

BYLAWS
WILDERNESS MEDICAL SOCIETY
a Colorado nonprofit corporation

ARTICLE I – PURPOSE AND MISSION

Section 1 The purpose and mission of the Society is to encourage, foster, support, and conduct activities to improve the scientific knowledge of the membership and general public in human health activities in a wilderness environment.

ARTICLE II – OFFICES

Section 1 The Board of Directors is hereby granted full power and authority to change the principal office of the Society from one location to another.

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.

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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.

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

Section 5 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 Society
- c) the nonpayment of dues
- d) removal of the member under section 7 below

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.

Section 6 Upon receipt of a written complaint concerning the membership of a member of the Society or upon the Board of Directors' own initiative, the President of the Society shall appoint a committee to investigate the membership of any member, or may refer the complaint to an existing committee, such as the Ethics Committee, where appropriate.

Upon receipt of a committee report recommending removal of the member from the Society, the Board of Directors 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 may be present for a hearing on his/her membership status and shall be entitled to respond to the report and investigation. After notice and hearing, the Board of Directors 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. Notwithstanding Section 2 of this Article, a person whose membership is terminated by a Board vote is ineligible for future membership.

ARTICLE IV – BOARD OF DIRECTORS

- Section 1** The Board of Directors shall be the governing body of the Society, 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, Academy Director, and Council Chairs.
- a) The Board of Directors shall always consist of the President, the President-Elect, the Treasurer, the Secretary, the Immediate Past-President, Academy Director, and Council Chairs.
 - b) At the discretion of the Board of Directors, other Directors may be added or removed periodically as long as the total number does not exceed sixteen (16) or fall below ten (10).
- Section 3** Maximum Continuous Service (non-officer Directors)
- a) A Director is elected for a term of two (2) years. A Director is eligible to serve a maximum of two (2) consecutive two-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.
- Section 4** Upon a majority vote of the remaining members, the Board of Directors may remove from the Board any Director who, at the discretion of the directors, is not sufficiently or appropriately performing in the expected capacity of a Director.
- Section 5** Any vacancy occurring in any Board position may be filled for the unexpired term by the Board of Directors.
- Section 6** The Directors shall serve without compensation.
- Section 7** Meetings of the Board of Directors.
- a) There shall be at least six (6) meetings of the Board of Directors in each fiscal year at such time and place as the Board of Directors may determine either in person or by conference call.

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- 1) One of these meetings should be considered the official Annual Meeting and should coincide with the Summer meeting of the Society.
- 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. Each Director shall receive reasonable notice of a called meeting.
- c) A simple majority of the authorized number of Directors constitutes a quorum of the Board of Directors 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 Board of Directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, 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, the Secretary, or the Immediate Past President, in that order of succession, 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 of Directors.
- f) Members of the Board of Directors may participate in a meeting either in person or virtually, and even if virtually, such participation shall constitute personal presence at the meeting, and be counted towards the quorum.

Section 8 Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if a majority of Directors individually or collectively consent in writing or by electronic means 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 in a regularly scheduled meeting.

Section 9 The Society shall 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 V – OFFICERS

Section 1 The Officers of the Society shall be a President, a Treasurer who may be the President-Elect, a Secretary, and the Immediate Past-President.

Section 2 Qualification of Officers

- a) Candidates for the position of Secretary may be any member in good standing who has previously served at least one two-year term on the Board of Directors. Rarely, candidates who have demonstrated exemplary service to the Society but have not served on the Board of Directors may qualify.
- b) Qualified candidates may be self-nominated or nominated by another member. Nominations will be sent to and reviewed by the Nominating Committee for further action as outlined in Article VI.1.b

Section 3 Term of Office

- a) Each officer shall serve for a one-year term of office or until a successor has been duly elected or is advanced, pending Board of Directors' review, to the next higher office as provided in these Bylaws. The term of office for those elected during the Annual Meeting shall commence at the conclusion of the Annual Meeting or when the President-Elect succeeds to the office of President, the Secretary succeeds to the office of President-Elect, the President succeeds to the office of Past President. Officers shall not be entitled to serve consecutive terms in the same office unless they served a shortened term due to a vacancy.

Section 4 Resignations

- a) An Officer may resign by giving written notice to the Society. The resignation is effective upon receipt of notice by the Society, unless a later effective date is named in the notice. The written notice may be given electronically.

Section 5 Vacancies

- a) A vacancy in an office because of death, resignation, removal or any other cause shall be filled for the unexpired part of the term, with succession proceeding in the order that Officers are listed in Section 7 of this Article. The Board of Directors shall appoint a new Secretary as needed. After the unexpired term is complete, all Officers shall serve a full term in the same position.

Section 6 Powers and Duties

- a) The Officers of the Society shall have all necessary power and authority to exercise and perform the respective powers, duties, and functions as are stated below.
- b) The President shall be an ex-officio member of all committees except the Nominating Committee. The President shall have general active management of the business of the Society, see that orders and resolutions of the Board of Directors are carried into effect, sign and deliver in the name of the Society deeds, mortgages, bonds, contracts, or other instruments pertaining to the business of the Society, except in cases in which the authority to sign and deliver is required by law to be exercised by another person or is expressly delegated by the Articles of Incorporation or Bylaws or by the Board of Directors to another officer or agent of the Society.
- c) The President-Elect shall perform the duties of the President in the absence of the President, or in the event of his or her inability or refusal to act, and when so acting, shall have all of the powers of and be subject to all of the restrictions upon the President.
- 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 to the Board of Directors in writing the state of the treasury at least 4 times per year. 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 and membership. The Treasurer, with the approval of the Board of Directors shall delegate the detail of bookkeeping and accounting to a designee, who shall provide required reports of funds received and disbursed in accordance with the current policies. At the discretion of the Board of Directors, the duties and office of the Treasurer may be

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assumed co-incident with another Officer position or may be delegated as a separate Board of Directors position.

- e) The Secretary shall be responsible for the minutes of all meetings of the Board of Directors. The Secretary may designate the detail of recording and distributing of the minutes and records to an appropriate designee. Minutes will be distributed to all Directors as expeditiously as possible after the close of each meeting.

ARTICLE VI – COUNCILS & COMMITTEES

Section 1 Councils

- a) Research Council – The Research Council shall oversee all research efforts and research grant offerings of the Society.
- b) Academy – The Academy, chaired by the Academy Director, will oversee all components of the Fellowship, Diploma, and Master’s programs, and such new degrees and programs that may be added in the future.
- c) Education Council – the Education Council shall generally oversee all aspects of education not covered under the Academy. Specific charges of the Education Council, as well as any associated complementary and/or subordinate committees, will be at the discretion of the Board of Directors.
- d) Membership Council – the Membership Council shall oversee all aspects of Society membership including, but not limited to recruitment, retention, and structure.
- e) Conference Council – the Conference Council shall generally oversee all aspects of conference organization and implementation. Specific charges of the Conference Council, as well as any associated complementary and/or subordinate committees, will be at the discretion of the Board of Directors.

Section 2 Standing Committees

- 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. The Treasurer shall chair the Finance and Audit Committee.

- b) Nominating Committee – The Nominating Committee will be composed of the Immediate Past President and two members of the Board of Directors 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 Board of Directors shall appoint the additional two members of the nominating committee after soliciting nominations from the Board.
 - 1) The Nominating Committee shall present a slate of candidates for Secretary and all other open Board of Directors positions to the Board of Directors for approval. The Nominating Committee shall put forth at least one candidate for each position. At the discretion of the committee, more than one candidate may be put forth for any position.

 - 2) A majority vote of the Board of Directors is required in order to elect the recommended nominee(s) into office.

- c) Ethics Committee – The Ethics Committee shall be charged with ensuring compliance of the organization with generally accepted standards and expectations for a IRC 501(c)(3) non-profit organization, including management of conflicts of interest. The committee shall also review any requests for removal of membership as per Article III, section 7 of these bylaws. The Committee shall be chaired by the past president with an additional two (2) members of the Board of Directors, appointed by the Board of Directors.

- d) Other committees may be formed as appropriate. Formation and dissolution of such committees shall occur with approval of the Board of Directors. The Board of Directors has authority to create and dissolve termed groups such as subcommittees and task forces. The Board of Directors shall appoint the chairs, approve the membership, of any other committee, subcommittee, or task force.

Section 2 General Operations of Councils & Committees

- a) Duties and charges of all committees shall be defined in writing by the designated committee chairs, included in the Policies and Procedures Manual, and shall be approved by 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 Councils & Committees

- a) The Board of Directors will appoint chairs of all committees except where otherwise designated in these bylaws. Unless otherwise designated by the Board or these Bylaws, chairs will serve for a two-year term which may be renewed, at the discretion of the Board, for a second two-year term. Committee chairs will appoint appropriate committee members to fulfill the charge of the committee, subject to approval of the Board of Directors.
- 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 Nominating Committee. When functioning in the capacity of an ex-officio member, the presence of the President shall not be considered in the determination of whether or not a quorum is present, and the vote of the President will only be counted in order to break a tie vote.

ARTICLE VII – FINANCES

Section 1 The Society shall keep adequate and correct records of accounts and all financial records, in written and/or electronic form.

Section 2 All funds shall be deposited to the credit of the Society, in financial institutions approved by the Board of Directors. All checks drawn by the Society shall be signed by the CEO or his/her appropriate designee.

Section 3 The accounts of the Society shall be subject to a financial review or a full financial audit by a certified public accountant as may be requested at any time by the Finance and Audit Committee and/or the Board of Directors

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- Section 4** The Board of Directors shall approve a written investment policy and may delegate to the Finance and Audit Committee and CEO 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 January 1 to December 31, both dates inclusive.

ARTICLE VIII – Non-Monetary Records

The Society shall keep adequate and correct records of any minutes of the proceedings of its members, Board of Directors, and all other committees. The Society shall also keep a record of its members, their contact information, and the class of membership held by each. Other books, minutes, and records shall be kept in either written or electronic form.

ARTICLE IX – Chief Executive Officer (CEO)

The Board of Directors shall hire an Executive Director who will be given the title of CEO (or equivalent). The CEO will be an employee who serves as the chief paid staff who reports to the Board of Directors. The duties of the CEO are to 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 CEO 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, agents, and employees as directed by the Board of Directors. The CEO may sign, with the Secretary or any other proper Officer of the Society any contracts, deeds, leases, mortgages, deeds of trust, or other documents of conveyance or encumbrance of any real property owned by the Society.

ARTICLE X – NONDISCRIMINATION

Section 1 The Society shall not discriminate on any unlawful basis.

ARTICLE XI – 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 of Directors 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 of Directors 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 XIII – PARLIAMENTARY AUTHORITY

Section 1 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 on July 17, 2020.



Scott McIntosh, MD, MPH, FAWM, DiMM
President, Wilderness Medical Society

Attested



James Lieberman, MD, DiMM
Secretary, Wilderness Medical Society