

California Orthopaedic Association Committee Structure

ARTICLE VI

COMMITTEES

Section 1. Appointment and Authority. The Board may appoint one or more committees, each consisting of two or more Directors and delegate to such committee any of the authority of the Board except with respect to:

- a. The approval of any action for which the California Nonprofit Mutual Benefit Corporation Law also requires approval of the members or approval of a majority of all members;
- b. The filling of vacancies on the Board or on any committees authorized by this Section 1;
- c. The fixing of compensation of the Directors for serving on the Board or on any committee;
- d. The amendment or repeal of By-Laws or the adoption of new By-Laws;
- e. The amendment or repeal of any resolution of the Board which by its expressed terms is not so amendable or repealable;
- f. The appointment of other committees of the Board or the members thereof;
- g. The expenditure of corporate funds to support a nominee for Director after there are more people nominated for director than can be elected; or
- h. With respect to any assets held in charitable trusts, the approval of any self-dealing transaction. Any such committee must be created, and the members thereof be appointed, by resolution adopted by a majority of the authorized number of Directors then in office, provided a quorum is present and any such committee may be designated an Executive Committee or by such other name as the Board shall specify. The Board may appoint in the same manner, alternate members of any committee who may replace any absent member at any meeting of the committee. The Board shall have the power to prescribe the manner in which the proceeding of any such committee shall be conducted. Unless the Board or such committee shall otherwise provide, the regular and special meetings and other actions of any such committee shall be governed by the provisions of Article IV applicable to meetings and actions by the Board. Minutes shall be kept of each such meeting of such committees. Without limitations, the committees authorized by this Section shall be the Executive Committee and the Nominating Committee.

Section 2. Other Committees

- a. In addition to committees having the authority to act on behalf of the Board, the Board is authorized to create and appoint such other committees for the purpose of carrying on the affairs of the corporation. Such committees shall not act with the authority of the Board, but shall be merely advisory to the Board and to the Corporation. Without limiting the authority of the Board to appoint additional committees, the other committees of the corporation are as follows: By-Laws, Membership, Economics, Legislative, Program and Continuing Medical Education, Public Relations, and Workers' Compensation. Except as otherwise provided in these By-Laws, the chairman of each of the above committees shall be appointed by the Chairman of the Board and approved by the Board of Directors. The committee chairman shall appoint additional members to his committee and all appointments must be approved by the Board of Directors.
- b. The Chairman of the Board, with approval of the Board of Directors, may appoint other committees as shall from time to time be deemed advisable.
- c. All special committees shall be disbanded by action of the Board of Directors after they have fulfilled their specific charges.

Section 3. Composition and Duties.

- a. Executive Committee:
 1. The Executive Committee shall consist of the Officers of the Corporation and the three immediate past Presidents of the Corporation.
 2. Between meetings of the Board, the Executive Committee shall have the authority to exercise all powers of the Board, except those powers expressly vested in the full Board of Directors by the California Corporations Code or any other applicable law.
 3. The Executive Committee shall meet at the call of the President or in his absence at the call of the First Vice President. A majority of members of the Executive Committee shall constitute a quorum.
- b. By-Laws Committee:

The By-Laws Committee shall revise these By-Laws and make recommendations to the Board of Directors for changes therein. There shall be a bi-annual review of these By-Laws by this committee.
- c. Membership Committee:
 1. The Membership Committee shall encourage qualified orthopaedic surgeons, orthopaedic residents, and orthopaedic researchers to apply for membership in the Corporation.
 2. The committee shall investigate complaints and charges against members which are

received in writing, and report findings directly to the Board.

3. Committee appointments shall be made to ensure an equitable geographic distribution of the committee members.

d. Economics Committee:

The Economics Committee shall monitor, evaluate, and provide input to state, federal, private entities and our membership on issues relating to the delivery of musculoskeletal services and associated economic issues, and shall report upon its findings to the Board.

e. Legislative Committee:

The Legislative Committee shall monitor legislative and administrative rulings, regulations or decisions affecting the practice of orthopaedic surgery, and report its findings to the Board.

f. Public Relations Committee:

The Public Relations Committee shall strive to promote understanding and a good relationship between orthopaedic surgeons and other physicians. This committee, through its members, shall act as liaison between the Association and other surgical organizations throughout the state, and shall promote good relationships with patients. Each of the seven California districts shall be represented on this committee.

g. Nominating Committee:

1. The Nominating Committee shall propose for nomination the following officers:
 - (a) President
 - (b) First Vice President
 - (c) Second Vice President
 - (d) Secretary-Treasurer
 - (e) Members-at-Large to serve on the Board of Directors
 - (f) Members of the Board of Directors
 - (g) Other nominations as may be necessary
2. The committee shall submit their proposed slate of Officers, Members-at Large and other nominees to the Board of Directors before the Annual Meeting.
3. The committee shall consist of the chairman who shall be the immediate past president of the California Orthopaedic Association and two members of the Board of Directors.
4. A member may be reappointed to this committee after one year's absence from it.

h. Planning and Development Committee:

1. The Planning and Development Committee is composed of the three most recent past presidents. The past president with the longest tenure as past president is to serve as chairman.

1. The committee shall be responsible for both long and short range planning for the COA as well as recommending innovations and changes in COA policy. It shall be consultant and advisory to the Board of Directors on request

i. Workers' Compensation Committee:

The Workers' Compensation Committee shall monitor, evaluate, and provide input to state and private entities and our membership on occupational health issues and report its activities to the Board.

j. Program and Continuing Medical Education Committee:

1. The Program and Continuing Medical Education Committee shall plan and develop the scientific and socioeconomic content of the agenda for the Annual Meeting.

2. The Committee shall solicit industry support for the Annual Meeting.