

REPORT C – 2010

BOARD OF DIRECTORS REPORT

Referred to: Organization and Finances

- **2010 Budget**
- **Constitution and Bylaws Revisions**

2010 BUDGET

For the review of the House, attached is the 2010 Wisconsin Medical Society operating budget (Attachment 1). The fiscal affairs of the Society are sound. Representatives from the Society Finance Committee and staff will be available to answer budget questions in Reference Committee C - Organization and Finances.

The Board recommends the House of Delegates approve the 2010 budget.

CONSTITUTION AND BYLAWS REVISIONS

BACKGROUND

During its October 11, 2008 meeting, the Board established the Constitution and Bylaws Committee (Committee). The mission of the Committee is to ensure the integrity of the Society's Constitution and Bylaws by periodically reviewing the documents and recommending appropriate amendments to meet the changing needs of the organization and promote effective governance. The Board requested the Committee focus its initial efforts on determining whether the Society needs to amend its Constitution and Bylaws to comply with the governance expectations that are implicit in the new IRS Form 990. The Committee determined revisions were necessary and drafted proposed revisions.

The Constitution and Bylaws Committee requested that at its November 14, 2009 meeting, the Board of Directors (Board) review the Committee's recommended revisions to the Society's Constitution and Bylaws. The recommended revisions and the rationale for such revisions are included as **Attachment 2**. Also included with the report is a redlined copy of the Constitution and Bylaws with recommended changes (Attachment 3); a side-by-side comparison/executive summary of changes (Attachment 4) and one clean copy of the Constitution and Bylaws with proposed changes (Attachment 5).

The Board recommends the House of Delegates approve the Constitution and Bylaws Revisions presented in Attachment 2.