

**WAUKESHA COUNTY MEDICAL SOCIETY  
CONSTITUTION AND BYLAWS**

**CONSTITUTION**

**ARTICLE I. Name**

The name of this organization shall be the Waukesha County Medical Society, hereinafter referred to as WCMS.

**ARTICLE II. Purpose**

The WCMS is chartered by the Wisconsin Medical Society ("Society") to advance the overall goals of the Society. The WCMS will pursue this purpose through its own unique mission and goals while ensuring that they are consistent with those of the Society.

**ARTICLE III. Charter and Compliance**

The WCMS shall be chartered by the Society and annually execute a Charter Agreement ("Agreement") related to such. By executing the Agreement, the WCMS acknowledges that noncompliance with the Agreement may result in the suspension or revocation of its charter by the Society's Board and dissolution of WCMS. Specifics regarding the chartering process, requirements for maintaining the charter and penalties for noncompliance are set forth in the Society's Constitution and Bylaws and the Agreement.

**ARTICLE IV. Organizational Form and Tax Status**

WCMS shall be an independent and separate legal entity that has the powers of a corporation, as conveyed to it under Wisconsin law. If WCMS formally incorporates in Wisconsin, a copy of the WCMS's articles of incorporation shall be kept on file at the Society's headquarters in Madison, Wisconsin.

**ARTICLE V. Amendments**

The WCMS may amend any article of this Constitution by a two-thirds (2/3) vote of the members present and voting at any regular or annual meeting, provided that the amendment is not in conflict with the Constitution and Bylaws of the Society or any applicable provision of law, and the amendment has been read in open session at a previous meeting and delivered by U.S. or electronic mail or facsimile, to each member at least thirty (30) days prior to the meeting at which final action is to be taken. All amendments shall be subject to approval by the Society's Board and shall not take effect until such approval is granted. WCMS shall maintain a current copy of its Constitution and Bylaws on file at the Society's headquarters in Madison, Wisconsin.

**ARTICLE VI. Conflict**

If at any time there arises a conflict between provisions of the Constitution and Bylaws of the Society and the Constitution and Bylaws of the WCMS, the Constitution and Bylaws of the Society shall prevail.

**ARTICLE VII. Membership**

The WCMS shall be composed of physicians, medical students and other individuals as defined in the WCMS's Bylaws.

**ARTICLE VIII. Territory**

The WCMS shall operate exclusively within Waukesha County and shall not act beyond the geographic borders thereof unless it has received the consent of the relevant adjoining county medical societies and the approval of the Society.

**ARTICLE IX. Board of Directors, Officers and Delegates**

*Section 1. Board of Directors*

The WCMS Board of Directors (“Board”) shall be the policy-making body of the WCMS and shall manage the affairs of the WCMS. It is the Board’s duty to carry out the objectives and purposes of the WCMS, and to this end, the Board may exercise all powers of the WCMS. The Board composition shall be as provided in the WCMS’s Bylaws.

*Section 2. Officers*

The officers of the WCMS shall be President, President-Elect, Immediate Past President, Secretary and Treasurer. No person shall hold more than one (1) of the following positions concurrently: President, Secretary, Treasurer.

*Section 3. Delegates/Alternate Delegates*

The Delegates and Alternate Delegates to the Society’s House of Delegates shall be elected in the manner specified in the Society’s Constitution and Bylaws.

**ARTICLE X. Meetings**

*Section 1. Annual and Regular Meetings*

The WCMS shall hold an in person Annual Meeting, regular meetings and special meetings and provide notice of such meetings as set forth in the WCMS’s Bylaws. WCMS shall be deemed inactive by the Society if it fails to hold an Annual Meeting of which the full membership was provided notice.

**ARTICLE XI. Finances**

Funds may be raised by annual dues, special assessments on members, voluntary contributions and by other lawful means approved by the Society. The WCMS may appropriate funds, by the vote of a majority of the members present at any meeting of the WCMS, for any lawful purpose that is consistent with the purposes of the WCMS as set forth in Article II of this Constitution. Such appropriations shall be subject to approval by the Board and ratification at the Annual Meeting.

As the WCMS is an organization chartered by the Society, the WCMS shall provide the Society with any financial information requested. As the body responsible for chartering, the Society’s Board retains the right to require an audit of WCMS by an independent professional auditing firm with the cost being borne by the Society.

**BYLAWS**

**CHAPTER I: MEMBERSHIP**

*Section 1. Eligibility*

A person shall be eligible to apply for membership in the Waukesha County Medical Society (“WCMS”) if the person meets the eligibility requirements for membership in the Wisconsin Medical Society (“Society”) as set forth in Chapter I of the Society’s Bylaws.

*Section 2. Application*

The Society shall forward applicant information to the WCMS for review and acceptance or rejection. WCMS shall review and accept or reject an applicant as soon as possible. If WCMS is unable to act on the application promptly, the application shall be submitted to the Society for action.

The WCMS’s President, or his or her designee, shall inform the Society’s Membership Department of the results of the action on the candidates’ applications. In the case of rejection, candidates shall be notified in writing of the decision and have the right to appeal the decision of WCMS to the Society’s Board of Directors (“Society’s Board”). The decision of the Society’s Board shall be final.

WCMS may refer questions involving membership to the Society's Board for final determination.

### *Section 3. Transfer of Membership*

A physician who is a member in good standing of another county medical society in Wisconsin may transfer his or her county society membership to the WCMS in accordance with the Society's Bylaws. All requests to transfer county society membership shall be made in writing and sent to the Society. The Society shall inform both of the involved county medical societies of the transfer request.

No annual dues for the current year shall be charged against a member transferring to the WCMS if that member has already paid his or her current year's dues to another county medical society in Wisconsin. If the member's annual dues for the current year have not been paid, the dues shall be paid to the WCMS.

### *Section 4. Categories*

The specific categories of membership shall be consistent in title and definition with those of the Society. The Society shall designate all membership classifications.

### *Section 5. Dues and Assessments.*

Members of WCMS shall be responsible for full payment of dues and assessments. Such dues shall be collected by the Society, unless WCMS is deemed inactive. If WCMS is deemed inactive, no dues shall be collected by the Society or WCMS. Any member who fails to pay his or her annual dues by the dues payment deadline set by the Society may be classified as delinquent.

### *Section 6. Rights and Privileges of Members*

All members shall have the privilege to attend all meetings and participate in all proceedings. Members shall be eligible to hold office as provided in Chapter II and Chapter IV of the WCMS Bylaws. A member who is under suspension, has been expelled or is classified as delinquent shall not be permitted to take part in any proceedings and is not eligible to hold any office until his or her active membership has been fully reinstated.

### *Section 7. Disqualification*

Except for Affiliate members, any member whose Wisconsin medical license has been revoked, suspended, non-renewed or voluntarily surrendered, shall immediately and automatically be suspended from membership in the WCMS, effective on the date of the revocation, suspension, non-renewal or voluntary surrender, pending definitive action by the Society. 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 WCMS, except that such rights and benefits shall continue during the period of an appeal of a suspension or expulsion by such person to the Society's Board.

### *Section 8. Appeal Process*

Any member who feels aggrieved by the WCMS's decision to suspend or expel him or her shall have the right to appeal the suspension or expulsion to the Society's Board. The decision of the Society's Board shall be final.

## **CHAPTER II: OFFICERS**

### *Section 1. Election and Eligibility*

The WCMS shall elect its officers each year at its Annual Meeting. Incumbents shall serve until their successors are elected. Elections may be conducted through electronic voting mechanisms, as available. Except for Affiliate Members, Resident/Fellow Members and Student Members, any member of WCMS is eligible to serve as an officer. No person shall hold more than one (1) of the following positions concurrently: President, Secretary, Treasurer.

Section 2. Nominations.

Nominations may be made by any member during the Annual Meeting of WCMS at which the election is held.

*Section 3. Terms and Limits*

All officers shall serve in the office to which they are elected for a term of one (1) year, commencing immediately following the meeting at which they are elected. No member shall serve more than four (4) consecutive one-year terms in a given office.

*Section 4. Officers and Duties*

A. President. The President shall preside at all meetings of the WCMS and the Board and perform such other duties as custom and parliamentary usage may require or as may be prescribed by these Bylaws. The President shall deliver an annual report to the WCMS members; a copy or detailed summary of this report shall be sent to all members of the WCMS via U.S. or electronic mail and provided to the Society upon request. The President shall be responsible for ensuring the WCMS compliance with the Charter Agreement and that all documentation requested by the Society is provided in a timely manner. The President shall serve as a member of the Board with the right to vote and serve as a member of the Executive Committee.

B. Immediate Past President. The President shall succeed to the position of Immediate Past President upon completion of his/her term as President. The Immediate Past President shall serve as a member of the Board with the right to vote and serve as a member of the Executive Committee.

C. Secretary. The Secretary shall record, or cause to be recorded, the minutes of the meetings; provide the Society with updates on membership actions by the WCMS in a timely manner; receive and secure all records and papers belonging to the WCMS; ensure that each member of the WCMS is notified as to the time and place of each meeting and, whenever possible, provide the agenda for the meeting. The Secretary shall obtain from the Society a list of the WCMS members who are in good standing each quarter, which shall include the correct names and addresses of all members. The Secretary shall serve as a member of the Board with the right to vote and serve as a member of the Executive Committee.

D. Treasurer. The Treasurer shall make payment out of the WCMS's funds only after receiving written consent from the President and Secretary. The Treasurer shall receive and keep accurate records of all dues and other monies belonging to or received by the WCMS, render full and accurate reports at the regular meeting of the Board and make an annual report to the WCMS membership regarding the financial condition of WCMS. A copy or detailed summary of this report shall be sent to all members of the WCMS via U.S. or electronic mail and provided to the Society upon request. The Treasurer shall serve as a member of the Board with the right to vote and serve as a member of the Executive Committee.

The Treasurer shall be responsible for preparing and providing to the President any financial and tax related information or documents required as part of the chartering process.

E. President-Elect. The President-Elect shall succeed to the presidency at the expiration of the President's term of office or to fill a vacancy in the office of President occurring during the term of office as President-Elect. The President-Elect shall serve as a member of the Board with the right to vote and serve as a member of the Executive Committee.

*Section 5. Vacancies*

In case of death, disability, resignation or removal of an elected officer, the Board shall appoint a successor for the balance of the term.

### **CHAPTER III: DELEGATES AND ALTERNATE DELEGATES TO THE WISCONSIN MEDICAL SOCIETY**

The Delegates and Alternate Delegates to the Society shall be elected in the manner specified in the Society's Constitution and Bylaws. Elections held under this Chapter may be conducted through electronic voting mechanisms, as available. Each Delegate or Alternate Delegate shall serve the term designated in the Society's Constitution and Bylaws. The Delegates and Alternate Delegates shall attend and faithfully represent the members of the WCMS in the Society's House of Delegates and shall report on the proceedings of the House of Delegates to the members of the WCMS at the earliest opportunity.

### **CHAPTER IV: BOARD OF DIRECTORS**

#### *Section 1. Composition*

The Board shall be composed of the Officers (President, President-Elect, Immediate Past President, Secretary, Treasurer), three (3) Directors At-Large elected by WCMS members, and one (1) Resident Director.

#### *Section 2. Election and Eligibility*

Officers and Directors-at-Large shall be elected by the members at the Annual Meeting; incumbents shall serve until their successors are elected. Elections may be conducted through electronic voting mechanisms, as available. Except for Affiliate Members, Resident/Fellow Members and Student Members, any member of WCMS is eligible to serve as a Director-At-Large. The Resident Director shall be recommended by the program director and approved by the Board.

#### *Section 3. Term*

All elected Directors-At-Large shall serve for a term of three (3) years and the Resident Director shall serve for a term of one (1) year. No elected Directors-At-Large shall be permitted to serve more than three (3) consecutive three-year terms or more than six (6) total elected terms in his or her lifetime.

#### *Section 4. Vacancies*

In case of death, disability, resignation or removal of an Officer or Director, a replacement shall be appointed in accordance with the vacancy provision for officers provided in these Bylaws.

In case of death, disability, resignation or removal of an elected Officer or Director, the Board shall appoint a successor for the balance of the term.

#### *Section 5. Duties*

The Board shall oversee the operation of the WCMS and provide programs and activities that advance the purposes of the WCMS.

#### *Section 6. Meetings*

Meetings of the Board are called by the President. Meetings may be held telephonically or electronically as long as each Board member can hear the others.

Additionally, Officers and Directors may vote without a meeting on any matter as long as a quorum participates and votes are submitted in writing by postal or other delivery, facsimile, electronic mail or any other electronic means, and as long as each Officer and Director receives at least five (5) business days notice. Notice is necessary to enable access to information regarding the issue being considered and to provide time to properly submit a vote. Notice shall be sent in a manner consistent with the Society's List, Label and E-mail Address Distribution

Policy. An action taken by such a vote is memorialized by a written consent, which is signed (physically or electronically) by all Officers and Directors who voted in support of any actions and describes the action authorized.

#### *Section 7. Quorum*

A majority of the Officers and Directors in office immediately before the meeting shall constitute a quorum for the transaction of business and any meeting of the Board.

#### *Section 8. Removal*

Any Officer or Director who has been shown to have violated the Code of Conduct of the Society or the WCMS; disclosed information deemed confidential by the Board; knowingly misrepresented the WCMS or its official position to persons or entities outside of the WCMS; grossly, willfully or repeatedly neglected his or her official duties or responsibilities; or acted in a manner deemed contrary to the Constitution, Bylaws, policies or procedures of the WCMS or the Society may be removed by (a) two-thirds (2/3) of the members voting where a quorum is present, or (b) three-quarters (3/4) of the full Board, with the Officer or Director proposed to be removed not voting.

The Board shall provide written notice via U.S. mail of the proposed removal and the grounds on which it is based to the affected Officer or Director at least fourteen (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. Any vacancy created on the Board by the removal of an Officer or Director shall be filled in accordance with the procedures in Section 4 of this chapter. The Board shall notify the Society of such changes in writing within thirty (30) days.

#### *Section 9. Compensation*

Officers and Directors shall receive no compensation but shall be entitled to reimbursement of out-of-pocket expenses as approved by the Board. However, this provision shall not be construed as prohibiting payment of reasonable compensation to an individual who serves as an Officer or Director for services rendered to the WCMS in another capacity or to prohibit reimbursement for expenses incurred by an Officer or Director in carrying out the WCMS's business.

### **CHAPTER V: COMMITTEES**

#### *Section 1. Committees and Committee Appointments*

The Board, or the President with the approval of the Board, may create and appoint members to standing and special committees as may be necessary to conduct the affairs of the WCMS.

#### *Section 2. Executive Committee*

The WCMS Executive Committee shall be composed of the Officers. The Executive Committee shall be empowered to conduct the affairs of WCMS between meetings of the Board.

#### *Section 3. Combining or Abolishing Committees*

The President, with the approval of the Board, may combine or abolish committees as he or she sees fit in the management of the WCMS's affairs. The WCMS shall notify the Society of such changes in writing within thirty (30) days.

### **CHAPTER VI: MEETINGS**

#### *Section 1. Annual Meeting*

The WCMS shall hold an Annual Meeting at which officers, Delegates, Alternate Delegates and Board members shall be elected. The Board shall set the time and place of the Annual Meeting. At the Annual Meeting, the President shall present an annual report and the Treasurer shall present an annual financial report to the members. A copy of both reports shall be sent to each member in a manner consistent with the Society's list, label and e-mail address distribution policy via U.S. or electronic mail and provided to the Society upon request. WCMS shall be considered inactive by the Society if it fails to hold an Annual Meeting of which the full membership was provided notice.

#### *Section 2. Regular Meetings*

Regular meetings shall be scheduled as necessary. The President shall set the dates of regular meetings.

#### *Section 3. Special Meetings*

Special meetings may be called by the President and must be called on written request of at least ten percent (10%) of the voting membership or on the written request of the majority of the Board. No business other than that stated in the notice of the special meeting shall be transacted at the special meeting.

#### *Section 4. Notice*

The WCMS shall provide written notice to all members of each annual, regular and special meeting at least fifteen (15) days but not more than sixty (60) days, prior to the meeting. Such notice shall include the date, time and place of the meeting and notice of the specific issue(s) to be considered at the meeting. All notice and correspondence shall be sent in a manner consistent with the Society's List, Label and E-mail Address Distribution Policy.

#### *Section 5. Quorum*

For meetings of the membership, two percent (2%) of the active membership shall constitute a quorum and shall be required to transact business of the WCMS.

#### *Section 6. Elections*

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

### **CHAPTER VII: FUNDS AND EXPENSES**

#### *Section 1. Annual Dues*

The annual dues shall be set by the members at the WCMS Annual Meeting, based on the Society's standardized dues structure for county medical societies. If WCMS sets dues at a level outside this standardized dues structure and the Society agrees to allow this, WCMS will be charged an administrative fee to cover the Society's additional costs related to the processing (billing and collection) of the non-standardized dues amount. The Board shall report the dues amount to the Society's Membership Department by or before June 1 of each year.

#### *Section 2. Fiscal Year*

The fiscal year of the WCMS shall begin on January 1 and end on December 31.

### **CHAPTER VIII: ETHICAL GUIDELINES**

The Principles of Medical Ethics adopted by the Society are the principles of medical ethics of the WCMS.

### **CHAPTER IX: CONFLICT OF INTEREST**

The Board shall adopt a conflict of interest policy and annual disclosure process under which all Officers, Directors, appointed committee members and authorized representatives shall disclose any interest or affiliation they may

have with any entity or individual with which the WCMS has entered, or may enter, into contracts, agreements or any other business transaction and shall refrain from voting on, or influencing the consideration of, such matters.

#### **CHAPTER X: RECORDS**

The WCMS shall keep as permanent records minutes of all meetings of its members and the Board, a record of all actions taken by members, Officers or Directors without a meeting and all actions taken by committees of the Board. WCMS shall maintain appropriate accounting and membership records and governmental filings and adopt a written policy on document retention/destruction. The WCMS shall provide access to WCMS's records to its members, the Society and the public as required by law and by the directives, policies and procedures of the Society.

#### **CHAPTER XI: WHISTLEBLOWER POLICY**

The WCMS shall adopt a written whistleblower policy that encourages staff and volunteers to come forward with credible information on illegal practices or serious violations of adopted policies of the WCMS, specifies that the WCMS will protect the whistleblower from retaliation, and identifies where such information can be reported.

#### **CHAPTER XI: INDEMNIFICATION**

##### *Section 1. Mandatory Indemnification*

WCMS shall indemnify a Director or Officer to the extent he or she has been successful on the merits or otherwise in the defense of a proceeding, as that term is defined in Section 148.05, Wis. Stat., for all reasonable expenses incurred in the proceeding if the Director or Officer was a party because he or she is a Director or Officer of WCMS.

##### *Section 2. Additional Indemnification*

In cases not included under the section above, WCMS shall indemnify a Director or Officer against liability incurred by the Director or Officer in a proceeding to which the Director or Officer was a party because he or she is a Director or Officer of the WCMS, unless liability was incurred because the Director or Officer breached or failed to perform a duty he or she owes to WCMS and the breach or failure to perform constitutes any of the following:

- A. A willful failure to deal fairly with WCMS in connection with a matter in which the Director or Officer has a material conflict of interest.
- B. A violation of criminal law, unless the Director or Officer had reasonable cause to believe his or her conduct was lawful or no reasonable cause to believe his or her conduct was unlawful.
- C. A transaction from which the Director or Officer derived an improper personal profit or benefit.
- D. Willful misconduct.

##### *Section 3. Method of Determining Indemnification*

The method for determining the rights of the Directors, Officers, employees and agents to indemnification and reimbursement under Chapter 148, or the Bylaws of WCMS shall be by a majority vote of a quorum of the Board consisting of Officers and Directors not at the time parties to the same or related proceedings. If a quorum of disinterested Officers and Directors cannot be obtained, by a majority vote of a committee duly appointed by the Board and consisting solely of two (2) or more Officers or Directors not at the time parties to the same or related proceedings. Officers and Directors who are parties to the same or related proceedings may participate in the designation of members of the committee.

If there are not at least two (2) disinterested Officers or Directors to constitute the committee referred to in the above paragraph, then the right to reimbursement shall be determined by the independent legal counsel, selected by a majority vote of the Board including Officers and Directors who are parties to the same or related proceedings.



## **CHAPTER XII: PARLIAMENTARY PROCEDURE**

In all parliamentary situations that are not provided for in the WCMS Constitution, Bylaws, rules or law, the WCMS will adhere to the same code of parliamentary procedure as is followed by the Society.

## **CHAPTER XII: AMENDMENTS**

These Bylaws may be amended at any regular or annual meeting by a two-thirds (2/3) vote of the WCMS members present and voting, provided that: (1) the amendment or amendments are not in conflict with the Constitution and Bylaws of the Society or any other applicable provision of law; (2) the amendment has been read in open session at a previous meeting; and (3) copies of the amendment were sent by U.S. mail, electronic mail, or facsimile to each member at least thirty (30) days prior to the meeting at which final action is to be taken. All amendments shall be subject to approval by the Society's Board and shall not take effect until such approval is granted. WCMS shall maintain a current copy of its Constitution and Bylaws on file at the Society's headquarters.

## **CHAPTER XIII: DISSOLUTION**

No member of the WCMS has any right, title or interest in or to the assets of the WCMS. Upon dissolution of the WCMS, all assets remaining after payment of all obligations of the WCMS will be distributed to the Wisconsin Medical Society Foundation, or another not-for-profit organization engaged in similar activities. In no event may any assets inure to the benefit of any private individual.