

**BYLAWS
OF
DELAWARE SOCIETY OF ORTHOPAEDIC SURGEONS**

ARTICLE I

Name and Purpose

Section I - Name

The corporation shall be known as the Delaware Society of Orthopaedic Surgeons (hereinafter referred to as the “Society”).

Section II – Purpose

The purposes of the Society are educational and professional within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986, as amended, including, but not limited to elevating the standards of orthopaedic surgery and educating the public and the profession with respect to orthopaedic surgical care.

ARTICLE II

Members

Section 1 - Classes of Members

The Chapter shall have two classes of members: fellows and members. The qualifications for membership in the respective classes are as follows:

(a) Active Fellows:

Active members shall be Fellows and Associate Fellows of the American Association of Orthopaedic Surgeons residing or practicing in Delaware who apply for membership in the Society and agree to comply with its bylaws.

(b) Affiliate Members:

Affiliate members shall be Resident Members of the American Association of Orthopaedic Surgeons residing or practicing in Delaware who apply for membership in the Society and agree to comply with its bylaws.

An application procedure for obtaining active and affiliate membership shall be established by the council.

Section 2 - Voting and Office-Holding Rights

Only active members of the Society shall be eligible to vote and hold office in the Society. Affiliate shall be eligible to serve on the council and the committees of the Society.

Section 3 - Termination of Membership

Membership in the Society shall terminate:

- (a) Upon the receipt by the council of the written resignation of a member;
- (b) Upon the failure of a member to pay dues for a period of two consecutive years after such members shall have been notified in writing of such delinquency.
- (c) In the case of an active member, when such member shall cease to be a Fellow or Associate Fellow of the American Association of Orthopaedic Surgeons; in the case of an affiliate member, when such member shall cease to be an Affiliate Member of the American Association of Orthopaedic Surgeons.

Section 4 - Reinstatement of Membership

A person whose membership in the Society has been terminated due to nonpayment of dues may be reinstated upon payment in full of such dues owed to the Society for the current year. An active or affiliate member whose membership in the Society has been previously terminated due to such member's ceasing to be an Active Fellow or an Associate Fellow of the American Association of Orthopaedic Surgeons, may be reinstated if reinstated as a Fellow or Affiliate Fellow of the American Association of Orthopaedic Surgeons. Reinstatement shall be by action of the Council.

ARTICLE III Meetings of Members

Section 1 - Annual Meeting

An annual meeting of the members of the Society shall be held in the last quarter in each year for the purpose of electing officers and councilors and for the transaction of such other business as may come before the meeting. If the annual meeting is not held during this quarter, the council shall cause it to be held as soon thereafter as may be convenient.

Section 2 - Special Meetings

Special meetings of the members may be called at any time by the President, by the Council, or by twenty percent of the voting membership.

Section 3 - Notice of Meeting

Printed notice stating the place, day, and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered to each member not less than twenty-one days before the date of the meeting. Such notice will be sent by mail, email and fax at the direction of the President or the Secretary/Treasurer or persons calling the meeting. The notice shall be deemed to be delivered when deposited in the United States mail with postage thereon prepaid, addressed to the member at his or her address as it appears on the records of the Chapter.

Section 4 - Voting Members

A voting member is defined as a member of the Society in good standing and whose dues are paid in full.

Section 5 - Voting Lists

The secretary /treasurer of the Society shall be responsible for providing before each meeting of members a complete list of voting members entitled to vote at such meeting arranged in alphabetical order.

Section 6 – Quorum

At any meeting of the membership, ten percent of the members of the Society including 1/3 of the voting members of the council will constitute a quorum; provided that if less than a quorum is present at said meeting, a majority of those present may adjourn the meeting to another time without further notice.

Section 7 - Manner of Acting

The act of a majority of the voting members present in person at a duly called meeting at which a quorum is present shall be the act of the members, unless the act of a greater number is required by statute or these bylaws.

Section 8 - Informal Action by Membership

Any action required by statute or these bylaws to be taken at a meeting of members of the Society may be taken without a meeting by consent in writing, setting forth the action so taken, shall be signed by the majority of the members entitled to vote with respect to the subject matter thereof.

ARTICLE IV Officers

Section 1 – Officers

The officers of the Society shall consist of a President, a President-Elect (who shall serve as the Vice-President), a Secretary, and a Treasurer/Membership.

Section 2 - Election and Term of Office

The officers of the Society shall be elected by the voting members at the annual meeting. If election of such officers shall not be held at such meeting, such election shall be held as soon thereafter as may be convenient.

The President, President-Elect, Secretary and Treasurer/Membership may serve a term of two years. The President and President-Elect may be permitted to serve two consecutive terms in office. The Secretary and Treasurer/Membership may be permitted to serve three consecutive terms. Such members having served maximum terms shall be eligible for re-election after a period of four years from the expiration of their last election. Each officer shall hold office for the duration of said term or until his or her successor will have been duly elected and qualified.

Section 3 - Vacancies of Office

If a vacancy occurs in any office, except that of the President, the Society council will select a candidate to fill such vacancy. In the office of President, the President-elect will be chosen as prescribed in the previous sentence. The member so appointed to fill a vacancy shall serve for the unexpired term of his or her predecessor

ARTICLE V Duties of Officers

Section 1 - President

The President shall be the principal executive officer of the Society and shall in general supervise and direct all of the business and affairs of the Chapter, subject to the direction and control of the council. The President shall preside at all meetings of the members and of the council. The President shall appoint the members of all special and standing committees of the Society.

Section 2 – President-Elect

The President-Elect shall assist the President in the discharge of the duties of the President as the President may direct, and shall perform such other duties that from time to time may be assigned by the President or the Council. In the absence of the President or in the event of the President's inability or refusal to act, the President-Elect shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President.

Section 3 - Secretary

The Secretary shall (1) keep minutes of the meetings of the members and of the council in one or more books maintained for the purpose; (2) see that all meeting notices are duly given in accordance with statutes and these bylaws; (3) be custodian of the Society's records and seal, and (4) perform all duties customarily incident to the office of Secretary and such other duties as from time to time may be assigned by the President or the Council.

Section 4 – Treasurer/Membership

The Treasurer/Membership shall be the principal accounting and financial officer of the Society and shall (1) have charge of and be responsible for the maintenance of adequate books of account for the Society; (2) have charge and custody of all funds and securities of

the council and be responsible for the receipt and disbursement thereof; (3) deposit all funds and securities of the Society in such banks, trust companies, or other depositories as shall be selected by the council; (4) have charge of the membership book of the Society; (5) prepare before each meeting an alphabetical listing of all voting members; (6) keep a record of the mailing address of each member of the Society; (7) maintain a current roster of all Active Fellows and Affiliate Members, and (8) in general perform all of the duties customarily incident to the office of the Treasurer/Membership and such other duties as from time to time may be assigned by the President or the Council. If required by the Council, the Treasurer/Membership shall give a bond for the faithful discharge of the duties of that office in such sum and with such surety or sureties as the council shall determine the cost of any such bond or surety to be paid from the funds of the Society.

ARTICLE VI Council

Section 1 - General Powers

The property and affairs of the Society shall be managed by its council.

Section 2 – Composition

The council shall consist of the following:

- Officers of the Chapter
 - President
 - President-Elect
 - Secretary
 - Treasurer/Membership
- Board of Councilors Member
- Program Chair

Only the officers shall be voting members.

Section 3 - Election and Term of Office of the Councilors

The Board of Councilors Member of the Society shall be elected by the members at the annual meeting. The Board of Councilors shall serve a term of three years. The Board of Councilors may be reelected.

The Program Chair of the Society shall be elected by the members at the annual meeting. The Program Chair shall serve a term of two years. The Program Chair may be reelected.

Section 4 – Meetings

The Council shall meet at least twice a year. One meeting shall be held at the annual meeting. The other meetings shall be called at the request of the President. The President shall designate the date and location of these meetings.

Section 5 - Special Meetings

Special meetings may be called by the President or at the request of any three elected council members. The President shall fix the place for holding any such special meetings.

Section 6 – Notice

Printed notice of any special meeting of the council shall state the place, day, and hour of the meeting and the purpose or purposes for which the meeting is called. Such notice shall be given to each member of the council at least 21 days before the date of the meeting, either delivered personally or mail, email or fax to each member of the council at his or her address as shown in the records of the Society. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage prepaid.

Section 7 - Quorum

A majority of the members of the council shall constitute a quorum for the transaction of business at any meeting of the council; provided that if less than a quorum is present at said meeting, a majority of those present may adjourn the meeting to another time without further notice.

Section 8 - Manner of Acting

The act of a majority of the members of the council present at a duly called meeting at which a quorum is present shall be the act of the council, unless the act of a greater number is required by statute of these bylaws.

Section 9 - Meetings by Conference Call

Council members and non-councillor committee members may participate in and act at any meeting of the council or committee through the use of a conference telephone or other electronic communications equipment by means of which all persons participating in the meeting can communicate with each other. Participation in such meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating. Such meetings shall be subject to the same rules and procedures as in-person meetings.

ARTICLE VII Committees

Section 1 - Establishment and Composition

Committees may be established by resolution of the council adopted at any duly called and constituted meeting. The size, purposes, and powers of any committee shall be as provided in such resolution. Except as otherwise provided in such resolution, the President of the Society shall appoint the members of each committee. Any member of any committee may

be removed by the President, whenever, in his or her judgment, the best interests of the Society shall be served by such removal.

Section 2 - Term of Office

Each member of a committee shall continue as such until the next annual meeting of the council and until his or her successor is appointed or until such member's death, resignation, or removal, or until the committee shall be terminated.

Section 3 - Chair

One member of each committee shall be appointed chair of the committee by the President of the Society.

Section 4 - Vacancies

Vacancies in the membership of any committee shall be filled by appointments made by the President.

Section 5 - Quorum and Manner of Acting

Unless otherwise provided in the resolution of the council establishing a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a duly called meeting at which a quorum is present shall be the act of the committee.

ARTICLE VIII Fiscal Year

The fiscal year of the Society shall begin on the first day of January and end on the last day of December of each calendar year.

ARTICLE IX Dues

Annual dues shall be set by the council at its annual meeting. Additional assessments may be made by the council at any annual or special meeting. Annual dues shall be paid on or before January 1st of the year for which the dues are payable in the amount to be determined by the Council at the Annual Meeting.

Retired members shall be exempt from paying dues

ARTICLE X
Rules of Procedure

All questions of procedure regarding the affairs of this Society, including the conduct of meetings of the members, the council, and committees shall be governed by the current edition of Robert's "Rules of Order," except as otherwise provided by statute or these bylaws.

ARTICLE XI
American Association of Orthopaedic Surgeons

The Society is a legal entity, separate and distinct from the American Association of Orthopaedic Surgeons. The American Association of Orthopaedic Surgeons is not liable for any debts or obligations of the Society nor is the Society liable for debts or obligations of the American Association of Orthopaedic Surgeons.

Neither the Society, nor any of its officers or members, is authorized to represent or in any way bind the American Association of Orthopaedic Surgeons nor will any of them in any way hold themselves out as being so authorized.

ARTICLE XII
Indemnification

To the full extent permitted by law, unless due to the individual's gross negligence or willful misconduct, the Society may indemnify any and all of its councilors, officers, or committee members, and every former councilor, officer, or committee member, for certain expenses and other amounts paid in connection with legal proceedings in which any such person becomes involved by reason of serving in any such capacity with or for the Society. The Society may purchase and maintain insurance on behalf of any or all councilors, officers, or committee members against any liability asserted against any such person, and incurred in any such capacity, whether or not the Society would have the power to indemnify them against such liability under the provisions of this article or otherwise.

ARTICLE XIII
Amendments

These bylaws may be altered, amended, or repealed and new bylaws may be adopted by a two-thirds vote of the voting members present at any meeting of the Society, provided that written notice of the proposed change or changes shall have been given to each voting member in accordance with the requirements set forth in Article III.