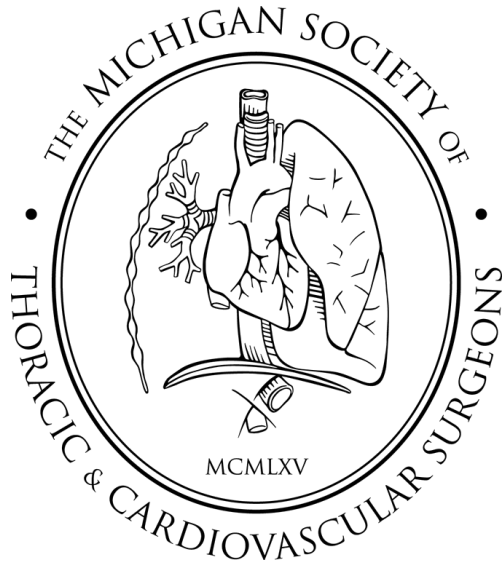


**Proposed Bylaws Revision  
(#10)  
October 13, 2017**

**The  
Michigan Society of Thoracic  
and Cardiovascular Surgeons**

**A Michigan Nonprofit Corporation**



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**Article I: Purposes of The Michigan Society of Thoracic and Cardiovascular Surgeons**

The purposes for which The Michigan Society of Thoracic and Cardiovascular Surgeons (MSTCVS) was formed and the powers which it may exercise are set forth in the Articles of Incorporation of The MSTCVS. The main purpose is to exemplify in a collegial manner the highest standards of quality care in the profession of thoracic and cardiovascular surgery. The MSTCVS's Quality Collaborative was established by The MSTCVS to help promote these standards of quality through examination and reporting of outcomes of surgery performed at each of the participating cardiac and thoracic surgery programs in Michigan. Those programs and the surgeons who perform operations at them can be found at The MSTCVS and Quality Collaborative website, [MSTCVS.org](http://MSTCVS.org).

**Article II: Membership**

Section 2.1. Classes of Members The MSCTVS shall have three (3) classes of members as follows:

1. Active

- a. Qualifications- Thoracic and cardiovascular surgeons certified by the American Board of Thoracic Surgery or the American Board of Osteopathic Surgery shall be eligible for active membership. Active members must be thoracic and cardiovascular surgeons who are employed in the field of thoracic and cardiovascular surgery or in leadership positions within their health care system.
- b. Rights and Duties- Active members shall be eligible for election to office or to the Board of Directors. They shall have the privilege of voting. They are subject to all the fees and dues of the MSTCVS mentioned in 2.4, and in turn shall receive all advantages and rights which membership to The MSTCVS bestows.

2. Senior

- a. Qualifications- Any Active member, upon the first day of January after reaching the age of seventy (70) years, shall automatically become a Senior member. In addition, any Active member upon the submission of a declaration of retirement from employment to the Secretary/Treasurer shall become, with the Board of Directors approval, a Senior member effective the first day of January after such Board approval. Notice of such transfer to senior membership shall be furnished to the member by the Secretary/Treasurer.
- b. Rights and Duties- Senior members shall possess all the rights, duties, privileges and obligations of Active members. Senior members shall not be

subject to dues or assessments. They will be subject to a fifty percent (50%) registration payment for the annual meeting.

### 3. Associate

- a. Qualifications- Scientists conducting research in the field of thoracic and cardiovascular surgery, physician assistants, perfusionists, nurses, practice administrators, data managers, and other physicians and non-physician allied health care professionals who support and work directly with thoracic and cardiovascular surgeons shall be eligible for Associate membership.

Also included as Associate members are those who have completed or are enrolled in a thoracic surgery educational program accredited by the Residency Review Committee for Thoracic Surgery under the authority of the Accreditation Council for Graduate Medical Education or a program approved for thoracic surgery education by the American Board of Osteopathic Surgery.

In addition, individuals who are enrolled in an appropriately accredited or otherwise recognized medical school or general surgery residency program accredited by the Accreditation Council for Graduate Medical Education or The American Board of Osteopathic Surgery may apply for Associate membership to The MSTCVS.

- b. Rights and Duties- Associate members shall possess all the rights, duties, privileges and obligations of Active members. They shall not be eligible for election to office or to the Board of Directors, nor shall they have the privilege of voting. They shall be subject to the fees and dues of The MSTCVS as specified below in 2.4. With approval of the Board of Directors they may serve as non-voting members of standing and ad hoc committees of The MSTCVS.
- c. Termination of Associate and Advancement to Active Membership- Following completion of thoracic training and certification by the American Board of Thoracic Surgery or the American Board of Osteopathic Surgery, an Associate member may advance to an Active member with all of its attendant rights, duties, and privileges. This should be done within five (5) years of completion of said training and certification.

Section 2.2. Membership Membership will be attained by written application and by approval from the Board of Directors of The MSTCVS. An applicant for membership must possess ethical and moral fitness, as well as professional proficiency. Applicants who limit their practice to thoracic and cardiovascular surgery and who do not fulfill the requirements for membership will be considered by the Board of Directors on an individual basis.

Section 2.3. Suspension and Expulsion Recommendation of suspension or expulsion should be made by twenty percent (20%) of the Board of Directors. Notification of this recommendation to the general membership shall require a supermajority vote (66%) of the Board. A member may then be suspended or expelled on the grounds of moral or professional

delinquency by a supermajority (66%) of the voting membership at a regular or special meeting of the members, provided that a statement of the reasons thereof shall have been sent electronically to the member's last recorded e-mail address at least ten (10) days before the members' vote. The member shall be given ample opportunity to speak at the members' meeting before the vote.

Section 2.4. Annual Dues Annual dues shall be determined by the Board of Directors. Associate members who are not medical students or residents of accredited thoracic surgery training programs shall be assessed fifty percent (50%) of the full membership dues paid by active members. Senior members, medical students, residents in training, and one data manager and one perfusionist for each type of databank kept by The MSTCVS, i.e. cardiac, general thoracic, congenital and PERform, from a Quality Collaborative site shall not be required to pay dues. Dues should be paid annually at the beginning of each new year.

Any member in arrears for dues or assessments for one (1) year shall be notified electronically. If the member fails to pay dues within six (6) months after notification, the member shall be dropped from membership unless extenuating circumstances are approved by the Board.

Section 2.5. Special Assessments Special assessments may be levied by the Board of Directors as approved by a supermajority (66%) of voting members of the Board.

### **Article III: Member Meetings**

Section 3.1. Annual Meeting of Members The annual meeting of the members shall be held at such time and place as the Board of Directors may designate. Election of the directors and other business transactions shall occur at the business meeting on the last day of the annual meeting.

Section 3.2. Special Meetings Special meetings of the members may be called by the President, or a majority (>50%) of Board of Directors or by a request from no less than ten percent (10%) of the voting members.

Section 3.3. Notice of Meetings Written notice of all meetings of the members stating the time, place, and purpose of the meeting shall be given to each member by electronic communication no less than ten (10) days and no more than sixty (60) days prior to the specified date of said meeting. Notice of any meeting need not be given to any individual who signs a waiver of notice before or after the meeting. Attendance of a member at a meeting constitutes a waiver of notice, except when the member protests at the beginning of the meeting that it is not lawfully called or convened.

Section 3.4. Quorum The majority (>50%) of voting members of The MSTCVS shall constitute a quorum at the meeting of The MSTCVS.

Section 3.5. Vote Required All actions shall be authorized by a majority (>50%) of the votes cast.

Section 3.6. Voting Rights Each Active and Senior member present at a meeting of the members shall be entitled one (1) vote only. At all member meetings, an Active and Senior member of The MSTCVS not in attendance may vote either by proxy signed by the member or

the member's duly authorized attorney-in-fact. The Secretary/Treasurer of The MSTCVS should be in possession of the proxy prior to the convening of the meeting.

Section 3.7. Conduct of Meetings Meetings of the members generally shall follow accepted rules of parliamentary procedure as specified by Robert's Rules of Order. Ultimate authority over matters of procedure shall be the President.

Section 3.8. Action Without a Meeting Any action may be taken without a meeting, prior to notice or vote, if the members unanimously (100%) consent to the action in writing.

#### **Article IV: Board of Directors**

Section 4.1. General Powers The Board of Directors will manage the business and affairs of The MSTCVS, subject to the limitations set forth in the Article of Incorporation.

Section 4.2. Number, Tenure, and Qualifications There shall be no less than seven (7) Directors of The MSTCVS consisting of the Immediate Past-President, President, President-Elect, Secretary/Treasurer, and at least three (3) Councilors. These Directors shall constitute the voting constituency of the Board of Directors of The MSTCVS. All Directors must be Active or Senior members.

The President-Elect shall be elected every two (2) years. He or she will serve two (2) years as President-Elect, two (2) years as President, and two (2) years as Immediate Past-President or until he or she dies, resigns, or is disqualified or removed from office, whichever occurs first.

The Secretary/Treasurer shall serve a minimum of three (3) years, and be appointed by the board every three (3) years. He or she shall serve no more than a maximum of six (6) consecutive years, i.e. two (2) terms or until that person dies, resigns, is disqualified or removed from office, whichever occurs first.

Each Councilor shall be elected every three (3) years and serve for a minimum of three (3) consecutive years, and no more than a maximum of six (6) consecutive years or until that person dies, resigns, is disqualified or removed from office, whichever occurs first.

Section 4.3. Vacancies Vacancies on the Board of Directors shall be filled by the Board. Selection of new Board member(s) shall be by majority (>50%) vote of existing Board members. New members shall serve for the remaining term of the Board member they are replacing.

Section 4.4. Resignation and Removal A Director may resign at any time by written notice to the Board of Directors. A removal vote may be initiated by presentation of signed petitions from no less than twenty percent (20%) of Board members. A Director may be removed with or without cause by a supermajority (66%) vote of the entire Board. Petitions may be submitted to any officer of The MSTCVS not named in the petition or in the event there is no such officer a petition may be submitted to any Board member. The removal vote shall be by written or electronic ballot, and shall be conducted within thirty (30) days of receipt of the necessary petitions at any time of the year. The removal decision will become effective upon completion of the vote.

Section 4.5. President of the Board The President of the Board of Directors shall preside at all meetings of the Directors, unless extenuating circumstances should prevent the President from doing so. In that case the President-Elect shall preside. The President shall have such other duties and powers as the Board of Directors shall authorize. The President shall work with the Executive Director to maintain the minutes of all meetings of the Board of Directors. The President shall see that all orders and resolutions of the Board of Directors are carried into effect and shall perform all other duties necessary or appropriate to the office of President.

Section 4.6. Secretary/Treasurer The Secretary/Treasurer shall perform such duties assigned to the Secretary/Treasurer by the President or by the Board of Directors. The Secretary/Treasurer shall have the custody of the corporate funds and securities except as otherwise provided by the Board of Directors, shall keep full and accurate accounting records for The MSTCVS, and shall deposit all funds to the credit of The MSTCVS in such depositories as may be designated by the Board of Directors.

Section 4.7. Other Officers Other officers may from time to time be appointed by the Board of Directors to perform such duties and exercise such authority as the Board of Directors or the President shall prescribe. If necessary the Board of Directors may designate an individual to perform some or all the duties required to be performed by the Secretary/Treasurer under these Bylaws.

Section 4.8. Executive Director The Executive Director shall report directly to the Board and shall have general executive powers and duties of supervision and management of The MSTCVS. The Executive Director's responsibilities include carrying into effect all directions and resolutions of the Board of Directors, direct the day-to-day affairs of The MSTCVS including reporting to the Board of Directors any violation of the rules and regulations (if any), collecting any charges or fees, and keeping records in the form prescribed from time to time by the Board of Directors and reporting thereon whenever so requested by the Board of Directors. The Executive Director will work closely with the Quality Collaborative Coordinating Center (See Article VII) to assure the smooth working of all The MSTCVS meetings and Quality Collaborative initiatives.

#### **Article V: Meetings of Directors**

Section 5.1. Time and Places of Meetings Meetings of the Board of Directors will be held at the time and place fixed by the Board of Directors. Unless communicated differently all meetings of the Board shall take place on the third Tuesday of each month at 8:00 pm.

Section 5.2. Notice of Meetings The agenda and notice of all meetings stating the time, place, and purposes of the meeting shall be given by electronic communication by the Executive Director not less than fourteen (14) days and not more than thirty (30) days prior to the date fixed for the meeting. Minutes of the previous meeting shall be distributed to the Board within seven (7) days following that meeting's adjournment.

Section 5.3. Waiver of Notice of Meetings Notice of any meeting of the Board of Directors need not be given to any Director who signs a waiver of notice before or after the meeting. Attendance of a Director at a meeting of the Board of Directors constitutes a waiver of notice of such meeting, except when he or she protests at the beginning of the meeting that the meeting is not lawfully called or convened.



Section 5.4. Special Meetings Special meetings may be called either by the President or any Director by giving two (2) days written notice to each Director electronically.

Section 5.5. Quorum A majority (>50%) of the Directors shall constitute a quorum for the transaction of business. The act of a majority of those Directors' present at any meeting at which there is a quorum shall constitute an act of the Board of Directors, except as otherwise provided by law or by the Articles of Incorporation.

Section 5.6. Voting Rights Each Director present at a meeting of the Board of Directors shall be entitled to one (1) vote.

Section 5.7. Conduct of Meetings Meetings of the Board of Directors generally shall follow accepted rules of parliamentary procedure as specified by Robert's Rules of Order. The Board may adopt any other form of procedure suited to the business being conducted.

Section 5.8. Action Without a Meeting Unless otherwise restricted by the Articles of Incorporation, any action may be taken without a meeting and without prior notice or a formal vote, if a written consent is submitted by all members of the Board of Directors.

Section 5.9. Participation by Telephone or Video Conferencing Members of the Board of Directors or members of any committee may participate in a meeting by means of a telephone or video-conference by which all persons participating in such meeting can hear each other clearly. Participation in such conferences shall constitute presence in person at the meeting.

#### **Article VI: Committees**

Section 6.1. Creation of Committees By resolution passed by a super majority (66%) of the Board of Directors, the Board may create one or more committees for purposes of advancing the cause and purposes of The MSTCVS. The Board has the power to appoint and remove members to these committees.

Section 6.2. The Collaborative Quality Committee Please see Article VII: The Quality Collaborative.

Section 6.3. The Nominating Committee The Nominating Committee consists of the President, President-Elect, and the Immediate Past-President. It shall be responsible for identifying nominees for all directorship and committee positions. Active members of The MSTCVS shall also enjoy the privilege of offering names for consideration. The Nominating Committee shall meet as often as necessary, and shall submit to the Board of Directors a slate to fill all Director and committee positions no less than six (6) weeks prior to the annual meeting.

Once agreed upon by the Board, the slate shall be presented electronically to the active members four (4) weeks prior to the annual meeting. Voting submitted in writing or electronically is accepted up to 5 pm the day before the annual business meeting of The MSTCVS. A quorum of voting members should be present for election results to be valid, and candidates with the highest vote will be the winners of the election. Voting privileges shall be extended only to Active or Senior members in good standing with The MSTCVS.

Section 6.4. The Bylaws Committee The Bylaws Committee shall consists of the President-Elect, Executive Director and three (3) members of the of The MSTCVS, appointed for a three year cycle by the President, who are interested in promoting the causes and purposes of the MSTCVS and who have been members for at least three (3) years. The committee shall meet yearly during the annual meeting or whenever necessary to review the Bylaws, and make suggestions about possible amendments or additions to the Bylaws.

Section 6.5. The Membership Committee The Membership Committee shall consist of three (3) members who are interested in enhancing the number of qualified candidates for The MSTCVS, appointed for a three year cycle by the President. The Chair of the Membership Committee shall be the member who just completed his or her second year on the committee. The Chair shall report directly to the Board at its monthly meetings for discussion of potential candidates for membership. In addition the Chair of the Membership Committee shall work with the Executive Director to maintain an accurate roster of all members of The MSTCVS, complete with contact information, in each category specified in Article II, and present this updated list at the annual business meeting of The MSTCVS.

**Commented [1]:**  
This definition of the Membership Committee fits that of the Southern Thoracic Society and seems to work exceptionally well.

Section 6.6. The Ethics and Standards Committee The Ethics and Standards Committee shall consist of the Board's Councilors. It will consider issues of unethical behavior as defined by the AMA Code of Medical Ethics (2017) as well as issues arising from unsatisfactory quality of care among the membership of MSTCVS. Reports of such behavior or results of care should be addressed to the President, and, after consulting the committee, the President will present the findings to the Board for consideration. Further action shall be determined by the procedure outlined in Article 2.3.

#### **Article VII: The Quality Collaborative**

The MSTCVS Quality Collaborative was formed in 2001 by active members of The MSTCVS. It has become a model to promote quality improvement and create educational opportunities for the specialty of Thoracic and Cardiovascular Surgery. The Quality Collaborative is made up of two components, The Collaborative Quality Committee and The Quality Collaborative Coordinating Center.

The Collaborative Quality Committee is made up of one active surgeon from each of the participating cardiac and thoracic surgery programs in Michigan. The MSTCVS President and President-Elect shall ipso facto be members of the Collaborative Quality Committee and attend its meetings, irrespective of whether representation of the facility where they operate already exists on the Collaborative Quality Committee. In such capacity, it is intended they shall represent the Board's perspective.

Each of the participating cardiac and thoracic surgery programs shall have one representative with one (1) vote on the Collaborative Quality Committee. Each surgeon so appointed shall serve for three (3) year cycles. The President and President-Elect of The MSTCVS shall be ad hoc voting members of the Collaborative Quality Committee and each should have one (1) vote.

The Collaborative Quality Committee meets quarterly to:

1. Analyze the structure, process, and outcome metrics related to cardio-thoracic surgery among participating sites.
2. Identify inter-institutional variation in these metrics.
3. Locate best practices among sites and disseminate findings to all participants.
4. Facilitate self-assessment and self-improvement of participating sites through Continuous Quality Improvement (CQI) processes.
5. Provide educational and learning opportunities for surgeons and data managers who serve the various cardio-thoracic programs in Michigan.
6. Examine sites deficient in certain outcomes and assist them in becoming better by visiting committee representatives.
7. Review Phase of Care Mortality Analysis (POCMA).
8. Present cases which illustrate points of care from whose management the committee might learn.
9. Consider data analysis requests for MSTCVS data from surgeons and associate members.
10. Accept potential opportunities for participation with other regional quality groups.
11. Create and prioritize yearly and long-term program plans and goals.

This list is not meant to be exhaustive, and the Collaborative Quality Committee may consider other quality aspects which directly impact MSTCVS.

The aforementioned Collaborative Quality Committee together with the Quality Collaborative Coordinating Center constitute the Quality Collaborative. The Coordinating Center is currently located in Ann Arbor. The Center is comprised of a Director who is an active member of the MSTCVS, a project manager, data quality experts, and administrative assistants who help advance the mission, vision and values of the MSTCVS's Quality Collaborative and its parent organization, The MSTCVS. The Director, or in the Director's absence, the project manager shall report to the Board the proposals and actions of the Quality Collaborative at the monthly meetings of the Board.

The Coordinating Center's responsibilities include, but are to necessarily limited to:

*Operational Activities:*

1. Audit data from each of the programs which make up the MSTCVS.
2. Acquire and review data generated by the surgical sites of MSTCVS.
3. Compile The MSTCVS's reports.
4. Create educational opportunities.
5. Organize three yearly Collaborative meetings, and with the assistance of the MSTCVS's President and Executive Director, the annual summer meeting with a focus on the quality collaborative portion of the meeting.
6. Organize quarterly PERForm Registry reports.
7. Organize quarterly PERForm Registry meetings.
8. Support quality improvement funded projects.
9. Support the IMPROVE network, a collaboration of regional cardiac surgery in collaborative within North America.

*Administrative Activities:*

1. Submit completed progress reports as well as the annual report to the Blue Cross Blue Shield of Michigan (BCBSM) Project lead in a timely manner including budget and applicable budget amendments.
2. Submit performance index score, volume reporting and participation reports to BCBSM annually.
3. Submit annual BCBSM savings analysis.
4. Submit annual BCBSM Coordinating Center Evaluation, BCBSM staff evaluation and hospital participation surveys.
5. Submit blinded collaborative meeting materials to BCBSM electronically within two weeks of meetings.
6. Attend monthly touch point meetings with BCBSM project lead.
7. Respond in a timely manner to BCBSM telephonic and email requests.
8. Notify BCBSM of any substantive participation issues at participating sites.
9. Attend bi-monthly program manager meetings.
10. Submit tri-annual reports via BCBSM website.
11. Attend quarterly project director meetings.
12. Represent the Collaborative at both regional and national meetings.

#### **Article VIII: Fiscal Year**

The fiscal year of The MSTCVS shall begin on the first day of January and end on the last day of December of each calendar year.

#### **Article IX: Liability and Indemnification of Directors and Officers**

Section 9.1. Conflict with Articles As long as the Articles of Incorporation do not contain conflicting provisions, this article shall apply.

Section 9.2. Liability of Directors No director of The MSTCVS shall be personally liable to The MSTCVS or its members for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to The MSTCVS, (ii) for acts or omissions which involve intentional misconduct or a knowing violation of law, (iii) for a violation of section 551(1) of the Michigan Nonprofit Corporation Act, (iv) for any transaction from which the director derived an improper personal benefit, or (v) for an act or omission that is grossly negligent. If the Michigan Nonprofit Corporation Act, or any other applicable law, is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of The MSTCVS shall be eliminated or limited to the fullest extent permitted by the Michigan Nonprofit Corporation Act, or any other applicable law, as so amended. Any repeal or modification of this Section by the members of The MSTCVS shall not adversely affect any right or protection of a director of The MSTCVS existing at the time of such repeal or modification.

Section 9.3. Right to Indemnification Each person who was or is a party to or is threatened to be made a party to or is involved in any action, suit, or proceeding, whether civil, criminal, administrative, or investigative, formal or informal (hereinafter referred to as a "proceeding"), by reason of the fact that he or she, or a person for whom he or she is the legal representative, is or was a director or officer of The MSTCVS or, while serving as a director or officer of The MSTCVS, is or was serving at the request of The MSTCVS as a director, officer, partner, trustee, employee, or agent or another foreign or domestic corporation, partnership,

joint venture, trust, or other enterprise, whether for profit or not, including service with respect to employee benefit plans, whether the basis of the proceeding is alleged action in an official capacity as a director, officer, employee, or agent, or in any other capacity while serving as a director or officer, shall be indemnified and held harmless by The MSTCVS to the fullest extent authorized by the Michigan Nonprofit Corporation Act, as it exists or may be amended (but, in the case of any such amendment, only to the extent that the amendment permits The MSTCVS to provide broader indemnification rights than the Michigan Nonprofit Corporation Act permitted The MSTCVS to provide before the amendment), against all expenses, liability, and loss (including attorney fees, judgments, fines, ERISA excise taxes, or penalties and amounts to be paid in settlement) reasonably incurred by the person in connection therewith. The indemnification shall continue for a person who has ceased to be a director or officer and shall inure to the benefit of his or her heirs, executors, and administrators; provided, however, that except as provided in these Bylaws with respect to proceedings seeking to enforce rights to indemnification, The MSTCVS shall indemnify any such person seeking indemnification in connection with a proceeding, or part thereof, initiated by the person only if the proceeding, or part thereof, was authorized by the Board of Directors of The MSTCVS. To the extent authorized by the Michigan Nonprofit Corporation Act, The MSTCVS may, but shall not be required to, pay expenses incurred in defending a proceeding in advance of its final disposition. The right to indemnification conferred in these Bylaws shall be a contract right.

Section 9.4. Non-Exclusivity of Rights The right to indemnification conferred in these Bylaws shall not be exclusive of any other right that any person may have or acquire under any statute, provision of the Articles of Incorporation, agreement, vote of members or disinterested directors, or otherwise.

Section 9.5. Indemnification of Employees, Committee Members, and Agents of The MSTCVS The MSTCVS may, to the extent authorized from time to time by the Board of Directors, grant rights to any employee, committee member or agent of The MSTCVS to indemnification and payment by The MSTCVS for expenses incurred in defending any proceeding before its final disposition, to the fullest extent of the provisions of the Michigan Nonprofit Corporation Act with respect to the indemnification and advancement of expenses of directors and officers of The MSTCVS.

Section 9.6. Insurance The MSTCVS may maintain insurance, at its expense, to protect itself and any director, officer, employee or agent of The MSTCVS or another corporation, partnership, joint venture, trust or other enterprise against any expense, liability or loss, whether or not The MSTCVS would have the power to indemnify such person against such expense, liability or loss under the Michigan Nonprofit Corporation Act or any other applicable law.

Section 9.7. Merger and Reorganization For purposes of this Article, The MSTCVS includes all constituent corporations absorbed in a consolidation or merger and the resulting or surviving corporation, so that a person who is or was a director, officer, employee, or agent of the constituent corporation or is or was serving at the request of the constituent corporation as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise whether for profit or not shall stand in the same position under the provisions of this section with respect to the resulting or surviving corporation as the person would if he or she had served the resulting or surviving corporation in the same capacity.

**Article X: Miscellaneous**

Section 10.1. Seal The Board of Directors may provide a corporate seal which, if authorized, shall have inscribed the name of The Michigan Society of Thoracic and Cardiovascular Surgeons, the year of incorporation and the words "Corporate Seal, Michigan."

Section 10.2. Waiver of Notice When the members or the Board of Directors or any committee takes action after notice to any person or after lapse of a prescribed period of time, the action may be taken without notice and without lapse of the period of time, if at any time before or after the action is completed the person entitled to notice or to participate in the action to be taken or, in case of a member, by the member's attorney-in-fact, submits a signed waiver of such requirements.

Section 10.3. Reimbursements If any payments are made to an officer of The MSTCVS, which the Internal Revenue Service disallows in whole or in part as a deductible expense, the officer shall reimburse The MSTCVS to the full extent of such disallowance. The Board of Directors has the duty to enforce payment of each amount disallowed. Subject to the approval of the Board of Directors, reimbursement may be made by withholding proportionate amounts from the officer's future compensation until the amount owed to The MSTCVS is recovered.

**Article XI: Amendments**

These Bylaws may be altered or amended or repealed only by the majority vote of the members of The MSTCVS at any regular or special meeting called for that purpose.

I HEREBY CERTIFY that the above Bylaws were adopted..., by the members of the Michigan Society of Thoracic and Cardiovascular Surgeons, Inc.

\_\_\_\_\_  
Secretary/Treasurer of the Michigan Society of  
Thoracic and Cardiovascular Surgeons, Inc.

Adopted: May 8, 2000  
Amended: January 2008  
Amended: December 10, 2011  
Rewritten and Adopted: