MICHIGAN STATE MEDICAL SOCIETY

CONSTITUTION AND BYLAWS

With Amendments adopted by the House of Delegates through ______________, 2019
MSMS Constitution

2017 Edition

With Amendments Adopted by the House of Delegates Through __________, 201

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.
1) 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, DISTRICT DIRECTORS AND ELECTED REPRESENTATIVES 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 District Directors and shall be elected as provided in the Bylaws.

Section 2. — AMA DELEGATES—The elected representatives of this Society shall be the
Delegates and Alternate Delegates—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)

Section 3.—ELECTION OF OFFICERS, DIRECTORS, AND AMA DELEGATES—The President, President-Elect, Speaker of the House of Delegates, Vice-Speaker of the House of Delegates, District Directors, and Delegates and Alternates to the American Medical Association shall be elected by the House of Delegates, except as may be otherwise provided by the Bylaws with respect to the filling of vacancies. The Secretary and Treasurer shall be elected by the Board of Directors in the manner and for such terms as are prescribed by the Bylaws. (See Bylaws, Sections 13.40 and 14.10.)

ARTICLE IX—THE BOARD OF DIRECTORS

Section 1.—COMPOSITION—The Board of Directors shall be the executive body of the Society. It shall consist of 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 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) One District Director from each Director District or one District Director for 500 voting members (or the major fraction thereof) when the number of voting members in a District exceeds 500. Any change in the composition of the Board of Directors based upon a change in the number of voting members in a District shall be determined as of December 1, and implemented at the next Annual Session of the House of Delegates.

c) One Director elected by those members in each of the membership classifications as 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 individuals directors elected must remain in the category elected for the entire term.

d) The following ex officio Directors: (i) the Chair of the Delegates-delegates to the AMA or another member of the delegation, designated as a substitute, shall serve on the; and (ii) the two members serving as the physician representatives on the Blue Cross Blue Shield of Michigan Board of Directors as an ex officio member.

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—This DATE—Unless otherwise provided herein, this
Constitution or any amendment thereto and all amendments hereto shall become effective
immediately upon its adoption by the House of Delegates.
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 District-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 therefrom. 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 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 Suspected Member - If an Active Member’s license is suspended, his/her component society may change his/her membership classification to “Suspected Member.” Those in the Suspected 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 Suspected 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.
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 District Directors and Delegates to the House of Delegates; will be eligible for Society insurance and member rate for Society sponsored continuing education.

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 District Directors and Delegates to the House of Delegates; will be eligible for Society insurance and member rate for Society sponsored continuing education.

LIFE MEMBERS

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.

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.

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.

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.

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.

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.

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.

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.

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.

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.

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.

MEMBERSHIP—REGULATION

MEMBERSHIP AS PRIVILEGE - NOT RIGHT— Admission to membership in any
compartment 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.

ADJOINING COUNTY—A doctor of medicine whose principal location of
practice is near a county may, with the permission of the Board of Directors
of this Society, and upon being duly elected thereto, hold membership in the
component society most convenient for the member to attend.

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.

4.40 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 location, 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
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 constitutes 
defamation or otherwise unjust reflection on the integrity, character 
or professional performance or reputation of a fellow member of the 
profession, or

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. The Directors of the respective Districts of the Society within which holding membership in a component society is situated shall be are eligible to-for membership on such committee 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
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, retired 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 retired) 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 district director Regional Director of its district 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 district director Regional Director by two or more component societies, said district director 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 Director District 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 DISTRICT DIRECTORS—The House of Delegates shall elect the District Directors upon the nominations of the delegates from the Director Districts in which vacancies occur. REGIONAL DIRECTORS—Regional Directors shall be elected as provided in Article IX, Section 1(a) of the Constitution. Each component society in a Director District Region shall be notified in writing by the Secretary—of the Society at least sixty days in advance of the Annual Session when a District Regional Director is to be elected from that Director Region.

If, by reason of death or resignation, a vacancy in the office of Director Regional Director occurs at any time other than during an Annual Session, each component society in the Director District in which each vacancy occurs shall be promptly notified in writing by the Secretary of the Society. Thereupon the seated delegates of such Director District Region may caucus, and if a majority of the seated delegates from such Director Region submit a nomination to the Board of Directors to fill such vacancy, the Board of Directors shall appoint such nominee to serve as interim Director of such District until the House of Delegates, at its next Annual Session, elects a Director for that District 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 Director Regional Director occurs during an Annual Session of the Society, the delegates of the component societies in the Director Region affected shall be given notice thereof and afforded time to caucus and consider nominations to fill such vacancy.

If, by reason of implementation of Article IX, Section 1, of the Constitution, a vacancy in the office of a District Director occurs, the House of Delegates, at its next Annual Session, shall elect a Director to fill any new District Director position.

If, by reason of implementation of Article IX, Section 1, of the Constitution, a Director-District loses a District-Director seat, the Director-Director who has the least seniority in the Director-District shall be removed as a District Director at the next Annual Session of the House of Delegates.

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
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 Delegate 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 Standard Code of Parliamentary Procedure by Alice Sturgis 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 District-Regional 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.

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.

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.

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.

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

**REMOVAL OF DISTRICT REGIONAL DIRECTOR**—Upon written complaint signed by not less than one-half of the Delegates from a Director-District Region presented to the House of Delegates in Annual or Special Session charging that the Director-District 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 District-Regional Director may be removed from office and a successor elected.

**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; and

14.64 To render an Annual Report to the House of Delegates.

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.

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 DIRECTOR DISTRICTS—There shall be fifteen Director Districts composed, respectively, of the component societies listed and allocated:

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.

First District—Wayne
Second District—Clinton, Eaton, Hillsdale, Ingham, Jackson
Third District—Branch, Calhoun, St. Joseph
Fourth District— Allegan, Berrien, Cass, Kalamazoo, Van Buren
Fifth District—Barry, Ionia-Montcalm, Kent, Ottawa
Sixth District—Genesee, Shiawassee
Seventh District—Huron, Lapeer, St. Clair, Sanilac
Eighth District—Gratiot, Isabella-Clare, Midland, Saginaw, Tuscola
Ninth District—Grand Traverse—Leelanau-Benzie, Manistee, Northern Michigan
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

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 I, 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 District 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. With the exception of District Directors, they and shall serve until the next Annual Session and until their respective successors shall have been elected. Subject to the implementation of any change mandated under Article IX, Section 1, of the Constitution, District Regional Directors shall serve for three years. District Directors and may not serve more than three consecutive terms the same individual, 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 Temp 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.