

# **CONSTITUTION AND BY-LAWS OF THE J. ROBERT GLADDEN ORTHOPAEDIC SOCIETY**

## **ARTICLE I: Name**

The name of this organization shall be "J. Robert Gladden Orthopaedic Society", organized under the laws of the State of Illinois as a non-profit, non-stock corporation and not authorized to issue any capital stock.

## **ARTICLE II: Purpose**

The purpose of this Society and organization is for scientific, educational and charitable activities, to be carried on for the purpose of encouraging, promoting, and advancing the science and medical art and practice of orthopaedic surgery amongst under-represented minorities; to encourage the education of the general minority population in the practice and availability of orthopaedic care by developing, publishing and copyrighting educational materials; and to encourage and to support orthopaedic related studies of minority populations.

No part of the net earnings of the Corporation shall inure to the benefit of any private shareholder or individual; no substantial part of the activities of the Corporation is carrying on propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office. The corporation shall possess all powers which a corporation organized under the General Not-For-Profit Corporation act of the State of Illinois, as the same from time to time may be amended shall possess; all powers which are not in conflict with the aforesaid purposes for which the corporation is organized, including but not limited to the power to purchase, take, receive, lease as Lessee or Lessor, take by gift, devise or bequest, or otherwise acquire, own, hold, use, invest in or out of the State of Illinois, sell, convey, pledge, mortgage, assign and otherwise transfer or dispose of all or any part of its property and assets; from time to time use, distribute, contribute, expend, donate, apply and appropriate all of its property and assets; and all proceeds and avails thereof and income and profit derived therefrom exclusively for charitable, scientific or literary purposes; provided, however, the corporation shall not engage in any business which would disqualify it from being exempt from taxation under Sections 501 (a) or (c-3) of the 1954 Internal Revenue Code, as amended, or any subsequent law of the United States of America.

## **ARTICLE III: Membership**

Section 1: There shall be seven (7) classes of membership; namely, Active, Resident/Fellow, Affiliate, Medical Student, Emeritus, Inactive and Honorary.

Section 2: Active members shall be limited to physicians certified (or board eligible) by the American Board of Orthopaedic Surgery or Fellows of the Royal College of Surgeons of Orthopaedics in Canada and pursuing careers exclusively in orthopaedic surgery

Section 3: Resident/Fellow members shall be those physicians who are engaged in residency or fellowship training programs for orthopaedic surgery.

Section 4: Medical Student members shall be those currently enrolled in medical school and who are interested in pursuing a career in orthopaedic surgery.

Section 5: Affiliate members shall include those who are allied health care providers with a strong interest in orthopaedics who support the purpose and goals of the J. Robert Gladden Orthopaedic Society.

Section 6: Emeritus members shall be those Active members who have attained the age of 65 years, have completely retired from medical practice and have submitted a written request to and by approval of the Board of Directors.

Section 7: Inactive members shall be limited to those Active or Affiliate members who have withdrawn from active practice. Inactive status may be obtained by members upon written request to and by approval of the Board of Directors.

Section 8: Honorary members shall be those persons practicing orthopaedic surgery, other branches of medicine or in the basic sciences, making significant contributions to orthopaedic education as determined and approved by the Board of Directors.

Section 9: Active, Resident/Fellow, Affiliate, Medical Student members shall be required to pay all dues and assessments.

Section 10: (Voting Rights) All Active, Affiliate and Emeritus members in good standing may cast votes on matters before the Society. Medical Student and Resident/Fellow members may speak on the floor and may serve on committees but are not entitled to a vote.

Section 11: Active and Emeritus members are eligible to hold office in the organization. Affiliate, Honorary, Inactive, Medical Student and Resident/Fellow members may not hold office but may be appointed to committees, including the Executive Committee, in order to provide representation to their class of membership.

#### **ARTICLE IV - BOARD OF DIRECTORS**

Section 1: General Powers: The property and affairs of the Society shall be managed by its Board of Directors. The Board of Directors, with exception to the Membership Committee Chair, Mentoring Committee Chair and Scientific Committee Chair, shall be elected by the membership at the annual business meeting or via electronic vote from the names presented by the Nominating Committee or by nominations provided by a majority of the voting membership. The Board of Directors shall include the Executive Committee as set forth in Article VII Section 1.

Section 2: Number, tenure and qualifications: The number of members on the Board of Directors shall be at least seven (7), but no more than twenty (20). The members of the Board of Directors shall consist of the following: President, Vice-President, Secretary, Treasurer, Executive Director, Directors, Membership Committee Chair, Mentoring Committee Chair, Scientific Committee Chair, and two immediate Past-Presidents who shall serve as ex-officio members. Each Director shall hold office until their successor shall have been elected and qualified. All members of the Board of Directors must hold a current membership during their time on the Board. Board Members who have served out their term, or at an

earlier time if so desired, may elect to serve on the Senior Advisory Board as set forth in Article VII Section 2.

Section 3: Regular meetings: A regular annual meeting of the Board of Directors shall be held without other notice than this bylaw. The Board of Directors may provide by resolution the time and place within the United States of America for the holding of additional regular meetings of the Board without other notice than such resolution.

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 Board of Director Members.

Section 5: Notice: Notice of any special meeting of the Board of Directors shall be given at least seven (7) days previous thereto by written notice delivered personally or sent by mail, email, telephone, or telegram to each Director as their address and telephone number is shown by 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. A Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at the meeting need not be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these bylaws.

Section 6: Quorum: A simple majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board, but if less than a majority of Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time-to-time without further notice.

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 act of the Board of Directors, unless the act of a greater number is required by law or by these bylaws.

## **ARTICLE V - OFFICERS**

Section 1: The officers of the Society shall consist of the following: President, Vice-President, Past-President, Secretary, Treasurer and Executive Director.

Section 2: All officers, with the exception of the Executive Director, shall be elected by the membership at the annual business meeting or via electronic vote from the names presented by the Nominating Committee or by nominations provided by a majority of the voting membership. All officers shall be members of the Board of Directors.

Section 3: They shall serve for one two year term.

## **ARTICLE VI - DUTY OF THE OFFICERS**

Section 1: President: Following his/her succession to the Chair, the President shall preside at all meetings of the members, and shall serve as ex-officio member of all committees. The President shall be the Chairman of the Executive Committee.

Section 2: The Vice-President shall serve as a member of the Executive Committee and assist the President as he/she is requested. The Vice-President shall preside at all business meetings in the absence of the President.

Section 3: The Secretary shall be responsible for the recording of all meetings of the members and of the Executive Committee. The Secretary shall keep in good order all reports, papers and records presented at meetings by the members of the Society and shall prepare and preserve an historical account of the activities of the Society.

Section 4: The Treasurer shall monitor the books or accounts of the Society and shall cause to be prepared an annual audit report for presentation at the business meeting of the Society annually. The Treasurer shall be responsible for monitoring all funds, securities, and other properties of the Society.

## **ARTICLE VII - COMMITTEES**

Section 1: Executive Committee: The Executive Committee shall be composed of the officers of the Society, namely the President, Vice-President, Secretary, Treasurer, Past-President, and Executive Director. The Executive Committee shall be the administrative authority of the Society and shall supervise all its activities and determine its policy. It may, by a majority vote, invite any member of another committee, or any member-at-large to participate in its deliberations at a given meeting. It shall hold a meeting prior to the annual business meeting and other such times as the President may designate. The Executive Committee shall receive all complaints against members and act upon them according to Article X.

Section 2: Senior Advisory Board: The Senior Advisory Board is comprised of retired Board Members and will serve as an advisory group to the Board of Directors; however, will not serve as a member on the Board of Directors. These Senior Advisory Board members will not be required to attend meetings, serve on committees etc.; although they are welcome to attend such meetings.

Section 3: Membership Committee: The Membership Committee shall be appointed by the Executive Committee and consist of no more than seven (7) members and shall serve terms of three (3) but not more than six (6) years. The Chair shall serve as a voting member of the Board of Directors. The Chair will be appointed by the Executive Committee.

Section 4: Nominating Committee: The Nominating Committee shall consist of the Executive Committee and two (2) members chosen by the Board of Directors. The members shall serve one two year term. The Immediate Past-President shall serve as Chair.

Section 5: Scientific Committee: The Scientific Committee shall be appointed by the Executive Committee. The Scientific Committee's purpose shall be to design and oversee projects of orthopaedic education and/or research and shall consist of no more than four (4) members, serving for terms of four (4) but no more than eight (8) years of whom one shall be designated as Chair. The Chair shall serve as a voting member of the Board of Directors. The Chair will be appointed by the Executive Committee.

Section 6: Mentoring Committee: The Mentoring Committee shall be appointed by the Executive Committee and consist of no more than three (3) members and shall serve terms of three (3) but no more than six (6) years. The Chair will be appointed by the Executive Committee. The Chair shall serve as a voting member of the Board of Directors. The Chair will be appointed by the Executive Committee.

Section 7: The Finance Committee: The Finance Committee shall consist of the President, Treasurer, Executive Director and two (2) members chosen by the Board of Directors. The members shall serve for a term of one year.

Section 8: Ad Hoc Committees: Ad-Hoc Committees may be appointed by the Executive Committee. The number of committee members and length of service shall be determined by the Executive Committee.

#### **ARTICLE VIII - MEETINGS**

Section 1: Meetings of the members shall be held at the discretion of the Executive Committee. Roberts' Rules of Order shall be the authority in the conduct of these meetings. Advance notice of regular meetings shall be given by circular to the members of the Society or notice shall be published in the regular publications of the American Academy of Orthopaedic Surgeons.

Section 2: Attendance of guests at meetings will be at the discretion of the Executive Committee.

#### **ARTICLE IX - NOMINATION AND ELECTION OF MEMBERS**

Section 1: A candidate for Active, Resident/Fellow and Medical Student membership will submit application for membership. Applicants for Resident/Fellowship membership will provide documentation from their programs of their status in training. Applicants for Medical Student membership will provide letters from their Dean or Registrar regarding their registration in medical school. Applicants for Affiliate membership will provide a Curriculum Vitae.

Section 2: The application of each candidate shall be referred to the Membership Committee, which shall determine the candidate's eligibility and acceptance to the society.

Section 3: Honorary membership may be conferred by a majority vote of the Board of Directors. Candidates for Honorary membership shall be proposed by the Membership Committee.

#### **ARTICLE X - FORFEITURE OF MEMBERSHIP**

Section 1: Any member may be recommended for expulsion for causes deemed sufficient by the Executive Committee. Final determination of expulsion will be by a majority vote of the general membership of the J. Robert Gladden Orthopaedic Society at a general or special meeting.

#### **ARTICLE XI - PAYMENT OF DUES AND ASSESSMENTS**

Section 1: All dues and assessments shall be due and payable within ninety (90) days from the receipt of statement.

Section 2: Penalty may be applied by the Board of Directors if all dues and assessments are not paid within three (3) months of the receipted statement of original statement. Non-compliance within three (3) months of receipt of statement shall result in suspension after consideration by the Executive Committee. A member shall be removed from the roster after one (1) year.

Section 3: All dues and assessments are waived for the following members: Emeritus members, inactive members or members serving in the Armed Forces of the United States of America or Canada under combat conditions or under hazardous duty assignment.

## **ARTICLE XII - AMENDMENT OF THE CONSTITUTION AND BY-LAWS**

Section 1: Proposals to amend the Constitution and Bylaws may be presented in writing or email at any Executive Committee meeting for review and approval.

Section 2: The proposed amendment shall be circulated to members electronically at least 30 days in advance of a vote. A majority vote of those voting shall be required to pass an amendment to the Constitution and Bylaws.

## **ARTICLE XIII -SPECIAL REPRESENTATIVES**

The J. Robert Gladden Orthopaedic Society will be officially represented to other organizations only by an officially elected or appointed representative. If not appointed by the Executive Committee, the appointment must be confirmed at the next regular meeting of the Society by simple majority of the voting members present.

## **ARTICLE XIV - DISSOLUTION**

In the event of the dissolution or final liquidation of the Society, all of its assets remaining after payment of its obligations shall have been made or provided for, shall be distributed to such corporations, foundations, or other organizations operated exclusively for scientific and educational purposes consistent with those of the Society and shall be designated by the Board of Directors.