

AMMENDED ARTICLES OF INCORPORATIONN OF
THE UTAH GERIATRICS SOCIETY, INC.

A Not-for-Profit Corporation

Revised and adopted by the Board of Directors on March 4, 2014

Article I

Name of Organization: Affiliation

The name and title of this organization shall be Utah Geriatrics Society, Inc. (the Corporation"). The Corporation is a regional organization informally affiliated with the national organization of the American Geriatrics Society (the "Society"), but is not a branch or division of, or otherwise legally related to, the Society.

Article II

Purpose

The purpose of the Utah Geriatrics Society is

(a) To act and operate exclusively as a nonprofit corporation pursuant to the laws of the State of Utah, and to act and operate as a charitable organization in lessening the burdens of government and in advancement of education or science by assisting in the education of medical students, allied health care students, physicians and allied health care professionals and by encouraging and promoting research in geriatrics and gerontology;

(b) To engage in any and all activities and pursuits, and to support or assist such other organizations, as may be reasonably related to the foregoing and following purposes;

(c) To engage in any and all other lawful purposes, activities and pursuits, which are substantially similar to the foregoing and which are or may hereafter be authorized by Section 501(c)(3) of the Internal Revenue Code and are consistent with those powers described in the Utah Nonprofit Corporation and Cooperation Association Act, as amended and supplemented;

(d) To solicit and receive contributions, purchase, own and sell real and personal property, to make contracts, to invest corporate funds, to spend corporate funds for

corporate purposes, and to engage in any activity "in furtherance of, incidental to, or connected with any of the other purposes."

Goals of the Corporation

The Goals of this Corporation shall be:

- 1) To promote and maintain high standards of health care for the elderly and to advance the quality of episodic and long term institutional and non-institutional care.
- 2) To assist in the education of medical students and physicians and allied health care professionals in issues of particular concern regarding the elderly.
- 3) To foster professional and public awareness concerning issues in geriatric medicine.
- 4) To encourage and promote research in the broad field of geriatrics and gerontology.
- 5) To serve as a forum for discussion of issues pertaining to geriatric medicine by healthcare professionals.
- 6) To act as a resource to professional and lay organizations, government agencies, and community programs in the area of the elderly.
- 7) To foster the above objectives in cooperation with other professional societies and interested groups regarding issues in geriatrics.

Article III

Membership and Dues

Membership in this corporation shall be open to any individual interested in the objectives and activities of the Corporation. Each candidate for membership must be approved by a majority vote of the Board of Directors. The membership of the Corporation shall be divided into the following categories:

Section 1. Regular Members. Open to physicians, dentists, researchers whose work emphasizes the practice of geriatric medicine, gerontologists, psychologists, advanced practice nurses, physician assistants, nurses, social workers, dietitians, pharmacists and other allied health professionals.

Section 2. Student Affiliate Members. Open to interns, residents, fellows-in-training, full-time medical students and other allied health professional students, and the general population of interested lay persons.

Section 3. Retiree Affiliate Members. Open to healthcare professionals who have retired from their profession.

Section 4. Honorary Members. Honorary Membership may be bestowed by a majority vote of the Board of Directors to those individuals who have contributed to the field of geriatrics and have been deemed worthy of this recognition. Those achieving this recognition will not be required to pay dues nor have a vote.

Section 5. Dues. Dues for all categories of membership shall be set by the Board of Directors. The Board of Directors will review annually the amount of dues for each category of membership. The dues of any category of membership may be changed by a majority vote of the Board of Directors. Payment of dues is obligatory. If dues are not paid within thirty (30) days of the date on which they become due and payable (January 1st), the Executive Director shall notify the members in arrears; and if said dues are not paid within forty-five (45) days thereafter, all privileges of membership may be suspended until all arrears are paid in full. Members not responding after three (3) notices will be dropped from active membership.

Section 6. No Discrimination. Utah Geriatrics Society does not discriminate against any person on the basis of race, nationality, place of origin, ethnic background, religion, gender, sexual orientation, marital status, familial status, economic class, age, or mental or physical disability.

Article IV

Meetings of the Corporation

Section 1. Annual Meeting. The Annual Meeting of the Members of the Corporation shall be held at a time and place designated by the Board of Directors for the purposes of presenting the Annual Report of the Directors (the "Report"), electing Directors and Officers, and transacting such other business as may come before the meeting.

Section 2. Special Meetings. Special Meetings of the Members of the Corporation:

- a) May be called at any time by the President or the President-Elect;
- b) Shall be called by the President or the President-Elect upon written request of a majority of the Board of Directors; or
- c) Shall be called by the President or the President-Elect when at least ten percent of the members entitled to vote request the President or President-Elect to do so. The time specified for such meeting to be a date that is no less than one, and no more than three months, from the date of such request.

Section 3. Meeting Notices. Written notice of the time and place of the Annual Meeting and of all other meetings of the members of the Corporation shall be given by First Class Mail, e-mail or fax) by the Secretary to each Member entitled to vote, addressed to said Member at the address as it appears on the records of the Corporation, not less than ten and not more than fifty days before the meeting. The record date for the determination of Members entitled to vote at a meeting of Members shall be the close of business on the day next preceding the day on which notice is given, or as otherwise provided by law.

Section 4. Quorum. A quorum at any business meeting duly convened shall be comprised of the voting members in attendance, but not less than eight (8).

Section 5. Annual Report. The Board of Directors shall present at the Annual Meeting of the Corporation a Report, verified by the President and Secretary, or by a majority of the Directors, and dated as of the date of the meeting.

The report shall contain, together with any other information required by applicable law, the following:

- a) The assets and liabilities, including trust funds of the Corporation as of the end of the most recent twelve month fiscal period.
- b) The principal changes in assets and liabilities, including trust funds, during said fiscal period.
- c) The revenue or receipts of the Corporation both restricted and unrestricted to particular purposes, during said fiscal period.
- d) The expenses or disbursements of the Corporation for both general and restricted purposes, during said fiscal period.
- e) The number of Members of the Corporation as of the date of the Report and as of the date of the previous Annual Report, together with a statement of the place where the names and places of residence of the current Members may be found.

The report shall be filed with the records of the Corporation an abstract thereof entered in the minutes of the proceedings of the Annual Meeting.

Article V Board of Directors

Section 1. Management. The management of the Corporation shall be vested in the Executive Committee of the Board of Directors subject, however, to any requirement of the By-Laws of the Society or contained in any resolution adopted by the Society's Board of Directors which shall be necessary for the Corporation to be designated a State Affiliate of the Society.

Section 1 (a). Executive Director. The Executive Director shall be appointed by, is accountable to and reports to the Board of Directors. This may be a compensated, full-time or part-time position, either direct hire or contracted. A full accounting and salary disclosure shall be made in the annual report each year. The Executive Director shall serve as the administrative and planning executive, shall be a non-voting member of the Board, and shall carry out the necessary duties for the efficient operation of the Utah Geriatrics Society.

Section 2. Number of Directors. The number of Directors which shall constitute the whole Board shall not be less than four (4) nor more than twenty (20), the exact number to be determined by the Board; provided however, that the initial Board of

Directors to be designated in the certificate of incorporation or elected by the incorporators shall consist of four (4) Directors. Only voting members of the Corporation shall be eligible for election to the Board of Directors.

Section 3. Election of the Board of Directors. Directors shall be elected by a majority vote of the membership. The vote will take place in the month prior to the annual meeting and winners will be announced at the meeting. The *initial* Board shall be divided into two groups. One-half shall be elected for a three (3) year term, one-third shall be elected for a two (2) year term. At subsequent Meetings, the Corporation members shall elect Directors to serve for three (3) years filling the vacancies of those directors whose terms expire.

Section 4. Vacancies. Vacancies on the Board of Directors caused by resignation, removal or death may be filled by a majority vote of the Executive Committee of the Board of Directors. Any Director so elected to fill a vacancy created by resignation, removal or death shall serve the remaining term of the Director who is replaced.

Section 5. Resignations. Any Director may resign at any time by written notice to the Secretary.

Section 6. Place of Meetings. The Board of Directors shall hold its meetings at such place or places within or without the State of Utah as the Board may from time to time designate.

Section 7. Regular Meetings. The Board of Directors shall hold at least one regular annual meeting each year. This Annual Meeting of the Board of Directors shall be held prior to or during the Annual Meeting of the members of the Corporation.

Section 8. Notice. Written notice of the time and place of all meetings of the Board of Directors shall be given by First Class Mail or email notification to each Director by the Secretary, or in the absence of the Secretary, by any other officer of the Corporation, not less than ten days before the meeting. Notice of a Special Meeting shall also state the purpose of such meeting.

Section 9. Quorum. At the meeting of the Board of Directors, a majority of the Directors convened shall constitute a quorum for the transaction of business.

Section 10. Telephonic Meetings. Meetings may be held by telephone as long as all participating directors may simultaneously hear and speak with each other. A director participating in such a meeting is deemed present for purposes of a quorum.

Section 11. Discretionary Vote. When the President deems it necessary to obtain of the Board of Directors on a matter where timing is a factor, the President may, at his/her discretion utilize telephone, mail, or fax or email.

Section 12. Fiscal Year. The Fiscal Year of the Utah Geriatrics Society shall be the Calendar Year.

Article VI

Officers

Section 1. Principal Officers. The four (4) Principal Officers of the Corporation shall be: President, President-Elect, Secretary/Treasurer and Immediate Past-President.

Section 2. Tenure. The initial Principal Officers shall be elected by the initial Board of Directors. Thereafter, the Principal Officers of the Corporation shall be elected by a majority vote of the membership of the Corporation at its Annual Meeting of the Corporation. The Principal Officers shall be elected to serve for a two (2)-year term.

Section 3. Compensation. No Director or Principal Officer of the Corporation shall, directly or indirectly, receive any salary compensation or emolument from the Corporation, either as an Officer or Director, or in any other capacity, or be interested in any contract for furnishing supplies thereto, unless authorized by the concurring vote of no less than two-thirds of the entire Board of Directors of the Corporation.

Section 4. Vacancies. The Board of Directors may fill any vacancy in any office until the next annual meeting of the members of the Corporation.

Section 5. Resignations. Any officer may resign at any time by written notice to the Secretary.

Section 6. Removal. Any officer of the Corporation may be removed for cause, after an appropriate hearing, by the affirmative vote of no less than three-fourths of the whole Board of Directors whenever, in their judgment, the best interests of the Corporation will be served thereby.

Section 7. The President. The President shall be the Chief Executive Officer and shall preside at all meetings of members of the Corporation. The President, or an appointed representative, shall preside over any scientific sessions of the Corporation. In the event of

a vacancy in the office of President, or during the President's absence or inability to act, the duties shall devolve upon the President-Elect. When the term of the President expires, the immediate past-president will continue to serve on the Executive Committee and the new board for two years.

Section 8. The President-Elect. In the absence of the President, the President-Elect will chair meetings. The President-Elect shall be an ex-officio, voting member of all committees.

Section 9. The Secretary/ Treasurer. The Secretary/Treasurer shall keep a careful record of proceedings of the meetings of the members of the Corporation and of the Board of Directors, shall also be charged with the custody of all financial papers and documents relating to the property of such banks and trust companies as the Board of Directors shall designate or approve, and shall in general, perform all other duties incident to the Office of Secretary/Treasurer subject to the control of the Board of Directors.

Section 10. The Immediate Past-President. When the term of the President expires, the Immediate Past-President will continue to serve on the Executive Committee and the Board for two years. The Immediate Past-President shall serve as the chair of the Nominating Committee.

Section 11. Other Officers. The Board of Directors may from time to time appoint such other officers from among the Members of the Corporation as it may deem advisable to assist Principal Officers in the performance of their duties on behalf of the Corporation.

Section 12. COSAR Representative. The Board of Directors shall select a representative from its membership to serve on the Council of State Affiliate Representatives (COSAR) of the American Geriatrics Society. Representatives must report to the Board of Directors orally or in writing on all matters pertinent to the Utah Geriatrics Society and must be in attendance at the Annual Meeting.

Section 13. Student Representative. UGS will request recommendations from the major academic graduate-level geriatric/gerontology or related clinical, medical or advanced practice studies programs in Utah of an appropriate student to serve on the

UGS Board of Directors. Applications will be reviewed by the Executive Committee and voted on by the Board of Directors. The Student Board Member will assist in the recruitment of future student members to UGS and encourage student participation.

Section 14. Conflict of Interest. A conflict of interest is present when the corporation pays compensation or provides any tangible benefits to an officer or member of the Board or to a member of a director's or officer's family. All transactions involving conflicts of interest must be presented to the Board for approval. Directors and officers who have a conflict of interest in any matter must 1) declare the existence of any direct or indirect conflict of interest, 2) disclose its nature on the record, and 3) abstain from voting on that matter. The rest of the Board must analyze the transaction and ensure that all transactions involving a conflict of interest are fair to the corporation and that no special benefits are being given to any person. A conflict-of-interest transaction must be approved by the affirmative vote of a majority of the members of the Board of Directors who do not have a conflict of interest involved in that issue, as long as no less than two disinterested directors vote to approve the transaction.

Section 15. Indemnification. The Corporation shall indemnify, to the fullest extent provided by-law, each of the Directors and Officers of the Corporation, made or threatened to be made a party to any action or proceeding as a result of his or her service in such capacity, or his or her service at the request of the Corporation in any capacity on behalf of any other corporation, trust, partnership, joint venture, employee benefit plan or other enterprise or in connection with any other activity performed at the request of the Corporation, against any claim, judgment, settlement, or fine related to such action or proceeding, and any appeal therein, and reasonable expenses including reasonable attorneys' fees relating thereto, provided that with respect to any act performed by such Director or Officer relating to any such action or proceeding he or she acted in good faith for a purpose which he or she reasonably believed to be in, or with respect to service at the request of the Corporation for any other corporation, trust partnership, joint venture, employee benefit plan or other enterprise or in connection with any other activity performed at the request of the Corporation, not opposed to, the best interests of the Corporation and, in any criminal action or proceeding, had no reasonable cause to believe that his or her action was unlawful.

Article VII Committees

Section 1. Executive Committee. The Executive Committee shall be composed of the Officers of the Corporation and the Immediate Past President. The Executive Committee shall be empowered to act for and in behalf of the Board of Directors. However, the Executive Committee may not nullify or modify any previous action of the Board.

Section 2. Membership Committee. The Membership Committee & Nominating Committee shall consist of at least three (3) persons elected by the Board of Directors from among the members of the Corporation and should include at least one (1) Member of the Board of Directors. The Committee shall elect its own chairperson. The Membership Committee shall aggressively seek new members and retain incumbent members year-round.

The Nominating Committee shall be chaired by the Immediate Past-President and shall convene each summer to determine the slate of candidates for the fall election to the Board of Directors and Principal Officers of the Corporations. Nominations will also be accepted from the floor at the Annual Meeting from the Members.

The report of the Nominating Committee shall be in writing, signed by the Chairperson of the Committee, and shall be delivered to the President prior to the Annual Meeting of the Members. Ten (10) days prior to the election date, the Utah Geriatrics Society office will send notification to the membership for the General Membership Meeting, or may deliver a written ballot with a slate of officers and board of directors. New officers and directors will assume office on the first day of the month following the Annual meeting.

Section 3. Educational Program and Annual Conference Committee. The Educational Program Committee shall be selected from the membership of the Corporation, and will include one or more members of the Board of Directors. The Educational Program Committee shall have the responsibility for planning and conducting any and all of the educational programs directed by the Board of Directors and all activities associated with such programs. The Board may elect more than one chairperson and appoint different individuals to oversee various program functions, or sub-committees, as is deemed necessary to reasonably meet the needs of the membership.

Section 4. Other Committees. The Board of Directors may from time to time by resolution appoint such other committees from among the Members of the Corporation, including the Board of Directors, as it may deem advisable or appropriate to assist the Board in the management, direction and supervision of the various activities of the Corporation.

Article VIII
Amendments

The members of the Corporation may, by an affirmative vote of not less than two-thirds present, amend these By-Laws at any Annual or Special Meeting of the Members, subject to the limitations hereinafter provided. Amendments may be proposed by any Member of the Corporation and shall be proposed in writing delivered to the Secretary and, except for those made from the floor or those delivered after notice of such meeting, a copy thereof shall be mailed to each Member of the Corporation with the notice of the meeting. A copy of any Amendment which shall be approved shall be mailed to each Member of the Corporation.

Director, Miriam Beattie, President _____ Date _____

Director, Florentino Abueg, Pres Elect _____ Date _____

Director, Bryan Culliton, Sec/Treas _____ Date _____

Director, Iona Thraen, Immed Past Pres _____ Date _____