

Wyoming Medical Society Bylaws

Definitions

- **The Society** – the Wyoming Medical Society, a Wyoming non-profit corporation.
- **Physician** – a doctor of medicine or doctor of osteopathy.
- **PA** – a Wyoming-licensed physician assistant.
- **Board of Trustees or Board** – the Society’s board of directors, each member of which shall be a Trustee.
- **Annual Meeting** – the annual meeting of the Society.

Article I – Name, Objectives, Organization

Section 1 – Name. The name of this non-profit corporation is the Wyoming Medical Society.

Section 2 – Objectives. The objectives of this Society include, but are not limited to, the following: 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 County Societies, and to unite with similar organizations in other states and territories of the United States to form and participate in the American Medical Association.

Article II – Membership

Section 1 - Membership Categories and Requirements. The Society shall have the following categories of membership: (A) Active; (B) Associate; (C) Affiliate; (D) Retired; (E) Honorary; and (F) Physician Assistant. Members shall enjoy the benefits of Society membership described for their category below, as established by the Board from time to time.

A. All Society Members must:

1. Meet the Society’s general eligibility requirements, including that the individual’s personal conduct does not bring the Society into disrepute, and other requirements as described by the Board from time to time in policy;
2. The requirements for at least one (1) category of membership; and
3. Be either “County Society” members, who participate in the Society by being members of a County Society, or “direct” members, who participate in the Society directly, without being members of a County Society.

B. Category eligibility requirements and benefits. In addition to the Society’s general eligibility requirements, and being a “County Society” or “direct” member, each member must meet the eligibility requirements for at least one (1) category of membership, as follows:

1. Active. A Wyoming licensed physician in good standing, actively practicing medicine in Wyoming. Active members may vote, hold office, and enjoy all benefits of Society membership.

2. Associate. A Wyoming licensed physician in good standing, not actively practicing medicine in Wyoming. Associate members may vote, hold office, and enjoy all other benefits of Society membership.

3. Affiliate. A current student, resident, intern or fellow in good standing at an approved medical education program in Wyoming. Potential affiliate members attending medical education programs outside Wyoming may request permission from the Board to apply for affiliate membership, and the Board shall decide whether to permit the application, and admit the affiliate member, on a case-by-case basis. Affiliate members shall not have the right to vote or hold office, but may enjoy such benefits of Society membership as the Board shall from time to time determine appropriate.

4. Retired. Physicians who are no longer actively working in the health care industry and either:

a. Have been Active or Associate Society members for at least two (2) years, and have paid Society dues for the current or immediately preceding year; or

b. Have moved to Wyoming and who have been active members of another state medical association or the American Medical Association for at least two (2) years prior thereto.

A member may hold "retired" category membership unless and until he/she resumes active work in the health care industry, at which time the retired member's membership shall be changed to Active or Associate. Retired members may vote, hold office, and enjoy such benefits of membership in the Society as the Board shall from time to time determine appropriate.

5. Honorary. The Board may elect as honorary members any persons distinguished for their achievements as physicians or in public health, or for research or other scientific work contributing to medicine. Such members shall not have the right to vote or hold office, but shall enjoy such benefits of the Society as the Board may from time to time determine appropriate.

6. PA. PA members shall have the right to vote but not to hold office.

7. Federal employees. Physicians and PA's licensed in any U.S. state or territory in good standing and who are employed in Wyoming at any federal facility that does not require a Wyoming medical license to practice medicine, such as a VA facility, military installation or Indian Health Service (IHS).

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

A. Membership Application and Approval. Prospective members shall apply for membership by submitting an application form approved by the Board. All members must subscribe to the Principles of Medical Ethics of the American Medical Association (See Appendix A. Prospective members meeting the eligibility requirements described above shall be approved for membership in the appropriate category by the Board.

B. Membership Dues and Assessments. Each member shall annually pay membership dues, unless excused by the Board. The Board shall, by policy, establish the amount of annual dues or assessments for all categories of membership in the Society and for affiliation with any County Society. Notwithstanding the foregoing, a County Society may set its own dues, provided that the amount is reasonable and is communicated to the Board with enough notice that the Board can bill and collect the correct dues amount for that year. The Board shall establish due dates and appropriate standards and procedures for member payments, dues reductions or exemptions, with special consideration given to retirees, VA/military physicians, part-time physicians, disability, hardships, length of time in practice, reductions for multiple group practice members and member spouses. The Board may, from time to time, make special assessments of the members for such purposes and in amounts as the Board deems appropriate.

C. Membership Termination. Membership in the Society shall be terminated automatically and immediately if any one or more of the following occur:

1. A member submits a written request to the Society's Executive Director, or his or her designee, to resign his or her membership, at any time and for any reason.
2. Failure to pay dues in full on or before the delinquency date of any year. Delinquent members may be reinstated by payment of all dues and/or assessments within six (6) months of termination.
3. Failure to continuously meet the requirements for eligibility in the category for which the member was approved.

Article III – County Societies

Section 1 – Recognition

A. The Board may from time to time recognize, or establish, component medical societies (each a "County Society") as a means of organizing members living or practicing in an area of the state and facilitating their participation in the Society.

B. Each County Society shall be composed of those Society members living or working in a geographic area of Wyoming specified by the Board, who choose to participate in the Society as "County Members" through the applicable County Society. The geographic boundaries of County Societies may be smaller or larger than any individual county, but may not overlap.

C. The Board will take into account the following factors when determining the geographic boundaries of a County Society:

- The best interests of the Society
- Geographical conditions
- Political subdivisions

- Population distribution

D. Each County Society noted on the addendum to these Bylaws shall be recognized by the Board as a County Society existing on January 1, 2021.

E. No Society member shall be required to participate in a County Society and may fully participate in the Society without doing so as a direct member.

F. A County Society may adopt policies and/or procedures, not inconsistent with these Bylaws or the policies of the Society, governing its internal structure and processes. In the absence of County Society-approved policies or procedures, the policies and procedures adopted by the Board shall control.

Section 2 - Recognition of new County Societies

A. The Board shall consider recognizing a new County Society:

1. On its own motion; or

2. Whenever at least three (3) Society members request such recognition. The request must be in writing, signed by at least three (3) then-current Society members, and specify the proposed geographic area of the new County Society. At its next regular meeting, the Board shall consider the merits of the request, and shall provide the opportunity for up to three (3) members who signed the request to address the Board in support. The Board shall then vote on approval of the request. If at least two-thirds (2/3rds) of the Board members approve the request, the requested County Society will be recognized. Each newly recognized County Society shall be added to the addendum to these Bylaws

B. If the newly recognized County Society includes any geographic area that was included in an existing County Society's area, members of the existing County Society may choose to remain members of the existing County Society for no more than five (5) years from the date the new County Society is recognized.

Section 3 - Withdrawal of recognition of County Societies.

The Board shall consider and vote on withdrawing recognition of an existing County Society according to one of the following processes:

A. Any Board member may move to withdraw the Society's recognition of an existing County Society at any meeting of the Board. Once introduced and seconded, the motion shall be tabled by the Chair until the Board's next regular meeting. Before voting on the motion, the Board shall seek input on the request from at least three (3) members of the subject County Society; or

B. A written request to withdraw recognition of the County Society, signed by at least three (3) members of that County Society, is submitted to the Board. Before voting on the motion or request, the Board shall permit at least the three (3) members signing the request to address the Board on the merits of the request.

If the motion or request is approved by at least two-thirds (2/3rds) of the Board members (excluding any Trustee representing the subject County Society), the Society shall no longer recognize the County Society for purposes of these Bylaws. The Society membership of a member of a County Society that is no longer recognized shall be changed to "direct" membership.

Article IV – Board of Trustees

Section 1 – Composition.

The Board shall consist of the following, all of whom shall vote, unless otherwise indicated:

A. **County Trustees.** Each County Society shall elect a Trustee (each a "County Trustee"). Each County Trustee may serve up to three (3) consecutive two-year (2-year) terms. Exceptions to these term limits may be granted by the Board if:

1. There are insufficient other candidates for the office (i.e. the County Trustee's candidacy is unopposed): or

2. A delegate has assumed a leadership role with a national specialty society, it would be beneficial to the Wyoming chapter of the specialty society for the County Trustee to continue to serve as County Trustee, and the Wyoming chapter's governing body requests and is granted a term limit exception from the Society Board. Each County Society Trustee shall be the liaison officer between the County Society he/she represents and the Society. The Board shall appoint a Trustee-At-Large for each County Society that does not elect a County Trustee, as described below.

B. The President, Vice President, Immediate Past President, Secretary/Treasurer, and AMA Delegate, each of whom shall be a voting member of the Board.

C. The AMA Alternate Delegate, who shall be a voting member of the Board.

D. The PA Trustee shall be nominated and elected by the Wyoming Association of Physician Assistants and shall be a voting member of the Board. The PA Trustee shall be the liaison officer between his/her professional society and the Society.

E. Two (2) Student Trustees, each of whom shall be a member in the Affiliate category of the Society. If all of the members of the Affiliate category are medical students from the University of Wyoming's WWAMI Program, or its successor (the "Program"), the Student Trustees shall be nominated and elected by their peers from among those attending classes at the Laramie campus, and if possible, each Student Trustee shall be from a different class in the Program. If the student members of the Affiliate category include individuals that are not participating in the Program, the Board may choose to select the Student Trustees in any reasonable manner. Each Student Trustee shall serve as a liaison between their peer group and the Society, and shall serve a one (1) year term. Each Student Trustee shall be a voting member of the Board.

F. One (1) Resident Trustee, who shall be an Affiliate member and a resident with the University of Wyoming's Family Practice Residency Program. The Resident Trustee shall be nominated and elected by his/her peers, shall serve as a liaison between his/her peer group and the Society, and shall serve a one (1) year term. The Resident Trustee shall be a voting member

of the Board.

G. One (1) Retired Physician Trustee, whom shall serve a one (1) year term, with no limit on the total number of terms. The Retired Physician Trustee shall be a Retired member of the Society, nominated by the Nominating Committee and elected by the members of the Retired category. The Retired Physician Trustee shall be a voting member of the Board.

H. As necessary, one (1) Trustee-at-Large for each County Society that does not elect a County Trustee. These Trustees-at-Large shall be nominated by the Nominating Committee and elected by the membership during the Spring election. Each Trustee-at-Large shall be elected to serve for a one (1) year term, with no limit on the total number of terms. Trustees-at-Large shall not represent a specific County Society that does not elect a County Trustee, but shall generally serve underrepresented segments of the membership. Each Trustee-at-Large shall be a voting member of the Board.

I. One (1) Open Trustee, who shall be a voting member of the Board. The Open Trustee's role shall be to represent the Society's membership as a whole, and shall not have been an officer within the two (2) years prior to his or her election as Open Trustee.

Article V – Officers

Section I – Powers, Duties, and Responsibilities - Officers. The Officers shall be the President, Vice President, Immediate Past President, Secretary/Treasurer, the AMA Delegate and the AMA Alternate Delegate.

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 committee members not otherwise provided for in these Bylaws; deliver an address at the Annual Meeting; and shall perform such other duties as are customarily performed by the chair of the board of directors of a Wyoming non-profit corporation, 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 in the Bylaws. 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 act 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.** Upon expiration of his/her term, the President shall automatically succeed to the office of Immediate Past President. The Immediate Past President shall chair the Nominating Committee unless and until 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 of all Board meetings. The Secretary/Treasurer shall be secretary to the Board and shall

be custodian of all records, books, and papers belonging to the Society.

1. 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.

2. 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 ("AMA Delegate") 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 ("Alternate Delegate") shall assume the duties of the AMA Delegate in his/her absence or disability, and may attend all meetings of the AMA in regular or special session.

Section 2 – Nominations/Terms of Office/Qualifications

A. Nominating Process

1. Nominations. The Nominating Committee shall solicit input from the general membership and nominate up to two (2) individuals for each elected position that is required to be filled. A member holding an elected position may be nominated for and stand for election for another elected position, but if elected, must accept the new position for which he/she was elected and resign the other position. The Nominating Committee shall submit the names of the nominees to the members no later than April 1 of each year.

2. Petition; Nomination. After the initial submission 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.

3. Petition; Potential Overrepresentation. Upon receipt of a nomination by petition, the Nominating Committee will determine whether any County Society would be overrepresented on the Board if all the nominees from that County Society were elected. A County Society will be deemed "overrepresented" if the proportion of Board members from that County Society is 20% or more greater than the proportion of that County Society's Members to all Society Members. If a County Society would be overrepresented, the Nominating Committee shall notify the Board President, who will request that the relevant County Society withdraw enough of its nominees (which may include those nominated by the Nominating Committee) so that the County Society will not be

overrepresented if all its nominees are elected. If the County Society fails to do so within 20 days of the request, then the Board shall choose which of the County Society's nominees should stand for election, and communicate those choices to the Nominating Committee, which shall re-submit the nominees to the members.

4. 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 elected office, does not require nomination and shall not be included on the election ballot. The AMA Delegate and AMA Alternate Delegate shall be elected by the Society Members that are also AMA members. All members eligible to vote shall receive a ballot, distributed within a period of not more than twenty (20) 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.

B. Terms of Office.

1. All Board members except the AMA Delegate and Alternate Delegate shall assume office on July 1 and shall serve until June 30 of the following year.

2. The AMA Delegate and Alternate Delegate shall serve in office from the first day of the calendar year following election to the last day of the second calendar year following election.

C. Term Limits.

1. The President and Vice President may each be elected to serve no more than two (2) consecutive terms. After the first term, each of them may seek election to serve a second consecutive term if approved by the Board.

2. The Immediate Past President may serve as many consecutive terms as the President whom he or she replaced serves, but not more than two (2) consecutive terms.

3. The AMA Delegate and Alternate Delegate may each serve up to three (3) consecutive terms. Each may be elected to serve any number of additional consecutive terms with the approval of the Board.

4. The Secretary/Treasurer and all other Board members may be elected to and serve up to three (3) consecutive terms in the same position.

D. Qualifications. Officers must be Society members in the Active or Associate category. The Resident and Student Trustees must be Society members in the Affiliate category. The Retired member of the Board must be a Society member in the Retired category. The PA Trustee must be a Society member in the PA category. All other Board members must be Society members in the Active or Associate category. Officers must have two (2) 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.

E. Vacancies.

1. A vacancy in a Board position may be created by one of the following: (a) immediately upon the Board member giving notice of his/her resignation; or (b) removal, as described below in Section 1.F.

2. 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.

3. 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 (or, in the case of the Immediate Past President, the term of the existing President expires and the President does not seek re-election). If the AMA Delegate office becomes vacant, the Alternate Delegate shall function as a Delegate for the remainder of the unexpired term.

F. Removal. Any Society officer, the Open Trustee and any Trustee-at-Large may be removed from office by a two-thirds vote of the Board, or a two-thirds vote of Society members complying with the petition process (Chapter IV, section 2.A.2, without regard to overrepresentation).

Section 2 – Elections

A. County Society Trustees. Each County Society shall have the right to elect one (1) County Society Trustee to represent it on the Board, which shall be elected by the County Society on an alternating year cycle. County Societies must notify the Society of their election results by the 15th day of February of their election year.

B. Nominations. Following notification by the County 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 County 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 on the Board. The Nominating Committee shall submit the names of the nominees to the Society members no later than April 1 of each year.

C. Alternates. Non-officer Trustees may designate alternates to stand in their place when they are unable to attend a Society Board meeting. Alternates shall be required to meet the same qualifications as the Trustee for whom they are acting.

1. A County Society may designate up to two alternates for its Trustee, one of whom may attend Society meetings in the event a Trustee cannot attend a regularly scheduled or special meeting of the Board. The County 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.

2. The nominating and electing bodies for the PA, Student, and Resident Trustees may likewise designate alternates and will so notify the Society.

3. Each Trustee-at-Large may nominate an alternate to serve in his/her place, with approval from the Executive Committee.

Section 3 – Powers and Responsibilities

A. 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.

B. Responsibilities. Trustees must use best efforts 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 (2) consecutive absences are permitted during a Trustee's term of office; however, a Trustee who sends an alternate to a meeting as permitted in Chapter V, Section 2.C, shall not be counted as absent from that meeting.

C. Consecutive Absences. If a Trustee fails to attend two (2) or more consecutive Board meetings, the Trustee shall be immediately removed, and the Board shall appoint a Trustee-at-Large to complete the unexpired term and for a term of one (1) additional year thereafter.

Section 4 – Procedural

A. Meetings. Meetings shall be called by the President, with at least ten (10) days written 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. The President shall call meetings at least quarterly.

B. Quorum. A majority of the Board members, excluding the Student Trustees and Resident Trustee, shall constitute a quorum.

C. Order of Business. The President shall establish an agenda for each meeting, with additional business proposed by officers, Trustees, or Society members and transacted as necessary. Additionally, any member of the Society may request that the President include an item of business on the agenda for Board consideration through any Trustee, the Society, his/her County Society, or other appropriate means. If the issue is raised within 10 days of the Board meeting, the President may choose consider to have the Board consider the issue at the next meeting of the Board or the Executive Committee.

D. Meetings to be open to Society Members. 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.

1. 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.

2. 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 Society member may review such communications prior to any Board or committee action being taken on the matter.

E. 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.

F. Staff. The Board shall employ an Executive Director, 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 report directly to the Board.

Article VI – Meetings and Referendums

Section 1 – Meetings

A. Annual Meeting. The Society shall convene an Annual Meeting, which shall be open to all members. This meeting shall include a Board report to the members, and the presentation of the Board-approved budget to the members.

B. 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.

C. Policy Repeal. A formal Society policy or position may be repealed by Society Members, rather than the Board, only through the following process.

1. Any Active or Affiliate Society member may submit an objection to a Society policy or position, in writing, to the Executive Committee. The objection must state the reasons why the member believes the policy or position is not in the best interests of the Society.

2. The Executive Committee will consider the objection and seek to identify an appropriate solution to the member's concerns, and meet with the member to discuss any proposed solutions.

3. If the member and Executive Committee cannot acceptably resolve the member's objection, the objection shall be considered a proposal to repeal the policy or position, and will be introduced as a motion at the next Board meeting. The motion to

repeal must be approved by a vote of at least two-thirds (2/3) of the Trustees. The policy or position will be repealed immediately on Board approval.

Article 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

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.

Article 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 (7) members, not including the chair and chair-elect, as applicable. 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. Except where these Bylaws state that an individual shall serve on a committee, each committee member shall serve at the pleasure of the President.

A. **Executive Committee.** The Executive Committee shall consist of the officers of the Society, and the Open Trustee, with the President serving as chair. 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.

B. **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.

C. **Nominating Committee.** A five (5) member committee chaired by the Immediate Past President, with no other member of the Board serving on the Committee. Members will serve a two (2) year term with no consecutive terms. Members of the Nominating Committee will not be eligible to be nominated for any other position. If a member of the Nominating Committee wishes to be nominated, he/she must first resign from the Nominating Committee. If the Immediate Past

President wishes to be nominated for a position, the President shall appoint a new Nominating Committee Chair. The Nominating Committee shall nominate candidates for officers, Trustees-at-Large, and for the non-officer Open Trustee position on the Executive Committee.

D. 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 create and appoint members to *ad hoc* committees, sub-committees of the Board or task forces as necessary and whose purposes are not in conflict with other provisions of these Bylaws. The duties of any such committee shall be prescribed by the President, with the Board's approval, upon their creation. Ad hoc committees shall keep a record of their actions and shall report same to the Board. The committees described below shall be ad hoc, and the following is a suggested description and composition should the President decide to activate such committees, in his or her discretion.

A. 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.

B. Legislative Task Force. Including 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.

Article 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 guided by the parliamentary rules and usage contained in the then-current edition of Robert's Rules of Order. Notwithstanding the foregoing, no action of the Board or committee shall be invalid solely because it is not strictly in accordance with Robert's Rules of Order.

Section 2 – 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 at a meeting of the members. Votes shall be cast in accordance with Board approved guidelines.

Section 3 – Inurement and Dissolution

In no event shall any part of the net earnings of the Society or property owned by the Society,

inure to the benefit of any individual Society member or any County Society.

In the event of dissolution, after payment of creditors and the expenses of winding-up, the residual assets of the Society will be turned over the State of Wyoming to be used for medical or surgical or health services for the people of the State of Wyoming.

Section 4 – Conflicts of Interest

All members of the Society, and the 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 Society 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 Societies, such person or persons shall advise and disclose to the Society, or County 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 Board 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 Board or committee who may have knowledge of the potential conflict to have such a declaration made by the Board or committee. A conflict of interest may be declared if the motion passes in accordance with the other provisions of the Bylaws. The conflict shall be declared in writing for the record by the individual or Board or committee.

Once a conflict of interest is declared, either by the individual or by the Board or committee, that individual shall have an opportunity to present his/her views on the issue and respond to any inquiries from the Board or committee, but shall then physically absent himself/herself from further Board or committee 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 County 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. Moreover, to the extent any further process is required by Wyoming law governing nonprofit corporations or the Internal Revenue Code and its implementing regulations regarding tax exempt entities to resolve the conflict of interest, those requirements shall be observed in addition to (and to the extent of inconsistency control over) these 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.

ADDENDUM

County Societies
Recognized as of January 1, 2021

Albany, Carbon, Fremont, Johnson, Natrona, Northwestern, Sheridan, Teton, Campbell,
Converse, Goshen, Laramie, Northeastern, Platte, Sweetwater, Uinta