

1 **Article VIII. Constitutional Amendments**

2 The House of Delegates may amend any article of this Constitution by a two-thirds vote of the members
3 of the House present at any annual meeting, provided that such amendment was introduced as a
4 constitutional amendment in open session at the previous annual meeting and that it has either been
5 officially published by the Society or sent to each member at least two months before the meeting at
6 which final action is to be taken.

7 **Article IX. Referendum**

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

13 **Article X. Seal**

14 The Society shall have a common seal. The power to change or renew the seal shall rest with the House
15 of Delegates.
16

17 **Bylaws**

18

19 **Chapter I: Membership**

20 *Section 1. Eligibility*

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

26 *Section 2. Application*

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

33 *Section 3. Membership Classifications*

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

36 A. Regular. Regular members consist of all members in good standing who do not fit into Categories B
37 and C:

38 (1)Physician-Full-time. A member in good standing with a full-time practice devoted to approximately
39 all direct patient contact.

40 (2)Physician-Part-time. A member in good standing with a part-time practice devoted to approximately
41 all direct patient contact.

42 (3)Dual Physician. A member in good standing with a full-time combined practice responsibility
43 (approximately 50% or less direct patient contact plus educational, public health, and/or research
44 responsibilities).

45 (4)Resident/Fellow. Resident/fellow members consist of those members who are enrolled in training
46 programs in, or outside of, Wisconsin who are licensed as required by the state of Wisconsin, or the
47 state in which the training program is located.

48 (5)Young Physician. First to fourth year post residency with a full-time practice devoted to
49 approximately 100% direct patient contact.

1 (6)Student. Student members consist of those members who are enrolled in an LCME accredited
2 medical school in Wisconsin.

3 B. Special. A member in good standing including:

4 (1)Associate. Physicians who are on an official leave of absence from the practice of medicine or are
5 experiencing a temporary situation that impacts their dues-paying capability may be eligible for
6 membership in this classification once approved by the Membership Committee Chair.

7 (2)Retired. Retired members consist of those members who have retired completely from the practice
8 of medicine, or from any compensated position that requires a Wisconsin medical license.

9 (3)Life. Life members are those members who have been members of this or any other state, district
10 or territorial medical society for fifty (50) years. All past presidents of the Wisconsin Medical Society
11 shall also be granted a certificate of Life Membership.

12 (4)Out-of-State Practice. When a member in good standing no longer has a significant portion of his or
13 her practice in any county in Wisconsin, membership in the physician's county society and/or in the
14 state society may be continued by fulfilling all requirements of membership except residence.

15 C. Affiliate. Persons who are not otherwise eligible for membership may become affiliated with this
16 Society in one of the following categories. The rights and privileges of Affiliate members shall be
17 determined by the Board of Directors ("Board").

18 (1)Emeritus. Emeritus members are those retired members who have chosen not to renew their
19 Wisconsin medical license and who do not have an active license to practice medicine in any other
20 state, district or territory of the United States.

21 (2)Scientific Fellow. The Board may, by invitation and unanimous consent, confer the status of
22 Scientific Fellow upon any person not holding the degree of Doctor of Medicine or Doctor of
23 Osteopathy, who is engaged in the teaching of, or research in, one or more of the basic sciences at
24 an accredited college, university or medical school.

25 (3) Other. The Board may create other categories of Affiliate membership.

26 D. Physician Group. The Board may create a category of membership for physician groups.

27 *Section 4. County Society Membership Requirements*

28 A physician may hold his or her county society membership in any county in which he or she has a
29 significant portion of his or her practice. A member in good standing may decide to transfer his or her
30 county society membership to another county in which he or she has a significant portion of his or her
31 practice. A request to transfer county society membership shall be made in writing and sent to the office
32 of the Executive Vice President of the Society. The Society shall verify whether the member holds a valid
33 medical license and inform both county societies of the transfer request. Dues and assessments, if
34 already paid by the member, will stay with the original county society. If dues and assessments have not
35 yet been paid, they shall be paid to the county society where the member desires to transfer his or her
36 membership. The Society's county society membership requirement shall be waived for all members who
37 have a significant portion of their practice in a county not served by an active county medical society.

38 *Section 5. Disqualification*

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

46 *Section 6. Appeal Process for Membership Expulsions and Suspensions*

47 Any physician who feels aggrieved by his or her county society's decision to suspend or expel him or her
48 shall have the right to appeal the suspension or expulsion to the Board of the State Society, whose
49 decision shall be final. A county society shall at all times be permitted to appeal or refer questions
50 involving membership to the Board of the State Society for final determination. The Board shall adopt
51 procedures to implement this section.

1 **Chapter II: House of Delegates**

2 *Section 1. Composition of the House of Delegates*

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

- 4 A. Delegates representing county medical societies (“county societies”), as elected by the members of
- 5 those county societies, or, in counties with no active county society, delegates representing a county
- 6 where the delegate has a significant portion of his or her practice.
- 7 B. One delegate representing each specialty section of the Society,
- 8 C. One delegate representing the Young Physician section of the Society,
- 9 D. One delegate representing the Resident Physician section of the Society,
- 10 E. One or more delegates representing each of the two (2) Medical Student special sections of the Society,
- 11 F. One delegate representing each other special section of the state society,
- 12 G. A Speaker of the House, and
- 13 H. A Vice Speaker of the House.

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

18 *Section 2. Eligibility*

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

22 *Section 3. Officers*

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

- 25 A. Speaker and Vice Speaker. The Speaker and Vice Speaker shall be elected by and from the House
- 26 for two-year terms and shall be limited to three (3) consecutive full terms in their respective offices.
- 27 While holding these offices, they shall be members-at-large of the House and shall not represent any
- 28 county society or specialty society.
- 29 B. Speaker. The Speaker shall preside at the meetings of the House, set its agenda, and shall appoint
- 30 members to House committees as provided herein.
- 31 C. Vice Speaker. The Vice Speaker shall officiate for the Speaker in the Speaker’s absence, or at his
- 32 or her request. In case of the death, resignation, or removal of the Speaker, the Vice Speaker shall
- 33 officiate during the unexpired term.

34 *Section 4. Representation*

- 35 A. County Societies. Each county society or, in the case of members for whom a significant portion of
- 36 their practice is located in a county with no active county society, each county shall be entitled to send
- 37 one (1) Delegate and one (1) Alternate Delegate to the House for each forty (40) Regular and Special
- 38 members, or majority fraction thereof in this Society from that respective county. For purposes of this
- 39 section, the number of Delegates to which a county society or a county with no active county society
- 40 shall be entitled shall be based upon the number of members from that county on the last day of
- 41 December preceding the first session of the House at the Annual Meeting. The secretary of each
- 42 county society, or in counties with no active county society, a member so designated by the
- 43 membership of the county, will send a list of such Delegates and Alternate Delegates to the Executive
- 44 Vice President of this Society by the end of each calendar year preceding the year in which such
- 45 Delegates are elected to serve.
- 46 B. Medical Student Section. Each Medical Student Section shall be entitled to send one Delegate and one
- 47 Alternate Delegate to the House for each forty (40) Student members, or majority fraction thereof in this
- 48 Society, from that respective Section. For the purposes of this section, the number of Delegates to which
- 49 a Medical Student Section shall be entitled shall be based upon the number of members of the Wisconsin
- 50 Medical Society from that Section as of the last day of June of the calendar year preceding the first
- 51 session of the House at the Annual Meeting.

52 *Section 5. Elections*

53 Elections held under this Chapter may be conducted through electronic voting mechanisms, as available.

1 *Section 6. Quorum*

2 One-fourth of the registered members of the House shall constitute a quorum. All meetings of the House
3 shall be open to members of the Society.

4 *Section 7. Reference Committees*

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

12 *Section 8. Nominating Committee*

13 A. Composition. The Nominating Committee shall be composed of one (1) member of this Society
14 selected by and from each District, except that in any District having five hundred (500) or more
15 Regular and Special members, there shall be elected one (1) additional committee member for each
16 additional five hundred (500) members or majority fraction thereof. There shall also be one (1)
17 delegate representing the Society's specialty sections. The committee shall select a Chair from among
18 its members.

19 B. Term of Appointment. The term of the Nominating Committee commences at the close of the final
20 session of the House at the Annual Meeting and extends until the close of the final session of the
21 House during the next year's Annual Meeting. Nominating Committee members shall be limited to six
22 (6) consecutive terms.

23 C. Inability to Serve. If a member of the Nominating Committee is a candidate for office or otherwise
24 unable to serve, a substitute for that member shall be selected by the Director or Directors of the
25 District in which the vacancy occurs. The Director or Directors shall provide written notice of the
26 substitution to the Executive Vice President of this Society, who will then submit the substitution to
27 the Board for confirmation prior to the meeting of the Nominating Committee.

28 D. Meetings. The Nominating Committee shall convene at least two (2) months prior to the Annual Meeting
29 of the House to prepare a slate of candidates. This meeting shall be held at a date, location and time
30 certain, which shall be published to the general membership at least two (2) months before the meeting
31 is to be held, and shall include an open session to allow for the individual nomination of candidates. The
32 Nominating Committee shall report to the House the name of the Board's nominee for Treasurer (see
33 Chapter III, sec. 5B) and the names of one or more nominees for each of the other positions to be filled.
34 Nothing in this chapter shall be construed to prevent additional nominations being made from the floor
35 by members of the House.

36 *Section 9. Credentials Committee*

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

44 *Section 10. Functions*

45 A. Elections. The House of Delegates shall elect the President-Elect, the Treasurer, the Speaker and
46 Vice Speaker of the House, and the Delegates and Alternate Delegates to the American Medical
47 Association ("AMA"). Where there is no contest, a majority vote without ballot shall elect. For all
48 contested elections, there shall be a separate ballot for each individual position and a majority of the
49 votes cast shall be necessary to elect. If no nominee receives a majority of the votes, balloting shall
50 continue until one candidate receives a majority of the votes cast.

51 B. Nominating Committee. The House shall appoint a Nominating Committee at its first session of the
52 Annual Meeting.

1 C. AMA Delegates. The House shall elect Delegates to the House of Delegates of the American Medical
2 Association (AMA) in accordance with the AMA Constitution and Bylaws. No person who has served 12
3 or more consecutive years as a Wisconsin delegate to the AMA shall be eligible to serve another term
4 unless the delegate will concurrently serve on any of the following AMA Councils: Constitution and
5 Bylaws, Medical Education, Medical Service, Ethical and Judicial Affairs, Long Range Planning and
6 Development, Legislation, Science and Public Health, or the American Medical Political Action
7 Committee Board of Directors.

8 D. Creation of Committees. The House shall have authority to create committees for special purposes.
9 Committee members shall be members of the Society but need not be members of the House. Such
10 committees shall report to the House and their members are encouraged to be present to participate in
11 the debate on their reports before the House or its Reference Committees.

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

14 *Section 11. Additions to Agenda*

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

20 *Section 12. Referral of Business*

21 A. The House shall refer to the Board all resolutions that it adopts which provide for appropriations.

22 B. All questions of an ethical nature brought before the House shall be referred to the Board without
23 discussion.

24 *Section 13. Special Meetings*

25 When a special meeting of the House has been called pursuant to Article VI, Section 3 of the Constitution of
26 this Society, the Speaker shall set the time and place for the special meeting. The Executive Vice President
27 shall mail a notice to the last known address of each member of the House at least twenty (20) days prior to
28 the date of the special meeting. The notice shall specify the time and place of the meeting and the purpose
29 for which the meeting is called. The meeting shall consider no business except that which is directly relevant
30 to the specific purpose for which it is called.

31 *Section 14. Conduct of Business*

32 A. Standing Rules. The business of the House shall be conducted in accordance with the Standing
33 Rules, which shall be adopted by majority vote at the beginning of each Annual Meeting.

34 B. Nominating Committee Report. The report of the Nominating Committee shall be an order of
35 business of the House at its first session at the Annual Meeting.

36 C. Elections. Elections shall be the first order of business of the House after it acts on the report of the
37 Nominating Committee.

38 **Chapter III: Duties of Officers**

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

42 *Section 1. President*

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

45 A. Uphold the Constitution and Bylaws of this Society.

46 B. Support and articulate policies and programs adopted by the Board and the House.

47 C. Propose policies and programs that will further the goals and objectives of the Society.

48 D. Serve as a member of the Board, with the right to vote.

49 E. Serve as a member of the Executive Committee.

50 F. Participate, ex officio and without the right to vote, in sessions of the House.

51 G. Promote physician interest and encourage active participation among its members.

1 H. Deliver an annual address to the House.

2 *Section 2. President-Elect*

3 The President-Elect shall have the following responsibilities:

4 A. Automatically succeed to the office of President at the conclusion of the term as President-Elect.

5 B. Act for the president in his or her absence or disability.

6 C. If the office of president should become vacant, succeed to the presidency. In the case of a vacancy
7 in the office of both president and president-elect, the Board shall appoint one of its members as
8 acting president until the next meeting of the House.

9 D. Serve as a member of the Board, with the right to vote.

10 E. Serve as a member of the Executive Committee.

11 F. Perform other duties assigned by the President or the Board.

12 *Section 3. Immediate Past President*

13 The Immediate Past President shall have the following responsibilities:

14 A. At the conclusion of his or her term as President, automatically succeed to the office of Immediate
15 Past President and serve in that office for one (1) year.

16 B. Serve as a member of the Board with the right to vote.

17 C. Serve as a member of the Executive Committee.

18 D. Perform other duties assigned by the President or the Board from time to time.

19 *Section 4. Treasurer*

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

21 A. Be responsible for all funds due the Society, including bequests and donations.

22 B. Advise and assist the Board in making decisions on investment policy and financial matters.

23 C. Serve as the Chair of the Board of Director's Finance Committee and report to the Board on the
24 Finance Committee's actions.

25 D. Disburse funds from the treasury in accordance with the Society's approved fiscal policies.

26 E. Facilitate the examination of the Society's accounts as directed by the House.

27 F. Ensure that the Society's accounts are audited annually.

28 G. Make an annual report to the House on the financial standing of the Society, including a balance sheet
29 and income and expense report.

30 *Section 5. Executive Vice President/Chief Executive Officer*

31 The Executive Vice President is the chief executive officer of the Society charged with the execution of
32 policy as created and defined by the House of Delegates and the Board of Directors. The Executive Vice
33 President's duties shall include but are not limited to the following:

34 A. Serve as an ex officio member of the Board without the right to vote.

35 B. Be responsible to the Board and serve as its secretary, assist the Board and Officers in making
36 decisions and implementing actions, share convictions and argue their merits.

37 C. Perform the functions ordinarily assigned to the chief executive officer including, but not limited to,
38 responsibility over the day-to-day operation of the Society and its wholly-owned subsidiaries, and
39 performance of the general managerial function for the Society and all of its divisions, activities, and
40 personnel including employment and, as necessary, termination of all employees.

41 D. Formulate and recommend for approval of the Board basic policies and programs, which will seek to
42 achieve the objectives and goals of the Society.

43 E. Work with the Board and the Treasurer to establish a program of fiscal responsibility for the Society
44 including development of and operation within an annual budget.

45 F. Act to insure that all funds, physical assets, and other property of the Society are appropriately
46 safeguarded and administered.

47 G. Fully inform the Board on the condition and operation of the Society. Make an annual report to the
48 House.

49 **Chapter IV: Board of Directors**

50 *Section 1. Board of Directors*

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

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

8 B. District Directors. District Directors shall be elected from eight geographic districts whose boundaries
9 shall be determined by the House. One Director shall be elected from each district. In addition, there
10 shall be elected Director(s) from each district based on a formula using the number of Regular and
11 Special members, excluding Student and Affiliate members, in each district as the numerator and the
12 total membership of the Society as the denominator, rounded to the nearest whole number. This
13 calculation shall be made every third year; shall be based on the year end membership totals; and,
14 as nearly as possible, is to provide for no more than 31 District Directors. The number of Directors
15 established for each district shall be approved by the Board and shall be reported to the districts by
16 the Executive Vice President before annual elections to the Board. As nearly as possible, one-third of
17 the District Director members of the Board shall be elected each year. All district director elections
18 are subject to the approval and confirmation of the House.

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

24 (2) Duties. The District Director is the district's representative to the Board of Directors. The District
25 Director shall attend Board meetings and bring to the Board's attention relevant information from
26 the district. The Director shall provide information about the Society's activities to the members
27 within the district. The Director shall visit each county within his or her district as needed or
28 requested to provide information about the Society's activities and help the county organize its
29 county society or to keep informed of relevant matters within his or her district. The Directors from
30 each district shall organize an annual conference or caucus with the county societies or counties
31 within their districts to provide information on the Society's activities. The District Director shall
32 report to the Board and perform other duties as requested by the Board from time to time.

33 C. Resident Physician Director. The members of the Resident Physician Section of the Society shall elect
34 one (1) Resident Physician Director, subject to the approval and confirmation of the House.

35 D. Medical Student Directors. Each of the Society's Medical Student sections shall elect one (1) Medical
36 Student Director, subject to the approval and confirmation of the House.

37 E. Medical Schools Section Director. The members of the Medical Schools Section of the Society shall
38 elect one (1) Medical Schools Section Director, subject to the approval and confirmation of the
39 House.

40 F. Young Physician Section Director. The members of the Young Physician Section of the Society shall
41 elect one (1) Young Physician Section Director from among its members, subject to the approval
42 and confirmation of the House.

43 *Section 2. Terms and Vacancies*

44 A. Terms. District Directors and the Young Physician Section Director shall serve for a term of three (3)
45 years, commencing upon the Director's approval and confirmation by the House. The Resident
46 Physician Director, the Medical Student Directors, and the Medical Schools Section Director shall
47 serve for a term of one (1) year, commencing upon the Directors' approval and confirmation by the
48 House. No individual shall be permitted to serve more than three (3) consecutive three-year terms as
49 a District Director or Young Physician Section Director, or four (4) consecutive one-year terms as a
50 Resident Physician Director, a Medical Student Director, or a Medical Schools Section Director. In
51 addition, no individual shall be permitted to serve more than six (6) total terms in his or her lifetime as
52 a District Director.

53 B. Vacancies. The Board may, by interim appointment, fill any position that may become vacant during
54 the interval between Annual Meetings of the House. The appointee shall serve until a successor has
55 been elected and has qualified.

1 (1) A vacancy in the remainder of the term of the Resident Physician Director shall be filled only by
2 appointment by the chair of the Resident Physician Section of the Society. A vacancy in the
3 remainder of the term of a Medical Student Director shall be filled only by appointment by the
4 chair of the applicable school's Medical Student Section of the Society. A vacancy in the
5 remainder of the term of a Medical Schools Section Director shall be filled only by appointment by
6 the chair of the Medical Schools Section of the Society.

7 (2) The Board may, by interim appointment, appoint a member of the Young Physician Section to fill a
8 vacancy in the remainder of the term of the Young Physician Section Director during the interval
9 between annual meetings of the House. The appointee shall serve until a successor has been
10 elected and has qualified.

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

16 C. Elections. Elections under this Chapter may be conducted through electronic voting mechanisms, as
17 available.

18 *Section 3. Meetings*

19 The Board shall meet immediately preceding the Society's Annual Meeting and at such other times as
20 necessary, subject to the call of the Board Chair or on petition of three (3) Directors. The Board shall hold a
21 meeting to organize itself and conduct other business immediately following the Society's Annual Meeting.

22 *Section 4. Expenses*

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

26 *Section 5. General Responsibilities and Functions*

27 A. The Board shall elect a Chair and a Vice Chair from among the District Directors. The Chair shall
28 submit an annual report to the House, which shall include all major actions and policy decisions of
29 the preceding year.

30 B. The Board shall nominate a Director to serve as Treasurer of the Society, and shall report the nominee
31 to the Nominating Committee as provided in Chapter II, section 7 of these Bylaws.

32 C. The Board shall elect an Executive Vice President of the Society. The Executive Vice President need
33 not be a physician or a member of the Society.

34 D. The Board may create, combine or abolish other offices as it sees fit in the management of its affairs
35 and in the discharge of its responsibilities.

36 E. The Board may create councils and committees and appoint members to, combine or abolish them
37 as it sees fit in the management of its affairs and in the discharge of its responsibilities.

38 F. The Board shall adopt an annual budget providing for the necessary expenses of the Society; with
39 the Treasurer, the Board shall supervise the investment of the Society's funds; and the Board shall
40 select a qualified independent accounting firm to audit the Society's accounts and receive an annual
41 audit of all of the Society's accounts.

42 G. The Board shall approve the time and location for the Society's Annual Meeting.

43 H. The Board shall evaluate applications from and issue charters to county societies. The Board may
44 suspend or revoke the charter of any county society whose actions are in conflict with the letter or spirit
45 of the Society's Constitution and Bylaws or have violated the charter agreement entered into with the
46 Society. In sparsely populated counties, the Board shall have the authority to organize the physicians of
47 two (2) or more counties into a single county medical society; such multi-county societies, when
48 organized and chartered, shall be entitled to all of the rights and privileges provided for other county
49 medical societies.

50 I. The Board shall provide such facilities for the Society as may be required to properly conduct its
51 business.

- 1 J. The Board shall provide for and oversee the issuance of all publications of the Society, including
2 proceedings, transactions and memoirs. It shall have the authority to appoint a medical editor for the
3 official Journal of the Society and such assistants as it deems necessary.

4 *Section 6. Extraordinary Responsibilities and Functions*

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

- 6 A. Conduct and Discipline. The Board may decide any questions of conduct or discipline of members, or
7 any questions involving the rights and standing of members, whether in relation to other members, to
8 the county societies, or to this Society. It shall develop and publish procedures for discipline,
9 including denial of initial or continuing membership, for those physicians who fail to provide quality
10 health care, fail to pay dues, lose their license to practice, or other cause. The Board's decisions in all
11 cases shall be final, including the right to expel a member.

- 12 (1)The Board's right to original jurisdiction includes but is not limited to the right to decide cases when:
13 (a)The affected parties reside within the boundaries of a single county medical society, are
14 members of the county medical society, and that society does not wish to assume jurisdiction;
15 (b)The affected parties reside in two (2) or more county medical society jurisdictions or counties.
16 (2)The Board may delegate to the Council on Mediation and Peer Review; appoint a council or
17 committee; or appoint an ad hoc committee to investigate, evaluate and issue a decision
18 regarding questions of conduct or discipline of members. In issuing its decision, the council or
19 committee may acquit, admonish, or otherwise discipline the member as appropriate, or
20 recommend to the Board that the member be suspended or expelled. If the council or committee
21 recommends suspension or expulsion, the Board must approve that action before it becomes
22 final.
23 (3)A member may appeal to the Board a disciplinary decision issued by a council or committee, or by a
24 county society as provided in Chapter V, Section 7.

- 25 B. Removal of Officers and Directors. The Board of Directors may, by a three-quarters vote of its voting
26 members, remove from office any voting officer or Director who has been shown to have violated the
27 Society's code of ethics; disclosed information deemed confidential by the Board; knowingly
28 misrepresented the Society or its official positions to persons or entities outside of the Society; grossly,
29 willfully or repeatedly neglected his or her official duties or responsibilities; or acted in a manner deemed
30 contrary to the Society's Constitution, Bylaws, policies or procedures.

- 31 (1)The Board shall provide notice of the proposed removal and the grounds on which it is based to the
32 affected officer or Director at least 14 days before the meeting at which the proposed removal will
33 be acted upon. The affected officer or Director will be given an opportunity to address the Board
34 with respect to the proposed removal before the vote is taken.
35 (2)Any vacancy created on the Board by the removal of an officer or Director shall be filled in
36 accordance with the procedures specified in Section 2 of this Chapter of the Bylaws.
37 (3)The Board shall inform the House of Delegates of its decision to remove an officer or Director at the
38 next meeting of the House.

39 *Section 7. Committees of the Board*

- 40 A. Executive Committee. There shall be an Executive Committee of the Board. The Executive
41 Committee shall consist of the President, the President-Elect, the Immediate Past President, the
42 Chair and Vice Chair of the Board, the Chair of the Finance Committee, the Chair of the Membership
43 Committee, the Speaker, and two (2) additional Directors to be appointed annually by the Board
44 Chair. The Alliance President and President-Elect shall be ex officio non-voting members. The Board
45 Chair shall chair the Executive Committee. The Executive Committee shall possess and may
46 exercise all the powers of the Board of Directors between meetings of the Board. The Executive
47 Committee shall meet prior to the meetings of the Board and at such other times as may be required,
48 subject to the call of the Chair or on petition of three (3) voting members, and shall report all of its
49 actions and deliberations to the Board for its consideration at the next Board meeting.
- 50 B. Finance Committee. There shall be a Finance Committee of the Board. The Finance Committee shall
51 safeguard the Society's Finances and oversee the financial operation of the Society. The Finance
52 Committee shall be composed of the Society's Treasurer and no less than four (4) and no more than
53 eight (8) voting members of the Board of Directors. The Society's Treasurer shall serve as the Chair of
54 the Finance Committee. The Finance Committee shall report to the Board as necessary but not less
55 than once each year.

1 C. Membership Committee. There shall be a Membership Committee of the Board. The Membership
2 Committee shall address membership and dues-related issues that may arise from time to time. The
3 Membership Committee shall be composed of no less than seven (7) members, including four (4)
4 voting members of the Board, at least one of whom is a member of the Finance Committee, three
5 (3) at-large non-Board members who reflect appropriate membership demographics, and others
6 appointed by the Board from time to time. The Membership Committee shall select a chair from
7 among its members and shall report to the Board as necessary but not less than once each year.

8 **Chapter V: County Societies**

9 *Section 1. Charters*

10 The Board shall issue charters to all county medical societies (“county societies”) who have signed a
11 charter agreement and submitted their constitutions and bylaws to the Board, provided that their
12 constitutions and bylaws are not inconsistent with the Constitution and Bylaws of this Society. All county
13 societies shall sign a charter agreement annually. Failure to sign the charter agreement may result in the
14 suspension or revocation of a county society’s charter. All county societies shall submit revisions of their
15 constitutions and bylaws to the Society for approval by the Board and filing with the Executive Vice
16 President. Where a county society’s constitution and bylaws are unavailable, the model constitution and
17 bylaws for county medical societies, as last approved by the Board, shall apply.

18 *Section 2. County Societies*

19 Only one (1) county medical society shall be chartered in each county. In sparsely populated counties, the
20 Board may organize the physicians of two (2) or more counties into a single county medical society as
21 provided in Chapter IV, Section 5 of these Bylaws. Such multi-county societies, when organized and
22 chartered, shall be entitled to all of the rights and privileges provided for other county societies. To remain
23 active a county society shall meet at least once each calendar year.

24 *Section 3. Elections*

25 Members of a county society shall elect Delegates and Alternates Delegates in accordance with Chapter
26 II, Section 4 of these Bylaws, to represent it in the Society’s House. Each Delegate or Alternate Delegate
27 shall serve for a term of two (2) calendar years, which shall begin on January 1 of the year succeeding
28 the election of such Delegates and Alternate Delegates.

29 *Section 4. Secretary*

30 The secretary of each county society shall obtain a roster of its members. The Secretary shall record and
31 retain minutes of all meetings of the county society and its members.

32 *Section 5. Inactive Status*

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

41 A county society will be declared inactive if it does not hold at least one business/planning meeting
42 each calendar year. The Society’s Board will notify the county society in writing of a decision to place the
43 county society on inactive status. Such notice shall be sent to the current President of the county society
44 on record, with copies being sent to all known officers, delegates and alternate delegates of the county
45 society. A county society will also be considered inactive if its charter has been suspended. If a county
46 society becomes inactive, the Society shall no longer collect dues on its behalf. Once a county society is
47 inactive for three years, its charter shall be revoked, the organization shall be formally disbanded and the
48 entity shall dissolve and settle all financial commitments, including distribution of its assets, within sixty
49 (60) days.

1 Section 6. Elections for Inactive County Societies

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

7 *Section 7. Suspension or Revocation of Charter*

8 The Board may suspend or revoke the charter of any county society whose actions are in conflict with the
9 letter or spirit of the Society's Constitution and Bylaws, or has violated the charter agreement entered into
10 with the Society. If a county society's charter has been suspended, it will be considered inactive. A county
11 society may reverse a suspension of its charter within one year by resolving the issues that led to the initial
12 suspension of its charter. If the suspension is not remedied within the required time, and the county society
13 has not received an extension from the Society's Board to accomplish such, the suspension shall be
14 converted to a revocation. Written notice of such action shall be mailed to the county society's current
15 President on record. Such notice shall be sent to the current President of the county society on record, with
16 copies being sent to all known officers, delegates and alternate delegates of the county society.

17 Once a county society's charter is revoked, the county society shall be formally disbanded and the county
18 society shall dissolve and settle all financial commitments, including distribution of its assets, within sixty (60)
19 days.

20 *Section 8. Regaining Active Status*

21 A county society deemed inactive by reason of not meeting annually, may regain active status within 3 years
22 of being deemed inactive by submitting to the Society's Board, for its review and approval, a request signed
23 by at least 10% of the Society's members who would be eligible for membership in the county society. The
24 request must include: (1) a proposed constitution and bylaws for the county society requesting re-activation
25 (2) a proposed meeting date for the re-activated county society and (3) a list of at least five (5) members
26 willing to take on a leadership role with the re-activated county society. The Board shall review the request at
27 its next regular meeting. The Board shall notify the county society, in writing, of its decision. Such notice shall
28 be sent to the current President of the county society on record, with copies being sent to all known officers,
29 delegates and alternate delegates of the county society.

30 A county society deemed inactive by reason of suspension or revocation of its charter may only regain
31 active status by resolving all issues that led to the suspension or revocation to the satisfaction of the Board.
32 The county society shall submit a written request to the Board requesting the suspension or revocation be
33 terminated and the county society regain active status. The request shall outline the actions taken by the
34 county society to resolve the issues that led to the suspension or revocation. The Board shall review the
35 request at its next regular meeting. The Board shall notify the county society, in writing, of its decision. Such
36 notice shall be sent to the current President of the county society on record, with copies being sent to all
37 known officers, delegates and alternate delegates of the county society.

38 If members of the State Society wish to organize in a county in which a previously organized county
39 society has had its charter revoked, it shall apply to the Board of the State Society to be recognized and
40 chartered as a county society. The application must include: (1) a proposed constitution and bylaws for the
41 newly organized county society (2) a proposed meeting date for the newly organized county society and (3)
42 a list of at least five (5) members willing to take on a leadership role with the newly organized county society.
43 The Board shall review the application at its next regular meeting and if appropriate enter into a charter
44 agreement with the newly organized county society.

45 *Section 9. Appeal Process for Charter Granting, Suspension or Revocation*

46 Any county society that feels aggrieved by the Board's decision regarding the granting, suspension, or
47 revocation of its charter shall have the right to appeal the Board's decision to the House. The appeal shall be
48 made in writing, and mailed to the attention of the Society's Executive Vice President/Chief Executive Officer,

1 within thirty (30) days of the Board's issuing of its decision. The House shall grant or deny the appeal on its
2 merits. The decision of the House shall be final.

3 **Chapter VI: Sections**

4 *Section 1. General Provisions*

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

6 A. Officers. The officers of each specialty and special section shall be elected by and from its
7 membership. The terms of such officers shall be for one (1) year, but any officer may be re-elected for
8 additional terms, subject to applicable provisions of the section's bylaws.

9 B. Resolutions. No section shall have the power to bind the Society by any resolution or other action. No
10 resolution or action by a section shall be effective or publicized unless it has been approved by the
11 House, or by a majority of the Board of Directors when the House is not in session.

12 C. Meetings. Scientific meetings of any section shall be open to all members in good standing of the
13 Society.

14 *Section 2. Specialty Sections*

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

19 A. Each specialty section shall elect a Delegate and an Alternate Delegate to serve as its
20 representative to the House. Unless specified otherwise, the term for each Delegate and Alternate
21 Delegate shall be for two (2) calendar years, without limitation on the number of terms a Delegate or
22 Alternate Delegate may serve.

23 B. If a specialty section fails to register a representative to the House for three (3) consecutive Annual
24 Meetings, the specialty section will be dropped with the option of re-applying after one (1) year.

25 C. Special Requests. The specialty sections of this Society are considered an integral part of the
26 Society's working committee structure. Specialty sections shall be regarded as special committees of
27 the Society from which the Board or any council or committee may seek advice and assistance on
28 matters of special or general concern to the medical profession and the health of the people of
29 Wisconsin. The specialty sections will be expected to give special requests prompt consideration and
30 response so that the Society may make maximum use of their resources.

31 *Section 3. Special Sections*

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

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

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

42 (2)The Young Physician Section shall elect from among its members one (1) representative to the
43 Society's Board of Directors. If a vacancy occurs in the Young Physician Section Board seat, the
44 Board may appoint a Young Physician Section member to fill that vacancy during the interval
45 between annual meetings of the House in accordance with Chapter IV, Section 2B of these bylaws.
46 The Young Physician Section Director shall serve for a term of three years and no person may serve
47 more than three consecutive three-year terms as the Young Physician Section Director.

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

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

- 1 (1)The Resident Physician Section shall elect from among its members one (1) Delegate and one (1)
2 Alternate Delegate as its representative to the Society's House. The Resident Physician Delegate
3 and Alternate Delegate shall serve for a term of one (1) year, commencing the first day of January
4 following the election, without limitation on the number of terms a Delegate or Alternate Delegate
5 may serve.
- 6 (2)The Resident Physician Section shall elect one (1) section member to serve as its representative
7 to the Society's Board of Directors. The Resident Physician Director shall serve for a term of one
8 (1) year. No person may serve as Resident Physician Director for more than four (4) terms.
- 9 (3)The Resident Physician Section shall be governed by its own bylaws, which it shall adopt and
10 amend from time to time, subject to approval by the Society's Board of Directors.
- 11 C. Medical Student Section. There shall be two (2) Medical Student Sections of the Society, one
12 representing the students of the University of Wisconsin Medical School and one representing the
13 students of the Medical College of Wisconsin. Each Medical Student Section shall elect Delegates
14 and Alternate Delegates to the Society's House as provided in Chapter II, Section 4 of these
15 Bylaws. Each Medical Student Section shall elect one (1) section member to serve as its
16 representative to the Society's Board of Directors. Each Medical Student Director shall serve for a
17 term of one (1) year. No person may serve as Medical Student Director for more than four (4) terms.
- 18 D. Medical Schools Section. There shall be a Medical Schools Section of the Society.
- 19 (1)The Medical Schools Section shall elect from among its members one (1) Delegate and one (1)
20 Alternate Delegate as its representative to the Society's House. The Medical Schools Section
21 Delegate and Alternate Delegate shall serve for a term of one (1) year, commencing the first day of
22 January following the election, without limitation on the number of terms a Delegate or Alternate
23 Delegate may serve.
- 24 (2)The Medical Schools Section shall elect one (1) section member to serve as its representative to the
25 Society's Board of Directors. The Medical Schools Section Director shall serve for a term of one (1)
26 year. No person may serve as Medical Schools Section Director for more than four (4) terms.
- 27 (3)The Medical Schools Section shall be governed by its own bylaws, which it shall adopt and amend
28 from time to time, subject to approval by the Society's Board of Directors.
- 29 E. Other Special Sections. Each special section shall elect one (1) Delegate and one (1) Alternate
30 Delegate as its representative to the House. Unless specified otherwise, the term for each Delegate
31 and Alternate Delegate shall be for one (1) year, commencing on the first day of January following
32 the election, without limitation on the number of terms a Delegate or Alternate Delegate may serve.
33

34 **Chapter VII: Councils and Committees**

35 *Section 1. Appointments*

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

40 *Section 2. Membership in Councils and Committees*

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

46 *Section 3. Operations of Councils and Committees*

47 Councils and Committees may communicate, meet or conduct other business in person, by phone or
48 through electronic mechanisms, as available.

49 *Section 4. Combining or Abolishing Committees*

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

1 **Chapter VIII: Dues and Assessments**

2 *Section 1. Dues and Assessments*

3 The dues and assessments for members of this Society shall be assessed annually and determined as
4 follows:

5 A. Regular Members. Dues and assessments for Regular members shall be determined annually by
6 the Board of Directors.

7 B. Part-time Members. Dues and assessments for Part-time members shall be one-half of the Regular
8 member dues and assessments.

9 C. Special Section Members. Dues and assessments for Resident, Student and Researcher members
10 shall be determined annually by the Board of Directors.

11 D. Other Members. Dues and assessments for all other categories of members are waived, except as
12 determined by the Board.

13 *Section 2. Non-payment of Dues*

14 Dues and assessments shall be payable as determined by the Board. Any member whose current year's
15 dues have not been received by the Executive Vice President on or before the dues payment deadline, as
16 established by the Board, shall be deemed in arrears and shall be removed from the membership rolls of
17 this Society and, as applicable, the county society until such time as full dues for the current year have
18 been received.

19 *Section 3. Record of Payment*

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

23 **Chapter IX: Ethical Guidelines**

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

25 **Chapter X: Parliamentary Procedure**

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

28 **Chapter XI: Amendments**

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

32
33 **Chapter XII. Dissolution**

34 The Society shall use its funds only to accomplish the objectives and purposes specified in these Bylaws
35 and no part of said funds shall inure, or be distributed, to the members of the Society. Upon dissolution of
36 the Society, any funds remaining shall be distributed to one or more regularly organized and qualified
37 charitable, educational, scientific, or philanthropic organizations to be elected by the Board of Directors. Any
38 organization to which the remaining funds and property of the Society are to be conveyed must be exempt
39 under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or under any
40 successors to the Sections of the Code, as they may be in effect at the time of conveyance.