

COA

CALIFORNIA

ORTHOPAEDIC ASSOCIATION

By-Laws

June, 2004

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of the
CALIFORNIA ORTHOPAEDIC ASSOCIATION**

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**BY-LAWS
of the
CALIFORNIA ORTHOPAEDIC ASSOCIATION, INC..**

A California Non-profit Mutual Benefit Corporation

**ARTICLE I
OFFICES**

Section 1. Principal Office. The corporation's principal office shall be fixed and located at such place as the Board of Directors (herein called the "Board") shall determine. The Board is granted full power and authority to change said principal office from the one place to another.

Section 2. Other Offices. Branch and subordinate offices may be established at any time by the Board at any place or places.

**ARTICLE II
PURPOSE**

It shall be the purpose of this Corporation to:

- a. Associate and affiliate into one organization all ethical doctors of medicine licensed to practice in the State of California, who are engaged in the practice of orthopaedic surgery.
- b. Study, report, and make recommendations on matters of health policy interest to orthopaedic surgeons.
- c. Present such studies, reports and recommendations together with resolutions and opinions of its members to persons, bodies or agencies, governmental or private, whose action or decisions may affect the interest of surgeons or the practice of orthopaedic surgery.
- d. Protect the public interest and orthopaedic surgeons in the practice of orthopaedic surgery.
- e. Join with other state or national organizations who have similar health policy interests to achieve benefits for orthopaedic surgery, orthopaedic surgeons, and their patients.
- f. Disseminate information concerning the practice of orthopaedic surgery.
- g. Encourage and maintain high educational, professional, ethical and moral standards in the field of orthopaedic surgery in the State of California.
- h. Support, foster, and augment and encourage teaching and education of treatment and prevention of disorders of the musculoskeletal system.

ARTICLE III
MEMBERSHIP

Section 1. Classes. There shall be six classes of membership: active, life, semi-retired, inactive, resident, and research associate.

Section 2. Active. The active members shall be physicians of good moral character who have demonstrated continued adherence to the principles of medical ethics of the American Medical Association. Each active member shall be licensed to practice medicine in the State of California or a resident in orthopaedic surgery in the State of California; and have at least 90% of his professional activities, clinical or administrative, be in the field of orthopaedic surgery, or be certified in orthopaedic surgery by an ABMS-approved certifying body.

Section 3. Life. Life members are active members who, having reached the age of 65 and having completely retired from practice of any type, and upon request, shall have been conferred the status of Life Membership. Practice of any type would not include uncompensated charitable care. A retired or permanently disabled active member shall also be eligible for Life Membership. A life member shall not be subject to dues or assessments and shall be accorded all rights and privileges of active membership, including the right to vote and hold office.

Section 4. Semi-Retired. An active member may request semi-retired status if they have reached the age of 65 and have semi-retired from practice. Semi-retired is defined as someone who works twenty (20) hours per week or less. A semi-retired member shall be subject to a reduced dues or assessments and shall be accorded all rights and privileges of active membership, including the right to vote and hold office.

Section 5. Inactive. An active member may request Inactive status due to health or other good reason. The Membership Committee shall review the status of the inactive member annually unless terminated by the inactive member upon written notice to the Secretary/Treasurer of the California Orthopaedic Association. Inactive members shall not be subject to dues or assessments. They shall retain all rights and privileges of active membership, including the right to vote, but they are not eligible to hold office.

Section 6. Resident or Full-Time Postgraduate Fellow. Resident or fellow membership may be conferred upon a physician who has commenced the study of orthopaedic surgery and has completed three years of an orthopaedic resident training program approved by the American Board of Orthopaedic Surgery. A resident or fellow member shall be subject to nominal dues or assessments and shall not be eligible to vote or hold office.

Section 7. Research Associate. A research associate member is an individual who is a leader in orthopaedic research who is not otherwise eligible for any other membership classification. They shall be subject to dues or assessments and shall not be eligible to vote or hold office.

Section 8. Voting Rights. Subject to the provisions of Section 7612 of the California Nonprofit Mutual Benefit Corporation Law and Section 8 of this Article III, each member shall be entitled to one vote on each matter submitted to a vote of members. Members who fail to be in good standing as set forth in Section 8 of this Article III shall not be entitled to vote on any matter.

Section 9. Membership Fee. Each member shall pay a membership fee and periodic dues and assessments in such amounts and at such times as shall be determined by the Board.

Section 10. Transfer of Memberships. Memberships in this Corporation are nontransferable.

Section 11. Termination or Suspension of Membership.

- a. The Board may terminate or suspend a member on any one or more of the following grounds:
 1. Violation of the principles of medical ethics of the American Medical Association;
 2. Suspension or termination of a member's license to practice medicine in the State of California;
 3. Conviction of a felony or other criminal offense, including moral turpitude;
 4. Failure to continue to maintain 90% of practice in orthopaedic surgery or termination or suspension of certification in orthopaedic surgery;
 5. Establishment of a major office or practice outside the State of California;
 6. Being in arrears in the payment of dues for more than ten months;
 7. Any action in violation of the provisions of these By-Laws.
- b. Complaints and Procedures. All complaints and charges against a member which are received in writing by the Secretary shall be referred to the Membership Committee. The Membership Committee shall conduct such investigations as it deems necessary and shall report its findings to the Board. The Board shall notify the member of the charges against him and shall afford the member an opportunity to respond to the charges. The Board of Directors, after its review, shall by the close of the next annual meeting, make a final decision regarding all continuing membership. Not less than 30 days prior to the date of any disciplinary action proposed to be taken, the Board shall give the member who is subject to the proposed action, notice of the proposed action and the reasons therefor. The member may submit a written statement to the Board regarding the proposed action not less than five days before the effective date of the proposed action. Prior to the effective date of the proposed action, the Board shall review any such statement submitted and shall determine the mitigating effects, if any, of the information contained therein on the proposed action.

Any notice required under this section shall be given in writing and by mail, first class or certified, sent to the last address of the member shown on the corporation's records.

Section 12. Place of Meetings. The meetings of members shall be held either at the principal office of the Corporation or at any other place within or without the State of California which may be designated by the Board or by written consent of all persons entitled to vote thereat, given either before or after the meeting and filed with the Secretary.

Section 13. Annual Meeting. The annual meeting of the membership of the Association shall be held at such time and place as the Board of Directors shall determine. The election of Officers and Directors shall be conducted at the annual meeting and any other proper business may be transacted at such meeting.

Section 14. Special Meetings. Special meetings of members may be called by the Chairman of the Board, the President upon his own motion, or upon the request of three voting members of the Executive Committee. In addition, special meetings of members for any lawful purpose may be called by five percent or more of the membership. Any requests for special meetings made by three members of the Executive Committee shall specify the particular business for which the meeting is called. Upon request in writing, the Chairman of the Board, the President, First Vice President, Second Vice President or the Secretary-Treasurer (by any person other than the Board entitled to call a special meeting of members), the officer forthwith shall cause notice to be given to the members entitled to vote that a meeting will be held at a time fixed by the Board not less than 35 nor more than 90 days after the receipt of the request. If the notice is not given within 20 days after the receipt of the request, the persons entitled to call the meeting may give the notice.

Section 15. Notice of Annual or Special Meetings. Written notice of each annual or special meeting of members shall be given not less than 10 nor more than 90 days before the date of the meeting to each member entitled to notice thereof; provided, however, that if notice is given by mail and the notice is not mailed by First Class, Registered, or Certified Mail, the notice shall be given not less than 20 days before the meeting. Such notice shall state the place, date, and hour of the meeting and (a) in the case of the special meeting, the general nature of the business to be transacted, and no other business may be transacted, or (b) in the case of the annual meeting, those matters which the Board, at the time of the mailing of the notice, intends to present for action by the members but, subject to the provisions of applicable law, any proper matter may be presented at the meeting for such action. The notice of any meeting at which Directors are to be elected shall include the names of those who are nominees at the time the notice is sent to members.

Notice of the members' meeting shall be given either personally or by mail or by other means of written communication, addressed to a member at the address of such member appearing on the books of the Corporation or given by the member to the Corporation for the purpose of notice, or if no such address appears or is given, at the place where the principal office of the corporation is located or by publication at least once in a newspaper of general circulation in the county in which the principal office is located. Notice by mail shall be deemed to have been given at the time a written notice is deposited in the United States mails, postage prepaid. Any other written notice shall be deemed to have been given at the time it is personally delivered to the recipient, delivered to a common carrier for transmission, or actually transmitted by the person giving the notice by electronic means to the recipient. Oral notice shall be deemed to have been given at the time it is communicated, in person or by telephone or wireless, to the recipient or to a person at the office of the recipient who the person giving the notice has reason to believe will promptly communicate it to the recipient.

Section 16. Quorum. The active members of this Association present at a regular or special meeting shall constitute a quorum for the transaction of business. At any meeting of the members, actually attended in person by less than one-third of the voting power, only matters, notice of the general nature of which was given pursuant to the first sentence of Section 12 of this Article III, shall be acted upon.

If a quorum is present, the affirmative vote of the majority of the voting power represented at the meeting, entitled to vote, and voting on any matter shall be the active members, unless the vote of a greater number of voting by classes is required by law, by the Articles, or by these By-Laws.

Section 17. Adjourned Meetings and Notice Thereof. Any members meeting may be adjourned from time to time by the vote of the majority of the votes represented either in person or by proxy. It shall not be necessary to give any notice of time and place of the adjourned meeting for the business to be transacted thereat, other than by announcement at the meeting of which the adjournment is taken; provided, however, when any members meeting is adjourned for more than 45 days or, if after adjournment a new record date is fixed for the adjourned meeting, notice of the adjourned meeting shall be given as in case of the meeting as originally called, whether annual or special.

Section 18. Voting. The members entitled to notice of any meeting or to vote at such meeting shall be the only persons in whose names memberships stand on the records of the corporation on the record date for notice determined in accordance with Section 14 of this Article III. Voting may be by voice, by show of hands, or by rising. If a member requests that any matter be voted on by secret ballot, the request must be granted. Voting by proxy is prohibited.

Section 19. Record Date. The Board may fix, in advance, a record date for the determination of the members entitled to notice of any meeting of members or entitled to exercise any rights in respect of any lawful action. The record date so fixed shall be not more than 60 days nor less than 10 days prior to the date of the meeting, nor more than 60 days prior to any other action. When a record date is so fixed, only members of record on that date are entitled to notice, to vote, or to exercise the rights for which the record date was fixed. A determination shall apply to any adjournment of the meeting unless the Board fixes a new record date for the adjourned meeting. The Board shall fix a new record date if the meeting is adjourned for more than 45 days.

If no record date is fixed by the Board, the record date for determining members entitled to notice of a meeting of members shall be at the close of business on the business day next preceding the day on which notice is given or, if notice is waived, at the close of business on the business day next preceding the day on which the meeting is held. If no record date is fixed by the Board, members on the day of the meeting who are otherwise eligible to vote are entitled to vote at the meeting of members or, in the case of an adjourned meeting of members, the record date for determining members for any purpose other than set forth in this Section 14 or Section 10 of this Article III shall be at the close of business on the day on which the Board adopts the resolution relating thereto, or the 60th day prior to the date of such other action, whichever is later.

Section 20. Consent of Absentees. The transactions of any meeting of members, however called and noticed, and wherever held, are as valid as though had at a meeting duly held after regular call and notice, if a quorum is present in person and if, either before or after the meeting, each of the persons entitled to vote, not present in person, signs a written waiver of notice or a consent to the holding of the meeting or an approval of the minutes thereof. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Attendance of a person at a meeting shall constitute a waiver of notice of, and presence at such meeting, except when the person objects at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened, and except that attendance at a meeting is not a waiver of any right to the consideration of matters required by the California Nonprofit Mutual Benefit Corporation Law to be included in the notice but not so included, if such objection is expressly made at the meeting. Neither the business to be transacted at nor the purpose of any regular or special meeting of members need be specified in any written waiver of notice, consent to the holding of the meeting, or approval of the minutes thereof, except as provided in Section 7511(f) of the California Nonprofit Mutual Benefit Corporation Law.

Section 21. Action Without Meeting. Subject to Section 7513 of the California Nonprofit Mutual Benefit Corporation Law, any action except election of Directors which, under any provision of the California Nonprofit Mutual Benefit Corporation Law, may be taken at any regular or special meeting of members, may be taken without a meeting if the written ballot of every member is solicited, if the required number of signed approvals in writing, setting forth the action so taken, is received, and if the number of ballots cast within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot. Unless a record date for voting purposes be fixed as provided in Section 14 of this Article III, the record date for determining members entitled to cast written ballots pursuant to this Section 16, when no prior action by the Board has been taken, shall be on the day on which the first written ballot is mailed or solicited, whichever is first.

Section 22. Inspectors of Election. In advance of any meeting of members, the Board may appoint inspectors of election to act at such meeting and any adjournment thereof. If inspectors of election be not so appointed, or if any persons so appointed fail to appear or refuse to act, the Chairman of any such meeting may, and on the request of any member, make such appointment at the meeting. The number of inspectors shall be either one or three. If appointed at a meeting on the request of one or more members the majority of members represented in person shall determine whether one or three inspectors are to be appointed.

The duties of such inspectors shall be as prescribed by Section 7614(b) of the California Nonprofit Mutual Benefit Corporation Law and shall include: determining the number of members outstanding and the voting power of each; determining the memberships represented at the meeting; determining the existence of a quorum; receiving votes, ballots, or consents; hearing and determining all challenges and questions in any way arising in connection with the rights to vote; counting and tabulating all votes or consents; determining when the polls shall close; determining the result; and doing such acts as may be proper to conduct the election. The decision, act, or certificate of a majority is effective in all respects as the decision, act, or certificate of all.

Section 23. Conduct of Meeting. The President shall preside as Chairman at all meetings of the members. The Chairman shall conduct each such meeting in a businesslike and fair manner. The Chairman's rulings on procedural matters shall be conclusive and binding on all members, unless at the time of a ruling a request for a vote is made to the members entitled to vote and which are represented in person at the meeting, in which case the decision of a majority of such members shall be conclusive and binding on all members. Without limiting the generality of the foregoing, the Chairman shall have all of the powers usually vested in the Chairman of a meeting of members.

ARTICLE IV
BOARD OF DIRECTORS

Section 1. General Powers and Duties. The affairs, property and business of the Association shall be managed by the Board of Directors.

Section 2. Number, Tenure and Qualification.

- a. The Board shall consist of ~~34~~ 36 members and shall be composed of:
 1. President, First Vice President, Second Vice President, Secretary-Treasurer, and three immediate past presidents of the California Orthopaedic Association.
 2. ~~The president of each California district~~ *Two representatives from each of the following Districts: San Diego, Orange, Los Angeles, Los Padres, Northern California, Sacramento Valley, and Sequoia and the Inland Empire. Nominees shall be by election by COA members in the District* when there is a Board vacancy for their District.
 3. One at-large member who shall be elected for a two-year term at the Annual Meeting of the Corporation and can be re-elected to a second two-year term. This at-large member cannot succeed themselves to office.
 4. California members of the American Academy of Orthopaedic Surgeons' Board of Councilors shall be voting members of the Board during their defined term of office as councilor.
 5. One young orthopaedic surgeon who shall be elected for a two-year term at the Annual Meeting of the Corporation and can be re-elected to a second two-year term. A young orthopaedic surgeon is defined as a physician who has completed their training in an accredited orthopaedic residency program, who is under 40 years of age or within the first five (5) years of professional practice after residency and fellowship training programs.
- b. Terms of office of all members of the Board shall commence at the close of the Annual Meeting of the corporation and shall end at the close of the next Annual Meeting.
- c. Members of the Board may be elected to two consecutive three year terms or a maximum tenure of 6 consecutive years. Board members may be re-elected to additional terms on the Board after a one year absence.

Section 3. Vacancies. Any Director may resign effective upon giving written notice to the Chairman of the Board, the President, the Secretary, or the Board, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be elected or appointed before such time to take office when the resignation becomes effective.

Vacancies in the Board, except those existing as a result of the removal of a Director, may be filled by a majority of the remaining Directors, although less than a quorum, or by sole remaining Director, and each Director so elected shall hold office until the execution of the term of the replaced Director and until such replacement Director's successor has been elected and qualified.

A vacancy or vacancies on the Board shall be deemed to exist in the case of the death, resignation or removal of any Director or if the authorized number of Directors be increased or if the members fail at any regular or special meeting of members at which any Director or Directors are elected, to elect the fully authorized number of Directors to be voted for at that meeting.

The Board may declare vacant the office of a Director who has been declared of unsound mind by a final order of court, convicted of a felony, failed to attend two or more meetings of the Board of Directors held in California in two consecutive years without an excused absence, or been found by final order or judgment of any court to have breached any duty arising under Section 7238 of the California Nonprofit Mutual Benefit Corporation Law.

The members may elect a Director or Directors at any time to fill any vacancy or vacancies not filled by the Directors.

No reduction of the authorized number of Directors shall have the effect of removing any Director prior to the expiration of his term of office.

Section 4. AAOS Board of Councilors. Members of the AAOS Board of Councilors from California whose term of office on the Board of Councilors expires shall be replaced by the following procedure:

- a. One year before expiration of the AAOS councilor's term, the retiring councilor shall compose and supply the California Orthopaedic Association office with a letter requesting nominations to fill his or her seat on the Board of Councilors.
- b. The California Orthopaedic Association (COA) office shall reproduce the retiring councilor's letter and send it by U.S. mail to all AAOS members residing in the district represented by the retiring councilor. Responses to the retiring councilor's letter for nominations must be in writing and returned to the COA office within 60 days.

- c. Upon determination that a nominee for the Board of Councilors office is willing to serve, the Executive Committee of the COA shall prepare a ballot, listing the submitted names of suitable nominees. This ballot shall be mailed to all AAOS members residing in the district represented by the retiring councilor. Valid, completed ballots must be returned to the COA office within 30 days. Ballots will be retained by the COA office for six months following the deadline for the ballots to be returned.
- d. The name of the nominee with the most affirmative votes shall be submitted to the AAOS office by the COA.
- e. Resigning Board of Councilor members shall notify the California Orthopaedic Association Board of Directors of their decision to resign and the date of resignation. The procedure for replacement of a resigning Board of Councilor member shall be the same as for a retiring member.
- f. Vacancies occurring on the AAOS Board of Councilors from California, for reasons other than expiration of term and/or resignation, shall follow the same nomination and election process described above. The COA Executive Committee will designate a new councilor district and solicit names of nominees from members of the AAOS residing in the newly designated councilor district.
- g. Councilors, who are eligible for their second three-year term will notify the Executive Director of the California Orthopaedic Association of their intent to serve a second three-year term. A vote electing the Councilor to the second three year term will be engendered by the California Orthopaedic Association's office from that particular Councilor's constituency. Ballots will be retained in the COA office for six months from the deadline for the ballots to be returned.
- h. It will be the responsibility of the California Orthopaedic Association's Executive Director and Board to delineate a list of responsibilities for Councilor membership which would be in addition to or in concert with those of the AAOS Board of Councilors.

Section 5. Place of Meetings. Regular or special meetings of the Board shall be held at any place within or without the State of California which has been designated from time to time by the Board. In the absence of such designation, regular meetings shall be held at the principal office of the corporation.

Section 6. Regular Meetings. The Board shall conduct its regular meeting at the time of the Annual Meeting of members for the purpose of organization and the transaction of other business.

Section 7. Special Meetings. Special meetings may be called by the President, the Chairman, any Vice President, the Secretary or any two Directors. Written notice shall be given to each member of the Board of Directors not less than ten days prior to the date of the special meeting.

Section 8. Chairman. The President of the corporation shall be the Chairman of the Board of Directors. The First Vice President of the corporation shall be the Vice Chairman of the Board of Directors. The Secretary of the corporation shall serve as the Secretary of the Board.

Section 9. Quorum. One-fifth of the authorized number of Directors constitutes a quorum of the Board for the transaction of business, except to adjourn a meeting. A majority of the Directors present, whether or not a quorum is present, may adjourn any Directors' meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given to absent Directors if the time and place be fixed at the meeting adjourned, except as provided in the next sentence. If the meeting is adjourned for more than 48 hours, notice of any adjournment to another time and place shall be given prior to the time of the adjourned meeting to the Directors who were not present at the time of the adjournment. Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board, unless a greater number be required by law or by the Articles except as provided in the next sentence. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Directors, if any action taken is approved by at least a majority of the required quorum for such meeting.

Section 10. Participation by Conference Telephone. Members of the Board may participate in the meeting through use of conference telephone or similar communications equipment so long as all Board members participating in such meeting can hear one another.

Section 11. Obligations. No Officer, Director or committee chairman of the Corporation shall incur any financial obligations for the Corporation without first obtaining the approval of the Executive Committee or the Board. The Board shall have authority to hire employees and to determine their salaries and duties.

ARTICLE V
OFFICERS

Section 1. Officers. The officers of the Corporation shall be as follows: President, First Vice President, Second Vice President, and Secretary-Treasurer.

Section 2. Terms of Office.

- a. The President shall be elected to serve a one year term, and cannot be re-elected to this office.
- b. The First Vice President shall be elected to serve a one-year term, and cannot be reelected to this office.
- c. The Second Vice President shall be elected to serve a one-year term, and cannot be re elected to this office.
- d. The Secretary-Treasurer shall be elected to serve a one-year term, and cannot be re elected to this office.
- e. The terms of office shall commence at the close of the Annual Meeting and shall end at the close of the next Annual Meeting.

Section 3. Election of Officers and Members-at-Large.

- a. The Nominating Committee shall present its recommendations for nominees to a meeting of the Board prior to the Annual Meeting.
- b. The Secretary-Treasurer shall present the recommendations of the Board to the membership at the Annual Meeting and subsequent to open nominations, the membership shall elect a President, First Vice President, Second Vice President ,Secretary Treasurer, and members of the Board of Directors.
- c. Officers shall be elected by a majority of the members present and voting at the Annual Meeting.
- d. To be eligible for office, a physician must have been a voting member of the California Orthopaedic Association for two years and a voting member of either the American Academy of Orthopaedic Surgeons, the Western Orthopaedic Association, or the orthopaedic section of the California Medical Association for five years.

Section 4. Duties.

- a. President:
 1. The President shall be the Chief Executive Officer of the Corporation and Chairman of the Board. He shall preside at all meetings of the membership of the Corporation, the Board, and the Executive Committee.
 2. He shall carry out the expressed wishes of the Corporation and the Board.

3. He shall appoint the chairmen of all committees as hereinafter provided, except the Nominating Committee, the Executive Committee, and the Planning and Development Committee.
 4. He shall make recommendations to the Board for the filling of any vacancy that may occur among the elected officers during the interval between Annual Meetings.
 5. He shall be an ex-officio member of all standing and special committees, except the Nominating Committee.
- b. First Vice President:
1. The First Vice President shall assist the President in the performance of his duties.
 2. He shall preside in the President's absence at meetings of the Corporation and at meeting of the Board of Directors.
 3. He shall, upon request of the President, represent the Corporation at other meetings or functions.
- c. Second Vice President:
- The Second Vice President shall assist the First Vice President and/or President in any duties delegated to him or her. The Second Vice President shall serve on the Planning and Development Committee.
- d. Secretary-Treasurer:
1. The Secretary-Treasurer shall keep all minutes of meetings of the Corporation, the Board, and of the Executive Committee.
 2. He shall maintain an accurate and current roster of Corporation members.
 3. He shall be responsible for the giving of all notices of meetings of the Corporation and of the Board.
 4. He shall be custodian of the Corporation's Articles of Incorporation and the Corporate Seal, and he shall see that the Corporate Seal is affixed to all documents when duly authorized.
 5. He shall perform all duties instant to the office of Secretary and such other duties as may from time to time be assigned to him by the Board of Directors.
 6. He shall submit reports to the Executive Committee and to the Board of Directors as directed by the President.
 7. He shall have general supervision over the care and custody of the funds of the Association. He shall deposit the funds or cause the funds to be deposited in the name of the Corporation in such bank or banks, or trust companies, and in such safe deposit company or safe deposit companies as the Board may designate, and shall be responsible for all monies received by the Corporation and for all payments made on behalf of it.

8. He shall keep an accurate account and record of all receipts and disbursements and he shall, when asked to do so, render a complete report of all funds to the Board.
9. All checks in payment of Association obligations shall be signed by the Secretary-Treasurer. He shall be authorized to sign checks in an amount not in excess of \$500.00. All checks and all orders to withdraw funds from a bank, trust company or other financial institutions in payment of Corporate obligations in excess of \$500.00 must be signed by the President or his designee and countersigned by the Secretary-Treasurer or his designee.
10. He shall prepare an annual report in accordance with Section 8321 of the California Nonprofit Mutual Benefit Corporation Law.
11. He shall submit a current financial statement at all regular meetings of the Board of Directors and at the Annual Meeting.
12. He shall submit the names of two certified public accountants to the Executive Committee of the Board to audit the books once every three years.
13. He shall notify the Executive Committee of members who are in arrears in payment dues.
14. He shall see that members and employees who handle chapter monies are bonded with such surety or sureties as shall be determined by the Executive Committee.

Section 5. Compensation. No director or officer shall receive directly or indirectly any salary or compensation for his services. Expenses may be allowed for attendance at each regular or special meeting of the Board and at meetings of the Executive Committee.

Section 6. Vacancies. A vacancy in any office by reason of death, resignation, refusal to act, removal, disqualification or otherwise, shall be filled in accordance with Section 3 of Article IV of these By-Laws.

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.

2. 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.

ARTICLE VII **FINANCE AND DUES**

Section 1. Fiscal Year. The fiscal year of the Corporation shall be from January 1 to December 31.

Section 2. Dues. Corporation dues shall be paid annually and the amount of dues shall be determined by resolution of the Board.

ARTICLE VIII **INDEMNIFICATION AND INSURANCE**

Section 1. Right of Indemnity. To the fullest extent permitted by law, this corporation shall indemnify its directors, officers, employees, and other persons described in Section 7237(a) of the California Corporations Code, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is used in that Section, and including an action by or in the right of the corporation, by reason of the fact that the person is or was a person described in that Section. "Expenses," as used in this bylaw, shall have the same meaning as in Section 7237(a) of the California Corporations Code.

Section 2. Approval of Indemnity. On written request to the board by any person seeking indemnification under Section 7237(b) or Section 7237(c) of the California Corporations Code, the board shall promptly determine under Section 7237(e) of the California Corporations Code whether the applicable standard of conduct set forth in Section 7237(b) or Section 7237(c) has been met and, if so, the board shall authorize indemnification. If the board cannot authorize indemnification because the number of directors who are parties to the proceeding with respect to which indemnification is sought prevents the formation of a quorum of directors who are not parties to that proceeding, the board shall promptly call a meeting of members. At that meeting, the members shall determine under Section 7237(e) whether the applicable standard of conduct set forth in Section 7237(b) or Section 7237(c) has been met and, if so, the members present at the meeting in person or by proxy shall

authorize indemnification.

Section 3. Advancement of Expenses. To the fullest extent permitted by law and except as otherwise determined by the board in a specific instance, expenses incurred by a person seeking indemnification under Sections 2 and 3 of Article XIII of these bylaws in defending any proceeding covered by those Sections shall be advanced by the corporation before final disposition of the proceeding, on receipt by the corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the corporation for those expenses.

Section 4. Insurance. The corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, directors, employees, and other agents, against any liability asserted against or incurred by any officer, director, employee, or agent in such capacity or arising out of the officer's, director's, employee's, or agent's status as such.

ARTICLE IX **RECORDS**

Section 1. Maintenance of Corporate Records. The corporation shall keep:

- a. Adequate and correct books and records of account;
- b. Written minutes of the proceedings of its members, board, and committees of the board; and,
- c. A record of each member's name, address, and class of membership.

ARTICLE X **AMENDMENTS**

Section 1. Membership Rights Limitation. Subject to the rights of members under Section 6 of Article III of these bylaws, the board may adopt, amend, or repeal bylaws unless the action would:

- a. Materially and adversely affect the members' rights as to voting, dissolution, redemption, or transfer;
- b. Increase or decrease the number of members authorized in total or for any class;

- c. Effect an exchange, reclassification, or cancellation of all or part of the memberships;
or
- d. Authorize a new class of membership.

Section 2. Changes to Number of Directors. Once members have been admitted to the corporation, the board may not, without the approval of the members, specify or change any bylaw provision that would:

- a. Fix or change the authorized number of directors;
- b. Fix or change the minimum or maximum number of directors; or
- c. Change from a fixed number of directors to a variable number of directors or vice versa.

Section 3. High Vote Requirement. If any provision of these bylaws requires the vote of a larger proportion of the board than otherwise required by law, such provision may not be altered, amended, or repealed except by that greater vote.

Section 4. Members' Approval Required. Without the approval of the members, the board may not adopt, amend, or repeal any bylaw that would:

- a. Increase or extend the terms of directors;
- b. Allow any director to hold office by designation or selection rather than by election by member or members;
- c. Increase the quorum for members' meetings;
- d. Repeal, restrict, create, expand, or otherwise change proxy rights;
or
- e. Authorize cumulative voting.

Section 5. Amendment by Members. New bylaws may be adopted or these bylaws may be amended or repealed by approval of the members, provided, however, that any such adoption, amendment, or repeal also requires approval by the members of a class if that action would:

- a. Materially and adversely affect the rights, privileges, preferences, restrictions, or conditions of that class as to voting, dissolution, redemption, or transfer in a manner different than the action affects another class;
- b. Materially and adversely affect that class as to voting, dissolution, redemption, or transfer by changing the rights, privileges, preferences, restrictions, or conditions of another class;

- c. Increase or decrease the number of memberships authorized for that class;
- d. Increase the number of memberships authorized for another class;
- e. Effect an exchange, reclassification, or cancellation of all or part of the memberships of

that class; or

- f. Authorize a new class of memberships.

Any provision of these bylaws that requires the vote of a larger proportion of the members than otherwise is required by law may not be altered, amended, or repealed except by vote of that greater number. No amendment may extend a director's term beyond that for

which the director was elected.

Any provision of these bylaws providing for the designation or selection, rather than election, of any director or directors may be adopted, amended, or repealed only by approval of the members, subject to the consent of the person or persons entitled to designate or select any such directors.

Section 6 - Process for Amending By-Laws.

- a. Proposed amendments to these by-laws shall be submitted in writing to the Secretary not less than sixty (60) days prior to the next annual meeting for review and recommendations. Amendments may also be proposed by the ByLaws Committee or the Executive Director.
- b. Proposed amendments shall be referred to the By-Laws Committee for review and recommendations.
- c. The recommendations of the By-Laws Committee shall be read at the next Board of Directors meeting.
- d. Action on proposed amendments shall be taken at the annual business meeting after the first reading of the proposed amendments.
- e. A copy of the proposed amendments to the By-Laws shall be sent to each member at least thirty (30) days before the annual business meeting.
- f. Editorial changes may be made by the By-Laws Committee as required.

APPENDIX
EXECUTIVE DIRECTOR

Appointments of power in Executive Director:

- a. **Appointment:** The Board of Directors shall appoint an Executive Director who shall serve as the Chief Administrative full time official of the COA to manage and direct the activities of the COA.
- b. **Delegation of Authority and Basic Power and Responsibilities:** The Executive Director is hereby delegated the authority to act for and on behalf of the COA to provide all administrative services by maintaining the offices of the COA, contract for administrative or ad ministerial services to the COA, and to contract on behalf of the COA for rendering of necessary services, supplies, facilities, and like manners up to a dollar limit as shall be prescribed from time to time by the Board of Directors. The Executive Director shall be authorized to delegate to any other employee such other responsibilities as he/she shall from time to time deem appropriate. The Executive Director shall be authorized to sign on behalf of the COA all tax returns, certificates, and other documentations required by state, or federal government or agencies thereof. He/she shall be authorized to speak on behalf of the COA in the name of the COA on such issues for which policy decisions have been made by the Board of Directors. He/she shall be responsible for providing leadership to education or other activities of the COA and shall provide representation for the COA to outside organization.