

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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**THE GOVERNOR-ELECT**

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**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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**THE VICE-PRESIDENT**

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**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,  
and shall perform such other duties as the Council may prescribe or the Governor may delegate.

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205                               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  
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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