CHAPTER 148 (EXCERPT)
148.015 State society. (1) The [Wisconsin Medical Society] is continued with the general powers of a corporation. It may, from time to time adopt, alter and enforce constitution, bylaws and regulations for admission and expulsion of members, election of officers, and management.

(2) A member expelled from a county medical society may appeal to the state society, whose decision shall be final.

148.02 County societies. (1) The physicians and surgeons, not less than 5 in number, of the several counties, except those counties where a county medical society already exists, may meet at such time and place at the county seat as a majority agree upon and organize a county medical society. When so organized, a county medical society:

(a) Shall be a body corporate by the name of the medical society of the county for which it is organized.

(b) Shall have the general powers of a corporation.

(c) May take, by purchase or gift, and hold real and personal property.

(1m) All county medical societies organized prior to June 7, 1878, shall have the powers and privileges conferred by this chapter.

(2) Physicians and surgeons who have received a license from the medical examining board shall be entitled to meet to organize or become members of the county medical society.

(3) If there is not a sufficient number of physicians and surgeons in any county to form a county medical society they may associate with those of adjoining counties, and the physicians and surgeons of not more than 15 adjoining counties may organize a county medical society under this chapter, meeting at such time and place as a majority agree upon.

(4) A county medical society may from time to time adopt, alter and enforce constitution, bylaws and regulations for the admission and expulsion of members, election of officers, and management, not inconsistent with the constitution, bylaws and regulations of the state society.

148.03 Service insurance corporations for health care. The state medical society or, in a manner approved by the state society, a county society, may establish in one or more counties of this state a service insurance corporation for health care under ch. 613.

For the full text of Ch 148, please see Appendix A on page 77.

Constitution

Article I. Name
The name and title of this organization shall be the Wisconsin Medical Society, Inc. (“Society”).

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

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

Article IV. Structure and Governance

A. House of Delegates. The House of Delegates (“House”) shall be the policy-making body of the Wisconsin Medical Society. The House shall consist of elected Delegates, a Speaker, a Vice-Speaker and others as provided in the Bylaws.

B. Board of Directors. The Board of Directors (“Board”) shall have

As adopted by the House of Delegates, April 2015.
the House of Delegates shall meet to conduct its business. The Annual Meeting may also include scientific sessions as determined by the Board.

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

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

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

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

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

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

Bylaws

CHAPTER I: MEMBERSHIP

Section 1. Eligibility
A. Regular Membership. Any person possessing the degree of Doctor of Medicine (MD) or Doctor of Osteopathy (DO) or an equivalent degree as determined by the Wisconsin Medical Examining Board engaged in professional activities related to the practice of medicine (“professional activities”) in Wisconsin, or residing in Wisconsin, and not enrolled in a residency or fellowship training program, shall be eligible for Regular membership.

The EVP/CEO shall refer to the Membership Committee any Regular membership application if he/she determines that eligibility for regular membership is unclear. The Membership Committee will consider the application and make recommendation to the Executive Committee on whether the applicant is eligible for Regular membership. The Executive Committee shall rule on all such matters. If the Executive Committee rules that the applicant is ineligible for Regular membership and ineligible for any other category of membership, the applicant may appeal the Executive Committee’s decision to the Board of Directors (“Board”) within thirty (30) days of receipt of the Executive Committee’s decision. The Board shall rule on the application at its next scheduled meeting. The Board’s decision shall be a final adjudication of the matter.

B. Resident/Fellow Membership. Any person enrolled in a residency or fellowship training program in Wisconsin, including those persons on an approved leave of absence from a residency or fellowship training program in Wisconsin provided that person will be in good standing for return to the program upon return from the leave of absence, shall be eligible for Resident/Fellow membership.

C. Student Membership. Any person enrolled in a Liaison Committee on Medical Education (LCME)-accredited medical education program in Wisconsin, including those persons (1) enrolled in a graduate program in Wisconsin as part of a dual-degree program at an LCME-accredited medical education program (e.g., MD/PhD, MD/MPH, MD/MBA, MD/MS) or (2) on an approved leave of absence from an LCME-accredited medical education program in Wisconsin provided that the person will be in good standing for return to the program upon return from the leave of absence, shall be eligible for Student membership.

Section 2. Application
Applications for membership shall be made in a manner determined by the Wisconsin Medical Society (“Society”). Applications are subject to verification of eligibility for membership.
Section 3. Membership Classifications

A. Regular.

(1) Physician Full-Time. A member in good standing engaged full-time in professional activities.

(2) Physician Part-Time. A member in good standing engaged part-time in professional activities.

(3) Young Physician. Young physician members are those members who are not enrolled in a residency or fellowship training program, but are under 40 years of age or are engaged in professional activities within the first eight (8) years after residency and fellowship training.

(4) Retired. Retired members consist of those members who hold an MD or DO degree or an equivalent degree as determined by the Wisconsin Medical Examining Board but have retired from all professional activities for compensation.

(5) 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.

B. Physician Group. The Board of Directors (“Board”) may create a category of membership for physician groups. Each individual member of a physician group has his or her own membership classification and all membership rights and privileges shall be held by the individual members of the physician group.

C. Resident/Fellow. Resident/Fellow members are those members who are enrolled in residency or fellowship training programs in Wisconsin or on approved leave of absence from a residency or fellowship training program in Wisconsin provided that person is in good standing for return to the program upon return from the leave of absence.

D. Student. Any person enrolled in an LCME-accredited medical education program in Wisconsin, including those persons: (1) enrolled in a graduate program in Wisconsin as part of a dual-degree program at an LCME-accredited medical education program (e.g., MD/PhD, MD/MPH, MD/MBA, MD/MS) or (2) on an approved leave of absence from an LCME-accredited medical education program in Wisconsin provided that the person is in good standing for return to the program upon return from the leave of absence. This class of membership is forfeited when the member is no longer enrolled in an LCME-accredited medical education program in Wisconsin.

E. Supporting. Persons who are not otherwise eligible for membership may be eligible to become associated with this Society through one of these supporting membership classifications.

(1) Out-of-State Physician. Any person who holds an MD or DO or an equivalent degree as determined by the Wisconsin Medical Examining Board, and who resides or is engaged in professional activities, including training programs, outside of the state of Wisconsin, and who desires to support the purpose of the Society shall be eligible for this classification of membership. Such members shall be eligible to serve on councils and committees and participate in Society programs, but shall not be entitled to vote, hold office on councils or committees or serve as an Officer or Director of this Society.

(2) Physician Spouse/Domestic Partner/Significant Other. Any spouse, domestic partner or significant other of a physician who holds a regular membership in this Society who desires to support the purpose of the Society shall be eligible to apply for this classification of membership. Such members shall be eligible to serve on committees and participate in Society programs, but shall not be entitled to vote, hold office on councils or committees or serve as an Officer or Director of this Society. All applications shall be made to the Membership Committee, which shall make recommendations to the Board. Physician Spouse/Domestic Partner/Significant Other membership shall be granted upon a majority vote of the Board. The Society and its Officers reserve the right to deny membership, rescind an offer of membership, terminate membership and withdraw privileges of any member of this class for any reason.

F. Other. The Board may create other classifications of membership. At the time of the creation of the classification of membership the Board shall define and record all rights and privileges of the new classification of membership as well as the application and approval process.

Section 4. Appeal Process for Membership Classification

Any member who feels aggrieved by his or her designated classification of membership shall have the right to appeal the designation to the Society’s Membership Committee, whose decision shall be final. Pending the outcome of an appeal the member shall remain in and retain all rights, benefits and privileges of his or her current designated class of membership.

Section 5. County Medical Society Membership Requirements

A member holds county medical society (“county society”) membership in a county in which he or she has a significant portion of his or her Wisconsin-related professional activities. A retired member shall hold his or her county society membership in his or her principal county of residence in Wisconsin. 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 professional activities. 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 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.
Chapter II: House of Delegates

Section 1. Composition of the House of Delegates
The House of Delegates (“House”) shall be composed of:

A. Representing the regular members of the society as set forth in Section 4.A. of this Chapter,
B. One (1) Delegate representing each specialty section of the Society as set forth in Section 4.D. of this Chapter and Ch. VI, Section 2.A. of these Bylaws,
C. One (1) Delegate representing the Young Physician section of the Society as set forth in Section 4.D. of this Chapter and Ch. VI, Section 3.A.1. of these Bylaws,
D. One (1) or more Delegates representing the resident/fellow Section of the Society. The number of Delegates shall be calculated based on the formula set forth in Section 4.B. of this Chapter,
E. One or more Delegates representing each of the two (2) Medical Student Special Sections of the Society. The number of Delegates shall be calculated based on the formula set forth in Section 4.C. of this Chapter,
F. One (1) Delegate representing the Medical Schools Section as set forth in Section 4.D. of this Chapter and Ch. VI, Section 3.D.1. of these Bylaws,
G. One (1) Delegate representing each Other Special Section, as delineated in Ch. VI, Section 3.E. of these Bylaws,
H. The Speaker of the House, and
I. The Vice Speaker of the House.

Section 2. Eligibility
To serve as a county society delegate or alternate delegate, a member shall be a regular member and have a significant portion of his or her professional activities in the county he or she represents. Retired members and retired life members, may serve as a county society delegate or alternate delegate if the county he or she represents is his or her principal county of residence in Wisconsin.

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. 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, specialty society or special section.

B. The Speaker shall preside at the meetings of the House, set its agenda, and shall appoint members to House committees as provided herein.

C. Vice Speaker. The Vice Speaker shall officiate for the Speaker in the Speaker’s absence, or at his or her request. In case of the death, resignation, or removal of the Speaker, the Vice Speaker shall officiate during the unexpired term.

Section 4. Representation

A. Regular Members. Regular members shall be represented through the county society or if there is no active county society, by the county. The Regular members of the county society or county shall be entitled to send one (1) Delegate and one (1) Alternate Delegate to the House for each forty (40) Regular 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 Regular 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.

B. Resident/Fellow Members. Resident/Fellow members shall be represented through the Resident/Fellow Section. The Resident/Fellow Section shall be entitled to send one (1) Delegate and one (1) Alternate Delegate to the House for each forty (40) Resident/Fellow members, or majority fraction thereof in this Society. For the purposes of this section, the number of Delegates to which the Resident/Fellow Section shall be entitled shall be based upon the number of Resident/Fellow members of the Wisconsin Medical Society as of the last day of December of the calendar year preceding the first session of the House at the Annual Meeting.

C. Student Members. Student members shall be represented through two (2) Medical Student Sections. Each Medical Student Section shall be entitled to send one (1) Delegate and one (1) Alternate Delegate to the House for each forty (40) Student members, or majority fraction thereof in this Society, from that respective Section. For the purposes of this section, the number of Delegates to which a Medical Student Section shall be entitled shall be based upon the number of members of the Wisconsin Medical Society from that Section as of the last day of December of the calendar year preceding the first session of the House at the Annual Meeting.

D. Specialty and Special Sections. Each specialty and special section, with the exception of the Resident/Fellow and the Medical Student Sections, shall be entitled to send one (1) Delegate and one (1) Alternate Delegate to the House.

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, and financial and other matters germane to the business of the House. Non-Delegate members of the Society are encouraged to attend Reference Committee hearings and present verbal or written testimony. Meetings of the Reference Committees are, however, open only to members of the Reference Committee, the Speaker and Vice Speaker and staff of the Society necessary to assist the operations of that Reference Committee.

Section 8. Nominating Committee

A. Composition. The Nominating Committee shall be composed of one (1) member of this Society designated by and from each District, except that in any District having five hundred (500) or more Regular, Resident/Fellow and Student members, there shall be designated one (1) additional committee member for each additional five hundred (500) members or majority fraction thereof. There shall be one (1) committee member representing the Resident/Fellow Section and two (2) committee members representing the Medical Student Sections, one from each medical school. There shall also be one (1) member representing the Society’s specialty sections. The committee shall designate 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. Members wishing to serve additional terms must wait a minimum of one (1) year before beginning another term as a Nominating Committee member.

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 designated by the Director or Directors of the District in which the vacancy occurs. The Director or Directors shall provide written notice of the substitution to the Executive Vice President of this Society, who will then submit the substitution to the Board for confirmation.
prior to the meeting of the Nominating Committee.

D. Meetings. The Nominating Committee shall convene at least two (2) months prior to the Annual Meeting of the House to prepare a slate of candidates. This meeting shall be held at a date, location and time certain, which shall be published to the general membership at least two (2) months before the meeting is to be held, and shall include an open session to allow for the individual nomination of candidates. The Nominating Committee shall report to the House the name of the Board’s nominee for Treasurer (see Ch. IV, sec. 5.B.) 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 Committees

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

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 and shall review and report to the House 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 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, 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.

Section 11. Additions to Agenda

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. If the due date falls on a Saturday, Sunday or holiday observed by the Society, the filing deadline shall be the next regular business day. 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 which 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.
WISCONSIN MEDICAL SOCIETY BYLAWS

CHAPTER III: DUTIES OF OFFICERS
At all times, the Officers of this Society shall uphold this Constitution and Bylaws and act in accordance with the policies and procedures of the House and Board. Incumbents shall serve until their successors are elected and installed.

Section 1. President
The President is the chief constitutional Officer of the Society. The term of the President begins upon being sworn into office and concludes upon the swearing in of the next President.

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

Section 2. President-Elect
The President-Elect shall have the following responsibilities:
A. Act for the President in his or her absence or disability.
B. 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 designate one of its members as acting president until the next meeting of the House.
C. Serve as a member of the Board, with the right to vote.
D. Serve as a member of the Executive Committee.
E. Participate, ex officio and without the right to vote, in sessions of the House.

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 Board with the right to vote.
D. Perform other duties assigned by the President or the Board from time to time.

Section 4. Treasurer
The Treasurer shall be elected annually and his or her responsibilities shall include the following:
A. Be responsible for all funds due the Society, including bequests and donations.
B. Advise and assist the Board in making decisions on investment policy and financial matters.
C. Serve as the Chair of the Board of Director’s Finance Committee and report to the Board on the Finance Committee’s actions.
D. Disburse funds from the treasury in accordance with the Society’s approved fiscal policies.
E. Facilitate the examination of the Society’s accounts as directed by the House.
F. Ensure that the Society’s accounts are audited annually.
G. Make an annual report to the House on the financial standing of the Society, including a Statement of Financial Position and Statement of Activities.

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 and the Board. 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 assure 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 shall be the executive body of the Society. Between meetings of the House, it shall exercise the power conferred on the House by the Constitution and Bylaws.

A. Composition. The Board shall consist of the District Directors, the Young Physician Section Director, the Resident/Fellow Section Director, the two (2) Medical Student Section 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. All District, Young Physician Section, Resident/Fellow Section, Medical Student Sections and Medical Schools Section Director designations 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 designated from eight (8) geographic districts whose boundaries shall be determined by the House. One (1) Director shall be designated from each district. In addition, there shall be designated Director(s) from each district based on a formula using the number of Regular members in each district as the numerator and the total number of Regular members 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 in advance of the District Caucus meetings. As nearly as possible, one-third of the District Director members of the Board shall be designated each year. All district director designations are subject to the approval and confirmation of the House.

(1) Nomination and Designation. Each District Director shall be nominated and/or designated by the Regular members of the county society or societies from the district in which the Director has a significant portion of his or her professional activities or if retired (Retired or retired Life member) the county or county society of his or her principal residence in Wisconsin. In counties with no active county society, each Director shall be nominated and/or designated by the Regular members of this Society who are not members of any other county society and have a significant portion of his or her professional activities or in the case of Retired or retired Life members have his or her county of principal residence in Wisconsin in that county.

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

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

D. Resident/Fellow Section Director. The members of the Resident/Fellow Section of the Society shall designate one (1) Resident/Fellow Section Director, subject to the approval and confirmation of the House.

E. Medical Student Sections Directors. Each of the Society’s Medical Student Sections shall designate one (1) Medical Student Section Director, subject to the approval and confirmation of the House.

F. Medical Schools Section Director. The members of the Medical Schools Section of the Society shall designate one (1) Medical Schools Section Director, 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 House. The Resident/Fellow Section Director, the Medical Student Section Directors, and the Medical Schools Section Director shall serve for a term of one (1) year, commencing upon the Directors’ approval and confirmation by the House. No individual shall be permitted to serve more than three (3) consecutive three-year terms as a District Director or Young Physician Section Director, or four (4) consecutive one-year terms as a Resident/Fellow Section Director, a Medical Student Section Director, or a Medical Schools Section Director. In addition, no individual shall be permitted to serve more than six (6) total terms in his or her lifetime as a District Director.

B. Vacancies. The Board may, by interim appointment, fill any position, other than those specified in this section, which may become vacant during the interval between Annual Meetings of the House. The appointee shall serve until a successor has been designated and has qualified.

(1) A vacancy in the remainder of the term of the Resident/Fellow Section Director shall be filled only by appointment by the Chair of the Resident/Fellow Section of the Society. A vacancy in the remainder of the term of a Medical Student Section Director shall be filled only by appointment by the
Chair of the applicable school’s Medical Student Section of the Society. A vacancy in the remainder of the term of a Medical Schools Section Director shall be filled only by appointment by the Chair of the Medical Schools Section of the Society.

(2) 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 designated and has qualified.

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

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

Section 3. Meetings
The Board shall meet in advance of 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.

B. The Board shall nominate a Director to serve as Treasurer of the Society, and shall report the nominee to the Nominating Committee as provided in Ch. II, section 8.D. of these Bylaws.

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

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

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

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

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

H. The Board shall evaluate applications from and issue charters to county societies. The Board may suspend or terminate 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 society; such multi-county societies, when organized and chartered, shall be entitled to all of the rights and privileges provided for other county societies.

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

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

Section 6. Extraordinary Responsibilities and Functions
The Board shall be the judicial body of the Society.

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

(1) The Board’s right to original jurisdiction includes but is not limited to the right to decide cases when:

(a) The affected parties reside within the boundaries of a single county society, are members of the county society, and that society does not wish to assume jurisdiction;

(b) The affected parties reside in two (2) or more county society jurisdictions or counties.

(2) The Board may delegate to the Executive Committee; appoint a council or committee; or appoint an ad hoc committee to investigate, evaluate and issue a decision regarding questions of conduct or discipline of members. In issuing its decision, the council or committee may acquit, admonish, or otherwise discipline the member as appropriate, or
recommend to the Board that the member be suspended or expelled. If the council or committee recommends suspension or expulsion, the Board must approve that action before it becomes final.

(3) A member may appeal to the Board a disciplinary decision issued by a council or committee, or as provided in Ch. I, Section 7.

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

(1) The Board shall provide notice of the proposed removal and the grounds on which it is based to the affected Officer or Director at least 14 days before the meeting at which the proposed removal will be acted upon. The affected Officer or Director will be given an opportunity to address the Board with respect to the proposed removal before the vote is taken.

(2) Any vacancy created on the Board by the removal of an Officer or Director shall be filled in accordance with the procedures specified in Section 2 of this Chapter.

(3) The Board shall inform the House of its decision to remove an Officer or Director at the next meeting of the House.

Section 7. Committees of the Board

A. Executive Committee. There shall be an Executive Committee of the Board. The Executive Committee shall consist of the President, the President-Elect, the Immediate Past President, the Chair and Vice Chair of the Board, the Chair of the Finance Committee, the Chair of the Membership Committee, the Speaker, and two (2) additional Directors to be appointed annually by the Board Chair. The Board Chair shall chair the Executive Committee. The Executive Committee shall possess and may exercise all the powers of the Board 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 no fewer than four (4) and no more than eight (8) voting members of the Board. The Society's Treasurer shall serve as the Chair of the Finance Committee. The Finance Committee shall report to the Board as necessary but not less than once each year.

C. Membership Committee. There shall be a Membership Committee of the Board. The Membership Committee shall address membership and dues-related issues that may arise from time to time. The Membership Committee shall be composed of no fewer 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 designate a Chair from among its members and shall report to the Board as necessary but not less than once each year.

D. Constitution and Bylaws Committee. There shall be a Constitution and Bylaws Committee of the Board. The Constitution and Bylaws Committee shall ensure the integrity of the Society's Constitution and Bylaws by periodically reviewing the documents to ensure consistency with changes in state and federal law and the organization's current practices; and by recommending to the Board appropriate amendments to promote effective governance, comply with the law and meet the changing needs of the organization. The Constitution and Bylaws Committee shall be composed of no fewer than seven (7) and no more than nine (9) members, including two (2) voting members of the Board who shall be voting members of the Committee. The Chair of the Board shall appoint all voting members including the Committee Chair. The Chair of the Board shall take into consideration membership demographics and governance experience when making appointments. Additionally, the Speaker and Vice Speaker shall serve as ex officio non-voting members of the Committee. The Constitution and Bylaws Committee 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 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 termination of a county society's charter. All county societies shall submit revisions of their constitutions and bylaws to the Society for approval by the Board and filing with the Executive Vice President. Where a county society's constitution and bylaws are unavailable, the model constitution and bylaws for county societies, as last approved by the Board, shall apply.
Section 2. County Societies
Only one (1) county 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 society as provided in Ch. IV, Section 5.H. of these Bylaws. Such multi-county societies, when organized and chartered, shall be entitled to all of the rights and privileges provided for other county societies. To remain active a county society shall meet at least once each calendar year.

Section 3. Delegates
Members of a county society shall designate Delegates and Alternates in accordance with Ch. II, Section 4.A. of these Bylaws, to represent it in the Society’s House. Each Delegate or Alternate Delegate shall serve for a term of one (1) calendar year.

Section 4. Secretary
The secretary of each county society shall obtain a roster of its members from the Wisconsin Medical Society. The Secretary shall record and retain minutes of all meetings of the county society and its members.

Section 5. Inactive Status
An active county society may voluntarily become inactive by a vote of the county society’s Regular members in accordance with the county society’s Constitution and Bylaws. A county society that becomes inactive shall provide written notice to the Society’s Executive Vice President of the change in status within thirty (30) days.

A county society will be declared inactive if it does not hold at least one (1) 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 (3) years, its charter shall be terminated, the organization shall be formally disbanded and the entity shall dissolve and settle all financial commitments, including distribution of its assets, within sixty (60) days.

Section 6. Designation of Delegates and Alternate Delegates by 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 designate Delegates and Alternate Delegates to the Society’s House in accordance with the formula in Ch. II, Section 4.A.

Section 7. Suspension or Termination of Charter
The Board may suspend or terminate the charter of any county society whose actions are in conflict with the letter or spirit of the Society’s Constitution and Bylaws, has violated the charter agreement entered into with the Society or has remained inactive for three (3) years. 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 (1) year by resolving the issues that led to the initial suspension of its charter. If the suspension is not remedied within the required time, and the county society has not received an extension from the Society’s Board to accomplish such, the suspension shall be converted to a termination. Written notice of such action shall be mailed to the county society’s current President on record. Such notice shall be sent to the current President of the county society on record, with copies being sent to all known Officers, Delegates and Alternate Delegates of the county society.

Once a county society’s charter is terminated, 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 or by vote of its membership, may regain active status within three (3) 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 (2) a proposed meeting date for the re-activated county society and (3) a list of at least five (5) Regular members willing to take on a leadership role with the re-activated county society. The Board shall review the request at its next regular meeting. The Board shall notify the county society, in writing, of its decision. Such notice shall be sent to the current President of the county society on record, with copies being sent to all known Officers, Delegates and Alternate Delegates of the county society.

A county society deemed inactive by reason of suspension or termination of its charter for acting in conflict with the letter or spirit of the Society’s Constitution and Bylaws or violating the charter agreement entered into with the Society may only regain active status by resolving all issues that led to the suspension or termination to the satisfaction of the Board. The county society shall submit a written request to the Board requesting the suspension or termination be rescinded 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 termination. 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 terminated, 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) Regular 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 Termination
Any county society that feels aggrieved by the Board’s decision regarding the granting, suspension, or termination 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 shall establish specialty and special sections within the Society.

A. Officers. The Officers of each specialty and special section shall be designated by and from its membership. The terms of such Officers shall be for one (1) year, but any Officer may serve additional terms, subject to applicable provisions of the section's bylaws.

B. Resolutions. No section shall have the power to bind the Society by any resolution or other action. No resolution or action by a section shall be effective or publicized unless it has been approved by the House, or by a majority of the Board 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 or, be a specialty or subspecialty recognized by the American Board of Medical Specialties, and have at least twenty (20) members who are members of this Society.

A. Each specialty section shall designate 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 one (1) calendar year, without limitation on the number of terms a Delegate or Alternate Delegate may serve.

B. If a specialty section fails to register a representative to the House for three (3) consecutive Annual Meetings, the specialty section will be dropped with the option of re-applying after one (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/Fellow Section, two (2) Medical Student Sections and a Medical Schools Section, as described below.

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

(1) The Young Physician Section shall designate 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.

(2) The Young Physician Section shall designate from among its members one (1) representative to the Society’s Board. 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 Ch. IV, Section 2.B. of these Bylaws. The Young Physician Section Director shall serve for a term of three (3) years and no person may serve more than three (3) 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/Fellow Section. There shall be a Resident/Fellow Section that is composed of Resident/Fellow members of the Society.

(1) The Resident/Fellow Section shall designate Delegates and Alternate Delegates to the Society’s House as provided in Ch. II, Section 4.B. The Resident/Fellow Section Delegates and Alternate Delegates shall serve for a term of one (1) year without limitation on the number of terms a Delegate or Alternate Delegate may serve.

(2) The Resident/Fellow Section shall designate one (1) Section member to serve as its representative to the Society’s Board. The Resident/Fellow Director shall serve for a term of one (1) year. No person may serve as Resident/Fellow Director...
for more than four (4) terms.

(3) The Resident/Fellow 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.

C. Medical Student Sections. There shall be two (2) Medical Student Sections of the Society, one (1) representing the students of the University of Wisconsin School of Medicine and Public Health and one (1) representing the students of the Medical College of Wisconsin.

(1) Each Medical Student Section shall designate Delegates and Alternate Delegates to the Society’s House as provided in Ch. II, Section 4.C. of these Bylaws.

(2) Each Medical Student Section shall designate one (1) Section member to serve as its representative to the Society’s Board. Each Medical Student Section Director shall serve for a term of one (1) year. No person may serve as Medical Student Section 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 designate 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, without limitation on the number of terms a Delegate or Alternate Delegate may serve.

(2) The Medical Schools Section shall designate one (1) section member to serve as its representative to the Society’s Board. 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.

E. Other Special Sections. Each other special section shall designate one (1) Delegate and one (1) Alternate Delegate as its representative to the House. Unless specified otherwise, the term for each Delegate and Alternate Delegate shall be for one (1) year, without limitation on the number of terms a Delegate or Alternate Delegate may serve.

**CHAPTER VII: COUNCILS AND COMMITTEES**

**Section 1. Appointments**
The Board shall create and appoint members to such councils and committees, either permanent or ad hoc, as it deems necessary to properly conduct the affairs of the Society. When creating a council or committee, the Board shall issue a written charge that specifies its duties and responsibilities. Councils and committees shall develop recommendations from their studies and activities for action by the Board.

**Section 2. Membership in Councils and Committees**
Membership on the Society’s councils and commissions shall be composed of Regular, Resident/Fellow and Student members of the Society. Supporting members shall be eligible to serve on councils and committees, but shall not be entitled to vote or hold office within a council or committee. The Board may appoint non-members of the Society as special representatives to councils and committees 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. The amount of dues and assessments shall be determined annually by the Board.

The Board shall have the authority to implement pilot membership incentive programs within the standard dues structure. Prior to implementing a pilot membership incentive program the Board shall give full consideration to the impact upon county society dues.

**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. Exemption, Deferral or Waiver of Dues**
The Membership Committee in coordination with the Board may, at its discretion and in accordance with established policy, exempt, defer or waive, partially or fully, the dues of any member who submits a written request to the Membership Committee before dues have become six (6) months in arrears, citing the reason for the request.

**Section 4. 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 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 and has laid over for at least one (1) 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 selected by the Board. 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.