

# The Hip Society

## Bylaws

We, the Members of The Hip Society (a nonprofit corporation), do hereby set forth the following as Bylaws of the Society. Revisions approved by The Hip Society Membership in August 1977, August 1978, September 1980, September 1985, September 1995, September 2006, September 2007, September 2011, February 2012, September 2012, October 2013, March 2016, March 2019, **September 2019**.

The Articles of Incorporation of The Hip Society were filed on December 30, 1969, as provided by the Office of Non-Profits Development in South Carolina.

### **ARTICLE I: NAME, SEAL, PURPOSE, and PRINCIPAL OFFICE**

#### **Section 1: Name**

1. The name of the organization shall be The Hip Society.

#### **Section 2: Seal**

1. The Society's seal shall be circular in form and shall have inscribed upon it the name of the Society and the year of its founding, 1968.

#### **Section 3: Mission**

1. The Mission of The Hip Society is to advance the knowledge and treatment of hip disorders to improve the lives of our patients.

#### **Section 4: Principal Office**

1. The principal office of the Society shall be in the State of Illinois. The Society also may have offices in other places, as the Board of Directors shall determine to be desirable.

### **ARTICLE II: MEMBERSHIP**

#### **Section 1: Membership Year**

1. The membership year shall begin on January 1 and conclude on December 31 of the same year.

#### **Section 2: Qualifications**

1. Qualification for membership in the Society shall be established by the Membership Committee and outlined in the Society's Policies and Procedures, which shall be adopted by the Board of Directors from time to time.
2. The Society's Policies and Procedures shall include information related to the different categories of membership, the application process, the election process, the reinstatement process, Membership benefits, and Member duties.

#### **Section 3: Requirements**

1. Membership shall be by invitation only.
2. Membership shall be contingent upon compliance with the Society's Bylaws and its Policies and Procedures.

#### **Section 4: Nondiscrimination**

1. Individuals shall not be denied or abridged of membership because of sex, color, creed, religion, or ethnic origin.

**Section 5: Size**

1. The size of the Active membership shall not exceed 100.
2. The size of the Adjunct membership shall not exceed 25.

**Section 6: Member Categories**

1. There shall be six (6) categories of membership in the Society: Active, Senior, Adjunct, Senior Adjunct, Honorary and Emeritus as outlined in the Society's Policies and Procedures.

**Section 7: Initiation Fees, Annual Dues and Special Assessments**

1. Membership initiation fees, yearly dues, and special assessments shall be determined by the Board of Directors and ratified by three-fourths (3/4) of the voting membership present at a Member Business Meeting and shall be outlined in the Society's Policies and Procedures.
2. The yearly dues of the Society shall be payable in advance or postmarked by April 1<sup>st</sup> of each membership year.
3. A Member, whose dues remain unpaid after April 1<sup>st</sup>, shall be assessed a special fee that is determined by the Board of Directors and ratified by three-fourths (3/4) of the voting membership present at a Member Business Meeting.
4. If a Member fails to pay yearly dues and any applicable assessments after three (3) notifications, and payment is not received by the Summer Meeting of the same membership year, and a written statement from the individual citing reasons for the dues delinquency that is satisfactory to the Board of Directors is not received, the Secretary shall send an official letter to the Member stating that the individual has forfeited his membership due to unpaid membership dues.
5. No initiation fees, dues or assessments shall be refunded to a Member if the individual's membership has been terminated for cause.

**Section 8: Notification of Membership**

1. All new Active, Adjunct, and Honorary Members shall be notified of Membership by the Secretary of the Society. New Members shall be sent a copy of the Bylaws of the Society, a membership certificate, and other materials as appropriate.
2. The Secretary shall be responsible for informing the candidate Member of unfavorable action concerning his membership application.

**Section 9: Resignations**

1. Any Member may withdraw from the Society after fulfilling all obligations and submitting a written notice of such intention to the Secretary. This notice shall be presented to the Board of Directors.

**Section 10: Termination of Membership**

1. Membership in the Society may be terminated by the Society for ethical, moral, or legal reasons.

**ARTICLE III: BOARD OF DIRECTORS**

**Section 1: Composition and Numbers**

1. The Board of Directors shall consist of no less than (12) individuals: the President, the First Vice-President, the Second Vice-President, the Third Vice President, the Secretary, and the Treasurer (who shall be the six (6) Officers of the Society), the immediate Past President, and five (5) additional Members, one (1) of whom shall be the Chair of the Program Committee, one (1) of whom shall be the Chair of the Membership Committee, one (1) of whom shall be the Chair of the Research Committee, one (1) of whom shall be the Chair of the Fellowship and Mentorship Committee, and one (1) of whom shall be a Member-at-Large.

The Board of Directors may also have one (1) or more ex-officio members. Ex-officio members shall have no vote on any matters considered by the Board of Directors and shall not be considered Officers of the

Society. Ex-officio members shall not attend executive sessions of the Board of Directors except by special invitation.

### **Section 2: Duties of the Board of Directors**

1. The Board of Directors shall serve as the administrative authority of the Society and shall consider all its activities and determine its policies.
2. The Board of Directors shall receive and consider the reports of committees and review their activities, and shall direct the Secretary to prepare an annual report reviewing the work of the previous year, to be submitted to the membership of the Society.
3. The Board of Directors shall determine all initiation fees, annual dues, special assessments, and scientific meeting registration fees.
4. Members of the Board of Directors may be compensated for their time and/or society-related expenses provided that this is approved by a majority vote of the voting membership in attendance at a Summer Member Business Meeting.

### **Section 3: Member-At-Large**

1. The voting Membership elects the Member-at-Large based on recommendations from the Nominating Committee. The individual:
  - a. Shall be an Active, Senior, Adjunct, or Senior Adjunct Member of the Society for at least three (3) years at the time of nomination.
  - b. Shall serve one (1) three (3) year term.
  - c. Shall not be reappointed for consecutive terms.
2. Duties:
  - a. Shall serve as a representative to external organizations as appointed by the President or the Board.
  - b. Shall serve as a liaison between the Society's Membership and the leadership.
  - c. Shall serve on committees and task forces as requested by the President or the Board.

### **Section 4: Vacancies and Removal**

1. Any Director may be removed at any time and without assigning any cause by an affirmative vote of three-fourths (3/4) of the remaining Directors of the Society. Vacancies in any position arising from any cause may remain vacant until the next election.
2. Should any vacancy be filled, the policies related to nominations and elections processes shall be followed.

### **Section 5: Presidential Line**

1. The Presidential Line shall consist of the President, 1<sup>st</sup> Vice President, 2<sup>nd</sup> Vice President, 3<sup>rd</sup> Vice President, and the Immediate Past President.
2. The Presidential Line shall meet as necessary. The President shall convene the Presidential Line meetings. The Presidential Line may act on behalf of the Board of Directors between meetings of the Board, but such actions of the Presidential Line are subject to ratification by the full Board. The actions of the Presidential Line between meetings of the Board shall be considered effective and binding prior to ratification by the full Board. If the Board of Directors does not ratify the actions of the Presidential Line, such actions shall be deemed null and void.
3. The Presidential Line shall be empowered to interact with external organizations and their leaderships and to represent The Hip Society and its interests.

### **Section 6: Meetings**

1. The Board of Directors shall convene at least twice yearly as determined by the officers.
2. The Board of Directors may hold special meetings at the discretion of the President or upon request by no less than two (2) Members of the Board.
3. Meetings may be held at any time with one (1) day meeting notice.
4. Members of the Board may invite any Active, Senior, Adjunct, or Senior Adjunct Member of the Society to participate in its deliberations at any meeting.

**Section 7: Notice**

1. Unless otherwise provided in these Bylaws, notice of meetings, both regular and special, shall be given not less than one (1) day in advance of said meeting. Such notice may be by mail, electronic transmission, telephone, or verbal.

**Section 8: Quorum**

1. A simple majority of the Board of Directors shall constitute a quorum for the transaction of business.

**Section 8: Informal Action by Directors**

1. Unless specifically prohibited, any action required to be taken at a meeting of the Board may be taken without a meeting if a consent in writing setting forth the action to be taken is signed by all directors entitled to vote.

**ARTICLE IV: OFFICERS**

**Section 1: Composition and Numbers**

1. The Officers of the Society shall consist of six (6) individuals who shall be the President, the First Vice-President, the Second Vice-President, the Third Vice-President, the Secretary, and the Treasurer.

**Section 2: Term**

1. The term of office for the President, the First Vice-President, the Second Vice-President, and the Third Vice-President shall be one (1) year or until their respective successors are elected and qualified. The term of office for the Secretary and the Treasurer shall be three (3) years, or until their respective successors are elected and qualified.
2. A Member shall hold only one officer position at any one time.
3. The terms of office shall begin at the close of the Winter (Open) Meeting of the Society following the election, and shall terminate at the close of the final scheduled activity of the next Winter (Open) Meeting of the Society.

**Section 3: Election of Officers**

1. Election of Officers shall take place at the Member Business Meeting during the Society's Summer (Closed) Meeting. Candidates for the Third Vice-President, the Secretary, and the Treasurer shall be nominated by the Nominating Committee.
2. Election of Officers shall be by hand vote of the voting Membership in attendance at the Member Business Meeting. Candidates who receive a simple majority of the votes shall be elected.

**Section 4: Vacancies and Removal**

1. In the event of death, resignation or incapacity of the First Vice-President, the Second Vice-President, the Third Vice-President, the Secretary, or the Treasurer, the Nominating Committee, which was elected during the Summer Meeting preceding the event, shall be reconvened to select a nominee for the vacant office and empowered to poll the voting Membership by mail or electronically. A majority of the voting Membership shall elect.
2. The Board of Directors may remove any officer, with or without cause, at any time by an affirmative vote of three-fourths (3/4) of the directors.

**Section 5: Duties of the Officers**

1. Duties of the Officers shall include the following, but are not limited to the information provided within these Bylaws. Full descriptions of the Officers' responsibilities shall be outlined in the Society's Policies and Procedures.
  - a. The President:

- i. Shall serve as the Executive Officer of the Society, shall perform all duties incident to the office of President, and other duties as prescribed by the Board of Directors, shall control all of the business affairs of the Society, and is empowered to sign contracts and documents which the Board of Directors has authorized to be executed.
  - ii. Shall preside at all meetings of the Society, of the Board of Directors, and of the Presidential Line.
  - iii. Shall create ad hoc committees and appoint Members to serve on these.
  - iv. Shall be an ex-officio Member of all committees except the Nominating Committee.
  - v. Shall fill all vacancies that occur on committees between meetings of the Society unless otherwise provided for in the Bylaws.
- b. The First Vice-President:
- i. Shall be responsible for performing all duties assigned by the President and for assuming the duties of the President in the event of his/her inability or refusal to act.
  - ii. Shall, when acting on behalf of the President, be given all powers of the President with all attendant restrictions.
  - iii. Shall succeed to the Presidency at the termination of office as First Vice-President.
- c. The Second Vice-President:
- i. Shall be responsible for performing all duties assigned by the President and for assuming the duties of the First Vice-President in the event of his/her inability or refusal to act.
  - ii. Shall succeed to the office of First Vice-President at the termination of office as Second Vice-President.
- d. The Third Vice-President:
- i. Shall be responsible for performing all duties assigned by the President and for assuming the duties of the Second Vice-President in the event of his/her inability or refusal to act.
  - ii. Shall appoint the Program Chair for the Summer Meeting over which s/he will later preside.
  - iii. Shall appoint a Member to the Membership Committee.
  - iv. Shall succeed to the office of Second Vice-President at the termination of office as Third Vice-President.
- e. The Secretary:
- i. Shall carry on official correspondence of the Society and shall keep a record of the proceedings of all Society committees and Board of Directors meetings.
  - ii. Shall keep a roster of Members of the Society, a record of Members' attendance at all meetings, and a record of papers submitted for presentation.
  - iii. Shall present a report of the Society's activities to the Membership at all Member Business Meetings.
  - iv. Shall send notices of meetings to Members and shall conduct such other correspondence as may be requested by the President or the Board of Directors.
  - v. Shall notify all committee Members of their appointments.
  - vi. Shall notify candidates of their election to Membership, and shall prepare and distribute relevant Membership materials to all new Members.
  - vii. Shall inform an Active, Senior, Adjunct, or Senior Adjunct Member who had proposed a candidate for Membership of unfavorable action on that candidate's application.
  - viii. Shall keep the Seal of the Society.
  - ix. Shall perform the duties of the Third Vice-President in his absence or inability to act.
  - x. Shall conduct a review of the Society's Policies and Procedures at least biennially and suggest revisions as needed to the Board of Directors.

- f. The Treasurer:
  - i. Shall keep a record of all Members and shall notify the Board of Directors of those delinquent in payment of dues, assessments, and/or other fees.
  - ii. Shall be a custodian of all saleable properties of the Society and shall submit an inventory of these properties to the Board of Directors annually.
  - iii. Shall present a financial report to the Board of Directors at regular intervals and to the Membership at each Member Business Meeting.
  - iv. Shall serve as Chair of the Finance Committee.

## **ARTICLE V: COMMITTEES**

The Board may create whatever committees and task forces it deems necessary to carry out its functions.

### **Section 1: Standing Committees**

1. Standing committees are those committees whose existence is perpetual and mandated by the Bylaws. The Hip Society shall have the following standing committees: Membership, Program, Fellowship & Mentorship, Lifetime Achievement Award, Nominating, Finance, and Research.
2. Each Standing Committee shall have a document outlining its charges, composition, terms and rotation. This document shall be part of the Society's Policies and Procedures, and shall require a Board approval.

### **Section 2: Ad-Hoc Committees**

1. Ad-Hoc Committees, or Task Forces, shall be formed on an as-needed basis to accomplish short-term tasks or objectives and shall be sunsetted at the conclusion of the assigned task or objective by the President.
2. The President shall define an Ad-Hoc Committee's purpose and timeline, as well as outline measurements to aid in the Board of Directors in assessing the success of the Committee and to determine if the Committee shall continue or disband.
3. Ad-Hoc Committees shall report to the Board of Directors.
4. Ad-Hoc Committees shall advise and aid the Board of Directors in all matters as designated by the Board and shall not have any authority of the Board of Directors.
5. The Society's Policies and Procedures shall outline the charges, composition, terms and rotation of each formed Ad-Hoc Committee.
6. Ad-Hoc Committees shall follow the Society's Policies and Procedures when conducting business.

### **Section 3: Vacancies**

1. Should any vacancy occur within a Standing Committee or an Ad-Hoc Committee, the President shall determine if an appointment is necessary and shall make an appointment or maintain the vacancy.

### **Section 4: Committee Meetings**

1. The Chair shall determine the meeting schedule of his respective committee.
2. The Chair shall appoint an individual within the committee to document the meeting and submit the meeting minutes to the Secretary for record keeping.
3. A quorum shall be met when the majority of the voting Members are present in order to transact business.

## **ARTICLE VI: MEETINGS**

### **Section 1: Meetings**

1. The Members of the Society shall meet at least twice yearly.
2. There shall be a Summer (Closed) Meeting held preferably, but not mandatorily, in the city of the President.

3. There shall be a Winter (Open) Meeting held in conjunction with the Annual Meeting of the American Academy of Orthopaedic Surgeons.
4. Member Business Meetings and scientific sessions shall be conducted at both meetings.

### **Section 2: Special Meetings**

1. Special Member Meetings of the Society shall be called by the Board of Directors, or by the majority of Membership, on notice sent by mail or electronically to all voting Members at least sixty (60) days prior to the date of the meeting. Business to be transacted at these Special Member Meetings shall be stated in the notice.

### **Section 3: Quorum**

1. A majority of Active, Senior and Adjunct Members eligible to vote who are present shall constitute a quorum for the transaction of business at regular or special Member meetings.

## **ARTICLE VII: FINANCE**

### **Section 1: Fiscal Year**

1. The fiscal year of the Society shall begin on January 1 and conclude on December 31 of the same year.

### **Section 2: Accounts and Audits**

1. The books and accounts shall be kept in accordance with sound accounting practices and shall be audited annually by a certified public accountant.

### **Section 3: Loans**

1. Under no circumstances shall the Society make loans.

### **Section 4: Reserves.**

1. The Society shall fund a percentage of its net assets appropriated for contingencies in an amount to be determined by the Board of Directors and reviewed annually.

## **ARTICLE VIII: INDEMNIFICATION**

### **Section 1: Indemnification in Actions Arising Out of Capacity as Officer, Director, or Employee Acting in a Management Capacity on Behalf of the Society**

1. The Society shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed claim, action, suit or proceeding, whether civil, criminal, administrative or investigative, including appeals (other than an action by or in the right of the Society), by reason of the fact that the person is or was a director, officer, or employee acting in a managerial capacity on behalf of the Society, or is or was serving at the request of the Society as a director, officer, partner, employee or agent of another Society, partnership, joint venture, trust or other enterprise, against any and all expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such claim, action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Society, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful, provided he is not adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of his duty. The termination of any claim, action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in, or not opposed to, the best interests of the Society, and with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

**Section 2: Indemnification in Actions by or in Right of Society**

1. The Society shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed claim, action or suit by or in the right of the Society to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee acting in a managerial capacity on behalf of the Society, or is or was serving at the request of the Society as a director, officer, partner, employee or agent of another Society, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Society, and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Society unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

**Section 3: Indemnification When Successful**

1. To the extent that a director, officer, or employee acting in a managerial capacity on behalf of the Society has been successful in defense of any action, suit or proceeding referred to in Section 1 and Section 2 of this Article VIII, or in defense of any claim, issue or matter therein, he shall be indemnified against any and all expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith, notwithstanding that he has not been successful on any other claim, issue or matter in any such action, suit or proceeding.

**Section 4: Determination of Meeting Applicable Standard**

1. Any indemnification under Section 1 or Section 2 of the Article VIII (unless ordered by a court) shall be made by the Society only as authorized in the specific case upon a determination that indemnification of the director, officer or employee is proper in the circumstances because he has met the applicable standard of conduct set forth in Section 1 and Section 2 of this Article VIII. Such determination shall be made either:
  - a. by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to, or who have been wholly successful with respect to, such claim, action suit or proceeding; or
  - b. if such a quorum is not obtainable, or, even if obtainable, if a quorum of disinterested directors so directs, by independent legal counsel in a written opinion.

**Section 5: Payment of Expenses in Advance of Disposition of Action**

1. Any and all expenses (including attorneys' fees) incurred in defending a civil or criminal claim, action, suit or proceeding shall be paid by the Society in advance of the final disposition of such claim, action, suit or proceeding as authorized in the manner provided in Section 4 of this Article VIII upon receipt of an undertaking by or on behalf of the director, officer, or employee to repay such amount if and to the extent that it shall be ultimately determined that he is not entitled to be indemnified by the Society as authorized in the Article VIII.

**Section 6: Non-Exclusivity of Article VIII**

1. The indemnification authorized in and provided by this Article VIII shall not be deemed exclusive of and shall be in addition to any other right to which those indemnified may be entitled under any statute, rule of law, provisions of Articles of Incorporation, Bylaws, agreement, or vote of the Board of Directors, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, or employee and shall insure to the benefit of the heirs, executors and administrators of such a person.

**Section 7: Insurance**

1. The Society may purchase and/or maintain insurance on behalf of any person who is or was a director, officer, or employee acting in a managerial capacity on behalf of the Society, or is or was serving at the request of the Society as a director, officer, partner, employee or agent of another Society, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the Society is required or permitted to indemnify him against such liability under the provisions of this Article VIII or any statute.

**ARTICLE IX: DISSOLUTION OF THE SOCIETY**

1. If it is determined that The Hip Society should dissolve, two-thirds (2/3) of the voting Membership must agree with the action. All debts owed shall be paid in full prior to dissolution. In addition, any monies remaining shall be donated to a charitable organization as designated by the Board of Directors.

**ARTICLE X: EXEMPT ACTIVITIES**

1. Notwithstanding any other provision of these Bylaws, no director, or management, or representative of this Society shall take any action or carry on any activity by or on behalf of the Society not permitted to be taken or carried on by a Society exempt under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

**ARTICLE XI: PARLIAMENTARY AUTHORITY**

1. All meetings of the Society shall be conducted according to these Bylaws, Parliamentary Procedures according to Roberts' Rules of Order (Revised), and the Society's Policies and Procedures.

**ARTICLE XII: GENDER DISCLAIMER**

1. The Society is open to persons of both sexes and does not discriminate against any person because of sex or gender; therefore, the working document herein importing the masculine or feminine gender includes the other gender and imports no such discrimination.

**ARTICLE XIII: AMENDMENTS**

**Section 1. Bylaws Committee**

1. The Board of Directors shall appoint a Bylaws Committee and Chair. The Bylaws Committee shall propose amendments to the Bylaws.

**Section 2: Proposed Amendments**

1. All proposed amendments to the Bylaws must be submitted in writing to the Secretary. Proposed amendments approved by the Board of Directors shall be submitted to the voting membership for a mail or electronic vote at least thirty (30) days prior to the date of the actual vote. The Board of Directors may modify the proposed revisions to the Bylaws prior to submission of the ballot to the voting membership.

**Section 3: Proposed Changes Requirements**

1. A two-thirds (2/3) affirmative vote of the Members who are eligible to vote when a written notice of the proposed revisions to the Bylaws have been issued and who respond to a mail or electronic ballot sent

thirty (30) days prior to the ballot receipt deadline, or a unanimous vote of those present at a Member Business Meeting.

**ARTICLE XIV: CONFORMITY TO LAW**

1. In the event that any provision of these Bylaws shall not conform to provisions of the laws of the United States or the state of Illinois, the laws shall take precedence.

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