Clinical Excellence Society Bylaws

I. Objective

A. The purpose of the Society is to honor clinical excellence of faculty in the Department of Internal Medicine and to promote improvement in clinical care of patients in the University of Michigan Hospital and Health Systems.

II. Membership

A. Classes. There shall be three classes of membership: Active, Emeritus, Ex Officio.
   1. Active members may vote on matters pertaining to activities of the Society and are eligible for election to the Council.
   2. Emeritus members shall be those who have an emeritus status in the Department of Internal Medicine. They will continue to be informed of the Society’s business, but will not participate in voting processes, nominations, or election to positions on the Council.
   3. Ex Officio members shall be those who are asked by the Society to serve in advisory capacity. They may not vote on matters pertaining to activities of the Society and will not be eligible for election to the Council.

B. Membership nomination and election
   1. The Department Chair and the President of the Society will solicit Society nominees annually from the division chiefs and service chiefs who will assemble a supportive folio consisting of a summary letter of recommendation based on solicited letters of peer support and pertinent evidence of exemplary clinical performance.
   2. The Membership Committee of the Society will evaluate each candidate and forward their selection list to the Chair for endorsement and to verify good standing within the Department.
   3. Active members will then vote to approve or disapprove the slate of new members evaluated by the Membership Committee.
   4. The number of new members per year will be flexible and will be adjudicated by the Membership Selection Committee and the Department Chair.
   5. The target annual number of inductees will be approximately twelve.

C. Eligibility
   1. Society members must remain in good standing with the Department and compliant with all relevant professional regulations and performance standards.
   2. Nominees are expected to have devoted at least 25% effort to clinical activity. Seven years of such activity is required for membership, with at least four years of service at the University of Michigan Hospital and Health Systems and the rest from years at another institution, if applicable.
   3. All members must be considered as extraordinary, excellent physicians. Such recognition may be reflected by acknowledged expertise by peers, referring physicians, trainees, patients, as well as recognition by national or regional rating organizations and national societies.

III. Officers and Councilors

A. Officers. Officers of the Society shall be a President, President-Elect and Secretary-Treasurer. All officers shall be active members of the Society.
   1. The President and President-Elect shall serve two-year terms and may serve no more than one consecutive term in each respective office.
   2. The Secretary-Treasurer shall serve a three year term and may not serve more than one consecutive term.
   3. Officers will be elected by Society members on an annual schedule.

B. Councilors. There shall be six Councilors. Councilors will be elected by active members annually. A Councilor will serve a term of three years. Each Councilor shall not serve for more than one consecutive term.

C. Chair Advisory. The Chair of Medicine or his/her designee shall serve as an advisor to the Council but will not be a voting member.
D. Council. The voting members of the Council shall consist of the President, President-Elect, Secretary-Treasurer and six Councilors. The Council shall be led by the President or the Vice President if the President is unable. Six voting members shall constitute a quorum with at least one executive officer. Voting will be by simple majority.

E. Election of Officers and Councilors. The election of Officers and Councilors shall be done by ballot with voting of all active members of the Society.
   1. Any active member of the Society can nominate any active member to be placed on the ballot for the position of any Officer or Councilor.
   2. Any nominee has to agree to being placed on the ballot. (In order to avoid the problem of replacing all six Councilors every three years, the first election of Councilors shall be to elect three Councilors for three-year terms and three Councilors for one-year terms.
   3. Subsequent election for Councilors will be for three-year terms. Term limits will not apply to those first three Councilors elected to one-year terms. However if elected to a three-year term after the initial one-year term, the limit on consecutive terms shall apply).

F. Duties of Officers and Councilors. It is the duty of the President (or Vice President) to supervise and lead the Council in deliberations regarding the affairs of the Society.
   1. The Council shall meet at least quarterly to manage the affairs of the Society.
   2. The President can call for additional meetings as he/she deems necessary.
   3. Any member of Council (voting or non-voting) can propose items for the agenda of the Council meeting.
   4. Any active member of the Society can propose agenda item(s) thru a Councilor.

G. Activities of the Council are but not limited to:
   1. To vote on new slate of active members of the Society to be presented to all active members for their approval.
   2. To make recommendations for sabbaticals if meeting departmental criteria.
   3. To make recommendations related to the conduct of clinical activities in the Department of Internal Medicine that may affect the delivery of clinical care at the request of the Chair or his/her designee.
   4. To solicit and help select nominations for nationally recognized speaker for the Annual Society dinner.
   5. To review and amend the Bylaws of the Society.
   6. To be responsible for the finances/expenditures and the preparation of a yearly budget of the Society.

H. Vacancy
   1. In the event of a vacancy in the council other than the President, however occurring, the President, with the assent of the majority of voting members of Council shall appoint a replacement to complete the remaining time remaining in that position.
   2. If the vacancy is the President, the President-Elect shall assume the title and responsibilities of the President. The Council will then elect a new President-Elect from voting members of the Council and the new President will then appoint a new Councilor as above to replace the position left open by the choice of President-Elect.

I. Removal of Officers or Councilors
   1. The Council, on recommendation by at least two of its members, may request that an Officer of Councilor be removed from office for cause. In such case, the individual will be notified in writing and provided due process with a hearing before the Council, to be held no sooner than 30 days after such notice but no later than the next scheduled Council meeting thereafter.
   2. Removal from Council will be determined by two-thirds majority vote of the remaining Council members. Any vacancy thus produced will be filled according to Section III.E of the Bylaws.

IV. Committees
   A. Committees will be formed as deemed needed by the Council.
   B. Committees constituted by other means shall not be recognized by the Society.
   C. The membership of each committee shall be appointed by the President and/or the President-Elect.
   D. The Secretary-Treasurer will serve as the committee secretary. Minutes shall be kept of all committee meetings and shall be submitted to the Council for approval.
E. A simple majority of the committee members present and voting shall constitute a quorum.
F. All committee actions shall be subject to review and approval by the President and general active membership.

V. Finances
A. The Secretary-Treasurer shall be responsible for the oversight and management of the finances of the Society as directed by the Council and shall provide an annual report to the Council. In addition, the Secretary-Treasurer shall research and provide initiatives (including philanthropic) to the Council that would help to sustain the financial integrity of the Society.

VI. Communications
A. The Secretary-Treasurer shall be responsible for communications related to the Society as directed by the Council.

VII. Amendments to Bylaws
A. Proposing an amendment. Any active CES member can propose a change to the Bylaws. The proposed amendment/s and its rationale shall be discussed with the President. The President or his/her designee will introduce this amendment/s to all society members either during a meeting, by mail, or email. Members must be allowed a period of at least one month to consider the change before the amendment is put to a final vote.
B. Voting process for an amendment.
   1. The vote may be conducted in person at a duly-convened meeting of the society, by an internet assisted ballot, by mail or by any other method approved by the society.
   2. Participation of at least 50% of the voting (active) members is required to amend a Bylaw.
   3. A two-third majority of the total votes cast will be required for adopting an amendment.
   4. The amendment should not be acted upon sooner than the day the change is voted upon.
   5. The result of the vote must be announced to all the members within 2 weeks.

VIII. Benefits to members. To be a member of the Society is an honor which recognizes a member’s excellence in the clinical arena. Membership is for lifetime within the Department of Internal Medicine at the University of Michigan. Other member benefits include:
A. Ability to actively assist in selecting future Society members.
B. Recommend a speaker for the annual Society dinner
C. An enhancement of annual CME funds of members (based on Society funds) and a report from the Department Chair.
D. A Clinical Sabbatical for up to 2 months (based on Society funds and input for the Department Chair. Requests and approvals must be made one year in advance of the beginning of the sabbatical.
E. Advise the Department of Internal Medicine on processes within it which will promote clinical excellence.
F. Introduction of amendments to Bylaws

IX. Penalties
A. Members may be expelled for reasons not specifically stated by the bylaws by a three-fourths vote of the total membership. A proposal for expulsion will be initiated upon presentation of a petition signed by ten active members and approval of the Council. The vote shall be by secret ballot.