

Proposed BY-LAWS
OF
Michigan Society of Thoracic
and Cardiovascular Surgeons

A Michigan Nonprofit Corporation

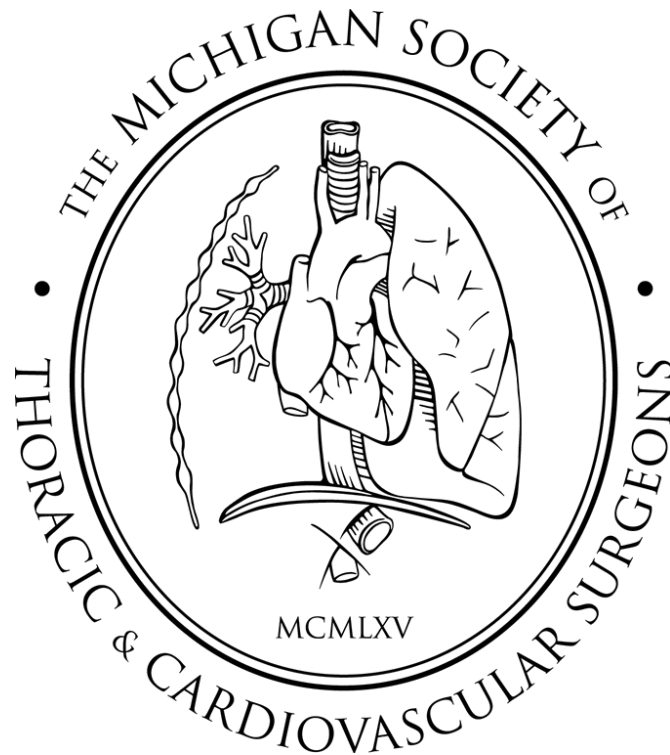


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Article I: Purpose

The purposes for which the Michigan Society of Thoracic and Cardiovascular Surgeons (MSTCVS) are formed and the powers which it may exercise are set forth in the Articles of Incorporation of MSTCVS. Briefly stated they are to exemplify the highest standards of quality of care in the profession and specialty of thoracic and cardiovascular surgery, and, through MSTCVS's Quality Collaborative (QC), assure these standards are upheld through thorough examination and reporting of outcomes of surgery performed at all of the programs. Those programs and the surgeons who perform operations at them can be found in the MSTCVS and QC website, MSTCVS.org.

Article II: Membership

Section 2.1 Classes of Members. MSCTVS shall have four (4) 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.
- 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, and in turn shall receive all advantages and rights which membership to the society bestows. Active members shall include surgeons who are actively working in the specialty of thoracic and cardiovascular surgery or participating in leadership positions within their health care system.

2. Associate.

- a. **Qualifications.** Scientists conducting research in the field of thoracic surgery, cardiologists, physician assistants, perfusionists, nurses, practice administrators, data managers, and other 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 Osteopathic Board of 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 Osteopathic Board of Surgery may apply for associate membership to the MSTCVS.

- b. **Rights and duties.** Associate members shall possess all of 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 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 Osteopathic Board of 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.

3. Retired.

- a. Qualifications. Active members who have retired from active practice or leadership positions, regardless of age.
- b. Rights and duties. Retired members possess all of the rights, duties, and privileges of active members, except they shall not be eligible for elections to office or to the Board of Directors. They do not possess the right to vote. They are not subject to the fees, assessments and dues of the society, but would have meeting registration payments 50% of active members.

4. Senior.

- a. Qualifications. Either Active or Retired members who have turned 67 years of age
- a. Rights and duties. Senior members who are active in the field of thoracic and cardiovascular surgery and/or have leadership positions in their healthcare system possess all of the rights, duties, and privileges of active members. They may vote and serve on the board in any capacity at the discretion of the board. They will not be subjected to society dues or assessments, but would have meeting registration payments 50% of active members.

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. Change from active to retired membership will occur upon notification of retirement. 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. A member may be suspended or expelled on the grounds of moral or professional delinquency by a vote of a majority of the voting membership at a regular or special meeting of the members, provided that a statement of the reasons thereof shall have been mailed to the member's last recorded 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. Recommendation of suspension or expulsion should be made by 20% of the Board of Directors, and final approval shall be rendered if 66% of the Board votes for this measure.

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 50% of the full membership dues paid by active members. Retired members, senior members, medical students, residents in training, and one data manager 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 in writing. 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 the majority (> 50%) of voting members.

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 this meeting on its last day.

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

Section 3.3. Notice of Meeting. 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 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 society. If a quorum is not present, a majority of voting members who are present may adjourn the meeting.

Section 3.5. Vote Required. All actions shall be authorized by a majority of the votes cast.

Section 3.6. Voting Rights. Each active member present at a meeting of the members shall be entitled one vote only. At all member meetings, an active 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 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 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 Past President, President, President-Elect, Secretary/Treasurer, and three (3) at-large directors. These Directors shall constitute the Board of Directors of the MSTCVS. All Directors must be 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 Past-President or until he or she dies, resigns, or is disqualified or removed from office, whichever occurs first.

Each at-large Director shall serve for a minimum of three (3) years, and no more than a maximum of six (6) years or until that person dies, resigns, is disqualified or removed from office, whichever occurs first. The Secretary/Treasurer shall be elected every two (2) years.

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 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 director may be removed with or without cause by a sixty-six (66) % vote of the entire Board or by a sixty-six (66) % vote of the voting members. A removal vote may be initiated by presentation of signed petitions from no less than twenty (20) % of Board members or voting members. Petitions may be submitted to any officer of the MSTCVS not named in the petition. 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 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 maintain the minutes of all meetings of the Board of Directors and 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 Society 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. The board of Directors may designate individuals to perform some or all of the duties required to be performed by the Secretary/Treasurer under these Bylaws.

Section 4.8. Executive Director. The Board of Directors may appoint a person to exercise all of the powers and perform all of the duties set forth in this Article and shall designate such person so appointed as the Executive Director. Unless the Board of Directors otherwise provides, the Executive Director shall be the chief executive officer of the Society and shall have such general executive powers and duties of supervision and management as are usually vested in the office of the chief executive officer of the Society, including carrying into effect all directions and resolutions of the Board of Directors. The Executive Director shall direct the day-to-day affairs of the Society 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. To work closely with the QC and maintain the upmost standards of quality in the members of the Society. The Executive Director shall be directly responsible to the Board of Directors and shall report directly to the Board of Directors. To work closely with the QC and maintain the upmost standards of quality in the members of the Society.

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.

Section 5.2. Notice of Meeting. 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 two (2) days and not more than sixty (60) days prior to the date fixed for the meeting.

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. Notice by regular mail shall be sent five (5) days prior to any meeting.

Section 5.5. Quorum. A majority of the directors then in office 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 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 tele- 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 majority 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 MSTCVS Quality Collaborative (QC) Committee. The MSTCVS Quality Collaborative was formed in 2003 by members of the Society. The QC has become a model emulated throughout the United States to promote both quality improvement initiatives as well as clinical research in our surgical specialty. It is made up of all MSTCVS surgeons, data managers, and others whose interest lies in promoting the best outcomes possible of the patients MSTCVS serves.

The QC Committee is made up of one surgeon from each of the thirty-three (33) Cardiothoracic programs in Michigan and that person shall serve for three (3) year cycles. Individuals who comprise The Quality

Collaborative Committee shall meet quarterly at a time and place established by the QC Coordinating Center.

The QC Coordinating Center is currently located in Ann Arbor, and is comprised of a Director, project managers, and administrative assistants who assist in advancing the causes and purposes of the MSTCVS.

The QC Committee's purposes include but are not necessarily limited to:

1. Analyze the structure, process, and outcome metrics related to cardiac and 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. Audit individual program's Society of Thoracic Surgeons (STS) data and MSTCVS data to ensure data integrity.
6. Provide educational and learning opportunities for surgeons and the data managers who serve the various cardiac and thoracic programs in Michigan.
7. Examine sites deficient in certain outcomes and assist them in becoming better by visiting committee representatives.
8. Review Phase of Care Mortality Analysis (POCMA).
9. Present cases which illustrate points of care from whose management the committee might learn.
10. Consider requests for MSTCVS data from surgeons interested in conducting clinical research.
11. Accept potential opportunities for participation with other regional quality groups.
12. Create and prioritize yearly and long-term program plans and goals.

The QC Coordinating Center's responsibilities include:

1. Auditing data from each of the programs which make up the MSTCVS
2. Data acquisition and review.
3. Compilation of the MSTCVS's reports
4. Creation of educational opportunities
5. Organization with assistance of the MSTCVS's Executive Director and President of both quarterly QC and annual member meetings
6. QC representation at regional and national meetings.

Section 6.3. Nominating Committee. The Nominating Committee consists of the President, President-Elect, the Immediate Past President, and Executive Director of MSTCVS. 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 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 may commence upon receipt of the ballot electronically up to the 5 pm the day before the annual business meeting of the MSTCVS. Voting privileges shall be extended only to those who have paid their dues and are active members in good standing with the MSTCVS.

Section 6.4. Bylaws Committee. The Bylaws committee consists of the President-Elect, Executive Director and three (3) other members of the QC serving in three (3) year cycle and appointed by the President interested in promoting the causes and purposes of the MSTCVS. The committee shall meet yearly during the annual meeting to review the Bylaws, and make suggestions about possible amendments or additions to the Bylaws.

ARTICLE VII **FISCAL YEAR**

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

ARTICLE VIII **LIABILITY AND INDEMNIFICATION OF DIRECTORS AND OFFICERS**

Section 8.1 Conflict with Articles. As long as the Articles of Incorporation do not contain conflicting provisions, this article shall apply.

Section 8.2 Liability of Directors. No director of the Society shall be personally liable to the Society 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 Society, (ii) for acts or omissions which involve intentional misconduct or a knowing violation of law, (iii) 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 Society 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 Society shall not adversely affect any right or protection of a director of the Society existing at the time of such repeal or modification.

Section 8.3 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 Society or, while serving as a director or officer of the Society, is or was serving at the request of the Society 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 Society 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 Society to provide broader indemnification rights than the Michigan Nonprofit Corporation Act permitted the Society 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 Society 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 Society. To the extent authorized by the Michigan Nonprofit Corporation Act, the Society 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 8.4 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 8.5 Indemnification of Employees, Committee Members and Agents of the Society. The Society 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 Society to indemnification and payment by the Society 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 Society.

Section 8.6 Insurance. The Society may maintain insurance, at its expense, to protect itself and any director, officer, employee or agent of the Society or another corporation, partnership, joint venture, trust or other enterprise against any expense, liability or loss, whether or not the Society 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 8.7 Merger and Reorganization. For purposes of this Article, the Society 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 IX **MISCELLANEOUS**

Section 9.1 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 9.2 Waiver of Notice. When the members or the Board of Directors or any committee may take 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 9.3 Reimbursements. If any payments are made to an officer of the Society, which the Internal Revenue Service disallows in whole or in part as a deductible expense, the officer shall reimburse the Society 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 Society is recovered.

ARTICLE X AMENDMENTS

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

I HEREBY CERTIFY that the above Bylaws were adopted the 14th day of August, 2016, 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
Amended: