

**Wisconsin Healthcare Public Relations and Marketing Society
(WHPRMS)
Constitution and Bylaws
(Updated 8/13/10)**

ARTICLE I – Name

1.1 Name. The name of the organization shall be the Wisconsin Healthcare Public Relations and Marketing Society, Inc. (WHPRMS).

ARTICLE II – Objectives

2.1 Objective. The objective of the corporation shall be to initiate and foster programs and activities to fulfill the purpose of the corporation by:

1. Providing for the exchange of public relations and marketing information, techniques and ideas.
2. Stimulating communications among persons engaged in health-related public relations and marketing activities.
3. Assisting in the development and continuing improvement of health-related public relations and marketing programs by encouraging and assisting members; upholding public relations and marketing standards; enhancing member knowledge; and increasing their competence in the field of hospital and other health-related public relations and marketing practices.
4. Fostering educational opportunities and programs on public relations and marketing.
5. Making itself, through its officers and members, available to assist and advise the Wisconsin Hospital Association (WHA) whenever called upon, and other health care organizations, when appropriate.

ARTICLE III – Membership

3.1 Eligibility. Individuals eligible for regular membership shall be employed (or retained) full- or part-time with responsibility for the marketing, public relations, planning or development programs of health care related organizations. Student membership includes all full- or part-time students studying areas related to public relations and marketing. Associate membership applies to all individuals active in allied agencies, media outlets, public relations and/or advertising agencies with a hospital or health care focus, professional organizations related to health (example: WNA, WISHNET), health systems agencies, health guidance clinics, counseling clinics and those interested in developing or maintaining expertise in health care. Other membership applications not addressed in this definition will be acted upon by the WHPRMS membership chair on an individual basis.

3.2 Application and Approval. The membership chair shall review all applications for membership. If the criteria for eligibility are met, the chairperson shall approve the application. Membership shall take effect immediately. No one shall be considered until he or she has submitted a membership application form accompanied by the dues for one year.

3.3 Membership Rights and Privileges. Members shall be eligible to vote on corporation business, to hold office, and to serve as committee members and/or chairpersons.

3.4 Termination. Membership shall be terminated by a two-thirds vote of the board of directors for noncompliance with the provisions of the corporation's bylaws or Code of Ethics, if such is determined by the board of directors after an investigation of any alleged noncompliance. Failure to pay dues by April 1 of the current year will result in membership termination.

ARTICLE IV – Leadership Recognition Program

4.1 Eligibility. All members of two or more years are eligible to participate in the WHPRMS Leadership Recognition program.

4.2 Classifications. Voting members, upon meeting the criteria, may advance in sequence to the following classifications:

1. Certified member.
2. Accredited member.
3. Fellow.

4.3 Criteria. Criteria to attain these classifications and advancements are developed and published by the WHPRMS Leadership Recognition program administered by the Leadership Recognition chair. Criteria may be changed from time to time by the board of directors.

ARTICLE V – Meeting

5.1 Annual Meeting. An annual meeting for the transaction of the affairs of the corporation shall be held in conjunction with a statewide education meeting as sponsored by the corporation at an appropriate time. The secretary of the corporation shall send a notice of the annual meeting to all voting members of the corporation at least 15 days in advance of such meeting.

ARTICLE VI – Officers and Directors

6.1 Eligibility to Serve. Any member of WHPRMS is eligible to serve as an elected member of the board of directors for the Society.

6.2 Criteria. All candidates for officers or directors must have been members of WHPRMS for a minimum of two years. In the event a vacancy exists, length of service will be reviewed by the board on a case-by-case basis. All candidates for officers to the board (past president, president, president-elect, secretary and treasurer) must have served on the board for at least one year prior to taking office in order to ensure an understanding of the Society's history and future direction. The one year of board service requirement prior to officer candidacy need not be immediately preceding the candidacy. Committee chairpersons must be current members of WHPRMS.

6.3 Election of Officers and Directors. The officers shall be the past president, president, president elect, treasurer and secretary. The board of directors shall consist of 16 positions: the five officers, one southeast district representative, one southwest district representative, one northwest district representative, one north central district representative, one west district representative, and six representatives at large (recruitment/retention/membership, communications editor, two for communications review, and two for conference planning/education). All officers and representatives shall be elected at the annual meeting of the corporation by a majority of the members present and shall take office in December, following the board orientation meeting. All board members will be elected for a two-year term, except the president, president-elect, and past-president, who shall serve for one year. The president shall appoint a nominating committee to include the president, the president elect, and at least one

other member, prior to each annual meeting and charge it with presenting a slate of candidates for open board positions.

6.4 Quorum. A majority of the members of the board of directors shall constitute a quorum to transact business of the board.

6.5 Duties of the Officers. The president shall preside at all meetings of the corporation except that, in his or her absence, the president elect may preside. The president shall present a report at the annual meeting. The president shall perform other duties as authorized by the board of directors. The president shall not succeed himself or herself. The president shall chair the nominating committee. The president shall represent WHPRMS on the WHA Public Policy Council or appoint a representative to the Council. The president shall oversee the professional excellence award. The president-elect shall lead the annual planning meeting. The president-elect shall oversee the Carol Scaife Memorial Scholarship program. The past president shall oversee the leadership recognition program. The past president, president and president-elect shall collaborate to achieve the goals/objectives of the society. The secretary shall prepare and maintain minutes of the corporation and board meetings and perform other duties as may be assigned by the president. The treasurer is responsible for the safekeeping of all dues and any other assets of the corporation and shall disburse funds for the payment of corporation bills, upon authorization of the president and/or board of directors. The treasurer shall make a financial report of the status of the corporation at the annual meeting and shall arrange for an external audit at the end of his or her term. It is advised that the treasurer shall try to keep three to six months of reserves, but no more than 18 months worth so as not to jeopardize the society's non-profit status. The treasurer is responsible for making sure all taxes and insurance premiums are paid annually.

6.6 Duties of the Board of Directors. The board of directors shall have authority to: (A) make policy decisions for the corporation; and (B) approve, modify, or disapprove programs and projects submitted by members of committees of the corporation.

6.7 Vacancies. The president shall fill any vacancies among the board of directors by appointment. Such appointees shall serve until the appointed term expires. In the event that the president shall be unable to fulfill the tenure of the office, the president elect shall act as president until the next annual meeting and may continue, based on the decision of the board, for another full term.

6.8 Succession. An officer or director is allowed to succeed him or herself in the same position for up to two consecutive terms. When a term is completed, the position will be opened up to the membership. A communication will be sent to the membership notifying of the open positions. In the event a qualified candidate is not available for a particular position, the individual whose term is up can continue in current position. Should any officer or director be unable to complete a term, the president will appoint a member to fill the remainder of the term. That person can then run for election for another full term or step down once the term is completed.

6.9 Attendance. All board officer and directors are required to attend, in person or by teleconference, all board meetings. If a board officer or director is unable to attend a meeting, for whatever reason, they must contact the president prior to the meeting. If the board determines that a board officer or director is not keeping this commitment, that board officer or director can be voted off the board.

ARTICLE VII – WHPRMS Districts

7.1 WHPRMS Districts. To help the work of the corporation, stimulate participation by a greater number of members, and ensure adequate geographic representation on the board of directors, the state shall be divided by counties into five districts. The districts shall be known as:

1. Southeast District.
2. Southwest District.
3. Northeast District.
4. North Central District.
5. West District.

7.2 Counties in Each District: The districts shall be comprised of the following counties:

- Southeast District: Kenosha, Milwaukee, Ozaukee, Racine, Walworth, Washington and Waukesha
- Southwest District: Columbia, Crawford, Dane, Dodge, Grant, Green, Iowa, Jefferson, Lafayette, Rock and Sauk
- Northeast District: Brown, Calumet, Door, Fond du Lac, Green Lake, Kewaunee, Manitowoc, Marinette, Marquette, Menominee, Oconto, Outagamie, Shawano, Sheboygan, Waupaca, Waushara and Winnebago
- North Central District: Ashland, Barron, Bayfield, Burnett, Clark, Douglas, Florence, Forest, Iron, Langlade, Lincoln, Marathon, Oneida, Portage, Polk, Price, Rush, Sawyer, Taylor, Vilas, Washburn and Wood
- West District: Adams, Buffalo, Chippewa, Dunn, Eau Claire, Jackson, Juneau, La Crosse, Monroe, Pepin, Pierce, St. Croix, Trempealeau, Vernon and Richland

7.3 Out of State Members. All out of state members will be included in the closest existing state district as determined by the recruitment/retention chair.

ARTICLE VIII – District Activities

8.1 District Activities. District representatives to the board of directors are responsible for leadership of district activities. Districts either unilaterally or jointly are encouraged to sponsor educational programs or meetings. Officers and other directors of the corporation may be solicited for advice and counsel.

ARTICLE IX – Committees

9.1 Committees. The president, with the concurrence of the board of directors, shall appoint necessary committees to help conduct the business of the corporation.

ARTICLE X – Dues

10.1 Annual Dues. Annual membership dues shall be recommended by the board of directors. Members shall be notified at the annual meeting. Dues are payable annually by January 31.

10.2 Control of Dues. All dues paid to the corporation become the property of WHPRMS.

ARTICLE XI – Relationship with WHA and the Society for Healthcare Strategy and Market Development (SHSMD)

11.1 Relationship with WHA. The president may appoint any members to serve as advisors to any WHA committee upon the invitation of WHA.

11.2 Relationship with SHSMD. WHPRMS supports SHSMD and members of WHPRMS are encouraged to apply for membership in SHSMD. WHPRMS will financially support a SHSMD membership for the president-elect and president. The president may attend the annual SHSMD conference and provide receipts for the conference expenses that will be reimbursed up to a budgeted amount. The president may appoint another board member to attend if he/she cannot attend.

ARTICLE XII – Amendments

12.1 Amendments. The constitution and bylaws may be amended by a two-thirds vote of the members of the society present and voting at a regular meeting or at a special meeting called for the purpose of amending the constitution and bylaws. A notice of the proposed changes shall be sent to all members of the society by the secretary at least two weeks prior to the meeting.