

**The
OAKLAND COUNTY MEDICAL SOCIETY
Constitution and Bylaws**

With
Facsimile of 1902 OCMS Charter
Facsimile of Certificate of Incorporation
Historical Sketch
Charter Members
Officers
and
Board of Directors

Revised April, 1958
Revised June, 1963
Revised May, 1971
Revised December, 1979
Revised May, 1983
Revised, August 1990
Revised, September 1999
Revised, September 2000
Revised, September 2002
Revised, September 2006
Revised, September 2011

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Constitution

ARTICLE I

Name

The name of this organization shall be The Oakland County Medical Society.

ARTICLE II

Purpose

The purpose of this Society shall be to empower physicians to better care for their patients.

ARTICLE III

Members

This society shall consist of members and associate members, qualified and elected pursuant to the provisions of the Bylaws.

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.

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

ARTICLE V

Meetings

Section 1. There shall be an annual meeting of the Society held each year.

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

ARTICLE VI

Funds and Expenses

Funds for meetings and expenses of the Society shall be raised by annual dues, special assessments, voluntary contributions and additional means as deemed appropriate by the Society's elected representatives.

ARTICLE VII

Charter

This Society shall operate under a charter granted by the Michigan State Medical Society and within the framework of the laws of the State of Michigan.

ARTICLE VIII

Conformance

All provisions of the Constitution and Bylaws of the Michigan State Medical Society, together with amendments hereafter adopted, insofar as applicable, shall be an integral part of the Constitution and Bylaws of this Society. Any provisions of the Constitution and Bylaws of this Society which is in conflict with the Constitution and Bylaws of the Michigan State Medical Society shall be resolved after having dialogue, discussions and consensus for mutual agreement with fair consideration.

ARTICLE IX

Amendments

Except as limited by the provisions of Article VII and Article VIII hereof, this Constitution may be amended by the affirmative vote of two-thirds of members present at the annual meeting after the proposal, provided that any proposed amendment shall have been presented in writing to the membership at least 30 days in advance of the annual meeting.

BYLAWS

CHAPTER I

Definitions

Section 1. As used by these Bylaws, the words “this Society” shall mean the Oakland County Medical Society; the words “State Society” shall mean the Michigan State Medical Society; the word “member”, unless otherwise specified, shall mean a member of the Society entitled to vote.

Section 2. As used in these Bylaws, except as otherwise herein expressly qualified, whenever the terms “doctor of medicine” or “practice of medicine” or “medical professional” 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 have general direction of the affairs of the medical profession within Oakland County, and its influence shall be constantly asserted to better the scientific, the moral and the material conditions of every doctor of medicine or osteopathy within its jurisdiction. Efforts shall be made to increase membership until the membership of the Society comprises every reputable doctor of medicine or osteopathy in said County.

Section 2. The Society staff shall keep a roster of its members which shall indicate the full name, address, the name of medical college and date of graduation, medical license number to practice in this State and the date of receipt and such other information as may be deemed useful by the Society.

CHAPTER III

Qualifications and Categories of Membership

Section 1. A physician is eligible for membership as provided in the Bylaws if they meet the following criteria:

- Is residing or practicing in Oakland County and is of good moral character, in good professional standing, and does not support, practice or claim to practice any exclusive system of healing;
- Is a doctor of medicine or osteopathy and holds an unrevoked and permanent license or if unlicensed, is engaged in academic teaching, research or administration; and
- Accepts and adheres to the Code of Medical Ethics of the American Medical Association, in accordance with the interpretation thereof by the Council on Ethics and Judicial Affairs of said Association.

CHAPTER IV

Membership Status

Section 1. Only members of the Oakland County Medical Society shall have the right to vote and hold office.

Section 2. Membership shall consist of the following classifications as defined by the Bylaws and Constitution adopted by the State Society:

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|--------------------------------------|-----------------------|
| -Active Status | -Retired Members |
| -Active Status Dues Exempt | -Life Members |
| -Active Status Part-time Dues | -Service Members |
| -Physicians-in-Training | -Non-resident Members |
| -Students (Medical Students Section) | -Affiliate Members |

Section 3. Requests for a change in membership classification must be in writing and addressed to the Board of Directors for review. Any change in classification of membership shall require a two-thirds (2/3) vote of the Board of Directors present and voting.

CHAPTER V Associate Membership

Section 1: Associate memberships have all the rights of membership but cannot vote or hold office. Their duties will be determined by the Board of Directors.

Section 2. Associate membership shall consist of five classifications:

- Associate members – An active member of another county medical society.
- Associate member military – A member in good standing who serves on active duty in the military forces of the United States may be transferred to this status for the period of time he/she is in such service.
- Associate member commissioned medical officer – A commissioned medical officer of the military forces or the Public Health Service, or a physician employed by the Veterans Administration, on duty in the country, who is not engaged in the practice of medicine.
- Associate member honorary – A person distinguished for his/her services or attainments in medicine, or the allied sciences, or who has rendered other services of unusual value to organized medicine or the medical profession.
- Associate member in training (students, residents, fellows) – dues for this classification shall be determined by the Board of Directors.

CHAPTER VI Application and election

Section 1. A candidate for membership in this Society shall make written application by completing the membership application form and forwarding it to the Society. The applicant shall be billed a fee, equaling the amount of the annual dues, a ratable amount covering the unexpired fiscal year, or appropriate amount as determined through the payment plan options of the Society.

Section 2. Filing an application for membership shall constitute admission by the applicant that he/she is familiar 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 the Society and all governing organizations and any amendment thereof; that he/she will comply with the ethical standards required of members, and will submit to such disciplinary measures as may be imposed for infractions by this Society and the designated appellate bodies pursuant to these Bylaws and amendments thereof.

Section 3. OCMS Staff shall submit to the Board of Directors each complete application for membership. If the Board approves the application for membership, the Board shall direct OCMS staff to publish the name and appropriate information for each applicant in the next issue of the Bulletin.

CHAPTER VII Dues, assessments and arrears

Section 1. The annual dues of this Society shall be in an 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.

Section 2. On March 1st of each year, the State Society shall notify each delinquent member that his dues are in arrears. In this same correspondence, the State Society shall advise the delinquent member of his/her options of reinstatement by full payment of his/her dues as provided in Section 3 below.

Section 3. A member in arrears a year or less following suspension may be reinstated by payment of the dues in full. If a member is in arrears more than one year following suspension, he/she shall be deemed to have forfeited membership. In such instances, a member who wishes to be reinstated must reapply for election to membership.

Section 4. For the purpose of determining the dues of new members only, the fiscal year of this Society shall be divided into two equal periods. New members shall pay adjusted annual dues and assessments for the unexpired period of the year of admission.

Section 5. 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 a minimum of ten days prior to the meeting at which such assessment is to be submitted for vote.

CHAPTER VIII

Transfer of Membership

Section 1. Whenever a member of another component county society of the State Society seeks to transfer his membership to this Society, he/she shall meet the following requirements:

- He/she shall meet the qualifications with respect to residence or maintenance of office as provided in Chapter III of these Bylaws.
- He/she shall make a formal request to have their membership transferred to this Society through the membership department at the State Society.

Section 2. At the meeting of this Society next following receipt of such application and certificate, the applicant for transfer shall then be subject to election as provided for in Chapter VI, Section 3.

Section 3. Whenever a member of this Society seeks to transfer his/her membership to another component County Society of the State Society and requests certification of good standing, he/she shall meet the following requirements:

- He/she shall have paid all dues and assessments of the County and State Societies for the calendar year next preceding his application for transfer.
- He/she shall have paid his/her dues and assessments in this Society for that portion of the calendar year within which he/she seeks to transfer his membership calculated to the nearest half year. Any dues by him/her paid in excess of such amount shall be remitted to him/her.
- He/she shall not at the time of such application be under suspension or facing charges of unethical conduct.

Section 4. Whenever a member of this Society moves to another state, he/she may tender his/her resignation to be effective at the beginning of the next membership year. If such member shall have met the requirements set forth in Section 3 of this chapter, the Secretary of this Society shall, upon request, issue to the resigned member certification of good standing.

CHAPTER IX

Election of Officers and Representatives

Section 1. At the Annual Meeting of this Society, there shall be elections for the following officers as required: President, President-elect, Secretary and Treasurer. The offices of Secretary and Treasurer may be joined and one person elected to serve in both capacities. Officers' terms of office may or may not be staggered. The lengths of terms are as follows: President (two years); President-elect (one year); Secretary (one year); and Treasurer (two years).

Section 2. Procedure for Selection of Candidates and for Voting:

- Prior to the Annual Meeting, the President shall activate a Nominating Committee which shall consist of the immediate past President or President-elect and a committee of his/her choosing, to include at least four additional physicians who are active members in the Society.

- The chairman of the committee shall be either the immediate past President or the President-elect. The duty of this committee shall be to submit nominees for the several offices and representatives to be elected, except President.
- The names of these nominees shall be published in the next Bulletin.
- Any twenty (20) members entitled to vote may nominate a member to any office if such nomination is received by the Secretary no later than 30 days prior to the Annual meeting. Such nomination shall indicate that the nominee has consented in writing to be a candidate.
- The Secretary shall add any such nominees' names to the printed ballot and cause them to be published as additions to the publishing of the nominees submitted by the committee.
- The nominees for a position of officer receiving the greatest number of votes for that respective office shall be elected. Voting by proxy shall not be permitted.

Section 3. Election of officers shall be by ballot except that of President. The elected officers shall automatically assume office at the Annual Meeting.

Section 4. The unexpired term of any office left vacant for any cause shall be filled by appointment by the Board of Directors, except in the case of vacancy in the office of President-elect, in which case the unexpired term shall be filled by vote of this Society in the same manner as provided for the original election of a President-elect.

Section 5. Except as herein otherwise provided, all officers shall assume their respective duties immediately upon the conclusion of the Annual Meeting.

Section 6. All members of the Board of Directors shall be required to attend at least two-thirds of its regular meetings in a year or one-half of its meetings if such absences are explained by bona fide excuses. Failure by a Board member to fulfill this obligated attendance at the Board meetings will automatically bring a request for the resignation of such Board member from the President of the Society.

CHAPTER X

Duties of Officers

Section 1. President – The President shall preside over all meetings of the Society. He/she shall be an ex officio member of all committees and a member. He/she shall appoint all committees, except as is in these Bylaws otherwise provided. He/she shall have the general powers and duties of supervision usually vested in the office of president of an organization.

Section 2. President-elect – The President-elect will assist the President in the performance of his/her duties and **may** act for the President in his/her absence. He/she will attend all meetings of the Board. In case of vacancy in the office of President occasioned by any cause whatsoever, the president-elect shall succeed to the presidency. He/she shall be a member of the Board of Directors. He/she shall, in addition, have such powers and duties as are commonly incident to the office of vice-president of an organization.

Section 3. Secretary – The Secretary shall be a member of the Board of Directors. He/she shall: be the recording office of the Board of Directors; attend all meetings of the Board of Directors; take and preserve true minutes of the proceedings of all such meetings in absence of the assigned OCMS staff member; review and approve the minutes of each Board of Directors' meeting prior to the next meeting; and certify to the Secretary of the State Society the names of the Delegates and the Alternate Delegates who shall represent the Society at any annual or special session of the House of Delegates of the State Society.

Section 4. Treasurer – The Treasurer shall: be a member of the Board of Directors; shall attend all meetings of the Board of Directors; monitor statement of cash flows, income statements and balance sheets periodically; arrange for the deposit of 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 the Society or the Board of Directors' by authority of the Board of Directors, arrange for disbursement of the funds of this Society, render whenever required by the President or the Board of Directors an account of all his/her transactions as Treasurer and of the financial condition of this Society; if required, be bonded in an amount

determined by the Board of Directors, the cost of such bond to be paid from the funds of the Society; and perform such other duties as are required of his/her office by these Bylaws or appropriate action of the Board of Directors or the Society.

Section 5. All checks, evidences of indebtedness, and other official documents of the Society shall be signed by one of these four officers – the President, the President-elect, the Secretary, or the Treasurer or other such officer as may be designated by the Board of Directors – and the Executive Director of the Society. There shall be submitted to the Board of Directors a complete fiscal year summary annually.

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 State Society, and shall make a report of the proceedings of the House of Delegates at the next following regular meeting or publication of this Society.

Section 7. There shall be an Executive Director, not necessarily a Doctor of Medicine or a member of the Michigan State Medical Society, who shall be appointed by the Board of Directors and shall be remunerated by a salary which shall be fixed by the Board of Directors. The officers shall, with the approval of the Board of Directors, assign duties to the Executive Director.

CHAPTER XI

Board of Directors

Section 1. The Board of Directors shall consist of the President, the President-elect, the immediate Past President, the Secretary, the Treasurer, and a maximum of **12** elected Directors. Of the **12** elected Directors, every attempt shall be made to have broad regional representation. Each nominee must be an Active member of the Oakland County Medical Society in good standing.

Section 2. The Board of Directors shall be the executive body of this Society. It shall coordinate and supervise the functions and the activities of this Society. It shall have power to act for the Society during intervals between meetings when emergencies require prompt action. The Board shall also perform such other duties as may devolve upon it by provisions of these Bylaws or by appropriate action of this Society.

Section 3. Meetings of the Board of Directors shall be held at such times and places as may be determined by the Board of Directors or the President of the Society.

Section 4. A minimum of seven (7) voting members of the Board of Directors shall constitute a quorum.

Section 5. The President may appoint any active member in good standing to the Board of directors to ensure a quorum at any given meeting.

Section 6. The Executive Committee of the Board of Directors shall consist of the President, Immediate Past President or President-elect, the Secretary and the Treasurer. They shall meet for the purpose of conducting the ordinary business of the Society when regular meetings of the Board of Directors are not held.

Section 7. The Board of Directors may indemnify any person for any liability, claim or expenses 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 or carrying out such indemnification.

CHAPTER XII

Committees

Section 1. There shall be three standing committees of the Society:

1. Peer Review/Mediation Committee;
2. Peer Review/Ethics Committee; and
3. Finance Committee – composed of the Executive Board members and the Executive Director of the Society.

Section 2. Additional committees or special task forces will be established by the Board of Directors as occasion may require based on the strategic goals and objectives of the Society.

Section 3. Any reports of the committees shall be in writing and filed with the Secretary of this Society. An annual report shall be required from all active committees for publication in the Bulletin.

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

CHAPTER XIII

Grievances against Members- Peer Review/Mediation Committee

Section 1. Policy – One of the responsibilities of this Society is to foster relations within the medical professional and between the medical profession and the public. To implement such policy, there shall be established by the society a standing committee designated as the Peer Review/Mediation Committee. All complaints received by the Society, whether from the public or another physician, will be first reviewed by this committee.

Section 2. The purposes of such committee shall be:

1. To afford an informal means of making known to the Society any grievances;
2. To resolve misunderstandings between physician and complainant or between this Society and the complainant;
3. To reconcile differences between physician and complainant by means of dialogue, discussion, and consensus; and
4. To assist the Peer Review/Ethics Committee of the Society in maintaining high levels of professional deportment.

It shall not be the purpose of this committee to establish fees, but serve to resolve disputes. Each case shall be considered on its own merits and it shall not be the intent of the committee to establish precedents.

Section 3. Committee Members – The committee shall comprise not less than five physician members, who are in at least part time active practice, the majority of whom are not from one specialty. One member must be a representative of the county's district in the Michigan State Medical Society. The chair of the committee shall be the immediate past president of the Society, and serve as liaison between the committee and the Board of Directors.

Section 4. Duties and Powers – It shall be the duty and authority of such committee to: receive, hear, examine, investigate, and consider complaints against members of the Society; and invite response and cooperation from any member of the Society involved in such complaint. The specific powers and duties to be exercised by such committee in furthering the purposes above set forth, shall be as fixed and determined by the Oakland County Medical Society, provided, however, that such committee shall function in the area of mediation or conciliation only and shall not have power to act as a trial body or to render decisions or awards, nor shall such committee have power to impose discipline or in any way encroach upon the function of the Peer Review/Ethics Committee.

Section 5. Responsibility of members – 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

Section 6. Protocol for complaint review – The committee shall follow the protocol for completing the review of a complaint as approved and mandated by the Society in the Peer Review/Mediation Complaint Processing manual, which is in compliance with the bylaws of the Michigan State Medical Society,

Section 7. Limitation of Power – As between the complainant and a member of the Society, the powers of the committee shall be limited to efforts promoting understanding and/or agreement between the parties by means of dialogue, discussion and consensus. The committee shall not act as a trial body for the purpose of rendering decisions and/or awards as a substitute for the judgment of a court or any other similar purpose. The Peer Review/Mediation Committee shall have no power to affect discipline and/or encroach on the function of the Peer Review/Ethics Committee.

CHAPTER XIV

Conduct and Discipline of Members

Section 1. Standards of Conduct – It is the duty of every member of this Society to conduct himself/herself both professionally and personally in conformity with the high standards imposed on doctors of medicine and osteopathy as a condition of continued membership therein. Such standards include, but are not limited to, the Code of Medical Ethics which have been and may be from time to time hereafter adopted by the American Medical Association and as interpreted by the Judicial Council thereof.

Section 2. 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 prescribed in this chapter. The expulsion or suspension of any member of this Society shall be subject to the right of appeal to and review by the Judicial Commission of the Michigan State Medical Society and/or the Judicial Council of the American Medical Association as hereinafter provided.

Section 3. Definition of Discipline – Discipline as used in this chapter shall include:

- Reprimand
- Suspension
- Expulsion.

Section 4. 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 of 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:

- Unprofessional and dishonest conduct as defined by the laws of the State.
- Conviction of a felony under the laws of any state or of the United States of America.
- Revocation or suspension of license to practice medicine or osteopathy.
- Violation or disregard of the Constitution, Bylaws, principles, rules, regulations, or orders of this Society, of the State Society or of its Judicial Commission.
- Defaming or otherwise unjustly reflecting on the integrity, character, or professional performance of a fellow member.
- Any conduct which is prejudicial to or tends to expose the medical profession or this Society to contempt or reproach or which is in any way contrary to ethics, honesty, and/or good morals.

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. Committee Members – The committee shall comprise not less than five physician members, who are in at least part time active practice, the majority of whom are not from one specialty. One member must be a representative of the county’s district in the Michigan State Medical Society. The chair of the committee shall be appointed and affirmed by the Board of Directors, and serve as a liaison between the committee and the Board of Directors. Chair of the Peer Review Mediation committee will serve as a non-voting, advisory member.

Section 7: Legal Counsel – An accused member shall, at all times pertinent to these proceedings, have the right to be assisted and represented by counsel of his choosing and expenses.

Section 8: Request for Investigations – Investigations shall be initiated by request of the Peer Review Mediation Committee of the Society. The Peer Review Ethics Committee shall begin an investigation into the complaint. Upon conclusion of its investigation the committee shall:

- Dismiss the case
- Issue a reprimand
- Hold a formal hearing to consider suspension or expulsion of the member

Section 9: Protocol for investigation – The committee shall follow the protocol for completing an investigation as approved and mandated by the Society in the Peer Review/Ethics Investigation manual, which is in compliance with the bylaws of the Michigan State Medical Society,

Section 10: Final action – The Board of Directors shall have final approval on any disciplinary actions taken. The chair of the Ethics Committee shall report the committee’s recommended actions, after the investigation is completed, to the board for final approval.

Section 11: Right to appeal -- Any member deeming himself/herself aggrieved by an order of suspension or expulsion may appeal to the Judicial Commission of the Michigan State Medical Society and/or the Judicial Council of the American Medical Association as hereinafter provided. No order of suspension or expulsion from membership shall be final or effective until the respondent has been given the opportunity to exhaust his/her options of appeal.

CHAPTER XV

Meetings

Section 1. Regular meetings of the Board of Directors of this Society shall be held 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 and shall specifically set forth the nature of the business to be transacted thereat.

Section 3. At the Annual Meeting, the President-elect or Immediate Past President shall preside during the President’s address. The order of election shall be President, President-elect, Secretary, Treasurer, Directors, Delegates, and Alternate Delegates.

CHAPTER XVI

Parliamentary Practice

The rules of parliamentary practice comprised in Sturgis Rules of Order shall govern the proceedings of this Society, subject to such special rules as have been or may be adopted.

CHAPTER XVII

Amendments

These Bylaws may be amended by the affirmative vote of a simple majority, provided that any proposed amendment shall have been presented in writing to the membership in advance of that regular meeting (Article IX). Alternatively, a mail ballot may be sent to the general membership, at least four weeks before a scheduled meeting, and would also require that the amendment be presented in writing.