

# POSNA Bylaws

## ARTICLE I

### *NAME*

The name of this corporation shall be the Pediatric Orthopaedic Society of North America (hereafter the "Society").

## ARTICLE II

### *OBJECTIVES AND PURPOSE*

The objective of this Society shall be the advancement of pediatric orthopaedic surgery. Pediatric orthopaedic surgery is the medical specialty that includes the investigation, preservation, restoration and development of the form and function of the musculoskeletal system and associated structures by medical, surgical and physical methods through the period of growth and development.

The Society shall be devoted to improving the care of children with musculoskeletal disorders through education (of its members, other health care professionals and the public), research and advocacy.

No part of the net income of the Society shall benefit any private shareholder or individual. No substantial part of the activities of the shareholder shall attempt to influence legislation, and the Society shall not participate in, or intervene in (including the publishing or distribution of any statements) any political campaign on behalf of any candidate for public office.

## ARTICLE III

### *OFFICES*

The Board of Directors of the Society may establish and maintain an office, which may be within or without the state of incorporation, for the administration of the affairs of the Society. The Board of Directors may employ or retain an Executive Director, who shall provide general administrative business management support for the Society and shall manage the office. Additional administrative personnel and consultants shall be employed or retained as directed by the Board of Directors. The Executive Director and office staff shall be under the direction and supervision of the President of the Society, and subject to control of the Board of Directors. The registered agent shall be the Executive Director and the registered office, the office of the Society.

## ARTICLE IV

### *MEMBERSHIP*

**Section 1. *Definition of Membership:*** Membership in the Society is a privilege, not a right, and is contingent upon continuing compliance with the Articles of Incorporation and the Bylaws of the Society, as well as active participation of the member. No person shall be elected or remain a member of the Society unless he or she is of high ethical character and adheres to the principles of professional ethics.

**Section 2. *Classes of Membership:*** There shall be ten classes of membership in the Society, namely, Active membership, Senior membership, Corresponding membership, Adjunct membership, Associate membership, Honorary membership, Inactive membership and Candidate Active, Associate or Corresponding membership. All duly elected members may be issued a certificate signifying his/her election as a member.

**Section 2A. *Active Membership:*** An Active member is one who has been admitted by application. Active members may vote, serve on appointed committees, serve on elected committees (hereafter defined as the Nominating, Membership, Long

Range Planning, and Treasurer's Committees), and hold elected office. This membership is limited to those orthopaedic surgeons who reside and practice within the United States or Canada, who are certified by the American Board of Orthopaedic Surgery, the Royal College of Physicians and Surgeons of Canada or the American Osteopathic Board of Orthopedic Surgery, and who devote at least seventy-five percent (75%) of their professional time (clinical and research) to pediatric orthopaedic surgery or completed a full year clinical pediatric orthopaedic surgical fellowship. Active membership will be maintained by compliance with dues, fees, and assessments, the Society's code of ethics, appropriate board certification and by attendance of at least one Annual Meeting of the Society or one International Pediatric Orthopaedic Symposium (IPOS) every four (4) years. Attendance at any other POSNA-affiliated courses or meetings that require separate registration shall not fulfill the attendance requirement to maintain membership. An Active member's failure to attend one (1) in four (4) consecutive Annual Meetings or IPOS meetings or maintain certification will constitute resignation from the Society and termination of the membership. Active members who otherwise are in good standing but fail to attend one (1) of four (4) consecutive Annual Meetings may apply for reinstatement of membership within one (1) year of termination. Documentation of maintenance of qualifications for Active membership and attendance at the next Annual Meeting are required for reinstatement. Active members serving in the US or Canadian military may have the meeting attendance requirement waived during any year they cannot attend because of military commitments or deployment overseas for active duty. Members requesting a waiver require a letter from their superior officer documenting the commitment or deployment for that calendar year.

**Section 2B. Senior Membership:** A Senior member is an Active, Corresponding, Associate member or Adjunct member who has retired from active medical practice *and*, upon reaching age sixty-five (65) years, has requested transfer to Senior status. In addition, an Active, Corresponding, Associate or Adjunct member may request Senior member status if for medical reasons, he/she is fully and permanently disabled from clinical duties regardless of age. Senior members are exempt from paying dues. They may vote and serve on appointed committees, but they may not serve on elected committees or hold elected office. There is no attendance requirement.

**Section 2C. Corresponding Membership:** A Corresponding member is an orthopaedic surgeon from a country other than the U.S.A. or Canada who has been admitted by application. Corresponding Members must devote at least seventy-five percent (75%) of their professional time (clinical and research) to pediatric orthopaedics or completed a full year clinical pediatric orthopaedic surgical fellowship. The application for Corresponding membership can be made no earlier than three (3) years following the successful completion of orthopaedic residency training and not earlier than two (2) years following completion of a pediatric orthopaedic fellowship. The Corresponding member must be board certified by the regulating board of their country if one exists. Candidates for Corresponding membership must have attended at least one (1) Annual Meeting prior to applying for Corresponding membership. Candidates for Corresponding membership should be contributors in the field of Pediatric Orthopaedics in their country and demonstrate credentials and commitment that are equivalent to those submitted by North American applicants to POSNA. Corresponding membership shall be contingent upon attendance of at least one Annual Meeting of the Society or one International Pediatric Orthopaedic Symposium (IPOS) meeting every five (5) years. A member's failure to attend one (1) of five (5) consecutive Annual Meetings or IPOS meetings will constitute resignation from the society and termination of the membership. Corresponding members who otherwise are in good standing but fail to attend one (1) of five (5) consecutive Annual Meetings may apply for reinstatement of membership within one (1) year of termination. Documentation of maintenance of qualifications for Corresponding membership and attendance at the next Annual Meeting are required for reinstatement. Corresponding members will pay dues at a reduced rate to be determined by the Board of Directors. Corresponding members may vote and serve on appointed committees but may not serve on elected committees, or hold elected office. Those Corresponding members relocating to the United States or Canada must request a change of status to Active member.

**Section 2D. Associate Membership:** An Associate member is one who has been admitted by application. Associate membership may be conferred on M.D.'s, D.O.'s, or Ph.D.'s, who in the opinion of the Society are actively engaged in a profession that directly relates to pediatric orthopaedic surgery either clinically or in the field of research. This membership is limited to those individuals who reside and work within the United States or Canada. Application for Associate membership can be made no earlier than two (2) years following successful completion of either a pediatric orthopaedic fellowship or other advanced training related to the field of pediatric orthopaedics. Activities of Associate members must fit within the Objectives and Purpose of the Society as stated in Article II. Application and Election procedures for this class of membership shall be those of Article IV, Section 3 and 4. Associate members may vote and serve on appointed committees, but may not serve on elected committees, or hold elected office. Dues and attendance requirements shall be the same as for Active members. Associate members serving in the US or Canadian military may have the meeting attendance requirement waived during any year they cannot attend because of military commitments or deployment

overseas for active duty. Members requesting a waiver require a letter from their superior officer documenting the commitment or deployment for that calendar year.

**Section 2E. *Honorary Membership:*** Honorary membership shall be conferred by the Board of Directors to honor an individual who has made significant contributions to pediatric orthopaedics. There are no attendance or dues requirements. Honorary members do not have to meet the practice profile requirement for membership. Honorary members may not vote, hold elected office, or serve on appointed or elected committees.

**Section 2F. *Inactive Membership:*** Members may request a leave of absence by written application to the Membership Committee. Inactive membership shall normally not exceed three (3) years, but can be extended for one (1) additional year by written application to the Membership Committee. Return to Active status shall be by written request to the Membership Committee. Dues for such Inactive membership shall be established at the discretion of the Board of Directors.

### **Section 2G.**

(a) ***Candidate Active Membership.*** Candidate membership shall be conferred by the Board of Directors to encourage early, active involvement of younger pediatric orthopaedic surgeons in the Society. A Candidate member is one who has been admitted by application. This membership is limited to those orthopaedic surgeons who reside and practice within the United States or Canada, and who will meet the requirements for the American Board of Orthopaedic Surgeons or Royal College of Physicians and Surgeons of Canada or the American Osteopathic Board of Orthopedic Surgery. An individual may apply for Candidate membership during residency training by providing confirmation of acceptance to a pediatric orthopaedic fellowship. He/she shall become a Candidate member as long as he or she devotes at least fifty percent (50%) of his/her professional time to pediatric orthopaedics after residency and fellowship. Candidate membership will consist of a single non-renewable six (6) year term of membership with no guarantee of advancement to active membership. Membership will be maintained by compliance with dues, fees, and assessments, and by attendance of at least two (2) Annual Meetings within the six (6) year term. Failure to meet these requirements will result in termination. Candidate members will pay dues at a reduced rate determined by the Board of Directors. Candidate members may serve on appointed committees, but may not vote, serve on elected committees, or hold elected office. Application for active membership may be submitted prior to the end of the six (6) year term. Candidate members serving in the US or Canadian military may have the meeting attendance requirement waived during any year they cannot attend because of military commitments or deployment overseas for active duty. Members requesting a waiver require a letter from their superior officer documenting the commitment or deployment for that calendar year.

#### **(b) Candidate Associate Membership**

Candidate associate membership shall be conferred by the Board of Directors to encourage early, active involvement in the Society by M.D.'s, D.O.'s or Ph.D.'s training in fields clinically related to pediatric orthopaedics, or in the field of pediatric orthopaedic research. Applicants for candidate associate membership shall fit within the Objectives and Purpose of the Society as stated in Article II. A Candidate member is one who has been admitted by application. This membership is limited to those individuals who reside and work within the United States or Canada. Candidate membership will consist of a single non-renewable six (6) year term of membership with no guarantee of advancement to associate membership. It will be maintained by compliance with dues, fees, and assessments, and by attendance of at least two (2) Annual Meetings within the six (6) year term of membership. Failure to meet these requirements will result in termination. Candidate members will pay dues at a reduced rate determined by the Board of Directors. Candidate members may serve on appointed committees, but may not vote, serve on elected committees or hold elected office. Application for Associate membership may be submitted prior to the end of the six (6) year term if all requirements for associate membership have been met. Candidate members serving in the US or Canadian military may have the meeting attendance requirement waived during any year they cannot attend because of military commitments or deployment overseas for active duty. Members requesting a waiver require a letter from their superior officer documenting the commitment or deployment for that calendar year.

#### **Section 2G (c) Candidate Corresponding Membership**

Candidate corresponding membership shall be conferred by the Board of Directors to encourage early, active involvement of younger pediatric orthopaedic surgeons from countries other than the USA and Canada in the Society. A Candidate member is one who has been admitted by application. An individual may apply for Candidate Corresponding membership during or after a pediatric orthopaedic fellowship. He/she shall become a Candidate member as long as he or she devotes at least fifty percent (50%) of his/her professional time to pediatric orthopaedics after fellowship. Candidate membership shall consist of a single non-renewable six (6) year term of membership with no guarantee of advancement to

Corresponding membership. It will be maintained by compliance with dues, fees and assessments, and by attendance of at least two (2) Annual Meetings within the six (6) year term of membership. Failure to meet these requirements will result in termination of the membership. Candidate members will pay dues at a reduced rate to be determined by the Board of Directors. Candidate members may serve on appointed committees, but may not vote, serve on elected committees or hold elected office. Application for Corresponding membership may be submitted prior to the end of the six (6) year term if all requirements for Corresponding membership have been met.

**Section 2H. Adjunct Membership:** An Adjunct member is one who has been admitted by application with two (2) letters of recommendation, one from the sponsoring member and one other member of the Society (all other provisions of ARTICLE IV, Sections 3 and 4 will apply). Adjunct membership may be conferred on advanced healthcare providers (Nurse Practitioner or Physician Assistant) or researchers with Masters level education, who, in the opinion of the Society, are actively engaged in a profession that directly relates to pediatric orthopaedic surgery. Activities of Adjunct members must fit within the Objectives and Purpose of the Society as stated in Article II. This membership is limited to those individuals who reside and work within the United States or Canada. In order to obtain and maintain membership, Adjunct members must work directly with a sponsoring Active member of the Society. Application for Adjunct membership can be made after successful completion of advanced training (Masters level education or greater), and after two (2) years of collaborative clinical work with a sponsoring Active member as a licensed Nurse Practitioner, licensed Physician Assistant or in the field of pediatric orthopaedic research. There is no Candidate Adjunct membership. Application and Election procedures for this class of membership shall be consistent with other categories of membership. Adjunct members may serve on appointed committees, but may not vote, serve on elected committees or hold elected office. Dues shall be the same as for Candidate members and attendance requirements will be the same as for Associate members. Adjunct members serving in the US or Canadian military may have the meeting attendance requirement waived during any year they cannot attend because of military commitments or deployment overseas for active duty. Members requesting a waiver require a letter from their superior officer documenting the commitment or deployment for that calendar year.

### **Section 3. Procedure for Admission to Membership:**

**3A. Application.** The applicant must submit an application to become a member in accordance with rules and procedures determined by the Board of Directors. The applicant shall be solely responsible for the completion of the application on a timely basis and for providing and ensuring that the Society has received all required materials.

**3B. Membership Vote.** One (1) month prior to the Annual Meeting, the Society shall notify the membership of the list of applicants eligible for membership. The list of applicants shall be presented to members at the first business meeting of the next Annual Meeting. The members shall vote to accept, defer or reject the list of applicants. Election to membership in all categories shall be by three-quarters (3/4) majority of the members present and voting.

**3C. Notice of Rejection.** If the membership rejects an applicant, the Society shall send a notice to the applicant within one-hundred and twenty (120) days. The rejected applicant shall have thirty (30) days following the date of receipt of such notice within which to request a hearing before the Membership Committee. This request shall be by written notice to the Society. If the rejected applicant does not request a hearing within the time and in the manner required, he or she will be deemed to have accepted the action taken by the membership.

**3D. Admission Hearing.** Upon receiving a request for a hearing, the Society shall deliver such request to the Membership Committee. The Membership Committee shall, within thirty (30) days after receipt of such request, schedule and arrange for a hearing and give the rejected applicant written notice of the time, place and date of the hearing. The hearing shall commence no later than sixty (60) days from the receipt of the request for a hearing. The hearing shall be conducted in accordance with such rules and procedures as the Board of Directors shall from time to time adopt.

Upon a written request for postponement by either the rejected applicant or the Society stating a good cause for postponement, the chair of the Membership Committee may, at his or her discretion, re-schedule the time and place for the hearing.

**3E. Reapplication.** Upon notification of an adverse action by the membership, a rejected applicant shall have the option of reapplying for membership. The Society shall not accept a reapplication for membership until a prescribed period, as the Board shall determine, has elapsed from the date the individual was notified of the adverse action. Reapplication may be commenced in accordance with the regular application procedure.

3F. **Deferral.** Applicants may be deferred by the Membership Committee. Reasons for a deferral may include, but not be limited to, incomplete or inadequate information, insufficient evidence that the applicant has corrected previously identified deficiencies or other reasons. Each deferred applicant shall be considered on an annual basis; however, applicants may receive no more than two (2) deferrals on each application.

3G. **Confidentiality of Application:** Every aspect of the application and election process as it relates to a particular applicant is privileged and confidential. The entire contents of any membership application file, including the application form, each and every comment, letter or memorandum by any member of the Society, and report or recommendation by the Membership Committee (or any individual or group which provides input to or otherwise assists the Membership Committee), may not be disclosed to any person, except where required under the hearing procedures established by the Society or by operation of law.

**Section 4. Transfer Procedure:** Requests for change in classification of membership to Senior membership shall be forwarded by the Secretary to the Board for approval.

**Section 5. Change of Eligibility for Current Membership Class.** A member must notify the Secretary within twelve (12) months of any change in the nature of their primary position that may affect their eligibility for their current membership category. This information shall be forwarded by the Secretary to the Membership Committee for review and recommendation for continued eligibility of the member for his/her current classification of membership.

## **ARTICLE V**

### ***ETHICS AND DISCIPLINE***

**Section 1. Membership Requirement:** The Board of Directors may censure, suspend, expel, or otherwise discipline any member of the Society for cause.

**Section 2. Standards of Ethics:** As a condition for continued membership in the Society, a member shall demonstrate: (a) continued compliance with the requirements for membership as contained in Article IV of the Bylaws; (b) continued compliance with all Bylaws and Policy Statements as may be adopted by the membership or the Board of Directors; (c) maintenance of a full and unrestricted license to practice medicine in a province, state, district, territory, or foreign country or practice medicine in a branch of the federal government which does not require licensure; (d) continued adherence to the POSNA Principles of Medical Ethics and Professionalism in Orthopaedics..

**Section 3. Grounds for Disciplinary Action:** A member of the Society may be disciplined for any of the following reasons: (a) failure to comply with the requirements contained in Article V, Section 2 of the Bylaws, the rules, regulations or policy statements of the Society adopted by the membership or Board of Directors; (b) violation of the POSNA Principles of Medical Ethics and Professionalism in Orthopaedics.

**Section 4. Disciplinary Proceedings:** Upon receipt of notice of a potential violation of the terms of this Article V, Sections two (2) or three (3), such information shall be forwarded to the President of the Society. After due deliberation, the President may refer such information to the Ethics Committee which shall consider such information under the policies and procedures adopted by the Board of Directors. The Ethics Committee shall submit written recommendations to the Board of Directors.

Before disciplinary action is taken by the Board of Directors with respect to a member, written notice shall be sent by certified mail to such member not less than thirty (30) days prior to the meeting of the Board of Directors at which the matter is to be considered, informing the member that he/she may appear in person, and/or by his/her personal representative and/or counsel before the Board of Directors.

Disciplinary action against any member of the Society shall require the affirmative vote of not less than two-thirds (2/3) of the members of the Board of Directors present and voting. Decisions of the Board of Directors are final.

Should disciplinary action result, the Secretary shall, within thirty (30) days thereafter, cause notice of the disciplinary action taken to be sent to the individual by certified mail stating the basis of the disciplinary action.

The status of such member shall be unaltered during the proceedings.

**Section 5. Confidentiality of Disciplinary Proceedings:** All disciplinary proceedings, whether said proceedings result in disciplinary action or not, shall be privileged and confidential as previously outlined in Article IV, Section 4, and shall not be disclosed to any person, except as required by the policies and procedures adopted by the Board of Directors or by operation of law.

**Section 6. Levels of Disciplinary Action:** The Board of Directors may censure, suspend or expel any member by a two-thirds (2/3) vote of the Board members present and voting. The levels of disciplinary action shall be defined as follows:

a. Censure. A censure shall be a written sanction, reprimanding the member, with no loss of the benefits of membership for the finding of one, or more ethical violations. Such reprimand shall be made a part of the membership file of the member.

b. Suspension. A suspension shall be a written sanction, causing the member to lose the benefits of membership for a period of time as determined by the Board of Directors, after which the individual may be fully reinstated upon the request of the individual, provided he or she pays all past dues, fees or special assessments owed upon reinstatement. Suspension shall be for such term as the Board determines is necessary to ensure modification of behavior.

c. Expulsion. An expulsion shall be a written sanction, causing the member to be removed from the rolls of the Society. An expelled member shall not be entitled to any of the benefits of membership. The Society shall accept a reapplication for membership from an expelled member provided he or she meets all requirements to apply to become a member.

**Section 7. Reinstatement:** Members who have been suspended or expelled pursuant to this Article V may seek reinstatement following the conclusion of the suspension period previously determined by the Board of Directors

## **ARTICLE VI**

### ***INDEMNIFICATION***

(a) The Society will indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that he or she is or was a Director, Officer, employee or agent of the Society, or who is or was serving at the request of the Society as a Director, Officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise. Such indemnification shall include payment of expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Society, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the Society or, with respect to any criminal action or proceeding, that the person had reasonable cause to believe that his or her conduct was unlawful.

(b) Notwithstanding anything provided herein, no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the Society, unless, and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.

(c) To the extent that a present or former director, officer or employee of the Society has been successful, on the merits or otherwise, in the defense of any action, suit or proceeding referred to in subsections (a) and (b), or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith, if that person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the corporation.

(d) Any indemnification under subsections (a) and (b) (unless ordered by a court) shall be made by the Society only as authorized in the specific case, upon a determination that indemnification of the present or former director, officer, employee or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in subsections (a) or (b). Such determination shall be made: (1) by the majority vote of a quorum of the Board of Directors who are not parties to such action, suit or proceeding.; (2) if a quorum of the disinterested members of the Board of Directors is not obtainable or even if obtainable, a quorum of disinterested Directors so directs by independent legal counsel in a written opinion, or; (3) by the majority vote of those members of the Society present and voting where notice of this item is specifically indicated in advance.

(e) Expenses (including attorneys' fees) incurred by an Officer or Director in defending a civil or criminal action, suit or proceeding may be paid by the Society in advance of the final disposition of such action, suit or proceeding, as authorized by the Board of Directors in the specific case, upon receipt of an undertaking by or on behalf of the Director or Officer to repay such amount, unless it shall ultimately be determined that such person is entitled to be indemnified by the Society as authorized in this Section. Such expenses (including attorneys' fees) incurred by former directors and officers or other employees and agents may be so paid on such terms and conditions, if any, as the Society deems appropriate.

(f) The indemnification provided by the Section shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any bylaw, agreement, vote of members or disinterested members of the Board of Directors, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director, Officer, employee or agent, and shall inure to the benefit of the heirs, executors and administrators of such a person.

(g) The Society may purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee or agent of the Society, or who is or was serving at the request of the Society as a Director, Officer, employee or agent of another Society, partnership, joint venture, trust or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of his or her status as such, whether or not the Society would have the power to indemnify such person against such liability under the provisions of this Section.

(h) If the Society indemnifies or advances expenses under subsection (b) and/or (e) of this Section to a Director or Officer, the Society shall report the indemnification or advance in writing to the members entitled to vote with or before the notice of the next meeting of the members entitled to vote.

## **ARTICLE VII**

### ***BOARD OF DIRECTORS***

**Section 1. *General Powers:*** The affairs of the Society shall be managed by the Board of Directors.

**Section 2. *Number, Tenure and Qualifications:*** The Board of Directors shall consist of thirteen (13) voting members as hereinafter described, namely: President, President-Elect, Vice President, Secretary, Treasurer, Immediate Past President, second Past President of the Society, three (3) At-Large Members and three (3) Junior At-Large Members.. The three (3) At-Large Members (with no time designation) shall be elected from the entire Active Membership and the three (3) Junior At-Large Members shall be elected from those members elected to Active Membership within the previous five (5) years. The election of the At-Large Members will alternate, with the election of two (2) At-Large Members and one(1) Junior-At Large one year, and two (2) Junior At-Large Members and one (1) At-Large Member on alternate years. All At-Large Members will serve on the Board of Directors for two (2) years. Following completion of their term on the Board of Directors, the Junior At-Large Members will serve on the Long Range Planning Committee.

The Historian, the Chairperson of the Orthopaedic Section of the American Academy of Pediatrics, the Chair of the International Pediatric Orthopaedic Symposium (IPOS), the Chairs of the Research Council, Health Care Delivery Council, Communications Council and Education Council shall serve as ex-officio non-voting members of the Board of Directors.

**Section 3. *Regular Meetings:*** The Regular Meetings of the Board of Directors shall be held prior to the Annual Meeting of the Society and at such other times as the President may designate for the transaction of such business that may come POSNA Bylaws

before the Board of Directors. The Board of Directors may provide by resolution the time and place for the holding of additional regular meetings of the Board of Directors without other notice than such resolution.

"Robert's Rules of Order Revised" shall be the parliamentary authority for all matters of procedure not specifically covered in the Bylaws of the Society or any special rules or procedures adopted by the Society for the meeting of the Board of Directors.

**Section 4. *Special Meetings:*** Special Meetings of the Board of Directors may be called by or at the request of the President or any two (2) Directors. The person or persons authorized to call a Special Meeting of the Board of Directors may fix any date and place for holding any Special Meeting of the Board of Directors called by them.

**Section 5. *Notice:*** Notice of any Special Meeting of the Board of Directors shall be given at least seven (7) days prior thereto by written notice delivered personally or sent by mail, e-mail, or other electronic means to each Director at his/her address as shown on 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 thereon prepaid. If notice be given by e-mail, such notices shall be deemed to be delivered when requested response to the e-mail is received. If by other electronic means, such notice will be deemed delivered on the date when the electronic submission was sent, provided there is a receipt of delivery. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting for the expressed purpose of objecting to the transaction of any business because 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 notice of such meeting, unless specifically required by law or by these Bylaws.

**Section 6. *Quorum:*** A simple majority of the Board of Directors is necessary to constitute a quorum for opening a meeting of the Board of Directors and the transaction of business.

**Section 7. *Manner of Acting:*** The act of a majority of the Directors present at a meeting at which a quorum is present shall be the action of the Board of Directors except where otherwise provided by law or by these Bylaws.

**Section 8. *Compensation:*** Directors shall not receive compensation for their services, but by an action of the Board of Directors, expenses of attendance may be allowed for the attendance of each regular or special meeting of the Board provided that nothing herein contained shall be construed or preclude any Director from serving the Society in any other capacity and receiving compensation therefor.

**Section 9. *Informal Action by Directors:*** Unless specifically prohibited by the Articles of Incorporation or by these Bylaws, any action required to be taken at a meeting of the Board of Directors, or any other action which may be taken at a meeting of the Board of Directors, may be taken without a meeting if a consent in writing, setting forth the action to be taken, shall be signed by all Directors entitled to vote with respect to the subject matter thereof. Any such consent signed by all Directors shall have the same effect as a unanimous vote.

## **ARTICLE VIII**

### ***OFFICERS***

**Section 1. *Officers:*** The Officers of the Society shall be as follows: President, President-Elect, Vice President, Secretary, Treasurer, Treasurer-Elect (when appropriate) and Historian (*ex-officio*). Said Officers shall serve for terms as hereinafter specified.

**Section 2. *Election Procedure:*** The Nominating Committee shall each year prepare a list of nominees selected for the following officers: Vice President, Secretary, three (3) At-Large Members of the Board of Directors in accordance with Article VII, Section 2, member for the Membership Committee, the Historian, and every three (3) years a member for both the Treasurer's Committee and the Long Range Planning Committee. In the year prior to which the office of Treasurer is to be vacated, the Nominating Committee shall select a candidate for the office of Treasurer-Elect.

During the one (1) year term of the Nominating Committee, the committee may solicit, and the membership may submit, names of candidates for office. The Nominating Committee may, at its discretion, request information from and interview candidates to assess qualifications and interest in the position. The Nominating Committee shall prepare a list consisting of



one individual nominee for each eligible office. This list of nominees shall be presented to the Board of Directors at a scheduled board meeting at least sixty (60) days prior to the Annual Meeting. The Board of Directors does not have authority to alter any of the nominations but may send comments to the Nominating Committee.

The Nominating Committee shall present its recommended nominees to the membership at the first business session of the Annual Meeting for consideration of those in attendance. Additional nominations may be made from the floor.

Election of Officers shall be held by vote of those members present at an Annual Meeting of the Society and the majority shall elect. No proxy vote by a member otherwise entitled to vote, who is not present at said business session shall be allowed. Each member who is present at said business session shall be entitled to one (1) vote for each Officer or Member of the Board of Directors to be elected. Cumulative voting, placing all votes for one (1) particular candidate is specifically prohibited.

The term of office for those elected at an Annual Meeting shall commence at the close of said meeting.

**Section 3. *President:*** The President shall be Chairman of the Board of Directors, the Principal Executive Officer of the Society and shall, in general, supervise and control all the business affairs of the Society for one (1) year. He/She shall preside at all general meetings of the Society and of the Board of Directors. He/She may sign, with the Secretary or any other Officer of the Society authorized by the Board of Directors, any deeds, mortgages, bonds, contracts or other instruments that the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated to the Board of Directors. He/She is authorized to act in the event of any contingency or emergency not covered by the Bylaws. He/She shall, in general, perform all duties incident to the office of the President and such duties as may be prescribed by the Board of Directors from time to time.

**Section 4. *President-Elect:*** In the absence of the President or in the event of his/her death, inability or refusal to act, the President-Elect shall perform the duties of the President and when so acting have the powers of and be subject to all restrictions upon the President. The President-Elect shall succeed to the office of President at the Annual Meeting at which the current President's term expires, or immediately in the event of death, inability or refusal to act of the President. In the event that the President-Elect succeeds to the office of President by reason other than natural succession by expiration of the current President's term of office, the President-Elect shall serve the remaining unfulfilled term of the President and the subsequent term for which the President-Elect was elected.

**Section 5. *The Vice President:*** The Vice President will serve in this office for one (1) year or until the President-Elect becomes President at which time the Vice President shall become President-Elect. He/she will be a voting Member of the Board of Directors. He/she will assist the President and President-Elect.

**Section 6. *Secretary:*** The Secretary shall serve as the official corporate secretary of the Society, keep the minutes of all meetings of the Society and the Board of Directors, see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law, be custodian of the Corporate records and of the Seal of the Society, and see that the Seal of the Society is affixed to all documents, the execution of which on behalf of the Society under its Seal is duly authorized in accordance with the provisions of these Bylaws.

He/she shall keep a register of the preferred mailing address of each member which shall be furnished to the Secretary by such member. He/she shall maintain the correspondence of the Society. He/she shall keep a record of the names of the members, guests, and visitors in attendance at any meeting of the Society. He/she shall prepare for publication of the Proceedings of the Business sessions of the Society and the Board of Directors.

He/she shall notify candidates of their election to membership in the Society and notify nominees of their election to office or of their appointment to Committees.

The Secretary shall serve one (1) three (3) year term of office and shall be ineligible to succeed him/herself.

**Section 7. *Treasurer:*** The Treasurer shall be in charge, have custody of and be responsible for any and all funds, securities and other assets of the Society and shall post a bond at the expense of the Society for the faithful discharge of his/her duties in said sum and with such surety or sureties as the Board of Directors shall determine. He/she shall receive and give receipts for monies due and payable to the Society from any source whatsoever and deposit all such monies in the name of the Society in such banks, trust companies or other depositories as shall be selected in accordance with the provision of Article XIV of these Bylaws.

Specifically allocated funds, such as research grants and specified contributions, shall be kept separate from the general fund.

All routine expenditures, not to exceed the limits established by the Board of Directors, shall be paid by the Treasurer out of the general fund. Any expenditure exceeding said limit shall require prior approval of the Board of Directors.

The Accounts of the Treasurer may be audited annually by a certified Public Accountant for the current fiscal year if the Board of Directors shall direct. The Treasurer shall keep itemized accounts of receipts and expenditures and present a report to the membership at the Annual Meeting. He/she shall be responsible for the preparation of an annual budget for submission to the Board of Directors.

The Treasurer shall serve one (1) three (3) year term of office and shall be ineligible to succeed him/herself.

**Section 8. *Treasurer Elect:*** The Treasurer Elect shall be elected one (1) year prior to the completion of the term of office of the current Treasurer of the Society. The Treasurer Elect shall be a non-voting *ex officio* Member of the Board of Directors.

**Section 9. *Historian:*** The Historian shall keep all records pertaining to the history of the Society and shall keep in good order all reports, papers, and records presented at these meetings, preparing and preserving an Annual Historical Account of all meetings of the Society. The Historian shall hold office for a term of three (3) years after nomination by the Nominating Committee and election by a simple majority of the members of the Society present and voting at the Annual Meeting. The Historian may succeed himself/herself in office for a further term of three (3) years if nominated by the Nominating Committee and elected by a simple majority vote of the members of the Society present and voting at the Annual Meeting. After serving the second term of three (3) years, he/she shall be ineligible for reelection.

**Section 10. *Vacancies:*** A vacancy in any office because of death, resignation, refusal to act, removal, or disqualification, or otherwise, may be filled by the Nominating Committee and the Board of Directors as soon as practical after such a vacancy occurs. The Nominating Committee shall recommend to the Board of Directors a qualified individual to fill the vacancy. Following Board approval the individual will serve for the remaining term of office, unless otherwise provided by these Bylaws.

## **ARTICLE IX**

### ***MEETING AND VOTE OF THE MEMBERSHIP***

**Section 1. *Time and Place:*** The Annual Meeting of the Society shall take place on the date and in the place designated by the Board of Directors.

**Section 2. *Annual Meeting:*** The Annual Meeting shall consist of scientific sessions, discussions and at least two (2) business sessions.

**Section 3. *Other Meetings:*** Other meetings may be held with the approval of the Board of Directors.

**Section 4. *Induction of New Members:*** Induction of any new members shall take place at each Annual Meeting.

**Section 5. *Quorum:*** A quorum shall consist of those members present and capable of voting at any regular or special business session of the Society, but in no event shall a quorum consist of less than one-third (1/3) of those members capable of voting. Except in cases as otherwise provided in these Bylaws, majority of the affirmative or negative vote will constitute a determination of an issue upon which a vote is taken.

**Section 6. *Vote of Membership:*** Voting rights as specified by these Bylaws in accordance with Article IV shall be exercised by the member in person. No proxy vote by a member otherwise entitled to vote, who is not present in person at the business session or committee meeting, shall be allowed. Cumulative voting, to place all votes for a particular candidate or a particular issue, is specifically prohibited. Whenever within these Bylaws a member of a committee is specified to be Ex-Officio, it is specifically understood that said Ex-Officio member shall not have the right to vote unless otherwise specified by the Board of Directors. Only committee members duly appointed by the President of the Society or elected by the membership shall be entitled to vote within said committee. Any committee members serving as a consultant shall not have the right to vote unless specified by the Board of Directors.

**Section 7. *Notice of Members' Meetings:*** Written 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 not less than five (5) nor more than sixty (60) days before the date of the meeting, or in the case of a removal of one or more Directors, a merger, consolidation, dissolution or sale, lease or exchange of assets not less than twenty (20) nor more than sixty (60) days before the date of the meeting, by or at the direction of the President, or the Secretary, or the Officer or persons calling the meeting, to each member of record entitled to vote at such meeting.

## **ARTICLE X** ***AMENDMENTS***

Proposed amendments to these Bylaws or to the Articles of Incorporation of the Society must be submitted in writing by any Active member to the Secretary of the Board of Directors not less than one hundred twenty (120) days prior to the next Annual Meeting. The Secretary shall forward such proposed amendment(s) to the Bylaws Committee for its review and recommendations. A copy of the proposed amendment(s) to the Bylaws shall be sent by the Secretary to each member at least one (1) month preceding the Annual Meeting, at which time the proposed amendment(s) shall be voted upon. The Bylaws Committee shall formulate its recommendations concerning said amendment(s) and forward these to the Board of Directors. At a business session at the Annual Meeting, the proposed amendment shall be submitted for vote of those in attendance, along with the recommendation of the Bylaws Committee. Amendment(s) to these Bylaws or to the Articles of Incorporation of the Society must be approved by the affirmative vote of two-thirds (2/3) of those members present and voting at said business sessions.

## **ARTICLE XI** ***FEES AND DUES***

**Section 1. *Annual Dues:*** Annual dues shall be paid by all Active members, Associate members, Corresponding members, Adjunct members and Candidate members. The amount of these dues shall be determined by the Board of Directors, and ratified by two-thirds (2/3) majority vote of the members at the business meeting. Dues will be paid to the treasurer when he/she demands. Failure to pay dues will lead to termination of membership. Deployed and active duty military personnel shall pay one-half of their existing membership category fees.

**Section 2. *Exemption from Dues:*** Exemption from dues (for example "prolonged illness") shall be determined by the Board of Directors.

**Section 3. *Registration Fee:*** A registration fee for each Annual Meeting shall be paid by attending non-dues paying members (i.e. Senior Honorary and Inactive), dues paying members (i.e. Active, Associate, Corresponding, Adjunct and Candidate) and guests in the amount determined by the Board of Directors.

**Section 4. *Special Assessments:*** Special assessments shall be determined by the Board of Directors and shall be paid by the classes of membership as determined by the Board of Directors.

**Section 5. *Currency:*** All dues, fees, and assessments shall be paid in United States currency.

## **ARTICLE XII** ***COMMITTEES***

**Section 1. *Classification and Organization:*** The Standing Committees shall be Membership, Nominating, and Treasurer's.

Said Committees shall initiate programs and submit them to the Board of Directors for approval and shall consider such matters as may be referred to them by the Board of Directors.

**Section 2. *Membership Committee:*** The Membership Committee shall consist of five (5) elected Active members, each of whom shall serve for a five (5) year term. The longest serving committee member ("Senior" member) is the chairman. At

each Annual Meeting, the Senior elected Active member shall be retired to be succeeded by an Active member elected for a five (5) year term.

The procedures of the Membership Committee shall be in accordance with Article IV, Section 3 of these Bylaws.

**Section 3. *Nominating Committee:*** The Nominating Committee shall consist of five (5) Active members, four (4) of whom shall be elected at the second business session of each Annual Meeting by a majority of the voting members present at the session. The four (4) elected members shall be those receiving the most votes from a slate of at least eight (8) candidates nominated from the floor during the first business meeting at the same Annual Meeting. The term of each member of the Nominating Committee shall be one (1) year. If an elected member of the Nominating Committee is unable to complete the one (1) year term, the nominated candidate with the fifth (5<sup>th</sup>) highest number of votes shall fill the vacancy. No elected members of the Nominating Committee may be a current member of the Board of Directors. The fifth (5<sup>th</sup>) member, who shall be the Chairman, shall be selected by the President with the approval of the Board of Directors. The Chairman may be a current member of the Board of Directors. No member may serve two (2) consecutive years on the Nominating Committee. Members of the Nominating Committee are not eligible to be nominated for office during their time on the committee.

The procedure of the Nominating Committee shall be in accordance with Article VIII, Section 2 of these Bylaws.

**Section 4. *Treasurer's Committee:*** The Treasurer's Committee shall consist of the Treasurer as Chair (three (3) year term), the Immediate Past Treasurer (two (2) year term) the two (2) most Immediate Past Presidents, the Treasurer- Elect (one (1) year term following election and prior to becoming Treasurer) and one (1) member of the Society elected by the Society (for a three (3) year term) at its Annual Meeting. The Nominating Committee will provide one (1) nominee to be considered at the time of election.

The Committee shall formulate all investment policies of the Society subject to the approval of the Board of Directors.

The Committee shall insure that the Treasurer implement such approved policies with regard to management, supervision, and control of all financial affairs of the Society.

The Committee shall meet at least annually as well as at the request of the President to review the financial affairs of the Society and shall submit a report of the Board of Directors.

**Section 5. *Other Committees:*** The Board of Directors may create both Ad-hoc and Standing Committees when it is deemed necessary to attend to the affairs of the Society. The President shall appoint members to these committees as specified by the Board of Directors.

**Section 6. *Vacancies:*** In the event of a vacancy in any committee due to death, resignation, refusal to act, removal, disqualification, or otherwise, the President may appoint a replacement with approval of the Board of Directors, to complete the yet un-expired term of the replaced committee member.

**Section 7. *Ex-Officio Members:*** A member of the "Presidential Line" (President, President-Elect, Vice President) of the Board of Directors shall be members ex-officio of all committees except the Nominating and Membership Committees. The Secretary of the Board of Directors shall be an ex-officio member of the Membership and Bylaws Committees.

**Section 8. *Quorum:*** Unless the appointment by the Board of Directors requires a greater number, a majority of any committee shall constitute a quorum, and a majority of committee members present and voting at a meeting at which a quorum is present is necessary for committee action. A committee may act by unanimous consent in writing without a meeting and, subject to the provisions of the Bylaws or action by the Board of Directors, the committee by majority vote of its members shall determine the time and place of meetings and the notice required therefore.

**Section 9. *Limitations of committees:***

A committee may not:

(1) Adopt a plan for the distribution of the assets of the corporation, or for dissolution;

(2) Approve or recommend to members any act these Bylaws require to be approved by members, except that committees appointed by the Board of Directors or otherwise authorized by the Bylaws relating to the election, nomination, qualification, or credentials of Directors or other committees involved in the process of electing Directors may make recommendations to the members relating to electing Directors;

(3) Fill vacancies on the Board of Directors or on any of its committees;

(4) Elect, appoint or remove any Officer or Director or member of any committee, or fix the compensation of any member of a committee;

(5) Adopt, amend, or repeal the Bylaws or the articles of incorporation;

(6) Adopt a plan of merger or adopt a plan of consolidation with another corporation, or authorize the sale, lease, exchange or mortgage of all or substantially all of the property or assets of the corporation, or;

(7) Amend, alter, repeal or take action inconsistent with any resolution or action of the Board of Directors when the resolution or action of the Board of Directors provides by its terms that it shall not be amended, altered or repealed by action of a committee.

## **ARTICLE XIII** *DISSOLUTION*

In the event of the termination, dissolution, or formal anticipated dissolution of the affairs of this Society in any matter or reason whatsoever, the remaining assets, if any, shall be distributed to (and only to) one (1) or more organizations described in Section 501 (c) (3) of the Internal Revenue Code.

## **ARTICLE XIV** *CONTRACTS, CHECKS, DEPOSITS & FUNDS*

**Section 1. *Contracts*:** The Board of Directors may authorize any office or Officers, agent or agents of the Society, in addition to the Officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Society and such authority may be general or confined to specific instances.

**Section 2. *Checks, Drafts, Etc.*:** All checks, drafts, or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Society shall be signed by such Officer or Officers, agent or agents of the Society and in such manner as shall be determined by action of the Board of Directors.

**Section 3. *Deposits*:** All funds of the Society shall be deposited to the credit of the Society in banks, trust companies, or other depositories as the Board of Directors may select.

**Section 4. *Gifts*:** The Board of Directors may accept on behalf of the Society any contributions, gift, bequest or devise for the general purposes or for any special purpose of the Society.

## **ARTICLE XV** *BOOKS AND RECORDS*

The Society shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of any business session, Board of Directors and Committee Meetings having any of the authority of the Board of Directors and shall keep at the registered or principal office a record giving the names and addresses of all members and their category of Membership.

## **ARTICLE XVI** *FISCAL YEAR*

The Fiscal Year of the Society shall coincide with the calendar year.

**ARTICLE XVII**  
*SEAL*

The Board of Directors shall provide a corporate seal and shall have inscribed thereon the name of the Society.

**ARTICLE XVIII**  
*WAIVER OF NOTICE*

Whenever any notice whatsoever is required to be given under the provisions of the General Not-For-Profit Corporation Act of Illinois or under the provisions of the Articles of Incorporation of the Bylaws of the Society, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

**ARTICLE XIX**  
*RULES OF ORDER*

"Robert's Rules of Order Revised" shall be parliamentary authority on all matters of procedures not specifically covered by the Bylaws of the Society or any special rules of procedures adopted by the Society.

**ARTICLE XX**  
*NONPARTISANSHIP*

The Pediatric Orthopaedic Society of North America is nonpartisan and therefore, partisan politics, gender, race, religious affiliation, or sexual orientation shall not influence the activities of the Society.

**ARTICLE XXI**  
*EMERGENCY AMENDMENTS*

Any change in the corporate or tax status of the Society caused by modification, repeal, or amendment of any currently existing tax or corporate legislation, whether Federal, State, or Local, which at the discretion of the Board of Directors, requires immediate compliance of the Society, shall be put in effect to ensure compliance without prior approval of the voting membership, even if this compliance is at variance with the Bylaws of the Society. This action must be communicated to the Society membership as soon as possible and the action confirmed by a three-fourths (3/4) vote of those present and voting at the Annual Meeting.

Amended May 5, 2017