the Association. Any non-Board member who is requested to attend the Executive Board meeting due to a pertinent topic being discussed, the Association will pay for their meeting day travel expenses to include lodging and mileage. All PSCA members are welcome to attend the Executive Board meeting, in person or virtually. Lunch will be provided and all other travel expenditures will be at their own expense. The only meal expenditure at the expense of PSCA will be lunch on the day of the Executive Board Meeting. All expenses will be assessed in accordance with the PSCA Travel Policy.]

Section 3 **Special Meeting of the Executive Board** - A special meeting of the Executive Board may be called by the President. Notice of a special meeting should include the date, time, location and subject of the meeting. No other business can be discussed during the special meeting. All Executive Board members should be notified at least fourteen (14) days prior to the meeting if possible. Attendance or regrets should be conveyed to the Executive Director so appropriate arrangements can be made.

Section 4 **Special Meeting of the Membership** - A special meeting of the membership may be called by the Executive Board or on written request of ten (10) active members. Notice of a special meeting should include the date, time, location and subject of the meeting. No other business can be discussed during the special meeting. Members should be notified at least fourteen (14) days prior to the meeting if possible.

Article IV

Membership

Section 1 **Application for County Membership** - Application for membership shall be open to all 67 counties in the Commonwealth of PA. Acceptance will be based off of the payment of the accessed amount set forth by law. Any country failing to join the Association shall forfeit all voting privileges within the Association.

Commented [JR1]: Section 2: If a member is requested to attend an Executive Board meeting, then the association will pay for meeting day expenses including but not limited to lunch and mileage in accordance to PSCA travel policy. Lunches provided during the course of the meeting will be provided to all members in attendance however other travel costs such as mileage may not be reimbursed if a member was not requested by the board to attend for a pertinent matter.

Commented [MT2]: Executive Board discretion for virtual.

Section 2 **Classes of Membership** – There shall be three (3) classes of membership within the Association; Active, Associate and Honorary.

(A) Active - Any person who is holding the office of the Coroner or Chief Medical Examiner in any county of the state of Pennsylvania. Those persons shall pay an annual membership fee of thirty (\$30.00) dollars.

(B) Associate – All persons who are not eligible for active membership, but who are associated in the work of the Coroner’s Office. Associate members shall be entitled to all privileges of the Association except voting unless by proxy and holding office. Active membership on committees is permissible. Those persons shall pay an annual membership fee of ten (\$10.00) dollars.

(C) Honorary – Any person who has rendered such service to the Association as to entitle them to special recognition. Membership must be by a three-quarter (3/4) vote of those voting at the Executive Board meeting. Such membership shall be for the life of that individual. There is no fee incurred.

Section 3 **Membership Fees** - The Association membership fees shall be established at the annual meeting/convention by a two-thirds (2/3) majority of the voting members.

The annual fee for members shall be payable at the time of the application of membership and shall cover the calendar year from January 1st until December 31st, or in the event that a member is elected to membership between such dates, then from the time of election to December 31st of that year.

The annual county assessment fees shall be established by law.

Article V

Officers

Section 1 **Officers** – The officers of the Association shall be the President, Vice-President, eight (8) Regional Vice Presidents, Secretary/Treasurer, Assistant Secretary/Treasurer. Each position listed will have an independent job description drafted and approved by the PSCA Executive Board and failure to perform the listed duties may result in removal from the position.

(A) President – Any persons wishing to hold the office of President of the Association must be a member in good standing for a minimum of 3 years. The President elected at the annual meeting/convention by a majority vote. The President shall be elected every year and may maintain that office for 2 years. After a minimum of a 2-year absence from holding this office he / she may run for the office again.

The President shall preside over all general and executive meetings of the Association. The President shall have no vote except in the case of a tie, in which case he/she shall cast the deciding vote. The President shall be the spokesperson or representative for the Association, unless he/she deems otherwise. In the absence of the President the Vice President shall undertake the duties of the President.

The President shall appoint or disband all committees that they deem necessary to conduct the business of the Association. The first member appointed shall be chairperson. The President shall be a member of all committees; however, they need not attend all meetings of such.

The President shall undertake any other duties commonly understood as connected to this position.

(B) Vice President – Any persons wishing to hold the office of the Vice President of the Association must be a member in good standing for a minimum of 2 years. The Vice-President shall be elected at the annual meeting/convention by a majority vote. The Vice President shall be elected every year and may maintain that office until he/she is removed by a membership vote at the annual meeting/convention. The Vice President shall act in the absence of the President in the capacity listed in Article IV; Section 1 A.

In the event of a death or removal of the President the Vice-President shall hold that position in an acting capacity until the next annual election.

(C) Regional Vice Presidents – The Commonwealth of Pennsylvania shall be divided into 8 Regions. Regional Vice Presidents shall be elected by the General Membership. The duties of each Regional Vice President shall be attendance at each Executive Board Meeting, keeping each

county in their region informed of any pertinent information pertaining to the Association, reminders of special meetings, and any legislative issues, as well as any other duty commonly understood as connected with the office of Vice-President.

(D) Secretary/Treasurer - Any persons wishing to hold the office of the Secretary must be a member in good standing for a minimum of 2 years. They shall be elected to the office for a minimum of 2 years and can succeed themselves. They shall reside at all meetings, keep all records of the Association and the Executive Board including membership records: keep a record of all proceedings of the Association and Executive Board: handle all correspondences: and handle all other duties normally associated with this office. They shall be in charge of all records of the Association and have the authority to disburse them. They shall keep financial records of the Association. They shall furnish at the annual meeting/conference or upon request by the Executive Board a financial statement of all receipts and disbursements from the last annual meeting/convention. All records will be referred to the Audit Committee of three (3) personal appointed by the President at the annual meeting/convention.

(E) Assistant Secretary / Treasurer – Any persons wishing to hold the office of the Assistant Secretary or Assistant Treasurer must be a member in good standing for a minimum of 2 years. They shall be elected to the office for a minimum of 2 years and can succeed themselves. Their duties shall be to assist the Secretary or Treasurer and assume their duties and responsibilities in the event of their absence.

Section 2 Terms of Office – The terms of all officers elected at the annual meeting / convention shall begin at the close of the meeting which they are elected.

Article VI

Executive Board

The Executive Board shall consist of all Officers of the Association, three (3) members elected from the floor, shall be known as Members of the Executive Board at Large, and the last living Past-President of the Association. The Executive Committee shall conduct the business of the Association between the annual meeting / convention.

- A. During a one (1) year term, any member of the Executive committee not in attendance at two (2) quarterly meetings without acknowledged excuse by the President may be removed and replaced by a motion from a member of the Executive Board and a majority vote of the Executive Board members present at that meeting. Terms run for one year from each annual meeting / convention.

Article VII

Vacancies of the Executive Committee

The Executive Committee by a majority vote at a regular or special meeting shall have the authority to fill any office that becomes vacant due to the death, resignation or inability to perform the duties of the office holder.

1. In the office of the Past President another Past President in good standings with the Association shall be elected by a majority vote of the Executive Board.
2. In the office of a Regional Vice President another Coroner, in good standing with the Association, from that region where the vacancy occurred shall be elected by a majority vote of the Executive Board.
3. If a vacancy occurs in any other office the Executive Board shall elect by a majority vote a member of the Association, in good standing to complete that term of office.

Any member duly elected must meet any previously stated requirements. Members in good standing shall be defined as the status assigned to an Active member of an organization when he/she has remained current on organization dues and payments.

Article VIII

Trusteeship

The executive Committee shall act as Trustee for all the assets of the Association.

Trustee Liability and Indemnification

Section 1. In accordance with and to the fullest extent permitted by the Director's Liability Act (42 PA C.S. A. Section 8361 et seq) no person who is or was a Director of the Association shall be personally liable for monetary damages as such for any action taken, or any failure to take an action, as a Director, unless.

- (a) The Director has breached or failed to perform the duties of his office as defined in 42 PA. C.S.A. Section 8363 (relating to standard of care and justifiable reliance) and
- (b) The breach of failure to perform constitutes self-dealing, willful misconduct, or recklessness.

Section 2 If Pennsylvania law hereafter is amended to authorize the further elimination of or limitation on the liability of Directors, then the liability of a Director of the Association, in addition to limitation on personal liability provided herein, shall be limited to the fullest extent permitted by the amended Pennsylvania law.

Section 3 The Association shall indemnify each person who is or was a Director or Officer of the Association, or of any other request of the Association, against any and all liability and reasonable expense that may be incurred in connection with or resulting from any claim, action suite or preceding (whether brought by or in the right of the Association or otherwise) civil or criminal, or in connection with an appeal relating thereto, in which he/she may become involved, as a party or otherwise (other than a party plaintiff suing on his/her own behalf or in the right of the Association), by reason of being or having been a Director or Officer of the Association or of such other Association or entity, or by reason of any past or future action taken or not taken in his/her capacity as such Director or Officer, whether or not he/ continues to be such at the time such liability or expense is incurred, except where there shall has been judgment rendered by a court specifically finding that the action or conduct of such Director or Officer constituted willful misconduct or recklessness.

As used in this Article, the terms “liability” and “expense” shall include, but shall not be limited to, counsel fees and disbursements and amount of judgments, fines, or penalties against, and amounts paid in settlement by, a Director or Officer.

Expenses incurred with respect to any claim, action, suit, or proceeding described above may be advanced by the Association prior to the final disposition thereof upon receipt of an undertaking by or on behalf of the recipient to repay such amount if it shall ultimately be determined that he/she is not entitled to indemnification under this Article. The right of indemnification provided in this Article shall be in addition to any rights to which any person concerned may otherwise be entitled by contract or as a matter of law, and shall inure to the benefit of the heirs, executor, and administrators of any such person.

The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director or Officer of the Association, or is or was serving at the request of the Association as a Director, officer employee or agent of another Association other entity against and liability asserted against him and incurred by him/her in any such capacity, or would have that power to indemnify him/her against such liability under the provisions of the Article.

Section 4 The intent of the Article is to protect and indemnify the Director and Officers against any liability to the fullest extent by law in consideration of the services they render to the Association. Nothing contained in this Article shall be constructed to limit or impair any other provision of law or the provisions of any other document providing protection of indemnification, including but not limited to, the provisions contained in (42 PA C.S.A. Section 8332.2)

This Article of the By-Laws shall not apply to (1) any action for money damages filed or commenced prior to January 27, 1987, or (2) and breach of performance of duty by any Director or Officer, occurring prior law shall remain in effect with respect to actions not covered as a result of the first sentence of this paragraph.

Article IX

Voting Privileges

Voting privileges of the Association shall be vested in the Active/ Associate Membership. Only those Active / Associate members who's individual and County fees are paid, shall be entitled to vote in any election, or on any business conducted during the annual meeting/convention.

Any member eligible to vote at any meeting of the members may be represented and may vote at such a meeting by limited proxy authorized in writing. Such written authorization must specify the matter or matters with respect to which the proxy is granted and the person, including an Associate member whose dues are paid, entitled to vote, must be signed and dated by the member granting the proxy, and must be filed with the Executive Director at least 24 hours before the vote, unless an exception to that time frame is granted by the President for good cause. Proxy votes are only allowed to be cast by the member that is registered and signed in at the conference and general meeting. Only one vote will be allowed per county whether in person or by proxy.

- A. A limited proxy shall state the previously known business that is to be voted on and the means in which the vote was given to the proxy holder. This can be conducted electronically; however, the proxy holder is legally required to cast the vote the way he/she has been designated by the member. Failure to comply with this rule would void the vote.
- B. Proxy votes may only be cast by the member whose dues are current and is from the same county in which the proxy vote is originating from. No one person may cast more than one proxy vote on any issue.
- C. Limited proxy requests are not considered the actual ballot of voting. The proxy holder needs to receive a ballot the same as the members present and cast the ballot as he/she is instructed by the proxy.
- D. Since voting for officers is the only issue where a paper ballot is used Limited proxy votes may only be used for the election of officers of the Pennsylvania State Coroner's Association. Proxy votes cannot be used on issues that are brought up during a meeting where no prior knowledge of the issue is available for the proxy.
 1. By-law changes would be considered a prior knowledge since they must be disseminated to the membership 30 days prior to the conference.
 2. Special meetings would be considered a prior knowledge per Article III Section IV.

3. An authorization form must be filled out and submitted to the Executive Director for each issue that is being voted on.

The President at the annual meeting/convention shall appoint a nomination committee of three (3) members to submit a list of nominees for Office's that are available. The President shall ask if there are any additional nominations to be made from the floor, after which the President can ask to have the nominations closed. If there is not more than one (1) candidate for any office, the Secretary shall cast a vote of acclamation on behalf of the candidate, which shall be final. Voting shall be conducted by ballot to be distributed and counted by the nominating committee. All results are to be announced and recorded prior to the close of the meeting/convention. The presiding President can suspend the meeting until all ballots are counted and recorded.

Nominating Committees and Elections:

- The PSCA President shall appoint a nomination committee at the June PSCA Executive Board meeting.
- There shall be three members of the PSCA membership on the committee.
- The committee shall prepare a nomination petition listing all Executive Board and Officer positions that are due to be voted upon and distribute the petition to all qualified voting members. Eligible members are able to nominate themselves or another eligible member to run for office and return the petition to a member of the nominating committee.
- The committee shall collect the completed petitions and prepare a ballot to be distributed to all qualified voting members at the time of the election.
- The committee shall collect the ballots and tally the vote and report all results to the Executive Director.
- All ballots shall be retained and available for inspection until the close of the annual meeting at which time they shall be destroyed in witness of 2 members of the PSCA. A summary ballot with vote totals will be provided by the committee with ballot report to the Executive Director and should be included as part of the official meeting minutes indicating total votes cast for each candidate per office.

Article X

Committees

Section 1; All committees will be appointed and dispended by the President. Standing Committees should include but not limited to: Vital Records/Act 122, Audit, By-Law, Convention, Disaster Planning, Education, Legislative, Membership, PSAECO, Police Liaison, Ways & Means, and Information Technology

Section 2; Ad-Hoc (temporary) Committees can be created and appointed by the President from time to time, as the needs of the organization require.

Section 3; Members of each Committee must be approved by the Executive Board. The membership of each committee may be responsible for assigned the designated Committee Chair. In the absence of a committee decision, the Chair will be appointed by the Executive Board. A member of any committee may resign at any time by tendering his/her resignation in writing to the organization. Resignation as a member of the PSCA organization shall constitute resignation as a member of any committee. The President may, with or without cause, remove any member of a committee, and may also remove any such member for failing to fulfill their duties on such committees.

Section 4; Any Committee incurring expenditures over \$1,000 to the Association must have those expenditures pre-authorized by the Executive Board at a meeting by a majority vote. An estimated proposal shall be presented.

Article XI

Audit

The Executive Board shall appoint an auditing committee of three (3) PSCA members in good standing, to examine and audit the books of the Secretary/Treasurer at each annual conference.

Section 1; the records of the PSCA shall be audited annually.

Section 2; Due to the importance of the audit committee, the Executive Board shall appoint 3 persons at the annual convention to conduct the audit.

- (a) In the year of the inception of these by-laws the President shall appoint a senior auditor who will serve for a 3 year term. Two additional members shall be appointed to assist the Senior Auditor each serving a staggered term
- (b) The committee shall designate a time and place for a thorough audit of the financial records of the Association.
- (c) Any expenses for travel or meals incurred by the committee will be paid for by the Association. Appropriate documentation of individual expenses must be submitted to the Treasurer for reimbursement.
- (d) The Executive Board will have final approval of the audit at the November Executive Board Meeting.
- (e) All audit reports will be available to the members for review at the annual convention the following year. However, a member may submit a request in writing to the senior auditor for review prior to the convention.
- (f) The Executive Board shall cooperate fully with the audit committee in providing all records to the committee for inspection.
- (g) Any discrepancies shall be reported to the Executive Board for review.

Article XII

Amendments

Section 1; Any member proposing a by-law change after the original inception of the by-laws must propose the change in writing with 5 signatures of approval to submit for vote at the annual meeting.

These by-laws may be amended at any annual meeting of the PSCA by a two-thirds (2/3) majority vote of members in attendance. However, the membership must be advised at least thirty (30) days before the meeting that articles of organization change will be voted on at the annual meeting. Electronic communication is an approved method of advisement of proposed changes.

Article XIII

Roberts Rules of Order

Notwithstanding anything to the contrary within the By-Laws of the PSCA organization, current edition of Roberts Rules of order will apply to all matters of the Association.

In Witness Whereof, we have hereto set our hands and seal this _____ day of _____ at the annual meeting of the Pennsylvania State Coroner's Association, and this document supersedes all other by-laws of this Association.

President

Vice President

Secretary/Treasurer

Assistant Secretary/Treasurer

Addendum

Emergency Bylaws

The Emergency Bylaws provided in this Article XIV shall be operative during any emergency, notwithstanding any different provision in the preceding Articles of these Bylaws. An emergency exists if a public emergency, natural or man-made disaster, or pandemic makes the holding of an in-person meeting of the organization or its board unlawful or impossible. In such an event the organization may conduct its meeting by electronic or other remote access means as reasonably necessary for the duration of the emergency, disaster, or declared

emergency pandemic. The Executive Board may vote to move the PSCA meeting virtual, when necessary.

During such emergency:

- (a) The Executive Board shall use its best efforts to implement any such virtual meetings with full regard for the need to maintain as much possible accessibility for all members, including those who lack access to sophisticated technology tools.
- (b) Any action that could be taken at an in-person meeting, including bylaws amendments, may also be taken at any such virtual meeting held pursuant to this clause. Any action taken at such virtual meetings shall be subject to ratification at the next annual meeting held in-person after such virtual meeting or meetings.
- (c) During a virtual meeting, all reasonable technology must be used to authenticate each individual who participates.
- (d) Determination to hold a given meeting as a virtual meeting shall be by a majority of the Executive Board available.
- (e) During an emergency, the term limits set forth in the Articles above may be waived.
- (f) Any vacancy in President, Vice President, Secretary, or Treasurer existing at the time of a virtual membership meeting shall be filled by a vote of the membership.

These emergency bylaws which may be adopted by the Executive Board shall be subject to repeal or change by further action of the board or by the members. Any such amendment of these emergency bylaws may make any further or different provision that may be practicable and necessary for the circumstances of the emergency.

These emergency bylaws shall only be effective for the duration of the emergency.