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3 Title: Upper Peninsula Regional Director Constitution and Bylaws Amendment
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5 Introduced by: David Whalen, MD, for the Grand Traverse-Leelanau-Benzie County
6 Delegation
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8 Original Author: Bradley P. Goodwin, MD
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10 Referred To: Reference Committee C
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12 House Action: **APPROVED, SECOND and FINAL READING**
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14 Whereas, as a result of the most recent reorganization of the MSMS Board of Directors
15 there are only two geographic board positions for a vast, diverse portion of the state of Michigan
16 where only one position has been routinely filled, and
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18 Whereas, it is currently stated in the MSMS Constitution that "one Regional Director must
19 hold membership in a county located in the upper peninsula" (Article IX, Section 1), and
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21 Whereas, for a variety of reasons it is not always possible to recruit active participation of
22 MSMS member physicians from the upper peninsula willing to serve as a Regional Director, and
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24 Whereas, no other Region has such specific exclusionary geographic requirements stated in
25 the Bylaws regarding the selection of Regional Director; therefore be it
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27 RESOLVED: That the MSMS Constitution Article IX, Section 1(a) be amended by **addition** to
28 read as follows:
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- 30 a) Two Directors (the "Regional Directors") from each of the nine regions depicted on
31 Exhibit A to the Bylaws (each a "Region" and collectively the "Regions"). The
32 Regional Directors shall be elected by those members holding membership in a
33 county located in that Region. No more than one Regional Director may hold
34 membership in a single county unless a region consists of a single county. One
35 Regional Director must hold membership in a county located in the upper peninsula
36 **unless no such member is available in which case, the two Regional Directors**
37 **from the lower peninsula portion of Region 9.**
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40 WAYS AND MEANS COMMITTEE FISCAL NOTE: \$2,000-\$4,000

Relevant MSMS Bylaws:

ARTICLE IX—THE BOARD OF DIRECTORS

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

- a) Two Directors (the "Regional Directors") from each of the nine regions depicted on Exhibit A to the Bylaws (each a "Region" and collectively the "Regions"). The Regional Directors shall be elected by those

members holding membership in a county located in that Region. No more than one Regional Director may hold membership in a single county unless a region consists of a single county. One Regional Director must hold membership in a county located in the upper peninsula.

- b) The President, President-Elect, Immediate Past President, Secretary, Treasurer, Speaker and Vice Speaker of the House of Delegates.
- c) One Director elected by those members in each of the membership classifications defined in Sections 2.50 and 2.60 of the Bylaws, and one Director elected by those members in the Young Physicians Section as defined in Section 20.60 of the Bylaws. These seats will be for one-year renewable terms, and the directors elected must remain in the category elected for the entire term.
- d) The following ex officio Directors: (i) the Chair of the delegates to the AMA or another member of the delegation, designated as a substitute; and (ii) the two members serving as the physician representatives on the Blue Cross Blue Shield of Michigan Board of Directors.
- e) Up to six Directors elected by the House of Delegates representing those constituencies deemed from time to time the most relevant to the current health care marketplace to be designated by the nominating committee of the House of Delegates with input from the Board of Directors and the House of Delegates (the "Designated Directors"). The Designated Directors shall serve three-year terms. Designated Directors may not serve more than three consecutive terms; the same individual may serve additional terms after an absence of at least one year.

MSMS Bylaws - 13.20 ELECTION OF REGIONAL DIRECTORS—

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

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