



CONSTITUTION AND BYLAWS

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CONSTITUTION

ARTICLE I

NAME

The name of this organization shall be the Saginaw County Medical Society.

ARTICLE II

OBJECTS

The objects of this Society shall be to bring the doctors of medicine of Saginaw County into one organization and through it and similar county societies, to form and maintain the Michigan State Medical Society; to promote the science and the art of medicine and the betterment of public health; to encourage among members of the medical profession the exchange of views on all phases of professional advancement so as to better equip each member to serve society; to participate in programs of educational service to the public on matters of health and hygiene; to foster the highest concepts of ethics in the practice of medicine; to foster positive public perceptions of physicians in the community; to acquire and hold such property as may be necessary or proper to carry out its objectives, and generally, to engage in such activities as are necessary or advisable to effectively accomplish its objectives, but limited to activities which are necessary, appropriate, relevant, or incidental to its educational and scientific purposes.

ARTICLE III

MEMBERS

Membership in this Society shall be consistent with categories established by the Michigan State Medical Society, and as defined by that society.

ARTICLE IV

OFFICERS AND ELECTED REPRESENTATIVES

Section 1. The officers of this Society shall be a president, a president-elect, a secretary, a treasurer, and such others as may be provided in the bylaws. Any member of the Society for at least five years is eligible to become President.

Section 2. The elected representatives of the Society shall be the delegates and alternate delegates to the House of Delegates of the Michigan State Medical Society.

ARTICLE V

MEETINGS

Section 1. The annual meeting of the Society shall be held in May of each year.

Section 2. Regular and special meetings shall be held and called as provided in the bylaws.

ARTICLE VI

FUNDS AND EXPENSES

Funds for meeting the expenses of the Society shall be raised by annual dues, special assessments, voluntary contributions, and other approved methods.

ARTICLE VII

CHARTER

This Society shall operate under a charter granted by the Michigan State Medical Society.

ARTICLE VIII

CONFORMANCE

Section 1. All provisions of the constitution and bylaws of the Michigan State Medical Society, together with amendments to either thereof hereafter adopted, insofar as the same are applicable, shall be an integral part of the constitution and bylaws of this Society.

Section 2. The constitution and bylaws of this Society are intended to be consistent with the applicable provisions of the constitution and bylaws of the Michigan State Medical Society.

ARTICLE IX

AMENDMENTS

Except as limited by the provision of Article VIII hereof, this constitution may be amended by the affirmative vote of two-thirds of members entitled to vote and present at any regular meeting; provided, that any proposed amendment shall have been presented in writing and read at the regular meeting next preceding, and shall have been printed in the previous issue of the official publication of the Society.

BYLAWS

CHAPTER I

DEFINITIONS

As used in these bylaws, the expression "this Society" shall mean the Saginaw County Medical Society; the words "State Society" shall mean the Michigan State Medical Society; and the word "member," except as otherwise specified, shall mean a member of this Society entitled to vote. 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."

CHAPTER II

POWERS AND DUTIES

Section 1. This Society shall enhance the affairs of the medical profession within Saginaw County, and its influence shall be constantly asserted to better the scientific, the moral, and material conditions of every doctor of medicine within its jurisdiction. Systematic efforts shall be made by each member and by this Society as a whole to increase its membership until it embraces every reputable doctor of medicine in said county.

Section 2. This Society shall, through its secretary, keep a roster of its members, and, if practicable, a list of non-affiliated doctors of medicine in said county.

CHAPTER III

QUALIFICATIONS FOR MEMBERSHIP

Section 1. Admission to membership in this Society is not a matter of right, but one of privilege, to be accorded or withheld at the sole discretion of this Society. This Society shall be the sole judge of qualifications of its members.

Section 2. To qualify as a member in any classification hereinafter specified, except a non-resident member, a person shall maintain a professional office or residence within the County of Saginaw, provided that a doctor of medicine who does not maintain an office or reside within Saginaw County, but whose practice is principally located near the geographic boundary of Saginaw County, and who finds it more convenient to attend meetings of this Society, and who is otherwise qualified, shall, with the permission of the Board of Directors of the State Society, be eligible for membership in this Society.

Section 3. In addition to the qualifications specified in these bylaws, it is hereby made a qualification for membership and of its continued tenure the acceptance of and adherence to the Principles of Medical Ethics of the American Medical Association, in accordance with the interpretation thereof by the Judicial Council of said Association, and such other qualifications as may be provided by the constitution and bylaws of the State Society.

CHAPTER IV

CLASSIFICATION OF MEMBERS

Section 1. **ACTIVE MEMBERS.** To be eligible for active membership in this Society, doctors of medicine must hold an unrevoked permanent license in Michigan, or if unlicensed, must be engaged in academic teaching, research, or administration. To maintain active membership, doctors of medicine must maintain active membership in the Michigan State Medical Society and comply with all the provisions of the bylaws of this Society.

Section 2. **ACTIVE MEMBERS - DUES EXEMPT.** Members in any of the following three categories shall be classified as "Active - Dues Exempt," and shall have all the privileges of active membership:

- (a) **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.
- (b) **Postgraduate Study** - Active membership may be maintained without payment of dues for any members who are out of practice on account of postgraduate medical studies or in an approved residency training program.
- (c) **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.

Section 3. **PHYSICIANS-IN-TRAINING.** Physicians-in-training in AMA-approved programs who have licenses to practice in Michigan may become active members of this Society. Society dues for resident members shall be set by the Board of Directors.

Section 4. **STUDENTS.** Medical students may become members of this Society. They may not vote or hold office. They may be appointed to committees as student members. Dues shall be set by the Board of Directors to cover administrative costs of membership except in the first year of membership.

Section 5. **RETIRED MEMBERS.** Members who have maintained active membership in one or more Michigan component societies for a period of five or more years, and who have retired from practice may be transferred to the retired members' roster, provided the member's dues have been paid for the immediate five years previous to retirement. Retired members shall pay no dues or assessments, but shall have the right to vote and hold office, and shall be entitled to receive publications at such rates as the Board of Directors may determine.

Section 6. **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 have either attained the age of 70 years, or have been in practice for 50 years, may, upon application and recommendation, be elected to life membership in this Society. 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 rates as the Board of Directors may determine.

Section 7. 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.

- (a) Military - Members in good standing who serve on active duty in the military forces of the United States may be transferred to service member's status for the period of time such service continues.
- (b) Commissioned Medical Officers - Commissioned medical officers of the United States Army, Navy, Air Force, or Public Health Service who are not engaged in the private practice of medicine, may be granted service members status.

Section 8. HONORARY MEMBERS. Any person distinguished for service or attainment in medicine or the allied sciences, or who has rendered other services of unusual value to organized medicine or the medical profession, may be elected to become an honorary member. Honorary members shall pay no dues and shall be without the right to vote or hold office.

Section 9. NON-RESIDENT MEMBERS. Any doctor of medicine residing and practicing outside of the county may be elected to become a non-resident member, provided that person is also a member in good standing of a component society of the State Society. Non-resident members shall not have the right to vote or hold office.

Section 10. AFFILIATE MEMBERS. Professional persons in areas of endeavor which are related to medicine and medical practice may be elected to be an affiliate member. 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.

CHAPTER V

APPLICATION AND ELECTION

Section 1. APPLICATION. A candidate for active membership in this Society shall make written application thereof by completing the regularly prescribed form for such purpose. All applications shall be endorsed by two members of this Society. The filing of an application for membership shall constitute admission by the applicant to familiarity with the terms of the constitution and bylaws of this Society, and shall also constitute an agreement that if accepted for membership, the applicant will abide by the constitution and bylaws of this Society and any amendments thereof, that the application will comply with the ethical standards required of members, and will submit to such disciplinary measures as may be imposed for infractions, pursuant to these bylaws and amendments thereof. All completed and properly endorsed applications shall be presented to the office of the Executive Director. Procedures and policies for review of applications shall be established by the Board of Directors.

Section 2. ELECTION. Applicants for membership shall be listed in the next issue of the Bulletin with a statement that members who have comments about any applicant should contact the

Secretary of the Medical Society by a date to be specified. At the Board meeting the month following the listing in the Bulletin, the Secretary will report that s/he has reviewed the applicants and recommends them for acceptance. The names of the new members will then be read at the next membership meeting as an introduction to our members.

CHAPTER VI

TRANSFER OF MEMBERSHIP

Section 1. Whenever a member of another component county society of the State Society seeks to transfer membership to this Society, the following requirements shall be met:

- (a) The member shall meet the qualifications with respect to residence or maintenance of office as provided in Section 2 of Chapter III of these bylaws.
- (b) The member shall make formal application for membership in this Society and tender payment of dues for the remainder of the then current year, calculated to the nearest quarter.
- (c) The member shall cause a certificate of good standing from his/her county society to be forwarded to the secretary of this Society.
- (d) At the meeting of this Society next following receipt of such application and certificate, the applicant for transfer shall then be subject to election by a majority vote of the members present, and according to procedures provided for in Section 2 of Chapter V.

Section 2. Whenever a member of this Society seeks to transfer membership to another component county society of the State Society, and requests certification of good standing, the following requirements shall be met:

- (a) The members shall have paid all dues and assessment of this Society for the calendar year next preceding application for transfer.
- (b) The member shall have paid dues and assessments in this Society for that portion of the calendar year within which the membership shall be transferred calculated to the nearest quarter. Any dues the member paid in excess of such amount shall be remitted to the member.
- (c) The member shall have paid in full dues and assessment in the State Society for the year in which application and transfer is made.
- (d) The member shall not, at the time of such application, be under suspension or facing charges of unethical conduct.

Section 3. Whenever a member of this Society moves to another state, the member may tender resignation to be effective at the beginning of the quarter next following if such member shall have met the requirements set forth in Section 2 of this chapter. The secretary of this Society shall, upon authorization of the Board of Directors, issue to the resigned member certification of good standing.

CHAPTER VII

PRIVILEGES AND DUTIES OF MEMBERS

Section 1. Except as otherwise in these bylaws provided, every member of this Society who is in good standing shall be privileged to attend, participate in, and vote at the meetings of this Society, and shall be eligible to hold any office within the gift of this Society, except as herein otherwise provided.

Section 2. All doctors of medicine who are members of this Society shall be upright persons instructed in the art of healing. They shall conform to a high standard of morals, and be diligent and conscientious in their studies. They shall conduct themselves with propriety in their profession and in all actions of their lives.

CHAPTER VIII

DUES, ASSESSMENTS AND ARREARS

Section 1. The annual dues of this Society shall be in the amount determined by the Board of Directors and approved at the annual meeting of this Society. The amount of such dues shall include the annual dues of the State Society applicable to each class of membership. The dues of physicians-in-training shall be at a reduced rate and set by the Board of Directors and approved at the annual meeting. Dues shall be payable January 1 of each year.

Section 2. Any member who shall have failed to pay his/her annual dues on or before the 15th day of March of any year shall be notified in writing by the secretary of delinquency. If such dues are not paid within ten days following such written notice, the name of such delinquent member shall be placed on the list of non-affiliated physicians, and such person shall be regarded as a member not in good standing.

Section 3. Any member whose dues are in arrears for one year or less may regain membership privilege by full payment. If dues are in arrears for more than one year, membership may be regained only in like manner as an original applicant.

Section 4. Any member who shall become disabled by illness or injury and whose disability continues in excess of six months, and the payment of whose dues shall be declared by the Board of Directors to constitute a hardship, may be excused from paying dues until such time as the Board of Directors finds and declares that such hardship no longer exists.

Section 5. For the purpose of determining the dues of new members only, the fiscal year of this Society shall be divided into equal semi-annual periods. New members shall pay adjusted annual dues and assessments.

Section 6. Special assessments may be levied by the Board of Directors, subject to approval thereof by this Society. Written notice of intention to levy such assessment, stating the proposed amount and purpose thereof, shall be given to each member at least ten days prior to the meeting at which such assessment is to be submitted for vote.

CHAPTER IX

CONDUCT AND DISCIPLINE OF MEMBERS

Section 1. STANDARDS OF CONDUCT. It is the duty of members of this Society to conduct themselves both professionally and personally in conformity with the high standards imposed on doctors of medicine as a condition of continued membership herein. Such standards include, but are not limited to, the Principles of Medical Ethics which have been, and from time to time hereafter, may be adopted by the American Medical Association and as interpreted by the Judicial Council thereof, or by the Michigan State Medical Society and as interpreted by its Judicial Commission.

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

- (a) Unprofessional and dishonest conduct as defined by Act 368 of Michigan Public Acts of 1978, as amended.
- (b) Conviction of a felony under the laws of any state or of the United States of America.
- (c) Revocation or suspension of license to practice medicine.
- (d) Violation or disregard of the constitution, bylaws, principles, rules, regulations, or orders of this Society, the State Society, or of the American Medical Association.
- (e) Defaming or otherwise unjustly reflecting on the integrity, character, or professional performance of a fellow member.
- (f) Any conduct which is prejudicial to or tends to expose the medical profession or this Society or the State Society to contempt or reproach, or which is in anywise contrary to ethics, honesty, or good morals.

Section 3. DISCIPLINE - DEFINITIONS AND PURPOSE. Discipline as used in this chapter shall include reprimand, suspension, and expulsion. Any such discipline is not punishment for wrongdoing but is intended solely as a measure necessary to maintain the dignity, integrity, purposes, and high principles of this Society and of the State Society.

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

Section 5. PEER REVIEW ETHICS COMMITTEE. This 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. Whenever any matter of alleged misconduct is referred to the Peer

Review Ethics Committee, such committee shall have the right to conduct investigations and hearings thereon, both informal and formal, and to make findings of fact and recommendations for discipline.

Section 6. REQUEST FOR INVESTIGATIONS. Measures shall be initiated by a request of an active member or committee of this Society for the investigation of misconduct alleged to have been committed by any member of this Society. All such requests shall be in writing, signed by one or more active members of this Society, filed in duplicate with this Society, and as soon as possible, be referred to the Peer Review Ethics Committee of this Society. Each request shall contain a brief statement of the details of each act of alleged misconduct and the approximate time and place thereof. Before any such request and statement shall be considered by the Peer Review Ethics Committee, a copy thereof shall be mailed to the respondent at the last known address by registered or certified mail. It shall be the duty of the respondent within fifteen days after the receipt of such copy, to make a full and fair disclosure in writing of all material facts and circumstances pertaining to conduct in and relation to the matters set forth in such statement. Such written disclosure shall be mailed to the secretary of this Society by registered or certified mail. The deliberate failure to make such disclosure or any knowing misrepresentation or concealment of any such facts or circumstances by the respondent shall be grounds for discipline.

Section 7. INVESTIGATION -- REPRIMAND -- DISMISSAL. The Peer Review Ethics Committee shall make an informal investigation of the matters set forth in such request and statement. On the conclusion of such investigation, the results thereof shall be informally considered by the committee at a meeting thereof. It shall be the duty of the respondent to attend such meeting on request, and to answer fully and fairly all questions pertaining to conduct that may be put to the respondent by any member of the committee. If the Peer Review Ethics Committee decides that there are no grounds for discipline, the committee may authorize the dismissal of the matter. If, in the judgment of the committee, the material facts disclosed by the investigation are true and are sufficient to warrant only a reprimand, the Peer Review Ethics Committee may forthwith administer such reprimand without a formal hearing, unless a formal hearing is demanded by the respondent.

Section 8. FORMAL COMPLAINT AND 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 the vice-chair thereof. A copy of such complaint shall be filed with this 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 not less than thirty days before the date of such hearing. The notice of hearing may be signed on behalf of the committee by its chair or any member thereof.

Section 9. ANSWER AND FORMAL HEARING. It shall be the duty of the respondent to file an answer to the formal complaint. Such answer shall be in writing, signed by the respondent, and filed with the Peer Review Ethics Committee within fifteen days after service of the copy of formal complaint. The answer shall admit or deny each material allegation contained in the complaint, and shall set forth any special defenses which the respondent claims. If the answer is not filed within the time hereby limited, except under extenuating circumstances, the complaint may be taken as confessed. 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. At such formal hearing, it shall be the duty of the respondent to answer fully and fairly all questions pertaining to such conduct as may be put to the respondent by any member of the committee. The formal hearing shall be conducted fairly, but not necessarily in accordance with all rules governing court trials. A transcript shall be made of the proceedings at such hearings.

Section 10. 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 and shall so report to this Society. If the committee finds that the charges of misconduct or any of them are established by a preponderance of evidence and are such as to warrant discipline by way of a reprimand, the committee shall administer such reprimand, and shall make a written report thereof, together with its findings of fact, to this 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 this Society, the committee shall make a written report of the proceedings had 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 this Society.

Section 11. ACTION ON REPORT -- ADDITIONAL TESTIMONY. Whenever the Peer Review Ethics Committee files a report with this Society recommending suspension or expulsion as herein provided, the respondent shall be served with a copy of the committee's finding of fact and recommendations so filed, not less than twenty days before the meeting of this 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 this 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 suspension or expulsion from membership should not be accomplished provided, however, that at such meeting no testimony as to any matters 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 this Society. A copy of the finding of fact and recommendations contained in the supplemental report shall be served on the respondent as required in the case of an original report, and thereafter, the same procedures shall be followed as in this section provided in relation to an original report.

Section 12. ACTION BY SOCIETY. Following the filing of any such report of the Peer Review Ethics Committee recommending suspension or expulsion, this 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 not have the right to vote on the question. If any measure for discipline is adopted by this Society, an appropriate order in accordance therewith shall be signed by the president and secretary of this Society and a copy thereof served on the respondent and on the Michigan State Medical Society.

Section 13. 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 the remedy of appeal and review in accordance with the provisions of this chapter.

Section 14. APPEAL PROCEDURE. Any member deemed 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 such appeal. The notice shall be served on the Judicial Commission of the Michigan State Medical Society and on this

Society by registered or certified mail, addressed to the respective secretaries thereof. Unless notice of appeal is so served within fifteen days following the service on the member of a copy of the order of the suspension or expulsion as hereinabove 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, this Society shall forward to the Judicial Commission of the Michigan State Medical Society the complete record of the matter, including copies of the order appealed from, all reports of the Peer Review Ethics Committee, formal complaint, answer, transcripts of testimony, exhibits and all other pertinent writings and data on which the order of suspension or expulsion was based. Upon request of the Judicial Commission of the Peer Review Ethics Committee of the Michigan State Medical Society, this Society shall furnish such further information in writing as may be deemed necessary for the proper and full review of the matter.

Section 15. APPEAL TO JUDICIAL COUNCIL OF AMERICAN MEDICAL ASSOCIATION. If a member in good standing of the American Medical Association at the date of the alleged misconduct, the appellant may take a final appeal from the decision of the Judicial Commission of the Michigan State Medical Society to the Judicial Council of the American Medical Association. The procedure in relation thereto shall be such as is prescribed by that body.

Section 16. EXCEPTION TO THE PROCEDURES. Any member of this Society whose license to practice medicine shall have been revoked or suspended, or who shall have been convicted of a felony in any state or federal court may be summarily expelled from this Society without benefit of or resort to the procedures prescribed in this chapter. In recognition of the legal right of a person to appeal from such revocations, suspensions or convictions, no such summary expulsion shall be effective until the order revoking or suspending license to practice medicine or the judgment convicting of a felony shall have become final and effective.

Section 17. EFFECT OF SUSPENSION OR EXPULSION. Whenever a member of this Society is suspended or expelled herefrom, such person shall thereby also stand automatically suspended or expelled from the Michigan State Medical Society.

Section 18. 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 of the State Society, and shall apply to all pending matters of misconduct as far as may be practicable and to all future matters, notwithstanding the alleged misconduct occurred prior to the adoption of the provisions of this chapter.

Section 19. Any provisions of this chapter in conflict with the Official Procedures of the Judicial Commission of the Michigan State Medical Society shall be of no effect.

CHAPTER X

GRIEVANCE OF NON-MEMBERS
and
THE PEER REVIEW MEDIATION COMMITTEE

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

Section 2. **PURPOSES.** The purposes of such committee shall be:

- (a) To afford the public an informal means of making known to the profession any alleged grievance arising from a physician-patient relationship.
- (b) To resolve misunderstandings between physician and patient or between this Society and the public.
- (c) To reconcile differences between physician and patient by means of persuasion and explanation.
- (d) To assist the Peer Review Ethics Committee of this Society in maintaining among members high levels of professional deportment.

Section 3. **DUTIES AND POWERS.** It shall be the duty and authority of such committee to:

- (a) Receive, hear, examine, investigate, and consider complaints from members of the public arising from a physician-patient relationship.
- (b) Adopt rules governing the performance of its functions; provided such rules are not inconsistent with the applicable provisions of these bylaws.
- (c) Invite response and cooperation from any member of this Society involved in such complaint. The inexcusable failure of a member to respond to and cooperate with the committee shall be deemed misconduct for which discipline may be exacted in the manner provided in Chapter IX of these bylaws.
- (d) Initiate investigative measures in the manner provided in Chapter IX of these bylaws whenever the committee has reasonable grounds to believe that a member has been guilty of any conduct for which discipline is provided in these bylaws.
- (e) Carry out to the best of its ability the declared purpose of such committee within the means hereby specified and limited.

Section 4. **LIMITATION OF POWERS.** As between the complainant and a member of this Society, the powers of the committee shall be limited to efforts promoting understanding or agreement between the parties by means of conciliation. The committee shall not act as a trial body for the purpose of rendering decisions or awards as a substitute for the judgment of a court, or any other similar purpose.

The committee shall have no power to affect discipline or encroach upon the function of the Peer Review Ethics Committee.

CHAPTER XI

MEETINGS

Section 1. Regular meetings of this Society shall be held not less than four times per year and at such times and places as may be determined by the Board of Directors.

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

Section 3. Fifteen percent of the active members shall constitute a quorum at any meeting of this Society.

Section 4. Voting by proxy may be authorized by the Board of Directors. Proxies shall be issued by the secretary of this Society. It shall be the duty of the secretary to register proxy votes when they are presented at a meeting, and to exercise the necessary care to assure that all submitted proxy votes are valid and that the number submitted is equal to or less than the number issued.

Section 5. At any regular meeting, the order of business shall be as follows:

- (a) Call to order.
- (b) Approval of minutes of previous meeting as corrected.
- (c) Report of Board of Directors.
- (d) Introduction of new members.
- (e) Reading of communications.
- (f) Report of committees.
- (g) Unfinished business.
- (h) New business.
- (i) Announcements.
- (j) Papers and discussions.
- (k) Adjournment.

Section 6. The order of business at special meetings shall be as follows:

- (a) Reading of the call of the meeting.
- (b) Discussion of and action on the business for which a special meeting was called.
- (c) Adjournment.

Section 7. Whenever a proposal is made from the floor which, in the opinion of the president or chair constitutes a departure from previously established policy, the president or chair may declare this to be the case and shall have the authority to order the proposal taken under consideration by the Board of Directors or the appropriate committee. The board or such committee shall be instructed to present at the next regular meeting the results of thorough fact-finding, and to present recommendations based upon its deliberations.

Section 8. At the annual meeting, the order of business shall be the same as at a regular meeting. When unfinished business shall have been completed, the president-elect shall be installed as president. The new president shall then assume office. The first item of new business shall be the election of officers in the following order: president-elect, secretary, treasurer, one director to serve three years, three directors to serve one year, delegates, and alternate delegates. In addition, one member to serve on the Peer Review Ethics Committee shall be elected.

CHAPTER XII

ELECTIONS

Section 1. At the annual meeting of this Society, the president shall be installed and there shall be elected for a term of one year, a president-elect, a secretary, a treasurer, the delegates, and the alternate delegates to the House of Delegates to the State Society. One director to serve three years, three directors to serve one year, and one member to serve three years on the Peer Review Ethics Committee shall be elected.

Section 2. The Nominating Committee shall include the current president, president-elect, and immediate past president. If any of these individuals are not available to serve, the most recent available past president will be called upon to serve. The duty of the Nominating Committee shall be to submit nominees for the several offices and representatives to be elected, except president. The slate will be presented at the general meeting preceding the annual meeting. Further nominations for any of the offices may be made at the annual meeting from the floor at that time.

Section 3. All members nominated to the Board must live and/or practice in Saginaw County.

Section 4. If the Slate is not elected by unanimous voice vote, then election of officers shall be by ballot. The President-Elect shall automatically ascend to the office of President.

Section 5. The unexpired term of any office left vacant for any cause shall be filled by appointment of the Board of Directors.

Section 6. Except as herein otherwise provided, all officers shall assume their respective duties immediately upon the conclusion of the annual meeting.

CHAPTER XIII

DUTIES OF OFFICERS

Section 1. **PRESIDENT.** The duties of the president are as follows: Preside over all meetings of this Society; serve as an ex-officio member of all committees and a member and chair of the Board of Directors; appoint all committees, except as is in these bylaws otherwise provided; exercise the general powers and duties of supervision usually vested in the office of president of an organization.

Section 2. **PRESIDENT-ELECT.** The duties of the president-elect are as follows: Assist the president in the performance of official duties and act for the president in the president's absence; in case of vacancy in the office of president occasioned by any cause whatsoever, the president-elect shall succeed to the presidency; serve as a member of the Board of Directors; in addition, have such powers and duties as are commonly incident to the office of vice-president of an organization.

Section 3. **PAST PRESIDENT.** The duties of the past president are as follows: Chair the Nominating Committee and other such duties as are commonly practiced but not defined in the Bylaws.

Section 4. **SECRETARY.** The duties of the secretary are as follows: Serve as a member of the Board of Directors; serve as the recording officer of this Society and of the Board of Directors by taking minutes or delegating that function to an acting secretary; attend all meetings of this Society and of the Board of Directors and preserve true minutes of the proceedings of all of such meetings; arrange for safe keeping of all other records and papers of this Society; keep advised of any changes or amendments to the constitution and bylaws of the State Society, and invite to the attention of the Board of Directors of this Society any such changes or amendments in order to cause the constitution and bylaws of this Society to be made consonant therewith; certify to the secretary of the State Society the names of the delegates and alternates who shall represent this Society at any annual or special session of the House of Delegates of the State Society.

Section 5. **TREASURER.** The duties of the treasurer are as follows: Serve as a member of the Board of Directors; have custody of all funds and securities of this Society and keep in books full and accurate account of all receipts and disbursements; deposit all monies, securities and other valuable effects in the name of this Society in such depositories and places as may be designated for that purpose by this Society or Board of Directors; disburse the funds of this Society as may be regularly ordered and render, whenever required by the president or the Board of Directors, an account of all transactions as treasurer and of the financial condition of this Society; if required by the Board of Directors, deliver to the president and keep in force a bond in form, amount, and with a surety satisfactory to the Board, conditioned for faithful performance of the duties of office; also perform such other duties as are required by these bylaws or appropriate action of the Board of Directors or this Society.

Section 6. **DELEGATES AND ALTERNATE DELEGATES.** The delegates, and in their absence or disability, the alternate delegates, shall attend and faithfully represent the members of this Society in the House of Delegates of the Michigan State Medical Society, and shall make a report of the proceedings of the House of Delegates at the next following regular meeting of this Society. To be eligible for election as a delegate or an alternate, the member must have been an active member of this Society for at least two years.

CHAPTER XIV

BOARD OF DIRECTORS

Section 1. The Board of Directors shall consist of the president, president-elect, the immediate past president, the secretary, the treasurer, the editor of the Bulletin, six directors to be elected from among the membership, and three members which shall be elected from the pool of MSMS Delegates. The current president shall act as chair of the Board. The secretary of this Society shall act as secretary of the Board. The Past President will remain on the SCMS Board whether s/he retires or remains in active practice. The Board will appoint a retiree representative to the Board to serve a one (1) year term. The Board of Directors shall have the power to appoint resident representative(s) and medical student(s) for terms to be determined at their discretion to serve on the Board. The resident representative(s) and medical student(s) shall not be subject to Section 2 of Chapter XIV herein requiring attendance at fifty percent (50%) of Board meetings, but the resident representative(s) and medical student(s) shall make every effort to attend as many meetings as possible so as to effectively represent their peers. The retiree representative, resident representative(s) and medical student(s) will be non-voting members of the Board.

Section 2. Regular meetings of the Board of Directors shall be held prior to the regular business meeting of this Society. A quorum for the board meeting shall be five members of the Board. The president may appoint one member of this Society to make a quorum when necessary. Meetings of the Board of Directors may be called by the secretary at the request of the president or two or more members of the Board. Attendance at fifty percent (50%) of the Board meetings for all Board members is required with an enforcement mechanism to be determined by the Board.

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

Section 4. The Board of Directors shall have power to act for this Society in the interval between meetings when prompt action is reasonably required. It is further authorized to perform such routine duties as may come before it. Its action shall be reported by the secretary at the next regular meeting of this Society. The actions of the Board shall be final after such actions are so reported unless objection is made and such action disapproved at the time of such reporting.

Section 5. The Board of Directors shall be authorized to appoint one editor whose duty it is to publish the Bulletin.

Section 6. It shall be the duty of the Board of Directors to study all resolutions, motions or petitions presented to this Society when such resolutions, motions, or petitions concern matters of Society policy, and the Board shall report to and advise this Society of its conclusions at the next regular meeting or at a special meeting to be called for the specific purpose of considering the matter under discussion.

Section 7. Resolutions, motions, or petitions may be presented in writing to the chairman of the Board of Directors by a member. They shall be considered by the Board of Directors, presented to this Society at the next regular meeting, and then shall be open for discussion and vote.

Section 8. The Board of Directors shall be responsible for the hiring or engaging of non-medical personnel such as an executive director, office personnel, technical experts, auditors or others and shall have the sole authority to determine the services of such personnel.

CHAPTER XV

COMMITTEES

Section 1. The President and President-Elect appoint the following standing committees for two (2) year terms:

- (a) Constitution and Bylaws Committee
- (b) Peer Review Mediation Committee
- (c) Press and Public Relations Committee
- (d) Program Committee
- (e) Public Health Committee

Section 2. Special or select committees may be established by the president or the Board of Directors as occasion may require.

Section 3. Reports of all committees shall be in writing and filed with the secretary of this Society.

Section 4. The function of the several committees shall be designated by the Board of Directors.

CHAPTER XVI

INDEMNIFICATION

The Board of Directors 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, 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 indemnification 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.

CHAPTER XVII

PARLIAMENTARY PRACTICE

When not in conflict with the Constitution or Bylaws of this Society, Davis Rules of Order shall govern the parliamentary procedure of this Society.

CHAPTER XVIII

AMENDMENTS

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