

# By-Laws

COA

CALIFORNIA

ORTHOPAEDIC ASSOCIATION

1246 P Street, Sacramento, CA 95814

---

## By-Laws

### Table of Contents

		Page
<b>ARTICLE I</b>	<b>Offices</b>	
	Section 1 Principal Office	4
	Section 2 Other Offices	4
<b>ARTICLE II</b>	<b>Purpose</b>	4
<b>ARTICLE III</b>	<b>Membership</b>	
	Section 1 Classes	5
	Section 2 Active	5
	Section 3 Life	5
	Section 4 Semi-Retired	5
	Section 5 Inactive	5
	Section 6 Resident or Full-Time Postgraduate Fellow	5
	Section 7 Research Associate	5
	Section 8 Active Duty in the Military	6
	Section 9 Young Orthopaedic Surgeon	6
	<b>Section 10 General Affiliate Member</b>	<b>6</b>
	<del>Section 10</del> <b>11</b> Voting Rights	6
	<del>Section 11</del> <b>12</b> Membership Fee	6
	<del>Section 12</del> <b>13</b> Transfer of Membership	6
	<del>Section 13</del> <b>14</b> Termination or Suspension of Membership	6
	<del>Section 14</del> <b>15</b> Place of Meetings	7
	<del>Section 15</del> - <del>16</del> <b>16</b> Annual Meeting	7
	<del>Section 16</del> <b>17</b> Special Meetings	7
	<del>Section 17</del> <b>18</b> Notice of Annual or Special Meetings	7
	<del>Section 18</del> <b>19</b> Quorum	8
	<del>Section 19</del> <b>20</b> Adjourned Meetings and Notice Thereof	8
	<del>Section 20</del> <b>21</b> Voting	8
	<del>Section 21</del> <b>22</b> Conduct of Meeting	8
<b>ARTICLE IV</b>	<b>Board of Directors</b>	
	Section 1 General Powers and Duties	9
	Section 2 Number, Tenure, and Qualifications	9
	Section 3 Vacancies	9
	Section 4 AAOS Board of Councilors	10
	Section 5 Place of Meetings	11
	Section 6 Regular Meetings	11
	Section 7 Special Meetings	11
	Section 8 Chair	11
	Section 9 Quorum	11
	Section 10 Participation by Conference Telephone	12
	Section 11 Obligations	12

		<b>Page</b>
<b>ARTICLE V</b>	<b>Officers</b>	
	Section 1 Officers	12
	Section 2 Terms of Office	12
	Section 3 Election of Officers and Members-at-Large	12
	Section 4 Duties	12
	Section 5 Compensation	14
	Section 6 Vacancies	14
<b>ARTICLE VI</b>	<b>Committees</b>	
	Section 1 Appointment and Authority	14
	Section 2 Other Committees	15
	Section 3 Composition and Duties	15
<b>ARTICLE VII</b>	<b>Finance and Dues</b>	
	Section 1 Fiscal Year	18
	Section 2 Dues	18
<b>ARTICLE VIII</b>	<b>Indemnification and Insurance</b>	
	Section 1 Right of Indemnity	18
	Section 2 Approval of Indemnity	18
	Section 3 Advancement of Expenses	18
	Section 4 Insurance	18
<b>ARTICLE IX</b>	<b>Records</b>	
	Section 1 Maintenance of Corporate Records	19
<b>ARTICLE X</b>	<b>Amendments</b>	
	Section 1 Membership Rights Limitations	19
	Section 2 Changes to Number of Directors	19
	Section 3 High Vote Requirement	19
	Section 4 Members' Approval Required	19
	Section 5 Amendment by Members	20
	Section 6 Process for Amending By-Laws	20
<b>APPENDIX</b>	<b>Executive Director</b>	
	Section 1 Appointment	21
	Section 2 Delegation of Authority and Basic Power and Responsibilities	21

**BY-LAWS**  
**of the**  
**CALIFORNIA ORTHOPAEDIC ASSOCIATION, INC.**

A California Non-profit Mutual Benefit Corporation

**ARTICLE I**

**PRINCIPAL OFFICE**

**Section 1. Principal Office.** The corporation's principal office shall be fixed and located at such place as the Board of Directors (herein called the "Board") shall determine. The Board is granted full power and authority to change said principal office from the one place to another.

**Section 2. Other Offices.** Branch and subordinate offices may be established at any time by the Board at any place or places.

**ARTICLE II**

**PURPOSE**

It shall be the purpose of this Corporation to:

- a. Associate and affiliate into one organization all ethical doctors of medicine licensed to practice in the State of California, who are engaged in the practice of orthopaedic surgery.
- b. Study, report, and make recommendations on matters of health policy interest to orthopaedic surgeons.
- c. Present such studies, reports and recommendations together with resolutions and opinions of its members to persons, bodies or agencies, governmental or private, whose action or decisions may affect the interest of surgeons or the practice of orthopaedic surgery.
- d. Protect the public interest and orthopaedic surgeons in the practice of orthopaedic surgery.
- e. Join with other state or national organizations who have similar health policy interests to achieve benefits for orthopaedic surgery, orthopaedic surgeons, and their patients.
- f. Disseminate information concerning the practice of orthopaedic surgery.
- g. Encourage and maintain high educational, professional, ethical, and moral standards in the field of orthopaedic surgery in the State of California.
- h. Support, foster, augment, encourage teaching, education of treatment, and prevention of disorders of the musculoskeletal system.
- i. **Develop and promote medical education programs for orthopaedic surgeons, orthopaedic practice managers, other health care professionals, and the public.**

## **ARTICLE III**

### **MEMBERSHIP**

**Section 1. Classes.** There shall be eight classes of membership: active, life, semi-retired, inactive, resident, research associate, active military, and young orthopaedist.

**Section 2. Active.** The active members shall be physicians of good moral character who have demonstrated continued adherence to the principles of medical ethics of the American Medical Association. Each active member shall be licensed to practice medicine in the State of California or a resident in orthopaedic surgery in the State of California **as defined by Subsection 6**; and have at least 90% of his/her professional activities, clinical or administrative, be in the field of orthopaedic surgery, or be certified in orthopaedic surgery by an ABMS-approved certifying body.

**Section 3. Life.** Life members are active members who, having reached the age of 65 and having completely retired from practice of any type, and upon request, shall have been conferred the status of Life Membership. Practice of any type would not include uncompensated charitable care. A retired or permanently disabled active member shall also be eligible for Life Membership. A Life member shall not be subject to dues or assessments and shall be accorded all rights and privileges of active membership, including the right to vote and hold office.

**Section 4. Semi-Retired.** An active member may request semi-retired status if they have reached the age of 65 and have semi-retired from practice. Semi-retired is defined as someone who works twenty (20) hours per week or less. A Semi-retired member shall be subject to a reduced dues or assessments and shall be accorded all rights and privileges of active membership, including the right to vote and hold office.

**Section 5. Inactive.** An active member may request Inactive status. The Membership Committee shall review the request and make a recommendation **to the Board of Directors** based on the merits of the request. Inactive members shall not be subject to dues or assessments. They shall retain all rights and privileges of active membership, including the right to vote, but they are not eligible to hold office.

**Section 6. Resident or Full-Time Postgraduate Fellow.** Resident or fellow membership may be conferred upon a physician who has commenced the study of orthopaedic surgery ~~and has completed three years of~~ in an orthopaedic resident training program approved by the American Board of Orthopaedic Surgery. A resident or fellow member shall be subject to **reduced** dues or assessments and shall not be eligible to vote or hold office.

**Section 7. Research Associate.** A research associate member is an individual who is a leader in orthopaedic research who is not otherwise eligible for any other membership classification. They shall be subject to dues or assessments and shall not be eligible to vote or hold office.

**Section 8. Active Duty in the Military.** A member who is in full-time active duty in the military. An active duty member shall be subject to reduced dues or assessments and shall be accorded all rights and privileges of active membership, including the right to vote and hold office.

**Section 9. Young Orthopaedic Surgeon.** A young orthopaedic surgeon is defined as a physician who has completed their training in an accredited orthopaedic residency program and who is ~~under 45 years of age or within the first five (5) years of professional practice after residency and fellowship training programs within their first two (2) years~~ of professional practice after ~~their~~ residency and fellowship training programs. A young orthopaedist member shall be subject to reduced dues or assessments and shall be accorded all rights and privileges of active membership, including the right to vote and hold office.

**Section 10. General Affiliate Member. A member who meets the qualifications as determined by COA's Board of Directors. A General Affiliate Member may be subject to a reduced dues or assessments and shall be afforded the rights and privileges of active membership, except the right to vote or hold office.**

**Section 10. 11. Voting Rights.** Each member shall be entitled to one vote on each matter submitted to a vote of members. No proxy voting is permitted. Members who fail to be in good standing, as determined by the Board shall not be entitled to vote on any matter.

**Section 11. 12. Membership Fee.** Each member shall pay a membership fee as outlined by their membership category in this section and periodic dues and assessments in such amounts and at such times as shall be determined by the Board.

**Section 12. 13. Transfer of Memberships.** Memberships in this Corporation are nontransferable.

**Section 13. 14. Termination or Suspension of Membership.**

- a. The Board may terminate or suspend a member on any one or more of the following grounds:
  1. Violation of the principles of medical ethics of the American Medical Association;
  2. Suspension or termination of a member's license to practice medicine in the State of California;
  3. Conviction of a felony or other criminal offense, including moral turpitude;
  4. Failure to continue to maintain 90% of practice in orthopaedic surgery or termination or suspension of certification in orthopaedic surgery;
  5. Being in arrears in the payment of dues for more than ten months; or
  6. Any action in violation of the provisions of these By-Laws; or
  7. Failure to maintain a medical license in the State of California.
  8. ~~Expelled or suspended from membership by the American Academy of Orthopaedic~~

Surgeons (AAOS) as a result of a Standard of Professionalism (SOP) determination.

9. Found to be in violation of the Standard of Professionalism (SOP) as outlined by the American Academy of Orthopaedic Surgeons (AAOS).

- b. Complaints and Procedures. All complaints and charges against a member which are received in writing by the Secretary shall be referred to the Membership Committee. The Membership Committee shall conduct such investigations as it deems necessary and shall report its findings to the Board. The Board shall notify the member of the charges against him and shall afford the member an opportunity to respond to the charges. The member may present an oral and/or written response to the Membership Committee, without legal counsel. The Board, after its review, shall ~~by the close of the next annual meeting~~, act as soon as practical and no later than the next regularly scheduled Board of Directors meeting to make a final decision regarding all continuing membership. Not less than 30 days prior to the date of any disciplinary action proposed to be taken, the Board shall give the member who is subject to the proposed action, notice of the proposed action and the reasons therefor. The member may submit an oral and/or written statement to the Board regarding the proposed action and may be represented by legal counsel if the Board receives the materials at least 7 days before the meeting. Prior to the effective date of the proposed action, the Board shall consider the recommendations of the Membership Committee and any other information, and may modify or reverse the Membership Committee's decision to take disciplinary action against the member by a vote of two-thirds (2/3rds) of the Board who are entitled to vote. Discipline which shall include, but not be limited to censure, suspension, termination and expulsion shall be by a two-thirds (2/3rds) majority vote of the Board who are entitled to vote. Any notice required under this section shall be given in writing by certified mail sent to the last address of the member shown on the corporation's records.

**Section 14. 15. Place of Meetings.** The meetings of members shall be held at such time and place as determined by the Board.

**Section 15. 16. Annual Meeting.** The annual meeting of the membership of the Association shall be held at such time and place as the Board shall determine. The election of Officers and Directors shall be conducted at the annual meeting and any other proper business may be transacted at such meeting.

**Section 16. 17. Special Meetings.** Special meetings of members may be called by the President upon his/her own motion, the First Vice President in the President's absence, or upon the written request of three voting members of the Executive Committee. In addition, special meetings of members for any lawful purpose may be called upon the written request of five percent or more of the membership. Any requests for special meetings shall specify the particular business for which the meeting is called. Upon request, the presiding officer of the Board forthwith shall cause notice to be given to the members entitled to vote that a meeting will be held at a time fixed by the Board not less than 35 nor more than 90 days after the receipt of the request. If the notice is not given within 20 days after

the receipt of the request, the persons entitled to call the meeting may give the notice.

**Section 17. 18. Notice of Annual or Special Meetings.** Notice of each annual or special meeting of members shall be given not less than 10 nor more than 90 days before the date of the meeting to each member entitled to notice thereof; provided, however, that if notice is given by mail and the notice is not mailed by First Class, Registered, or Certified Mail, the notice shall be given not less than 20 days before the meeting. Such notice shall state the place, date, and hour of the meeting and (a) in the case of the special meeting, the general nature of the business to be transacted, and no other business may be transacted, or (b) in the case of the annual meeting, those matters which the Board, at the time of the mailing of the notice, intends to present for action by the members but, subject to the provisions of applicable law, any proper matter may be presented at the meeting for such action. The notice of any meeting at which Directors are to be elected shall include the names of those who are nominees and shall be sent to all members at least 30 days prior to the meeting.

**Section 18. 19. Quorum.** The active members of this Association present at a regular or special meeting shall constitute a quorum for the transaction of business. At least 30 active voting members of the Association must be present at the start of the regular or special meeting to constitute a quorum for the transaction of Association business.

If a quorum is present, the affirmative vote of the majority of the voting power represented at the meeting, entitled to vote, and voting on any matter shall be the active members, unless the vote of a greater number of voting by classes is required by law, by the Articles, or by these By-Laws.

**Section 19. 20. Adjourned Meetings and Notice Thereof.** Any members meeting may be adjourned from time to time by the vote of the majority of the votes represented in person. It shall not be necessary to give any notice of time and place of the adjourned meeting for the business to be transacted thereat, other than by announcement at the meeting of which the adjournment is taken; provided, however, when any members meeting is adjourned for more than 45 days or, if after adjournment a new record date is fixed for the adjourned meeting, notice of the adjourned meeting shall be given as in case of the meeting as originally called, whether annual or special.

**Section 20. 21. Voting.** The members entitled to notice of any meeting or to vote at such meeting shall be the only persons in whose names memberships stand on the records of the corporation on the record date. Voting may be by voice, by show of hands, or by rising. If a member requests that any matter be voted on by secret ballot, the request must be granted. Voting by proxy is prohibited. **Section**

**21. 22. Conduct of Meeting.** The President shall preside as Chair at all meetings of the members. **The First Vice President shall preside in the President's absence at meetings of the Corporation and at meetings of the Board.** The Chair shall conduct each such meeting in a businesslike and fair manner. The Chair rulings on procedural matters shall be conclusive and binding on all members, unless at the time of a ruling a request for a vote is made to the members entitled to vote and which are represented in person at the meeting, in which case the decision of a majority of such members shall be conclusive and binding on all members. Without limiting the generality of the foregoing, the Chair shall have all of the powers usually vested in the Chair of a meeting of members.



**ARTICLE IV**  
**BOARD OF DIRECTORS**

**Section 1. General Powers and Duties.** The affairs, property and business of the Association shall be managed by the Board.

**Section 2. Number, Tenure and Qualification.**

- a. The Board shall consist of the following members:
1. President, First Vice President, Second Vice President, Secretary-Treasurer, and three immediate past presidents of the California Orthopaedic Association.
  2. Two representatives from each of the following Districts: San Diego, Orange, Los Angeles, Los Padres, Northern California, Sacramento Valley, Sequoia, and the Inland Empire. Nominees shall be by election by COA members in the District when there is a Board vacancy for their District.
  3. Two at-large members shall be elected for a two-year term at the Annual Meeting of the Corporation and can be re-elected to a second two-year term. The at-large member cannot succeed themselves to ~~this office, but would be immediately eligible to be elected to another district seat.~~
  4. California ~~Orthopaedic Association elected~~ members of the American Academy of Orthopaedic Surgeons' Board of Councilors shall be voting members of the Board during their defined term of office as a Councilor.
  5. Two young orthopaedic surgeons shall be elected for a two-year term at the Annual Meeting of the Corporation and can be re-elected to a second two-year term. Their terms shall be staggered. A young orthopaedic surgeon is defined as a physician who has completed their training in an accredited orthopaedic residency program, who is ~~under 40 years of age, and~~ within the first ~~five (5) years two (2) years~~ of professional practice after their residency and fellowship training programs.
- b. Terms of office of all members of the Board shall commence at the close of the Annual Meeting of the corporation and shall end at the close of the next Annual Meeting.
- c. Members of the Board may be elected to two consecutive three year terms or a maximum tenure of 6 consecutive years. Board members may be re-elected to additional terms on the Board after a one year absence.

**Section 3. Vacancies.**

Any Director may resign upon giving written notice to the President.

~~A vacancy or vacancies on the Board shall be deemed to exist in the case of the death, resignation or removal of any Director, the Director is elected to the Executive Committee, or if the authorized number of~~

~~Directors be increased or if the members fail at any regular or special meeting of members at which any Director or Directors are elected, to elect the fully authorized number of Directors to be voted for at that meeting.~~

A vacancy or vacancies of the Board shall be deemed to exist

- (1) with the death, resignation or removal of any Director
- (2) if a director is elected to the Executive Committee
- (3) if the authorized number of Directors is increased
- (4) if the Executive Committee fails to elect the authorized number of Directors to be voted for at a meeting

The Board may declare vacant the office of a Director who has been declared of unsound mind by a final order of court, convicted of a felony, failed to attend two or more meetings of the Board held in California in two consecutive years without an excused absence, or been found by final order or judgment of any court to have breached any duty arising under Section 7238 of the California Nonprofit Mutual Benefit Corporation Law.

The members may elect a Director(s) at any time to fill any vacancy.

No reduction of the authorized number of Directors shall have the effect of removing any Director prior to the expiration of ~~his~~ their term of office.

**Section 4. AAOS Board of Councilors.** Members of the AAOS Board of Councilors from California whose term of office on the Board of Councilors expires shall be replaced by the following procedure:

- a. One year before expiration of the AAOS Councilor's term, the Councilor, shall notify the California Orthopaedic Association office by sending a letter requesting nominations to fill his or her seat on the Board of Councilors, or request re-nomination if the councilor is eligible for a second councilor term of office. COA shall announce any vacancy to the Councilor's constituency. A vote electing the Councilor to the second three year term will be engendered by the California Orthopaedic Association's office from that particular Councilor's constituency. Ballots will be retained in the COA office for six months from the deadline for the ballots to be returned.
- b. The California Orthopaedic Association (COA) Executive Director shall solicit nominations from all AAOS members residing in the district (s). Responses to the retiring councilor's letter for nominations must be in writing and returned to the COA office within 30 days.
- c. Upon determination that a nominee for the Board of Councilors office is willing to serve, the Executive Director shall prepare a ballot, listing the submitted names of suitable nominees. This ballot shall be mailed to all AAOS members residing in the district represented by the retiring councilor. Valid, completed ballots must be returned to the COA office within 30 days. Ballots will be retained by the COA office for six months following the deadline for the ballots to be returned.
- d. The name of the nominee with the most affirmative votes shall be submitted to the AAOS office by the COA.
- e. Resigning Board of Councilor members shall notify the California Orthopaedic Association Board of

their decision to resign and the date of resignation. The procedure for replacement of a resigning Board of Councilor member shall be the same as for a retiring member.

- f. Vacancies occurring on the AAOS Board of Councilors from California, for reasons other than expiration of term and/or resignation, shall follow the same nomination and election process described above. The COA Executive Committee will designate a new Councilor to the district and solicit names of nominees from members of the AAOS residing in the newly designated councilor district.
- g. It will be the responsibility of the California Orthopaedic Association's Executive Director and Board to delineate a list of responsibilities for Councilor membership which would be in addition to or in concert with those of the AAOS Board of Councilors.
- h. **As the number of Councilors allocated to California by the American Academy of Orthopaedic Surgeons (AAOS) changes, the Executive Committee shall adjust the Councilors from California so as to best represent the entire state.**

**Section 5. Place of Meetings.** Regular or special meetings of the Board shall be held at any place within or without the State of California which has been designated from time to time by the Board. In the absence of such designation, regular meetings shall be held at the principal office of the corporation.

**Section 6. Regular Meetings.** The Board shall conduct its regular meeting at the time of the Annual Meeting of members for the purpose of organization and the transaction of other business.

**Section 7. Special Meetings.** Special meetings may be called by the President, the Chair, any Vice President, the Secretary, or any two Directors. Written notice shall be given to each member of the Board not less than ten days prior to the date of the special meeting.

**Section 8. Chair.** The President of the corporation shall be the Chair of the Board. The First Vice President of the corporation shall be the Vice Chair of the Board. The Secretary of the corporation shall serve as the Secretary of the Board.

**Section 9. Quorum.** One-fifth of the authorized number of Directors constitutes a quorum of the Board for the transaction of business, except to adjourn a meeting. A majority of the Directors present, whether or not a quorum is present, may adjourn any Directors' meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given to absent Directors if the time and place be fixed at the meeting adjourned, except as provided in the next sentence. If the meeting is adjourned for more than 48 hours, notice of any adjournment to another time and place shall be given prior to the time of the adjourned meeting to the Directors who were not present at the time of the adjournment. Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board, unless a greater number be required by law or by the Articles except as provided in the next sentence. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Directors.

**Section 10. Participation by Conference Telephone.** Members of the Board may participate in the meeting through use of conference telephone or similar communications equipment so long as all Board members participating in such meeting can hear one another.

**Section 11. Obligations.** No Officer, Director or committee chair of the Corporation shall incur any financial obligations for the Corporation without first obtaining the approval of the Executive Committee or the Board. The Board shall have authority to hire employees and to determine their salaries and duties.

## **ARTICLE V**

### **OFFICERS**

**Section 1. Officers.** The officers of the Corporation shall be **Active members residing in California** as follows: President, First Vice President, Second Vice President, and Secretary-Treasurer.

**Section 2. Terms of Office.**

- a. The President shall be elected to serve a one year term, and cannot be re-elected to this office.
- b. The First Vice President shall be elected to serve a one-year term, and cannot be reelected to this office.
- c. The Second Vice President shall be elected to serve a one-year term, and cannot be re-elected to this office.
- d. The Secretary-Treasurer shall be elected to serve a one-year term, and cannot be reelected to this office.
- e. The terms of office shall commence at the close of the Annual Meeting and shall end at the close of the next Annual Meeting.

**Section 3. Election of Officers and Members-at-Large.**

- a. The Nominating Committee shall present its final recommendations for nominees to a meeting of the Board prior to the Annual Meeting.
- b. The Secretary-Treasurer shall present the recommendations of the Board to the membership at the Annual Meeting and subsequent to open nominations, the membership shall elect a President, First Vice President, Second Vice President, and Secretary-Treasurer, and members of the Board.
- c. Officers shall be elected by a majority of the members present and voting at the Annual Meeting.
- d. To be eligible for office, a physician must have been a voting member of the California Orthopaedic Association for two years-

**Section 4. Duties.**

- a. The President:
  1. Shall be the Chief Executive Officer of the Corporation and Chair of the Board. The President shall preside at all meetings of the membership of the Corporation, the Board, and the Executive Committee.
  2. Shall carry out the expressed wishes of the Corporation and the Board.

3. Shall appoint the chair of all committees as hereinafter provided, except the Nominating Committee, the Executive Committee, and the Planning and Development Committee.
  4. Shall make recommendations to the Board for the filling of any vacancy that may occur among the elected officers during the interval between Annual Meetings.
  5. Shall be an ex-officio member of all standing and special committees, except the Nominating Committee.
- b. The First Vice President:
1. Shall assist the President in the performance of his duties.
  2. Shall preside in the President's absence at meetings of the Corporation and at meetings of the Board.
  3. Shall, upon request of the President, represent the Corporation at other meetings or functions.
- c. The Second Vice President:
- The Second Vice President shall assist the First Vice President and/or President in any duties delegated to him or her. The Second Vice President shall serve on the Planning and Development Committee.
- d. The Secretary-Treasurer:
1. Shall keep all minutes of meetings of the Corporation, the Board, and of the Executive Committee.
  2. Shall maintain an accurate and current roster of Corporation members.
  3. Shall be responsible for the giving of all notices of meetings of the Corporation and of the Board.
  4. Shall be custodian of the Corporation's Articles of Incorporation and the Corporate Seal, and he shall see that the Corporate Seal is affixed to all documents when duly authorized.
  5. Shall perform all duties incident to the office of Secretary and such other duties as may from time to time be assigned to them by the Board.
  6. Shall submit reports to the Executive Committee and to the Board as directed by the President.
  7. Shall have general supervision over the care and custody of the funds of the Association. He shall deposit the funds or cause the funds to be deposited in the name of the Corporation in such bank or banks, or trust companies, and in such safe deposit company or safe deposit companies as the Board may designate, and shall be responsible for all monies received by the Corporation and for all payments made on behalf of it.
  8. Shall keep an accurate account and record of all receipts and disbursements and shall, when asked to do so, render a complete report of all funds to the Board.
  9. All checks in payment of Association obligations shall be signed by the President, Secretary-Treasurer, or the Executive Director. They shall be authorized to sign checks in an amount not in excess of \$2,000.00. All checks and all orders to withdraw funds from a bank, trust company or other financial institutions in payment of Corporate obligations in excess of \$2,000.00 requires two signatures.
  10. Shall prepare an annual report in accordance with Section 8321 of the California Nonprofit Mutual Benefit

Corporation Law.

11. Shall submit a current financial statement at regular meetings of the Board of Directors and at the Annual Meeting.
12. Shall notify the Executive Committee of members who are in arrears in payment dues.
13. ~~Shall see that members and employees who handle chapter monies are bonded with such surety or sureties~~ COA shall carry employee theft insurance as shall be determined by the Executive Committee to protect COA from a loss.

**Section 5. Compensation.** No director or officer shall receive directly or indirectly any salary or compensation for his services. Expenses may be allowed for attendance at each regular or special meeting of the Board and at meetings of the Executive Committee. Secretarial expenses incurred by the President may be approved by the Board.

**Section 6. Vacancies.** A vacancy in any office by reason of death, resignation, refusal to act, removal, disqualification or otherwise, shall be filled in accordance with Section 3 of Article IV of these By-Laws.

## **ARTICLE VI** **COMMITTEES**

**Section 1. Appointment and Authority.** The Board may appoint one or more committees, each consisting of two or more Directors and delegate to such committee any of the authority of the Board except with respect to:

- a. The approval of any action for which the California Nonprofit Mutual Benefit Corporation Law also requires approval of the members or approval of a majority of all members;
- b. The filling of vacancies on the Board or on any committees authorized by this Section 1;
- c. The fixing of compensation of the Directors for serving on the Board or on any committee;
- d. The amendment or repeal of By-Laws or the adoption of new By-Laws;
- e. The amendment or repeal of any resolution of the Board which by its expressed terms is not ~~so~~ amendable or repealable;
- f. The appointment of other committees of the Board or the members thereof; or
- g. The expenditure of corporate funds to support a nominee for Director; or
- h. With respect to any assets held in charitable trusts, the approval of any self-dealing transaction.

Any such committee must be created, and the members thereof be appointed, by resolution adopted by a majority of the authorized number of Directors then in office, provided a quorum is present and any such committee may be designated an Executive Committee or by such other name as the Board shall specify. The Board may appoint in the same manner, alternate members of any committee who may replace any absent member at any meeting of the committee. The Board shall have the power to prescribe the manner in which the proceeding of any

such committee shall be conducted. Unless the Board or such committee shall otherwise provide, the regular and special meetings and other actions of any such committee shall be governed by the provisions of Article IV applicable to meetings and actions by the Board. Minutes shall be kept of each such meeting of such committees. Without limitations, the committees authorized by this Section shall be the Executive Committee and the Nominating Committee.

### **Section 2. Other Committees.**

- a. In addition to committees having the authority to act on behalf of the Board, the Board is authorized to create and appoint such other committees for the purpose of carrying on the affairs of the corporation. Such committees shall not act with the authority of the Board, but shall be merely advisory to the Board and to the Corporation. Without limiting the authority of the Board to appoint additional committees, the other committees of the corporation are as follows: Allied Health Professionals, By-Laws, Electronic/Media, Executive, Finance, Health Care Delivery, Legislative, Membership, Nominating, Program and Continuing Medical Education, Public Relations, Strategic Planning, and Workers' Compensation. Except as otherwise provided in these By-Laws, the chair of each of the above committees shall be appointed by the Chair of the Board and approved by the Board. The committee chair shall recommend members of the Committee to the President who shall approve the appointment of the committee members. All Committee members must be members of COA. ~~Committee members and chairs shall be eligible to serve two 3-year terms.~~ Their performance shall be reviewed ~~and they shall be reappointed~~ on an annual basis by the ~~Board of Directors.~~ ~~President and reviewed by the Executive Committee.~~
- b. The Chair of the Board, with approval of the Board, may appoint other committees as shall from time to time be deemed advisable.
- c. All special committees or task forces shall be disbanded by action of the Board after they have fulfilled their specific charges.

### **Section 3. Composition and Duties.**

- a. Committee on Allied Health Professionals:  
The Committee on Allied Health Professionals shall evaluate and make recommendations to COA on issues related to the clinical qualifications and scope of practice of allied health professionals and shall report its findings to the Board.
- b. By-Laws Committee:  
The By-Laws Committee shall revise these By-Laws and make recommendations to the Board for changes therein. There shall be a ~~bi-annual~~ ~~biennial~~ review of these By-Laws by this committee.
- c. Electronics/Media Committee:  
The Electronics Committee shall be charged with improving communications with COA members, including electronic communication, updating and improving the functionality of COA's website, and developing other means of effective and timely communication with COA members and shall report its finding to the Board.
- d. Executive Committee:

1. The Executive Committee shall consist of the Officers of the Corporation, the three immediate past Presidents, and the Executive Director as ex-officio.
  2. Between meetings of the Board, the Executive Committee shall have the authority to exercise all powers of the Board, except those powers expressly vested in the full Board by the California Corporations Code or any other applicable law.
  3. The Executive Committee shall meet at the call of the President or in his absence at the call of the First Vice President. A majority of members of the Executive Committee shall constitute a quorum.
- e. Finance Committee:  
The Finance Committee shall oversee the finances of the Association.
- f. Health Care Delivery Committee:  
The Health Care Delivery Committee shall monitor, evaluate, and provide input to state, federal, private entities and our membership on issues relating to the delivery of musculoskeletal services and associated economic issues and shall report upon its findings to the Board.
- g. Legislative Committee:  
The Legislative Committee shall monitor **state and federal** legislative and administrative rulings, regulations or decisions affecting the practice of orthopaedic surgery and report its findings to the Board.
- h. Membership Committee:
  1. The Membership Committee shall encourage qualified orthopaedic surgeons, orthopaedic residents, and orthopaedic researchers to apply for membership in the Corporation.
  2. The committee shall investigate complaints and charges against members which are received in writing and report its findings to the Board.
  3. Committee appointments shall be made to ensure an equitable geographic distribution of the committee members.
- i. Nominating Committee:
  1. The Nominating Committee shall propose for nomination the following officers:
    - (a) President
    - (b) First Vice President
    - (c) Second Vice President
    - (d) Secretary-Treasurer
    - (e) Members-at-Large to serve on the Board
    - (f) Young Orthopaedists to serve on the Board
    - (g) Members of the Board
    - (h) Other nominations as may be necessary
  2. The committee shall submit their proposed slate of Officers, Members-at Large and other nominees to the Board before the Annual Meeting.
  3. The **Nominating** Committee shall consist of the chair who shall be the immediate past president of the



California Orthopaedic Association, ~~and~~ two members of the Board elected by the Board members, and two active members elected at the annual business meeting who are not presently on the Board

4. Sixty (60) days prior to the annual Business Meeting, a call for nominees to the Nominating Committee shall be sent to COA Active members residing in California.
5. Active members seeking nomination shall submit a written letter expressing their interest.
6. The members nominated to the Nominating Committee shall be elected by those members attending the annual business meeting.
7. The Nominating Committee shall be formed one year before the Annual Meeting where the nominees will be voted upon and selected and report its findings to the Board.
8. A member may be reappointed to this committee after one year's absence from it.

j. Program and Continuing Medical Education Committee:

1. The Program and Continuing Medical Education Committee shall plan and develop the scientific and socioeconomic content of the agenda for the Annual Meeting.
2. The Committee shall solicit industry support for the Annual Meeting.

k. Public Relations Committee:

The Public Relations Committee shall strive to promote understanding and a good relationship between orthopaedic surgeons and other physicians. This committee, through its members, shall act as liaison between the Association and other surgical organizations throughout the state, promote good relationships with patients, and report its findings to the Board.

l. Strategic Planning Committee:

1. The Strategic Planning Committee is composed of the three most recent past presidents. The past president with the longest tenure as past president is to serve as chair.
2. The committee shall be responsible for both long and short range planning for the COA as well as recommending innovations and changes in COA policy. It shall be consultant and advisory to the Board on request.

m. Workers' Compensation Committee:

The Workers' Compensation Committee shall monitor, evaluate, and provide input to state and private entities and our membership on occupational health issues and report its activities to the Board.

**ARTICLE VII**  
**FINANCE AND DUES**

**Section 1. Fiscal Year.** The fiscal year of the Corporation shall be from January 1 to December 31.

**Section 2. Dues.** Corporation dues shall be paid annually with the amount determined by the Board.

**ARTICLE VIII**  
**INDEMNIFICATION AND INSURANCE**

**Section 1. Right of Indemnity.** To the fullest extent permitted by law, this corporation shall indemnify its directors, officers, employees, and other persons described in Section 7237(a) of the California Corporations Code, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is used in that Section, and including an action by or in the right of the corporation, by reason of the fact that the person is or was a person described in that Section. "Expenses," as used in this by-law, shall have the same meaning as in Section 7237(a) of the California Corporations Code.

**Section 2. Approval of Indemnity.** On written request to the board by any person seeking indemnification under Section 7237(b) or Section 7237(c) of the California Corporations Code, the board shall promptly determine under Section 7237(e) of the California Corporations Code whether the applicable standard of conduct set forth in Section 7237(b) or Section 7237(c) has been met and, if so, the board shall authorize indemnification. If the board cannot authorize indemnification because the number of directors who are parties to the proceeding with respect to which indemnification is sought prevents the formation of a quorum of directors who are not parties to that proceeding, the board shall promptly call a meeting of members. At that meeting, the members shall determine under Section 7237(e) whether the applicable standard of conduct set forth in Section 7237(b) or Section 7237(c) has been met and, if so, the members present at the meeting in person or by proxy shall authorize indemnification.

**Section 3. Advancement of Expenses.** To the fullest extent permitted by law and except as otherwise determined by the board in a specific instance, expenses incurred by a person seeking indemnification under Sections 2 and 3 of Article XIII of these by-laws in defending any proceeding covered by those Sections shall be advanced by the corporation before final disposition of the proceeding, on receipt by the corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the corporation for those expenses.

**Section 4. Insurance.** The corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, directors, employees, and other agents, against any liability asserted against or incurred by any officer, director, employee, or agent in such capacity or arising out of the officer's, director's, employee's, or agent's status as such.

## **ARTICLE IX**

### **RECORDS**

**Section 1. Maintenance of Corporate Records.** The corporation shall keep:

- a. Adequate and correct books and records of account;
- b. Written minutes of the proceedings of its members, board, and committees of the board; and,
- c. A record of each member's name, address, and class of membership.

## **ARTICLE X**

### **AMENDMENTS**

**Section 1. Membership Rights Limitation.** Subject to the rights of members under Article III, Section 10 of these by-laws, the board may adopt, amend, or repeal by-laws unless the action would:

- a. Materially and adversely affect the members' rights as to voting, dissolution, redemption, or transfer;
- b. Increase or decrease the number of members authorized in total or for any class;
- c. Effect an exchange, reclassification, or cancellation of all or part of the memberships; or
- d. Authorize a new class of membership.

**Section 2. Changes to Number of Directors.** Once members have been admitted to the corporation, the board may not, without the approval of the members, specify or change any by-law provision that would:

- a. Fix or change the authorized number of directors;
- b. Fix or change the minimum or maximum number of directors; or
- c. Change from a fixed number of directors to a variable number of directors or vice versa.

**Section 3. High Vote Requirement.** If any provision of these by-laws requires the vote of a larger proportion of the board than otherwise required by law, such provision may not be altered, amended, or repealed except by that greater vote.

**Section 4. Members' Approval Required.** Without the approval of the members, the board may not adopt, amend, or repeal any by-law that would:

- a. Increase or extend the terms of directors;
- b. Allow any director to hold office by designation or selection rather than by election by member or members;
- c. Increase the quorum for members' meetings;
- d. Repeal, restrict, create, expand, or otherwise change proxy rights; or
- e. Authorize cumulative voting.

**Section 5. Amendment by Members.** New by-laws may be adopted or these by-laws may be amended or repealed by approval of the members, provided, however, that any such adoption, amendment, or repeal also requires approval by the members of a class if that action would:

- a. Materially and adversely affect the rights, privileges, preferences, restrictions, or conditions of that class as to voting, dissolution, redemption, or transfer in a manner different than the action affects another class;
- b. Materially and adversely affect that class as to voting, dissolution, redemption, or transfer by changing the rights, privileges, preferences, restrictions, or conditions of another class;
- c. Increase or decrease the number of memberships authorized for that class;
- d. Increase the number of memberships authorized for another class;
- e. Effect an exchange, reclassification, or cancellation of all or part of the memberships of that class; or
- f. Authorize a new class of memberships.

Any provision of these by-laws that requires the vote of a larger proportion of the members than otherwise is required by law may not be altered, amended, or repealed except by vote of that greater number. No amendment may extend a director's term beyond that for which the director was elected.

Any provision of these by-laws providing for the designation or selection, rather than election, of any director or directors may be adopted, amended, or repealed only by approval of the members, subject to the consent of the person or persons entitled to designate or select any such directors.

**Section 6. Process for Amending By-Laws by Vote of the Membership.**

- a. Proposed amendments to these by-laws shall be submitted in writing to the Secretary not less than sixty (60) days prior to the next annual meeting for review and recommendations. Amendments may also be proposed by the By-laws Committee or the Executive Director-
- b. Proposed amendments shall be referred to the By-Laws Committee for review and recommendations.
- c. The recommendations of the By-Laws Committee shall be read at the next Board meeting.
- d. The recommendations of the By-Laws Committee shall be read at a business session of the next annual business meeting.
- e. No action on proposed amendment(s) shall be taken until the next succeeding annual business meeting.
- f. Action on proposed amendments shall be taken at the annual business meeting after the first reading of the proposed amendments.
- g. A copy of the proposed amendments to the By-Laws shall be made available to each member at least thirty (30) days before the annual business meeting.
- h. Editorial changes may be made by the By-Laws Committee as required.

**APPENDIX**  
**EXECUTIVE DIRECTOR**

Appointments of power in Executive Director

**Section 1. Appointment**

The Board shall appoint an Executive Director who shall serve as the Chief Administrative full time official of the COA to manage and direct the activities of the COA.

**Section 2. Delegation of Authority and Basic Power and Responsibilities**

The Executive Director is hereby delegated the authority to act for and on behalf of the COA to provide all administrative services by maintaining the offices of the COA, contract for administrative services to the COA, and to contract on behalf of the COA for rendering of necessary services, supplies, facilities, and like manners up to a dollar limit as shall be prescribed from time to time by the Board. The Executive Director shall be authorized to delegate to any other employee such other responsibilities as he/she shall from time to time deem appropriate. The Executive Director shall be authorized to sign on behalf of the COA all tax returns, certificates, and other documentations required by state, or federal government or agencies thereof. He/she shall be authorized to speak on behalf of the COA in the name of the COA on such issues for which policy decisions have been made by the Board. He/she shall be responsible for providing leadership to education or other activities of the COA and shall provide representation for the COA to outside organization.