



WYOMING
MEDICAL
SOCIETY

Advocating for doctors since 1903

WMS Board of Trustees Orientation - 2017



WYOMING MEDICAL SOCIETY

Advocating for doctors since 1903

MEMORANDUM

DATE: **January 6, 2017**

TO: **WMS Board of Trustees**

FROM: **Executive Director - Sheila Bush**

RE: **Board Orientation**

The Wyoming Medical Society would like to thank you for volunteering your time to serve on our Board of Trustees. Your participation and guidance is an important part of our success in representing Wyoming physicians and physician assistants.

The WMS Board of Trustees meets four times each year, once during the WMS Annual Meeting in June and in October, January and April. Meetings are conducted by conference call, video conference, and face-to-face. (Meeting dates may be changed at the President's discretion to avoid scheduling conflicts, but advance notice will be provided.)

2017-2018 Meeting Dates:

Winter - January 14, 2017 - Cheyenne, WY
Spring - April 8, 2017 - Conference Call
Summer - June 1, 2017 - Jackson Lake Lodge
Fall - October 21, 2017 - Cheyenne, WY

If you are unable to attend any of the WMS Board of Trustees meetings, we ask that your alternate trustee attend. (Alternates may attend all meetings if they so desire.)

Don't hesitate to call us should you have any questions regarding any of the enclosed materials. We are looking forward to a great year, and again thank you for serving as a WMS Board member.

WMS Board of Trustees



Board of Trustees Executive Committee

| Position | Trustee | Community |
|----------------|-----------------------------|--------------|
| President | Paul Johnson, MD (OT) | Cheyenne |
| Vice President | Joseph McGinley, MD, PhD | Casper |
| Past President | Sigsbee Duck, MD (OT) | Rock Springs |
| Sec./Treasurer | Lisa Finkelstein, DO (UR) | Jackson |
| Open Trustee | David Wheeler, MD, PhD (NR) | Casper |
| AMA Delegate | Stephen Brown, MD (PS) | Casper |
| AMA Alternate | Robert Monger, MD (RH) | Cheyenne |

County Society Positions

| County | Trustee | Alternate #1 |
|-------------------|---------------------------|-----------------------------|
| Albany | Travis Klingler, MD (OG) | |
| Campbell | John Mansell, MD (AN) | |
| Carbon | Dean Bartholomew, MD (FP) | |
| Converse | Mark G. Murphy, MD (OS) | |
| Fremont | Richard Barnes, MD (PD) | |
| Goshen | Marion Smith, MD (FP) | |
| Johnson | Lawrence Kirven, MD (FP) | |
| Laramie | Jay Jay Chen, MD (PS) | Kristina Behringer, MD (FP) |
| Natrona | Matt Mitchell, MD (OS) | Bert Toews, MD (FM) |
| Northeastern | | Bob Cummings, PA -C |
| Northwestern | Allen Gee, MD, PhD (NR) | |
| Platte | Ty Battershell, MD (EM) | Jeffrey Cecil, MD |
| Sheridan | Kris Schamber, MD (IM) | |
| Sweetwater | Jolene Mitchell, DO (OM) | |
| Teton Mtn. | Hayley Miller, MD (IM) | |
| Uinta | Michael Adams, MD (FP) | Thomas Simon, MD |
| Retired Physician | Robert Kanard, MD (IM) | |
| Phys. Asst. | Bob Cummings, PA-C | Nancy Brewster, PA -C |
| Resident | | |
| Student | JayCee Mikesell | |

Wyoming Medical Society Staff



SHEILA BUSH

Executive Director
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Membership/Finance
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TOM LACOCK

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About WMS



The Wyoming Medical Society was founded in 1903 to provide representation, advocacy and service to Wyoming physicians. We strive to be an efficient, member-driven, responsive organization, capable of anticipating and responding swiftly to the changing health care environment. WMS serves our membership, and their patients, and works to improve the health of Wyoming's citizens.

The Wyoming Medical Society is, and always will be, a staunch advocate for physicians. This is our core. All of our other activities revolve around this core.

WMS ADVOCACY AGENDA

The Wyoming Medical Society pursues representation, funding and legislation to support the following industry priorities, as identified by its physician-members.

Access to Care for Wyoming Patients: The shortage of doctors is of highest concern for WMS. We support a broad package of legislation, each of which plays an important part in the effort to maintain and enhance our rural healthcare system.

Medical Liability Reform: WMS is a strong advocate for measures that will make our system more fair, predictable and timely for all involved, and ensure that patients can get the care they need in their local communities. Reasonable legal reforms supported by WMS include:

- Unlimited compensation for economic damages
- Limits on non-economic damage compensation
- Strong medical review panel
- Expert witness qualifications
- State funding support for liability premiums
- Special health courts

Future Wyoming Physicians: WMS strongly supports funding to maintain and expand the WWAMI medical education and UW Family Practice Residency programs. Both of these programs provide excellent opportunities to “grow our own” physicians and market the state to future physicians looking for a place to build their homes and practices.

Physician Reimbursement: WMS believes that period funding increases for physician Medicaid and Medicare reimbursement are imperative to ensure

MISSION STATEMENT

Advocating for Wyoming doctors and their patients.

STRATEGIC GOALS

Goal #1 – Voice of Medicine: Utilize the powerful, effective & unified voice of WMS to improve the physician practice environment and quality of healthcare for Wyoming patients.

Goal #2 – Member Experience: Grow membership and increase provider participation and involvement to ensure the future health of the organization.

Goal #3 – Environment and Public Awareness: Enhance the public image of WMS members by strengthening physicians' trusted leadership role in communities.

Goal #4 – Knowledge Center: Be the leader in education and training resources for physicians and physician assistants.

About WMS

that all Wyoming's patients will continue to have access to care. Reasonable reimbursement increases will help physicians cover the costs of providing care to Medicaid and Medicare patients and lessen the impacts of cost-shifting to the private sector.

Scope of Practice: WMS supports team-based care, and transparency of provider credentials within a system that recognizes physicians as leaders of the healthcare team. We oppose expanding the scope of practice for allied health practitioners through legislation rather than additional education and training because it jeopardizes patient safety.

Patient Safety: WMS believes physicians are critical players in the development of patient safety practices and standard setting for clinical safety. WMS founded the statewide annual patient safety in 2012 and is dedicated to continuing the journey of integrating all aspects of healthcare and healthcare providers to create the safest environment possible for Wyoming patients.

State Regulatory Affairs: In addition to the work that WMS does on behalf of members at the Capitol in Cheyenne, we are active in the regulatory side of government, providing oversight to promulgation of rules and regulations within agencies such as the Wyoming Department of Health, Wyoming Board of Medicine and Board of Pharmacy, to name just a few.

State ACA Implementation Oversight: WMS is actively engaged in ensuring that aspects of the ACA that Wyoming state officials elect to implement are done so with attention focused on physician perspectives, needs and concerns.

Public Health: WMS continues proactive efforts to address the prescription drug abuse epidemic, encourage seat belt use, and actively pursue tobacco cessation.

Medicaid Reform: WMS remains actively engaged in discussions within state government to reform Wyoming's Medicaid program. WMS believes physicians are some of the most valuable resources as the state considers various methods of coordinated care or 1115 waiver designs.

BOARD OF TRUSTEES

President:

Paul Johnson, MD (OT),
Cheyenne

Vice President:

Joseph McGinley, MD (RA),
Casper

Past President:

Sigsbee Duck, MD (OT), Rock
Springs

Sec./Treasurer:

Lisa Finkelstein, DO (UR),
Jackson

Open Trustee:

David Wheeler, MD (NR),
Casper

AMA Delegate:

Stephen Brown, MD (PS),
Casper

AMA Alternate:

Robert Monger, MD (RH),
Cheyenne



Purpose of the Board of Directors



WMS relies on the board of trustees to govern, and the professional staff to manage. The authority for the board is derived from the Articles of Incorporation (state law) and the Bylaws. A board generally fulfills four functions:

- 1. Governance** - Through the authority granted in the articles of incorporation and bylaws, the board is responsible for governing the organization. Governance is a broad oversight, and is not considered a function of management or administration (staff roles).
- 2. Policy and Position Development** - The board reviews and develops policy and positions that will guide the organization and its stakeholders. Policies are adopted for the recurring and critical issues that arise, in the form of a motion, to guide future boards and staff. Positions tend to relate to governmental platforms.
- 3. Visionary** - The board sets the course for the organization well into the future. Though a director may term limitations in the sense of number of years or number of terms, there is a need to think beyond one's term in order to guide the organization and the community it represents. Evidence of being visionary is a reliance on the strategic plan, including a clear mission and vision.
- 4. Fiduciary** - The fiduciary duty is a relationship of confidence or trust between two or more parties. The board has responsibility to protect the organization and its resources.

Fiduciary Duties

Under well-established principles of not-for-profit corporation law, a board member must meet certain standards of conduct and attention in carrying out his or her responsibilities to the organization.

States have statutes adopting some variation of these duties, which would be used in court to determine whether a board member acted improperly.

These standards are usually described as the *duty of care*, *the duty of loyalty*, and *the duty of obedience*.

- **The Duty of Obedience...**forbids acts outside the scope of corporate powers. The governing board of the organization must comply with state and federal law, and conform to the organization's charter, articles of incorporation and bylaws.
- **The Duty of Loyalty...**dictates that officers and directors must act in good faith and must not allow their personal interests to prevail over the interests of the organization.
- **The Duty of Care...**requires directors and officers to be diligent and product in managing the organization's affairs. The individuals charged with governing must handle the organizational duties with such care as an ordinary prudent person would use under similar circumstances.

The term **FIDUCIARY** refers to a relationship in which one person has a responsibility of care for the assets, or rights, of another person. A fiduciary is an individual who has this responsibility. The term "fiduciary" is derived from the Latin word for "**faith**" or "**trust**."

Mission Statement



The Wyoming Medical Society strives to be an efficient, member-driven, responsive organization, capable of anticipating and responding swiftly to the changing health care environment. WMS will serve its membership, as well as work to improve the health of Wyoming's citizens.

The Wyoming Medical Society is, and always will be, a staunch advocate for physicians. This is our core. All of our other activities revolve around this core.

Roles of the WMS Officers

WMS President serves as the leader and official spokesperson of the society during their term. The President appoints committees not otherwise provided for, delivers an address at the Annual Meeting, and performs other duties as required or as directed by the Board. The President presides over all meetings of the Board, and serves as an ex officio member of all committees of the Society unless designated otherwise. The President presides over all meetings of the Executive Committee unless they have designated an alternate in their place. The President also chairs the Strategic Planning Committee.

WMS Vice President stands for the President in their absence or disability. If the office of President becomes vacant, the Vice President then automatically succeeds to the presidency to serve as President for the unexpired term and then stands for re-election for one additional term. The Vice President serves on the Strategic Planning Committee and chairs the Bylaws Committee when convened by the President.

Immediate Past President chairs the Nominating Committee unless they wish to be nominated, and also serves on the Budget and Finance Committee. The Immediate Past President may have other duties if the Board or the President designates.

Secretary/Treasurer shall be responsible for the minutes. The Secretary/Treasurer serves as Secretary for the Board and is the custodial of all records, books, and papers belonging to the Society. The Secretary/Treasurer shall conduct the Society's official correspondence and makes an annual report to the Board. The Secretary/Treasurer may also at their discretion delegate any of the secretarial duties to the Executive director. In addition, they supervise the finances and pay all authorized obligations of the Society. The Secretary/Treasurer chairs the Budget and Finance Standing Committee and is responsible for the Investment Assessment Working Group of the Budget and Finance Committee and renders an account of the state of the Society's funds during the Annual Meeting.

Both the Delegate and Alternate Delegate to the AMA attend and represent the Society at all meetings of the House of Delegates of the American Medical Association in regular or special session. The Delegate prepares and delivers a meeting report for the Board and members of the Society. In the event that the Delegate is unable to provide the report, the Alternate Delegate prepares and delivers the meeting report to the Board and membership.

Open Trustee serves as a non-officer with voting capacity on the Executive Committee. The Open Trustee is a member of the Board and is nominated by the Nominating Committee and elected by the membership.

Board Guidelines and Expectations

The Wyoming Medical Society Board of Trustees is engaged in discussing how we can best address the issues facing physicians today in Wyoming. Each board member's full participation is critical to the success and effectiveness of the Wyoming Medical Society as it determines appropriate policy recommendations on behalf of its members.

The following information will help explain the role of the WMS Board of Trustees and how individual physicians can participate.

- The WMS Board steers the WMS organization, adopts policy recommendations and oversees financial and management activities.

- WMS Board is comprised of 26 members; 16 representatives

Board Meeting Best Practices

- Respect the chairman or chairwoman.
- Adhere to the agenda.
- Bring your calendar to meetings.
- Arrive on time.
- Read materials in advance.
- Listen more than you speak.
- Speak when you have an essential point to make.
- Respect the rules of order.
- Leave personal agendas at the door.
- Actions of the board belong to the board – support them publicly, don't bad-mouth any action or any person.

from county societies; seven officers of the WMS; one representative each for medical students, residents, and physician assistants.

- Board meets four times each year, once during the WMS Annual

meeting in June and on the third weekend of September, January and April. Meetings are conducted by conference call, video teleconference, and face-to-face.

- Board members are reimbursed for mileage and overnight lodging when necessary.

Trustees may not miss more than two consecutive Board meetings. Each county may name up to two alternate trustees to attend Board meetings when the primary trustee cannot participate, assuring that your county society can provide input and receive information

without interruption. (Alternates may attend all meetings if desired.)

- Board members serve staggered two-year terms beginning on July 1 following the WMS Annual Meeting in June.

Members of the WMS Board of Trustees shall:

- Determine the organization's mission & purpose.
- Select the chief paid executive, not the staff.
- Support the chief executive and assess performance.
- Ensure effective organizational planning.
- Ensure adequate resources (funds, time, staff, technology, etc).
- Monitor and strengthen programs and services
- Promote the organization's image and know when to speak.
- Ensure legal and ethical integrity and maintain accountability
- Recruit and orient new board members.
- Support, and attend all events sponsored or facilitated by WMS.
- Prepare for and attend meetings.
- Govern strategically.
- Make knowledge-based decisions.
- Respect confidentiality
- Respect diversity and new ideas.
- Avoid conflicts of interest.
- Promote membership, sponsorship and activities.
- Assess board performance.





Strategic Plan

MISSION: Advocating for Wyoming Doctors and Their Patients

Goal 1: Voice of Medicine

Utilize the powerful, effective & unified voice of WMS to improve the physician practice environment and quality of healthcare for Wyoming patients

Strategies

- Encourage the adoption of meaningful liability reform to improve access to care for Wyoming patients
- Reinforce the physician's role as the leader of the health care team
- Effectively protect and strengthen the viability of medical practice in Wyoming
- Promote patient-centered, cost-efficient, physician-directed systems of care with equitable reimbursement
- Support state and federal candidates for elected office who will uphold the principles of quality, physician-lead healthcare models

Tactics

- Develop a long-term strategic advocacy plan to address priority issues
- Create a proactive media plan to effectively utilize local and statewide media to deliver key messages, including advocacy priorities and efforts, to the public
- Recruit support of WYOPAC to better influence statewide and federal election results

Goal 2: Member Experience

Grow membership and increase provider participation and involvement to ensure the future health of the organization

Strategies

- Reach 75% membership by 2015
- Clearly and effectively communicate WMS benefits and values to current and prospective members of WMS
- Provide resources to assist members with practice management, maintaining legal compliance, and more.
- Foster physician professionalism

Tactics

- Develop methods for clearly communicating to WMS members the benefits and value of membership in WMS
- Effectively use the WMS web site to communicate with members and provide opportunity for members to communicate with WMS and each other
- Continue to develop and improve WMS newsletter content, design and distribution
- Host social opportunities for members to network and foster meaningful relationships among peers & other healthcare professionals

Goal 3: Environment and Public Awareness

Enhance the public image of WMS-members by strengthening physicians' trusted leadership role in communities

Strategies

- Support the vitality of Wyoming's physician workforce
- Provide practice-based materials to improve effectiveness and awareness of public health initiatives
- Proactively communicate with patients to enhance the visibility and understanding of physicians and the practice of medicine

Tactics

- Develop a separate physician recruitment and retention web tool promoting Wyoming medicine
- Serve as an active liaison, building relationships with residents and medical students
- Maximize hospital relationships
- Foster partnerships with WY Dept. of Health and others to educate the public and physicians
- Further develop and improve WMS magazine content, design and distribution to better reach healthcare consumers throughout the state

Goal 4: Knowledge Center

Be the leader in education and training resources for physicians and physician assistants

Strategies

- Provide professional skills training to Wyoming physicians that meets their varied leadership and development needs
- Develop peer networks for discussion, problem solving, and best practice sharing
- Host targeted, relevant continuing medical education using a range of delivery mechanisms

Tactics

- Identify and deliver media training opportunities for board members
- Use technology to conveniently deliver CME content in a variety of methods including webinars and podcasts
- More effectively use the CME committee to develop meaningful annual meeting content and design

2016-17 WMS Committees

STANDING COMMITTEES

The Executive Committee

Paul Johnson, MD, Cheyenne
Joe McGinley, MD, PhD, Casper
Lisa Finkelstein, DO, Jackson
Robert Monger, MD, Cheyenne
Stephen Brown, MD, Casper
David Wheeler, MD, Casper
Sigsbee Duck, MD, Rock Springs

Budget and Finance Committee

Lisa Finkelstein, DO - Chair
Paul Johnson, MD
Joe McGinley, MD
Sigsbee Duck, MD
Robert Kanard, MD

The Nominating Committee

Sigsbee Duck, MD
Michael Tracy, MD (2017-2019)
Valerie Lengfelder, MD (2016-2018)
Michael Flaherty, MD (2016-2018)
Sarah Hartsaw, MD (2017-2019)

Strategic Planning Committee

Paul Johnson, MD - Chair
Joe McGinley, MD

AD HOC COMMITTEES

Bylaws Committee

Joe McGinley, MD
Brad Hanebrink, DO
Larry Kirven, MD
Dean Bartholomew, MD
Bob Cummings, PA-C
Sheila Bush, Executive Director
Nicholas Healey, JD

Legislative Task Force

Dean Bartholomew, MD
Paul Johnson, MD
Robert Monger, MD
Stephen Brown, MD
David Wheeler, MD
Joe McGinley, MD
Sigsbee Duck, MD

WWAMI Task Force

Robert Monger - Chairman
Mark Wurzel, MD
Michael A. Jording, MD
Donald Kirk, MD
Steve Brown, MD
Jamie Broomfield, MD
Larry Kirven, MD - ExOfficio
Marivern Easton - ExOfficio
Sheila Bush - ExOfficio

WMS Scholarship Committee

Michael Jording, MD - Chairman
Reed Shafer, MD
Ty Battershell, MD
Sarah Durney, MD, Powell
Marivern Easton, Laramie ~ Ex Officio
Larry Kirven, MD, Buffalo – Ex Officio
Sheila Bush, Executive Director – Ex Officio

WMS Annual Meeting CME Committee

Paul Johnson, MD - WMS President
Dean Bartholomew, MD - WAFP
Bob Cummings, PA-C - WAPA
Andy Rose, MD - WY-AAP
Jerry Calkins, MD - WASA
Mike Tracy, MD - WACP
Jason Collison, MD - WAPP
Anne Miller, MD - WOA
Joe McGinley, MD – (WMS)

WMS Membership Committee

Robert Monger, MD – Chief Editor
Sheila Bush – Editor, Designer and Publisher
Bradley Hanebrink, DO
Sigsbee Duck, MD
Kristina Behringer, MD
Paul Johnson, MD

BoM – WMS Liaison Committee

Robert Monger, MD
Dean Bartholomew, MD
Stephen Brown, MD
WMS Executive Director
BOM: TBD by the BoM

WMS Membership Benefits



The Wyoming Medical Society provides members with valuable membership services, discounts, legislative advocacy, public health promotion, and a strong voice of representation across a wide mix of state and federal programs.

- Effective leadership
- Strong, successful legislative advocacy
- Medical liability reform efforts
- Discounts with WMS Preferred Vendors, including 5% off medical malpractice insurance with The Doctors Company (TDC)
- CME opportunities

RELEVANT & TIMELY COMMUNICATION

- WMS newsletters & issue updates provide accurate and up to the minute information on critical health care issues.
- Website provides a wealth of up to date information and interactive communication.
An exclusive Members Only section provides more detailed information for WMS members.
- Tailored information sent to members to meet specific communication needs.
- Quarterly reports updating members on the activity of the Board of Trustees
- Wyoming Medicine magazine published bi-annually to inform members of important issues, educate the public about important medical topics and improve the image of medicine in Wyoming.
- Annual meeting offering CME opportunities, discussion about relevant health care topics, and networking with like-minded professionals

STRATEGIC PARTNERS

**Mountain Pacific
Quality Health**

**UW Family Practice
Residency Programs**

**Wyoming Association
of Physician Assistants
(WAPA)**

**Wyoming Health
Resources Network
(WHRN)**

**Wyoming Hospital
Association**

**Wyoming WWAMI Medical
Education Program**

WYOMING MEDICAL SOCIETY

Advocating for doctors since 1903

WMS Membership Benefits

PREFERRED VENDOR

EXCLUSIVE MEMBERSHIP BENEFITS

The Doctors Company is the exclusively endorsed medical malpractice carrier for the Wyoming Medical Society. Founded by doctors for doctors, The Doctors Company has been defending, protecting, and rewarding doctors for over 25 years.

Wyoming Medical society members qualify for a 5% premium discount.

Dray, Dyekman, Reed & Healey, P.C. has worked with physicians for over 30 years to find creative, effective solutions to complex business, regulatory, and information privacy and security issues in the healthcare industry. The firm's lawyers are members of the American Health Lawyers Association, the American Bar Association and Wyoming State Bar health law sections, and the American Society of Medical Association Counsel.

Senior partner Nick Healey, JD serves as legal counsel to the Wyoming Medical Society and offers special agreements available only to WMS members.

Medical TeleCommunications is a physician answering service located in Englewood, Colo. and owned by the Arapahoe-Douglas-Elbert Medical Society. Medical TeleCommunications features a staff of 25 and currently is the preferred answering services for the majority of practices in the Denver market.

Medical TeleCommunications offers WMS members a discount on its answer services. For full discount information, contact Medical TeleCommunications directly.

The Office Assistant has been in operation since 1996 and is owned by Amy Hayes, MBA, CCS, CCS-P, CHA, CMBS. OA offers all varieties of "back office" services to Wyoming clinics and medical practices. Since inception OA has developed into a company that offers state-of-the-art professional auditing, coding and billing services.

The Office Assistant is the preferred vendor for Wyoming Medical Society members with special discounts available to WMS members for ICD-10 coding services and much more.

OfficeDepot and **TechDepot**

Discounts are available to WMS members for office supplies and technology devices.

Lucet Advisors is a leading destination for medical professionals for insurance, financial planning, business succession planning, and investment advice. Lucet is passionate about helping medical professionals attain their greatest financial goals, and to keep more of what they make on their balance sheet.

Complimentary Financial Review including analysis for medical office business owner/practice insurance, disability buyouts, Insurance for employees, benefits for employees, retirement and savings, strategies for deferred comp, and buying into a practice.



Exciting Changes in WMS Member Benefits

The Wyoming Medical Society (WMS) announced recently it has partnered with its second medical malpractice insurer to gain discounts on medical malpractice premiums for our members.

In addition to its long-running 5 percent discount through The Doctors Company, WMS members are now also eligible for a 5 percent discount through UMIA.

UMIA also offers its clients other discounts, available at umia.com.



Non-WMS members interested in enjoying the UMIA discount are encouraged to join WMS before contacting Michelle Schum at USI Insurance in Cheyenne to obtain this additional discount. Schum is available at 307-637-2532 or michelle.schum@usi.com. To join WMS go to wyomed.org or call 307-635-2424.

The WMS continues to exclusively endorse The Doctors Company as its preferred medical liability insurer and The Doctors Company continues to offer WMS members a 5 percent discount.



The Doctors Company, the nation's largest physician-owned medical malpractice insurer, has been providing superior protection to Wyoming physicians for over 35 years. WMS members are eligible for claims-free

credits, participation in the company's multi-year dividend program, and an ironclad consent-to-settle guarantee.

To learn more about the exclusive benefits of The Doctors Company, contact Susan Miller at The Doctors Agency of Wyoming at (800) 451-9829 or smiller@tdawy.com.



Friends of the WMS - Supporters of Physicians

The Friends of the WMS program offers support to the WMS, while ensuring Wyoming physicians remain aware of developments in the business of medicine. This years Friends of the WMS are listed below. Friends sponsorships are made at the diamond, platinum, and gold levels.

DIAMOND LEVEL

Cheyenne Regional offers a comprehensive line of healthcare services, including Cardiovascular, Cancer, Orthopedics, Neurosciences, Women and Children's Services, Trauma, Wound Management & Hyperbaric Medicine, Rehabilitation, Home Care, Hospice, Behavioral Health, Medical Imaging and Lab Services.

Cigna is a global health service company dedicated to helping people improve their health, well-being and sense of security. Cigna have sales capability in 30 countries and jurisdictions, and more than 90 million customer relationships throughout the world.

UCHealth's hospitals and clinics have been trusted health care destinations for generations of Coloradans. We're poised and eager to meet the health care needs of families in Colorado, and the Rocky Mountain region, for generations to come.

PLATINUM LEVEL

Since 1908 **Colorado Childrens Hospital** been caring for kids at all ages and stages of life. We see more, treat more and heal more children than any hospital in our seven-state region. And since we're pioneering treatments that are shaping the future of pediatrics, we're providing the best possible care years before it becomes available at other hospitals.

The Doctors Company is the exclusively endorsed medical malpractice carrier for the Wyoming Medical Society. Founded by doctors for doctors, The Doctors Company has been defending, protecting, and rewarding doctors for over 25 years.

Blue Cross Blue Shield Wyoming is a not-for-profit health insurer with offices throughout the state. Ever since a small group of caring, persistent Wyoming women helped us put down roots in 1945, everything we do is aimed at better healthcare for Wyoming.

Premier Bone & Joint Centers employs seven physicians and an administrative and clinical staff of over 120 at its 33,000 square foot clinic at 1909 Vista Drive in Laramie, with satellite clinics throughout Wyoming.

The Doctors Company is the exclusively endorsed medical malpractice carrier for the Wyoming Medical Society. Founded by doctors for doctors, The Doctors Company has been defending, protecting, and rewarding doctors for over 25 years.

The Utah Medical Insurance Association (UMIA) was born out of necessity in 1978 when all commercial "for profit" insurance providers discontinued medical liability coverage in Utah. UMIA has since joined the MMIC family.

GOLD LEVEL

University of Utah Health Care is the Intermountain West's only academic health care system, combining excellence in patient care, the latest in medical research, and teaching to provide leading-edge medicine in a caring and personal setting.

SILVER LEVEL

Lucet Advisors is a leading destination for medical professionals for insurance, financial planning, business succession planning, and investment advice.

Dray, Dyekman, Reed & Healey, P.C. has worked with physicians for over 30 years to find creative, effective solutions to complex business, regulatory, and information privacy and security issues in the healthcare industry.

USI is a leader in insurance brokerage and consulting in P&C, employee benefits, personal risk services, retirement, program and specialty solutions.

Wyoming Army National Guard Recruiting The Wyoming Army National Guard's more than 1,500 soldiers live in every Wyoming county and work in one of 16 Wyoming communities.



Become a WMS Member



Joining your Wyoming colleagues as part of the Wyoming Medical Society is easier than ever with three enrollment options:

- Complete and submit this form using the envelope provided.
- Apply online at <http://www.wyomed.org/user/register>.
- Call the WMS office at 307-635-2424.

YES! I WOULD LIKE TO JOIN THE WYOMING MEDICAL SOCIETY!

Name _____ MD/DO/PA

Specialty _____ DOB _____

Practice name _____ Office manager _____

Phone _____ Fax _____

Practice address _____

City _____ State _____ ZIP _____

Home Phone _____ Cell _____ Email _____

Home Address _____ City _____ State _____ Zip _____

Medical education _____ Date of graduation _____

Wyoming license number _____ Date obtained _____

First year practicing medicine _____ First year practicing medicine in Wyoming _____

Spouse's name _____ Spouse's email _____

Please list two physician references:

1. Name _____ Phone _____

2. Name _____ Phone _____

Signature _____ Date _____

WYOMING MEDICAL SOCIETY

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Become a WMS Member

MEMBERSHIP LEVELS, DUES & RATES

No money is due at the time of enrollment; simply select the membership features most appropriate for you.

- Physician Membership – \$475**
Join the WMS and support our efforts to advocate for Wyoming physicians and their patients. (Open to MDs and DOs only)
- Physician Assistant Membership – \$50 x _____**
Your healthcare team's voice is stronger when Physician Assistants participate. (PAs may join as individuals, or practices may purchase memberships for staff PAs at \$50/each.)
- American Medical Association Membership – \$420**
Your participation at the state AND national level can truly help shape the future of medicine. (Establishing your AMA membership through WMS helps our organization via a commission structure.)
- County Medical Society – \$ _____**
County dues are individually set by each county medical society.*

OTHER RECOMMENDED DUES

- WYOPAC – \$100 Membership**
- WYOPAC – \$250 Capitol Club Membership**
- WYOPAC – \$500 Inner Circle Membership**
WYOPAC, the Wyoming Medical Society's Political Action Committee, fights for Wyoming physicians by helping to elect state and federal candidates who support the WMS policy agenda. By electing legislators who will reduce the cumbersome regulations that inhibit the practice of medicine, our lobbyists can help enact meaningful reform for the health care industry. Please visit www.wyomed.org/wyopac for more information and a full list of membership opportunities and benefits.‡
- CME Tracking Service – \$50**
WMS is able to document and submit CME hours for the Wyoming Board of Medicine's CME requirements, specialty societies, and the AMA.
- AMA Foundation Contribution – \$25**
Give for the future by supporting students in the WWAMI medical education program at the University of Wyoming, or another designated cause.
- Centennial Scholarship Fund – \$ _____**
Support Wyoming's future by donating to the WMS scholarship fund dedicated to helping first year WWAMI students and outstanding WWAMI graduates.

TAX INFORMATION

Wyoming Medical Society and AMA dues are not tax deductible as charitable contributions for income tax purposes, but may be tax deductible as ordinary and necessary business expenses, excluding the portion used for association lobbying activities. WMS estimates that 15% of your 2014 WMS dues are not deductible because of lobbying activities on behalf of its members. AMA estimates that 55% of your 2014 AMA dues are not deductible because of lobbying activities on behalf of its members.

** Annual county dues are as follows: Natrona - \$125; Campbell - \$100; Sheridan - \$75; Albany, Carbon, Laramie, Sweetwater - \$50; Uinta - \$45; Fremont - \$40; Northwestern, Teton - \$25; Goshen - \$15; Converse, Johnson, Northeastern, Platte - \$0*

‡ Because WYOPAC dues are used to contribute to the campaigns of political candidates, payment of this portion of your dues may not be made using a corporate check or credit card. WYOPAC is not affiliated with the American Medical Association (AMA) or the American Medical Political Action Committee



The Governing Documents

Board member should read all governing documents. The corporate concept of “duty of obedience” requires adherence to these documents.

Mission Statement

The mission statement -- or statement of purpose -- is the single most important governing document. It is the justification for the IRS issuing tax-exempt status to the organization.

The mission statement guides the board and staff, and informs members, prospects and other organizations as to the reason for your existence. A mission statement is generally reviewed and updated when the strategic plan is developed. The trend is for a short, memorable statement that identifies the organization, the membership it serves, and what it offers.

Articles of Incorporation

The articles of incorporation are the primary rules governing the management of a corporation, and are filed with the state or other regulatory agency. State legislatures may amend the law periodically; thus staff must monitor changes to state corporate law.

Bylaws

A bylaw is a rule governing the internal management of the organization. Bylaws cannot supersede local, state or federal laws.

The founding directors draft the initial bylaws under the authority of its articles of incorporation. Bylaws generally cover topics such as membership categories, how directors are elected, how meetings are conducted, standing committees, and descriptions of responsibilities.

The general membership typically must ratify amendments to the bylaws. The IRS requires that amendments to the governing documents be submitted annually in the Form 990.

Policies

A policy interprets the governing documents and is usually maintained in the form of a policy manual; for example, a policy on investing the organization’s savings. The policy development process includes the identification of recurring issues and the best alternatives elected by the board.

Policies can be adopted or changed by the board without involving the general membership. The authority and rationale for policies are always found in the meeting minutes. Consider policies as the wisdom of the board passed on to future leaders and staff.



WMS Bylaws

WMS Bylaws Adopted 1999, Amended 2006, 2008, 2013, 2016

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 years 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.

WYOMING MEDICAL SOCIETY

POLICY MANUAL
Adopted January 15, 2011

GOVERNANCE STRUCTURE

ARTICLES OF INCORPORATION

The articles are the contract between the corporation, Wyoming Medical Society, and the state of incorporation, Wyoming. When filed with the state, the corporation comes into existence with all of the powers of a corporation. The articles are the seminal corporate document and take precedence over all other corporate documents, including the bylaws.

BYLAWS

The bylaws are the fundamental association legal documents, the most often referred to, and certainly the documents with which all members of the association constituency are, and should be, most familiar.

The bylaws are the contract between the association and the individual members and embrace a variety of key issues.

ANTITRUST Adopted January 2011

Each new member of the Board of Trustees, Committee Chairs and members of Committees must read and sign the adopted Antitrust Policy Form (appendix A).

CONFLICT OF INTEREST Adopted January 2011

Each officer, director, committee chair, and staff member of the organization must avoid actual and apparent conflicts of interest that would impair their ability to discharge their responsibilities to the organization with the necessary loyalty and integrity. Each new member of the Board of Trustees and any employee of WMS must read and sign the adopted Conflict of Interest Policy and Disclosure Form (appendix B).

WHISTLEBLOWER Adopted January 2011

WMS is committed to maintaining an organizational environment that is open to and fosters communication concerning all aspects of operations, including compliance with high ethical standards, all applicable laws, appropriate accounting principles and Society policies. Each new member of the Board of Trustees and any employee of WMS must read and sign the adopted Whistleblower Policy and Disclosure Form (appendix C).

FINANCIAL MATTERS Approved October 2010

Fiscal Year: The fiscal year of the Wyoming Medical Society is January 1 through the following December 31.

Budget Process: The organization shall adopt an Annual Budget to guide the organization in each fiscal year exercising sound and appropriate fiscal responsibility.

Financial Signing Authority: The Executive Director has financial authority to execute or electronically sign for expenditures of \$1,000 or less. For expenditures greater than \$1,000 permission of the sitting Secretary/Treasurer is required. A majority vote of executive committee members is required for expenditures greater than \$3,000 if they are not accounted for in the annually approved budget.

Annual Review: An annual review of the financials shall be conducted. The Board of Directors will review and approve an audit firm specializing in non-profit reviews and audits at least once every three years. The staff is authorized to prepare a financial statement from the report in suitable condensed form for approval and submittal by the treasurer to the members at the appropriate meeting of the association.

Investment Policy: The purpose for investment, objectives, asset allocation, prohibited transactions and review process is outlined in the WMS Investment Policy (appendix D). Incoming WMS Board Secretary/Treasurer and Finance Committee Chairman shall sign review and sign the investment policy each June at the annual meeting of the WMS Board of Trustees.

TRAVEL

Members of the Board of Trustees shall be reimbursed for expenses for mileage, lodging and food incurred while participating in quarterly meetings of the Board of Trustees.

AMA DELEGATE AND ALTERNATE DELEGATE TRAVEL

Approved December 2005

The AMA Delegate and Alternate Delegate will be reimbursed according to the following schedule that shall be regularly reviewed and updated.

Airfare for two meetings each year

Lodging for two meetings each year

4 nights Interim Meeting

5 nights Annual Meeting

Per Diem will be paid at \$100 per day

5 days Interim Meeting

6 days Annual Meeting

IRS FORM 990 DISCLOSURE Adopted January 2011

The organization will supply Form 990, Return of Organizations Exempt From Income Tax, to individuals or firms that request it. The request must be in person or in writing. If the request is in person, the request will be honored on the day of the request. If the request is in writing the request will be honored within 30 days. Organization will charge a reasonable copying and postage cost.

MEETING MINUTES Adopted January 2011

The purpose of taking minutes at meetings is to protect the organization and the people who participate in the meeting. The minutes are not intended to be a record of discussions, or serve as a newsletter for the organization but rather to accurately reflect the meeting and the decisions that are made. The minutes are to be as brief as possible and only reflect action taken at the meeting.

Accurate minutes shall be kept for all official meetings, including committee meetings when appropriate.

Minutes shall be a record of what was considered and accomplished at the meetings, not a record of conversations, reports or work assignments. They will not include sidebar conversations, if they occur. Minutes shall indicate the place, date and time of the meeting and the names of all participants at the meeting, including persons arriving late or leaving early, guests and staff.

Drafts of minutes, notes and audio or video recordings shall NOT be retained in the files of the organization officers, directors, committee members and office once the minutes are approved. The Executive Director and staff must be sure they are discarded. Minutes shall be safeguarded in the permanent files.

Minutes shall be distributed for review and consideration of the board prior to the following board meeting and will be approved at that meeting.

OFFICERS AND BOARD OF TRUSTEES Adopted January 2011

Attendance at meetings of the Board of Trustees shall normally be limited to members of the Board, appointed officers, legal counsel, such members of the staff as may be required, and such invited members, expert guests, and suppliers to the association as may be required from time to time to effectively and expeditiously carry on the business of the Board of directors.

Members of the trade and public press, in accordance with general association and public practice, shall normally not be invited to attend Board meetings, although officers will conduct such post-meeting press conferences as are believed necessary, and the minutes of the meeting shall be available on request for inspection at all times after their approval.

EXECUTIVE DIRECTOR SEARCH AND SELECTION Approved September 2007

In the event that the Wyoming Medical Society Board of Trustees is in a position to search for and select a new Executive Director the following process shall be implemented as approved by the WMS Board of Trustees in 2007.

Current WMS President appoints a search committee of no more than seven members including WMS legal counsel. When appropriate the outgoing executive director is included as one of the members who are asked to participate. The full WMS Board of Trustees determines a reasonable and fair budget for the committee to utilize for the process.

The selection committee carries out the search process including posting the vacancy and working with any outside consultant to assist in the selection and hiring process. The committee selects their first and second choice candidates and offers the position to the first choice candidate. The WMS President in consultation with the Executive Committee executes negotiations for compensation and the final contract agreement.

RECORD RETENTION AND SAFEGUARDS

The Board of Trustees recognizes the need to preserve and protect the historic records of the organization. Therefore the Board has adopted this policy to be implemented by the staff of the organization in all formats including electronic and paper.

Financial Record Retention Period

| | |
|----------------------|-----------|
| Annual Review/Audit: | Permanent |
| Tax Form 990's: | Permanent |

Other Items:

| | |
|-------------------------------------|--------------|
| Retention | Period |
| Articles of Incorporation | Permanent |
| Bank Reconciliations | Three years |
| Bylaws | Permanent |
| Charts of Accounts | Permanent |
| Contracts and leases (expired) | Twenty years |
| Contracts and leases in effect | Permanent |
| Deeds, mortgages, bills of sale | Permanent |
| Depreciation schedules | Permanent |
| Employee records (terminated) | Three years |
| Employment applications | Three years |
| Financial statements & records | Seven years |
| Fixed asset records | Permanent |
| Individual employee earnings | Six years |
| Insurance policies (expired) | Three years |
| Insurance records, claims, policies | Permanent |
| Payroll records and summaries | Seven years |
| Payroll tax returns | Five years |
| Retirement Plan Documents | Permanent |
| Tax return and worksheets | Permanent |

REPRESENTATION OF POLICY Adopted January 2011

Board Trustees, members or volunteers shall not make any representations or statements regarding Policies or positions of the Society except in strict conformity with written policy statements duly adopted and published by the organization.

APPARENT AUTHORITY Adopted January 2011

Any communication on behalf of WMS shall be official, at the direction of the full executive committee, Board of Trustees or Executive Director. No statements shall be made, either verbal or written, that conflict with the position or policy of WMS. Leadership and staff should understand that by virtue of their position, statements may be perceived by the public or media as official and on behalf of WMS. To control official communications, stationery and business cards shall be for use by the staff only.

Members of the board and committees may not use WMS letterhead. Staff will prepare letters sent on behalf of the organization with a copy remaining in the office. Exceptions may be made to the policy as long as the purpose of the communication is made known and approved by the executive committee or executive director in advance; if the exception is approved, a copy of the communication shall be provided to staff within 24 hours of dissemination for permanent file retention.

Members of the board and committees are not to make use of the WMS logo or sign any written communication (electronic or hardcopy) using their title associated with the Wyoming Medical Society without prior approval by the executive committee, board or executive director.

SEXUAL HARASSMENT POLICY Adopted January 2011

WMS is committed to maintaining an organizational atmosphere free from sexual harassment. WMS realizes its moral and legal obligations to ensure that all members are provided a discrimination free environment to accomplish the mission of the organization and to function effectively at organization activities. Sexual harassment by anyone whether occurring within or without the confines of a meeting, while involved in organization-related functions, or at social gatherings, will not be tolerated by WMS.

Because WMS takes allegations of sexual harassment seriously, it will respond promptly to complaints of sexual harassment and where it is demonstrated that such harassment has occurred. WMS will act promptly to eliminate the harassment and impose such corrective action as is necessary.

APPENDIX

FORMS

APPENDIX A

ANTITRUST COMPLIANCE Adopted January 2011

CORPORATE POLICY STATEMENT ON ANTITRUST

It is the policy of the Wyoming Medical Society (WMS) to comply fully with all laws and regulations that govern its operations and to conduct its affairs in keeping with the highest moral, legal, and ethical standards. Accordingly, it is WMS' antitrust policy to compete vigorously and fairly, and in accordance with all applicable antitrust and competition laws.

No employee, member of the Board of Trustees, or committee member will act in any manner which is inconsistent with this policy, will qualify or compromise it, or will authorize or condone violations.

IMPLEMENTATION OF POLICY

All WMS employees, members of the Board of Trustees, consultants, and other persons who perform fiduciary responsibilities on behalf of WMS will receive, and should fully understand WMS' antitrust policy and compliance guidelines. These individuals are required annually to execute statements certifying compliance with applicable policies and disclosing any information that would reveal a conflict of interest.

VIOLATIONS OF THIS POLICY

Intentional violation of this policy will result in discipline, up to and including discharge/removal from office. If a violation results from inexperience or excusable lack of information, less severe action may be appropriate.

SPECIFIC COMPLIANCE REQUIREMENTS

The basic objective of the antitrust laws is to protect the free market – practices that interfere with free competition should be eliminated, so that each business has a fair opportunity to compete on the basis of quality, price and service. To accomplish this, the antitrust laws prohibit conduct that has unreasonably anticompetitive effects.

The basic provisions of the Federal Antitrust Laws are contained in the Sherman Act, the Clayton Act, and the Federal Trade Commission Act, and may be summarized as follows:

- a. The most important portions of the Sherman Act are Section 1, which deems illegal all contracts, combinations, and conspiracies that unduly or unreasonably restrain trade, and Section 2, which renders illegal any monopoly or attempt to monopolize any part or segment of trade. Professional associations, such as WMS, automatically meet the "Contract, combinations and conspiracy" of these laws, as they are comprised of independently competing individuals/entities.
- b. Section 2 of the Clayton Act generally makes it unlawful to sell, or knowingly induce the sale of, goods or services at discriminatory prices, or to receive discrimination in price, where the effect may be "to substantially lessen competition or to tend to create a monopoly in any line of commerce." Section 3 of the Clayton Act makes it unlawful to lease or sell goods on the condition or understanding that the lessee or purchaser will not use or deal in the goods of a competitor or the leaser or seller (i.e., "Tie-In" Sales), where the effect may

be to “substantially lessen competition or to create a monopoly in any line of commerce.”

c. Finally, the Federal Trade Commission (FTC) Act declares unlawful “unfair methods of competition in commerce, and unfair or deceptive acts or practices in commerce.” This Act is basically a catchall whose broad coverage is designed to encompass unfair methods of competition and deceptive practices not expressly covered by other rules.

GUIDELINES

The majority of specific rules in the WMS antitrust policy can be summarized into a series of “Dos” and “Don’ts.” These are not a substitute for a thorough understanding of the various subjects, but they do cover many of the areas that can present serious antitrust problems.

CONDUCT IN GENERAL

- Do compete vigorously and independently at all times.
- Do conduct activities in an ethical way and always adhere to the principles of honesty and forthrightness.
- Do act at all times in a manner that will evidence to everyone that you are competing vigorously.
- Do abide by WMS’ conflict of interest policies and procedural safeguards that minimize the risk of investigations and unintentional law violations.
- Do contact legal counsel if you have any question concerning the lawfulness of any action
- Don’t make personal or business use of any information concerning your competitors, which you obtain through your service with WMS.

THE WYOMING MEDICAL SOCIETY

ANTITRUST AND TRADE REGULATION CERTIFICATE

This is to certify that I have read the Corporate Policy Statement on Antitrust dated January 15, 2011 and that, to the best of my knowledge, I understand the laws, policies, practices and recommendations outlined therein which are applicable to my responsibilities, and that I am in compliance with them and will follow them in the future. I agree that I shall advise the WMS executive director and leadership whenever any matter or activity comes to my attention that requires interpretation or clarification of, or which may be inconsistent with, the policies outlined in the Guidelines.

Date: _____

Name Printed

Signature

APPENDIX B

CONFLICT OF INTEREST POLICY AND DISCLOSURE FORM Adopted January 2011

In order for WMS to further the purposes for which it is organized and to maintain its standing, it is important that all decisions and actions be free of undue influence by any special interests of individual members. Officers, directors, committee members and staff acting on behalf of WMS have a fiduciary duty, including the duties of loyalty, diligence and confidentiality. Despite the self-interests that members inevitably have, those in positions of responsibility are obligated to act in utmost good faith on behalf of WMS.

Conflicts of interest arise when those in positions of responsibility have personal or outside financial, business or professional interests or responsibilities that conflict with their duties to WMS. Of basic importance is the degree to which the interest would tend one toward bias or pre-disposition on an issue or otherwise compromise the interests of WMS.

A conditional, qualified or potential conflict of interest can arise when the outside interest is not substantial in size or does not relate significantly to any contemplated action that WMS may take. For example, a person might hold a minor financial interest in a company wishing to do business with WMS. In such a case, disclosure is ordinarily sufficient to deal with this type of conflict of interest, provided that there is no expectation that one's duty of loyalty to WMS would be affected.

A direct conflict of interest arises when an individual holds a position of responsibility with WMS and also holds a material interest in the issue at hand. Direct conflicts of interest arise, for example, when an individual engages in a personal transaction with WMS or holds a material interest or position of responsibility in an organization involved in a specific transaction with WMS. Such a situation places the person in the impossible position of attempting to represent both WMS and his or her personal interests or those of the other organization. The appropriate and necessary course of action in such cases is to disclose the conflict and recuse oneself (i.e., remove oneself from the deliberations and the vote on the issue).

In rare circumstances, an individual may have such a serious, ongoing and irreconcilable conflict that resignation from the position with WMS or the conflicting entity is appropriate.

Dealing effectively with actual or potential conflicts of interest is a shared responsibility of the individual and the organization. The individual and organizational roles and responsibilities with regard to conflicts of interest follow are as follows:

1. All individuals who serve in positions of responsibility with WMS must not only avoid conflicts of interest, but the appearance of a conflict of interest as well. This includes officers, directors, committee members and staff acting on behalf of WMS. Decisions on behalf of WMS must be based solely on the interests of WMS and its membership. Decisions must not be influenced by desire for personal profit or other extraneous considerations.
2. Officers, directors, committee members and staff acting on behalf of WMS shall annually sign a statement disclosing any outside interests or relationships, affiliations, investments, compensation or other situations that may represent or appear to represent a conflict of interest.
3. When an officer, director, committee member or staff, acting on behalf of WMS, believes that an individual may have a conflict of interest that has not been properly recognized or resolved, the officer, director, committee member or staff is obligated to raise that issue and seek proper resolution.
4. In addition, any member may raise the issue of conflict of interest by bringing it to the attention of the Board of Trustees through the president or the executive director. The final resolution of any conflict of interest shall rest with the Board.

Additional Rules of Conduct

5. When a potential transaction or agreement with WMS is presented for consideration at a meeting or other deliberation involving the participation of an officer, director, committee member or staff, acting on behalf of WMS, such person shall disclose any position of responsibility or significant relationship to the person or organization involved in the potential transaction or agreement. This disclosure shall be made even if the position or relationship has otherwise been disclosed in the documents filed with WMS. If the discussion includes consideration of confidential information that should not be disclosed to the outside person or organization, the individual involved shall be absent from the portion of the discussion involving the confidential information. When a motion is made for approval of a transaction or agreement with WMS, the appropriate course of action is to disclose the conflict and recuse oneself (i.e., remove oneself from the deliberations and the vote on the issue).

6. When WMS considers the adoption of policy that relates directly to a specific and financial focus of business or professional activity engaged in by an officer, director, committee member or executive staff by such individual's employer, or by an entity in which the

individual has a substantial financial interest, the individual shall disclose the nature of the relationship to the issue before speaking to the issue. When a motion is made for approval, the appropriate course of action is to disclose the conflict and recuses oneself

7. The responsibilities of an officer or director to an employer may at times require that individual to engage in activity that may interfere with the goals or initiatives of WMS. Whenever possible, the individual involved should avoid such activity, consistent with the responsibilities to the employer. When conflicts are not avoidable, the individual involved shall disclose to the president or executive director, in advance, any specific anticipated employment activity that may be expected to create a conflict. In representing the employer, the individual involved shall make it clear that he or she is acting on behalf of the employer and not as an officer or director of WMS. Should the employment activity of the individual involved require the individual to act in actual conflict with WMS repeatedly or over an extended period of time, the Board member should consider whether the employment activity is compatible with service to WMS. The final decision on such matters rests with the individual involved, subject to any provisions that might exist for removal of an officer or director in the bylaws.

Conflict of Interest Disclosure Form

I, _____, acknowledge and agree that (1) I have read and understand the conflict of interest policy of WMS; (2) I understand the requirements for reporting any potential conflicts during the term of my position with WMS; (3) to the best of my knowledge, information and belief I have disclosed all interests that may create a conflict of interest below; and (5) I shall report any additional conflicts to the Board of Directors as they arise.

1. Outside Interests. Identify any interests that you or a member of your immediate family have in which you hold a position, including but not limited to a board or officer position, or have a material financial interest in any concern from which WMS obtains, or might reasonably in the future be expected to obtain, goods or services, or which is, or might reasonably be expected in the future to be, engaged in activities that compete with the existing or anticipated activities of WMS.

2. Outside Relationships. Identify any relationships in which you render directive, managerial or consultative services to any concern that does business with or competes with WMS.

3. Affiliations. List memberships on the board of directors, officer positions, editorial positions, committee positions or status as a paid or non-paid consultant in any healthcare-related association or business concern.

4. Investments. List and describe with respect to you and your immediate family all investments constituting a material financial interest in any outside interest, as described in Question 1 above or a material financial interest in any healthcare-related business concern. A material financial interest is defined as holdings of five percent (5%) or more of stock or assets of a single commercial entity or an equity interest of \$25,000 or more in any one commercial entity or holding a financial ownership interest that contributes materially to the member's income or holding a position as partner, director, managing partner or key employee. For purposes of this disclosure, stock options shall be considered to be the ownership of an interest in an entity even if they have not been exercised or are not currently exercisable.

5. Compensation. Identify significant support from any commercial or other source, including any publishing, internet or e-commerce organization, engaged in the healthcare field or from any outside interest as described in Question 1 above. Significant support includes salary, stock options, royalty arrangements or dividends anticipated to produce more than \$2,500 in annual income, or payment for speaking engagements (exclusive of reimbursable travel costs) in excess of \$2,500 in any 12-month period. Please identify the range of the significant support (e.g., greater than \$2,500, greater than \$10,000, greater than \$25,000, greater than \$50,000, greater than \$75,000 or greater than \$100,000).

6. Other. List any other interests or activities in which you or your immediate family is engaged that might be regarded as constituting a conflict of interest or a potential conflict of interest.

Name (printed): _____

Signature: _____

Date: _____

**APPENDIX C
WHISTLEBLOWER POLICY Adopted January 2011**

General

The WMS Board of Directors, members, representatives and employees observe high standards of business and personal ethics in the conduct of their duties and responsibilities. As representatives of WMS, we all must practice honesty and integrity in fulfilling our responsibilities and comply with all applicable laws and regulations.

Reporting Responsibility

It is the responsibility of all these individuals to comply with the policies of WMS and to report violations or suspected violations in accordance with this policy.

No Retaliation

No Board member, member, representative or employee who in good faith reports a violation of any policy shall suffer harassment, retaliation or adverse consequence. An employee who retaliates against someone who has reported a violation in good faith is subject to discipline up to and including termination of employment. This policy is intended to encourage and enable employees and others to raise serious concerns within WMS prior to seeking resolution outside the organization.

Reporting Violations

WMS encourages an open door policy and suggests that board members, members and employees share their questions, concerns, suggestions or complaints with someone who can address them properly. In most cases, the executive director is in the best position to address an area of concern. However, if someone is not satisfied with the director's response, the individual is encouraged to speak with a member of the WMS Executive Committee.

Accounting and Auditing Matters

The Executive Director or Executive Committee should immediately be made aware of any complaints regarding accounting practices, internal controls or auditing.

Acting in Good Faith

Anyone filing a complaint concerning a violation or suspected violation of policy must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation of the code. Any allegations that prove not to be substantiated prove to have been made maliciously or knowingly to be false will be viewed as a serious disciplinary offense.

Confidentiality

Violations or suspected violations may be submitted on a confidential basis by the complainant or may be submitted anonymously. Reports of violations or suspected violations will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

Name (printed): _____

Signature: _____

Date: _____

APPENDIX D

WYOMING MEDICAL SOCIETY INVESTMENT POLICY

Purpose

The purpose of this plan is to provide a clear understanding of the investment policy, guidelines and objectives for the total portfolio of the Wyoming Medical Society, for the board of trustees, investment advisors, Wells Fargo Advisors and others.

This document provides a governing basis for the management and disposition of liquid assets (including cash and non-cash items) held as investments by the Society. The following guidelines have been set forth to give the investment advisors an overview of the general investment philosophy and orientation of the directors responsible for the fund. The intent is to give broad direction allowing for the flexibility necessary for the investment advisors to successfully implement their investment strategy. The board of trustees has allocated to the investment committee the responsibility for implementing these guidelines.

Investment Objectives

The principal objectives of the foundation's investment program shall be:

- generation of income to meet income needs should they occur
- growth of asset value at a rate greater than inflation (as measured by the Consumer Price Index)
- provide market (S&P 500) equivalent income

The approximate total value of the Society account is \$348,214 as of January 2017

Achieving these objectives will require assuming a moderate level of risk, a long-term investment horizon and diversification among assets. The funds will be invested to maximize total return (capital appreciation, interest and dividend income) consistent with a prudent level of risk.

Asset Allocation

The following asset allocation guidelines have been established by the board. Any deviation of 15 percentage points or more of the total portfolio beyond these limits in any asset category requires approval from the investment committee.

A. Cash and Equivalents - (0-10)%

Short-term investments (one year maturity or less) shall consist of obligations of the U.S. Government, U.S. Agencies, FDIC insured Certificates of Deposit, and domestic corporate issues rated A or better by at least one of the established rating agencies, and the two highest grades of commercial paper. Additionally, a money market fund or comparable investment vehicle with like investments may be used.

B. Fixed Income - (40% to 50%)

The quality of the fixed income securities shall not be rated less than "Baa/BBB" by Moody's or Standard and Poor's. Maximum ownership of any one issue, exclusive of U.S. Government issues shall be 15% of the fixed income portfolio at cost. Cash positions should conform to investments described in section A.

C. Domestic Equities - (40% to 50%)

The portfolio may hold common stocks publicly traded on U.S. Exchanges, NASDAQ listed stocks and securities convertible into such stocks. Equity investments in any major sector classification shall not exceed 20% of the market value of the total equity portfolio. Equity investments in any single issue shall not exceed 7% of the equity portfolio at market value.

D. International Equities (10% to 20%)

Allowable international equities are sponsored and unsponsored American Depositary Receipts (ADR's) or American Depositary Shares (ADS's) or other depositary securities of non-U.S. based companies traded in the U.S. and closed-end country funds. Equities of foreign domiciled companies that are traded in the U.S. may also be purchased so long as the securities are registered (or filed) with the Securities and Exchange Commission and traded on a recognized national exchange or over-the-counter market.

Asset Allocation (1/5/17)

| | Amount | Percent of Portfolio | Policy Range |
|------------------------|-----------|----------------------|--------------|
| Domestic Equities | \$203,279 | 58% | (40-50%) |
| International Equities | \$33,000 | 10% | (10-20%) |
| Fixed Income | \$108,117 | 31% | (40-50%) |
| Cash & Equivalents | \$3,818 | 1% | (0-10%) |
| Total | \$348,214 | 100% | |

Investments, either equity or fixed income, into companies that derive the majority of their revenues from alcohol or tobacco are not permitted.

Return Objectives/Loss Limits

The Society's compound annual total return objective for the total portfolio is an absolute return net after all expenses of the (consumer price index (CPI)) plus at least 4% of the beginning of year asset value adjusted for withdrawals. Returns will be measured over a 3 year period.

Although these investment objectives are long-term, performance and activities of the investment advisors will be evaluated at least semi-annually.

Standards of performance will include the best of:

- expected minimum net total return (appreciation plus income) exceeding inflation by 5% for equities and 3% for fixed income over (three) year period.
- expected total return compared to the market to equal or exceed an applicable equity or fixed income index.
- rank in the top half of similar "style" equity and fixed income managers each calendar year.

Losses over a 3 year period should be limited to 15% of the beginning value or maximum value, whichever is greater, in the equity portfolio and 5% in the fixed income portfolio.

Evaluation and Performance Criteria

The Investment Advisors can expect to be evaluated using both absolute and relative criteria. At least three of the following relative performance benchmarks will be used to evaluate overall performance in each area of portfolio allocation. Comparisons will be made at least semiannually.

Equities:

- S&P 500 composite index - largest 500 companies, weighted by capitalization
- Wilshire 5000 index - 5,000 companies, weighted by capitalization
- other managers with a similar investment style
- any other equity performance index with component issues similar to those of the equity portfolio

Fixed income:

- Barclay's Capital U.S. Aggregate Bond Index
- other managers with similar investment style
- any other fixed income performance index of issues with maturity and quality similar to the fixed income portfolio

Inflation:

- Consumer Price Index (CPI)

Prohibited Transactions

Investment activities in the following are prohibited:

- margin purchases
- private placements or other restricted securities
- commodities
- foreign issues, unless traded on U.S. Exchanges or markets
- companies that derive majority of revenue from alcohol or tobacco

Communication and Review

- Monthly: Monthly statements of activity are to be forwarded to the Society
- Semi-annually: Investment advisors should expect to provide semiannual portfolio presentations to the board which will include reports of portfolio status, time-weighted returns in accordance with association for investment management and research performance measurement standards, performance comparisons to appropriate benchmarks, economic outlook, investment strategy and other related matters which would be of interest to the board.
- Ongoing: Ongoing communication by phone, letter or personal consultation will be required as deemed necessary by the finance committee.

The board of director's places great trust in and emphasis on the investment strategy employed by the investment advisor. Any material changes to or deviations from the previously agreed upon approach must be communicated and justified to the board.

Plan Review

The investment advisor shall be responsible for reviewing these guidelines with the investment committee at least annually to assure that they remain valid and relevant.

The statement set forth herein shall be effective as of (date), until otherwise amended in writing by the board of the (name) foundation.

Signed this _____ day of _____

Date

Secretary/Treasurer

ARTICLES OF INCORPORATION

80981

*State of Wyoming
Wyoming Special
Society*

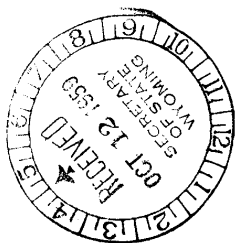
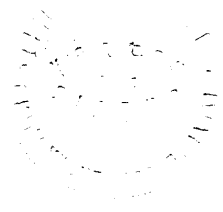
STATE OF WYOMING]
Office of the Secretary] ss

This instrument was filed on the *15th* day of *October* A.D. 19*39* at *1:30 P.M.* and recorded in Book *11* of Corporations, Page *11*.

JACK R. GAGE

By *Thomas J. Boggs* Secretary of State

Deputy



CERTIFICATE OF INCORPORATION
OF
WYOMING STATE MEDICAL SOCIETY

The undersigned make this Certificate in duplicate to elect to become a non-profit Wyoming corporation according to Session Laws of Wyoming, 1959, Chapter 189, as follows:

1. The name of this corporation shall be:

WYOMING STATE MEDICAL SOCIETY.

2. The corporation shall have perpetual existence.

3. The corporation is organized not for pecuniary profit and to represent doctors of medicine and to organize, encourage and assist their services to the people of Wyoming. Without in any particular limiting or restricting the object and powers of the corporation, it is provided that it shall have all powers to carry on its business now or hereafter granted to any corporation by the laws of the State of Wyoming or which are not forbidden by law in any state, territory, district or possession of the United States or any foreign country; including the right to invest and reinvest its funds in shares of stock of corporations to the extent it may lawfully do so and when so provided in the By-Laws; and including but not limited to the following powers: to promote the science and art of medicine; the betterment of public health and the welfare of the medical profession; to promote the similar interests of its component County and District Medical Societies; to unite with similar organizations in other states and territories of the United States to form the American Medical Association; to give finan-

BYRON HIRST
Law Offices
408 Boyd Building
CHEYENNE

56-97
10^{cc}

cial aid to any cause or institution, the primary objects of which are to improve the health of the citizens of the State of Wyoming and the United States; to aid in problems of research which directly or indirectly concern the health of the people of the State of Wyoming or the United States; to aid by loan, gift or grant any charitable or general social purpose or program of activity which is directly or indirectly concerned with the improvement of the health of the people of this State or nation or the welfare of the doctors of medicine; to conduct annual meetings or conventions of this Society or other educational post-graduate or clinical meetings for the benefit of the Society and to pay the cost thereof; to acquire, establish, support and maintain meeting halls, offices, club rooms, library, ready rooms, research laboratories and other facilities consistent with the general purpose of this Society, and to acquire by purchase, lease or otherwise property for said purposes; to create a trust fund or funds for a foundation for the promotion of the general health and welfare of the people of the State of Wyoming and the United States and the welfare of the Medical profession of this State; to form or recognize component societies in such manner as may be provided by the Constitution or By-laws of the Society.

4. The control and direction and management of the affairs of the corporation shall be vested in a Board of Directors (which may also be called "The Council"), the number of Directors to be fixed from time to time at not less than

-2-

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cial aid to any cause or institution, the primary objects of which are to improve the health of the citizens of the State of Wyoming and the United States; to aid in problems of research which directly or indirectly concern the health of the people of the State of Wyoming or the United States; to aid by loan, gift or grant any charitable or general social purpose or program of activity which is directly or indirectly concerned with the improvement of the health of the people of this State or nation or the welfare of the doctors of medicine; to conduct annual meetings or conventions of this Society or other educational post-graduate or clinical meetings for the benefit of the Society and to pay the cost thereof; to acquire, establish, support and maintain meeting halls, offices, club rooms, library, ready rooms, research laboratories and other facilities consistent with the general purpose of this Society, and to acquire by purchase, lease or otherwise property for said purposes; to create a trust fund or funds for a foundation for the promotion of the general health and welfare of the people of the State of Wyoming and the United States and the welfare of the Medical profession of this State; to form or recognize component societies in such manner as may be provided by the Constitution or By-laws of the Society.

4. The control and direction and management of the affairs of the corporation shall be vested in a Board of Directors (which may also be called "The Council"), the number of Directors to be fixed from time to time at not less than

twelve nor more than twenty-five by the By-laws of the corporation. They shall be elected and selected as shall be provided by the By-laws. The initial directors and their terms are as follows:

TERM ENDS AT
ANNUAL MEETING:

| | | |
|--|----------------------|------|
| President Benjamin Gitlitz, M.D. | Thermopolis, Wyoming | 1960 |
| Pres.-Elect Francis A. Barrett, M. D. | Cheyenne, Wyoming | 1960 |
| Vice-President S. J. Giovale, M. D. | Cheyenne, Wyoming | 1960 |
| Secretary F. H. Haigler, M. D. | Casper, Wyoming | 1960 |
| Treasurer C. D. Anton, M.D. | Cheyenne, Wyoming | 1960 |
| AMA Delegate A. T. Sudman, M. D. | Green River, Wyoming | 1960 |
| B. J. Sullivan, M. D. | Laramie, Wyoming | 1960 |
| Guy M. Halsey, M. D. | Rawlins, Wyoming | 1960 |
| Roman J. Zwalsh, M. D. | Glenrock, Wyoming | 1960 |
| Bernard D. Stack, M. D. | Riverton, Wyoming | 1960 |
| O. C. Reed, M. D. | Torrington, Wyoming | 1962 |
| David M. Flett, M. D. | Cheyenne, Wyoming | 1962 |
| Roy Holmes, M. D. | Casper, Wyoming | 1962 |
| Ralph Arnold, M. D. | Sheridan, Wyoming | 1962 |
| R. C. Stratton, M. D. | Green River, Wyoming | 1961 |
| D. G. MacLeod, M. D. | Jackson, Wyoming | 1961 |
| J. S. Hellewell, M. D. | Evanston, Wyoming | 1961 |
| Virgil Thorpe, M. D. | Newcastle, Wyoming | 1961 |
| John Froyd, M. D. | Worland, Wyoming | 1960 |

Any vacancies occurring between the annual meetings of the corporation shall be filled for the period until the next annual meeting by election by a majority vote of the remaining directors. No part of the net earnings of the corporation shall inure to the special benefit of any director. The directors shall have power to do all things necessary, proper, advisable or convenient for carrying on the business of the corporation or advancing its interests except to the extent limited by law or by the Constitution and By-laws of the corporation.

5. The Constitution and By-laws of the corporation in effect for the corporation at the time of the filing of this Certificate shall remain in effect except in so far as they may be inconsistent with this Certificate of Incorporation. Such Constitution and By-laws may be re-made or altered or amended or repealed and new By-laws may be adopted for the organization and management of the affairs of the corporation by the members of the corporation or by their delegates or other representatives as they shall direct in the Constitution and By-laws.

6. Any contract or other transaction between the corporation and any one or more of its directors or any firm, corporation or association in which any one or more of its directors is interested shall be valid for all purposes notwithstanding the presence of an interested director or directors at any meeting acting upon such matter and notwithstanding his or their participation in such action, if such interests shall have been disclosed or shall be known to those present at the meeting and the board nevertheless shall authorize or approve or ratify the same by a vote of the majority of those present not counting those interested in determining whether a quorum is present or a majority. This paragraph shall not be construed to invalidate any contract or transaction which would otherwise be valid under the common law or statutory law applicable thereto.

7. The By-laws may define one or more classes of membership and admission to membership and removal therefrom shall be governed by the By-laws.

8. The corporation shall have no capital stock.

-4-

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Law Offices
408 Boyd Building
CHEYENNE

9. All suits against the corporation shall be commenced in Laramie County, Wyoming.

10. The initial registered office and registered agent are Byron Hirst, 408 Boyd Building, Cheyenne, Wyoming.

11. The business of the corporation shall be carried on in the State of Wyoming and in such other states, territories, districts or possessions of the United States, or in any foreign country as the Board of Directors may from time to time determine; and the principal office and the principal business of the corporation shall be in Cheyenne, Laramie County, Wyoming.

12. If the corporation voluntarily shall be dissolved, all of the corporate assets shall first be sold in such manner as shall in the sole discretion of the directors bring the best price therefor. All debts shall then be paid in full. The remainder, if any, shall be distributed as follows: To the State of Wyoming to be used for medical or surgical or health services for the people of the State of Wyoming.

IN WITNESS WHEREOF, we have executed this Certificate of Incorporation in duplicate this 11th day of October, 1959.

| | |
|--------------------------|------------------------------|
| <i>Augustine Helter</i> | <i>Bernard D. Stack M.D.</i> |
| <i>C. C. Reed M.D.</i> | <i>James A. Bauer M.D.</i> |
| <i>Johnnie M. ...</i> | <i>John G. ...</i> |
| <i>John Stangle M.D.</i> | <i>John H. Floyd M.D.</i> |
| <i>David M. ... M.D.</i> | |
| <i>Ray W. ...</i> | |
| <i>Donald ... M.D.</i> | |

COMMITTEE REPORT I(81)
REPORT OF THE BYLAWS COMMITTEE
RONALD R. LUND, M.D., CHAIRMAN

During the 1980 WSMS Annual Meeting the House of Delegates adopted a revision of the Society's Bylaws upon recommendation of the Bylaws Committee and Board of Trustees. In taking this action, the House was aware of the fact that the new Bylaws were in conflict with the WSMS Constitution which could not be repealed for another year (Bylaw amendments may be proposed and acted upon during any session of the House but amendments to the Constitution must lay on the table for one year). The members of the House of Delegates observed the need for an immediate change in the Society's organizational structure and proceeded to approve the proposed Bylaws revision with the understanding that the Constitution would prevail if interim problems arose.

The Bylaws as adopted by the 1980 House of Delegates were intended to replace the former Bylaws and Constitution thereby placing our official rules and procedures in one document. The Society has been governed by the new Bylaws since June 27, 1980 and we have experienced no problems whatsoever with the provisions which were approved last year.

In accordance with the provisions of our Constitution, a proposal to repeal the Constitution in favor of the revised Bylaws was presented in writing at the 1980 WSMS Annual Meeting and is hereby submitted to the 1981 House of Delegates for final action. As specified by the Constitution, copies of the Constitution and new Bylaws were officially sent to the presidents of our component medical societies on March 3, 1981 and each society was notified of the pending action to repeal the Constitution.

The WSMS Bylaws Committee and Board of Trustees recommend that the House of Delegates vote to repeal the WSMS Constitution effective June 26, 1981.

Thank you for your consideration.

NOTE: THIS REPORT WAS APPROVED BY THE HOUSE OF DELEGATES ON JUNE 26, 1981

FILING FEE: \$3.00

STATE OF WYOMING 1978

FILED

4:30 p.

JUN 28 1978

151131

THYRA THOMSON
SECRETARY OF STATE

80981

STATEMENT OF CHANGE OF REGISTERED OFFICE
OF REGISTERED AGENT, OR BOTH

This statement must be signed by the president or vice president of the corporation, notarized, and accompanied by the filing fee of \$3.00, made payable to the Secretary of State. Please retain a copy for your file.

TO: The Secretary of State
of the State of Wyoming:

Pursuant to the provisions of Wyoming's corporation laws, the undersigned corporation, organized under the laws of the State of Wyoming, submits the following statement for the purpose of changing its registered office or its registered agent, or both, in the State of Wyoming:

1. The name of the corporation is Wyoming State Medical Society
2. The name of its last registered agent is Byron Hirst
Hirst & Applegate
3. The address of its last registered office is 408 Boyd Building
Cheyenne, WY 82001
4. The name of its new registered agent is Robert G. Smith, Exec. Director
5. The address of its new registered office is 1920 Evans Ave.,
Cheyenne, WY 82001
6. The address of its registered office and the address of the business office of its registered agent, as changed, ARE IDENTICAL.

Such change was authorized by resolution duly adopted by its Board of Directors.

Date May 21, 19 78

Wyoming State Medical Society
Name of Corporation

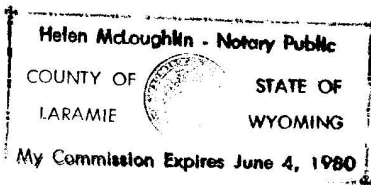
STATE OF WYOMING)
COUNTY OF LARAMIE) :SS

Kurt O. Christman President
Signature of President or Vice Pres.

The foregoing instrument was acknowledged before me this 25TH day of May, 19 78.

Witness my hand and official seal. Helen McLoughlin
Notary Public

My Commission Expires: June 4, 1980



~~Handwritten signature/initials~~

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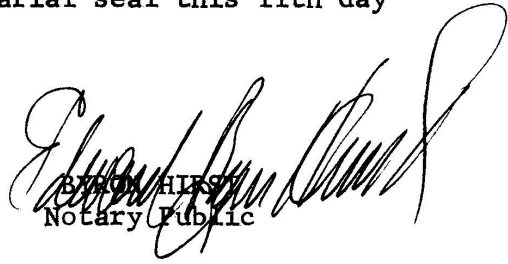
September 13, 1977

STATE OF WYOMING)
 (ss.
COUNTY OF NATRONA)

I, Byron Hirst, a notary public duly commissioned to take acknowledgments and administer oaths in the State of Wyoming certify that Benjamin Gitlitz, M. D., O. C. Reed, M. D., S. J. Giovale, M. D., F. H. Haigler, M.D., David M. Flett, M. D., Roy W. Holmes, M. D., Bernard J. Sullivan, M. D., Bernard D. Stack, M. D., Francis A. Barrett, M. D., Ralph Arnold, M. D., John H. Froyd, M.D., and C. D. Anton, M.D., incorporators, personally appeared before me this day and each separately acknowledged that he signed, sealed and delivered the Certificate of Incorporation as his free act and deed and swore to the truth of the facts stated therein.

My commission expires August 16, 1961.

Given under my hand and notarial seal this 11th day of October, 1959.


BYRON HIRST
Notary Public

S E A L
Notarial Seal

State of Wyoming

CERTIFICATE

OF APPOINTMENT OF AGENT FOR SERVICE AND LOCATION OF OFFICE OF A

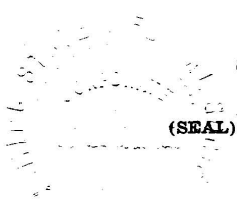
DOMESTIC CORPORATION

THIS IS TO CERTIFY, that in accordance with a resolution made on the 12th day of October, A. D., 19 59, by the Board of Directors of WYOMING STATE MEDICAL SOCIETY

a corporation duly organized and doing business under and by virtue of the laws of the State of Wyoming and for the purpose of complying with the requirements of Section 44-301, Wyoming Compiled Statutes, 1945, Mr. Byron Hirst a resident of Cheyenne in the County of Laramie State of Wyoming, was, and he is hereby by said corporation duly appointed as its resident Agent in charge of the office of said corporation, and as the agent of said corporation upon whom process against said corporation may be served; and by said resolution and these presents, the principal office of said corporation was and is located at number 408 Boyd Building,

Street, in the City (or Town) of Cheyenne, in the County of Laramie, State of Wyoming.

IN TESTIMONY WHEREOF, the said corporation has hereunto caused its corporate name to be set by its President and its corporate seal to be hereto affixed by its Secretary, this October, A. D. 19 59.



WYOMING STATE MEDICAL SOCIETY

By Benjamin Gitlitz, M. D. President.

Attested:

F. H. Haigler, M. D. Secretary.

Send to Secretary of State, Cheyenne, with \$2.50.

BYRON HIRST

Handwritten numbers: #5751, 202