MSMSA BYLAWS

ARTICLE I – NAME

The name of this organization shall be Michigan State Medical Society Alliance.

ARTICLE II – PURPOSE

The purpose of this organization shall be:

1. to work in partnership with the Michigan State Medical Society and the American Medical Association Alliance to develop, implement, and support educational programs that improve the public health;
2. to educate about legislative issues that impact the practice of medicine;
3. to provide support for the medical family; and
4. to serve as a resource for county alliances and auxiliaries.

ARTICLE III – MEMBERSHIP

Section 1. Categories

The categories of membership in the Michigan State Medical Society Alliance (MSMSA) shall be regular and associate.

A. A regular member shall be:
1. a member of a county alliance who is the spouse/partner of a physician who is eligible to be a member of the Michigan State Medical Society (MSMS);
2. the widow or widower of a deceased physician who was eligible to be a member of the MSMS at the time of death; or
3. the spouse/partner of a physician who is eligible to be a member of the MSMS and who resides in an unorganized county, hereinafter referred to as a Member-at-Large.

B. An associate member shall be:
1. the divorced spouse (who was a state alliance member at the time of the divorce) of a physician who qualified or was a member of a state medical society;
2. a spouse/partner of a resident physician or medical student in a training program approved by an appropriate accrediting agency, who may instead choose regular membership as defined in A. above;
3. a physician; or
4. a resident physician or medical student in a training program approved by an appropriate accrediting agency.
Section 2. Rights and Privileges

A. All members shall be eligible to attend MSMSA meetings and Regional Conferences; shall be eligible to vote at Annual Session if registered; and may receive the official publication.

B. Regular members shall be eligible to hold office. (See ARTICLE V, Section 2)

C. Proxy voting by members at a meeting of members, or to express consent or dissent without a meeting, shall not be allowed.

Section 3. Dues

Annual dues shall be paid by each member and shall be received by the Treasurer by May 31 of the current fiscal year for a member to be in good standing throughout the next fiscal year.

A. Amount

1. Dues for members shall be determined by the Board of Directors in Consultation with the Finance Committee.

2. The Board of Directors shall increase dues no more than once in a three year period unless authorized by the membership.

B. Fiscal year

The fiscal year shall be from the first day of June (June 1) through the thirty-first day of May (May 31) of the following year.

ARTICLE IV – DIVISIONS

Section 1. County Alliances

A. County alliances are those alliances to county medical societies that are, or hereafter may be, organized.

B. County alliances may adopt their own bylaws and organization, provided those bylaws and organization do not conflict with the bylaws of the MSMSA or AMAA.

C. Each county alliance shall transmit or cause to be transmitted to the Treasurer, dues as described in ARTICLE III, Section 3.

Section 2. Regions

The state shall be divided into regions, the boundaries of each region being determined by the Board of Directors.
ARTICLE V – OFFICERS

Section 1.  Designations

A. The elected officers of the MSMSA shall be a President, a President-elect, a Recording Secretary, a Treasurer, and Regional Directors.

B. No member shall hold more than one MSMSA office at a time.

Section 2.  Eligibility for Elective Office

A. To be eligible for any elective office, the candidate must be a regular member.

B. To be eligible for nomination, election, or succession as President or President-elect, a member shall have served as a state officer or chairperson of a state committee for two terms. The candidate shall be a member of the AMAA.

C. To be eligible for nomination and election to any other office, a member shall have served as a county officer or member of a state committee.

Section 3.  Term of Office

A. All officers shall be elected or appointed at the Annual Session to serve for a term of one year or until their successors are elected or appointed.

B. No elected officer shall serve more than two (2) consecutive terms in the same office. Exceptions to this rule may be made by the Executive Committee with the approval of the Board of Directors.

C. The term of all officers shall begin at the close of the Annual Session at which they are elected or appointed.

Section 4.  Duties of Officers

A. The President shall:

1. preside at all meetings of the MSMSA, the Board of Directors, and the Executive Committee;
2. serve as liaison to the MSMS;
3. appoint a Historian, Parliamentarian, and floor and/or election tellers;
4. at the meeting of the Board of Directors preceding the Annual Session, appoint a Reading Committee of three (3) members present to approve the minutes of that meeting;
5. appoint a Reading Committee of three (3) members present to approve the minutes of the Annual Session;
6. appoint the Chairperson and/or Vice-Chairperson (not designated by election to office) of all standing committees, special committees, and individual appointees, with approval of the Executive Committee;
7. be a member of the Finance Committee and an ex-officio member of all other committees, except the Audit Committee and Nominating Committee; and
8. fill all vacancies in appointive office.

B. The President-elect shall:
1. attend all meetings of the MSMSA, the Board of Directors, and the Executive Committee;
2. in the absence of the President, perform the duties of that office;
3. automatically succeed to the presidency upon expiration of the term of the President;
4. in the event the office of President becomes vacant, immediately become President for the unexpired term as well as the succeeding term to which already elected;
5. report on the AMAA Annual Session and Leadership Conference;
6. be a member of the Finance Committee and an ex-officio member of all other committees except the Audit Committee and Nominating Committee; and
7. select appointees for the ensuing term.

C. The Recording Secretary shall:
1. record and keep the minutes of all meetings of the MSMSA, the Board of Directors, and the Executive Committee;
2. keep a permanent file of all reports; and
3. when necessary, notify officers of their election and notify appointees of their approval by the Executive Committee.

D. The Treasurer shall:
1. be custodian of the funds of MSMSA;
2. be chairperson of the Finance Committee which shall prepare a budget prior to the Annual Session;
3. keep an itemized account of all receipts and disbursements;
4. sign vouchers authorizing all disbursements;
5. keep an accurate classified list of the MSMSA membership;
6. present a statement of account at all meetings of the Board of Directors and make a full report at the Annual Session;
7. review the status of the current budget at each Board meeting; and
8. collect dues from county alliances and Members-at-Large.

E. A Regional Director shall:
1. contact or visit each alliance in the Region at least four (4) times, coordinating activities of the counties with the state alliance and with Members-at-Large within their Region; and
2. contact all Members-at-Large within the Region, encouraging them to actively participate in the MSMSA and informing them of MSMSA activities.

Section 5. Removal of an Officer

Any officer may be removed from such office, with or without cause, by a two-thirds vote of the voting members at any regular or special meeting of the members called expressly for that purpose.

Section 6. Vacancies in Elective Office

A. All vacancies in office, except the office of President, shall be filled for the unexpired term, or portion thereof, by the Executive Committee, and a majority vote shall elect.

B. In the event the office of President becomes vacant, the President-elect shall immediately become President for the unexpired term as well as the succeeding term to which such member has been elected. (See Article V, Section 4B)

ARTICLE VI – NOMINATIONS AND ELECTION OF OFFICERS

Section 1. Composition of Nominating Committee

The committee shall consist of five (5) members and one (1) alternate.

A. The Chairperson shall be the Immediate Past President. In the event the Immediate Past President is unable to serve, the President shall appoint the most recent Past President able to serve.

B. The four (4) other members and the alternate shall be elected at the Annual Session. The members and alternate shall be nominated from the floor and shall be elected by plurality vote with the fifth highest vote recipient elected as the alternate. Ties occurring within the vote shall be resolved by lot.

C. No county shall have more than one (1) member on the Committee.

D. No member shall serve two (2) consecutive terms on the Nominating Committee.

Section 2. Duties of the Committee

A. The Chairperson shall call a meeting at least six (6) months prior to the Annual Session.

B. Candidates nominated for the slate shall be representative, if possible, of all regions of the state.
C. Consent of the nominee must be obtained by the committee prior to including the person on the proposed slate.

D. The proposed slate shall be included with the Call to the Annual Session.

E. The committee shall report at the Annual Session the name of a candidate for each office to be filled.

Section 3. Additional Nominations for Officers

Additional nominations for officers may be made from the floor. Before placing a name in nomination, the written consent of the nominee must be obtained except when the nominee is present.

Section 4. Election

Election shall be by ballot, except where there is only one nominee for an office, in which case the election may be by voice vote.

Section 5. Tellers

The President shall be authorized to appoint tellers to take charge of all business pertaining to preparation of the ballots and the general conduct of the election.

ARTICLE VII – ANNUAL SESSION

Section 1. Time and Location

The MSMSA shall meet annually at the time and place approved by the Board of Directors. The Call to the Annual Session shall be included in the issue of the official publication of MSMSA preceding the Annual Session.

Section 2. Duties

The Annual Session shall:

A. be the legislative and policy-making body of MSMSA;

B. transact all business of the MSMSA not otherwise specifically provided for in these Bylaws;

C. adopt a budget for the ensuing year; and

D. Elect the officers (ARTICLE V, Section 1A) and the Nominating Committee (ARTICLE VI, Section 1)
Section 3. Privileges
A. Each registered (paid attendee) member present shall be entitled to one (1) vote at the Annual Session of the MSMSA.
B. Only registered members may introduce business.

Section 4. Quorum
Twenty-five (25) registered members shall constitute a quorum at an Annual Session.

ARTICLE VIII – EXECUTIVE COMMITTEE

Section 1. Composition
The Executive Committee shall consist of the President, the President-elect, the Recording Secretary, the Treasurer and the Regional Directors.

Section 2. Duties
The Executive Committee shall:
A. meet at the call of the President or upon the written request of three (3) members of the committee.
B. approve appointed chairpersons of standing committees, special committees, and individual appointees;
C. transact all business referred by the Board of Directors;
D. make recommendations to the Board of Directors on matters of policy and administration;
E. when necessary, perform the duties of the Board of Directors between meetings of the Board;
F. at each meeting of the Board of Directors, report on business transacted by the Executive Committee;
G. fill vacancies in elective offices except the office of President;
H. vote by written/electronic communication in an emergency; and
I. obtain a complete financial accounting for the immediate past Annual Session by the Summer Board of Directors Meeting.
Section 3. Quorum

A majority of the members of the Committee shall constitute a quorum.

ARTICLE IX – BOARD OF DIRECTORS

Section 1. Composition

The Board of Directors shall consist of the Executive Committee, Regional Directors, the Corresponding Secretary, the Historian, the Immediate Past President, the Chairpersons of standing and special committees, the presidents of the county alliances, and include as ex-officio members, any MSMSA member serving on the Board of Directors of the AMAA or one of its committees.

Section 2. Term Limits

No member shall serve more than ten (10) consecutive terms on the Board of Directors. This term of office shall not apply to the offices of President or Immediate Past President.

Section 3. Meetings

A. Regular meetings of the Board of Directors shall be held at least:
   1. in the Summer;
   2. in the Fall;
   3. mid-year; and
   4. prior to the Annual Session.

B. Special meetings may be called by the President or on the written request of five (5) members of the Board of Directors. Only the business stated in the call shall be in order.

Section 4. Quorum

Twelve (12) members of the Board of Directors shall constitute a quorum.

Section 5. Duties

A. The Board of Directors shall have power and authority over the affairs of MSMSA, however, with the exception of current expense incurred by the Board, no other financial undertaking shall be assumed.

B. At the close of each Annual Session, all accounts, books, and other important papers shall be passed on to the newly elected or appointed officers and chairpersons.
Section 6. Indemnification

The Board of Directors may indemnify any person for any liability, claim, or expenses incurred or to be incurred by reason of fact that such person was or is a director, officer, employee, agent, or committee member of the MSMSA, or was or is serving at the request of MSMSA 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 MSMSA, or established by the Board of Directors of MSMSA. The extent and terms of such indemnification shall be determined by the Board of Directors of MSMSA, 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 X – COMMITTEES

Section 1. Designations

A. Standing Committees
   1. The standing committees shall be Audit, Bylaws, Finance, and Nominating;
   2. The chairpersons of standing committees not designated by election to office shall be appointed by the President and approved by the Executive Committee.
   3. Chairpersons of standing committees shall be members of the Board of Directors.
   4. Duties shall be as described in ARTICLE X, Section 2.

B. Special Committees
   1. Special committees shall be appointed by the President, as approved by the executive committee, to carry on the work of the MSMSA.
   2. The Chairpersons of special committees shall be members of the Board of Directors.

C. No member shall serve as chairperson of more than one (1) committee nor more than two (2) consecutive terms in the same position. Exceptions to this rule may be made by the Executive Committee with the approval of the Board of Directors.

Section 2. Standing Committees

A. The Audit Committee shall:
   1. internally audit and verify the annual report of the treasurer;
   2. internally audit the financial ledger entries;
   3. submit the audit report to the Board of Directors at the first meeting following the end of the fiscal year, and
4. arrange, in cooperation with an auditor (CPA), for the financial compilation
   with disclosures of the MSMSA books at least every fifth fiscal year or
   whenever requested by the Executive Committee.

B. The Bylaws Committee shall:
   1. include the Parliamentarian as a consultant;
   2. review the MSMSA Guidebook in consultation with the President-elect;
   3. review the Bylaws for possible changes and for consistency with AMAA
      policies;
   4. review the bylaws of each county alliance and any proposed amendments
      thereto, to protect the counties from incurring any conflict with MSMSA and
      AMAA Bylaws;
   5. submit proposed amendments to the Bylaws it deems appropriate for action
      by the voting members of the Annual Session;
   6. correlate and edit proposed amendments pertaining to the Bylaws submitted
      to the Annual Session in accordance with ARTICLE XIII of these Bylaws; and
   7. present precise wording of an amendment at the Annual Session for
      adoption.

C. The Finance Committee shall:
   1. consist of the Treasurer as Chairperson, the President, the President-elect,
      and a Regional Director appointed on a rotating regional basis (Southeast,
      Southwest, Northeast, Northwest);
   2. act in an advisory capacity on all questions involving finance of the MSMSA,
      reporting recommendations to the Board of Directors;
   3. monitor the organization’s financial records,
   4. review the adequacy of the organization’s financial internal control structure,
      and
   5. prepare a budget which shall be submitted to the Board of Directors for
      approval, and presented at the Annual Session for adoption.

D. The Nominating Committee shall be as stated in ARTICLE VI Section 1.

ARTICLE XI – ELECTRONIC MEETINGS

The board of directors, executive committee, standing committees, and special
committees are authorized to meet by telephone conference or through other
electronic communications media so long as all the participants may simultaneously
communicate with one another and participate in the meeting.

ARTICLE XII – MICHIGAN STATE MEDICAL SOCIETY ALLIANCE HEADQUARTERS

The Michigan State Medical Society Alliance Headquarters shall be located in the
State of Michigan.
ARTICLE XI – AMENDMENTS

Section 1. Method

These Bylaws may be amended at any Annual Session by a two-thirds vote of those members registered and voting, a quorum being present, provided that the following criteria are met:

A. All proposed amendments to the Bylaws shall be submitted in concept form.

B. If a proposed amendment pertaining to the Bylaws is submitted by February 1 prior to the Annual Session at which it will be introduced, precise wording of the amendment will be prepared by the Bylaws Committee for presentation at that session.

C. If a proposed amendment pertaining to the Bylaws is submitted after February 1 prior to the Annual Session at which it will be introduced, the concept form of the proposed amendment will be presented at Annual Session by the originating source. If the concept is adopted by a two-thirds vote, precise wording of the amendment will be prepared by the Bylaws Committee for presentation at the Annual Session the following year.

D. Proposed amendments pertaining to the Bylaws received by February 1 prior to the Annual Session at which they will be introduced shall be summarized in the Call to the Annual Session sent to the membership at least 30 days prior to the Annual Session. Proposed amendments with precise wording shall be sent to all members registered at least ten (10) days prior to the Annual Session at which action is to be taken, and shall be available to others upon request.

Section 2. Presentation

Only the Bylaws Committee may present proposed amendments at Annual Session after adoption of the concept and preparation of precise wording.

Section 3. Revision

These Bylaws may be revised only upon authorization by the voting members at Annual Session. The proposed revision shall be included in the Call to the Annual Session sent to the membership at least 30 days prior to the Annual Session at which action is to be taken.

ARTICLE XV – DISSOLUTION

The Michigan State Medical Society Alliance may be dissolved by action taken at any meeting of the MSMSA by a two-thirds vote, provided that the membership of the MSMSA has been notified of the proposed resolution to dissolve at least thirty (30)
days prior to the meeting at which it is to be acted upon. Upon dissolution of MSMSA and after all obligations are satisfied, all assets shall be distributed exclusively to charitable organizations/foundations which qualify under Section 501 (a) and described in Section 501 (c)(4) of the Internal Revenue Code.