

## ARTICLE VIII -- OFFICERS

The officers of the Society shall be as follows: President, President-Elect, Secretary-Treasurer, and Secretary-Treasurer Elect. The officers shall be elected by a majority of the ballots cast at the annual meeting. An officer elected shall take possession of his office immediately. In the case of death, disability, or resignation of any elected officer, the Board of Directors shall appoint a successor for the balance of the term.

SECTION 1: President -- The President shall be the principal executive officer of the Society. The President shall preside over the meetings of the Society, shall have power to call special meetings, and shall call special meetings at the request of the Board of Directors or by written request of at least five (5) percent of the active membership. The President shall be Chairman of the Board of Directors and shall appoint whatever committees may be necessary. He/she shall act as an Ex-Officio member of each appointed committee. He/she shall serve as Chairman of the Program Committee for the annual meeting. The President shall serve a term of one year.

SECTION 2: President-Elect -- The President-Elect shall prepare himself/herself to assume the duties of the President and shall perform the duties of the President in his/her absence or in the case of inability of the President to act. The President-Elect shall serve a term of one year and shall succeed to the Office of President at the close of the annual meeting.

SECTION 3. Secretary-Treasurer -- The Secretary-Treasurer shall serve a three year term of office and shall take the minutes of the proceedings of the Society, keep the Minutes of the Meeting of the Board of Directors, notify all members of the committees

of their appointments, keep a record of the members of the Society, notify all members of the time and place of meetings and of special business to be brought before the Society, and retain a copy of the program of each annual meeting attached to the minutes. The Secretary-Treasurer will serve as Membership Chairman. As Treasurer, he/she shall receive all money due the Society and shall disperse it as directed by the President or the Board of Directors. He/she shall make a report of the funds of the Society at each annual meeting.

SECTION 4: Secretary-Treasurer-Elect -- During the third year of the Secretary-Treasurer's term a Secretary-Treasurer-Elect shall be elected to serve one year and shall assist the Secretary-Treasurer as needed. The Secretary-Treasurer-Elect shall prepare himself/herself to assume the duties of Secretary-Treasurer and will serve as an Ex-Officio member of the Board of Directors.

#### ARTICLE IX -- BOARD OF DIRECTORS

SECTION 1: Composition -- The Board of Directors shall consist of the President, President-Elect, Secretary-Treasurer, Immediate Past President, the representatives from Georgia to the Board of Councilors of the American Academy of Orthopaedic Surgeons, and the representative from the Georgia Orthopaedic Society to the Medical Association of Georgia, and other Committee Chairmen deemed necessary by the Board of Directors to carry out the functions of the Society. In addition during his/her term of office the Secretary-Treasurer-Elect will serve as an Ex-Officio member of the Board of Directors.

The President shall be the Chairman of the Board of Directors.

The Immediate Past President shall remain as a member for a one year term.

SECTION 2: Duties-- The Board of Directors shall be the Administrative Authority of the Society and shall consider all of its activities and determine its policies. The Board of Directors shall fix the time and place and make proper arrangements for the meetings of the Society.

The Board of Directors shall review all applications for membership in the Society and make appropriate recommendations to the general membership at the annual meeting.

The Board of Directors will be empowered to determine all matters of a disciplinary nature and will respond to complaints or requests for disciplinary action and likewise implement the appeal mechanism for any member against whom disciplinary action has been instituted by the Society.

The Board of Directors shall direct the Secretary-Treasurer to prepare annual reports to be submitted to the membership of the Society stating the work of the previous year and shall audit the accounts of the Treasurer as deemed advisable.

The Board of Directors shall have general supervision of the financial affairs of the Society and as such have the power to make draft upon the Secretary-Treasurer for such funds as may be required. In addition the Board of Directors shall have control of all property owned by or belonging to the Society.

The Board of Directors shall be authorized to employ an Administrative Agent for the Society who shall be designated as the Executive Secretary. The salary for the Executive Secretary shall be determined by the Board of Directors and the performance of the

Executive Secretary shall be reviewed by the Board of Directors on an annual basis. The Executive Secretary shall assist the Secretary-Treasurer with administrative duties consistent with these Bylaws.

SECTION 3: Meetings-- A regular meeting of the Board of Directors will be held in conjunction with each annual meeting. The Board of Directors shall have the authority to conduct such business of the Society as is necessary between annual meetings. In addition to the annual meeting there shall be such meetings as the President may deem necessary.

SECTION 4: Quorum – Any three members including the President shall constitute a quorum.

SECTION 5: Compensation – Directors shall not receive compensation for their services; but, by action of the Board of Directors, expenses incurred may be reimbursed for attendance at special meetings of the Board. Complimentary rooms are occasionally provided by the Hotel at annual meetings; allocation of complimentary rooms in such circumstances would be at the discretion of the Board of Directors.

#### ARTICLE X - COMMITTEES

##### SECTION 1: Program Committee

- A. The Program Committee shall arrange a program for the annual meeting of the members of the Society and shall invite members of the Society or guests to participate in the program.

B. The Program Committee shall consist of at least four (4) members to include the President, President-Elect, the Secretary-Treasurer, and a representative from the Georgia Society for Surgery of the Hand. The President shall serve as Chairman of the Program Committee.

SECTION 2: Nominating Committee

- A. The Nominating Committee shall consist of three active members of the Society, one of whom shall be elected at the annual meeting of the Society following nominations from the floor. The second member, who shall act as Chairman, shall be appointed by the President. The third member shall be elected by the Board of Directors by a majority vote.
- B. The Nominating Committee shall submit to the annual meeting one or more nominations for President, President-Elect, Delegate to the Medical Association of Georgia, and Representatives to the Board of Councilors of the American Academy of Orthopaedic Surgery as these positions are available. The Nominating Committee shall submit triannually a nomination for Secretary-Treasurer and Secretary-Treasurer-Elect.
- C. Nominations of any candidate for any office may be made from the floor at the annual meeting and upon seconding of the nomination the name will be placed on the ballot and submitted to the Society for vote.
- D. Candidates elected by the general membership shall be announced prior to the conclusion of the annual meeting.

SECTION 3: Other Committees-- The Board of Directors may create whatever other committees are deemed necessary to carry out the functions of the Society.

#### ARTICLE XI-- SPECIAL DELEGATES

SECTION 1: Medical Association of Georgia - One active member who is also in good standing of the Medical Association of Georgia shall be elected at the annual meeting to serve as the delegate to represent the Society at the meetings of the Medical Association of Georgia House of Delegates. This delegate shall serve a term of two years and during this term will also serve as a member of the Board of Directors of the Georgia Orthopaedic Society. This delegate shall be eligible for re-election.

SECTION 2: American Academy of Orthopaedic Surgeons- Representatives from the Georgia Orthopaedic Society to the Board of Councilors of the American Academy of Orthopaedic Surgeons shall be elected by the membership following nomination by the Nominating Committee. Only members of the Society who are Fellows of the American Academy of Orthopaedic Surgeons are eligible for the position of Councilor. The term of office for an elected member of the Board of Councilors shall be three years. Each Councilor shall be eligible for re-election for one additional three year term