

CALGARY & AREA MEDICAL STAFF SOCIETY

BYLAWS

MADE THIS 22nd DAY of September 2011

Amended 2021 12 08

The name of this society shall be the Calgary & Area Medical Staff Society (CAMSS).

CAMSS is an independent medical staff voice that represents the physicians, dentists, oral & maxillofacial surgeons, podiatrists, or a scientist medical administrative leader, who has an Alberta Health Services ("AHS") Medical Staff Appointment. These individuals will generally reside near and/or work in Calgary and surrounding areas, encompassing the Calgary Zone of AHS.

1.0 Responsibilities - the society has the following responsibilities:

1.1 to organize and run elections for membership on society committees and executive;

1.1.1 **Election of the president & president-elect** - elections for president shall be held every two years prior to the commencement of the second year of the term of the then sitting president.

Commencement of the term is October 1st.

1.1.2 the president shall be elected by a simple majority vote using mail ballot (regular mail or electronic) of all members.

1.1.3 in the absence of a qualified candidate the executive may appoint the president-elect.

1.1.4 candidates may run for election or be nominated subject to council approval and may be excluded due to perceived conflicts of interest by virtue of other roles/positions that the candidate holds with the health care system.

1.1.5 the winner of the election shall serve as president-elect for one year, prior to assuming the presidency.

1.1.6 should the current president wish to run for a subsequent term, his/her nomination should be submitted prior to the deadline for closure of nominations for the president.

1.1.7 in the event that the president is re-elected for a subsequent term, that term will begin at the end of their first term.

1.1.8 **Election of hospital and primary care representatives in subsidiary associations (the associations)** - The representatives of the constituent structures shall be elected by processes identified by the respective associations.

1.1.9 **Term of office** - all officers of the society shall hold office for two (2) years from the date of election unless prohibited by their own hospital institutional electoral policy and shall be eligible for re-election.

1.1.10 **Vacancies** - a vacated position shall be filled at the next regular meeting of the society council or of the individual associations to complete the portion of that term which has expired.

- 1.2 to organize and run elections to select society representatives to sit on the Alberta Medical Association's (CMA Alberta Division) (the "AMA") representative forum;
 - 1.3. to appoint members to AHS' Medical Staff Bylaws ("Medical Staff Bylaws") and AHS' 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;
 - 1.4 to coordinate society representation on zone-based AHS strategic committees;
 - 1.5 to perform an advisory and if necessary advocacy role for all members as they strive to ensure the highest quality of care for patients;
 - 1.6 to provide input into zonal/local practitioner workforce planning;
 - 1.7 to participate in collaborative discussions on medical staff and health system-related issues through mechanisms like the AMA Council of Zonal Leaders and the Zonal Advisory Forum:
 - 1.8 to represent the interests of all members practicing within the Calgary zone in relation to any health system-related issue, and to advocate for, and on behalf of such members:
 - 1.9 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;
 - 1.10 to help facilitate and coordinate a vote on bylaw amendments as per AHS Medical Staff Bylaws sl.6.4(a); and zonal committees in the zone where the medical staff members primary zone clinical department (as defined in the Medical Staff Bylaws) assignment occurs and where they have paid their annual membership dues.
- 2.0 **Jurisdiction** - the activities of the society are to be carried out within the geographic boundaries of the Calgary 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, advocacy or joint initiatives within the Province.
- 3.0 **Membership and Dues**
- 3.1 The membership of the society shall be composed of the following:
 - 3.1.1 all medical staff who are AMA members whose primary location of practice is within the Calgary 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; and
 - 3.1.2 all medical staff whose primary zone clinical department (as defined in the Medical Staff Bylaws) is in the Calgary zone are entitled to join the society upon application to the secretary-treasurer and payment of the required membership dues which are set annually by the executive.
 - 3.1.3 the executive of the society may appoint a medical staff member as an honorary member of the society in recognition of distinguished service to the profession.

Such appointments will require a letter of recommendation from the respective department head nominating the perspective honorary member.

- 3.2 membership dues as may be required for the administration of the day to day affairs of the society shall be set by the executive and collected annually.
- 3.3 to be considered a member, only members whose annual dues are paid and up to date will be considered members. If any member is in arrears for fees or assessments, membership shall automatically be suspended at the end of ninety (90) days from the date such fees or assessments became due, and shall thereafter be entitled to no membership privileges, voting powers nor will the individual be able to serve on committees representing the society until reinstated.
- 3.4 subject to the voting and other restrictions found at Article 4.0, medical staff whose first or primary assignment to a department is in a zone other than the Calgary zone are entitled to join the society upon application to the secretary-treasurer and payment of the required dues.
- 3.5 the society may, from time to time, enter into agreements with either AHS or the AMA in relation to additional funding for society service and operations.

4.0 **Voting Rights and 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 or by mail ballot if offered.
- 4.2 only members who are also members of the medical staff (as defined in the Medical Staff Bylaws) may vote/volunteer themselves or nominate others to serve on the following:
 - 4.2.1 the selection of society representatives to sit on AHS committees created pursuant to the Medical Staff Bylaws including, but not limited to the PPEC, ZMAC, ZARC and the Medical Staff Bylaws and Rules Review Committee; and
 - 4.2.2 any other manner that:
 - 4.2.2.1 will result in the appointment of a member to an AHS committee or other administrative body created pursuant to the Medical Staff Bylaws;
or
 - 4.2.2.2 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 as the/a CAMSS representative created pursuant to the Medical Staff Bylaws.
- 4.4 only members who are also members of the AMA may vote in elections to select society representatives to sit on the AMA 's representative forum or vote on issues that are AMA-specific.

- 4.5 only members who are also members of the AMA may be elected as a society representative on the AMAS representative forum, or as a society representative on AMA committees.
- 4.6 a medical staff member who is granted clinical privileges in more than one zone may belong to more than one zone medical staff association/society; however, that medical staff member may only vote or enjoy membership on zonal committees in the zone where the medical staff members primary zone clinical department (as defined in the Medical Staff Bylaws) assignment occurs and where they have paid their annual membership dues.
- 4.7 a member, including a member of the executive or council, shall not vote on any question:
 - 4.7.1 affecting a private company of which he/she is a shareholder;
 - 4.7.2 affecting a public company in which he/she holds more than one percent of the shares;
 - 4.7.3 affecting a partnership or firm of which he/she is a member;
 - 4.7.4 concerning a contract for the sale of goods, merchandise or services to which he/she is a party; and/or
 - 4.7.5 in which he/she will derive direct or indirect personal benefit beyond that which will accrue to the society in general.
- 4.8 any member, including a member of the executive or council, 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.
- 5.0 **Suspension, Resignation or Lapse of Membership from CAMSS by Council**
 - 5.1 membership or voting privileges may be suspended by Council on unanimous vote of the members of Council not facing suspension, for failure to participate in the activities of the society including, without limitation,
 - 5.1.1 executive and council members failing to attend meetings on a regular basis;
 - 5.1.2 executive and council members failing to participate in Committee activities; or
 - 5.1.3 such other reasons as the executive and council, acting reasonably, and in its discretion, deem appropriate while at the same time ensuring due process and natural justice for the affected member.
 - 5.2 membership in the Society shall terminate if a member fails to pay dues, if such dues remain owing after 90 days, and proper notice of default has been given.
 - 5.3 a member may resign his/her membership by submitting a letter of resignation to the secretary-treasurer.

- 5.4 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 held.
- 5.5 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.

6.0 **Council and Executive of the Society**

COUNCIL

- 6.1 the administration and direction of the society shall be the responsibility of the council elected by a vote of present members at the general meeting or by mail ballot and the tally is taken and presented at the general meeting. Terms of election are for two (2) years.
- 6.2 the members of council can be removed by the members at the society's annual general meeting or an extraordinary special meeting if two-thirds of members present vote to remove a member of council.
- 6.3 the voting members of the council shall be the three (3) following officers (which officers, for the purpose of subsection 9(4) of the *Societies Act* (Alberta) will serve as directors):
 - 6.3.1 President
 - 6.3.2 President-Elect or Past-President
 - 6.3.3 Secretary-Treasurer
- 6.4 the other appointees of the council shall be:
 - 6.4.1 two representatives (the "Representatives") from each of the following subsidiary medical staff associations (the "Associations"):
 - 6.4.1.1 Alberta Children 's Provincial General Hospital (ACH);
 - 6.4.1.2 Rockyview General Hospital (RGH);
 - 6.4.1.3 Peter Lougheed Centre of Calgary General Hospital (PLC);
 - 6.4.1.4 Foothills Medical Centre (FMC);
 - 6. 4.1.5 South Health Campus (SHC);
 - 6.4.1.6 Calgary-Region Laboratory Scientist and Medical Staff;
 - 6.4.1.7 Community Medical Staff Association
 - 6.4.2 Two (2) representatives from Primary Care Networks (PCNs) divided into one rural and one urban representative.
- 6.5 in addition to the voting members on council and the appointees, additional non-voting individuals may be invited by the Council to attend on an ad hoc/as required basis, including but not limited to:
 - 6.5.1 the Zone Medical Director
 - 6.5.2 the Senior Medical Directors
 - 6.5.3 the Zone Clinical Department Heads
 - 6.5.4 the Zone Clinical Section Chiefs

- 6.5.5 the University of Calgary - Faculty of Medicine
- 6.5.6 the College of Physicians and Surgeons of Alberta
- 6.5.7 the Alberta Medical Association
 - 6.5.7.1 Calgary Zone Representative Forum Delegates
 - 6.5.7.2 Section of General Practice
- 6.5.8 Professional Association of Resident Physicians of Alberta
- 6.5.9 the ZMAC Chair
- 6.5.10 the Calgary Zone AMA Representative Forum Delegates

EXECUTIVE

- 6.6 the Executive of the Society shall be comprised of the three (3) following officers (which officers, for the purpose of subsection 9(4) of the *Societies Act* (Alberta) will serve as directors), who shall be elected by and from the Members:
 - 6.6.1 President
 - 6.6.2 President-Elect or Past-President
 - 6.6.3 Secretary-Treasurer

7.0 **Duties and Powers of the Council & Executive**

COUNCIL

- 7.1 subject to Article 7.5, the President shall preside over all meetings, shall facilitate compliance of 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:
 - 7.1.1 such zonal and provincial committees as are designated in the Medical Staff Bylaws or the Rules;
 - and
 - 7.1.2 the AMA representative forum in an ex-officio capacity provided that the president is an AMA member, failing which the Society shall appoint a designate
 - 7.1.3 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
- 7.2 the president will ensure that the following duties are carried out by the society's office coordinator or that this coordinator assists the secretary-treasurer to:
 - 7.2.1 keep a record of all the members of the society, their addresses and any other information the society deems necessary:
 - 7.2.2 maintain an up-to-date list of the medical staff eligible for membership in the society;
 - 7.2.3 attend all meetings of the society, the council and the executive and keep accurate minutes of the same;
 - 7.2.4 notify members of the society of meetings pertaining to them;
 - 7.2.5 keep records of bylaws, reports of committees and correspondence of the society; and
 - 7.2.6 carry out other duties as may be required by the executive.

- 7.3 the president is the official spokesperson for the society unless this duty is otherwise designated by the executive;
- 7.4 the president-elect or past president shall assist the president in the performance of his/her duties, and the president-elect shall preside and perform such other functions as are the duties of the president in the absence of the president. In addition, the president-elect shall:
 - 7.4.1 assume the presidency of the society upon the expiry of the term of the current president;
 - 7.4.2 attend all meetings of the society, the council and of the executive committee;
 - 7.4.3 is one of the three (3) medical staff representatives to the Calgary ZARC;
 - 7.4.4 is one of the eight (8) medical staff representatives to the Calgary ZMAC;
 - 7.4.5 serves on or chairs such committees as he/she may be appointed to.
- 7.5 the past-president shall be a member of the executive and of council for the year immediately succeeding the end of the term of his/her presidency and shall, in the absence of the president or president-elect, act in their stead.
- 7.6 the secretary-treasurer shall:
 - 7.6.1 at the direction of the president, prepare and circulate the agenda in advance of all society meetings;
 - 7.6.2 record minutes of all society meetings for approval at subsequent meetings;
 - 7.6.3 is responsible for the correspondence of the society;
 - 7.6.4 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;
 - 7.6.5 pay all bills and obligations of the society from such monies; and
 - 7.6.6 provide the society with an annual financial review performed by the AMA or any other external party.
- 7.7 the president shall act as chair of all executive, council, Zone Advisory Forum, general and extraordinary meetings. In the absence of the president, the president-elect shall act as chair. In the absence of the president and president-elect, the past president shall act as chair.
- 7.8 the president shall hold office for a two (2) year term. The president-elect shall hold office for a (1) one year term, and shall succeed the president upon the expiration of the president's term for an additional (2) two years. The past president shall hold that position for an additional (1) one year. The secretary-treasurer shall hold office for a two (2) year term.
- 7.9 if circumstances are such that there is no sitting past-president the society will find it acceptable to have a president-elect holding office for two years.
- 7.10 the council members shall, where possible, attend all meetings of the society and direct the business of the society between meetings.

- 7.1.1 the council shall be responsible for the day to day business of the society, subject to such guidance as may be given by either executive, or the members at the general meeting or extraordinary special meetings of the society.
- 7.12 duties of the Representatives:
 - 7.12.1 represent the medical staff of their constituent structures;
 - 7.12.2 attend all council meetings of the society or any other committee that they have been appointed to. or arrange for an informed alternate (who is also a member of the society) to attend.
 - 7.12.3 attend all meetings of the Zone Medical Administrative Committee as the representative of their individual medical staff association, or arrange for an informed alternate (who is also a member of the society) to attend.
- 7.13 the role of the subsidiary medical staff associations:
 - 7.13.1 The subsidiary medical staff associations will be organized to facilitate and strengthen the work of the society as constituent groups. The communication and sharing of information will be bidirectional and timely.
 - 7.13.2 the community association represents and advocates for physicians in the community-based practices. It advocates for matters relating to medical leadership and issues unique to community-based physicians.
 - 7.13.3 the elected representatives from each of the constituent groups will form the MSA executive. The MSA executives will be responsible for the organization of the constituent associations and for communication with CAMSS. The MSA executives will represent their MSA at the CAMSS level and represent CAMSS at the constituent level. The funding provided to each of the associations from the society will be used as determined by the mandate and goals of the individual associations.
 - 7.13.4 The society executive requires that each medical staff association will report annually on the activities of the association with a supporting annual financial report.

EXECUTIVE

- 7.14 The Executive of the Society shall be advisory to the Council.

8.0 Indemnification

- 8.1 except as otherwise hereinafter provided, the society hereby indemnifies and saves each and every person and former member of the executive or 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:

8.1.1 acted honestly and in good faith with a view to the best interests of the society;

8.1.2 acted with the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances; and

8.1.3 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.

8.2 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.

8.3 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, the Executive and Council**

9.1 the members shall hold a general meeting between November 1st and December 31st of each calendar year.

9.2 there shall be at least four (4) council meetings in each calendar year.

9.3 an extraordinary special meeting of the society may be called by the executive or upon the written request of fifty (50) members.

9.4 notice of all meetings, including the 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. *Apart from mail in votes, all votes must be made in person (which includes votes made by teleconference or videoconference) and not by proxy or otherwise.*

9.5 the executive shall meet ten (10) 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.

9.6 meetings may include the application of teleconference or videoconference as require

9.7 a quorum at any executive meeting shall be two (2) .

9.8 a quorum at any council meeting shall be 50% plus one of the voting members of council provided that at least two of the president, president-elect or past president must be present and in attendance.

9.9 a quorum for a general meeting shall be forty-three (43) members; and a quorum for an extraordinary special meeting shall be twenty-two (22) members.

- 9.10 at the general meeting, regular council meetings or other meetings called in accordance with s.9.3, separate business shall be conducted to address advocacy issues (all members) and Medical Staff Bylaws-related issues (members with appointments).
- 9.1.1 meetings of the society, the council or the executive shall be governed, as much as practically possible, by Robert's Rules of Order.
10. **Remuneration**
- 10.1 members of the executive and voting members of 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 council and approved by the members at the general meeting.
- 10.2 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 council and approved by the members at the general meeting.
11. **Fiscal Year** - the fiscal year of the society shall be from October 1st of a given year until September 30th of the following year.
12. **Audit** - the auditor shall:
- 12.1 be a duly qualified accountant or two members duly elected for that purpose at the annual general meeting:
- 12.2 annually audit the books and accounts of the society and submit its annual audit report as to the standing or the books and accounts for the previous year to the members at the general meeting. Such audit report shall be open to inspection by all members; and
- 12.3 report on other financial matters of society including arranging for a financial audit on the request of the executive or by vote of the majority during the annual general meeting.
13. **Borrowing Powers** - for the purpose of carrying out its objectives, 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*.
14. **Custody and Use of Seal, and Location of Books and Records**
- 14.1 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.
- 14.2 the secretary-treasurer shall have charge of and are responsible for the preparation and custody of all the correspondence, all minutes of proceedings and resolutions, and the books and records of society.

- 14.3 the secretary-treasurer may work with the society's office coordinator to ensure that duties are carried out
- 14.4 the books and records of society may be inspected by any member at its head office upon giving reasonable notice to the secretary-treasurer.
15. **Amendments** - 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.