

# Bylaws of the Minnesota Orthopaedic Society

## ARTICLE 1 – OFFICERS

### 1.1) Offices.

The principle office of the Corporation shall be located in the state of Minnesota. The Corporation may have offices at such other places, either within or without the State of Minnesota, as the Board of Directors may from time to time designate.

## ARTICLE 2 – MEMBERS

### 2.1) Classes of Members.

The Society shall have three classes of members, as follows:                   Active Members  
Retired/Emeritus Members

### 2.2) Active Members.

Active Members must be Diplomats of the American Board of Orthopaedic Surgery, and be engaged in the practice, research or teaching of orthopaedic surgery in the State of Minnesota. Active members shall pay dues, fees, and assessments and may hold office in the Society and have the right to vote.

### 2.3) Retired/Emeritus Members.

Emeritus Members are those members who are retired from the active practice, research, or teaching of Orthopaedic Surgery. Emeritus Members need not pay dues or assessments. They do not have the right to vote,.

### 2.4) Voting Rights.

Voting rights as specified in these Bylaws shall be exercised only by members in person. No proxy or cumulative voting shall be allowed. Unless otherwise specified in these Bylaws, adoption of any matter shall be by majority vote of those present and voting on the matter.

### 2.5) Qualification for Membership.

To qualify for full active (voting) membership the applicant must:

- a) Be board eligible.
- b) Be a physician and surgeon with full and unrestricted license to practice in the State of Minnesota.
- c) Demonstrate continued adherence to the principles of medical ethics as published by the American Medical Association.
- d) Pay dues, fees, and assessments.

### 2.6) Election of Members.

If a nominee meets the qualifications for membership, the nominee's name shall be submitted to the voting members at the next annual meeting of members. Election to membership shall be by majority vote of the Active Members.

**2.7) Resignation.**

Any member may resign from membership at any time, by delivering or mailing a written resignation to the Secretary of the Corporation. Such resignation shall take effect at the time specified therein.

**2.8) Termination of Membership.**

Revocation or suspension of Minnesota Medical Licensure shall result in automatic termination of Minnesota Orthopaedic Society membership. The membership of any member also may be terminated by a vote of two thirds (2/3) of the voting members present and voting at any annual meeting of the members if the member has:

- a) Failed to pay his/her /her dues for two consecutive years without reason

**2.9) Continuation of Active or Associate Membership.**

While a member is on active duty in the military service, on a sabbatical leave, or medically disabled as determined by the member's physician, membership may be continued without payment of dues, fees, and assessments.

**2.10) Dues.**

The Membership dues shall be established by vote of the Board of Directors from time to time.

**ARTICLE 3 – MEETINGS OF MEMBERS**

**3.1) Schedule of Meetings.**

The Annual Meeting of members shall be held during the months of April, May or June, at such time and place, within or without the State of Minnesota, as is designated by the Board of Directors. At the annual meeting, the members shall elect the Officers, the Directors-at-Large, and such committee members as indicted by the Bylaws and shall transact such business as shall properly come before the meeting. Special meetings of the members may be called for any purpose at any time, upon the written request of the president or not less than one-half (1/2) of the members of the Board of Directors. Such meetings shall be called by the Secretary.

**3.2) Place of Meeting.**

Meetings of the members shall be held at such places as may be designated by the Board of Directors.

**3.3) Notice of Meetings.**

The Secretary shall give to each member written notice of each annual or other meeting of members, and of a membership vote on any issue, at least ten (10) days and not more than thirty (30) days prior to the date thereof. Such notice shall state the time and place of the meeting and in case of a special meeting, the purpose or purposes thereof.

**3.4) Report.**

At the Annual Meeting of the members, the President shall present a report on the activities and affairs of the Society. The Treasurer shall report on the financial status of the Society, and the Secretary shall present a report on membership in the Society.

### **3.5) Quorum.**

Ten percent (10%) of the total number of voting members of the society shall constitute a quorum for the transaction of business at any meeting of members. If a quorum is not present at a meeting, those members present may adjourn the meeting until such time as a quorum is present.

### **3.6) Voting.**

Each member shall have one vote. When determined to be advisable by the Board of Directors, the entire vote on any issue may be by mail or by electronic methods. In such case the notice shall state the issues to be voted on, and shall be accompanied by a ballot covering each issue to be subjected to vote. Except as otherwise provided by law, the Articles of Incorporation, or these Bylaws, all elections and questions shall be decided by a majority vote of the members present and voting.

## **ARTICLE 4 – BOARD OF DIRECTORS**

### **4.1) General Powers**

The business, property and affairs of the corporation shall be managed by a Board of Directors.

### **4.2) Members of Board of Directors.**

The Members of the Board of Directors shall consist of the President, the past President, the President-elect, the Secretary, the Treasurer, four directors-at-large, the annual meeting course directors, the MMA liaison, the MSRB/Legislative representative, and the Minnesota representative(s) of the Board of Councilors of the American Academy of Orthopaedic Surgeons.

### **4.3) Annual Meeting Course Directors and Directors-at-Large**

At each annual meeting of members, the members shall elect two (2) annual meeting course directors who shall serve a term of one (1) year commencing on the first day after the annual meeting, or until their resignation or removal as provided herein. At the conclusion of their term as annual meeting course director, they will assume the position of director-at-large who shall serve a term of two (2) years, or until their resignation or removal as provided herein.

### **4.4) MMA Liaison and MSRB/Legislative Representative**

After the annual meeting, the President shall appoint the MMA Liaison and MSRB/Legislative Representative to serve a term of one (1) year commencing on the first day after the annual meeting, or until their resignation or removal as provided herein.

### **4.5) Minnesota Representative of the AAOS Board of Councilors**

When required, the members shall elect one (1) representative from the Minnesota Society at the annual meeting of members, who shall serve as Councilor to the AAOS Board for a term of three (3) years. Each Councilor shall be a Fellow of the American Academy of Orthopaedic Surgeons (AAOS) and American Association of Orthopaedic Surgeons (AAOS). The basic requirements include: certification by the American Board of Orthopaedic Surgery, a full and unlimited medical license, and practice in the US or Canada.

### **4.6) Resignation.**

Any Officer or Director-at-Large may resign at any time by giving written notice to the Secretary. Such resignation shall take effect at the time specified therein.

**4.7) Removal.**

In addition to the removal procedure established by M.S.A., Section 317.20, Subd.10, which permits a majority of the members of the Corporation to remove a Director, a Director may be removed by a two-thirds vote of all members of the Board of Directors at a special meeting called for that purpose. Removal of a Director shall be effective upon the mailing of a written notice to the Director who is removed.

**4.8) Vacancies.**

Any Director-at-Large vacancy in the Board of Directors resulting from any cause may be filled by appointment by the Board of Directors to fill the vacancy.

**4.9) Notice of Meetings.**

Notice of regular and special meetings shall be given by the Secretary at least five (5) days and not more than thirty (30) days prior to the date thereof by written notice to each director by mail. Notice in each case shall specify the time and place of the meeting and in the case of a special meeting, the purpose or purposes thereof. Any Director may waive notice of 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.

**4.10) Place of Meeting.**

Meetings of the Directors shall be held at such place as may be designated by the President.

**4.11) Quorum.**

Except as otherwise provided herein, a majority of the Board of Directors shall constitute a quorum for the transaction of business.

**4.12) Rules of Order.**

In the absence of any provision in these Bylaws, all meetings of the Corporation, the Board of Directors, and duly appointed committees, unless inconsistent with the Articles of Incorporation or these Bylaws, shall be governed by the most current edition of Robert's "Rules of Order" or other standard rules of order approved by the Board of Directors.

**4.13) Compensation**

No Director shall receive any compensation for service as a Director, but Directors may be reimbursed out of pocket for expenses as authorized by the Board of Directors. Nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation therefore.

**4.14) Action without Meeting.**

Any action, which might be taken at a meeting of the Board of Directors, may be validly taken without a meeting if all of the Directors sign a consent in writing to such action. Any such consent shall be filed with the Secretary of the Corporation.

## **ARTICLE 5 – OFFICERS**

**5.1) Officers and Number.**

The Officers of the Corporation shall be the President, the President-elect, the past President, the Secretary and the Treasurer.

**5.2) Election, Term of Office and Qualifications.**

At the annual meeting of the members, the members shall elect the Officers (other than the Past President and President). The terms of the immediate Past President, the President, and the President-Elect shall be one year. The terms of the Secretary and Treasurer shall be one (1) year. Each Officer shall hold office for the term specified and until a successor is elected and has qualified, or until removed in the manner hereinafter provided.

**5.3) President.**

The President shall preside at all meetings of the members of the Board of Directors. The President shall be the Chief Executive Officer of the Corporation, and shall have general control of the business of the Corporation. The President shall be an Ex-officio Member of all standing committees. The President may execute and deliver in the name of the Corporation any deeds, mortgages, bonds, contracts or other instruments pertaining to the business of the Corporation and in general shall perform all duties incident to the office of President. The President shall have such other duties as may from time to time be prescribed by the Board.

**5.4) President-Elect**

The President-Elect shall be chosen from the membership of the Board or General Membership. In the event of the absence or disability of the President, the President-Elect shall perform the duties and exercise the powers of the President. The President-Elect shall perform such other duties as may be prescribed by the Board of Directors. Upon completion of this term, the President-Elect shall become the President for the succeeding year.

**5.5) Secretary**

The Secretary shall attend all meetings of the members and of the Board of Directors, keep the minutes of the proceedings, non-financial corporate records, and perform such other duties as may be assigned to him/her by the Board of Directors.

**5.6) Treasurer.**

The Treasurer shall have charge and custody of all funds of the Corporation. The Treasurer shall keep and render accurate accounts of all receipts and disbursements. The Treasurer shall deposit all moneys in the name of the Corporation in such banks or depositories as the Directors shall designate. The Treasurer shall have the power to endorse for deposit all instruments received by the Corporation. The Treasurer shall disburse funds of the Corporation as directed by the Board of Directors. The Treasurer shall perform such other duties as may from time to time be prescribed by the Board of Directors.

**5.7) Removal.**

Any officer may be removed by two-thirds (2/3) vote of the entire Board of Directors. Such removal shall be without prejudice to the contract rights, if any, of such officer.

**ARTICLE 6 – COMMITTEES**

**6.1) Nominating Committee.**

The Nominating committee shall consist of the Past President and two Members-at-Large to be elected at the Annual meeting.

**6.2) Authorities of Committees.**

Committees may not bind or obligate the Society except to the extent that they are specifically authorized to do so by action of the Board of Directors.

**6.3) Other Committees.**

The Board of Directors also may, from time to time, appoint such other committees as it may deem proper, and may prescribe the functions and duties of such committees and the terms of membership of committee members.

**ARTICLE 7 – FISCAL YEAR**

**7.1 Fiscal Year.**

The fiscal year of the corporation shall end on the last day of December of each year.

**ARTICLE 8 – EXECUTION OF CONTRACTS**

**8.1) Contracts.**

The Board of Directors, except as otherwise provided in these Bylaws, may authorize any officer or officers, or agent or agents to enter into any contract, or execute and deliver any instrument in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances. Unless so authorized by the Board of Directors or as specified in these bylaws, no officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement, to pledge its credit, or to render it liable for any purpose or in any amount.

**ARTICLE 9 – DEPOSITS**

**9.1) Deposits.**

All funds of the Corporation shall be deposited to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may designate, or as may be designated by any officer or officers or agent or agents of the Corporation to whom such power may be delegated by the Board of Directors. For the purpose of such deposit, any person or persons to whom such power is so delegated may endorse, assign and deliver checks, drafts, and such other orders for the payment of money which are payable to the order of the Corporation.

**ARTICLE 10 – INDEMNIFICATION**

**10.1) Indemnification.**

The Board of Directors may exercise the full extent of the powers which the Corporation has under Minnesota law, as such law exists from time to time, to indemnify any Director, Member, Committee Member, Officer, Employee, or Agent for expenses incurred by reason of the fact that he/she is or was a Director, Member, Officer, Employee, or Agent of this Corporation or of another corporation which he/she may have served in such capacity at the request of this Corporation. Such expenses shall include attorney's fees, judgements, fines, amounts paid in settlement and amounts otherwise reasonably incurred. The Board of Directors may make advances against such expenses upon terms decided by it. The Board of Directors may exercise the full extent of power the Corporation has under Minnesota law, as such law exists from time to time, to purchase and maintain insurance against risks above described on behalf of any Director, Member, Officer, Employee or Agent.

## ARTICLE 11 – NOTICES

### **11.1) Notices.**

All notices required by the Bylaws shall be in writing and shall be distributed by the Secretary or MOS office to the Members or Directors entitled thereto at their addresses as shown on the records of the Corporation.

### **11.2 Waiver of Notice.**

A Member or Director may waive any notice required to be given by these Bylaws, by the Articles of Incorporation or by statute either before or after the time stated therein. Any such waiver in writing signed by the person entitled to notice shall be deemed equivalent to such notice. All waivers shall be filed with the records of the Corporation.

## ARTICLE 12 – AMENDMENTS

### **12.1 Amendments.**

These Bylaws may be amended or revised in accordance with the provisions of Minnesota Statutes, Section 317A, or any successor thereto.

Adopted - May 7, 1999

Sections 2.7; 2.8; 3.6; 4.2; 5.2; 6.1; and 12.1 suspended until the adoption of new Bylaws or December 31, 2009, whichever date comes first – May 11, 2009

Amended – May 7, 2010