

2003 Revised Wisconsin Medical Society Constitution and Bylaws

Constitution

Article I. Name

The name and title of this organization shall be the Wisconsin Medical Society, Inc. ("Society").

Article II. Purpose

The purpose of the Wisconsin Medical Society shall be to represent and unify the physicians of the state of Wisconsin in order to advance the science and art of medicine, improve the health of the people of Wisconsin, and secure the enactment and enforcement of appropriate public policy.

Article III. Membership

The Society shall be composed of physicians, medical students and other individuals, as defined in the Bylaws.

Article IV. Structure and Governance

- A. House of Delegates. The House of Delegates ("House") shall be the policy-making body of the Wisconsin Medical Society. The House shall consist of elected Delegates, a Speaker, a Vice-Speaker and others as provided in the Bylaws.
- B. Board of Directors. The Board of Directors ("Board") shall have the full authority and power of the House of Delegates between meetings of the House. The Board shall consist of Directors and Officers, as provided in the Bylaws. The Executive Vice President shall be an ex officio member of the Board, but without the right to vote.
- C. County Medical Societies. Members of the Society shall be organized into county medical societies ("county societies"). The county societies shall be chartered by the House and organized into districts ("Districts").
- D. Sections. The House shall establish specialty and other special sections, as provided in the Bylaws.

Article V. Officers

Officers of this Society shall be a President, a President-Elect, an Immediate Past President, an Executive Vice President/Chief Executive Officer, a Treasurer, a Speaker and a Vice-Speaker. No person shall hold more than one of the following positions concurrently: President, President-Elect, Executive Vice President, Treasurer, Speaker, Vice Speaker, or Director, except that the Treasurer is a Director.

Article VI. 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.

Section 2. The House of Delegates shall fix the time and place for each Annual Meeting. If the House fails to set the time and place of the Annual Meeting, the Board of Directors shall do so.

Section 3. Special meetings of the House of Delegates shall be called by the speaker on written request of at least twenty (20) Delegates representing at least three (3) of the Society's Districts, or upon written request of a majority of the Board.

Article VII. Finances

Funds may be raised by annual dues or by assessment on the members, or in any other manner approved by the House of Delegates. Dues, if any, shall be applied equitably to all members in each class.

Article VIII. Constitutional 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 was introduced as a constitutional amendment in open session at the previous annual meeting and that it has either been officially published by the Society or sent to each member at least two months before the meeting at which final action is to be taken.

Article IX. 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. 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 members of the Society who are eligible to vote shall determine the question on a binding referendum.

Article X. Seal

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

Bylaws

Chapter 1: Membership

Section 1. Eligibility

Every physician who holds a license to practice medicine and surgery in Wisconsin; every medical student who is enrolled in an LCME accredited medical school in Wisconsin; and every physician who is serving in an ACGME or AOA approved training program in Wisconsin shall be eligible for membership. Members will conduct themselves in a manner that is not in conflict with the purposes for which the Wisconsin Medical Society, Inc. ("Society") is organized and operating.

Section 2. Application

Applications for membership shall be submitted to the county society of the county in which a significant portion of the physician's practice is located. That county society shall accept or reject a request for membership as soon as possible. Each county society shall be the judge of the initial and continuing qualifications of its members, as well as the appropriate membership classification. If the physician's county society is inactive or unable to act on the application within sixty (60) days, the application shall be submitted directly to the State Society for action.

Section 3. Membership Classifications

Members, as defined in this section except for Affiliate members, shall have all the rights and privileges of the Society.

- A. Regular. Regular members consist of all members in good standing who do not fit into any Special membership classification as described below.
- B. Special. Special members consist of those members who, by virtue of their special circumstances, may have their dues reduced or waived. The Wisconsin Medical Society Membership Committee shall determine eligibility for placement in any of these Special classifications on an initial and annual basis.
 - (1) Student. Student members consist of those members who are enrolled in an LCME accredited medical school in Wisconsin.
 - (2) Resident. Resident members consist of those members who are enrolled in ACGME or AOA approved training programs in Wisconsin and physicians in such training programs outside of Wisconsin who hold a license to practice medicine and surgery in Wisconsin.
 - (3) Researcher. Researcher members consist of those members who are employed by an LCME, ACGME or AOA accredited institution and whose primary source of income is based on research grants.
 - (4) Associate. Physicians who are on an official leave of absence from the practice of

medicine may be eligible for membership in this classification.

- (5) Part-time Practice. Physicians who practice part-time in Wisconsin may be eligible for membership under this classification.
 - (6) Retired. Retired members consist of those members who have retired completely from the practice of medicine, or from any compensated position that requires a Wisconsin medical license.
 - (7) Life. Life members are those members who have been members of this or any other state, district or territorial medical society for fifty (50) years. All past presidents of the Wisconsin Medical Society shall also be granted a certificate of Life Membership.
- C. Affiliate. Persons who are not otherwise eligible for membership may become affiliated with this Society in one of the following categories. The rights and privileges of Affiliate members shall be determined by the Board of Directors ("Board").
- (1) Emeritus. Emeritus members are those retired members who have chosen not to renew their Wisconsin medical license and who do not have an active license to practice medicine in any other state, district or territory of the United States.
 - (2) Scientific Fellow. The Board may, by invitation and unanimous consent, confer the status of Scientific Fellow upon any person not holding the degree of Doctor of Medicine or Doctor of Osteopathy, who is engaged in the teaching of, or research in, one or more of the basic sciences at an accredited college, university or medical school.
 - (3) Out-of-State Practice. When a member in good standing no longer has a significant portion of his or her practice in any county in Wisconsin, membership in the physician's county society and/or in the State Society may be continued by fulfilling all requirements of membership except residence.
 - (4) Other. The Board may create other categories of Affiliate membership.

Section 4. Transfer of County Society Membership

A physician may hold his or her county society membership in any county in which he or she has a significant portion of his or her practice. A member in good standing may decide to transfer his or her county society membership to another county in which he or she has a significant portion of his or her practice. A request to transfer county society membership shall be made in writing and sent to the office of the Executive Vice President of the Society. The Society shall verify whether the member holds a valid medical license and inform both county societies of the trans-



fer request. Dues and assessments, if already paid by the member, will stay with the original county society. If dues and assessments have not yet been paid, they shall be paid to the county society where the member desires to transfer his or her membership.

Section 5. Disqualification

Except as provided in Section 3C, any member whose Wisconsin medical license has been revoked, suspended, non-renewed, or voluntarily surrendered, shall be immediately and automatically suspended from membership in the Society and in any of its county societies, effective on the date of the revocation, suspension, non-renewal, or voluntary surrender, pending definitive action by the Board. No person whose name has been dropped from the membership roll of the Society shall be entitled to any of the rights or benefits of the Society, except that such rights and benefits shall continue during the period of an appeal by such person to the Board.

Chapter II: House of Delegates

Section 1. Composition of the House of Delegates

The House of Delegates (“House”) shall be composed of:

- A. Delegates representing county medical societies (“county societies”), as elected by the members of those county societies, or, in counties with no active county society, delegates representing a county where the delegate has a significant portion of his or her practice.
- B. One delegate representing each specialty section of the Society,
- C. One delegate representing the Young Physician section of the Society,
- D. One delegate representing the Resident Physician section of the Society,
- E. One or more delegates representing each of the two Medical Student special sections of the Society,
- F. One delegate representing each other special section of the State Society,
- G. A Speaker of the House, and
- H. A Vice Speaker of the House.

Except for the Speaker and Vice Speaker, the Officers, as enumerated in Article V of the Constitution of this Society, as well as the directors and past presidents of this Society, shall be ex officio members of the House without the right to vote. Except for the President, whenever an officer, director or past president has been duly seated as a Delegate, he or she shall have the right to vote.

Section 2. Eligibility

In order to be elected as a Delegate from a county society or from a county with no active county society, a member must have a significant portion of his or her practice located within the geographic boundaries of that county. The President of this Society is not eligible to serve as a Delegate or Alternate Delegate.

Section 3. Officers

As enumerated in Article IV of the Constitution of this Society, there shall be a Speaker and Vice Speaker of the House.

- A. Speaker and Vice Speaker. The Speaker and Vice Speaker shall be elected by and from the House 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-at-large of the House and shall not represent any county society or specialty society.
- B. Speaker. The Speaker shall preside at the meetings of the House; set its agenda; and shall appoint members to House committees as provided herein.
- C. Vice Speaker. The Vice Speaker shall officiate for the Speaker in the Speaker’s absence, or at his or her request. In case of the death, resignation, or removal of the Speaker, the Vice Speaker shall officiate during the unexpired term.

Section 4. Representation

- A. County Societies. Each county society or, in the case of members for whom a significant portion of their practice is located in a county with no active county society, each county shall be entitled to send one Delegate and one Alternate Delegate to the House for each forty Regular and Special members, or majority fraction thereof in this Society from that respective county. For purposes of this section, the number of Delegates to which a county society or a county with no active county society shall be entitled shall be based upon the number of members from that county on the last day of December preceding the first session of the House at the Annual Meeting. The secretary of each county society, or in counties with no active county society, a member so designated by the membership of the county, will send a list of such Delegates and Alternate Delegates 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.
- B. Medical Student Section. Each Medical Student Section shall be entitled to send one Delegate and one Alternate Delegate to the House for each forty Student members, or majority fraction thereof in this Society, from that respective Section. For the purposes of this section, the number of Delegates to which a Medical Student Section shall be entitled shall be based upon the number of members of the Wisconsin Medical Society from that Section as of the last day of June of the calendar year preceding the first session of the House at the Annual Meeting.

Section 5. Quorum

One-fourth of the registered members of the House

shall constitute a quorum. All meetings of the House shall be open to members of the Society.

Section 6. Reference Committees

The Speaker shall appoint members of the House to serve on Reference Committees. These committees shall consider and make recommendations to the House relative to resolutions, reports of officers, reports of councils and committees, and financial and other matters germane to the business of the House. Non-delegate members of the Society are encouraged to attend Reference Committee hearings and present verbal or written testimony. Meetings of the Reference Committees are, however, open only to members of the Reference Committee, the Speaker and Vice Speaker and staff of the Society necessary to assist the operations of that Reference Committee.

Section 7. Nominating Committee

- A. **Composition.** The Nominating Committee shall be composed of one (1) member of this Society selected by and from each District, except that in any District having five hundred (500) or more Regular and Special members, there shall be elected one (1) additional committee member for each additional five hundred (500) members or majority fraction thereof. There shall also be one (1) delegate representing the Society's specialty sections. The committee shall select a Chair from among its members.
- B. **Term of Appointment.** The term of the Nominating Committee commences at the close of the final session of the House at the Annual Meeting and extends until the close of the final session of the House during the next year's Annual Meeting. Nominating Committee members shall be limited to six (6) consecutive terms.
- C. **Inability to Serve.** If a member of the Nominating Committee is a candidate for office or otherwise unable to serve, a substitute for that member shall be selected by the Director or Directors of the District in which the vacancy occurs. The Director or Directors shall provide written notice of the substitution to the Executive Vice President of this Society, who will then submit the substitution to the Board for confirmation prior to the meeting of the Nominating Committee.
- D. **Meetings.** The Nominating Committee shall convene at least two (2) months prior to the Annual Meeting of the House to prepare a slate of candidates. This meeting shall be held at a date, location and time certain, which shall be published to the general membership at least two (2) months before the meeting is to be held, and shall include an open session to allow for the individual nomination of candidates. The Nominating Committee shall report to the House the name of

the Board's nominee for Treasurer (see Chapter III, sec. 5B) and the names of one or more nominees for each of the other positions to be filled. Nothing in this chapter shall be construed to prevent additional nominations being made from the floor by members of the House.

Section 8. Credentials Committee

The Speaker shall appoint members of the House to serve on the Credentials Committee. The Credentials Committee shall verify the number of Delegates and Alternate Delegates who have registered at each session of the House at the Annual Meeting and report the number of registered Delegates and Alternate Delegates to the Speaker at the beginning of each session of the House. The Credentials Committee shall also consider and resolve all questions regarding the registration and credentials of Delegates and Alternate Delegates; it shall distribute, collect and tally votes when a ballot is taken or a numerical count is required; and it shall perform other related duties as assigned by the Speaker.

Section 9. Functions

- A. **Elections.** The House of Delegates shall elect the President-Elect, the Treasurer, the Speaker and Vice Speaker of the House, and the Delegates and Alternate Delegates to the American Medical Association ("AMA"). Where there is no contest, a majority vote without ballot shall elect. For all contested elections, there shall be a 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, balloting shall continue until one candidate receives a majority of the votes cast.
- B. **Nominating Committee.** The House shall appoint a Nominating Committee at its first session of the Annual Meeting.
- C. **AMA Delegates.** The House shall elect Delegates to the House of Delegates of the American Medical Association ("AMA") in accordance with the AMA Constitution and Bylaws. 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 AMA 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.
- D. **Creation of Committees.** The House shall have authority to create committees for special purposes. Committee members shall be members of the Society but need not be members of the House. Such committees shall report to the House and their members are en-



couraged to be present to participate in the debate on their reports before the House or its Reference Committees.

- E. Reports. The House shall receive for appropriate action the annual reports of the Treasurer, Executive Vice President, and Chair of the Board of Directors.

Section 10. Additions to Agenda

Unanimous consent of the House shall be required for the introduction of any new resolution or business not filed in proper form with the office of the Executive Vice President of the Society two months before the first session of the House at its Annual Meeting. This section shall not apply to new business or resolutions presented by the Board, or any member thereof, by the Speaker, Vice Speaker or other officers of the Society, or by any councils or committees of the Society or of the House.

Section 11. Referral of Business

- A. The House shall refer to the Board all resolutions that it adopts which provide for appropriations.
- B. All questions of an ethical nature brought before the House shall be referred to the Board without discussion.

Section 12. Special Meetings

When a special meeting of the House has been called pursuant to Article VI, Section 3 of the Constitution of this Society, the Speaker shall set the time and place for the special meeting. The Executive Vice President shall mail a notice to the last known address of each member of the House at least twenty (20) days prior to 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 which is directly relevant to the specific purpose for which it is called.

Section 13. Conduct of Business

- A. Standing Rules. The business of the House shall be conducted in accordance with the Standing Rules, which shall be adopted by majority vote at the beginning of each Annual Meeting.
- B. Nominating Committee Report. The report of the Nominating Committee shall be the first order of business of the House at its third session at the Annual Meeting.
- C. Elections. Elections shall be the first order of business of the House after it acts on the report of the Nominating Committee.

Chapter III: Duties of Officers

At all times, the officers of this Society shall uphold this Constitution and Bylaws and act in accordance with the policies and procedures of the House of Delegates and Board of Directors. Incumbents shall serve until their successors are elected and installed.

Section 1. President

The President is the chief constitutional officer of the Society. The President shall have the following responsibilities and commensurate authority:

- A. Uphold the Constitution and Bylaws of this Society.
- B. Support and articulate policies and programs adopted by the Board and the House.
- C. Propose policies and programs that will further the goals and objectives of the Society.
- D. Serve as a member of the Board, with the right to vote.
- E. Serve as a member of the Executive Committee.
- F. Participate, ex officio and without the right to vote, in sessions of the House.
- G. Promote physician interest and encourage active participation among its members.
- H. Deliver an annual address to the House.

Section 2. President-Elect

The President-Elect shall have the following responsibilities:

- A. Automatically succeed to the office of President at the conclusion of the term as President-Elect.
- B. Act for the president in his or her absence or disability.
- C. If the office of president should become vacant, succeed to the presidency. In the case of a 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.
- D. Serve as a member of the Board, with the right to vote.
- E. Serve as a member of the Executive Committee.
- F. Perform other duties assigned by the President or the Board.

Section 3. Immediate Past President

The Immediate Past President shall have the following responsibilities:

- A. At the conclusion of his or her term as President, automatically succeed to the office of Immediate Past President and serve in that office for one (1) year.
- B. Serve as a member of the Board with the right to vote.
- C. Serve as a member of the Executive Committee.
- D. Perform other duties assigned by the President or the Board from time to time.

Section 4. Treasurer

The Treasurer shall be elected annually and his or her responsibilities shall include the following:

- A. Be responsible for all funds due the Society, including bequests and donations.
- B. Advise and assist the Board in making decisions on investment policy and financial matters.

- C. Serve as the Chair of the Board of Director's Finance Committee and report to the Board on the Finance Committee's actions.
- D. Disburse funds from the treasury in accordance with the Society's approved fiscal policies.
- E. Facilitate the examination of the Society's accounts as directed by the House.
- F. Ensure that the Society's accounts are audited annually.
- G. Make an annual report to the House on the financial standing of the Society, including a balance sheet and income and expense report.

Section 5. Executive Vice President/Chief Executive Officer

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's duties shall include but are not limited to the following:

- A. Serve as an ex officio member of the Board without the right to vote.
- B. 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.
- C. Perform the functions ordinarily assigned to the chief executive officer including, but not limited to, responsibility over the day-to-day operation of the Society and its wholly owned subsidiaries, and performance of the general managerial function for the Society and all of its divisions, activities, and personnel including employment and, as necessary, termination of all employees.
- D. Formulate and recommend for approval of the Board basic policies and programs, which will seek to achieve the objectives and goals of the Society.
- E. Work with the Board and the Treasurer to establish a program of fiscal responsibility for the Society including development of and operation within an annual budget.
- F. Act to insure that all funds, physical assets, and other property of the Society are appropriately safeguarded and administered.
- G. Fully inform the Board on the condition and operation of the Society. Make an annual report to the House.

Chapter IV: Board of Directors

Section 1. Board of Directors

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 by the Constitution and Bylaws.

- A. Composition. The Board shall consist of the

District Directors, the Resident Physician Director, the Medical Student Directors, and the Medical Schools Section Director; the President, President-Elect, Immediate Past President and Treasurer of the Society; and the Speaker and Vice Speaker of the House. District, Resident, Medical Student and Medical Schools Section Director elections shall be subject to the approval and confirmation of the House. The Society's Executive Vice President shall be an ex officio member of the Board but without the right to vote.

- B. District Directors. District Directors shall be elected from eight geographic districts whose boundaries shall be determined by the House. One Director shall be elected from each district. In addition, there shall be elected Director(s) from each district based on a formula using the number of Regular and Special members, excluding Student and Affiliate 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; shall be based on the year end membership totals; and, as nearly as possible, is to provide for no more than 31 District Directors. 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. All district director elections are subject to the approval and confirmation of the House.

(1) Election. Each District Director shall be nominated and elected only by the elected Delegates of the county society or societies from the district in which the Director has a significant portion of his or her practice, or in counties with no active county society, by those members of this Society who have a significant portion of their practices within the geographic boundaries of the county and who are not members of any other county society.

(2) Duties. The District Director is the district's representative to the Board of Directors. The District Director shall attend Board meetings and bring to the Board's attention relevant information from the district. The Director shall provide information about the Society's activities to the members within the district. The Director shall visit each county within his or her district as needed or requested to provide information about the Society's activities and help the county organize its county society or to keep informed of relevant matters



within his or her district. The Directors from each district shall organize an annual conference or caucus with the county societies or counties within their districts to provide information on the Society's activities. The District Director shall report to the Board and perform other duties as requested by the Board from time to time.

- C. Resident Physician Director. The members of the Resident Physician Section of the Society shall elect one Resident Physician Director, subject to the approval and confirmation of the House.
- D. Medical Student Directors. Each of the Society's Medical Student sections shall elect one Medical Student Director, subject to the approval and confirmation of the House.
- E. Medical Schools Section Director. The members of the Medical Schools Section of the Society shall elect one Medical Schools Section Director, subject to the approval and confirmation of the House.

Section 2. Terms and Vacancies

- A. Terms. District Directors shall serve for a term of three years, commencing upon the Director's approval and confirmation by the House. The Resident Physician Director, the Medical Student Directors, and the Medical Schools Section Director shall serve for a term of one year, commencing upon the Directors' approval and confirmation by the House. 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 a Resident Physician Director, a Medical Student Director, or a Medical Schools Section Director. In addition, no individual shall be permitted to serve more than six total terms in his or her lifetime as a District Director.
- B. Vacancies. The Board may, by interim appointment, fill any position that may become vacant during the interval between Annual Meetings of the House. The appointee shall serve until a successor has been elected and has qualified.
 - (1) 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. 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. A vacancy in the remainder of the term of a Medical Schools Section Director shall be filled only by appointment by the chair of the Medical Schools Section of the Society.
 - (2) When a District initially qualifies for an ad-

ditional Director, that position shall be considered new and not a vacancy for which the Board is authorized to make an interim appointment. The new Director position shall be filled by election at the next meeting of the House in the manner provided in Chapter II of these Bylaws. The initial term of the new Director position shall be established to maintain the election of substantially one-third of the District Directors each year.

Section 3. Meetings

The Board shall meet immediately preceding the Society's Annual Meeting and at such other times as necessary, subject to the call of the Board Chair or on petition of three Directors. The Board shall hold a meeting to organize itself and conduct other business immediately following the Society's Annual Meeting.

Section 4. Expenses

Each Director, upon submission of a properly itemized statement, shall be reimbursed for necessary traveling expenses incurred in fulfilling his or her official duties. Directors shall not, however, be entitled to reimbursement for attending the Society's Annual Meeting.

Section 5. General Responsibilities and Functions

- A. The Board shall elect a Chair and a Vice Chair from among the District Directors. The Chair shall submit an annual report to the House, which shall include all major actions and policy decisions of the preceding year.
- B. The Board shall nominate a Director to serve as Treasurer of the Society, and shall report the nominee to the Nominating Committee as provided in Chapter II, section 7 of these Bylaws.
- C. The Board shall elect an Executive Vice President of the Society. The Executive Vice President need not be a physician or a member of the Society.
- D. The Board may create, combine or abolish other offices as it sees fit in the management of its affairs and in the discharge of its responsibilities.
- E. The Board may create councils and committees and appoint members to, combine or abolish them as it sees fit in the management of its affairs and in the discharge of its responsibilities.
- F. The Board shall adopt an annual budget providing for the necessary expenses of the Society; with the Treasurer, the Board shall supervise the investment of the Society's funds; and the Board shall select a qualified independent accounting firm to audit the Society's accounts and receive an annual audit of all of the Society's accounts.

- G. The Board shall approve the time and location for the Society's Annual Meeting.
- H. The Board shall evaluate applications from and issue charters to county societies, subject to ratification by the House. The Board may make recommendations to the House to revoke the charter of any county society whose actions are in conflict with the letter or spirit of the Society's Constitution and Bylaws. In sparsely populated counties, the Board shall have the authority to organize the physicians of two or more counties into a single county medical society; such multi-county societies, when organized and chartered, shall be entitled to all of the rights and privileges provided for other county medical societies.
- I. The Board shall provide such facilities for the Society as may be required to properly conduct its business.
- J. The Board shall provide for and oversee the issuance of all publications of the Society, including proceedings, transactions and memoirs. It shall have the authority to appoint a medical editor for the official Journal of the Society and such assistants as it deems necessary.

Section 6. Extraordinary Responsibilities and Functions

The Board of Directors shall be the judicial body of the Society.

- A. **Conduct and Discipline.** The Board 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 county 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, fail to pay dues, lose their license to practice, or other cause. The Board's decisions in all cases shall be final, including the right to expel a member.
 - (1) 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 county medical society jurisdictions or counties.
 - (2) The Board may delegate to the Council on Mediation and Peer Review; appoint a council or committee; or appoint an ad hoc committee to investigate, evaluate and issue a decision regarding questions of conduct or discipline of members. In issuing its decision, the council or committee may ac-

quit, admonish, or otherwise discipline the member as appropriate, or recommend to the Board that the member be suspended or expelled. If the council or committee recommends suspension or expulsion, the Board must approve that action before it becomes final.

- (3) A member may appeal to the Board a disciplinary decision issued by a council or committee, or by a county society as provided in Chapter V, Section 7.
- B. **Removal of Officers and Directors.** The Board of Directors may, by a three-quarters vote of its voting members, remove from office any voting officer or Director who has been shown to have violated the Society's code of ethics; disclosed information deemed confidential by the Board; knowingly misrepresented the Society or its official positions to persons or entities outside of the Society; grossly, willfully or repeatedly neglected his or her official duties or responsibilities; or acted in a manner deemed contrary to the Society's Constitution, Bylaws, policies or procedures.
 - (1) The Board shall provide notice of the proposed removal and the grounds on which it is based to the affected officer or Director at least 14 days before the meeting at which the proposed removal will be acted upon. The affected officer or Director will be given an opportunity to address the Board with respect to the proposed removal before the vote is taken.
 - (2) Any vacancy created on the Board by the removal of an officer or Director shall be filled in accordance with the procedures specified in Section 2 of this Chapter of the Bylaws.
 - (3) The Board shall inform the House of Delegates of its decision to remove an officer or Director at the next meeting of the House.

Section 7. Committees of the Board

- A. **Executive Committee.** There shall be an Executive Committee of the Board. The Executive Committee 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 Chair of the Membership Committee, the Speaker, and two additional District Directors to be appointed annually by the Board Chair. The Alliance President and President-Elect shall be ex officio non-voting members. The Board Chair shall chair the Executive Committee. 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 of its actions and deliberations to the Board for its consideration at the next Board meeting.

- B. Finance Committee. There shall be a Finance Committee of the Board. The Finance Committee shall safeguard the Society's Finances and oversee the financial operation of the Society. The Finance Committee shall be composed of the Society's Treasurer and no less than four and no more than eight voting members of the Board of Directors. The Society's Treasurer shall serve as the Chair of the Finance Committee. The Finance Committee shall report to the Board as necessary but not less than once each year.
- C. Membership Committee. There shall be a Membership Committee of the Board. The Membership Committee shall address membership and dues related issues that may arise from time to time. The Membership Committee shall be composed of no less than seven members, including four voting members of the Board, at least one of whom is a member of the Finance Committee, three at-large non-Board members who reflect appropriate membership demographics, and others appointed by the Board from time to time. The Membership Committee shall select a chair from among its members and shall report to the Board as necessary but not less than once each year.

Chapter V: County Societies

Section 1. Charters

The Board shall issue charters to all county medical societies ("county societies") who have submitted their constitutions and bylaws to the Board, provided that their constitutions and bylaws are not inconsistent with the Constitution and Bylaws of this Society. All county societies shall submit revisions of their constitutions and bylaws to the Society for approval by the Board and filing with the Executive Vice President. Where a county society's constitution and bylaws are unavailable, the model constitution and bylaws for county medical societies, as last approved by the Board, shall apply.

Section 2. County Societies

Only one county medical society shall be chartered in each county. In sparsely populated counties, the Board may organize the physicians of two or more counties into a single county medical society as provided in Chapter IV, Section 5 of these Bylaws. Such multi-county societies, when organized and chartered, shall be entitled to all of the rights and privileges provided for other county societies.

Section 3. Elections

Members of a county society shall elect Delegates

and Alternates Delegates in accordance with Chapter II, Section 4 of these Bylaws, to represent it in the Society's House. Each Delegate or Alternate Delegate shall serve for a term of two calendar years, which shall begin on January 1 of the year succeeding the election of such Delegates and Alternate Delegates.

Section 4. Secretary

The secretary of each county society shall keep a roster of its members.

Section 5. Inactive Status

The Society's Board may consider no more than once per calendar year a written request by at least 10 percent of the Regular and Special members of a county society to hold a mail ballot to retire the county society to inactive status. The Board shall make a determination based upon established Board policy whether such a ballot shall be conducted. If the Board approves the request, the Society shall send a mail ballot to all Regular and Special members of that county society. At least 25 percent of these ballots must be returned to the Society's Executive Vice President, and a simple majority of the returned ballots is necessary before the Board will review the results and take appropriate action to change the status of the county society.

Section 6. Elections for Inactive County Societies

If a county society is in inactive status, the members of this Society who would have been eligible to join the inactive society may come together to elect Delegates and Alternate Delegates to the Society's House in accordance with the formula in Chapter II, Section 4. In addition to the names of the Delegates and Alternate Delegates, the members from the inactive county must send to the Executive Vice President a list of all of the Society's members who are represented by the named Delegates and Alternate Delegates.

Section 7. Appeal Process for Membership Expulsions and Suspensions

Any physician who feels aggrieved by his or her county society's decision to suspend or expel him or her shall have the right to appeal the suspension or expulsion to the Board of Directors of the State Society, whose 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 Board shall adopt procedures to implement this section.

Chapter VI: Sections

Section 1. General Provisions

The House of Delegates shall establish specialty and special sections within the Society.

- A. Officers. The officers of each specialty and special section shall be elected by and from its membership. The terms of such officers shall be for one year, but any officer may be re-

ected for additional terms, subject to applicable provisions of the section's bylaws.

- B. Resolutions. No section shall have the power to bind the Society by any resolution or other action. No resolution or action by a section shall be effective or publicized unless it has been approved by the House, or by a majority of the Board of Directors when the House is not in session.
- C. Meetings. Scientific meetings of any section shall be open to all members in good standing of the Society.

Section 2. Specialty Sections

Specialty sections of this Society shall represent various medical specialties. To be recognized as a Specialty Section by this Society, the section must represent a specialty that is represented in the American Medical Association House of Delegates, and have at least twenty (20) members who are members of this Society.

- A. Each specialty section shall elect a Delegate and an Alternate Delegate to serve as its representative to the House. Unless specified otherwise, the term for each Delegate and Alternate Delegate shall be for two calendar years, without limitation on the number of terms a Delegate or Alternate Delegate may serve.
- B. If a specialty section fails to register a representative to the House for three (3) consecutive Annual Meetings, the specialty section will be dropped with the option of re-applying after one year.
- C. Special Requests. The specialty sections of this Society are considered an integral part of the Society's working committee structure. Specialty sections shall be regarded as special committees of the Society from which the Board or any council or committee may seek advice and assistance on matters of special or general concern to the medical profession and the health of the people of Wisconsin. The specialty sections will be expected to give special requests prompt consideration and response so that the Society may make maximum use of their resources.

Section 3. Special Sections

The House may establish special sections that do not meet the criteria for a specialty section, including without limitation, a Young Physician section, a Resident Physician section, two Medical Student sections and a Medical Schools Section, as described below. Qualifications for membership in any section shall be established by the members of such section, subject to approval of the Board.

- A. Young Physician Section. There shall be a Young Physician Section of the Society.

- (1) The Young Physician Section shall elect from among its members one Delegate and one Alternate Delegate as its representative to the Society's House. The Young Physician Delegate and Alternate Delegate shall serve for a term of one year, commencing the first day of January following the election, without limitation on the number of terms a Delegate or Alternate Delegate may serve.

- (2) The Young Physician Section shall be governed by its own bylaws, which it shall adopt and amend from time to time, subject to approval by the society's Board.

- B. Resident Physician Section. There shall be a Resident Physician Section that is composed of members of the Society who meet the current definition of "resident physician" as determined by the American Medical Association Resident and Fellow Section.

- (1) The Resident Physician Section shall elect from among its members, one Delegate and one Alternate Delegate as its representative to the Society's House. The Resident Physician Delegate and Alternate Delegate shall serve for a term of one year, commencing the first day of January following the election, without limitation on the number of terms a Delegate or Alternate Delegate may serve.

- (2) The Resident Physician Section shall elect one section member to serve as its representative to the Society's Board of Directors. The Resident Physician Director shall serve for a term of one year. No person may serve as Resident Physician Director for more than four terms.

- (3) The Resident Physician Section shall be governed by its own bylaws, which it shall adopt and amend from time to time, subject to approval by the Society's Board of Directors.

- C. Medical Student Section. There shall be two Medical Student Sections of the Society, one representing the students of the University of Wisconsin Medical School and one representing the students of the Medical College of Wisconsin. Each Medical Student Section shall elect Delegates and Alternate Delegate to the Society's House as provided in Chapter II, Section 4 of these Bylaws. Each Medical Student Section shall elect one section member to serve as its representative to the Society's Board of Directors. Each Medical Student Director shall serve for a term of one year. No person may serve as Medical Student Director for more than four terms.

- D. Medical Schools Section. There shall be a Medical Schools Section of the Society.

- (1) The Medical Schools Section shall elect from among its members one Delegate and



Wisconsin
Medical
Society

one Alternate Delegate as its representative to the Society's House. The Medical Schools Section Delegate and Alternate Delegate shall serve for a term of one year, commencing the first day of January following the election, without limitation on the number of terms a Delegate or Alternate Delegate may serve.

- (2) The Medical Schools Section shall elect one section member to serve as its representative to the Society's Board of Directors. The Medical Schools Section Director shall serve for a term of one year. No person may serve as Medical Schools Section Director for more than four terms.
 - (3) The Medical Schools Section shall be governed by its own bylaws, which it shall adopt and amend from time to time, subject to approval by the Society's Board of Directors.
- E. Other Special Sections. Each special section shall elect one Delegate and one Alternate Delegate as its representative to the House. Unless specified otherwise, the term for each Delegate and Alternate Delegate shall be for one year, commencing on the first day of January following the election, without limitation on the number of terms a Delegate or Alternate Delegate may serve.

Chapter VII: Councils and Committees

Section 1. *Appointments*

The Board shall create and appoint members to, such councils and committees, either permanent or ad hoc, as it deems necessary to properly conduct the affairs of the Society. When creating a council or committee, the Board shall issue a written charge that specifies its duties and responsibilities. Councils and Committees shall develop recommendations from their studies and activities for action by the Board.

Section 2. *Membership in Councils and Committees*

Membership on the Society's councils and commissions shall be limited to members of the Society and its Alliance. The Board may appoint non-members of the Society or its Alliance as special representatives if their expertise and knowledge will benefit such councils or committees, however, non-member representatives shall not have the right to vote or hold office within the council or committee unless specifically granted that right by the Board.

Section 3. *Combining or Abolishing Committees*

The Board may combine or abolish councils or committees as it sees fit in the management of its affairs and in the discharge of its responsibilities.

Chapter VIII: Dues and Assessments

Section 1. *Dues and Assessments*

The dues and assessments for members of this

Society shall be assessed to each member annually and determined as follows:

- A. Regular Members. Dues and assessments for Regular members shall be determined annually by the House of Delegates.
- B. Part-time Members. Dues and assessments for Part-time members shall be one-half of the Regular member dues and assessments.
- C. Special Section Members. Dues and assessments for Resident, Student and Researcher members shall be determined annually by the Board of Directors.
- D. Other Members. Dues and assessments for all other categories of members are waived, except as determined by the Board.

Section 2. *Non-payment of Dues*

Dues and assessments shall be payable as determined by the Board. 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, 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.

Section 3. *Record of Payment*

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 and to any other benefits and privileges of membership.

Chapter IX: Ethical Guidelines

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

Chapter X: Parliamentary Procedure

The current edition of Sturgis Standard Code of Parliamentary Procedure applies in all parliamentary situations that are not provided for in the law or in the Society's charter, Constitution, Bylaws, or rules.

Chapter XI: Amendments

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



The mission of the *Wisconsin Medical Journal* is to provide a vehicle for professional communication and continuing education of Wisconsin physicians.

The *WMJ* (ISSN 1098-1861) is the official publication of the Wisconsin Medical Society and is devoted to the interests of the medical profession and health care in Wisconsin. The managing editor is responsible for overseeing the production, business operation and contents of *WMJ*. The editorial board, chaired by the medical editor, solicits and peer reviews all scientific articles; it does not screen public health, socioeconomic or organizational articles. Although letters to the editor are reviewed by the medical editor, all signed expressions of opinion belong to the author(s) for which neither the *WMJ* nor the Society take responsibility. The *WMJ* is indexed in Index Medicus, Hospital Literature Index and Cambridge Scientific Abstracts.

For reprints of this article contact the *WMJ* Managing Editor at 866.442.3800 or e-mail wmj@wismed.org.

© 2003 Wisconsin Medical Society