

Charter Law of the SMS

Chapter 148

148.015 State society.(1) The State Medical Society of Wisconsin is continued with the general powers of a corporation. It may, from time to time adopt, alter and enforce constitution, bylaws and regulations for admission and expulsion of members, election of officers, and management.

(2) A member expelled from a county medical society may appeal to the state society, whose decision shall be final.

148.02 County societies. (1) The physicians and surgeons, not less than five in number, of the several counties, except those wherein a county medical society exists, may meet at such time and place at the county seat as a majority agree upon and organize a county medical society, and when so organized it shall be a body corporate by the name of the medical society of such county, shall have the general powers of a corporation, and may take by purchase or gift and hold real and personal property. County medical societies now existing are continued with the powers and privileges conferred by this chapter.

(2) Physicians and surgeons who, before April 20, 1897, received a diploma from an incorporated medical college or society of any of the United States or territories or of any foreign country, or who shall have received a license from the medical examining board, shall be entitled to meet for organization or become members of the county medical society.

(3) If there is not a sufficient number of physicians and surgeons in any county to form a county medical society they may associate with those of adjoining counties, and the physicians and surgeons of not more than 15 adjoining counties may organize a county medical society under this chapter, meeting at such time and place as a majority agree upon.

(4) A county medical society may from time to time adopt, alter and enforce constitution, bylaws and regulations for the admission and expulsion of members, election of officers, and management, not inconsistent with the constitution, bylaws and regulations of the state society.

148.03 Service insurance corporations for health care. The state medical society or, in a manner approved by the state society, a county society, may establish in one or more counties of this state a service insurance corporation for health care under ch. 613.

Note on §148.03, 447.13, and 449.15: Chapter 613 provides in general terms for the creation, governance and regulation of service insurance corporations for any kind of health care, as well as for other types of services. All that is needed in each authorizing chapter for professional societies is a brief section giving the appropriate professional society the power to organize a ch. 613 corporation. Section 148.03 creates that section for health care.

One basic restriction results from the repeal of the old enabling sections: none of the professional societies will be able to organize a service insurance plan within its own corporate structure. It is a mistake to permit such a mixing of professional and insurance activities within the same corporation. The society can, of course, control the service insurance corporation it creates under ch. 613, but the service insurance corporation will be legally separate. This will lead to more effective (and appropriate) control by the insurance commissioner, who should neither be empowered nor compelled, as arguably he was under the old statutes, to have any concern about the purely professional activities of the societies, because of the impossibility of disentangling the insurance and professional activities carried on by a single corporation.

Constitution

Article I

Name of the Association

The name and title of this organization shall be the State Medical Society of Wisconsin.

Article II

Purpose

The purpose of the Society is to bring together the physicians of the state of Wisconsin to advance the science and art of medicine and the better health of the people of Wisconsin, and to secure the enactment and enforcement of just medical laws. As used in the Constitution and Bylaws, "physician" means a doctor of medicine or a doctor of osteopathy licensed in Wisconsin.

Article III

As adopted by the House of Delegates, April 2001

Component Societies

Component societies shall consist of those county medical societies chartered by the House of Delegates of this Society.

Article IV

Composition of the Association

This Society shall consist of members whose dues and assessments for the current year have been received by the Society executive vice president in accordance with the schedule provided in the Bylaws; and who shall be the members of and certified by the applicable active component county medical societies.

Article V

House of Delegates

The House of Delegates shall be the legislative body of the Society and shall consist of:

- (1) delegates elected by those members of the component county medical societies who are also members of the State Society or, in counties with no active county medical society, by those members whose principal places of practice are located within the geographic boundaries of the county.
- (2) one delegate representing each specialty section of the Society, and one or more delegates representing each of the two medical student special sections, organized under the Bylaws,
- (3) a speaker,
- (4) a vice speaker.

The officers of the Society enumerated in Article IX of this Constitution, directors, and past presidents of the Society shall be ex officio members, but without the right to vote, except that if they have been duly seated as delegates, they shall have the right to vote. The speaker and vice speaker shall be elected by and from the House of Delegates for two-year terms, and shall be limited to three consecutive full terms in their respective offices. While holding these offices, they shall be members of the House at large and shall not represent any component county society or specialty society.

Article VI Board of Directors

The Board of Directors, hereinafter referred to as "Board," shall have full authority and power of the House of Delegates between sessions of the House. It shall consist of the resident physician, medical student and district directors, immediate past president, president, president-elect, treasurer, speaker and vice speaker of the House of Delegates. The executive vice president shall be an ex officio member of the Board, but without the right to vote. A majority of its voting members shall constitute a quorum. One resident physician director shall be elected by the members of the resident physician section of the Society and two medical student directors shall be elected by the members of the applicable school's medical student section of the Society. District directors shall be elected from eight geographic districts whose boundaries shall be determined by the House of Delegates. There shall be elected one director from each district. In addition, there shall be elected director(s) from each district based on a formula using the number of members, excluding candidate members, in each district as the numerator and the total membership of the Society as the denominator, rounded to the nearest whole number. This calculation shall be made every third year, and, as nearly as possible, is to provide for no more than 31 district directors and shall be based on the year end membership totals. The number of directors established for each district shall be approved by the Board and shall be reported to the districts by the executive vice president before annual elections to the Board. As nearly as possible, one-third of the district director members of the Board shall be elected each year. Each district director shall be nominated and elected only by the elected delegates of the county medical society or societies from the district in which the director's principal place of practice is located, or in counties with no active county medical society, by those members of this Society whose principal places of practice

are located within the geographic boundaries of the county. District, resident physician and medical student director elections shall be subject to the approval and confirmation of the House of Delegates. The terms of the district directors shall be for three years. The term of the resident physician director and the medical student directors shall be for one year. No individual shall be permitted to serve more than three consecutive three-year terms as a district director or four consecutive one-year terms as the resident physician director or medical student director, and no more than a total of six terms of service as a district director or a combined total of seven terms of service as the resident physician director, a medical student director and a district director shall be permitted.

Article VII Specialty Sections

The House of Delegates shall provide for a division of the Society into specialty sections.

Article VIII Meetings

Section 1. The Society shall hold an annual meeting, at which time the House of Delegates shall meet to conduct its business. The annual meeting may also include scientific sessions as determined by the Board.

Sec 2. The place for holding each annual meeting shall be fixed by the House of Delegates, or by failure to act, such authority is delegated to the Board. The time and the place for holding each annual meeting shall be approved by the Board.

Sec 3. Special meetings of the House of Delegates shall be called by the speaker on written request of twenty delegates representing at least 10% of the Society's membership in component county medical societies, or the membership in counties with no active county society, or on request of a majority of the Board. When a special meeting is called, the speaker shall set the time and place. The executive vice president shall mail a notice to the last known address of each member of the House of Delegates at least twenty days before the date of the special meeting. The notice shall specify the time and place of the meeting and the purpose for which the meeting is called. The meeting shall consider no business except that for which it is called.

Article IX Officers

Officers of this Society shall be a president, a president-elect, an executive vice president, and a treasurer. The president-elect and treasurer shall be elected annually by the House of Delegates. The executive vice president shall be elected and the treasurer shall be nominated annually by the Board. The president-elect shall automatically succeed to the office of president at the conclusion of the term as president-elect. The treasurer shall be limited to nine consecutive terms and must be a director of the Board. No person shall hold more than one of the following offices concurrently: president, president-elect, executive vice president, treasurer, speaker, vice speaker, director, except that the treasurer is a member of the Board. Incumbents shall serve until their successors are elected and installed.

Article X Funds and Expenses

Funds may be raised by annual dues or by assessment on the members, or in any other manner approved by the House of Delegates. The House may establish regular and special classifications of membership. Dues, if any, shall be applied equitably to all members in each class. All resolutions adopted by the House of Delegates providing for appropriations shall be referred to the Board for implementation. All expenditures approved by the Board shall be included in the annual budget.

Article XI Referendum

The House of Delegates may, by a two-thirds vote of those registered at that session, submit any question to the membership of the Society for its vote, except amendments to the Constitution. Such amendments are governed by Article XIII. The House shall determine prior to submission whether a referendum shall be advisory or binding, and so advise the membership at the time of submission. A majority vote of all the members of the Society shall determine the question on a binding referendum.

Article XII Seal

The Society shall have a common seal. The power to change or renew the seal shall rest with the House of Delegates.

Article XIII Amendments

The House of Delegates may amend any article of this Constitution by a two-thirds vote of the members of the House present at any annual meeting, provided that such amendment shall have been introduced in the form of a constitutional amendment in open session at the previous annual meeting, and that it shall have been published at least once during the year in the Journal of this Society, or sent to each member of the Society at least two months before the meeting at which final action is to be taken, except for Article IV, which may be amended at any annual meeting by a two-thirds vote of the delegates present, if the proposed amendment has been properly published or sent to each member, submitted to the House of Delegates and has laid over for one session of that annual meeting.

Bylaws

Chapter 1 Membership

Section 1. The name of a physician on the official roster of this Society, after it has been properly reported by the secretary of the county society, shall be prima facie evidence of membership and of the right to benefits, except those physicians with no active county medical society are not required to maintain county medical society membership as a condition of membership in this Society.

Sec 2. No person whose name has been dropped from the roll of members of a component society or this Society shall be entitled to any of the rights or benefits of this Society, except that such rights and benefits shall continue during the period of an appeal by such person to the Board of Directors.

Sec 3. Every physician who holds a license to practice medicine and surgery in Wisconsin shall be eligible to apply for membership. Each county society shall be the judge of the initial and continuing qualifications of its members, as well as the appropriate membership classification. Members will conduct themselves in a manner which is not in conflict with the purposes for which the Society is organized and is operating.

Sec 4. A county medical society must accept or reject a request for physician membership within sixty (60) days of receiving the application for membership. In the event a county medical society is unable to act on a physician membership application within the aforementioned time frame, the physician may withdraw the application from that county society and resubmit an application for membership to the State Medical Society's Board of Directors or designated committee, or another county medical society as provided in Sec. 6.

Sec 5. A member of either a component society or

this Society whose license has been revoked, suspended, non-renewed, or voluntarily surrendered, shall be immediately and automatically suspended from membership as of the date of revocation, suspension, non-renewal, or voluntary surrender, pending definitive action by the Board.

Sec 6. A physician's county society membership must be held in that county in which the physician's principal place of practice is located. However, a physician may hold membership in that county most convenient for attending meetings, with concurrence of the component society in which the principal place of practice is maintained. If a physician's primary county medical society is inactive, the physician may choose membership in another county.

Sec 7. A member whose principal practice is moved from within the territorial limits of a component medical society to the territory of another component of the State Society shall inform the State Society of the change and the need to change his or her county medical society membership. After checking Wisconsin licensure, the State Society will inform both county societies of the change in membership. However, membership dues, if already paid, will stay with the original county. If not paid, the county where the physician is moving will receive the dues.

Sec 8. Rights and privileges of members whose principal practice is out of state.

A. Out-of-State Practice. When the principal practice of a member in good standing in a component society is moved outside the borders of this state, membership in such component society and/or in the State Society may be continued by fulfilling all requirements of membership except residence. Members who choose to continue membership under this subsection shall have no voting rights nor hold office in the component

society or in the State Society, but shall maintain all other membership benefits.

- B. Part time In-State Practice. When the principal practice of a member in good standing in a component society is moved outside the borders of this state but who continues to practice less than part time as defined in Sec. 9.B.(1), within the state and who continues to fulfill all requirements of membership except residence, membership may be continued.

Sec 9. Membership classifications. Members defined in this section, except affiliates, shall have all the rights and privileges of the Society and shall pay dues and assessments, as indicated, as a requirement of continued membership.

- A. Regular. Regular members of this Society consist of all the regular members in good standing who are also members of the applicable active component county societies.
- B. Special. Included in this classification are the following categories of members who by virtue of their special circumstances are entitled to reduced dues or waiver thereof:
- (1) Part-time practice. Except as provided in Section 8, any physician who practices part-time but does not qualify under section 9.B.(5), may upon application, recommendation by the applicable active county medical society, with reference to the Section 4 timeframe and approval by this Society, be placed in this special category.
 - (2) Resident. Physicians in approved training programs as hospital residents or as fellows who are licensed to practice medicine and surgery in Wisconsin.
 - (3) Associate. Members who suffer a disability preventing them from practicing medicine; members who are inducted into the United States Military or Public Health Service and serve in such capacity for not more than five (5) years; and members who take a leave of absence from practice to care for a sick family member or new child. Such membership shall be on an annual basis, upon recommendation of the State Medical Society Membership Committee.
 - (4) Retired. Members who have retired completely from the practice of medicine or any compensated position that requires a Wisconsin medical license, may upon application, recommendation by the applicable active county medical society with reference to the Section 4 timeframe and approval by this Society, be placed in this category.
 - (5) Life. Those members of the State Medical Society of Wisconsin who have been members of this or other state medical societies for fifty (50) years, or are past presidents of the State Medical Society of Wisconsin. They shall receive a certificate of Life Membership.
 - (6) Candidate. Upon application, a county medical society or this Society may confer upon any person then attending a medical school in Wisconsin or fulfilling a postgraduate obliga-

tion prior to eligibility for licensure the status of Candidate Member.

- (7) Researcher. Members who work under an ACGME accredited institution whose primary source of income is research grants or at the discretion of the State Medical Society Membership Committee. Such special membership category can be maintained for a maximum of five (5) years.

C. Affiliate. Persons who are not otherwise eligible for membership may become affiliated with this Society in one of the following categories. Their dues or assessments, as well as rights and privileges as affiliate members, shall be determined by the Board.

- (1) Scientific Fellow. The Board may by invitation and unanimous consent confer upon any person engaged in teaching of or research in one or more of the basic sciences at an accredited college or university, and not holding the degree of Doctor of Medicine or Osteopathy, the status of Scientific Fellow.
- (2) Emeritus. Retired members who have chosen not to renew their license.
- (3) Other. At its discretion, the Board of Directors may create other categories of Affiliate members.

Sec 10. Dues and Assessments. Members shall pay dues and assessments as follows:

- A. Regular members: dues and assessments as determined annually by the House of Delegates.
- B. Physicians in part-time practice: one-half of regular member dues and assessments.
- C. Physicians in residency or fellowship training, Candidate and Researcher: dues and assessments are to be determined by the Board of Directors. Dues and assessments for all other categories shall be waived, except as may be determined by the Board for affiliate members.

Chapter II House of Delegates

Section 1. Each component county society or, in counties with no active county medical society, the members whose principal places of practice are located within the geographic boundaries of the county, shall be entitled to send one delegate and one alternate to the House of Delegates for each forty regular and special members or majority fraction thereof in this Society, provided, however, that each county society, or in counties with no active county medical society, the members whose principal places of practice are located within the geographic boundaries of the county, shall be entitled to at least one delegate and one alternate from that county society or county. For purposes of this section, the number of members as of the close of the calendar year preceding the first session of the House of Delegates at the Annual Meeting shall determine the number of delegates to which a county society or, in counties with no active county society, the membership in that county, shall be entitled. The secretary of each county society, or person

designated by the membership of the county will send a list of such delegates and alternates to the executive vice president of this Society by the end of each calendar year preceding the year in which such delegates are elected to serve.

Sec 2. One-fourth of the members of the House of Delegates registered, representing one-fourth of the members holding memberships in county medical societies or, in counties with no active county medical society, the members whose principal places of practice are located within those counties in the state, shall constitute a quorum of the House of Delegates. All meetings of the House of Delegates shall be open to members of the Society.

Sec 3. The speaker shall preside at the meetings of the House of Delegates.

Sec 4. The vice speaker shall officiate for the speaker in the latter's absence or at his request. In case of death, resignation, or removal of the speaker, the vice speaker shall officiate during the unexpired term.

Sec 5. The speaker shall appoint members of reference committees from among the members of the House of Delegates. These committees shall consider and make recommendations to the House relative to resolutions, reports of officers, reports of commissions and committees, financial and other matters germane to the business of the House. The speaker shall also appoint a credentials committee and such other committees as deemed necessary.

Sec 6. The House of Delegates shall elect delegates to the House of Delegates of the American Medical Association in accordance with the Constitution and Bylaws of that body. No person who has served 12 or more consecutive years as a Wisconsin delegate to the AMA shall be eligible to serve another term unless the delegate will concurrently serve on any of the following American Medical Association Councils: Constitution and Bylaws, Medical Education, Medical Service, Ethical and Judicial Affairs, Long Range Planning and Development, Legislation, Scientific Affairs; or, the American Medical Political Action Committee Board of Directors.

Sec 7. The House of Delegates shall have authority to create committees for special purposes and to appoint members of the Society who need not be members of the House of Delegates. Such committees shall report to the House of Delegates, and their members may be present to participate in the debate on their reports.

Sec 8. It shall receive for appropriate action the annual reports of the treasurer, executive vice president, and chair of the Board of Directors.

Sec 9. Unanimous consent of the House of Delegates shall be required for the introduction of any new resolution or business not filed in proper form with the executive vice president's office of the Society two months before the first session of the House of Delegates. This section shall not apply to new business or resolutions presented by the Board of Directors or any member thereof, the constitutional officers, committees of the Society or of the House of Delegates, or officers of the House of Delegates.

Sec 10. All questions of an ethical nature brought before the House of Delegates shall be referred to the Board of Directors without discussion.

Chapter III Annual Election

Section 1. The House of Delegates, at its first session of the annual meeting, shall elect a Committee on Nominations consisting of one (1) delegate for each district, except that in any district having five hundred (500) or more regular and special members, there shall be elected one (1) additional delegate for each additional five hundred (500) members or majority fraction thereof. One (1) delegate representing the specialty sections shall also be appointed. Nominating committee members shall be limited to six (6) consecutive terms. Those committee members who have served six (6) consecutive terms upon adjournment of the final session of the 1994 House of Delegates annual meeting and following years shall have met this requirement. This committee shall become operative at the close of the final session of that annual meeting and shall function until the close of the final session of the following year's Annual Meeting. The incoming committee shall meet with the existent committee but without vote during the overlapping days of the annual meeting. Any vacancy occurring in the Committee on Nominations between the date of its formation and the time of its reporting shall be filled by appointment by the director or directors of the district in which the vacancy occurs, or if a nominating committee member is unable to attend a nominating committee meeting or is a candidate for an office a substitute for that member shall be named by the most senior director available from the affected district by written notification to the executive vice president prior to the meeting of the nominating committee, provided that if the vacancy or need for substitution occurs in the representation from the specialty sections, such vacancy or substitution shall be filled by ballot from among the section delegates. The Committee on Nominations shall convene at least two (2) months prior to the annual meeting of the House of Delegates to prepare a slate of candidates. This meeting, to be held at a time, date and location published to the general membership at least two (2) months before this meeting, shall include an open session of not less than one (1) hour to allow individual nomination of candidates. The Committee shall report the result of its deliberations to the House of Delegates in the form of a ticket containing the name of the Board nominee for treasurer and the names of one or more members for each of the other positions to be filled.

Sec 2. The report of the Committee on Nominations and elections shall be the first order of business of the House of Delegates at the third session of the annual meeting.

Sec 3. The House of Delegates shall elect the president-elect, the treasurer, the speaker and vice speaker of the House of Delegates, and the delegates and alternates to the American Medical Association. Where there is no contest, a majority vote without ballot shall elect. All other elections shall be by separate ballot for each individual position, and a majority of the votes cast shall be necessary to elect. If no nominee receives a majority of the votes on the first ballot, the nominee receiving the lowest number of votes shall be dropped, except where there is a tie, and a new bal-

lot taken. This procedure shall be continued until one of the nominees receives a majority of the votes cast.

Sec 4. Nothing in this chapter shall be construed to prevent additional nominations being made from the floor by members of the House of Delegates.

Chapter IV Duties of Officers

Section 1. The president is the chief constitutional officer of the Society. Within the limits of the Constitution, Bylaws, and policies of the House of Delegates and Board of Directors, the president shall have the following responsibilities and commensurate authority:

- a. deliver an annual address to the House;
- b. serve as a member with right to vote on the Board;
- c. preside at meetings of the Executive Committee of the Board;
- d. participate, ex officio and without the right to vote, in sessions of the House;
- e. initiate and propose policies and programs that will further the goals and objectives of the Society for consideration by the House, Board, commissions and committees;
- f. support and articulate policies and programs adopted by the Board and the House.
- g. promote physician interest and active participation in the Society.

Sec 2. The president-elect shall act for the president in his absence or disability. If the office of president should become vacant, the president-elect shall succeed to the presidency. In case of vacancy in the office of both president and president-elect, the Board shall appoint one of its members as acting president until the next meeting of the House of Delegates.

Sec 3. The treasurer shall be responsible to the Board of Directors, and shall advise and assist it in making decisions on investment policy and financial matters. The duties of the treasurer shall include the following:

- a. Be responsible for all funds due the Society, together with bequests and donations;
- b. Pay money out of the treasury only on written order of the secretary;
- c. Subject the treasurer's accounts to such examination as the House of Delegates may order;
- d. Annually report on the financial standing of the Society, including a balance sheet and income and expense report;
- e. Give bond in such amount as the Board may provide.
- f. Serves as chair of the Finance Committee of the Board.

Sec 4. The executive vice president is the chief executive officer of the Society charged with the execution of policy as created and defined by the House of Delegates and the Board of Directors. The executive vice president shall serve as an ex officio, nonvoting member of the Board; be responsible to the Board and serve as its secretary; assist the Board and officers in making decisions and implementing actions; share convictions and argue their merits; perform the functions ordinarily assigned to the office of executive vice president, and make an annual

report to the House of Delegates. "As chief executive officer the executive vice president shall, within the limits of the Constitution and Bylaws and Board operating policies, effectively perform the general managerial function for the Society and all of its divisions, activities, and personnel including employment and, as necessary, termination of all employees; be responsible for and have the necessary authority to direct, supervise, and coordinate all programs, projects and major activities of the Society and all wholly owned subsidiaries; formulate and recommend for approval of the Board basic policies and programs which will seek to achieve the objectives and goals of the Society; fully inform the Board on the condition and operation of the association; cooperate with the Board and Treasurer in establishing a program of fiscal responsibility for the Society including development, recommendation and upon approval, operation within an annual budget; act to insure that all funds, physical assets, and other property of the Society are appropriately safeguarded and administered; develop and maintain effective internal and external communications with the membership and other organizations and agencies, both public and private, so as to enhance the positions of the Society and the objectives of its membership; and through effective management and leadership, achieve economic, productive performance, forward-looking programming, and constructive growth of the Society."

Note: Following adoption of this Bylaw change (Sec. 4 above) in 1987, the Board agreed to develop and maintain a set of current "operating policies" between itself and the secretary to detail the more specific duties and expectations important to a good working relationship between the Board and the secretary.

Chapter V Board of Directors

Section 1. The Board of Directors shall be the executive body of the Society. Between meetings of the House of Delegates it shall exercise the power conferred on the House of Delegates by the Constitution and Bylaws.

Sec 2. The Board shall meet during the annual meeting and at such other times as necessity may require, subject to the call of the chairman or on petition of three directors. It shall hold an annual meeting for purposes of organization and other business.

Sec 3. The Board shall elect a chairman and a vice chairman from among its voting members. It may create such further offices or combine or abolish them as it sees fit in the management of its affairs and in the discharge of its responsibilities. Its chairman shall submit an annual report to the House of Delegates including all major actions and policy decisions of the preceding year.

Sec 4. Each district director shall be the organizer and mediator for the district. District directors shall visit each county in their district as needed for the purpose of organizing component societies where none exist, for inquiring into the condition of the profession, and to keep informed of the activities of the component societies in the district. Each district director shall arrange for an annual conference or caucus with the societies or their delegates within the

district or, in counties with no active county medical society, with the members whose principal places of practice are located within the geographic boundaries of the counties in the district, at which time information shall be disseminated concerning the activities of the State Medical Society and component societies within the district. Each district director, the resident physician director, and the medical student directors shall report as necessary to the Board. The necessary traveling expenses incurred by each director in the line of duties herein imposed may be allowed on a proper itemized statement, but this shall not be construed to include the expense of attending the annual meeting of the Society.

Sec 5. The Board of Directors shall be the judicial body of the Society. It may decide any questions of conduct or discipline of members, or any questions involving the rights and standing of members, whether in relation to other members, to the component societies, or to this Society. It shall develop and publish procedures for discipline, including denial of initial or continuing membership, for those physicians who fail to provide quality health care, failure to pay dues, loss of license to practice, or other cause. Its decisions in all cases shall be final, including the right to expel a member. The Board's right to original jurisdiction includes but is not limited to the right to decide cases when:

- a. the affected parties reside within the boundaries of a single county medical society, are members of the county medical society, and that society does not wish to assume jurisdiction;
- b. the affected parties reside in two or more component medical society jurisdictions or counties.

The Board also has within its authority the right to appoint a commission or commissions to which any or all such matters may be referred for investigation, evaluation and decision to acquit, admonish, or otherwise discipline as appropriate. A member may appeal to the Board the decision of such commission or the action of a county society as provided in Chapter X, Section 3. If the recommendation is for suspension or expulsion of a physician from Society membership, final action must be taken by the Board.

Sec 6. Charters shall be issued to county societies only on approval of the Board, with ratification by the House of Delegates, and shall be signed by the president and executive vice president of this Society. Upon the recommendation of the Board, the House of Delegates may revoke the charter of any component society whose actions are in conflict with the letter or spirit of this Constitution and Bylaws.

Sec 7. In sparsely settled sections, the Board shall have authority to organize the physicians of two or more counties into societies. These societies, when organized and chartered, shall be entitled to all rights and privileges provided for component societies until such counties shall be organized separately.

Sec 8. The Board shall provide for and superintend the issuance of all publications of the Society including proceedings, transactions and memoirs, and shall have the authority to appoint an editor of the Journal and such assistants as it deems necessary.

Sec 9. The Board shall select a qualified independent

accounting firm and receive an annual audit of all accounts of this Society. With the treasurer, it shall supervise the investment of funds. The Board shall adopt an annual budget providing for the necessary expenses of the Society.

Sec 10. The Board may, by interim appointment, fill any vacancy in office not otherwise provided for which may occur during the interval between annual meetings of the House of Delegates, except a vacancy in the remainder of the term of the resident physician director shall be filled only by appointment by the chair of the resident physician section of the Society and a vacancy in the remainder of the term of a medical student director shall be filled only by appointment by the chair of the applicable school's medical student section of the Society. The appointee shall serve until a successor has been elected and has qualified. When a district initially qualified for an additional director, such position shall be considered new and not a vacancy to which the Board is authorized to make an interim appointment. Such new position shall be filled by election at the next meeting of the House of Delegates in the manner provided by Article VI of the Constitution. The initial term shall be so established as to maintain the election of substantially one-third of the district directors each year.

Sec 11. The Board may elect as executive vice president one who need not be a physician or a member of the Society.

Sec 12. The Board shall provide such facilities for the Society as may be required to properly conduct its business.

Sec 13. The Board shall nominate a director to serve as treasurer and shall report the nominee to the Committee on Nominations in the manner provided by Chapter III of the bylaws.

Sec 14. There shall be an Executive Committee of the Board which shall consist of the president, the president-elect, the immediate past president, the chair and vice chair of the Board, the chair of the Finance Committee, the speaker, and two additional district directors to be appointed annually by the chair of the Board. The Alliance president and president-elect shall be ex-officio non-voting members. The Executive Committee shall possess and may exercise all the powers of the Board of Directors between meetings of the Board. The Executive Committee shall meet prior to the meetings of the Board and at such other times as may be required, subject to the call of the chair or on petition of three voting members, and shall report all actions taken by it to the next meeting of the Board, for its consideration.

Chapter VI

Commissions and Committees

Section 1. The Board shall appoint such commissions and committees, either permanent or ad hoc, as it deems necessary to properly conduct the affairs of the Society. Membership on such committees and commissions shall be limited to members of the Society and its Alliance. Nonmembers of the Society or its Alliance may be appointed as special representatives should their expertise and knowledge be of benefit to the goals of such commissions or committees. Such individuals shall not have the right to vote or hold office, except special representatives appointed to the Commission on the Center for Medical Practice Research and Education shall have the right to vote. Each

commission and committee shall have the duty of being informed on matters within the area of its special interest. They shall represent the Society's interests by continual contacts with voluntary and governmental agencies having related concerns with the intention of coordinating efforts to serve the health interests of the people of Wisconsin. They shall develop recommendations from their studies and activities for action by the Board or House of Delegates.

Sec 2. Specialty sections shall be regarded as special committees of the Society from which the Board or any commission or committee may seek advice and assistance on matters of special or general concern to the profession and the health of the people of Wisconsin. The specialty sections will be expected to give special requests prompt consideration and response so as to enable the Society to make maximum use of their resources.

Chapter VII Dues and Assessments

Section 1. The annual dues and assessments of this Society shall be determined by the House of Delegates and shall be levied per capita on the members. Dues and assessments shall be payable as determined by the Board of Directors. Any member whose current year's dues have not been received by the executive vice president on or before the dues payment deadline, as established by the Board of Directors, shall be deemed in arrears and shall be removed from the membership rolls of this Society and as applicable, the county society until such time as full dues for the current year have been received.

Sec 2. The record of payment of dues and assessments on file in the offices of this Society shall be final as to the fact of payment by a member and to the right to participate in the business and proceedings of the Society or the House of Delegates and to any other benefits and privileges of membership.

Chapter VIII

The Board of Directors shall adopt ethical guidelines for the members of this Society.

Comment: On July 18, 1981 the Board of Directors adopted the Principles of Medical Ethics of the AMA as the ethical guidelines of the Society.

Chapter IX

The current edition of Sturgis Standard Code of Parliamentary Procedure governs this organization in all parliamentary situations that are not provided for in the law or in its charter, constitution, bylaws, or adopted rules.

Chapter X County Societies

Section 1. All present county societies or those that may hereafter be organized in this state shall, upon application to the Board of Directors, receive charters from this Society, provided that their constitutions and bylaws have been submitted to the Board and found in conformity with the Constitution and Bylaws of the State Medical Society. All revisions shall be submitted to the Society, approved by the Board, and filed with the executive vice president. Where a

county society has lost or misplaced its constitution and bylaws, the model constitution and bylaws for county medical societies, as last approved by the Board, shall be deemed to apply.

Sec 2. Only one component medical society shall be chartered in each county.

Sec 3. Any physician who may feel aggrieved by the action of the society of his county in suspending or expelling him shall have the right to appeal to the Board of Directors of the State Society. Its decision shall be final. A county society shall at all times be permitted to appeal or refer questions involving membership to the Board of the State Society for final determination. The mechanisms and procedures which apply to the appeal process shall be those adopted by the Board.

Sec 4. The members of this Society who are also members of a component county society, or in counties with no active county medical society, the members whose principal places of practice are located within the geographic boundaries of the county, shall elect one or more delegates and may elect an equal number of alternates to substitute for any absent delegates from that component society or county, for a term of two calendar years, to represent it in the House of Delegates of this Society, in accordance with Chapter II, Section 1, of these Bylaws. The term of office shall begin on January 1 of the year succeeding the election of such delegates and alternates.

Sec 5. The secretary of each county society or, in counties with no active county medical society, the person appointed by the members whose principal places of practice are located within the geographic boundaries of that county, shall keep a roster of its members.

Sec 6. The SMS Board may consider no more than once per calendar year a written request by at least 10% of the regular and special members of a county medical society to hold a mail ballot to retire the county society to inactive status. The SMS Board shall make a determination based upon established Board policy whether such a ballot shall be conducted. If the Board approves, a ballot shall be sent by the State Society to all regular and special members of that county society. At least 25% of these ballots must be returned to the State Society's executive vice president, and a simple majority of the returned ballots is necessary before the SMS Board will review the results and take appropriate action to change the status of the county medical society.

Chapter XI Specialty Sections

Section 1. The House of Delegates shall establish specialty and special sections within the Society. It shall have the power to combine, enlarge, or discontinue any or all of such sections so established using the following guidelines:

- a. For specialty section to be designated it must represent a specialty which is represented in the American Medical Association House of Delegates and
- b. Have at least twenty (20) members of the specialty who are members of this Society.
- c. If no representative from the specialty section registers as a representative of that section for three (3) consecutive annual meetings, the specialty section will be dropped with the option of

reapplying after one year, provided the above criteria are met.

- d. From time to time special sections not meeting the above criteria may be established by the House of Delegates.

Sec 2. Such sections so established shall be based upon those divisions of medicine in which the various members possess a special interest. Qualifications for membership in any section shall be established by the members of such section, subject to approval of the Board of Directors. Scientific meetings of a section shall be open to all members in good standing of the State Medical Society.

Sec 3. The officers of each section shall be elected by and from its membership. The terms of such officers shall be for one year, but any officer may be reelected.

Sec 4. No section shall have the power to bind the State Medical Society by any resolution or other action. No such resolution or action shall be publicized unless it shall first have been approved by the House of Delegates, or by a majority of the Board when the House is not in session. No resolution adopted by any section shall be effective until likewise so approved.

Sec 5. Each section, except the two medical student special sections, shall elect a delegate and an alternate to the House of Delegates. The term shall be for two calendar years without limitation on number of terms.

Sec 6. There shall be two special sections for medical student members of the Society, one representing the

University of Wisconsin and one representing the Medical College of Wisconsin, which shall each be entitled to elect one delegate and one alternate to the House of Delegates for each forty candidate members or majority fraction thereof in this Society determined as of the close of the calendar year preceding the first session of the House of Delegates Annual Meeting, provided, however, that these sections shall each be entitled to at least one delegate and one alternate. The term shall be for one calendar year without limitation on number of terms.

Sec 7. The resident physician section shall be entitled to elect one section member, for a term of one year not to exceed four terms, as the resident physician director to the Board of Directors.

Sec 8. The specialty sections of the Society shall be considered an integral part of the working committee structure of the Society as outlined in Chapter VI of these Bylaws.

Chapter XII Amendments

These Bylaws may be amended at any annual meeting by a majority vote of the delegates present, if the proposed amendment has been properly submitted to the House of Delegates and has laid over for one session of that annual meeting.



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