



By-Laws of the South Carolina Orthopaedic Association

(As Amended)

ARTICLE I

Name and Status

1.1 Name

The name of this Organization shall be the South Carolina Orthopaedic Association (hereinafter "Association").

1.2 Status of Corporation

The Association shall be a not-for-profit corporation, located in and governed by the statutes and regulations of the State of South Carolina. (501 (c) (6) .

ARTICLE II

Purpose

The purpose of the South Carolina Orthopaedic Association shall be to foster the highest quality of musculoskeletal health care throughout the State of South Carolina. This shall be accomplished through continuing education of its members, communications with fellow orthopaedic colleagues, encouragement of research, and provision of leadership with not only the orthopaedic surgical community, but with other colleagues throughout health care. Through encouragement of communication and participation, the ASSOCIATION shall strive to promote the best interest of orthopaedic surgery and our patients in the State of South Carolina. The South Carolina Orthopaedic Association shall be non-profit and no part of net earnings of the ASSOCIATION shall enure to the benefit of any individual.

ARTICLE III

Status and Categories of Membership and Fellowship

3.1 Status of Membership

Membership in the ASSOCIATION is a privilege, not a right, and is dependent on the applicant adequately demonstrating compliance with the requirements for membership as contained in the Bylaws.

3.2 Categories

There shall be six categories of membership in the ASSOCIATION: Active, Emeritus, Associate, Inactive, Honorary and Candidate.

3.2a Active

The status of Active membership shall be those individuals qualifying for admission under these Bylaws. Active members shall pay annual dues and may vote and hold office.

3.2b Emeritus

An Active member who has reached the age of 65 and retired from the active practice of orthopaedics shall automatically be transferred to the status of Emeritus member with waiver of dues unless he or she requests to continue as an Active member and pay annual dues. Emeritus members shall not vote and may not hold office.

3.2c Associate

The status of Associate membership may be conferred upon distinguished physicians who have retired from the active practice of orthopaedics and have not previously been a member of this ASSOCIATION or a distinguished member of an allied health profession whose activities and contributions are related to orthopaedic surgery. Election to this status shall require two-thirds (2/3) vote of the members present and voting. Associate members shall not pay dues, may not vote and may not hold office in the ASSOCIATION.

3.2d Inactive

An Active member who has become disabled by sickness or accident or who otherwise becomes incapacitated for a period in excess of six (6) months and who is unable to engage in the practice of medicine or assume duties of a medically-oriented nature because of this illness, accident or incapacity, may request a transfer from the status of Active membership to that of Inactive with waiver of dues until the end of the disability. Inactive members shall not vote or hold office.

3.2e Honorary

Honorary membership may be confirmed on an individual who is the guest speaker as decided upon by two-thirds (2/3) vote of the members present and voting. They shall not vote and may not hold office.

3.2f Candidate

The status of Candidate members may be conferred upon a physician who has commenced the study of orthopaedics with the intention of ultimately applying for Active Fellowship in the ASSOCIATION.

Candidate membership is limited in scope and time to those in an approved orthopaedic resident program and for up to five (5) years thereafter. During such time the Candidate member is engaged in the practice of medicine, subsequent to the completion of a residency program. Candidate members must maintain a full, unrestricted license to practice medicine in the United States or Canada or give evidence of full time medical services in the Federal Government, which does not require licensure. Conferral of Candidate membership status upon a physician does not imply that the recipient will be admitted as a Active Fellow of the ASSOCIATION.

The status of Candidate members is automatically terminated upon election to Active Fellowship in the ASSOCIATION or upon Five (5) years from the date of completion of

residency education. Exception may be made by the membership upon request by the Candidate member for time spent in specialized training, research, fellowships, military service, or other exigencies. Candidate membership will be terminated for failure to complete the orthopaedic residency program.

Candidate members shall not pay dues, may not vote and may not hold office in the ASSOCIATION.

ARTICLE IV

Qualification for Membership

4.1 Requirements to Become an Active Member

To be eligible as an Active Member of the ASSOCIATION, an individual must meet all of the following requirements:

- 4.1a** Certified by the American Board of Orthopaedic Surgery or its equivalent thereof (as defined by the executive board of the South Carolina Orthopaedic Association); and
- 4.1b** For 12 months immediately prior to induction, devote his or her medical practice exclusively to orthopaedic surgery or be actively engaged in the teaching of orthopaedic surgery or research related to the musculoskeletal system in South Carolina; and
- 4.1c** Maintain a full, unrestricted and unlimited license to practice medicine in the State of South Carolina; and
- 4.1d** Maintain a good reputation and standing within his or her community and be of high ethical character and professional repute; and
- 4.1e** Comply with the By-laws and rules as adopted by the membership.

4.2 Procedure for Admission to Active Membership

The applicant must submit an application to become a member and the applicant shall be solely responsible for the completion of that application on a timely basis and providing and ensuring that the ASSOCIATION has received all required references.

The application process shall specifically include:

- 4.2a** Timely completion by the applicant of forms provided by the ASSOCIATION.
- 4.2b** Timely submission of Letters of Recommendation from two sponsors who are members of the South Carolina Orthopaedic Association.
- 4.2c** Election to become an Active member shall require two-thirds (2/3) vote of the members present and voting.
- 4.2d** Annual dues are required with the application for the initial year in which the application is received.

ARTICLE V

Meetings and Vote of the Membership

5.1 Annual Meeting

The ASSOCIATION shall hold an annual meeting in which there shall be scientific sessions open to all members and guests. A business meeting will be held as part of the Annual Meeting. The place and time for each Annual Meeting shall be fixed at the preceding Annual Meeting.

5.2 Special Meetings

Special meetings for the ASSOCIATION may be called by the President at his or her discretion or on petition of ten (10) members of the ASSOCIATION. The Secretary shall inform the members by mail of the purpose of the session, the time and place at least thirty (30) days prior to such a special session. The President of the ASSOCIATION shall fix a time and location of this special meeting.

5.3 Quorum and Manner of Acting

The business of the membership may be conducted only when a quorum is present. A quorum shall consist of those members present and eligible to vote at the business session of any annual meeting or special business meeting of the ASSOCIATION; but, in no event shall a quorum consist of less than fifteen (15) members eligible to vote. Except as otherwise provided in these by-laws, a majority of votes will constitute an action of the membership.

5.4 Vote of the Membership

Voting rights shall be exercised only by the member in person. No Proxy votes shall be allowed.

5.5 Joint Meeting

Every third meeting shall be held in conjunction with the North Carolina Orthopaedic Association at a frequency to be determined by the membership.

ARTICLE VI

Officers of the Association

6.1 Officers

The officers of the ASSOCIATION shall be as follows: President, President-Elect, Vice-President (Program Chair), Secretary-Treasurer and Representatives to the Board of Councilors of the American Academy of Orthopaedic Surgeons. These officers, including the Immediate Past President, shall constitute the Executive Committee. Each officer, except the Representatives of the Board of Councilors, shall serve for a one (1) year term of office or until a successor has been duly elected. Only members of the ASSOCIATION who are in good standing, as provided in the By-laws, are eligible to be nominated and elected to an office in the ASSOCIATION.

6.2 Election Procedure

6.2a The Nominating Committee shall be appointed by the President, and shall include the Executive Committee and Immediate Past-President, whose charge it shall be to bring a slate of nominations to the Annual Meeting for the Officers requiring election. Additional nominations from the floor shall be sought by the President.

6.2b When there are three or more nominees and no nominee receives a majority of the votes cast, the nominee receiving the lowest number of votes shall be eliminated from consideration and additional ballots shall be taken until one of the nominees receives the majority of the votes cast.

ARTICLE VII

Duties of Office

7.1 President

The President shall preside at all meetings of the ASSOCIATION, shall appoint all committees and shall function as the head of the ASSOCIATION between meetings.

7.2 President-Elect

The President-Elect will succeed the President in office in case of death, resignation, disability or removal of legal residence from the State of South Carolina. The President-Elect shall become President on his or her installation at the next Annual Meeting and shall serve as President until the installation of his or her successor. In the event of death or inability to serve as the President-Elect while in office, a successor shall be chosen as a Special Order of Business at the beginning of the first ensuing Business Session.

7.3 Vice President/Program Chairman

The Vice President/Program Chairman shall receive and review abstracts for the Meeting Programs and contact representatives of the Resident Programs for residents' papers for the program; will prepare the preliminary program and send copies to the Executive Committee for their approval.

7.4 Secretary/Treasurer

The Secretary/Treasurer shall attend the meetings of the ASSOCIATION and keep minutes of the proceedings; shall demand and receive all funds due the ASSOCIATION; shall pay money out of the Treasury in accordance with the instructions from the President and the proceedings of the Annual Meeting; shall annually render a report and account of all funds to the members; and, shall file a tax return for the ASSOCIATION.

7.5 Representative to the AAOS Board of Councilors

The Representatives shall be elected to three year terms and shall not serve more than two consecutive terms; and, must be an active member in good standing of the American Academy of Orthopaedic Surgeons.

ARTICLE VIII

Amendments to By-Laws

8.1 Procedure

The By-Laws may be amended at the Annual Business Meeting by two-thirds (2/3) vote of members present, provided that such amendments shall have been presented in open meeting at the previous annual meeting and that it shall have been sent to each active member at least sixty (60) days before the session in which final action is to be taken.

ARTICLE IX

Rules and Regulations

9.1 Rules and Regulations

The ASSOCIATION shall maintain a set of rules and regulations as may be necessary for the proper conduct of work.

9.2 Change in Rules

Such Rules and Regulations may be amended at any regular meeting of the ASSOCIATION without previous notice, by a two-thirds (2/3) majority vote of the membership present and voting.

ARTICLE X

Miscellaneous Provisions

10.1 Annual Dues

10.1a The Treasurer shall collect from all active members annual dues at such time as he or she may demand. The amount of the dues shall be determined by the membership at its annual meeting. The amount shall not be changed except for a two-thirds (2/3) vote of the members present.

10.1b Members that are in arrears of their dues for two years shall be notified and allowed thirty (30) days to respond. Thereafter, they shall be dropped from the membership after notification by mail from the Treasurer. A member who has been dropped may reinstate membership by payment of all dues in arrears.

10.2 Registration Fee

The ASSOCIATION shall assess a registration fee for attendance at the Annual Meeting, the amount of which shall be determined by the membership at its Annual Meeting.

10.3 Fiscal Year

The members of the ASSOCIATION shall define the fiscal year.

ARTICLE XI

Rules of Order

In the absence of any provision in these By-laws, all meetings of the ASSOCIATION shall be governed by standard parliamentary procedure which provides for adequate notice and fair opportunity for debate. The presiding officer may be guided by, but not bound by, the most current edition of Robert's "Rules of Order".

Rules and Regulations of the South Carolina Orthopaedic Association

Year Passed

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| 1973 - | 1. | BOYD CUP – A small goblet shall be given to the winner. The Revere bowl shall be maintained with the winner's name on it and this will be kept with the files at the ASSOCIATION. There will be no Boyd Cup competition at joint meetings. |
| 1984 - | 2. | A contribution to the Orthopaedic Research and Educational Foundation (OREF) shall be made annually in the memory of any members who have died during the previous year, and in honor of the current president (1992) The amount will be decided on by the Executive Committee and will not exceed five thousand dollars (\$5000). |
| 1987 - | 3. | One years dues are due with application for membership. |
| 1987 | 4. | Stipends for the residents' papers are as follows:
a. First Place – Three hundred dollars (\$300)
b. Second Place – Two hundred dollars (\$200)
c. Third Place – One hundred dollars (\$100) |
| 1987 | 5. | No more than two thousand five hundred dollars (\$2500) shall be spent on the Presidential Dinner. |
| 1988 | 6. | Stipends for the Resident's paper competition will be given at the single and combined annual meetings. |
| 1989 | 7. | No registration fee refunds will be made after the opening day of |

the Annual Meeting.

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| 1989 | 8. | A one thousand dollar (\$1000) honorarium will be given to addition to a gift and travel expenses to the guest speaker and spouse. |
| 1989 | 9. | Order of Merit members of the Orthopaedic Research and Educational Foundation will be listed on the program. |
| 1993 | 10. | Expenses for the President, President-Elect and Vice-President to attend the Annual American Academy of Orthopaedic Surgeons Leadership Conference each Spring will be paid by the Association. If one of these officers is unable to attend, then the Secretary-Treasurer can go in his/her place so that three officers can attend the annual conference. AAOS reimbursement guidelines and forms should be used for these expenses. |
| 1996 | 11. | CME credit is to be provided for each Annual meeting. |
| 1997 | 12. | Meeting fees shall be determined annually by the executive committee. A resident presenting a paper and spouse/guest shall attend at no charge. |
| 1998 | 13. | Dues reduced to \$150 per year, making the \$100 BONEPAC donation optional to members. |

**By Laws of the
South Carolina Orthopaedic Association
Political Action Committee (BONEPAC)**

Article I

Name and Definitions

The name of this committee is the South Carolina Orthopaedic Association Political Action Committee, hereinafter referred to as BONEPAC. It is a voluntary, non-profit unincorporated separate segregated fund of the South Carolina Orthopaedic Association, Inc., a South Carolina non-profit corporation recognized as tax exempt by the Internal Revenue Service under IRC Section 501 (c) (6). BONEPAC is funded by voluntary contributions of members of the South Carolina Orthopaedic Association and others who share the interests of the association and is not affiliated with any political party or other national or regional political action committee.

Article II

Objectives

The objectives of BONEPAC are:

- 2.1 To insure the highest quality orthopaedic care for the citizens of South Carolina by promoting education of government leaders and others about the importance of orthopaedic surgery.
- 2.2 To promote and strive for the improvement of government by encouraging and stimulating orthopaedists to become involved in governmental affairs.
- 2.3 To encourage orthopaedists to understand the nature and actions of their government, important political issues, positions of officeholders relating to medicine generally and orthopaedics specifically, as well as candidates for elected office.
- 2.4 To urge orthopaedists to organize themselves for more effective political action and in carrying out their civic duties.
- 2.5 To do all that is necessary to carry out the above objectives.

Article III

Membership, Dues & Contributions

Membership

Active membership shall be available to any physician who practices the specialty of orthopaedic surgery and others who have contributed to the BONEPAC during that fiscal year as directed by the Board of Directors. The Board of Directors is authorized to establish additional categories of membership. The Board of Directors shall have final authority to approve or disapprove any member and to establish the amount and payment schedule of dues.

Dues

The annual and fiscal year of BONEPAC shall be the calendar year. Dues shall be established by the Board of Directors for the period from January 1 through December 31 each calendar year for all classes of membership. A member who has not paid his or her dues by April 1 of the calendar year shall be considered delinquent.

Contributions

Contributions and membership dues to BONEPAC shall be subject to the approval of the Board of Directors and such funds shall be disbursed only upon recommendation and approval of the Board of Directors or the Executive Committee.

Article IV

Board of Directors

Function

The Board of Directors shall have general supervision and control over the affairs and funds of BONEPAC and shall establish and carry out all policies and activities of BONEPAC. Members of the Board of Directors shall serve without compensation.

Composition

The Board of Directors shall consist of three orthopaedic surgeons and one alternate Orthopaedic surgeon. The alternate will sit without vote except when seated as a replacement. All Board of Directors members must be a contributing member and a member with Active status in the South Carolina Orthopaedic Association.

Nominations and Appointments

The BONEPAC Board of Directors members shall be appointed by the Executive Committee of the South Carolina Orthopaedic Association for a term of one year. BONEPAC Board members may be re-appointed, without limitation, for successive or non-successive terms.

Article V

Officers

The officers of BONEPAC shall be a Chairperson, a Vice-Chairperson and a Secretary-Treasurer.

These BONEPAC officers shall be elected by the BONEPAC Board of Directors at its initial meeting, and annually thereafter at its annual meeting, for a term of one year. BONEPAC officers may be re-elected for additional one year terms, without limitations.

Duties and Functions of the Board of Directors

- 5.1 Chairperson: The Chairperson is the official head of BONEPAC and shall preside at all meetings. They shall be an ex-officio member of all committees. The chairperson shall present an annual report to the South Carolina Orthopaedic Association membership. The Chairperson shall perform other necessary duties to assure proper functioning of BONEPAC.
- 5.2 Vice-Chairperson: The Vice-Chairperson shall assume the duties of the Chairperson in the event the Chairperson is unable to do so.
- 5.3 Secretary-Treasurer: The Secretary-Treasurer shall maintain and Complete all financial and regulatory reports, including reports required by the South Carolina Ethics Commission, those required under South Carolina law and all membership rosters and minutes of meetings of BONEPAC. The Secretary-Treasurer shall ensure proper custody of the funds of BONEPAC and provide an annual audit of the financial transactions of BONEPAC to the South Carolina Orthopaedic Association. He/she may not authorize any debit to the committee which exceeds \$500.00. Any check written from BONEPAC funds must be authorized by the Board of Directors and may only be signed by the Secretary-Treasurer.
- 5.4 Other Officers: The duties of any other officers allowed by these bylaws shall be described by the Board of Directors.

Article VI

Meetings

Annual Meeting

The active members of BONEPAC shall meet at the annual meeting of the South Carolina Orthopaedic Association.

Board of Directors Meeting

The Board of Directors shall meet at least during biannual meetings of the South Carolina Orthopaedic Association, and at times and locations in the discretion of the Board. Notice of any meeting shall be published to all active BONEPAC members who will have the right to attend Board of Directors meetings.

Special Meetings

Special meetings of the BONEPAC Board may be called by the Chairperson of the Board or upon a written request to the Chairperson of the Board of at least three members of BONEPAC.

Quorum

Two (2) members of the BONEPAC Board of Directors shall constitute a quorum.

Article VII

Committees

The Board of Directors is authorized to establish any committees, under terms and conditions it deems best, to ensure appropriate functioning of BONEPAC.

Article VIII

Parliamentary Authority

The deliberations of BONEPAC shall be governed by parliamentary usage as outlined in Sturgis's Standard Code of Parliamentary Procedure unless otherwise provided for in these bylaws or modified by two-thirds vote of the members of BONEPAC present at its annual meeting.

Article IX

Amendment of ByLaws

These ByLaws may be amended, altered or repealed by a two-thirds vote of the members of the Board of Directors present and voting after at least thirty days written notice to the members of the Board of a meeting where bylaws changes will be addressed, subject to approval of the Executive Committee of the South Carolina Orthopaedic Association.