

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, and March 2016.

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 PRINCIPLE 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 knowledge of hip disorders, promote evidence-based treatment, and refine surgery of the hip in order to improve the lives of 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 Manual, which shall be adopted by the Board of Directors from time to time.
2. The Society's Policies and Procedures Manual 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 Manual.

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 Manual.

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 Manual
2. The yearly dues of the Society shall be payable in advance or postmarked by April 1st of each membership year.
3. A Member, whose dues remain unpaid after April 1st, 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 ten (10) individuals: the President, the First Vice-President, the Second Vice-President, the Secretary and the Treasurer (who shall be the five (5) Officers of the Society), the immediate Past President, and four (4) additional Members, one (1) of whom shall be the Chair of the Education 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, and one (1) of whom shall be a Member-at-Large.
2. The Board of Directors may also have one (1) or more ex-officio members, one (1) of whom shall be the Chair of the Fellowship and Mentorship Committee. 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 specific 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. The Board of Directors shall review the proposed scientific program of the Winter Meeting and rule concerning approval or disapproval of such program.
5. The Board of Directors shall rule on the acceptance or rejection of proposed international guest speaker(s) to any meeting of the Society.
6. The Board of Directors shall announce at the Summer Meeting of the Society the new Emeritus and Honorary Members.
7. 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: Election, Terms and Criteria

1. Education Committee Chair
 - A. This individual shall be selected by the Second Vice-President and shall serve when the Second Vice-President serves as the Society's President.
 - B. The chair shall be responsible for the development of the annual program and shall serve as the chair of the Education Committee.
 - C. The term for this individual is one year.
 - D. The individual may be reappointed.
2. Member-at-Large
 - A. The voting Membership elects the Member-at-Large based on recommendations from the Nominating Committee.
 - i. The individual shall be an Active, Senior, Adjunct, or Senior Adjunct Member of the Society for more than three (3) years, during the second Member Business Meeting at the Summer Meeting.
 - ii. The individual will serve as a one-year member of the Research Committee, the Fellowship and Mentorship Committee, and the Technology Subcommittee.
 - iii. The term for this individual is one year.
 - iv. The individual may not be reappointed for consecutive terms.
 - B. Duties
 - i. The individual shall serve as a representative to the American Academy of Orthopaedic Surgeons' Board of Specialty Societies.
 - ii. The individual shall serve as a liaison between the Society's Membership and the leadership.
 - iii. The individual shall serve on the Fellowship and Mentorship Committee.
 - iv. The individual shall serve on committees as requested by the President.

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: 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 6: 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 7: Quorum

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

ARTICLE IV: OFFICERS

Section 1: Composition and Numbers

1. The Officers of the Society shall consist of five (5) individuals who shall be the President, the First Vice-President, the Second Vice-President, the Secretary, and the Treasurer.

Section 2: Term

1. The term of office for the President, the First Vice-President and the Second Vice-President shall be one (1) year or until their respective successors are elected and qualified for. The term of office for the Secretary and the Treasurer shall be for 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 Meeting of the Society following the election, and shall terminate at the close of the final scheduled activity of the next Winter Meeting of the Society.

Section 3: Election of Officers

1. Election of Officers shall take place at the second Member Business Meeting during the Society's Summer Meeting. Candidates for the Second Vice-President, the Secretary, the Treasurer, and the Member-at-Large of the Board of Directors shall be nominated by the Nominating Committee.
2. Election of Officers shall be by closed ballot of the voting Membership in attendance at the second Member Business Meeting. Candidates who receive the majority of the votes shall be elected.

Section 4: Vacancies and Removal

1. In the event of the death, resignation or incapacity of the First Vice-President, the Second 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 remaining 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 Manual.
 - 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 from time to time, 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 and of the Board of Directors.
 - iii. Shall create ad hoc committees and appoint Members.
 - iv. Shall appoint all committee Members not otherwise provided for in these Bylaws, and 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 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 appoint the Program Chair for the Winter Meeting over which he will later preside.
 - ii. Shall appoint a Member to the Membership Committee.
 - iii. Shall succeed to the office of First Vice-President at the termination of office as Second Vice-President.

- iv. Shall perform the duties of the First Vice-President in his absence or inability to act.

D. 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, or 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 Second Vice-President in his absence or inability to act.
- x. Shall conduct a review of the Society's Policies and Procedures Manual at least annually and suggest revisions as needed to the Board of Directors.
- xi. Shall serve on the Fellowship and Mentorship Committee.

E. 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 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

Section 1: Standing Committees

1. Standing Committees shall be created by and shall report to the Board of Directors. Such committees shall advise and aid the Board of Directors in all matters designated by the Board of Directors. The Society supports six (6) Standing Committees: Membership Committee, Education Committee, Finance Committee, Fellowship and Mentorship Committee, Research Committee, and Nominating Committee.
2. These committees shall serve the Society only in an advisory capacity and none shall have any authority of the Board of Directors.
3. Each committee shall follow the Society's Policies and Procedures Manual when conducting business.
4. Committees
 - A. Membership Committee
 - i. Composition and Term
 - a) This committee shall consist of not less than six (6) Active, Senior, Adjunct, or Senior Adjunct Members.
 - b) The term of each appointment shall be six (6) years.
 - c) The Second Vice-President, upon his election, shall appoint a Member whose term of service will begin immediately upon appointment.
 - d) The Chair of the committee shall be a member of the committee in his fifth year, and shall serve a one (1) year term as Chair, and a one (1) year term as a Past Chair.
 - e) The term of service of the Past Chair will terminate immediately at the conclusion of the Summer Meeting.
 - ii. Duties
 - a) Shall consider all completed applications for Membership.
 - b) Shall investigate all credentials and qualifications of applicants.

- c) Shall recommend candidates for Active and Adjunct Membership to the Board of Directors, which shall then make recommendations to the Membership at the Summer Member Business Meeting.
- d) May meet, as necessary, at the Winter and Summer Meetings, or by telephone.

B. Education Committee

i. Composition and Term

- a) The Education Committee shall be made up of seven (7) Members consisting of the Education Committee Chair (who is the Program Chair), the Education Chair for the First Vice-President, the Education Chair for the Second Vice-President, the past Education Chair, the President, and an Adjunct or Senior Adjunct Member who is appointed in odd years by the President
- b) The Education Committee may also have two (2) or more ex-officio members, one (1) of whom shall be the Chair of the Technology Subcommittee, and one (1) of whom shall be The Hip Society's representative on the BOS Education Committee. Ex-officio members shall have no vote on any matters considered by the Education Committee and shall serve in the advisory capacity to the Committee. The Second Vice-President, upon his election, shall appoint a Member who shall serve as the Program Chair at the Winter Meeting over which the Second Vice-President presides as President. The term of appointment shall be one year for the all Members except for the Adjunct or Senior Adjunct Member who shall serve two (2) years.

ii. Duties

- a) Shall plan, implement and review educational activities of the Society.
- b) Shall review all papers submitted for special awards, and select winners in each category according to the process outlined in the Society's Policies and Procedures Manual.
- c) Shall seek additional partnerships and co-branding opportunities to enhance and complement the traditional educational offerings of the Society and to identify potential revenue-generating opportunities.
- d) Shall perform other duties as determined by the Board of Directors.

iii. Technology Subcommittee:

a) Composition and Term

- 1. The Technology Subcommittee shall be made up of three (3) Members. The Chair of the Committee, who shall be an ex-officio member of the Education Committee, shall be selected by the Board of Directors for one (1) three-year term. One (1) member of the Technology Subcommittee shall be The Hip Society's representative on the BOS Communications Committee. The term of service shall be three (3) years, and coincide with the BOS term. One (1) member of the Technology Subcommittee shall be the Board of Director's Member-at-Large. The term of their service on this Subcommittee shall be by virtue of their office. All members but the Board of Director's Member-at-Large are eligible for one (1) additional term upon consensus of the Board of Directors.

b) Duties

- 1. Shall be responsible for investigating new technology and communication partnerships to advance the mission of the Society.
- 2. Shall work closely with the Education Committee to integrate technology into traditional and new education offerings of the Society, specifically focusing on potential revenue-generating options.
- 3. Shall be responsible for oversight of the Society's website, including design, layout, and content of the pages.
- 4. Shall work with other committees of the Society to maintain relevant and current web pages related to the activities of these committees.
- 5. Shall provide oversight of electronic and/or printed newsletters of the Society, and all other communications to the membership.
- 6. The Chair of the Technology Subcommittee shall be responsible for preparing and submitting a bi-annual report to the Board of Directors regarding the activities of the Subcommittee.
- 7. Shall perform other duties as determined by the Board of Directors.

C. Research Committee

i. Composition and Term

- a) The Research Committee shall be made up of five (5) Members. The Chair of the Committee shall be selected by the Board of Directors for one (1) three-year term. One (1) member of the Research Committee shall be The Hip Society's representative on the BOS Research Committee. The term of service shall be three (3) years, and coincide with the BOS term. One (1) member of the Research Committee shall be the Board of Director's Member-at-Large. The term of their service on this Committee shall be by virtue of their office. The Board of Directors shall appoint the initial two (2) members with the terms of two (2) and three (3) years respectively. All subsequent members shall be elected by the general membership. The term of office shall be three (3) years. All members but the Board of Director's Member-at-Large are eligible for one (1) additional term upon consensus of the Board of Directors.

ii. Duties

- a) Encourage members to contribute annually to the OREF designated giving Hip Society fund.
- b) Explore and identify funding options to support The Hip Society's research programs.
- c) Develop, plan, promote and provide oversight of The Hip Society's research programs, including but not limited to research grants.
- d) Provide an annual report to the Board of Directors for approval, regarding the financial accounting of all grant activities, completion of pending grants projects, and the newly approved grant proposals.
- e) Initiate and conduct surveys of the general membership regarding subjects of timely and relevant interest.
- f) The Chair of the Research Committee shall provide to the Chair of the Education Committee an annual report of the approved grant applications, who shall then arrange for the approved studies to be presented at the annual Summer Meeting.
- g) At the recommendation of the Board of Directors, create position statements on selected topics of importance. Make these position statements available to the public, orthopaedic community, and relevant organizations.
- h) Perform other duties as determined by the Board.

C. Finance Committee

i. Composition

- a) The Committee shall consist of the President, the Treasurer, and the Immediate Past President. The Treasurer shall be the chair. The term of service on the committee shall be by virtue of committee members' office.

ii. Duties

- a) Development of fiscal policy.
- b) Ensure the implementation of sound financial management practices.
- c) Ensure the accuracy and validity of the financial and statistical information used by the Board of Directors or by external agencies to evaluate the fiscal affairs of the Society.
- d) Review, guide and monitor the performance of invested funds including endowment, restricted and unrestricted funds.
- e) Perform other duties as determined by the Board.

D. Fellowship and Mentorship Committee

i. Composition

- a) The Committee shall consist of minimum five (5) and maximum seven (7) voting members. The initial Chair shall be appointed by the Board of Directors and shall serve an initial term of six (6) years, with the option of one (1) additional three (3) year reappointment. All subsequent Chairs shall serve a one (1) one (1) year term as outlined below. The Chair shall always be an ex-officio member of the Board of Directors. Upon completion of his/her term as Chair, this individual shall serve an additional one (1) one-year term as Past Chair and a voting member of the Committee.
- b) The Board of Directors' Secretary and Member-at-Large also shall serve as voting members of the Committee; the term of their service on this Committee and opportunities for reappointment shall be by virtue of their office.
- c) The Board of Directors shall appoint two (2) additional voting members. One (1) Board-appointed voting member shall serve a term of three (3) years, with the possibility of being reappointed by the Board of Directors for one (1) additional three (3) year term; one (1) appointed voting member shall serve a term of four (4) years, with the possibility of being reappointed by the Board of Directors for one (1) additional three (3) year term. Subsequently, beginning in 2019, the Second Vice-President, upon his election, shall appoint a Member whose term of service on the Committee shall begin at the following Winter Meeting. This individual shall serve a two (2) year term as a voting member of the Committee, followed by a one (1) year term as Chair, and a one (1) year term as Past Chair.

- d) The Chair of the Committee also may select one (1) voting and up to two (2) non-voting members of the Committee, at his or her discretion, to serve in the advisory capacity. The term of service of the three (3) members selected by the Chair shall be three (3) years. These appointments shall not be eligible to Chair the Committee, and shall be subject to approval by the Board.
- ii. Duties
 - a) Solicit funds in support of fellowship and mentorship initiatives.
 - b) Review applications by members of The Hip Society who wish to host the traveling Fellows and select twelve (12) or more sites for visitation.
 - c) Evaluate on an annual basis the visitation sites.
 - d) Review all applications for the Fellowship and select three (3) Fellows.
 - e) Maintain the biennial commitment to the British Hip Society by selecting two (2) North American Fellows to travel to the UK in even years.
 - f) Perform an annual review of the Fellowship Program. The annual review to the Board of Directors shall determine the value of the program, and provide recommendations for enhancements.
 - g) Perform other duties as determined by the Board.

E. Nominating Committee

- i. Composition and Term
 - a) The Committee shall consist of three (3) Active, Senior, Adjunct, or Senior Adjunct Members.
 - b) The Chair shall be the Immediate Past President of the Society.
 - c) Two (2) Active, Senior, Adjunct, or Senior Adjunct Members, who are not Members of the Board of Directors, shall be nominated and elected by a majority vote at the Member Business Meeting of the Winter (Open) Meeting.
 - d) The term is one year, beginning immediately upon election.
 - e) No Member may serve consecutive terms.
- ii. Duties
 - a) The Nominating Committee shall prepare a list of nominees for the following positions every year for a vote during the Member Business Meeting at the Summer Meeting:
 - Second Vice-President
 - Member-at-Large of the Board of Directors
 - b) The Nominating Committee shall recommend a nominee for the Treasurer's position every three (3) years for a vote during the Member Business Meeting at the Summer Meeting.
 - c) The Nominating Committee shall recommend a nominee for the Secretary's position every three (3) years for a vote during the Member Business Meeting at the Summer Meeting.
 - d) The Nominating Committee shall recommend nominees for the Fellowship and Mentorship Committee positions, at appropriate intervals, and as specified in the Fellowship and Mentorship Committee composition above.
 - e) The Nominating Committee shall present its recommendations to the membership at the Member Business Meeting of the Summer Meeting.

Section 2: Ad-Hoc Committees

1. Ad-Hoc Committees 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 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. The Ad-Hoc Committees shall advise and aid the Board of Directors of all matters designated by the Board and shall not have any authority of the Board of Directors.
5. The Society's Policies and Procedures Manual shall outline the charges and composition of each formed Ad-Hoc Committee.
6. Each Ad-Hoc Committee shall follow the Society's Policies and Procedures Manual when conducting business.

Section 3: Vacancies

1. Should any vacancy occur within a 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 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 designated to a charitable Society as designated by the Board of Directors.

ARTICLE X: EXEMPT ACTIVITIES

1. Notwithstanding any other provision of these Bylaws, no director, no 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 Manual.

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: Proposed Amendments

1. All proposed amendments to the Bylaws must be signed by three (3) Active, Senior, Adjunct, or Senior Adjunct Members and 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 three (3) months 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 2: 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 three (3) months prior to the ballot receipt deadline, or a unanimous vote of those present at a Member Business Meeting.

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