

Constitution & Bylaws Committee-Side-by Side Comparison/Executive Summary of Changes

CONSTITUTION

Section	Current Language	Proposed Revision
Article IV, Section C	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”).	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 Board and organized into districts (“Districts”).

**See next page for Proposed Bylaw Revisions*

BYLAWS

Section	Current Language	Proposed Revision
Ch. I, Section 4	<p><i>Section 4. Transfer of County Society Membership</i> 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 transfer 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.</p>	<p><i>Section 4. County Society Membership Requirements</i> 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 transfer 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. The Society’s county society membership requirement shall be waived for all members who have a significant portion of their practice in a county not served by an active county medical society.</p>
Ch. I, Section 6	<p>Currently there is no Ch. I, Section 6-The language proposed in this section was moved from Ch. V, Section 7</p>	<p><i>Section 6. Appeal Process for Membership Expulsions and Suspensions</i> 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 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.</p>
Ch II, Section 10	<p>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.</p>	<p>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, Science and Public Health, or the American Medical Political Action Committee Board of Directors.</p>

Section	Current Language	Proposed Revision
Ch. IV, Section 5H	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 (2) 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.	H. The Board shall evaluate applications from and issue charters to county societies. The Board may suspend or revoke the charter of any county society whose actions are in conflict with the letter or spirit of the Society’s Constitution and Bylaws or have violated the charter agreement entered into with the Society. In sparsely populated counties, the Board shall have the authority to organize the physicians of two (2) 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.
Ch. V, Section 1	<i>Section 1. Charters</i> 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.	<i>Section 1. Charters</i> The Board shall issue charters to all county medical societies (“county societies”) who have signed a charter agreement and 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 sign a charter agreement annually. Failure to sign the charter agreement may result in the suspension or revocation of a county society’s charter. 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.
Ch. V, Section 2	<i>Section 2. County Societies</i> Only one (1) county medical society shall be chartered in each county. In sparsely populated counties, the Board may organize the physicians of two (2) 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.	<i>Section 2. County Societies</i> Only one (1) county medical society shall be chartered in each county. In sparsely populated counties, the Board may organize the physicians of two (2) 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. To remain active a county society shall meet at least once each calendar year.
Ch. V, Section 4	<i>Section 4. Secretary</i> The secretary of each county society shall keep a roster of its members.	<i>Section 4. Secretary</i> The secretary of each county society shall obtain a roster of its members. The Secretary shall record and retain minutes of all meetings of the county society and its members.

Section	Current Language	Proposed Revision
<p>Ch. V, Section 5</p>	<p><i>Section 5. Inactive Status</i> 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 or electronic 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 or electronic 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.</p>	<p><i>Section 5. Inactive Status</i> 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 or electronic 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 or electronic 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.</p> <p>A county society will be declared inactive if it does not hold at least one business/planning meeting each calendar year. The Society’s Board will notify the county society in writing of a decision to place the county society on inactive status. Such notice shall be sent to the current President of the county society on record, with copies being sent to all known officers, delegates and alternate delegates of the county society. A county society will also be considered inactive if its charter has been suspended. If a county society becomes inactive, the Society shall no longer collect dues on its behalf. Once a county society is inactive for three years, its charter shall be revoked, the organization shall be formally disbanded and the entity shall dissolve and settle all financial commitments, including distribution of its assets, within sixty (60) days.</p>

Section	Current Language	Proposed Revision
<p>Ch. V, Section 7</p>	<p><i>Section 7. Appeal Process for Membership Expulsions and Suspensions</i> 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.</p> <p><i>*Note: Language from this section moved to Ch. I of the Bylaws—See Ch. I, Section 6</i></p>	<p><i>Section 7. Suspension or Revocation of Charter</i> The Board may suspend or revoke the charter of any county society whose actions are in conflict with the letter or spirit of the Society’s Constitution and Bylaws, or has violated the charter agreement entered into with the Society. If a county society’s charter has been suspended, it will be considered inactive. A county society may reverse a suspension of its charter within one year by resolving the issues that led to the initial suspension of its charter. If the suspension is not remedied within the required time, and the county society has not received an extension from the Society’s Board to accomplish such, the suspension shall be converted to a revocation. Written notice of such action shall be mailed to the county society’s current President on record. Such notice shall be sent to the current President of the county society on record, with copies being sent to all known officers, delegates and alternate delegates of the county society.</p> <p>Once a county society’s charter is revoked, the county society shall be formally disbanded and the county society shall dissolve and settle all financial commitments, including distribution of its assets, within sixty (60) days.</p>
<p>Ch. V, Section 8</p>	<p>No current language—new section</p>	<p><i>Section 8. Regaining Active Status</i> A county society deemed inactive by reason of not meeting annually, may regain active status within 3 years of being deemed inactive by submitting to the Society’s Board, for its review and approval, a request signed by at least 10% of the Society’s members who would be eligible for membership in the county society. The request must include: (1) a proposed constitution and bylaws for the county society requesting re-activation (2) a proposed meeting date for the re-activated county society and (3) a list of at least five (5) members willing to take on a leadership role with the re-activated county society. The Board shall review the request at its next regular meeting. The Board shall notify the county society, in writing, of its decision. Such notice shall be sent to the current President of the county society on record, with copies being sent to all known officers, delegates and alternate delegates of the county society.</p> <p>A county society deemed inactive by reason of suspension or revocation of its charter may only regain active status by resolving all issues that led</p>

Section	Current Language	Proposed Revision
		<p>to the suspension or revocation to the satisfaction of the Board. The county society shall submit a written request to the Board requesting the suspension or revocation be terminated and the county society regain active status. The request shall outline the actions taken by the county society to resolve the issues that led to the suspension or revocation. The Board shall review the request at its next regular meeting. The Board shall notify the county society, in writing, of its decision. Such notice shall be sent to the current President of the county society on record, with copies being sent to all known officers, delegates and alternate delegates of the county society.</p> <p>If members of the State Society wish to organize in a county in which a previously organized county society has had its charter revoked, it shall apply to the Board of the State Society to be recognized and chartered as a county society. The application must include: (1) a proposed constitution and bylaws for the newly organized county society (2) a proposed meeting date for the newly organized county society and (3) a list of at least five (5) members willing to take on a leadership role with the newly organized county society. The Board shall review the application at its next regular meeting and if appropriate enter into a charter agreement with the newly organized county society.</p>
Ch. V, Section 9	No current language—new section	<p><i>Section 9. Appeal Process for Charter Granting, Suspension or Revocation</i></p> <p>Any county society that feels aggrieved by the Board’s decision regarding the granting, suspension, or revocation of its charter shall have the right to appeal the Board’s decision to the House. The appeal shall be made in writing, and mailed to the attention of the Society’s Executive Vice President/Chief Executive Officer, within thirty (30) days of the Board’s issuing of its decision. The House shall grant or deny the appeal on its merits. The decision of the House shall be final.</p>

Section	Current Language	Proposed Revision
Ch. XII	No current language—new section	<p>Chapter XII. Dissolution The Society shall use its funds only to accomplish the objectives and purposes specified in these Bylaws and no part of said funds shall inure, or be distributed, to the members of the Society. Upon dissolution of the Society, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organizations to be elected by the Board of Directors. Any organization to which the remaining funds and property of the Society are to be conveyed must be exempt under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or under any successors to the Sections of the Code, as they may be in effect at the time of conveyance.</p>