

MILWAUKEE ACADEMY OF MEDICINE BYLAWS

Mission Statement: The Milwaukee Academy of Medicine is dedicated to the advancement of science and medicine, education, professional collegiality, public service and the preservation of our medical heritage.

ARTICLE I

MEMBERSHIP

All members of the Milwaukee Academy of Medicine shall be of good moral and professional character and shall be elected to membership in the manner herein provided.

Active members shall be physicians who are active in medical practice, teaching or research in Southeastern Wisconsin. The number of active members of the Academy shall not exceed three hundred fifty. The fee for annual dues shall be established by the Officers and Council of the Academy.

Nonresident members shall be physicians who have been active in medical practice, teaching or research for a period of at least one year, but who are located outside the area of Southeastern Wisconsin. Request for non-resident membership implies an inability to participate in the activities of the Academy on a regular basis because of geographic separation. A change from active to non-resident status and from nonresident to active status may be granted upon request of the Membership Committee. The fee for nonresident dues shall be established by the Officers and Council of the Academy. The privileges of non-resident members shall be determined by the Council.

Senior membership shall be available at the option of an active or nonresident member who reaches the age of 65 years, by written request to the president of the Academy. The status shall be granted without debate upon receipt of the request. Reinstatement to prior membership status may also be granted upon request to the membership committee. Senior membership implies exemption from payment of full dues, and forfeiture of privilege of voting and holding office. The fee for senior dues shall be determined by the council of the Academy. Senior members can be members of the committees. If a senior member wishes to become chair-of a committee and be a member of the council or hold an office he/she should request reinstatement to prior membership status.

Inactive membership may be granted to members who become incapacitated by disease, accident, or other disability. Inactive members shall be exempt from payment of dues and shall forfeit the privilege of voting and holding office. The status shall be granted by the Council following written request to the President of the Academy and subsequent appropriate considerations and recommendations by the Membership Committee.

Honorary membership shall be granted to distinguished physicians, scientists and others, following recommendations of the Officers of the Council. Honorary members are exempt from payment of dues, and shall not have the privilege of voting or holding office.

Associate membership shall be granted to non-physician scientists and others who are interested in furthering the purposes of the Academy, following approval of the Council. The number of the Associate members shall not exceed 35. Associate members shall pay dues as determined by the Council. They shall have all the privileges and obligations of active members except holding office.

Candidates for membership must be proposed by a member of the Academy using the form provided by the Executive Director. A new member shall be elected by at least three-fourths vote of the voting members of Academy present at the meeting at which his/her name has been recommended by the Membership Committee and approved by the Council.

ARTICLE II

BOARD OF DIRECTORS OR COUNCIL

The affairs of the Academy shall be vested in the Board of thirteen members herein after called the COUNCIL. The Council shall consist of the President, President-elect, Secretary, Treasurer, Immediate Past President, chairs of all standing committees, Editor of the Newsletter and two members at large, elected by the members of the Academy annually. They shall hold office until their successors have been elected and qualified.

The Co-chair and Chair of a Committee shall share one vote on the Council.

No fewer than 1/3 of the members of the Council should be present to form a quorum. Unfilled positions on the Council shall not be counted for determining the quorum.

The President, with approval of the Council shall fill the vacancy to serve the remaining term of the position on the Council.

The Council shall meet as often as necessary. If possible it should meet before each regular meeting of the Academy except before the Annual Meeting. No later than at its October meeting it will receive, review and act upon the annual budget for the next fiscal year and refer it to the Board of Trustees for review.

The Council shall be indemnified as stated in the policy purchased for this purpose.

The Executive Director shall be an ex-officio/nonvoting member of the Council.

ARTICLE III

TRUSTEES

The real estate and endowments of the Academy shall be in the charge of the Board of Trustees consisting of nine members, eight of whom shall be elected by the Council based on nominations from the Nominating Committee. Four of the elected members may be nonphysicians.

The President of the Academy shall be the ninth member of the Board of Trustees serving as exofficio/voting member of the Board. The Treasurer shall be an exofficio/nonvoting member.

The term of appointment will be for 4 years with no limitation to number of terms.

None of the elected members may be members of the Council.

The Trustees shall elect their own Chair and Secretary.

The Trustees shall collect all income from endowments and rents from all real property owned by the Academy and administer the same for the payment of necessary expenses resulting from the ownership of such property, and for the proper functioning of the Academy. Such funds shall be held in a separate account.

The Trustees shall be indemnified as provided in the policy purchased for this purpose.

They shall give a report of their transactions at the request of the Council.

Funds of which the Trustees have charge shall be in the custody of the Treasurer of the Academy, who shall disburse them as directed by the Board of Trustees.

The Trustees shall review and comment on the budget approved by the council and return such comments to the Executive Committee not later than December 1st.

ARTICLE IV

OFFICERS

The officers of the Academy shall be:

President

President Elect

Secretary

Treasurer

All shall be elected for the term of one year and shall serve until their successors are elected and qualified.

The President shall preside at all the meetings of the Council. He/she shall sign all letters and documents as required. He/she shall, with approval of the Council, appoint committee chairs, and the Editor of the Newsletter. He/she shall announce the results of any election. In the absence of the President for any reason the President-Elect shall assume his/her responsibilities.

The Secretary shall keep a book containing the Articles of Incorporation and Bylaws of the Academy, sign all necessary documents required on behalf of the Academy. He/she shall be responsible for recording minutes of the Council meetings with the help of the Executive Director, and certify the official voting list before the election.

The Executive Director shall keep a list of all members, and shall keep all records of the minutes of all the meetings of the Council and Committees.

The Treasurer shall receive all dues and monies coming to the Academy from any source and retain them until they are properly expended by action of the Trustees, Council or Academy; shall pay all bills or sums as directed by the Trustees, Council or Academy and shall make a full report of the finances annually.

ARTICLE V

MEETINGS

Regular meetings shall be held at least quarterly at a time and place to be fixed by the Council.

Special meetings may be called at any time by the President.

Two weeks notice should be given when possible.

At all regular meetings of the Academy active dues-paying members attending shall form the quorum.

ARTICLE VI

COMMITTEES/APPOINTMENTS

There shall be:

Seven Standing Committees

Editor of the Newsletter

Nomination Committee

Ad-Hoc Committees

The President, with approval of the Council, shall appoint Chairs and members of all the Committees.

Term of office of all Standing Committees shall be for one year.

President and President Elect shall be ex-officio non-voting members of all Committees.

STANDING COMMITTEES

Standing committees shall be permanent committees of the Milwaukee Academy of Medicine.

The Chair of a standing committee shall be a member of the Council.

All conferences, symposia, public statements prepared by the committee shall be submitted by the President to the Council for its review and approval.

The following shall be the Standing Committees and their functions:

Executive Committee

The committee shall consist of the President, President-elect and Immediate Past President. The President shall chair the committee and the committee shall meet at least yearly. It is charged to act for the council between its meetings and shall review the comments on the budget from the Board of Trustees no later than December 30th.

Committee on Membership

Upon receiving a proposal for membership in the prescribed application form, the committee shall review the application, character, professional standing of the candidate, suitability for the membership of the Academy, and

recommend the names to the Council. After approval of the Council, the President shall announce their names at the regular meeting for further input from the members. The new members shall be admitted to the Academy at the next regular meeting of the Academy.

Program Committee

The committee shall seek speakers with recognized reputation in this country and/or abroad to address the Academy in the area of their expertise at its regular meetings. The Committee shall abide by appropriate regulations of CME. The President-Elect shall plan the Annual Meeting.

Committee on Finance

The Treasurer shall chair the committee. The committee shall assist the treasurer to prepare an annual budget that shall be presented to the Council no later than at its October meeting. The committee shall work in close cooperation with the Committee on Fund Development.

Committee on Bioethics

The committee shall study ethical issues pertaining to medicine, and when appropriate, prepare statements regarding ethical issues, biomedical and behavioral research. It may present symposia, and conferences designed to promote understanding of ethical issues to the members and to the public at large.

Committee on History of Medicine

The committee shall enhance understanding of History of Medicine by the Academy members, medical students and the public. It shall encourage study of History of Medicine and collaborate with individuals and organizations involved in the History of Medicine. The committee shall manage the Academy's library and select appropriate additions to the collection on History of Medicine. It shall periodically arrange display of its collection and present symposia and conferences.

Committee on Fund Development

The committee shall seek to raise funds and other resources for the Academy in close collaboration with the Committee on Finance.

Editor

The editor shall be responsible for publication of the newsletter of the Milwaukee Academy of Medicine. His/her term of office shall be for two years renewable at the discretion of the Council.

Nominating Committee

The Nominating Committee shall consist of the President, President-Elect and the immediate past two Presidents. The committee shall present a written slate of nominations for the members of the Council and the Board of Trustees at the November meeting of the Academy. Its term of office shall be for one year. The Nominating Committee shall propose the candidate for the President's Award.

Ad Hoc Committees

The President may appoint such Ad Hoc Committees as needed, with the approval of the council, to implement a particular project or meet a specific need which may arise from time to time. The Ad Hoc Committee shall be dissolved at the completion of the project or its need no longer exists.

The President and President-Elect shall be ex-officio members of all committees.

The President, with approval of the Council, will appoint the chairs of all committees. Each chair is responsible to carry out the purpose of his/her committee.

The President may appoint such special committees as may be needed to carry out its duties. Special committees shall report to the Council.

ARTICLE VII

PUBLICATIONS

A statement or report of any standing committee on important questions, issues or situations, after being duly approved by the committee, shall be designated as the formal expression of the committee. The committee may request publication of the statement or report in the Newsletter of the Milwaukee Academy of Medicine, subject to approval by the Council and acceptance by the Editor. When published in the newsletter, a report of a committee should be clearly identified as such.

If a committee decides that any of its statements or reports should be promulgated through the public press or other media as an expression of its own view or that of the Academy, such a recommendation shall be made to the Council, which shall have veto power. If the necessity is urgent and prompt action is requested, the recommendation shall be brought at once to the attention of the President, who shall call a special meeting of the Council to consider it. Otherwise, the matter shall come before the Council at its next regular meeting.

ARTICLE VIII

FUNDS AND PROPERTY

No money shall be borrowed by the Academy except on a vote of three-fourths of the active voting members present at a regular meeting and after one month's notice, except that a sum not to exceed \$2,500.00 may be borrowed by the Trustees, when, in their judgment, an emergency arises. The Council may borrow in an emergency, a sum not to exceed \$1,000.00. These amounts may be revised by a unanimous vote of the Council or Trustees and must be approved by the active voting members by majority vote at the regular meeting.

Securities, investments, funds and property of the Academy shall not be disposed of or transferred, in whole or in part, unless recommended by the Trustees and approved by the Council, and by a three-fourths vote of the members present and voting at a regular meeting; but bills for current or necessary expenses may be paid by order of the Council without being brought before the Academy.

ARTICLE IX

NEGLECT OF DUTY

Any officer, member of the Board of Trustees, Council or a Committee failing to carry out the assigned duties to the satisfaction of the Council, may be replaced by a three-fourths vote of the Council.

ARTICLE X

DUES

A member becoming indebted to the Academy in the sum of more than one years dues shall be suspended from the membership by the President with approval of the Council until such time a settlement is reached between the member and the Council within a period of one year. If no settlement is reached the delinquent member, within a period of one year shall cease to be a member of the Academy. After cessation of his/her membership the member may be reinstated only after a new application is approved by the Council.

A member may ask for a leave of absence for six months or more with exemption of dues for the period of absence.

The annual dues of each member shall be determined by the Council.

ARTICLE XI

RESIGNATIONS AND TERMINATION FROM MEMBERSHIP

Resignations

Any member having complied with the bylaws of the Academy may resign his/her membership by presenting a communication in writing to that effect.

Termination

The council may terminate membership in the Academy for cause with a three-fourths affirmative vote of the council members.

Appeals

A member may appeal an action of the council to terminate membership. The President shall form an appeals committee comprised of 3 past Presidents selected from the roster of past Presidents. The committee will meet and review the nature of the appeal. The appellant may request a personal hearing or submit a written statement. Such hearing shall be on an informal basis without counsel and rules of evidence shall not apply. The committee will report its recommendation to the President within 10 working days. He/she shall notify the appellant within 3 days. The decision shall be final and the appeal shall be considered closed.

ARTICLE XII

AMENDMENTS AND MISCELLANEOUS

These Bylaws may be suspended by a unanimous vote of voting members present at the regular meeting. These Bylaws may be repealed or amended by a three-fourths vote of the active voting members present at the regular meeting provided a written notice of proposed amendments or repeal have been given to each voting member no fewer than 21 days before the meeting.

The Academy shall adopt a common seal and it shall be in the custody of the Executive Director.

All questions of order not provided by these Bylaws shall be determined by the latest version of 'Robert's Rules of Order Newly Revised'.

Bylaws last amended January 21, 2014