



# **BYLAWS**

**WILDERNESS MEDICAL SOCIETY, INC.**  
a Colorado nonprofit corporation

Adopted by the Wilderness Medical Society Board of Directors July, 28<sup>th</sup> 2008.

# Bylaws

## Wilderness Medical Society, Inc.

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**BYLAWS**  
**WILDERNESS MEDICAL SOCIETY, INC.**  
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**ARTICLE I - NAME, PURPOSE AND MISSION**

- Section 1** The name of the corporation shall be the Wilderness Medical Society, hereinafter to as the “Society.”
- Section 2** The purpose of the Wilderness Medical Society is to encourage, foster, support, or conduct activities to improve the scientific knowledge of the membership and general public in human health activities in a wilderness environment.
- Section 3** The mission of the Wilderness Medical Society is to advance healthcare, research, and education related to wilderness medicine.

**ARTICLE II - OFFICES**

- Section 1** The principal office of the Society for its transaction of business is located at 2150 S 1300, Suite 500 Salt Lake City, Utah. 84106
- Section 2** The Board of Directors is hereby granted full power and authority to change the principal office of the Society from one location to another. Any such change shall be noted by the Secretary in these Bylaws, but shall not be considered an amendment of these Bylaws.

**ARTICLE III – MEMBERS**

- Section 1** The Society shall have five (5) classes of members as follows:
- Doctoral** - individuals with full membership privileges who possess a medical or academic doctoral degree, i.e. MD, DO, PhD, DDS, DVM, DPM or their equivalents.
- Non-Doctoral** - individuals with full membership privileges who do not possess doctoral degrees
- Life Member** – individuals with full membership privileges who have paid fees or rendered services as set by the Board of Directors for life membership.
- Other** - Such other memberships from time to time may be designated and approved by the Board of Directors.
- Member- In-Training**
- a) **Resident** - individuals who are in post doctorate training program
  - b) **Student** - individuals in medical, graduate, or undergraduate school, or other formal educational or training program.

**Section 2** Any person interested in the work of the Society is eligible to be a member. After having submitted an application and paying appropriate dues, he/she shall be admitted to membership. There shall be no fee for making application for membership in the Society other than the appropriate annual dues.

**Section 3** The annual dues payable to the Society by members shall be in such amounts as shall be determined by resolution of the Board of Directors. Dues shall be payable for the first year on admission to membership and annually thereafter, at such time or times as may be fixed by the Board of Directors. Upon termination of membership for any reason, any dues previously paid shall be nonrefundable.

**Section 4** A member of the Society shall not solely because of such membership be personally liable for the debts, obligations, or liabilities of the Society.

**Section 5** Neither the membership in the Society nor any rights in the membership may be transferred for value or otherwise.

**Section 6** The membership and all rights of membership shall automatically terminate on the occurrence of any of the following causes:

a) the death of a member

b) the dissolution of the corporation

c) the nonpayment of dues and

d) upon receipt of a written complaint concerning the membership of a member of the Society or upon the Board's own initiative, the President of the Society shall appoint a committee to investigate the membership of any member.

Upon receipt of a committee report recommending removal of the member from the Society, the Board shall send written notice to the member, whose membership is under investigation, such that at the next regularly scheduled meeting of the Board of Directors, the member shall be present for a hearing on his/her membership status. After notice and hearing, the Board shall vote on the membership of the member and upon two-thirds of the Board of Directors voting for removal of the member, the membership in the Society shall be terminated.

**Section 7** All rights of a member in the Society shall cease on the termination of such member's membership. Termination shall not relieve the member from any obligation for charges incurred, services or benefits actually rendered, dues, or fees, arising from contract or otherwise.

## ARTICLE IV - MEETINGS OF MEMBERS

**Section 1** Meetings of members shall be held at such locations from time to time by resolution of the Board of Directors. An Annual Meeting shall be held each year at a time and date selected by the Board of Directors.

**Section 2** Special meetings of members shall be called by the President of the Society and held at such place as is designated by the Board of Directors. Five (5%) percent or more of the members of the Society may call special meetings for any lawful purpose.

**Section 3** Written notice of every meeting of members shall be either personally delivered or communicated in a form approved by the Board fifteen (15) days before the date of the meeting to each member who, on the record date for notice of the meeting, is entitled to vote thereat.

In the event given by mail or other means of written communication, the notice shall be addressed to the member at the address that appears on the books of the Society or at the electronic address given by the member to the Society for the purpose of notice. Where no such address appears or is given, notice shall be given at the principal office of the Society.

**Section 4** The notice shall state the place, date, and time of the meeting. In the case of regular meetings, the notice shall state those matters which the Board of Directors, at the time the notice is given, intends to present for action by the members.

**Section 5** A quorum at any meeting of members shall consist of 2/3 the voting power present and by proxy. For purposes of this Bylaw, "voting power," means the power to vote at the time any determination of voting power is made. Each Society member (of any category) is entitled to one vote on each matter submitted to a vote of the members.

**Section 6** The Board of Directors shall fix, in advance, a date as the record date for the purposes of determining the members entitled to notice of and to vote at any meeting of members. Such record date shall not be more than ninety (90) days nor less than ten (10) days before the date of the meeting. The Board shall also fix, in advance, a date as of the record date for the purpose of determining the members entitled to exercise any rights in respect of any other lawful action.

**Section 7** Members shall have the right to vote either in person or by a written proxy executed by such person or his or her duly authorized agent and filed with the Secretary of the Society, except as otherwise expressly provided in the Articles of Incorporation of this Corporation or in these Bylaws.

**Section 8** Any action may be taken without a meeting provided there is satisfaction of the following ballot requirements:

a) The Society distributes a written or electronic ballot to every member entitled to vote on the matter.

b) The ballot shall set forth the proposed action, provide an opportunity to specify approval or disapproval of any proposals and provide a reasonable time within which to return the ballot to the Society.

c) The number of votes cast by ballot within the time period specified will represent a quorum of 2/3 of the membership to authorize the action.

**Section 9** All membership meetings shall be conducted accordingly:

a) **Chairman** - The President of the Society or, in his/her absence, the President-Elect or board appointee shall preside over member meetings.

b) **Secretary of Meetings** - The Secretary of the Society's Board of Directors shall act as the Secretary of all meetings of members provided that in his or her absence the Chairman of the meetings of members shall appoint another person to act as Secretary of the meetings.

c) **Rules of Order** - The Robert's Rules of Order, as may be amended from time to time, shall govern the meetings of members, insofar as such rules are not inconsistent with or in conflict with these Bylaws, the Articles of Incorporation of this Corporation, or the law.

**Section 10** The Nominations Committee shall serve as the inspectors of the voting. On request of the Chairman or any member or member's proxy, the inspectors of voting shall make a report in writing concerning the performance of their duties and execute a certificate of any fact found by them.

## ARTICLES V – BOARD OF DIRECTORS

**Section 1** The Board of Directors shall be the governing body of the Wilderness Medical Society, Inc. and shall have all the powers, duties and responsibilities vested in boards of directors for not for profit corporations under the laws of Colorado.

**Section 2** The Society shall have between ten (10) and sixteen (16) Directors, inclusive of Officers. Collectively, the Directors shall be known as the Board of Directors.

**Section 3** Maximum Continuous Service

a) A director is elected for a term of three (3) years. A Director is eligible to serve a maximum of two (2) consecutive three (3) - year terms.

b) If elected for the maximum of two (2) terms, a Director is eligible for re-election to the board after a lapse of one (1) year.

c) The Board may also include emeritus board members who have full voting rights on the Board of Directors and who serve permanently subject to the terms of section four.

**Section 4** The Directors may remove from the board any Director who:

a) fails to attend in person or by conference call two (2) consecutive regular meetings of the Board without prior notice and approved by the President, and/or

b) is absent from more than 50% of the Board meetings held in a fiscal year.

c) The Director has been declared of unsound mind by a final order of court; or the Director has been convicted of a felony; or the Director has been found by a final order or judgment of any court to have breached duties imposed by law on Directors.

**Section 5** Any member other than a Member-In-Training may be self-nominated or nominated by another member. Nominations will be sent to and reviewed by the Nominations Committee. The Board of Directors will approve the slate upon which the nominees will be appointed to the Board of Directors.

Any vacancy occurring in the Board of Directors and the Executive Committee may be filled for the unexpired term by the Board of Directors.

**Section 6** The Directors shall serve without compensation except that they may be allowed and paid their actual and necessary expenses incurred in attending the meetings of the Board.

**Section 7** Meetings of the Board of Directors

a) There shall be at least two (2) meetings of the Board of Directors in each fiscal year at such time and place as the Board may determine either in person or by conference call.

b) Other meetings of the Board of Directors may be called by the President or upon petition by 1/3 of the members of the Board of Directors under conditions similar to those for holding regular meetings.

c) A simple majority of the authorized number of Directors constitutes a quorum of the Board for the transaction of business.

d) Except as otherwise provided in the Articles, in these Bylaws, or by law, every act or decision done or made by the majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board, provided, however, that any meeting at which a quorum was initially present may continue to transact business notwithstanding the withdrawal of Directors, if any action taken is approved by at least a majority of the required quorum for such meeting.

e) The President or, in his or her absence, the President Elect or Secretary shall preside at meetings of the Board of Directors. The Secretary of the Society or, in the Secretary's absence, any person appointed by the presiding Officer shall act as Secretary of the Board. Members of the Board may participate in a meeting through use of conference telephone or similar communications equipment, so long as all members participating in such

meeting can hear one another. Such participation shall constitute personal presence at the meeting.

**Section 8** Any action required or permitted to be taken by the Board may be taken without a meeting, if a majority of members of the Board individually or collectively consent in writing or by electronic mail to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as the majority vote of such Directors.

**Section 9** Board of Director Liability

a) **Indemnification** - Directors and Officers of the Society shall be indemnified by the Society against expenses (including attorney fees), judgments, fines, and amounts paid in settlement and/or actually and reasonably incurred in connection with any action, suit or proceeding to which they may be made a party by reason of being or having been Directors of the Society (whether or not they continue to be acting in such capacity at the time of incurring such charges) if they acted in good faith and in a manner reasonably believed to be in the best interest of the Society, and, with respect to any criminal action or proceeding, had no reasonable cause to believe any conduct was unlawful, provided however, that Directors shall not be finally adjudged to have been willfully and knowingly criminally derelict in the performance of duty as such Directors or Officers. The foregoing right of indemnification shall not be exclusive of other rights to which Directors and Officers may be entitled as a matter of law.

b) **Insurance** - The Directors shall have the power to purchase and maintain insurance on behalf of any person who is a Director or Officer of the Society against any liability asserted against and incurred by in any such capacity, or arising out of status as such.

## ARTICLE VI - OFFICERS

**Section 1** The Officers of the Society shall be a President, a President Elect, the immediate Past-President, a Secretary, a Treasurer and such other officers with such as the Board of Directors may designate. **By vote of A person may serve as both Treasure and President-Elect.**

**Section 2** The Officers may be elected by the Board of Directors at the Annual Meeting or at any special session of the Board when necessary. Their term of office shall be for three (3) years. Directors whose second three (3) year term as a Director expires during their term of office as an Officer may continue service on the Board of Directors until their term as an Officer is completed. Any Officer may resign at any time on written notice to the Society.

**Section 3** Powers and Duties

The Officers of the Society shall exercise and perform the respective powers, duties, and functions as are stated below and as may be assigned to them by the Board of Directors.

a) The President shall be the Chairman of the Board of the Society and shall, subject to the general direction and control of the Board of Directors, have the general supervision, direction, and control over the business and affairs of the Society and its Officers, agents, and employees. The President may sign, with the Secretary or any other proper Officer of the Society designated by the Board of Directors, any deeds, leases, mortgages, deeds of trust, or other documents of conveyance or encumbrance of any real property owned by the Society.

b) The President, or in his/her absence, death, refusal to act, or prolonged inability to act, the officers in succession shall preside at all meetings of the membership, Board of Directors, and of the Executive Committee. The President shall be an ex-officio member of all committees except the Nominating Committee.

c) The Secretary shall be responsible for the minutes of all meetings of the membership, of the Board of Directors and of the Executive Committee. The Secretary may designate the detail of recording and distributing of the minutes and records to the Executive Director or appropriate designee. Minutes will be distributed to all Board of Directors as expeditiously as possible after the close of each meeting.

d) The Treasurer shall be the custodian of all funds and securities to be kept in Board of Directors approved financial institutions. The Treasurer shall report in writing the state of the treasury at each meeting of the Board of Directors and Executive Committee. The Treasurer shall be responsible for seeing that regular accounts kept in the Society's office are open at all times to the inspection of the Board of Directors. The Treasurer, with the approval of the Board of Directors or the Executive Committee, shall delegate the detail of bookkeeping and accounting to the Executive Director or his/her designee, who shall make required reports of funds received and disbursed in accordance with the current policies.

## **ARTICLE VII – EXECUTIVE COMMITTEE**

**Section 1** There shall be an Executive Committee composed of the President, President Elect, Past-President, Secretary, and Treasurer.

a) The Executive Committee may be elected by the Board of Directors at the annual meeting or in special session, and the terms of office shall be for three (3) years. Directors whose second three (3) year term as a Director expires during their term may continue serving on the Executive Committee until their term of office is completed.

b) The Executive Committee shall possess and exercise all of the powers of the Board of Directors when such Board is not in session and shall

possess such other powers as may be conferred by these bylaws or by the President in specific charges given to this group.

Actions of the Executive Committee during the interim between meetings of the Board of Directors shall be reported to and are subject to approval by the Board of Directors.

c) The Executive Committee has the full responsibility for authorizing investments for the setting aside of surplus funds, for continuation or termination of special reserve funds, or for any financial charges which it deems desirable in the light of future program and budget needs, and subject to approval by the Board of Directors.

d) The Executive Committee shall review and have responsibility for evaluating the Executive Director and determining salary ranges and personnel policies.

e) The Executive Committee may act by written resolution of a quorum thereof, by telephone, or electronic mail conference of a quorum thereof although not formerly convened.

f) The Executive Committee shall meet as required at such time as may be determined, and three (3) members of the Executive Committee shall constitute a quorum.

## **ARTICLE VIII - COMMITTEES**

### **Section 1** Standing Committees

Annually the President shall appoint the following standing committees charged to carry out the corporate business of the Society.

a) Finance and Audit Committee - The Finance and Audit Committee shall be charged to review the financial status of the Society, the formal audit, management letter and investment practices, making specific recommendations to the Board of Directors.

b) Nominations Committee – The Nominations Committee will be composed of the immediate Past President, at least two Board of Director members, and one at-large Society member, and be chaired by the immediate Past President. Should the immediate Past President decline or be unable to serve as Chair, the President shall appoint an alternate Chair.

The Nominations Committee shall present the names of candidates for appointment to the Board of Directors thirty (30) days prior to the time of any Board of Director meeting. A majority vote of the Board of Directors shall elect a recommended nominee(s).

### **Section 2** General Operations of Committees

Duties and charges of all committees shall be defined in writing by the President of the Board of Directors and shall be approved by the Executive Committee or the Board of Directors. All committees shall report to the Board of Directors any unauthorized actions taken and any recommendations requiring action of the Society.

### **Section 3** Membership of Committees

a) The President will recommend to the Board of Directors for approval a chair for each committee. Unless otherwise designated by the Board or these Bylaws, chairs will serve for one-year terms. Committee chairs will appoint appropriate committee members to fulfill the charge of the committee.

b) Each committee shall have at least three (3) members, and the President is an ex-officio member of all committees with voting privileges, except the Nominations Committee.

## **ARTICLE IX – Academy of Wilderness Medicine**

The Academy of Wilderness Medicine, established 2004, is governed and administered according to charter, adopted 2004. The Executive Committee appoints an Academy Director and approves up to two assistants to the Academy.

## **ARTICLE X – MONIES**

**Section 1** The Society shall keep adequate and correct records of account and minutes of the proceedings of its members, Board, and committees of the Board. The Society shall also keep a record of its members giving their names and addresses and the class of membership held by each. The minutes shall be kept in written form. Other books and records shall be kept in either written form or in any other form capable of being converted into written form.

**Section 2** All funds shall be deposited to the credit of the Society, in depositories approved by the Board of Directors or the Executive Committee. All checks drawn by the Society shall be signed by the Executive Director or his/her appropriate designee. The Treasurer must be informed of any check written in the amount of \$5000 or more.

**Section 3** The accounts of the Society shall be subject to an annual financial review by a certified public accountant approve by the Board of Directors or Executive Committee. A full financial audit shall be conducted by the Board of Directors of Executive Committee.

**Section 4** The Board of Directors shall approve a written investment policy and may delegate to the Finance and Audit Committee and Executive Director the authority to purchase securities in keeping with the investment policy.

**Section 5** The Board of Directors may authorize any Officer or Officers, agent or agents to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Society, and such authority may be general or confined to specific instances.

**Section 6** No loans shall be contracted for on behalf of the Society and no evidence of indebtedness shall be issued in the name of the Society unless

authorized by a resolution of the Board of Directors. No loan shall be made to any Officer or Director of the Society.

**Section 7** The fiscal year of the Society shall be from July 1 to June 30, both dates inclusive.

## **ARTICLE XI – EXECUTIVE DIRECTOR**

The Board of Directors shall employ an Executive Director who shall administer the programs and business affairs of the Society for which budget provisions have been made in accordance with policies established by the Board of Directors. The Executive Director shall be the Chief Executive Officer of the Society operating under the direction and control of the Board of Directors. The Executive Director shall be responsible for the hiring, firing and supervising the employees for the Society. The Executive Director shall perform such other duties as the Board of Directors direct.

## **ARTICLE XII – DISSOLUTION**

**Section 1** In the event of the dissolution of the Society, such dissolution shall be in accordance with the Statutes of Colorado (or other applicable statutes) or, in the absence of any statutory provision, on the instruction and under the procedures set forth by the Board of Directors.

**Section 2** Upon dissolution or liquidation of the Society, no member, officer, director or staff member shall share or receive any funds or other assets remaining in the possession of the Society. Any such funds or other assets will be contributed to a similar nonprofit, tax-exempt organization having the same or similar purposes affiliated with the Society, and carry on the same or similar activities, subject to the statutory or substantive laws of the State of Colorado.

## **ARTICLE XIII - AMENDMENTS**

**Section 1** These Bylaws may be amended, altered, or repealed, and new Bylaws may be adopted by the Board of Directors of the Society by a vote of two thirds (2/3) of the Directors at any meeting, provided that notice of the proposed amendment, alteration, or repeal shall have been delivered to the Directors of the Society with at least fifteen (15) days notice of the meeting at which the proposed amendment, alteration, or repeal will be presented to the Board for action.

**Section 2** The Board of Directors shall have the power, to the maximum extent permitted by the Colorado Nonprofit Corporation Act, to make, amend, and repeal the Bylaws of the Society at any regular or special meeting of the Board unless the members in making, amending, or repealing a particular bylaw, expressly provide that the Directors may not amend or repeal such bylaw. The Voting Members shall also have the power to make, amend, or repeal the Bylaws of the Society at any Annual Meeting or at any special meeting called for that purpose.

## **ARTICLE XIV – PARLIMENTARY AUTHORITY**

Except as otherwise provided in these bylaws, Robert's Rules of Order Newly Revised shall be the parliamentary authority of the Society.

Adopted by the Wilderness Medical Society Board of Directors September 2004.

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**Secretary, Board of Directors**