



OAKLAND COUNTY MEDICAL SOCIETY ARTICLES OF INCORPORATION & BYLAWS

ARTICLES OF INCORPORATION

ARTICLE I Name

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

ARTICLE II Purpose

The purpose of the Oakland County Medical Society is to support and advance the medical profession, empower physicians to better care for their patients, and improve the health of the communities it serves.

The Society shall promote physician advocacy, professional development, education, collaboration, and resources that support physicians and the practice of medicine. The Society shall have all powers necessary and appropriate to accomplish these purposes as permitted under applicable law.

The Society shall operate exclusively as a nonprofit business league organized under Section 501(c)(6) of the Internal Revenue Code and shall not engage in activities inconsistent with that status.

ARTICLE III Members

The organization shall have members as determined by the Bylaws of the Society. Membership categories, qualifications, rights, privileges, and responsibilities shall be established by the Bylaws.

ARTICLE IV Governance

Section 1. The officers of this Society shall be a President, President-Elect, Secretary, Treasurer, and such other officers as may be provided in the Bylaws.

Section 2. The elected representatives of this Society shall be those designated by OCMS for internal or external organizational engagement, as determined solely by OCMS.

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 Assets and Finances

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

ARTICLE VII Independence

The Oakland County Medical Society is an independent nonprofit corporation organized under the laws of the State of Michigan and recognized as a tax-exempt organization under Section 501(c)(6) of the Internal Revenue Code.

The Society is not chartered by, governed by, or subordinate to any other medical association or organization. The Society shall govern its affairs in accordance with its Articles of Incorporation, Bylaws, and applicable federal and state law.

ARTICLE VIII Organizational Autonomy

The Society shall determine its own governance, policies, membership requirements, programs, and operations through its governing documents and actions of its Board of Directors.

No constitution, bylaws, policy, or governance document of any external organization shall be binding upon the Society unless expressly adopted by the Board of Directors.

ARTICLE IX Amendments to These Articles

These Articles of Incorporation may be amended by the affirmative vote of two-thirds of members present at the annual meeting, provided that any proposed amendment has been presented in writing to the membership at least 30 days in advance.

ARTICLE X Dissolution

Upon dissolution of the Oakland County Medical Society, and after payment or provision for payment of all liabilities and obligations of the Society, all remaining assets shall be distributed to one or more nonprofit organizations organized for purposes substantially similar to those of the Society and recognized as tax-exempt under Section 501(c)(3), 501(c)(6), or any corresponding provision of future federal tax law, in accordance with applicable Michigan law.

No part of the assets of the Society shall inure to the benefit of any director, officer, member, or private individual, except as permitted by applicable law.

In selecting one or more successor organizations, the Board of Directors shall give preference to organizations whose purposes are substantially consistent with the mission of the Society and whose activities primarily benefit physicians, the medical profession, or the communities served by physicians.

BYLAWS

CHAPTER I DEFINITIONS

Section 1. Definitions

As used in these Bylaws, the terms "Society" and "OCMS" shall mean the Oakland County Medical Society.

The term "Member" shall refer to an individual who has been accepted for membership in the Society in accordance with these Bylaws and applicable membership policies. When voting rights are intended, the term "Voting Member" shall be used.

Section 2. Professional Terminology

Unless otherwise specified, references in these Bylaws to physicians, doctors, medical practice, or the medical professional shall include physicians licensed as doctors of medicine (MD) and doctors of osteopathic medicine (DO).

CHAPTER II MISSION, PURPOSE, POWERS, AND DUTIES

Section 1. Purpose of the Society

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 Oakland County.

Section 2. Membership Records

The Society staff shall maintain an accurate membership roster containing information necessary for the administration of membership, communication with members, and operation of the Society.

Membership records may include member name, professional contact information, membership category, credentials, licensing information, and other information deemed appropriate by the Society.

The Society shall maintain membership information in accordance with applicable privacy requirements and organizational policies.

CHAPTER III QUALIFICATIONS FOR MEMBERSHIP

Section 1. Eligibility for Membership

Membership in the Oakland County Medical Society shall be available to physicians and other eligible individuals who meet the requirements established by the Society and support the mission, purpose, and objectives of OCMS.

Section 2. Physician Membership Eligibility

Physicians eligible for membership shall:

- (a) Hold a valid license to practice medicine or osteopathic medicine in the State of Michigan, or otherwise qualify for membership through an approved category established by the Society;
- (b) Reside, practice, work, or maintain a professional connection within Oakland County or the surrounding medical community as determined appropriate by the Board of Directors;
- (c) Maintain professional standing consistent with the standards of the medical profession; and
- (d) Agree to uphold the ethical principles and professional standards applicable to physicians.

Section 3. Professional Conduct

Membership in OCMS requires a commitment to professionalism, ethical practice, and conduct consistent with the values of the Society.

The Board may establish policies regarding membership eligibility, professional conduct, suspension, or termination of membership when necessary to protect the integrity and mission of the Society.

CHAPTER IV ACTIVE MEMBERSHIP

Section 1. Eligibility for Active Membership

Active Membership shall be available to physicians who meet the eligibility requirements established by the Society and who support the mission, purpose, and objectives of the Oakland County Medical Society.

Active Members shall be physicians who meet one or more of the following criteria:

- (a) Hold a valid medical license to practice medicine in the State of Michigan;
- (b) Practice, reside, work, or maintain a professional affiliation within Oakland County, Michigan; or
- (c) Demonstrate a meaningful professional connection to the Oakland County medical community as determined by the Board of Directors.

The Board shall have authority to establish additional eligibility requirements and policies for Active Membership.

Section 2. Rights and Privileges of Active Members

Active Members shall have the right to:

- (a) Vote on matters submitted to the membership;
- (b) Hold elected office and serve in leadership positions of the Society;
- (c) Serve on committees and participate in Society activities;
- (d) Receive member benefits, resources, communications, and services provided by OCMS; and
- (e) Participate in advocacy, education, networking, and professional development opportunities offered by the Society.

Section 3. Active Member Responsibilities

Active Members are expected to:

- (a) Support the mission and objectives of OCMS;
- (b) Maintain professional and ethical standards consistent with the practice of medicine;
- (c) Maintain current membership dues and financial obligations;
- (d) Participate in Society activities and initiatives as appropriate; and
- (e) Support the advancement of physicians and healthcare within Oakland County.

Section 4. Membership Categories Within Active Membership

The Board may establish additional Active Membership classifications, including but not limited to:

- (a) Active Physician Member;
- (b) Early Career Physician Member;

- (c) Part-Time Physician Member
- (d) Emeritus Physician Member; and
- (e) Other categories established to support physician engagement and membership growth.

Eligibility, dues, and benefits for each classification shall be determined by the Board of Directors.

CHAPTER V

MEMBERSHIP CATEGORIES AND ASSOCIATE MEMBERSHIP

Section 1. Associate Membership

Associate Membership is available to individuals who support the mission and objectives of the Oakland County Medical Society but do not qualify for Active Physician Membership or other voting membership categories established by the Society.

Associate Members shall have all privileges of membership except the right to vote or hold elected office unless otherwise specified by these Bylaws or approved by the Board of Directors.

Associate Membership categories may include, but are not limited to:

- (a) Affiliate/Associate Members** — Physicians or healthcare professionals who support the mission of OCMS but do not meet the requirements for Active Membership, including members of other medical societies.
- (b) Resident Members** — Physicians in residency training programs.
- (c) Medical Student Members** — Students enrolled in accredited medical schools.
- (d) Fellow Members** — Physicians participating in fellowship training programs.
- (e) Military Members** — Physicians serving in active military service.
- (f) Commissioned Medical Officers** — Physicians serving as commissioned medical officers.
- (g) Honorary Members** — Individuals recognized by the Society for distinguished service or contributions to medicine, healthcare, or the community.

The Board shall establish eligibility requirements, dues, privileges, and benefits for each membership category and may create additional categories as appropriate to support the mission and needs of the Society.

CHAPTER VI

MEMBERSHIP APPLICATION AND APPROVAL

Section 1. Application for Membership

Individuals seeking membership in OCMS shall submit an application in a form approved by the Society and shall meet the eligibility requirements established for the applicable membership category.

Applicants shall pay applicable dues or prorated dues as established by the Board.

Section 2. Agreement to Society Standards

Submission of a membership application constitutes agreement by the applicant to support the mission of OCMS and comply with the Society's governing documents, policies, and applicable professional and ethical standards.

Section 3. Membership Approval

Membership applications shall be reviewed according to procedures established by the Board.

The Board may delegate administrative review and approval of applications to the Executive Director or designated staff, subject to Board oversight.

Approved members shall be added to the Society's membership records and notified of their membership status.

Section 4. Membership Recognition and Communication

The Society may recognize new members through appropriate communication channels, including publications, electronic communications, or other member resources, as determined by the Board.

CHAPTER VII DUES, ASSESSMENTS, AND MEMBERSHIP FINANCIAL OBLIGATIONS

Section 1. Establishment of Dues

Annual dues and fees for membership categories shall be established by the Board of Directors based upon the financial needs, strategic priorities, and operational requirements of the Society.

The Board shall periodically review membership categories, dues structures, and benefits to ensure they support the mission and sustainability of the Society.

Members shall be notified of any changes to dues, fees, or membership requirements in advance of the applicable membership year.

Section 2. Payment of Dues

Membership dues are payable according to the schedule established by the Society. Members are responsible for maintaining current payment of dues and any other financial obligations owed to OCMS.

The Society may establish payment options, including installment plans or electronic payment methods, as determined by the Board.

Section 3. Delinquent Accounts and Reinstatement

Members whose dues are unpaid shall be notified of their delinquent status and provided information regarding payment and reinstatement options.

A member whose dues are delinquent may have membership benefits suspended or membership status terminated in accordance with policies established by the Board.

Members seeking reinstatement after termination are required to submit a new membership application and satisfy current membership requirements.

Section 4. Prorated and New Membership Dues

New members joining during a membership year may be assessed prorated dues according to policies established by the Board.

The Board may establish introductory dues, special membership rates, or other incentives designed to encourage membership growth and engagement.

Section 5. Special Assessments

The Board may recommend special assessments when necessary to address significant financial needs, strategic initiatives, or unforeseen circumstances affecting the Society.

Any special assessment shall require approval by the Board and shall be communicated to members through appropriate notice prior to implementation.

Section 6. Financial Policies

The Board shall have authority to establish policies related to dues collection, refunds, payment arrangements, membership classifications, and other financial matters necessary for the effective operation of the Society.

CHAPTER VIII MEMBERSHIP STATUS AND CHANGES

Section 1. Membership Transfer Into Oakland County Medical Society

Physicians and other eligible individuals seeking membership in the Oakland County Medical Society may apply directly to OCMS in accordance with the membership categories and eligibility requirements established by the Society.

Applicants transferring membership from another medical society or organization must meet OCMS membership requirements and complete the membership process established by the Society.

Section 2. Membership Approval

Applications for membership, including transferred memberships, shall be reviewed and approved in accordance with the procedures established in Chapter VI of these Bylaws.

Section 3. Transfer or Resignation of Membership

Members who wish to transfer their membership to another medical society, resign from OCMS, or discontinue membership may do so by submitting written notice to the Society.

Members requesting transfer or resignation shall remain responsible for any outstanding dues or obligations owed to OCMS through the effective date of resignation or transfer.

Section 4. Certification of Membership Status

Upon request, OCMS may provide certification of a member's status, including confirmation of membership, standing, and fulfillment of financial obligations, provided the member is in good standing.

Members who relocate outside Oakland County or outside the State of Michigan may resign their membership or continue membership in accordance with the Society's established membership policies.

CHAPTER IX ELECTION OF OFFICERS AND DIRECTORS

Section 1. Officers and Succession

The elected officers of the Society shall be President, President-Elect, Secretary, and Treasurer. The election of President shall occur only when the office is vacant or when there is no President-Elect available to succeed to the office. The offices of Secretary and Treasurer may be combined, and one individual may be elected to serve in both capacities.

The Society intends to maintain a leadership succession model consisting of a President-Elect, President, and Immediate Past President to promote continuity, leadership development, and effective governance. The Society encourages the election of a President-Elect whenever practical to provide an opportunity for leadership development, familiarity with the Board and its governance, and preparation for service as President.

The President-Elect shall succeed to the office of President upon completion of the President's term. If the office of President-Elect is vacant, or if the President-Elect is unable or unwilling to serve as President, the membership shall elect a President at the Annual Meeting in accordance with these Bylaws.

Section 2. Nominating Committee

Prior to the Annual Meeting, the President shall appoint a Nominating Committee consisting of the Immediate Past President or President-Elect, as appropriate, and at least four (4) additional Active Members of the Society.

The chair of the Nominating Committee shall be the Immediate Past President or President-Elect, as designated by the President.

The Nominating Committee shall identify and recommend qualified candidates for the offices to be elected at the Annual Meeting. The Committee shall consider the qualifications, interest, availability, and willingness of candidates to serve.

Each nominee must consent to serve before their name is placed on the ballot.

Section 3. Additional Nominations

Additional nominations may be made by petition signed by at least ten (10) voting members or five percent (5%) of the voting membership, whichever is less, provided the petition is submitted no later than thirty (30) days before the election.

The nomination shall include the written consent of the nominee to serve if elected.

The Secretary or Executive Director shall include qualified additional nominees on the ballot and communicate their names to the membership in advance of the Annual Meeting.

Section 4. Elections

Elections shall be conducted by ballot or secure electronic ballot approved by the Board. Voting by proxy shall not be permitted.

If only one candidate is nominated for an office, the election may be conducted by voice vote or unanimous consent.

The candidates receiving the greatest number of votes for each office shall be declared elected unless otherwise provided by these Bylaws.

Section 5. Assumption of Office

Officers and Directors elected at the Annual Meeting shall assume their respective offices upon the conclusion of the Annual Meeting, unless otherwise provided by these Bylaws.

Each officer and Director shall serve until the expiration of the term for which elected and until a successor has been elected and qualified, unless the office is earlier vacated in accordance with these Bylaws.

Section 6. Vacancies

The unexpired term of any elected office or Board position that becomes vacant for any reason shall be filled by appointment by the Board of Directors, except that a vacancy in the office of President shall be filled in accordance with the succession provisions of these Bylaws.

If the office of President-Elect becomes vacant, the Board may leave the office vacant until the next Annual Meeting or may appoint an eligible Active Member to serve as President-Elect for the remainder of the unexpired term. A person appointed to fill a vacancy in the office of President-Elect shall be eligible to succeed to the office of President in accordance with these Bylaws.

Section 7. Board Attendance

Members of the Board of Directors are expected to attend at least two-thirds (2/3) of the Board's regular meetings during each year of service. Absences due to bona fide circumstances may be excused by the Board.

A Board member who fails to meet the attendance requirement may be asked by the President to resign from the Board. Before requesting resignation, the President shall discuss the circumstances with the Board member, and the Board may determine whether the circumstances warrant an exception.

Section 8. Eligibility and Attendance

Officers and Directors shall remain members in good standing throughout their terms of office.

Attendance expectations and procedures regarding resignation or removal for excessive absences shall be governed by the Board Member Expectations and Attendance Policy adopted by the Board.

CHAPTER X OFFICERS AND THEIR DUTIES

Section 1. Officers

The officers of the Society shall be President, President-Elect (if elected), Immediate Past President, Secretary, and Treasurer. The offices of Secretary and Treasurer may be combined, and one individual may be elected to serve in both capacities.

The terms of office shall be:

- (a) President – one (1) year;
- (b) President-Elect – one (1) year;
- (c) Secretary – one (1) year; and
- (d) Treasurer – two (2) years.

Each officer shall serve until the expiration of the term for which elected and until a successor has been elected and qualified. If no successor is elected, the incumbent officer may continue to serve until a successor is elected or appointed in accordance with these Bylaws.

The Immediate Past President shall automatically assume that office upon completion of the President's term.

The Executive Director shall serve as the chief administrative officer of the Society and shall be employed by and accountable to the Board of Directors.

Section 2. President

The President shall:

- (a) Serve as the chief elected officer of the Society;
- (b) Preside at meetings of the membership, the Board, and the Executive Committee;
- (c) Provide leadership in carrying out the mission and strategic priorities of the Society;
- (d) Appoint committee chairs and committee members, subject to approval by the Board where required;
- (e) Serve as an ex officio member of all committees, except the Professional Conduct and Ethics Committee unless requested by the Board;
- (f) Execute documents on behalf of the Society when authorized by the Board;
- (g) Perform such other duties as may be prescribed by these Bylaws or assigned by the Board.

Section 3. President-Elect

The President-Elect shall:

- (a) Assist the President in carrying out the duties of the office;
- (b) Participate in the leadership and governance of the Society;
- (c) Perform the duties of the President in the President's absence or inability to serve;
- (d) Perform other duties assigned by the President or the Board.

The President-Elect shall succeed to the office of President upon completion of the President's term. If a vacancy occurs in the office of President before the expiration of the President's term, the President-Elect shall succeed to the office of President for the remainder of the unexpired term.

Section 4. Immediate Past President

The Immediate Past President shall:

- (a) Provide continuity and institutional knowledge to the Board;
- (b) Serve as an advisor to the President, President-Elect and Board;
- (c) Assist with leadership development, committee appointments and strategic initiatives;
- (d) Perform other duties assigned by the Board.

Section 5. Secretary

The Secretary shall:

- (a) Ensure that accurate minutes are maintained for meetings of the membership, Board of Directors, and Executive Committee;
- (b) Oversee the maintenance of the Society's official records and governance documents;
- (c) Ensure required notices of meetings and elections are provided;
- (d) Certify official actions of the Society when necessary;
- (e) Perform other duties assigned by the Board.

The Secretary may delegate administrative responsibilities to the Executive Director while retaining oversight responsibility.

Section 6. Treasurer

The Treasurer shall:

- (a) Provide oversight of the financial affairs of the Society;
- (b) Chair the Finance Committee;
- (c) Review financial statements and reports presented to the Board;
- (d) Monitor the annual budget and financial performance of the Society;
- (e) Recommend financial policies to the Board;
- (f) Ensure appropriate financial controls are maintained;
- (g) Present regular financial reports to the Board and membership.

The Treasurer may delegate day-to-day financial administration to the Executive Director while retaining oversight responsibility.

Section 7. Executive Director

The Executive Director shall be appointed by and serve at the direction of the Board.

The Executive Director shall implement the policies established by the Board and manage the day-to-day operations of the Society.

The Executive Director shall:

- (a) Implement the policies and strategic direction established by the Board;
- (b) Manage the Society's administrative operations;
- (c) Supervise Society staff, consultants, and contractors;
- (d) Prepare the proposed annual operating budget in collaboration with the Treasurer and Finance Committee;
- (e) Oversee the Society's finances and maintain accurate financial records;
- (f) Support membership recruitment, retention, and engagement;
- (g) Coordinate meetings, educational programs, advocacy activities, and other Society initiatives;
- (h) Maintain the Society's records and official documents;

- (i) Serve as a non-voting advisor to the Board and all committees unless otherwise provided in these Bylaws; and
- (j) Perform other duties assigned by the Board.

The Executive Director shall have authority to conduct the routine business operations of the Society within the limits of the approved budget and policies established by the Board.

CHAPTER XI BOARD OF DIRECTORS

Section 1. Authority

The Board of Directors shall be the governing body of the Oakland County Medical Society and shall be responsible for establishing the strategic direction, policies, financial oversight, and governance of the Society.

The Board shall exercise all corporate powers not otherwise reserved to the membership by these Bylaws, the Articles of Incorporation, or applicable law.

Directors shall discharge their duties in good faith, with the care an ordinarily prudent person in a like position would exercise under similar circumstances, and in a manner they reasonably believe to be in the best interests of the Society.

In carrying out their responsibilities, Directors owe the fiduciary duties of care, loyalty, and obedience to the Society and shall comply with these Bylaws, the Society's governance policies, and all applicable laws.

Section 2. Composition

The Board of Directors shall consist of:

- (a) President.
- (b) President-Elect.
- (c) Immediate Past President.
- (d) Secretary and Treasurer, which offices may be held by the same individual.
- (e) Up to twelve (12) Directors elected by the membership.

The Board should, to the extent practical, reflect a diversity of medical specialties, practice settings, geographic representation, and physician experience.

Section 3. Responsibilities

The Board of Directors shall:

- (a) Establish the strategic direction of the Society;
- (b) Approve the annual operating budget;
- (c) Oversee the financial affairs of the Society;
- (d) Adopt policies necessary for the governance of the Society;

- (e) Employ, evaluate, and support the Executive Director;
- (f) Promote membership growth and engagement;
- (g) Approve major contracts, partnerships, and significant financial commitments;
- (h) Ensure compliance with applicable laws and the Society's governing documents;
- (i) Act on behalf of the Society between meetings when urgent circumstances require prompt action;
- (j) Perform other duties assigned to the Board by these Bylaws or by the Society.

Section 4. Meetings

The Board shall meet at such times and places as determined by the President or the Board.

Meetings may be conducted in person or through electronic means that allow all participants to hear and communicate with one another simultaneously.

Section 5. Quorum

Seven (7) voting members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board.

No proxy voting shall be permitted.

Section 6. Vacancies

If a vacancy occurs on the Board of Directors, the Board may appoint a qualified member in good standing to serve until the next annual election or until the remainder of the unexpired term, as determined by the Board.

Section 7. Eligibility and Good Standing

Directors shall remain members in good standing throughout their term of office and shall comply with these Bylaws, the Conflict of Interest Policy, and other governance policies adopted by the Board.

Failure to maintain membership in good standing may constitute grounds for removal from the Board.

Section 8. Terms of Office

No Director may serve more than ten (10) consecutive terms (a term is one (1) year) as an elected Director, excluding service as an officer. Former Directors who have reached the maximum period of service shall be eligible for re-election to the Board after a one-year absence from Board service.

Section 9. Indemnification

To the fullest extent permitted by law, the Society shall indemnify its Directors, Officers, committee members, employees, and authorized volunteers against liability arising from actions taken in good faith while acting within the scope of their duties on behalf of the Society.

The Society may purchase and maintain directors' and officers' liability insurance and other insurance coverage as determined appropriate by the Board of Directors.

CHAPTER XII COMMITTEES

Section 1. Standing Committees

The Society shall maintain the following standing committees:

- (a) Executive Committee;
- (b) Finance Committee (composed of the Executive Board members and the Executive Director of the Society);
- (c) Member Relations and Professional Resolution Committee;
- (d) Professional Conduct and Ethics Committee.

The Board of Directors may establish, modify, consolidate, or dissolve additional standing committees, special committees, task forces, or advisory groups as necessary to carry out the mission and strategic priorities of the Society.

Section 2. Executive Committee

The Executive Committee shall consist of the President, President-Elect, Immediate Past President, Secretary, and Treasurer.

The Executive Committee may act on behalf of the Board between regularly scheduled Board meetings on matters requiring prompt attention, subject to any limitations established by these Bylaws or by the Board.

The minutes of the Executive Committee meetings shall be recorded by the Secretary or Executive Director and distributed for approval at the next full Board of Directors' meeting.

Section 3. Finance Committee

The Finance Committee shall oversee the financial affairs of the Society and shall:

- (a) Review the annual operating budget;
- (b) Monitor revenues, expenditures, and investments;
- (c) Review financial statements and reports;
- (d) Recommend financial policies to the Board;
- (e) Assist in long-range financial planning.

The Finance Committee shall consist of the Treasurer, who shall serve as Chair, the President, President-Elect, Immediate Past President, Secretary, Executive Director (non-voting), and any additional members appointed by the President and approved by the Board.

All checks, evidence of indebtedness, and other official financial documents of the Society shall require the signature of one authorized signatory. Authorized signatories shall include the President or Treasurer, or such other person as may be designated by the Board of Directors.

A complete fiscal year financial summary shall be submitted to the Board of Directors annually.

Section 4. Committee Appointments

Unless otherwise provided in these Bylaws, committee chairs and members shall be appointed by the President and approved by the Board.

Committee appointments shall normally be for one (1) year and may be renewed.

Section 5. Committee Authority

Committees shall serve in an advisory capacity to the Board unless expressly authorized by these Bylaws or by action of the Board.

No committee shall obligate the Society financially or establish Society policy without approval of the Board.

Section 6. Committee Meetings

Committee meetings may be held in person or by electronic means.

Each committee shall maintain appropriate records of its meetings and activities and shall report regularly to the Board.

CHAPTER XIII Member Relations and Professional Resolution

Section 1. Purpose

The Oakland County Medical Society is committed to promoting professionalism, collegiality, and respectful relationships among physicians, healthcare professionals, and the public. To further these objectives, the Society shall maintain a standing committee known as the Member Relations and Professional Resolution Committee.

The Committee shall serve as an impartial resource for the informal review and resolution of complaints, concerns, misunderstandings, and disputes involving members of the Society whenever such matters are appropriate for mediation rather than disciplinary action.

Nothing in this Chapter shall limit the authority of the Board of Directors or the Professional Conduct and Ethics Committee to address matters requiring formal disciplinary review.

Section 2. Purpose and Responsibilities

The purposes of the Committee are to:

- (a) Provide an informal process for receiving and reviewing concerns involving Society members;
- (b) Promote communication and mutual understanding between physicians, members of the public, healthcare organizations, and other parties;

- (c) Encourage voluntary resolution of disputes through discussion, mediation, and consensus whenever appropriate;
- (d) Assist in preserving professional relationships and maintaining confidence in the medical profession;
- (e) Identify concerns that may warrant referral to the Professional Conduct and Ethics Committee for further review; and
- (f) Recommend improvements to Society policies or educational programs when recurring issues are identified.

The Committee shall not establish standards for professional fees or compensation and shall not create precedent through its recommendations. Each matter shall be reviewed individually based upon its specific facts and circumstances.

Section 3. Committee Composition

The Committee shall consist of not fewer than five (5) physician members in good standing appointed by the President and approved by the Board.

To the extent practical, Committee membership should represent a variety of medical specialties, practice settings, and professional experiences.

The Chair of the Committee shall be appointed by the President and confirmed by the Board of Directors and shall serve as liaison between the Committee and the Board.

Committee members shall promptly disclose any actual or potential conflict of interest and shall recuse themselves from any matter in which they cannot remain impartial.

Section 4. Duties and Authority

The Committee shall have the authority to:

- (a) Receive written complaints and requests for assistance;
- (b) Conduct preliminary reviews of complaints;
- (c) Request information from the parties involved;
- (d) Meet separately or jointly with the parties when appropriate;
- (e) Facilitate voluntary mediation and discussion;
- (f) Recommend educational or corrective actions when appropriate;
- (g) Refer matters to the Professional Conduct and Ethics Committee when evidence suggests potential misconduct requiring formal review.

The Committee shall function solely in a mediation, advisory, and fact-finding capacity.

The Committee shall not:

- (a) Act as a court or arbitration panel;
- (b) Determine legal liability;
- (c) Award damages or compensation;
- (d) Impose disciplinary action; or
- (e) Compel settlement of any dispute.

Section 5. Responsibility of Members

Members are expected to cooperate in good faith with the Committee during its review of a complaint.

Failure, without reasonable cause, to respond to Committee communications or to participate in the review process may be considered by the Professional Conduct and Ethics Committee if such failure materially interferes with the Society's ability to fulfill its responsibilities.

Section 6. Complaint Review Procedures

The Board shall adopt written procedures governing the receipt, review, mediation, documentation, and disposition of complaints.

The Committee shall conduct its activities in accordance with those procedures and any policies adopted by the Board.

The procedures may be amended by the Board as necessary to reflect changes in law, organizational practices, or governance standards.

Section 7. Confidentiality

To the extent permitted by law, complaints, mediation discussions, Committee records, and related communications shall remain confidential.

Committee members, staff, and participants shall maintain the confidentiality of proceedings except as required by law or as necessary to carry out the Committee's responsibilities.

Section 8. Limitation of Authority

The Committee's authority shall be limited to promoting communication, understanding, and voluntary resolution of disputes.

Participation in mediation shall not prevent any individual from pursuing rights or remedies otherwise available under law.

The Committee shall not interfere with licensing authorities, healthcare institutions, governmental agencies, or judicial proceedings.

The Committee shall have no authority to impose discipline or otherwise assume the responsibilities assigned to the Professional Conduct and Ethics Committee under these Bylaws.

CHAPTER XIV

PROFESSIONAL CONDUCT, ETHICS, AND DISCIPLINARY PROCEEDINGS

Section 1. Standards of Conduct

Membership in the Oakland County Medical Society is a privilege carrying with it the responsibility to uphold the highest standards of professionalism, integrity, ethics, and respect for the medical profession.

Each member shall conduct themselves in a manner that promotes public confidence in the medical profession and supports the mission and reputation of the Society.

Members are expected to comply with:

- (a) These Bylaws;
- (b) Policies adopted by the Board;
- (c) Applicable federal and state laws and regulations;
- (d) The ethical standards of the medical profession; and
- (e) The professional standards established by their applicable licensing authority.

Conduct occurring in either a professional or personal capacity that materially reflects upon a member's fitness to participate in the Society may be considered under this Chapter.

Section 2. Authority to Discipline

The Society shall have the authority to investigate allegations of misconduct and to discipline any member whose conduct is determined to be inconsistent with these Bylaws, the Society's policies, or the standards of professional conduct described in this Chapter.

Disciplinary action may include:

- (a) Letter of concern;
- (b) Written reprimand;
- (c) Censure;
- (d) Suspension of membership privileges;
- (e) Removal from appointed or elected leadership positions;
- (f) Removal from committee appointments; or
- (g) Expulsion from membership.

No disciplinary action shall be imposed without providing the member due process as outlined in this Chapter.

Section 3. Grounds for Discipline

Grounds for discipline include, but are not limited to:

- (a) Unprofessional, unethical, fraudulent, or dishonest conduct;
- (b) Conviction of a felony or other criminal offense substantially related to the practice of medicine or the responsibilities of membership in the Society;

- (c) Suspension, restriction, surrender, or revocation of a license to practice medicine by a governmental licensing authority;
- (d) Material violation of these Bylaws or policies adopted by the Board;
- (e) Knowingly making false or malicious statements that unjustly damage the professional reputation of another member or the Society;
- (f) Misuse of Society funds, property, confidential information, or other organizational resources;
- (g) Conduct that materially harms the reputation, mission, or operations of the Society;
or
- (h) Any conduct determined by the Board to be inconsistent with the purposes and ethical standards of the Society.

Section 4. Professional Conduct and Ethics Committee

The Society shall maintain a standing Professional Conduct and Ethics Committee responsible for reviewing allegations of member misconduct.

The Committee shall:

- (a) Review complaints;
- (b) Conduct investigations;
- (c) Gather relevant information;
- (d) Hold hearings when appropriate;
- (e) Make findings of fact; and
- (f) Submit written recommendations to the Board of Directors.

The Committee shall not impose discipline. Final disciplinary authority shall remain with the Board.

Section 5. Committee Composition

The Professional Conduct and Ethics Committee shall consist of not fewer than five (5) physician members in good standing appointed by the President and approved by the Board.

To the extent practical, the Committee shall reflect diversity in specialty, practice setting, and professional experience.

The Chair shall be appointed by the President and confirmed by the Board.

Committee members shall recuse themselves whenever a conflict of interest exists.

Section 6. Rights of the Member

A member who is the subject of disciplinary proceedings shall be entitled to:

- (a) Written notice of the allegations;
- (b) A reasonable opportunity to submit a written response;
- (c) Access to information reasonably relied upon by the Committee;
- (d) Representation by legal counsel at the member's own expense;

- (e) The opportunity to appear before the Committee if requested; and
- (f) A fair and impartial review.

Section 7. Investigation Procedures

Complaints alleging misconduct shall be submitted in writing to the President or Executive Director.

The Professional Conduct and Ethics Committee shall conduct a preliminary review to determine whether the complaint warrants further investigation.

Upon completion of its investigation, the Committee may recommend one or more of the following actions:

- (a) Dismiss the complaint;
- (b) Issue a confidential letter of concern;
- (c) Recommend a written reprimand or censure;
- (d) Recommend suspension of membership;
- (e) Recommend removal from leadership positions or committee appointments; or
- (f) Recommend expulsion from membership.

The Committee shall prepare a written report of its findings and recommendations for the Board.

Section 8. Board Action

The Board of Directors shall review the Committee's report and any response submitted by the member.

The Board may:

- (a) Accept the Committee's recommendation;
- (b) Modify the recommendation;
- (c) Return the matter to the Committee for additional investigation; or
- (d) Dismiss the complaint.

Any decision to suspend or expel a member shall require the affirmative vote of at least seven (7) voting members of the Board at a meeting.

The Board's decision shall be provided to the member in writing.

Section 9. Appeal

A member who has been suspended or expelled may submit a written appeal to the Board of Directors within thirty (30) days after receiving notice of the Board's decision.

The appeal shall be limited to determining whether:

- (a) The procedures established by these Bylaws were followed;
- (b) The member received a fair opportunity to be heard; and

(c) The Board's decision was supported by the evidence presented.

The Board may affirm, modify, or reverse its prior decision. The decision of the Board following appeal shall be final.

Section 10. Confidentiality

All disciplinary proceedings shall be conducted in a confidential manner to the extent permitted by law.

Committee members, Directors, staff, and participants shall maintain the confidentiality of investigations, deliberations, and records except as required by law or authorized by the Board.

Section 11. Reinstatement

A former member whose membership has been suspended or terminated may apply for reinstatement under procedures established by the Board.

The Board may require evidence that the circumstances giving rise to the disciplinary action have been resolved and that reinstatement is consistent with the best interests of the Society.

CHAPTER XV MEETINGS

Section 1. Annual Meeting

The Society shall hold an Annual Meeting of the membership at a date, time, and location determined by the Board of Directors. The purpose of the Annual Meeting shall include the election of officers and directors, receipt of reports on the activities and financial condition of the Society, and the transaction of such other business as may properly come before the membership.

Notice of the Annual Meeting shall be provided to the membership not fewer than thirty (30) days before the meeting.

Section 2. Board of Directors Meetings

Regular meetings of the Board shall be held at such times and places as determined by the Board.

Meetings may be conducted in person, by videoconference, or by other electronic means that allow all participants to hear and communicate with one another simultaneously.

Participation by electronic means shall constitute presence in person for purposes of establishing a quorum and voting.

Section 3. Special Meetings

Special meetings of the Society or the Board may be called by:

- (a) The President;
- (b) A majority of the Board; or
- (c) Upon written request of not fewer than ten percent (10%) of the voting members of the Society.

The notice calling a special meeting shall state the purpose of the meeting, and no business other than that stated in the notice shall be conducted.

Section 4. Quorum

A quorum for meetings of the membership shall consist of those voting members present unless otherwise required by law or these Bylaws.

Seven (7) voting members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board.

Section 5. Voting

Voting may occur in person or through secure electronic means approved by the Board.

Unless otherwise provided in these Bylaws, actions shall be approved by a majority of the votes cast.

Section 6. Order of Business

The order of business at the Annual Meeting shall be determined by the President unless otherwise directed by the Board.

If the President is a candidate for office, the President-Elect or Immediate Past President shall preside during the election of officers.

The order of election shall be:

- (a) President, when an election for President is required under these Bylaws;
- (b) President-Elect;
- (c) Secretary;
- (d) Treasurer;
- (e) Directors.

CHAPTER XVI PARLIAMENTARY AUTHORITY

The current edition of Robert's Rules of Order Newly Revised shall serve as the parliamentary authority of the Society on all matters of parliamentary procedure not otherwise provided for in the Articles of Incorporation, these Bylaws, policies adopted by the Board of Directors, or applicable law.

The presiding officer has the authority to appoint a Parliamentarian to advise on matters of parliamentary procedure.

CHAPTER XVII

AMENDMENTS to These Bylaws

Section 1. Authority

These Bylaws may be amended by the affirmative vote of a majority of the voting members participating in the vote.

Section 2. Notice

The full text of any proposed amendment shall be provided to the voting membership not fewer than thirty (30) days before the vote.

Notice may be provided electronically or by other methods approved by the Board of Directors.

Section 3. Voting

Amendments may be voted upon:

- (a) At the Annual Meeting;
- (b) At a Special Meeting called for that purpose; or
- (c) By secure electronic ballot authorized by the Board of Directors.

Electronic voting shall remain open for a period determined by the Board but not fewer than fourteen (14) days.

Section 4. Effective Date

Unless otherwise specified in the amendment, all amendments shall become effective immediately upon adoption.