

Wyoming Medical Society Bylaws

Chapter I. – Name, Objectives, Organization

Section 1. - Name

The name of this organization is the Wyoming Medical Society (hereinafter referred to as the Society).

Section 2. - Objectives

The objectives of this Society are to promote the science and art of medicine, to strongly advocate for the continued improvement of the medical profession, to improve the public health, to press for the provision of quality medical care for all patients, to provide a source of information and expertise to the public regarding the medical system, to promote the similar interests of its component societies, and to unite with similar organizations in other states and territories of the United States to form the American Medical Association.

Section 3. - Organization

This Society is an organization composed of the component societies and their members, direct members, and other classes of members as approved by the Board. The governing body of the Society shall be its Board of Trustees (hereinafter referred to as the Board).

Chapter II. – Membership

Section 1. - Membership Categories and Requirements

- 1.1. Membership Categories are: (A) Active; (B) Associate; (C) Affiliate; (D) Retired; (E) Honorary; and (F) Physician Assistant.
- 1.2. The term “doctor of medicine” whenever used, includes both Doctors of Medicine and Doctors of Osteopathy.
- 1.3. Active, Associate, and Affiliate include both a component and a direct category. Component membership meets the Society’s requirements as specified but joins the Society by way of a county component society with which it meets all membership and eligibility requirements. Direct membership meets the Society’s requirements and joins the Society directly.
 - A. Active. Members who are a practicing doctor of medicine; hold an unrevoked and unsuspended license to practice medicine issued by the Wyoming Board of Medicine; and possess all other qualifications of membership as stipulated by their component societies or the Society. May vote, hold office, and enjoy all other rights and privileges of the Society.
 - B. Associate. Member possessed of all the qualifications necessary for active membership except that he/she shall not be actively engaged in the practice of medicine and must hold a current license to practice medicine. May vote, hold office, and enjoy all other rights and privileges of the Society.
 - C. Affiliate. A student, resident, intern or fellow in an approved program eligible for affiliate membership at reduced dues in the geographically appropriate component society or directly with the Society. The term of such affiliate membership shall be only so long as said physician is appointed as an intern, resident, or fellow in an approved program in Wyoming, or so long as said medical student maintains good standing at an approved and U.S. accredited medical school. Members shall receive publications of the Society at rates determined by the Board; however, they shall not have the right to vote or hold office.
 - D. Retired. Active and associate members who are no longer engaged economically in the field of medicine, either by actively practicing or some form of employment reliant on the

member's medical qualifications, who have been active or associate members of the Society for a total of at least two (2) years prior thereto, and who have paid dues for the current or immediately preceding year, and those retired physicians who have moved to Wyoming and who have been active members of another state association or the American Medical Association for a total of two (2) years prior thereto. Retired membership shall endure as long as the retired member does not re-engage economically in the field of medicine. Upon leaving retirement, the secretary of his component society or the secretary of this Society, shall transfer such member from the retired classification to the Active or Associate classification, and notify the other (WMS or component society), who shall do likewise with respect to the membership rolls. Members shall receive publications of the Society at rates determined by the Board. May vote and hold office. Annual dues structure and access to other benefits of membership shall be determined by the Board (see Section 3.1 below).

- E. Honorary. The Board may elect as honorary members any persons distinguished for their services or attainments as doctors of medicine or in the field of public health, or for research or other scientific work contributing to medicine. Members shall receive publications of the Society at rates determined by the Board; however, they shall not have the right to vote or hold office, nor are they subject to dues or assessments.
- F. Physician Assistant. Physician Assistants licensed by the Wyoming Board of Medicine and supervised by a physician. Physician Assistant members shall pay dues as determined by the Board; however, they shall not have the right to hold office.

Section 2 – Membership Application, Approval, Discontinuation, or Transfer

2.1 Membership Application and Approval. All membership comes via the appropriate component society or through direct application to the Board. All members must subscribe to the Principles of Medical Ethics of the American Medical Association (See Appendix A) and recognize the authorized officers of this Society as the proper authority to interpret any doubtful points of ethics; be of good moral and professional character; and not support, practice, or claim to practice any exclusive or sectarian system of medicine.

- A. Component Society. The Society shall keep a roster of its members and their component society affiliation and shall furnish the component society a copy of such roster upon request.
- B. Direct Members. Active, Associate, and Affiliate Direct members are admitted to membership upon application to the Board and approval by the Board.

2.2 Membership Discontinuation. Membership is terminated in the Society for:

- A. Expulsion from component society, with no refund of dues or assessment.
- B. Failure to pay dues in full on or before the delinquency date of any year. Member shall lose membership in the Society 30 days thereafter. Delinquent members shall automatically be reinstated by payment of all dues and/or assessments unless forgiven or reduced by the Board.
- C. Notice of revocation or suspension of a license to practice medicine, or that a member has been placed on probation for a stated period of time by the Wyoming Board of Medicine shall cause the component society or Society to consider comparable termination, suspension, or probation of membership.
- D. A member who has been adjudged guilty of a criminal offense involving moral turpitude, or who has been duly adjudged guilty of gross principles of professional misconduct or a violation of any of the provisions of the Bylaws, may be subject to censure, probation, suspension or expulsion.

- E. A member who is denied membership or terminated for reasons based upon professional conduct or competence will be reported to the National Practitioner Data Bank.

Section 3 – Membership Dues and Assessments

- 3.1 Dues. Annually, the Board shall establish the amount of annual dues or assessments for all classes of membership in the Society. The Board shall establish appropriate standards and procedures for member dues reductions or exemptions, with special consideration given to retirees, military physicians, part-time physicians, disability, hardships, length of time in practice, and member spouses. Dues reductions or exemptions will also consider such issues as access to insurance, the right to vote, and other benefits and responsibilities of membership.

The Board may, in its discretion, with respect to all new members, require payment of full annual dues during the first quarter of the calendar year and require payment of dues on a prorated quarterly basis for all new members who acquire membership after the first quarter of the fiscal year. No member shall pay less than one (1) quarter of the annual dues during any calendar year. Such payment shall entitle such new member to all the rights of membership in this Society.

- 3.2 Delinquency. Each member shall pay the annual dues of this Society to the Society. If applicable, each member shall also pay the annual dues of his/her component society to this Society, which shall then remit such funds to the appropriate component society. Annual dues shall be due and payable on the first day of January each year and shall become delinquent on the thirty-first day of January each year. Any special or other assessment than the annual assessment of dues, shall fix and determine the time within which such assessment must be paid, the class or classes of members of the Society upon whom it is levied, and the penalty, if any, to result from nonpayment thereof within the time prescribed.
- 3.3 The secretary shall forward reports of membership payments to the secretary of each component society and the component society trustees at convenient intervals each year.

Chapter III. – Component Societies

Section 1. - Component Society Charters

- 1.1 Component societies shall consist of those county and district medical societies which now or may hereafter from time to time hold charters from this Society. Only one (1) component society shall be chartered in any one (1) county; provided, however, that a charter may be granted to a component society having territorial jurisdiction consisting of one (1) entire county and any other contiguous county or counties, or portions thereof, if in the judgment of the Board the interests of this Society will be best served thereby and such territory constitutes a suitable unit, taking into consideration geographical conditions, political subdivision and population distribution.
- 1.2 The charter of each component society shall provide that all the provisions of the Bylaws of this Society shall be an integral part of the Bylaws of the component society to which the charter is issued and that the terms and provisions thereof shall control and govern such component society, the officers and members thereof, and that the Bylaws of the component society shall not be amended in any way to conflict or be inconsistent with the Bylaws of this Society. Each charter shall be signed by the president and secretary of this Society.

- 1.3 Each component society shall, subject to the minimum requirements for eligibility identified by the Society, determine the qualifications for component society membership, and shall be the sole judge of the qualifications of applicants for such membership. Applicants eligible for membership in more than one component society, by virtue of major office and residence conflicts, may select which component society to join subject to the approval of both component societies involved.

Section 2. - Issuance and Revocation of Charters

- 2.1 The Board shall issue component society charters and may suspend or revoke any such charter, after due notice and proper cause. Cause shall be considered any conduct or action deemed in contravention of the Bylaws of the Society or of the "Principles of Medical Ethics" of the Society.
- 2.2 Suspension or revocation of the charter of a component society shall require a two-thirds affirmative vote of the Board; provided, however, that any Board representative of the component society concerned shall not vote, and their number shall not be counted in determining the necessary two-thirds majority.
- 2.3 The Board may take such measures as are deemed advisable and proper for reinstatement of any component society which may have withdrawn or had its charter suspended or revoked.

Chapter IV – Officers and AMA Delegates

Section I. – Officers' Powers, Duties, and Responsibilities

- 1.1 Officers and Members of the Executive Committee. The Officers shall be the President, Vice President, Immediate Past President, Secretary/Treasurer, and the AMA Delegate. The AMA Alternate Delegate shall be an ex-officio member with no voting rights. In addition to officers, the Executive Committee shall include one Open Trustee.
 - A. President: The President shall be the leader and official spokesperson of the Society during his/her term of office. The President shall appoint all committees not otherwise provided for; deliver an address at the Annual Meeting; and shall perform such other duties as custom and parliamentary usage may require, or as the Board may direct. The President shall preside at all meetings of the Board; shall serve as Chairman of the Board; and be an ex officio member of all committees of the Society, unless designated otherwise. The President shall preside at all meetings of the Executive Committee or designate an alternative in his/her absence. The President shall chair the Strategic Planning Committee and chair, or appoint a chair to the Medical Education Committee.
 - B. Vice President: The Vice President shall stand for the President in his/her absence or disability. If the office of President becomes vacant, the Vice President shall then succeed to the presidency to serve as President for such unexpired term and then stand for re-election for one additional term. The Vice President shall serve on the Strategic Planning Committee and shall chair the Bylaws Committee (when convened by the President).
 - C. Immediate Past President: The Immediate Past President shall chair the Nominating Committee unless he/she wishes to be nominated, and shall serve on the Budget and Finance Committee. The Immediate Past President may have such other duties as the Board or the President may from time to time designate.
 - D. Secretary/Treasurer: The Secretary/Treasurer shall be responsible for the minutes. The Secretary/Treasurer shall be secretary to the Board and shall be custodial of all records, books, and papers belonging to the Society. The Secretary/Treasurer shall conduct the Society's official correspondence and shall make an annual report to the Board. The

Secretary/Treasurer may, in his/her discretion, delegate any of his/her secretarial duties to the Executive Director.

The Secretary/Treasurer shall supervise the finances and pay all authorized obligations of the Society. He/she shall also chair the Budget and Finance Standing Committee and be responsible for the Investment Assessment Working Group of the Budget and Finance Committee. He/she shall subject the Society's accounts to such examination as the Board may order, and shall render an account of the state of the Society's funds during the Annual Meeting.

- E. AMA Delegate: The Delegate to the American Medical Association shall be a member of the Board and shall attend and represent this Society at all meetings of the House of Delegates of the American Medical Association in regular or special session. A report of said meetings shall be submitted regularly to the Board as well as to the members at the Annual Meeting.
- F. AMA Alternate Delegate: The Alternate Delegate to the American Medical Association shall be an ex-officio member of the Board with no individual voting rights and shall act and vote for the Delegate in his/her absence or disability. The Alternate Delegate may attend all meetings of the AMA in regular or special session.
- G. Open Trustee: The Open Trustee shall serve in a non-officer, voting capacity on the Executive Committee. The Open Trustee shall be a member of the Board, nominated by the Nominating Committee, and elected by the membership.

Section 2 – Elections/Terms of Office/Qualifications

2.1 Elections

- A. Nominations: The Nominating Committee shall solicit input from the general membership and nominate up to two individuals for each elected position that is required to be filled. With the exception of the AMA Delegate or AMA Alternate Delegate, no member may be nominated for or stand for election for more than one position. A member holding an elected position may stand for election for another elected position, but if elected, must accept the new position for which he/she was elected. The Nominating Committee shall submit the names of the nominees to the members no later than April 1 of each year.
- B. Petition: After the initial promulgation of the nominees to the members, members who have not been nominated by the Nominating Committee may be nominated by petition. The petition must be signed by 10 members of the Society and returned to the Society by April 15.
- C. Elections: All elected officers, Open Trustee, Retired Physician Trustee and Trustees-at-Large shall be elected by an open voting process from the membership. The office of Immediate Past President is not an elective office and does not require nomination and shall not be included on the election ballot. The Immediate Past President position is automatically filled by the President upon completion of his/her term in office. All members eligible to vote shall receive a ballot, distributed within a period of not more than twenty days after the final slate of candidates has been determined. Valid returns must be received no later than May 20. A simple majority of ballots received shall determine victory. The voting process shall be in accordance with Board approved guidelines regarding mechanisms for submitting and tracking votes. Such guidelines shall be included on each and every ballot or accompanying instructions.

- 2.2. Terms of Office. The Officers and Open Trustee shall assume office on July 1 and shall serve until June 30 of the following year. The AMA Delegate and Alternate Delegate shall serve office from the first day of the calendar year following election to the last day of the second calendar year following election. The President and Vice President shall serve one term, and may seek election to serve a second consecutive term with the approval of the

Board. With the exception of the AMA Delegate and Alternate Delegate, all other officers may serve up to three consecutive terms in the same position. The AMA Delegate and Alternate Delegate may serve more than three consecutive terms with the approval of the Board. The tracking of consecutive terms in accordance with this provision shall commence with officers assuming office on July 1, 1999.

- 2.3. Qualifications. All Officers and members of the Board must be members of the Society. Officers must have two years of Society Board experience prior to nomination and must have Wyoming as their primary practice location or primary residence. The Open Trustee must have been a voting member of the Society for at least two years immediately prior to election to office.
- 2.4. Vacancies. If the office of President becomes vacant, the Vice President shall succeed to the presidency to serve as President for such unexpired term and, assuming re-election, for the term of one additional year thereafter (annual meeting to annual meeting). If the Vice President is not able or willing to serve as President during such unexpired term, the Secretary/Treasurer shall succeed to the presidency. The Board by appointment shall fill any vacancy in office not otherwise provided for in these Bylaws, which occurs during the interval between the annual meetings. Such appointee shall serve until the term of office expires and until a successor has been elected. If the Delegate to the AMA becomes vacant, the Alternate Delegate shall function as a Delegate for the remainder of the unexpired term.
- 2.5. Removal. Any Officer of the Society, Open Trustee, or Trustee-at-Large may be removed from office for valid cause by a two-thirds vote of the Board, or a two-thirds vote of members complying with the petition process (Chapter VI, Section 2).

Chapter V. – Trustees

Section 1 – Composition

- 1.1 The Board shall consist of the following, all of whom shall vote, unless otherwise indicated:
 - A. Elected trustees from the Society approved component societies, all of whom shall serve a maximum of three consecutive two-year terms. Each component society trustee shall be the liaison officer between the component society he/she represents and the Society.
 - B. Officers: The President, Vice President, Immediate Past President, Secretary/Treasurer, AMA Delegate, and AMA Alternate Delegate who shall serve as ex-officio.
 - C. One Physician Assistant Trustee, who shall be nominated and elected by the Wyoming Association of Physician Assistants. The Physician Assistant Trustee shall be the liaison officer between his/her professional society and the Society.
 - D. One Student and one Resident Trustee, both of whom shall serve a one-year term. These Trustees shall be nominated and elected by their peers and shall serve as a liaison between their peer group and the Society.
 - E. One Retired Physician Trustee, whom shall serve a one-year term, with no limit on the total number of terms. The Retired Physician Trustee shall be a member of the Society, nominated by the Nominating Committee and elected by the membership.
 - F. As necessary, Trustees-at-Large, to fill vacant component society seats. These Trustees-at-Large shall be nominated by the Nominating Committee and elected by the membership during the Spring election. They shall serve for one-year terms, with no limit on the total number of terms. The Trustees-at-Large are to serve underrepresented segments of the membership.

Section 2 – Elections

2.1 Component Society Trustees. Trustees shall be elected by the component society on an alternating year cycle. Component societies must notify the Society of their election results by the 15th day of February of their election year. For elections, component societies will be grouped as follows:

Group One: Albany, Carbon, Fremont, Johnson, Natrona, Northwestern, Sheridan, Teton

Group Two: Campbell, Converse, Goshen, Laramie, Northeastern, Platte, Sweetwater, Uinta

If a new component society is chartered, the Board will place such societies in Group One or Two based on a goal of electing one-half of the trustees each year. As shall be needed from time to time, the Board may re-apportion Groups One and Two to assure this balance is maintained.

2.2 Nominations. Following notification by the component societies, the Nominating Committee shall nominate individuals as necessary for any open Trustee-at-Large position. A Trustee-at-Large need not be from the geographic area served by the component society that did not elect a Trustee. The Nominating Committee will present a slate of candidates for Trustees-at-Large representative of the perspectives, experiences, and knowledge important to broad-based, representative and effective decision-making. The Nominating Committee shall submit the names of the nominees to the members no later than April 1 of each year.

2.3 Petition. Petition process shall proceed as noted in Chapter IV, Section 2.1 B.

2.4 Elections. Elections shall proceed as noted in Chapter IV, Section 2.1 C.

2.5 Alternates. Trustees may designate alternates to stand in their place when they are unable to attend a Society Board meeting.

A. Component societies may designate up to two alternates, one of whom may attend Society meetings, in the event a Trustee cannot attend a regularly scheduled or special meeting of the Board. The President of a component society shall notify the Society in writing of the appointment or election of such alternates, who will be authorized to vote and speak on behalf of an absent Trustee as provided herein. Alternates shall be members in good standing in the Society.

B. The nominating and electing bodies for the Physician Assistant, Student, and Resident Trustees may designate an alternate and will so notify the Society.

C. The Trustee-at-Large may nominate an alternate to serve in his/her place, with approval from the Executive Committee. Alternates shall be members in good standing in the Society.

Section 3 – Powers and Responsibilities

3.1 Powers: The Board, shall be vested with full and complete power and authority to determine policy and to perform all acts and to transact all business for the Society and to manage and conduct all of the property, financial and other affairs, works and activities of the Society.

3.2 Responsibilities: Trustees must make their best effort to attend all Board meetings, either in person, via an electronic presence, or by presenting in advance a proxy vote on issues to be voted on during the meeting. No more than two consecutive absences are permitted during a Trustee's term of office, unless the Trustee sends an alternate as permitted in Chapter V, Section 2.5.

- 3.3 Consecutive Absences. If a Trustee fails to attend the Board as required, the Board shall appoint a Trustee-at-Large to complete the unexpired term and for the term of one additional year thereafter.

Section 4 – Procedural

- 4.1 Meetings. Meetings shall be called by the President, with at least ten days notice given to each trustee and officer regarding the time and place of the meeting. The Board shall also meet upon the written request of at least five trustees or officers, with at least five days notice given to each trustee and officer regarding the time and place of the meeting.
- 4.2 Quorum. A majority of the Board members, excluding those Board positions for Student and Resident, shall constitute a quorum.
- 4.3 Order of Business. The President shall establish an agenda for each meeting, with additional business proposed by officers, trustees, or members and transacted as necessary. Additionally, any member of the Society may introduce an issue or order of business for Board consideration by contacting any member of the Board, the Society, his/her local component society, or other appropriate means. If the issue is raised within 10 days of the Board meeting, the President shall retain the right to consider the issue at the next meeting of the Board or the Executive Committee.
- 4.4 Board meetings are open to all members of the Society, but notice of meetings shall not be required to be provided other than to Trustees. The President may invite attendance and/or non-voting participation by non-members with information or advice the President believes would be helpful to the Board, at his or her discretion.
- A. Any action required or permitted to be taken by the Board, or any committee of the Board, may be taken without a meeting if all members of the Board or the committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consent thereto by the members of the Board or committee shall be filed with the minutes of the proceedings of the Board or committee. Such consent may be sent by electronic transmission.
- B. Nothing in these Bylaws shall prevent the Board, or any committee of the Board, from discussing any matter that has or may come before it for action by serial communication (such as email) outside a formally called meeting of the Board or committee. Such serial communication shall, however, be copied to the Executive Director, and any member may review such communications prior to any Board or committee action being taken on the matter.
- 4.5 Expenses. The trustees and officers shall be allowed such travel and other expenses for Society business as approved in the annual budget or by a majority vote of the Board.
- 4.6 Staff. The Board shall employ a salaried head who shall have the title of Executive Director, and whose terms, conditions and responsibilities of employment shall be specified by the Board. The Executive Director shall be the chief paid executive of the Society, responsible for all management functions of the Society, including the hiring and firing of staff, and shall act under the immediate direction of the President and the Board.

Chapter VI. – Meetings and Referendums

Section 1 – Meetings

- 1.1 Annual Meeting: The Society shall convene an annual meeting open to all members. This meeting shall include a Board report to the members, the presentation and approval of the

board-adopted budget by those present, and provide a forum for ongoing professional dialogue and education, as well as such other business as determined by the Board, the membership, and these Bylaws.

- 1.2 Electronic Conference: Whenever possible the Society should provide a mechanism for participating by electronic conference at meetings of the Board, the Executive Committee, other Committees, and other issue-specific meetings or forums of the Society. During such electronic conference participation, a participant's electronically issued vote (voice, computer or otherwise, as designated by the Board) shall be considered a valid vote.

Section 2 – Referendums

- 2.1 Reference of Resolutions From Board to Vote of Members. The Board may at any time, by a two-thirds vote of all its members, submit any resolution or motion pending before it to all of the active members of the Society for their vote for or against such resolution or motion.
 - A. Form of Referendum: The Board will agree, by majority vote, on the form of the question to be submitted to the members. The President of the Board shall select one argument advocating for each side of the issue being considered, not to exceed one thousand words each. This language shall be written and distributed with the ballots
 - B. Voting: All voting shall be by ballot. Members will have thirty days from the date of distribution of the ballots, unless otherwise established in the motion of reference from the Board. The voting process shall be in accordance with Board approved guidelines regarding mechanisms for submitting and tracking votes. Such guidelines shall be included on each and every ballot or accompanying instructions. The ballots shall be delivered to a committee on referendums appointed by the Board. The Committee shall canvass the vote and report the results to the Secretary.
 - C. Results: To be considered adopted, any resolution submitted by referendum shall require a two-thirds affirmative vote of those who vote or, if a majority of eligible voters cast votes, a simple majority. A resolution so adopted shall have the same force and effect as though adopted by the Board.
- 2.2 Reference of Resolutions by Petition From Members to Vote of Members. The membership or an individual may at any time, with signatures from 10% of the voting members of the Society or with approval from at least three different component societies, submit any resolution or motion to all of the voting members of the Society for their vote for or against such resolution or motion.
 - A. Process: The submitting individual or group will submit written language for the resolution, not to exceed 1000 words, to the Secretary. The Board, may choose to submit language against the resolution, not to exceed 1000 words. All other rules of process consistent with current Bylaws will prevail.

Chapter VII. – Finance

Section 1 – Annual Budget

The Budget and Finance Committee shall prepare each year a budget of anticipated income and expenditures, to apply to the succeeding fiscal year of the Society. Prior to the start of the fiscal year the Budget and Finance Committee shall present the proposed budget to the Board for its approval. The budget as adopted by the Board shall be presented to the membership at the annual meeting. At all points during the budget presentation and approval process, the budget shall be made available to members so interested. Likewise, during the fiscal year, members shall have the right to request a copy of the budget and provide input or suggestions to the Board or the Budget and Finance Committee.

Section 2. - Financial Management and Obligations

- 2.1 All funds and moneys received for the Society by an officer or agent thereof shall be promptly deposited with a depository selected by the Board.
- 2.2 No person other than a voting member in good standing shall have any interest in the property of the Society. If any member shall resign or otherwise cease to be a member of the Society, all of his interest in and to all property of the Society shall cease and such cessation of membership shall operate as a release and assignment to the Society of all the rights, title and interest of such member in and to all the property of the Society.

Chapter VIII. -- Standing and Ad Hoc Committees

Section 1 – Standing Committees

The standing committees of the Society shall be the Executive, Budget and Finance, Nominating, Strategic Planning, and Medical Education. Each standing committee will have not more than seven members, in addition to the chair and chair-elect. Committees may include members, non-members, and non-physicians. A member of the Board will serve as Board liaison on each committee and will facilitate a committee representative's presence at Board meetings in which a committee's work will be addressed. Unless otherwise indicated, members of a standing committee will serve two-year terms with a maximum of three consecutive terms.

- 1.1 Executive Committee. The Executive Committee shall consist of the officers of the Society and one Open Trustee, with the President serving as chairman. This committee has the power and authority to transact Society business between Board meetings in consonance with Society policy. All transactions of this committee shall be reported in full to the Board immediately and shall be subject to Board review and appropriate action.
- 1.2 Committee on Budget and Finance. Chaired by the Treasurer and including the Immediate Past President, Vice President and one other Trustee. The Committee is responsible for developing and monitoring the annual budget, as well as ongoing investment analysis and other relevant duties.
- 1.3 Nominating Committee. A five-member committee chaired by the Immediate Past President, with no other member of the Board serving on the Committee. Members will serve a two-year term with no consecutive terms. Members of the Committee will not be eligible for nomination. If a member wishes to be nominated, he/she must resign from the Nominating Committee. If the Immediate Past President wishes to be nominated for a position, the President shall appoint a new Chair. The Committee shall nominate candidates for officers, trustees-at-large, and for the non-officer Open Trustee position on the Executive Committee, and Wyoming directors for the board of directors of the Mountain Pacific Quality Health Foundation.
- 1.4 Strategic Planning. Chaired by the President, with the Vice President as a member. Responsible for ongoing strategic planning process. The Committee shall review all standing committees every two year to assure ongoing relevance.

Section 2 – Ad Hoc Committees.

The president, with the approval of the Board, shall appoint Ad Hoc committees, sub-committees or task forces as are necessary and which are not in conflict with other provisions of these Bylaws. The duties of any such committee shall be prescribed by the president and the Board upon their appointment. Ad Hoc committees shall keep a record of their actions and shall report same to the Board. Ad Hoc committees shall include the Bylaws Committee, the Judicial Commission, the Legislative Task Force, and others on an as needed basis.

2.1 Bylaws Committee: The Bylaws Committee shall be chaired by the Vice President and include a recent past president. It shall study the organizational structure of this Society on an as needed basis and report to the Board any recommended changes, additions and/or deletions in the Bylaws.

2.2 Legislative Task Force: Composed of members of the Executive Committee, the Committee shall review legislative and policy issues arising during the Wyoming legislative session.

Section 3 – Vacancies.

Vacancies on standing or ad hoc committees may be filled immediately by the president, subject to ratification by the Board at its next regular meeting.

Chapter IX. – Miscellaneous

Section 1 – Rules of Order

In the absence of any provision in these Bylaws, all meetings of the Society, of the Board and of committees shall be governed by the parliamentary rules and usage contained in the current edition of Roberts Rules of Order for all situations that are not provided in the law or in its charters, bylaws or adopted rules.

Section 2 – Seal

The Society shall have a Society seal with such emblems, figures and words as the Board shall prescribe. The power to change the seal shall rest with the Board.

Section 3 – Amendments

These Bylaws may be amended by the affirmative vote of two-thirds of the Board and two-thirds (2/3rds) of the members who cast votes. Votes shall be cast in accordance with Board approved guidelines.

Section 4 – Inurement and Dissolution

In no event, shall any part of the net earnings of the Society, and no property owned by the Society, inure to the benefit of any individual member or any component society which does not qualify for exemption from federal income taxation under Section 501(c) of the Internal Revenue Code of 1954, as amended.

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 (d) (3) and 170 (d) (2) of the Internal Revenue Code or corresponding sections of any prior or future Internal Revenue Code or to the Federal, State, or local government for exclusive public purposes.

Section 5 – Conflicts of Interest

All members of the Society, and its Component County Societies shall scrupulously avoid any conflict between their own respective individual, professional, or business interests and the interests of the respective societies in any and all actions taken by them or in which they are involved on behalf of or concerning the societies in their individual or representative capacities.

In the event that any member, or committee member, shall have a direct or indirect interest in, relationship with or to, any individual or organization that is involved with or proposes to enter into any transaction, conduct business with, be regulated by, or concerned with the formulation of any policy or procedure that involves the Society, any of its County Component Societies,

such person or persons shall advise and disclose to the Society, or Component Society and give notice of the interest or relationship and shall declare a conflict of interest. Disclosures of potential conflicts should be made by any individual or by any other governing body member if there is any question about the potential for a conflict or the appearance of the same.

In the event that such a conflict or potential conflict is disclosed and the individual refuses or declines to declare a conflict and excuse himself/herself from further participation in the consideration of the issue or subject, a motion in proper form may be made by any other member of the governing Board of such entity who may have knowledge of the potential conflict to have such a declaration made by the governing body. A conflict of interest may be declared if the motion passes in accordance with the other provisions of the bylaws of said governing body. The conflict shall be declared in writing for the record by the individual or governing body of the entity.

Once a conflict of interest is declared, either by the individual or by the governing body of the entity, that individual shall have an opportunity to present his/her views on the issue and respond to any inquiries from the Board, but shall then physically absent himself/herself from further Board discussion. The individual shall refrain from further participation in the matter and shall refrain from discussing and voting on any particular action on that subject. In addition, he/she shall refrain from any attempt to execute any influence on the Society or Component Society and shall not make any attempt or effort to affect or influence any decision making process on the issue or subject. The declaration of a conflict does not, however, relieve or release the individual from any other consideration, obligation or requirement to maintain the confidentiality of any information obtained by reason of his/her position or waive any privileged communication or other provision; or law regarding confidentiality.

Chapter X. – Repeal of all Existing Constitution and Bylaws

All chapters, articles and all sections of the existing Constitution and Bylaws of this Society are hereby repealed, except that all resolutions or other business pending before the Board at the time of the adoption of these Bylaws shall remain before it and may be acted upon as provided in said prior Constitution and Bylaws.

APPENDIX A.
Principles of Medical Ethics of the American Medical Association

Preamble

The medical profession has long subscribed to a body of ethical statements developed primarily for the benefit of the patient. As a member of this profession, a physician must recognize responsibility to patients first and foremost, as well as to society, to other health professionals, and to self. The following Principles adopted by the American Medical Association are not laws, but standards of conduct which define the essentials of honorable behavior for the physician.

Principles of medical ethics

- I. A physician shall be dedicated to providing competent medical care, with compassion and respect for human dignity and rights.
- II. A physician shall uphold the standards of professionalism, be honest in all professional interactions, and strive to report physicians deficient in character or competence, or engaging in fraud or deception, to appropriate entities.
- III. A physician shall respect the law and also recognize a responsibility to seek changes in those requirements which are contrary to the best interests of the patient.
- IV. A physician shall respect the rights of patients, colleagues, and other health professionals, and shall safeguard patient confidences and privacy within the constraints of the law.
- V. A physician shall continue to study, apply, and advance scientific knowledge, maintain a commitment to medical education, make relevant information available to patients, colleagues, and the public, obtain consultation, and use the talents of other health professionals when indicated.
- VI. A physician shall, in the provision of appropriate patient care, except in emergencies, be free to choose whom to serve, with whom to associate, and the environment in which to provide medical care.
- VII. A physician shall recognize a responsibility to participate in activities contributing to the improvement of the community and the betterment of public health.
- VIII. A physician shall, while caring for a patient, regard responsibility to the patient as paramount.
- IX. A physician shall support access to medical care for all people.

Adopted by the AMA's House of Delegates June 17, 2001.