

## **BROWN COUNTY MEDICAL SOCIETY CONSTITUTION AND BYLAWS**

### **CONSTITUTION**

#### **ARTICLE I. Name**

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

#### **ARTICLE II. Purpose**

The BCMS is chartered by the Wisconsin Medical Society ("Society") to advance the overall goals of the Society. The BCMS 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 BCMS shall be chartered by the Society and annually execute a Charter Agreement ("Agreement") related to such. By executing the Agreement, the BCMS acknowledges that noncompliance with the Agreement may result in the suspension or revocation of its charter by the Society's Board and dissolution of BCMS. 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**

BCMS shall be an independent and separate legal entity that has the powers of a corporation, as conveyed to it under Wisconsin law.

#### **ARTICLE V. Amendments**

The BCMS may amend any article of this Constitution by a majority vote of the members present at its 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 Annual Meeting and delivered by U.S. or electronic mail or facsimile, to each member at least sixty (60) 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. BCMS 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 BCMS, the Constitution and Bylaws of the Society shall prevail.

#### **ARTICLE VII. Membership**

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

#### **ARTICLE VIII. Territory**

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

### *Section 2. Officers*

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

### *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 BCMS shall hold an in person Annual Meeting, regular meetings and special meetings and provide notice of such meetings as set forth in the BCMS’s Bylaws. BCMS 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 BCMS may appropriate funds, by the vote of a majority of the members present at any duly noticed meeting of the BCMS, for any lawful purpose that is consistent with the purposes of the BCMS 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 BCMS is an organization chartered by the Society, the BCMS 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 BCMS 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 Brown County Medical Society (BCMS) 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 BCMS for review and acceptance or rejection. BCMS shall review and accept or reject an applicant as soon as possible. If BCMS is unable to act on the application promptly, the application shall be submitted to the Society for action.

The BCMS'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 BCMS to the Society's Board of Directors ("Society's Board"). The decision of the Society's Board shall be final.

BCMS 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 BCMS, provided that he or she has a significant portion of his or her practice in BCMS's Territory. 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 BCMS 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 BCMS.

### *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 BCMS shall be responsible for full payment of dues and assessments. Such dues shall be collected by the Society, unless BCMS is deemed inactive. If BCMS is deemed inactive, no dues shall be collected by the Society or BCMS. 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. With the exception of Supporting Members, all members defined by the Society's Bylaws shall be eligible to hold office. 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 Supporting 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 BCMS, 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 BCMS, 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 BCMS'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 BCMS 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 Supporting Members, any member of BCMS 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 the Nominating Committee of BCMS or by any member during the Annual Meeting of BCMS 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 BCMS 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 BCMS members; a copy or detailed summary of this report shall be sent to all members of the BCMS via U.S. or electronic mail and provided to the Society upon request. The President shall be responsible for ensuring the BCMS 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. Secretary/Treasurer. The Secretary/Treasurer, shall: (a) keep the minutes of the board meetings; (b) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; (c) be custodian of the corporate records; (d) have charge and custody and be responsible for all funds and securities of BCMS; (e) receive and give receipts for moneys due and payable to BCMS from any source whatsoever, and deposit all such moneys in the name of BCMS in such banks, trust companies or other depositories as shall be selected by BCMS; and (f) in general, perform all of the duties incident to the office of Secretary/Treasurer and have such other duties and exercise such other authority as from time to time may be delegated or assigned to him/her by the President or by the Board and serve as a member of the Executive Committee.\*

C. Immediate Past-President. The Immediate Past President will serve as an ex-officio, voting member of the Board.

### *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 BCMS in the Society's House of Delegates and shall report on the proceedings of the House of Delegates to the members of the BCMS at the earliest opportunity.

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

#### *Section 1. Composition*

The Board shall be composed of the officer Directors (President, Secretary/Treasurer, Immediate Past-President) and a minimum of 2 and no more than 4 other Directors elected by BCMS members. The Board shall also have a minimum of 1 Student Representative, appointed by each medical school.

#### *Section 2. Election*

Elected Directors 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.

#### *Section 3. Term*

All elected Directors that are not officers shall serve for a term of three (3) years. No elected Director 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 elected Director, the Board shall appoint a successor for the balance of the term.

#### *Section 5. Duties*

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

#### *Section 6. Meetings*

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

Additionally, the 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 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 Directors who voted in support of any actions and describes the action authorized.

### *Section 7. Quorum*

A majority of the 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 BCMS; disclosed information deemed confidential by the Board; knowingly misrepresented the BCMS or its official position to persons or entities outside of the BCMS; 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 BCMS 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 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*

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 a Director for services rendered to the BCMS in another capacity or to prohibit reimbursement for expenses incurred by a Director in carrying out the BCMS'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 BCMS.

Prior to the BCMS's Annual Meeting, the Board shall distribute to each member a list of standing and special committees and members will be asked to notify the President regarding the committees on which he or she would like to serve. All decisions regarding committee appointments shall be final, subject to acceptance by the appointee.

### *Section 2. Standing Committees*

The BCMS shall have the following standing committees: Executive Committee & Nominating Committee. All standing committees shall be asked to submit a written report to the membership annually.

### *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 BCMS's affairs. The BCMS shall notify the Society of such changes in writing within thirty (30) days.

## **CHAPTER VI: MEETINGS**

### *Section 1. Annual Meeting*

The BCMS shall hold an Annual Meeting at which officers, Delegates, Alternate Delegates and Directors 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 Secretary/Treasurer shall present an annual financial report to the members. A copy of these reports shall be available to the members. BCMS 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 Board [or 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 BCMS shall provide written notice to all members of each annual, regular and special meeting at least ten (10) 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.

### *Section 5. Quorum*

For meetings of the membership, a majority of the active membership present shall constitute a quorum and shall be required to transact business of the BCMS.

### *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 BCMS Annual Meeting, based on the Society's standardized dues structure for county medical societies. If BCMS sets dues at a level outside this standardized dues structure and the Society agrees to allow this, BCMS 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 BCMS 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 BCMS.

## **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 BCMS 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 BCMS shall keep as permanent records minutes of all meetings of its members and the Board, a record of all actions taken by members or Directors without a meeting and all actions taken by committees of the Board. BCMS shall maintain appropriate accounting and membership records and governmental filings and adopt a written policy on document retention/destruction. The BCMS shall provide access to BCMS'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 BCMS 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 BCMS, specifies that the BCMS will protect the whistleblower from retaliation, and identifies where such information can be reported.

## **CHAPTER XI: INDEMNIFICATION**

### *Section 1. Mandatory Indemnification*

BCMS 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 BCMS.

### *Section 2. Additional Indemnification*

In cases not included under the section above, BCMS 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 BCMS, unless liability was incurred because the Director or officer breached or failed to perform a duty he or she owes to BCMS and the breach or failure to perform constitutes any of the following:

- A. A willful failure to deal fairly with BCMS 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 Section 148.05, Wis. Stat., or the Bylaws of BCMS shall be by a majority vote of a quorum of the Board consisting of Directors not at the time parties to the same or related proceedings. If a quorum of disinterested Directors cannot be obtained, by a majority vote of a committee duly appointed by the Board and consisting solely of two (2) or more Directors not at the time parties to the same or related proceedings.

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 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 Directors who are parties to the same or related proceedings.



**CHAPTER XII: PARLIAMENTARY PROCEDURE**

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

**CHAPTER XII: AMENDMENTS**

These Bylaws may be amended at any regular or annual meeting by a two-thirds (2/3) vote of the BCMS 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. BCMS shall maintain a current copy of its Constitution and Bylaws on file at the Society’s headquarters.

**CHAPTER XIII: DISSOLUTION**

No member of the BCMS has any right, title or interest in or to the assets of the BCMS. Upon dissolution of the BCMS, all assets remaining after payment of all obligations of the BCMS 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.

