

AMENDED AND RESTATED BYLAWS  
THE MICHIGAN CHAPTER OF THE  
AMERICAN COLLEGE OF PHYSICIANS

BYLAWS

ARTICLE I - OFFICES

**Section 1.1** The name of the Corporation shall be the Michigan Chapter of the American College of Physicians (MI-ACP).

**Section 1.2** The Corporation may have such offices as the Council (as defined hereinafter) may from time to time determine.

ARTICLE II - PURPOSE

**Section 2.1** The purposes of the Chapter are exclusively charitable and educational as set forth in the Articles [Certificate] of Incorporation of the Chapter and include the organization of those members of the American College of Physicians (the "ACP") who are members of the Chapter, in order to further the objects and purposes of the ACP.

**Section 2.2** The Chapter is subject to any limitations and restrictions imposed on it by the Bylaws of the ACP or by any resolution passed by the Board of Regents of the ACP and if it does not comply with such restrictions the Chapter shall be required (without limiting any other actions which may be required of it), upon request of the ACP, to cease being a Chapter of the ACP or using the name of the ACP.

ARTICLE III MEMBERSHIP

**Section 3.1** Membership in the Chapter shall consist of those persons who are members of the ACP and whose mailing address for purposes of receiving notices and publications of the ACP is in Michigan.

**Section 3.2** A Chapter member shall automatically be accorded the same class of membership as such member holds in the ACP. Only a Chapter member who belongs to the Member, Fellow, or Master class of membership shall be entitled to hold an office of the Chapter or vote on Chapter matters, provided, however, that other members may vote in the election of members of advisory boards or committees composed solely of members of such class, and may be appointed to serve as a voting member of a chapter committee.

47 **ARTICLE IV - MEETINGS OF MEMBERS**

48  
49 **Section 4.1** All meetings of the members shall be held at a place, either within  
50 or without Michigan, as the Council may from time to time determine.

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52 **Section 4.2** An annual meeting of the members shall be held each year for the  
53 election of Council members and officers, at such time as the Council shall determine.  
54 Notwithstanding the foregoing, the selection of Council members and officers may be held by  
55 mail as set forth in Section 9.6 below. Special meetings of the members may be called at any  
56 time by the Governor, the Council, or at least ten percent of the members of the Chapter entitled  
57 to vote, upon written request delivered to the Secretary of the Chapter.

58  
59 **Section 4.3** Written notice of any meeting of members, stating the time, place,  
60 and the general nature of the business to be transacted, shall be served not less than ten nor more  
61 than fifty days before such meeting, unless a greater period of notice is required by statute.

62  
63 **Section 4.4** Except as may be otherwise provided by statute or by these  
64 Bylaws, a quorum for the transaction of business shall consist of those members entitled to vote  
65 who are present in person. One or more members may participate in any meeting by means of  
66 conference telephone or similar communications equipment by means of which all persons  
67 participating in the meeting can hear and communicate with each other, and all members so  
68 participating shall be deemed to be present in person at the meeting.

69  
70 **Section 4.5** Except as may be otherwise provided by statute or by these  
71 Bylaws, the vote of a majority of the members entitled to vote who are present in person shall  
72 decide any question brought before any meeting.

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75 **ARTICLE V – COUNCIL**

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77 **Section 5.1** The Council shall consist of the Governor of the Area, who shall  
78 function as the president of the Chapter, the Governor-Elect, if any, the Vice-president (who is,  
79 the immediate Past Governor), the Secretary, the Treasurer and five or more Chapter members,  
80 the number of which shall be set from time to time by the Council. At least half of the Council  
81 members (other than the officers) shall be representatives elected by the members of the Chapter  
82 entitled to vote on line and/or at each annual meeting of the members. The remaining Council  
83 members may be appointed by the Governor. Council members (other than officers) shall serve  
84 staggered two year terms and until their successors are duly elected. As nearly as possible, an  
85 equal number of Council member terms shall expire each year.

86  
87 **Section 5.2** The Council shall reflect the chapter's composition of academic,  
88 practicing, male, female, urban, rural, ethnic, and diverse training backgrounds.

89  
90 **Section 5.3** Vacancies in the elected Council positions (other than among the  
91 officers), including vacancies resulting from an increase in the number of members constituting  
92 the Council, shall be filled by a majority vote of the remaining Council members. Each person

93 so elected shall be a Council member until a successor is elected by the members entitled to vote  
94 at the next election of members to the Council or at any special meeting of the members duly  
95 called for that purpose and held prior thereto.

96  
97 **Section 5.4** The duties of the Council shall be those ordinarily performed by a  
98 Board of Directors of a corporation. The Council shall manage the business and affairs of the  
99 Chapter, and may exercise all such powers of the Chapter and do all such lawful acts and things  
100 as are not by statute or by these Bylaws directed or required to be exercised and done by the  
101 members of the Chapter or by the Governor of the Chapter.

## 102 103 104 105 **ARTICLE VI - COUNCIL MEETINGS**

106  
107 **Section 6.1** The meetings of the Council may be held at such place within  
108 Michigan or elsewhere as a majority of the Council members may designate from time to time or  
109 as may be designated in the notice calling the meeting.

110  
111 **Section 6.2** Regular meetings of the Council shall be held at least two times a  
112 year, at such times and places as shall be determined from time to time, by resolution of the  
113 Council. Notice of each regular meeting of the Council shall specify the time and place of the  
114 meeting and shall be given to each Council member at least fourteen (14) days before the  
115 meeting.

116  
117 **Section 6.3** Special meetings of the Council may be called by the Governor, or  
118 by the Secretary upon written request of any two members of the Council, on 24-hours notice to  
119 each Council member. Notice of each special meeting of the Council shall specify the time and  
120 place of the meeting.

121  
122 **Section 6.4** A majority of the Council members shall constitute a quorum for  
123 the transaction of business, and the acts of the Council, except as may be otherwise specifically  
124 provided by statute or by these Bylaws. If a quorum shall not be present at any Council meeting,  
125 the Council members resent thereat may adjourn the meeting. It shall not be necessary to give  
126 any notice of the adjourned meeting or of the business to be transacted other than by  
127 announcement at the meeting at which such adjournment is taken.

128  
129 **Section 6.5** One or more Council members may participate in a meeting of the  
130 Council by means of conference telephone or similar communications equipment by means of  
131 which all persons participating in the meeting can hear and communicate with each other, and all  
132 Council members so participating shall be deemed to be present in person at the meeting.

133  
134 **Section 6.6** Any action which may be taken at a meeting of the Council may be  
135 taken without a meeting if a consent or consents in writing setting forth the action so taken shall  
136 be signed by all of the Council members and shall be filed with the Secretary of the Chapter and  
137 with the minutes of the proceedings of the Council.

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139 **ARTICLE VII - OFFICERS**

140  
141 **Section 7.1** The officers of the Chapter shall be a Governor (who shall also  
142 function as the president), Governor-Elect, if any, Vice-president (the immediate past Governor),  
143 Secretary and Treasurer. The officers shall be members of the Chapter.

144  
145 **Section 7.2** Except with respect to the office of Governor, Governor-Elect and  
146 Vice President except as hereinafter provided in the case of vacancies, the officers shall be  
147 elected by the members of the Chapter entitled to vote at each annual meeting of the members  
148 and shall serve in their respective offices until successors are duly elected. Notwithstanding the  
149 foregoing, such officers may be elected by mail ballot as set forth in Section 9.6 below.

150  
151 **Section 7.3** Any officer (other than the Governor or Governor-Elect) may be  
152 removed by the Council whenever, in its judgment, the best interests of the Chapter will be  
153 served thereby. If the office of any officer becomes vacant because of removal by the Council,  
154 death, resignation, or any other reason, except for the office of Governor or Governor-Elect, the  
155 vacancy shall be filled by a majority vote of the Council. Any person so elected shall serve until  
156 a successor is elected by the election or at any special meeting of the members duly called for  
157 that purpose and held prior thereto. If the Governor ceases to serve, the Governor-Elect shall  
158 become Governor. In the absence of such Governor-Elect, the Vice-president (the Immediate  
159 Past Governor) shall serve as Acting-Governor until a new Governor is selected pursuant to the  
160 Bylaws of the ACP.

161  
162 **Section 7.4** The Council may appoint such other officers, assistant officers,  
163 and agents as the needs of the Chapter may require who shall hold their positions for such terms  
164 and shall have such authority and shall perform such duties as from time to time shall be  
165 determined by resolution of the Council.

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167 **Section 7.5** The salaries and expense allowances, if any, for all officers and  
168 agents of the Chapter shall be determined by the Council.

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171 **THE GOVERNOR (PRESIDENT)**

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173 **Section 7.6** The Governor shall be elected pursuant to the provisions of the  
174 Bylaws of the ACP and shall serve for such term and shall perform such functions as are set forth  
175 in such Bylaws. The Governor shall (1) preside at meetings of the members and of the Council;  
176 (2) attend meetings of the Committees; (3) act as a liaison between the Chapter and (a) the  
177 College and (b) other Chapters; (4) report periodically to the College's board of Governors on  
178 activities of the Chapter; (5) promote applications for membership in the College and evaluate  
179 the recommendations of the Chapter's Credentials/Membership Committee for such members;  
180 and (6) perform such other duties as the Council may prescribe or delegate to him/her. The  
181 Governor shall be the chief executive officer of the Chapter and shall see that all orders and  
182 resolutions of the Council are carried into effect.

184                   **Section 7.7.** The Governor shall execute bonds, mortgages and other  
185 contracts requiring a seal, under the seal of the Chapter, except where required by  
186 law to be otherwise signed and executed and except where the signing and  
187 execution thereof shall be expressly delegated by the Council to some other officer  
188 or agent of the Chapter.  
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191                                   **THE GOVERNOR-ELECT**  
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193                   **Section 7.8** The Governor-Elect, when selected, shall perform the functions of  
194 the Governor in the absence of the Governor.  
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196                                   **THE VICE-PRESIDENT**  
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198                   **Section 7.9** The Vice-President is the Immediate Past Governor and shall, in  
199 the absence or disability of the Governor and Governor-Elect and in such order as the Council  
200 shall determine, perform the duties and exercise the powers of the Governor or Governor-Elect,  
201 and shall perform such other duties as the Council may prescribe or the Governor may delegate.  
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203                                   **THE SECRETARY**  
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205                   **Section 7.10.** The secretary shall attend all sessions of the Council and  
206 meetings of the members and record all the votes of the Chapter and the minutes of all the  
207 transactions, and shall perform like duties for the committees of the Chapter when  
208 required. The Secretary shall give, or cause to be given, notice of all meetings of the  
209 members and of special meetings of the Council, and shall perform such other duties, as  
210 may be prescribed by the Council or Governor, under whose supervision the secretary shall  
211 be.  
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213                                   **THE TREASURER**  
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215                   **Section 7.11.** The treasurer, with support from the Executive Director, shall  
216 maintain oversight of the Chapter funds and securities, shall keep full and accurate  
217 accounts of receipts and disbursements and shall deposit all funds of the Chapter in such  
218 depositories as shall be designated by the Council.  
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220                   **Section 7.12.** The treasurer, with support from the Executive Director, shall  
221 pay all bills and expenses of the Chapter and report to the Council, as requested, but at least  
222 annually, on all transactions and the financial condition of the Chapter.  
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224                   **Section 7.13.** If required by the Council, the Treasurer shall give the Chapter  
225 a bond in such sum, and with such surety or sureties as may be satisfactory to the Council,  
226 for the faithful discharge of the duties of the office  
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228                                   **ARTICLE VIII – EXECUTIVE DIRECTOR**  
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229                   **Section 8.1** The Executive Director shall:

- 230 (1) have an employment or contractual arrangement with the Chapter;  
231 (2) report to the Council, which shall determine hours worked and amount of compensation  
232 in an employee, or the length of a contractual arrangement and amount of compensation.  
233 (3) assist the Governor, Officers and Council to carry out the purposes and work of the  
234 Chapter and shall perform duties usual to this office and any other duties assigned by the  
235 Council.

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238 **ARTICLE IX – COMMITTEES**

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240 **Section 9.1** The Council may designate and create standing or temporary  
241 committees in addition to those provided for in these Bylaws. Such committees shall have such  
242 duties and responsibilities as the Council may deem appropriate.

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244 **CREDENTIALS/MEMBERSHIP COMMITTEE**

245  
246 **Section 9.2** The Governor may annually appoint a Credential/Membership  
247 Committee of at least three members of the Chapter who belong to the “Fellow” class of  
248 membership, including at least one Council member. The Governor shall serve as a voting  
249 member of the Committee.

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251 **Section 9.3** The Committee shall:

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253 (1) Upon the request of the Governor, review the qualifications of  
254 persons for membership and advancement to Fellowship in the ACP who would, by virtue of  
255 such membership, also be members of the Chapter, and, when appropriate, recommend that such  
256 persons be endorsed by the Governor. Those candidates for Fellowship will be reviewed by the  
257 national Credentials Subcommittee for recommendations for election consistent with the  
258 procedures established in the Bylaws of the ACP.

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260 (2) Actively seek members who might qualify for Fellowship and  
261 encourage them to apply for advancement.

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263 (3) Actively seek non-members of the ACP who, by their special  
264 background and achievements, might qualify for direct admission to Fellowship.

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268 **LOCAL NOMINATIONS COMMITTEE**

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270 **Section 9.4** The Governor shall annually appoint a Chair for the Local  
271 Nominations Committee who will compose a committee of not less than three members of the  
272 Chapter. Consideration regarding the Chapter’s composition of academic, practicing, male,  
273 female, urban, rural, ethnic, and diverse training backgrounds must be made when appointing the  
274 Committee. The Governor may serve as a non-voting member of the Committee.



- 322  
323 (4) Obtain audits of the Chapter financial activity whenever deemed  
324 necessary.  
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328 **HEALTH AND PUBLIC POLICY COMMITTEE**  
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330 **Section 9.12** The Governor may appoint a Health and Public Policy Committee,  
331 including at least one member of the Council. The Governor shall serve as a non-voting member  
332 of the Committee.  
333

334 **Section 9.13.** The Committee shall keep abreast of technological and public  
335 policy developments in the areas of medical practice, health care and the organization and  
336 delivery of health services and make such recommendations to the Council as it deems  
337 appropriate.  
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340 **ARTICLE X - GENERAL PROVISIONS**  
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342 **REPORT TO MEMBERS**  
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344 **Section 10.1** The Council shall submit at the annual meeting of the members a  
345 full report of conditions and finances of the Chapter together with a review of its acts for the  
346 preceding year.  
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349 **CHECKS AND NOTES**  
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351 **Section 10.2** All checks or demands for money and notes for the Chapter shall  
352 be signed by such officer or officers as the Council may from time to time designate.  
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356 **FISCAL YEAR**  
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358 **Section 10.3** The fiscal year of the Chapter shall be July 1 of one year to June  
359 30 of the following year.  
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362 **NOTICES**  
363

364 **Section 10.4** Whenever, under the provisions of the statutes or of the Articles of  
365 Incorporation or of these Bylaws, notice is required to be given to any person, it may be given to  
366 such person either personally or by sending a copy thereof through the mail or by telegram,  
367



368 charges prepaid, or by facsimile transmission or electronic mail, or by recognized delivery  
369 service to the appropriate address appearing on the books of the Chapter or supplied by them to  
370 the Chapter for the purpose of notice. Notice shall be deemed to have been given when delivered  
371 in person, or sent by facsimile or electronic mail or one day after being deposited in the mail  
372 with a recognized delivery service or sent by telegram.

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374 **Section 10.5** Whenever any written notice is required to be given by statute or  
375 by the Articles of Incorporation or by these Bylaws, a waiver thereof in writing, signed by the  
376 person or persons entitled to such notice, whether before or after the time stated therein, shall be  
377 deemed the equivalent of the giving of such notice. Except in the case of a special meeting of  
378 members, neither the business to be transacted or the purpose of the meeting need be specified in  
379 the waiver of notice of such meeting. Attendance of any person entitled to vote at any meeting  
380 shall constitute a waiver of notice of such meeting, except where a person attends a meeting for  
381 the express purpose of objecting to the transaction of any business because the meeting was not  
382 lawfully called or convened.

### 383 384 **LIABILITY AND INDEMNIFICATION**

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387 **Section 10.6.** A Council member shall not be personally liable for monetary damages arising out  
388 of his or her service as a Council member unless such liability arises from intentional  
389 misconduct, gross negligence or violation of a criminal statute or ordinance. This provision shall  
390 not be construed to shift responsibility for the Council member to pay taxes pursuant to local,  
391 state or federal law.

392  
393 **Section 10.7.** The Chapter shall defend and indemnify any officer, Council member or  
394 employee of the Chapter from any claims or civil or administrative proceedings or causes of  
395 action, for losses, damages or expenses, including attorney fees, arising out of the performance  
396 of said officer, member or employee's duties on behalf of The Chapter. The obligation to defend  
397 and indemnify does not extend to any criminal conduct, intentional misconduct or gross  
398 negligence on the part of the officer, member or employee. The decision to accept or reject such  
399 a claim for indemnification under this Section shall be made by vote of the Council.

### 400 401 **DUES AND FEES**

402  
403 **Section 10.9** The dues shall be established by the Council annually. The annual  
404 dues for the various classes of membership shall not exceed the annual dues for the same  
405 respective classes of membership in the ACP. The annual dues shall not be assessed against any  
406 member who is exempt from the payment of annual dues to the ACP, unless such member is  
407 exempt solely because of the payment of a lifetime membership fee to the ACP.

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409 **Section 10.10** All dues, fees, and assessments shall be collected by the ACP and  
410 remitted to the Chapter.

413 **ARTICLE XI - AMENDMENTS AND FUNDAMENTAL CHANGE**

414

415 **Section 11.1** The Articles of Incorporation or Bylaws may be altered, amended,  
416 or repealed by a majority vote of the members entitled thereon at any regular or special meeting  
417 duly convened after notice to the members of that purpose, or, to the extent permitted by law, by  
418 a majority vote of the members of the Council at any regular or special meeting duly convened,  
419 subject always to the power of the members to change such action by the Council members;  
420 provided, however, that no such fundamental change as the foregoing or such as a merger,  
421 division, or dissolution shall be effective without the approval of the Board of Regents of the  
422 ACP.

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