

**BY-LAWS OF
THE WEST VIRGINIA GERIATRICS SOCIETY, INC.**

Article I

THE WEST VIRGINIA GERIATRICS SOCIETY, INC., hereafter referred to as the Society, is a non-profit organization incorporated on July 30, 2004, pursuant to the Membership Corporations Law of the State of West Virginia.

Article II

The goals of the Society shall be limited to those set forth in the Certificate of Incorporation. To these ends, the Society shall:

- (a) develop, support, and promote the interdisciplinary practice of geriatrics and support practitioners providing such care;
- (b) increase the number of physicians and other practitioners' knowledgeable about geriatrics and committed to the clinical care of the aged in West Virginia;
- (c) engage in a public policy effort that will advocate for improved health care for older adults in West Virginia;
- (d) promote effective, high quality education that addresses the health care problems of older adults;
- (e) foster and encourage active participation of its members, and serve the needs of the membership.

Article III

MEMBERSHIP

Section 1. Classes of Membership. The Society shall have the following classes of membership:

- (1) **Members.** Membership in the Society shall be open to any individual interested in the objectives and activities of the Society. Each candidate for membership shall make application on forms provided by the Society. Each candidate must pay the

annual membership dues in order to remain in good standing.

- (2) **Associates.** This category of membership is open to undergraduates, medical students, graduate students, interns, residents, and fellows-in-training. Verification by the training program director is required on the application in order to be eligible for this reduced dues category of membership. Associates do not have voting privileges.
- (3) **Honorary Members.** The Board of Directors may confer Honorary Membership on any individual who has made outstanding contributions to geriatrics or gerontology. Honorary Members shall not be required to pay dues, nor shall they have voting privileges. When a member is elected to Honorary status he/she may, at his/her option, retain the right to vote by continuing to pay dues.
- (4) **Institutional Members.** Membership in the Society shall be open to any institution or corporation interested in the objectives and activities of the Society. Each candidate for institutional membership shall make application on forms provided by the Society and must pay the annual membership dues in order to remain in good standing. Each institutional member is entitled to one vote.

Section 2. Transfer of Membership.

Membership in the Society is personal and cannot be transferred or assigned to another individual.

Section 3. Resignation, Forfeiture, Discipline, Reinstatement.

Any member who is in good standing and has no outstanding obligation to the Society may resign by filing a written resignation with the administrative staff of the Society. A member may be disciplined and his/her membership suspended or terminated for actions deleterious to the purposes of the Society. Reasons for removal must be presented in writing. The action requires a two-thirds vote of the Board of Directors after an appropriate hearing. The member has the opportunity to appeal the decision in person or in writing. The Board of Directors may, by a majority vote of the Directors present at any regularly constituted meeting thereof, reinstate any former member upon such terms as the Directors may deem proper. Failure to renew membership and/or pay dues by the midpoint of the membership/calendar year may be considered a voluntary resignation of membership.

Section 4. Discrimination.

Membership in any category of the West Virginia Geriatrics Society shall not be denied or abridged on account of sex, sexual orientation, color, creed, race, religion, handicap, ethnic origin, national origin or nationality.

Article IV

MEETINGS OF THE SOCIETY

Section 1. Annual Business Meeting.

The Annual Business Meeting of the members of the Society 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; announcement of Directors and Officers elected by ballot by the members prior to the Annual Business Meeting; presenting a Scientific Program and transacting such other business as may come before the meeting.

Section 2. Special Meetings

A special meeting of the members of the Society may be called at any time (a) by the President; (b) by the President upon written request of a majority of the Board of Directors; or (c) by the President when at least 50% of the members entitled to vote request him/her to do so. Such request shall specify the time, place and purposes of the proposed meeting.

Section 3. Meeting Notices

Written notice of the time and place of the Annual Business Meeting and of all other meetings of the members of the Society shall be mailed by the Society to each member entitled to vote, addressed to said member at the address as it appears on the records of the Society, not less than ten (10) and not more than fifty (50) days before the meeting. Publication in an official mailing to members of the Society shall be equivalent to mailing notice of meetings.

Section 4. Quorum.

One-tenth of the total number of members of the Society entitled to vote present in person shall constitute a quorum for the transaction of business at any duly called regular or special meeting of the members, but a lesser number may adjourn the meeting to a day specified.

Section 5. Place of Meetings.

Meetings of the Society may be held within or outside of the State of West Virginia.

Section 6. Annual Report.

The Board of Directors shall present to the Annual Business Meeting of the Society a Report, verified by the President and Treasurer, or by a majority of the Directors, and dated as of the date of the meeting, showing the whole amount of real and personal property owned by it, where located, and where and how invested, the amount and nature

of the property acquired during the year immediately preceding the date of the Report and the manner of the acquisition; the amount applied, appropriated or expended during the year immediately preceding such date, and the purposes, objects or persons to or for which such applications, appropriations or expenditures have been made; and the names and places of residence of the persons who have been admitted to membership in the Society during such year; which Report shall be filed with the records of the Society and an abstract thereof entered in the minutes of the proceedings of the Annual Business Meeting.

Article V

BOARD OF DIRECTORS

Section 1. Management.

The management of the Society shall be vested in a Board of Directors.

Section 2. Number of Board Members.

The number of Board members and principal officers shall be 11. Only members of the Society who have been members for at least a year immediately prior to the election, shall be eligible for election to the Board of Directors.

Section 3. Classes of Directors.

There are two classes of directors: Principal Officers and Directors. A Principal Officer holds an office as listed in Article VI, Section 1 of these By-Laws. A Director does not hold any of the offices listed in Article VI, Section 1. At , or prior to, each Annual Business Meeting of the members of the Society, a number of members of the Board sufficient to bring the total to that number then authorized pursuant to Section 2 hereof, shall be elected by the members.

Each term for Directors shall be three (3) years. Individuals shall not be eligible for election as Directors for more than two consecutive terms

Note: (That way after completing two terms and rotating, off, people can run for another two terms later. It is implicit but not explicit that years as an officer do not count towards limits.)

Section 4. Vacancies.

Vacancies in the Board of Directors may be filled by the Board of Directors. Any Board member elected by the Board to fill a vacancy shall serve until the next general election, at which time they may be confirmed by the membership.

Section 5. Resignations.

Any Board member 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 outside the State of West Virginia as the Board may from time to time designate.

Section 7. Regular Meetings.

The Board of Directors shall hold at least one meeting each year. One meeting shall be held at the Annual Business Meeting of the members of the Society.

Section 8. Special Meetings.

In addition to the one (1) stated meeting, the Board may meet at any time when the affairs of the Society shall require. Special meetings of the Board may be called by the President or Chairperson of the Board, and shall be called by such Officer on the written request of at least three (3) of the whole number of members of the Board of Directors.

Section 9. Notice.

Written notice of the time and place of all meetings of the Board of Directors shall be mailed or facsimiled to each Director by the Secretary or, in his/her absence, by any other Officer of the Society, not less than ten (10) days before the meeting. Notice of a special meeting shall also state the purposes of such meeting.

Section 10. Quorum.

At the meetings of the Board of Directors, a majority of the whole number of Directors shall constitute a quorum for the transaction of business, except as otherwise provided in the laws of the State of West Virginia or in these By-Laws, but a lesser number may adjourn the meeting to a day specified. Members can be present through telephone or other distance technology.

Article VI

OFFICERS

Section 1. Officers.

The Principal Officers of the Society shall serve as the Executive Committee of the Board of Directors and shall be a President, a President-Elect, an Immediate Past-President and a Secretary/Treasurer. Only current or past members of the Board of Directors are eligible for election to the positions of Principal Officers.

Minutes of meetings of the Executive Committee are to be reviewed by the Board of Directors at its next meeting. The Board of Directors may designate any authority of the

Board to the Executive Committee, except that the Executive Committee shall not have authority as to the following matters:

- (a) The submission to members of any action requiring members' approval under the Not-For-Profit Corporation Law of the state of West Virginia.
- (b) The filling of vacancies in the Board of Directors or in any committee.
- (c) Fixing compensation of Directors serving on the Board or any committee.
- (d) The amendment or repeal of the By-laws or the adoption of new By-laws.
- (e) The amendment or repeal of any resolution of the Board which by its terms shall not be so amendable or repealable.

Section 2. Qualifications and Tenure.

The President and President-Elect of the Board may serve a one-year term in each such office, except with respect to an unexpired term of the President. The Secretary /Treasurer's term of office will be one (1) year with the possibility of reappointment for up to five (5) consecutive terms. For the initial Board of Directors, terms will be staggered to allow for approximately one-third of the Board members to be elected each year.

Section 3. Compensation.

No Director or Principal Officer of the Society shall, directly or indirectly, receive any salary compensation or emolument from the Society, either as such Officer or Director, or in any other capacity, or be interested in any contract relating to the operations conducted by the Society, nor in any contract for furnishing supplies thereto, unless authorized by the concurring vote of two-thirds of the whole number of Directors of the Society. Other agents appointed by the Board of Directors may receive reasonable compensation for services actually rendered as fixed by a majority vote of the Directors present at any meeting.

Section 4. Vacancies.

The Board of Directors may fill any vacancies which may occur in any office until the next General Election of the Society. In case the President deems it necessary or advisable, he/she may appoint persons to fill vacancies until the Board of Directors or the membership has had an opportunity to hold an election. Vacancies in the Principal Officer positions shall be filled through election by the Board of Directors except in the case of Immediate Past President which shall remain vacant until the following term.

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Section 5. Removal.

Any Officer of the Society may be removed for cause, after an appropriate hearing, by the affirmative vote of three-fourths of the whole number of the Board of Directors whenever, in their judgment, the best interests of the Society will be served thereby.

Section 6. The President.

The President shall preside at all meetings of members of the Society and at all meetings of the Board of Directors. The President, or the President's appointed representative, shall preside over all scientific sessions of the Society. The President shall have the responsibility for appointing, subject to approval by the Board of Directors, all committees except those fixed in Article IX. He/She shall perform such other duties as may be required by these By-Laws and by the Board of Directors and shall be, ex officio, a member of all committees. Following their term as President, they will continue to serve as a voting member of the Board of Directors as Immediate Past President.

Section 7. The President-Elect.

The President-Elect shall be an ex officio member of all committees. In the event of a vacancy in the office of President, or during his/her absence or inability to act, the duties and powers of the President shall devolve upon the President-Elect.

Section 8. The Secretary/Treasurer.

The Secretary/Treasurer shall be charged with the custody of all papers and documents relating to the property of the Society, other than such as are mentioned in Article X, and shall receive all funds of the Society. He/She shall be responsible to assure the deposit of all corporate funds in the corporate name in such banks and trust companies as the Board of Directors shall designate or approve. Such funds shall be disbursed in accordance with Article XI hereof. The Secretary/Treasurer shall render to the Board of Directors whenever requested, and at least once a year, an accurate account of all his/her transactions as Secretary/Treasurer and of the financial condition of the Society. In the event of a vacancy in the office of President-Elect, or during his/her absence or inability to act, the duties and powers shall devolve upon the Secretary/Treasurer.

The Secretary/Treasurer shall be responsible to assure that a careful record of the proceedings of the meetings of the members of the Society and of the Board of Directors are kept, and give notice of all meetings of members of the Society and of the Board of Directors. The Secretary/Treasurer shall oversee the responsibilities concerning liaisons with other organizations and shall Chair the membership committee. In general, the Secretary/Treasurer shall perform all other duties incident to his/her office subject to the control of the Board of Directors.

Section 10. Limitation on Authority of Officers.

The Board of Directors may adopt such resolutions not inconsistent with these By-Laws as they deem advisable limiting and defining the powers and duties of the Officers of the Society.

Article VII

COMMITTEES

The President, in consultation with the Board, may appoint Committees as needed, to advise and assist the Board in the management, direction, and supervision of the various activities of the Society. There shall be two standing committees: 1) Nominating and 2) Education.

Section 1. Nominating Committee.

This Committee shall consist of the Chair and three members of the Society to be selected by the Board of Directors. The President Elect shall chair the Nominating Committee.

Section 2. Education Committee.

This committee shall be responsible for planning the annual conference and other educational events.

Article VIII

NOMINATIONS

The Nominating Committee shall solicit names from the membership-at-large for nomination to open Director positions. Notice of solicitation will be announced no less than thirty (30) days before the Committee meets. Nominations to the Board must come from a member in good standing. The Nominations Committee will request a curriculum vitae and a letter from the nominee consenting to serve if elected. The Nominating Committee may meet immediately preceding or following any regular or special meeting of the Board of Directors. Notice of said meeting of the Committee shall be given concurrently with the notice of such meeting of the Board. The candidates for election to Director and Principal Officer positions of the Society who receive the largest plurality of the Committee's votes shall be nominated by the Committee.

For each open Director position, the Nominating Committee may nominate two persons from among the members of the Society: e.g. the ballot will list up to six nominees for three open positions and each member shall vote for three.). Each term for Directors shall be three (3) years.

At least sixty days prior to the general election the Board of Directors will elect the officers positions. The Board of Directors shall elect the Principal Officers. For the position of President, the President-Elect will automatically become President at the first meeting of the Board following the general election. The term as President shall be one (1) year. Officers and Board Members will be installed at the end of the Annual meeting.

For the position of President-Elect, the Nominating Committee shall nominate one person from among the Board members. Only Board members are eligible for nomination to the position of President-Elect. The term as President-Elect shall be one (1) year. The President-Elect position will serve one year as President-Elect, one year as President and one year as Immediate Past President.

For the position of Secretary/Treasurer, the Nominating Committee shall nominate one person from among the Directors and the Board of Directors will elect this officer. Only Directors are eligible for nomination to the positions of Secretary/Treasurer. The Nominating Committee shall decide whether the Secretary/Treasurer should be re-nominated for additional terms. (see Article VI, Section 2.)

The report of the Nominating Committee shall be in writing, and shall be signed by the Chairperson of the Committee. The slate will be submitted to the Editor of the official Journal or Newsletter of the Society so that it may be published or the slate will be mailed to each voting member not later than thirty (30) days prior to the date of the Annual Business Meeting of the members. The ballots will be cast and the votes counted and announced at the Annual Business Meeting of members. Upon individual request at least 14 days prior to the Annual Business Meeting, a ballot will mailed to the member to be returned to the official address of the WVGS three days prior to the Annual Business Meeting to be counted with the other votes.

Article IX FISCAL

MATTERS

Section 1. A budget will be prepared and approved by the Board of Directors before the end of the fiscal year for the upcoming year.

Section 2. Safekeeping of Securities

Subsection a. All bonds, stocks and other securities and evidence of value, shall be deposited for safekeeping with a bank, stock brokerage firm, or trust company approved by the Board of Directors, to be held for the account of the Society and subject to the joint order of the Treasurer and any other Principal Officer.

Subsection b.

All transfers and assignments of any securities registered or standing in the name of the Society shall be executed under its seal by the Treasurer and any other Principal Officer.

Section 3. Bank Accounts

All dues and other funds received by the Society, whether by way of interest, dividends, bequest or otherwise, shall be deposited in such Banks or Trust Companies as the Board of Directors shall select, to be held in an account to be designated "The West Virginia Geriatrics Society, Inc." All checks or other orders for the payment of drawn by or in the name of the Society on this Account shall be signed jointly by at least two officers or designees.

If the Board of Directors so chooses, the Board may require that any or all the persons authorized to sign or countersign checks, whether by this Article or by resolution of the Board of Directors, be bonded in such amounts and with such sureties as the Board may designate.

Bills for current expenses in the regular course of business shall be approved by the President or other designated officer.

Section 4. Fiscal Year

The fiscal year of the Society shall begin on the 1st of July and end on the 30th of June of the subsequent year.

Article X

CONTRACTS

All contracts not made in the ordinary course of business must be approved by a majority of the whole number of the Board of Directors.

Article XI RULES

OF ORDER

Unless otherwise provided, all deliberations of the Society shall be conducted in accordance with Robert's Rules of Order, insofar as they do not contravene the laws of the State of West Virginia.

Article XII WAIVER

OF NOTICE

The giving of any notice required to be given under these By-Laws and the Laws of the State of West Virginia may be waived by a waiver in writing, signed by the person or persons entitled to said notice, whether before or after the time or event referred to in said notice, which waiver shall be deemed equivalent to such notice.

Article XIII

COMMUNICATION

Any official communication amongst the officers, Board and members of the Society, may take place via postal mail or by electronic means.

Article XIV

AMENDMENTS

Following approval of the amendment by the Board of Directors, the members of the Society may, by an affirmative vote of not less than two-thirds of those present, amend these By-Laws at any regular or special meeting of the members, subject to the limitations hereinafter provided. Amendments shall be proposed in writing and, except for those made from the floor, a copy thereof shall be mailed to each member of the Society with the notice of the meeting. Publication in the official Journal or Newsletter of the Society shall be equivalent to mailing notice of amendment.

Amendments proposed from the floor, if approved, shall be submitted to the Board of Directors for further approval at the next regular or special meeting of the Board and, if approved by two-thirds of the whole number of Directors at such meeting, shall thereupon become effective. If not so approved by the Board of Directors, such amendment shall not become effective unless re-approved by two-thirds of the members present at an ensuing Annual or special meeting of the members of the Society.

Notwithstanding the foregoing, amendments to the By-laws of the Society shall not be approved by the Board of Directors or amended by the members of the Society, unless the number of members or directors at such meeting, as the case may be, constitutes a quorum as set forth herein.

Article XV

TAX EXEMPT STATUS

Section 1

The West Virginia Geriatrics Society, Inc. is organized exclusively for charitable, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section

501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Section 2

No part of the net earnings of the West Virginia Geriatrics Society, Inc. shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the West Virginia Geriatrics Society, Inc. shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the West Virginia Geriatrics Society, Inc. shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Section 3

Upon the dissolution of the West Virginia Geriatrics Society, Inc., assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Revised: September 30, 2011

Approved by the Membership: _September 30, 2011

Signed: _____

Secretary/Treasurer

Date