

2023 Edition

Constitution and Bylaws

Supplement: Official Procedures
for the MSMS Judicial Commission

Michigan State Medical Society

Constitution and Bylaws

2023 Edition

CONSTITUTION

| | |
|---|---|
| Regional Map (Exhibit A) | 3 |
| Article I - Name | 4 |
| Article II - Purposes | 4 |
| Article III - Component Societies | 4 |
| Article IV - Divisions | 4 |
| Article V - The Society as a Whole | 4 |
| Article VI - Scientific Assembly | 4 |
| Article VII - House of Delegates | 4 |
| Article VIII – Officers and AMA Delegates | 4 |
| Section 1 - Officers | 5 |
| Section 2 - AMA Delegates | 5 |
| Article IX - The Board of Directors | 5 |
| Section 1 - Composition | 5 |
| Section 2 - Powers and Duties | 5 |
| Section 3 - Executive Committee | 5 |
| Article X - Judicial Commission | 5 |
| Article XI - Finances | 5 |
| Section 1 - Method of Financing | 5 |
| Section 2 - Power to Fix | 5 |
| Article XII - Amendments | 5 |
| Section 1 - Method of Amendments | 5 |
| Section 2 - Effective Date | 5 |

BYLAWS

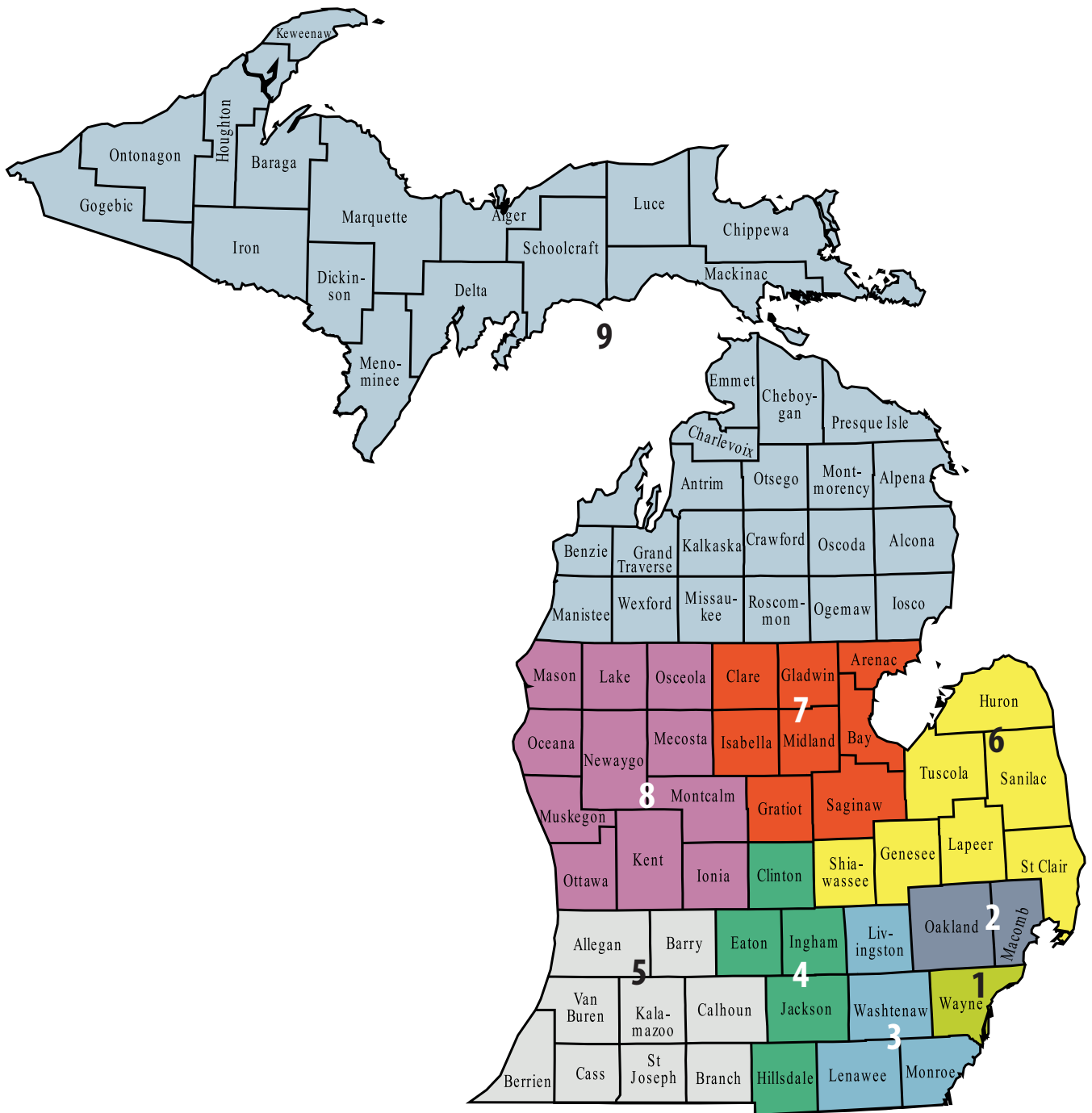
| | |
|--|----------|
| 1.00 Component Societies | 6 |
| 1.10 Charter | 6 |
| 1.20 Revocation of Charter | 6 |
| 2.00 Membership—Classification—Election | 6 |
| 2.10 Definition | 6 |
| 2.20 Membership Prerequisite | 6 |
| 2.30 Active Members | 6 |
| 2.31 Suspended Member | 6 |
| 2.40 Active Members—Dues Exempt | 7 |
| 2.41 Hardship | 7 |
| 2.42 Postgraduate Study | 7 |
| 2.43 Voluntary Service | 7 |
| 2.50 Physicians-In-Training | 7 |
| 2.60 Students | 7 |
| 2.70 Emeritus Members | 7 |
| 2.71 Active Emeritus | 7 |
| 2.72 Emeritus | 7 |
| 2.80 Life Members | 7 |
| 3.10 Service Members | 8 |
| 3.11 Military | 8 |
| 3.12 Commissioned Medical Officers | 8 |
| 3.20 Honorary Members | 8 |
| 3.30 Non-Resident Members | 8 |
| 3.40 Affiliate Members | 8 |
| 3.50 Resolutions Concerning Membership Changes | 8 |

| | |
|--|-----------|
| 4.00 Membership—Regulation | 8 |
| 4.10 Membership as Privilege—Not Right | 8 |
| 4.20 Duties of County Society | 8 |
| 4.30 Rosters | 8 |
| 5.00 Membership—Transfers | 8 |
| 5.10 Change of Location – Procedure | 8 |
| 5.20 Refund of Dues | 9 |
| 5.30 Removal from State | 9 |
| 6.00 Dues and Assessments | 9 |
| 6.10 How Fixed | 9 |
| 6.20 Collection | 9 |
| 6.30 New Members | 9 |
| 6.40 First Year of Practice | 9 |
| 6.50 Arrears—Suspension | 9 |
| 6.60 Deferment | 9 |
| 6.70 Reinstatement | 9 |
| 6.80 Dues—Resident Physicians and Students | 10 |
| 6.90 Active Status—Part-Time Dues | 10 |
| 7.00 Conduct and Discipline of Members | 10 |
| 7.10 Standards of Conduct—Grounds for Discipline | 10 |
| 7.20 Discipline—What Constitutes | 10 |
| 7.30 Discipline—What Procedure to Govern | 10 |
| 7.40 Society of More than 150 Members | 10 |
| 7.50 Peer Review/Ethics Committee | 10 |
| 7.60 Request for Investigation | 10 |
| 7.70 Informal Investigation—Procedure | 10 |
| 7.80 Informal Investigation—Dismissal | 10 |
| 7.90 Informal Investigation—Reprimand | 11 |
| 8.10 Formal Complaint—Notice of Hearing | 11 |
| 8.20 Answer to Formal Complaint | 11 |
| 8.30 Formal Hearing—How Conducted, Right to Counsel | 11 |
| 8.40 Findings and Report | 11 |
| 8.50 Action on Report—Additional Testimony | 11 |
| 8.60 Action by Society | 11 |
| 8.70 Finality and Effectiveness of Order | 12 |
| 8.80 Appeal Procedure | 12 |
| 8.90 Appeal to Judicial Council of the American Medical Association | 12 |
| 9.10 Exception to Procedures | 12 |
| 9.20 Effect of Suspension or Expulsion | 12 |
| 9.30 Construction | 12 |
| 10.00 Grievances of Non-Members—Peer Review/Mediation Committee | 12 |
| 10.10 Peer Review/Mediation Committee | 12 |
| 10.20 Purposes | 12 |
| 10.30 Powers and Duties—Limitation | 13 |
| 10.40 Procedure to Govern | 13 |
| 11.00 General Meetings | 13 |
| 11.10 Determination of Time and Place | 13 |
| 11.20 Right to Participate | 13 |
| 11.30 Actions | 13 |

| | | | |
|--|-----------|---|----|
| 12.00 House of Delegates | 13 | | |
| 12.10 Composition..... | 13 | | |
| 12.20 Delegates-At-Large, Ex Officio Members | 13 | | |
| 12.30 Election—Certification | 14 | | |
| 12.40 Seating—Tenure | 14 | | |
| 12.50 Seating of Alternate Delegates..... | 14 | | |
| 12.60 Officers | 14 | | |
| 12.70 Meetings—Annual Session..... | 14 | | |
| 12.80 Quorum | 14 | | |
| 12.90 Powers and Duties..... | 14 | | |
| 13.10 Reference Committees | 15 | | |
| 13.20 Election of Regional Directors..... | 15 | | |
| 13.30 Election of Delegates to American Medical Association..... | 15 | | |
| 13.40 Election of Officers | 16 | | |
| 13.50 Resolutions..... | 16 | | |
| 13.60 New Business..... | 16 | | |
| 13.70 Rules of Order..... | 16 | | |
| 13.80 Nominating Committee..... | 16 | | |
| 14.00 The Board of Directors..... | 16 | | |
| 14.10 Organization..... | 16 | | |
| 14.20 Executive Committee | 16 | | |
| 14.30 Reference Committees | 16 | | |
| 14.40 Regional Director Duties | 17 | | |
| 14.50 Removal of Regional Director | 17 | | |
| 14.60 Duties of the Board of Directors | 17 | | |
| 14.70 Control of Funds | 17 | | |
| 14.80 Regions | 17 | | |
| 15.00 The Judicial Commission | 17 | | |
| 15.10 Composition—Qualifications | 17 | | |
| 15.20 Judicial Districts..... | 17 | | |
| 15.30 Nominations..... | 17 | | |
| 15.40 Ballot—Election | 18 | | |
| 15.50 Terms of Office..... | 18 | | |
| 15.60 Vacancies | 18 | | |
| 15.70 Organization of the Commission..... | 18 | | |
| 15.80 Powers and Duties..... | 18 | | |
| 16.00 Committees/Task Forces of the Society..... | 19 | | |
| 16.10 Standing Committees | 19 | | |
| 16.20 Liaison Committees | 19 | | |
| 16.30 Task Forces | 19 | | |
| 17.00 Officers | 19 | | |
| 17.10 Term of Office | 19 | | |
| 17.20 Induction of President..... | 19 | | |
| 17.30 President | 19 | | |
| 17.40 President-Elect—Duties—Succession | 20 | | |
| 17.50 Chair of the Board..... | 20 | | |
| 17.60 Vice-Chair..... | 20 | | |
| 17.70 Treasurer | 20 | | |
| 17.80 Secretary | 20 | | |
| 17.90 Chief Executive Officer | 20 | | |
| 18.10 Speaker of the House of Delegates | 20 | | |
| 18.20 Vice-Speaker of the House of Delegates..... | 20 | | |
| 18.30 Remuneration..... | 20 | | |
| 19.00 Indemnification | 20 | | |
| 20.00 Specialty and Ethnic Medical Societies | 21 | | |
| 20.10 Recognized Specialty and Ethnic Medical Societies..... | 21 | | |
| 20.20 Criteria | 21 | | |
| 20.30 Resident and Fellow Section..... | 21 | | |
| 20.40 Medical Student Section | 21 | | |
| 20.50 Organized Medical Staff Section | 21 | | |
| | | 20.60 Young Physicians Section | 22 |
| | | 20.70 International Medical Graduates Section | 22 |
| 21.00 Referendum..... | 22 | | |
| 21.10 Referendum at Society Meeting | 22 | | |
| 21.20 Referendum by House of Delegates | 22 | | |
| 22.00 Seal..... | 22 | | |
| 22.10 Seal..... | 22 | | |
| 23.00 Emergency..... | 22 | | |
| 23.10 Emergency Action by Board of Directors..... | 22 | | |
| 24.00 Definition of Session and Meeting | 22 | | |
| 24.10 Session..... | 22 | | |
| 24.20 Meeting..... | 22 | | |
| 25.00 Amendments | 22 | | |
| 25.10 Amendments—Procedure..... | 22 | | |
| OFFICIAL PROCEDURES FOR THE JUDICIAL COMMISSION..... | 23 | | |
| Judicial Commission Districts Map..... | 25 | | |



PO Box 950
East Lansing, Michigan 48826
(517) 337-1351
msms@msms.org
msms.org



MICHIGAN STATE MEDICAL SOCIETY

MSMS Constitution

2023 Edition

ARTICLE I—NAME

Section I. - NAME—The name of this organization shall be the Michigan State Medical Society.

ARTICLE II—PURPOSES

Section I. - PURPOSES—The purposes of this Society shall be: To bring into one viable, effective organization the ethical physicians licensed to practice in Michigan in order that their contribution to human welfare will be enhanced.

In order to accomplish this effectively, the Society also will work to accomplish the following sub purposes:

- a) To constitute, support and advise the American Medical Association in cooperation with similar societies of other states, in meeting its appropriate responsibilities.
- b) To charter and organize component medical societies.
- c) To conceive, develop and administer health education programs designed to improve public understanding, awareness and acceptance of good medical standards, practices and concepts, as they relate to personal health, scientific progress and society's advancement.
- d) To stimulate advancement of the science and art of medicine and continually to seek to advance the medical, scientific, social, environmental, economic and medical political knowledge of its members in order that the doctor may better serve his or her patients and the public health generally.
- e) To aid Michigan physicians individually and collectively in maintaining high levels of ethical conduct and standards of practice to protect and serve the total public.
- f) To provide medical leadership in meeting the health needs of the people by working with other medical and non-medical groups and individuals.
- g) To preserve, protect and enhance physician-patient relationships, as basic to the delivery of quality health care.
- h) To promote quality medical and health care by development and support of activities appropriate to this goal.
- i) To advocate fair remuneration for services rendered.
- j) To ensure adequacy of the medical workforce by attracting capable people into the medical and health professions and to work toward the most effective distribution of their services.
- k) To encourage medical students and physicians-in-training to participate in organized medicine in order to enable MSMS to be representative of all physicians.
- l) To support the efforts of those who would preserve, protect and enhance the reputation and services of the medical profession.
- m) To institute and provide specific services to meet the needs of the members.
- n) To foster and support continuing medical education.

ARTICLE III—COMPONENT SOCIETIES

Section 1. - DEFINITION—Component societies shall consist of those county medical societies which hold charters from this Society.

Section 2. - GEOGRAPHICAL SCOPE—Not more than one component society shall be chartered in any county of the State. The House of Delegates may, however, in its discretion, grant a charter to a component society comprising two or more counties.

ARTICLE IV—DIVISIONS

Section 1. - DIVISIONS—The Society shall have three major divisions, namely:

- 1) The Society as a whole.
- 2) The Scientific Assembly with its subordinate or related bodies.
- 3) The House of Delegates with its subordinate or related bodies.

ARTICLE V—THE SOCIETY AS A WHOLE

Section 1. - SESSIONS—The Society as a whole shall hold such sessions at such times and places of such duration as the House of Delegates may determine. The power to so determine may be delegated to the Board of Directors or to the Executive Committee of the Board of Directors by the House of Delegates.

ARTICLE VI—SCIENTIFIC ASSEMBLY

Section I. - DEFINITION—The Scientific Assembly of this Society is the convocation of its members for the presentation and discussion of subjects pertaining to the science and art of medicine and to the conservation of the health of the public.

ARTICLE VII—HOUSE OF DELEGATES

Section 1. - COMPOSITION—The House of Delegates shall be the legislative body of the Society and shall consist of delegates elected by component societies, recognized specialty societies, delegates from the Residents and Fellows, Students, Young Physicians, Organized Medical Staff and International Medical Graduates Sections, and other sections as shall from time to time be approved by the House of Delegates, delegates-at-large and ex officio members, as prescribed by the Bylaws.

ARTICLE VIII—OFFICERS AND AMA DELEGATES

Section 1. - OFFICERS—The officers of this Society shall be a President; a President-Elect; the Immediate Past President; a Treasurer; a Secretary; a Speaker and a Vice-Speaker of the House of Delegates and shall be elected as provided in the Bylaws.

Section 2. - AMA DELEGATES—The Society's delegates and alternate delegates to the House of Delegates of the American Medical Association shall be elected as provided in the Bylaws. (*See Bylaws, Section 13.30*)

ARTICLE IX—THE BOARD OF DIRECTORS

Section 1. - COMPOSITION—The Board of Directors shall be the executive body of the Society. Effective at the first meeting of the Board of Directors immediately following the final meeting of the House of Delegates held at its 2020 Annual Session, the Board of Directors shall consist of:

- a) Two Directors (the “Regional Directors”) from each of the nine regions depicted on Exhibit A to the Bylaws (each a “Region” and collectively the “Regions”). The Regional Directors shall be elected by those members holding membership in a county located in that Region. No more than one Regional Director may hold membership in a single county unless a region consists of a single county. One Regional Director must hold membership in a county located in the upper peninsula.
- b) The President, President-Elect, Immediate Past President, Secretary, Treasurer, Speaker and Vice Speaker of the House of Delegates.
- c) One Director elected by those members in each of the membership classifications defined in Sections 2.50 and 2.60 of the Bylaws, and one Director elected by those members in the Young Physicians Section as defined in Section 20.60 of the Bylaws. These seats will be for one-year renewable terms, and the directors elected must remain in the category elected for the entire term.
- d) The following ex officio Directors: (i) the Chair of the delegates to the AMA or another member of the delegation, designated as a substitute; and (ii) the two members serving as the physician representatives on the Blue Cross Blue Shield of Michigan Board of Directors.
- e) Up to six Directors elected by the House of Delegates representing those constituencies deemed from time to time the most relevant to the current health care marketplace to be designated by the nominating committee of the House of Delegates with input from the Board of Directors and the House of Delegates (the “Designated Directors”). The Designated Directors shall serve three-year terms. Designated Directors may not serve more than three consecutive terms; the same individual may serve additional terms after an absence of at least one year.

Section 2. - POWERS AND DUTIES—The Board shall have the custody and entire control of all funds and property of the Society and shall act for the Society as a whole and for the House of Delegates between sessions.

Section 3. - EXECUTIVE COMMITTEE—The Board of Directors may have an Executive Committee with power to act between meetings of the Board. The composition, powers and duties thereof shall be such as are prescribed by the Bylaws.

ARTICLE X—JUDICIAL COMMISSION

Section 1. - COMPOSITION - POWERS AND DUTIES—The Judicial Commission shall be the body having general jurisdiction in matters relating to professional ethics, grievances, mediation, discipline of members and professional conduct generally. It shall consist of members to be elected by the voting members of the Society. The number of members, their terms of office, the time and manner of their election and the specific powers and duties of the Commission shall be as prescribed by the Bylaws.

ARTICLE XI—FINANCES

Section 1. - METHOD OF FINANCING—Funds for meeting the expenses of the Society shall be raised by annual dues and may be augmented by other methods including special assessments and voluntary contributions.

Section 2. - POWER TO FIX—Annual membership dues and assessments shall be fixed by the House of Delegates.

ARTICLE XII—AMENDMENTS

Section 1. - METHOD OF AMENDMENTS—The House of Delegates may amend any article of this Constitution by a two-thirds vote of the Delegates seated at any regular session, provided that such amendment shall have been presented in open meeting at the previous regular session, and that it shall have been published at least once during the interval in the Journal of the Society, or sent officially to each component society at least two months before the meeting at which final action is to be taken.

Section 2. - EFFECTIVE DATE—Unless otherwise provided herein, this Constitution and all amendments hereto shall become effective immediately upon adoption by the House of Delegates.

MSMS Bylaws

2023 Edition

1.00 COMPONENT SOCIETIES

- 1.10 CHARTER - The charter of each component society shall be authorized by the House of Delegates and signed by the President and Secretary. Such charter shall require that the constitution and bylaws of such component society be at all times consistent with the provisions of the Constitution and Bylaws of this Society and with all amendments thereto hereafter adopted. Each component society shall file with the State Society headquarters a current copy of its constitution and bylaws.
- 1.20 REVOCATION OF CHARTER - The House of Delegates is empowered to revoke the charter of any component society whenever it finds that such society has materially breached any of the provisions of the Constitution or Bylaws of this Society or has failed to function within the expressed spirit and purpose of this Society to such an extent that revocation of charter is compatible with the best interests of this Society.

Petition for the revocation of charter of any component society may be filed with the Board of Directors by a Director of the Region within which such society is located, or by any three members of the Board of Directors of this Society or by the President of this Society. Such petition shall be in writing and set forth with reasonable particularity the matters complained of and upon which the petition is founded. A copy of such a petition together with written notice of the time and place of hearing on the petition shall be served on the affected component society by registered mail, return receipt requested, not less than 60 days before the date of such hearing.

The affected component society may, within 30 days after service upon it of copy of the petition, file with the Board of Directors by registered mail, return receipt requested, a written answer thereto. The Board of Directors shall afford the affected component society a fair hearing of the matters complained of and a suitable opportunity to present its defense. The component society may be represented by legal counsel. Written arguments may be filed on behalf of the affected component society and by the petitioner. Stenographic notes shall be made of the entire proceedings on such hearing and a complete record shall be prepared, which record shall consist of the petition, answer, testimony, exhibits, written arguments and other pertinent matter.

The Board of Directors shall make its decision based on the records, setting forth in writing the finding of facts, conclusions and reasons therefore. If two-thirds of the members of the Board of Directors do not concur in the conclusion that the charter of the affected component society should be revoked, the petition shall be deemed dismissed and the proceedings ended. If two-thirds of the members of the Board of Directors

concur in the conclusion that the charter of the affected component society should be revoked, the Chair of the Board of Directors shall transmit to the House of Delegates a report, consisting of the decision of the Board of Directors with all records annexed, and shall serve a copy thereof on the affected component society. The House of Delegates shall at the next regular or special session thereof following the transmittal of such report, consider and take such action on the report as it may deem proper. In case the House of Delegates desires further proofs in relation to the issues involved, it may remand the matter to the Board of Directors for further hearing and report. The action of the House of Delegates on the report of the Board of Directors shall be the final decision with reference to the revocation of the charter of a component society; provided, that the component society, if it feels aggrieved by the decision of the House of Delegates, may, within six months, appeal to the Council on Judicial and Ethical Affairs of the American Medical Association, whose opinion shall be final.

2.00 MEMBERSHIP—CLASSIFICATION—ELECTION

- 2.10 DEFINITION - As used in these Bylaws, except as otherwise herein expressly qualified, whenever the terms “doctor of medicine” or “practice of medicine” or “medical profession” are used, these terms shall be deemed to include the terms “doctor of medicine and doctor of osteopathy,” “practice of medicine and practice of osteopathy,” and “medical profession and osteopathic profession.”
- 2.20 MEMBERSHIP PREREQUISITE-All members of the several component societies, when in good standing, are thereby and must be members of this Society. All members of this Society must be members of a component medical society where they reside or primary location of practice or direct members through the Resident and Fellow Section or the Medical Student Section.
- 2.30 ACTIVE MEMBERS - To be eligible for active membership in any component society, doctors of medicine must hold an unrevoked, permanent license that is not currently under suspension in Michigan, or if unlicensed, must be engaged in academic teaching, research or administration. To maintain active membership in any component society, doctors of medicine must maintain active membership in this Society and comply with all the provisions of the Bylaws of this Society and the component society.
- 2.31 Suspended Member - If an Active Member’s license is suspended, his/her component society may change his/her membership classification to “Suspended Member.” Those in the

Suspended Member classification shall be so recognized by this Society, will not be responsible for dues payments, nor be eligible for holding any office or serve on any committee. The component society shall reinstate anyone in the Suspended Member classification immediately upon notice of reinstatement of his/her license. The Society shall recognize such a reinstatement upon notice from a component society and the member shall again be obligated to pay dues, eligible to hold office and serve on committees.

- 2.40 **ACTIVE MEMBERS - DUES EXEMPT** - Members in any of the following three categories shall be classified "Active-Dues Exempt" and shall have all the privileges of active membership.
 - 2.41 **Hardship** - Members for whom the payment of dues would be a financial hardship by reason of physician disability or illness may be excused, fully or partially, from payment of dues by the Board of Directors provided the member is fully or partially exempted from the payment of component society dues. Members may also be excused from payment of dues because of financial hardship, or for other reason, but these must be set forth by the secretary of the member's component society.
 - 2.42 **Postgraduate Study** - Active membership may be maintained by those members who are out of practice on account of postgraduate medical studies, by payment of dues of **PHYSICIANS-IN-TRAINING** covered in Section 2.50.
 - 2.43 **Voluntary Service** - Members who serve as missionaries or who participate, for nominal or no compensation in a government- sponsored volunteer medical program, either in the United States or abroad.
- 2.50 **PHYSICIANS-IN-TRAINING** - Physicians-in-training in AMA-approved programs who have licenses to practice in Michigan or fellowships, members serving as their primary occupation in a structured educational program begun immediately upon completion of medical school, residency, or fellowship training, may become active members of the State Medical Society through a component society or directly where no provision for reduced dues active membership exists at the component level. State Society dues for resident members shall be set by the Board of Directors of MSMS. Component dues, if any, shall be determined locally.
- 2.60 **STUDENTS (MEDICAL STUDENT SECTION)** - Medical students may become members of the State Medical Society through a component society or directly through the MSMS Medical Students Section.

Except as provided in Section 12.10 of these Bylaws, they may not vote or hold office. They may be appointed to MSMS committees as student members. State Society dues shall be set by the Board of Directors to cover administrative costs of membership except in the first year of membership. Component dues for students shall be determined at the local level.

- 2.70 **EMERITUS MEMBERS**—Members who have maintained active membership in any one or more component societies in Michigan for a period of five or more years, and who have retired from practice, may be transferred to the emeritus members roster of such component society and this society, provided the member's dues have been paid to the end of the preceding calendar year
 - 2.71 **ACTIVE EMERITUS**—A member who has been elected an active emeritus member, who pays an annual fee set by the Board of Directors, shall be classified as an active emeritus member. Active emeritus members will receive Society publications; may serve on committees; may vote in elections and hold officer positions; may serve as delegate or alternate delegate to House of Delegates; will be included in the Society membership count; will be included in the count for Delegates to the House of Delegates; will be eligible for Society insurance and member rate for Society sponsored continuing education.
 - 2.72 **EMERITUS**—A member who has been elected an emeritus member, who does not pay the annual fee set by the Board of Directors, shall be classified as an emeritus member. Emeritus members will not receive Society publications by mail but will be able to have member access to the MSMS website and to participate in MSMS online activities; may not serve on committees; may not vote in elections and hold officer positions; may not serve as delegate or alternate delegate to House of Delegates; will be included in the Society membership count; will not be included in the count for Delegates to the House of Delegates; will be eligible for Society insurance and member rate for Society sponsored continuing education.
- 2.80 **LIFE MEMBERS**
 - 2.81 Doctors of medicine who have maintained an active membership in good standing for twenty-five years in any one or more constituent state societies of the American Medical Association, with any five years in Michigan, with dues paid for the previous calendar year and who 1) have attained the age of 70 years or 2) have been in practice for 50 years, may be transferred to the life membership roster of the component society and this Society.

2.82 Each President, Chair of the Board of Directors and Speaker of the House of Delegates of this Society shall, upon retiring from office, become a life member of this Society without further action.

2.83 Life members shall pay no dues or assessments but shall have the right to vote and hold office and shall be entitled to receive publications at such rates as the Board of Directors may determine.

2.84 No members shall be transferred to the former life member classification following the 149th session of the House of Delegates held on Sunday, April 27, 2014.

3.10 SERVICE MEMBERS

Service members shall pay no dues and are not entitled to vote or hold office. They shall be entitled to receive publications at such rates as the Board of Directors may determine.

3.11 Military - Members in good standing who serve on active duty in the military forces of the United States may be transferred by the component society to service member status for the period of time such service continues.

3.12 Commissioned Medical Officers - Commissioned medical officers of the United States Army, Navy, Public Health Service, or physicians employed by the Veterans Administration, on duty in this State, who are not engaged in the private practice of medicine, may be granted service members status by the component society in the area where the medical officer is located.

3.20 HONORARY MEMBERS - A component society may elect as an honorary member any person distinguished for service or attainments in medicine or the allied sciences, or who have rendered other services of unusual value to organized medicine or the medical profession. Upon recommendation of a component society, the House of Delegates may elect such persons honorary members of the Society. Honorary members shall pay no dues and shall be without the right to vote or hold office in either this or the component society.

3.30 NON-RESIDENT MEMBERS - A component society may elect as non-resident members any doctors of medicine residing and practicing outside of the county who are members in good standing of their Michigan component societies. Non-resident members shall not have the right to vote or hold office.

3.40 AFFILIATE MEMBERS - Component societies may elect to affiliate membership lay persons in areas of endeavor which are related to medicine and medical practice. Affiliate members shall pay no dues and may not vote or hold office. They shall be entitled to receive publications at such rates as the Board of Directors may determine.

3.50 RESOLUTIONS CONCERNING MEMBERSHIP CHANGES - Any change in membership status which requires action by the House of Delegates shall be effected by resolution presented at an Annual Session of the House of Delegates after such secretarial certification as is required by these Bylaws.

4.00 MEMBERSHIP—REGULATION

4.10 MEMBERSHIP AS PRIVILEGE - NOT RIGHT—Anyone eligible may apply for component membership within the county where they reside or primary location of practice. Any exception would require written, mutual agreement between the physician and/or physician group, MSMS, and the respective county(ies). Admission to membership in any component society is not a matter of right, but one of privilege, to be accorded or withheld at the sole discretion of such society. Each component society may determine the manner of electing its members and shall be the sole judge of the qualifications of applicants for membership therein. There shall be no discrimination on the basis of race, religion, sex, ethnic origin, or sexual orientation.

4.20 DUTIES OF COUNTY SOCIETY—Each component society shall have general direction of the affairs of the profession in its county or counties and shall be under the continuing duty to exert its influence for the betterment of the scientific, moral, and material conditions of the doctors of medicine therein. It shall also be its duty to make systematic effort to bring every eligible doctor of medicine into membership therein.

4.30 ROSTERS—The secretary of each component society shall keep a roster of its members and, if practicable, a list of non-affiliated doctors of medicine in the county, and other doctors of medicine, such as commissioned officers of the Navy, Army, and Public Health Service, in which shall be shown the full name, the address, the college and date of graduation, the date of license to practice in this State, and such other information as may be deemed necessary, or desirable.

5.00 MEMBERSHIP—TRANSFERS

5.10 CHANGE OF LOCATION - PROCEDURE—When a member of a component society, by reason of change of residence or primary location of practice, desires to transfer membership to another component society, such member shall make application thereto accompanied by tender of dues for the remaining half of the current year (any major fraction of a half being regarded as a full half and any minor fraction being disregarded). Thereupon, the secretary of the society to which application is made shall request certification of standing from the Society from which the member desires to transfer and upon receipt of such request the secretary of the latter Society shall supply certification of good standing, provided the following requirements have been met:

- 5.11 All component society dues and assessments shall have been paid for the calendar year previous to the year in which application for transfer is made.
- 5.12 The member shall not be delinquent in the payment of dues and assessments to this Society.
- 5.13 Component society dues and assessments shall have been paid to cover that portion of the year in which application for transfer is made (any major fraction of a half year being regarded as a full half and any minor fraction being disregarded).

Upon favorable action by the component society to which application has been made, following compliance with the foregoing, the transfer of membership shall be in effect.

- 5.20 REFUND OF DUES—A member who has transferred to another component society in accordance with the provisions of paragraph 5.10 above, shall be entitled to a refund from the Society from which such member has transferred, of prepaid dues to such Society (any major fraction of a half year being regarded as a full half and any minor fraction being disregarded).
- 5.30 REMOVAL FROM STATE—A member of this Society who, by reason of removal from the State, desires to resign from membership in the component society and in this Society and make application for membership in a society of another state, may submit his or her resignation to the secretary of the component society and the Secretary of this Society and request certification of good standing. The resignation from each shall be effective at the end of the half year in which submitted. If, at the time of resignation, the member is in good standing, is not facing charges of unethical conduct and is not in arrears in the payment of dues and assessments to this or to the component society, the secretary of each Society shall furnish him or her certification of good standing.

If the resigning member shall have prepaid dues to this Society or to the component society for any period beyond the half year in which resignation becomes effective, such excess shall be refunded by the respective Societies.

6.00 DUES AND ASSESSMENTS

- 6.10 HOW FIXED—Members of this Society shall pay such dues and assessments as shall, from time to time, be fixed and determined by the House of Delegates.
- 6.11 Notwithstanding Section 6.10, the Board of Directors shall have the authority to implement pilot membership incentive programs within the standard dues structure.

Prior to implementing a pilot membership incentive program full consideration shall be given to the impact upon component society dues.

- 6.20 COLLECTION—All dues are to be collected on or before April 1 of each year in a manner set by this society in consultation with the component society.
- 6.30 NEW MEMBERS—For the purpose of determining the dues for new members only, the fiscal year of this Society shall be divided into two six-month periods. New members shall pay adjusted annual dues and assessments for the unexpired semiannual periods of that year. Such new members shall not be entitled to membership benefits until their election to membership has been duly reported to the Secretary of this Society and they shall not be entitled to membership benefits for any period prior to becoming members in good standing.
- 6.40 FIRST YEAR OF PRACTICE—The annual dues payable to this Society by a doctor of medicine who is elected to membership during the first year of practice, shall be 25 percent of the amount fixed and determined pursuant to Section 6.10 during the first year of practice, 50 percent of such amount during the second year of practice, 75 percent of such amount during the third year of practice and the full amount during the fourth year of practice. This reduction in annual dues shall not exempt such member from the payment of any regularly levied assessment.
- 6.50 ARREARS - SUSPENSION—Any member in arrears in the payment of dues assessments to this Society on the date in any year which coincides with the suspension date of the American Medical Association (currently March 1), if no extension of time for payment has been granted under the provisions of Section 6.60 of this Chapter, or upon the expiration of such extension as may have been granted there-under, shall stand suspended until all sums in arrears have been paid. However, if the secretary of the component society shall certify to the Secretary of this Society that the name of the member in arrears is to be submitted to the House of Delegates at its next Annual Session for election to a different classification of membership under the provisions of Chapter 2.00 hereof, such member shall not be suspended pending action by the House of Delegates upon such requested change of classification.
- 6.60 DEFERMENT—Upon written request of the governing body of a component society to the Board of Directors of this Society, a member shall be granted an extension of time for the payment of dues to this Society, provided, such extension shall not be beyond the close of the current fiscal year of this Society.
- 6.70 REINSTATEMENT—A member who is in arrears in the payment of dues or assessments to this or the component society for not more than one year may be reinstated to good standing upon payment of all arrearages. If in arrears for more than one year, such member shall be deemed to have forfeited membership. In such case the component society may reinstate such member to membership in good standing upon the payment of all arrearages or may, at its option, require reapplication for election to membership.

- 6.80 **DUES - RESIDENTS, FELLOWS AND STUDENTS**—Dues for these membership categories shall be set by the Board of Directors as defined in Sections 2.50 and 2.60.
- 6.90 **ACTIVE STATUS - PART-TIME DUES**—Dues for the following categories will be one-half the annual active membership dues rate. Members in these categories will have all the privileges of active membership. Eligibility for these categories will be determined prior to the due date for the payment of dues each year and thereafter verified on a yearly basis.
- 6.91 A member who works less than 20 hours per week.
- 6.92 Members sharing one full-time position, each working 50 percent within a practice.
- 6.93 A physician spouse of a full dues paying active member.

7.00 CONDUCT AND DISCIPLINE OF MEMBERS

- 7.10 **STANDARDS OF CONDUCT - GROUNDS FOR DISCIPLINE**—Any conduct of a member of this or any component society, whether or not occurring in the course of a physician-patient relationship, which
- 7.11 is in violation of the Principles of Medical Ethics of the American Medical Association, or
- 7.12 constitutes unprofessional and dishonest conduct as defined by Act 368 or the Public Acts of Michigan of 1978, as amended, or
- 7.13 results in conviction of a felony under the laws of any state or of the United States of America, or
- 7.14 is in violation or disregard of the constitution, bylaws, principles, rules, regulations or orders of this Society or of its Judicial Commission or of the American Medical Association, or
- 7.15 constitutes defamation or otherwise unjust reflection on the integrity, character or professional performance or reputation of a fellow member of the profession, or
- 7.16 is prejudicial to or tends to expose the medical profession of this or a component society to contempt or reproach, or which is in anywise contrary to ethics, honesty or good morals, shall be grounds for discipline. The willful failure or refusal of a member whose conduct has been called into question to appear before any disciplinary body upon request or to cooperate with such disciplinary body or the Judicial Commission in any authorized investigation shall also, in and of itself, be grounds for discipline.

- 7.20 **DISCIPLINE - WHAT CONSTITUTES**—Discipline as used in this chapter shall include reprimand, suspension and expulsion, and for grievous offense, recommendation to the State licensing authority for revocation of license.
- 7.30 **DISCIPLINE - WHAT PROCEDURE TO GOVERN**—All disciplinary proceedings conducted by this Society or by any component society, shall be governed by the provisions of this chapter and the current Official Procedures of the Judicial Commission, any provisions of the constitution or bylaws of any component society to the contrary notwithstanding. Any provisions of this chapter in conflict with the Official Procedures of the Judicial Commission shall be of no effect.
- 7.40 **SOCIETY OF MORE THAN 150 MEMBERS**—Any component society having more than one hundred fifty active members may, by appropriate provisions in its Constitution or Bylaws, delegate its authority and power to discipline its members to the governing board of such Society, in which event, all of the functions, powers and duties of a component society as set forth in this Chapter shall be exercised and carried out by such governing board. Unless otherwise provided by the Constitution or Bylaws of such component society, any order of expulsion or suspension made by such governing board shall be subject to the approval of the component society in the same manner as may be provided for the approval of any other report of such governing board.
- 7.50 **PEER REVIEW/ETHICS COMMITTEE**—Every component society shall have a standing committee designated the Peer Review/Ethics Committee, charged with duties and powers concerning the maintenance of standards of conduct and discipline of members, including the duties and powers specifically set forth in this chapter.
- 7.60 **REQUEST FOR INVESTIGATION**—Upon the receipt by a component society of a written request for investigation of the conduct of one of its members, signed by an active member or committee of such component society and setting forth briefly the alleged facts of such claimed misconduct, such request for investigation shall be referred to the Peer Review/Ethics Committees.
- 7.70 **INFORMAL INVESTIGATION PROCEDURE**—The Peer Review/Ethics Committee shall thereupon make such informal investigations as the circumstances and nature of the matter require. The procedure to be followed shall be determined by the Peer Review/Ethics Committee but shall be such as to insure that the member whose conduct is questioned has full opportunity to be heard and to offer any defense or explanation available to him or her.
- 7.80 **INFORMAL INVESTIGATION - DISMISSAL**—Upon conclusion of its informal investigation the Peer Review/Ethics Committee if it decides that there is no ground for discipline shall dismiss the matter and so report to the Society.

- 7.90 **INFORMAL INVESTIGATION REPRIMAND**—If, upon the conclusion of its informal investigation, the Peer Review/Ethics Committee decides that the member whose conduct is questioned is guilty of conduct warranting only a reprimand it shall forthwith administer such reprimand and so report to the Society unless a formal hearing is demanded by the member.
- 8.10 **FORMAL COMPLAINT-NOTICE OF HEARING**—If the Peer Review/Ethics Committee finds there is reasonable cause to believe that the respondent is guilty of misconduct warranting suspension or expulsion from membership, or if the respondent demands a formal hearing, a formal complaint setting forth the facts of the alleged misconduct shall be prepared by the Peer Review/Ethics Committee and subscribed by the Chair or Vice-Chair thereof. A copy of such complaint shall be filed with the component society. Thereupon, it shall be the duty of the Peer Review/Ethics Committee or its Chair to fix the time and place for a formal hearing thereon. A written notice of such hearing, together with a copy of the formal complaint, shall be served on the respondent by registered or certified mail, or other appropriate means as approved by the MSMS Judicial Commission, not less than thirty days before the date of such hearing.
- 8.20 **ANSWER TO FORMAL COMPLAINT**—It shall be the duty of the respondent to file an answer to the formal complaint. Such answer shall be in writing, signed by the respondent, and filed with the Peer Review/Ethics Committee within fifteen days after service of the copy of the formal complaint. The answer shall admit or deny each material allegation contained in the complaint, and shall set forth any special defenses which the respondent claims to have. If the answer is not filed within the time hereby limited, the complaint may be taken as confessed.
- 8.30 **FORMAL HEARING - HOW CONDUCTED - RIGHT TO COUNSEL**—It shall be the duty of the respondent to appear before the Peer Review/Ethics Committee in person at the time and place specified in such notice. Both the respondent and the Peer Review/Ethics Committee shall be entitled to be represented by counsel at such hearing. At such formal hearing, it shall be the duty of the respondent to answer fully and fairly all questions pertaining to conduct which may be asked by any member of the Peer Review/Ethics Committee of the component society or its counsel. Formal hearings shall be conducted fairly, but not necessarily in accordance with all rules governing court trials. A stenographic record shall be made of the proceedings at such hearings.
- 8.40 **FINDINGS AND REPORT**—If upon formal hearing the Peer Review/Ethics Committee finds that the charges of misconduct are not established by a preponderance of the evidence, the Committee shall dismiss the complaint. If the Committee finds that the charges of misconduct or any of them are established by a preponderance of evidence and are such as to warrant discipline by way of reprimand, the Committee shall administer such reprimand, and shall

make a written report thereof, together with its findings of fact, to the component society. If the Committee finds that the charges of misconduct or any of them are established by a preponderance of evidence and are such as to warrant suspension or expulsion from membership by action of the component society, the Committee shall make a written report of the proceedings held before the Committee, and shall include in such report a certified transcript of the evidence, including copies of all documents taken in proof, a summary statement of all previous misconduct for which the respondent has been disciplined, and the Committee's findings of fact and recommendations for discipline. Every such report shall be signed by not fewer than a majority of the members of the Peer Review/Ethics Committee, and shall be filed with the component society.

- 8.50 **ACTION ON REPORT - ADDITIONAL TESTIMONY**—Whenever a Peer Review/Ethics Committee files a report with its component society recommending suspension or expulsion as herein provided, the respondent shall be served with a copy of the Committee's findings of fact and recommendations so filed, not less than twenty days before the meeting of the component society at which such recommendations are to be considered and acted on, together with a notice of the time and place of such meeting. The respondent may thereupon file with the Society not less than ten days before such meeting reasons in writing why the recommendations of the Peer Review/Ethics Committee should not be adopted. The respondent may also at such meeting appear in person and offer any further reasons why such respondent should not be suspended or expelled from membership; provided, however, that at such meeting no testimony as to any matter of misconduct shall be taken. If it is decided at such meeting that the interests of justice require additional testimony to be taken, the matter shall be referred to the Peer Review/Ethics Committee for such purpose. In such event the Peer Review/Ethics Committee shall cause such additional testimony to be taken promptly, and shall make a supplemental report thereon, including findings of fact and recommendations based thereon, and shall file the same, together with a certified transcript of such additional testimony with the component society. A copy of the findings of fact and recommendations contained in the supplemental report shall be served on the respondent as required in the case of an original report, and thereafter the same procedures shall be followed as in this section provided in relation to an original report.
- 8.60 **ACTION BY SOCIETY**—Following the filing of any such report of a Peer Review/Ethics Committee recommending suspension or expulsion, the component society shall, at a regular meeting thereof, or at a special meeting called for such purpose, consider and act upon the report and recommendation of the Peer Review/Ethics Committee. Suspension or expulsion from membership shall require the affirmative vote of not less than two-thirds of members

present at any such meeting and entitled to vote thereat, but not including the respondent, who shall have no right to vote on the question. If any measure for discipline is adopted by a component society, an appropriate order in accordance therewith shall be signed by the President and Secretary of such Society and a copy thereof served on the respondent and on the Michigan State Medical Society.

- 8.70 **FINALITY AND EFFECTIVENESS OF ORDER**—No order of suspension or expulsion from membership shall be final or effective until the respondent shall have been given the opportunity to exhaust remedies of appeal and review in accordance with the provisions of this Chapter.

- 8.80 **APPEAL PROCEDURE**—Any member feeling aggrieved by an order of suspension or expulsion may appeal to the Judicial Commission of the Michigan State Medical Society. Notice of such appeal shall be in writing, signed by the appellant and shall set forth specific reasons for the appeal. The notice shall be served on the Judicial Commission and on the appellant's component society by registered or certified mail, addressed to the respective secretaries thereof. Unless notice of appeal is so served within 30 days following the service on the member of a copy of the order of the suspension or expulsion as herein above provided, such member's right of appeal and review shall be conclusively treated as having been waived and the order of suspension or expulsion shall thereupon become final and effective. On receiving notice of appeal, the component society shall forward to the Judicial Commission the complete record of the matter, including copies of the order appealed from, all reports of the Peer Review/Ethics Committee, formal complaint, answer, transcript of testimony, exhibits and all other pertinent writings and data on which the order of suspension or expulsion was based. The Judicial Commission may request the component society or the appellant to furnish such further information in writing as the commission deems necessary for the proper and full review of the matter. Written arguments may be filed with the Judicial Commission by the component society and the appellant within 45 days following notice of appeal. The Judicial Commission shall, within 90 days after receiving the full records in the case, review the record on appeal and the written arguments, make such findings as it deems appropriate and, by majority vote of the participating members of the Commission, affirm, modify or reverse the order of expulsion or suspension appealed from, or remand the matter for further action by the component society. In the consideration of any appeal, not less than six members of the Commission shall participate, and in the event that the participating members of the Commission are equally divided, so that no majority prevails, the order or finding appealed from shall stand affirmed.

A copy of such decision shall be promptly served on the appropriate component society and on the appellant by registered or certified mail. Unless within twenty

days after service on them of a copy of such decision the component society or the appellant shall take an appeal to the Judicial Council of the American Medical Association, the right to such further appeal and review will be conclusively treated as having been waived, and the decision of the Judicial Commission shall be final and effective.

- 8.90 **APPEAL TO JUDICIAL COUNCIL OF THE AMERICAN MEDICAL ASSOCIATION**—The appellant, if a member in good standing of the American Medical Association at the date of the alleged misconduct, or the component society, may, within twenty days after service of a copy of the final decision of the Judicial Commission, take an appeal there from to the Council on Ethical and Judicial Affairs of the American Medical Association.
- 9.10 **EXCEPTION TO PROCEDURES**—Any member of a component society whose license to practice medicine shall have been revoked, or who shall have been convicted of a felony in any state or federal court, shall be expelled from the component and State Society without benefit of, or resort to, the procedures prescribed in this Chapter.
- 9.20 **EFFECT OF SUSPENSION OR EXPULSION**—Whenever a member of any component society is suspended or expelled from such society, he or she shall thereby also stand automatically suspended or expelled from the Michigan State Medical Society.
- 9.30 **CONSTRUCTION**—Procedures under this Chapter of the Bylaws shall be as summary as may be reasonable. No investigation or proceeding hereunder shall be held invalid by reason of any non-prejudicial irregularity or for any error not resulting in a miscarriage of justice. The provisions of this Chapter shall be liberally construed for the maintenance of the dignity, integrity, purposes and high principles of this Society and its component societies.

10.00 GRIEVANCES OF NON-MEMBERS—PEER REVIEW/MEDIATION COMMITTEE

- 10.10 **PEER REVIEW/MEDIATION COMMITTEE**—Every component society shall have a standing committee designated the Peer Review/Mediation Committee. Directors holding membership in a component society are eligible for membership on that component society's Peer Review/Mediation Committee.
- 10.20 **PURPOSES**—The purposes of such committee shall be:
- 10.21 to afford the public an informal means of making known to the profession any alleged grievance arising from a physician-patient relationship;
- 10.22 to resolve misunderstanding between physician and patient or between the component society and the public;

10.23 to reconcile differences between physician and patient by means of persuasion and explanation; and

10.24 to assist the Peer Review/Ethics Committee of its component society in maintaining among members high levels of professional deportment.

It shall not be the purpose of this committee to establish fees, but serve to resolve disputes. Each case should be considered on its own merits and it shall not be the intent of the committee to establish precedents.

10.30 **POWERS AND DUTIES—LIMITATION**—The specific powers and duties to be exercised by such committee in furthering the purposes above set forth, shall be as fixed and determined by the component society, provided, however, that such committee shall function in the area of mediation or conciliation only and shall not have power to act as a trial body or to render decisions or awards, nor shall such committee have power to impose discipline or in any wise encroach upon the function of the Peer Review/Ethics Committee.

10.40 **PROCEDURE TO GOVERN**—The provisions of this chapter shall be governed by the current Official Procedures of the Judicial Commission regarding mediation committees and procedures. Any provisions of this chapter in conflict therewith shall be of no effect.

11.00 GENERAL MEETINGS

11.10 **DETERMINATION OF TIME AND PLACE**—During each Annual Session the Society may hold one or more General Meetings. The number and times of these General Meetings shall be determined by the Board of Directors. Such General Meetings shall be presided over by the President or in his/her absence the President-Elect or the Chair of the Board of Directors.

11.20 **RIGHT TO PARTICIPATE**—Each registered member at an Annual Session shall have an equal right to participate in the deliberations of a General Meeting and each active member, active emeritus member, and life member so registered shall have the right to vote on pending questions before the General Meeting.

11.30 **ACTIONS**—At any General Meeting or at any section meeting of this Society, there may be recommended to the House of Delegates or to the Board of Directors the appointment of committees or commissions for scientific investigations of special interest and importance to the profession and the public. Such investigations and reports shall not become official actions or expressions of this Society until approved by the House of Delegates or the Board of Directors.

12.00 HOUSE OF DELEGATES

12.10 **COMPOSITION**—The House of Delegates shall be composed of members elected by the component societies, a delegate from each recognized specialty society, a delegate from the Resident and Fellow Section, one delegate from the Organized Medical Staff Section, a delegate from the Young Physicians Section, a delegate from the International Medical Graduates Section and one voting at-large delegate for every 50 MSMS student members to be selected by the MSMS Medical Student Section. These student delegates and alternate delegates must be members of the MSMS Medical Student Section. All other delegates and alternate delegates must be voting members of MSMS.

Each component society shall be entitled to send to the House of Delegates each year one delegate for each fifty voting members (active, life, and active emeritus) and one delegate for each additional major fraction thereof. Any component society having less than fifty members shall be entitled to send one delegate.

The president of a component medical society that all or part of which is located more than 400 miles by road from the site of the House of Delegates may designate a Regional Director of its region to serve as a delegate to the House of Delegates, provided that no member of the component medical society will otherwise be present in person serving as a delegate in any capacity. In the case of such designation of a single Regional Director by two or more component societies, said Regional Director shall have only one vote on all matters before the House of Delegates.

12.20 **DELEGATES-AT-LARGE - EX OFFICIO MEMBERS**—Except as provided by Section 12.10, the officers of this Society, members of the Board of Directors, and the Chair, Vice Chair, and Secretary of the MSMS Sections recognized by these Bylaws, shall be ex officio members of the House of Delegates, but with the exception of the Speaker and Vice Speaker of the House of Delegates, shall be without power to vote therein. The Past President shall be a member-at-large of the House of Delegates during the first year of past-presidency with right to vote and hold office. All other Past Presidents shall have the privilege of the floor, without the right to vote.

Except for the Speaker, Vice Speaker, Immediate Past President, and as otherwise provided in Section 12.10, members of the Board of Directors are not eligible for election as delegates by their component societies.

The dean of each accredited medical school in Michigan, if an active member of MSMS, shall be a delegate-at-large to the House of Delegates, with voting privileges. An alternate may not be seated for any dean, and any provisions of these Bylaws regarding the seating of an alternate shall not apply.

The Chief Medical Officer of the Michigan Department of Community Health, if an active MSMS member, shall be an ex officio member of the House of Delegates, but without power to vote therein. No alternate may be seated in place of that officer and any provision of these Bylaws regarding the seating of an alternate shall not apply.

- 12.30 **ELECTION - CERTIFICATION**—Each component society shall elect the number of delegates to which it is entitled. The number of delegates shall be determined by the State Society as of December 1, preceding the House of Delegates meeting. The component society shall also elect an equal number of alternate delegates and shall designate the order or seniority thereof. Promptly after election the secretary of the component society, recognized specialty society, Resident and Fellow Section, Medical Student Section, Young Physicians Section, International Medical Graduates Section or Organized Medical Staff Section shall certify the names of its delegates and alternate delegates to the Secretary of this Society.
- 12.40 **SEATING - TENURE**—A delegate becomes a member of the House of Delegates when the Speaker is notified in writing of the delegates election by the secretary of the component society, specialty society, Resident and Fellow Section, Medical Student Section, Young Physicians Section, International Medical Graduates Section or Organized Medical Staff Section. Such certification shall be submitted by February 1 of each year. The delegate shall remain a member of the House of Delegates until the Speaker is notified, in writing, by the secretary of the component society, specialty society, Resident and Fellow Section, Medical Student Section, Young Physicians Section, International Medical Graduates Section or Organized Medical Staff Section that the delegate has been replaced. The delegate shall remain a member of the House of Delegates regardless of whether or not an alternate substitutes for him/her at any meeting of the House.
- 12.50 **SEATING OF ALTERNATE DELEGATES**—An alternate delegate may substitute for a duly certified delegate at any regular or special meeting of the House of Delegates provided that such substitution is authorized in writing by the secretary of the component society, specialty society, Resident and Fellow Section, Medical Student Section, Young Physicians Section, International Medical Graduates Section or Organized Medical Staff Section.
- 12.60 **OFFICERS**—The officers of the House of Delegates shall be the Speaker and Vice Speaker. The Secretary of the Society shall be the Secretary of the House of Delegates. The Speaker and Vice Speaker shall be elected by the House of Delegates at the Annual Session from the members of the then-constituted House of Delegates for a one-year term. The Speaker and Vice Speaker of the House of Delegates shall be limited to no more than four one-year terms in each position.

- 12.70 **MEETINGS - ANNUAL SESSION**—The House of Delegates shall meet at least annually at the time and place of the Annual Session of this Society and may hold such number of meetings as the House may determine or its business require, recessing from day to day as may be necessary to complete its business and specifying its own time for the holding of its meeting. The House of Delegates may also be called into session at any time by the Speaker upon a two-thirds vote of the Board of Directors, or on petition of twenty-five percent of the Delegates. The purposes of such special session shall be stated in the notice of call and no other business shall be transacted.
- 12.80 **QUORUM**—A quorum of the House of Delegates shall consist of not less than 40 percent of the accredited delegates, provided that a majority of such quorum shall not come from any one component society, and the presence of a quorum established at the beginning of the business portion of a meeting shall be sufficient to conduct official business for the duration of the meeting.
- 12.90 **POWERS AND DUTIES**—As the legislative body of this Society, the House of Delegates shall have the power and authority to adopt, institute, and carry out such methods and measures as it may deem to be in the best interests of the medical profession in Michigan. In the exercise of such powers and duties, but without limitation thereof:
 - 12.91 It shall transact all of the business of this Society not otherwise specifically provided for.
 - 12.92 It shall adopt rules and regulations for its own government and for the administration of the affairs of the Society.
 - 12.93 It shall provide for the organization of Regions which shall be depicted on Exhibit A.
 - 12.94 It shall concern itself with and advise as to the interests of the profession and of the public in those matters of legislation pertaining to medical education, medical registration, medical laws, and the health of the public.
 - 12.95 It shall be active in the education of the public in regard to medical research and scientific medicine.
 - 12.96 It shall have the power to identify areas of concern and to instruct the Board of Directors to appoint committees or task forces to study or act on those areas. These committees or task forces shall report to the Board of Directors, which in turn shall report in the annual report of the Board of Directors to the House of Delegates. The House of Delegates shall itself have necessary internal committees, such as 1) Credentials, 2) Rules of Orders of Business, 3) Constitution and Bylaws, and 4) Ways and Means.

The seated House, by majority vote, reserves the right to instruct the Board of Directors to discharge a specific standing committee, liaison committee, or task force, and to require the Board of Directors to appoint an ad hoc committee with appointees nominated by the seated House. This ad hoc committee shall report through the Board of Directors to the House at the next session, and be discharged.

12.97 It shall approve each action and resolution in the name of this Society before the same shall become effective, provided that in the interim between Sessions of the House of Delegates the Board of Directors or the Executive Committee thereof may, when prompt action is necessary or desirable, act for the Society.

12.98 It shall publish its minutes or a summary of its proceedings in the Journal of the Society.

12.99 It shall have the power to authorize the borrowing of money against the general credit of the Society or by way of mortgage, pledge of hypothecation. It shall have the authority specifically to authorize the Board of Directors and the Society's officers to execute such instruments as may be required to encumber the Society's assets as aforesaid.

13.10 REFERENCE COMMITTEES—The House of Delegates shall have the following reference committees, together with tellers and sergeants-at-arms, appointed by the Speaker of the House and approved by the House of Delegates, and such other reference committees as may be deemed necessary to conduct the business of the House:

1. Credentials
2. Rules and Order of Business
3. Constitution and Bylaws (which shall serve also as the standing Committee on Constitution and Bylaws)
4. Ways and Means

13.20 ELECTION OF REGIONAL DIRECTORS—Regional Directors shall be elected as provided in Article IX, Section 1(a) of the Constitution. Each component society in a Region shall be notified in writing by the Secretary of the Society at least sixty days in advance of the Annual Session when a Regional Director is to be elected from that Region.

If, by reason of death or resignation, a vacancy in the office of Regional Director occurs at any time other than during an Annual Session, each component society in that Region shall be promptly notified in writing by the Secretary of the Society. Thereupon the seated delegates of such Region may caucus, and if a majority of the seated delegates from such Region shall submit a nomination to the Board of Directors to fill such vacancy, the Board of Directors shall appoint such nominee to serve as interim Regional Director of such Region until a successor is elected in accordance with Article IX, Section 1(e) of the Constitution.

If a vacancy in the office of Regional Director occurs during an Annual Session of the Society, the delegates of the component societies in the Region affected shall be given notice thereof and afforded time to caucus and consider nominations to fill such vacancy.

13.30 ELECTION OF DELEGATES TO AMERICAN MEDICAL ASSOCIATION—The House of Delegates shall elect delegates and alternate delegates to the American Medical Association in accordance with the regulations of that parent organization and as hereinafter provided.

Delegates and alternate delegates to the American Medical Association shall be elected for two-year terms.

Any physician filling the position of delegate or alternate delegate to the American Medical Association must spend the majority of his/her professional time in active clinical practice; teaching; research; and/or administrative practice and be a full-time Michigan resident, unless they hold an elected or appointed AMA Council position for which they are still eligible.

At each Annual Session, candidates for delegates to the House of Delegates of the American Medical Association shall be nominated in number equal to or greater than the number to be elected that year. Election shall be by ballot. The required number of candidates receiving the greater number of votes shall be declared elected.

In case of a tie vote the winner or winners shall be decided by drawing lots under the supervision of the Speaker of the House of Delegates; provided, however, that any candidate thus tied shall have the right to a decision by ballot on request.

The number of alternate delegates shall equal the number of delegates. They shall be elected in the same manner after all delegates have been elected.

Alternate delegates shall have seniority according to the greatest length of service as an alternate delegate. When it occurs that two or more alternate delegates have equal lengths of service, seniority shall be determined by the respective number of votes received by each when first elected, and such seniority shall be designated at the time of the first election.

When a delegate shall be unable to attend a meeting of the House of Delegates of the American Medical Association that seat shall be filled by an alternate delegate chosen in order of seniority as defined in this Section.

Should the Society become entitled to one or more additional delegates subsequent to the Annual Session of the House of Delegates in any year, such additional delegate or delegates shall be designated and accredited by the Board of Directors until the next Annual Session. In filling such offices alternate delegates shall be designated in order of their seniority as defined in this section.

- 13.40 **ELECTION OF OFFICERS**—Election of officers of the Society shall take place at the House of Delegates at each Annual Session. All nominations shall be made from the floor of the House with the exception of the Secretary and Treasurer who are elected by the Board of Directors. If there is only one nomination for any office, the candidate so nominated may be elected viva voce.
- 13.50 **RESOLUTIONS**—Each resolution introduced in the House of Delegates shall be introduced by a delegate. It shall be presented in writing to the Secretary. It shall be referred by the Speaker to the proper reference committee before action is taken thereon.
- 13.60 **NEW BUSINESS**—No new business shall be introduced in the last meeting of a session of the House of Delegates without unanimous consent of the delegates present except when presented by the Board of Directors. All new business so introduced shall require the affirmative vote of three-fourths of the delegates present for adoption.
- 13.70 **RULES OF ORDER**—When not in conflict the Constitution or Bylaws of this Society, the *American Institute of Parliamentarians Standard Code of Parliamentary Procedure* shall govern the parliamentary procedure of the House of Delegates.
- 13.80 **NOMINATING COMMITTEE** - The House of Delegates shall form a Nominating Committee consisting of ten members. The Society's Immediate Past President shall be a member and serve as the chairperson and there shall be one member from each Region who shall be elected by the members holding membership in a county located in that Region. The elected members of the Nominating Committee must be a delegate with the right to vote in the House of Delegates and not be a member of the Board of Directors. It shall be the duty of the Nominating Committee to provide the Speaker of the House of Delegates at least thirty days prior to each annual session of the House of Delegates with at least one nomination for each of the Designated Director positions. The members of the Nominating Committee shall carefully review the credentials of each potential candidate, seek out the most qualified candidates for these positions and when possible insure that the candidates nominated reflect the diversity of the Society's membership.

14.00 THE BOARD OF DIRECTORS

- 14.10 **ORGANIZATION**—The Board of Directors is the executive body of the Society. Subject only to the following, it shall determine the times and places of its meetings. At its first meeting immediately following the Annual Session of the House of Delegates, the Board of Directors shall elect a Secretary and Treasurer, who shall serve for a term of office of one year or until a successor is elected and takes office. At the same meeting, the Board of Directors shall elect a Chair, a Vice-Chair, a Chair of the Finance Committee, a Chair of the Health Care Delivery Committee, a

Chair of the Legislative Policy Committee, and a Chair of the Scientific and Educational Affairs Committee, who shall be duly elected Regional Directors or Designated Directors, each to take office immediately and to serve for a term of one year or until a successor is elected and takes office.

- 14.20 **EXECUTIVE COMMITTEE**—The Executive Committee of the Board shall consist of the President, President-Elect, Immediate Past President, Chair, Vice-Chair, Speaker, Secretary and Treasurer. The Chair of the Board shall serve as Chair of the Executive Committee.
- 14.30 **REFERENCE COMMITTEES**—The Reference Committees of the Board of Directors and their composition and duties shall be as follows:
- 14.31 The Scientific and Educational Affairs Committee shall consist of a Chair elected by the Board of Directors as provided in Section 14.10 and members appointed by the Chair of the Board of Directors with the advice and approval of the Board of Directors. The Scientific and Educational Affairs Committee shall advise the Board of Directors on matters of scientific and educational activity and relationships with component medical societies, and consider other matters referred to it by the Board of Directors.
- 14.32 The Finance Committee shall consist of a Chair elected by the Board of Directors as provided in Section 14.10 and members, of which one shall be the Treasurer, ex officio, with power to vote, and the remainder appointed by the Chair of the Board of Directors with the advice and approval of the Board of Directors. The Finance Committee shall advise the Board of Directors on administration of the Society's finances, and consider other matters referred to it by the Board of Directors.
- 14.33 The Legislative Policy Committee shall consist of a Chair elected by the Board of Directors as provided in Section 14.10 and members appointed by the Chair of the Board of Directors with the advice and approval of the Board of Directors. The Legislative Policy Committee shall advise the Board of Directors on matters of legislation and liaison with governmental agencies and shall consider other matters referred to it by the Board of Directors.
- 14.34 The Health Care Delivery Committee shall consist of a Chair elected by the Board of Directors as provided in Section 14.10 and members appointed by the Chair of the Board of Directors with the advice and approval of the Board of Directors. The Health Care Delivery Committee shall advise the Board of Directors on matters concerning the financing and delivery of health care and shall consider other matters referred to it by the Board of Directors.

14.40 **REGIONAL DIRECTOR DUTIES**—Each Regional Director shall be the organizer, peacemaker and censor for the Region. The Regional Director shall visit each component society in the Region at least once a year and shall keep in touch with the activities of the component societies constituting the Region. The Regional Director shall make such reports as the Chair of the Board of Directors shall request concerning the condition of the profession in the Region.

14.50 **REMOVAL OF REGIONAL DIRECTOR**—Upon written complaint signed by not less than one-half of the Delegates from a Region presented to the House of Delegates in Annual or Special Session charging that the Regional Director for such Region has been remiss in the duties prescribed above, and that at least one month's notice of such proposed action has been given, the Speaker shall bring the matter before the House of Delegates for consideration. By the vote of not less than two-thirds of the House of Delegates present at the meeting at which such matter is considered, such Regional Director may be removed from office and a successor elected.

14.60 **DUTIES OF THE BOARD OF DIRECTORS**—It shall be the duty of the Board of Directors:

14.61 To make careful inquiry into the condition of the profession in each county in the State. It shall have authority to adopt such methods as may be deemed most efficient for increasing interest in all existing component societies. It shall especially and systematically endeavor to promote friendly intercourse between doctors of medicine in the same locality. It shall make every effort to bring each reputable doctor of medicine in the State under the Society's influence;

14.62 To direct and control the publication of the Journal of the Michigan State Medical Society;

14.63 To provide and maintain such headquarters for this Society as may be required to conduct its business properly;

14.64 To render an Annual Report to the House of Delegates; and

14.65 At least every three years, review the composition of the Board of Directors including the geographical boundaries of the Regions making any recommendations in its discretion it deems necessary.

14.70 **CONTROL OF FUNDS**—The funds of this Society shall be disbursed only by order or action of the Board of Directors. This authority may be delegated to the Executive Committee of the Board of Directors.

14.71 The Board of Directors shall have the authority to borrow money upon the general credit of the Society. The Board of Directors shall not have the power to mortgage the real estate of the Society or to pledge or hypothecate any of its other assets. The Board of Directors shall

authorize and empower the President or the Chair of the Board of Directors, and the Secretary or the Treasurer to execute such instruments as may be required.

14.80 **REGIONS** – For the purpose of electing Regional Directors and any other purposes described in these bylaws, there shall be those regions depicted on Exhibit A.

15.00 THE JUDICIAL COMMISSION

15.10 **COMPOSITION - QUALIFICATIONS**—The Judicial Commission shall be composed of ten members, each of whom shall be a voting member of the Society in good standing. No member of the Judicial Commission shall, during tenure of office, hold any of the following offices or positions: Speaker or Vice-Speaker of the House of Delegates of this Society, or District Director of this Society. Any member of the governing board of a component society which serves in these capacities, shall not, as a Commissioner, participate in deliberations pertaining to a grievance involving a member of that component society or cast a vote in respect thereto.

15.20 **JUDICIAL DISTRICTS**—There shall be seven Judicial Districts formed by grouping component societies as follows:

District 1—Wayne

District 2—Macomb, Oakland, St. Clair

District 3—Ingham, Livingston, Monroe, Shiawassee, Washtenaw

District 4—Bay, Iosco-Arenac, Genesee, Gratiot, Huron, Isabella-Clare, Lapeer, Midland, Saginaw, Sanilac, Tuscola

District 5—Allegan, Berrien, Branch, Calhoun, Cass, Eaton, Hillsdale, Jackson, Kalamazoo, Lenawee, St. Joseph, Van Buren

District 6—Barry, Clinton, Ionia-Montcalm, Kent, Mason, Mecosta-Osceola-Lake, Muskegon, Newaygo, Oceana, Ottawa

District 7—Alpena-Alcona-Presque Isle, Chippewa-Mackinac, Delta, Dickinson-Iron, Gogebic, Grand Traverse-Leelanau-Benzie, Houghton-Baraga-Keweenaw, Luce, Manistee, Marquette-Alger, Menominee, North Central Counties (Crawford, Gladwin, Kalkaska, Montmorency, Otsego, Roscommon), Northern Michigan (Antrim, Charlevoix, Cheboygan, Emmett), Ogemaw- Oscoda, Ontonagon, Schoolcraft, Wexford- Missaukee

15.30 **NOMINATIONS**—On or before July 15 each year, the Chair of the Board of Directors shall, with the advice and consent of the Board of Directors, appoint a Nominating Committee composed of seven members of the Board of Directors. Such Nominating Committee shall select from the voting members in good standing of the Society in each Judicial District at least twice as many nominees for the office of Judicial Commissioner as are to be elected in such year from such District. After obtaining the consent of such nominees to become candidates, the Nominating Committee shall

submit its list of nominations to the Secretary of the Society on or before September 1st each year. Within ten days thereafter, the Secretary of the Society shall post a list of such nominations in a conspicuous place in the headquarters building of the Society and shall mail a list of such nominations to the secretary of each component society and shall give notice to the secretary of each said component society that the voting members of this Society within the several Judicial Districts have the right to make additional nominations by petition as hereinafter set forth. Promptly upon receipt of such notice and list of nominations, the secretary of each component society shall make such nominations known to the voting members thereof in such manner as shall be determined by the component society. Additional nominations may be made by petition signed by not less than twenty-five voting members in good standing in any Judicial District. Such nominating petitions shall be filed with the Secretary of this Society not later than October 15.

- 15.40 **BALLOT - ELECTION**—Under the direction of the Secretary of the Society, ballots shall be prepared for each Judicial District from which a member of the Commission is to be elected. On or before November 10 each year in which a member of the Commission is to be elected from such district, the Secretary of the Society shall send a ballot containing the names of all nominees, arranged in alphabetical order, to each voting member in good standing of the Society in such Judicial District. Ballots shall be marked and returned to the office of the Society no later than December 1 and any ballot bearing a return date later than such date shall not be counted. Each ballot, to be valid, must be voted for neither a greater nor a smaller number of nominees than are to be elected from such district at such election. The ballot furnished to voting members shall have printed upon it a copy of the preceding sentence.

The valid ballots so cast shall be tabulated and the results certified by the Secretary of the Society. In case of a tie vote, the winning candidate shall be determined by lot under the supervision of the Secretary. Those elected shall be notified by the Secretary and the names of those elected shall be made known to the members of the Society through publication in the Journal of the Society or by such other means as shall be directed by the Board of Directors.

- 15.50 **TERMS OF OFFICE**—At the election held in the year 1965, four members of the Commission shall be elected from District 1, and one each from District 2, 3, 4, 5, 6 and 7. At the first meeting of the Commission following the election in 1965, it shall be determined by lot that two of the members elected from District 1 shall serve for a term of three years each, one for a term of two years, and one for a term of one year. Thereafter, one member of the Commission shall be elected annually from District 1 to serve for a three-year term, provided, however, that in the year 1968 and each third year thereafter, two members shall be elected from District 1 to serve for terms of three years each. It shall

also be determined by lot at such meetings that two of the members elected from Districts 2, 3, 4, 5, 6, and 7 shall serve for terms of three years each, two for terms of two years each and two for terms of one year each. Thereafter, one member of the Commission shall be elected annually from each of Districts 2, 3, 4, 5, 6, and 7 in which an elective term expires, such election to be for a term of three years.

- 15.60 **VACANCIES**—Whenever a vacancy occurs as the result of the death or resignation of a Commissioner or from any other cause, the President of the Society shall have the authority, acting with the advice of the Regional Directors of the Judicial District affected, to appoint a Commissioner from the district affected, such appointee to serve until the next election of Commissioners at which time a Commissioner shall be elected to serve for a remainder of the unexpired term.
- 15.70 **ORGANIZATION OF THE COMMISSION**—The Commission shall meet as soon as feasible after each annual election and at such meeting select a Chair, a Vice-Chair, and such other officers as may be deemed desirable. The terms of such officers and their duties and responsibilities shall be as determined by the Commission.
- 15.80 **POWERS AND DUTIES**—The Judicial Commission shall have:
- 15.81 Authority to make binding interpretations of the Constitution and Bylaws of this Society and of the several component societies as they pertain to matters of ethics, mediation, grievance and discipline.
- 15.82 Authority to make ethical interpretations and decisions in accordance with the standards of the American Medical Association.
- 15.83 Sole appellate powers at the state level in all matters relating to ethics, professional conduct, mediation and discipline of members of component societies.
- 15.84 The power to entertain and exercise original jurisdiction in matters pertaining to ethics, mediation, conduct of members or discipline of members when requested to do so by any component society or by any member in good standing of this Society.
- 15.85 The power and authority to make and promulgate from time to time, rules and regulations governing all procedures pertaining to ethics, grievances, mediation, professional conduct and discipline of members, which rules and regulations shall be binding upon all component societies.
- 15.86 The power and authority to appoint such committees and to adopt such rules, regulations and procedures as, in the sole judgment of the Commission, are deemed desirable in carrying out the functions and purposes of the Commission.

16.00 COMMITTEES/TASK FORCES OF THE SOCIETY

- 16.10 **STANDING COMMITTEES**—The Board of Directors shall designate standing committees of the Society to deal with ongoing subjects. The chair and members shall be appointed by the Board of Directors upon recommendation of the Chair of the Board of Directors. Committee chairs shall be appointed to serve for a term of two years. Members shall be appointed to serve two-year staggered terms, and be eligible for re-appointment.

The Chair of the Board of Directors shall appoint at least one Board member to each standing committee. The Board member shall be a voting member of the committee. The Board member shall be expected to attend committee meetings, participate in committee activities, and interpret to the Board of Directors the committee's recommendations that come before it via special reports.

If necessary, a standing committee may appoint one or more of its members to research a subject. The subgroup shall report its findings to the standing committee.

Standing committees shall submit action reports to the Board of Directors on matters concerning MSMS policy or requiring the expenditure of MSMS funds, and informational reports as necessary to keep the Board of Directors informed. Each standing committee shall submit an annual summary of its activities, without recommendations, to the House of Delegates.

- 16.20 **LIAISON COMMITTEES**—The Board of Directors shall designate liaison committees to carry out MSMS liaison relationships with selected organizations and agencies. The chair and members shall be appointed by the Board of Directors upon recommendation of the Board Chair. Committee chairs shall be appointed to serve for a term of two years. Members shall be appointed to serve two- year staggered terms, and be eligible for reappointment.

The Chair of the Board of Directors may appoint a District Director to selected liaison committees. The District Director shall be a voting member of the committee, and shall be expected to attend committee meetings, participate in committee activities, and interpret to the Board of Directors the committee's recommendations that come before it via special reports.

If necessary, a liaison committee may appoint one or more of its members to research a subject. This subgroup shall report its findings to the liaison committee.

Liaison committees shall submit action reports to the Board of Directors on matters concerning MSMS policy or requiring the expenditure of MSMS funds, and informational reports as necessary to keep the Board of Directors informed. Each liaison committee shall submit an annual summary of its activities, without recommendations, to the House of Delegates.

- 16.30 **TASK FORCES**—The Board of Directors shall create task forces as needed for specific assignments. Each task force shall be charged to study certain problems and to recommend courses of action to the Board of Directors. The chair shall be appointed to serve for a term of two years. The members shall be appointed by the Board of Directors upon recommendation of the Board Chair.

Task forces shall submit action reports to the Board of Directors on matters concerning MSMS policy or requiring the expenditure of MSMS funds, and informational reports as necessary to keep the Board of Directors informed. The action of the task forces may be included in the Board of Directors Annual Report to the House of Delegates, if the Board Chair deems it appropriate.

17.00 OFFICERS

- 17.10 **TERM OF OFFICE**—Except as herein otherwise provided, officers shall take office immediately after the election and shall serve until the next Annual Session and until their respective successors shall have been elected. Regional Directors shall serve for three years and may not serve more than three consecutive terms, provided, however that a Regional Director may serve additional terms after an absence of at least one year.

A physician may not serve on the Board of Directors for more than 12 years in any capacity. The slotted, one-year positions for the Student Section, the Resident and Fellow Section, and the Young Physician Section will not be counted in the lifetime aggregate of 12 years.

- 17.20 **INDUCTION OF PRESIDENT**—At the Annual Session of this Society, next following election, the President-Elect shall be installed into and assume the office of the President, and shall serve until a successor takes office. The assumption of office shall take place in a General Meeting of the Society as a whole or in a meeting of the Annual Session of the House of Delegates.

- 17.30 **PRESIDENT**—The President shall be the principal spokesperson for the Society, communicating to the membership and the public the official action and policies of the organization. The President shall be the principal officer to liaison with component societies, and to report on the conditions and concerns of the membership. The President shall preside over the General Meeting of the Society and shall deliver the President's Address to the House of Delegates and participate in its deliberations but without vote.

The President shall be an ex officio member of the Board of Directors and its Executive Committee with power to vote therein.

The President shall perform such other duties as are imposed by the Constitution and Bylaws of this Society.

17.40 PRESIDENT-ELECT-DUTIES-SUCCESSION—

The President-Elect shall act for the President in the President's absence or disability. Should the office of President become vacant, the President-Elect shall succeed to the presidency for the unexpired term. Should the office of President thereafter again become vacant, the Board of Directors at a regular or special meeting, shall elect a President to serve until the next Annual Session of the Society.

The President-Elect shall be an ex officio member of the Board of Directors with the right to vote therein.

17.50 CHAIR OF THE BOARD—The Chair shall preside at all meetings of the Board of Directors and its Executive Committee and direct and supervise the preparation of the agenda for the meetings of the Board and the Executive Committee. The Chair shall consult with the Presidents and Chief Executive Officer as necessary and appropriate on behalf of the Society.

The Chair of the MSMS Board shall be familiar with the day-to-day operations of the Society and its executive staff, to provide advice and guidance regarding the implementation of policy.

17.60 VICE-CHAIR—The Vice-Chair of the Board shall preside at meetings of the Board in the absence of the Chair or at the Chair's request, and shall perform such other duties as custom and parliamentary usage require.

In the event the office of Chair is vacated through death or resignation, the Vice-Chair shall become Chair Pro Term until the next meeting of the Board when a new Chair shall be elected.

17.70 TREASURER—The Treasurer, under the direction and control of the Board of Directors, shall be the custodian of all the invested funds and the securities of the Society. The Treasurer shall be accountable through the Board of Directors to the Society. The Board of Directors shall cause an annual audit of the accounts to be made. The Treasurer shall be bonded in amount considered sufficient by the Board of Directors, the cost of such bond to be paid from the funds of the Society. The Treasurer shall perform such other duties as are imposed by the Constitution and Bylaws of the Society.

17.80 SECRETARY—The Secretary shall be a member of the Society and shall serve as the recording officer of the House of Delegates and the Board of Directors.

The Secretary, in addition to having the rights and duties ordinarily devolving on the secretary of a corporation by law, custom of parliamentary usage, and those granted or imposed in other provisions of the Constitution and these Bylaws, shall perform the following specific duties unless otherwise directed or assigned by the Board of Directors.

17.81 Perform ceremonial duties, including the administering of the oath of office to the incoming President.

17.82 Serve as official contact with the component medical societies concerning memberships and dues transfers.

17.83 Review requests for the use of the MSMS mailing list and authorize its use.

17.84 Serve as an official MSMS signatory for official regulatory and governmental documents.

17.85 Be available to the Chief Executive Officer and staff for consultation and advice on day-to-day staff problems.

17.90 CHIEF EXECUTIVE OFFICER—There shall be Chief Executive Officer, not necessarily a doctor of medicine or a member of the Society, who shall be designated by contract approved by the Board of Directors on an annual basis and who shall be remunerated in an amount which shall be fixed by the Board of Directors. The Chief Executive Officer shall be bonded in an amount considered sufficient by the Board of Directors, the cost of which shall be paid from the funds of the Society.

18.10 SPEAKER OF THE HOUSE OF DELEGATES—The Speaker of the House of Delegates shall preside at sessions of the House of Delegates. The Speaker shall perform such duties as custom and parliamentary usage require, and shall be a member of the Board of Directors and of its Executive Committee with the power to vote.

18.20 VICE-SPEAKER OF THE HOUSE OF DELEGATES—The Vice-Speaker of the House of Delegates shall assume the duties of the Speaker when the Speaker is absent at a meeting of the House of Delegates and at such other times as the House of Delegates or the Board of Directors (between Sessions of the House) shall determine. The Vice-Speaker shall be a member of the Board of Directors with the power to vote.

18.30 REMUNERATION—Each of the following officers, namely, the President, the Chair of the Board of Directors, the Secretary, the Treasurer, the Speaker of the House of Delegates, the President-Elect, and the Immediate Past President shall be entitled to draw from the funds of the Society a special expenses allowance in each year of incumbency of the office. The annual amount will be recommended by the Finance Committee to the Ways and Means Committee and approved or amended by the House of Delegates. These officers shall not be required to account to the Society for the expenditure of such funds, which shall be in addition to ordinary reimbursable expenses.

19.00 INDEMNIFICATION

19.10 The Board of Directors may indemnify any person for any liability, claim or expenses incurred or to be incurred, by reason of the fact that such person was or is a director, officer, employee, agent, or committee member of the Society, or was or is serving at the

request of the Society as a director, officer, employee, agent, or committee member of a corporation, partnership, joint venture, trust, or other entity owned, in whole or in part, by the Society, or established by the Board of Directors of the Society. The extent and terms of such indemnifications shall be determined by the Board of Directors of the Society, either in advance or on a case by case basis; provided, however, such indemnification shall not be broader or more inclusive than permitted by law either at the time of the act or omission to be indemnified against or at the time of carrying out such indemnification.

20.00 SPECIALTY AND ETHNIC MEDICAL SOCIETIES

20.10 RECOGNIZED SPECIALTY AND ETHNIC MEDICAL SOCIETIES—To provide representation for the interests of medical specialty and ethnic medical societies within the structure of the Michigan State Medical Society, Michigan specialty and ethnic medical societies can be recognized and eligible for a delegate and alternate delegate to the MSMS House of Delegates provided the criteria as set forth in Section 20.20 has been met. A list of recognized specialty and ethnic medical societies will reside in the MSMS Chief Executive Officer's Office.

20.20 CRITERIA—Specialty and ethnic medical societies that wish to be included as a recognized specialty or ethnic medical society must meet the following criteria: a) be statewide in scope, with a minimum of one meeting per year; b) be a statewide specialty or ethnic medical society at least five years old; c) have 25 or more active physician members of whom 50 or 50 percent or more maintain their membership in MSMS; and d) be approved by the House of Delegates.

The governing body of the specialty and ethnic medical society must take formal action requesting delegate representation by sending a letter to the MSMS Board of Directors. The Board would then determine if the society meets the criteria and, if so, make a recommendation to the House of Delegates.

The method of determining whether the specialty or ethnic medical society meets the membership criterion outlined in this section shall be the responsibility of the MSMS Board of Directors.

20.30 RESIDENT AND FELLOW SECTION—To provide representation for the interests of residents and fellows within the structure of the Michigan State Medical Society, there shall be a Section on Residents and Fellows, composed of resident physicians (physicians-in-training) who are residents in an AMA-recognized residency program in Michigan, fellows serving as their primary occupation in a structured educational program begun immediately upon completion of medical school, residency or fellowship training, and who are active members of MSMS, and of medical students after March 15 of their senior year.

The purpose of the Section will be to provide a forum within the organizational structure of the Society for the study and consideration of matters of special interest or significance to residents and fellows in Michigan.

At its annual meeting the Section shall elect a chair, a vice-chair, a secretary, a delegate and an alternate delegate to the MSMS House of Delegates, each of whom shall serve for a term of one year.

At its annual meeting, the Section shall elect a representative to fill the residents' seat on the Board of Directors for a one-year renewable term to begin at the first Board of Directors meeting after the House of Delegates. If a vacancy in the residents' seat should occur during a term, the vacancy shall remain unfilled until the next term.

20.40 MEDICAL STUDENT SECTION—To provide representation for the interests of medical students within the structure of the Michigan State Medical Society, there shall be a Section on Medical Students, composed of students of each established medical school in Michigan who are student members of MSMS.

The purpose of the Section will be to provide a forum within the organizational structure of the Society for the study and consideration of matters of special interest or significance to medical students in Michigan.

At its annual meeting, the Section shall elect a Governing Council consisting of a chair, a vice-chair, a secretary, a member of the Michigan Delegation to the AMA, and a representative to the MSMS Board of Directors. These officers shall all serve for one year-renewable terms to begin after the House of Delegates.

The Section shall also elect delegates to the MSMS House of Delegates, each of whom shall serve for one year. There shall be one delegate for every 50 MSMS student members.

If a vacancy in any of the officers' positions should occur during the term, that seat shall be immediately filled by election as provided in the Student Section Bylaws, with approval of the Board of Directors.

20.50 ORGANIZED MEDICAL STAFF SECTION—To provide representation for the interests of hospital medical staffs and of other delivery systems within the structure of the Michigan State Medical Society, there shall be an Organized Medical Staff Section composed of MSMS members, one to be elected by and from the active voting physician members with clinical privileges of each JCAHO-accredited hospital in Michigan, and each other delivery system accepted by the Governing Council.

The purpose of this Section is to provide a direct means to address the relationship between MSMS members and organized medical staffs.

At its annual meeting, the Section shall elect a chair, a vice-chair, a secretary and two at-large members. It shall also elect one delegate and one alternate delegate to the MSMS House of Delegates, each of whom shall serve for a term of two years.

- 20.60 **YOUNG PHYSICIANS SECTION**—To provide representation for the interests of young physicians within the structure of the Michigan State Medical Society, there shall be a section on young physicians, composed of physicians under 40 years of age and/or professionally employed through eight (8) years after residency and fellowship training programs, who are active members of MSMS.

The purpose of the Section will be to provide a forum within the organizational structure of the Society for the study and consideration of matters of special interest or significance to young physicians in Michigan.

At its annual meeting the Section shall elect officers in accordance with the Bylaws of the MSMS Young Physicians Section and a representative to fill the young physicians' seat on the Board of Directors for a two-year renewable term to begin at the first Board of Directors meeting after the House of Delegates. If a vacancy in the young physicians' seat should occur during a term, a representative chosen by the Young Physicians Governing Council may be appointed to fill the term, with approval by the Board of Directors.

- 20.70 **INTERNATIONAL MEDICAL GRADUATES SECTION**—To provide representation of the interests of international medical graduates within the structure of the Michigan State Medical Society, there shall be a section for international medical graduates composed of international medical graduates who are members of MSMS.

The purpose of this Section will be to provide a forum within the organizational structure of this Society for the study and consideration of matters of special interest and significance to international medical graduate in Michigan.

At its annual meeting the Section shall elect a delegate and alternate delegate to the MSMS House of Delegates.

21.00 REFERENDUM

- 21.10 **REFERENDUM AT SOCIETY MEETING**—Any General or Special Meeting of this Society as a whole, may, by a two-thirds vote of the voting members present, order a general referendum upon any question pertinent to the purposes and objects of the Society, organized medicine, or health of the public; provided, however, that a quorum at such General or Special Meeting shall consist of not less than 300 voting members of the Society who are in good standing.

- 21.20 **REFERENDUM BY HOUSE OF DELEGATES**—The House of Delegates by a majority vote may submit any question pertinent to the community and organized medicine to the membership of the Society for its vote, such vote to be taken by county societies and certified by their respective secretaries to the Secretary of this Society.

Two-thirds of the vote cast shall be required to carry the question.

22.00 SEAL

- 22.10 **SEAL**—The Society shall have a common seal. The power to change or renew the seal shall rest with the Board of Directors.

23.00 EMERGENCY

- 23.10 **EMERGENCY ACTION BY BOARD OF DIRECTORS**—When prompt speech or action is imperative, authority to speak or act in the name of this Society is vested in the Board of Directors or the Executive Committee of the Board of Directors.

24.00 DEFINITION OF SESSION AND MEETING

- 24.10 **SESSION**—A session shall mean all meetings at any one call.
- 24.20 **MEETING**—A meeting shall mean each separate convention at any one session.

25.00 AMENDMENTS

- 25.10 **AMENDMENTS-PROCEDURE**—These Bylaws may be amended by a majority vote of the delegates seated, after the proposed amendment is laid on the table until the next session, unless by consent of 75 percent of the delegates present and voting, such time requirement is waived, in which event the said amendment may be voted upon at the next meeting of the House of Delegates. The amendment or amendments to these Bylaws become effective immediately upon adoption.

Official Procedures for the Judicial Commission

of the Michigan State Medical Society

(ADOPTED APRIL 14, 1971, AND AMENDED JANUARY 31, 1973)

In accordance with Paragraphs 15.80 through 15.86 of the Bylaws of the Michigan State Medical Society, the Judicial Commission of the Michigan State Medical Society does hereby declare the following rules, regulations and procedures to govern all matters pertaining to ethics, grievances, mediation, professional conduct, and discipline binding on the Michigan State Medical Society and each of its component medical societies.

I. Disciplinary Procedure for Component Medical Societies

The procedure to be followed by each component society on its complaints of original jurisdiction with respect to the censure, suspension or expulsion of a member shall be in accordance with Paragraphs 7.00 through 9.30 of the Bylaws of MSMS. The procedure to be followed by each component society in cases referred to it by the Judicial Commission shall be expressly subject to the procedural rules hereinafter set forth.

II. Mediation Committees for Component Medical Societies

The procedure to be followed by each component medical society on its complaints of original jurisdiction regarding grievances of non-members shall follow the procedural outline in Paragraphs 10.00 through 10.40 of the Bylaws of MSMS. The procedure to be followed by each component society in cases referred to it by the Judicial Commission shall be expressly subject to the procedural rules hereinafter set forth.

III. Procedural Rules for the Judicial Commission involving ethics, grievances, mediation, professional conduct, and discipline of members of the Michigan State Medical Society

1. All questions of ethics referred to the Judicial Commission must be in writing. No matter under active litigation will be accepted for processing. Matters involving alleged infractions of civil and criminal law are generally outside the scope of the Judicial Commission.
2. When a proper complaint is received, it shall be recorded and forwarded when appropriate to the component medical society of which the physician named is a member.
3. The component medical society shall process the complaint, review the case, determine its merits, and report its conclusions in writing to the complainant with copies to the physician involved and to the Judicial Commission.
4. The Judicial Commission requires that a complainant and the physician involved be informed of the right of appeal to the Judicial Commission from the final ruling of a component society.

5. All properly entered complaints shall be processed by the component medical society within 60 days. Each complaint and its investigation shall be kept confidential except to members of the Judicial Commission or its agents and the members of the committees of the component medical societies investigating the complaint.

6. Jurisdiction over complaints received by the Judicial Commission and forwarded to a component medical society rests with the component medical society designated by and at the discretion of the Judicial Commission. Apart from supervisory function of the judicial mechanism, the Judicial Commission serves as an appellate tribunal except under circumstances deemed by the Judicial Commission such that regional jurisdiction by a component medical society would not properly serve the purposes of the complainant, the physician involved, or the public or profession in general. Such discretionary powers are set forth hereafter under the section of this document—V. “Jurisdiction of the Judicial Commission.”

7. Complaints from a component medical society directed to the Judicial Commission which concern matters about another component society shall be processed by the Judicial Commission in a manner similar to a complaint from a member individual but shall remain the proper business of the Judicial Commission itself without reference.

IV. Procedure for Appeal to the Judicial Commission

1. A member of a component society censured, suspended, or expelled by his or her county society may appeal from the action of such component society to the Judicial Commission of MSMS within a period of 60 days succeeding the date of such censure, suspension or expulsion. Appeals shall be in writing and be filed within said period of 60 days with the Chair of the Judicial Commission at the Michigan State Medical Society headquarters office. Said appeal shall be accompanied by a record of the entire proceedings before the component society duly certified by its secretary, provided the Chair of the Judicial Commission may, in his or her discretion, extend the time of the appellant to file such record. Upon the filing of such an appeal, the Chair shall present it to the next subsequent meeting of the Judicial Commission. Written notice of not less than 10 days of the time and place of the hearing shall be given to the appellant member and the president and secretary of the component society involved.

2. In hearing appeals, the Judicial Commission shall review all questions of procedure, and may, in its discretion, review the evidence contained in the record of the original proceedings held before the proper committee of the component society. The Judicial Commission may make findings of fact contrary to, or in addition to, those made by the committee of the component society. Such findings may be based on the evidence adduced by the committee of the component medical society, either with or without the taking of evidence by the Judicial Commission. The Judicial Commission may, for the purpose of making such findings or for other purposes in the interest of justice, take additional evidence of or concerning facts material to the questions involved, or may, for such purpose, appoint a committee of its members to act as referees for the taking of such evidence.

- (a) Such referees shall render a report in writing to the Judicial Commission, which report shall contain a clear statement of the facts found by the referees from the testimony or evidence adduced.

3. The Judicial Commission may affirm, reverse, or modify the decision of the proper committee of the component society so reviewed or make such other disposition of the proceedings as it may deem proper.
4. The Judicial Commission may exert, through a committee thereof, prior to the hearing being held on the appeal, all proper efforts at conciliation and compromise.
5. The MSMS may be represented by its attorney to advise the Judicial Commission. The appellant may likewise be represented by his or her attorney.
6. The decision of the Judicial Commission shall be final and bind the appellant member and the component society unless further appealed to the American Medical Association as set forth hereunder.

V. Jurisdiction of the Judicial Commission in respect to all matters relating to discipline of members of MSMS

1. The Judicial Commission, within its sound discretion, may take original jurisdiction of any question appropriately referred to it and conduct hearings thereon without referral to a component society.
2. The procedure in original jurisdiction hearings shall follow rules set forth in the MSMS Bylaws, paragraphs 8.40 through 8.70.
3. In cases of original jurisdiction, the Judicial Commission will report its recommendations to the governing body of the component society for implementation.
4. Any decision of the Judicial Commission affirming a decision of a component medical society which disciplines a member or a component medical society itself so disciplined may be appealed to the

appropriate agency of the American Medical Association upon such terms, conditions and in accordance with such procedure as may be set forth in the Constitution and Bylaws of the American Medical Association. Any decision of such agency of the AMA shall be final and binding upon all parties of the appeal.

5. The decision of the component medical society if not appealed or of the Judicial Commission if original or appealed for the settlement of a complaint, although binding upon a member physician, cannot be made binding upon a non-physician. Since, however, the submission of a complaint by a lay person to the judicial mechanism or settlement is an act of good faith, it can be assumed that the recommendation of the Judicial Commission or the proper committee of a component medical society will be accepted by non-physicians.

VI. Grievances Against Non-Member Physicians

The Judicial Commission is without jurisdiction over physicians who are not members of MSMS but recognizes the obligation of organized medicine to act in the best interests of those doctors and of the public. The Commission and the component medical societies will undertake to mediate grievances and matters of ethics and professional conduct when requested by the person or persons in controversy with the non-member M.D. physician, providing the latter agrees to accept the services of the Society in this aspect and agrees to abide by its procedural rules, and to the condition that the Society reserves the right at its discretion, when appropriate, to disclose pertinent information to the Michigan Board of Medicine. Lacking this agreement or such approval from the non-member, the Society may at its discretion forward the complaint as received to the Michigan Board of Medicine.

The procedures to be followed shall, to the extent relevant, be those set forth in the Official Procedures promulgated April 14, 1971, including the underlying MSMS Bylaws section recited therein. The original jurisdiction for component societies noted in the Official Procedures shall be emphasized in these mediations. If the non-member and the complaining party reside in different counties, the component society jurisdiction within which the non-member physician has his or her principal practice shall be the venue of the hearing unless the Judicial Commission exercises its power to take original jurisdiction. The procedural rules set forth in Article II of said Official Procedures shall be adhered to as literally as possible. The appeal procedures of Article IV, save for those sections which are patently irrelevant, shall likewise be controlling.

- VII. The Judicial Commission expressly reserves to itself the jurisdiction to amend these rules from time to time as it deems appropriate, and to publish same.

These rules of procedure accepted and promulgated by the Judicial Commission of the MSMS on this date hereby govern the Michigan State Medical Society in all such matters and any provisions of the Constitution and Bylaws of MSMS in conflict therewith shall have no effect.

Judicial Commission Districts

Michigan State Medical Society

A map of Michigan divided into seven judicial commission districts, each labeled with a large black number. The districts are defined by county boundaries and names:

- District 1:** Berrien, Cass, St. Joseph, Branch, Hillsdale, Lenawee, Monroe.
- District 2:** Oakland, Macomb, Wayne.
- District 3:** Livingston, Ingham, Eaton, Barry, Allegan.
- District 4:** Saginaw, Bay, Huron, Sanilac, Tuscola, Lapeer, Genesee.
- District 5:** Van Buren, Kalamazoo, Calhoun, Jackson, Washtenaw.
- District 6:** Mason, Lake, Osceola, Clare, Gladwin, Arenac, Oceana, Newaygo, Mecosta, Isabella, Midland, Montcalm, Gratiot, Muskegon, Kent, Ottawa, Ionia, Clinton, Shiawassee.
- District 7:** Leelanau, Benzie, Grand Traverse, Manistee, Wexford, Missaukee, Roscommon, Ogemaw, Iosco, Antrim, Charlevoix, Otsego, Montmorency, Alpena, Presque Isle, Cheboygan, Emmet, Chippewa, Mac Nac, Schoolcraft, Delta, Alger, Marquette, Baraga, Iron, Dickinson, Gogebic, Ontonagon, Houghton, Keweenaw.

Notes

Notes