

Wayne County Medical Society of Southeast Michigan Bylaws (Amended July 31, 2015)

ARTICLE I NAME

The name of this organization shall be the Wayne County Medical Society of Southeast Michigan, hereafter called the Society or WCMSSM.

ARTICLE II PURPOSES

1) To promote and encourage the unity and loyalty of WCMSSM physicians into a strong and cohesive medical society by bringing into one organization, physicians of the Society to associate with the Michigan State Medical Society and the American Medical Association, by acquiring and holding such real and personal property as may be necessary for the full and proper execution of the corporate purposes as detailed herein, and by keeping informed and proactive as needed with Federal, State and County laws, rules and regulations as they affect the delivery of health care.

2) To protect and preserve the physician right to choose how he or she shall practice medicine, so long as it meets the requirements of medical ethics, and to insure that high quality of medical care and the patient's choice of physician be maintained.

3) To promote, encourage and maintain the highest standard of professional skill, safe practices and medical ethics, by extending medical knowledge and advancing medical science with the sponsorship, promotion and maintenance of programs of accredited continuing medical education.

4) To provide the WCMSSM, its members, the public and third parties a mechanism for hearing grievances in a fair and equitable manner and enlightening the public on matters of health, scientific medical advancements and problems of medical care.

ARTICLE III MEMBERSHIP CLASSIFICATION

Section 1. Eligibility - Admission to membership in the Wayne County Medical Society of Southeast Michigan is not a matter of right but one of privilege. Qualified physicians in Southeast Michigan, and others hereinafter specified, are eligible for membership in accordance with the classifications and qualifications defined below. The Society shall be the sole judge of the eligibility of individuals seeking membership and shall at its discretion admit them to membership. There shall be no discrimination on the basis of race, color, religion, national origin, age, sex, height, weight, marital status, sexual orientation or country of medical education.

Section 2. Active Members - Physicians engaged in medical pursuits in Southeast Michigan who are legally qualified to practice medicine in the State of Michigan, who are of good moral and professional standing, are eligible for active membership. By virtue of the Charter granted this Society, all active members of this Society are automatically members of Michigan State Medical Society and may become members of the American Medical Association upon payment of the current dues of that organization.

Section 3. Physicians in Training - Physicians-in-training in AMA approved programs that have licenses to practice medicine in Michigan and are serving in any approved hospital in Southeast Michigan are eligible to become active members of the WCMSSM upon formal application and approval by the Board of Directors. Physicians in training and teaching fellows not engaged in private practice may be continued or admitted as Physicians in Training members by vote of the Board of Directors. By virtue of the charter granted to this Society, all Physicians in Training members of the Society, are automatically members of the Michigan State Medical Society, and may become members of the American Medical Association, upon payment of current dues of that organization.

Section 4. Student Members - Students enrolled in allopathic or osteopathic schools are eligible for student membership in the Wayne County Medical Society of Southeast Michigan. By virtue of the charter granted to this Society, all student members of this Society are automatically a member of the Michigan State Medical Society, and may become members of the American Medical Association, upon payment of current dues of that organization.

Section 5. Active Emeritus (Retired) Members - A member who has been elected an active emeritus member, who pays a membership maintenance 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; will be eligible for member rate for Society sponsored continuing education. Active Emeritus members declining to pay the membership maintenance fee shall be transferred to Emeritus status.

Section 6. Emeritus Members - A member who has been elected an emeritus member, who does not pay the membership maintenance fee set by the Board of Directors, shall be classified as an emeritus member. Emeritus members will not receive Society publications by mail; may not serve on committees; may not vote in elections and

hold officer positions; will be included in the Society membership count; will be eligible for Society sponsored continuing education.

Section 7. Non-Resident Members - Physicians residing and practicing outside of Southeast Michigan, who are members in good standing of their own medical society, may, by vote of the Board of Directors be elected non-resident members of the Society as long as they retain membership in their own county society.

Section 8. Inactive Members - At the discretion of The Board of Directors, an active member who is temporarily not in the active practice of medicine because of illness, postgraduate study, government service, or other reason, may be placed on an inactive list and shall not be required to pay dues. Upon return to active practice in Southeast Michigan, the member may be reinstated to active membership subject to payment of current dues and affirmative vote of the Board of Directors.

Section 9. Honorary Members - Honorary membership may be conferred by vote of the Society on those deemed worthy of special honor because of long or distinguished public or professional service. Nomination for honorary membership shall be made to and approved by the Board of Directors prior to presentation to the Society. A certificate of honorary membership shall be awarded. Honorary membership shall be held at the discretion of The Board of Directors.

Section 10. Affiliate Members – Laypersons in areas of endeavor that are related to medicine and the practice of medicine may be elected to affiliate membership. Affiliate members shall pay no dues, may not vote or hold office.

ARTICLE IV MEMBERSHIP

Section 1. Mode of Admission - Any eligible person who desires to become a member of this Society must make application in writing on a regular form prescribed by the Board of Directors. The names of all applicants shall be published in the official publication. Admission shall be by vote of the Board of Directors, and will be certified upon receipt of the appropriate annual dues. All applications, of both admitted and rejected candidates, shall be filed by the Secretary for future reference.

Section 2. Transfer of Membership - A qualified physician may be admitted into membership provided there is a letter of record from the transferring component county medical society, and upon approval of the Board of Directors.

Section 3. Transfer to Another County - A member in good standing wishing to transfer to another county component society must submit such request in writing to the Membership Committee. Upon action, by the Board of Directors, certification of the member's standing shall be communicated to the component county society, and dues prorated.

Section 4. Privileges of Membership – Active and retired members of the Society shall have the right and privilege to vote, hold office, and share in the property of the Society. Physicians in Training shall not have the right to vote for Society officers, hold office or share in the property of the Society, however, Physicians in Training shall have the right to vote for delegates within the physicians in training district, as outlined in Article VII. Student members shall not have the right to vote for Society officers, hold office or share in the property of the Society, however, student members shall have the right to vote only for delegates within the medical student district, as outlined in Article VII. With the exception of Emeritus Members, all other categories of members shall be entitled to participate in the scientific, social and service benefits of membership, but shall not be entitled to vote, hold office or share in the property of the Society. No member under suspension shall enjoy any of the rights or privileges of membership except the right to appeal, until reinstated.

Section 5. Standards of Conduct - The Principles of Medical Ethics of the American Medical Association are accepted as the standard of professional conduct for each member. It is considered a fundamental principle of the Society that the efficient medical and surgical care of the public rests upon the close, personal, and confidential relationship between physician and patient. The grounds for discipline and the procedure for discipline of members shall conform to those set forth in the MSMS Bylaws. Appeal procedures shall follow those outlined in the Michigan State Medical Society Bylaws.

ARTICLE V DUES

Section 1. Source - The Finance Committee shall annually determine the dues for each category of membership. For active members in the first year of practice, dues shall be reduced according to a schedule determined by the Society Finance Committee. Statements sent to members for annual dues shall indicate that the dues include an annual subscription to the official publication of the Society.

Section 2. Delinquency in Payment - Except as provided in Section 3, any member, as determined by the MSMS drop date for non-payment of dues, shall be listed as delinquent and stricken from the rolls of the Society, but may become reinstated upon payment.

Section 3. Dues Reduction and Exemptions - Any member who is unable to pay annual dues in full or in part may submit a written request to the Finance Committee for a dues reduction or exemption. Such requests shall

delineate the personal circumstances and/or hardships. The Finance Committee shall have the authority to act on such requests for the current year. Should the hardship continue, a written request must be submitted annually for the Board's consideration.

Section 4. Special Assessments - Special Assessments may be levied by the Finance Committee upon approval by The Board of Directors.

Section 5. Voluntary Contributions - Voluntary contributions also may be utilized to meet the needs of the Society or its subsidiaries. The Finance Committee shall administer designated gifts and contributions.

ARTICLE VI – OFFICERS AND DUTIES

Section 1. President

A. The President, elected as specified in Section 2 below, shall assume office at the expiration of the term as President Elect and shall serve for one year and until a successor is elected and installed.

B. The President shall preside at all the regular and special meetings of the general Society. The President shall be Chair of The Delegate Body but also may designate a Chair. The President shall be Chair of The Board of Directors, a member of The Finance Committee, a Delegate to the Michigan State Medical Society, a member ex officio without vote of all committees of the Society, a member of The Editorial Board of the official Society publication and shall appoint such committees as provided in Article IX of these Bylaws.

C. The President shall perform such duties as custom and parliamentary usage require and such as are delegated by these Bylaws.

D. The President shall, upon expiration of one term as President, serve on The Finance Committee for one year.

Section 2. President Elect

A. The President-Elect shall be elected annually by a ballot of all active and retired members of the Society.

B. The President Elect shall assist in the performance of such duties as the President shall request and in the absence of the President, shall preside at meetings of the Society. The President Elect shall be a Delegate to the Michigan State Medical Society and a member of The Board of Directors and The Finance Committee, a member of the Editorial Board of the official Society publication and shall be an ex officio member without vote of all other committees.

C. Upon expiration of the term as President, the President Elect shall assume the presidency of the Society.

D. The President Elect shall serve as Vice Chair of The Delegate Body and serve as Chair in the absence of the President.

Section 3. Secretary

A. The Secretary shall be elected annually by a ballot of all active and retired members of the Society, and shall be eligible for re-election for not more than two additional consecutive terms.

B. The Secretary shall be a Delegate to the Michigan State Medical Society, a member of The Board of Directors, a member of the Editorial Board of the official Society publication, chair of the Membership Committee and an ex officio member without vote of all committees.

Duties

1) Shall attend all meetings of the Delegate Body and The Board of Directors and serve as chair in the absence of the President and President Elect and shall keep minutes of their respective proceedings.

2) Shall be the custodian of the Seal of the Society and of all records and papers belonging to the Society except such as properly belong to the Treasurer.

3) Shall maintain a correct list of the members of this Society and shall maintain membership records and the action taken on same.

4) Shall make all required reports to the Michigan State Medical Society.

5) Shall provide Delegates and Alternate Delegates to the Michigan State Medical Society with proper credentials.

Section 4. Treasurer

The Treasurer shall be appointed annually by The Finance Committee prior to the Annual Meeting of the Society each year and shall be eligible for appointment for not more than three consecutive terms.

Duties

1) Shall receive all funds due the Society.

2) Shall disburse funds from the treasury upon authorization.

3) Shall submit the accounts to such examinations as The Finance Committee may direct and shall render to the Trustees, such accounts of official acts and of the state of funds of the Society, as they require.

4) Shall furnish the Secretary of the Society upon request a list of members who have paid their current dues and those who are in arrears.

The books of the Treasurer shall be open at all times to the inspection of an auditor appointed by The Finance Committee or of any member in good standing of the Society.

Section 5. Chair of the Finance Committee

The Chair of The Finance Committee, elected annually by the Board as provided in Article X, shall prepare an agenda and shall preside at all meetings of The Finance Committee.

Section 6. Executive Vice-President

There shall be an Executive Vice-President, not necessarily a Doctor of Medicine or member of the Society, who shall be appointed by The Finance Committee and who shall be remunerated by a salary which shall be fixed by The Finance Committee. The President, the Board of Directors and the Finance Committee shall assign the duties of the Executive Vice President.

Section 7. Salaries

No officer or member of this Society shall receive any salary, pecuniary profit or emolument from the Society except at the discretion of The Finance Committee. The honor of official connection shall be considered sufficient recompense for any duty performed. However, any officer whose duties in the opinion of The Finance Committee require clerical assistance shall be provided with such help.

Section 8. Terms of Office

All officers elected at the annual election shall assume the duties of their respective offices at the close of the annual meeting and remain in office until the next annual meeting or until their successors are elected and seated or qualified. The President Elect shall assume the duties of the President at the next annual meeting following his election as President Elect except as provided in Article VI, Section 9 below.

Section 9. Vacancies

A. With the exception of the President Elect and the President and unless otherwise specified in these Bylaws, vacancies on The Board of Directors shall be filled with a qualified member by appointment of the President with the approval of The Board of Directors until the next election.

B. In the event of death, incapacitating illness, resignation or removal of the President less than two months prior to the Annual Meeting, The Board of Directors shall declare the President Elect as Acting President. If the vacancy in the office of President occurs more than two months prior to the Annual Meeting, The Board of Directors shall elect one of its own members to serve as Acting President until the next Annual Meeting at which time the President Elect will assume the Presidency.

C. In case a vacancy occurs in the office of President Elect more than two months prior to the Annual Election, The Board of Directors shall declare a special election to fill this office. Nominations and the election shall be in accordance with the regular election procedures outlined in these Bylaws.

D. If the vacancy in the office of President Elect occurs within two months of the annual election, the office of President Elect shall remain unfilled until the next annual election. The vacancy in the office of the President shall be filled at the annual election.

E. In the event of the death, incapacitating illness, resignation or removal of both the President and the President elect, the Board of Directors shall elect one of its own members to serve as President until the next annual meeting, at which time all vacancies shall be filled by the Society.

Section 10. Procedures for Recall

If the President, President Elect, Secretary, the Board of Directors or a Trustee is remiss in his or her duties, he or she may be recalled from office. Such action shall be initiated by a petition, signed by at least ten percent of the members of The Board of Directors. The request for recall shall be approved at a general membership meeting of the Society by a two-thirds vote of the members present and having been printed in two issues of the official publication of the Society next preceding the meeting. Prior to the vote the person subject to recall shall have the right to present his or her view to the membership at a general membership meeting of the Society. If the Editor or the Treasurer fails to carry out his or her duties, he or she may be removed at the discretion of The Board of Directors by a two-thirds vote. As soon as the recall has been approved by vote, the office shall be declared vacant and a successor appointed in accordance with the procedures outlined in these Bylaws.

ARTICLE VII - DELEGATE BODY

Section 1. Composition – The Delegate Body of this Society shall be composed of the President, who may serve as its Chair but also may designate a Chair; President Elect, who shall be Vice Chair; Secretary and volunteers from hospitals, medical groups, specialty societies or geographic areas. The number of delegates is based on a ratio of one (1) delegate for each twenty-five (25) members or major fraction thereof. Members of hospitals or others as noted above with more than ten but less than twenty-five (25) members shall have one delegate.

The Directors to the Michigan State Medical Society, members who represent specialty societies as a Delegate or Alternate to MSMS, chairs or vice chairs of committees and AMA Delegates and Alternates shall be invited members of The Delegate Body, ex officio without vote, unless elected by other means as specified in these Bylaws.

The Physicians In Training membership is eligible to a voting delegate based on a ratio of one delegate for each twenty-five (25) WCMSSM Physicians In Training or a major fraction thereof.. The Physicians in Training selection shall be conducted by the Physicians in Training membership in a manner of their choosing.

The Student membership is eligible to a voting delegate based on a ratio of one (1) delegate for each twenty-five (25) WCMSSM Student Members or a major fraction thereof. The Student Membership in a manner of their choosing shall conduct the Student Delegate selection.

Section 2. Duties

A. The Chair, Vice Chair, Secretary, designated Delegates and Alternates, when needed, shall attend and represent the members of this Society in the House of Delegates of the Michigan State Medical Society. They shall promote the recommendations of this Society as communicated through its officers and the Board of Directors.

B. At the first meeting of the Delegate Body eligible members (excluding the WCMS President, President Elect, Secretary and Immediate Past President) shall be nominated to serve on the Board of Directors. Fifteen (15) members, at least five (5) of whom are under age 45, shall be elected. The Board of Directors members shall be elected by mail ballot distributed to all eligible delegates.

C. The Delegate Body shall receive and review all reports and actions of The Board of Directors.

D. The Delegate Body shall present a report and/or recommendations to The Board of Directors following each meeting of The Delegate Body.

E. The Delegate Body may establish such committees, as it deems necessary to carry out its duties.

Section 3. Meetings and Quorum

A. The Delegate Body shall meet at least four times per year and additional meetings will be upon call of the Chair.

B. A quorum shall be one third of the voting members present. Actions of the Delegate Body shall be by a majority vote of the quorum present.

ARTICLE VIII THE BOARD OF DIRECTORS

Section 1. Composition

A. The Board of Directors shall be composed of members of the Society in good standing who are elected or appointed according to the provisions of these Bylaws and one lay person annually elected by the Board of Directors at the meeting prior to the Annual Business Meeting. The Board of Directors of this Society shall be composed of those officers (President, President Elect, Secretary, elected by the general membership, fifteen (15) members elected by the Delegate Body, at least five (5) of whom are under age 45 at the time of election, the Treasurer elected by the Finance Committee, the Chair of the Finance Committee, and one Physician In Training and one Student member, elected by their members. No more than five (5) Active Emeritus Members may be elected to the Board of Directors. Failure of elected members to attend one (1) of the first two (2) meetings without prior notification of the President and without being excused by the President, will result in said member(s) being dismissed from the Board of Directors. The President shall appoint replacements. The following members will serve ex officio without vote: a member of the MSMS Directors from the Society, a member of the AMA Delegation from the Society, the WCMS Alliance President and the Editor of the WCMSSM official publication.

Section 2. Duties

A. All powers not otherwise expressly assigned by these Bylaws shall be vested in the Board of Directors. The Board of Directors shall be the policy-making body of the Society and shall consider all matters brought before it by the officers of the Society, The Delegate Body, the Finance Committee, committees or MSMS Directors from the Society.

B. Board of Directors shall have jurisdiction over all membership matters including admission to membership and discipline of members. The power of reprimand, suspension or expulsion of members resides with the Board of Directors solely. Appeal may be made in accordance with the MSMS Constitution and Bylaws.

C. The Board of Directors shall have authority to establish such standing or ad hoc committees, as it may from time to time deem necessary in addition to the committees provided in Article IX, which it shall maintain.

D. The Board of Directors shall have the right to overrule any action of the Finance Committee by a two-thirds vote of those present at any regular or special meeting of The Board of Directors.

Section 3. Meetings

Regular - Unless otherwise ordered, the Board of Directors shall hold meetings at such time and place as it may determine.

Special - the Chair of the Board of Directors may call special meetings at any time he or she deems it necessary or upon the written request of five (5) Board of Directors.

Section 4. Quorum - One-third of the voting members of the Board of Directors shall constitute a quorum for the transaction of business. Actions of the Board of Directors shall be by a majority vote of the quorum present.

Section 5. The Board of Directors or Vacancies - Vacancies in the position of Board of Directors elected by the Delegate Body shall be filled by vote of the Delegate Body. All other vacancies shall be filled as prescribed by these Bylaws.

Article IX – COMMITTEES

The President with the approval of The Board of Directors shall appoint the following standing committees: Bylaws, Committee on Legislation and Community Affairs, Committee on Medical and Public Health Issues, Ethics, Medical Education, Membership, Nominations and Election, Peer Review, Planning and Resolutions.

The President may appoint such other committees as deemed necessary by The Board of Directors to carry on the work of the Society during his or her term of office. Each standing committee shall continue to function until the new committee has been appointed. All other committees shall cease to exist on the day of the first meeting of the new Board of Directors. The President may appoint Physicians in Training and Student members to any committees as deemed necessary or appropriate. Each chair shall call the members of the committee together to organize as soon as feasible after its appointment. It shall be the responsibility of the committee chair to report to The Board of Directors. All such reports must be in writing and no action shall be taken without the approval of The Board of Directors and/or The Finance Committee. Matters of policy affecting the medical profession in Southeast Michigan, which are discussed and approved by the committees of the Society, shall be referred to The Board of Directors for final approval before any action is taken. At the end of the Society year each committee chair shall submit to The Board of Directors, a written review of the year's work of the committee together with recommendations.

The Finance Committee may allot each committee an annual appropriation according to the available funds of the Society. Each committee shall keep its expenditures within its appropriation. If exigencies arise whereby additional funds are necessary for a committee to carry on its work, it must first make application to The Finance Committee for an increase of its appropriation before obligating itself or the Society for any debts.

Section 2. Standing Committees

The Bylaws Committee shall receive all assignments relative to amendments to the Bylaws and may propose such amendments.

Committee on Legislation and Community Affairs shall act as the liaison with legislative, community and civic groups and organizations to appropriately communicate with such organizations and to foster positive images of medicine and physicians.

Committee on Medical and Public Health Issues shall disseminate information affecting the health and general welfare of the public. The committee shall work with the individual medical specialties and will be the liaison committee between the Society and the departments of health and any other governmental organization or group interested in the field of public health.

Peer Review/Ethics Committee shall maintain the standards of conduct and discipline of the members. This committee shall have the right to conduct investigations and hearings and make findings of fact and recommendations for discipline. The grounds for discipline and the procedure for discipline of members shall conform to those set forth in the Michigan State Medical Society Bylaws. This Peer Review/Ethics Committee is formed and shall function under MCLA 331.531, et seq. All proceedings, reports, findings and conclusions of the committee, and the data collected by or for the committee are confidential, and the immunity provisions of said statute shall be applicable.

Medical Education Committee oversees the planning and implementation of the annual and general membership meetings scheduled each year and other special programs as requested from time to time by The Board of Directors. The committee also coordinates the Annual Beaumont Lecture, the Rhoades Lecture and oversees the Beaumont Historical Library and other Society related collections.

Membership Committee shall use its best efforts to induce every physician in Southeast Michigan in good standing and eligible for membership to become a member of the Society. It shall be the duty of this committee to investigate all new applications, to make periodic review of membership rolls and to make recommendations for appropriate changes. The Secretary shall be the chair of the Membership Committee.

The Nominations and Election Committee shall be composed of the President, who will serve as Chair, President Elect, Secretary and ten (10) members elected by and from The Delegate Body. It shall be responsible for the nomination and election of candidates for all offices and positions as specified in Article XI and Article XII. The committee is also responsible for preparing ballots and overseeing the election process. Anyone who is nominated for an office (except candidates for delegate to the Michigan State Medical Society) shall be excused from serving on this committee.

The Peer Review/Medical Care Committee shall consider written complaints arising from the relationship of members with their patients. It shall attempt to reconcile differences between the profession and their patients in

order to foster harmonious relations. It shall refer to the Peer Review/Ethics Committee for investigation violations of the Principles of Medical Ethics and failure of a member to cooperate. The purposes, powers and duties of this committee shall conform to those set forth in the Michigan State Medical Society Bylaws. The committee's responsibilities shall be those of adjudication and negotiation. Its long-range purpose shall include educational processes designed to improve the relationship between physicians and their patients. It shall not be vested with disciplinary authority. If investigation suggests a need for disciplinary action, the matter shall be referred to the Peer Review/Ethics Committee. This Peer Review/Medical Care Committee is formed and shall function under MCLA 331.531, et seq. All proceedings, reports, findings and conclusions of the committee, and the data collected by or for the committee are confidential, and the immunity provisions of said statute shall be applicable.

The Planning Committee shall develop goals and priorities for The Society including financial requirements.

The Resolutions Committee is responsible for reviewing the resolutions written by Society members prior to their submission to The Delegate Body.

ARTICLE X FINANCE COMMITTEE

Section 1. Composition

The Finance Committee shall consist of the President, President Elect, the two Immediate Past Presidents, Treasurer, Secretary, and two at large members elected by and from the Board of Directors for one year and may be reelected for two additional years. The treasurer shall be elected from and by the members of the Finance Committee (Article 6 Section 4).

Section 2. Duties - The Finance Committee and their successors in office, aside from the other duties and powers herein required and conferred, shall have the entire control, care and custody of all funds and property of this Society except as provided in these Bylaws. The Finance Committee shall make appropriations for all committees and shall have all funds and accounts of the Society reviewed annually and audited by a certified public accountant at such times as may be necessary.

Section 3. Organization - The Finance Committee shall annually elect a chair and a treasurer and shall maintain minutes of its meetings forming part of the records of this Society.

Section 4. Vacancies - The President shall fill vacancies on the Finance Committee until the next annual election. Vacancies on the Finance Committee may be filled at the annual election.

Section 5. Headquarters - The Finance Committee shall appoint one of its members to be responsible for the supervision of the Society's offices and its furnishings. The appointed member shall report as necessary to the Finance Committee.

ARTICLE XI ELECTION OF THE PRESIDENT ELECT AND SECRETARY

Section 1. Nominations for President Elect and Secretary

A. Candidates for President Elect and Secretary shall be nominated from the Active Membership on or before the first Friday in March each year. The Nominations and Election Committee shall nominate at least one (1) member for each of the offices. Additional nominations may be made by written petition, signed by at least ten (10) active members and received by the Society not later than the first Monday of April.

B. The committee shall place its list of candidates in nomination at the meeting of the Board of Directors held in March at which time an active member of the Society may make additional nominations. The complete list of nominees shall be published in the official publication preceding the election.

Section 2. Election Ballot for President Elect and Secretary

A. All names shall be printed on the official ballot with a blank square printed opposite the name of each candidate, providing such names are not withdrawn in writing before the first Monday in April.

B. Ballots shall be mailed to all active and retired members of the Society with an official return envelope not less than ten (10) days preceding the election.

C. The ballots must be delivered by mail or personally to the headquarters of the Wayne County Medical Society of Southeast Michigan before the hour of 5 pm on the first Monday in May. The sealed envelopes containing the ballot shall be opened and counted by the Nominations and Election Committee.

Section 3. Voting and Counting of Ballots - The candidate receiving the highest number of votes for any office shall be declared elected. The Committee on Nominations and Elections shall report the results of the election to the President. The Society shall preserve both valid and defective ballots until the next general membership meeting, after which date they may be destroyed.

ARTICLE XII ELECTION OF THE DELEGATE BODY

Section 1. - The Society shall call eligible volunteers from the general membership, as described in Article VII, for the Delegate Body, prior to its first meeting in January. If the full contingent of Delegates is not established by

February 1, the President with the approval of the Board of Directors shall make appointments to complete the roster of allocated Delegates to conform with the total determined by the Michigan State Medical Society. If a greater number of members volunteer for Delegate, the Nominations and Elections Committee shall conduct an election to coincide with the election of officers. The election of Delegates shall be based on the members receiving the highest number of votes, up to the number of Delegates required by the MSMS.

Section 2. – The Physicians in Training and Student Delegates shall elect or appoint their members to the Delegate Body in a manner of their choosing.

ARTICLE XIII Publications

Section 1. The Official Publication

The Society shall have an official publication, which shall contain the advance programs of the Society; reports of officers and committees, notes and comments on the business and work of the Society; general news of local interest and any other matter, which will contribute to making such a medium of communication helpful to the members. There shall be an Editorial Board appointed by the President consisting of the Editor, Associate Editors, the President, President Elect and Secretary of the Society. It shall have responsibility for the official Society publications with content oversight from the Board of Directors and the Finance Committee. The subscription price and fiscal oversight of the official publications of the Society shall be the responsibility of the Finance Committee.

Section 2. Directory

A directory may be published at the discretion of the Finance Committee. It shall contain an alphabetical list of the members of the Wayne County Medical Society of Southeast Michigan, and shall contain such other information as may be designated. An alphabetical listing of Medical Student and Physician in Training members may be included in the directory at the discretion of the Finance Committee.

ARTICLE XIV MEETINGS

Section 1. General Membership Meetings

A. The time of General Membership Meetings of the Society shall be designated by The Board of Directors and shall be announced to the membership in the Society publication at least two weeks in advance of the meeting.

B. A special meeting of the Society may be called at any time by the President, or by twenty-five (25) active members, provided notice thereof, stating the purpose of the call, shall have been posted at least two weeks in advance to all active members by the Secretary, or by members calling the meeting.

ARTICLE XV ORDER OF BUSINESS

Section 1. Order of Business-Annual Meeting

- **The order of business at the annual meeting shall be:**
- Call to Order and Introduction of Special Guests and Opening Remarks
- Report of the Secretary
- Report of the Finance Committee
- Report of the Nominations and Election Committee
- Report of the Alliance
- Installation of the Incoming President
- Inaugural Address of Incoming President
- Adjournment of the Annual Meeting

ARTICLE XVI SEAL AND CREST

Section 1. Seal – Description

The seal of the Society shall be, and is, according to the following specifications, to wit:

A circle, its markings a conventional rope pattern; and an inner circle, its markings a series of dots. A central composition, consisting of the Staff and Serpent of Aesculapius in vertical position surrounded by a wreath of lotus flowers into two sprays with stems crossed over the head of the serpent. The superior half of the inter-circular space is occupied by the words, “Wayne County”. The inferior half of the inter-circular space is occupied by the words, “Medical Society” separated from the foregoing words on either side by a star.

Section 2. Crest – Description

The crest was designed and cast in solid bronze exclusively for the Wayne County Medical Society. Mr. J.A. Emile DeCelles was the artist and sculptor. The crest (shield) has a foreground of Water symbolic of Peace and back of it is the Radiant Sun, symbolic of Splendor. Rising from this “field” is the Flaming Torch, in this instance, as heraldry indicates, treated as Knowledge. With knowledge comes Wisdom, represented by the Snake entwining the Torch, which supports the Wings of Mercury, Messenger of God and symbolic of Service to Mankind. Surmounted on the

whole are, left, the Eagle, symbolizing America and the American Medical Association; right, the Wolverine, symbolizing the State and the Michigan State Medical Society; and below, the Stockaded Fort and Canoe, symbolizing Wayne County and the Wayne County Medical Society of Southeast Michigan.

ARTICLE XVII RULES OF ORDER

The deliberations of this Society shall be governed by parliamentary usage as contained in Davis Rules of Order, unless otherwise determined by vote.

ARTICLE XVIII INDEMNIFICATION

Section 1. The Board of Directors and the Finance Committee may indemnify any person for any liability, claim or expense incurred or to be incurred, by reason of the fact that such person was or is a Director, Trustee, Board +member, officer, employee, agent, committee member or a volunteer of this corporation, or of any other corporation, partnership, joint venture, trust or other entity owned, in whole or in part, by the Society, or established by the Board of Directors and the Finance Committee 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.

ARTICLE XIX AMENDMENTS

Amendments to these bylaws may be proposed by the Board of Directors, Finance Committee, a committee or petition endorsed by twenty-five members eligible to vote. Amendments will be referred to the Bylaws Committee to verify that they are free of conflict with state or federal law. After the Bylaws Committee completes its responsibility, amendments are submitted to Board of Directors for printing in one issue of the official publication of the Society for circulation to the membership. The Board of Directors shall submit the amendments(s) by mail ballot to eligible members of the Society. Two-thirds of those voting is required to approve amendments.