

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 (the "Corporation" or "OTA").

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, and publishing, 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 Board of Directors.

ARTICLE V

Members

Section I. Classes of Members

There shall be Statutory and Non-Statutory Members. Statutory Member classes are Active and Research. Non-Statutory Member classes are Candidate, Clinical, Emeritus, Honorary, International, Student, and Trauma Practice Professional.

International

- a) 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.
- b) Maintain a full and unrestricted license to practice medicine and surgery in his/her country of residence or practice.
- c) Be a citizen or resident alien and practice in the country of residence.
- d) Be a member, if available, of the country's trauma organization including orthopaedic trauma organization.

Student

- a) Be currently enrolled in a Medical School accredited by: LCME (Liaison Committee on Medical Education), COCA (Commission on Osteopathic College Accreditation) or CACMS (Committee on Accreditation of Canadian Medical Schools).

Student members will automatically be transitioned to Candidate membership with documentation of proof of residency

Trauma Practice Professional

- a) Be a non-physician health care provider involved in the care of patients with musculoskeletal trauma injuries, or involved in current coordinated research efforts directed toward musculoskeletal trauma.
- b) Hold a valid license to practice as applicable.

Emeritus

- a) Have been an OTA dues-paying member for a minimum of 3 years prior to submitting a request to transition to emeritus membership.
- b) Attained the age of sixty (68) years, and/or retirement status.

Honorary

- a) Have demonstrated major contributions to the science and application of trauma care.
- b) Been nominated to honorary membership by a member of the Board of Directors or the Chair of the Membership Committee.
- c) Election to honorary membership requires a two-thirds (2/3) vote of the Membership Committee and a two-thirds (2/3) vote of the Board of Directors.
- d) Honorary membership may be revoked by the Board of Directors for conduct deemed injurious to the good name of OTA.

Section V. Standards for Continued Membership

- a. Requirements for continued membership are the same as those outlined for initial membership, with the exception of the requirement for active members to actively participate in their hospital call panel and personally provide emergency on-call services.
- 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.

Section VI. 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;
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 as determined by the Chief Financial Officer in accordance with notice and collection procedures adopted by the Board of Directors;
4. Conduct deemed by a vote of the Board of Directors to be injurious to the good name or good will of the OTA.

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, mail, or courier delivery services, email communications, or by other means of written communication, 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.

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 nine (9) - eleven (11) voting members, which shall include the following: current President, the Immediate Past President, the Second Past President, the First President-Elect, the Second President-Elect, the Secretary, the Chief Financial Officer (CFO), three Directors-at-Large, and the Annual Program Committee Chair.

The Second President-Elect shall be elected for a five-year term as Director, rotating through each of the 5 positions of the presidential line for a one (1) year term. The Chief Financial Officer (CFO) may serve one (1) three-year term. The CFO will be elected one year in advance of the term and during that time participate in Board of Director activities without right to vote as CFO-Elect. The Secretary may serve on the Board for a three term which may be renewed for a second term. When a new Secretary is elected the prior Secretary will continue to participate in Board of Director activities for six months without right to vote as Assistant Secretary. At-large members may serve for one term of three (3) years. The Program Chair will be appointed by the Board of Directors and serve for one-year, renewable for a maximum of a second year.

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, except that only 48 notice hours shall be necessary for telephonic or electronic meeting. 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. 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 a members' business 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.
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 Committee Chair, may be removed from such office without cause by a duly held vote of a quorum of the voting members. The Annual Program Committee Chair 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 or Elected Committee Positions shall be filled as follows:

President vacancy

The First President Elect shall become President. They will serve the uncompleted term of the original President followed by their own one-year term followed by two years as First and Second Past President.

Secretary and CFO vacancies

The Board will select a temporary replacement who will serve until the next OTA Business Meeting. If the Temporary Replacement is an existing Director then their original position shall remain vacant until the next OTA Business Meeting. The most recent Nominating Committee will propose a permanent replacement for election at the next OTA Business Meeting. If the Replacement is an existing Director then that position shall also be permanently filled at the next OTA Business Meeting.

First President Elect, Second President Elect vacancies

The Office will remain vacant until the next OTA Business Meeting and the Board of Directors function with one less member. At the next OTA Business Meeting the most recent Nominating Committee will propose a permanent replacement for election by the membership. The Permanent Replacement term will be the term served by the original office.

First Past President, Second Past President vacancies

The office will remain vacant. The Board of Directors will function with one less member. Duties assigned to the vacant office will be performed as determined by the Board of Directors.

At Large Director vacancies

The office will remain vacant until the next OTA Business Meeting. The Board of Directors will function with one less member. The most recent Nominating Committee will propose a Permanent Replacement Director for election by the membership at the next OTA Business Meeting. The permanent replacement term will be the term served by the original office.

Program Committee Chair vacancy

The Board of Directors will appoint a Permanent Replacement who will complete the original term of service.

Elected Committee Positions

Any vacancy in an elected committee position will remain vacant until the next OTA Business Meeting at which time a replacement will be elected.

Service as a Permanent Replacement Director will count for the limitations on number of years served. Service as a Temporary Replacement Director will not count for the limitations on number of years served.

SECTION XIII. Standard of Conduct

Pursuant to Section 5231 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 Officers

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 Presidential Line are ineligible for re-election for five years after having served as Second Past-President. 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 Line positions will be sequentially Second President-Elect, First President-Elect, President, Immediate Past President, and Second Past President. Each position will be held for one (1) year, for a total of five (5) years of service. The Secretary shall serve for three (3) consecutive years and may be elected to a second three (3) year term. The Secretary's term will be followed by a six-month term as Assistant Secretary. The Chief Financial Officer may serve one (1) three term (which will be preceded by a one (1) year term as CFO-Elect). 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

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 XII, 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 at a member's Business Meeting or by any other method permitted by law and authorized by the Board of Directors shall commence at the time that the First 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 of 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/she 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; 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.

The Secretary shall direct the business office to keep a register of each member; and shall make available to the membership 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 meetings of the Board of Directors; and shall ensure an annual report is presented to the membership annually at the business meeting.

The Secretary 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. Transition Assistance by Former Secretary

The foregoing and other provisions of these Bylaws to the contrary notwithstanding, the Secretary shall serve an additional term of six (6) months commencing from the date the successor takes office, as Assistant Secretary. During this period, the Assistant Secretary shall take whatever action shall be appropriate and proper to assist in the orientation of a newly elected Secretary. During this term of office, he or she shall serve as a non-voting participant of the Board of Directors unless elected to another voting office and without the powers or title of a Secretary.

Section VII Chief Financial Officer

The Chief Financial Officer (CFO) 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 one, three (3) year term of office, and may not be re-elected to the same office for a second term. This 3-year position will be preceded by a one (1) year CFO-Elect term, during which time the CFO-Elect shall serve as a non-voting participant of the Board of Directors.

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

Any vacancy occurring in an Officer position shall be filled by the manner identified in Article VII Board of Directors Section XII Vacancies.

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) Statutory Members, four (4) of whom shall be nominated from the floor at an annual business meeting or through other means determined by the Board. The Nominating Committee shall consist of five (5) Statutory Members, four (4) of whom shall be elected annually by the following process. The fifth (5th) member of the committee will be the Immediate Past President who shall serve as Nominating Committee Chair.

Election Process

1. At least four nominations for the Nominating Committee shall be accepted from Statutory Members at the annual autumn business meeting.
2. Voting for the Nominating Committee will be by electronic ballot distributed after the meeting. Members will be instructed to vote for up to four (4) names on the ballot; the top four (4) voted by members will comprise the elected members of the committee. In the event of a tie for fourth place, a runoff election will be held for that member.

Eligibility restrictions

Current members of the Board of Directors (other than the First Past President as Chair) are not eligible. Any member who has served on a Nominating Committee in the past 5 years is not eligible. No individual shall serve more than 3 terms on the Nominating Committee.

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

Section III. Membership Committee

The Membership Committee shall consist of five (5) Statutory Members of the Corporation, four (4) regular members and a Chair. A regular member term shall be three (3) years. The Nominating Committee will nominate Statutory Members to fill expiring terms. New Committee members will be elected each year at the Annual Business Meeting for each expiring term. Members may only serve one term on the Membership Committee in their lifetime.

The Chair of the Membership Committee shall be appointed from among its elected members by the Board of Directors. The Chair term shall be three (3) years. If appointed as Chair, that individual shall serve up to two (2) additional years on the Membership Committee following appointment in order to complete one (1) full 3 year term as Chair.

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 bylaw 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 chair 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.

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. If the Chair is appointed from the committee during their second term, that individual may serve up to three (3) additional years following their appointment in order to complete one (1) full term as chair. 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. If the Chair is appointed from the committee during their second term, that individual may serve up to three (3) additional years following their appointment in order to complete one (1) full term as chair. 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. If the Chair is appointed from the committee during their second term, that individual may serve up to three (3) additional years following their appointment in order to complete one (1) full term as chair. 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. If the Chair is appointed from the committee during their second term, that individual may serve up to three (3) additional years following their appointment in order to complete one (1) full term as chair. 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, unless appointed as chair during their second term. If the Chair is appointed from the committee during their second term, that individual may serve up to three (3) additional years following their appointment in order to complete one (1) full term as chair. 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. Business Meetings

Business meetings of the OTA shall take place at such time and place as designated by the Board of Directors. A Business Meeting of the OTA shall take place with the Annual Scientific Meeting of the OTA, in conjunction with the Annual Meeting of the American Academy of Orthopaedic Surgeons (AAOS) or such other times as designated by the Board of Directors. Only members and others designated by the Board of Directors and necessary Corporation staff shall attend. Only Statutory Members may vote at the 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 of the OTA shall consist of educational and scientific programs and exhibits and shall be scheduled by the Board of Directors.

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. At any regularly scheduled Business Meeting of the OTA a quorum consists of 50 Statutory Members. At any special Business Meeting of the OTA a quorum consists of 50 Statutory Members. For electronic voting by the membership a quorum consists of 100 Statutory Members or 100 voting members. Except as otherwise provided in these Bylaws or California law, a majority vote at which a quorum is present 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 notice is sent to that member by first-class mail, email, or other written communication to the Corporation's principal office.

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. 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, 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.

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 , and (2) the number of approvals is a majority of the votes cast unless otherwise specified in the Bylaws. 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 Statutory Member 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.
- b. 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 6) 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, 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 review.
- d. The recommendations from the BOD and Bylaws and Hearing Committee will be presented to the membership for a vote at the next business meeting.
- e. Amendment, alteration, or repeal of current Bylaws, or adoption of new Bylaws requires a majority vote of the members at a 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 application fee the amount of which shall be determined by the Board of Directors shall be paid by all applicants for membership.

Section II. Annual Dues

Annual dues in amounts to be determined by the Board of Directors shall be paid by both Statutory and Non-statutory members to the Corporation at such time as the CFO 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 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 may result in revocation of membership.

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 OTA meetings, the amount of which will be determined by the Board of Directors.

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.

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 Business Meeting scheduled at the OTA Annual Meeting each year. Elected and appointed terms of office will turn over at the start of each Corporate year.

The Corporation shall have two (2) annual business meetings. One business meeting will be scheduled on Specialty Day of the annual AAOS meeting. Another business meeting will be scheduled at the annual Orthopaedic Trauma Association Scientific Meeting.

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 March 2024