CHAPTER I: 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 a training program in, or outside of, 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 Categories B and C:
(1) Physician-Full-time. A member in good standing with a full-time practice devoted to approximately all direct patient contact.
(2) Physician-Part-time. A member in good standing with a part-time practice devoted to approximately all direct patient contact.
(3) Dual Physician. A member in good standing with a full-time combined practice responsibility (approximately 50% or less direct patient contact plus educational, public health, and/or research responsibilities).
(4) Resident/Fellow. Resident/fellow members consist of those members who are enrolled in training programs in, or outside of, Wisconsin who are licensed as required by the state of Wisconsin, or the state in which the training program is located.
(5) Young Physician. First to fourth year post residency with a full-time practice devoted to approximately 100% direct patient contact.
(6) Student. Student members consist of those members who are enrolled in an LCME-accredited medical school in Wisconsin.
(a) Dual-degree. Student members include those members who are enrolled in a graduate program in Wisconsin as part of a dual-degree program at an LCME-accredited medical school, including but not limited to MD/PhD, MD/MPH, MD/MBA, or MD/MS.
(b) Approved sabbaticals. Student members include those members who are on an approved sabbatical from an LCME-accredited medical school in Wisconsin provided that the student will be in good standing upon returning from the sabbatical.

B. Special. A member in good standing including:
(1) Associate. Physicians who are on an official leave of absence from the practice of medicine or are experiencing a temporary situation that impacts their dues-paying capability may be eligible for membership in this classification once approved by the Membership Committee Chair.
(2) 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.
(3) 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.
(4) 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.

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

As adopted by the House of Delegates, April 2015.
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) Other. The Board may create other categories of Affiliate membership.

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

Section 4. County Society Membership Requirements
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 do not have a significant portion of their practice in a county served by an active county medical society.

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 Board.

Section 6. 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 the Wisconsin Medical Society, whose decision shall be final. A county society shall at all times be permitted to appeal a revoking membership to the Board of the Wisconsin Medical Society for final determination. The Board shall adopt procedures to implement this section.

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 (2) 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 (3) 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 and have the power to act in all respects as the permanent Chair of the House and represent the Society's specialty sections. The committee shall select a Chair from among its members.
C. Term of Appointment. The Speaker shall appoint the Chair from among its members.

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 (1) Alternate Delegate to the House for each forty (40) 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 first session of the House at the Annual Meeting.

Section 5. Elections
Elections held under this Chapter may be conducted through electronic voting mechanisms, as available.

Section 6. 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 7. 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, matters of interest to all members and matters of importance 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 8. 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 designate a 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 IV, 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 9. Credentials and Rules Committee
A. Credentials Committee. The Speaker shall appoint members of the House to serve on the Credentials Committee, in addition to 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 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.

B. Rules Committee. The Speaker shall appoint members of the House to serve on the Rules Committee. The Rules Committee shall be responsible for proposing rules of conduct and procedure for the orderly transaction of the business of the House of Delegates and shall review and report to the House of Delegates its recommendations on the consideration of any late resolutions. The committee shall perform such other duties as assigned to it by the Speaker.

Section 10. 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 is serving concurrently 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, Science and Public Health, 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 encouraged 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 11. Additions to Agenda
A. A two-thirds vote of the Delegates present at any Annual Meeting 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 on February 1st or 60 days prior to the first session of the House at its Annual Meeting, whichever date is earlier and shall be communicated to the members of the Society at least 60 days prior to the date selected. This section shall not apply to new business or resolutions presented by the Board, 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 12. Referral of Business
A. The House shall refer to the Board all resolutions that it adopts that provide for appropriations.

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

Section 13. 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 14. 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 an order of business of the House at its first 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 the 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
A. The President is the chief constitutional officer of the Society. The President shall have the following responsibilities and commensurate authority:

B. Uphold the Constitution and Bylaws of this Society.

C. Support and articulate policies and programs advocated by the Board and the House.

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

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

F. Serve as a member of the Executive Committee.

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

H. Promote physician interest and encourage active participation among its members.

I. 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. Serve 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 policies 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 Board.

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
A. Composition. The Board shall consist of the District Directors, the Resident Physician Section Director, 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, Young Physician, 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, including 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. The number of Directors shall be subject to the approval and confirmation of the House.

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

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

Section 2. Terms and Vacancies

A. Terms. District Directors and the Young Physician Section Director shall serve for a term of three (3) years, commencing upon the Director’s approval and confirmation by the Board. The Resident Physician Director, the Medical Student Directors, and the Medical Schools Section Director shall serve for a term of one (1) year, commencing upon the Director’s approval and confirmation by the House. In no individual shall be permitted to serve more than three (3) consecutive three-year terms as a District Director or Young Physician Section Director. In the case of a Director’s death, resignation, or by appointment by the president of the Resident Physician Section of the Society. A vacancy in the remainder of the term of a Medical Student Director position 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 position shall be filled only by appointment by the chair of the Medical Schools Section of the Society.

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

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

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 (3) 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. 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 8D 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 councils and committees and appoint members to, 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 other offices 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 call any time and place for the Society’s Annual Meeting.

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.

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 memos. 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 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 and renewal of membership to 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.
Section 7. Committees of the Board

A. Executive Committee. There shall be an Executive Committee of the Board. The Executive Committee shall consider and act upon the Board’s direction to it. The Executive Committee shall consist of 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 (2) additional Directors to be appointed annually by the Board. The 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 (3) 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 not less than four (4) and no more than eight (8) 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. One (1) member of 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 (7) members, including four (4) voting members of the Board, at least one of whom is a member of the Finance Committee, three (3) 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 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. Each county society shall submit revisions of its constitutions and bylaws to the Society for approval by the Board and filing with the Executive Vice President. Where a county society’s constitutions 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 (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 county medical society may be suspended or expelled. If the council or committee may acquit, admonish, or other than discipline the member as appropriate, or members of a single county medical society, are subject to the call of the Board or on petition of three (3) voting members, and shall report all of its actions and deliberations to the Board for its consideration at the next Board meeting.

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 (2) 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 obtain a roster of its members from the Wisconsin Medical Society. The Secretary shall report and retain minutes of all meetings of the county society and its members.

Section 5. Inactive Status

The Society’s Board may consider more than one 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.

A county society shall 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 dissolved and the entity shall dissolve and settle all financial commitments, including distribution of its assets, within sixty (60) days.

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. Suspension or Revocation of Charter

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 Board, it will be considered inactive. The charter of the society may be revoked if it fails to comply with the Society’s Board or Executive Vice President. Written notice of such action shall be mailed to the county society’s President or President-elect. 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.

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.

Section 8. Regaining Active Status

A county society deemed inactive by reason of not meeting annually, may regain active status within three years of being deemed inactive by submitting to the Society’s...
Board, for its review and approval, a request, which must include: (1) a proposed constitution and bylaws for the county society requesting re-activation or re-admission to 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 may 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.

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 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.

If members of the Wisconsin Medical 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 Wisconsin Medical 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.

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

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.

CHAPTER VI: SECTIONS

Section 1. General Provisions

The House of Delegates shall establish speciality and specialty 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 (1) year, but any officer may be re-elected 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 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 (2) 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 reapplying after one (1) 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 specialty section shall be established by the members of such section, subject to approval by 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 (1) Delegate and one (1) Alternate Delegate as its representative to the Society’s House. The Young Physician Delegate and Alternate Delegate shall serve for a term of one (1) 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.

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

(3) 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 of the Society, the section's bylaws.

(1) The Resident Physician Section shall elect from among its members one (1) Delegate and one (1) Alternate Delegate as its representative to the Society’s House. The Resident Physician Delegate and Alternate Delegate shall serve for a term of one (1) 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.

(2) The Resident Physician Section shall elect one (1) 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 (1) year. No person may serve as Resident Physician Director for more than four (4) 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 (2) Medical Student Sections, one representing the students of the University of Wisconsin School of Medicine and Public Health and one representing the students of the Medical College of Wisconsin. Each Medical Student Section shall elect Delegates and Alternate Delegates to the Society’s House as provided in Chapter II, Section 4 of these Bylaws. Each Medical Student Section shall elect one (1) 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 (1) year. No person may serve as Medical Student Director for more than four (4) 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 (1) Delegate and one (1) 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 (1) 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 (1) 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 (1) year. No person may serve as Medical Schools Section Director for more than four (4) 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 (1) Delegate and one (1) 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 (2) consecutive Annual Meetings, 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 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 committees 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. Operations of Councils and Committees**

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

**Section 4. 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 annually and determined as follows:

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

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 American Institute of Parliamentarians 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.

**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.