

**WISCONSIN NEUROLOGICAL SOCIETY
CONSTITUTION**

ARTICLE I. NAME

The name of this society shall be the Wisconsin Neurological Society.

ARTICLE II. ORGANIZATION

Section 1.

WNS is organized exclusively for educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)3 of the Internal Revenue Code, or corresponding section of any future federal tax code.

Section 2.

Notwithstanding any other provisions of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)3 of the Internal Revenue Code, or corresponding section of any future federal code.

ARTICLE III. OBJECTIVES

The objectives of the Society shall be: a) to enhance the science and art of neurology in Wisconsin, b) to hold meetings for the exchange of scientific information, c) to improve the delivery of and to effectively represent neurology in liaison with state voluntary health agencies, state medical societies, governmental health organizations and other professional societies. No substantial part of the activities of the Wisconsin Neurological Society shall consist of attempting to influence the public on behalf of any candidate for public office or regarding any legislation or referendum.

ARTICLE IV. MEMBERS

Section 1.

The Society shall consist of Regular, Retired, Resident, Fellows, Honorary and Associate members as defined in the Bylaws.

Section 2.

Membership election shall be conducted by the techniques described in the bylaws.

ARTICLE V. OFFICERS

Section 1.

Only Regular and Retired members shall be eligible to hold office.

Section 2.

The officers of the Society shall be a President, President-Elect, Vice President, and a Secretary-Treasurer. No officer shall hold more than one of these positions concurrently.

Section 3.

The officers as a body shall conduct such business of the Society as is required during the interim between annual meetings. The officers and Immediate Past President will constitute the Executive Committee. Society business may be conducted by meetings, telephone, mail or electronic means.

ARTICLE VI. MEETINGS

Section 1.

The Society shall meet one or more times annually. The fall meeting of each calendar year shall generally be designated at the annual meeting, and there shall be at least one general business session at each annual meeting.

Section 2.

Notice of annual and special meetings of the Society shall be given by the Secretary of the Society to all members at least 30 days prior to the date of the meeting.

Section 3.

One-fifth of the voting members of the Society shall constitute a quorum for the transaction of business.

Section 4.

A special meeting of the membership may be called by the Executive Committee or by five Regular or Retired members.

ARTICLE VII. COMMITTEES

Section 1.

The Executive Committee will serve as the Membership Committee. The Vice President will serve as the chairperson of the committee. This committee shall encourage membership by eligible physicians.

Section 2.

There shall be the following standing committees: a) Annual Conference, b) Nominating.

Section 3.

The Annual Conference Committee shall consist of three members of the Society appointed by the President to serve for one year. The President will also designate one of these three members to serve as chairperson and CME Director. The CME Director will serve as a voting ex-officio member of the board. These members will be in charge of arranging the scientific aspects of the Society's activities, as well as encouraging the publication of these proceedings in abstract or other form.

Section 4.

The Nominating Committee shall consist of a minimum of 2 at-large members and the Immediate Past President. The Immediate Past President will serve as the chairperson of this committee.

Section 5.

It shall be the prerogative of the President to establish additional committees as may be deemed necessary, and they shall be considered ad hoc committees.

ARTICLE VIII. CENSURE, SUSPENSION AND EXPULSION

Section 1.

Any member of the Society may be censured, suspended or expelled for misconduct which shall be deemed detrimental to the best interests of neurology in Wisconsin. Action shall be taken as prescribed in the Bylaws.

ARTICLE IX. DISPOSAL OF FUNDS

Section 1.

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Section 2.

In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in sections 501(c)3 and 170(c)2 of the Internal Revenue Code of 1986 or corresponding sections of any prior or future Internal Revenue Code, or to the Federal, State or local government for exclusive public purpose.

ARTICLE X. AMENDMENTS

Section 1.

Amendments to this Constitution may be proposed by the Executive Committee, or on request of five or more Regular or Retired members of the Society. The proposal should be sent to the Secretary-Treasurer in writing and then mailed to the entire voting membership at least one month prior to the next annual meeting. The Constitution may be amended by a majority of the voting members present at that annual meeting.

Section 2.

Amendments may also be initiated, without prior notice, at the annual business meeting of the Society. If the amendment is passed by a majority of the voting members present at that annual meeting, the amendment will be circulated by the Secretary-Treasurer to the voting members of the Society within 30 days, and must pass by vote of a majority of the voting members in the Society.

WISCONSIN NEUROLOGICAL SOCIETY
BYLAWS

ARTICLE I. MEMBERSHIP

Section 1.

Membership applications are to be submitted on forms approved by the Vice President and shall be reviewed and approved or denied by the Executive Committee at their next regular meeting. The applicant will be considered a member if approved by a majority of the Executive Committee. Members requesting a change in their membership status should submit a written request to the Executive Committee for their approval or denial. The Secretary-Treasurer, through the Society office shall be responsible for notifying applicants of any actions taken by the Executive Committee regarding their membership status.

Section 2.

Regular members may be elected from among physicians in Wisconsin, or geographically adjacent areas, 2) who have shown scientific fitness in neurology, through their practice and/or teaching of neurology, b) who are certified by, or eligible for certification by, the American Board of Psychiatry and Neurology, Inc., in neurology. The physicians should be licensed to practice in the State of Wisconsin or adjacent states and should be of good moral and professional standing. Regular members may vote and hold office in the Society.

Section 3.

Retired members shall be those who otherwise meet the requirements for Regular members, but who in addition have retired from Regular practice, or have achieved an emeritus status, or who request Retired status upon reaching their 65th birthday. Retired members may vote and hold office in the Society.

Section 4.

Resident/Fellows members may be elected from among physicians in Wisconsin or geographically adjacent areas who are enrolled in an approved neurology residency training program or other professional graduate training program designed to prepare them for research, teaching or practice in neurology. Resident memberships terminate automatically when the physician has completed his or her training program and is eligible to apply to the Membership Committee for another category of membership. Resident members may not vote or hold office in the Society.

Section 5.

Honorary membership may be conferred on distinguished physicians and scientists in neurology and related fields. This membership may be granted to individuals that do not meet the geographic requirements set out for other membership categories. Honorary members may not vote or hold office in the Society, unless they also maintain a Regular or Retired membership.

Section 6.

Associate membership may be conferred on physicians and scientists that do not meet the requirements for other membership categories, but who have a strong interest in neurology or the related basic sciences. Associate members may not vote or hold office in the Society.

Section 7.

The business of the Society shall be conducted by the voting membership, consisting of Regular members and Retired members.

Section 8.

- (A) The Society office shall notify any member whose dues are not paid within 30 days of renewal notice. If dues are not then paid within 30 days of the notification, affiliation with the Society shall cease. Dues may be waived for individual members for a period of not more than three consecutive years if special circumstances are brought to the attention of the Executive Committee, and the Executive Committee approves this action, each year, by a majority vote.
- (B) Any member who shall be considered by any four or more Regular members to have conducted him or herself in a manner unworthy of membership in this Society may be considered for dismissal from membership. The Executive Committee shall investigate the nature and circumstances of such misconduct and make a recommendation to the membership of the Society at the next annual meeting. If a member of the Executive Committee is under investigation, a regular member of the Society for the purpose of the investigation shall replace his or her position on the Executive Committee. The member shall be dismissed from membership if three-fourths of those voting in any annual meeting vote for such dismissal.

ARTICLE II. MEETINGS

Section 1.

The time and place of all meetings shall be determined by the Scientific Program and Arrangements Committee in conjunction with the Executive Committee, and shall be announced in advance. The site selected should reflect the geographic distribution of neurologists within the state, but not necessarily on a proportional basis.

Section 2.

The annual business meeting shall be restricted to Regular and Retired members. One fifth of the known voting membership, if present at any annual business meeting, shall constitute a quorum for business. If a quorum is not present, actions taken at the annual meeting must be circulated to the voting membership by the Society office within 30 days, and must be passed by a majority of the voting membership of the Society.

Section 3.

The order of business at the annual business session shall be a) approval of the minutes, b) report of Secretary-Treasurer, including recommendations for dues structure for the following year, c) report of the membership Committee (by the Vice-President or their designate), d) report of the Annual Conference Committee, e) report of the Nominating Committee, election of officers (by the Immediate Past President, or their designate), f) report of Ad Hoc Committees, g) unfinished business, h) general business, and i) adjournment.

Section 4.

The annual business meeting will be conducted using Robert's Rules of Order.

ARTICLE III. OFFICERS

Section 1.

Only Regular and Retired members shall be eligible to hold office.

Section 2.

The President-Elect, Vice-President and Secretary-Treasurer shall be elected bi-annually for a term of two years, by majority vote of approval of a slate of candidates presented by the nominating committee at the annual business meeting. The President-Elect shall succeed to the office of the President following completion of their term and serve a two-year term.

Section 3.

The duties of the President shall be to preside at all general business, and at such other meetings as are called, in addition to the usual duties of such an office. The President may appoint ad-hoc committees as deemed necessary. The President is responsible for setting Board meeting schedules for the organization during their term in office, and for presenting an annual report to the membership, at the annual business meeting.

Section 4.

Duties of the President-Elect shall be those assigned to them by the President. They shall automatically succeed to the presidency. The duties of the President-Elect shall be to serve as President pro tem in the absence of the President. In the event that any President is unable to serve out their term of office, the President-Elect shall succeed to that office for the duration of the term.

Section 5.

The Vice President will chair the Membership Committee.

Section 6.

The duties of the Secretary-Treasurer shall be to a) maintain proper Society records including an accurate membership listing, b) provide for the collection of all established dues and assessments, c) keep a full accounting of Society funds, including records of all income and expenses, d) approve appropriate disbursements, e) provide proper notification to the membership regarding Society meetings, f) coordinate the appropriate correspondence related to membership actions, g) recommend on a yearly basis the dues structure for the subsequent year, h) perform such other duties as can be expected of any Secretary-Treasurer.

The Secretary-Treasurer may be assisted in their duties by contracting with an outside organization or firm, if approved by a majority vote of the Executive Committee.

ARTICLE IV. ELECTIONS

Section 1.

At the annual business meeting, the Nominating Committee will recommend a slate of officers. The President shall also call for nominations from the floor. Elections will be by secret ballot if there is more than one candidate for any office. If more than one candidate for any office is nominated, those candidates receiving the majority of votes for their respective offices will be deemed elected to that office. If a candidate does not receive a majority vote, run off elections will be used to determine who is elected to the office.

Section 2.

Election of officers will be for terms of two years. No officer shall be eligible to serve more than three consecutive terms in the same office.

Section 3.

Except for President, should any officer be unable to complete his or her term of office, the Executive Committee will appoint a successor for the remainder of the term.

ARTICLE V. DUES

Section 1.

The dues for each membership category shall be determined by the majority vote of those voting members present at the annual business meeting, upon recommendation by the Secretary-Treasurer. The dues are payable on January 1st of each year.

Section 2.

Special assessments shall not be made unless approved by a majority of the voting membership of the Society. Balloting on such special assessments will be conducted by mail, except that if a majority of the voting members vote in favor of such an assessment at any general business session, no further vote will be required.

ARTICLE VI. AMENDMENTS

Section 1.

Amendments to these Bylaws may be proposed by the Executive Committee, or on request of five or more Regular or retired members of the Society. The proposal should be sent to the Secretary-Treasurer in writing and then forwarded to the entire voting membership at least one month prior to the next annual meeting. The Bylaws may be amended by a majority of the voting members present at that annual meeting.

Section 2.

Amendments may also be initiated, without prior notice, at the annual meeting of the Society. If the amendment is passed by a majority of the voting members present at that annual meeting, the amendment will be circulated by the Secretary-Treasurer to the voting members of the Society within 30 days, and must pass by vote of a majority of the voting members in the Society.

Revised 01/00

Draft Revisions 10/07

Revised 10/08