

**BY-LAWS
MID-AMERICA ORTHOPAEDIC ASSOCIATION**

Section 1 – GEOGRAPHIC BOUNDARIES

Active membership in this corporation shall be limited to orthopedic surgeons in the states of Alabama, Arkansas, Illinois, Indiana, Iowa, Kansas, Kentucky, Louisiana, Michigan, Minnesota, Mississippi, Missouri, Nebraska, North Dakota, Ohio, Oklahoma, South Dakota, Tennessee, Texas, and Wisconsin.

Orthopedic surgeons in a state which adjoins one or more of the aforementioned states also shall be eligible for active membership if such membership in this association has been approved by the Board of Directors.

Section 2 - MEMBERSHIP

There shall be eight (8) classes of membership in the Corporation; namely, (1) Active, (2) Emeritus, (3) Associate, (4) Inactive, (5) Honorary, (6) Corresponding, (7) Candidate, and (8) Affiliate.

Membership in the Corporation is a privilege, not a right, which is accorded to a person who meets the qualifications of membership.

Section 3 - QUALIFICATIONS FOR MEMBERSHIP

Section 3.1: Active Membership Qualifications

- A. Active Membership in the Corporation shall be open to orthopedic surgeons who meet all of the following criteria. The applicant must:
- (1) be a physician with full and unrestricted license to practice in one of the States within the geographic limits of the Corporation;
 - (2) be certified by the American Board of Orthopaedic Surgery, American Osteopathic Board of Orthopedic Surgery, or the Royal College of Physicians and Surgeons of Canada;
 - (3) be actively and exclusively engaged in practice, teaching, or research in orthopedic surgery;
 - (4) demonstrate continued adherence to the Principles of Medical Ethics as published by the American Medical Association;
 - (5) maintain high professional, moral, and ethical conduct;
 - (6) comply with the dues, fees, and assessment requirements established from time to time by the Corporation;
 - (7) have commenced practice in a specific locality within the geographic limits of the Corporation.
- B. Active Members are eligible to vote, hold office, serve on committees, and sponsor candidates for membership.
- C. Active Members must pay dues, fees, and assessments.

Section 3.2: Emeritus Membership Qualifications

- A. Emeritus membership shall be open to Active and Associate Members who have fully retired for health reasons, or have reached the age of sixty-five (65) and have been an Active or Associate Member of the Mid-America Orthopaedic Association for ten (10) years. Written application must be submitted to the Secretary of the Corporation. Granting of Emeritus

Membership shall be contingent upon the recommendation of the Membership Committee and approval of the Board of Directors.

- B. Emeritus Members may attend meetings and are required to pay the registration fees for meetings.
- C. Emeritus Members may serve on committees, but may not vote or hold office. Emeritus Members are not required to pay assessments, but may be required to pay dues in a reduced amount at the discretion of the Board of Directors.

Section 3.3: Associate Membership Qualifications

- A. Associate Membership shall be open to practicing orthopedic surgeons who have formerly been Active or Candidate Members of the Corporation and who have now moved out of the geographic limits of the Corporation. Associate Membership may be conferred by a three-fourths (3/4) vote of the Board of Directors upon recommendation of the Membership Committee.
- B. Associate Members may attend meetings and are required to pay the registration fees of the meetings. Associate Members may vote and serve on committees.
- C. Associate Members are not required to pay assessments, but may be required to pay dues in a reduced amount at the discretion of the Board of Directors.

Section 3.4: Inactive Membership Qualifications

- A. An Active Member who has become disabled by sickness or accident or otherwise becomes incapacitated for a period in excess of six (6) months and who is unable to engage in the practice of medicine or to assume duties of a medically oriented nature under public or private auspices, may request a transfer from the status of Active Membership to that of Inactive Membership, with waiver of dues. The request for transfer and waiver of dues must be made in writing to the Secretary. The status of those in this category of Membership shall be reviewed annually by the Membership Committee who may make recommendations to the Board of Directors concerning any possible change in status for action by the Board of Directors.
- B. Inactive Members may attend meetings and are required to pay the registration fees for meetings. Inactive Members may not vote, hold office, or serve on committees.
- C. Inactive Members are not required to pay dues or assessments.

Section 3.5: Honorary Membership Qualifications

- A. Honorary membership may be conferred by a three-fourths (3/4) vote of the Board of Directors upon an individual who:
 - (1) is an orthopedic surgeon not eligible for active membership, or
 - (2) any other individual who has gained professional prominence by contribution to the goals of this Corporation.
- B. Honorary Members may attend and participate in scientific meetings. Their registration fee may be waived at the discretion of the Board of Directors. Except as otherwise specified in these bylaws, Honorary Members may not vote or hold office, but may serve on committees.
- C. Honorary Members are not required to pay dues or assessments.

Section 3.6: Corresponding Membership Qualifications

- A. Corresponding Membership shall be open to physicians who are qualified orthopedic surgeons with full and unrestricted license to practice medicine in their country of residence which shall be other than the United States of America. The corresponding member must be certified by the American Board of Orthopaedic Surgery, or be recognized as a qualified orthopedic surgeon practicing with the same high standards as Active Members of this Corporation. The corresponding member must be currently involved in active practice, teaching, or research in orthopedic surgery. The corresponding member must be in continued adherence to the Principles of Medical Ethics as published by the American Medical Association and maintain the same high professional, moral, and ethical standards as is required of the other classes of membership in the Corporation.
- B. Corresponding Membership may be conferred upon an individual fulfilling these requirements by a three-fourths (3/4) vote of the Board of Directors.
- C. A Corresponding Member who transfers their practice of orthopedic surgery to within the geographic limits of the Corporation must inform the Secretary of their new residence, whereupon Corresponding Membership shall be terminated. The Corresponding Member then may apply for Active Membership status by completion of an application for membership. The requirements of Sec. 3.1 A. (7) may be waived by a three-fourths (3/4) vote of the Board of Directors.
- D. Corresponding Members may attend meetings and are required to pay registration fees.
- E. Corresponding Members may not hold office, vote, or serve on committees, and are not required to pay assessments, but may be required to pay dues in a reduced amount at the discretion of the Board of Directors.

Section 3.7: Candidate Membership Qualifications

- A. Candidate membership shall be open to individuals in their orthopedic residency training program, orthopedic postgraduate fellowship, or to those who have completed their training, but have not yet become certified by the American Board of Orthopaedic Surgery or American Osteopathic Board of Orthopedic Surgery. A candidate member may maintain this membership for four years after the individual's training is completed or when the individual becomes certified by the American Board of Orthopaedic Surgery or American Osteopathic Board of Orthopedic Surgery, whichever comes first. Once Board-certified, the member will be transferred to Active membership.
- B. Candidate members who are residents or fellows in training are not required to pay dues. Fees for attendance at annual meetings for these candidate members will be limited to those charged residents.
- C. Candidate members who have completed their training will be expected to pay regular dues. Fees for attendance at annual meetings for these candidate members will be limited to those charged members.
- D. Candidate members are ineligible to vote and hold office, but may be appointed to committees.
- E. Individuals who wish to become candidate members shall submit the standard application form to the Membership Committee for its action.

Section 3.8: Affiliate Membership Qualifications

- A. Affiliate membership shall be open to individuals whose occupations are in fields associated with, or related to, orthopedic surgery or the objectives, goals, or purposes of this Corporation.
- B. Affiliate membership may be conferred upon an individual by a three-fourths (3/4) vote of the Board of Directors.
- C. Affiliate members may attend and participate in meetings and are required to pay membership dues, registration fees, and assessments as are prescribed from time to time by the Board of Directors.
- D. Affiliate members may not hold office or vote, but may serve on committees.

Section 4 - NOMINATION TO ACTIVE MEMBERSHIP

A candidate for active membership shall submit to the Executive Office a completed membership application.

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 make a specific recommendation to the Board of Directors concerning each applicant. Upon receipt of the Membership Committee's recommendation, the Board of Directors must elect the applicant by a three-fourths (3/4) vote. However, the Board of Directors, by majority vote, may defer an applicant.

An applicant whose application for membership has not been recommended by the Membership Committee or elected by the Board of Directors shall be so notified in writing by the Secretary. The applicant may, in writing to the Board of Directors, request a review of the application, in which case the Board of Directors may reconsider the application.

The Board of Directors may specify a period of time after which an applicant who was not accepted for membership may reapply for membership.

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.

The Membership Committee shall conduct any investigation deemed appropriate to evaluate each applicant. The Board of Directors shall have the right to request any additional information, sponsors, or any other data incidental to their consideration of any applicant.

Section 5 - STANDARDS FOR CONTINUED MEMBERSHIP

As a condition for continued Membership in this Corporation, a member shall demonstrate:

- (1) Continued compliance with the requirements for Membership as contained in these By-Laws;
- (2) Continued compliance with these By-Laws and Policy Statements as may be adopted by the membership or the Board of Directors;
- (3) As to active members, the maintenance of a full and unrestricted license to practice medicine or evidence of fulltime medical service in the Federal Government which does not require licensure in a State within the geographic boundaries of this Corporation;
- (4) Continued adherence to the Principles of Medical Ethics of the American Medical Association, maintenance of good reputation and good standing

- within the member's community, and high ethical character and professional repute; and
- (5) Compliance with the dues, fees, and assessment requirements established from time to time by the Board of Directors.

Section 6 - ETHICS - DISCIPLINE

Section 6.1: Disciplinary Action (Suspension or Expulsion)

The Board of Directors may suspend or expel any member for cause.

Section 6.2: Grounds for Disciplinary Action

A member may be suspended or expelled for any of the following reasons:

- (1) failure to comply with the requirements contained in the aforementioned Standards for Continued Membership, the By-Laws, the rules, regulations, or Policy Statements of the Corporation as adopted by the Membership or the Board of Directors;
- (2) violation of the Principles of Medical Ethics of the American Medical Association;
- (3) 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 By-Laws;
- (4) conviction of a criminal offense involving moral turpitude; or
- (5) being in arrears in dues, fees, and/or assessments for one year.

Section 6.3: Complaints and Procedures

- A. All complaints or requests for disciplinary action of a member shall be made in writing and addressed to the President. After due deliberation, the President may refer the complaints and charges 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 in question shall be notified at least thirty (30) days in advance by receipted mail of the date, place, and time of the meeting. The notification shall include the nature of the complaint or charges and request for disciplinary action. The individual and/or personal representative and/or counsel shall also be invited to appear before the Membership Committee to submit such relevant evidence or rebuttal as the individual may deem proper.
- C. Before action is taken by the Board of Directors with respect to a member, written notice shall be sent by receipted mail to such member 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 of the right to appear in person, and/or by personal representative and/or counsel before the Board of Directors.
- D. Disciplinary action against any member shall require the affirmative vote of not less than three-fourths (3/4) of the members of the Board of Directors present and voting.

- E. The Secretary shall, within fourteen (14) days thereafter, cause written notice of the disciplinary action taken to be sent to the individual by receipted mail stating the basis of the disciplinary action.
- F. The status of such member shall be unaltered during the pendency of these proceedings.

Section 7 - CONFIDENTIALITY AND RELEASE OF INFORMATION

Section 7.1: Confidentiality of Application

The entire contents of any application for Membership shall be privileged and confidential and shall not be subject to publication or public dissemination whether voluntary or involuntary or by operation of law. Said application shall be available only to the Membership Committee and the Board of Directors and its legal counsel.

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 Board of Directors, shall likewise be privileged and confidential and shall not be subject to publication or public dissemination whether voluntary or involuntary or by operation of law.

Section 7.2: Agreement Concerning Confidentiality and Release of Information

Every membership application shall contain the following agreement: "It is specifically agreed by the undersigned that, in consideration of the Corporation'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 shall not be subject to publication or public dissemination whether voluntary or involuntary or by operation of law, that the undersigned specifically authorizes the Corporation 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 Corporation, of whatever classification, or any proceedings of the Membership Committee pursuant thereto. In the event disciplinary action is considered or taken against the undersigned, the undersigned hereby expressly authorizes the Membership Committee to obtain any and all information pertinent to membership or the disciplinary procedure and agrees to sign appropriate authorizations therefore. Failure to agree to sign such authorization on request of the Membership Committee shall, in itself, be grounds for denial of membership or disciplinary action."

Section 7.3: Requirement of Confidentiality

Any member of the Corporation, of whatever classification, as a condition precedent to continued status as a member of the Corporation, shall be bound by the contents of the agreement as stated in Sec. 7.2 and shall not cause or attempt to cause any public disclosure of any privileged or confidential material known to the Corporation whether by operation of law or otherwise.

Section 7.4: Confidentiality of Disciplinary Proceedings

All disciplinary proceedings pursuant to these By-Laws, irrespective of whether said proceedings result in disciplinary action, shall be privileged and confidential and shall not be subject to publication or public dissemination whether by operation of law or otherwise; provided, however, announcements of the results of the disciplinary action may be published to members or other interested third parties.

Section 8 - RESIGNATION

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

Section 9 – TERMINATION

Membership in this Corporation shall be terminated:

- (1) for nonpayment of dues, fees, and/or assessments for a period of one year;
- (2) as otherwise specified in these By-Laws.

If the Board votes to expel a member, the Secretary shall notify the member in writing by receipted mail within fourteen (14) days of the decision.

Section 10 - MEETINGS OF MEMBERS, ORDER OF BUSINESS, QUORUM, AND VOTING

Section 10.1:

There shall be an Annual Meeting of members, the time, place, and agenda of which shall be determined by the Board of Directors.

Section 10.2:

The membership shall receive at least two (2) months' written notice of the meeting.

Section 10.3:

At each Annual Meeting there shall be at least two (2) business meetings of the members. The President shall preside at all business meetings.

The Association General Counsel shall serve as parliamentarian at all Business Meetings of the members. If the General Counsel is unavailable, the President shall appoint another individual to so serve.

Section 10.4:

Subject to the overall authority of the Board of Directors, the President shall designate the agenda and the order of business for business meetings of the members. The following are possible agenda items:

1. Reading of the minutes of the previous business meeting 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. Elections.

Section 10.5:

Elections of officers and directors shall be held at the last business meeting of the Annual Meeting.

Section 10.6: Quorum

There shall be no specific quorum requirement to conduct business at any meeting of members.

Section 10.7: Voting

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

Section 10.8: Guests

Nonmember physicians and spouses may attend annual meetings through the routine registration process and by payment of the nonmember fee. The President may invite one nonmember guest and spouse for which the meeting registration shall be waived.

Section 11 - BOARD OF DIRECTORS

Section 11.1: Composition

The Board of Directors 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 Committee, Chair of the Education Committee, Chair of the Exhibits Committee, and three members at-large, one to be elected annually to serve a term of three (3) years.

Section 11.2: Manner of Election

A Second Vice-President shall be elected annually at the Annual Meeting. Other members of the Board of Directors shall be elected at the Annual Meeting appropriate for the filling of said offices.

Section 11.3: Duties

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

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 any member against whom

disciplinary action has been instituted by the Corporation.

The Board of Directors shall receive and consider the reports of the activities of all committees, both Standing and Ad Hoc.

Section 11.4: Meetings of Board of Directors

In addition to the Annual Meeting, there shall be such meetings as the President may deem necessary; but in no case less than one (1) per year in addition to the Annual Meeting.

Board Meetings may be called upon the written request of at least five (5) Board members. Notice of any special meeting of the Board of Directors shall be given at least seven (7) days prior thereto by sending written notice by mail or telegram or delivered personally to each director at the address shown on the records of the Corporation.

Section 11.5: Quorum

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

Section 11.6: Board Action Without a Meeting

Any action that could be taken at a meeting of the Board of Directors may be taken without a meeting when authorized in writing signed by all of the Directors.

Section 11.7: 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, judgments, 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 the power which 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.

Section 11.9: Compensation and Reimbursement

Directors shall not receive compensation for their services as Directors, but by action of the Board of Directors, expenses of attendance at meetings or for conducting other business of the Corporation may be reimbursed.

Section 11.10: Vacancies

Unless otherwise specified in these by-laws, any vacancy in the Board of Directors, the officers, and committees may be filled by the Board of Directors for the balance of the term.

Section 12 - OFFICERS

The officers of the Corporation shall be as follows: President, First Vice-President, Second Vice-President, Secretary, Treasurer, Historian, Managing Director, General Counsel, and such other officers as, from time to time, may be appointed by the Board of Directors. The officers shall have the duties outlined below plus such other duties as are assigned to them from time to time by the Board of Directors.

Section 12.1: President

The President shall be the principal executive officer of the Corporation. Following the President's succession to the chair, the President shall preside at all meetings of the members and shall serve as an ex officio member of all committees. The President also shall be the Chair of the Board of Directors. The President is empowered to appoint Ad Hoc Committees. Subject to the approval of the Board of Directors, the President 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 Corporation. Such appointees shall serve for the balance of the unexpired terms of the individuals whom they replace. The President may call such meetings of the Board of Directors as deemed necessary and shall be responsible for all other duties assigned to the President by these By-Laws or as shall be determined by the Board of Directors.

Section 12.2: 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 shall assume the duties and title of the 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 the First Vice-President was elected. The First Vice-President shall serve as Chair of the Audit Committee and a member of the Program Committee. The First Vice-President shall be responsible for all other duties assigned to the First Vice-President by the President or the Board of Directors.

Section 12.3: Second Vice-President

The Second Vice-President shall succeed to the office of the First Vice-President at the close of the Annual Meeting. In the event of death, incapacity, or refusal to act of the First Vice-President, the Second Vice-President 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. In such case, the Second Vice-President shall serve the remaining unfulfilled term of the President and a further one (1) year as President for the Second Vice-President's elected term.

During the term as Second Vice-President, the Second Vice-President shall be responsible for those duties assigned to the Second Vice-President by the President or the Board of Directors.

Section 12.4: Secretary

The Secretary shall conduct the correspondence, inform all the members of all meetings by notice, keep the records of all meetings of the Corporation, and read minutes when requested. The Secretary 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.

The Secretary shall inform all members of their election to membership. The Secretary shall file 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 programs to be held. This information concerning the Annual Meeting is to be filed with 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 and Secretary of the Board of Directors and keep its minutes and prepare an annual report on the Corporation's activities for the Board of Directors and the membership.

Section 12.5: Treasurer

The Treasurer shall review all monthly income and expense reports.

The Treasurer shall review all quarterly and yearly investment account statements.

The Treasurer shall serve as Chair of the Finance Committee.

The Treasurer shall submit a summary financial report to the Board of Directors on request and to the members annually.

Section 12.6: Historian

The Historian shall keep all records pertaining to the history of the Corporation 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 Corporation. The Historian shall prepare an obituary of each member deceased during the year preceding the Annual Meeting for display at the Annual Meeting.

Section 12.7: Managing Director

The Managing Director shall be appointed by the President with the approval of the Board of Directors. The Managing Director shall assist and supervise the administrative functions of the Corporation. The Managing Director shall report directly to the Board of Directors upon their request. The Managing Director shall serve on the Finance Committee and shall be the Chair of the Planning Committee. The Managing Director shall not be required to pay dues or assessments.

Section 12.8: General Counsel

The General Counsel shall act as the legal representative of, and advisor to,

the Corporation, its Officers, and the Board of Directors relative to corporate matters. The General Counsel shall serve on the By-Laws Committee, with responsibility to make recommendations relative to appropriate changes in the Articles of Incorporation and the by-laws and shall act as an advisor to all Corporation committees at the request of the chair of any such committee. The General Counsel shall not be required to pay dues or assessments.

Section 12.9: Terms of Offices

- A. 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 this office.
- B. The Secretary, Treasurer, and Historian shall hold staggered terms of office for three (3) years after election by a simple majority or a plurality of the members of the Corporation present and voting at the Annual Meeting. The Secretary and Treasurer may succeed themselves in office for a further term of three (3) years if re-elected. After serving a second term of three (3) years, they shall be ineligible for re-election. The Historian's three (3) year term is renewable without limit.
- C. The Managing Director shall hold office for a term of three (3) years and may be appointed for additional terms of three (3) years, but may be removed at any time by action of the Board of Directors.
- D. The General Counsel shall be appointed by the Board of Directors and serve at the pleasure of the Board.
- E. To serve as an officer of the Corporation, an individual must live and practice in one of the states listed in the first paragraph of Section 1 of these By-Laws. An officer who no longer lives and practices in one of the said states automatically vacates his/her office at time of departure from the said states.

Section 13 - COMMITTEES

The Standing Committees of the Corporation shall consist of the Membership Committee, the Program Committee, the Nominating Committee, the Planning Committee, the Finance Committee, the Audit Committee, the ByLaws Committee, the Education Committee, the Exhibits Committee, and the Executive Committee if one is appointed by the Board of Directors.

Section 13.1: Membership Committee

- A. The Membership Committee shall consist of the Secretary and three (3) other members of the Corporation, one of whom is to be appointed each year by the President with the approval of the Board of Directors for a three (3) year term. This member will become Chair during the last year of tenure. In the interest of efficiency and the ability to gather accurate information, consideration should be given by the President to the geographic location of the appointee.
- B. The Membership Committee shall receive and review all applications for membership and shall consider and investigate any charge made against any member of the Corporation acting under the provisions of these 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 By-Laws.

Section 13.2: Program Committee

- A. The Program Committee shall consist of six (6) members with one (1) year terms. The members of this Committee 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 Chair of the previous year. From the President's three (3) appointees, the President shall select the Program Chair for the current year.

If a member of the Program Committee is unable to function, he/she shall be replaced by a new appointee selected by the original appointing officer.

The Program Committee shall arrange a program for the Annual Meeting of the members. The Presidential Guest speaker, Classics in Orthopaedics speakers, Steel Lecturer, and Rapp Lecturer may be compensated. The Committee may invite members or guests to participate in the program without financial remuneration, unless specifically approved in advance by the Board.

Section 13.3: Nominating Committee

- A. The Nominating Committee shall consist of five (5) members. The Chair shall be the Immediate Past President, or, in the event of inability to serve, shall be elected by the Board of Directors by a majority vote. The second member shall be appointed by the President and may not be a previous officer of the Corporation. Three (3) members shall be elected at the Annual Meeting of the Corporation following nominations from the floor, and may not be a current member of the Board of Directors.
- B. Nomination of any candidate for any office may be made from the floor at the Annual Meeting and upon seconding of the nomination, the name will be placed on the ballot and submitted to the members for vote. All persons who are nominated must indicate their willingness to serve. Candidates elected by the general membership shall be announced prior to the conclusion of the Annual Meeting.

Section 13.4: Planning Committee

- A. The Planning Committee shall consist of at least five (5) Active Members. These shall be the immediate Past President, the President, the First Vice-President, the Second Vice-President, and the Managing Director who shall be the Chair.
- B. This Committee shall be responsible for both long- and short-range planning for enhancing and implementing the purposes of the Corporation, as well as for recommending innovation and changes in the policies of the Corporation.
- C. This Committee shall recommend future meeting sites to the Board of Directors. Site visits and expenses related thereto are subject to the approval of the Board of Directors.
- D. Special meetings may be called at the request of the President.
- E. This Committee shall report directly to the Board of Directors and shall be consultative and advisory to the Board of Directors at its request.

Section 13.5: Finance Committee

- A. The Finance Committee shall consist of the Treasurer as Chair, the Managing Director, the two immediate available past presidents, and one (1) additional member appointed by the President. In the event of the death, resignation, or inability to act of the Chair or a member of the Committee, the Board of Directors, on recommendation of the President, shall be empowered to fill the vacancy for the unexpired term.
- B. This Committee shall formulate all investment policies of the Corporation, subject to the approval of the Board of Directors.
- C. This Committee shall oversee the management, supervision, and control of the Corporation's financial affairs by the Treasurer and Managing Director.
- 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 Corporation, and shall submit a report to the Board of Directors.

Section 13.6: Audit Committee

- A. The Audit Committee shall consist of the First Vice-President as Chair, and two (2) members of the Corporation who are not officers. One (1) member shall be appointed by the Board of Directors, and one (1) shall be elected by majority vote at alternate Annual Meetings, after nominations from the floor. None of the members of the Audit Committee may be a member of the Finance Committee. The elected member and the appointed member shall serve for alternate terms of two (2) years.
- B. Subject to the approval of the Board of Directors, the Audit Committee shall retain the services of a certified public accounting firm to conduct an annual or biennial audit of the Corporation's financial affairs.

Section 13.7: By-Laws Committee

- A. There shall be a By-Laws Committee consisting of the Managing Director, the General Counsel, and 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. The three appointed committee members shall serve for one year, but any member may be reappointed.
- B. The By-Laws Committee shall review all proposed amendments submitted by the membership and shall make written recommendations to the Board of Directors.
- C. The By-Laws Committee also may initiate proposals to amend the Articles of Incorporation or the By-Laws of the Corporation and shall review the bylaws at least once every five years for appropriate changes.

Section 13.8: Education Committee

The Education Committee shall consist of a Chair, who shall be appointed to serve a three (3) year term and who may be appointed to one additional three (3) year term, and four (4) other members to be appointed to staggered three (3) year terms. All appointments shall be made by the President with the approval of the Board of Directors. The Education Committee shall monitor and oversee the various educational programs supported by or sponsored by this Corporation and shall make recommendations to the Board with respect to all aspects of such programs and any new educationally related programs the Board might consider for support or sponsorship.

Section 13.9: Exhibits Committee

- A. The Exhibits Committee shall consist of a chair and four additional members. The Chair shall be appointed by the President to a three-year term, and the four additional members shall be appointed annually by the President with the approval of the Board of Directors. All members may be reappointed.
- B. The Exhibits Committee shall be in charge of:
 - (1) Soliciting exhibitors for corporate meetings
 - (2) Recommending policies governing and concerning exhibitors
 - (3) Dealing with hotels or meeting places concerning all aspects of exhibitor space and charges and monitor matters concerning exhibitors, the exhibits, the exhibit space, and security
- C. The Exhibits Committee shall make recommendations to the Board of Directors concerning all policy and financial matters relative to exhibits and exhibitors. The chair of this committee shall be a member of the Board of Directors.

Section 13.10: Executive Committee

The Board of Directors may appoint an Executive Committee and assign to it such duties and powers as it deems appropriate from time to time.

Section 14 - DUES, FEES, AND ASSESSMENTS

Dues, fees, and assessments, and when these are to be paid, shall be established by the Board of Directors in accordance with the following provisions:

Section 14.1: Dues

Dues shall be set by the Board of Directors. Dues of any member may be waived only by action of the Board of Directors.

Section 14.2: Registration Fees

- A. Registration fees for meetings shall be set by the Board of Directors.
- B. Registration fees for meetings for any attendee may be waived by the Board of Directors, or as otherwise specified in these By-Laws.

Section 14.3: Assessments

- A. The Board of Directors, by three-fourths (3/4) vote of those present, may propose an assessment to the members of the Corporation. This proposition must be submitted to the membership sixty (60) days prior to the Annual Meeting.
- B. Any assessment must be approved by a three-fourths (3/4) vote of those members present and voting at the Annual Meeting.
- C. Assessments may be waived for any member by the Board of Directors.

Section 15 - BANK ACCOUNTS, CONTRACTS, AGREEMENTS, EXECUTION OF DOCUMENTS, AND CORPORATE BORROWING

Section 15.1: Contracts and Agreements

Unless otherwise provided in these By-Laws, all contracts and agreements must be approved by the Board of Directors.

Section 15.2: Bank Accounts and Signatures

The Board of Directors shall by resolution authorize appropriate individuals to open corporate bank accounts and to execute checks, drafts, and other orders for the payment of amounts owed by the Corporation.

Section 15.3: Execution of Documents

The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these By-Laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation and such authority may be general or confined to specific instances.

Section 15.4: Corporate Borrowing

This Corporation shall borrow money only if authorized by a three-fourths (3/4) vote of the Directors present and voting at a meeting following proper meeting notice, which must include notice of the proposal.

Section 16 - FISCAL YEAR

The Board of Directors shall define the fiscal year.

Section 17 - VOTING AND RULES OF ORDER

Section 17.1: Voting

Except as otherwise provided in these By-Laws, when a voting percentage or fraction is specified, it is intended to apply to those voting on the issue.

Section 17.2: Rules of Order

In the absence of any provision in these By-Laws, all meetings of the Corporation, the Board of Directors, and duly appointed committees, unless

inconsistent with the Articles of Incorporation or these By-Laws, 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.

Section 18 - AMENDMENTS

Section 18.1: Procedure For Amendments

Any proposed amendment to these bylaws must be submitted in writing to the By-Laws Committee. The By-Laws Committee shall review and make recommendations concerning any changes to the Board of Directors. On approval by the Board of Directors, said proposed changes must be submitted to each member at least one (1) month preceding the annual meeting at which the proposed amendments will be voted upon. Amendments to these By-Laws require the affirmative vote of three-fourths (3/4) of those members present and voting. The Articles of Incorporation of the Association may be amended by the Board of Directors in the manner provided by Minnesota statutes.

Section 18.2: Amendments Necessitated By Legal Developments

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 the Board of Directors determines requires immediate amendment to the By-Laws or Articles of Incorporation shall, notwithstanding the preceding section, empower the Board of Directors by a two-thirds (2/3) vote to amend the Articles of Incorporation or these By-Laws in any respect it deems necessary to insure corporate compliance with the change or changes in the law without any prior approval of the voting membership. Notice of the meeting and of the proposed amendment shall be given.

RESOLUTIONS PROCEDURE

1. Any resolution, so designated, proposed by a member shall be submitted in writing and signed by at least three (3) active members with supporting comments to the Secretary of the Mid-America Orthopaedic Association at least one hundred and twenty (120) days prior to the annual meeting. (Approved March 1987)
2. If any resolutions are received, the President, with approval of a majority of the officers of the Association, shall appoint a Resolution Committee at least ninety (90) days prior to the annual meeting. A sponsor of a resolution cannot serve on the Resolutions Committee. (Approved March 1987)
3. The Secretary promptly shall forward a copy of a duly submitted resolution to the Resolutions Committee and the Board of Directors. The Resolutions Committee may solicit such comments as it deems necessary from the Board of Directors; the sponsors or other third persons. A copy of the proposed resolution shall be forwarded to the membership at least thirty (30) days prior to the annual meeting. (Approved March 1987)
4. During the time of the annual meeting of the membership, the Resolutions Committee shall hold an open hearing, at which time all duly submitted resolutions may be discussed. The time and location of the open hearing shall be announced to the membership and, if possible, listed in the program. Any member may appear before the Resolutions Committee to present his or her views. Subsequent to such hearing, the Resolutions Committee is authorized to consult with any parties it deems necessary to prepare its report to the membership. At a subsequent business session of the annual meeting, the Chair of the Resolutions Committee shall present a report and move adoption of the report. Any resolutions duly adopted as prescribed above shall be considered by the Board of Directors as strongly recommended by the membership. The Board of Directors shall take appropriate action on these recommendations. (Approved March 1987)
5. All resolutions implemented by the Board of Directors shall be reviewed by the Board of Directors within five (5) years from the date of their implementation unless the resolution specifically provides otherwise. If the Board of Directors determines that an existing resolution is inappropriate or otherwise requires modification, it shall submit appropriate suggestions in the form of a resolution for consideration at the next annual meeting. (Approved March 1987)
6. The Presiding Officer may, at his or her discretion, refer any motion duly made and seconded at an annual meeting business session to the Resolutions Committee for recommendations to be presented at the next annual meeting. (Approved March 1987)
7. The provisions in paragraphs 1, 2, and 3 above may be bypassed and a resolution may be considered for passage during the Second Business Meeting at an Annual Meeting if a motion so to consider such a resolution is adopted by a 2/3 vote of those present and voting at the First Business Meeting at that Annual Meeting. Should such a motion be adopted, the President, with approval of a majority of the officers of the Association, shall appoint a Resolutions Committee and the procedures outlined in paragraph 4 above shall be followed. (Approved April 1991)