

## **BYLAWS OF THE HEALTH CARE LAW SECTION OF THE STATE BAR OF MICHIGAN**

### **ARTICLE I PURPOSE**

SECTION 1. **SECTION NAME.** This Section shall be known as the Health Care Law Section (hereinafter the "Section") of the State Bar of Michigan.

SECTION 2. **PURPOSES.** The purposes of the Section shall be to:

- 2.1 Serve as an educational resource for members of the Section for the purpose of fostering professional development and understanding of health care laws and issues; and
- 2.2 Provide education to members of the State Bar, members of the health care community and the general public with regard to health care laws and related issues; and
- 2.3 Advocate, comment on or provide input with respect to state and federal legislation, regulations and public policy that affect the practice of health care law, consistent with the Bylaws of the State Bar of Michigan; and
- 2.4 Establish and maintain working relationships with attorney organizations and organizations of health care professionals, providers, consumers and other members of the health care community in this State and other states for the purpose of fostering better communication and understanding of health care laws and related issues and advocating Section interests; and
- 2.5 Promote awareness of the purpose and work of the Section among State Bar members, the health care community and the general public and encourage their participation in Section activities.

### **ARTICLE II MEMBERSHIP**

SECTION 1. **MEMBERSHIP.** The membership of the Section shall be Active Members and Law Student, Legal Assistant and Legal Administrator Members, as described in this Article. Any member of the Section whose annual dues shall be more than six months past due shall cease to be a member of the Section.

SECTION 2. **ACTIVE MEMBERS.** Any active member of the State Bar of Michigan may join the Section. Active Members of the Section are active members of the State Bar of Michigan who are enrolled in the Section and whose annual Section dues are timely paid. Active Members shall have the right to vote on matters brought before Section members. Active Members shall be eligible to serve on the Section's Council and Section committees and as officers of the Section and Section committees. Dues for Active Members shall be in an amount as determined by the Section Council.

SECTION 3. **LAW STUDENT, LEGAL ASSISTANT, AND LEGAL ADMINISTRATOR MEMBERS.** Any law student members, legal assistant member or legal administrator member of the State Bar of Michigan may join the Section. Law Student, Legal Assistant and Legal Administrator Members of the Section are law student, legal assistant, and legal administrator members of the State Bar of Michigan who are enrolled in the

Section and whose annual Section dues are timely paid. Law Student, Legal Assistant and Legal Administrator Members shall be entitled to receive Section publications, attend meetings of the Section and participate in Section committees. Law Student, Legal Assistant and Legal Administrator Members shall not be eligible to vote on matters brought before Section members. Law Student, Legal Assistant and Legal Administrator Members shall not be eligible to serve on the Section's Council as officers of the Section, or as officers of Section committees. Dues for Law Student, Legal Assistant and Legal Administrator Members shall be in an amount as determined by the Section Council.

**SECTION 4. LAW FACULTY MEMBERS.** Law Faculty Members of the Section, as defined below, may join the Section. "Law Faculty Members" of the Section are full-time or part-time members of the faculties of law schools, colleges, or universities located in the State of Michigan who have a law degree, who are not active members of the State bar of Michigan, who are enrolled in the Section and whose annual Section dues are timely paid. Law Faculty Members shall be entitled to receive Section publications, attend meetings of the Section, and participate in Section committees. Law Faculty Members shall not be eligible to vote on matters brought before Section members. Law Faculty Members shall not be eligible to serve on the Section's Council, as officers of the Section, or as officers of Section committees. Dues for Law Faculty Members shall be in an amount as determined by the Section Council.

### **ARTICLE III SECTION MEETINGS**

**SECTION 1. ANNUAL MEETING.** The Annual Meeting of the Section shall be held ordinarily during the annual meeting of the State Bar of Michigan in the same city or place as the annual meeting of the State Bar of Michigan, or at such other time and place as the Council may determine. The Annual Meeting shall be for the election of Council members and the transaction of such other business as may come before members of the Section.

**SECTION 2. SPECIAL MEETINGS.** A Special Meeting of the Section may be called at any time by the Chair of the Section upon approval of the Council. A Special Meeting shall be called by the Chair upon the written request to the Chair or Secretary of the Section of at least twenty (20) Active Members. Special Meetings shall be held at such time and place as the Chair may determine. Section members shall receive at least ten (10) days advance written notice of any Special Meeting. The notice shall state the time and place of the Special Meeting and the business to be transacted. The notice shall be delivered by first class U.S. mail, overnight delivery service, facsimile or internet electronic message.

**SECTION 3. WAIVER OF NOTICE.** Notice of any Special Meeting of the Section may be waived in writing before or after the meeting. Attendance at any meeting constitutes waiver of notice of the meeting unless attendance is for the express purpose of objecting to the transaction of any business because the meeting was not properly called or convened.

**SECTION 4. QUORUM.** Twenty (20) Active Members present in person at any Section meeting shall constitute a quorum for the transaction of business.

**SECTION 5. SECTION ACTION.** When a quorum is present at any Section meeting, the majority vote of Active Members present in person at the meeting shall decide any matter brought before Section members at the meeting, except as otherwise specifically provided in these Bylaws.

### **ARTICLE IV COUNCIL**

**SECTION 1. COUNCIL.** There shall be a Council of the Section consisting of thirteen to nineteen members, including the Officers of the Section, to be elected or appointed as provided in these Bylaws.

All Council members must be Active Members of the Section. The Chair-Elect shall remain as a member of the Council the year following his/her services as Chair-Elect in order to serve as the Chair of the Section notwithstanding the term limitation provisions of these Bylaws. The Immediate Past Chair shall remain as a member of the Council the year following her/his service as Chair of the Section notwithstanding term limitation provisions of these Bylaws. The Immediate Past Chair shall be included in determining whether a quorum is present at any meeting of the Council and shall have the right to vote on matters brought before the Council.

**SECTION 2. POWER AND DUTIES.** The Council shall have general supervision and control of the affairs of the Section, subject to the Supreme Court Rules Concerning the State Bar of Michigan, the Bylaws of the State Bar of Michigan and these Bylaws. The Council shall authorize all commitments or contracts which entail the payment of money, shall authorize the expenditure of all monies appropriated for the use or benefit of the Section and shall have such other powers and perform such other duties as are necessary to supervise and control the affairs of the Section.

**SECTION 3. TERMS OF OFFICE.** Except as provided in Section 6, each member of the Council shall serve a three-year term. A "year" shall begin at the close of the Section's Annual Meeting at which the Council member is elected and shall end at the close of the succeeding Annual Meeting of the Section.

**SECTION 4. TERM LIMITATIONS.** No Council member shall be eligible for re-election to the Council if he/she has served without interruption for two (2) consecutive three-year terms immediately preceding the term for which the election is held. However, the term limitation shall not permanently bar a Council member from re-election to the Council. A Council member shall be eligible for re-election if at least one year has passed between the end of the Council member's two consecutive three-year terms on the Council and the term for which an election is held.

**SECTION 5. ABSENCES.** Any member of the Council who is absent from three (3) consecutive meetings of the Council may be deemed to have resigned from the Council.

**SECTION 6. VACANCIES.** The Council may appoint any Active Member of the Section as a Council member to serve until the next annual election in the event of death, disability, removal or resignation of any officer or Council member.

**SECTION 7. MEETINGS.** The Council shall designate the time and place of its regular meetings, but shall schedule no fewer than four (4) meetings per fiscal year. Special Meetings may be called upon notice by the Chair and shall be called by the Chair upon written request to the Secretary of any two (2) members of the Council. Council members shall receive at least two (2) days advance written notice of a Special Meeting. The notice shall state the time and place of the Special Meeting and the business to be transacted. The notice shall be delivered by first class U.S. mail, overnight delivery service, facsimile or internet electronic message.

**SECTION 8. WAIVER OF NOTICE.** Notice of any Special Meeting of the Council may be waived in writing before or after the meeting. Attendance at any meeting constitutes waiver of notice of the meeting unless attendance is for the express purpose of objecting to the transaction of any business because the meeting

was not properly called or convened. Bylaws of the Health Care Law Section of the State Bar of Michigan  
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SECTION 9. **QUORUM.** A majority of elected and appointed members of the Council present in person at any meeting shall constitute a quorum for the transaction of business.

SECTION 10. **COUNCIL ACTION.** When a quorum is present at any Council meeting, the majority vote of Council members present in person at the meeting shall decide any matter brought before the Council at the meeting.

SECTION 11. **ACTION WITHOUT MEETING.** Any action required or permitted to be taken by a vote at any meeting of the Council may be taken without a meeting and without advance notice if a majority of the members of the Council in office at the time the action is taken consent in writing to the action. Written consent to an action shall be deemed sufficient if given by facsimile or internet electronic message. Prompt notice of the consent action shall be given to Council members who did not consent in writing. Notice shall be delivered by first class U.S. mail, overnight delivery service, facsimile or internet electronic message. The written consents shall be filed with or documented in the minutes of the proceedings of the Council. Such consents shall have the same effect as a vote of the Council for all purposes.

SECTION 12. **COMMUNICATION EQUIPMENT.** Members of the Council may participate in a meeting of the Council by means of teleconference video conference or similar communications equipment by virtue of which all persons participating in the meeting may hear each other if all participants are advised of the communications equipment, and the names of the participants in the conference are divulged to all participants. Participation in a meeting pursuant to this Section 12 shall constitute presence in person at such meeting.

## **ARTICLE V OFFICERS**

SECTION 1. **OFFICERS.** The Officers of the Section shall be a Chair, a Chair-Elect, a Secretary, and a Treasurer. All Officers must be members of the Council.

SECTION 2. **SELECTION OF OFFICERS.** The Chair-Elect, Secretary and Treasurer shall be nominated and elected as provided in these Bylaws. The Chair-Elect shall automatically succeed to the office of the Chair the year following his/her election to Chair-Elect.

SECTION 3. **TERMS OF OFFICE.** Each Officer shall hold office for one year or until his/her successor shall have been qualified and elected. A "year" shall begin at the close of the meeting at which the Officer is elected and shall end at the close of the first meeting of the Council following the Annual Meeting of the Section.

SECTION 4. **VACANCIES.** The Council may appoint any member of the Council as an Officer to serve until the next election in the event of death, disability, removal or resignation of any officer.

SECTION 5. **CHAIR.** The Chair shall preside at all meetings of the Section and of the Council. The Chair shall formulate and present a report of the work of the Section on an annual basis as required by State Bar Bylaws. The Chair shall perform other duties incident to the office of Chair and such duties as are assigned by these Bylaws or, from time to time, by the Council. The Chair may execute documents on behalf of the Section or Council only upon prior approval of the documents by the Council.

SECTION 6. **CHAIR-ELECT.** In the absence of the Chair, the Chair-Elect shall perform the duties of the Chair. The Chair-Elect shall be responsible for such other duties as the Chair or Council may assign.

SECTION 7. **SECRETARY.** The Secretary shall cause to be kept all books, papers, documents, and other property of the Section except money. The Secretary shall keep a true record of the proceedings of all meetings of the Section and of the Council. The Secretary shall perform other duties incident to the office of Secretary and such other duties as are assigned by these Bylaws or, from time to time, by the Council. The Secretary may execute documents on behalf of the Council or Section only upon prior approval of the documents by the Council.

SECTION 8. **TREASURER.** The Treasurer shall:

8.1 Review a record of all monies received and disbursed

8.2 Submit a financial report to the Council regularly and make copies available to the membership upon request; and

8.3 Prepare an annual budget for approval by the Council.

## **ARTICLE VI NOMINATIONS AND ELECTIONS**

SECTION 1. **NOMINATIONS.** Not later than the last scheduled meeting of the Council prior to the Annual Meeting, or at such other time as shall be convenient, the Section Chair shall appoint a Nominating Committee to nominate Section members for election to the Council and to nominate Section Officers. The Nominating Committee shall consist of three (3) to five (5) members of the Section, at least two (2) of who shall be Council members. The Section Chair shall appoint the Chair of the Nominating Committee.

SECTION 2. **ELECTIONS.** Council members shall be elected at the Annual Meeting of the Section. All elections of Council members shall be by voice vote unless otherwise ordered by resolution duly adopted by the Section at the Annual Meeting at which the election is held. Officers of the Section shall be elected annually by the Council at the first Council meeting following the Annual Meeting of the Section.

## **ARTICLE VII COMMITTEES**

SECTION 1. **GENERAL.** From time to time, the Council may establish such standing, special and ad hoc committees or subcommittees (individually or collectively, "committee" or "committees") of the Council or the Section, as the Council deems appropriate to conduct the activities of the Council or Section. The Council shall define the purpose of each committee and may prescribe specific powers and duties for a committee.

SECTION 2. **POWERS AND DUTIES.** Each committee shall have and may exercise the powers and duties assigned by these Bylaws or the Council and may exercise such other powers and duties incident to the committee's purpose as defined by the Council.

SECTION 3. **COMMITTEE MEMBERSHIP.** The Chair shall appoint members of Council committees. At least two members of a Council committee shall be members of the Council. The Council may authorize the Chair to appoint members of Section committees, as the Chair considers appropriate or may authorize

the chairs of Section committees to appoint members. Active Members and Law Student, Legal Assistant and Legal Administrator Members shall be eligible to serve as members of Section committees. The chair or co-chairs shall maintain a roster of the members of a committee for which there is a fixed membership.

**SECTION 4. COMMITTEE CHAIRS.** The Chair shall appoint chairs or co-chairs of Section and Council committees. The Chair may appoint vice-chairs of Section and Council committees, as he/she considers appropriate. Chairs or co-chairs of Council committees shall be members of the Council. Active Members shall be eligible for appointment as chairs, co-chairs or vice-chairs of Section committees. Law Student, Legal Assistant and Legal Administrator Members shall not be eligible for appointment as chairs, co-chairs or vice-chairs of Section or Council committees. Chairs, co-chairs, and vice-chairs of Council and Section committees shall perform such duties and exercise such powers as the Council or Chair may direct.

**SECTION 5. REMOVAL.** The Council may remove any committee chair, co-chair, or vice- chair or any committee member for cause.

**SECTION 6. VACANCIES.** The Chair may appoint any Council member to fill a vacancy in the event of death, disability, removal or resignation of a chair, co-chair, vice-chair or member of a Council committee. The Chair may appoint any member of the Section to fill a vacancy in the event of death, disability, removal or resignation of a member of a Section committee. The Chair may appoint any Active Member of the Section to fill a vacancy in the event of death, disability, removal or resignation of a chair, co-chair or vice-chair of a Section committee.

**SECTION 7. MEETINGS.** Each committee shall designate the time and place of its regular meetings, but shall schedule no fewer than the minimum number of meetings as may be directed by the Council. Special Meetings may be called upon notice by the chair(s) of a committee or upon written request to a committee chair of any two (2) members of the committee. Committee members shall receive at least two (2) days advance written notice of a Special Meeting. The notice shall state the time and place of the Special Meeting and the business to be transacted. The notice shall be delivered by first class U.S. mail, overnight delivery service, facsimile or internet electronic message. If a committee does not have a fixed membership, notice shall be sufficient if given to those individuals who are known to be active members of the committee.

**SECTION 8. WAIVER OF NOTICE.** Notice of any Special Meeting of a committee may be waived in writing before or after the meeting. Attendance at any meeting constitutes waiver of notice of the meeting unless attendance is for the express purpose of objecting to the transaction of any business because the meeting was not properly called or convened.

**SECTION 9. QUORUM.** A majority of the members of a committee present in person at any meeting shall constitute a quorum for the transaction of business. If a committee does not have a fixed membership, at least three (3) members of the committee present in person at any meeting shall constitute a quorum for the transaction of business.

**SECTION 10. COMMITTEE ACTION.** When a quorum is present at any committee meeting, the majority vote of committee members present in person at the meeting shall decide any matter brought before the committee.

**SECTION 11. ACTION WITHOUT MEETING.** Any action required or permitted to be taken by vote at any meeting of a committee may be taken without a meeting and without notice if a majority of the members

of the committee in office at the time the action is taken consent in writing to the action. If a committee does not have a fixed membership, consent in writing by at least five (5) members of the committee shall be considered sufficient for purposes of this Section 11. Written consent to an action shall be deemed sufficient if given by facsimile or internet electronic message. Prompt notice of the consent action shall be given to committee members who did not consent in writing. Notice shall be delivered by first class U.S. mail, overnight delivery service, facsimile or internet electronic message. The written consents shall be filed with or documented in the minutes of proceedings of the committee. Such consents shall have the same effect as a vote of the committee for all purposes.

**SECTION 12. COMMUNICATION EQUIPMENT.** Members of a committee may participate in a meeting of the committee by means of teleconference, video conference or similar communications equipment by virtue of which all persons participating in the meeting may hear each other if all participants are advised of the communications equipment, and the names of the participants in the conference are divulged to all participants. Participation in a meeting pursuant to this Section 12 shall constitute presence in person at such meeting.

**SECTION 13.** Each committee shall keep a written record of its acts and proceedings. The chair(s) of each committee shall submit written reports of the committee's activities as directed by the Council or upon request of the Chair of the Section.

## **ARTICLE VIII MISCELLANEOUS PROVISIONS**

**SECTION 1. FISCAL YEAR.** The fiscal year of the Section shall be the same as that of the State Bar of Michigan.

**SECTION 2. DISBURSEMENTS.** Any bills incurred by the Section to be forwarded to the State Bar for payment shall first be approved by the Chair or the Treasurer, or otherwise, as the Council shall direct.

**SECTION 3. COMPENSATION.** No salary or compensation shall be paid to any Officer, Council member, or committee member for his or her role on the Council or committee. However, Officers, Council members and committee members may be reimbursed for actual expenses for Section business.

## **ARTICLE IX AMENDMENTS**

**SECTION 1. PROPOSED AMENDMENT.** Any proposed amendment to these Bylaws shall be submitted in writing to the Council in the form of a petition by at least ten (10) Active Members of the Section or in the form of a resolution at a duly convened Council meeting. If the Council approves the proposed amendment, the Council shall publish a complete and accurate text of the proposed amendment in the Michigan Bar Journal or on the official Section webpage at least thirty (30) days prior to the meeting of the Section at which it is to be considered.

**SECTION 2. ADOPTION OF AMENDMENT.** These Bylaws may be amended at any duly convened meeting of the Section by a two-thirds (2/3) vote of the Active Members of the Section present in person at the meeting, provided that the proposed amendment shall first have been submitted to and approved by the Council as provided in these Bylaws. No amendment shall become effective until approved by the Commissioners of the State Bar of Michigan.