

AMENDED BYLAWS
OF
OGDEN SURGICAL-MEDICAL SOCIETY

ARTICLE I

Name: Designated and Registered Office and Registered Agent

Section 1. Name. The name of the corporation is Ogden Surgical-Medical Society.

Section 2. Designated and registered office and registered agent. The address of the designated and registered office of this corporation is PO Box 9311, Ogden, UT 84409.

ARTICLE II

Fiscal Year

Section 1. Fiscal year. The fiscal year of this corporation shall begin on November 1 to October 31.

ARTICLE III

Annual Meetings: Members

Section 1. Place of meetings. Meetings of the members of the corporation shall be held at any location (within or without the state of Utah) the Board of Directors may select.

Section 2. Annual meeting. An annual meeting of the members shall be held each year typically in the month of May, in conjunction with the annual Ogden Surgical-Medical Society medical meeting.

Section 3. Notice of annual meeting. A written or printed notice of each meeting, stating the time, day, hour, location, and the purposes of the meeting, shall be given by the secretary of the corporation (or by the person authorized by the Board) to each member of record, in good standing and entitled to vote at the meeting. This notice shall be sent at least ten

days before the date named for the meeting (unless a greater period of notice is required by law in a particular case) to each member by United States mail or by email, to the address appearing on the books of the corporation.

Section 4. Voting rights. Subject to the provisions of the laws of the state of Utah, each member in this corporation shall be entitled to one vote.

Section 5. Proxies. There shall be no proxy votes allowed in any annual meeting of members.

Section 6. Quorum. The number of the registered members present and recorded at the annual meeting shall constitute a quorum to conduct the business of the organization.

Section 7. Members. The physician members of the corporation shall be made up of medical care providers, specifically titled "MD" or "DO", who are currently licensed or are retired from active practice. These physician members must be an UMA member or UMA eligible. A physician member is considered retired if they no longer carry malpractice insurance. The corporation's Secretary (or designee) shall keep the designations distinct.

Section 8. Associate Members. All other health care providers wishing to join the corporation shall be designated as Associate Members. Associate Members are made up of: A. Clinical Doctorates including but not limited to DNPs, DPMs, PharmDs, DCPs and DRTs. B. Other Providers including but not limited to RNs, LPs, CRNAs, PAs, CSWs, RTs and PTs. Associate Members are active or retired as determined by whether or not they carry malpractice insurance similar to Members. Associate members are allowed to vote along with physician members at the annual meeting, however; only physician members will be allowed to serve on the Board of Directors.

Section 9. Adjournments. Any meeting of members may be adjourned. Notice of the adjourned meeting or of the business to be transacted there, other than by announcement at the meeting at which the adjournment is taken shall not be necessary.

Section 10. Governance. The written governing policies of this organization are recorded in a separate document titled "Governance".

Section 11. Postponement or Cancellation. If there is a "gap year" due to the annual Ogden Surgical-Medical Society Meeting being postponed or canceled, the officers on the board of directors continue in their same positions through the completion of the originally scheduled annual meeting.

Section 12. Principles of Policy Governance. Ogden Surgical-Medical Society is administrated by Policy Governance. Policy governance is a comprehensive set of integrated principles that, when consistently applied, enable accountable board leadership. Policy governance is not a set of best practices for improvement or a specific board structure; it gives rise to principles for committees. There are ten principles of policy governance: Ownership (legal or moral sense) and board is to act as the informed voice and agent of the owners; all authority in the staff organization flows from the board; the board speaks united with one voice; Ends Policies are made about job results, practices, delegation style, and discipline; Executive Limitation Policies place boundaries on the authority granted to the CEO; policy sizes are encouraged to be written to the level of detail that the board is willing to accept any reasonable interpretation by the delegatee; clarity of delegation must be unambiguous; any reasonable interpretation of the applicable board policies is acceptable; and monitoring discovers if the organization achieved any reasonable interpretation of policy.

ARTICLE IV

Board of Director Members

Section 1. Number, qualifications, and term of office.

The business and affairs of the corporation shall be managed by a Board of Directors. The Board shall consist of eleven (11) Board of Director members, who need not be a resident of the state of Utah, but do need to be members of the corporation. Each Board of Director member shall be elected to serve for a term of office that has no year limit. These terms do not include the three (3) years of President Elect, President, and Past President. All other positions have no total year limit. A vote of a majority of the members of a quorum, as defined above, shall be required to elect a Director. The members of the Board shall consist of the following: Chairperson, Vice Chairperson, President, President Elect, Past President, Secretary, Treasurer, CME Committee Chairperson, Trustee #1, Trustee #2, and Trustee #3. The position of Historian will be one who is serving either on the Board of Directors or is a Member-At-Large.

Section 2. Vacancies. Vacancies on the Board of Directors shall be filled by a majority vote of the remaining Board of Director members. Each Board of Director member so selected shall serve until his/her successor is elected by the members at the next annual meeting or at a special meeting earlier called for that purpose. The other members of the Board of Directors may declare vacant the office of a Director who is convicted of a felony or who is declared of unsound mind by an order of the Court. If convicted of a felony, the member may not return to a position on the board.

Section 3. Compensation. Board of Director members shall not receive a salary for their services as Board of

Director members unless otherwise stated herein, but by resolution of the Board a fixed sum and expenses of attendance may be allowed for attendance at each meeting of the Board of Directors. A Board of Director member may serve the corporation in a capacity other than that of Board of Director member and receive compensation for the services rendered in that other capacity.

Section 4. Removal. At a meeting of the members called for that purpose, any individual Board of Director member may be removed from office without assignment or cause by the vote of a majority 51% of the members entitled to vote at an election of Board of Directors members.

ARTICLE V

Meetings of the Board

Section 1. Place of meetings. The meetings of the Board of Directors may be held at any place within or without the state of Utah that the Board of Director members may appoint.

Section 2. Annual meetings. The Board of Directors shall meet a minimum of four (4) times each year after the annual meeting of the members.

Section 3. Special meetings. Special meetings of the Board of Directors may be called by the Chairman of the Board, or any three members of the Board, or by twenty percent of the current members of the corporation.

Section 4. Notice of regular Board meetings and committee meetings. Written notice of each meeting setting forth a time and place of the meeting shall be given to each Board of director member at the beginning of the fiscal year and/or at least ten days before the meeting. This notice may be given either personally or by sending a copy of the notice through the

United States mail or by email, to the address of each director appearing on the books of the corporation.

Section 5. Quorum. At meetings of the Board of Directors, six (6) of the Board of Director members in office shall be necessary to constitute a quorum for the transaction of business. If a quorum is present, a majority vote of the Board of Directors of the corporation shall constitute an act of the corporation, unless otherwise herein provided.

Section 6. Adjournment. Meetings of the Board of Directors may be adjourned. Notice of the adjourned meeting or of the business to be transacted there other than by announcement at the meeting at which the adjournment is taken shall not be necessary. At an adjourned meeting at which a quorum is present, any business may be transacted which could have been transacted at the meeting originally called.

Section 7. Informal action. If all the Board of Director members, severally or collectively, consent in writing to any action taken or to be taken by the corporation and the writing or writings evidencing their consent are filed with the Secretary (or his/her designee) of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board.

ARTICLE VI

Duties of Officers and Board of Directors

Section 1. Election and term of office. The Board of Directors shall, after election at the annual meeting of the Ogden Surgical-Medical Society members, appoint Board of Director members to fulfill the following 11 voting positions:

Chairperson: The Chairperson of the Board of Directors shall be the chief executive officer of the corporation and shall have general supervision of the business of the

corporation. He/she shall preside at all meetings of the members and trustees and discharge the duties of a presiding officer. He/she shall present at each annual meeting a report of the business of the corporation for the preceding fiscal year, and shall perform whatever other duties the Board of Directors may from time to time prescribe. The Chairperson shall preside over the Board of Directors meetings and the annual business meeting. The Chairperson shall have check signing authority. The Chairperson shall oversee the organization and make it function. He/she shall be responsible for policy governance and board function. **Expectations:** 1. Must attend 75% of the yearly Ogden Surgical-Medical Society meetings. 2. Must strive to attain five thousand dollars' (\$5,000) worth of sponsorships for the yearly meeting. 3. Must attend monthly meetings with Executive Director. **Committee Meetings:** Chair is a member of the Program Committee, Advisory Committee, CME Committee and the Finance Committee. **Term:** There is no term limit for Chairperson.

Vice Chairperson: The Vice Chairperson shall assist the Chairperson and may substitute as necessary. He/she shall replace the chairperson if absent. He/she shall be responsible for policy governance and board function. **Expectations:** 1. Must attend 75% of the yearly Ogden Surgical-Medical Society meetings. 2. Must strive to attain five thousand dollars (\$5,000) worth of sponsorships for the yearly meeting. **Committee Meetings:** Vice Chairperson is a member of the Program Committee, Advisory Committee, CME Committee and the Finance Committee. **Term:** There is no term limit for Vice Chairperson.

President: The President shall be the primary organizer of the annual medical meeting. He/she shall preside over the Advisory Committee meetings, the Program Committee meetings, the Nominating Committee, and the annual medical meeting. He/she shall report to the Board of Directors regarding

the assignments and obligations of the corporation.

Expectations: 1. Must attend 75% of the yearly Ogden Surgical-Medical Society meetings. 2. Must strive to attain five thousand dollars' (\$5,000) worth of sponsorships for the yearly meeting.

Committee Meetings: President is a member of the Program Committee, Advisory Committee, CME Committee, the Finance Committee and the Nominating Committee. **Term:** The President's term shall begin immediately after the annual business meeting and end at the adjournment of the following year's annual business meeting.

Past President: The Past President shall act as a resource to the current President (provide counsel and assist current President), and shall act as an assistant to the Secretary-Treasurer in developing economic resources for the Ogden Surgical-Medical Society endowment fund. **Expectations:** 1. Must attend 75% of the yearly Ogden Surgical-Medical Society meetings. 2. Must strive to attain five thousand dollars' (\$5,000) worth of sponsorships for the yearly meeting. **Committee Meetings:** Past President is a member of the Program Committee, Advisory Committee, CME Committee, Finance Committee, and the Nominating Committee. **Term:** The Past President's term of office is one (1) year.

President Elect: The President Elect shall serve as a member of the Board of Directors. He/she shall participate in the management of the corporation with the Chairperson, and shall act in the stead of the President in his/her absence. The President Elect shall learn how to create the meeting and start planning. **Expectations:** 1. Must attend 75% of the yearly Ogden Surgical-Medical Society meetings. 2. Must strive to attain five thousand dollars' (\$5,000) worth of sponsorships for the yearly meeting. **Committee Meetings:** President Elect is a member of the Program Committee, Advisory Committee, CME Committee, and the

Finance Committee. **Term:** The President Elect's term of office is one (1) year.

Secretary: The Secretary shall attend all meetings of the Board of Directors and members, and shall keep or cause to be kept a true and accurate record or minutes of those meetings. He/she shall give or cause to be given notice of all meetings of the trustees, and of the members. Additionally, the Secretary shall serve as one of the eleven (11) members of the Board of Directors and the advisory board and shall keep and provide accurate records of the corporation's business. **Expectations:** 1. Must attend 75% of the yearly Ogden Surgical-Medical Society meetings. 2. Must strive to attain five thousand dollars' (\$5,000) worth of sponsorships for the yearly meeting. **Committee Meetings:** Secretary is a member of the Program Committee, Advisory Committee, CME Committee, and the Finance Committee. **Term:** There is no term limit for Secretary.

Treasurer: The Treasurer shall be responsible to oversee and maintain the financial records of the corporation and its endowment fund. The Treasurer shall, with the review and approval of the Board of Directors, establish proper procedures for receipt, deposit, and management of all corporation funds including the membership dues received by the corporation. The Treasurer shall also provide at least semi-annually, a complete financial statement of the corporation to each member of the Board of Directors. The Treasurer shall also arrange for the annual independent audit of the corporation's financial records. The Treasurer shall also serve as one of the eleven (11) members of the Board of Directors and will serve as the Chair of the Finance Committee. The Treasurer shall have check signing authority. **Expectations:** 1. Must attend 75% of the yearly Ogden Surgical-Medical Society meetings. 2. Must strive to attain five thousand dollars' (\$5,000) worth of sponsorships for the yearly

meeting. **Committee Meetings:** Treasurer is a member of the Program Committee, Advisory Committee, and the Finance Committee. **Term:** There is no term limit for Treasurer.

CME Committee Chairperson: The CME Committee Chairperson shall be a member of the Board of Directors and chair the CME Committee. He/she shall be responsible for CME accreditation. He/she shall be responsible for maintaining the CME accreditation at the national level. **Expectations:** 1. Must attend 75% of the yearly Ogden Surgical-Medical Society meetings. 2. Must strive to attain five thousand dollars' (\$5,000) worth of sponsorships for the yearly meeting. **Committee Meetings:** CME Committee Chairperson is a member of the Program Committee, Advisory Committee, OSMS CME Committee, and the UMA CME Committee. **Term:** There is no term limit for CME Committee Chairperson.

Trustee #1: Trustee #1 shall be a member of the Board of Directors. Trustee #1 shall serve on other committees as the board may assign. He/she shall provide counsel and opinions; assist with fund raising; assist with conference preparation; and represent OSMS to community. **Expectations:** 1. Must attend 75% of the yearly Ogden Surgical-Medical Society meetings. 2. Must strive to attain five thousand dollars' (\$5,000) worth of sponsorships for the yearly meeting. **Committee Meetings:** Trustee #1 is a member of the Program Committee, Advisory Committee, and the Nominating Committee. **Term:** There is no term limit for Trustee #1.

Trustee #2: Trustee #2 shall serve as a member of the Board of Directors. Trustee #2 shall serve on other committees as the board may assign. He/she shall provide counsel and opinions; assist with fund raising; assist with conference preparation; and represent OSMS to community. **Expectations:** 1. Must attend 75% of the yearly Ogden Surgical-Medical Society

meetings. 2. Must strive to attain five thousand dollars' (\$5,000) worth of sponsorships for the yearly meeting. **Committee Meetings:** Trustee #2 is a member of the Program Committee, Advisory Committee, and the CME Committee. **Term:** There is no term limit for Trustee #2.

Trustee #3: Trustee #3 shall serve as a member of the Board of Directors. He/she shall provide counsel and opinions; assist with fund raising; assist with conference preparation; and represent OSMS to community. **Expectations:** 1. Must attend 75% of the yearly Ogden Surgical-Medical Society meetings. 2. Must strive to attain five thousand dollars' (\$5,000) worth of sponsorships for the yearly meeting. **Committee Meetings:** Trustee #3 is a member of the Program Committee, Advisory Committee, and the Finance Committee. **Term:** There is no term limit for Trustee #3.

Historian: The Historian is an adjunct position to a member on the Board of Directors. He/she shall be responsible for maintaining the ongoing history of the corporation. He/she shall be responsible for the historical documentation and historical resource of the corporation. He/she shall provide counsel and opinions; assist with conference preparation; and represent OSMS to community. **Expectations:** He/She has the expectations of their board of director's position they currently hold at any given time. **Committee Meetings:** The Historian's committee responsibilities are those of the Board of Director position he/she holds at any given time. **Term:** There is no term limit for Historian.

Member-at-Large: This/These Member(s)-at-Large shall serve as an emeritus from the position of Past President and/or Board of Directors. An exception can be made to nominate a candidate to be a Member-at-Large as deemed necessary by a quorum of the OSMS Board of Directors. Member(s)-at-Large are

invited to all OSMS meetings, including the yearly retreat. Their presence at Advisory and Program meetings would be especially helpful to the President. Helping on any of the various committees would be helpful. The Member-at-Large does not have voting rights, except at the annual meeting. There is no limit on the number of Members-at-Large. **Expectations:** The Member-at-Large may participate as much or as little as he/she want. **Committee Meetings:** May help on any or none of the committee meetings. **Term:** There is no term limit for Member-at-Large.

Section 3. Vacancies. When a vacancy occurs in one of the above noted offices by death, resignation or otherwise, it shall be filled by a Board of Director member. The Board of Director member so selected shall hold office until a successor is chosen and qualified by the Board of Directors.

Section 4. Removal of officers and agents. An officer or agent of the corporation may be removed by a majority vote of the Board of Directors whenever, in their judgment, the best interests of the corporation will be served by the removal. The removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 5. Salaries. The Board of Directors, by a majority vote, shall fix the salaries for agents of the corporation. Salaries shall be fixed by a unanimous vote of the Board of Directors.

Section 6. Start of term limits. The Board of Director member term limits were to be started with the date of May 16, 2014 after the annual business meeting at 8:30 AM. The Board of Directors voted at the September 27 and September 28, 2019 annual retreat to not have term limits.

ARTICLE VII

Special Corporate Acts

Section 1. Execution of written instruments.

Contracts, deeds, documents, and instruments shall be executed by the Chairperson and two members of the Board and attested by the Secretary unless the Board of Directors shall in a particular situation designate another procedure for their execution.

Section 2. Checks, notes, drafts, and demands. Checks, notes, drafts and demands for money shall be signed either by the Finance Chairperson or the Chairperson, or by such other members of the Board from time to time designated by a unanimous vote of the Board of Directors.

Section 3. If OSMS should fold, all money gathered by the Society shall be awarded to Weber State University. Said funds shall be distributed among entity(ies) at the behest of the Board of Directors at that time.

ARTICLE VIII

Membership

Section 1. Membership. The Board of Directors shall establish the requirements for membership under a separate resolution. Membership includes attendance at the annual meeting and any other stated benefit as established by the Board.

Section 2. Membership certificates. There shall be Membership/Associate Membership certificates issued to each Member/Associate Member of the corporation.

Section 3. Membership dues.

A. The membership dues of the Ogden Surgical-Medical Society shall be determined annually by the Board of Directors by the end of the fiscal year, with the dues amount applicable for the following year.

B. Each Member or Associate Member shall pay their dues to the corporation on or before the annual medical meeting.

C. Voting Members of the Ogden Surgical-Medical Society are "Active MD and DO" physician members and associate members who attend the conference who have paid their dues. Associate members include clinical doctorates including but not limited to DNP's, DPM's, PharmDs, DCP's and DRT's and other providers including but not limited to NP's, RN's, LP's, CRNAs, PAs, CSWs, RT's and PT's. Associate Members are allowed to vote along with physician members at the annual meeting; however, associate members may only serve on the at-large board.

ARTICLE IX

Committees and Duties

The Board of Directors shall cause to be created, as in its discretion, is reasonable and necessary for the smooth and effective operation of the corporation and its intended mission, the following committees:

1. Program Committee: The Program Committee shall consist of the Eleven Voting Member Board of Directors and the Executive Director with the President presiding. This committee shall be involved with the organization of and conducting the annual program.

2. Advisory Committee: The Advisory Committee shall consist of the twelve (12) member Program Committee, and eight (8) to ten (10) community physician specialists invited to serve by the President. The President shall be the Chairperson of the committee. These committee duties shall include advising the Program Committee on topics and presenters for the upcoming annual Medical Meeting.

3. Finance Committee: The Finance Committee shall consist of the Chairperson of the Board of Directors, President, Co-

Chair, President Elect, Past-President, Secretary, Treasurer, Trustee #3, Executive Director and the corporation's CPA/Accounting Firm representative. The Treasurer is the Finance Chairperson. The Finance Chairperson shall preside over this committee and its meetings. The Finance Committees duties shall include establishing appropriate procedures and policies for the handling of corporation funds, including dues, reviewing financial statements, raising funds for the endowment fund, and arranging for and reviewing the annual audit. The Finance Committee protects the financial viability of the organization.

4. CME Committee: The CME Committee shall consist of the CME Committee Chairperson who will reside as its Chair, Trustee #2 and physicians (MDs and DOs) invited by the Chair. Its duties shall include documenting the CME attendance, verifying approval of the topics presented and that those topics are approved for CME and assuring that the ACCME standards are followed. Achieving the national level of ACCME Accreditation is the goal of this committee. Other members of the committee may include other members of the Board of Directors and/or the organization.

5. Nominating Committee: The Nominating Committee shall consist of the President, the Past President and Trustee #1. The Past President shall reside as Chair. This Committee's primary duty is to prepare for and efficiently manage the nomination and election of the Board of Directors, President Elect, and other officers as needed. The Chairperson may establish a temporary committee at any time. A new permanent committee requires a majority vote of the Board of Directors.

ARTICLE X

Honorary Members

The Society, at any annual or special business meeting of the members of the organization, may by majority, elect as an honorary member of the Society, any physician or other person deemed worthy of such an honor.

ARTICLE XI

Amendments

Section 1. Power to amend or repeal. The power to amend or repeal the Bylaws or to adopt a new code of Bylaws is reserved in a vote of seventy percent (70%) of the membership or by a unanimous vote of the Board of Directors.

Adopted this X day of MONTH 2024 - This needs to be all new signatures.

Board of Director member

Cheryl

S. A.

J. M. W.

G. J.

M. J.

[Signature]

[Signature]

[Signature]

Harry O. Seay

James R. Howard

Kurt E. [Signature]