

Edmonton Zone Medical Staff Association BYLAWS



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MADE THIS ___ DAY OF _____, 2011

EDMONTON ZONE MEDICAL STAFF ASSOCIATION

(the “Society”)

BYLAWS

1.0 RESPONSIBILITIES

The Society has the following responsibilities:

- 1.1 To organize and run elections for membership on Society Committees and Executive;
- 1.2 To appoint members to Alberta Health Services’ (“AHS”) Medical Staff Bylaws (“Medical Staff Bylaws”) and AHS’ Medical Staff Rules (the “Rules”) committees including: the Zone Medical Administrative Committee (“ZMAC”), the Provincial Practitioner Executive Committee (“PPEC”), the Zone Application Review Committee (“ZARC”) and the Medical Staff Bylaws and Rules Review Committee; Hearing Committees, Immediate Action Review Committee and Search Committees.
- 1.3 To coordinate Society representation on Zone-based AHS strategic committees;
- 1.4 To perform an advisory and if necessary advocacy role for all Members;
- 1.5 To provide input into Zonal/Local Practitioner workforce planning;
- 1.6 To participate in collaborative discussions on practitioner and health system-related issues through consultative mechanisms like the Alberta Medical Association’s (CMA Alberta Division) (“AMA”) Council of Zonal Leaders and the Zonal Advisory Forum.
- 1.7 To represent the interests of all Members practicing within the Zone in relation to any health system-related issue, and to advocate for, and on behalf of such Members;
- 1.8 To fulfill such other responsibilities as may be assigned, delegated or referred to in these Bylaws or as directed by the Members, from time to time; and
- 1.9 To coordinate a vote on AHS Medical Staff Bylaws amendments as per AHS Medical Staff Bylaws s.1.6.4(a).

2.0 JURISDICTION

- 2.1 The activities of the Society are to be carried out within the geographic boundaries of the Edmonton Zone except to the extent that participation of Members or Executive are required on a multi-zonal or Provincial level, or where issues common to more than one Zone arise requiring consultation or joint initiatives within the Province.

3.0 MEMBERSHIP

The membership of the Society shall be composed of the following:

- 3.1 All Practitioners whose Primary Zone Clinical Department (as such terms are defined in the Medical Staff Bylaws) is in the Edmonton Zone are entitled to join the Society upon application to the Secretary-Treasurer and payment of the required dues.
- 3.2 Subject to the voting and other restrictions found at Article 4.0, a Practitioner whose first or primary assignment to a department is in a Zone other than the Edmonton Zone is entitled to join the Society upon application to the Secretary-Treasurer and payment of the required dues.
- 3.3 All physicians whose primary location of practice is within the Edmonton Zone and who have not been granted an Appointment (as defined in the Medical Staff Bylaws) are entitled to join the Society upon application to the Secretary-Treasurer and payment of the required dues.
- 3.4 The Executive of the Society may appoint a practitioner as an Honorary Member of the Society in recognition of distinguished service to the profession.

4.0 VOTING RIGHTS & PARTICIPATION

- 4.1 Other than hereinafter provided for, all Members may vote, if they are present, at any Annual General Meeting or Extraordinary Special Meeting of the Society. Notwithstanding the foregoing, voting rights are granted only to those Members who are required to pay dues.
- 4.2 Only Members who are also members of the Medical Staff (as defined in the Medical Staff Bylaws) may vote on the following:
- a) The selection of Society representatives to sit on AHS Committees created pursuant to the Medical Staff Bylaws and Rules including, but not limited to the PPEC, ZMAC, ZARC, the Medical Staff Bylaws and Rules Review Committee, Hearing Committees and Immediate Action Review Committees.
 - b) Any other matter that:

- Will result in the appointment of a Member to an AHS Committee or other administrative body created pursuant to the Medical Staff Bylaws; or
 - relates to the Medical Staff Bylaws or the Rules.
- 4.3 Only Members who are also members of the Medical Staff may be elected to, or appointed to, AHS Committees created pursuant to the Medical Staff Bylaws.
- 4.4 A Practitioner who is granted Clinical Privileges in more than one Zone may belong to more than one Zone Medical Staff Association; however, that Practitioner may only vote or enjoy membership on Zonal Committees in the Zone where the Practitioner's Primary Zone Clinical Department assignment (as defined in the Medical Staff Bylaws) occurs.
- 4.5 A Member, including a member of the Executive shall not vote on any question:
- a) Affecting a private company of which he/she is a shareholder;
 - b) Affecting a public company in which he/she holds more than one percent of the shares;
 - c) Affecting a partnership or firm of which he/she is a member;
 - d) Concerning a contract for the sale of goods, merchandise or services to which he/she is a party; and/or
 - e) In which he/she will derive direct or indirect personal benefit beyond that which will accrue to the Society in general.
- 4.6 Any Member, including a member of the Executive, excluded by virtue of the above shall declare this before the discussion of the question and shall leave the room and not participate in the debate or vote, as the case may be. That Member will be deemed absent for that specific question or vote.
- 4.7 The respective Code of Ethics or Code of Conduct of the Member's professional body shall govern the Member's conduct in the Society.

5.0 DUES

- 5.1 Membership Dues as may be required for the administration of the day to day affairs of the Society shall be set by the Society and collected annually.
- 5.2 The Society may, from time to time, enter into agreements with either AHS or the AMA in relation to additional funding for Society services and operations.

6.0 SUSPENSION, RESIGNATION OR LAPSE OF MEMBERSHIP

- 6.1 Membership or voting privileges may be suspended by the Council for failure to participate in the activities of the Society including, without limitation, failing to attend meetings on a regular basis; failure to participate in Committee activities; or such other reasons as the Council, acting reasonably, and in its discretion, deem appropriate while at the same time ensuring due process and natural justice for the affected Member.
- 6.2 Membership in the Society shall terminate if a Member fails to pay dues owing by the Member, if such dues remain owing after 90 days, and proper notice of default has been given. During the aforesaid 90 day grace period, the Member shall, if otherwise entitled to vote hereunder, continue to have voting privileges.
- 6.3 A Member may resign his/her membership by submitting a letter of resignation to the Secretary-Treasurer.
- 6.4 Upon resignation, a former Member of the Society shall be deemed to have withdrawn from any Zone or Society Committee that the former Member was formerly appointed/elected to, as well as from any Society Executive or Council position formerly held.
- 6.5 Termination of membership in accordance herewith will be without prejudice to the Member's liability to the Society and Members waive any rights or claims to damages that they may have against the Society if membership ceases in accordance herewith.

7.0 EXECUTIVE OF THE SOCIETY

- 7.1 The administration and direction of the Society shall be the responsibility of the Executive elected for a term of two (2) years by a vote of present Members at the Annual General Meeting. The members of Executive can be removed by the Members at its Annual General Meeting or an Extraordinary Special Meeting if two-thirds of Members present vote to remove a Member of the Executive.
- 7.2 The voting members of the Executive shall be composed, at a minimum, of the following four positions (who for the purposes of subsection 9(4) of the Societies Act will act as both officers and directors of the Society):
- a) President
 - b) Vice-President
 - c) Past-President
 - d) Secretary-Treasurer.

8.0 DUTIES AND POWERS OF THE EXECUTIVE

- 8.1 Subject to Article 8.5, the President shall preside over all meetings, shall facilitate compliance with the Medical Staff Bylaws and Rules, and perform such other duties as usually pertain to his/her office. In addition, the President shall sit, as Society representative, on:
- a) Such Zonal and Provincial Committees as are designated in the Medical Staff Bylaws or the Rules;
 - b) The AMA Representative Forum in an ex-officio capacity provided that the President is an AMA member, failing which the President may appoint a designate from the Executive; and
 - c) The AMA Council of Zonal Leaders in an ex-officio capacity, provided that the President is an AMA member, failing which the Society shall appoint a designate.
- 8.2 The Vice-President shall assist the President in the performance of his/her duties, and preside and perform such other functions as are the duties of the President in the absence of the President, unless otherwise provided for herein.
- 8.3 The Past-President shall be a member of the Executive for the year immediately succeeding the end of the term of his/her Presidency and shall, in the absence of the President or Vice-President, act in their stead.
- 8.4 The Secretary-Treasurer shall:
- a) at the direction of the President, prepare and circulate the agenda in advance of all Society meetings;
 - b) record minutes of all Society meetings for approval at subsequent meetings;
 - c) be responsible for the correspondence of the Society;
 - d) receive, and be responsible for all monies belonging to the Society including dues, grants and other funds made available for the day-to-day management of the Society;
 - e) pay all bills and obligations of the Society from such monies; and
 - f) provide the Society with an annual financial review done by the AMA or any other external party.

If the Secretary-Treasurer is absent from a meeting or if the Secretary-Treasurer's office becomes vacant during the Secretary-Treasurer's term,

the Council shall appoint any Council member to act as Secretary-Treasurer until the close of the next Annual General Meeting.

- 8.5 The President shall act as Chair of all Executive, Annual and Extraordinary Meetings. In the absence of the President, the Vice-President shall act as Chair.
- 8.6 The President shall hold office for a two (2) year term. The Vice President shall hold office for a two (2) year term, and shall succeed the President upon the expiration of the President's term. The Secretary-Treasurer shall hold office for a two (2) year term.
- 8.7 The members of the Executive shall serve a maximum of two (2) consecutive two (2) year terms, with the exception of the Past President who shall serve a maximum of six (6) years.
- 8.8 The Executive members shall, where possible, attend all meetings of the Society and direct the business of the Society between meetings.
- 8.9 The Executive shall be responsible for the day to day business of the Society, subject to such guidance as may be given by the Members at the Annual General Meeting or Extraordinary Special Meetings of the Society.
- 8.10 Except as otherwise hereinafter provided, the Society hereby indemnifies and saves each and every present and former member of the Executive and Council (an "Indemnified Party") and each of their respective heirs and legal representatives, harmless from and against all reasonable amounts, losses, costs, charges, damages, expenses and misfortunes of whatsoever nature or kind that become payable, including an amount paid to settle an action or satisfy a judgment, and including legal costs (on a solicitor and his own client basis) that are reasonably incurred by an Indemnified Party in respect of any civil, criminal or administrative action, suit or proceeding to which the Indemnified Party is made a party by reason of or arising out of or in any way incidental to the Indemnified Party holding or having held such position with the Society, EXCEPT IN relation to matters as to which it is adjudged in such action, suit or proceeding that the Indemnified Party is liable for gross negligence or misconduct in the performance of his or her duties, and PROVIDED THAT the Indemnified Party:
- a) acted honestly and in good faith with a view to the best interests of the Society;
 - b) acted with the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances; and
 - c) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the Indemnified Party had reasonable grounds for believing his/her conduct was lawful.

8.11 The indemnity granted herein shall apply notwithstanding any fees or other remuneration paid to the Indemnified Party while serving in any capacity with the Society.

8.12 Nothing herein shall relieve an Indemnified Party from the duty to act in accordance with these Bylaws or the provisions of the Societies Act, as amended, and the regulations there under or from liability for any breach thereof.

9.0 MEETINGS OF THE SOCIETY AND THE EXECUTIVE

9.1 The Society shall hold an Annual General Meeting between November 1st and December 31st of each calendar year.

9.2 An Extraordinary Special Meeting of the Society may be called by the Executive or upon the written request of sixteen (16) Members.

9.3 Notice of all meetings, including the Annual General Meeting and an Extraordinary Special Meeting, and of changes of dates/times/places of meetings shall be sent by mail (regular or electronic) to each Member's last known address at least twenty-one (21) days prior to the date fixed for the meeting. A Notice of an Extraordinary Special Meeting shall also contain sufficient detail of the nature of the business to be conducted. All votes must be made in person and not by proxy or otherwise.

9.4 The Executive shall meet four (4) times per year or more frequently, as required. The President and Past-President shall be responsible for the preparation of the agenda for Executive meetings in advance of the meeting.

9.5 A quorum at any Executive meeting shall be three (3) Members.

9.6 A quorum for an Annual General Meeting shall be thirty (30) Members; and a quorum for an Extraordinary Special Meeting shall be sixteen (16) Members.

9.7 At the Annual General Meeting, or other meetings called in accordance with Article 9.3, as much as possible separate business shall be conducted to address advocacy issues (all Members) and Medical Staff Bylaws-related issues (Members with Appointments).

9.8 Meetings of the Society or the Executive shall be governed, as much as practically possible, by Robert's Rules of Order.

10.0 COUNCIL OF THE SOCIETY

10.1 The Council of the Society shall be advisory to the Executive.

10.2 The Council shall be comprised of the Executive plus up to twenty (24) Members at large (the "Members at Large"), who may be elected or removed at an Annual

General Meeting by and from among the Members, representing the various sites and other practitioner's constituencies within the Edmonton Zone.

- 10.3 The Members at Large shall each hold office for a (1) one year term. No Member at Large may hold more than (3) consecutive one-year terms.
- 10.4 The Council shall meet (6) six times per year or more frequently, as required. The Executive shall be responsible for the preparation of the agenda for Council meetings in advance of the meeting.
- 10.5 Additional individuals may be invited to attend Council meetings on an ad hoc/ as required basis by the Council, including but not limited to, individuals representing:
- a) Alberta Health Services
 - b) Covenant Health
 - c) Alberta Medical Association
 - d) Faculty of Medicine & Dentistry
 - e) College of Physicians and Surgeons.

11.0 REMUNERATION

- 11.1 Members of the Executive and Council shall be entitled to receive such remuneration for honoraria and reimbursement of expenses as may be permitted from time to time in accordance with a policy established by the Executive and approved by the Members at the Annual General Meeting.
- 11.2 Members who are elected or appointed to committees of the Society, or Zonal or Provincial committees as provided for under the Medical Staff Bylaws or the Rules shall be entitled to receive such remuneration and reimbursement of expenses as may be permitted from time to time in accordance with a policy established by the Executive and approved by the Members at the Annual General Meeting.

12.0 FINANCIAL YEAR

- 12.1 The fiscal year of the Society shall be from October 1st of a given year until September 30th of the following year.

13.0 AUDIT AND/OR FINANCIAL REVIEW

The auditor shall:

- 13.1 be a duly qualified accountant or two Members appointed/elected for that purpose at the Annual General Meeting;
- 13.2 annually audit the books and accounts of Society and submit its annual audit report as to the standing of the books and accounts for the previous year to the Members at the Annual General Meeting. Such audit report shall be open to inspection by all Members; and
- 13.3 report on other financial matters of Society on the request of the Executive.

14.0 BORROWING POWERS

- 14.1 For the purpose of carrying out its objects, the Society may borrow or raise or secure the payment of money in such manner as it thinks fit and, in particular, by the issue of debentures, but this power shall be exercised only under the authority of Society, and in no case shall debentures be issued without the sanction of a Special Resolution, as defined in the Societies Act.

15.0 CUSTODY AND USE OF SEAL, AND LOCATION OF BOOKS AND RECORDS

- 15.1 The seal of Society, the design of which shall be approved by the Executive shall be in the custody of the Secretary-Treasurer and shall be affixed to all documents, as required.
- 15.2 The Secretary-Treasurer shall have charge of and be responsible for the preparation and custody of all the correspondence, all minutes of proceedings and resolutions, and the books and records of Society.
- 15.3 The books and records of Society may be inspected by any Member at its head office upon giving reasonable notice to the Secretary-Treasurer.

16.0 AMENDMENTS

- 16.1 Neither the objects nor the Bylaws of the Society shall be repealed, added to, or amended unless by Special Resolution, as defined in the Societies Act, provided that not less than sixty (60) days notice specifying the intention to propose the resolution has been duly given.

Signed this ____ day of _____, 2011.

Signature of Witness

Print name of Witness

Address including Postal Code

Signature of Witness

Print name of Witness

Address including Postal Code

Signature of Witness

Print name of Witness

Address including Postal Code

Signature of Witness

Print name of Witness

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Dr. Jasneet Parmar

Print Name

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Print Name

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Signature

Dr. Scott North

Print Name

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