The Raymond and Ruth Perelman School of Medicine at the University of Pennsylvania Bylaws

Preamble

These Bylaws provide a governance framework for the Raymond and Ruth Perelman School of Medicine at the University of Pennsylvania by which it operates in accordance with The Statutes of The University of Pennsylvania and the Bylaws of Penn Medicine and within which the faculty of the School participates in the educational and decision-making processes of the School. These Bylaws are valid to the extent they comply with policies, procedures, and processes set forth by the University of Pennsylvania and Penn Medicine.

ARTICLE I: Organization Name

The name of the organization shall be the "Raymond and Ruth Perelman School of Medicine at the University of Pennsylvania" hereafter referred to as the "School" or "Perelman SOM".

ARTICLE II: Mission

The Perelman SOM's mission is to advance knowledge and improve health through research, patient care, and education in a community that fosters innovation, stimulates critical thinking, embraces equal opportunity, supports lifelong learning, and sustains the School's legacy of excellence.

The Perelman SOM provides excellence in biomedical education, basic and clinical research, and patient care to serve a rapidly changing world.

Article III: Dean of the School

A. Duties and Responsibilities

Section 6.6 of the Penn Medicine Bylaws provides in part that the Executive Vice President of the University of Pennsylvania for the Health System/Dean of the Ruth and Raymond Perelman School of Medicine at the University of Pennsylvania ("EVP/Dean") shall be responsible for the operations of Penn Medicine and assure that the Perelman SOM, as a Penn Medicine Constituent (as defined in the Penn Medicine Bylaws), operates with efficiency and the highest degree of clinical and academic excellence.

The EVP/Dean has responsibility and authority for the overall governance, academic, administrative, and financial affairs of Perelman SOM.

The EVP/Dean is the chief administrative and academic official of the School. The EVP/ Dean has responsibility and authority for the overall governance, academic, administrative, and financial affairs of the School. More particularly the duties and responsibilities of the EVP/Dean include, but are not

limited to:

- Serve as the chief administrative and academic officer of Perelman SOM.
- Through the role of EVP of the University of Pennsylvania for the Health System, provide oversight for Penn Medicine including through strong collaboration with the University of Pennsylvania Health System Chief Executive Officer and senior leadership team.
- Provide leadership for the Faculty of Perelman SOM in all academic matters, including strategic planning, research and curricular initiatives, and faculty recruitment to strengthen the medical school's position among the top tier of research-oriented schools in the country.
- Work effectively with leadership of Perelman SOM and Penn Medicine Constituents to promote the success of the clinical enterprise and ensure its support of the academic mission.
- Ensure that the teaching programs at the undergraduate, professional, and graduate levels of the Perelman SOM provide a positive learning experience, offering high-quality and innovative educational opportunities to facilitate the transition from student to professional.
- Provide the necessary stewardship of Perelman SOM's resources to ensure successful execution of its primary missions.
- Oversee development of the financial and administrative systems required to ensure prudent utilization of resources in each of its missions.
- Have overall responsibility for the development and approval of policies for the Perelman SOM, except as otherwise set forth in these Perelman SOM Bylaws.
- Serve as principal advocate and spokesperson for the Perelman SOM within the University and Penn Medicine community and to local, national, and international constituencies in the public and private sectors.
- Lead fundraising activities successfully on behalf of the Perelman SOM in collaboration with the Development offices of the medical school and University.
- Foster alumni recognition and participation in the growth of the Perelman SOM.
- Serve as a member of the Council of Deans that advises the University Provost on academic and administrative issues of the University.
- Have overall responsibility for promoting professionalism and high ethical standards leading to a just and welcoming culture.
- Promote collaborative relationships with the other Schools in the University to further the goal of interdisciplinary health science education and research.
- Ensure that the Perelman SOM continues to be a partner working in the community it serves, addressing a broad list of needs that bear on the community's health and social welfare.

B. Appointment and Reporting Relations

The EVP/Dean is appointed by the President of the University of Pennsylvania ("University") in accordance with University policies and in consultation with the Chair of the Penn Medicine Board, and reports to the President of the University and the Provost for academic matters.

Article IV: School Administration and Organization

A. Administrative Offices

1. General Provisions

The establishment of new administrative offices, or substantial alteration or abolition of same, requires approval by the EVP/Dean and University as necessary.

2. Appointments

The EVP/Dean may appoint various administrative staff officers and officials (e.g., Vice Deans, Senior Associate Deans, Associate and Assistant Deans, Directors, etc.) to aid in fulfilling the missions of the School and may delegate appropriate administrative and policy authority to carry out the function of their role and specific responsibilities.

B. Departments, Programs, Institutes, Centers[1], and other Initiatives

1. Academic Departments

a. Establishment and Appointment:

Academic Departments are established by the Trustees of the University upon the recommendation of and the President. Departments can further subdivide based on academic program offerings or other needs as approved by the EVP/Dean.
Consistent with the University Statutes Department Chairs are appointed or removed by the President upon the recommendation of the EVP/Dean with advice of the Faculty of the School and approval of the Provost or designee.

Divisions shall be created, altered, or abolished within a Department upon the recommendation of the Department Chair with the approval of the PSOM Council and EVP/Dean. Division chiefs serve at the pleasure of the Department Chair.

2. Department Chair Basic Responsibilities:

Each academic Department shall be administered by a Department Chair.

The basic responsibilities of each Department Chair include, but are not limited to:

- Provide effective leadership and administration of his/her Department including executing the policies of the University concerning teaching and research, fiscal affairs, and other administrative business.
- Organize the Department in a way that best serves the needs of the Department and School and provide for appropriate interaction with Department faculty and between its faculty and leadership.
- Hold regular meetings of the Department faculty and staff to present pertinent information and to discuss issues that may include, among others, Department or School policies, educational, research and service programs, long-range objectives, and current problems. Chairs of larger Departments that have been divided into

[1] Departments, in general, are academic units focused on a specific academic discipline or area of study. Organized Research Centers, in general, shall be a consolidation of multiple disciplines focused on a broader area that benefits from multiple perspectives. Institutes, in general, shall be areas of significant renown and stature focused on a unique area involving large-scale scientific initiatives combining several disciplines under one organizing structure with far-reaching impact.

Divisions may elect to have regular meetings with the Division rather than with the entire faculty, with the expectation that the Chiefs of those divisions or sections will meet with their section faculty to present and discuss matters from the Section Chiefs' meetings at regular intervals.

- Recruit and recommend the appointment, promotion, and tenure of faculty to the EVP/Dean.
- Ensure effective facilitation of the Department's role in carrying out the programs that are the responsibility of School faculty.
- Prepare the Department budget to be submitted to the EVP/Dean annually including recommendations for compensation of both faculty, staff, and other personnel.
- Responsible for the budgetary control of his/her Department and for the allocation of space within his/her Department.
- Responsible for the annual evaluation, career development, and mentoring of faculty members in the Department.
- Department Chairs serve as members of the Executive Committee for the School.
- Department Chairs are directly accountable to the EVP/Dean.

3. Programs/Centers/Institutes

Programs/Centers/Institutes are established or eliminated by the EVP/Dean of the Perelman School. The basic duties of the Directors of the Programs/Centers/Institutes are, with respect to the particular Program/Center/Institute, described in Article IV, Section 2 above (Department Chair Basic Responsibilities.)

ARTICLE V: The Faculty

A. Membership

The Faculty of the School shall consist of those persons appointed by the appropriate School and University authorities who devote clinical, research, education and administrative effort to the affairs of the School sufficient to satisfy the Chair and needs of the department in which the appointment is made.

The Faculty shall consist of all faculty members with the rank of Assistant Professor, Associate Professor, or Professor, whether full-time, part-time in the 4 full time faculty tracks: Academic Clinician, Clinician Educator, Research and Tenure.

B. Meetings

Regular meetings of the Medical Faculty Senate ("Senate") (whose membership is defined in accordance with its bylaws) shall be held at least once in each academic semester. A special meeting may be called by the Chair, or whenever requested in writing by twenty voting members of the Senate, or by the EVP/Dean, in which case the EVP/Dean or EVP/Dean's designee shall preside. An agenda or statement of purpose outlining the reason for the special meeting shall be distributed in advance to the voting members of the Senate. The special meeting shall be restricted to the consideration of such agenda or purpose for which the meeting was called.

C. Responsibilities

The responsibilities of the Faculty shall include, but are not limited to:

- Participating in the teaching, research, administrative, and/or health care delivery programs

on behalf of the School to the extent commensurate with their academic rank and terms of their appointment.

- Participating in shared governance, including by participating in the Senate, or by serving, after appointment or election, on committees of the faculty, the PSOM Council, or the University.
- Pursuing and maintaining excellence in their various disciplines.
- Maintaining professionalism standards as established by the Perelman SOM.
- Attending faculty meetings at the School, Department, and Program levels.
- Participating and voting in faculty elections for the Senate and standing committees.

ARTICLE VI: PSOM Council

A. Purpose

The PSOM Council is one of two primary entities in the governance structure for the School. The PSOM Council is designed to bring together senior leadership across all areas and functions of the School to assist the EVP/Dean on matters that are strategic, regulatory, or operational in nature.

B. Membership

The membership of the PSOM Council shall include:

1. PSOM Council Chair

The EVP/Dean shall serve as Chair of the PSOM Council.

2. Appointed Members

a. Chairs and Directors

The Chairs of all Departments and Directors of Institutes and Centers designated by the EVP/Dean who report directly to the EVP/Dean shall be appointed by the EVP/Dean to the PSOM Council. They shall serve for the length of their service as a Chair or Director

b. Other Members

The Medical Faculty Senate Steering Committee Chair, another member of the Medical Faculty Senate Steering Committee who is not the Chair, Chair-Elect or Past Chair, and the CEO of the University of Pennsylvania Health System ("UPHS") shall be appointed by the EVP/Dean to the PSOM Council. They shall each serve for the length of their service in their respective role.

The EVP/Dean may also appoint Vice Deans, Senior Associate Deans, Associate Deans, and/or Assistant Deans to serve on the PSOM Council. Any such appointee who is a faculty member will possess voting privileges. The EVP/Dean may invite select additional individuals to join the PSOM Council when needed, who will not possess voting privileges.

3. Replacements on Resignation, Retirement, etc.

If a member of the PSOM Council resigns, retires, or dies, an interim replacement appointed by the EVP/Dean will fill the vacancy until such time that a permanent

replacement has been appointed by the EVP/Dean.

4. Meetings

a. Regular Meetings

Regular meetings will be held during the calendar year at a time and place designated by the EVP/Dean. The EVP/Dean may cancel PSOM Council meetings with advanced notice.

The EVP/Dean shall notify each member of the PSOM Council about each regular meeting by circulating a written agenda in advance of the next scheduled meeting.

b. Special Meetings

The EVP/Dean shall reserve the right to call a special meeting of the PSOM Council at any time. A written agenda for such special meetings shall be distributed in advance of the meeting.

c. Meeting Access

Due to the sensitive and/or confidential nature of some matters, the meetings of the PSOM Council will usually be conducted as a closed meeting (either whole or in part) for its members and any other individuals the EVP/Dean invites to attend.

With advanced notice to the EVP/Dean, a voting member may request to send a representative in their place if they are unable to attend. Approval of such requests are at the discretion of the EVP/Dean.

d. Quorum

Attendance by at least half of the eligible voting members shall constitute a quorum at all meetings of the PSOM Council.

C. Responsibilities

The PSOM Council shall work with the EVP/Dean on all matters related to the School including but not limited to:

- Serving as the unified structure through which the EVP/Dean, administrators and Faculty representatives develop governance and policy-making processes for final review and approval by the EVP/Dean consistent with Penn Medicine and University requirements.
- Developing and recommending policies related to the overall operations of the School to the EVP/Dean, with input from Faculty and administration of PSOM.
- Voting on recommendations for approval for new departments, academic programs, centers, institutes, and other entities, changing the name of departments, as well as the conferring of degrees.
- Receiving updates on educational programs including undergraduate medical education , graduate medical education , biomedical graduate studies, biomedical postdoctoral programs, MD/PhD programs.
- Monitoring progress toward achieving goals delineated in the strategic plan.
- Reviewing and acting on matters brought to its attention by the EVP/Dean, PSOM Council members, the Senate, the University Provost and President, Health System CEO, or other communities of interest.
- Reviewing academic policies and procedures.
- Reviewing faculty policies related to appointment, promotion, and tenure.

- Reviewing annual reports from all standing committees including those related to the Liaison Committee on Medical Education ("LCME") compliance, and other committees as relevant.
- Space and facilities planning.
- Providing advice and counsel on any matters related to Perelman School when requested by the EVP/Dean.
- Maintaining a permanent written record of its deliberations and decisions either by maintaining meeting agendas with the results of any procedural votes or maintaining minutes of the minutes.

D. Scope of Authority

The PSOM Council shall have authority over decisions related to operations in the School (e.g., appointments, promotions, and tenure; approval of new programs, centers, and institutes), academic policies and procedures.

Article VII: Medical Faculty Senate

A. Purpose

The Senate shall be an open forum of the Perelman SOM Faculty for discussion of all issues affecting the operation and development of the School and shall have the function set forth in the Senate's Bylaws.

B. Bylaws

The Senate shall maintain bylaws establishing its function, membership, officers, duties of the officers, committees, meetings, elections and terms of office, vacancies, procedures for amendment, and rules of order.

ARTICLE VIII: Standing Committees

A. General Provisions

The following general conditions shall apply to all standing committees of PSOM Council and the Senate except where otherwise specified in these Bylaws or as delineated in specific charges for standing committees or bylaws of the Senate.

B. Rights and Responsibilities

Standing committees have the responsibility for recommending policy to the EVP/Dean and PSOM Council in their areas of concern; for receiving instructions from the PSOM Council, from the Senate and the EVP/Dean; for establishing procedures for the conduct of committee business consistent with these Bylaws; and for implementing such policies and instructions.

Each standing committee will:

- Specifically define its policies, objectives, and scope of activity, and inform the EVP/Dean and PSOM Council of any substantive changes.
- Provide an annual report on the work of the standing committee to the EVP/Dean that may be presented to the PSOM Council at the EVP/Dean's discretion. These reports will be kept on file and shall be made available as necessary.

C. Select standing committees, specifically the standing committees on Undergraduate Medical Education ("UME") Admissions and UME Curriculum, will have authority to approve policies within their scope of activities. Membership

1. Composition of Committee

   At least half of the membership of each standing committee must be members of the Faculty. Students and administrators shall also be considered for membership on the standing committees of the School. Standing committees may, where appropriate, include faculty members from other schools of the University.

2. Terms of Service

   The length of term and number of terms for the election or appointment of Standing Committees members shall be specified in the specific charges for standing committees. Members may be appointed by the Standing Committee Chair, with approval by the EVP/Dean, to successive terms or elected to successive terms by their peers during School elections.

3. Executive Committee

   The EVP/Dean may appoint an Executive Committee of PSOM Council which shall exercise all authority of PSOM Council as necessary between regular meetings of the PSOM Council with regard to all matters. The Executive Committee shall report actions taken at the next meeting of the PSOM Council.

D. Voting Privileges

Each member of each committee shall have one vote and must be present, either in person or by contemporaneous electronic participation, to cast that vote, unless otherwise specified in the committee charge.

A quorum shall consist of a majority of the voting members of the committee. Issues shall be decided by a simple majority. In the event of a tie, the Chair shall cast the deciding vote.

E. Meetings

The Chair shall preside at meetings of each committee or, if absent, the chair may delegate this responsibility to another member of the committee. Each committee may elect a vice chair and establish subcommittees as needed.

The meetings of standing committees shall be open to its members and other invited guests or presenters.

Meetings may be scheduled using in-person, virtual, or hybrid formats.

Absence from three consecutive meetings of the committee may constitute grounds for removal of a member from a committee. The committee may request to replace an elected or appointed committee member for the remainder of a dismissed member's term.

The meeting agenda, minutes of the previous meeting, and supporting materials shall be distributed to committee members in advance of the meeting. The Chair of the committee will maintain records of all minutes and supporting materials and will transfer any committee

related materials to a newly appointed Chair.

ARTICLE IX: Amendments

A. Periodic Review of Bylaws

These Perelman SOM Bylaws shall be reviewed at least once every ten years, or more often as may be needed.

B. Amendments to the Bylaws

Amendment to these Perelman SOM Bylaws may be proposed by individual faculty members or administrators to the PSOM Council who shall consider the proposed amendments and make a recommendation to the EVP/Dean. After proposed amendments have been approved by the EVP/Dean, they shall be presented to the Penn Medicine Executive Committee for consideration and approval. The amended Bylaws shall become effective following approval by the Penn Medicine Executive Committee.

Date of Adoption by Penn Medicine Executive Committee:

October 16, 2025

Date of Last Review and Amendment: February 12, 2026