

BY-LAWS of the Alabama Orthopaedic Society, Inc.

ARTICLE I – MEMBERSHIP

Section I. Classes of Members

There shall be four (4) classes of Membership of the Alabama Orthopaedic Society, Inc. These shall be Active Members, Senior Members, Resident/Fellow Members, and Honorary Members.

Section II. Active Membership

Active Membership shall be limited to physicians who are currently licensed to practice in the State of Alabama, and a majority of whose practice is located in the State of Alabama, and whose practice is limited to orthopaedic surgery exclusively.

Section III. Senior Membership

Senior Membership may be requested by active members in good standing who have retired from the practice of medicine. Senior Membership may not be applied for less than five (5) days prior to the annual meeting following the date on which the applicant became eligible for Senior Membership. The request must be made by letter to the Executive Director. Senior Members have all the rights and privileges of membership in the classification from which they became Senior Members.

Section IV. Resident/Fellow Membership

Resident/Fellow Membership shall be conferred on those residents and/or fellows who are training in orthopaedic surgery in the State of Alabama. Members in this class shall not be required to pay dues. Membership in this class shall terminate six (6) months after completion of the Member's training. Members of this class shall be eligible for Active Membership following completion of their training.

Section V. Honorary Membership

Honorary Membership may be conferred by the Board of Directors in its sole discretion on the guest speaker at the Annual Meeting of the Society, or on others deserving of such distinction.

Section VI. Application for Membership

Request for membership will be provided to potential members via online application, digital or mailed membership application. Membership is confirmed upon receipt of membership dues.

Section VII. Deadline

Dues are expected to be paid by final registration date of annual meeting for annual meeting discount.

Section VIII. Voting Members

Active Members, Resident/Fellow Members, and Senior Members, who were former Active or Associate members, constitute the voting membership of the Society.

Section IX. Presentation of Approved Applicants

The list of applicants approved by the Membership Committee for membership shall be presented to the Board of Directors as soon after the Membership Committee meeting as possible. The Board of Directors shall be authorized to approve applicants on the submitted list for membership in the Society. If there is a question as to eligibility or desirability of the applicant to receive membership, the Board of Directors may determine the eligibility of the applicant.

Section X. Status of Current Members

The status of all current members of the Alabama Orthopaedic Society as of the date of adoption of these By-laws, May 12, 2020, shall remain the same as it was before the revision of these By-laws was adopted. Applications for changes in status shall be permitted as it is stated in Article I, section I above.

Section XI. Induction of New Members

An applicant who is voted into membership in any class except Honorary Membership shall become a member at the close of the annual meeting at which he or she was elected to membership. Recognition of new members shall take place at the following annual meeting. Honorary Members shall become members at the time the President presents him or her with a certificate of membership.

Changes in class of membership shall become effective immediately upon action by the Board of Directors.

Section XII. Non-Discrimination Policy

The corporation shall not adopt any practice, policy or procedure which would result in discrimination on the basis of race, religion or creed.

Section XIII. Duties of Membership

It shall be the duty of each member in every category to keep on file with the Society's office an official address to which all notices required by the by-laws, rules or regulations, and other communication of the Society maybe sent. The mailing of a notice or correspondence to this address shall be the extent of the Society's responsibility.

ARTICLE II - FORFEITURE OF MEMBERSHIP

Section I. Expulsion

Any member may be recommended for expulsion by the Board of Directors for causes deemed sufficient. The member being considered for expulsion shall have the opportunity to appear before the

Board of Directors in his or her own behalf at the next meeting of the Board of Directors. The Board of Directors may then expel the member, find in the member's favor or delay action until further investigation can be carried out. The Board's decision for expulsion may be appealed to the general membership at the next Annual Meeting. The member being considered for expulsion may not be accompanied by or represented by counsel during the member's appearance before the Board of Directors or at the member's appeal to the general membership. Final decision for expulsion of members appealing the Board of Directors decision shall require a two-thirds (2/3) affirmative vote of the Active and Senior Membership eligible to vote and present at the Annual Meeting.

Section II. Arrears

Any member in arrears of his or her dues may maintain membership by paying dues within that calendar year.

A member who has been dropped from membership rolls of the Society because of failure to pay his or her dues, registration fees, application fees or assessments may pay dues that calendar year to be reinstated.

ARTICLE III - FINANCIAL OBLIGATIONS

Section I. Annual Dues

There shall be annual dues set for the following year by the Board of Directors, to be paid only by the Active Membership.

Section II. Application and Registration Fees

The registration fee for the Annual Meeting shall be set by the Board of Directors. The registration fee for other Society functions shall be set by the committee organizing the function, with the assistance of the Executive Director, if necessary.

Section III. Assessments

The Board of Directors may assess the membership to cover deficits in the treasury.

Section IV. Senior Membership

Senior Members shall not be required to pay annual dues, but may be charged a registration fee for any meeting they attend, and may be charged for any assessments of the general membership, unless directed otherwise by the Board of Directors.

Section V. Resident/Fellow Membership

Resident/Fellow Members shall not be required to pay annual dues, but may be charged a registration fee for any meeting they attend, and may be charged for any assessments of the general membership, unless directed otherwise by the Board of Directors.

Section VI. Honorary Membership

Honorary Members shall not pay dues. An Honorary Member shall not pay the registration fee for the meeting at which he or she is the Presidential Guest Speaker. Honorary Members shall pay the registration fee at subsequent meetings they choose to attend, unless excused by the Board of Directors.

ARTICLE IV - ANNUAL MEETING

Section I. Place and Time of Annual Meeting

The Annual Meeting of the Society shall be held at a place and at a time set by the Board of Directors.

Section II. Program

The Annual Meeting shall consist of such scientific and socio-economic sessions recommended by the Program Committee. At least one meeting of the membership shall be held during the Annual Meeting.

ARTICLE V - QUORUM

A quorum for the purposes of voting by the general membership shall consist of ten (10) percent of the Active, Resident/Fellow, and Senior Members.

ARTICLE VI - DIRECTORS

Section I. Composition of the Board of Directors

The Board of Directors of the corporation shall consist of the President, the President-Elect, the Secretary-Treasurer, the Immediate Past President, eight (8) at-large members, and any Councilor from Alabama to the Board of Councilors of the American Academy of Orthopaedic Surgeons (AAOS).

Four (4) of the at-large members shall be selected from among the Active Membership. If possible, two of these members should be under the age of forty-five (45). All of these at-large members shall serve two (2) year terms beginning in alternative years. These four (4) at-large members shall be elected by a majority vote of the membership entitled to vote.

One (1) of the at-large members shall be a faculty member at the University of Alabama at Birmingham (UAB) School of Medicine Department of Orthopaedic Surgery. One (1) of the at-large members shall be a faculty member at the University of South Alabama (USA) College of Medicine Department of Orthopaedic Surgery. These two (2) faculty at-large board members shall serve two (2) year terms both beginning the same year. They shall be elected by a majority vote of the membership entitled to vote.

Two (2) of the at-large members shall be residents. One (1) shall be selected from the Department of Orthopaedic Surgery at the University of Alabama at Birmingham. One (1) shall be selected from the Department of Orthopaedic Surgery at the University of South Alabama. Both of these resident members

of the Board of Directors shall be Senior Residents as defined by the respective institutions and selected by the respective Chiefs of Service, also as defined by the respective institutions. These resident members shall each serve a term of two (2) years.

The member(s) from Alabama of the Board of Councilors of the American Academy of Orthopaedic Surgeons shall also serve as voting member(s) of the Board of Directors.

Section II. Tenure of Board of Directors

The President, President-Elect and Immediate Past-President shall each serve a term of one year. The Secretary-Treasurer shall serve a term of three years.

The four at-large members elected from among the Active Membership shall each serve a term of two years. Members-at-Large shall have staggered terms of office, and may succeed themselves for one additional two year term, but no more. The resident members shall serve a term of two years. At-large members from the faculty of UAB and USA shall serve a term of two years. Their terms shall not be staggered.

Members from Alabama of the Board of Councilors of the American Academy of Orthopaedic Surgeons shall serve for the duration of their membership on the Board of Councilors.

Section III. Powers

The Board of Directors shall be the administrative authority of this corporation, and shall supervise all of its activities and determine its policies. It may invite any of the membership to participate in its deliberations, but those invited may not vote. It shall hold an annual meeting prior to the annual meeting of the Society, and at such other times as the President may designate. It shall receive and consider the minutes of the meetings of the various committees, and shall act on the recommendations submitted by the committees to the Board. The Board of Directors shall receive all complaints against members, and shall notify the member(s) of such impending action and the reason for such action. All opinions and recommendations of the Board of Directors shall be based upon the majority of the members present, provided there is a quorum present. A quorum of the Board of Directors shall consist of a majority thereof. The President may exercise his or her authority to fill any vacancies occurring in the Board of Directors in the interval between annual meetings.

Section IV. Rules of Order

In the absence of any provision in these By-laws, all meetings of the Society, the Board of Directors, the Board of Councilors, and duly appointed committees, and other official bodies of the Society shall be governed by standard parliamentary procedures. The Presiding Officer may be guided by, but is not bound by, the most current edition of "Robert's Rules of Order."

ARTICLE VII - OFFICERS

Section I. Officers

The officers of the Corporation shall be the President, President-Elect and Secretary-Treasurer.

Section II. Election of Officers

All officers shall be elected at the Annual Meeting by majority vote of the members present and voting, provided that a quorum is present. The President and President-Elect shall serve for one year, each; the Secretary-Treasurer shall serve for three years.

Section III. Duties of the President

The President shall preside at all meetings of the Society and of its Board of Directors. He or she shall call any meeting of the Board of Directors. He or she shall, by appointment, fill any vacancies that may occur among the elected officers or committee members of the Society during the interval between annual meetings. He or she shall make all committee appointments.

Section IV. Duties of the President-Elect

The President-Elect shall, in the absence of the President, or upon his or her request, perform all the duties of the President. In the event of the death, disability or resignation of the President, the President-Elect shall succeed him or her for the unexpired portion of his or her term, in addition to serving as President during the term for which he or she was elected.

Section V. Duties of the Secretary-Treasurer

The Secretary-Treasurer shall see that record of minutes of all meetings of the Society and of its Board of Directors. He or she shall see that a record is kept with the names of the members, guests and visitors in attendance at the Annual Meetings. He or she shall conduct all official correspondence of the Society, and shall notify applicants of their election to membership, and members of their election to office or their appointment to committees. He or she shall prepare certificates of membership for presentation to members at the next Annual Meeting after their election. He or she shall perform such other duties as may be assigned him or her by the President or the Board of Directors. The Secretary-Treasurer shall be the custodian of the funds and other assets of the Society, and shall pay all bills of the Society. He or she has the authority to invest the monies of the Society, and to dispose of the securities and other assets belonging to the Society in a way consistent with the laws of the State of Alabama and with the knowledge of the Board of Directors.

Any or all of the above duties of the Secretary-Treasurer may, upon the request of the Secretary-Treasurer or the President, be carried out by the Executive Director or Executive Secretary.

ARTICLE VIII - EXECUTIVE DIRECTOR

Section I. Appointment

The Board of Directors shall appoint an Executive Director who shall serve as the chief administrative officer of the Society to manage and direct the activities of the Society.

Section II. Delegation of Authority and Basic Powers and Responsibilities

The Executive Director is hereby delegated the authority to act for and on behalf of the Society, to provide all administrative services by maintaining the offices of the Society, contract for administrative or ministerial services to the Society and to contract on behalf of the Society for the rendering of necessary services, supplies, facilities and like matters up to a dollar limit as shall be prescribed from time to time by the Board of Directors. The Executive Director shall be authorized to delegate to any other employee such other responsibilities, as he or she shall from time to time deem appropriate. The Executive Director shall be authorized to sign on behalf of the Society all tax returns, certificates, and other documentations required by state, local or federal government or agencies thereof. He or she shall be authorized to speak on behalf of the Society in the name of the Society on such issues for which policy decisions have been made by the Board of Directors. He or she shall be responsible for providing leadership to educational and other activities of the Society, and shall provide representation for the Society to outside organizations.

Section III. Executive secretary

In the absence of an Executive Director, the Board of Directors may appoint and obtain the services of an Executive Secretary. The duties of the Executive Secretary shall be determined by the Board of Directors, and shall be similar to, but not as extensive as the authority, basic powers and responsibilities of an Executive Director. The Executive Secretary shall conduct the day to day business of the Society. The business that he or she is not capable of handling shall be referred to the appropriate officer or committee.

ARTICLE IX - COMMITTEES

Section I. Executive Committee

The Executive Committee shall consist of the President, President Elect, and Secretary- Treasurer. The charge to the Executive Committee is to act for the Board of Directors between meetings or conference call meetings of the Board of Directors.

Section II. Other Committees

All other committees shall be established by the Board of Directors. These may be standing committees or ad hoc committees. The chairman and members of each committee shall be appointed by the President.

Section III. Quorum

A quorum necessary for voting by any committee shall consist of a majority of its members.

Section IV. Continuance of Committees

All committees in existence at the time of adoption of this revision of the By-laws shall continue in existence with their same membership, until the President appoints new members of these committees.

Section V. Limited Authority of Committees

Committees shall not have the authority to use Society stationery or to make or sign contracts or to commit the Society to a specific course of action without the express permission of the Board of Directors.

ARTICLE X - GUESTS

Section I. Attendance

Any member of the medical or allied health professions in good ethical standing may attend any or all of the scientific or socio-economic sessions of the Society, but may be required to pay the registration fee.

Section II. Presidential Guest Speaker

The Presidential Guest Speaker at the Annual Meeting shall be selected by the President. He or she shall not be required to pay the registration fee. The Society shall arrange for the payment of the expenses of the guest speaker and of his or her spouse. No honorarium shall be given by the Society.

Section III. Residents

Residents in recognized training programs in the State of Alabama may attend the meeting without paying the registration fee as guests of the Alabama Orthopaedic Society. Residents in recognized orthopaedic training programs outside of the State of Alabama may attend the meeting at a registration fee determined by the Board of Directors. Fellows in orthopaedic training programs in the State of Alabama may attend the meeting at a registration fee determined by the Board of Directors.

ARTICLE XI - AMENDMENT OF THE ARTICLES OF INCORPORATION AND BY-LAWS

Section I. Proposals to Amend Articles of Incorporation

Proposals to amend the Articles of Incorporation of the Society must be presented in writing to the Board of Directors prior to the time of the fall meeting of the Board of Directors. The Board of Directors shall consider the proposed amendment(s), and make a recommendation to the general membership at the next following annual meeting. Adoption of such amendments shall be by two-thirds (2/3) affirmative vote of the voting membership present at that annual meeting, provided a quorum is present.

Section II. Proposals to Amend the By-laws

Proposals to amend the By-laws of the Corporation may be made during the annual meeting of the general membership of the Society. Proposed amendments shall be voted on at a convenient time during the Annual Meeting provided a quorum is present. A two-thirds (2/3) affirmative vote of the voting membership present shall be required to pass an amendment to the By-laws.

**ARTICLE XII- REPRESENTATIVE TO THE BOARD OF
COUNCILORS AMERICAN ACADEMY OF ORTHOPAEDIC SURGEONS**

Section I. Election

Members of the Board of Councilors of the American Academy of Orthopaedic Surgeons are elected for a three-year term, and may be reelected for one additional three-year term. Their names are placed in nomination by the Board of Directors for vote by the general membership at the annual meeting. Alternate Councilors are not allowed by the Academy. The representatives to the Board of Councilors shall be voting members of the Board of Directors

Adopted this 12th day of May, 2020.



Shawn Gilbert, M.D., President
President

James G. Davis, M.D.
Secretary-Treasurer