

WISCONSIN MEDICAL CREDIT ASSOCIATION  
CONSTITUTION AND BYLAWS

Revised: 10/2007

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**CONSTITUTION OF  
WISCONSIN MEDICAL CREDIT ASSOCIATION**

**ARTICLE I – NAME**

The name of this corporation shall be the Wisconsin Medical Credit Association. For the purpose of the identification and brevity, the Wisconsin Medical Credit Association hereinafter shall be referred to as WMCA.

**ARTICLE II – OBJECTIVES**

Promote good will and better understanding between medical receivable managers, associates, and other organizations.

Stimulate interest in educational activities for its members.

Collect, correlate, and disseminate materials and information for its members.

Hold and regularly scheduled meetings where members may receive instruction and exchange views and experiences regarding medical receivables.

Assist its members to better understand and apply procedures and principles of good medical receivable management.

Encourage passage, correction, and modification of laws needed for the equal and just protection of patients, hospitals, clinics, and doctors' offices which will be beneficial to all.

Coordinate and improve methods pertaining to medical receivables, deferred payment, collection, and insurance techniques.

Review business customs and practices whereby medical receivable management can be benefited and improved.

Perform such other duties as this corporation may determine to be beneficial to its members.

**ARTICLE III – MEMBERSHIP**

Voting membership shall be open to clinics, hospitals, physicians' offices, and other providers of health care.

Non-voting membership shall be open to organizations associated with the health care field. They will be called associative members.

Each clinic, hospital, etc., is considered an entity as determined by the designation of a Federal Tax Identification Number.

Applications for membership are subject to approval by the Board of Directors.

Voting privileges shall be extended only to providers of health care, and shall be limited to one vote per member.

#### **ARTICLE IV – ACTIVITIES**

The activities shall be subject to such regulation as the Board of Directors may prescribe.

No dividends or pecuniary profits shall be declared or paid to the membership or to any other person(s) or entities.

#### **ARTICLE V – MANAGEMENT**

The affairs of the Corporation shall be managed by the duly elected Association Officers and Directors. The power and duties of the Officers and the Board of Directors are defined in the Bylaws.

#### **ARTICLE VI – MEETINGS**

Meetings of the membership and the Board of Directors shall be held in accordance with the Bylaws.

#### **ARTICLE VII – DISSOLUTION**

The existence of the corporation shall be perpetual.

#### **ARTICLE VIII – BYLAWS**

1. The Bylaws shall be admitted and taken to be its laws subject to this Constitution.
2. The Bylaws may be amended by a two-thirds (2/3) vote of the membership voting provided:
  - A. A copy of the Resolution to amend the Bylaws, heretofore approved by the Board of Directors, is mailed to the voting membership by the Business Manager, together with a ballot on which can be indicated approval or disapproval of the resolution.
  - B. The ballot clearly indicates it is to be returned to the Business Manager at the address shown within thirty (30) days after the date shown on the ballot. At that time, the replies shall be opened and tallied by the Business Manager, President, and at least one other Board Member and results made known to the membership within thirty (30) days.

## **ARTICLE IX – AMENDMENTS TO THE CONSTITUTION**

1. Amendments to the Constitution shall be made by a two-thirds (2/3) vote of the membership voting providing:
  - A. A copy of the Resolution to Amend the Constitution heretofore approved by the Board of Directors, is mailed to all voting members by the Business Manager together with a ballot on which can be indicated approval or disapproval of the resolution.
  - B. The ballot clearly indicates it is to be returned to the Business Manager at the address shown within thirty (30) days after the date shown on the ballot. At that time, the replies shall be opened and tallied by the Business Manager, President, and at least one other Board Member, and results made known to the membership within thirty (30) days.

**BYLAWS OF  
WISCONSIN MEDICAL CREDIT ASSOCIATION**

**ARTICLE I – MEMBERSHIP MEETINGS**

Section 1. Regular Meetings

Regular Meetings of the Association membership shall be held at least four (4) times a year, at such time and place as may be designated by the Board of Directors.

Section 2. Annual Meetings

The annual meeting of the membership shall be held at the annual institute each year at such time and place as the Board of Directors shall designate.

Section 3. Special Meetings

- A. Special meetings of the Association membership may be called at any time by order of the Board of Directors.
- B. Special meetings shall be called by the President within thirty (30) days following receipt of a request in writing of ten (10) percent of the voting membership.

Section 4. Notice of Meetings

At least ten (10) days before the date of the annual, quarterly, or special meeting, the program chairperson shall cause written notice thereof to be delivered or mailed to each member.

Section 5. Quorum

Twenty (20) percent of the voting members of the Association shall constitute a quorum at the annual or special meetings. A majority of the votes cast by the voting members present and voting shall be decisive of any motion or resolution presented except for Amendments to the Constitution and/or Bylaws which require balloting by mail, and the election or removal of officers and directors which require special procedures. (See Article VIII and IX of the Constitution and Article II, Section 11 and 12 of the Bylaws).

Section 6. Voting Power

Only members that are providers of health care shall have voting power. Each shall have one vote and no one may vote by proxy.

## **ARTICLE II – OFFICERS AND DIRECTORS**

### **Section 1. Officers**

The Officers of this Association shall be President, Vice President, Vice President Elect, and Secretary, all of whom shall be voting members of the Board of Directors. These officers shall serve for one year or until their respective successors take office. The President will vote only in the case of a tie and will then cast the deciding vote.

### **Section 2. Board of Directors**

In addition to the officer(s) of the Association, the Board of Directors shall consist of four (4) elected members, one (1) elected Associate member and two (2) past Presidents, their term continues until their successors take office.

All nominated candidates will appear on the ballot. The candidates with the most votes will be elected members of the Board of Directors.

### **Section 3. Officers and Directors Eligibility**

Only members currently in the receivables related area who hold voting membership and Associate members in good standing, shall be eligible to serve as officers and Directors. In the event of an Officer or Director is no longer currently employed in the receivables area, he/she may be permitted to serve at the discretion of the Board of Directors until a successor is elected using the procedure in these Bylaws, Article II, Section 4.

### **Section 4. Elections**

The Vice President-elect and Secretary shall be elected via a secret ballot by the Board of Directors from within the current Board of Directors.

Directors shall be elected by a plurality vote of the voting members by mail ballot. The Associate member shall be elected by a plurality vote of the Associate membership by mail ballot. Such ballots are to be mailed to the voting members/Associate members by Nominating Committee Chairman or designee at least thirty (30) days prior to the day of the annual meeting, and returned to the Business Manager within fifteen (15) days from the date of mailing to the members. Ballots will be tallied by the Business Manager and at least three members of the nominating committee. The duly elected Directors will then be notified of their election and asked to attend the board annual meeting at which time the official results of the election will be made known and the installation of Officers and Directors shall take place. Officers and Directors shall take office at the annual board meeting and shall serve their term until their successors take office.

The Nominating Committee is to give notice to the voting members and Associate members at least forty-five (45) days prior to the annual meeting of their slate of nominees for Directorship. This notice shall be published in "The Voice" or via separate mailing to the Membership. The committee is to request that if the voting members have any other nominations, that they present these names to the Nominating Committee within ten (10) days after date such notice is given. The Nominating Committee is then to contact all nominees to determine their willingness to serve. The official ballot is to be prepared listing the nominees, as recommended by the Nominating Committee and by the voting members and Associate members at large.

Section 5. Meeting of the Officers and Board of Directors

- A. A minimum of four (4) regular meetings of the Board of Directors shall be held each year. Special meetings of the Board of Directors may be called by the President or any three (3) other members of the Board. At all meetings of the Board, six (6) members shall constitute a quorum, and a majority of votes cast by the members present and voting shall be decisive of any motion. The President shall vote only in the case of a tie.
- B. At least ten (10) days before the date of any regular or special meeting, the President shall cause written notice thereof to be delivered or mailed to each member.

Section 6. Duties of the President

The President shall be the chief executive officer of the Association. He/she shall preside at all meetings of the Association and its Board of Directors, and shall call such meetings as required in the Bylaws and such special meetings as he/she deems necessary. He/she shall prepare and forward an agenda for each meeting to officers and members of the Board.

It shall be his/her duty to act in an advisory capacity over the activities and welfare of the association and keep in constant touch with the officers and members of the Board of Directors relative to matters of policy.

He/she shall prepare a "President's Message" for each "Voice" issue.

He/she shall appoint members to the standing committees as provided in the Bylaws, and to other special committees as the need arise. He/she shall notify members of their election to office. The President shall be an ex-officio member without power to vote on all standing and special committees.

The President of the Board of Directors may assign such duties as will allow the Vice President to be familiar with the duties of the Presidency and the policies of WMCA.

He/she shall automatically succeed for a two-year period to the Board of Directors as a past President at the end of his/her term as President.

#### Section 7. Duties of Vice President

In the absence of the President, the Vice President will perform the President's duties.

He/she shall arrange quarterly meetings and the annual meetings. He/she shall automatically succeed to the office of President at the end of his/her term as Vice President. In the event that the office of President becomes vacant; he/she will automatically become President for the existing unexpired term.

#### Section 8. Duties of Vice President-Elect

In the absence of the President and Vice President, the President's duties will be performed by the Vice President-elect.

He/she shall assist the Vice President in arranging quarterly meetings, workshops, and the annual meeting.

He/she shall automatically succeed to the office of Vice President at the end of his/her term as Vice President-elect. In the event that the office of Vice President becomes vacant, he/she will automatically become Vice President for the existing unexpired term.

#### Section 9. Duties of the Secretary

The Secretary shall keep a report of the meetings of the Association. He/she shall keep the minutes of the Board of Director's meetings, quarterly meetings, and within twenty-one (21) days mail these minutes to the President for approval.

He/she shall perform such duties as may be assigned to the Secretary by the President and/or Board of Directors.

#### Section 10. Powers and Duties of the Board of Directors

The Directors shall manage the affairs of the WMCA in accordance with the Constitution and Bylaws of the Association.

It shall be their special duty to:

- A. Act upon all applications for membership.
- B. Act upon the expulsion of members.
- C. Act upon all correspondence and communications.
- D. Furnish a bond covering the agent responsible for the receipt, custody, or disbursement of funds or securities in such sum with such securities as the Board shall determine.
- E. Fill Officer vacancies and vacancies on the Board as prescribed in Article II, Section II.
- F. Make recommendations at meetings of the membership relative to matters which, in their opinion, the membership should decide.
- G. Designate annually the depository bank or banks authorize check signers.
- H. Approve disbursements of Association funds.
- I. Approve all purchases or sales of investments.
- J. Set workshop/Quarterly/Annual Meeting Fees.

Section 11. Vacancies in Elective Offices

- A. Should a vacancy occur in the office of President, the Vice President shall automatically succeed to that office and perform the duties thereof for the unexpired term.
- B. Should a vacancy occur in the office of the Vice President, the current President will stay in office one more term. The Vice President Elect shall automatically succeed to that office and perform the duties thereof for the unexpired term plus one full term of the Vice President position. The board will re-elect a new Vice President-elect.
- C. Should a vacancy occur in the directorships of the past President's it shall be filled by appointment for the unexpired term by a majority vote of the Board of Directors. It shall be filled by one of the Association's past Presidents. In the event a past President is not available, the vacancy shall be appointed from the general membership.
- D. Vacancies in any other Officership or Directorships shall be filled by appointment for the unexpired term by a majority secret ballot vote of the Board of Directors.

Section 12. Removal of Officers and Directors

Removal of any Officer or Director may occur at a special meeting by a three-fourths (3/4) vote of the quorum of the voting membership provided the notice of such meeting specified the reason for removal from office.

### **ARTICLE III – PUBLICATION**

The corporation shall have an official bi-monthly publication entitled “The Voice.” “The Voice” is a technical magazine for medical accounts receivable managers. The title of the publication may be changed at the discretion of the Board of Directors.

### **ARTICLE IV – INDEPENDENT CONTRACTORS**

#### Section 1. “The Voice” Editor

- A. There shall be a “Voice” editor selected by the Board of Directors.
- B. The Voice Editor is paid as an independent contractor. This position and his/her remuneration shall be reviewed annually by the Board of Directors.
- C. The “Voice” editor will not have voting privileges.
- D. Responsible for the total publishing process of “The Voice” including obtaining copy and pictures and preparing layout for printing. “The Voice” shall be mailed by the last day of the period covering that issue.
- E. Recommend a quality printer to the Board of Directors for their approval.
- F. Responsible to the Directors and Officers for overall content and cost of “The Voice.”
- G. Other duties as assigned.

#### Section 2. Business Manager

- A. There shall be a Business Manager selected by the Board of Directors.
- B. The Business Manager is paid as an independent contractor. This position and his/her remuneration shall be reviewed annually by the Board of Directors.
- C. The Business Manager will not have voting privileges.
- D. Receive and disburse the funds of the Association and shall keep and preserve proper vouchers and books of account which shall be open to inspection by the Board of Directors and subject to audit at any time by the Auditing Committee.
- E. Deposit funds of the Association in such banks as may be approved by the Board of Directors and shall disburse funds as necessary. All checks drawn upon the funds of the Association shall require the signature of either the President or Business Manager.
- F. Submit a monthly financial report to the Board of Directors and an annual report to the membership.

- G. Maintain membership and "Voice" mailing lists and other mailing lists as required.
- H. Mail meeting notices, "Voice" advertising bills, membership dues statements, "Voice" subscription statements, and other mailings as required.
- I. Order supplies as required and provide storage for these supplies.
- J. Contract for services and pay expenses for the Association within limits set forth by the Board of Directors.
- K. Be an ex-officio member of the Annual Institute Committee.
- L. Prepare annual report of activities, revenue and expense, as required by the I.R.S. of other government entities.
- M. Receive, tabulate, and list registrants for all Association meetings.
- N. Other duties as assigned.

## **ARTICLE V – COMMITTEES**

### Section 1. Committees

- A. An Accounts Receivable/Auditing Committee whose duties it shall be to audit the books of the Association at the close of its fiscal year and take periodic membership surveys and inform the membership of results.  
  
This Committee shall include Board members (minimum of three), one of which is Chair, and others as appointed.
- B. A Nominating Committee whose duties it shall be to present nominees for directorships.  
  
This Committee shall include the President (Chair), Vice President, Vice President-elect, immediate past-President, and others as appointed.
- C. An Annual Institute/Quarterly/Workshop Committee whose duties shall be to make all arrangements for the quarterly(s), workshop(s), and annual meeting.  
  
The committee shall include the Vice President (Chair), the Vice President elect, immediate past-President, the Business manager, and the others as appointed.

- D. A Finance/Legislative Committee whose duty it shall be to represent WMCA on the WHA Pre-payment and Finance Committee, and advise the membership of legislation that affects the receivables area.

This Committee shall include Board members (minimum of three), one of which is Chair, the Voice Editor, and others as appointed.

- E. A Voice Advertising/Job Placement Committee whose duty it shall be to procure advertising for "The Voice," run advertising contests, coordinate and expedite requests and applications for employment from the membership, and have responsibility for the contents of "The Voice."

This Committee shall include Board members (minimum of three), one of which is Chair, the Voice Editor, and others as appointed.

- F. Registration Committee duties shall be to investigate applications for membership and recommend to the Board whether they shall be accepted or declined in accordance with the registration process for quarterly(s), workshops, and the annual meeting.

This Committee shall include the Secretary (Chair), Board members (minimum of two), and others as appointed.

- G. A Bylaws Committee whose duty it shall be to review the Bylaws annually and bring suggested revisions to the attention of the Board of Directors and handles all aspects of obtaining membership approval/rejection of Bylaw changes as indicated in Article VIII of the Constitution.

This Committee shall include the immediate past-President (Chair), Board members (minimum of one), and others as appointed.

- H. A Marketing Committee whose duties it shall be to promote WMCA, manage the website, research new ideas and approaches that will result in increased WMCA membership.

This committee shall include a minimum of three (3) Board Members including the Associate Member.

- I. Any other committees as deemed necessary by the Board.

The Chairperson of the standing committees will be appointed at the Annual Board Meeting by the Board of Directors and must be voting members in good standing. The Chairperson of each committee may appoint additional members.

The President is an ex-officio member of all committees.

## **ARTICLE VI – MEMBERSHIP**

### Section 1. Membership Application

Application for membership shall be made in writing. Applications may be received by any member of the Association, for submission to the Membership/Registration Committee for action. The Committee shall forward the application to the Board of Directors with a recommendation.

Applications of new members shall be accompanied by checks for the stated application fee and prorated dues for the first year as set forth on the application form.

### Section 2. Dues

The annual dues and any other fees shall be determined by the Board of Directors.

### Section 3. Payment of Annual Dues

The annual dues shall be payable on such date and in such manner as may be prescribed by the Board of Directors.

Except for the initial payment by a new member, bills will be sent directly to the members who shall remit in full.

### Section 4. Delinquency

Members who have not paid their annual dues within three months of the billing date shall cease to be members, provided they have been notified of such delinquency by the Business Manager.

Section 5. Suspension and Expulsion

Any member whose conduct shall be detrimental to the best interests of the WMCA may be recommended for suspension or expulsion by a vote of the Board of Directors. When such action is contemplated in the case of any member, they shall be entitled to receive specific charges in writing from the Board of Directors and shall, if he/she desires, be afforded a hearing before the Board or before a special committee thereof appointed by the President. Final determination will be made by the Board of Directors.

**ARTICLE VII – FISCAL YEAR**

Section 1. Fiscal Year

The fiscal year shall be from January 1 to December 31.

