



Tennessee Orthopaedic Society

By-Laws

(As Amended on August 29, 2003)

ARTICLE I

Officers

Section 1. The officers of the Society shall consist of a President, President-Elect, Vice President and Secretary/Treasurer.

Section 2. The President, President-Elect, Vice President and Secretary/ Treasurer shall serve for a one year term of office or until a successor has been duly elected, appointed or automatically advanced to the next higher office as hereinafter provided. The President and Vice-President are ineligible for re-election to succeed themselves.

Section 3. Election of the officers shall be held at the Annual Meeting, and officers shall be elected by a majority of those members present and voting. No proxy vote, by a member otherwise entitled to vote who is not present at that business session, shall be allowed.

The term of office of those elected during the period of the Annual Meeting shall commence at the time the President-Elect succeeds to the office of President, generally at the conclusion of the annual meeting.

Section 4. At each annual meeting, a nomination committee appointed by the President, shall present nominees for officers during the business session. Additional nominations may be made from the floor.

ARTICLE II

Duties of the Officers

Section 1. President

The President shall preside at all meetings of the Society and its Executive Committee.

He shall appoint any special committee which is not provided for in the By-Laws or by action of the Executive Committee, and its term of appointment shall be three years and staggered to insure continuity unless otherwise provided.

He shall, by appointment and with majority approval of the Executive Committee, fill any vacancy that may occur among the elected officers with the exception of the President-Elect.

In the event of any contingency not covered by the By-Laws, the President shall be in power to act.

The President shall coordinate annual meeting planning with primary responsibility for the selection of guest speakers and special programs. He will serve as Chairman of the Legislative Committee.

Section 2. President-Elect

The President-Elect shall, in the absence of the President or upon his request, perform all the duties of the latter.

The President-Elect shall succeed to the office of the President during the period of the Annual Meeting or in the event of death, inability or refusal to act by the President.

In the event that the President-Elect succeeds to the office of President by any reason other than natural succession by expiration of the current President's term, the Vice-President shall serve for the remaining unfilled term of the replaced President, and further serve for the one year term of office as President that he or she would have succeeded to if the current President had fulfilled his or her term of office.

The President-Elect shall serve as Program Chairman for the annual meeting prior to his term as President, and serve as Chairman of the Constitution and By-Laws Committee.

Section 3. Vice-President

The Vice-President shall, in the absence of the President-Elect or upon his request, perform all the duties of the latter.

The Vice-President shall succeed to the office of the President-Elect generally at the conclusion of the Annual Meeting or in the event of death, inability or refusal to act by the President-Elect.

In the event that the Vice-President succeeds to the office of President-Elect by any reason other than natural succession by expiration of the current President-Elect's term, the Vice-President shall serve for the remaining unfilled term of the replaced President-Elect, and further serve for the one year term of office as President-Elect that he or she would have succeeded to if the current President-Elect had fulfilled his or her term of office.

The Vice-President shall serve as Chairman of the Membership Committee.

Section 4. Secretary/Treasurer

The Secretary/Treasurer shall keep the minutes of all meetings of the Society.

They shall keep a record of the names of the members, guests and visitors at the meetings.

They shall conduct all official correspondence of the Society and shall inform the members of the dates and arrangements of all meetings.

They shall notify applicants of their election to membership.

They shall be custodian of the funds of the Society and shall give a report at the Annual Meeting detailing the financial status of the Society.

They shall be responsible for the historical records of the Society and shall keep an account of its activities.

They shall be provided with a copy of the minutes of the regular meetings, copies of the minutes of the special meetings and copies of the reports of the Committees.

They shall forward a report of the Annual Meeting to the editors of appropriate Journals.

They shall file the necessary report of income and expenditures to the Department of Internal Revenue in order to maintain the tax exempt status of this Society.

They shall assist the officers and committees in maintaining a continuity of all discussed proposals, problems and programs.

Section 5. Other Officer Duties

The officers are encouraged to attend activities sponsored by American Academy of Orthopaedic Surgeons for State Societies. These include the State Societies Strategy meeting and for the senior officers the National Orthopaedic Leadership Conference.

ARTICLE III

Committees

Section 1. Executive Committee

The Executive Committee shall be composed of the President, President-Elect, Vice-President, Secretary/Treasurer, the immediate past President of the Society and State Board of Councilors members.

The Executive Committee shall be the administrative authority of the Society and shall supervise its activities.

The Executive Committee may invite any member of the Society to participate in a given meeting.

The Executive Committee shall hold a meeting at such times as the President may designate.

The Executive Committee shall approve reasonable and suitable expenses of the Secretary/Treasurer and the committees throughout the year.

The Executive Committee shall authorize the Secretary/Treasurer to pay expenses of guest speakers.

The Executive Committee may exempt payment of annual dues for proper cause.

The Executive Committee, by a majority vote, may exercise the decision of forfeiture of membership, censure or reprimand in accordance with the procedure in Article VI, Section 1 of the Society By-Laws.

The Executive Committee shall be empowered, by a majority vote, to defer or reject an applicant for membership.

Section 2. Membership Committee

The Membership Committee shall consist of the President, President-Elect, Vice-President and Secretary/Treasurer.

The Vice-President shall serve as Chairman of the Membership Committee.

The Society Membership Committee shall receive all new applications into the Society by June 15 for consideration and action at each following Annual Meeting.

The Membership Committee shall review the qualifications of the applicants for membership.

The names of each nominee shall be sent to the membership at least four weeks prior to the Annual Meeting and shall be voted on for membership at that same Annual Meeting.

The Membership Committee shall consider and investigate all charges and complaints brought against a nominee or a member and shall report to the Executive Committee its recommendations.

Section 3. Program Committee

The Program Committee shall consist of the President, President-Elect, Vice-President, Secretary/Treasurer and members appointed at the discretion of the President in their coincident region.

The President-Elect will serve as Program Committee Chairman. The Program committee shall arrange a scientific program for the Annual Meeting.

Section 4. Constitution and By-Laws Committee

The function of the Constitution and By-Laws Committee is to study proposed changes and amendments of the Constitution and By-Laws submitted in writing to the Secretary/Treasurer and signed by three members of the Society.

The recommendations of this committee shall be forwarded to the Executive Committee and shall be circulated to the regular membership in advance of the Annual Meeting.

The Committee shall be composed of one member each from the grand division of the State of Tennessee, an appointed for a three year term by the Executive Committee.

Section 5. Legislative Committee

The Legislative Committee shall consist of the President, President-Elect, Vice-President, Secretary/Treasurer, State Board of Councilors members and members appointed at the discretion of the President in the coincident region. The membership of this committee should include at least one representative of each of the grand divisions of the State of Tennessee with a minimum membership of eight. The term of office for non-officer members is three years and reappointment is optional.

The Legislative Committee shall monitor the State and National legislative activities of interest to our Society and notify the membership as needed. This committee will coordinate lobbying activities to promote an agenda favorable to the Society membership. The committee will direct the Tennessee Orthopaedic Political Action Committee (TOPAC) and control the distribution of funds and other activities.

The President will serve as Chairman of the Legislative Committee. The committee should meet at least once a year including prior to the beginning of the State legislative session to determine strategy and agenda.

Section 6. Special Committees

The President shall appoint any special committee which is not provided for in the By-Laws or by action of the Executive Committee, and its term of appointment shall be determined by the President.

ARTICLE IV

Meetings

Section 1.

The Society shall meet separately from the TMA for its major annual Scientific Meeting.

Section 2.

The Annual Meeting shall consist of a Business Meeting and a Scientific Session to be planned by the Program Committee, including any guest speakers invited by them.

Section 3.

The Business Meeting and the Scientific Session shall be held at a time determined by the Executive Committee. The Business Meeting and Scientific Session will be open to members of the Tennessee Orthopaedic Society. The Scientific Session will be open to invited guests as determined by the Executive Committee.

Section 4.

The Nominating Committee report and election of officers shall be the first order of new business at the Annual Meeting.

Section 5.

In the case of the absence of the President from the Annual Meeting, the Vice-President shall preside. The Secretary/Treasurer shall preside at the Annual Meeting, if both the President and Vice-President are absent.

Section 6.

Roberts' Rules of Order shall be the authority in the conduct of meetings.

Section 7.

Special meetings of the Society may be called by the Executive Committee. The purpose of these meetings and the subjects to be discussed shall be indicated in the notification of the time and place of the meeting by the Secretary/Treasurer.

ARTICLE V

Categories of Membership and Their Qualifications

Section 1. Active Members

Candidates for membership in the Society must have graduated from a Class A medical school.

Candidates must limit their practice exclusively to orthopaedic surgery. The candidate must be in active practice one year in Tennessee before becoming eligible for membership.

Candidates must conduct their practice in line with the principles of the medical ethics stated by the American Medical Association.

Membership shall be by invitation of the Society. The name and qualifications of the nominee for membership shall be submitted by a member of the Society and accompanied by a letter of recommendation of a second member of the Society. The application and two letters of recommendation from members of the Tennessee Orthopaedic Society must be forwarded to the membership committee by one month prior to the Annual Meeting.

The approved application shall be reviewed by the Membership Committee and the names of the candidates sent, at least two weeks prior to the Annual Meeting, to the membership of the Society. The names of the candidates will be presented at the Annual Meeting and voted upon by the membership at that time. Election to membership in the Society shall be by two-thirds vote of the members present at the Annual Meeting.

Section 2. Emeritus Membership

Active members who have reached the age of 65, who are disabled from practice or have retired from active orthopaedic practice, can apply for Emeritus Membership.

Emeritus members can attend all meetings, but will have no vote in the business of the Society.

All dues will be waived for Emeritus Members.

Section 3. Honorary Members

A person can be voted into Honorary Membership at the Annual Meeting on the recommendation of the Executive Committee. Dues shall be waived for Honorary Members. Members with this status do not have voting rights.

Section 4. Resident and Fellow Members

Resident and Fellow Membership is based on being a Resident or Fellow in the three orthopaedic training programs in the State of Tennessee and by the recommendation of the training program chairperson. No dues requirements or voting rights are given.

Section 5. Affiliate Members

Affiliate Membership status is available to Physiatrist and Occupational Medicine Specialists. They should be in practice in the State of Tennessee and be associated with an orthopaedic practice for a period of one year, and shall be admitted by invitation of the Society.

The name and qualifications of the nominee, for membership, shall be submitted by an active member of the Society and accompanied by a letter of recommendation of a second member of the Society by June 15 prior to the Annual Meeting. This membership category carries no voting status and is not eligible for Office. Dues will be the same as for an active member.

ARTICLE VI

Forfeiture of Membership

Section 1.

Any member may be dropped from membership by the Executive Committee for immoral or unethical conduct or for failure to continue Orthopaedic Surgery exclusively after becoming a member in the Society, provided that the member in question has been informed in writing by registered mail of the impending action and given an opportunity to appear in their own behalf before the Executive Committee.

Section 2.

Any member failing to pay dues by the end of the calendar year without adequate explanation shall have a penalty as determined by the Executive Committee, which will thus be attached to the membership dues. Any member in arrears for two years, without adequate explanation, shall be dropped from the membership on approval of the Executive Committee. No member shall be dropped from membership for nonpayment of dues until three months have elapsed from the time they are notified by registered mail of their impending loss of membership.

Section 3.

All complaints or charges relative to a member which are received in writing shall be first referred to the Membership Committee. The Membership Committee shall call such investigation as it deems necessary and shall report to the Executive Committee its recommendations.

ARTICLE VII

Amendment to the Constitution and By-Laws

Section 1.

Proposed amendments to the Constitution and By-Laws must be presented in writing to the Secretary/Treasurer and signed by three members of the Society.

Section 2.

Proposed amendments to the Constitution and By-Laws will be submitted to the Constitution and By-Laws Committee.

A copy of the proposed amendments to the Constitution and By-Laws shall be sent to each member at least one month before the Annual Meeting.

The recommendations of the Constitution and By-Laws Committee shall be read at the Annual Meeting. A two-thirds majority of those present and voting shall be required to pass an amendment to the Constitution and By-Laws.

ARTICLE VIII

Member Code of Ethics

Section 1.

The American Academy of Orthopaedic Surgeons (AAOS) Code of Ethics for Orthopaedic Surgeons, as Amended December, 1995, will serve as the official code for the Tennessee Orthopaedic Society.

By-Laws Prepared in Revised and Approved Form : September 29, 2003.