

**BYLAWS**

**NEW YORK STATE SOCIETY  
OF ORTHOPAEDIC SURGEONS, INC.**

\* \* \*

A Corporation Chartered under  
The Laws of the State of New York

\* \* \*

100 State Street, Suite 700  
Albany, NY 12207

Telephone – (518) 432-7471

# INDEX

## CHAPTER

- I Purposes
- II Membership
- III Dues
- IV Organization
- V Duties of Officers
- VI Executive Committee
- VII Directors-at-Large
- IX Committees
- X Districts
- XI Seal
- XII Amendments
- XIII Rules of Order

## **BYLAWS**

### **CHAPTER I**

#### **Purposes**

**It shall be the purposes of this Society to associate and affiliate into one organization all reputable Doctors of Medicine licensed to practice in the State of New York and engaged in the practice of orthopaedic surgery:**

- A. To make studies, reports and recommendations on any matter in question involving the socio-economic interest of orthopaedic surgeons;**
- B. To present such studies, reports and recommendations together with resolutions and opinions of its members to any person, body, or agency, governmental or private whose action or decisions may adversely affect the interests of orthopaedic surgeons or the practice of orthopaedic surgery;**
- C. To protect the public interest and the orthopaedic surgeon in the practice of his specialty;**
- D. To join with other such organizations of specialties with similar purposes generally directed along socio-economic matters affecting the overall private practice of medicine and orthopaedic surgery;**
- E. To disseminate information concerning the practice of orthopaedic surgery;**
- F. To initiate and coordinate meetings of educational and academic interest to orthopaedic surgeons; and**
- G. Present and provide information to the public on topics affecting orthopaedic conditions.**

## **CHAPTER II**

### **Membership**

**(1) Physicians of good moral character who are licensed to practice medicine and orthopaedic surgery by the State of New York shall be eligible for membership in this Society provided:**

- A. that they are members of a department of surgery in an accredited hospital, complying with the standards of the Sanitary Code of the Health Department of the State of New York;**
- B. that they are recognized as capable of doing orthopaedic surgery by their respective accredited hospitals; or**
- C. that they are certified or board eligible with respect to a surgical specialty by a nationally accredited body.**

**(2) Applications for membership shall be considered by the Membership and Organization Committee, which shall investigate each applicant. Applicants approved by the Committee shall become members of this Society.**

**(3) The Board of Directors shall have the right, for a good cause, to expel or suspend a member from membership or to censure him. No such action shall be taken by the Board of Directors until it shall have received a report concerning the member evolved from a committee of three members, appointed by the president of the Society, and composed of members engaged in the same specialty of the practice of surgery as the defendant. Prior to making its report, said committee shall give the member notice of the charges that have been made against him and shall afford the member a hearing with respect to said charges.**

**(4) Members in good standing, who are seventy (70) years of age, or, irrespective of age, are permanently disabled or otherwise no longer capable of maintaining active membership, may ipso facto have the privilege of applying for honorary membership. Honorary members shall receive notices of all meetings of the Society, shall be privileged to attend and take part in the discussions of the Society but shall not be entitled to vote or hold office, nor be subject to dues or assessments.**

**(5) Dues for members who are in their first year of practice will be 1/3 the dues of active membership.**

**(6) Associate membership is offered to fourth and fifth year residents and fellows. All dues requirements are waived for associate members.**

## **CHAPTER III**

### **Dues**

**Dues for membership in the Society shall be paid annually and shall be fixed from time to time by the Board of Directors of the Society.**

**Dues shall be due on February 1 of each year. All members who have not paid their dues on or before the first day of September of each year shall be considered not in good standings.**

## **CHAPTER IV**

### **Organization**

**Election of officers of the Society shall take place at the annual meeting, the date to be determined by the officers and Board of Directors.**

**(1) The Organization of the Society shall be:**

- A. President**
  - President-Elect**
  - Secretary**
  - Treasurer**
  - Past-President**
- B. Executive Committee**
- C. Board of Directors**
- D. Directors-at-Large**

## CHAPTER V

### Duties of Officers

(1) **President.** The President shall be the chief executive officer of the Society and chairman of the Board of Directors; he/she shall preside at all meetings of the Board of Directors; he/she shall be responsible for the overall management of the affairs of the Society and shall see to it that all orders and resolutions of the Society and Board of Directors are carried into effect.

(2) He/She shall appoint the Chairpersons of all committees as hereinafter provided, except the Nominating Committee, and in addition to being a member and the presiding officer of the Executive Committee and the Board of Directors, he/she shall be an ex-officio member of all committees except the Nominating Committee.

(3) **President-Elect.** The President-Elect shall assist the President in the performance of his duties; he shall preside in the President's absence at meetings of the Society and at meetings of the Board of Directors and he/she shall represent the President when requested at meetings or other functions.

(4) **Secretary.** The Secretary or the Executive Director of the Society shall keep the minutes and act as secretary of all meetings of the Society, Executive Committee and the Board of Directors. He/She shall be responsible for the giving of all notices of meetings of the Society and the Board of Directors. He/She shall be the custodian of the Society's articles and the corporate seal and shall see that the corporate seal is affixed to all documents, execution of which, on behalf of the Society, under its seal, is duly authorized, and when so affixed may attest the same. He/She shall in general perform all duties incident to the office of Secretary and such other duties as may from time to time be assigned to him/her by the Board of Directors.

(5) **Treasurer.** The Treasurer or the Executive Director of the Society shall have general supervision over the care and custody of the funds of the Society; he/she shall deposit the same or cause the same to be deposited in the name of the Society in such bank or banks, trust company or trust companies, and in such safe deposit company or safe deposit companies as the Board of Directors may designate, and shall be responsible for all monies received by the Society and for all payments made on behalf and shall keep or cause to be kept full and accurate accounts and records of such receipts and disbursements and whenever required by the Board of Directors so render or cause to be rendered financial statements of the Society at the annual meeting of the Society, the Treasurer shall render a statement, prepared by certified public accountant, summarizing the receipts and disbursements of his office, after such statement had been presented to the Board of Directors. He/She shall be responsible for a current treasurer's statement at all regular meeting of the Board of Directors and the annual meeting.

(6) **Past-President.** The Past-President shall act as an advisor to the Executive Committee and to the Board of Directors.

(7) **Compensation of Officers and Directors.** No Director or Officer of the Society shall receive directly or indirectly any salary, compensation or emolument from the Society, either as such Director or Officer unless authorized by the concurring vote of a

majority of all of the members of the Board of Directors present and voting at the time of such authorization.

(8) **Terms of Office.** The President, President-Elect, Secretary and Treasurer shall be elected to serve for a term of two years or until their successors are elected. In the event of the inability of one or more of the officers to serve, the vacancy shall be filled for the unexpired term by the Board of Directors.

## CHAPTER VI

### Executive Committee

The Executive Committee shall consist of the officers of the Society and shall have the authority to exercise for and on behalf of the Board of Directors of the Society all powers of the Board of Directors to the extent permitted by the law between meetings of the Board of Directors.

## CHAPTER VII

### Board of Directors

(1) The Board of Directors shall consist of Officers, Directors, Directors-a-Large and Councilors to the American Academy of Orthopaedic Surgeons. The affairs, property and business of the Society shall be managed by the Board of Directors.

(2) The Board of Directors shall be composed of the Director and one Alternate Director from each of eleven designated Districts described in Chapter X (Districts) and the Resident Section. Directors shall serve for a period of three years. However, each will have only one vote, which may be exercised by the Director or the Alternate Director. One-third (1/3) of the Board of Directors shall be elected annually. The tenure of an individual Director shall be limited to no more than two (2) consecutive terms.

(3) The Board of Directors shall meet at least once each year. Notice of any meeting of the Board of Directors shall be mailed by first class mail not less than ten (10) days nor more than fifty (50) days prior to such meeting.

(4) Special meetings of the Board of Directors may be called by the President or by a petition signed by five (5) members of the Board of Directors.

(5) Any one constituent District may petition for a special meeting of the Board of Directors and such meeting shall be called by the President within sixty (60) days and be announced to all Districts at least thirty (30) days prior to meeting.

(6) Ten members of the Board of Directors shall constitute a quorum. However, if both a Director and Alternate Director are present at a meeting, only the Director shall be counted for quorum purposes. No member shall vote by proxy except on question of the adoption of an amendment to these Bylaws.

(7) The Director selected by a District shall make reports to the Board of Directors of this Society relating to the condition of the practice of orthopaedic surgery in his District

and shall report to the members of his or her District, the actions taken by the Board of Directors of this Society.

(8) Any vacancy on the Board of Directors shall be filled by the Alternate Director until the subsequent election of a new Director from that District. In the event that the positions of both Director and Alternate Director become vacant the Board of Directors shall fill such vacancies until the subsequent election of a new Director and Alternate Director from that District.

(9) No Officer or Director, or Committee Chairperson of the Society shall incur any financial obligation without first obtaining the sanction of the Society or its Board of Directors.

(10) The Board of Directors shall have the authority to hire an Executive Director and determine his or her salary and duties. The Executive Director shall be in charge of the administrative staff subject to the limitations of the appropriations authorized by the Board of Directors. He or she shall have full authority to engage administration personnel, assign their duties and adjust their salaries and job classifications.

(11) Any member of the Board who is unable to attend a meeting must notify the President of such fact in writing prior to the meeting. Any member who is absent from three consecutive meetings without a valid excuse, as determined by the President, will be asked to resign and his constituency will be so notified.

## CHAPTER VIII

### Directors-at-Large

(1) Not more than seven (7) Directors-at-Large shall be elected at the annual meeting for a period of one (1) year. Of the seven (7) Directors-at-Large one (1) member shall be the immediate Past President of the Society.

(2) Councilors to the American Academy of Orthopaedic Surgeons shall also be Directors. In the event that a District election results in a Councilor being elected a District Director, then that District will conduct an election for another Director to fulfill the vacancy.

## CHAPTER IX

### Committees

(1) The President, with approval and consent of the Board of Directors, shall appoint the chairpersons to standing committees. The Chairpersons of these committees shall be members of the Board of Directors but the other members of the committees need not be Directors. The chairpersons of each committee will appoint the members of his committee.

(2) The President, with the approval and consent of the Board of Directors, shall have the power to appoint the chairpersons of such ad hoc committees as shall from time to time be deemed advisable.

**(3) Bylaws Committee.** The Committee on Bylaws shall have the duty of drafting proposed revisions to these Bylaws and making recommendations to the Board of Directors with respect to the same.

**(4) Membership and Organization Committee.** The Membership and Organizations Committee shall be responsible for encouraging and developing the recruitment and retention of members. Specific duties shall include the following:

- a. Establish dialogue with the state department chairman to pursue membership recruitment.
- b. Solicit potential members from the local level of orthopaedics.
- c. Demonstrate the value of NYSSOS membership.
- d. Develop a member prospect list and recruit.
- e. Utilize the BOC New Fellows program and follow-up (mentoring, leadership and workers) to recruit and retain members.
- f. Develop practice enhancement education programs for young members.
- g. Conduct regular and continuing member needs assessments.
- h. Develop member/non-member meetings in which the value of NYSSOS membership is demonstrated.
- i. Develop a written member-retention plan that is reviewed and updated on an annual basis.

The Committee shall also be responsible for creating a flexible, rapid-response organizational structure that builds upon a strong internal structure, encourages development of future leaders, and reaches out to related national, state and local medical organizations. These duties also include

- a. Redesign the meetings of the Board of Directors so that it functions as a deliberative body that acts on what on needs to address.
- b. Make the Executive Committee more functional between board meetings.
- c. Create a sound financial base for the organization.
- d. Utilize telephone technology to conduct frequent meetings of the Executive Committee and other committees.
- e. Assign new members to committees so that they can begin to develop a link with the NYSSOS.
- f. Develop an annual work program for the NYSSOS that is driven by and supports the NYSSOS Strategic Plan.
- g. Do an annual review of accomplishments of the NYSSOS and develop directions for the coming year.
- h. Perform an annual review of the strategic plan and update it as required.
- i. Develop and conduct programs aimed at identifying and developing future NYSSOS leaders.

**(5) Communication Committee.** The Communications Committee shall be responsible for developing regular communications programs and procedures for members and non-member orthopaedic surgeons that are issue-orientated, rapid in response, and designed to provide efficient and effective information and knowledge to orthopaedic surgeons in New York State. Specific duties shall also include:

- a. Establish electronic communications vehicles such as listservs and faxes for members and non-members.
- b. Develop and distribute a member newsletter that is published 4 times per year.

- c. Create a triage protocol that the president could utilize when delegating problems and issues for committee address and resolution.
- d. Create a “NYSSOS look” for all publications.
- e. Advise the membership of member promotions, appointments, awards, honors, etc...
- f. Develop an electronic quick-survey of member opinion utilizing fax-back and e-mail.
- g. Update the member and non-member database with e-mail addresses.
- h. Develop an alliance or partnership with the AAOS public relations program.
- i. Create strategies and tactics by which members will have the resources and knowledge to efficiently and effectively be in contact with their state elected representatives.

**(6) Legislative and Advocacy Committee.** The Legislative and Advocacy Committee shall be responsible for functioning as an advocacy organization on behalf of New York orthopaedists in order to influence legislation and create a public awareness of what orthopaedists do and the issues they face that could adversely affect the quality, timeliness and comprehensiveness of musculoskeletal care to patients. Specific duties shall include:

- a. Conduct a “Legislative Day” to coincide with a time when legislators are in their home offices.
- b. Conduct lobbying activities for state legislation favorable to members.
- c. Develop local initiatives and partner with patient advocacy groups to advance the agenda of both.
- d. Develop issue-orientated fact sheets for use by individual legislators and members.
- e. Develop skills among the members so that they may become effective in local lobbying.
- f. Develop programs by which individual members can write personal letters to their legislators to address orthopaedic concerns and positions on various issues.
- g. Consider an “Albany State Legislative Day” combined with an annual meeting of the NYSSOS.
- h. Pursue the collective bargaining initiative to the extent of its legality.
- i. Strengthen and nurture the Ortho PAC.
- j. Partner with state organizations with like interests (e.g. coalitions).

**(7) Member Education and Support Committee.** The Member Education and Support Committee shall be responsible for encouraging and supporting programs that assist members in positioning themselves as the most qualified caregiver for musculoskeletal diseases and their prevention and advocate for patient wellness. Specific duties shall include the following:

- a. Identify an “Issue for the Year” and provide educational and informational experiences related to the Issue.
- b. Investigate partnering opportunities to provide educational experience for the members (CME).
- c. Develop mechanisms by which individual orthopaedic surgeons could address specific problem-solving issues as they relate to clinical practice management, legal, financial and other matters expressed as needed by the membership such as:
  - Peer counseling
  - Professional programs by attorneys, CPA’s

### **Financial estate planning**

- d. Partner with the AAOS public relations program to foster knowledge and understanding of orthopaedic surgeons.**
- e. Identify and implement public relations opportunities for the NYSSOS activities.**
- f. Provide public education and public relations tools to the local orthopaedic surgeon with the support of the AAOS.**
- g. Encourage the use of the AAOS patient education web site.**
- h. Develop, for the membership, an electronic library that will enable members to access relevant information and knowledge on specific priority interests and concerns of the membership (example: Safe Harbors).**

## **CHAPTER X**

### **Districts**

- (1) The Districts shall be comprised of the following areas:**

- District 1- Kings and Queens.**
- District 2- Nassau and Suffolk.**
- District 3- New York County.**
- District 4- Bronx and Richmond.**
- District 5- Columbia, Dutchess, Green, Orange, Putnam, Rockland, Sullivan, Ulster and Westchester.**
- District 6- Albany, Clinton, Essex, Fulton, Montgomery, Rensselaer, Saratoga, Schenectady, Schoharie, Warren and Washington.**
- District 7- Franklin, Hamilton, Herkimer, Jefferson, Lewis, Madison, Oneida and St. Lawrence.**
- District 8- Broome, Chemung, Chenango, Cortland, Delaware, Otsego, Schuyler, Steuben, Tioga and Tompkins.**
- District 9- Cayuga, Onondaga, Oswego, Seneca and Yates.**
- District 10- Livingston, Monroe, Ontario and Wayne.**
- District 11- Allegany, Cattaraugus, Chautauqua, Erie, Genesee, Niagara, Orleans and Wyoming.**

**(2) The District shall select one member who will serve on the Board of Directors of the Society for a term of three (3) years. He will be the official representative from his respective District to this Society. An Alternate Director shall also be selected to serve for a term of three (3) years.**

**(3) If the Director cannot attend the meeting, the District has the authority to sent the Alternate Director.**

## **CHAPTER XI**

### **Seal**

**The Seal of the Society shall be as follows:**



## **CHAPTER XII**

### **Amendments**

**Proposed amendments to these Bylaws must be submitted in writing to the Secretary of the Society not less than (90) days prior to the next annual meeting for review and recommendations. The proposed amendment shall be referred to the Bylaws Committee for review and recommendations. The recommendations of the Bylaws Committee shall be sent to each member of the Society no later than thirty (30) days prior to the annual meeting. At a business meeting at the annual meeting, the proposed amendment (amendments) to these Bylaws shall be submitted for a vote of those in attendance and by proxy. Amendments to these Bylaws may be adopted by an affirmative vote of three-fourths (3/4) of those members in attendance and voting, either in person or by proxy, at the annual meeting of the Society.**

## **CHAPTER XIII**

### **Rules of Order**

**The deliberations of this Society shall be governed by the provisions of Roberts Rules of Order when not in conflict with these Bylaws or the laws of the State of New York or the United States.**