



BYLAWS
of the
THE UTAH GERIATRICS and GERONTOLOGY SOCIETY

Adopted by the Board of Directors on June 17, 2022

Pursuant to the provisions of the Utah Nonprofit Corporation and Cooperative Association Act, the Board of Directors (Board) of **The Utah Geriatrics and Gerontology Society**, a Utah nonprofit corporation, hereby adopts the following Bylaws for said nonprofit corporation, referred to hereinafter as "UGS."

ARTICLE 1: PURPOSE

- 1.1** The purpose of UGS is accomplished through achieving global goal outcomes of improved health, quality of life, and functioning of older adults in Utah and support of their families and care partners. UGS is committed:
- 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.
 - b) To advance science and education in geriatric medicine and gerontology.
 - c) To assist and encourage research in geriatric medicine and gerontology.
 - d) To promote resources to health care providers, allied health care professionals, and gerontologists.
 - e) To advocate for policies that improve the lives of older adults.
 - f) To identify, catalog, and support other organizations that care for and assist older adults in Utah, their families, and their care partners.

ARTICLE 2: OFFICES

The principal offices of UGS in the State of Utah shall be located in the County of Salt Lake, or such other place as may be designated by the directors of UGS. UGS shall have such other offices, either within or without the State of Utah, as the Board or the business of UGS, may require from time to time.

ARTICLE 3: BOARD OF DIRECTORS

- 3.1 Authority of the Board of Directors.** The Board shall exercise all its powers subject to the provisions of the laws of the State of Utah, the Articles of Incorporation, and the Bylaws. The Board shall exercise the powers, prerogatives, duties, and responsibilities for which it was created. The Board shall have the complete and exclusive authority to review and approve the organization's mission and strategic direction, and its fiscal and governing policies. The Board's primary purpose is to represent UGS members and participants, establish governance policy, and monitor for compliance. The Board shall have the complete and exclusive authority to care for and control the organization's properties and assets, and shall ensure the orderly, efficient, and effective operation of UGS.
- 3.2 Qualifications.** The Board shall represent the key stakeholders of UGS mission defined as members, participants, community partners, and funders. The Board shall endeavor to select Directors with diverse backgrounds, experience, expertise, and skills relevant to accomplishing the Board's work.
- 3.3 Number of Directors.** The number of Directors which shall constitute the whole Board shall not be less than nine (9) nor more than fifteen (15). Within these limits, the Board may increase or decrease the number of directors for purposes of Board effectiveness.
- 3.4 Election of the Board of Directors.** Directors shall be elected by a majority vote of the Board. The vote will take place in the month prior to the annual meeting and results will be announced at the meeting.

- 3.5 Terms.** A Director shall be elected to a term of two years and may be re-elected to an additional term of two years. Some initial terms may be less than three years to achieve a pattern of staggered Board terms.
- a) A Director may serve additional terms if approved by the Board.
 - b) Terms shall run concurrent with the calendar year beginning in January of the year following election to the Board at the annual meeting. If a Director is elected to fill a vacancy or for another purpose, the term tenure shall commence:
 - 1) at the beginning of the next calendar year if elected on or after July 1; or
 - 2) at the beginning of the year elected if elected on or before June 30.
 - c) A Director of the Board may resign at any time by delivering a written notice of resignation to the President of the Board.
 - d) Because the Board does not provide for 'Leaves of Absence', a Director who is unable to attend regularly shall resign, without prejudice, and be eligible for future election.
- 3.6 Removal of Directors.** Directors are expected to be active in the work of the Board. A director may be removed by a two-thirds (2/3) majority vote of the Board if a director:
- a) Is absent from forty percent (40%) or more of the regularly scheduled meetings of the Board Directors in a twelve-month period.
 - b) Fails to act in accord with the responsibilities described in the written UGS policies or these Bylaws.
- 3.7 Voting.** All Board members shall have equal voting rights, being entitled to vote on each matter before the Board for which they have not recused themselves. Board members shall recuse themselves from voting on any matters that could include a conflict of interest.
- a) A quorum shall be necessary for a vote to be taken. Except as otherwise required by statute, the Articles of Incorporation, or these Bylaws, the presence in person (including presence by telecommunications) of a simple majority of members entitled to vote shall constitute a quorum.
 - b) Motions may be passed by the vote of a simple majority of all Directors, including the election to the Board of new Directors and Officers, except in instances which specifically require a two-thirds (2/3) or three-quarter (3/4) majority of the Board.

- c) Amending these Bylaws or Policies shall require a three-quarter (3/4) majority of the Board.
- d) Removing an Officer from an elected position shall require a three-quarter (3/4) majority of the Board.

- 3.8 Place of Board Meetings.** The Board of Directors shall hold its meetings in person at such place or places designated by the Board or by virtual teleconference or a combination of both.
- 3.9 Meetings.** The Board of Directors shall hold at least one regular annual meeting each year in the last calendar quarter. This meeting of the Board of Directors shall be held prior to the Annual Meeting of the members of UGS. The Board may hold additional special meetings, virtual or in person, as necessary to conduct the business of UGS. Guidance and protocols as outlined in Robert's Rules of Order shall be used for conducting meetings, changing policies or bylaws, and other business decisions as applicable.
- 3.10 Notice.** Notice of the time and place of all meetings of the Board of Directors shall be given by email notification to each Director by the Secretary, or in the absence of the Secretary, by any other officer of UGS, not less than ten days before the meeting. Notice of a special meeting shall also state the purpose of such meeting.
- 3.11 Discretionary Vote.** When the President deems it necessary to obtain a vote of the Board of Directors on a matter where timing is a factor, the President may, at their discretion, utilize any available form of communication. The resultant vote shall be noted in the records of UGS by the Secretary.

ARTICLE 4: BOARD OFFICERS

- 4.1 Principal Officers.** The four (4) principal officers of UGS shall be: President, Vice-President, Treasurer, and Secretary.
- a) President. The President shall preside at all meetings of the Board and member meetings of UGS. In the event of a vacancy in the office of President, or during the President's absence or inability to act, the duties shall be executed by the Vice President.
 - b) Vice-President. In the absence of the President, the Vice-President will assume the duties of the President. The Vice-President will also chair designated committees.
 - c) Treasurer. The Treasurer shall be charged with the custody of all financial papers and documents relating funds collection, accounting, tax returns, financial and investment policy, and be the primary liaison of banks and financial institutions conducting business with UGS.
 - d) Secretary. The Secretary shall keep a careful record of proceedings of the meetings of the members of UGS and of the Board of Directors and provide timely notices to applicable members or Directors for all UGS meetings.
- 4.2 Tenure.** The Principal Officers shall be elected by a simple majority of the Board of Directors at its designated annual meeting. The Principal Officers shall be elected to serve for a two (2)-year term.
- 4.3 Compensation.** No Director or Principal Officer of UGS shall, directly or indirectly, receive any salary compensation or emolument from UGS, either as an Officer or Director, or in any other capacity, or be interested in any contracts with potential conflicts of interest, unless authorized by the concurring vote of no less than two thirds (2/3) of the Board of Directors.
- 4.4 Vacancies.** The Board of Directors may vote to fill any vacancy in any office at the next regularly scheduled board meeting of UGS.
- 4.5 Resignations.** Any Officer may resign at any time by written notice to the President, or in their absence, the Vice President.

- 4.6 Removal.** Any Officer of UGS may be removed for cause, after an appropriate hearing, by the affirmative vote of no less than three-fourths of the Board of Directors whenever, in their judgment, the best interests of UGS will be served thereby.

ARTICLE 5: COMMITTEES

The standing committees of the Board shall be four (4) and include the Executive, Membership, Nominating, and Program Committees.

- 5.1 Executive Committee.** The Executive Committee shall be composed of the Officers of UGS and shall be chaired by the President. The Executive Committee shall be empowered to act for and on behalf of the Board of Directors on Board designated matters. However, the Executive Committee may not nullify or modify any previous action of the Board.
- 5.2 Membership Committee.** The Membership Committee shall consist of at least three (3) persons selected by the Board of Directors from among active UGS members and should include at least one (1) member of the Board of Directors. The Committee shall designate its own chairperson. Members of this committee will actively promote UGS, present to organizations who may have individuals interested in joining, and recruit individuals, including students, in the geriatrics and gerontology community.
- 5.3 Nominating Committee.** The Nominating Committee shall be chaired by the Board Vice-President and include at least two (2) other active members of UGS. The committee shall convene at least once a year prior to the annual meeting and as often as is required to assure continuity of Board membership and Board leadership throughout the year. The committee will assure that the process for recruiting and nominating new Directors and Officers is approved by the Board of Directors and is properly executed in a timely manner.
- a) Board members can be recruited throughout the year as needed to maintain the required number of Directors. The committee can submit recommendations to the Board at any regularly scheduled Board meeting.

- b) Board Officers may be nominated from the general membership and the current Board by a communication request from the Board President.
- c) Nominations will be voted on by the Board in accordance with voting rules in contained in these bylaws.
- d) New Board members and Officers shall be affirmed by the general membership attending the annual meeting.
- e) New Directors will assume office immediately upon confirmation vote by the Board. New officers will assume their role on the first day of January following the confirmation vote by the Board.

5.4 Program Committee. The Program Committee shall consist of at least three (3) persons selected by the Board of Directors from among active UGS members and should include at least one (1) member of the Board of Directors. The committee shall have the responsibility for planning and recommending educational content and presenters for all UGS programs and events under the direction of the Board of Directors.

5.5 Other Committees. Other ad hoc committees of the Board may be organized when deemed necessary for business purposes and shall be created by motion and approval by the Board.

ARTICLE 6: MEMBERSHIP

Membership is open to professionals interested in the health and well-being of older adults in Utah. It is an opportunity to network with others who share interest in the care of older adults and the education of those who provide that care.

6.1 Regular Members. Defined as physicians, dentists, researchers, gerontologists, psychologists, advanced practice clinicians, nurses, social workers, dietitians, pharmacists, and other allied professionals working on older adult issues.

6.2 Affiliate Members. Interns, residents, fellows-in-training, students, and the general population of interested lay persons.

6.3 Dues. The Board of Directors may require or recommend annual dues for all members for specific projects or purposes established by and approved by the Board. The Board may provide exemptions for certain member categories. The Board Treasurer will account for the membership database and financial accounts on a periodic basis as scheduled or requested by the Board.

6.4 No Discrimination. UGS 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 7: MEMBERSHIP MEETINGS

7.1 Annual Meeting. The Annual Meeting of the Members of UGS shall be held at a time and place designated by the Board of Directors including virtual options for the purposes of presenting the Annual Report of the Directors, affirming newly appointed Directors and Officers, transacting such other business as may come before the meeting, and providing educational and professional networking. The Annual Meeting shall occur in the last quarter of the calendar year.

7.2 Special Meetings. Special Meetings of the Members of UGS:

- a) May be called at any time by the Board's Executive Committee.
- b) Special meetings shall have the primary purpose of providing educational and professional networking opportunities and necessary business.

7.3 Meeting Notices. Notice of the time and place of the Annual Meeting and of all other meetings of the members of UGS shall be given by email for each member of record. Notice shall be sent not less than ten and not more than fifty days before the meeting.

7.4 Annual Report. The Board of Directors shall present at the Annual Meeting of UGS 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 Treasurer shall have the primary responsibility to compile the report which shall contain, together with any other information required by applicable law, the following:

- a) The assets and liabilities as of the end of the most recent twelve-month fiscal period.
- b) The principal changes in assets and liabilities during said fiscal period.
- c) The revenue or receipts of UGS both restricted and unrestricted to particular purposes, during said fiscal period.
- d) The expenses or disbursements of UGS for both general and restricted purposes, during said fiscal period.
- e) The number of members of UGS as of the date of the Report and as of the date of the previous Annual Report.

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

ARTICLE 8: OTHER PROVISIONS

- 8.1 Records.** UGS shall keep correct and complete financial books and records of accounts and shall also keep minutes of the proceedings of its Board and Committees. All books and records of UGS may be inspected or copied by any Director or such Director's authorized agent or attorney, for any proper purpose consistent with UGS policies at any reasonable time provided, however, that the Director must give the President a written request, at least five business days before the date on which the Director wishes to inspect or copy the records.
- 8.2 Fiscal Year.** The fiscal year for UGS will be January 1 to December 31.
- 8.3 Contract Services.** The Board may determine from time to time to retain contract services for the purpose of conducting UGS business including, but not limited to, web development, administrative assistance, legal, executive leadership, etc.
- 8.4 Affiliations.** UGS Board Directors shall encourage its members to participate in national organizations that align with UGS goals and objectives for professional education and advocacy for older adult issues. The UGS Board may choose to designate and support members as affiliate delegates where such appointments will benefit the work of UGS. Affiliates may include, but not limited to:
 - a) American Geriatric Society – COSAR (Council of State Affiliate Representatives)

- b) Gerontological Society of America
- c) American Society on Aging

- 8.5 Professional Responsibility.** All Directors will be required to perform their duties with a high standard of ethical and professional conduct.
- 8.6 Directors and Officers Liability Insurance.** The Executive Committee shall ensure the acquisition of adequate Directors and Officers liability insurance if deemed necessary and appropriate. The Executive Committee shall review existing policies annually.
- 8.7 Limitation on Liability.** No Director or officer of UGS shall be personally liable to UGS for civil claims arising from acts or omissions made in the performance of such person's duties as a Director or Officer unless the acts or omissions are the result of such person's intentional misconduct.
- 8.8 Amendments.** The Board of UGS may, by an affirmative vote of three fourths (3/4) of the Directors, amend these Bylaws at any Annual or Special Meeting of the Board, subject to the limitations herein. Amendments may be proposed by any UGS member or Director by electronic written request to the UGS Executive Committee. The Board will consider the request at its next regularly scheduled meeting. Approved amendments will be updated in the records and documents of UGS, and the membership notified.

The foregoing Bylaws were adopted by resolution of the Board at the meeting of the Board held on the 17th day of June 2022.

ATTEST: Richard John Lassere, MD
President, UGS Board of Directors