

# MACOMB COUNTY MEDICAL SOCIETY BYLAWS

Last Amended November 2009



**Macomb County Medical Society**

P.O. Box 551

Lexington, MI 48450-0551

Phone: 810-712-2546

Toll Free: 877-264-6592

[www.macombcms.org](http://www.macombcms.org)

## **CHAPTER 1**

### **Definitions**

As used in these Bylaws the expression "this Society" shall mean the Macomb County Medical Society; the words "State Society" shall mean the Michigan State Medical Society.

## **CHAPTER 2**

### **Power and Duties**

**Section 1. Duties.** This Society shall have general direction of the affairs of the medical profession within Macomb County. Its influence shall be constantly asserted to better the scientific, the moral and material condition of every doctor of medicine and/or osteopathy within its jurisdiction. Systematic efforts shall be made by each member and by this Society as a whole to increase its membership until it embraces every reputable practitioner of medicine.

**Section 2. Roster.** This Society shall, through its Secretary, keep a roster of its members and, to the extent practicable, a list of non-affiliated doctors of medicine in said county as well as resident doctors of medicine in the armed forces and the Public Health Service of the United States. Such roster shall indicate the full name, address, the name of the medical college and date of graduation, the date of license to practice in this state and such other information as may be deemed useful.

## **CHAPTER 3**

### **Qualifications for Membership**

**Section 1. Admission.** Admission to membership in this Society is not a matter of right but one of privilege, to be accorded or withheld in the sole discretion of the Society. This Society shall be the sole judge of the qualifications of its members, however, admission cannot be denied on the basis of race, color, creed, gender or national origin.

**Section 2. Location.** To qualify as a member in any classification hereinafter specified, except an associate member, a person shall maintain a professional practice or residence within the County of Macomb.

**Section 3. Training.** An applicant must be a graduate of a fully accredited medical/osteopathic school.

**Section 4. License.** An applicant must hold an unrevoked permanent license to practice medicine/osteopathy in Michigan, or if unlicensed, must be engaged in academic teaching, research, administration, residency or fellowship or must be retired.

**Section 5. MSMS Membership.** All members of this Society, except affiliate members, are and must be members of the State Society.

**Section 6. Ethics.** In addition to the qualifications specified in these Bylaws, it is hereby made a qualification for membership and of its continued tenure the acceptance of and adherence to the Principles of Medical Ethics of the American Medical Association, in accordance with the interpretation thereof by the Board of said Association and such other qualifications as may be provided by the Bylaws of the State Society.

## **CHAPTER 4**

### **Classification of Members**

**Section 1. Definitions.** As used in these Bylaws, except as otherwise herein expressly qualified, whenever the terms "physician", "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."

**Section 2. Active Member.** To be eligible for active membership, a physician must hold an unrevoked permanent license in Michigan, or, if unlicensed, must be engaged in academic teaching, research or

administration. To maintain active membership, the physician must comply with all of the provisions of the Bylaws of the Society. Physicians in training may become active members if they hold permanent licenses.

**Section 3. Active Member Part-Time.** A member who works less than twenty hours per week may be placed in the part-time dues category. Dues for this category will be one-half the annual active membership dues rate. Members in this category will have all the privileges of active membership. Eligibility for this category will be verified on a yearly basis.

**Section 4. Active Member, Dues Exempt.** A member in any of the following three categories shall be classified as "Active Member-Dues Exempt" and shall have all the privileges of active membership:

- A. Inactive. A member who is not actively engaged in the practice of medicine by reason of physical disability, illness or other good reason set forth by the Secretary of the Society may be excused, fully or partially, from payment of dues.
- B. Post Graduate Study. Active membership may be maintained for any member who is out of practice due to postgraduate medical studies or who is in any approved residency/fellowship training program. The Board shall determine the dues for such members.
- C. Voluntary Service. Active membership may be maintained for any member who serves as a missionary or who participates for nominal or no compensation in a government sponsored volunteer medical program in the United States or abroad. The Board shall determine the dues for such members.

**Section 5. Temporary Licensees and Students.** The Society may admit to membership medical students and physicians in training who do not have a permanent license as Student Members. They shall pay no dues, and may not vote or hold office.

**Section 6. Retired Members.** A member, who has maintained active membership in one or more component society of the Michigan State Medical Society for a period of five or more years and who has retired from practice, may request transfer to the retired member category, provided the member's dues have been paid to the end of the previous calendar year.

Retired 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.

**Section 7. Life Members.** A doctor of medicine who has maintained an active membership in good standing with dues paid for the previous calendar year and who, during the current calendar year, will attain the age of 70 years may be voted into Life membership. A Life member shall pay no dues but shall have the right to vote and hold office.

**Section 8. Service Members.** Service members shall pay no dues but shall have the right to vote and hold office.

- A. Military. A member in good standing who serves on active duty in the military forces of the United States may be transferred to Service membership status for the period of time that he/she is in such service.
- B. Commissioned Medical Officers. A commissioned medical officer of the United States Army, Navy, Public Health Service, or physician employed by the Veterans' Administration, on duty in this county and who is not engaged in the private practice of medicine, may be granted Service Member status.

**Section 9. Honorary Member.** The Society may elect as an honorary member any person distinguished for his services or attainments in medicine or the allied sciences or who has rendered other services of unusual value to organized medicine or the medical profession.

**Section 10. Associate Members.** The Society may elect as an associate member any physician residing and practicing outside of the county who is a member in good standing of another Michigan component society. An associate member shall not have the right to vote or hold office and shall pay county dues.

**Section 11. Affiliate Members.** The Society may elect to affiliate membership non-physicians whose areas of endeavor are related to medicine and medical practice. Affiliate members shall pay county dues, however, they shall not have the right to vote or hold office. The Board shall, in its sole discretion, determine who shall be eligible for such membership and how many affiliate memberships shall be available during any given calendar year.

## **CHAPTER 5**

### **Application and Election**

**Section 1. Application.** A candidate for active membership in this Society shall make written application thereof by completing the regularly prescribed form for such purpose. All applications shall be endorsed by two active members of any County Society. The filing of an application shall constitute admission by the applicant that he/she is familiar with the terms of the Bylaws of this Society and shall also constitute an agreement that, if accepted for membership, the applicant will abide by the Bylaws of this Society and any amendments required of members and will submit to such disciplinary measures as may be imposed for infractions pursuant to these Bylaws and amendments thereof.

**Section 2. Election.** The Secretary shall publish any application for membership in the society bulletin. The application shall thereupon be referred to the Membership and Credentials Committee for investigation and recommendations. The Committee shall make its recommendations to the Board. The Board shall make its recommendation to the Society. Upon favorable recommendation, the applicant may be elected to membership by a majority vote of the members present at any meeting of this Society. Should the recommendation of the Board be that the applicant be disapproved, election of such applicant shall require the affirmative vote of three-quarters of those members present at any regular meeting. Reapplication for membership from a rejected candidate will not be accepted for one year after this Society has rejected an applicant.

## **CHAPTER 6**

### **Transfer of Membership**

**Section 1. In State to Macomb County Medical Society.** Whenever a member of another County Society seeks to transfer to this Society, he/she shall meet the following requirements:

- A. The physician shall meet the qualifications with respect to residence or maintenance of a practice as provided in Section 2 of Chapter 3 of these Bylaws.
- B. The physician shall make formal application for membership in this Society.
- C. The physician shall cause a certificate of good standing from his/her County Society to be forwarded to the Secretary of this Society.
- D. At the meeting of this Society next following receipt of such application and certificate, the applicant for transfer shall then be subjected to election by a majority vote of the members present.

**Section 2. In State from Macomb County Medical Society.** Whenever a member of this Society seeks to transfer his/her membership to another County Society and requests certification of good standing, the physician shall meet the following requirements:

- A. The physician shall have paid all dues and assessments of this Society for the calendar year next preceding his/her application for transfer.

- B. The physician shall have paid all required dues and assessments in this Society for that year within which he/she seeks to transfer his/her membership.
- C. The physician shall have paid in full all dues and in full all dues and assessments in the State Society for the year in which application for transfer is made.
- D. The physician shall not at the time of such application be under suspension or facing charges of unethical conduct.

**Section 3. Out State from Macomb County Medical Society.** Whenever a member of this Society moves to another state, such member may tender a letter of resignation to be effective at the beginning of the following year. If such member shall have met the requirements set forth in Section 2 of this Chapter, the Secretary of this Society shall issue to the member a certificate of good standing.

## **CHAPTER 7**

### **Privileges and Duties of Members**

**Section 1. Privileges.** Except as otherwise provided in these Bylaws, every voting member of this Society who is in good standing shall be privileged to attend, participate in and vote at the meetings of this Society and shall be eligible to hold any office of this Society.

**Section 2. Duties.** Every member of this Society shall be an upright person, shall conform to a high standard of morals, and shall be diligent and conscientious in the performance of his/her duties.

## **CHAPTER 8**

### **Dues, Arrears and Assessments**

**Section 1. Annual Dues.** The annual dues of this Society shall be in an amount determined by the Board. The annual dues shall be payable September 1 of each year and shall include the annual dues of the State Society applicable to the class of membership.

**Section 2. Arrears.** Any member who shall have failed to pay his/her annual dues on the date in any year which coincides with the suspension date of the American Medical Association (currently March 1), shall be notified in writing of this delinquency. If such dues are not paid within ten days following such written notice, the name of such delinquent member shall be placed on the list of non-affiliated physicians and such a physician shall be regarded as a member not in good standing.

**Section 3. Delinquent Dues.** Any member whose dues are in arrears for one year or less may regain membership privilege by full payment. If his/her dues are in arrears for more than one year, the physician may regain membership only in like manner as an original applicant and his/her application shall be accompanied by an amount equaling his/her delinquent dues together with those of the then current year.

**Section 4. Semi-Annual Adjustment.** For the purpose of determining the dues of new members only, the fiscal year of this Society shall be divided into semi-annual periods. New members shall pay adjusted annual dues and assessments for the unexpired period of the year of admission.

**Section 5. Special Assessments.** Special assessments may be levied by the Board subject to approval thereof of this Society. Written notice of intention to levy such assessments, stating the proposed amount and purpose thereof, shall be given to each member ten days prior to the meeting at which such assessment is to be submitted for vote.

**Section 6. First Year Practice.** The annual dues available to this Society by a member who, by reason of such member's election to membership during the member's first year of regular employment, shall be 25 percent of the amount of regular dues during the first year of practice, 50 percent of such amount the second year of practice, 75 percent of such amount 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 levied assessments.

## **CHAPTER 9**

### **Conduct and Discipline of Members**

**Section 1. Standards of Conduct.** It is the duty of every member of this Society to conduct oneself both professionally and personally in conformity with the high standard imposed on such member's professional association as a condition of continued membership therein.

**Section 2. Grounds for Discipline.** The conduct of a member of this Society which is contrary to the standards prescribed in this chapter shall be grounds for discipline whether or not the act or omission occurred in the course of a physician-patient relationship. Without limitation of the foregoing, any of the following shall also be grounds for discipline.

- A. Unprofessional and dishonest conduct as defined by Act 368 of the Michigan Public Acts of 1978, as amended.
- B. Conviction of a felony under the laws of any state or the United States of America.
- C. Revocation, suspension or temporary suspension of license to practice a member's profession.
- D. Violation or disregard of the Bylaws, principles, rules, regulations or orders of this Society, the State Society or of the member's professional association.
- E. Defaming or otherwise unjustly reflecting on the integrity, character or professional performance of a fellow member.
- F. Any conduct which is prejudicial to or tends to expose the medical profession or this Society or the State Society to contempt or reproach, or which is in anyway contrary to ethics, honesty or good morals.

**Section 3. Discipline.** Definition and Purpose. Discipline as used in this chapter shall include reprimand, suspension and expulsion. Any such discipline is not punishment for wrong doing but is intended solely as a measure necessary to maintain the dignity, integrity, purposes and high principles of this Society and of the State Society. There is an obligation to report discipline to the Board of Examiners.

**Section 4. Authority to Discipline.** This Society may discipline any member on any of the grounds and in the manner set forth by this chapter provided that every member of this Society against whom disciplinary action is proposed or taken shall be accorded the benefit of the procedures in this chapter prescribed. The expulsion or suspension of any member from this Society shall be subject, however, to the right of appeal to a review by the Board of the Michigan State Medical Society and the American Medical Association as hereinafter provided.

**Section 5. Ethics and Mediation Committee.** This Society shall have a committee designated the Ethics and Mediation Committee, charged with duties and powers concerning the maintenance of standard of conduct and discipline of members including the duties and powers specifically set forth in this chapter. Whenever any matter of alleged misconduct is referred to the Ethics and Mediation Committee, such committee shall have the right to conduct investigations and hearings thereon, both informal and formal, and to make findings of fact and recommendations to the Board for discipline.

**Section 6. Request for Investigation.** Disciplinary measures shall be initiated by a request of an active member or committee of the Society for investigation of misconduct alleged to have been committed by any member of the Society. All such requests shall be in writing, signed by one or more members of this Society, filed in duplicate with the Society, and shall be referred to the Ethics and Mediation Committee of the Society. Each request shall contain a brief statement of details of each act of alleged misconduct and the approximate time and place thereof. Before any such request and statement shall be considered by the Ethics and Mediation Committee, a copy thereof shall be mailed to the respondent at his/her last known address by

registered or certified mail. It shall be the duty of the respondent, within fifteen days after receipt of such copy, to make a full and fair disclosure in writing of all material facts and circumstances pertaining to his/her conduct in relation to the matters set forth in such statement. Such written disclosure shall be mailed to the Secretary of the Society by registered or certified mail. The failure to make such disclosure or any misrepresentation or concealment of any such facts or circumstances by the respondent shall be grounds for discipline. The principals in an investigation are required to notify the Society of any legal action initiated and/or finalized.

**Section 7. Investigation, Reprimand, Dismissal.** The Ethics and Mediation Committee shall make an informal investigation of the matters set forth in any such request and statement. On the conclusion of such investigation, the results thereof shall be informally considered by the committee at a meeting thereof. It shall be the duty of the respondent to attend such meeting on request and, to answer fully and fairly all questions pertaining to his/her conduct that may be put to him or her by any member of the committee. If the Ethics and Mediation Committee decides that there are no grounds for discipline, the committee may authorize the dismissal of the matter. If, in the judgement of the committee, the material facts disclosed by the investigation are true and are sufficient to warrant only a reprimand without a formal complaint, the Ethics and Mediation Committee may forthwith administer such reprimand without a formal complaint unless a formal hearing is demanded by the respondent. It shall be the duty of the Ethics and Mediation Committee to report such dismissal of reprimand in writing to the Board together with the reasons thereof.

**Section 8. Formal Complaint and Notice of Hearing.** If the Ethics and Mediation 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 Ethics Committee and signed by the chairperson or vice-chairperson thereof. A copy of such complaint shall be filed with the Society. Thereupon, it shall be the duty of the Ethics and Mediation Committee or its chairperson 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 not less than thirty days before the date of such hearing. The notice of hearing may be signed on behalf of the committee by its chairperson or any member thereof. The giving of such notice shall be conclusive evidence of the finding of reasonable cause to believe that the respondent is guilty of the alleged misconduct.

**Section 9. Answer and Formal Hearing.** 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 Ethics and Mediation Committee within fifteen days after service of the copy of 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. It shall be the duty of the respondent to appear before the Ethics and Mediation Committee in person at the time and place specified in such notice. At such formal hearing it shall be the duty of the respondent to answer fully and fairly all questions pertaining to such respondent's conduct which may be put to him or her by any member of the committee. Formal hearing shall be conducted fairly but not necessarily in accordance with all rules governing court trials. A record shall be made of the proceedings at such hearings.

**Section 10. Findings and Report.** If upon formal hearing the Ethics and Mediation Committee finds that the charges of misconduct are not established by a preponderance of the evidence, the committee shall dismiss the complaint and shall so report to the 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 discipline by way of a reprimand, the committee shall administer such reprimand and shall make a written report of the proceedings heard 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 committee and shall be filed with the Society.

**Section 11. Action by Society.** Following the filing of such report of the Ethics and Mediation Committee recommending suspension or expulsion, the Board 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 Ethics and Mediation

Committee. Suspension or expulsion from membership shall require the affirmative vote of not less than two-thirds of the members of the Board present at the meeting.

If any measure of discipline is adopted by the Board, the members of the Society must express their approval by a two-thirds affirmative vote of members present at the next meeting.

**Section 12. Action on Report.** Additional testimony – whenever the Ethics and Mediation Committee files a report with the 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 Society at which such recommendations are to be considered and acted upon 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 why he/she should not be suspended or expelled from the 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 interest of justice requires additional testimony to be taken, the matter shall be re-referred to the Ethics and Mediation Committee for such purpose. In such event the Ethics and Mediation Committee shall cause 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 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.

**Section 13. Finality and Effectiveness of Order.** Any order of suspension or expulsion from membership shall be final and effective immediately, however, the respondent shall be given the opportunity to reinstate membership after exhausting all remedies of appeal and review in accordance with the provisions of this chapter.

**Section 14. Appeal Procedure.** Any member claiming to have been aggrieved by an order of suspension or expulsion may appeal to the Board 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 such appeal. The notice shall be served on the Board of the Michigan State Medical Society and on this Society by registered or certified mail addressed to the respective secretaries thereof.

Unless notice of appeal is so served within fifteen 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 Society shall forward to the Board of the Michigan State Medical Society, the complete record of the matter including copies of the order appealed from, all reports of the 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. Upon request of the Board or Ethics Committee of the Michigan State Medical Society, this Society shall furnish such further information in writing as may be deemed necessary for the proper and full review of the matter.

**Section 15. Exception to Procedures.** Any member of this Society whose license to practice in his/her respective field shall have been revoked, suspended or temporarily suspended, or who shall have been convicted of a felony in any state or federal court may be summarily expelled from this Society without benefit of or resort to the procedures prescribed in this chapter.

**Section 16. 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 nonprejudicial irregularity or for any error not resulting in a miscarriage of justice.

The provisions of this chapter shall be liberally constructed for the maintenance of the dignity, integrity, purposes and high principles of this Society shall apply to all pending matters of misconduct as far as may be practicable and to all future matters, notwithstanding the alleged misconduct occurred prior to the adoption of the provisions of this chapter.



## **CHAPTER 10**

### **Meetings**

**Section 1. Regular Meeting.** Regular meetings of this Society shall be held at such times and places as may be determined by the Board.

**Section 2. Special Meeting.** Special meetings may be called at the discretion of the Board or on the written request of not less than ten percent of the active members. The call for such meeting shall be made in writing not less than forty-eight hours prior to such meeting and shall specifically set forth the nature of the business to be transacted.

**Section 3. Annual Meeting.** The annual meeting of the Society shall be held during the last quarter of each year and the date shall be at the discretion of the Board.

**Section 4. Quorum.** Fifteen active members shall constitute a quorum at any general meeting of this Society.

## **CHAPTER 11**

### **Election of Officers**

**Section 1. Nominations.** Nominations for President-Elect, Secretary, Treasurer, Delegates and Alternate Delegates shall be made by the nominating committee and presented to the membership in a written communication to all voting members on September 1. Nominations, with prior approval of the nominee, shall be received from the membership during the September meeting of the Society. Candidates for each office, except the office of President, shall be presented. The office of President shall not be voted upon, rather, the President-Elect shall automatically succeed the President.

**Section 2. Election.** Election shall be by ballot mailed to all voting members by October 15. The results will be presented to the membership at the November meeting.

**Section 3. Delegates.** The number of Delegates and Alternate Delegates to the House of Delegates of the Michigan State Medical Society shall be determined by the Michigan State Medical Society in accordance with the number of members of this Society.

- A. The President, President-Elect and Immediate Past President shall automatically be appointed as Delegates.
- B. The remaining Delegates and Alternate Delegates shall be elected by the membership.
- C. The Delegates and Alternate Delegates, except the President and President-Elect, shall be elected for a one-year term.
  - A. Young Physician Section Delegates.
    - 1. One Delegate and one Alternate Delegate to the Young Physicians Section of the House of Delegates of the Michigan State Medical Society shall be elected by the membership.
    - 2. The Delegate and Alternate Delegate shall be elected for a one-year term, and may be elected to more than one consecutive term.
    - 3. The Delegate and Alternate Delegate shall be 40 years of age or younger and/or professionally employed for less than eight years, at the time of election.
  - B. International Medical Graduate Section Delegates.
    - 1. One Delegate and one Alternate Delegate to the International Medical Graduate Section of the House of Delegates of the Michigan State Medical Society shall be elected by the membership.

2. The Delegate and Alternate Delegate shall be elected for a one-year term, and may be elected to more than one consecutive term.
3. The Delegate and Alternate Delegate shall not be elected to any other Delegate office.

**Section 5. Vacancy.** The unexpired term of any office left vacant for any cause shall be filled by appointment by the Board except in the case of vacancy in the office of the President-Elect in which case the unexpired term shall be filled by vote of this Society in the same manner as provided for the original election of a President-Elect.

**Section 6. Assumption.** Except as herein otherwise provided, all officers shall assume their respective duties on January first, next.

## **CHAPTER 12**

### **Duties of Officers**

**Section 1. President.** The President shall preside over all meetings of this Society. He/she shall be an ex-officio member of all committees except as is in these Bylaws otherwise provided. He/she shall have general powers and duties of supervision usually vested in the office of President of an organization.

**Section 2. President-Elect.** The President-Elect shall assist the President in the performance of his/her duties and shall act for the President in his/her absence. In case of vacancy in the office of President, occasioned by any cause whatsoever, the President-Elect shall succeed to the presidency. He/she shall be a member of the Board. He/she shall in addition, have such powers and duties as are commonly incident to the office of Vice President of an Organization.

**Section 3. Secretary.** The Secretary shall be a member of the Board. He/she shall attend all meetings of the Society and of the Board and take and preserve true minutes of the proceedings of all such meetings. He/she shall receive and care for all other records and papers of this Society. He/she shall keep himself/herself advised of any changes or amendments to the Bylaws of the State Society and invite to the attention of the Board of this Society any such changes or amendments in order to cause the Bylaws of this Society to be made consonant therewith. He/she shall certify to the Secretary of the State Society, the names of the Delegates and Alternate Delegates who shall represent the Society at any annual or special session of the House of Delegates of the State Society.

**Section 4. Treasurer.** The Treasurer shall be a member of the Board. He/she shall have custody of all funds and securities of this Society and keep in books full and accurate accounts of all receipts and disbursements. He/she shall deposit all monies, securities and other valuable effects in the name of this Society in such depositories and places as may be designated for that purpose by the Society or Board. He/she shall disburse the funds of this Society as may be regularly ordered and shall render whenever required by the President or the Board an account of all his/her transactions as Treasurer and of the financial condition of this Society. If required by the Board, he/she shall deliver to the President and keep in force a bond in form, amount and with a surety satisfactory to the Board conditioned for faithful performance of his/her duties of office. The Treasurer or such other officer as may be designated by the Board, or the Executive Director shall sign all checks evidence of indebtedness and other official documents of the Society. He/she shall also perform such other duties as are required of his/her office by these Bylaws or appropriate action of the Board of the Society.

**Section 5. Delegates and Alternate Delegates.** The Delegates, and in their absence or disability the Alternate Delegates, shall attend and faithfully represent the members of this Society in the House of Delegates of the State Society. They shall present a report on the proceedings of the House of Delegates at the next regular meeting of the Society.

**Section 6. Executive Director.** There shall be an Executive Director, not necessarily a physician or a member of the Society, who shall be appointed by the Board and shall be remunerated by a salary which shall be fixed by the Board. The officers shall, with the approval of the Board, assign duties to the Executive Director.

## **CHAPTER 13**

### **Board of Directors**

**Section 1. Composition.** The Board shall consist of the President, President-Elect, Secretary, Treasurer, Delegates, Alternate Delegates and Immediate Past President. They shall be elected from among the active members by paper ballot before the annual meeting. The Secretary of the Society shall act as Secretary for the Board and the President of the Society shall act as chairperson of the Board.

**Section 2. Meeting.** Regular meeting of the Board shall be held within the week prior to the regular meeting of the Society. A quorum for such meetings shall be six members of the Board. Meetings of the Board may be called by the Secretary at the request of the President or two or more members of the Board.

**Section 3. Duties.** The Board shall consider all questions involving the rights and standing of the members and shall pass upon all applications for membership. It shall make further inquiry into the condition of the profession of the county and shall have authority to adopt such methods as may be deemed most efficient for building up and increasing interest in the Society. It shall be the further duty of the Board when such bond is required, to hold the official bond of the Treasurer for the faithful execution of such office, to audit and authenticate the accounts annually and to provide suitable meeting places for itself and the Society.

**Section 4. Authority.** The Board shall have the power to act for the Society in the interval between meetings when prompt action is reasonably required. It is further authorized to perform such routine duties as may come before it. Its actions shall be reported by the Secretary at the next regular meeting of the Society. The actions of the Board shall be final after such actions.

**Section 5. Resolutions.** Resolutions, motions, or petitions, which concern or which are designed to change Society policy, must be submitted or presented in written form to the President two weeks before the next regular meeting, or at any regular meeting of the Society.

Resolution, motions, or petitions submitted to the President shall be considered by the Board at the next meeting of that body, and presented with recommendation to the Society at the next regular meeting of the Society for discussion and vote. Resolutions, motions, or petitions presented at any regular meeting of the Society may be discussed at the pleasure of the majority of the members present, but no vote will be taken until the matter is referred to the Board for recommendation as above.

**Section 6. Discretion.** The President or presiding officer may rule as to whether a motion from the floor concerns or does not concern Society policy, however, he/she may be overruled and such action voided by a vote of the majority of the Board present at the meeting.

**Section 7. Indemnification.** The Board 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. The extent and terms of such indemnification shall be determined by the Board 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.

## **CHAPTER 14**

### **Committees**

**Section 1. Standing Committees.** The Standing committees of this Society shall be appointed by the President annually and shall be as following:

- |                                     |                     |
|-------------------------------------|---------------------|
| A. Bylaws                           | E. Nominating       |
| B. Ethics and Mediation             | F. Program          |
| C. Legislative and Social Economics | G. Public Health    |
| D. Membership and Credentials       | H. Public Relations |

**Section 2. Special, Select, or Ad Hoc Committees.** Special, Select, or Ad Hoc Committees may be established by the President as the occasion may require, to evaluate and/or resolve specific issues or concerns.

**Section 3. Responsibilities.** The committees shall file a written report of their conclusions and recommendations with the Secretary of the Society.

**Section 4. Functions.** The functions of the committees shall be designated by the Board.

- A. The Bylaws Committee shall receive all assignments relative to amendments and may propose same.
- B. The Ethics and Mediation Committee shall maintain the standards of conduct and discipline of the members, as provided in Chapter 15.
- C. The Legislative and Social Economic Committee shall inform the Board on legislative measures at local, state and national levels which may effect patient care, shall promote legislation which will be in the interest of quality medical care, shall serve as liaison committee of the Society with these groups, and shall inform and advise the Board on current government medical care plans and programs.
- D. The Membership and Credentials Committee shall use its best efforts to encourage every physician in Macomb County in good standing and eligible to become a member of the Society, and shall review and make recommendations to the Board regarding qualifications for membership.
- E. The Nominating Committee shall be composed of the President, President-Elect, and the Immediate Past President, with the Immediate Past President serving as chairperson, and shall nominate and obtain confirmation of all candidates for all offices, as provided in Chapter 11.
- F. The Program Committee shall be chaired by the President-Elect and shall plan and implement the regular, special, and annual meetings of the Society.
- G. The Public Health Committee shall be the liaison committee between the Society and the Michigan Department of Public Health and any other governmental organization or group interested in public health.
- H. The Public Relations Committee shall disseminate information affecting the health and general welfare of the public, and shall be the liaison committee between the Society and civic and business organizations.

## **CHAPTER 15**

### **Ethics and Mediation**

**Section 1. Policy.** One of the responsibilities of this Society is to foster friendly and harmonious relations between the medical profession and the public. To implement such policy, there shall be established by the Society, a standing committee designed as the Ethics and Mediation Committee.

**Section 2. Purpose.** The purpose of such committee shall be:

- A. To afford the public an informal means of making known to the profession any alleged grievance arising from a physician-patient relationship.
- B. To resolve misunderstandings between physician and patient or between this Society and the public.
- C. To reconcile differences between physician and patient by means of persuasion and explanation.

**Section 3. Duties and Powers.** It shall be the duty and authority of such committee to:

- A. Receive, hear, examine, investigate and consider complaints from members of the public arising from a physician-patient relationship.
- B. Adopt rules governing the performance of its functions provided such rules are not inconsistent with the applicable provisions of these Bylaws.
- C. Invite response and cooperation from any member of the Society involved in such complaint. The inexcusable failure of a member to respond to and cooperate with the committee shall be deemed misconduct for which discipline may be exacted in the manner provided in Chapter 9 of these Bylaws.
- D. Initiate disciplinary measures in the manner provided in Chapter 9 of these Bylaws whenever the committee has reasonable ground to believe that a member has been guilty of any conduct for which discipline is provided in these Bylaws.
- E. Carry out to the best of its ability the declared purposes of such committee within the means hereby specified and limited.

**Section 4. Limitation and Powers.** As between the complainant and a member of the Society, the powers of the committee shall be limited to efforts promoting understanding or agreement between the parties by means of conciliation. The committee shall not act as a trial body for the purpose of rendering decisions or awards as a substitute for the judgement of a court or any other similar purpose, however, members of the committee shall be insulated from liability for defamation and slander to the extent provided to members of a trial body.

## **CHAPTER 16**

### **Amendments**

These Bylaws may be amended by the affirmative vote of two-thirds of the members entitled to vote and present at any regular meeting, provided that any proposed amendment shall have been presented in writing and read at the next regular meeting.