

Revised—2/28/19

**BYLAWS
OF THE
SOUTHERN ORTHOPAEDIC ASSOCIATION**

ARTICLE 1

DEFINITIONS, PURPOSES AND POWERS

Section 1.1. DEFINITIONS. The terms set forth below shall have the following meanings unless otherwise required by the context in which they may be used.

Articles of Incorporation. The term "Articles of Incorporation" shall mean the Articles of Incorporation of the Corporation and any amendments thereto.

Board. The term "Board" shall mean the Board of Trustees of the Corporation.

Board Committee. The term "Board Committee" shall mean a body whose members are appointed by the President and which may be authorized to exercise a designated portion of the authority of the Board when the Board is not in session.

Bylaws. The term "Bylaws" shall mean the Bylaws of the Corporation except where reference is specifically made to the bylaws of another entity or unit.

President. The term "President" shall mean the President of the Board as set forth in Article VI.

Corporation. The term "Corporation" shall mean SOUTHERN ORTHOPAEDIC ASSOCIATION, an Alabama non-profit corporation.

Majority. The term "majority" shall mean fifty-one percent (51%) or more of the applicable total number.

Member. The term "Member" shall in all cases refer to the active members of the Corporation, who are persons with authority to vote and be counted in determining the existence of a quorum. Members of the Corporation shall be limited to individuals who hold a degree of Doctor of Medicine and have completed an approved residency in orthopaedic surgery.

Officer. The Term "Officer" shall mean one or more of the positions as provided in Article VI.

State. The term "State" shall mean the State of incorporation of the Corporation unless otherwise specifically indicated.

Trustee. The term "Trustee" shall refer to one or more members of the Board of Trustees of the Corporation as provided in Article IV, Section 4.3.

Editor. The term "Editor" shall refer to the Editor of the *Journal of Surgical Orthopaedic Advances*.

Journal. The term "Journal" shall refer to the *Journal of Surgical Orthopaedic Advances*.

Board of Councilors. The term "Board of Councilors" shall refer to a body whose members are appointed by the President and approved by the Board of Trustees and are responsible for membership within the Association.

Section 1.2. STATEMENT OF PURPOSE. The Corporation has been formed for the purposes set forth in the Articles of Incorporation.

Section 1.3. POWERS. Except as limited by the Articles of Incorporation or these Bylaws, the Corporation shall have and exercise such powers in furtherance of its purposes as are now or may hereafter be granted by the laws of the State of Alabama.

ARTICLE II

OFFICES

The Corporation shall have and continuously maintain in the State a registered office and registered agent (whose office shall be identical with such registered office) and may have such other offices within or without the State as the Board may from time to time determine.

ARTICLE III

MEMBERSHIP

Section 3.1. STATUS. Membership in the Corporation is a privilege, not a right and the Corporation reserves the right to accept or reject any application for membership

Section 3.2. CLASSIFICATION OF MEMBERS. There shall be seven (7) categories of membership in the Corporation, namely: Active, Associate, Military, Affiliate, Honorary, Candidate, and Emeritus. Only active members shall have the right to vote, to hold office in the Corporation, or to be counted for the determination of a quorum.

(a) Active - Active members of the corporation shall be by invitation to physicians who are eligible to be Members of the Corporation and who reside in the states of Alabama, Arkansas, Florida, Georgia, Kentucky, Louisiana, Maryland, Mississippi, Missouri, North Carolina, Oklahoma, South Carolina, Tennessee, Texas, Virginia and West Virginia or in the District of Columbia and Puerto Rico. Practice profile of physician is exclusively (100%) the traditional practice of orthopaedic surgery.

(b) Associate - Associate members shall be by invitation to physicians who are otherwise eligible

to become active members of the Corporation, but who do not reside in one of the sixteen states above enumerated or in the District of Columbia or Puerto Rico. Practice profile of physician is exclusively (100%) the traditional practice of orthopaedic surgery.

(c) Military – Military members shall be by invitation to physicians who are otherwise eligible to become active members of the Corporation, but are currently on active duty in the military and stationed throughout the world. Military members receive a discounted membership fee to be determined by the Board. Practice profile of physician is exclusively (100%) the traditional practice of orthopaedic surgery.

(d) Affiliate – Affiliate members shall be by invitation and have the following qualifications:

1. Graduate from a recognized and accredited professional school with certification as Physician Assistant, Nurse Practitioner, Doctor of Medicine, or Doctor of Osteopathy.
2. Hold current licensure in a state within the geographic area of the SOA.
3. Application for membership must be sponsored by a physician member of the SOA.
4. Successful applicants will pay dues in an amount determined by the SOA Board of Directors. They will be non-voting members. They will be ineligible to hold office but may be appointed to a committee, in an ex-officio capacity, at the discretion of the SOA Board of Directors.

(e) Honorary - Honorary members shall be by invitation to those individuals whom the Corporation desires to recognize through membership who have substantially contributed to the advancement of the practice of orthopaedic surgery.

(f) Candidate - Candidate members shall be by invitation to physicians participating in an approved residency program in orthopaedic surgery or members of other allied medical and scientific disciplines.

(g) Emeritus Members - An Active member that has paid dues for ten years and does not have an active traditional practice of Orthopaedic Surgery shall be transferred to Emeritus Membership status, upon directing a written request for said transfer to the Membership Committee. An Active Member who has been in good standing with the Southern Orthopaedic Association for a period of twenty-five (25) years or more, and is retired from the active practice of medicine may, upon written notice to the Membership Committee request transference to Emeritus Membership status. A reduced amount of dues will be charged.

Section 3.3. APPLICATION FOR MEMBERSHIP. Application for membership in the Corporation shall be made in writing.

Section 3.4. TERMINATION OF MEMBERSHIP. Any person who fails to continue to meet the requirements to become a member of the Corporation shall automatically forfeit his or her membership in the Corporation. The Corporation may at any annual meeting, upon recommendation of the Board of Trustees, terminate the membership of any member for any reason whatsoever by a majority vote of those present at such meeting.

Section 3.5. ANNUAL MEETING. The Members of the Corporation shall meet annually at a time and place determined by the Board of Trustees of the Corporation for the purpose of the election of members of the Board of Trustees of the Corporation, officers of the Corporation, and for the transaction of such other business as may come before the meeting. Written notice of all

meetings shall be by first class mail sent not less than sixty (60) days immediately preceding the time fixed for said meeting.

Section 3.6. SPECIAL MEETINGS. Except as otherwise specifically provided by law or by the Articles of Incorporation, special meetings of the Members may be called by the President or by the written request of one-third of the Members of the Corporation, and shall be held at such time and place and pursuant to such notice as may be fixed by the Board of Trustees. Written notices of all special meetings shall be by first class mail sent not more than thirty (30) days nor less than ten (10) days immediately preceding the time fixed for said meeting and shall specify the purposes for which the special meeting is called.

Section 3.7. WAIVER OF NOTICE. Waiver by the Members or notice of a Membership meeting by attendance at the meeting, unless such attendance is to object to the notice herein required, or in writing signed thereby, whether before or after the time stated therein, shall be equivalent to the filing of such notice as required in Section 3.5 and 3.6 of these Bylaws.

Section 3.8. ORDER OF BUSINESS. The order of business at a Membership meeting shall be determined by the President.

Section 3.9. LIABILITY OF MEMBERSHIP. The Members of the Corporation shall not be personally liable to the Corporation's creditors for any indebtedness or liability and any or all creditors of the Corporation shall look only to the assets of the Corporation for payment.

Section 3.10. TRANSFER OF MEMBERSHIP. Membership in the Corporation and/or any rights derived therefrom are not transferable or assignable.

ARTICLE IV

BOARD OF TRUSTEES

Section 4.1. GENERAL POWERS. All of the business and affairs of the Corporation shall be managed by the Board of Trustees in a manner consistent with these Bylaws and other applicable law. The Board shall make appropriate delegations of authority to the Officers, and to the extent permitted by law, by appropriate resolution, the Board may authorize one or more Board Committees to act on its behalf when it is not in session.

Section 4.2. NUMBER OF TRUSTEES. The Board of Trustees shall consist of twelve (12) voting Trustees and four (4) ex officio non-voting Board members. **The Board includes the following officers:** President, President-Elect, Secretary/Vice-President, Treasurer, Historian, and the Immediate Past President. In addition to the Officers there are six "at large" Board Members including one Member the Age of 40. The ex officio non-voting Board members include the **Historian, the Editor of the Journal, the Chair of the Educational Committee and the BOC Representative whom shall function as ex officio non-voting Trustees unless elected simultaneously to a voting position.** In the event of a tie vote, the President will have a casting vote to break the tie.

The AAOS Board of Councilor Representative from the SOA shall be an elected member of the SOA which meets the qualifications set forth under the Bylaws of the American Academy of Orthopaedic Surgeons. AAOS provisions are that the term shall be three years in duration with subject to one additional term of three years. The BOC representative shall work closely with the SOA Board and especially the current SOA President to represent the interests of SOA in regards to its relationship with the AAOS. Regular reports will be made to the SOA Board regarding BOC activities and occasionally to the SOA membership as a whole depending on the appropriateness of the subject matter. The BOC Representative will be an ex-officio, non-voting member of the SOA board.

Section 4.3. QUALIFICATIONS, ELECTION AND TENURE.

4.3.1. ELECTIONS. The Board (Officers, Trustees, and Member under the age of 40) of the Corporation shall be elected by the general membership at an annual meeting. Names shall be placed in nomination by the Nominating Committee or by nominations from the floor. Election shall be by a simple majority of those members of the Corporation present and voting.

4.3.2. TERMS OF OFFICE. All members of the Board shall be active members of the Corporation. The term of office of the President, President-Elect, Secretary/Vice-President, and Treasurer shall be one (1) year; they shall not succeed themselves in office.

The Historian shall hold office for a term of three (3) years. After serving a second term of three (3) years, will be ineligible for re-election. Trustees shall be elected for a term not to exceed three (3) years.

Election to Treasurer includes succession to Secretary/Vice President, President-Elect and President.

The Member under the Age of 40 shall be a three (3) year term. This Member shall be 40 years of age or less at the time of appointment. The Member under the Age of 40 will not be eligible to serve more than one (1) complete term or more than three (3) years.

Trustees shall be divided into three (3) classes substantially equal in number with terms expiring at intervals of one (1) year. No trustee shall be eligible to serve more than two (2) complete terms or more than six (6) years. A Trustee may hold an elected Board office after serving as a Trustee. With the exception of Historian, no officer may subsequently hold office as a Trustee. Election for less than three (3) years may be approved to maintain appropriate staggering of Trustees.

4.3.3. VACANCIES. When deemed necessary for the business of the Corporation the President may make an appointment to fill a vacancy occurring in the membership of the Board. This temporary appointment shall be in effect until the next scheduled meeting of the Board. Any vacancy which does not hinder the mission of the Corporation should be filled by the normal election process and shall proceed as outlined within the Bylaws. Temporary Presidential appointments should be ratified by a majority vote of the Board and/or the general membership as appropriate.

Section 4.4. REGULAR MEETINGS. An annual meeting of the Board shall be held each year for the transaction of such business as may come before the meeting, including the installation of Officers for the ensuing year. The Board shall have regular meetings the frequency of which is consistent with the needs of the Corporation. The Board may by resolution prescribe the time and place for the holding of regular meetings and may provide that the adoption of such resolution shall constitute notice of such regular meetings. If the Board does not prescribe the time and place for the holding of regular meetings, such regular meetings shall be held at the time and place specified by the President in the notice of such regular meeting.

Section 4.5. SPECIAL MEETINGS. Special meetings of the Board may be called by or at the direction of the President, the President-Elect, or the written request of one-third of the members of the Board, such meetings to be held at such time and place as shall be designated in the notice thereof.

Section 4.6. NOTICE. Except as otherwise provided herein, notice of the time and place of any meeting of the Board shall be published in writing at least seven (7) days previous thereto. In the case of a special meeting, a written notice including the general nature of the business to be considered shall be given at least five (5) days previous thereto. If agreed to by a majority of the Board, a special meeting of the Board may be held after notice by telephone or word of mouth to each member at least two (2) days before the meeting. Any member of the Board may waive notice of any meeting. The attendance of a member of the Board at any meeting shall constitute a waiver of notice of such meeting, except where a member of the Board attends a meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of any regular or special meeting of the Board need be specified in the waiver of notice of such meeting.

Section 4.7. QUORUM. At least fifty-one percent (51%) of the members of the Board shall constitute a quorum for the transaction of business at any meeting of the Board, unless otherwise specifically provided by law, the Articles of Incorporation of these Bylaws. Attendance shall be either in person or by telephonic connection whereby the distant member and those members present in person all hear and may speak to and be heard on the matters raised therein. If less than fifty-one (51%) of the members of the Board are present at such meeting, fifty-one percent (51%) of the members of the Board present may adjourn the meeting from time to time without further notice, until a quorum shall be present.

Section 4.8. MANNER OF ACTING.

4.8.1. Formal Action by Board. The act of the majority of the members of the Board present at a meeting at which a quorum is present shall be the act of the Board, unless the act of a greater number is required by statute, the Articles of Incorporation of these Bylaws.

4.8.2. Informal Action by Board. No action of the Board shall be valid unless taken at a meeting at which a quorum is present, except that any action which may be taken at a meeting of the Board may be taken without a meeting if a consent in writing (setting forth the action so taken) shall be signed by all members of the Board.

Section 4.9. RESIGNATIONS AND REMOVAL. Any member of the Board may resign from the Board at any time by giving written notice to the President, President-Elect, Secretary/Vice-President, or the Treasurer and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any member of the Board may be removed from office at any time with or without cause by the Members of the Corporation.

Section 4.10. ATTENDANCE. Each member of the Board shall be required to attend at least fifty percent (50%) of all meetings per year of the Board duly convened pursuant to these Bylaws unless excused in writing by the President. Any such member who fails to meet this minimum requirement of attendance shall be deemed to have resigned such position effective the last meeting thereof during such year.

Section 4.11. COMPENSATION. Members of the Board, as such, shall not receive any stated salaries for their services, but by resolution of the Board a reasonable amount may be allowed as reimbursement of expenses incurred in attending to their authorized duties; provided, however, that, subject to the provisions herein concerning duality of interest, nothing herein contained shall be construed to preclude any member of the Board from serving the Corporation in any other capacity and receiving compensation therefor.

Section 4.12. PROCEDURE. The Board may adopt its own rules of procedure, which shall not be inconsistent with the Articles of Incorporation, these Bylaws or applicable law. In the absence of the Board adopting its own special rules of procedure as provided for herein, Robert's Rules of Order shall serve as the rules of procedure to be followed.

Section 4.13. LIMITATIONS ON BOARD POWERS. Any provision of these Bylaws to the contrary notwithstanding, the Corporation and its Board of Trustees shall not, without the prior approval of the Members of the Corporation:

4.13.1. Amend these Bylaws or the Articles of Incorporation of the Corporation, unless the amendment does not deal substantially with the rights of members; or

4.13.2. Approve a plan of dissolution of the Corporation; or

4.13.3. Approve a plan of merger or consolidation of the Corporation with another Corporation; or

4.13.4. Organize or acquire, or authorize or approve the organization or acquisition of, any subsidiary or affiliate of the Corporation.

ARTICLE V

BOARD COMMITTEES

Section 5.1 BOARD COMMITTEES

5.1.1. Standing Committees. The President and President-Elect of the Board shall be ex officio and voting members of each of the Standing Committees, and shall be notified and may attend any and all meetings of these committees. The President shall appoint the additional members of the Standing Committee, who need not be Trustees, upon recommendation of the Board. The Standing Committees of the Corporation and their duties shall include:

Committee Duties, Composition and Tenure include:

5.1.1.a. Bylaws Committee

Duties shall be to (1) review periodically the Articles of Incorporation and Bylaws, (2) to receive and/or consider suggestions from members of the corporation, and (3) to make recommendations to the Board regarding proposals to amend the Bylaws or Articles of Incorporation.

Composition and Tenure. The Committee shall consist of three (3) members. Unless necessary to provide proper staggering, the term of appointments is for three (3) years and no member may serve for more than four (4) consecutive years. A new member shall be appointed yearly. The senior member shall serve as Chair, and, if requested by the standing President, may serve an additional year as an ex officio, non-voting advisor.

5.1.1.b. Nominating Committee

Duties shall be to recommend to the membership appropriate candidates for elected office including Trustee within the Corporation and to provide a list of appropriate candidates for open positions on the Council. The annual slate of candidates provided shall include, but not be limited to, President, President-Elect, Secretary/Vice-President, Treasurer, Historian and one or more Trustees. The Treasurer must be selected from the current Members at Large or someone that has previously served in that Board position. The President, President-Elect, and Treasurer are determined by the line of succession (i.e., Treasurer shall become Secretary/Vice-President, Secretary/Vice President shall become President-Elect who then shall become President. Officers and Trustees serving multi-year terms shall be nominated, if appropriate, according to the Bylaws. Member under the age of 40 will also be nominated by the Nominating Committee. If necessary, a Treasurer may be nominated directly.

Composition and Tenure shall include the most immediately-available Past President who shall serve as Chair. Other members shall not be or have been an Officer of the Corporation in the past two years or have served the preceding year on this Committee and shall include: (1) an elected representative from the Council, (2) Two (2) members elected from the general membership at an annual meeting from open nominations from the floor, and (3) a member of the Corporation or Past President appointed by the President.

5.1.1.c. Finance Committee

Duties shall be to monitor the financial status of the Corporation and to advise the Officers and Board of Trustees of fiscal activities, budget considerations, and plans.

Composition and Tenure. The Treasurer shall serve as Chair. Committee members will include: (1) The most immediate Past President, (2) the Secretary/Vice-President, and (3) a member of the Council to be appointed for a three (3)-year term by the President.

5.1.1.d. Program Committee

Duties shall be to coordinate the scientific/educational aspects of the annual meeting; shall be to advise the Board on the selection of the Distinguished Southern Orthopaedist and other honorary awards of the Corporation; shall be to determine the number and type of awards to be granted at the Annual Meeting and any other educational event; and shall be to foster, to encourage, and to develop educational opportunities for the practice of orthopaedic surgery. In particular, the Committee as a whole shall serve as an advisory group in developing specialty programs, providing educational concepts, and implementing workshops and educational endeavors.

Composition and Tenure. It shall consist of three (3) or more members, each serving a three (3) year term, unless appointed specifically for a shorter term, at the discretion of the President and/or Chair. Members are eligible for reappointment for one (1) additional three (3) year term. A Committee member shall be designated by the President-Elect and shall be expected to serve in that capacity for one (1) year to be followed by a year as Chair, and an additional advising year as Past Chair. The Secretary/Vice-President will be invited to nominate from the general membership one (1) member each year, who may be designated as Chair-Elect for the following year.

The Editor of the *Journal*, by virtue of that position, shall be a voting member of the Committee. The Committee will have no power over editorial content of the *Journal*. With the exception of Editor, no member is to serve more than two (2) three (3)-year terms unless an additional year of service is necessary to maintain Committee continuity or to facilitate the staggering of new appointees.

5.1.1.e. Publication Board Committee

Duties shall be to oversee the financial aspect of the *Journal of Surgical Orthopaedic Advances*. The committee shall have at least three (3) meetings a year; shall oversee the administration of the *Journal* and other publications or mechanical communications (e.g., audio, video, etc) of the Corporation. The Program and Education Committee does not exercise editorial influence upon the *Journal*. The Editor of the *Journal* shall serve as Chair and may, if requested, serve in an ex officio, non-voting capacity for one (1) year following retirement from the editorship.

Composition and Tenure. It shall consist of not less than three (3) or more than five (5) members, each serving a term of not more than five (5) years.

5.1.2. Ad Hoc Committees. Ad Hoc committees as deemed necessary or desirable by the President may be appointed annually to undertake such activities or to discharge such duties as shall be

designated for such Committee.

Section 5.2. QUALIFICATION AND TENURE. A Board Committee shall consist of two (2) or more persons appointed by the President in accordance with the Bylaws and upon approval by the Board. Tenure is for one (1) year unless specified by the Bylaws.

Section 5.3. MEETINGS. Meetings of a Board Committee may be called by or at the direction of the chairman of the Board Committee or a majority of the members of the Board Committee then in office, to be held at such time and place as shall be designated in the notice of the meeting.

Section 5.4. NOTICE. Notice of the time and place of any meeting of a Board Committee shall be published in writing by the person(s) calling the meeting at least seven (7) days previous thereto. If agreed to by a majority of the members of a Board Committee, a special Committee meeting may be held after notice by telephone or word of mouth to each member at least two (2) days before the meeting. Any member of a Board Committee may waive notice of any meeting. The attendance of a member of a Board Committee at any meeting shall constitute a waiver of notice of such meeting, except where a member of a Board Committee attends a meeting for the express purpose because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any meeting of a Board Committee need be specified in the notice or waiver of notice of such meeting unless required by statute.

Section 5.5. QUORUM. A majority of the members of a Board Committee, but not less than two (2) members thereof, shall constitute a quorum for the transaction of business at any meeting of the Board Committee, unless otherwise specifically provided by the Articles of Incorporation or these Bylaws. Attendance shall be either in person or by telephonic connection whereby the distant member and those members present in person all hear and may speak to and be heard on the matters raised therein. If less than a majority of the members of the Board Committee are present at such meeting, a majority of the members of the Board Committee present may adjourn the meeting from time to time without further notice, until a quorum shall be present.

Section 5.6. MANNER OF ACTING.

5.6.1. Formal Action by a Board Committee. The act of a majority of the members of a Board Committee present at a meeting at which a quorum is present shall be the act of the Board Committee, unless the act of a greater number is required by statute, the Articles of Incorporation, these Bylaws or by resolution of the Board.

5.6.2. Informal Action by a Board Committee. No action of a Board Committee shall be valid unless taken at a meeting at which a quorum is present, except that any action which may be taken without a meeting if a consent in writing (setting forth the action so taken) shall be signed by all members of the Board Committee.

Section 5.7. RESIGNATIONS AND REMOVAL. Any member of a Board Committee may resign therefrom at any time by giving written notice to the chairman of the Committee, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any member of a Board Committee may be removed from office at any time by the Board in its sole discretion without assigning any cause pursuant to a resolution adopted by a majority of the members of the Board.

Section 5.8. VACANCIES. Any vacancy occurring in the membership of a Board Committee and any membership thereon to be filled by reason of an increase in the number of members of the Board Committee shall be filled by the President.

Section 5.9. COMPENSATION. Members of a Board Committee, as such, shall not receive any stated salaries for their services, but by resolution of the Board a reasonable amount may be allowed as reimbursement of expenses incurred in attending to their authorized duties; provided, however, that, subject to the provisions herein concerning duality of interest, nothing herein contained shall be construed to preclude any member on a Board Committee from serving the Corporation in any other capacity and receiving compensation therefor.

Section 5.10. PROCEDURE. The chairman for each Board Committee may appoint a vice-chairman or co-chairman for such Board Committee. A Board Committee may adopt its own rules of procedure which shall not be inconsistent with the Articles of Incorporation, these Bylaws or applicable law. In the absence of a Board Committee adopting its own special rules of procedure as provided for herein, Robert's Rules of Order shall serve as the rules of Procedure such committee shall follow.

ARTICLE VI

OFFICERS

Section 6.1. OFFICERS. The Officers of the Corporation shall be President, President-Elect, Secretary/Vice-President, Treasurer, Historian, ex officio and non-voting and the Immediate Past President. All Officers shall be active members of the Corporation and shall be elected by the active membership. When the incumbent of an office is unable to perform the duties thereof or when there is no incumbent of an office, both such situations referred to hereafter as the "absence" of the Officer, the duties of the office shall, unless otherwise provided by the Board or these Bylaws, be performed by the next Officer set forth in the following sequence: President, President-Elect, Secretary/Vice-President, and Treasurer.

Section 6.2. ELECTION AND TENURE. The President, President-Elect, Secretary/Vice-President and Treasurer shall each serve for one (1) year; and they may not succeed themselves in office. Election to Treasurer includes succession to Secretary/Vice-President, President-Elect, President and Immediate Past-President. If the retirement of the Treasurer is unforeseen or unanticipated, the Nominating Committee shall recommend a candidate for Treasurer.

The Historian shall hold office for a term of three (3) years and may be eligible for one (1) additional three (3) year term. After serving for two (2) three (3) year terms is ineligible for re-election to this office.

Section 6.3. RESIGNATIONS AND REMOVAL. Any Officer may resign at any time by giving written notice to the President, the President-Elect, Secretary/Vice-President or to the Treasurer, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any Officer may be removed by the Board whenever in its judgment the best interests of the Corporation would be served thereby.

Section 6.4. VACANCIES. A vacancy in any office may be filled by the Board for the unexpired portion of the term.

Section 6.5. PRESIDENT. The President of the Board shall preside at all meetings of the Board of Trustees and shall exercise and perform such other powers and duties as may from time to time be assigned to him/her by the Board of Trustees of these Bylaws. The President shall also have the ultimate responsibility to make certain that the conduct of the Corporation is consistent with the Articles of Incorporation and the policy of the Board. The President may sign, with the Secretary/Vice-President or any other Officer authorized by the Board any deeds, mortgages, bonds, contracts or other instruments which the Board has authorized to be executed, except in cases where the signing shall be expressly delegated by the Board, by these Bylaws or by statute, to some other officer or agent of the Corporation. In addition, the President shall exercise and perform such other powers and duties as may be from time to time be assigned to him/her by the Board of Trustees or these Bylaws or as are incident to the office of President.

Section 6.6. PRESIDENT-ELECT. The President-Elect shall make himself/herself acquainted with the duties of the President and shall perform such other duties as may be assigned to him/her by the President, or these Bylaws.

Section 6.7. SECRETARY/VICE-PRESIDENT. The Secretary/Vice-President shall subject to the direction of the President, cause to be kept a record of meetings of the Board and all Board Committees in one or more books provided for that purpose; assure that all notices are given in accordance with the provisions of these Bylaws and as required by law; be custodian of the seal of the Corporation; shall countersign, when required, all authorized bonds, contracts, deeds, mortgages, leases, or other legal instruments; and in general perform all duties incident to the office of a Secretary and such other duties as from time to time may be assigned to the Secretary/Vice-President by the President, the Board, or these Bylaws.

Section 6.8 TREASURER. The Treasurer shall subject to the direction of the President, have charge and custody and be responsible for all funds and securities of the Corporation; to deposit the same in any bank or banks as the Board of Trustees may designate and shall keep regular full and accurate accounts of all receipts and disbursement, and in general perform all the duties incident to the office of Treasurer. In fulfillment of the duties of the Treasurer, the Treasurer shall be familiar with the fiscal affairs of the Corporation and keep the Board informed thereof. If required by the Board, the Treasurer shall give a bond for the faithful discharge of the Treasurer's duties in such sum and with such surety as the Board shall determine.

Section 6.9. HISTORIAN. The Historian shall be responsible for maintaining and supervising the documentation of the history of the Corporation and for providing historical continuity at all meetings of the Board and Membership as an ex officio, non-voting member.

Section 6.10. IMMEDIATE PAST PRESIDENT. The Immediate Past President shall serve in this position for a period of one year and assume the responsibility of Co-Chairman of the Board of Councilors, which serves as the Membership Committee of the Association. The Immediate Past President will preside, along with the other Co-Chairman that is appointed by the President, over the Board of Councilors Meeting which will take place at the Association's Annual Meeting.

Section 6.11. COMPENSATION. Officers, as such, shall not receive any stated salaries for their services, but by resolution of the Board a reasonable amount may be allowed as reimbursement of expenses incurred in attending to their authorized duties; provided, however, that subject to the provisions herein concerning duality of interest, nothing herein contained shall be construed to preclude any Officer from serving the Corporation in any other capacity and receiving compensation therefor.

Section 6.12. BONDS OF OFFICERS. The Board may secure the fidelity of any or all such Officers by bond or otherwise, in such terms and with such surety or sureties, conditions, penalties or securities as premiums for such bond or bonds shall be paid out of the corporate funds of the Corporation.

Section 6.13. DELEGATION. The Board may delegate temporarily the powers and duties of any Officer, in case of such Officer's absence or for any other reason, to any other Officer, and may authorize the delegation by any Officer of any of such Officer's powers and duties to any agent or

employee subject to the general supervision of such Officer.

ARTICLE VII

BOARD OF COUNCILORS

Section 7.1. DESIGNATION OF COUNCILORS. One Councilor shall be appointed from each of the sixteen states and the District of Columbia in which the Members of the Corporation reside. Councilors shall be appointed by the President after consideration of recommendations of the Nominating Committee and approval by the Board.

Section 7.2. DUTIES OF COUNCILORS. Each Councilor shall represent the Corporation in the state in which such Councilor resides and shall seek to stimulate interest in such state in the activities of the Corporation. Councilors shall plan, recommend, facilitate and implement all aspects of membership selection, development, promotion, and retention. Councilors shall be enthusiastic advocates of the Southern Orthopaedic Association; be liaisons between the Southern Orthopaedic Association and their state and local Orthopaedic Associations; work with the SOA staff on soliciting SOA membership in their states and recruit five new members; make an appointment to meet with two sponsors/exhibitors at the Annual Meeting to encourage their future support and express appreciation for current support; contact the residency program directors of the training programs in their state and make sure the abstract/meeting materials are distributed to the residents; give a short informational presentation at their state orthopaedic meetings and relay any comments or suggestions back to the SOA headquarters office; provide the Southern Orthopaedic Association staff with a list of officers and members of their State Orthopaedic Associations annually; and attend the Southern Orthopaedic Association Annual Meeting. The Council shall elect one member to serve on the Nominating Committee each year.

7.2.1. TENURE. Councilors shall be appointed for a three (3) year term and may succeed themselves once; no Councilor is to serve for more than six (6) years. Members of Council shall be as much as possible divided into three equal groups staggered in order to appoint or reappoint approximately one-third of the members of Council each year.

7.2.2. QUALIFICATION. Councilors may not have served as an elected official - Officer or Trustee of the Corporation. If elected as a Member of the Board, a new Member must be appointed to the Council.

Section 7.3. MEETINGS. The Councilors shall meet in session annually at the time of the annual meeting of the Corporation, but may have such other meetings, upon the approval of the Board of Trustees, as shall be needful or desirable for the discharge of their duties.

Section 7.4. MEETINGS OF THE COUNCIL. The conduct of meetings, the notice for meetings, and the manner of acting, and all other matters shall be governed by the same provisions as are provided in Article V for Board Committees.

ARTICLE VIII

DUES

Section 8.1.1. ANNUAL MEMBERSHIP DUES. The membership dues shall be as from time to time established by the Board of Trustees, payable annually in advance and membership shall begin upon such dates for new Members.

Section 8.1.2. NON-PAYMENT OF DUES. Any Member whose dues shall remain unpaid for three months shall be automatically suspended at the end of the three months, provided that on a full payment of his arrearage such Member shall be automatically reinstated as a member in good standing from the date of suspension.

ARTICLE IX

MISCELLANEOUS

Section 9.1. CONTRACTS. The Board may authorize any Officer or agent of the Corporation, in addition to the Officers so authorized by these Bylaws, to enter into any contract or execute any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 9.2. CHECKS, DRAFTS, ETC. All checks, drafts or other orders for the payment of money, and all notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such Officer or Officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board. In the absence of such determination by the Board, such instruments shall be signed by the Treasurer and countersigned by the President.

Section 9.3. DEPOSITS. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in one or more banks, trust companies or other depositories as the Board may from time to time designate, upon such terms and conditions as shall be fixed by the Board. The Board may from time to time authorize the opening and keeping, with any such depository as it may designate, of general and special bank accounts and may make such special rules and regulations with respect thereto, not inconsistent with the provisions of these Bylaws, as it may deem necessary.

Section 9.4. GIFTS. The Board may accept on behalf of the Corporation any contribution, gift, bequest or devise for and consistent with the general purposes, or for and consistent with any specific purpose, of the Corporation.

Section 9.5. BOOKS AND RECORDS. The Corporation shall keep correct and complete books and records of account and shall also keep records of the actions of the Corporation, which records shall be open to inspection by the Membership of the Corporation and members of the Board at any reasonable time.

Section 9.6. ANNUAL FISCAL REPORT. The President shall cause an Annual Report to be

submitted to the Board no later than 120 days after the close of each fiscal year of the Corporation.

Section 9.7. FISCAL YEAR; ACCOUNTING ELECTION. The fiscal year of and method of accounting for the Corporation shall be as the Board shall at any time determine.

Section 9.8. SEAL. The Board shall provide a corporate seal for use by the Corporation.

Section 9.9. NOTICE.

9.9.1. Effective Date. Unless otherwise specified herein, any notice required or permitted to be given pursuant to the provisions of the Articles of Incorporation, these Bylaws, or applicable law, shall be in writing, shall be sufficient and effective as of the date personally delivered or, if sent by mail, on the date deposited with the United States Postal Service prepaid and addressed to the intended receiver's last known address as shown in the records of the Corporation.

9.9.2. Waiver of Notice. Whenever any notice is required to be given under the provisions of the Alabama General Corporation Statute or Nonprofit Corporation Law of the State or under the provisions of the Articles of Incorporation, these Bylaws, or applicable law, a waiver thereof in writing signed by the persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. The attendance of a member at any meeting shall constitute a waiver of notice of such meeting, except where a member attends a meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

Section 9.10. INDEMNIFICATION OF MEMBERS OF THE BOARD, OFFICERS AND OTHERS. The Corporation shall indemnify any member of the Board or Officer or former member of the Board or Officer for expenses and costs (including attorney's fees) actually and necessarily incurred thereby in connection with any claim asserted by action in court or otherwise, by reason of such person being or having been such member of the Board or Officer, except in relation to matters as to which such person shall have been guilty of negligence or misconduct with respect to the matter in which indemnity is sought, and to the extent permitted by the provisions of the Nonprofit Corporation Law of the State. By order of the Board, the Corporation may, under comparable terms and limitations, indemnify employees and agents of the Corporation with respect to activities within the scope of their services as members of Board Committees, Officers or other officials of the Corporation.

Section 9.11. REVOCABILITY OF AUTHORIZATIONS. No authorization, assignment, referral or delegation of authority by the Board to any committee, Officer, agent or other official of the Corporation, or any other organization which is associated or affiliated with, or conducted under the auspices of the Corporation shall preclude the Board from exercising the authority required to meet its responsibility. The Board shall retain the right to rescind any such authorization, assignment, referral or delegation in its sole discretion.

Section 9.12 EMPLOYEES OF THE CORPORATION. The Board of Trustees may employ such personnel as it deems necessary or desirable for the efficient operation of the Corporation.

Section 9.13. RULES. The Board may adopt, amend or repeal rules (not inconsistent with these Bylaws) for the management of the internal affairs of the Corporation and the governance of its

Officers, agents, and Board Committees.

Section 9.14. VOTING OF SHARES OWNED BY THE CORPORATION. Unless otherwise ordered by the Board, the President shall have full power and authority on behalf of the Corporation to attend, to vote and to grant proxies to be used at any meeting of shareholders of any corporation or otherwise exercise rights of any entity in which the Corporation may hold stock or otherwise be a member. the Board may confer like powers upon any other person or persons.

Section 9.15. VOTE BY PRESIDING OFFICER. The person acting as presiding officer at any meeting held pursuant to these Bylaws shall, if a voting member thereof, be entitled to vote on the same basis as if not acting as presiding officer.

Section 9.16. GENDER AND NUMBER. Whenever the context requires, the gender of all words used herein shall include the masculine, feminine, and neuter, and the number of all words shall include the singular and plural thereof.

Section 9.17. ARTICLES AND OTHER HEADINGS. The Articles and other headings contained in these Bylaws are for reference purposes only and shall not affect the meaning or interpretation of these Bylaws.

ARTICLE X

AMENDMENTS TO BYLAWS

These Bylaws may be amended or repealed at any meeting of the Members by a majority vote of the Members present and voting and subsequently ratified by the Board of Trustees of this Corporation and further provided that notice of the proposed amendment or the provisions to be subject to repeal shall have been published in writing to each Member not fewer than thirty (30) days prior to the date of such meeting. The Board may approve any provision that does not deal substantially with the rights of members.