

**BYLAWS OF THE  
ORTHOPAEDIC TRAUMA ASSOCIATION, INC.**  
A California Nonprofit Corporation

**ARTICLE I**

**Name**

The name of this Corporation shall be the Orthopaedic Trauma Association, Incorporated.

**ARTICLE II**

**Purposes**

This corporation is organized and shall be operated exclusively for charitable, educational, and scientific purposes, including without limitation, fostering, developing, supporting, and augmenting investigative knowledge of Orthopaedic trauma and the prevention of disorders of the musculoskeletal system related to trauma; encouragement of teaching and education in orthopaedic trauma by developing, publishing, and copywriting educational materials; and by promoting specialized training for medical and paramedical personnel in orthopaedic trauma.

This Corporation shall be a nonprofit public benefit corporation under the laws of the State of California.

**ARTICLE III**

**Offices**

The Corporation shall have and continuously maintain in the state of California a registered office and a registered agent whose office is identical with such registered office and may have such other offices within or without the state of California as the Board of Directors may from time to time determine.

**ARTICLE IV**

**Status and Categories of Membership**

**Section I. Status**

Membership in the Corporation is a privilege, not a right, and is dependent upon the applicant adequately demonstrating compliance with the requirements for membership as contained in the Articles of Incorporation, the Bylaws, the rules and regulations, and the policy statements as adopted by the members of the Board of Directors.

**ARTICLE V**

**Members**

**Section I. Classes of Members**

There shall be eleven classes of members in the Corporation: active, emeritus, associate, clinical, candidate, research, honorary, international active, international research, international candidate and allied health. Only active and research members shall be statutory members of the Corporation under Section 5056 of the California Corporations Code, having the right to vote and hold elected office in the Corporation.

## **Section II. Active Membership**

Active members shall be statutory members of the Corporation under Section 5056 of the California Corporations Code, having the right to vote in elections of Directors, amendment of Articles of Incorporation and Bylaws, the dissolution, merger, or disposition of all or substantially all of the Corporation's assets, and such other matters as specified in these Bylaws for the consideration of the voting membership from time to time by the Board of Directors

Active membership shall be limited to those who individuals who, at the time of admission, meet the following qualifications:

- a. Be certified by the American Board of Orthopaedic Surgery, the American Osteopathic Board of Orthopaedic Surgery, or the Royal College of Surgeons of Canada-Orthopaedics and hold a current certificate.
- b. Be a Fellow of the American Academy of Orthopaedic Surgeons, the Canadian Orthopaedic Association or the American Osteopathic Association.
- c. Be a citizen of or in practice in the United States or Canada.
- d. Act as the lead author of at least one, or co-author of at least three, scientific publication(s) in the field of or related to orthopaedic trauma, published in a peer reviewed journal within the sixty months immediately preceding the application deadline.
- e. Spend 50% of his/her professional time in clinical practice, teaching and/or research regarding matters directly related to orthopaedic traumatology.
- f. Maintain a full and unrestricted license to practice medicine in the United States or Canada or give evidence of full time medical service in the federal government, which does not require licensure.
- g. At the time of application for active membership, the applicant must be actively participating in their hospital call panel and personally provide emergency on-call services

## **Section III. Election Procedures for Active Membership**

- a. Applications for active membership shall be made online.
- b. The applicant must be sponsored by two active, senior, or research members, one of whom must be from a community and institution other than the applicant. One of the two sponsors may be an OTA International Member. Associate and Clinical members applying for active membership are not required to supply sponsors.
- c. The two sponsors will mail or electronically submit recommendation forms to the OTA Staff.

- d. The applicant will submit a completed application and current curriculum vita accompanied by a nonrefundable application fee. The Corporation is not responsible for notifying the applicant if the application is not completed properly, or the letters of recommendation are not included and complete. Associate members applying for active membership are not required to pay the fee.
- e. The OTA Staff will forward the completed application packet to the Membership Committee chair for processing.
- f. The names of all qualified applicants will be circulated to the membership for comment.
- g. After receiving the completed application, and comments from the membership of the Corporation, the Membership Committee shall review the list of applicants and submit its recommendations to the Board of Directors.
- h. Election to active membership shall be by two-thirds (2/3) vote of the Board of Directors present at a duly held meeting.
- i. In the event the Board of Directors shall reject an applicant, notice of such rejection shall be sent to the applicant within thirty (30) days.

#### **Section IV. Approval of Membership based on Exceptional Circumstances**

In recognition of occasional exceptional circumstances, OTA membership may be granted to an individual with an affirmative vote of 2/3 of surviving OTA Past Presidents, and unanimous consent of the OTA Board of Directors.

#### **Section V. Reapplication**

Rejected candidates shall, upon notification of the adverse action by the Board of Directors, have the option of reapplying for active membership. Reapplication may be commenced in accordance with the regular application schedule without a specifically defined waiting period.

#### **Section VI. Deferral**

Applicants for membership may be deferred by the Board of Directors for either of the following reasons:

1. Incomplete or inadequate information; or
2. Evidence that remedial activity on the part of the applicant may diminish a perceived deficiency in qualification. Each deferred application shall be considered on an annual basis if requested by the applicant.

#### **Section VII. Confidentiality of Proceedings**

Every aspect of the application and election procedure shall be treated as confidential.

#### **Section VIII. Standards for Continued Active Membership**

- a. Requirements for continued active membership are the same as those outlined for initial active membership as noted in Section II except d and g.

- b. Members shall demonstrate continued compliance with the Corporations Articles of Incorporation, Bylaws, rules and regulations and policy statements as adopted by the membership or the Board of Directors.
- c. Members shall certify continued compliance with the Association's active membership requirements as delineated in Article V Section VII a. at the time of yearly dues payment.

### **Section IX. Emeritus Membership**

Upon attaining the age of sixty (68) years, and/or retirement, members may apply to become emeritus members and no longer need to meet the requirements of Article V, Sections II, III, and VII except Section VIII b. Emeritus members have no voting privileges and are not required to pay annual dues. A written request for transfer to emeritus membership must be received by the OTA Staff who will then forward the request to the Board of Directors who can confer emeritus membership by majority vote of the Directors present at a duly held meeting of the Board. Emeritus members are not statutory members of the Corporation under Section 5056 of the California Corporation Code and have none of the privileges and rights, including without limitation voting rights, granted to active, senior, and research members.

### **Section X. Associate Membership**

An associate member must meet all the criteria for active membership listed in Article V, Section II except for items II a and b. He/she may apply for associate membership by the same process as described for active members in Article V, Section III. Dues requirements for associate members will be set by the Board of Directors. Associate members are not statutory members of the Corporation under Section 5056 of the California Corporations Code and have none of the rights, privileges and responsibilities, including voting rights, granted to active, senior, and research members, but may be appointed to non-elected committee positions.

### **Section XI. Clinical Membership**

A clinical member must meet all the criteria for active membership. Article V, Section II, item d shall not apply to North American applicants of this category of membership. Article V, Section XV except for items f, h, i, and j shall not apply to International applicants for this category of membership. He/she may apply for clinical-membership by the same process as described for active members in Article V, Section III. Dues requirements for clinical members will be set by the Board of Directors. Clinical members are not statutory members of the Corporation under Section 5056 of the California Corporations Code and have none of the rights, privileges and responsibilities, including voting rights, granted to active, senior, and research members, but may be appointed to non-elected committee positions.

### **Section XII. Candidate Membership**

Applicants for candidate membership can be participating in residency training emphasizing orthopaedic surgery or fellowship training in musculoskeletal trauma. A candidate member resident applicant must be participating in an American or Canadian Board approved Orthopaedic Surgery Residency Program at the time of application. He or she will apply using the same application form as for active membership. No publications are required for membership in this category. Only one sponsor form or recommendation letter is required, from the residency program director, who will forward the form or letter of recommendation to the OTA Staff. Candidate resident members will

have a maximum five (5) years from completion of residency training to transition into another membership category (Active, Associate, International Active, or Clinical membership). Trauma fellows must be participating in an American OTA fellowship match program or a Canadian fellowship program. Trauma fellows may apply for candidate membership concurrently or within 18 months after completing their fellowship. Fellows have up to (3) years from completion of fellowship training to transition to another membership category. Dues will be set by the Board of Directors. Candidate members are not Statutory members of the Corporation under Section 5056 of the California Corporations Code and have none of the rights, privileges and responsibilities, including voting rights, granted to active, senior, and research members, but may be appointed to non-elected committee positions.

### **Section XIII. Research Membership**

Research membership shall be limited to those individuals who, at the time of application, meet the following requirements:

- a. Be a citizen or resident of the United States or Canada.
- b. Spend at least 50% of his/her research effort in programs involving trauma and related research.
- c. Have been an author on a minimum of five (5) peer reviewed published articles dealing with orthopaedic trauma and related research in the four year period ending the year of application.
- d. The applicant requires approval by a 2/3 vote of the Research Committee who will forward his/her name to the Board of Directors. Other than this requirement, the election, reapplication, deferral, and renewal procedures for active membership (Article V, Sections III, IV, V, VI, and VII) shall apply to research membership.
- e. The research member shall have all rights, privileges, and responsibilities granted to active members, including without limitation, voting rights. Research members shall be statutory members of the Corporation under Section 5056 of the California Corporations Code.

### **Section XIV. Honorary Membership**

Individuals who have demonstrated a major involvement in trauma and have made major contributions to the science and application of trauma care will be eligible for honorary membership.

- a. Nomination to honorary membership may be made by a member of the Board of Directors or by the Chair of the Membership Committee.
- b. Election to honorary membership will be by a two-thirds (2/3) vote of the Membership Committee and a two-thirds (2/3) vote of the Board of Directors at a duly held meeting.
- c. Otherwise, election procedures for honorary membership will be the same as those for active membership.
- d. Honorary members have none of the rights, privileges, and responsibilities, including without limitation voting rights, granted to active, senior, and research members. Honorary

members are not statutory members of the Corporation under Section 5056 of the California Corporations Code.

### **Section XV. International Active Membership**

International active membership shall be limited to those individuals who meet the following qualifications:

- a. Must meet all of the criteria for active membership listed in Article V, Section II except for items II a, b, c, and f.
- b. May apply for international active membership by the same process as described for active members in Article V, Section III.
- c. Be certified by the appropriate licensing body and specialty review board of the country of the applicant's practice and hold a current certificate of qualification.
- d. Must maintain a full and unrestricted license to practice medicine and surgery in his/her country of residence or practice.
- e. Be a citizen or resident alien and practice in the country of residence.
- f. Be a member, if available, of the country's trauma organization including orthopaedic trauma organization.
- g. Dues and fees for international active members will be set by the Board of Directors.
- h. May serve on either elected or appointed committees of the organization.
- i. May submit symposia topics for presentation.
- j. International active members have the rights, privileges, and responsibilities commensurate with committee membership and submitting symposia, however, they do not have the remaining rights, privileges, and responsibilities of membership, including without limitation voting rights, granted to active, senior and research members. International active members are not statutory members of the Corporation under Section 5056 of the California Corporations Code.

### **Section XVI. International Candidate Membership**

Applicants for international candidate membership can be participating in residency training emphasizing orthopaedic surgery or fellowship training in musculoskeletal trauma that are accredited or approved by their national governing body. He or she will apply using the same application form as for active membership. No publications are required for membership in this category. Only one sponsor form or recommendation letter is required, from the residency or fellowship program director or chairman of the orthopaedic department where the training is occurring. The program director or chairman of orthopaedics in the candidates department will forward the form or letter of recommendation to the OTA Staff. International candidate resident

members will have a maximum five (5) years from completion of residency training to transition into another membership category (Active, Associate, International Active, or Clinical membership) or will have to re-submit a letter of recommendation from their residency director or chairman of the department. Trauma fellows that have graduated from a residency training program may apply for candidate membership concurrently or within 18 months after completing their fellowship. Trauma fellows that have completed a residency training program in orthopedics have up to (3) years from completion of fellowship training to transition to another membership category. Dues will be set by the Board of Directors. International candidate members are not Statutory members of the Corporation under Section 5056 of the California Corporations Code and have none of the rights, privileges and responsibilities, including voting rights, granted to active, senior, and research members, but may be appointed to non-elected committee positions.

### **Section XVII. International Research Membership**

International Research Membership shall be limited to those individuals who at the time of application meet the following requirements:

- a. Spend at least 50% of his/her research effort in programs involving trauma and related research.
- b. Have been an author on a minimum of five (5) peer reviewed published articles dealing with orthopaedic trauma and related research in the four year period ending the year of application.

The applicant requires approval by a two-thirds vote of the Research Committee who will forward his/her name to the Board of Directors. Other than this requirement, the election, reapplication, deferral, and renewal procedures for active membership (Article V, Sections III, IV, V, VI and VII) shall apply to International Research Membership.)

### **Section XVIII. Allied Health Membership**

An allied health member must be a non-physician health care provider involved in the care of patients with musculoskeletal trauma injuries. He or she will apply using the same application form as for active membership. Only one sponsor form is required from an active, research or senior OTA member, who will forward the letter of recommendation to the OTA Staff Office. The applicant must hold a valid license to practice. No publications are required. Dues will be determined by the Board of Directors. Allied health members are not statutory members of the Corporation under Section 5056 of the California Corporations Code and have none of the rights, privileges and responsibilities, including voting rights, granted to active, senior, and research members.

### **Section XIX Military Duty Dues Waiver**

Orthopaedic Trauma Association Members of any category may apply for a waiver of dues while on active military duty. The member must submit written documentation from their commanding officer indicating the member was on active military duty during a portion of the calendar year for which the waiver is requested. The letter along with a request for waiver of membership dues for the calendar year should be forwarded to the Membership Chair. The Membership Chair will present this request to the Board of Directors for approval.

### **Section XX. Transfer of Membership Prohibited**

Membership in this Corporation is not transferable or assignable, whether by sale, gift, bequest, devise, operation of law, or otherwise.

## **ARTICLE VI Discipline**

### **Section I. Forms of Disciplinary Action**

All disciplinary action of a member of the Corporation shall be taken by the Board of Directors which may censure, reprimand, suspend, expel, or otherwise discipline such member.

### **Section II. Grounds for Disciplinary Action**

A member of the Corporation may be disciplined for any of the following reasons:

1. Failure to comply with the requirements contained in the Articles of Incorporation, Bylaws, and the rules, regulations, and policy statements of the Corporation as adopted by the voting membership and/or the Board of Directors;
2. Failure to continually comply with the particular classification of membership which the individual possesses, except as permitted by these Bylaws;
3. Being in arrears in dues for more than a period of one hundred eighty (180) days after the final due date for the payment of such dues, as such date has been determined by the Chief Financial Officer in accordance with notice and collection procedures adopted by the Board of Directors.

### **Section III. Complaints and Procedures**

An adverse decision of the Membership Committee, Fellowship Committee, or Fellowship Compliance Committee may be appealed to the Board of Directors under procedures established by the Board.

### **Section IV.**

Notices under this Article shall be given either personally or by first-class, registered, certified mail, or courier delivery services, or by other means of written communication, charges prepaid, and shall be addressed to each member entitled to vote, at the address of that member appearing on the books of the Corporation or at the address given by the member to the Corporation for purposes of this Article. If no address appears on the Corporation's books and no address has been so given, notice shall be deemed to have been given if either (1) notice is sent to that member by first-class mail or other written communication to the Corporation's principal office or (2) notice is published at least once in a newspaper of general circulation in the county in which the principal office is located.

This Article of the Bylaws shall be sent to each member upon acceptance as a member of this Corporation and shall be distributed annually to each member pursuant to the notice procedures set forth herein.



## **ARTICLE VII Board of Directors**

### **Section I. General Powers**

The affairs of the Corporation shall be managed by the Board of Directors. Subject to the limitations of the Articles of Incorporation, these Bylaws and the laws of the State of California with respect to powers granted to members, the activities and affairs of the Corporation shall be conducted, its property shall be controlled and all corporate powers shall be exercised by and under the authority of the Board of Directors.

### **Section II. Number, Tenure, and Qualification**

The Board of Directors shall be composed of eleven (11) voting members including the following: current President, the Immediate Past President, the Second Past President, the First President-Elect, and the Second President-Elect, the Secretary, the Chief Financial Officer, three Members-at-Large, and the Annual Program Committee Chairperson. The Corporation's two (2) representatives to the American Academy of Orthopaedic Surgeons Board of Specialty Societies (BOS) will be selected by the Board of Directors from the Corporation's Presidential line generally by appointment of the President-Elect to the position should it become vacant.

The Board of Directors may also have one (1) or more ex-officio participants chosen by the Board, one of whom shall be the Attorney for this Corporation. Ex-officio participants shall have no vote on any matters considered by the Board of Directors and shall not be considered Directors of the Corporation. Ex-officio participants shall not attend executive sessions of the Board of Directors except by specific invitation. The Secretary and Chief Financial Officer may serve on the Board for a total of six (6) years. At-large members may serve for one term of three (3) years. The BOS representative serves for three years. No given individual may serve for more than fifteen (15) total years on the Board of Directors.

### **Section III. Regular Meetings**

The regular meetings of the Board of Directors shall be held prior to the Annual Meeting of the Corporation and at such other times as the President may designate for the transaction of such business as may come before the meeting. The Board of Directors may provide by resolution the time and place, either within or without the state of California to hold additional regular meetings of the Board without other notice than such resolution.

### **Section IV. Special Meetings**

Special meetings of the Board of Directors may be called by or at the request of the President or by a majority of the Directors. The person or persons authorized to call special meetings of the Board may fix any time and place, either within or without the state of California, to hold any special meeting of the Board called by them. Special meetings of the board of directors may occur as a meeting, telephone conference call, or video conference.

### **Section V. Notice**

Notice of any special meeting of the Board of Directors shall be given at least seven (7) days previous thereto by written notice delivered personally, transmitted by telephone, or sent by mail or e-mail to each Director at his or her address as shown on the records of the Corporation. If mailed,

such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed with postage thereon prepaid. Any Director may waive notice of any meeting by signing a waiver of notice of written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting. All such waivers, consents, or approvals shall be filed with the corporate records or made part of the minutes of the meeting. Additionally, the attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

#### **Section VI. Quorum**

A majority of the members of the Board of Directors shall constitute a quorum for the transaction of any business at any meeting of the Board, provided that if less than a majority of the Directors are present, those Directors present may adjourn the meeting from time to time without further notice.

#### **Section VII. Duties of the Board of Directors**

The Board of Directors shall be the administrative authority of the Corporation and shall consider all of its activities and determine its policies. It may invite any member to participate in its deliberations at any meeting. It shall receive and consider the reports of activities of committees and shall direct the Executive Director to prepare an annual report to be submitted to the membership of the Corporation reviewing the work of the previous year. The Board of Directors shall be empowered to accept, reject, or defer an application for membership in the Corporation.

The Board of Directors shall be authorized to employ an administrative agent of the Corporation who shall be designated Executive Director. The Executive Director shall possess such authority and be subject to the limitations as from time to time shall be imposed by the Board of Directors.

#### **Section VIII. Officers of the Board of Directors**

The President of the Corporation shall be the Chair of the Board of Directors. The President-Elect of the Corporation shall be Vice-Chair of the Board of Directors. The Secretary of the Corporation shall serve as the Secretary of the Board of Directors.

#### **Section IX. Meetings**

Unless specifically prohibited by the Articles of Incorporation or by the Bylaws, any action required to be taken at a meeting of the Board of Directors may be taken at a telephone meeting or meeting at which communication is permitted by other electronic transmission if all participating directors can hear each other. The action taken by such meetings at which a quorum is present shall be deemed to be the action of the Board of Directors.

#### **Section X. Action by Unanimous Written Consent**

Unless specifically prohibited by the Articles of Incorporation, these Bylaws, or California law, any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing setting forth the action to be taken, shall be signed by all Directors entitled to vote with respect to the subject matter thereof. Any such consent signed by all Directors shall have the same effect as a unanimous vote of the Directors and shall be filed with

the minutes of the proceedings of the Board of Directors. The consent may be provided as an electronic file submission or e-mail for this purpose. An e-mail from each member of the Board of Directors to the Executive Director of the Corporation can serve as a signature for the consent. The e-mail responses will be recorded as part of the Corporations records. The action taken through unanimous consent shall be recorded in the minutes of the next regular meeting of the Board of Directors.

### **Section XI. Manner of Acting**

The act of the majority of the Directors present at a duly held meeting at which a quorum is present shall be the act of the Board of Directors, except as otherwise provided by law or by these Bylaws.

### **Section XII. Board Powers and Election**

1. **POWERS**-Subject to any limitations of law, the Articles of Incorporation, or these Bylaws, the activities and affairs of the Corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors. Without limiting the foregoing, the Directors shall approve the disbursement of any funds of this Corporation, determine the amount of the initiation fees, the annual dues, and the special assessments which may be levied on members, appoint any committees of the Board of Directors and delegate any powers thereto, determine applications for membership and matters related to expulsion or discipline of members or delegate such duties as provided in these Bylaws, and generally act for and on behalf of this Corporation in the management of its business and affairs to the fullest extent permitted by law.
2. **ELECTION**-One or more Directors shall be elected as vacancies occur on the Board of Directors at each annual meeting of this Corporation or by ballot of the voting members, either before or after such meeting, or by any other method now or hereafter authorized under California law and selected by the Board of Directors; provided, however, that any method selected by the Board of Directors shall provide the voting members with a reasonable opportunity to make nominations. The voting member of this Corporation elected at each such Annual Meeting as Second President-Elect shall be elected for a five-year term as Director. The Secretary and Chief Financial Officer shall each be a Director for a term of three (3) years, and may be elected to a second three (3) year term. Upon expiration of such term, his/her successor shall be elected and shall serve as a Director for a similar three (3) year term. The at-large members shall be elected for a term of three (3) years. The Program Chairperson will be appointed by the Board yearly and serve for one year renewable for a second year upon board approval.
3. **REMOVAL**-Any one or more of the Directors may be removed from office if he or she has been declared of unsound mind by a final order of a court, convicted of a felony, or been found by a final order or judgment of any court to have breached any duty under Article 3 of Division 2 of the California Corporation Code. Any one or more of the Directors, except the Program Chairperson, may be removed from such office without cause by a duly held vote of a quorum of the voting members. The Program Chairperson may be removed from office without cause by a vote of the majority of the Board of Directors present at a duly held meeting.

4. **VACANCIES**-Any vacancy occurring in the Board of Directors, including those caused by the removal of Directors under Section XIII, Part 3 of this Article, may be filled by a majority vote of the remaining members of the Board of Directors through less than a quorum, or by a sole remaining Director. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor.

#### **SECTION XIII. Standard of Conduct**

Pursuant to Section 5321 of the California Corporations Code, a Director shall perform the duties of a Director, including duties as a member of any committee of the Board upon which the Director may serve, in good faith and in a manner such Director believes to be in the best interests of the Corporation with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. In performing the duties of a Director, a Director shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared and presented by:

- a. One or more Officers or employees of the Corporation whom the Director believes to be reliable and competent in the matters presented;
- b. Counsel, independent accountants or other persons as to matters which the Director believes to be within such person's professional or expert competence;
- c. A committee of the Board upon which the Director does not serve, as to matters within its designated authority, which committee the Director believes to merit confidence provided, that in any such case, the Director acts in good faith after reasonable inquiry when the need thereof is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.

#### **Section XIV. Self Dealing Transactions**

Pursuant to Section 5233 of the California Corporations Code and except as provided herein, this Corporation shall not be party to a transaction in which one (1) or more of its Directors has a material interest, either direct or indirect, monetary or otherwise, in any transaction, bid, contract, offer, sale or purchase of property in which such Director might benefit directly or indirectly unless:

- a. Approval by Board

Prior to entering into the transaction, after full disclosure to the Board of Directors of all material facts as to the proposed transaction and the Interested Director's interest, the Board in good faith and by a vote of a majority of the Directors then in office (without including the vote of the Interested Director);

- (i) Resolves and finds that (1) the transaction is in this Corporation's best interest for this Corporation's own benefit, (2) the transaction is fair and reasonable as to this Corporation, and (3) after reasonable investigation under the circumstances as to alternatives, this Corporation could not have obtained a more advantageous arrangement with reasonable efforts under the circumstances, or the Corporation in fact could not obtain a more advantageous arrangement and;

(ii) Approves the entire transaction; or

b. Approval by Attorney General

The Attorney General, or the court in an action in which the Attorney General is an indispensable party, has approved the transaction before or after it was consummated; or

c. Interim Approval by Authorized Committee or Person

If it is not reasonably practicable to obtain approval of the Board prior to entering into such transaction, and prior to entering into said transaction, a committee of person authorized by the Board approves the transaction in a manner consistent with the procedures set forth in Section (a) of this section; and the Board, after determining in good faith that this Corporation entered into the transaction for its own benefit and the transaction was fair and reasonable as to this Corporation at the time it was entered into, rectifies the transaction at its next meeting by a vote of a majority of the Directors then in office, without counting the vote of the Interested Director.

d. Compensation

Directors as such shall not receive any stated salaries for their services but by resolution of the Board of Directors a fixed sum and expenses, if any, may be allowed for attendance at any meeting of the Board of Directors. The provisions of this Section XV shall not apply to transactions exempted pursuant to Section 5233(b) of the California Corporations Code or the relevant provision of any statute hereafter enacted. Exempted transaction shall include without limitation the determination of a Director's compensation, if any, as a Director or Officer of the Corporation

### **Section XV. Interested Persons**

Not more than 49% of the persons serving on the Board of Directors at any time may be "interested persons." An "interested person" is (a) any person currently being compensated by the Corporation for services rendered to it within the previous twelve (12) months, whether as a full or part-time employee, independent contractor or otherwise, excluding any reasonable compensation paid to a Director as Director, and (b) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, daughter-in-law, son-in-law, mother-in-law, or father-in-law of any such person.

## **ARTICLE VIII**

### **Section I. Officers**

The Officers of this Corporation shall be the President, the First President-Elect, the Secretary and the Chief Financial Officer. The President and President-Elect shall serve for a one (1) year term of office and until a successor has been duly elected or qualified or automatically advanced to the next higher office as hereinafter provided. The President and President-Elect are ineligible for re-election to succeed themselves. The President will be elected as the second President-Elect and will serve on the board of directors for five (5) years. The sequence of Presidential positions will be sequentially Second President-elect, First President-elect, President, Immediate Past President, and Past President. Each position will be held for one (1) year, for a total of five (5) years of

service. The Secretary and Chief Financial Officer shall serve for three (3) consecutive years and may be elected to a second three (3) year term. No two (2) or more of said offices may be held by the same person. This Corporation may also have such other and additional Officers as designated from time to time by the Board of Directors.

## **Section II. Election Procedure**

There shall be a Nominating Committee organized in accordance with Article IX of these Bylaws. The Nominating Committee shall present its recommended nominees at a subsequent business session of the Annual Meeting for consideration by those voting members in attendance or in any other reasonable manner. Additional nominations may be made by voting members from the floor or by any other reasonable method specified by the Board of Directors.

Election of Officers shall be held in the manner specified in Article VII, Section XIII, Part 2, and the majority shall elect. If the election is held at a meeting of the voting members, no proxy vote by a member otherwise entitled to vote, who is not present at that meeting shall be allowed. Voting by proxy is specifically prohibited. Each voting member who is present at the meeting or by ballot or consent shall be entitled to one (1) vote for each Officer, member of the Board of Directors, or committee members to be elected. Cumulative voting, placing all votes for one particular candidate, is specifically prohibited.

The term of office for those elected during the period of the Annual Meeting or by any other method permitted by law and authorized by the Board of Directors shall commence at the time that the President-Elect succeeds to the office of President.

## **Section III. President**

The President shall be the principal Executive Officer of this Corporation and shall supervise and control all of the business and affairs of this Corporation, all under and subject to the control of the Board of Directors. He/she shall preside at all meetings of the members and of the Board of Directors. He/she shall be Chair of the Board of Directors. He/she may sign, along with the Secretary and/or Chief Financial Officer or any other Officer of this Corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors, these Bylaws, or statute to some other Officer or agent of this Corporation; he/she shall have authority, along with the Chief Financial Officer, to sign all checks, drafts, and other instruments drawn on any bank account of this Corporation; and in general he shall have all such powers and duties as may be assigned by the Board of Directors from time to time.

It will be a requirement for the President of the Organization to have been an active member in the Organization for ten years at the time of office assumption.

## **Section IV. First President-Elect**

In the absence of the President or in event of his/her inability or refusal to act, the First President-Elect shall perform the duties of the President, and when so acting, shall have all the powers and be subject to all the restriction upon the President. At all other times, the First President-Elect shall have all the powers and be subject to all the restrictions upon and duties generally incident to the office of a Vice-President and such other powers and duties as from time to time may be assigned

to him by the President or the Board of Directors. The First President-Elect shall succeed automatically to the office of President upon the completion of the President's annual term.

### **Section V. Secretary**

The Secretary shall keep the minutes of the meeting of the members of the Corporation and the Board of Directors in one (1) or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records and of the seal of the Corporation, and see that the seal of the Corporation is affixed to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized in accordance with the provisions of these Bylaws.

He or she shall keep a register of the address of each member which shall be furnished to the Secretary by such member; shall forward each member of the Corporation an annual directory and a copy of the provisions of the Bylaws and other rules and regulation governing discipline and expulsion of members; shall maintain the correspondence of the Corporation; shall keep a record of names of the member's guests and visitors in attendance at any meeting of the Corporation; and shall prepare an annual report for publication and oversee its distribution to the membership.

The Secretary shall notify applicants of their election to membership in the Corporation and notify nominees of their election to office or of their appointment to committees.

The Secretary shall prepare certificates of membership for presentation to the newly elected members. He or she shall, in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President of Board of Directors.

The Secretary shall serve for a three (3) year term of office and may be re-elected to the same office for one additional three (3) year term.

### **Section VI. Chief Financial Officer**

The Chief Financial Officer shall be in charge of and have custody of and be responsible for any and all funds and securities of the Corporation and other assets of the Corporation. He or she shall receive and give receipts for monies due and payable to the Corporation from any source whatsoever and deposit all such monies in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors. He or she shall collect all funds and dues as provided for in these Bylaws and shall deposit them in such bank or banks as heretofore provided.

All routine expenditures, not to exceed the limits established by the Board of Directors, shall be paid by the Chief Financial Officer out of the general fund. Any expenditure exceeding said limit shall require prior approval of the Board of Directors.

The accounts of the Chief Financial Officer shall be audited annually by a certified public accountant for the past fiscal year. The Chief Financial Officer shall keep itemized accounts of receipts and expenditures and present an audited report at the annual business meeting, such report to include the annual audit of accounts and statements of the financial condition of the Corporation. He or she shall be responsible for the preparation of an annual budget for submission to the Board of Directors.

The Chief Financial Officer shall perform all duties incident to the office of Chief Financial Officer, and such other duties as from time to time may be assigned by the President or the Board of Directors.

The Chief Financial Officer shall serve for a three (3) year term of office and may be re-elected to the same office for one additional three (3) year term.

#### **Section VII. Transition Assistance by Former Secretary and Chief Financial Officer**

The foregoing and other provisions of these Bylaws to the contrary notwithstanding, the Secretary and Chief Financial Officer shall serve and additional term of six (6) months commencing from the date of the election of a successor, as assistant to the successor. During this period, he or she shall take whatever action shall be appropriate and proper to assist in the orientation of a newly elected Secretary and Chief Financial Officer. During this extended term of office, he or she shall serve as an ex-officio participant of the Board of Directors without vote unless elected to another voting office and without the powers or title of a Secretary or Chief Financial Officer herein provided shall not disqualify its holder from simultaneously holding another elected voting office in the Corporation.

#### **Section VIII. Subordinate Officers**

The Board of Directors may elect such subordinate Officers as it may deem advisable. Each such Officer shall hold office for such period, and shall have such authority and perform such duties, as the Board of Directors may prescribe. The Board of Directors may, from time to time, authorize the Officer to appoint subordinate Officers and to prescribe the powers and duties thereof.

#### **Section IX. Removal**

Any Officer elected by the voting members of this Corporation may be removed from office without cause by the voting members of this Corporation. The Board of Directors may remove any elected Officer who has been declared of unsound mind by a final order of a court to have breached any duty under Article 3 of Division 2 of the California Corporations Code. Any appointed Officer may be removed by the Board of Directors.

#### **Section X. Vacancies**

A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled for the unexpired portion for the term of office by a majority of the Directors present at a duly held meeting at which a quorum is present.

#### **Section XI. Resignation**

Any Officer may resign at any time by giving written notice to the Corporation, but without prejudice to the rights, if any, of the Corporation under any contract to which the Officer is a party. Any such resignation shall take effect at the date of receipt of such notice or at a later time specified herein, and unless otherwise provided therein, the acceptance of such resignation shall not be necessary to make it effective.

### **ARTICLE IX Elected Committees**



## **Section I. Classification and Organization**

The elected committees of the Corporation shall be as follows: Nominating Committee and Membership Committee. A majority of the members of an elected committee shall constitute a quorum for the transaction of any business by that committee.

### **Section II. Nominating Committee**

The Nominating Committee shall consist of five (5) active, senior, or research members who are not Directors, four (4) of whom shall be nominated from the floor at the first session of each annual business meeting. Voting for committee members will be by electronic ballot distributed after the meeting. The ballot should be distributed with mini-bios and pictures. Instructions for the voting should include notification about which offices the committee will be considering, and a reminder about the importance of geographic, practice type and age diversity on the committee. Members should be instructed to vote for four (4) names on the ballot; the top four (4) voted by members will comprise the committee. In the event of a tie for fourth place, a runoff election should be held for that spot.

The Nominating Committee shall prepare a list of those nominees selected for the following offices: President-Elect, Secretary, Chief Financial Officer, three (3) At-Large Members of the Board of Directors, and members of the Membership Committee as provided under Article IX, Section III.

In the event of the death of the President-Elect, the Nominating Committee which was elected at the most recent annual business meeting shall select the nominee for the office of President-Elect. The nomination shall be presented to the Board of Directors at a duly held meeting at which a quorum is present. At such meeting, the Board of Directors shall have the power to elect the nominee to office or to reject said nominee and request the Nominating Committee to select an alternative nominee.

### **Section III. Membership Committee**

The Membership Committee shall consist of five (5) members of the Corporation, each of whom shall serve for a single term of three (3) years. The members of this Committee shall be elected by the statutory members of the Corporation. Terms on the Membership Committee will be staggered. Two (2) committee members will be elected each year at the annual meeting; except every third year only one Membership Committee member will be elected. A Chairperson of the Membership Committee shall be appointed from among its elected members by the Board of Directors. The Chairperson of the Membership Committee may serve a one or a two year term as decided by the Board of Directors.

The Membership Committee shall be responsible for selecting applicants to be recommended for election as members of the Corporation.

The Membership Committee shall be responsible for verifying the professional credentials of each applicant and assuring that he/she meets the qualification for Membership in the Corporation as outlined in these Bylaws.

All completed applications shall be forwarded by the Executive Director of the Corporation to the Membership Committee. The Membership Committee shall conduct whatever investigation, personal interview, or inquiries it deems necessary to determine the qualifications of an applicant.

The Membership Committee, upon request of the President, shall make appropriate inquiry into any complaints or charges concerning members of the Corporation and make recommendations as indicated in Article VI, Section III of these Bylaws.

All applications and all information obtained during any interview or inquiry shall be treated as privileged and confidential. No disclosure or publication of said information shall be made except to the Board of Directors as heretofore provided.

#### **Section IV. Removal**

Any one or more of the members of these elected committees may be removed from office if he or she has been declared of unsound mind by a final order of a court, convicted of a felony, or been found by a final order or judgment of any court to have breached any duty under Article 3 of Division 2 of the California Corporations Code. Any one or more of these committee members may be removed from such office without cause by the voting members.

#### **Section V. Vacancies**

A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled for the unexpired portion of the term of office by the Board of Directors.

### **ARTICLE X Appointed Committees**

#### **Section I. Classification and Organization**

The Board of Directors may appoint at its discretion one or more committees, each consisting of two or more members to serve at the pleasure of the Board of Directors. Although specific committees and numbers of members are proscribed for essential core committees herein, this number may be altered by action of the Board of Directors without a formal bylaws change. The Board of Directors may create and disband additional committees and project teams as deemed necessary and relevant.

The appointed committees of the Corporation shall include: Bylaws and Hearings Committee; Education Committee; Finance and Audit Committee; Program Committee; and Research Committee. Each appointed committee will have a chairperson appointed by the Board of Directors. A majority of the members of an appointed committee shall constitute a quorum for the transaction of business by that committee. T

#### **Section II. Bylaws and Hearings Committee:**

The President with the approval of the Board of Directors shall appoint three (3) members of this Corporation to serve for one (1) three (3) year term. Committee Members may serve one (1) successive three (3) year term. The Board of Directors will provide charges for this Committee.

#### **Section III. Education Committee**

The President with the approval of the Board of Directors shall appoint five (5) members of the Corporation to the Education Committee for one three (3) year term each. Committee members may serve one (1) successive three (3) year term. A resident member will be appointed to the

committee as a non-voting member. The Board of Directors may also appoint up to seven (7) ex-officio members of the Education Committee. The Board of Directors will provide charges for this committee.

#### **Section IV. Finance and Audit Committee**

The President with the approval of the Board of Directors shall appoint three (3) members of the Corporation to the Finance and Audit Committee for one three (3) year term each. The Chief Financial Officer will serve as the Chairman of the committee. The immediate past Chief Financial Officer will also be a committee member. A third committee member with fiscal experience will be nominated. Committee members may serve one (1) successive three (3) year term. The Board of Directors will provide charges for this committee

#### **Section V. Program Committee**

The Board of Directors shall appoint nine (9) members of this Corporation to serve for a term of three (3) years on the Program Committee. Committee members may serve one (1) successive three (3) year term. The Program Committee shall develop the Scientific Program and make all arrangements for the annual and any special meeting of this Corporation.

#### **Section VI. Research Committee**

The Board of Directors shall appoint nine (9) members of this Corporation to serve for one three (3) year term as members of the Research Committee. Committee members may serve one (1) successive three (3) year term. The Board of Directors will provide charges for this committee.

#### **Section VII. Term, Removal, and Vacancy**

Each member of an appointed Committee shall serve one three (3) year term. Committee members may be re-appointed for one (1) successive three (3) year term. Members will not serve on an appointed committee more than six (6) consecutive years in the aggregate. In general committee appointments will be in a staggered manner by year. The Board of Directors maintains the right to alter the terms of committee appointments to achieve a staggered membership. Members of appointed committees may be removed with or without cause by the Board of Directors. Vacancies in the membership of any committee may be filled by the Board of Directors.

## **ARTICLE XI Indemnification and Insurance**

#### **Section I. Indemnity**

To the fullest extent permitted by law, this Corporation shall indemnify its Directors, Officers, employees, and other persons described in Section 5238(a) of the California Corporations Code, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is used in that section of the Code and including an action by or in the right of the Corporation, by reason of the fact that the person is or was a person described in that section, "Expenses," as used in these Bylaws, shall have the same meaning as in Section 5238(a) of the California Corporations Code. References to a particular section of the California

Corporations Code in this Article XI shall be deemed to include the relevant provisions of any successor or additional statutes hereafter enacted.

On written request to the Board of Directors by any person seeking indemnification under Section 5238(b) or Section 5238(c) of the California Corporations Code, the Board shall promptly determine under Section 5238 (e) of the California Corporations Code whether the applicable standard of conduct set forth in Section 5238(b) or Section 5238(c) has been met and, if so, the board shall authorized indemnification. If the Board cannot authorize indemnification because the number of Directors who are parties to the proceeding with respect to which indemnification is sought prevents the formation of a quorum of Directors who are not parties to that proceeding, the Board shall promptly call a meeting of the voting members. At that duly held meeting, the voting members shall determine under Section 5238(e) of the California Corporations Code whether the applicable standard of conduct set forth in Section 5238(b) or Section 5238(c) has been met and, if so, shall authorized indemnification.

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

## **Section II. Volunteer Directors and Officers**

In addition to the indemnification otherwise provided under this Article XI, volunteer Directors and volunteer executive committee Officers, as defined in Section 5239 of the California Corporations Code, shall be exempt from personal liability for monetary damages to the greatest extent permitted under California law.

## **Section III. Other Indemnification**

Nothing contained in this Article XI shall affect any right to indemnification to which persons other than such Directors and Officers may be entitled by contract or otherwise.

## **Section IV. Insurance**

The Corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its Officers, Directors, employees, and other agents, against any liability asserted against or incurred by any Officer, Director, employee, or other agent in such capacity or arising out of the Officer's, Director's, employee's, or agent's status as such whether or not the Corporation would have the power to indemnify the agent against such liability under the provisions of this Article XI; provided, however, that the Corporation shall have no power to purchase and maintain such insurance to indemnify any agent of the Corporation for a violation of Section 5233 of the California Corporations Code.

## **Section V. Non-applicability to Fiduciaries of Employee Benefit Plans**

This Article XI does not apply to any proceeding against any trustee, investment manager or other fiduciary of any employee benefit plan in such person's capacity as such, even though such person may also be an agent of the Corporation as defined in Section I of this Article XI. The Corporation

shall have power to indemnify such trustee, investment manager or other fiduciary to the extent permitted by subdivision (F) of Section 207 of the California Corporations Code.

## **ARTICLE XII**

### **Meetings and Vote of the Membership**

#### **Section I. Annual Business Meeting**

An annual business meeting shall consist of at least two (2) sessions and shall take place at such time and place as designated by the Board of Directors. Only members and others designated by the Board of Directors and necessary Corporation staff shall attend the annual business meeting.

#### **Section II. Ceremonial Meetings**

Ceremonial meetings may be scheduled by the Board of Directors in conjunction with the annual meetings. Any person registered to attend the annual scientific meeting may attend these meetings.

#### **Section III. Annual Scientific Meeting**

The annual scientific meeting shall consist of educational and scientific programs and exhibits and shall be scheduled by the Board of Directors to coordinate with the annual business meeting.

Eligibility for attendance by any person at the annual scientific meeting shall be determined by the Board of Directors.

#### **Section IV. Other Meetings**

Section or regional meetings may be held with the approval of the Board of Directors.

#### **Section V. Special Meetings**

A special business meeting of the voting members may be called by the President of the Corporation or by resolution of the Board of Directors. Special business meetings of the voting members may also be called by written petition signed by at least one-twentieth (1/20) of those members entitled to vote at such meeting. The petition of the members shall be submitted to the Secretary of the Corporation who shall fix a date for said business meeting which shall not be less than forty-five (45) days nor more than ninety (90) days from the date of receipt of petition by the Secretary. The time and place of said meeting shall be fixed by the President of the Corporation.

The Secretary shall cause notice to be given promptly to the voting members. In accordance with Section VI, B, C, and D of these Bylaws, stating that a meeting will be held at a specified time and date fixed by the President. If the notice is not given within 20 days after the request is received, the person or persons requesting the meeting may give the notice. Nothing in this Section shall be construed as limiting, fixing, or affecting the time at which a meeting of members may be held when the meeting is called by the board. No business, other than the business the general nature of which was set forth in the notice of the meeting, may be transacted at a special meeting.

#### **Section VI. Quorum, Notice and Manner of Acting**

- a. **Quorum** - Business may be conducted only when a quorum is present. A quorum may consist of those voting members present at any annual or special business meeting of the Corporation but in no event shall a quorum consist of less than one-third of the voting members unless notice of the general nature of the matters to be decided has been provided pursuant to the procedures set forth in Section VI, parts b, c, and d. Except as otherwise provided in these Bylaws or California law, a majority vote of the quorum shall constitute an action by the membership.
- b. **General Notice Requirements** Whenever members are required or permitted to take any action at a meeting, a written notice of the meeting shall be given, in accordance with Parts C and D of this Section, to each member entitled to vote at that meeting. The notice shall specify the place, date, and hour of the meeting and (1) for a special meeting, the general nature of the business to be transacted, and no other business may be transacted, or (2) for the annual meeting, those matters that the Board of Directors, at the time notice is given, intends to present for action by the members, but except as provided in Part A of this Section, any proper matter may be presented at the meeting.
- c. **Notice of Certain Agenda Items** Approval by the members of any of the following proposals, other than by unanimous approval by those entitled to vote, is valid only if the notice or written waiver of notice states the general nature of the proposal or proposals:
1. Removing a Director without cause;
  2. Filling vacancies on the Board;
  3. Amending the Bylaws or Articles of Incorporation; or
  4. Electing to wind up and dissolve the Corporation.
- d. **Manner of Giving Notice** - Notice of any meeting of members shall be in writing and shall be given at least 10 but no more than 90 days before the meeting date. The notice shall be given either personally, by electronic media, or by first-class, registered, or certified mail, or by other means of written communication. Methods of electronic media used for communication shall include notice to the general membership given in the corporation's on-line newsletter, or member information provided on the Corporation's Web Site, or by direct e-mail communication to the membership. For first-class, registered, or certified mail, or by other means of written communication charges prepaid, and shall be addressed to each member entitled to vote, at the address of that member appearing on the books of the Corporation or at the address given by the member to the Corporation for purposes of notice. If no address appears on the Corporation's books and no address has been so given, notice shall be deemed to have been given if either (1) notice is sent to that member by first-class mail or telegraphic or other written communication to the Corporation's principal office or (2) notice is published at least once in a newspaper of general circulation in that county in which the principal office is located.

An affidavit of the mailing of any notice of any members' meeting, or of the giving of such notice by other means, may be executed by the Secretary of the Corporation, and if so executed, shall be filed and maintained in the Corporation's records.

- e. **Adjournment** - Any member's meeting, whether or not a quorum is present, may be adjourned from time to time by the vote of the majority of the members present at the meeting. No meeting may be adjourned for more than 45 days. When a members'

meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which adjournment is taken. If after adjournment a new record date is fixed for notice or voting, a notice of the adjourned meeting shall be given to each member who, on the record date for the meeting, is entitled to vote at the meeting. At the adjourned meeting, the Corporation may transact any business that might have been transacted at the original meeting.

- f. **Waivers, Consents, and Approvals** The transaction of any meeting of the voting members, however called or noticed and wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if (1) a quorum is present, and (2) either before or after the meeting, each member entitled to vote who was not present in person, signs a waiver of notice, a consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice, consent, or approval need not specify either the business to be transacted or the purpose of any meeting of members, except that if action is taken or proposed to be taken for approval of any of those matters specified in Part C of this Section, the waiver of notice, consent, or approval shall state the general nature of the proposal. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

A member's attendance at a meeting shall also constitute a waiver of notice of that meeting, unless the member objects at the beginning of the meeting to the transaction of any business because the meeting was not lawfully called or convened. Also, attendance at a meeting is not a waiver of any right to object to the consideration of matters required to be included in the notice of the meeting but not so included, if that objection is expressly made at the meeting.

## Section VII. Vote of the Membership

- a. **General** Voting rights as specified by these Bylaws shall be exercised by the member in person, unless the Board of Directors specifies otherwise. No proxy vote by a member otherwise entitled to vote shall be allowed. Cumulative voting is specifically prohibited. Whenever within these Bylaws a member of a committee is specified to be ex-officio, it is specifically understood that said ex-officio member shall not have the right to vote unless otherwise specified by the Board of Directors. Only committee members duly appointed or elected shall be entitled to vote within the committee.

If a quorum is present, the affirmative vote of a majority of the voting members, entitled to vote and voting on any matter shall be the act of the members, unless the vote of a greater number, or voting by classes, is required by the Articles of Incorporation, these Bylaws, or California law.

- b. **Action by Written Consent** - Any action required or permitted to be taken by the voting members may be taken without a meeting, if all voting members consent in writing to the action. The written consent or consents shall be filed with the minutes of the proceeding of the members. The action by written consent shall have the same force and effect as the unanimous vote of the members. For this purpose e-mail communication from the voting members to the Executive Secretary may serve as written communication. The e-mail

responses will be recorded as part of the Corporations records. The action taken through written consent shall be recorded in the minutes of the next regular meeting of the corporation.

- c. **Action by Written Ballot** - Any action that is required or permitted to be taken at any meeting of voting members may be taken by written ballot without a meeting by complying with the following requirements. The Corporation shall provide members either a reasonable opportunity to make nominations. The Corporation shall distribute one written ballot to each member entitled to vote on the matter. Such ballots shall be mailed or delivered in the manner required for notices under Section VI of this Article. All solicitations of votes by written ballot shall (1) indicate the number of responses needed to meet the quorum requirement; (2) except in the election of Directors, state the percentage of approvals necessary to pass the measure or measures; and (3) specify the time by which the ballot must be received in order to be counted. Each ballot so distributed shall (1) set forth the proposed action; (2) provided the members an opportunity to specify approval or disapproval of each proposal; and (3) provide a reasonable time within which to return the ballot to the Corporation. If the Corporation has 100 or more voting members, any written ballot distributed to ten or more members shall provide, subject to reasonable specified conditions, that if the person solicited specifies a choice with respect to any such matter, the vote shall be cast in accordance with that specification.

Approval by written ballot shall be valid only when (1) the number of votes cast by ballot (including those ballots that are marked "withhold" or otherwise indicate that authority to vote is withheld) within the time specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and (2) the number of approvals equals or exceeds the number of votes that would be required for approval at a meeting at which the total number of votes cast was the same as the number of votes cast by written ballot without a meeting.

All written ballots shall be filed with the Secretary of the Corporation and retained in the corporate records for at least three years.

- d. **Record Date** For purposes of determining the members entitled to notice of any meeting, entitled to vote at any meeting, entitled to vote by written ballot, or entitled to exercise any rights with respect to any lawful action, the Board may, in advance, fix a record date. The record date so fixed
1. for notice of a meeting, shall not be more than 90 nor less than 10 days before the date of the meeting;
  2. for voting at a meeting, shall not be more than 60 days before the date of the meeting;
  3. for voting by written ballot, shall not be more than 60 days before the day on which the first written ballot of mailed or solicited; and
  4. for any other action, shall not be more than 60 days before that action.

If not otherwise fixed by the Board of Directors, the record date for determining members entitled to receive notice of a meeting of members shall be the business day immediately preceding the day of which notice is given or, if notice is waived, the next business day preceding the day on which the meeting is held. If not otherwise fixed by the Board of



Directors, the record date for determining members entitled to vote at a meeting shall be the day on which the meeting is held.

If not otherwise fixed by the Board of Directors, the record date for determining those members entitled to vote by written ballot shall be the day on which the first written ballot is mailed or solicited.

If not otherwise fixed by the Board, the record date for determining members entitled to exercise any rights with respect to any other lawful action shall be the date on which the Board adopts the resolution relating to that action, or the 60th day before the date of that action, whichever is later.

For purposes of this Part D and these Bylaws, a person holding an active, senior, or research membership in good standing at the close of business on the record date shall be termed a "voting member."

### **Section VIII. Conduct of the Annual or Special Business Meetings**

- a. The Board of Directors shall determine prior to the meeting the order of business.
- b. In the event the members shall approve a motion for a vote by ballot, such motion shall be implemented in accordance with whatever written, mechanical, or electronic method the Board of Directors has previously approved.
- c. The presiding Officer may appoint such tellers as are deemed necessary.

## **ARTICLE XIII Amendments**

### **Section I. Procedure**

- a. Proposed amendments to these Bylaws or the Articles of Incorporation of the Corporation require a majority vote (at least 5) of the Board of Directors.
- b. The Secretary Officer must forward in writing any proposed amendment to the Bylaws and Hearing Committee, for review and recommendations, not less than ninety (90) days prior to the next session of the annual business meeting.
- c. The recommendations of the Bylaws and Hearings Committee will be presented to the Board of Directors for final review.
- d. These final recommendations will be presented to the membership for a vote at the next session of the annual business meeting.
- e. Amendment, alteration, or repeal of current Bylaws, or adoption of new Bylaws requires either a majority vote of this corporation's voting members or a three-quarters (3/4) majority vote of the voting members present at a duly held session of the business meeting at which a quorum is present.

### **Section II. Amendments**

Any change in the corporate or tax status of the Corporation caused by any modification, repeal or amendment of any currently existing tax or corporate legislation, whether federal, state or local, or the adoption, imposition, or implementation of any statute, ordinance, rule, or administrative or judicial decision or decree which in the discretion of the Board of Directors requires immediate amendment of the Bylaws or Articles of Incorporation shall, notwithstanding the preceding section, empower the Board of Directors, with the approval of a majority of the Directors present at a duly held meeting at which a quorum is present, to amend the Articles of Incorporation or these Bylaws in any respect it deems necessary to ensure complete compliance with the change or changes in the law without any prior approval of the voting membership.

## **ARTICLE XIV Fees and Dues**

### **Section I. Initial Fees**

An initiation fee, the amount of which shall be determined by the Board of Directors shall be paid by all active, senior, research members, and by members of whatever classification as determined by the Board of Directors.

### **Section II. Annual Dues**

Annual dues in amounts to be determined by the Board of Directors shall be paid by active, senior, research, international, allied health and associate members and all other classifications of members to the Chief Financial Officer at such time as he or she may demand except as otherwise provided by the Board of Directors. Failure on the part of any member to remit payment of the annual dues for a period of greater than one hundred eighty (180) days after the final due date for such payment as has been determined by the Chief Financial Officer in accordance with notice and collection procedures adopted by the Board of Directors shall subject a member to disciplinary action pursuant to Article VI, Section III of these Bylaws.

### **Section III. Exemption from Dues**

Exemption from dues shall be determined by the Board of Directors.

### **Section IV. Registration Fee**

There shall be a registration fee for the annual meetings, the amount of which will be determined by the Board of Directors.

### **Section V. Certificates and Memberships**

The Board of Directors may provide for the issuance of certificates evidencing membership in this Corporation, which shall be in such form as may be determined by the Board. Any such certificates shall designate the class membership, and shall be signed by the President and Secretary and shall evidence the seal or emblem of this Corporation.

### **Section VI. Issuance of Certificates**

Once an individual qualifies as a member and pays in full any initiation fee and dues that may be required, a certificate of membership shall be issued in his/her name and delivered to him by the Secretary if the Board of Directors shall have provided for the issuance of certificate of membership under the provision of the preceding Section V. The name and address of each member and the

date of issuance of the certificate shall be entered on the record of this Corporation. If any certificates shall become lost, mutilated, or destroyed, a new certificate may be issued therefore upon such terms and conditions as the Board of Directors may determine.

### **Section VII. Books and Records**

The Corporation shall keep:

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

Subject to the provisions of the California Corporations Code and unless the Corporation provides a reasonable alternative as provided below, any member may do either or both of the following for a purpose reasonably related to the member's interest as a member;

- a. Inspect and copy the records of members' names, addresses, and voting rights during usual business hours on five days' prior to written demand on the Corporation, which demand must state the purpose for which the inspection rights are requested; or
- b. Obtain from the Secretary of the Corporation, on written demand and tender of a reasonable charge, a list of names, addresses, and voting rights of members who are entitled to vote for the election of Directors as of the most recent record date for which that list has been compiled, or as of the date, after the date demand, specified by the member. The demand shall state the purpose for which the list is requested. The Secretary shall make this list available to the member on or before the later of ten days after (i) the demand is received or (ii) the date specified in the demand as the date as of which the list is to be compiled.

The Corporation may, within ten business days after receiving a demand under this Section, make a written offer of an alternative method of reasonable and timely achievement of the proper purpose specified in the demand without providing access to or a copy of the membership list. Any rejection of this offer must be in writing and must state the reasons that the proposed alternative does not meet the proper purpose of the demand.

If the Corporation reasonably believes that the information will be used for a purpose other than one reasonably related to a person's interest as a member, or if it provides a reasonable alternative under this Section, it may deny the member access to the membership list.

Any inspection and copying under this Section may be made in person or by the member's agent or attorney. The right of inspection includes the right to copy and make extracts. Any right of inspection extends to the records of any subsidiary of the Corporation.

On written demand on the Corporation, any member may inspect, copy, and make extracts of the accounting books and records and the minutes of the proceedings of the members, the Board, and the elected or appointed committees of the Corporation at any reasonable time for a purpose reasonably related to the member's interest as a member. Any such inspection and copying may be made in person or by the member's agent or attorney. Any right of inspection extends to the

records of any subsidiary of the Corporation but shall not include any matters deemed confidential by these Bylaws.

The Corporation shall keep at its principal office the original or a copy of the Articles of Incorporation and Bylaws, as amended to date, which shall be open to inspection by the members at all reasonable times during office hours. If the principal office of the Corporation is outside California and the Corporation has no principal business office in California, the Secretary shall, on the written request of any member, furnish to that member a copy of the Article of Incorporation and Bylaws, as amended to date.

Every Director shall have the absolute right at any reasonable time to inspect the Corporation's books, records, documents of every kind, physical properties, and the records of each of its subsidiaries. The inspection may be made in person or by the Director's agent or attorney. The right of inspection includes the right to copy and make extracts of documents.

### **Section VIII. Fiscal Year: Corporate Year**

The fiscal year of this Corporation shall begin on the first day of January and end on the last day of December in each year.

The Corporate year shall begin at the conclusion of Specialty Day at the annual meeting of the American Academy of Orthopaedic Surgeons. The Corporate year will end at the conclusion of the subsequent Specialty Day of the annual American Academy of Orthopaedic Surgeons meeting. Elected and appointed terms of office will turn over at the start of each Corporate year on Specialty Day of the annual AAOS meeting.

The Corporation shall have two (2) annual business meetings. One business meeting will be scheduled on Specialty Day of the annual AAOS meeting at which time a Corporate year begins and terms of office turn over. Another business meeting will be scheduled at the annual Orthopaedic Trauma Association Scientific Meeting.

### **Section IX. Annual Report**

The Secretary shall cause an annual report to be prepared and sent to the members no later than one hundred twenty (120) days after the close of this Corporation's fiscal year. Such annual report shall be prepared in conformity with the requirements for nonprofit public benefit corporations under the California Corporation Code now in effect and as it may hereafter be amended.

## **ARTICLE XV Rules of Order**

In the absence of any provision in these Bylaws, all meetings of the members of the Corporation, the Board of Directors, and duly appointed or elected councils or committees 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 Roberts "Rules of Order."

## **ARTICLE XVI**

## Dissolution

The property of this Corporation is irrevocably dedicated to charitable purposes. Upon the winding up and dissolution of this Corporation, its assets remaining after payment or adequate provision for payment of all debts and obligations of the Corporation shall be distributed in accordance with a plan of liquidation to a nonprofit fund, foundation, or corporation approved by the voting members that is organized and operated exclusively for charitable purposes and exempt from federal income tax under Section {501 (c) (3)} of the Internal Revenue Code of 1954 (the "Code/9) and has established its tax-exempt status under Section 23701 (d) of the California Revenue and Taxation Code. However, no assets shall be distributed to any organization if any part of the net earnings of such organization inures to the benefit of any private person or individual, or if a substantial part of the activities of such organization is the carrying on of propaganda or otherwise attempting to influence legislation or if the organization participates in, or intervenes in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office, or if the organization carries on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501 (c) (3) of the Code, or (b) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Code, or (c) by a corporation which is exempt from state income tax under Section 23701 (d) of the California Revenue and Taxation Code. Any reference to specific statutory provisions shall be deemed to include the corresponding provision of any successor or additional statute hereafter enacted.

*Adopted 1985*

*Revised 1990, Revised 1995*

*Revised 1998, Revised 2001*

*Revised 2004, Revised 2006*

*Revised, 2008, Revised 2009*

*Revised 2010, Revised 2011*

*Revised October 2012, Revised March 2013, Revised March 2014*

*Revised October 2014*