

SECTION I

BYLAWS

of the

Eastern Orthopaedic Association, Inc.

Revised 2017

THE EASTERN ORTHOPAEDIC ASSOCIATION, INC.

A Pennsylvania Not-For-Profit
Corporation

BYLAWS

Revised October 2017

ARTICLE I

NAME

The name of this ASSOCIATION shall be THE EASTERN ORTHOPAEDIC ASSOCIATION, INCORPORATED, hereinafter called the ASSOCIATION.

ARTICLE II

PURPOSE

The purpose of this ASSOCIATION shall be to promote, encourage, foster, and advance the art of science and orthopaedic surgery and matters related thereto, and to establish a forum for free discussion and teaching of orthopaedic methods and principles among the members.

ARTICLE III

GEOGRAPHIC BOUNDARIES

The geographic area of the ASSOCIATION shall include the Commonwealths, States, and Territories of Maine, New Hampshire, Vermont, Massachusetts, Rhode Island, Connecticut, New York, Pennsylvania, New Jersey, Delaware, Maryland, District of Columbia, West Virginia, Virginia, North Carolina, South Carolina, Georgia, Florida, Puerto Rico, and the United States Virgin Islands.

ARTICLE IV
MEMBERSHIP

SECTION 1: Classifications of Membership

There shall be seven (7) classes of membership in the Association: namely, Active, Out-of-Region, Military, Emeritus, Honorary, Candidate, and Allied Health Professional.

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

SECTION 2: Active Membership Qualifications

A. Active Membership in the ASSOCIATION shall be open to qualified orthopaedic surgeons who meet the following criteria.

He/she must:

- (1) Be a physician who maintains a full and unrestricted license to practice Medicine, and practices, or at the time of initial membership in the ASSOCIATION, practiced within the geographic boundaries of the ASSOCIATION or outside the United States;
- (2) Be a Fellow in good standing of the American Academy of Orthopaedic Surgeons or an equivalent organization as determined in the sole discretion of the ASSOCIATION;
- (3) Agree to be bound by and adhere to the Code of Medical Ethics and Professionalism of the American Academy of Orthopaedic Surgeons. Members of the American Osteopathic Association agree to be bound by and adhere to the Code of Ethics of the American Osteopathic Association;
- (4) Maintain high professional, moral and ethical standards in his/her community;
- (5) Comply with the dues, fees, and assessment requirements as well as these Bylaws and Policy Statements established from time to time by the Board of Directors of the ASSOCIATION.

B. Active Members are eligible to vote, hold office, serve on committees, and sponsor applicants for membership.

C. Conformity to these criteria in their entirety continues an Active member in good standing.

D. Requirement number 2 of this Section may be waived, at the discretion of the Board of Directors, for those individuals who joined the ASSOCIATION before these requirements were in effect and who have remained members in good standing since their initiation.

SECTION 3: Out-of-Region Membership Qualifications

A. Out of Region members are considered Active Members in the ASSOCIATION and shall meet the following criteria.

- (1) Out of Region members are physicians who maintain a full and unrestricted license to practice Medicine, and practices outside of the geographic boundaries of the ASSOCIATION and inside the United States;
 - (2) Out of Region members shall be a Fellow in good standing of the American Academy of Orthopaedic Surgeons or an equivalent organization as determined in the sole discretion of the ASSOCIATION;
 - (3) Out of Region members agree to be bound by and adhere to the Code of Medical Ethics and Professionalism of the American Academy of Orthopaedic Surgeons. Members of the American Osteopathic Association agree to be bound by and adhere to the Code of Ethics of the American Osteopathic Association;
 - (4) Out of Region members shall maintain high professional, moral and ethical standards in his/her community;
 - (5) Out of Region members comply with the dues, fees, and assessment requirements as well as these Bylaws and Policy Statements established from time to time by the Board of Directors of the ASSOCIATION.
- B. Out of Region members are eligible to vote, hold office, serve on committees, and sponsor applicants for membership.
- C. Out of Region members do pay dues, fees and assessments.
- D. Conformity to these criteria in their entirety continues an Out of Region member as an Active member in good standing.

SECTION 4: Military Membership Qualifications

- A. Military members shall be by invitation to orthopaedic surgeons who are otherwise eligible to become active members of the Corporation and have the same criteria as described for Active Membership, but are currently in the military and stationed throughout the world. Dues, fees and assessments are at the discretion of the Board.

SECTION 5: Emeritus Membership Qualifications

- A. Active Members age seventy (70) shall automatically become Emeritus Members.
- B. Those Active Members who retire from the active practice of Medicine shall become Emeritus Members after a request for Emeritus Status is submitted to the Secretary of the ASSOCIATION and is approved by the Board of Directors.
- C. Emeritus Members may attend meetings and courses, are required to pay the registration fees of the meetings and courses, may vote and may sponsor applicants for membership.
- D. Emeritus Members may hold office and may serve on committees.
- E. Emeritus members are not required pay dues or assessments.

SECTION 6: Honorary Membership Qualifications

- A. Upon the recommendation of the Membership Committee, and approval by the Board of Directors, Honorary Membership may be conferred upon those persons who have made distinguished contributions to orthopaedics in general or to this ASSOCIATION specifically, but who are not eligible for Active Membership consideration.
- B. Honorary Members may not hold office, nor vote nor sponsor applicants for membership. They may attend meetings and courses.
- C. Honorary Members are not required to pay dues or assessments.
- D. Honorary Members may serve on committees as non-voting members.

SECTION 7: Candidate Membership and Standards for Continued Candidate Membership

- A. Candidate Membership shall be open to physicians who have completed or are in their last year of an approved Orthopaedic Residency Program, or who are in an orthopaedic post-graduate Fellowship Program but as yet have not become a Fellow of the American Academy of Orthopaedic Surgeons.

Candidate Members may maintain this membership for five (5) years after the member's training is completed or when the individual becomes a Fellow of the American Academy of Orthopaedic Surgeons, whichever comes first. At that time the Candidate Member may submit an application for Active Membership and must meet all current Active Membership criteria.

A Candidate Member must maintain a full and unrestricted license to practice Medicine in the Commonwealths, States, District or Territories within the geographic limits of the ASSOCIATION or show evidence of full-time medical service in a branch of the Federal Government that does not require licensure.

- B. Candidate Membership is intended primarily to serve as a vehicle for the transfer of information concerning the activities of the ASSOCIATION to physicians who aspire to Active membership in the ASSOCIATION.
- C. A Candidate Member is not an Active Member of the ASSOCIATION; and conferral of Candidate Membership upon a physician does not imply that the recipient will be admitted as an Active Member of the ASSOCIATION.
- D. Candidate Members are not eligible to vote, nor hold office, nor serve on committees, nor sponsor applicants for membership.
- E. Candidate Members may attend meetings and courses and are required to pay the registration fees of the meetings and courses
- F. Candidate Members are required to pay dues, the dues structure to be determined by the Board of Directors

- G. Candidate Members are not required to pay assessments.
- H. Candidate Member status is automatically terminated upon election to Active Membership in the ASSOCIATION; or five (5) years from the time of completion of residency education. Exceptions may be made by the Membership Committee upon request by the Candidate Member for time spent in specialized training, research, fellowship, military service, or other exigencies.
- I. Candidate member status is continued after the usual termination time if an Active Membership application has been submitted and is extended until such time that the Active membership application is acted upon.
- J. Candidate members must demonstrate continued adherence to the Code of Medical Ethics and Professionalism of the American Academy of Orthopaedic Surgeons, or, where applicable, the Code of Ethics of the American Osteopathic Association; and must maintain high professional, moral and ethical standards in their community.
- K. An applicant for Candidate membership shall be accepted into Candidate Membership upon written application, which shall be provided by the ASSOCIATION. Candidate Members are approved by the Membership Committee.

SECTION 8: Allied Health Professional Qualifications

- A. A graduate from a recognized and accredited professional school with certification as Physician Assistant, Nurse Practitioner, Doctor of Medicine or Doctor of Osteopathy.
- B. Hold current licensure in a state within the geographic area of the EOA or Puerto Rico and be practicing in the same area.
- C. Practice profile is exclusively (100%) musculoskeletal.
- D. Application for membership must be sponsored by a physician member (Orthopaedic Surgeon) of the EOA.
- F. Allied Health Professional Members will pay dues, will be non-voting members, ineligible to hold office, but may be appointed to a committee, in an ex officio capacity, at the discretion of the EOA Board of Directors.

ARTICLE V

NOMINATION FOR ACTIVE MEMBERSHIP

- A. An applicant for Active Membership shall submit to the Executive Office a completed membership application, which shall be provided by the ASSOCIATION. This application must be received by the date specified therein, as determined by the Board of Directors, for the applicant to be eligible for election the following year.

Each applicant shall identify by name and address two (2) Active or Emeritus members of the ASSOCIATION who he/she believes will recommend or sponsor his/her election to membership. One (1) letter of recommendation shall be required from one of the two sponsors when applying for Active Membership.

The application must be accompanied by the application fee as stipulated by the Board of Directors. The applicant's qualifications shall be reviewed by the Membership Committee. All letters and communications concerning the application shall be deemed privileged and confidential information by the Membership Committee and the Board of Directors.

The Membership Committee shall conduct any investigation deemed appropriate in evaluation of each applicant and associated documents and make a recommendation to the Board of Directors as to whether the applicant should be admitted to the ASSOCIATION. The Board of Directors, by majority vote, may either approve, disapprove or defer the recommendations of the Membership Committee.

Applicants accepted for membership shall be notified in writing by the Secretary within sixty (60) days of the Board's decision.

An applicant whose application is denied shall be notified by the Secretary within thirty (30) days by certified/return receipt mail of the Board's decision. The applicant shall also be notified of the reasons for the denial of the application. The applicant can appeal the decision by certified mail to the Secretary within thirty (30) days of receiving the Board's decision. Upon receipt, the Secretary shall transmit the request for appeal to the President. Thereafter, the President shall refer the appeal to the Membership Committee for further consideration pursuant to Article VII, Section 3, hereof.

If the Secretary does not receive a request for appeal within such thirty- (30) day period, the applicant shall be deemed to have waived all rights of appeal of such rejection.

- B. At the discretion of the Board of Directors, they may, in any instance deemed appropriate by them, specify a period of time after which the applicant can reapply for membership pursuant to the procedure established in this Article.
- C. An applicant whose application has been deferred shall be given written notification by the Secretary, and it will automatically be reconsidered in the following year.
- D. The Board of Directors and/or the Membership Committee shall have the right to request any additional information and/or sponsors, or any other data incidental to their further reconsideration of the applicant.

ARTICLE VI

STANDARDS FOR CONTINUED ACTIVE MEMBERSHIP

As conditions for continued Active Membership, a member shall demonstrate compliance with Article IV, Section 2 of these Bylaws.

ARTICLE VII

ETHICS/DISCIPLINE/APPEAL OF DENIAL OF AN APPLICATION FOR MEMBERSHIP

SECTION 1: Forms of Disciplinary Action

The Board of Directors may censure, reprimand, suspend, expel or otherwise discipline any member of the ASSOCIATION for cause.

SECTION 2: Grounds for Disciplinary Action

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

- (a) Failure to comply with the requirements contained in the aforementioned Standards For Continued Active Membership, the Bylaws, the rules, regulations, or Policy Statements of the ASSOCIATION as adopted by the Membership or the Board of Directors;
- (b) Violation of the Code of Medical Ethics and Professionalism of the American Academy of Orthopaedic Surgeons or the Code of Ethics of the American Osteopathic Association.
- (c) Failure to continually comply with the requirements for Membership of the particular classification of Membership which the individual possesses, except as otherwise permitted by these Bylaws;
- (d) Conviction of a criminal offense involving moral turpitude; or
- (e) Being in arrears in dues, fees, and/or assessments for one (1) year.

SECTION 3: Complaints and Procedures

- A. All complaints or requests for disciplinary action against a member of the ASSOCIATION shall be made in writing and addressed to the President of the ASSOCIATION. All appeals of denial of an application shall be directed to the Secretary. After due deliberation, the President may refer the complaint, charges, and/or appeals to the Membership Committee who shall consider them and conduct any investigation deemed necessary. After investigation, the Membership Committee shall submit its written recommendations to the Board of Directors along with all reports and documentary evidence used by the Membership Committee in its deliberations.
- B. Prior to formulating its recommendations, the Membership Committee shall meet to consider the matter; and the member against whom a complaint or request for disciplinary action has been made or the applicant for membership who has been denied shall be notified of the date, place and time of the meeting at least thirty (30) days in advance thereof by certified mail/return receipt requested. The notification shall further include the right to representation by council and a list of witnesses, if any, who may be called by the ASSOCIATION.

The notification shall include the nature of the complaint or request for disciplinary action against the member or reasons for the denial of the application, whichever is applicable. The notice shall

also contain a copy of the Bylaws.

C. The meeting of the Membership Committee shall be held as follows:

1. The Chair of the Membership Committee shall be the presiding officer of the meeting. The presiding officer shall act to maintain decorum and to assure that all participants in the meeting have a reasonable opportunity to present relevant, oral and documentary evidence. The presiding officer shall be entitled to determine the order of procedure during the meeting and shall make all rulings on matters of law, procedure and the admissibility of evidence.
2. A member of the Membership Committee shall not be disqualified from participating in a meeting of the Committee merely because of participation in initiating or investigating the underlying matter at issue or because the member has heard of the case or has knowledge of the facts involved or what the member supposes the facts to be.
3. The personal appearance of the member or applicant shall be required. A member who fails, without good cause, to appear and proceed at such meeting shall be deemed to have waived all rights to challenge the recommendation of the Membership Committee. An applicant who fails, without good cause, to appear and proceed at such meeting shall be deemed to have waived all rights of appeal of the adverse decision of the Board of Directors.
4. The member or applicant who requested the meeting shall be entitled to be accompanied and represented at the meeting by anyone chosen by the member or applicant. The President of the ASSOCIATION shall appoint an individual to present the facts and to examine witnesses on behalf of the ASSOCIATION. The Membership Committee, in their sole discretion, shall determine any question of representation of the ASSOCIATION.
5. During the meeting, each of the parties shall have the right to:
 - (a) call and examine witnesses;
 - (b) introduce exhibits;
 - (c) cross-examine any witness on any matter relevant to the issues;
 - (d) impeach any witness;
 - (e) rebut any evidence.
6. The meeting need not be conducted strictly according to rules of law relating to the examination of witnesses or presentation of evidence. Any relevant matter upon which responsible persons customarily rely in the conduct of serious affairs shall be admitted, regardless of the admissibility of such evidence in any court of law. Each party shall, prior to or during the meeting, be entitled to submit memoranda concerning any issue of law or fact, and such memoranda shall become part of the meeting record. The presiding officer may, but shall not be required to, order that oral evidence be taken only on oath or affirmation administered by any person designated by the presiding officer and entitled to notarize documents in the Commonwealth, State, or Territory where the meeting is held.
7. In reaching a decision, the Committee may take official notice, either before or after submission of the matter for decision, of any generally accepted technical or scientific matter

- relating to the issues under consideration and of any facts or law that may be judicially noticed by any Federal Court. Parties present at the meeting shall be informed of the matters to be noticed, and those matters shall be noted in the record of the meeting. Any party shall be given opportunity, upon timely request, to request that a matter be officially noticed and to refute the officially noticed matters by evidence or by written or oral presentation of authority, as determined by the Committee. The Committee shall also be entitled to consider all other information that can be considered pursuant to these Bylaws.
8. The member or applicant shall have the burden of proving by the preponderance of evidence that the complaint or request for disciplinary action or the denial of application lacks any substantial factual basis or that such basis or the conclusions drawn therefrom are either arbitrary, unreasonable, or capricious.
 9. A record of the meeting shall be kept that is of sufficient accuracy to permit an informed and valid judgment to be made by review of the record and the recommendation or decision in the matter. The Committee may select the method to be used for making the record such as a court reporter, electronic recording unit, detailed transcript, or minutes of the proceedings.
 10. Request for postponement of a meeting shall be granted by the Committee only upon a showing of good cause and only if the request, therefore, is made as soon as is reasonably practicable.
 11. The majority of the Committee must be present throughout the meeting and deliberations. If a Committee member is absent from any part of the meeting, he/she shall not be permitted to participate in the deliberations or the decision.
 12. The Committee may recess the meeting and reconvene the same without additional notice for the convenience of the participants or for the purpose of obtaining new or additional evidence or consultation. Upon the conclusion of the presentation of oral and written evidence the meeting shall be closed. The Committee shall thereupon, at a time convenient to itself, conduct its deliberations outside the presence of the parties. Upon conclusion of its deliberations, the meeting shall be declared finally adjourned.
 13. Within fifteen (15) days after final adjournment of the meeting, the Committee shall make a written report of its findings and recommendations in the matter and shall forward the same together with the meeting record and all other documentation considered by it to the Board of Directors. All findings and recommendations by the Committee shall be supported by reference to the meeting record and the other documentation considered by the Committee.
 14. All proceedings under this Article VII of the Bylaws shall be considered to be peer review activity of the ASSOCIATION.
- D. Before action is taken by the Board of Directors with respect to a member or applicant, written notice shall be sent by certified mail/return receipt requested to such member or applicant not less than thirty (30) days prior to the meeting of the Board of Directors at which the matter is to be considered, informing the individual that he/she may appear in person and/or by his/her personal

representative, and/or counsel before the Board of Directors.

- E. Disciplinary action against any member of the ASSOCIATION shall require the affirmative vote of not less than three-fourths (3/4) of the members of the Board of Directors. Final denial of an application for membership in the ASSOCIATION shall require a majority vote of the Board of Directors.
- F. The Secretary shall, within ten (10) days, send to the individual by certified mail/return receipt requested notice of the disciplinary action taken or notice of final denial of an application, stating the basis for this action.
- G. The status of such member shall be unaltered during the pendency of these disciplinary proceedings.
- H. The proceedings of the Membership Committee pursuant to Article VII, Section 3, of these Bylaws, shall be governed in accordance with the provisions of the Bylaws as supplemented by any Procedure which has been approved by the Board of Directors of the ASSOCIATION.

ARTICLE VIII

CONFIDENTIALITY

SECTION 1: Confidentiality of Application

The entire contents of any application for membership in the ASSOCIATION shall be privileged and confidential and shall not be subject to publication or public dissemination except as may be required under hearing procedures as provided in these Bylaws or by operation of law. Said application shall be forwarded only to the Membership Committee and the Board of Directors for consideration pursuant to these Bylaws.

Any investigation, inquiries made by or responses received by the Membership Committee or the Board of Directors, along with all procedures of and testimony received by the membership Committee and the Board of Directors shall likewise be privileged and confidential and shall not be subject to publication or public dissemination except as may be required under hearing procedures as provided in these Bylaws or by operation of law.

SECTION 2: Agreement of Confidentiality

Every membership application in the ASSOCIATION shall be deemed to contain an agreement by and between the applicant and the ASSOCIATION and separately signed by the applicant, the agreement to contain substantially the following language:

“It is specifically agreed by the undersigned that in consideration of the Eastern Orthopaedic Association’s treatment of the entire contents of this application, as well as all inquiries or investigations made pursuant thereto as privileged and confidential material, and not subject to publication or public dissemination except as may be required under hearing procedures as provided in the Bylaws or by operation of law; that the undersigned specifically authorizes the Eastern Orthopaedic Association to make whatever inquiries or investigations it deems necessary to verify the credentials, professional

standing and moral and/or ethical character of the undersigned. The undersigned further agrees that he/she will not cause or attempt to cause any public disclosure of the contents of any application of any applicant for membership in the Eastern Orthopaedic Association, or any proceedings of any Membership Committee pursuant thereto, except as may be required under hearing procedures as provided in the Bylaws or by operation of law.”

SECTION 3: Confidentiality of Disciplinary and Appeal of Denial of an Application for Membership Proceedings

All disciplinary and appeal of denial of an application for membership proceedings pursuant to Articles VI and VII of these Bylaws, whether said proceedings result in disciplinary action or not or denial of an application or not, shall be privileged and confidential and shall not be subject to publication or public dissemination except as may be required under hearing procedures as provided in these Bylaws or by operation of law.

**ARTICLE IX
RESIGNATION**

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

**ARTICLE X
TERMINATION**

Membership in this ASSOCIATION shall be terminated:

- (1) for non-payment of dues, fees, and/or assessments for a period of one (1) year;
- (2) as specified in Articles VI and VII of the Bylaws;

If the Board votes to terminate that membership, the Secretary shall notify the member by certified mail/ return receipt requested within twenty-one (21) days of the decision.

**ARTICLE XI
BOARD OF DIRECTORS**

SECTION 1: Composition

The Board of Directors shall be Active Members of the ASSOCIATION and shall consist of the President, First Vice President, Second Vice President, Immediate Past President, Secretary, Treasurer, Historian, Managing Director, Chair of the Membership Committee, Chair of the Program/Professional Education Committee, and three (3) Members-at-Large.

SECTION 2: Duties

The Board of Directors shall be the administrative authority of the ASSOCIATION and shall consider all of its activities and determine its policies.

The Board of Directors, by a majority vote, shall be empowered to accept, deny, or defer an applicant for membership as recommended by the Membership Committee.

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

The Board of Directors is enjoined into confidentiality as outlined under Article VIII.

The Board of Directors shall be authorized to employ an administrative agency for the ASSOCIATION. A review of the performance of the administrative agency shall be on an annual basis and renewal of the contractual arrangement shall be at the Annual Meeting of the Board of Directors.

The Board of Directors shall have the authority to act on behalf of the ASSOCIATION as the ONE MEMBER of the Eastern Orthopedic Education Foundation (EOEF) as stated in said Foundation's Bylaws (Section 2, MEMBERS). Duties of the ONE MEMBER shall include electing the Board of Directors of the EOEF, reviewing and considering reports of the activities of the EOEF and to act in all other capacities as the ONE MEMBER, consistent with the Bylaws of the EOEF.

SECTION 3: Meetings

The Board of Directors shall have the authority to conduct such business of the ASSOCIATION as is necessary under the Chairship of the President between Annual Meetings. In addition to the Annual Meeting, there shall be such meetings as the President may, at his/her discretion, deem necessary; but in no case less than one (1) per year in addition to that of the Annual Meeting.

Additional Board meetings may be called upon the written request of at least five (5) Board members. The notice of any special meeting of the Board of Directors shall be given at least seven (7) days prior thereto by written notice delivered personally or sent by certified mail/return receipt requested or any documentable electronic communication method to each Director at his/her address as shown on the records of the ASSOCIATION.

SECTION 4: Quorum

A majority of the Board of Directors is necessary to constitute a quorum for opening a meeting of the Board of Directors and the transaction of business.

SECTION 5: Informal Actions of Directors

The Board of Directors is empowered to meet and transact the business of the ASSOCIATION, when necessary, by telephone conference call, or by signed letters, which letters may be signed in

counterparts, or by electronic methods. If such action is entered into by the Board of Directors, this action shall be ratified at the next formal meeting of the Board of Directors.

SECTION 6: Indemnification

The ASSOCIATION shall indemnify any and all of its directors or officers, former directors or officers, employees, agents, or any person who may have served at its request or by its election as a director or officer of the ASSOCIATION, or his/her heirs, executors, and administrators against expenses (including attorneys, fees, judgments, fines, and amounts paid in settlement) actually and necessarily incurred by

them in connection with the defense or settlement of any action, suit, or proceedings in which they, or any of them, are made a party or parties by reason of being or having been directors or a director, officer, employee, or agent of the ASSOCIATION, except in relation to matters as to which any such director, officer, or person shall be adjudged in such action, suit, or proceeding to be liable for willful misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that such person or persons engaged in willful misconduct or in conduct in any way opposed to the best interests of the ASSOCIATION.

The provisions of this Section are severable; and, therefore, if any of its provisions shall contravene or be invalidated under the laws of a particular state, county, or jurisdiction, such contravention or invalidity shall not invalidate the entire Section; but it shall be construed as if not containing the particular provision or provisions held to be invalid in the particular state, county, or jurisdiction, and the remaining provisions shall be construed and enforced accordingly. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director, officer, employee, or agent may be entitled.

SECTION 7: Compensation

Directors shall not receive compensation for their service; but by action of the Board of Directors, expenses of attendance may be allowed for attendance at each regular or special meeting of the Board.

SECTION 8: Voting by the Board of Directors

Voting as done by the Board of Directors, whether in regular or special meeting or when electronic methods may be required, will be done by simple majority. A vote by simple majority which is fifty (50) percent plus one (1) of those voting shall be considered valid. In the event of a tie vote, the President will have a casting vote to break the tie.

ARTICLE XII

OFFICERS

The Officers of the ASSOCIATION shall be as follows: President, First Vice President, Second Vice

President, Secretary, Treasurer, Historian, Managing Director, and such other officers as, from time to time, may be appointed by the Board of Directors.

SECTION 1: Election of Officers

The officers of the ASSOCIATION to be elected by the general membership at the Annual Meeting shall have their names placed in nomination by the Nominating Committee or by nomination from the floor. Election shall be by simple majority of those members of the ASSOCIATION present and voting.

SECTION 2: President

The President shall be the principal executive officer of the ASSOCIATION. Following his/her succession to the chair, the President shall preside at all meetings of the members and shall serve as ex officio member of all committees. The President shall also be the Chair of the Board of Directors. The President is empowered to appoint Ad Hoc Committees as well as to assign to the three (3) Members-at-Large specific duties that are not assigned to other Officers of the Board. He/she shall make appointments to fill all vacancies in appointed or elected positions, except for the First and Second Vice Presidents, which occur between Annual Meetings of the ASSOCIATION, subject to the approval of the Board of Directors. Such appointees shall serve until the next Annual Meeting of the ASSOCIATION. He/she may call such meetings of the Board of Directors as deemed necessary and shall be responsible for all other duties assigned to him/her by these Bylaws or as shall be determined by the Board of Directors.

SECTION 3: First Vice President

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

SECTION 4: Second Vice President

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

During his/her term as Second Vice President, he/she shall be responsible for those duties assigned to him/ her by the President or the Board of Directors, which includes that of being Parliamentarian. During

his/her term as Second Vice President, he/she shall be responsible for those duties assigned to him/her by the President or the Board of Directors, which includes that of being Parliamentarian.

SECTION 5: Secretary

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

He/she shall inform all members of their election to the ASSOCIATION.

The Secretary shall file in advance notice of the time and place of the Annual Meeting as well as any and all other meetings, and give advance notice of the program to be held. This information concerning the Annual Meeting is to be filed with the Central office of the American Academy of Orthopaedic Surgeons, the Editor of the Journal of the American Medical Association, the Editor of the Journal of Bone and Joint Surgery, and other organizations to which the information should be disseminated.

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

SECTION 6: Treasurer

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

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

The Treasurer shall serve as Chair of the Finance Committee.

The Treasurer shall be required to post a bond at the expense of the ASSOCIATION for the faithful discharge of his/her duties in such sum and with such surety or sureties as the Board of Directors shall require. This sum is to be reviewed at least once a year by the Finance Committee.

He/she shall engage a Certified Public Accountant, approved by the Finance Committee, to review the finances of the ASSOCIATION annually and submit a financial statement.

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

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

The Treasurer shall be empowered to authorize expenditures of money up to one thousand dollars (\$1,000.00). Any amounts above this figure require the additional signature of either the President or the Managing Director. This figure is to be adjusted by the Board of Directors as deemed advisable.

SECTION 7: Historian

The Historian shall keep all records pertaining to the history of the ASSOCIATION and shall keep in good order all reports, papers, and records presented at meetings, preparing and preserving an annual historical account of the meetings of the ASSOCIATION.

SECTION 8: Managing Director

After consultation with the President's Council and with the approval of the Board of Directors, the President shall appoint the Managing Director when this office becomes vacant. He/she shall assist and supervise the administrative functions of the ASSOCIATION. He/she shall report directly to the Board of Directors upon their request. He/she shall serve on the Finance Committee. He/she shall solicit recommendations from the membership for future meeting sites. Site visits and expenses entailed therewith will be with the approval of the Board of Directors.

SECTION 9: Terms of Office

The term of office of the President, First Vice President, and Second Vice President shall be one (1) year; and they shall not succeed themselves in these offices.

The Treasurer shall hold office for a term of three (3) years. He/she may succeed himself/herself in office for one (1) further term of three (3) years, if re-elected. After serving this second term of three (3) years, he/she is ineligible for re-election.

The Treasurer is to remain in office until the end of the fiscal year at which time his/her office and duties shall be assumed by the Treasurer-Elect.

The Historian shall hold office for a term of three (3) years. He/she may be re-elected with no limitation of terms. The Secretary shall hold office for a period of one (1) year. He/she may succeed himself/herself twice, if re-elected, for a total of three (3) one-year terms.

The Managing Director shall hold office for a term of three (3) years and may be reappointed for an additional term of three years. At the completion of the term(s), the outgoing Managing Director shall serve in an ex officio advisory capacity for one (1) additional year to assist the newly appointed Managing Director.

SECTION 10: Election, Duties and Terms of Office for the Members at Large

There shall be three (3) Members at Large who are representative of the geographic distribution of the ASSOCIATION.

One (1) Member at Large is to be elected annually at the Annual Meeting. The three Members at Large shall each serve for a three-year term. In the event of death, incapacity, or refusal to act on the part of a

Member at Large, it shall be the responsibility of the Board of Directors to fill this vacancy until the position is filled by election at the Annual Meeting.

The duties of the Members at Large shall be assigned to them by the President of the ASSOCIATION as indicted in Article XII, Section 2.

ARTICLE XIII

COMMITTEES

The Standing Committees of the ASSOCIATION shall consist of the Membership Committee, the Program/Professional Education Committee, the Nominating Committee, the President's Council, the Finance Committee, the Audit Committee, the Bylaws Committee, and the Technical Exhibits Committee.

SECTION 1: Membership Committee

- A. The Membership Committee shall consist of five members made up of the following: the Second Vice President; the three (3) Members at Large from the EOA Board of Directors; and the immediate past MAL from the EOA Board of Directors whose term has just expired, who will serve as Chair.
- B. The Membership Committee shall have the responsibility to receive and review all applications for membership as well as the power to consider and investigate any charge made against any member of the ASSOCIATION acting under Articles IV, V, VI, and VII of the Bylaws.
- C. The Membership Committee shall make recommendations to the Board of Directors but is not empowered to take any action unless otherwise specifically authorized by the Board of Directors or as otherwise provided for in these Bylaws.

SECTION 2: Program/Professional Education Committee

- A. The Program/Professional Education Committee shall consist of the First Vice President and six (6) members who shall be appointed as follows:

- (1) the Second Vice President shall name one (1) member to this Committee;
- (2) the First Vice President shall name two (2) members to this Committee;
- (3) the President shall name three (3) members to this Committee, one (1) of whom shall be the Program/Education Chair of the previous year. From his/her three appointees, the President shall select the Program/Professional Education Chair for the current year.

In the event that a member of the Program/Professional Education Committee shall be unable to serve, he/she shall be replaced by a new appointee selected by the original appointing officer.

- B. The Program/Professional Education Committee shall arrange a program for the Annual Meeting of the members of the ASSOCIATION, and may invite members of the ASSOCIATION or guests to participate in the program.

SECTION 3: Nominating Committee

- A. The Nominating Committee shall consist of five (5) Active Members of the ASSOCIATION, three (3) of whom shall be elected at the Annual Meeting of the ASSOCIATION, following nominations from the floor, the fourth member shall be appointed by the President and may not be a previous officer of the ASSOCIATION. The fifth member, who shall act as the Chair, shall be the immediate available Past President, or, in the event of his/her inability to serve, shall be appointed by the President with the approval of the Board of Directors.
- B. With the exception of the Immediate Past President, the members of the Committee shall not be concurrently officers of the ASSOCIATION. No member shall serve for two (2) consecutive years on the Nominating Committee.
- C. The Nominating Committee shall prepare a list of candidates for those offices to be filled at the time of the Annual Meeting, in accordance with the Terms Of Office as outlined in Section 9, Article XII. These shall include the Second Vice-President, the Secretary, and one (1) Member-at-Large of the Board of Directors, all of whom shall be elected annually; and the Treasurer and the Historian, who shall be elected every third year. The list of candidates shall be presented to the membership at the Annual Meeting.
- D. The preparation of a list of candidates by the Nominating Committee is not intended to preclude nomination from the floor. The names of such candidates shall be placed on the ballot and submitted to the members for vote after being nominated and seconded.
- G. Candidates elected by the general membership shall be announced prior to the conclusion of the Annual Meeting.

SECTION 4: President's Council

- A. President's Council shall consist of the President as Chair, the Immediate Past President, the First Vice President, the Second Vice President, and the Managing Director.
- B. The Council shall function as a forum to address critical issues and provide visionary planning for The ASSOCIATION.
- C. The Council shall be responsible for both long- and short-range planning for the ASSOCIATION, for enhancing and implementing and purpose of the ASSOCIATION, as well as for recommending innovation and changes in policy of the ASSOCIATION.
- D. The Council shall evaluate future meeting site locations. Site visits and expenses entailed therewith are to be with the approval of the Board of Directors. The Council shall then recommend to the Board of Directors future meeting sites.
- E. The Council shall function as an advisory body to the President and the Board of Directors.
- F. The Council shall meet at least twice annually at specified times; namely, in conjunction with the Mid-Winter Board Meeting and the Annual meeting, or at other times at the discretion of the Chair.

SECTION 5: Finance Committee

- A. The Finance Committee shall consist of the Treasurer as Chair, the Managing Director, the two (2) immediate available Past Presidents, and when applicable, the Immediate Past Treasurer for the year following his/her mandatory retirement from the Board of Directors as a voting advisory member. In the event of death, incapacity, or refusal to act on the part of the Chair or a member of the Committee, the President shall appoint a replacement to fill the vacancy for the unexpired term with the approval of the Board of Directors.
- B. This Committee shall formulate all investment policies of the ASSOCIATION, subject to the approval of the Board of Directors.
- C. This Committee shall insure that the Treasurer implements such approved policies with regard to the management, supervision, and control of all financial affairs of the ASSOCIATION.
- D. This Committee shall meet at least annually as well as at the request of the Chair of the Board of Directors to review the financial affairs of the ASSOCIATION, and shall submit a report to the Board of Directors.

SECTION 6: Audit Committee

- A. The Audit Committee shall consist of the First Vice President as Chair and two (2) Active members of the ASSOCIATION not otherwise officers. One (1) Active Member shall be appointed by the Board of Directors and the other one (1) Active Member shall be nominated and elected by the association's general membership at the Annual Meeting. The elected member and the appointed member shall serve for terms of four (4) years. The beginning of the terms for the appointed Active Member and the elected Active Member shall alternate beginning with the election of the Alternate Member. The current appointed Active Member shall serve an additional term of two (2) years initially.
- B. This Committee shall be responsible for an audit of the ASSOCIATION every five years; and it shall submit to the Board of Directors upon request of the membership an audit report at that time. Other audits will occur at the discretion of the Treasurer.
- C. This Committee shall retain the services of an Independent Certified Public. At the discretion of this Committee, the audit may be made without prior consultation with any other officers or employees of the ASSOCIATION.
- D. This Committee shall have the right to review the financial affairs of the ASSOCIATION in addition to the audit only after written notification to the Board of Directors of the purpose and scope of such a review.

SECTION 7: Bylaws Committee

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

- B. The Bylaws Committee shall review all proposed amendments submitted by the membership and shall make written recommendations to the Board of Directors.
- C. The Bylaws Committee may also initiate proposals to amend the Bylaws of the ASSOCIATION.

SECTION 8: Technical Exhibits Committee

- A. The Technical Exhibits Committee shall consist of a Chair and two (2) to six (6) members who shall be appointed by the President with the approval of the Board of Directors. The Chair must be a member of the ASSOCIATION; whereas, the other Committee members need not be and may represent the technical exhibitors.
- B. This Committee shall handle all matters pertaining to the technical exhibits and exhibitors, as directed by the President and the Board of Directors.

SECTION 9: Telecommunications Committee

- A. The Telecommunications Committee shall consist of three members of the Association of whom one (1) is to be appointed each year by the President with the approval of the Board of Directors for a three (3) year term.
- B. The Telecommunications Committee shall be responsible for the association web page and all means of electronic communication between the Administration, Board of Directors and members of the Association for the purposes of conducting business suitable to and supportable by said web page.

ARTICLE XIV

DISSOLUTION

In the event of the termination, dissolution, or formal anticipated dissolution of the affairs of this ASSOCIATION, in any matter or for any reason whatsoever, the remaining assets, if any, shall be distributed to (and only to) one (1) or more organizations described in Section 501 (c) (6) of the Internal Revenue Code.

ARTICLE XV

NON-PARTISANSHIP

THE EASTERN ORTHOPAEDIC ASSOCIATION, INCORPORATED, is non-partisan, and, therefore, partisan politics, color, or religion shall not influence the activities of the ASSOCIATION.

ARTICLE XVI

DUES, FEES, CHATTELS, AND ASSESSMENTS

SECTION 1: General Provisions

To carry out the stated purposes and activities of the ASSOCIATION, the ASSOCIATION shall have and may exercise the power of levying and collecting dues as well as registration fees for meetings and courses, and to take and hold chattels.

SECTION 2: Dues

- A. Dues of the ASSOCIATION shall be set by the Board of Directors.
- B. Dues of the ASSOCIATION may be waived or reduced by the Board of Directors only under the restrictions of Article IV concerning status of the member.

SECTION 3: Registration Fees

- A. The registration fees of meetings and courses shall be set by the Board of Directors.
- B. The registration fees of meetings and courses are to be paid at the time of the registration and are to be used for the scientific program and any other function that the Board of Directors deems necessary.
- C. The registration fees of meetings and courses may be waived by the Board of Directors at their discretion.

SECTION 4: Chattels

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

SECTION 5: Assessments

- A. The Board of Directors, by three-fourths (3/4) vote of their quorum, may propose an assessment to the members of the ASSOCIATION. This proposition must be submitted to the membership sixty (60) days prior to the Annual Meeting.
- B. The assessment will be considered approved by a three-fourths (3/4) vote of those members present and voting at the Annual Meeting.
- C. Assessments may be waived by the Board of Directors only under the restrictions of Article IV concerning the status of the member.

SECTION 6: Collection of Dues, Registration Fees, Application Fees and Assessments

To collect such dues, fees and assessments, the ASSOCIATION may employ via protected internet access such methods as electronic credit or debit cards or other through the EOA Web Site.

ARTICLE XVII
MEETINGS

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

The membership shall receive no less than two (2) months, notice of the meeting.

At each Annual Meeting there shall be at least one (1) business meeting of the members. The President or his/her delegates shall preside at all business meetings at which there shall be a quorum of not less than ten (10) percent of the Active Members registered at the Annual Meeting.

ARTICLE XVIII
ORDER OF BUSINESS

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

- (1) reading of the minutes of the previous business meetings and their approval;
- (2) reports of the Board of Directors;
- (3) reports of the Standing Committees;
- (4) reports of the Ad Hoc Committees;
- (5) unfinished business;
- (6) general business;
- (7) new business;
- (8) presentation of new members;
- (9) installation of the First Vice President as President;
- (10) elections;
- (11) adjournment.

Second Vice President, the Secretary, and one (1) Member-at-Large of the Board of Directors, and three (3) members of the Nominating Committee shall be elected annually. A member of the Audit Committee shall be elected biannually.

The Treasurer and the Historian shall be elected triannually or at any Annual Meeting when a vacancy occurs due to retirement or death.

The elections shall be held at the last business meeting of the Annual Meeting.

ARTICLE XIX
VOTING

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

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

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

ARTICLE XX

QUORUM

A quorum shall consist of at least ten (10) percent of those members of the ASSOCIATION registered at the Annual Meeting. Except in cases as otherwise provided in the Bylaws, a majority vote shall constitute an action of the Membership.

ARTICLE XXI

AMENDMENTS

SECTION 1: General Provisions

The Bylaws of the ASSOCIATION may be amended at any Annual Meeting of the ASSOCIATION by three-fourths (3/4) of those members present and voting.

- A. Proposed amendments which are submitted by a member must be endorsed in writing by four (4) other Active Members and must be presented to the Secretary in writing.

The Secretary shall immediately report such proposed amendments to the Board of Directors and the Bylaws Committee.

The Bylaws Committee shall report their recommendations with regard to the proposed amendments at the next meeting of the Board of Directors.

If the amendments are in order, they are to be submitted to the membership of the ASSOCIATION at least thirty (30) days prior to the Annual Meeting. They shall be presented at the first business meeting of the Annual Meeting and shall be voted on at the final business meeting of the Annual Meeting, passing by a three-fourths (3/4) majority of those members present and voting.

- B. Any proposed amendments to the Bylaws that are initiated by the Bylaws Committee shall be reported to the Board of Directors at the next meeting of the Board of Directors. If the amendments are in order, they shall be submitted to the general membership of the ASSOCIATION at least thirty (30) days prior to the Annual Meeting. They shall be presented at the first business meeting of the Annual Meeting and voted on at the final business meeting of the Annual Meeting with

passage by a three-fourths (3/4) vote of those members present and voting.

- C. The Secretary shall be responsible for placement on the agenda at the Annual Meeting of a discussion of all proposed amendments, the text thereof, and the vote for either adoption or rejection of the proposed amendments.

SECTION 2: Emergency Amendments

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

Emergency Amendments including other situations deemed by the Board to be of such an urgent nature that following the customary process for Bylaws change would not be in the best interest of the organization.

These actions must be communicated to the ASSOCIATION membership as soon as possible, and the action confirmed by a three-fourths (3/4) vote of those present and voting at the Annual Meeting.

ARTICLE XXII

FISCAL YEAR

The Board of Directors shall define the fiscal year.

ARTICLE XXIII

SEAL

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

ARTICLE XXIV

GUESTS

The President, upon recommendation of any member of the ASSOCIATION, may invite a sponsored guest to the meeting. This guest is expected to pay the registration fees and all other fees that may be assessed at the meeting and will have access to all the activities of the meeting other than the business meetings.

ARTICLE XXV
RULES OF ORDER

“Robert’s Rules of Order Revised” shall be the parliamentary authority on all matters or procedures not specifically covered by the Bylaws of the ASSOCIATION, or any special rules or procedures adopted by the ASSOCIATION.

ARTICLE XXVI
OFFICES

The ASSOCIATION shall have and continuously maintain an official administrative agency whose headquarters is known to the entire ASSOCIATION.

ARTICLE XXVII
CONTRACT SIGNATORIES

Those authorized to sign contracts on behalf of the ASSOCIATION shall be the President and the Managing Director.