



Memo

Date: September 19, 2008
To: POS Membership
From: Gerald Rothacker, Jr., MD
RE: Bylaws Change

The POS Board of Directors approved the following bylaws amendments September 12, 2008. The proposal will be voted on by the General Membership at the 2008 fall meeting in Philadelphia.

Changes are boldfaced and underlined.

ARTICLE III -- MEMBERSHIP

SECTION 2: Active Membership Qualifications

(3) have completed a residency program in orthopaedic surgery at an AMA approved institution or a program deemed by the Board of Directors in its sole discretion as being an equivalent program;

(8) have not been disciplined by AAOS, AOA, or AMA

SECTION 3: Emeritus Membership Qualifications

B. Emeritus members may attend meetings, **are required to pay the registration fees of the meetings,** and may sponsor candidates for membership.

SECTION 9: Non-Orthopaedic Physician Membership Qualifications

(3) have completed a residency program in a related field of medicine or surgery at an AMA approved institution or a program deemed by the Board of Directors in its sole discretion as being an equivalent program;

ARTICLE IV -- NOMINATION TO MEMBERSHIP

The Membership Committee shall make a specific recommendation concerning each applicant's suitability to the Board of Directors. Upon receipt of the Membership Committee's recommendations, the Board of Directors, by three-fourths (3/4) vote, shall accept, defer, or reject any applicant. The Board of Directors will vote on all pending candidates for membership three times per year. **at the Fall Meeting, Spring Meeting, and at the Society's Board of Directors Meeting held in conjunction with the Annual Meeting of the American Academy of Orthopaedic Surgeons.**

ARTICLE VI -- ETHICS-DISCIPLINE

SECTION 3: Complaints and Procedures

A. All complaints or requests for disciplinary action of a member of the Society shall be made in writing containing specific charges and addressed to the President of the Society. **After due deliberation, the President in his/her absolute discretion may either reject the complaint or The President shall refer** the complaint and charges to the Membership Committee who shall consider them and

conduct any investigation they deem necessary. After investigation, the Membership Committee shall submit its written recommendations to the Board of Directors along with all reports and documentary evidence used by the Membership Committee in its deliberations. **The Board of Directors shall have authority and discretion to impose any disciplinary action deemed necessary, appropriate, and just including but not limited to sanction, suspension of membership, and exclusion from membership .**

D. Conduct of Hearing and Notice of Decision:

- 1) The hearing held pursuant to this section shall be held before the Membership Committee. ~~or a panel thereof appointed by the chairperson of the Membership Committee.~~ During the hearing, the member has the right to: (a) representation by an attorney or other person of the member's choice; (b) have a record made of the proceedings, copies of which may be obtained by the member upon payment of any reasonable charges associated with preparation of the copy; (c) call, examine and cross-examine witnesses; (d) present evidence determined to be relevant by the hearing officer or chairperson, regardless of its admissibility in a court of law; (e) submit a written statement at the close of the hearing.

ARTICLE IX -- BOARD OF DIRECTORS

SECTION 1: Composition -- The Board of Directors shall consist of the President, First Vice President, Second Vice President, Immediate Past President, Secretary, Treasurer, Historian, Chairman of the Membership Committee, Chairman of the Program Committee, Chairman of the Bylaws Committee, Chairman of the Health Care Delivery Committee, Chairman of the Political Action Committee, Chairman of the Legislative Committee, Chairman of the Workers' Compensation Committee, Representative to the Pennsylvania Medical Society, Alternate Representative to the Pennsylvania Medical Society, the members of the Board of Councilors of the American Academy of Orthopaedic Surgeons, and five (5) members-at-large, one to be elected annually by the members to serve a term of three (3) years. These individuals constitute the voting members of the Board of Directors. **The President may appoint additional non-voting members to the Board of Directors for a two year term who by virtue of their geographic location or interest in Society affairs may contribute to the formulation of Society policies. After serving two years, non-voting members may be re-appointed by the president.**

SECTION 3: Meetings -- A regular meeting of the Board will be held in conjunction with each annual meeting. The Board of Directors shall have the authority to conduct such business of the Society as is necessary under the Chairmanship of the President between annual meetings. In addition to the annual meeting, there shall be such meetings as a President may, at his/her discretion, deem necessary; but in no case less than one (1) regular meeting per year in addition to that of the annual meeting.

Additional Board meetings may be called by the President upon receipt of the written request of at least five (5) Board members. Such request must specify the agenda for the meeting. Notice of any special meeting of the Board of Directors shall be given at least seven (7) days prior thereto by written notice containing the day, date, time, agenda, and place and be delivered **personally or sent by mail, facsimile, or email to** each director at his/her address as shown on the records of the Society. No business shall be transacted at any special meeting except that stated in the meeting notice.

Teleconferences and electronic transmissions authorized - Any action required to be taken at a meeting of the Board of Directors may be otherwise taken at a meeting wherein communication occurs by use of the telephone or other methods of electronic transmission. The action taken by such meetings where a quorum is present shall be deemed to be an action of the Board of Directors.

SECTION 9: Compensation -- Directors shall not receive compensation for their services; but by action of the Board of Directors, expenses of attendance may be allowed for attendance at each regular or special meeting of the Board. **The President shall be entitled to receive a daily stipend in an amount determined by the Board of Directors for time spent on Society business outside regular attendance at regular board meetings, executive committee meetings, and POS scientific meetings.**

ARTICLE X -- OFFICERS

SECTION 1: President -- The President shall be the principal executive officer of the Society. Following 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 also be the Chairman of the Board of Directors. **The President** is empowered to appoint ad hoc committees. **The President** shall make appointments to fill all vacancies in appointed or elected positions, except for the First and Second Vice Presidents, which occur between annual meetings of the Society, subject to the approval of the Board of Directors. Such appointees shall serve until the next annual meeting of the Society. **The President** may call such meetings of the Board of Directors as deemed necessary and shall be responsible for all other duties assigned to him/her by these Bylaws or as shall be determined by the Board of Directors. **The President may appoint additional non-voting members to the Board of Directors, who by virtue of their geographic location or interest in Society affairs may contribute to the formulation of Society policies.**

ARTICLE XI -- COMMITTEES

SECTION 5: Finance Committee

- A. The Finance Committee shall consist of the Treasurer as Chairperson and the two immediate available Past Presidents as voting members of the Committee.
- B.** This Committee shall formulate all investment policies of the Society, subject to the approval of the Board of Directors.
- C.** This Committee shall meet at least annually as well as at the request of the Chairperson of the Board of Directors to review the financial affairs of the Society and shall submit a report to the Board of Directors with such frequency as the Board shall direct.

SECTION 6: Audit Committee

The Audit Committee shall consist of the immediate Past President as Chairperson and two (2) active members of the Society not otherwise officers. One active member shall be appointed by the President and one shall be elected by a majority of the membership at alternate annual meetings, after nominations from the floor. None of the members of the Audit Committee may be a member of the Finance Committee. The elected member and the appointed member shall serve for alternate terms of two (2) years.

D. This Committee shall be responsible for the annual audit of the Society; it shall submit to the Board of Directors and the membership an annual report. This Committee shall retain the services of a certified public accountant in no way connected with the Society to assist it in making the annual audit or other special audits. At the discretion of this Committee, the annual audit may be made without prior consultation with any other officers of employees of the Society.

E. This Committee shall have the right to review the financial affairs of the Society in addition to the annual audit only after written notification of the Board of Directors of the purpose and scope of such a review.

Section 7: Political Action Committee (OrthoPAC)

A. The OrthoPAC shall consist of at least four ~~(4)~~ **(5)** active members appointed by the Executive Committee and approved by the Board of Directors. There shall be a Chairman, Vice-Chairman, Fundraising Chairman, ~~and~~ Secretary, ~~and~~ Treasurer, all of whom shall be appointed by the Executive Committee. The term of each committee member shall be for one year and each may be reappointed by the Nominating Committee for consecutive terms with the approval of the Board of Directors. Additional members may be appointed by the President of the Society.

ARTICLE XVI -- MEETINGS

Telephone Meetings – Unless specifically prohibited, any action required to be taken at a meeting of the Board of Directors may be otherwise taken at a meeting wherein communication occurs by use of the telephone or other methods of electronic transmission. The action taken by such telephone meetings where a quorum is present shall be deemed to be an action of the Board of Directors.