

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 rec of reg address for purposes of rec of rICLE

47 **ARTICLE IV - MEETINGS OF MEMBERS**

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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.

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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 **Section 4.4**

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.

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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.

139 **ARTICLE VII - OFFICERS**

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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.

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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.

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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.

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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 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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197 **THE VICE-PRESIDENT**

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199 **Section 7.9** The Vice-President is the Immediate Past Governor and shall, in
200 the absence or disability of the Governor and Governor-Elect and in such order as the Council
201 shall determine, perform the duties and exercise the powers of the Governor or Governor-Elect,
202 and shall perform such other duties as the Council may prescribe or the Governor may delegate.
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208 The secretary shall attend all sessions of the Council and
209 meetings of the members and record all the votes of the Chapter and the minutes of all the
210 transactions, and shall perform like duties for the committees of the Chapter when
211 required.

- 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**

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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
Chapter. Consideration regarding the Chapter’s composition of academic, practicing, maleTf1 u170.54 Tm0 G[(

276 **Section 9.5** The Committee shall nominate candidates for the Council, for the
277 offices of Secretary, Treasurer, and for the position of Governor-Elect of the Chapter.
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279 **Section 9.6** The Committee shall submit to the Chapter membership at least
280 one month prior to the annual meeting of the members a list of candidates for the Council and for
281 the offices of Secretary and Treasurer. However, at the annual meeting of the members the floor
282 shall be open for the nomination, by members entitled to vote, of additional candidates. In such

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

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

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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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