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Saginaw County Medical Society Foundation

BYLAWS

ARTICLE I

BOARD OF TRUSTEES

Section 1. **Number and Qualification.** The affairs of the **Saginaw County Medical Society Foundation** ("Foundation") shall be governed by a Board of Trustees composed of **five (5) at least six (6) but not more than nine (9)** members of said Foundation.

Section 2. **Powers and Duties.** The Board of Trustees shall have the powers and duties necessary for the administration of the affairs of the Foundation as shall be necessary to justify the purposes of the Foundation. The Board of Trustees may do all such acts and things as are not **prohibited by** be law or **by** these Bylaws **prohibited**. The powers of the Board of Trustees shall include, but shall not be limited to:

- (a) **To P**rovide or guarantee loans, grants and scholarships to deserving medical students, para medical students and nurses (or students pursuing any scientific health career).
- (b) **To A**ssist charitable or educational institutions not operated for profit, whether supported by private donations or public taxation, in the promotion, development and attainment of health careers.
- (c) **To P**romote the science and art of medicine and the betterment of public health through exhibits and other programs of education and advisory service to the public on matters of health and hygiene.
- (d) **To P**romote scientific or medical research for the purpose of alleviating human suffering.
- (e) **To E**lect members of the Foundation and to forfeit any membership as hereinafter provided.

Section 3. **Election and Term of Service.** The term of the members of the Board of Trustees named in the Certificate of Incorporation shall expire when their successors have been elected at the first annual meeting, or any special meeting called for that purpose. At said first election, the term of office of two **(2)** Trustees shall be fixed for six (6) years. The term of office of two **(2)** Trustees shall be fixed for four (4) years. The term of office of one **(1)** Trustee shall be fixed for two (2) years. At the expiration of the initial term of office of each respective Trustee, his/**her** successor shall be elected to serve a term of six (6) years. The Trustees shall hold office until their successors have been elected **and hold their first meeting**. **The term of office for officers of the Board of Trustees shall be fixed for two (2) years, with the term of office of Trustees fixed for six (6) years.**

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Section 4. **Vacancies**. Vacancies on the Board of Trustees caused by any reason shall be filled by vote of the majority of the remaining Trustees, even though that may constitute less than a quorum, and each person so elected shall be a Trustee until a successor is elected at the next annual meeting of the members, when a successor Trustee shall be elected for the unexpired term.

Section 5. **Removal of Trustee**. At any regular or special meeting of the Board of Trustees duly called for that purpose, any one or more of the Trustees elected may be removed with or without cause by a vote of a majority of the Board of Trustees, and a successor may then and there be elected to fill the vacancy thus created. Any Trustee whose removal has been proposed shall be entitled to a ten (10) day notice of intention to present such resolution to the meeting of the Board of Trustees either personally, ~~or~~ by certified mail to their respective last address appearing in the records of the corporation ~~or by electronic communication~~. Such Trustee shall be given an opportunity to be heard at the meeting.

Section 6. **Compensation**. No compensation shall be paid to a Trustee for his/~~her~~ services as a Trustee.

Section 7. **Quorum**. At all meetings of the Board of Trustees, a majority of the Trustees shall constitute a quorum for the transaction of business, and the acts of the majority of the Trustees present at a meeting at which a quorum is present shall be the acts of the Board of Trustees.

~~Section 8. **Organization Meeting**. The first meeting of the newly elected Board of Trustees shall be held within ten (10) days of election at such time and place as shall be set by the President of the Foundation. Notice of such meeting shall be given to each newly elected Trustee personally or by mail, telephone or telegraph at least three (3) days prior to the day named for such meeting.~~

Section ~~8~~ ~~9~~. **Regular Meetings**. Regular meetings of the Board of Trustees may be held at such time and place as shall be determined from time to time by a majority of the Trustees. Notice of regular meetings of the Board of Trustees shall be given to each Trustee personally or by mail, telephone or ~~telegraph~~ ~~electronic communication~~ at least two (2) days prior to the day named for such meeting.

Section ~~9~~ ~~10~~. **Special Meetings**. Special meetings of the Board of Trustees may be called by the President on two (2) days' notice to each Trustee given personally or by mail, telephone or ~~telegraph~~ ~~electronic communication~~, which notice shall state the time and place and the purpose of the meeting. Special meetings of the Board of Trustees ~~shall~~ ~~may~~ be called by ~~the President or Secretary~~ ~~any member of the Board of Trustees~~ in like manner and on like notice of the written ~~or electronic~~ request of at least three (3) Trustees.

Section ~~10~~ ~~11~~. **Waiver of Notice**. Before or at any meeting of the Board of Trustees, any Trustee may in writing waive notice of such meeting, and such waiver shall be deemed equivalent to the giving of such notice. Attendance by a Trustee at any meeting of the Board ~~of Trustees~~ shall be a waiver of notice by him/~~her~~ of the time and place thereof. If all of the Trustees are present at any meeting of the Board ~~of Trustees~~, no notice shall be required and any business may be transacted at such meeting. ~~Any Trustee who is unable to physically attend a meeting of the Board of Trustees shall be allowed to attend via electronic communication if said means are available.~~

Section ~~11~~ ~~12~~. **Action by Unanimous Written Consent**. If and when the Trustees shall severally or collectively consent in writing to any action to be taken by the Foundation, such action shall be as valid corporate action as though it had been authorized at a meeting of the Board of Trustees.

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Section ~~12~~ ~~13~~ **14. Power to Make Bylaws.** The Board of Trustees shall have the power to make and alter any bylaw or bylaws, including the fixing and altering of the number of Trustees, provided that the Board **of Trustees** shall not make or alter any bylaw or bylaws fixing the qualifications, classifications, term of office of any member or members of the then existing Board **of Trustees**.

Section ~~13~~ ~~14~~ **14. Power to Elect Officers.** The Board of Trustees shall elect a president, one or more vice presidents, a secretary and a treasurer. Such officer so elected shall be a member of the Board of Trustees.

ARTICLE II

MEMBERSHIP

Section 1. **Eligibility.** A member of the Saginaw County Medical Society or successor thereto who is a member in good standing shall **automatically be eligible to** become a member of this corporation, ~~and shall be elected a member by the Board of Trustees.~~

Section 2. **Resignations.** Any member wishing to resign shall tender his **/her** resignation to the Secretary in writing.

Section 3. **Forfeiture of Membership.** Whenever the conduct or character of any member shall injure or be likely to injure the welfare, interest or character of this Foundation, or if he/**she** shall cease to be a member in good standing of the Saginaw County Medical Society, he/**she** may be expelled therefrom as follows:

- (a) The Board of Trustees on its own motion, and upon the complaint in writing of three (3) of its members, shall enter a resolution upon its records for the investigation of charges against any member which shall specify the charges, and fix a time and place for the hearing of the same.
- (b) It shall be the duty of the secretary to cause a true copy of such a resolution certified by him/**her**, to be personally served upon such member at least ten (10) days before the time fixed for such investigation.
- (c) At the time and place specified in such resolution, the Board of Trustees shall meet and shall determine the matter of the charges. The member complained of shall have full opportunity to be heard upon such charges, and the Board of Trustees shall prescribe the mode of procedure at such hearing.
- (d) If the Board of Trustees shall adjudge by a majority vote that the charges alleged are proven and come within the first paragraph of this Article, they shall enter a resolution that the member be expelled.

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ARTICLE III

OFFICERS

Section 1. **Designation.** The principal offices of the corporation shall be a president, a vice president, a secretary and a treasurer, all of whom shall be elected by and from the Board of Trustees. The Trustees may also elect one or more vice presidents.

Section 2. **Election of Officers.** The officers of the Foundation shall be elected every two (2) years ~~at the organization meeting of each new Board,~~ and shall hold office for a term of two (2) years or until their successors have been duly elected.

Section 3. **President.** The president shall preside at all meetings of the members and of the Board of Trustees. He/~~she~~ shall have all of the general powers and duties which are usually vested in the office of president of a foundation including, but not limited to, the power to appoint committees from among the membership from time to time as he/~~she~~ may in his/~~her~~ discretion deem as appropriate to assist in the conduct of the affairs of the Foundation.

Section 4. **Vice President.** The vice president shall take the place of the president, and perform his/~~her~~ duties whenever the president shall be absent or unable to act. If neither the president nor the vice president is able to act, the Board of Trustees shall appoint some other member of the Board ~~of Trustees~~ to do so on an interim basis. The vice president shall also perform such other duties as shall from time to time be imposed upon him/~~her~~ by the Board of Trustees.

Section 5. **Secretary.** The secretary shall have the custody of the Bylaws and corporate seal of the Foundation. He/~~she~~ shall keep the minutes of all meetings of the members and the Board of Trustees. He/~~she~~ shall keep an accurate record of the names and addresses of all members of the Foundation. He/~~she~~ shall notify each member of the Board of Trustees of all meetings, and each member of the Foundation of every meeting of the Foundation, as provided in these Bylaws. He/~~she~~ shall also perform such other duties that may pertain to the office.

Section 6. **Treasurer.** The treasurer shall have the responsibility for the corporate funds, securities and property, and shall be responsible for keeping full and accurate accounts of all receipts and disbursements in books belonging to the corporation. He/~~she~~ shall be responsible for the deposit of all moneys and other value effects in the name and to the credit of the Foundation in such depositories as shall be designated by the Board of Trustees. His/~~her~~ accounts ~~shall~~ **may, at the discretion of the Board of Trustees,** be audited annually by a committee of two (2) Trustees appointed by the president.

Section 7. **Vacancies of Office.** If the office of president, vice president, secretary or treasurer shall become vacant, the Board of Trustees shall elect one of its members to the office in which said vacancy occurs.

ARTICLE IV

MEETINGS OF MEMBERS

Section 1. **Annual Meeting.** The annual meeting of the members of this Foundation shall be held on the third Tuesday of ~~December~~ **May** of each year, and shall be held in conjunction with the

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annual meeting of the Saginaw County Medical Society. ~~The first meeting shall be held on the third Tuesday of December, 1968.~~

Section 2. **Place of Meeting.** The place of meeting shall be as directed by resolution of the Board of Trustees, and shall be held at the same place as the annual meeting of the Saginaw County Medical Society.

Section 3. **Notice of Annual Meeting of Members.** At least five (5) days prior to the date fixed for the annual meeting of the members, written notice of the time, place and purposes of such meeting shall be ~~mailed~~ delivered as hereinafter provided to each member.

Section 4. **Delayed Annual Meeting.** If for any reason the annual meeting of the members shall not be held on the date hereinbefore designated, such meeting shall be called and held as a special meeting, provided however, that notice of such meeting shall be the same herein required for the annual meeting, namely not less than a five (5) day notice.

Section 5. **Order of Business at Annual Meeting.** The order of business at the annual meeting of the members shall be as follows:

~~(a) Roll call.~~

~~(b) Reading notice of meeting and proof of service.~~

(a) Report of President ~~which includes the Report of Secretary and Report of Treasurer.~~

~~(b) Report of Secretary.~~

~~(c) Report of Treasurer.~~

~~(d) Election of Trustees.~~

(b) Transaction of other business mentioned in notice.

(c) Adjournment.

Provided that in the absence of any objection, the presiding officer may vary the order of business at his/her discretion.

Section 6. **Special Meeting of Members.** A meeting of the members may be called at any time by the president or the majority of the Board of Trustees, or by the written request of fifty (50%) percent of the membership. The method by which such meeting shall be called is as follows: Upon receipt of a specification in writing setting forth the date and objects of such proposed special meeting, signed by the president or by the majority of the Board of Trustees, or by members as above provided, the secretary of this Foundation ~~or his/her proxy~~ shall prepare, sign and ~~send mail~~ the notices requisite to such meeting ~~as hereinafter provided.~~

Section 7. **Notice of Special Meeting of Members.** At least three (3) days prior to the date fixed for the holding of any special meeting of the members, written notice of the time, place and purpose of such meeting shall be ~~sent~~ mailed as hereinafter provided to each member of the Foundation. No business not mentioned in the notice shall be transacted at such meeting.

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Section 8. **Notices and Mailings.** All notices required to be given by any provision of these Bylaws shall state the authority pursuant to which they are issued, and shall bear the written or printed signature of the secretary **or his/her proxy**. Every notice shall be deemed duly served when the same has been deposited, plainly addressed to the **sendee member** at his/**her** last address appearing in the records of the Foundation **or by electronic communication**.

~~Section 9. **Waiver of Notice.** Notice of time, place and purpose of any meeting of the members or Board of Trustees may be waived by telegram, radiogram, cablegram or other writing, either before or after such meeting has been held.~~

ARTICLE V

EXECUTION OF INSTRUMENTS

Section 1. **Checks, etc.** All checks, drafts and orders for payment of money shall be signed in the name of the Foundation, and shall be signed and/or countersigned by such officers or agents as the Board of Trustees shall from time to time designate for that purpose.

Section 2. **Contracts, Conveyances, etc.** When the execution of any contract, conveyance or other instrument has been authorized without specification of the executive officers, the president or vice president and the secretary or treasurer may execute the same in the name and on behalf of this Foundation, and may affix the corporate seal thereto. The Board of Trustees shall have the power to designate the officers and agents who shall have authority to execute any instrument in behalf of the Foundation.

ARTICLE VI

AMENDMENT OF BYLAWS

Section 1. **Amendments, How Effected.** These Bylaws may be amended, altered, changed, added to or repealed by the affirmative vote of a majority of the members at any regular or special meeting, with notice of the proposed amendment, alteration, change, addition contained in the notice of meeting, or by the affirmative vote of the majority of the Board of Trustees that the amendment, alteration, change, addition or repeal be proposed at a regular or special meeting of the Board **of Trustees** and adopted at a subsequent regular meeting, provided that any bylaw made by the affirmative vote of the majority of the Board of Trustees, as provided herein, may be amended, altered, changed, added to or repealed by the affirmative vote of the majority of the members entitled to vote at any regular or special meeting of the members, provided however, that no change of the date for the annual meeting of members shall be made within thirty (30) days next before the date on which said meeting is to be held, unless consented to in writing or by resolution adopted at a meeting by all of the members of the Foundation.