



Orthopaedic Research Society

BYLAWS

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BYLAWS

ORTHOPAEDIC RESEARCH SOCIETY

ARTICLE I: **NAME AND OFFICES**

Section 1. Name

The name of the Corporation shall be the Orthopaedic Research Society (ORS).

Section 2. Offices

The ORS shall maintain a registered office in the State of Illinois and a registered agent at such office. The Association may have other offices within or without the state.

ARTICLE II: **PURPOSES AND POWERS**

Section 1. Purpose

The Orthopaedic Research Society (ORS) is an organization dedicated to the advancement of orthopaedic research. The Orthopaedic Research Society carries out this mission through education in research, dissemination of research knowledge, advocacy for increasing resources for research, and increasing awareness of the importance and impact of such research on orthopaedic patients and the public. Additionally, the Orthopaedic Research Society promotes and encourages the development and availability of clinician-scientists and basic-scientists, to ensure continuing research efforts, whose results will form a basis for providing the highest quality of musculoskeletal care.

Section 2. Powers

The Orthopaedic Research Society shall possess all powers of a corporation organized under the Illinois Not-for-Profit Corporation Act of 1986, as amended, including specifically the power to 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 there from, exclusively for charitable, educational, scholastic, or scientific purposes pursuant to section 501c (3). Provided, however, the Orthopaedic Research Society shall not engage in any business which would disqualify it from being exempt from taxation under section 501(c)(3) of the 1954 Internal Revenue Code, as amended or any subsequent law of the United States of America.

No part of the net earnings of the Orthopaedic Research Society shall benefit its members, directors, officers, or any private shareholder, or individual. No substantial part of the activities of the Orthopaedic Research Society shall be the carrying on of propaganda or

otherwise attempting to influence legislation. The Orthopaedic Research Society shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of, or against any candidate for public office.

ARTICLE III: **MEMBERS**

Section 1. Membership

The membership of the Orthopaedic Research Society shall be composed of six member categories: Student, Post Graduate Trainee, Early Career, Affiliate, Established, and Emeritus. All members may vote and are eligible to serve in leadership positions as defined by the ORS.

Section 2. Emeritus (retired) Membership

The status of Emeritus Members may be conferred upon individuals as follows: any active member who has retired and has been an active member in the ORS for at least fifteen consecutive (15) years, or under special circumstance. All requests are made at the time of retirement, and approval will be determined by the Board of Directors.

Section 3. Non-discrimination

The ORS does not discriminate on the basis of race, color, gender, sexual orientation, religion, national origin, disability, veteran status, or on any basis that would constitute unlawful discrimination.

Section 4. Voting Rights

Each member in good standing can cast a single vote on any given matter.

Section 5. Termination of Membership

Membership may be terminated by voluntary resignation, failure to pay membership dues in a timely manner, or conduct unbecoming of an ORS member as defined in the Code of Conduct.

Section 6. Transfer of Membership

Membership in this ORS is not transferable or assignable.

ARTICLE IV: **DUES**

Section 1. Annual Dues

The annual dues for each membership category shall be approved by the Board of Directors.

ARTICLE V:
MEETINGS OF THE MEMBERSHIP

Section 1. Annual Business Meeting

A meeting of the membership shall be held annually at a time and place approved by the Board of Directors.

Section 2. Special Meetings

Special meetings of the members may be called by the President or the Board of Directors upon the written request of not less than one-twentieth of the members in good standing.

Section 3. Notice of Meetings

Written notice stating the purpose, place, date, and hour of any meeting of members that require a membership vote shall be delivered to each member in good standing not less than seven (7) days before the meeting.

Section 4. Quorum

Quorum is established when 10% (percent) of members in good standing are present. If a quorum is not present, no decisions can be made, however, the informational portions of the meeting may continue. To ensure decisions can be made, matters requiring a vote may be sent to the membership for an electronic vote.

Section 5. Voting

Votes will be passed by a simple majority (50%+1) of members in good standing present and voting, provided that a quorum has been reached.

Section 6. Remote Attendance

Members may participate remotely in any meeting through available technology allowing for two-way communication. Such participation in the meeting shall constitute presence in person at the meeting.

Section 7. Proxies

No member may vote by proxy on any matter.

ARTICLE VI:
BOARD OF DIRECTORS

Section 1. General Powers

The affairs of the ORS shall be managed by its Board of Directors.

Section 2. Number and Qualifications

The number of directors shall be not less than eleven (11) nor more than sixteen (16), as shall be fixed from time to time by the Board of Directors.

Section 3. Composition

All Directors will be elected by the membership. The Board of Directors will be composed of the following positions: President, 1st Vice-President, 2nd Vice-President, Immediate Past President, Secretary, Treasurer, members-at-large, and the chairs of the ORS councils.

Section 4. Elections

Candidates for elected office shall be put forward to the membership for consideration by the Nominating Committee as directed in the Policies and Procedures Manual as approved by the Board of Directors. Candidates shall be elected by the members during an annual online election as determined by the Board of Directors, to be held at least ninety (90) days and no more than one hundred (120) days prior to the annual meeting. The votes cast shall be counted and the persons receiving the most votes shall be declared elected.

Section 5. Tenure

Each director shall hold office until their successor is duly elected and qualified or until their death, resignation, or removal. No director may serve more than one (1) term in a given office, and directors having served in the Presidential line will not be eligible for subsequent office on the Board of Directors after completing their term. The term of office for each director is as follows: council chairs (2 years), members-at-large (2 years), secretary and treasurer (3 years), presidential line (4 years in total). The progression through the presidential line will be one year of service in each of the following roles: 2nd Vice- President, 1st Vice- President, President, Immediate Past President. The variation in board terms allows for institutional memory as board transitions occur. All terms begin and end at the ORS Annual Scientific Meeting.

Section 6. Qualifications

Directors need not be residents of Illinois but must be a member in good standing of the ORS.

Section 7. Board of Directors Annual Meeting

The Board of Directors must meet annually at the annual scientific meeting. Remote attendance may be allowed.

Section 8. Other Regular Meetings

The Board of Directors may hold additional regularly scheduled meetings of the Board of Directors as needed to complete the work of the ORS.

Section 9. Special Meetings

Special meetings of the Board of Directors may be called by the President, Chief Executive

Officer, or any member of the Board of Directors. The person[s] calling a special meeting shall determine the time, place, and format of the meeting.

Section 10. Notice

The notice of any meeting of the Board of Directors shall specify the business to be transacted and the purpose of the meeting unless not allowed by law. Notice of any special meeting of the Board of Directors should be given at least seven days (7) in advance unless deemed an emergency.

Section 11. Quorum

At all meetings of the Board of Directors a simple majority (50%+1) of members shall constitute a quorum for the transaction of business. If a quorum is not present, no decisions can be made, however, the informational portions of the meeting may continue. To ensure decisions can be made, matters requiring a vote may be sent to the Board of Directors for an electronic vote.

Section 12. Voting

Votes will be passed by a simple majority (50%+1) of members in good standing present and voting, provided that a quorum has been reached.

Section 13. Remote Attendance

Members may participate remotely in any meeting through available technology allowing for two-way communication. Such participation in the meeting shall constitute presence in person at the meeting.

Section 14. Vacancies

For vacancies in the presidential line, each member of the presidential line will step into the next position leaving the second vice-president position open until the next election cycle. If the past-president position is vacant, it will remain vacant until the next election. In this instance, the Nominating Committee will be chaired by a previous past- president, and preference will be given to the most recent past-president. Vacancies for all other directors will be appointed by the president and approved by the Board of Directors in accordance with the Policies and Procedures Manual. Appointed members filling a vacancy shall serve for the unexpired term of their predecessor, and until their successor is elected and ratified.

Section 15. Compensation

Directors shall not receive any compensation for their services as directors, but by resolution of the Board of Directors, directors may be reimbursed for expenses incurred in attending any regular or special meetings of the Board of Directors.

Section 16. Removal

A director may be removed with cause according to the code of conduct and in consultation with the Ethics Committee by the affirmative vote of two-thirds of the members of the Board of Directors. Written notice of the meeting must be delivered to all members of the Board of Directors stating the purpose of the meeting is to vote on removal of a director(s) as described in the bylaws.

ARTICLE VII: **OFFICERS**

Section 1. Executive Committee

The President, 1st Vice -President, 2nd Vice -President, Immediate Past President, Treasurer, and Secretary of the Board of Directors shall constitute the Executive Committee. The Executive Committee shall handle matters requiring action between Board of Directors meetings. The Executive Committee shall meet as necessary as convened by the President.

The Executive Committee may act on behalf of the Board of Directors between meetings of the Board of Directors, but such actions of the Executive Committee are subject to ratification by the full Board of Directors. The actions of the Executive Committee between meetings of the Board of Directors shall be considered effective and binding prior to ratification by the full Board of Directors. If the Board of Directors does not ratify the actions of the Executive Committee, such actions shall be deemed null and void .

Section 2. President

The President shall be the principal elected officer of the ORS. The President shall promote the welfare and increase the usefulness of the ORS. The president also shall preside at meetings of the ORS and of the Board of Directors and is a member of the Executive Committee.

Section 3. 1st Vice President

The 1st Vice President shall perform such duties and have such powers as prescribed by the President. Further, in the absence of the President or in the event of the President's inability or refusal to act, the 1st Vice President shall perform the duties of the President and, when so acting, shall have all the powers of and be subject to all the restrictions upon the President.

Section 4. 2nd Vice President

The 2nd Vice President shall perform such duties and have such powers as prescribed by the President. Further, in the absence of the 1st Vice President or in the event of the 1st Vice President's inability or refusal to act, the 2nd Vice President shall perform duties of the 1st Vice President.

Section 5: Immediate Past President

The Immediate Past President shall chair the Nominating Committee, perform such duties, and have such powers as prescribed by the President.

Section 6. Secretary

The Secretary shall annually certify the Bylaws and other documents of the ORS, including the Policies and Procedures Manual as true and correct copies and shall have other duties as prescribed by the President or the Board of Directors. The Secretary will chair the Bylaws committee and serve as the Sergeant at Arms for all meetings of the Board of Directors.

Section 7. Treasurer

The Treasurer shall remain fully advised as to the financial condition of the ORS. The Treasurer shall chair the Finance Committee and shall regularly report to the Board of Directors on the financial condition of the ORS and the adequacy of the accounting records of the ORS. The Treasurer shall have other duties as prescribed by the President or the Board of Directors. .

ARTICLE VIII:
CHIEF EXECUTIVE OFFICER

Section 1. Chief Executive Officer

The Board of Directors shall employ or retain a person to serve as the chief executive officer (CEO) of the ORS, who shall be responsible for the administration and management of the ORS. The CEO shall manage and direct all functions and activities of the ORS and perform such other duties as the Board of Directors may prescribe.

ARTICLE IX:
COUNCILS

Section 1. Definition

The councils provide oversight of committees and sections.

Section 2. Board of Director Representation

Each council chair holds a seat on the Board of Directors based on their role as council chair.

Section 3. Elections

Each council chair is elected by the membership as described in the Policies and Procedures Manual. The number of council chairs is determined by the needs of the ORS.

Section 4. Term

The term of each council chair is two years. All terms begin and end at the ORS Annual Scientific Meeting.

ARTICLE X: **COMMITTEES**

Section 1. Creation of Committees

The Board of Directors may designate standing or special committees as it deems appropriate. Each committee chair shall be selected through a volunteer application process as described in the Policies and Procedures Manual.

Section 2. Standing Committees of the Board of Directors

Standing committees will report directly to the ORS Board of Directors, usually through a member of the Board of Directors. Standing committees must be permanent, long-standing committees that meet on a regular basis. A list of standing committees and the procedure for selecting membership of those committees can be found in the Policies and Procedures Manual.

Section 3. Other Committees

Other committees will report to the Board of Directors through the appropriate Council.

Section 4. Audit Committee

The only standing committee that does not report through a member of the board of directors is the Audit committee. No current member of the Finance committee may serve on the Audit committee. The Audit committee must be chaired by a Past President who has not served as Treasurer and is a member in good standing.

Section 5. Quorum

Unless the presence of a greater number is indicated in the Policy & Procedures Manual for a committee, a majority of the committee membership shall constitute a quorum.

Section 6. Voting

Votes in committees will be passed by a simple majority (50%+1) of members in good standing present and voting, provided that a quorum has been reached.

Section 7. Meetings

Committees may set the time and place of meetings. All committee procedures can be found in the Policy & Procedure Manual.

Section 8. Term of Office

Each committee member serves a two (2) year term with the possibility of serving additional time if elected into committee leadership. The leadership line will serve a three (3) year term with the leadership team serving in the following roles: chair-elect (1 year), chair (1 year), and past-chair (1 year). All terms begin and end at the ORS Annual Scientific Meeting.

Section 9. Vacancies

Vacancies will be filled as outlined in the Policies and Procedures Manual.

Section 10. Remote Attendance

Members may participate remotely in any meeting through available technology allowing for two-way communication. Such participation in the meeting shall constitute presence in person at the meeting.

ARTICLE XI: **SECTIONS**

Section 1. Definition

A Section is an established and officially recognized interest group within the ORS. Each Section has an organizational structure, as defined in the Policies and Procedures Manual, which reports through the appropriate Council to the Board of Directors.

Section 2. Purpose

Sections shall promote the common interest of ORS members in specific areas of musculoskeletal research as identified through member interest as outlined in the Policies and Procedures Manual.

Section 3. Membership

All Section Members must be ORS members in good standing as recognized by the Board of Directors.

Section 4. Dues

Section membership dues shall be approved by the Board of Directors.

ARTICLE XII: **GENERAL PROVISIONS**

Section 1. Contracts

The Board of Directors authorizes the CEO to enter into any contract or execute and deliver any instrument in the name of and on behalf of the ORS.

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 ORS shall be signed by such officer or officers or agent or agents of the ORS and in such manner as shall, from time to time, be determined by the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Secretary or President and countersigned by the CEO.

Section 3. Fiscal Year

The fiscal year of the ORS is January 1 through December 31.

Section 4. Seal

On the corporate seal shall be inscribed the name of the ORS and the words "Corporate Seal" and "Illinois."

Section 5. Delivery of Notice

Any notice required to be given by statute, the Articles of Incorporation or these Bylaws, shall be deemed to be delivered according to the following rules: upon personal delivery; if by mail, when deposited in the United States mail in a sealed envelope, properly addressed, with postage prepaid; if by facsimile, when the facsimile is sent via the facsimile number shown for the member/director on the records of the Association; if by email, when the email is sent via the email address shown for the member/director on the records of the ORS; and if by overnight mail or courier, when deposited with the shipping company in a sealed envelope, properly addressed, with shipping charges prepaid or billed to sender's account.

Section 6. Waiver of Notice

A written waiver of any notice required to be given by statute, the Articles of Incorporation, or these Bylaws, 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. Attendance at a meeting shall constitute a waiver of notice of such meeting, except where a person attends a meeting for the express purpose of objecting to the holding of the meeting because proper notice was not given.

Section 7. Use of Funds and Dissolution

The ORS shall use its funds only to accomplish the objectives and purposes specified in its Articles of Incorporation, and no part of its funds shall inure or be distributed to the members of the ORS. Upon dissolution of the ORS, any funds remaining shall be distributed in the manner specified in the Articles of Incorporation of the ORS.

Section 8. Bonding

The Board of Directors may require any officer, director, employee, or agent of the ORS, to

furnish at the expense of the ORS, a fidelity bond, in such a sum as the Board of Directors shall prescribe.

Section 9. Procedure

All meetings of the ORS shall be governed by standard parliamentary procedures, which provide for adequate notice and fair opportunity for debate. The Presiding Officer may be guided, but not bound by the most current edition of Roberts' Rules of Order.

ARTICLE XIII: **LIABILITY, INDEMNIFICATION, AND INSURANCE**

Section 1. Limitation of Liability

No director or officer of the ORS shall be liable for damages resulting from the exercise of judgment or discretion in connection with the duties or responsibilities of such director or officer except to the extent dictated by law.

Section 2. Indemnification

The ORS shall indemnify any person or entity to the extent required by law and may otherwise indemnify any person or entity to the extent permitted by law.

Section 3. Advance Payments

Expenses incurred in defending an action, suit or proceeding may be paid by the ORS in advance of the final disposition of such action, suit or proceeding, to the extent permitted by law.

Section 4. Non-Exclusivity

The indemnification permitted by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled by law.

Section 5. Insurance

The ORS may purchase and maintain insurance on behalf of any person to the extent permitted by law, whether or not the ORS would have the power to indemnify such person against such liability under the provisions of this Article.

Section 6. Reports

If the ORS has paid indemnity or has advanced expenses under this Article to a director, officer, employee or agent, the ORS shall report the indemnification or advance in writing to the members entitled to vote with or before the notice of the next meeting of such members.

**ARTICLE XIV:
AMENDMENTS**

Section 1. Amendments to Bylaws

The power to alter, amend, or repeal the Bylaws or adopt new Bylaws shall be vested in the Board of Directors. Any such changes shall be approved by the membership at the annual business meeting of the members or by an electronic vote of the membership. A minimum of 1/10 (one tenth) of the membership eligible to vote shall constitute a quorum for a vote to take place. The Bylaws may contain any provisions for the regulation and management of the affairs of the ORS not inconsistent with law or the Articles of Incorporation.

**ARTICLE XV:
TERMINATION**

Section 1. Dissolution or Liquidation

In the event of the dissolution or liquidation of the Orthopaedic Research Society, and after payment of all debts and liabilities, all remaining assets shall be distributed exclusively to such entity as shall then be exempt under Section 501(c) (3) of the 1954 Internal Revenue Code, as amended, or any subsequent law of the United States of America, at the discretion of the Board of Directors, to be used for like, or similar purposes as the Orthopaedic Research Society.