BYLAWS

of the

Pennsylvania Orthopaedic Society

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PENNSYLVANIA ORTHOPAEDIC SOCIETY
BYLAWS

ARTICLE I -- NAME

The name of this SOCIETY shall be the PENNSYLVANIA ORTHOPAEDIC SOCIETY, hereinafter called the SOCIETY.

ARTICLE II -- PURPOSE

The purpose of this Society shall be to promote, encourage, foster and advance the art and science of orthopaedic surgery in the Commonwealth of Pennsylvania and matters related thereto; to establish a forum for free discussion and teaching of orthopaedic methods and principles among the members; to participate in the development of laws and regulations affecting the practice of orthopaedic surgery in the Commonwealth of Pennsylvania; and to inform the public as to the nature of orthopaedic medicine in the total health care system.

In order to carry out the aforementioned purposes, the Society shall have and may exercise the power to take and hold, by bequest, device, gift, purchase or lease any property, real and personal, tangible or intangible, without limitation as to the amount of value; to sell, convey and dispose of any such property and to invest and reinvest the principle thereof, and to deal with and expend any such property or the income therefrom for any of the aforementioned purposes, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, the Bylaws of the Society or any laws applicable thereto; and to do any and all things necessary or proper in connection with or incidental to such powers, within such limitations as are prescribed by the law.

The Society is not organized for profit nor organized to engage in activity ordinarily carried on for profit. No part of its net earnings are to inure to the benefit of any member of the Society.

Notwithstanding any other provisions of these Bylaws, no member, director, officer, employee, or representative of this Society shall take any action or carry on any activity by or on behalf of the Society not permitted to be taken or carried on by an organization exempt under Section 501(c)(6) of the Internal Revenue Code of 1954, as it may be amended from time to time, and its Regulations as they now exist or as they may hereafter be amended.

ARTICLE III -- MEMBERSHIP

SECTION 1: Classification of Membership -- There shall be six (6) classes of membership in the Society; namely, (1) Active, (2) Emeritus, (3) Associate, (4) Resident/Fellow, (5) Inactive, (6) Honorary.

Membership in the Society is a privilege, not a right, which is accorded to a person who meets the qualifications of his/her class of membership.

SECTION 2: Active Membership Qualifications

A. Active Membership in the Society shall be open to qualified orthopaedic surgeons who meet all of the following criteria. He/She must:

   (1) be a doctor of medicine or a doctor of osteopathy with a practice in the Commonwealth of Pennsylvania under a full and unrestricted license to so practice;

(2) be a graduate of an AMA approved medical school, AOA approved school of osteopathic medicine, or have passed an equivalency examination if he/she has graduated from a medical school or school of osteopathic medicine outside of the United States;

(3) have completed a residency program in orthopaedic surgery at an AMA approved institution or a program deemed by the Board of Directors in its sole discretion as being an equivalent program;

(4) demonstrate continued adherence to the Principles of Medical Ethics as published by the American Medical Association, or AOA Code of Ethics as may be applicable to the practitioner;

(5) maintain the highest professional, moral, and ethical standards of his/her community;

(6) comply with the dues, fees, and assessment requirements established from time to time by the Board of Directors of the Society; and

(7) have practiced as an orthopaedic surgeon within the Commonwealth of Pennsylvania for at least 22 months, with 12 consecutive months in a single locality.

B. The requirement of Article III Section 2A(7) may be waived upon approval of the Board for certified orthopedic surgeons who have been transferred into the Commonwealth of Pennsylvania, and who show evidence of full-time medical service in the Federal Government.

C. Active membership may be conferred by three-fourths (3/4) vote of the Board of Directors upon recommendation of the Membership Committee.

D. Active members are eligible to vote, hold office, serve on committees, and sponsor candidates for membership.

E. Active members pay dues, fees and assessments.

SECTION 3: Emeritus Membership Qualifications

A. Emeritus membership shall be open to Active members who have reached the age of sixty-five (65), or who have retired from the practice of orthopaedic surgery. Written application must be submitted to the Secretary of the Society. Granting of Emeritus membership shall be contingent on the recommendation of the Membership Committee and approval of the Board of Directors.

B. Emeritus members may attend meetings, are required to pay the registration fees of the meetings, and may sponsor candidates for membership.

C. Emeritus members may not vote, hold office, or serve on committees, and are not required to pay dues or assessments.

SECTION 4: Associate Membership Qualifications

A. Associate membership shall be open to practicing orthopaedic surgeons who have formerly been Active members of the Society, and who no longer maintain a practice within the Commonwealth of Pennsylvania. Associate membership status shall also be available to those orthopaedic surgeons who otherwise qualify for active membership status except for the completion of the twenty-two month practice requirement with twelve consecutive months in a single locality. Associate membership may be conferred

by a three-fourths (3/4) vote of the Board of Directors upon recommendation of the Membership Committee.

B. Subject to the provision of subsection C of this section, associate members may attend meetings and are required to pay dues, assessments and the registration fees of the meetings. Associate members may vote, hold office, serve on committees, and sponsor candidates for membership.

SECTION 5: Resident/Fellow Qualifications

A. Resident/Fellow Membership is available to those doctors of medicine or osteopathy who are actively enrolled in a full time residency program in orthopaedic surgery at an institution approved by the Liaison Committee on Graduate Medical Education or who are in a fellowship in an AMA approved institution or a program deemed by the Board of Directors in its sole discretion as being an equivalent program.

B. Resident/Fellow Membership does not require the payment of dues or assessments. Resident/Fellow members may not vote, hold office, serve on committees or sponsor candidates for membership.

C. At the conclusion of formal training in residency and/or fellowship, formal application for associate or active membership is mandatory. Resident/Fellow Members do not automatically move into higher membership categories without completing the formal application process.

SECTION 6: Inactive Membership Qualifications

A. An Active member may apply for Inactive membership by written application submitted to the Secretary who shall transmit this request to the Membership Committee. Upon their recommendation and with the approval of the Board of Directors, an Active member may be transferred to Inactive status. Maintenance of Inactive membership status is contingent upon the member not having practiced medicine for a period of one (1) year for whatever reason, or being unable to pay the dues of the Society for reasons acceptable to the Board of Directors.

B. The status of the Inactive member shall be reviewed annually by the Membership Committee, and if the reasons for transference to the Inactive status are still valid, the Inactive member shall continue to be listed as such.

If the Membership Committee determines that these reasons are no longer valid, the Inactive member is to be informed by the Board of Directors, through the Secretary, of the recommendation of the Membership Committee. The member shall then be given the opportunity to be listed again on the Active membership list with all the privileges and responsibilities attendant therewith.

Inherent to this restoration of the Inactive member to the Active status is the right to appeal with reasons stated for the continuance of Inactive membership status. This appeal is to be directed to the Secretary of the Society; and final decision will rest with the Board of Directors upon recommendation of the Membership Committee. If he/she decides not to accept this option, his/her name will be withdrawn.

C. Inactive members may attend the meetings and are required to pay the registration fee of the meetings. Inactive members may not vote, hold office, serve on committees, or sponsor candidates for membership.

D. Inactive members are not required to pay dues or assessments.

SECTION 7: Honorary Membership Qualifications

A. Upon the recommendation of the Membership Committee, Honorary membership may be conferred upon:

(1) An orthopaedic surgeon who is a doctor of medicine or a doctor of osteopathy and licensed to so practice medicine or osteopathy, but who does not fulfill the requirements for Active membership eligibility, or

(2) Any other physician or scientist who has gained professional prominence by his/her contribution to the advancement of their field of endeavor.

B. Honorary membership may be conferred upon an individual fulfilling these requirements by a three-fourths (3/4) vote of the Board of Directors.

C. Honorary members may attend and participate in scientific meetings. Their registration fee may be waived at the discretion of the Board of Directors. Honorary members may not vote, hold office, serve on committees, or sponsor candidates for membership.

D. Honorary members are not required to pay dues or assessments.

ARTICLE IV -- NOMINATION TO MEMBERSHIP

A. Candidates for membership shall submit to the Chairman of the Membership Committee a completed membership application no less than two months before a general meeting of the Society in order to be eligible for election at that meeting.

Each applicant shall identify by name and address two (2) Active, Associate, and/or Emeritus members of the Society who he/she believes will recommend or sponsor his/her election to membership. Of these two Society members, only one can be a professional associate of the applicant, and one must practice in the locality of the applicant but not be associated with him/her in the same office or group.

In lieu of an application fee, the first year's membership dues must accompany the application for membership. The applicant's qualifications shall be reviewed by the Membership Committee. All letters and communications concerning the application shall be deemed privileged and confidential information by the Membership Committee and the Board of Directors.

The Membership Committee shall conduct any investigation deemed appropriate in evaluation of each applicant and shall be responsible for the solicitation and review of all letters of recommendation.

The Membership Committee shall make a specific recommendation concerning each applicant's suitability to the Board of Directors. Upon receipt of the Membership Committee's recommendations, the Board of Directors, by three-fourths (3/4) vote, shall either accept, defer, or reject any applicant. The Board of Directors will vote on all pending candidates for membership three times per year - at the Fall Meeting, Spring Meeting, and at the Society's Board of Directors Meeting held in conjunction with the Annual Meeting of the American Academy of Orthopaedic Surgeons.

Upon approval by (3/4) affirmative vote of the voting membership of the Board of Directors, elected candidates shall without delay be announced to the General Membership by report at the Spring or Fall Meeting as Members of the Society.

A candidate whose application for membership has been rejected shall be given written notification by the Secretary stating the reasons why the application was rejected. Upon notification of the rejection, the applicant may respond in writing to the Board of Directors, in which case the Board of Directors, after reconsideration of the application, shall decide by three-fourths (3/4) vote the status of the applicant; and this decision shall be final.

B. At the discretion of the Board of Directors, they may, in any instance deemed appropriate by them, specify a period of time after which the applicant may reapply for membership pursuant to the procedure established in this Article.

A candidate whose application has been deferred shall be given written notification by the Secretary, and the application will automatically be reconsidered prior to the next general meeting.

The Board of Directors and/or the Membership Committee shall have the right to request any additional information and/or sponsors, or any other data incidental to their further reconsideration of the candidate.

ARTICLE V -- STANDARDS FOR CONTINUED MEMBERSHIP

As a condition for continued membership in the Society, a member shall demonstrate:

(1) Continued compliance with the applicable requirements for membership as contained in Article III of the Bylaws;

(2) Continued compliance with these Bylaws and policy statements as may be adopted by the membership or the Board of Directors;

(3) Maintenance of a full and unrestricted license to practice medicine in the Commonwealth or evidence of full-time medical service in the Federal Government which does not require licensure;

(4) Continued adherence to the Principles of Medical Ethics of the American Medical Association or AOA Code of Ethics as may be applicable to the practitioner;

(5) Compliance with the dues, fees, and assessment requirements as established from time to time by the Board of Directors; and

(6) Continued compliance with Article VII of the Bylaws.

ARTICLE VI -- ETHICS-DISCIPLINE

SECTION 1: Forms of Disciplinary Action -- The Board of Directors may censure, reprimand, suspend, expel or otherwise discipline any member of the Society for cause.

SECTION 2: Grounds for Disciplinary Action -- A member of the Society may be disciplined for any of the following reasons:

(a) failure to comply with any of the requirements contained in Article V Standards for Continued Membership, of these Bylaws, or the rules, regulations, or policy statements of the Society as adopted from time to time by the membership or the Board of Directors;

(b) violation of the Principles of Medical Ethics of the American Medical Association or AOA Code of Ethics as may be applicable to the practitioner.

(c) failure to continually comply with the requirements for membership of the particular classification of membership which the individual possesses, except as otherwise permitted by these Bylaws;

(d) conviction of a criminal offense involving moral turpitude; or

(e) being in arrears in payment of any dues, fees and/or assessments for one year.

SECTION 3: Complaints and Procedures

A. All complaints or requests for disciplinary action of a member of the Society shall be made in writing containing specific charges and addressed to the President of the Society. After due deliberation, the President in his/her absolute discretion may either reject the complaint or refer the complaint and charges to the Membership Committee who shall consider them and conduct any investigation they deem necessary. After investigation, the Membership Committee shall submit its written recommendations to the Board of Directors along with all reports and documentary evidence used by the Membership Committee in its deliberations.

B. Notice of Complaint: Prior to formulating its recommendations, the Membership Committee shall provide to the member notice and opportunity to be heard. Upon referral of a complaint from the President, the Membership Comittee shall, by special written notice: (a) advise the practitioner of the nature of the complaint or charges and the request for disciplinary action; (b) advise the practitioner of his/her right to a hearing pursuant to the provisions of this section; (c) specify the number of days following the date of receipt of notice within which a request for a hearing must be submitted; (d) state that failure to request a hearing within the specified time period shall constitute a waiver of rights to any hearing on the matter; (e) include a summary of the member's rights in the hearing.

C. Notice of Hearing: Upon receipt of a timely request for hearing, the Membership Committee shall schedule and arrange for a hearing. At least thirty (30) days prior to the hearing, the Membership Committee shall notify the member by special notice of the time, place and date of the hearing.

The notice of hearing required under this section shall contain a concise statement of the member's alleged acts or omissions in issue, a list of the specific or representative documents in question, other materials or information forming the basis for the complaint or charge which is the subject of the hearing and a list of witnesses (if any) expected to testify on behalf of the complainant or the Society.

D. Conduct of Hearing and Notice of Decision:

1) The hearing held pursuant to this section shall be held before the Membership Committee or a panel thereof appointed by the chairperson of the Membership Committee. During the hearing, the member has the right to: (a) representation by an attorney or other person of the member's choice; (b) have a record made of the proceedings, copies of which may be obtained by the member upon payment of any reasonable charges associated with preparation of the copy; (c) call, examine and cross-examine witnesses; (d) present evidence determined to be relevant by the hearing officer or chairperson, regardless of its admissibility in a court of law; (e) submit a written statement at the close of the hearing.

2) A member of the Membership Committee shall not be disqualified from hearing the matter merely because he or she participated in investigating the underlying matter at issue or because he/she has heard of the case or had knowledge of the facts involved or what he/she supposes the facts to be. No member of the Membership Committee whose action may have occasioned the complaint shall serve on the Hearing Committee.

3) At the conclusion of the hearing, the Membership Committee shall submit its written recommendations to the Board of Directors along with all reports and documentary evidence used by the Membership Committee in its deliberations. The Board of Directors shall then consider the matter at its next regular meeting or a special meeting thereof.

4) Disciplinary action against any member of the Society shall require the affirmative vote of not less than three-fourths of the members of the Board of Directors. The decision of the Board of Directors is final.

5) The secretary shall, within five (5) days after the action by the Board, cause written notice of the Board's decision and disciplinary action taken, if any, to be issued to the member by certified mail setting forth therein the written recommendation of the Membership Committee, including a statement of the basis for the recommendation(s) and the written decision of the Board containing a statement of the basis for its decision.

E. The status of such member shall be unaltered during the pendency of these proceedings which shall be deemed complete upon mailing of the notice referred to in subsection D(5) hereinabove.

ARTICLE VII -- CONFIDENTIALITY

SECTION 1: Confidentiality of Application -- The entire contents of any application for membership in the Society shall be privileged and confidential and shall not be subject to publication or public dissemination whether voluntary, involuntary except by operation of law. Said application shall be forwarded only to the Membership Committee and the Board of Directors for consideration pursuant to these Bylaws.

Any investigation, inquiries made by or responses received by the Membership Committee or the Board of Directors, along with all proceedings of and testimony received by the Membership Committee and/or Board of Directors and documents received or generated by or on behalf of either body in connection therewith shall constitute a peer review activity, shall be privileged and confidential and shall not be subject to publication or public dissemination except by operation of law.

SECTION 2: Agreement of Confidentiality -- Every membership application in the Society shall be deemed to contain an agreement by and between the applicant and the Society and separately signed by the applicant, the agreement to contain substantially the following language:

> "It is specifically agreed by the undersigned that in consideration of the Pennsylvania Orthopaedic Society's treatment of the entire contents of this application, as well as all Inquiries or Investigations made pursuant thereto as privileged and confidential material, and not subject to publication or public dissemination whether voluntary, involuntary except by operation of law; that the undersigned specifically authorizes the Pennsylvania Orthopaedic Society to make whatever inquiries or investigations it deems necessary to verify the credentials, professional standing and moral and/or ethical character of the undersigned. The undersigned further agrees that he/she will not cause or attempt to cause any public disclosure of the contents of any application of any applicant for membership in the Pennsylvania Orthopaedic Society, or any proceedings of any Membership Committee pursuant thereto, except if said public disclosure be by operation of law."

SECTION 3: Confidentiality of Disciplinary Procedures -All disciplinary proceedings pursuant to Articles V and VI of these Bylaws, whether said proceedings result in disciplinary action or not, shall constitute peer review activity and proceedings; shall be privileged and confidential and shall not be subject to publication or public dissemination except by operation of law.

ARTICLE VIII -- RESIGNATION

Any member may resign at will by presenting his/her written resignation to the Secretary who shall report such resignation to the Board of Directors and Membership Committee at the next meeting of each body.

ARTICLE IX -- BOARD OF DIRECTORS

SECTION 1: Composition -- The Board of Directors shall consist of the President, First Vice President, Second Vice President, Immediate Past President, Secretary, Treasurer, Historian, Chairman of the Membership Committee, Chairman of the Program Committee, Chairman of the Bylaws Committee, Chairman of the Health Care Delivery Committee, Chairman of the Political Action Committee, Chairman of the Legislative Committee, Representative to the Pennsylvania Medical Society, Alternate Representative to the Pennsylvania Medical Society, the members of the Board of Councilors of the American Academy of Orthopaedic Surgeons, and five (5) members-at-large, one to be elected annually by the members to serve a term of three (3) years. These individuals constitute the voting members of the Board of Directors.

Executive Committee of the Board of Directors - The President, First Vice President, Second Vice President, Immediate Past President, Secretary, Treasurer, OrthoPAC Chairman, Legislative Committee Chairman, Chairman of the Health Care Delivery Committee, and a member of the Board of Councilors appointed by the President shall review the agenda items of the Board, review management matters, handle emergency matters between regular Board meetings and analyze complex issues for the Board.

The Executive Committee shall meet regularly and as necessary. The President shall convene the Executive Committee. The actions of the Executive Committee are subject to ratification by the full Board of Directors at the next regular meeting of the Board.

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, by a three-fourths (3/4) vote, shall be empowered to accept, reject, or defer an applicant for membership after a recommendation by the Membership Committee.

The Board of Directors is empowered to determine all matters of a disciplinary nature and is required to respond to complaints or requests for disciplinary action and likewise to implement the appeal mechanism for any member against whom disciplinary action has been instituted by the Society as is stated under Article VI.

The Board of Directors shall receive and consider the reports of the activities of all committees, both standing and ad hoc.

The Board of Directors shall direct the Secretary and Treasurer to prepare annual reports to be submitted to the membership of the Society stating the work of the previous year.

The Board of Directors shall be authorized to employ an administrative agent for the Society who shall be designated as the Executive Secretary. A review of the performance of the Executive Secretary shall be made on an annual basis and renewal of the contractual arrangement shall be at the annual meeting of the Board of Directors. The Board shall delegate by contract or other agreement with the administrative agent duties of the Secretary or Treasurer not inconsistent with these Bylaws.

The Executive Secretary shall be required to post a bond under the same terms as that of the Treasurer.

SECTION 3: Meetings -- A regular meeting of the Board 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 under the Chairmanship of the President between annual meetings. In addition to the annual meeting, there shall be such meetings as a President may, at his/her discretion, deem necessary; but in no case less than one (1) regular meeting per year in addition to that of the annual meeting.

Additional Board meetings may be called by the President upon receipt of the written request of at least five (5) Board members. Such request must specify the agenda for the meeting. Notice of any special meeting of the Board of Directors shall be given at least seven (7) days prior thereto by written notice containing the day, date, time, agenda, and place and be delivered personally or sent by mail or telegram to each director at his/her address as shown on the records of the Society. No business shall be transacted at any special meeting except that stated in the meeting notice.

SECTION 4: Quorum -- A majority of the Board of Directors is necessary to constitute a quorum for opening a meeting of the Board of Directors and the transaction of business.

SECTION 5: Informal Action of Directors -- The Board of Directors is empowered to meet and transact the business of the Society, when deemed necessary by the Board, by telephone conference call, or by signed letters, which letters may be signed in counterparts. Any action taken by the Board of Directors pursuant to this section, shall be ratified at the next regular meeting of the Board.

SECTION 6: Limitation of Directors' Liability -- No Director shall be personally liable for monetary damages as such for any action taken or any failure to take any action unless: (a) the Director has breached or failed to perform the duties of his or her office under the applicable provisions of the Pennsylvania Directors' Liability Act relating to standard of care and justifiable reliance, and (b) the breach or failure to perform constitutes self-dealing, wilful misconduct or recklessness. Anything to the contrary contained herein notwithstanding, the provisions of this Section shall not apply to (a) the responsibility or liability of a Director pursuant to any criminal statute, or to the liability of a Director for the payment of taxes pursuant to local, state or federal law or (b) to any action taken or any failure to take any action prior to January 27, 1987.

SECTION 7: Indemnification and Insurance

A. Indemnification of Directors and Officers

(i) Each Indemnified Person (as that term is hereinafter defined) shall be indemnified and held harmless by the Corporation for all actions taken by him or her and for all failures to take action (regardless of the date of any such action or failure to take action) to the fullest extent permitted by Pennsylvania law against all expense, liability and loss (including, without limitation, attorneys' fees, judgments, fines, taxes, penalties, and amounts paid or to be paid in settlement) reasonably incurred or suffered by the Indemnified Person in connection with any Action (as that term is hereinafter defined). Anything to the contrary contained herein notwithstanding, no indemnification pursuant to this Section shall be made in any case in which the act or failure to act giving rise to the claim for indemnification is determined by a court to have constituted wilful misconduct or recklessness.

(ii) The right to indemnification provided in this Section shall include the right to have the expenses incurred by the Indemnified Person in defending any Action paid by the Corporation in advance of the final disposition of the Action to the fullest extent permitted by Pennsylvania law, provided that the payment of such expenses incurred by the indemnified Person in advance of the final disposition of an Action shall be made only upon delivery to the Corporation of an undertaking by or on behalf of the Indemnified Person to repay all amounts so advanced if it shall ultimately be determined that the Indemnified Person is not entitled to be indemnified by the Corporation.

(iii) Indemnification pursuant to this Section shall continue as to an Indemnified Person who has ceased to be a Director or officer and shall inure to the benefit of his or her heirs, executors and administrators.

(iv) The term "Indemnified Person" as used herein shall mean each Director or officer of the Corporation who was or is a party to, or is threatened to be made a party to, or is otherwise involved in, any Action by reason of the fact that he or she is or was a Director or officer of the Corporation or is or was serving in any capacity at the request or for the benefit of the Corporation as a Director, officer, employee, agent, partner, or fiduciary of, or in any other capacity for, another corporation or any partnership, joint venture, trust, employee benefit plan, or other enterprise.

(v) The term "Action" as used herein shall mean any threatened, pending or completed action, suit or proceeding (including, without limitation, an action, suit or proceeding by or in the right of the Corporation), whether civil, criminal, administrative or investigative.

B. Indemnification of Employees and Other Persons

The Corporation may, by action of the Board of Directors and to the extent provided in such action, indemnify employees and other persons who shall thereupon be included in the definition of the term Indemnified Person.

C. Non-Exclusivity of Rights

The rights to indemnification and to the advancement of expenses provided in this Article shall not be deemed to be exclusive of any other rights to which any person seeking indemnification or advancement of expenses may now or hereafter be entitled under any provision of these Bylaws, the Articles of Incorporation or any agreement, vote of the Directors, statute or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding that office.

D. Insurance

The Corporation, at its expense, may purchase and maintain insurance for the benefit of any person on behalf of whom insurance is permitted to be purchased under Pennsylvania law against any expense, liability or loss, whether or not the Corporation would have the power to indemnify such person under Pennsylvania or any other law. In addition, the Corporation may, at its expense, purchase and maintain insurance against its indemnification obligations hereunder or otherwise.

E. Fund for Payment of Expense

The Corporation may create a fund of any nature, which may but need not be under the control of a trustee, or otherwise may secure or insure in any manner its indemnification obligations, whether arising under these Bylaws, the Articles of Incorporation, or any agreement, vote of the Directors, statute or otherwise.

SECTION 8: Amendment

A. Effect of Admendment

Unless and until amended or repealed as hereinafter provided, the applicable provisions of this Article shall constitute a contract between the Corporation and each of its Directors and officers which may be modified as to any Director or officer only with that person's consent or as specifically provided in this Section. Notwithstanding any other provision of these Bylaws, any repeal or amendment of this Article which is adverse to any Director or officer shall only apply prospectively to such Director or officer and shall not increase a Director's personal liability or limit the rights of an Indemnified Person to indemnification or to the advancement of expenses with respect to any action or failure to act occurring prior to the time of such repeal or amendment.

B. Vote Required

Notwithstanding any other provision of these Bylaws, no repeal or amendment of these Bylaws shall in any way increase a Director's liability or limit the rights of an Indemnified Person to indemnification or to the advancement of expenses unless adopted by the affirmative vote of not less than seventy-five (75%) percent of the then Directors.

SECTION 9: Compensation -- Directors shall not receive compensation for their services; but by action of the Board of Directors, expenses of attendance may be allowed for attendance at each regular or special meeting of the Board.

ARTICLE X -- OFFICERS

The officers of the Society shall be as follows: President, First Vice President, Second Vice President, Secretary, Treasurer, Historian, and such other officers as, from time to time, may be appointed by the Board of Directors.

SECTION 1: President -- The President shall be the principal executive officer of the Society. Following his/her succession to the chair, the President shall preside at all meetings of the members and shall serve as ex officio member of all committees. The President shall also be the Chairman of the Board of Directors. He/She is empowered to appoint ad hoc committees. He/She shall make appointments to fill all vacancies in appointed or elected positions, except for the First and Second Vice Presidents, which occur between annual meetings of the Society, subject to the approval of the Board of Directors. Such appointees shall serve until the next annual meeting of the Society. He/She may call such meetings of the Board of Directors as deemed necessary and shall be responsible for all other duties assigned to him/her by these Bylaws or as shall be determined by the Board of Directors.

SECTION 2: First Vice President -- The First Vice President shall succeed to the office of the President at the close of the annual meeting. The First Vice President shall preside at all business meetings in the absence of the President. In the event of death or incapacity or refusal to act on the part of the President, and only when directed to do so by the Board of Directors, the First Vice President shall assume the duties and title of the President. Should the First Vice President succeed to the office of the President, other than by normal succession, the First Vice President shall fulfill both the remaining term of the replaced President and the following term to which he/she was elected. The First Vice President shall serve as a member of the Program Committee. He/She shall be responsible for all other duties assigned to him/her by the President or the Board of Directors.

SECTION 3: Second Vice President -- The Second Vice President shall succeed to the office of the First Vice President at the close of the annual meeting. In the event of death, incapacity, or refusal to act of the First Vice President, he/she shall assume the duties and title of the First Vice President only when directed to do so by the Board of Directors. In the event of death, incapacity, or refusal to act of both the President and the First Vice President, and only when directed to do so by the Board of Directors, the Second Vice President shall assume the duties and title of the President. He/She shall serve the remaining unfulfilled term of the President and a further one (1) year for his/her elected term.

During his/her term as Second Vice President, he/she shall serve on the Program Committee and shall be responsible for those duties assigned to him/her by the President or the Board of Directors.

SECTION 4: Secretary -- The Secretary shall conduct the correspondence, inform all the members of all meetings by notice, keep the records of all meetings of the Society, and read these minutes when requested. He/She shall keep the records of all members attending the meetings, and in addition, shall keep a roster of the members that is current and accurate.

He/She shall inform all members of their election to the Society.

The Secretary shall file advance notice of the time and place of the annual meeting as well as any and all other meetings, and give advance notice of the programs to be held. This information concerning the annual meeting is to be filed with the Central Office of the American Academy of Orthopaedic Surgeons, the editor of the Journal of the American Medical Association, the editor of the Journal of Bone and Joint Surgery, and other organs and organizations to which the information should be disseminated.

The Secretary is to serve as a member of the Board of Directors and keep its minutes. In the event of death, incapacity, or refusal to act on the part of the President, First Vice President, and Second Vice President, the Secretary/ Treasurer only when directed to do so by the Board of Directors, is to assume the duties of these officers until the vacancies have been filled by election at the next annual meeting.

SECTION 5: Treasurer -- The Treasurer shall collect all dues, fees and assessments, have custody of and be responsible for all funds and other properties of the Society. He/She shall deposit these funds in such banks and depositories as shall be selected by the Board of Directors. All funds are subject to audit.

He/She shall make such expenditures as shall be authorized by the Board of Directors and shall file necessary statistics of the Society's financial accounts with the proper governmental authorities as required by the Internal Revenue Service.

The Treasurer shall serve as Chairman of the Finance Committee.

He/She shall be required to post a bond at the expense of the Society for the faithful discharge of his/her duties in such sum and with such surety or sureties as the Board of Directors shall require, this sum to be no less than the actual combined assets of the Society plus ten (10) percent; the amount of the bond shall be reviewed at least once a year and adjusted to conform to this requirement by the Board of Directors.

He/She shall engage a Certified Public Accountant, approved by the Audit Committee, to review the finances of the Society annually and submit a financial statement.

He/She shall make available the financial records of the Society for audit at any time upon the request of the Audit Committee.

He/She shall serve for the year following his/her mandatory retirement from the Board of Directors as a voting advisory member of the Finance Committee.

He/She shall be empowered upon his/her signature alone to expend money up to a maximum of one thousand dollars ($1,000). Expenditure of any amounts above this figure shall require the additional signature of the President. This figure is to be reviewed and adjusted by the Board of Directors as they deem advisable.

SECTION 6: Historian -- The Historian shall keep all records pertaining to the history of the Society and shall keep in good order all reports, papers, and records presented at these meetings, preparing and preserving an annual historical account of the meeting of the Society.

SECTION 7: Terms of Office -- The term of office of the President, First Vice President and Second Vice President shall be one (1) year. The President shall be eligible for re-election as Second Vice President after fulfilling his/her term as Immediate Past President.

The Secretary and the Treasurer shall hold office for a term of one (1) year and shall be eligible for reelection to not more than two (2) additional successive terms.

The Historian shall hold office for a term of three (3) years, after which he/she shall be ineligible for reelection.

ARTICLE XI -- COMMITTEES

The standing committees of the Society shall consist of the Membership Committee, the Program Committee, the Nominating Committee and the Bylaws Committee.

SECTION 1: Membership Committee

A. The Membership Committee shall consist of the Secretary with vote, and three (3) at-large members of the Society, one of whom is to be appointed each year by the President with the approval of the Board of Directors. Each at-large member shall serve for a three (3) year term. Each at-large member will become Chairman during his/her last year of tenure. In the interest of efficiency and the ability to gather accurate information, consideration should be given by the President to the geographic location of his/her appointee.

B. The Membership Committee shall have the responsibility to receive and review all applications for membership as well as the power to consider and investigate any charge made against any member of the Society acting under Articles III, V and VI of the Bylaws.

C. The Membership Committee shall make recommendations to the Board of Directors, but is not empowered to take any action unless otherwise specifically authorized by the Board of Directors or as otherwise provided for in these Bylaws.

SECTION 2: Program Committee

A. Program Committee shall consist of five (5) members. The First Vice President and the immediate past committee chairperson shall serve on the Committee. The Second Vice President shall appoint one (1) member to the Committee. Each member is to serve four (4) years, having served as program chairman during his/her third year on the Committee.

In the event that a member of the Program Committee shall be unable to function, he/she shall be replaced by a new appointee selected by the President with the approval of the Board of Directors.

B. 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.

SECTION 3: Nominating Committee

A. The Nominating Committee shall consist of three (3) 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 shall be appointed by the President and may not be a previous officer of the Society. The third member, who shall act as the Chairman, shall be the Immediate Past President, or in the event of his/her inability to serve, 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 Second Vice President, Secretary and Treasurer, the special delegates, as specified in Article XII of these Bylaws, and the member-at-large of the Board of Directors. The Nominating Committee shall submit biannually a nomination for a member of the Audit Committee. The Nominating Committee shall submit triannually a nomination for Historian.

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.

Candidates elected by the general membership shall be announced prior to the conclusion of the annual meeting.

SECTION 4: Bylaws Committee

A. There shall be a Bylaws Committee which shall consist of three (3) members appointed by the President with the approval of the Board of Directors. The President shall designate one (1) of the members as the Chairman.

B. The Bylaws Committee shall review all proposed amendments submitted by the membership and shall make written recommendations to the Board of Directors.

C. The Bylaws Committee may also initiate proposals to amend the Bylaws of the Society.

SECTION 5: Finance Committee

A. The Finance Committee shall consist of the Treasurer as Chairperson and the two immediate available Past Presidents as voting members of the Committee.

This Committee shall formulate all investment policies of the Society, subject to the approval of the Board of Directors.

This Committee shall meet at least annually as well as at the request of the Chairperson of the Board of Directors to review the financial affairs of the Society and shall submit a report to the Board of Directors with such frequency as the Board shall direct.

SECTION 6: Audit Committee

The Audit Committee shall consist of the immediate Past President as Chairperson and two (2) active members of the Society not otherwise officers. One active member shall be appointed by the President and one shall be elected by a majority of the membership at alternate annual meetings, after nominations from the floor. None of the members of the Audit Committee may be a member of the Finance Committee. The elected member and the appointed member shall serve for alternate terms of two (2) years.

This Committee shall be responsible for the annual audit of the Society; it shall submit to the Board of Directors and the membership an annual report. This Committee shall retain the services of a certified public accountant in no way connected with the Society to assist it in making the annual audit or other special audits. At the discretion of this Committee, the annual audit may be made without prior consultation with any other officers of employees of the Society.

This Committee shall have the right to review the financial affairs of the Society in addition to the annual audit only after written notification of the Board of Directors of the purpose and scope of such a review.

Section 7: Political Action Committee (OrthoPAC)

A. The OrthoPAC shall consist of at least four (4) active members appointed by the President and approved by the Board of Directors. There shall be a Chairman, Vice-Chairman, Fundraising Chairman, and Secretary. The term of each committee member shall be for one year and each may be reappointed by the President for consecutive terms with the approval of the Board of Directors.

B. The Committee shall solicit and accept personal contributions from qualified contributors and shall expend those contributions to provide financial support exclusively for candidates of Pennsylvania State and Local elective office and to other political committees and organizations organized exclusively for the purpose of supporting candidates for Pennsylvania State and Local elective office. No officer of the Society, OrthoPAC Committee person or contributor shall have a right to share personally in any funds or assets of the committee or of the Society. All funds collected from contributors shall be maintained by the committee as a separate, segregated fund of the Society and all expenditures by the committee in support of political candidates or organizations shall be made from such fund.

Section 8: Legislative Committee

A. The Legislative Committee shall consist of seven (7) active members appointed by the President and approved by the Board of Directors. There shall be a Chairman and six (6) committee members. The term of each committee member shall be for one year and each may be reappointed by the President for consecutive terms with the approval of the Board of Directors.

B. Responsibilities of the Legislative Committee shall be to monitor, review, and make recommendations to the Board regarding state legislation and to provide information and testimony to the legislature and governmental agencies on orthopaedic issues. This Committee may create a state key contact program, consider legislative initiatives on behalf of orthopaedic medicine, and encourage members to contribute to the Pennsylvania Orthopaedic Society Political Action Committee (OrthoPAC). Committee members may solicit the advice and assistance of the Society's lobbyist in each of these endeavors.

SECTION 9: Other Committees and Task Forces of the Board

The Board may create whatever other committees and task forces are deemed necessary to carry out its functions.

ARTICLE XII -- SPECIAL DELEGATES

SECTION 1: Pennsylvania Medical Society -- Two active members, who are also members in good standing of the Pennsylvania Medical Society, shall be elected at the annual meeting to serve as the delegate and alternate delegate to represent the Society at meetings of the Pennsylvania Medical Society House of Delegates and the Pennsylvania Medical Society Interspecialty Committee. Delegates to the Pennsylvania Medical Society shall serve in compliance with the Pennsylvania Medical Society guidelines. Only members of the Society who are also members of the Pennsylvania Medical Society may vote for these positions.

SECTION 2: American Academy of Orthopaedic Surgeons -- All Board of Councilors shall be elected by the membership following nomination by the Nominating Committee. The prerequisites for nomination for election include:

1. Three years of service on the Board of Directors (voting member).
2. Cannot serve on the Board of Councilors while serving an elected position in the Society.

Only members of the Society who are Fellows of the American Academy of Orthopaedic Surgeons are eligible for the position of Councilor, and only members of the Society who are Fellows of the American Academy of Orthopaedic Surgeons may vote. 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.

ARTICLE XIII -- DISSOLUTION

In the event of the termination, dissolution or formal anticipated dissolution of the affairs of this Society, in any matter or reason whatsoever, the remaining assets, if any, shall be distributed to (and only to) one or more organizations described in Section 501(c)(3) of the Internal Revenue Code.

ARTICLE XIV -- NON-DISCRIMINATION

The Pennsylvania Orthopedic Society, Inc., shall not deny any category of membership to any individual on the basis of sex, race, creed, color, or national origin.

ARTICLE XV -- DUES, FEES, AND ASSESSMENTS

SECTION 1: To carry out the stated purposes and activities of the Society, the Society shall have and may exercise the power of levying and collecting dues and registration fees for the meetings, and assessments.

SECTION 2: Dues

A. Dues of the Society shall be set by the Board of Directors.

B. Dues of the Society are to be waived by the Board of Directors only under the restrictions of Article III concerning the status of the member.

SECTION 3: Registration Fees

A. The registration fees for the meetings shall be set by the Board of Directors.

B. The registration fees for the meetings are to be paid by the time of the registration and are to be used for the scientific program and any other function that the Board of Directors deems necessary.

C. The registration fees for the meetings may be waived by the Board of Directors at their discretion.

SECTION 4: Assessments

A. The Board of Directors, by three-fourths (3/4) vote may propose an assessment to the members of the Society. This proposition must be submitted to the membership sixty (60) days prior to the annual meeting.

B. The assessment will be considered approved by a three-fourths (3/4) vote of those members present and voting at the annual meeting.

C. Assessments may be waived by the Board of Directors only under the restrictions of Article III concerning the status of the members.

ARTICLE XVI -- MEETINGS

There shall be an annual meeting of the members, the time, place, and agenda of which shall be determined by the Board of Directors. It should take place not less than six (6) months nor more than fifteen (15) months after the preceding meeting.

The membership shall receive no less than one month's prior written notice of the meeting.

At each annual meeting, there shall be at least one (1) meeting of the members. The President or his/her replacement as provided in these bylaws shall preside at all meetings of the members.

A special meeting of the members shall be called by the President upon receipt of a written request of at least ten (10) percent of the members. Such request must specify the agenda for the meeting. Notice of any special meeting of the members shall be given at least fifteen (15) days prior thereto by written notice containing the day, date, time, place, and agenda and be delivered personally or sent by mail or telegram to each member at his/her address as shown on the records of the Society. No business shall be transacted at any special meeting except that stated in the meeting notice.

Telephone Meetings - Unless specifically prohibited, any action required to be taken at a meeting of the Board of Directors may be otherwise taken at a meeting wherein communication occurs by use of the telephone or other methods of electronic transmission. The action taken by such telephone meetings where a quorum is present shall be deemed to be an action of the Board of Directors.

ARTICLE XVII -- ORDER OF BUSINESS

The order of business at the meetings of members shall be as follows:

1. Reading of the minutes of the previous business meeting and their approval.
2. Reports of the Board of Directors.
3. Reports of the Standing Committees.
4. Reports of the Ad Hoc Committees.
5. Unfinished business.
6. General business.
7. New business.
8. Election and presentation of new members.
9. Installation of the First Vice President as President.
10. Elections.
11. Adjournment.

The Second Vice President, and one at-large member of the Board of Directors and a member of the Nominating Committee, shall be elected at the last business meeting of the annual meeting.

The Secretary and Treasurer shall be elected annually or at any annual meeting when a vacancy occurs due to retirement or death. The Historian shall be elected triannually.

ARTICLE XVIII -- VOTING

Voting rights as specified in these Bylaws shall be exercised by the member of the Society in person. No proxy vote by a member otherwise entitled to vote who is not present in person at the business meeting or committee meeting shall be allowed.

Wherever within these Bylaws a member of a committee is specified to be ex officio, it is specifically understood that this ex-officio member shall have the right to vote unless otherwise specified by the Board of Directors.

Only committee members duly appointed or elected to the committee shall be entitled to vote within the committee.

ARTICLE XIX -- QUORUM

A quorum shall consist of at least ten (10) percent of those members of the Society registered at the annual meeting. Except in cases as otherwise provided in the Bylaws, a majority vote shall constitute an action of the membership.

ARTICLE XX -- AMENDMENTS

SECTION 1: The Bylaws of the Society may be amended at any meeting of the Society by three-fourths (3/4) of those members present and voting.

A. Proposed amendment(s) which are submitted by a member should be endorsed in writing by four (4) other Active members and must be presented to the Secretary in writing six (6) months before the annual meeting.

   The Secretary shall immediately report such proposed amendment(s) to the Board of Directors and the Bylaws Committee.

   The Bylaws Committee shall meet to consider any proposed amendment and shall report their recommendations with regard to the proposed amendment(s) at the next meeting of the Board of Directors.

   If the amendment(s) is determined by the Board to be in order, it is to be submitted to the membership of the Society in writing by the secretary at least sixty (60) days prior to the annual meeting. It shall be read at the first meeting of the members at the annual meeting and voted on at the final meeting of the members at the annual meeting, and shall become effective only after adoption by a three-fourths (3/4) majority of those members present and voting.

B. Any proposed amendment to the Bylaws which is initiated by the Bylaws Committee shall be reported to the Board of Directors at a meeting of the Board of Directors. If the amendment is determined by the Board to be in order, it shall be submitted to the general membership of the Society by the secretary in writing at least sixty (60) days prior to the annual meeting. It shall be read at the final meeting of the members at the annual meeting and shall become effective only after adoption by a three-fourths (3/4) vote of those members present and voting.

C. The Secretary shall be responsible for placement on the agenda at the annual meeting a discussion of all proposed amendments, the text thereof, and the vote for either adoption or rejection of the proposed amendment(s).

SECTION 2: Emergency Amendments -- Any change in the corporate or tax status of the Society caused by any modification, repeal, or amendment of any currently existing tax or corporate legislation, whether Federal, State or Local which, as determined by the Board of Directors, requires immediate compliance of the Society, shall be put into effect to insure compliance without any prior approval of the voting membership, even if this compliance is at variance with the Bylaws of the Society.

This action must be communicated to the Society membership as soon as possible and the action confirmed by a three-fourths (3/4) vote of those present and voting at the next annual meeting.

ARTICLE XXI -- FISCAL YEAR

The Board of Directors shall define the fiscal year.

ARTICLE XXII -- SEAL

The Board of Directors shall provide a corporate seal which shall be in the form of a circle and shall have inscribed thereon the name of the Corporation.

ARTICLE XXIII -- GUESTS

The President, on recommendation of any member of the Society, may invite a guest to the meeting on sponsorship by a member of the Society. This guest is expected to pay the registration fees and all other fees that may be assessed at the meeting and will have free access to all the activities of the meeting, other than the business meeting.

ARTICLE XXIV -- RULES OF ORDER

"Robert's Rules of Order Revised" shall be the parliamentary authority on all matters or procedures not specifically covered by the Constitution and Bylaws of the Society, or any special rules or procedures adopted by the Society.

ARTICLE XXV -- OFFICES

The Society shall have and continuously maintain a registered office and a registered agent whose office is identical with this registered office and may have other offices within the geographical distribution of the Pennsylvania Orthopaedic Society as the Board of Directors may, from time to time, determine.