

**WISCONSIN SOCIETY FOR CARDIOVASCULAR AND PULMONARY
HEALTH AND REHABILITATION (WISCPHR)
BYLAWS**

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ARTICLE I – GENERAL

The Wisconsin Society for Cardiovascular and Pulmonary Health and Rehabilitation, hereinafter referred to as the Society and officially abbreviated as WISCPHR, is a nonprofit benefit organization.

Headquarters: The Society headquarters location is determined by the Board of Directors.

ARTICLE II – PURPOSE & GOALS

The purpose and goals of this society shall be:

1. Statement of Purpose:

Recognizing that cardiovascular and pulmonary health and rehabilitation is a multi-disciplinary field, the Society is dedicated to the improvement of clinical practice, promotion of scientific inquiry, and advancement of education for the benefit of health care professionals and the public.

2. Goals:

- a. To provide professional education through sponsorship and/or promotion of educational conferences, scientific meetings, and publications.
- b. To create and maintain a forum for information exchange and problem solving for cardiovascular and pulmonary health and rehabilitation professionals within the state.
- c. To encourage, coordinate and/or sponsor research that will enhance the understanding of cardiovascular and pulmonary health and rehabilitation's impact on disease processes, the health and personal welfare of patients, and the social health care support system.
- d. To promote and increase public awareness of cardiovascular and pulmonary health and rehabilitation throughout the state.
- e. To support the efforts of the national association, the American Association of Cardiovascular and Pulmonary Rehabilitation, Inc., (AACVPR) and other organizations having similar interests to those of this society.
- f. To support the efforts of statewide standardization of care in cardiovascular and pulmonary health and rehabilitation.
- g. To provide current legislative and reimbursement guidelines and regulations to maximize the sustainability of cardiac and pulmonary rehab programs.

3. Restrictions:

All of the Association's policies, procedures, programs, and activities are consistent with:

- a. Applicable federal, state and local antitrust, trade regulation or other laws and regulations;
- b. Applicable federal income tax exemption requirements, including the requirements that the Society not be organized for profit and that no part of its net earnings inure to the benefit of any private individual;
- c. The Policy and Procedures Manual approved by the Board of Directors.

ARTICLE III – MEMBERSHIP

1. Voting Membership

- a. A member in WISCPHR is defined as a Joint Affiliate membership with AACVPR and WISCPHR. Membership fee will be paid yearly to AACVPR with a percentage of the fee going to WISCPHR. Yearly membership fee will be established by AACVPR.
- b. Membership in the AACVPR/WISCPHR Joint Affiliate Society shall align with AACVPR Bylaws- “Article III- Membership” which are designated by AACVPR.
- c. Current and up to date membership data will be tracked by AACVPR and sent to the WISCPHR’s President and Membership Chair at least monthly.
- d. AACVPR/WISCPHR Joint Affiliate Society Membership shall be entitled to all Joint Affiliate services, communication, publications and other such benefits that AACVPR and WISCPHR Executive Committees may provide.
- e. Use of Name and Logo. Members may use the Society’s name and logo only according to the Policies and Procedures established by the Board of Directors. Others may do so only according to written licenses.

2. Rights, Privileges, and Obligations of Membership

- a. **The Voting Members** (collectively, hereinafter referred to as the “Members”) of the Association and shall have all rights and privileges accorded to Members under the Wisconsin Nonstock Corporation act. Without limiting the foregoing, the Members shall have the following rights, privileges and obligations:
 - i. the right to vote on ballots submitted to the membership;
 - ii. the right to vote on other matters submitted to the membership in accordance with these bylaws;
 - iii. the right to one vote at official Society meetings;
 - iv. the right to attend the Annual Business and Special Meetings of the Membership of the Society;
 - v. the right to attend the Scientific and Educational Meetings of the Society;
 - vi. the right to submit candidates for consideration for office by the Board of Directors;
 - vii. the right to participate in and receive such Society services, communications, publications and other such member benefits as the Board may specify from time to time;
 - viii. the requirement to pay such dues and assessments as the Board may determine; in accordance with Article XV of these Bylaws;
 - ix. the right to withdraw voluntarily from membership;
 - x. the right to hold elective office or appointed position such as Committee Chair.

3. Termination of Membership

- b. **Death.** Membership in the Society shall be terminated by death and thereafter all the rights, privileges and obligations of membership in the Association shall cease.
- c. **Voluntary Withdrawal.** Any individual may voluntarily withdraw from any class of membership by submitting a written notice to the President of the Society. An individual’s membership and the associated rights, privileges and obligations shall cease upon the Board of Directors receiving the individual’s notice of withdrawal.

- d. **Expulsion – Dues/Assessments.** Any individual may be expelled from any class of membership for failure to pay annual dues or special assessments. Any member who fails to pay the annual dues or special assessments shall be advised in writing by the Membership Committee of this deficiency. Failure to pay dues and/or assessments constitutes grounds for termination of membership from the Society. Any dues paying member dropped from membership only because of dues delinquency may reapply for membership, upon the filing of a new membership application together with payment of annual dues.
- e. **Expulsion – Cause.** The Board by affirmative vote of two thirds (2/3) of all of the members of the full Board may expel a member for cause. The membership of any member who becomes ineligible for membership shall terminate automatically. Any member subject to expulsion for cause will be notified of the basis on which expulsion will be considered, and provided twenty-one (21) days from receipt of notice to submit a written response to the Board. The Board may in its discretion, request additional information, written or oral, from the member subject to expulsion. Decisions of the Board are final. Cause shall include (but not be limited to):
- i. failure to comply with Bylaws or rules of the Society;
 - ii. behavior deemed detrimental to the Society in the sole discretion of the Board;
 - iii. conviction of any criminal offense; unprofessional conduct in the opinion of the licensing agency, specialty board, or Society Board;
 - iv. revocation or suspension of professional license;
 - v. loss, suspension, or limitation of hospital privileges.

Any Member may request expulsion of another member for a reason other than non-attendance or non-payment of dues and assessments by submitting in writing such request and the reasons therefore to the Board. The Board shall consider such requests at its next regular meeting or at a special meeting. After consideration, the Board may either:

- i. deny the request and inform the member requesting the expulsion of its action and the reasons for denial; or
- ii. refer the request to an ad hoc committee for review and recommendation. The President shall appoint a committee consisting of two Board Members and three Members and shall designate one of these individuals as the chair of the ad hoc committee. The committee shall investigate the charges made in the request, inform the member in writing of the charges against him or her and provide the member twenty-one (21) days from receipt of notice to submit a written response to the ad hoc committee. The ad hoc committee may, in its discretion, request additional information, written or oral, from the member. Thereafter, the ad hoc committee shall report its findings and a recommendation for action to the Board. The Board shall consider such findings and recommendation and, at its discretion, may allow the Member an additional opportunity to be heard before the Board without legal representation. Thereafter, the Board shall vote on the request. Expulsion shall require an affirmative vote of two-thirds (2/3) of the Board. Decisions of the Board are final.

ARTICLE IV -- MEETING OF MEMBERS

1. **Annual Business Meeting.** An Annual Business Meeting of the Society shall be held to conduct corporate business for such business as the Board of Directors may designate. The date and site for each Annual Business Meeting shall be selected by the Board of Directors. It may be conducted in person or via webcast/conference call. Attendance at these Meetings shall be open to all members of the Society.
2. **Annual Meeting.** Each year, the Society shall conduct an Annual Meeting, dedicated to continuing education and research sessions on scientific, clinical, and professional topics pertinent to the field of cardiovascular and pulmonary rehabilitation. Attendance at these sessions shall be open to all, whether members of the Society or not.
3. **Special Meetings.** Special meetings of the Members may be called by the President with the approval of six (6) other Board Members.
4. **Place of Meetings.** Annual, regular and special Member meetings may be held in a place as determined by the Society's Board of Directors.
5. **Notice.** Written notice stating the place, date, and hour of any annual, regular or special meeting of the Members shall be delivered to each Member entitled to vote at such meeting not less than 10 nor more than 60 days before the date of such meeting, or, in the case of a removal of one or more directors, a merger, consolidation, or dissolution, or a sale, lease, or exchange of assets, not less than 20 nor more than 60 days before the date of the meeting. In the case of a special meeting or when required by statute or by these bylaws, the purpose for which the meeting is called shall be stated in the notice.
6. **Fixing of Record Date.** For the purpose of determining the Voting Members entitled to notice of or to vote at any meeting of the Members, or in order to make a determination of Members for any other proper purpose, the Board of Directors of the Society may fix in advance a date as the record date for any such determination of Members, such date in any case to be no more than 70 days and, for a meeting of Members, not less than 5 days, or in the case of a merger, consolidation, or dissolution or a sale, lease, or exchange of assets, not less than 20 days before the date of such meeting. If no record date is fixed for the determination of the Members entitled to notice of or to vote at a meeting of the Members, the date on which notice of the meeting is delivered shall be the record date for such determination of the Members. Except as otherwise provided by statute when determination of the Members entitled to vote at any meeting of the Members has been made, such determination shall apply to any adjournment of the meeting.
7. **Voting.** Each Member shall be entitled to one vote in person or by submitting electronic ballots.
8. **Informal Action by Members.** Any action required to be taken at any annual, regular, or special meeting of the Members of the Society, or any other action that may be taken at any annual, regular, or special meeting of the Members, may be taken without a meeting if it is approved by the Members holding at least 80% of the voting power. The action must be evidenced by one or more written consents describing the action taken, signed by the required number of Members, and delivered to the corporation for inclusion in the minutes or filing with the corporate records. Written notice of Member approval under this section shall be given to all Members who have not signed the written consent. If written notice is required, Member approval under this section shall be effective 10 days after such written notice is given. Written consents may be distributed, signed, and returned electronically.

9. **Quorum.** Five (5) percent of Members, credentialed in accordance with policies and procedures approved by the Board of the Society and present in person, shall constitute a quorum at any membership meeting. If a quorum is present, the affirmative vote of a majority of the votes represented at the meeting shall be the act of the members, unless the vote of a greater number is required by the Wisconsin Nonstock Corporation Act, the articles of incorporation, or these bylaws. At any recessed meeting at which a quorum shall be present, any business may be transacted, if the meeting is reconvened, that might have been transacted at the original meeting.
10. **Action by Written Ballot.** Any action that may be taken at an annual, regular or special meeting of the Members may be taken without a meeting if the Society delivers a written ballot to every Member entitled to vote on the matter. A written ballot shall set forth each proposed action and provide an opportunity to vote for or against each proposed action. Approval by written ballot under this section shall be valid only when the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot. A solicitation for votes by written ballot shall include all of the following: (a) The number of responses needed to meet the quorum requirements; (b) The percentage of approvals necessary to approve each matter other than election of directors; (c) The time by which a ballot must be received by the corporation in order to be counted. Written Ballots may be distributed and cast electronically. A written ballot may not be revoked.
11. **Proxies.** Proxy voting is prohibited.
12. **Voting Agreements.** Voting agreements are prohibited.
13. **Inspectors.** At any meeting of the Members, the chair of the meeting may, or upon the request of any Member, shall appoint one or more persons as inspectors for such meeting. Such inspectors shall ascertain and report the number of votes represented at the meeting; count all votes and report the results, and do such other acts as are proper to conduct the election and voting with impartiality and fairness to all the Members. Each report of an inspector shall be in writing and signed by him or her or by a majority of them if there be more than one inspector acting at such meeting. If there is more than one inspector, the report of a majority shall be the report of the inspectors. The report of the inspector or inspectors on the number of votes represented at the meeting and the results of the voting shall be prima facie evidence thereof.

ARTICLE V – BOARD OF DIRECTORS

1. **Governing Body.** The affairs of the Society shall be governed and managed by a Board duly elected by the membership. Board members must be Members.
2. **Composition.** The Board of Directors shall consist of no fewer than five or more than twenty-three members including the Society’s Executive Committee, Regional Representatives and Members-at-Large.
 - a. The Executive Committee shall consist of the President, President Elect, Immediate Past President, Treasurer and Secretary, hereafter referred to as Officers
 - b. The Regional Representatives are elected to the Board of Directors by members of the individual regions and consist of no less than one but no more than three from each of the five Regions within the state of Wisconsin.

- c. The members-at-large are two additional members of the Board, be appointed by the President and approved by the Board based upon the Society's strategic plans and current goals.
3. **Election and Term.**
 - a. Each of the Elected Directors shall be elected for a one, two or three-year term depending on the position) with one half being elected each year (subject to changes caused by vacancies, etc).
 - b. Each shall serve his/her respective terms of office and shall continue in office until his/her successors have been duly elected.
 - c. Each may be elected for a maximum of two full terms. Service to fulfill an unexpired term of another director does not affect an individual's eligibility to serve two full terms as well. Each member may be elected for additional terms or an extension of the current term at the discretion of the Board.
4. **Powers and Duties:** Without limiting the foregoing, the Society's Board of Directors powers and duties shall include, but not be limited to the following:
 - a. The Board shall have full authority to interpret and implement all the provisions of these Bylaws. All interpretations of the Bylaws shall be by two thirds (2/3) vote of the entire Board and shall be final and conclusive.
 - b. The management of the affairs of the Society and the control and dispersal of its property and funds, including any funds entrusted to it, shall be vested in the Board.
 - c. The Board shall consider and take action on membership matters as directed by these Bylaws and in accordance with Society policy and procedures.
 - d. The Board shall determine what publications shall be sponsored by the Society and to make contracts in connection therewith and shall name an editorial board for each publication sponsored.
 - e. The Board shall encourage the establishment of liaisons with societies having similar purposes and shall act on proposals to formalize said relations.
 - f. The Board shall consider the needs of liaison organizations within the framework of the Society's objectives and shall dissolve such relations when an affiliation is no longer consonant with WISCPHR purposes.
 - g. The Board shall judge all changes in Bylaws and Policies and shall approve any and all business and committee recommendations not otherwise provided for, pertaining to the organization and operation of the Society.
 - h. The Board, in accordance with policy, may determine that the Society take an official stand on any matter relating to cardiovascular and pulmonary health and/or rehabilitation judged to have societal significance, and which merits consideration within the Society and consensus of the Board of Directors. To become official, a statement must be approved by a two-thirds (2/3) vote of the Board of Directors. Each board member is accountable for these and other assignments in accordance with the policies of the Society:
 - i. perform all duties entrusted to Directors of a Corporation;
 - j. develop and abide by the Bylaws and Policies of the Society;
 - k. supervise and direct the business and financial affairs of the Society;
 - l. set all dues and fees payable to AACVPR, consistent with the provisions of Article XIII (Fiscal Procedures);

- m. establish a date, time and place for the Annual Meeting of the Society;
 - n. develop, monitor, and evaluate programs which further the purpose and goals of the Society;
 - o. provide oversight and direction to committees, task forces, work groups as assigned, in accordance with the policies of the Society;
 - p. conduct and attend meetings of the Board of Directors as required by these Bylaws and the Policies of the Society;
 - q. identify relevant professional issues for presentation to and action by the membership;
 - r. act on the recommendations of any and all committees, task forces, work groups, etc., properly brought before it;
 - s. retain management and staff services as needed to assist in the day-to-day business and financial operations of the Association; and
 - t. carry on the work of the Society ensuring that no part of the net earnings of the corporation shall inure to the benefit of any Member, trustee, officer of the corporation, or any private individual (except that a reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes).
5. **Qualifications.**
- a. Board members must maintain full membership status to be elected and serve. A change in membership status shall automatically disqualify an incumbent from holding elective office.
 - b. There shall be no requirement as to the place of residence of any Board members or officers.
6. **Meetings of the Board.**
- a. **Regular Meetings.** The Board shall hold three to five (3-5) regular meetings (face-to-face) during each calendar year. One of these meetings shall be held at the regular annual meeting of the Society. Written notice of each regular meeting of the Board shall be given to each Member of the Board by the President at least ten (10) days prior to the meeting.
 - b. **Special Meetings.** Special meetings of the Board may be called by the President or by three (3) Board Members. Notification must be sent to the Members of the Board at least ten (10) days prior to the proposed meeting. This notification must be in writing by United States Mail, by facsimile, or by electronic "email" in accordance with policies and procedures.
7. **Transaction of Business.** The Board may transact any and all business pertaining to the Society at any regular or special meeting, or as otherwise provided in these Bylaws.
8. **Quorum.** A two-thirds majority of the Members of the Board in office shall constitute a quorum for the transaction of business at any meeting of the Board. In the absence of a quorum, business may be transacted by a mail, electronic mail, or telephone vote.
9. **Voting.** Each member of the Board shall maintain only one voting position. No proxy voting shall be valid. Unless a larger proportion of affirmative votes is required by these Bylaws, the Articles of Incorporation or by law, the affirmative vote of a majority of the Board members present and voting at any duly constituted meeting of the Board shall be sufficient to authorize any act by the Board. The President may not make or second a motion at a BOD meeting.

10. **Informal Action by Directors.** The authority of the Board of Directors may be exercised without a meeting if consent in writing, setting forth the action taken, is signed by all of the directors entitled to vote.
11. **Participation by Electronic Means.** Any Board member may participate in a meeting by means of a conference telephone, web or similar communications equipment allowing all persons in the meeting to hear each other at the same time. This participation shall constitute presence in person at that meeting. No alternate person may substitute for the Board member.
12. **Action by Electronic Voting.** In the event that a vote is needed to carry a motion that is time sensitive and cannot wait to be discussed and voted on during the regularly scheduled Board meeting or Executive Committee meeting, a call for electronic vote will be completed. An electronic discussion is initiated and encouraged to emulate the discussion that would be had at a face-to-face meeting. A two thirds (2/3) majority of the Board or Executive Committee must approve an item for it to pass. All votes are to be submitted electronically via the “reply all” feature or via other means as determined acceptable by the Board or Executive Committee.
13. **Conflict of Interest.** A member of the Board of Directors may not take any action in his or her official capacity with the Society in any matter in which his or her impartiality might reasonably be questioned, including but not limited to instances in which he or she has a personal interest in the matter, whether direct or indirect, and whether pecuniary or otherwise. However, an Officer or Director may act in such a matter if a majority of the Board of Directors gives its approval after full disclosure by the Officer or Director of the fact. Each officer and member of the Board shall sign a conflict of interest and a disclosure statement annually.
14. **Inability to Serve.**
 - a. All vacancies on the Board, whether caused by death, resignation, or for any other reason, may be filled with appointees selected by the President, with Board approval, unless otherwise directed by these Bylaws.
 - b. The appointee shall serve until a new, duly-elected Board Member shall be certified as elected. Except as may be otherwise expressly provided herein, all rights, powers, obligations, or duties of a Member of the Board of Directors of the Society, as such Member of the Board, shall cease upon termination of his membership on the Board.

ARTICLE VI – OFFICERS

1. **Officers.** The officers of the Society shall constitute the Executive Committee and will consist of the President, President-Elect, Secretary, Treasurer, and Immediate-Past President. Each officer must be a Member of the Society and hold only one elective office at a time. Each officer may not succeed to the same office following the elected term.
 - a. Officers shall be elected at the annual meeting and assume their official duties June 1st of that same calendar year. Unexpired terms of office or vacancies therein, with the exception of the President, may be filled for the remainder of the terms by appointment of the President.

- b. The Executive Committee will perform routine administrative and corporate functions related to the concerns of the Society.
 - c. This Committee shall meet a minimum of once per year at the call of the President or upon written request of two other of its constituent members. Decisions of this Committee shall be subject to the review of the Board of Directors.
 - d. If so empowered by the Board of Directors, the Executive Committee may act with the full authority of the Board in certain, narrowly defined areas.
 - e. Each officer has the have the general powers of supervision and management usually vested in the respective offices of a nonstock corporation, under the laws of the State of Wisconsin.
 - f. A quorum for the transaction of business by the Executive Committee shall consist of a majority of the body.
2. **President.** The President shall:
- a. Serve a term of three years, with the first year served in the President-Elect position under the mentorship of the current President, second year served in the President position with all associated responsibilities, and third year served in the Immediate-Past President position.
 - b. Mentor the President-Elect on responsibilities outlined for President-Elect;
 - c. be the principal officer of the Society;
 - d. preside at all meetings of the Board, the Executive Committee and of the Society Membership;
 - e. see that all orders or resolutions of the Board are carried out;
 - f. execute all contracts, deeds, bonds, and other instruments in writing authorized by the Board;
 - g. serve as an ex-officio member, and shall periodically appoint other committee as may be necessary to conduct the activities of the Society;
 - h. establish, with majority approval of the Board, committees, task forces and work groups to support the purposes of the Society;
 - i. make appointments, subject to the approval of the Board and specifications of these Bylaws, to standing committees;
 - j. assign Directors to serve as liaisons to groups of standing committees, task forces, and work groups in order to keep the board informed of the progress of such operational units; and,
 - k. chair the Executive Committee.
 - l. maintain Member in Good Standing status with the American Association of Cardiovascular and Pulmonary Rehabilitation (AACVPR). The Society shall pay the registration fee to the AACVPR annual meeting during the calendar year the President is in office
3. **President-Elect:** The President-Elect shall:
- a. Serve a term of three years, with the first year being served in the President-Elect position under mentorship of the current President, second year served in the President position with all associated responsibilities, and third year served in the Immediate-Past President position.
 - b. exercise all functions and assume the duties of the President in his/her absence or resignation and fill any vacancy in the office of the President for the unexpired term.

- Subsequent to the completion of such term, the President-Elect shall fulfill his/her own term as President.
- c. have such additional powers and discharge such duties as may be assigned on occasion by the board;
 - d. co-chair the Annual Meeting Committee with the Immediate-Past-President;
 - e. monitor progress on the Strategic Plan;
 - f. automatically ascend to the presidency when the President's term ends
4. **Immediate-Past President:** The Immediate-Past President shall
- a. Serve a term of three years, with the first year being served in the President-Elect position under mentorship of the current President, second year served in the President position with all associated responsibilities, and third year served in the Immediate-Past President position.
 - b. Mentor President and President-Elect on responsibilities outlined for President and President-Elect.
 - c. assist the other members of the Board of Directors as deemed appropriate by the President;
 - d. assist the President in formulating the Strategic Plan/goals of the Society
 - e. co-chair the Annual Meeting Committee with the President-Elect;
 - f. serve as Parliamentarian (define), acting in that capacity at all regular and special meetings of the Society, the Executive Committee, and the Board of Directors
5. **Secretary:** The Secretary shall:
- a. Serve a term of two years with the first year being served in the Secretary-Elect position under the mentorship of the current Secretary.
 - b. Mentor Secretary-Elect on responsibilities outlined for the Secretary-Elect.
 - c. keep or cause to be kept the records of the Society under the supervision of the President and the Board;
 - d. record or cause to be recorded the minutes of the meetings of the Members and Board and shall sign such minutes;
 - e. preserve correspondence, reports, records, Bylaws and the Policy and Procedure Manual of the Society in a permanent file;
 - f. serve on but not necessarily chair the Membership Committee;
 - g. ensure notice of all official meetings to the Executive Committee, and the Board of Directors is given; and monitor policy updates and action items arising from decisions of the Board of Directors.
6. **Secretary-Elect:** The Secretary-Elect shall:
- a. Serve a term of one year under the mentorship of the Secretary;
 - b. Automatically ascend to the role of Secretary when the Secretary's term ends.
 - c. Assist the Secretary in keeping records of the society;
 - d. Assist the Secretary in recording or causing to be recorded the minutes of meetings of the members and Board shall sign such minutes;
 - e. Assist the Secretary in preserving correspondence, reports, records, Bylaws and the Policy Manual of the Society in a permanent and electronic file.
 - f. Not have official voting rights.
7. **Treasurer:** The Treasurer shall:

- a. Serve a term of three years with the first year being served in the Treasurer-Elect position under the mentorship of the current Treasurer and the remainder of term being served as Treasurer with all associated roles and responsibilities.
 - b. Mentor Treasurer-Elect on responsibilities outlined for the Treasurer-Elect.
 - c. Keep or cause to be kept the financial records of the Society under the supervision of the President and Board;
 - d. have signature authority of all the funds and property of the Society per policy;
 - e. oversee the collection, payment and record of monies for all Society activities and obligations, in accordance with policies and procedures established by the Board;
 - f. present financial reports and an annual audited financial report to the Executive Committee and the Board as requested;
 - g. present financial reports at the Annual Meeting of the Membership;
 - h. Chair the Budget and Finance Committee
- 8. Treasurer-Elect** The Treasurer-Elect shall:
- a. Serve for a term of one year under the mentorship of the Treasurer;
 - b. Automatically ascend to the role of Treasurer when the Treasurer's term ends;
 - c. Assist the Treasurer in keeping the financial records of the Society under the supervision of the President and the Board;
 - d. Assist the Treasurer in overseeing the collection, payment and record of monies for all Association activities and obligations, in accordance with policies and procedures established by the Board;
 - e. Assist the Treasurer in preparing financial reports and an annual audited financial report to the Executive Committee and the Board as requested;
 - f. Assist the Treasurer in preparing financial reports at the Annual Meeting of the Membership;
 - g. Serve on the Budget and Finance Committee which shall meet at least bi-monthly
 - h. Not have official voting rights.

VII – REGIONAL REPRESENTATIVES

Five geographic regions have been established by the WISCPHR to assist in the dissemination of information from the national and state level to the individual program/member level. Each region, officially affiliated with the Society, shall adhere to the following guidelines when electing representatives:

1. Specifications:

- a. each Regional Representative (hereafter referred to as Reg Reps) shall be a Member in good standing of WISCPHR;
- b. one to three Reg Reps shall be elected from each region;
- c. Reg Reps will be elected at regional meetings during the first regional meeting of each calendar year which is to take place no later than March 1st and the process is at the discretion of each region;
- d. the term of office will begin on June 1st and end on May 30th;
- e. terms shall be three years and Reg Reps will be elected in alternate/rotating years;
- f. if a Reg Rep is unable to complete the three-year commitment, nominations will be requested by the remaining Reg Rep(s) and a new election shall be held to elect a Reg Rep to fill the vacancy;

2. Responsibilities:

a. General:

- i. attend 3-5 WISCPHR Board meetings in each year;
- ii. serve on at least one WISCPHR committees including but not limited to the Education, Leadership, Membership, Nominating and Telecommunication Committees;
- iii. communicate information from the Board meetings to the regional membership;
- iv. discuss regional concerns and activities at Board meetings;
- v. maintain all regional documentation (meeting minutes, roster of regional members, calendar of events, etc);
- vi. organize and schedule all regional meetings and elections;
- vii. mentor new Reg Reps as they are elected.

b. Specific Responsibilities:

- i. Each Reg Rep is responsible for specific responsibilities in order to assist the region run smoothly. These specific responsibilities are outlined in the Policy Manual.
- ii. Each Reg Rep is encouraged to assume these responsibilities and to assist the other Reg Reps as needed.

ARTICLE VIII – NOMINATIONS AND ELECTIONS

1. **Nominating and Elections:** The Leadership Committee is charged with nominating a slate of officers and Board members for election by the Members.
2. **Composition:** The Nominating Committee shall consist of at least the Immediate Past President, the President Elect and three (3) Members of the Society not currently serving on the Board. The Immediate Past President shall serve as Chair and with the approval of the Board, appoint the additional members of the committee. The term of office is one year. A vacancy in the committee will be filled by the President with the approval of the Board for the duration of the term.
3. **Procedures.** In accordance with policies and procedures established by the Board of Directors, the Nominating Committee shall consider the qualifications of all candidates proposed by the membership or by members of the Nominating Committee.
 - a. Nominees to officer positions in the Society may come from the membership, from seated Members of the Board. No member of the Nominating Committee may be nominated for office while serving on the committee.
 - b. The slate proposed by the Nominating Committee does not rule out nominations from the floor. A complete slate of candidates for each office shall be proposed to the Board and then finalized such that the official slate is provided to the Executive Committee in advance of the Annual Meeting, in order that official ballots are included in the Annual Meeting Attendee Packet or mailed electronically to all Members in good standing thirty days before the close of the election, in accordance with policies and procedures.
4. **Election Procedures.** The Nominating Committee shall recommend procedures for elections, subject to the approval of the Board. Election of officers and Board Members shall be by a majority vote of Members casting ballots at the Annual Meeting, or by mail (electronic or U.S. Mail), with each member having one vote for each office to be filled. In case of a tie for any office, the election shall be decided by a run-off election between the two tying candidates.

Should the two tying candidates again tie in the run-off election, the tie shall be broken in accordance with policies and procedures established by the Board. Results of the election shall be tabulated and communicated to members.

ARTICLE IX – COMMITTEES

There shall be standing committees as are required to carry on the work of the Society. The Board of Directors is empowered to create, combine, or dissolve committees, or to change their composition or responsibilities as the need may arise. All committees are recommending bodies to the Board of Directors with the Board executing final decisions. All chairpersons and members must be members of good standing of the Society.

1. **Terms of Service.** Unless otherwise specified in these Bylaws, committee chairs are to be appointed by the President, committee members are to be appointed by the Committee Chair with the approval of the President, each for a three (3) year term with annual reappointments based on performance. A committee chair or member may be re-appointed for a second three-year term. A volunteer may serve up to two 3-year terms as a member followed by up to two 3-year terms as a chair. Individuals may serve longer terms on committees with a 2/3 majority vote of the Board.
2. **Chairpersons:** Committee chairpersons shall schedule and organize committee meetings designed to carry out the purpose of the committee;
 - a. report to the Board of Directors at each Board meeting and to the membership on at least an annual basis, that being at the Annual Meeting and whenever else appropriate;
 - b. submit committee reports to the President prior to each BOD meeting to be included in the agenda/meeting minutes;
 - c. submit committee report for each newsletter (5 issues/yr)
3. **Members:** Committee members shall
 - a. actively participate in all aspects of the committee;
 - b. attend the majority of committee meetings;
 - c. hold office until their qualified successors have been duly appointed.
4. **Standing Committees:** The standing committees of the Society shall be: Annual Meeting, Budget & Finance, Health Promotion and Education, Leadership, Membership, Nominations, Reimbursement/Legislation, and Telecommunications.
 - a. **Board of Directors:** This committee shall coordinate the activities of the entire membership, other committees, regional chapters, and assist as necessary. This committee is comprised of the President, President-Elect, Secretary, Treasurer, Immediate-Past President, Regional Representatives and Members-at-Large.
 - b. **Annual Meeting Committee:** This committee shall be responsible for promoting Society activities, and will have charge of all matters related to the Annual Meeting. The President-Elect and Immediate Past President shall co-chair this committee.
 - c. **Budget and Finance Committee:** This committee shall concern itself with all matters involving planning the annual budget (which must be approved by the Board of Directors) and all other matters involving financial transactions. The Treasurer will serve as the Chair of this committee and include the Treasurer-Elect, Immediate Past Treasurer, and others interested.

- d. **Health Promotion Committee:** This committee shall be responsible for identifying, promoting, and monitoring various education programs and resources as well as health promotion activities throughout the state which WISCPHR members can use within a specific department, hospital, or community. The Education subcommittee will assist with program planning and funding, utilizing the Educational Grant Program. The Health Promotion and Education Committee will periodically review applications for grants and investigate new opportunities to recognize health promotion and education efforts for all WISCPHR members.
 - e. **Leadership Committee:** This committee shall be responsible for identifying and developing leadership opportunities for members of WISCPHR. This may be accomplished via leadership offerings for Society members, Regional Reps or individual programs.
 - f. **Membership Committee:** This committee shall be responsible for recruiting and securing members, and maintaining a current membership list. The Secretary and Treasurer shall serve as committee members.
 - g. **Nominating Committee:** This committee shall be responsible for formulating a suggested slate of candidates for each office and a ballot to be provided to the general membership for additional nominee recommendations and official vote of suggested nominees. This process will be in accordance with the WISCPHR timeline.
 - h. **Reimbursement/Legislation Committee:** This committee shall serve as a resource to all individuals and programs (cardiac and pulmonary) for information pertaining to the existing and potential reimbursement issues concerning cardiac and pulmonary rehabilitation.
 - i. **Telecommunications Committee** This committee is responsible for providing members improved accessibility in participating in Regional and Board of Directors meetings through the use of teleconferencing, webinars and webcasting. The committee is also responsible for managing webinar and webcasting meetings, as well as coordinating meeting dates that utilize teleconferencing for WISCPHR members. In addition, the committee provides WISCPHR better means to distribute and network information to cardiac and pulmonary programs throughout the state of Wisconsin by educating and training WISCPHR members on how to utilize teleconferencing software. The committee is responsible for maintaining current and accurate web site information, recommending and initiating web site design improvements, working with the site programmer, negotiating hosting contracts, other duties related to the Society's web site and editing/publishing WISCPHR newsletters.
 - j. **Historian** The Historian is responsible for maintaining long-standing record of the organization for historical purposes. The Historian shall maintain historical record by electronic means using Society-established electronic account and any other means necessary. The Historian shall report to the President, but may be called upon by any member or officer of the Society. Term to be established by current Historian with emphasis being placed on longevity of term-length. Records maintained shall be outlined by the Board of Directors and may include, but not limited to, archived minutes, Bylaws, Policies, and financial documents.
5. **Other Committees:** The President, with majority approval of the Board, shall have the authority to establish other committees as deemed necessary. The committees serve at the

pleasure of the Board. Committee Chair appointments are made by the President and approved by the Board.

6. **Vacancies:** A vacancy of a Committee Chair by reason of death, resignation, removal, disqualification or otherwise may be filled by the President, for the unexpired portion of the term. A vacancy of any Committee member by reason of death, resignation, removal, disqualification or otherwise may be filled by the Committee Chair, for the unexpired portion of the term, with the approval of the President.

ARTICLE X – HEADQUARTERS

Offices. The location of the principal office of the Society shall be designated by the Board of Directors. The Society shall maintain a registered office and registered agent in the State of Wisconsin.

Books and Records. The Society shall keep correct and complete books and records of account. It shall also keep minutes of the proceedings of its members, board of directors, and committees having any of the authority of the Board of Directors and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. To the extent required by the Wisconsin Nonstock Corporation Act and as may be amended from time to time, the books and records of the Society may be inspected by a Member.

ARTICLE XI - COMPENSATION

1. **Personal Benefit.** No part of the net earnings of the Society shall inure to the benefit of, or be distributed both to, its members, directors, officers, or other private persons except that the Society shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its exempt purpose.
2. **Expense Reimbursement.** In accordance with policies and procedures established by the Board of Directors, a person may be reimbursed for any expenses, disbursements, or liabilities made or incurred by such person for or on account of the Society or in connection with the management and conduct of the affairs of the Society, within the limitations set forth in the current Policy and Procedure Manual of the Society.

ARTICLE XII - POLICY MANUAL

The Society shall establish a policy manual that guides the operation of the Society in a consistent manner. The WISCPHR Board of Directors shall approve all policies. No policy may violate these bylaws or the Society's Articles of Incorporation.

ARTICLE XIII - FISCAL PROCEDURES

1. **Fiscal Year.** The Board of Directors shall fix the fiscal year of the Society
2. **Annual Budget.** The Board of Directors shall, by such procedure as it may prescribe, adopt a budget each fiscal year appropriating and authorizing expenditures of funds for the operation of the Society. Funds to meet this budget are to be provided by the members' dues or through other means commensurate with the purposes of the Society and in accord with all applicable local, state, and federal laws. The budget shall be developed and monitored by the Finance

- Committee with additional oversight by the Board of Directors.
3. **Contracts.** The Board of Directors may authorize any officer, agent or agents of the Society, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Society, and such authority may be general or may be confined to specific instances.
 4. **Checks, Drafts or Orders.** All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Society shall be signed by the Treasurer or, in the absence of the Treasurer, by the President or other officer or person of the Society as designated by the Board of Directors, in accordance with policies and procedures established by the Board of Directors.
 5. **Deposits.** All funds of the Society shall be deposited from time to time to the credit of the Society in such banks, trust companies or other depositories as the Board of Directors may select.
 6. **Gifts.** To the extent not inconsistent with the Society's tax-exempt status or the law, the Board of Directors may accept on behalf of the Society any contribution, gift, bequest or devise in accordance with the purposes of the Society. Sponsorship and authorization for endorsement shall be granted upon approval of the Board of Directors.
 7. **Annual Dues.**
 - a. **Upon Election.** Dues are to be paid to AACVPR with membership reports being provided to WISCPHR on a regular basis.
 - b. **Amount.** Membership fee will be paid yearly to AACVPR with a percentage of the fee going to WISCPHR. Yearly membership fee will be established by AACVPR.

ARTICLE XIV – PUBLICATION

1. **Newsletter Publication.** The Society shall have a newsletter, which shall include information of interest to membership regarding the purposes for which the Society has been formed.
2. **Newsletter Editor and Contributors.** The BOD shall appoint an Editor(s) for the newsletter. The Editor(s) shall appoint regular contributors with the BODs approval.
3. **Other Publications.** In accordance with established policies and procedures, the Society shall issue other official publications as determined to be within the scope of the Society's purposes.

ARTICLE XV – SEAL

The Board of Directors may determine that the Association shall have a seal to be in such form as the Board shall approve or may determine that the Association shall have no seal.

ARTICLE XVI - WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of Wisconsin law or under the provision of the Articles of Incorporation of the Association or these Bylaws, a waiver thereof in

writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XVII - PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order, Newly Revised shall govern the Society in all cases to which they are applicable and in which they are not inconsistent with statute, these Bylaws or a specific provision of the Articles of Incorporation and any special rules of order the Society may adopt.

ARTICLE XVIII - INDEMNIFICATION AND INSURANCE

1. **Indemnification.** The Society shall, to the fullest extent permitted by law, indemnify and hold harmless each person who serves as an Officer of the Society, as a member of the Board of Directors of the Society, as a member of any duly authorized committee of the Society, from and against any and all claims and liability, whether the same are settled or proceed to judgment, to which such person shall have become subject by reason of his or her having acted in the capacity or capacities heretofore enumerated, or by reason of any action alleged to have been taken or omitted by him or her in such capacity, and shall reimburse (to the extent not otherwise reimbursed by insurance) each such person for all legal and other expenses, including the cost of settlement, reasonably incurred by him or her in connection with any such claim, liability, suit, action or proceeding; provided, however, that no such person shall be indemnified against, or be reimbursed for, any claims, liabilities, costs or expenses incurred in connection with any claim or liability, or threat or prospect thereof, if he or she did not meet the standards of conduct required by applicable law in order to permit the corporation so to indemnify him or her, or if the claim or liability arose out of the person's:
 - a. willful failure to deal fairly with the Society or its members in connection with a matter in which the person has a material conflict of interest;
 - b. violation of criminal law, unless the person had reasonable cause to believe his or her conduct was lawful or no reasonable cause to believe his or her conduct was unlawful;
 - c. transaction from which the person derived an improper personal profit or benefit; or
 - d. willful misconduct.

ARTICLE XIX – DISSOLUTION

1. **Member Assent.** The Society shall not be dissolved while twenty Members in good standing dissent.
2. **Notice.** No proposal for dissolution shall be considered unless four weeks' notice in writing is given each member of the Board of Directors and each Member in good standing.
3. **Distribution of Assets.** Upon dissolution of the Society, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Society, utilizing the current assets of the Society, dispose of all of the assets of the Society exclusively to an organization(s) engaged in activities similar to those for which the Society was established, provided such organization(s) are exempt from taxation under regulations of the United States Internal Revenue Service and the Wisconsin Department of Revenue. The Board of

Directors shall be responsible for selecting the organization(s) in accordance with the stipulations contained in this section.

4. Any said assets not so disposed of shall be disposed of by the appropriate court of law of the county in which the registered office of the Association is then located, exclusively for such purposes or to such organization or organizations as said court shall determine which are organized and operated exclusively for exempt purposes.

ARTICLE XX – AMENDMENTS

1. **Definitions.** In this Article, the term “Amendment” means and includes any and all of the following: The adoption of a new Bylaw; the change in part or whole of an existing Bylaw; or the repeal of a Bylaw.
2. **Authority to Amend.** The power to alter, amend, or repeal the bylaws or adopt new bylaws shall be vested in the Board of Directors, and to the extent required by the Wisconsin Nonstock Corporation Act, in the Members. The bylaws may contain any provisions for the regulation and management of the affairs of the Society not inconsistent with law or the articles of incorporation.
3. **Amendments.** Amendments to the Bylaws of the Society may be proposed by the Board of Directors or Member of the Society. Any proposed Amendment shall be referred to the Leadership Committee for clarification, rewriting if necessary, and then submitted to the Board of Directors for a vote. Such action may be taken at an annual, regular, or special meeting for which written notice of the purpose shall be given or by unanimous written consent.
4. **Board Action.** These Bylaws may be amended at any regular or special meeting of the Board of Directors or by mail vote. A favorable vote of two-thirds (2/3) of the Board Members shall be required for amendment. The President will make notice of the Amendments at the Annual Business Meeting