

**RHODE ISLAND ORTHOPEDIC SOCIETY
BYLAWS**

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ARTICLE I

NAME AND OBJECTIVES

SECTION 1.01 Name

This organization shall be known as the Rhode Island Orthopedic Society.

SECTION 1.02 Objectives

The objectives of this Society are to: (i) promote and advance the science and art of orthopedic surgery, (ii) encourage and cultivate the exchange of information and dialog among physicians, (iii) advocate the provision of quality orthopedic care for all patients, (iv) enlighten and direct public opinion in regard to the problems of orthopedic surgery, and (v) cooperate with the American Academy of Orthopaedic Surgeons, and other national, regional, and state orthopedic surgery societies.

ARTICLE II

MEMBERSHIP

Section 2.01 Classes

There shall be four (4) classes of members in the Society: (i) active members, (ii) associate members, (iii) honorary members, and (iv) emeritus members.

Section 2.02 Active Members

The members of the Society as of this date shall continue as active members. From and after this date, active members shall: (i) possess the degree of Doctor of Medicine or Doctor of Osteopathy, (ii) hold licenses to practice medicine issued by the Rhode Island Department of Health, (iii) be actively engaged in the practice of medicine in the state of Rhode Island, (iv) specialize in the field of orthopedic surgery, and (v) be diplomats of the American Board of Orthopedic Surgery. Active members are entitled to all rights, benefits, and privileges of the Society, including the right to register for sessions of the Society, attend and participate in all general and special meetings, vote, hold office subject to the qualifications set by these Bylaws for particular offices, and serve on committees.

Section 2.03 Associate Members

Associate members shall: (i) possess the degree of Doctor of Medicine or Doctor of Osteopathy, (ii) hold licenses to practice medicine issued by the Rhode Island Department of Health, (iii) be actively engaged in the practice of medicine in the state of Rhode Island, and (iv) specialize in the field of orthopedic surgery. An associate member shall have all the privileges of an active member, but may not hold office or serve as chairperson of a committee.

Section 2.04 Honorary Members

Honorary membership may be conferred on persons who have achieved preeminence in the field of orthopedic surgery or related sciences, and other outstanding individuals in the health care field. Honorary members shall be exempt from payment of any dues and assessments and shall be entitled to all the privileges of active members, except the right to vote or hold office.

Section 2.05 Emeritus Members

Emeritus membership may be conferred on persons who are active members, but have retired from the active practice of orthopedic surgery, or, because of illness, request such status. Emeritus members shall be exempt from payment of any dues and assessments and shall be entitled to all the privileges of active members, except the right to vote or hold office.

Section 2.06 Membership Determination

A candidate for membership in the Society shall submit an application to the Membership Committee. The Membership Committee shall determine the eligibility of a candidate for membership in the Society. New members shall be elected, and changes in membership status shall be approved, by the active members and associate members of the Society upon nomination by the Membership Committee. The determination whether a person is eligible for membership in, or is a member of, the Society shall be made by the Membership Committee. Any request for change in membership status should be directed to the Membership Committee. An associate member who becomes a diplomat of the American Board of Orthopedic Surgery will automatically become an active member upon submission of his or her certification to the Membership Committee.

Section 2.07 Dues and Assessments

Active members and associate members are liable for such dues and assessments as shall be proposed by the Board of Directors and approved by the members. Upon written request for good cause to the Board of Directors, members may be granted a dues or assessment exemption or reduction. Annual dues will be determined by January 1 for each calendar year.

Section 2.08 Delinquency

A member is delinquent if his or her annual dues have not been received by the Society by May, of the current dues year, or he or she fails to pay an assessment by the, date specifically determined by the Board of Directors. A delinquent member shall be automatically suspended from membership during any period of delinquency, and his or her membership shall be forfeited if any such delinquent dues and/or assessments are not received by the Society within sixty (60) days after notice of delinquency has been mailed to the member's last known address by the Secretary-Treasurer.

Section 2.09 Maintenance of Membership

A member may retain membership only as long as he or she complies with the provisions of the Bylaws of the Society, and the principles of medical ethics of the American Medical Association

and the American Academy of Orthopaedic Surgeons. The Board of Directors may censure, suspend, or expel any member for such member's (i) violation of these Bylaws, (ii) failure to support the goals and objectives of the Society, or (iii) unethical or illegal conduct.

Section 2.10 Annual Meeting

The annual meeting of the members shall be held between April 1 and June 30 in each year, for the purpose of electing the members of the Board of Directors of the Society and transacting such business as may properly come before the meeting. If the day fixed for the annual meeting shall be a legal holiday in the state of Rhode Island, such meeting shall be held on the next succeeding business day.

Section 2.11 Special Meeting

Special meetings of the members of the Society may be called by the President of the Society or the Board of Directors and shall be called by the President at the written request of at least one-third (1/3) of the members.

Section 2.12 Place of Meeting

The annual meeting and any special meetings of the members shall take place at such location, either within or without the state of Rhode Island, as may be designated in the notice of the meeting.

Section 2.13 Notice of Meeting

Written notice stating the place, day, and hour and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered to the members not less than ten (10) nor more than sixty (60) days before the date of the meeting and shall be deemed delivered either when personally delivered or when deposited in the United States mail with postage prepaid; provided, however, the President, in an emergency, may call a special meeting upon whatever notice is deemed reasonable by the President.

Section 2.14 Registration

Before a member may attend and participate in proceedings or activities of the annual meeting or any special meeting, he or she must register under such procedures as the Secretary-Treasurer may determine.

Section 2.15 Quorum

Thirty-three (33 %) percent of the members entitled to vote shall constitute a quorum for the transaction of business at the annual meeting and all special meetings of members.

Section 2.16 Voting

All members of the Society may attend any annual or special meeting of the members, and may participate in any such meeting, subject only to the provisions of Section 2.14, and such reasonable parliamentary rules as may be adopted. Except as limited by these Bylaws, each active member and associate member shall be entitled to one vote on each matter submitted to a vote of the members. The vote of a majority of the members entitled to vote in attendance at a meeting at which a quorum is present shall be the action of the members.

Section 2.17 Action by Members Without Meeting

Any action which may be taken at a meeting of the members may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all of the active members and associate members with respect to the subject matter thereof.

ARTICLE III

OFFICERS

Section 3.01 Officers

The officers of the Society shall be the President, Vice President, Secretary-Treasurer, and Academy Delegate. Only active members may be officers of the Society. In addition to the rights and duties provided elsewhere in these Bylaws, or as custom and parliamentary usage may require, the officers shall have the rights and duties assigned to them in this Section 3.01.

Section 3.01(a) President

The President shall be the chief executive officer of the Society. He or she shall preside at all meetings of the Society and the Board of Directors, serve as a member of the Board of Directors, act as the spokesperson of the profession in the state of Rhode Island, appoint and discharge all committees, fill all vacancies in committees of the Society, and serve as an ex officio member of all committees. He or she shall report at the annual meeting of the Society on the activities and other matters of the Society during the preceding year, and shall make such recommendations for future action of the Society as he or she may determine to be in its best interest. The President shall also serve as Councilor to the Council of the Rhode Island Medical Society or, if he or she declines to serve, shall appoint one active member to serve as Councilor at the annual meeting of the Society in even years.

Section 3.01(b) Vice President

The Vice President shall perform all of the duties of the President in the absence or disability of the President. He or she shall assist the President in the performance of his or her duties, and shall perform such other duties as may be delegated to him or her. The Vice President shall serve as a member of the Board of Directors.

Section 3.01(c) Secretary-Treasurer

The Secretary-Treasurer shall keep a record of the proceedings of all meetings of the Society and the Board of Directors, notify members of meetings, officers of their elections, committee members of their appointments and duties, and send all notices required by these Bylaws. He or she shall maintain a correct list of the names and addresses of all members of the Society. The Secretary-Treasurer shall supervise the finances of the Society, shall collect, receive, hold and disburse all monies and evidence of property as directed from time to time by the Board of Directors, shall submit his or her accounts for appropriate audit and shall report concerning the financial operations and status of the Society at the annual meeting. He or she shall have charge of all books and records of the Society. The Secretary-Treasurer shall serve as a member of the Board of Directors. During the absence or disability of the Secretary-Treasurer, the Board of Directors may delegate his or her powers and duties to any other member of the Board of Directors.

Section 3.01(d) Academy Delegate

The Academy Delegate shall represent the Society to the Board of Councilors of the American Academy of Orthopaedic Surgeons in conformity with the applicable provisions of the Academy's charter and bylaws. The Academy Delegate must be a member of the Academy. The Academy Delegate shall serve as a member of the Board of Directors.

Section 3.02 Election and Term

The members of the Society at the annual meeting in even years shall elect the following officers to serve two-year terms: President, Vice President, and Secretary-Treasurer. At every third annual meeting, the members of the Society shall elect the Academy Delegate, to serve a three year term. . No member may serve consecutive terms as President, Vice President, or Secretary-Treasurer, .or more that) two (2) terms, whether or not consecutive, as Academy Delegate. Each officer elected by the Society shall assume office at the close of the annual meeting of the Society at which he or she is elected and shall serve until his or her successor shall have been duly elected or until such officer's death, resignation or removal.

Section 3 .03 Nominations

Nominations for officers will be made by the Nominating Committee and presented in the written notice for the annual meeting. Counter nominations for officers may be submitted at the annual meeting.

Section 3.04 Removal of Officers

Any officer may be removed by the members, whenever in the judgment of the members; the best interests of the Society will be served thereby. The removal shall be by the affirmative vote of the same proportion of members which was required to elect such officer.

Section 3.05 Vacancies

If the President dies, resigns, is removed, or is otherwise unable to serve before the expiration of his or her term, the Vice President shall succeed to the office of President. Vacancies occurring in other offices for any reason, including the death, resignation, or removal of an officer, shall be filled by appointment by the Board of Directors, but an election shall be held at the next meeting of the members of the Society to fill such vacancy for the unexpired portion of the term.

ARTICLE IV

BOARD OF DIRECTORS

Section 4.01 General Powers

In addition to the duties and authority specifically delegated to the Board of Directors elsewhere in these Bylaws, the Board of Directors shall manage the property, affairs, and business of the Society.

Section 4.02 Composition

The number of directors of the Society shall be seven (7), and shall consist of the President, the Vice President, the Secretary-Treasurer, the Academy Delegate, and two active members elected by the members of the Society as representatives at large. In addition, the immediate past president of the Society shall be an ex officio member of the Board of Directors. The members of the Society at the annual meeting in even years shall elect the two representatives at large to the Board of Directors. No member may serve consecutive terms as representative at large on the Board of Directors. Unless sooner removed, each member of the Board of Directors shall serve until his or her successor shall have been duly elected and qualified.

Section 4.03 Annual Meeting

There shall be an annual meeting of the Board of Directors to be held immediately after the close of the annual meeting of the members of the Society. No notice thereof shall be required. At the annual meeting, the Board of Directors shall transact such business as may properly come before the meeting.

Section 4.04 Special Meetings

Special meetings of the Board of Directors may be called by or at the request of the President or any two (2) members of the Board of Directors or ten (10%) percent of the active members. Any such meeting may be held by means of a telephone conference circuit or similar communication equipment and connection to such circuit shall constitute presence at such meeting.

Section 4.05 Notice

Notice of any special meeting of the Board of Directors shall be given at least five (5) days prior to the date thereof and shall designate the date, time, and location for the meeting; provided, however, the President, in an emergency, may call a special meeting upon whatever notice is deemed reasonable by him or her. The notice shall be deemed delivered either when personally delivered or when deposited in the United States mail with postage prepaid. Neither the business to be transacted at, nor the purpose of, any meeting of the Board of Directors need be specified in the notice of such meeting.

Section 4.06 Quorum

A majority of the members of the Board of Directors fixed pursuant to Section 4.02 of this Article IV shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

Section 4.07 Voting

The vote of a majority of the members of the Board of Directors in attendance at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 4.08 Action by Directors Without Meeting

Any action which may be taken at a meeting of the Board of Directors may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all of the members of the Board of Directors with respect to the subject thereof.

Section 4.09 Removal of Directors

Any member of the Board of Directors elected by the members may be removed by them whenever, in the judgment of the members, the best interests of the Society will be served thereby. The removal shall be by the affirmative vote of the same proportion of members which was required to elect such member of the Board of Directors.

Section 4.10 Vacancies

Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining members of the Board of Directors. A member elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

Section 4.11 Visitors and Guests

The privilege of attending any annual or special meeting of the members of the Society or of the Board of Directors may be extended to any individual by the President, subject to the approval, direction, and imposition of conditions of the Board of Directors.

ARTICLE V

FINANCE

Section 5.01 Funds

Funds for the conduct of the affairs of the Society may be raised by (i) annual dues from members and assessments as determined pursuant to Section 2.07 of Article II, (ii) by voluntary contributions, bequests, and other gifts, and (iii) in any other manner approved by the Board of Directors.

Section 5.02 Fiscal Year

The fiscal year of the Society shall be from June 1 to May 31 in each year.

Section 5.03 Supervision

The power and duty to supervise the funds, investments, and expenditures of the Society shall be vested in the Board of Directors. The Board of Directors shall receive the audited accounts of the Secretary-Treasurer and other agents of the Society and present a statement of these accounts in its annual report to the Society. The authority to sign checks, singly, shall be vested in the President and the Secretary-Treasurer.

ARTICLE VI

COMMITTEES

Section 6.01 Council

The Council of the Society shall be comprised of the chairpersons of the standing committees. The President and the Secretary-Treasurer of the Society shall be ex officio members of the Council. The Council shall be responsible for providing advice and counsel, upon request, to the Board of Directors, and will serve as an advisory body to consult with and assist the Board of Directors in its deliberations and activities. Meetings of the Council may be called from time to time by the Board of Directors.

Section 6.02 Standing Committees

The standing committees of the Society shall be a Quality Care Committee, a Scientific Meeting Committee, a Public Relations Committee, a Workers Compensation Committee, a Practice Economics Committee, a Membership Committee, a Nominating Committee, and a Social Committee. The President and the Secretary-Treasurer of the Society shall be ex officio members of the standing committees.

Section 6.03 Appointment of Standing Committees

As soon as practicable after the election of officers at an annual meeting, the Board of Directors shall appoint the chairpersons of the standing committees who will serve for a period of two (2) years. Each standing committee shall be comprised of three (3) or more members of the Society appointed by its Chairperson. The members of all standing committees shall hold office until the appointment of their successors.

Section 6.04 Special Committees

The President may appoint, subject to the approval of the Board of Directors, such special committees as may from time to time be deemed suitable, necessary, or convenient to aid in accomplishing the purposes of the Society. The members, duties and powers of any such committee and the term of such committee and its members shall be prescribed by the President, subject to the approval of the Board of Directors. The President and Secretary-Treasurer of the Society shall be ex officio members of all such committees.

Section 6.05 Vacancies

The President shall have the power to fill vacancies in the membership of any committee from among the members of the Society.

Section 6.06 Qualifications

Only active members of the Society shall be eligible for appointment as the Chairperson of a committee. Members of committees may serve for successive terms, and may also serve concurrently on more than one committee. Associate members may serve as members of committees but not as chairpersons.

Section 6.07 Reports

Each committee shall deliver a written report of its activities to the Board of Directors, no less frequently than once each year, and from time to time upon the request of the Board of Directors.

Section 6.08 Quorum

A majority of the number of committee members of the Society shall constitute a quorum for the transaction of business at any meeting of a standing or special committee.

ARTICLE VII

ETHICS

The Code of Ethics of the American Medical Association and the American Academy of Orthopaedic Surgeons, each as amended and in effect from time to time, shall govern the conduct of members of the Society in their relations to each other and to the public.

ARTICLE VIII

RULES OF ORDER

Unless otherwise provided in these Bylaws, all annual and special meetings of the members of the Society and the Board of Directors and standing committees, and all questions of order and procedure, shall be governed by the parliamentary rules and usages contained in Roberts' Rules of Order.

ARTICLE IX

INDEMNIFICATION

Section 9.01 Indemnification of Officers, Trustees and Members of Committees

The Society shall indemnify to the fullest extent permitted under Rhode Island General Laws ~ 7-6-6, as amended from time to time, or any other applicable law related or succeeding thereto then in effect, every member of the Board of Directors, non-employee officer, and member of a committee of the Society made a party to a proceeding by reason of such person being or having been a member of the Board of Directors, non-employee officer, or member of a committee of the Society against judgments, penalties, fines, settlements and reasonable expenses actually incurred, including those expenses actually incurred prior to the final disposition of such proceeding, subject to limitations, if any, contained in Rhode Island General Laws § 7-6-6, as amended from time to time, or in any other applicable law related or succeeding thereto in effect.

Section 9.02 Indemnification of Employees

The Society may indemnify to the fullest extent permitted under Rhode Island General Laws § 7-6-6, as amended from time to time, or any other applicable law related or succeeding thereto then in effect, any employee made a party to a proceeding by reason of such person being or having been an employee of the Society against judgments, penalties, fines, settlements and reasonable expenses actually incurred, including those expenses actually incurred prior to the final disposition of such proceeding, subject to the limitations, if any, contained in Rhode Island General Laws § 7-6-6, as amended from time to time, or in any other applicable law related or succeeding thereto then in effect; provided, however, if such employee is made a party to a proceeding by reason of also being or having been a non-employee officer, member of the Board of Directors or member of a committee of the Society, then the Society shall indemnify the employee against those judgments, penalties, fines, settlements and reasonable expenses actually incurred in connection with such employee's service as a non-employee officer, member of the Board of Directors, or member of a committee of the Society in accordance with Section 9.01 of this Article IX, and the Society may indemnify the employee against those judgments, penalties, fines, settlements and reasonable expenses actually incurred in connection with such employee's service as an employee.

Section 9.03 Reservation of Authority

Nothing herein contained shall limit the authority of the Society to indemnify a person in accordance with the provisions of Rhode Island General Laws §7-6-6, as amended and in effect from time to time.

ARTICLE X

AMENDMENTS

These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by an affirmative vote of two-thirds (2/3) of the active and associate members at any annual or special meeting of the members, notice of which shall specify such change.

**RHODE ISLAND ORTHOPEDIC SOCIETY
BYLAWS CERTIFICATE OF AUTHENTICITY**

I, **Sidney Migliori, MD**, President of the Rhode Island Orthopedic Society certify that the foregoing is a true copy of the current bylaws followed by the Society and last amended on June 13, 1995.

PRESIDENT'S SIGNATURE