

BYLAWS OF THE KNEE SOCIETY

ARTICLE I: NAME, SEAL & PURPOSE

We, the Members of The Knee Society, a nonprofit Association, do hereby set forth the following as the Bylaws of the Society.

Section 1. Name

1. The name of the organization shall be The Knee 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 incorporation, 1983.

Section 3. Mission

1. Advancing the care of patients with knee disorders through leadership in education and research.

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 such other places as the Executive Board shall determine to be desirable.

ARTICLE II: MEMBERSHIP

Section 1. Membership Year

1. The Membership year shall begin January 1 and conclude December 31 of the same year. Membership shall be by invitation only.

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 Executive Board and reviewed periodically.
2. The Society's Policies and Procedures shall include information related to the different categories of Membership, the application process, the election process, the termination and reinstatement process, Member duties and benefits.

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. Categories

1. There shall be five (5) categories of Membership in the Society: Active, International, Senior, Honorary, and Emeritus. No individual shall be eligible for more than one category of Membership at one time.

Section 6. Size

1. The size of the Membership shall be limited:
 - a. The size of the Active membership category shall not exceed 105.
 - b. The size of the International membership category shall not exceed 18 (or 17% of the Active Membership category).
2. Any changes to the size or structure of the Membership are to be proposed by the Executive Board and ratified by the Membership

Section 7. Annual Membership Dues, Special Assessments, Refunds

1. Annual Membership Dues
 - a. The annual Membership dues shall be set by the Executive Board annually. The annual dues of the Society shall be payable no later than April 1.
2. Delinquent Members
 - a. A Member whose dues remain unpaid on April 1 shall be notified and levied with a ten (10) percent Membership dues increase each month the dues remain unpaid.
 - b. If Membership remains unpaid by the time of the Members Meeting, the Executive Board shall drop the individual from its Membership roll, in accordance with the Society's Policies and Procedures.
3. Assessments
 - a. Assessments may be levied on all Society Members except Honorary Members, with the approval of the Executive Board. Failure to pay assessments shall incur the same penalty as the failure to pay Membership dues.
4. Refunding Membership Dues
 - a. Membership dues for the current year may be refunded to those Members whose request for Emeritus Membership status is submitted to, and approved by, the Executive Board prior to April 1.
 - b. No other dues or assessments shall be refunded.

ARTICLE III. OFFICERS

Section 1. Officers

1. The Officers of the Society shall be President, 1st, 2nd and 3rd Vice Presidents, Secretary, and Treasurer.

Section 2. Election of Officers

1. Candidates for Officers shall be nominated by the Nominating Committee, approved by the Executive Board, and announced at the Members Meeting.
2. Election of Officers may be by voice vote or by hand count of the voting Members present at the Business Meeting during the Members Meeting of The Knee Society, and a simple majority shall elect.
3. The term of office of all Officers shall begin at the end of the Annual Meeting of the Society and shall terminate at the end of the next Annual Meeting of the Society.
4. The Secretary and Treasurer shall each serve a three (3) year term, which begins at the Annual Meeting of the Society following their election.
5. No Member may serve more than one (1) consecutive term in the same office except for the Secretary and Treasurer.

6. The Secretary and Treasurer may serve in the same office for no more than two (2) consecutive terms.

Section 3. Vacancies and Removal

1. In the event of the death, resignation, or incapacity of the 1st Vice President or Secretary or Treasurer, the Nominating Committee, which was elected at the previous Annual Meeting, shall be reconvened to select a nominee for the vacant office and shall be empowered to poll the voting Members by mail or electronically. A simple majority shall elect.
2. The Executive Board 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 4. Duties of the Officers

1. The President
 - a. Shall preside at all meetings of the Society and of the Executive Board and shall serve as the Executive Officer of the Society.
 - b. Shall appoint all Committees not otherwise provided for in these Bylaws and shall be a Member of all Committees except the Nominating Committee.
 - c. Shall make all appointments to Committees as provided for in these Bylaws.
 - d. Shall be empowered to act for the Society in the event of any contingency not covered by the Bylaws.
 - e. Shall fill, by appointment, all vacancies, which occur on Committees between Annual Meetings of the Society, unless otherwise specified in these Bylaws.
2. The 1st Vice President
 - a. Shall preside at meetings of the Society or the Executive Board in the absence of, or upon the request of the President.
 - b. Shall assume the duties of the President in the event of death, resignation or incapacity of the President.
 - c. Shall succeed to the Presidency at the close of the Annual Meeting of the Society.
 - d. Shall represent the Society at the AAOS BOS forums.
3. The 2nd Vice President
 - a. Shall succeeds the 1st Vice President in the event of death, resignation or incapacity to serve.
 - b. Shall succeed to the 1st Vice-Presidency at the close of the Annual Meeting of the Society.
4. The 3rd Vice President
 - a. Shall succeed the 2nd Vice-President in the event of death, resignation or incapacity to serve.
 - b. Shall appoint one (1) Member to the Program Committee.
 - c. Shall appoint one (1) Member to the Membership Committee.
 - d. Shall succeed to the 2nd Vice Presidency at the close of the Annual Meeting of the Society.
5. The Secretary
 - a. Shall carry on official correspondence of the Society and shall keep a record of the proceedings of all Society Committees and Executive Board meetings.
 - b. Shall keep a roster of Members of the Society and a record of Members' attendance at Society's meetings.
 - c. Shall keep a record of each Member's participation in Society's meetings, such as submission of abstracts, presentations, etc.
 - d. Shall notify the Executive Board of Members who fail to comply with attendance, participation, or other requirements.
 - e. Shall send out notices of meetings to Society Members and shall conduct such other correspondence as may be requested by the President or the Executive Board.
 - f. Shall notify all Committee Members of their appointments.

- g. Shall notify candidates of their election to Membership.
- 6. The Treasurer
 - a. Shall receive all funds and deposit them in such bank or banks as may be designated by the Executive Board.
 - b. Shall pay all bills of the Society and keep an itemized account of receipts and expenditures.
 - c. Shall keep a record of all dues-paying Members and shall notify the Executive Board of those delinquent in payment of dues.
 - d. Shall be custodian of all saleable properties of the Society and shall submit an inventory of these properties to the Executive Board annually.
 - e. Shall present a financial report to the Membership at each Business Meeting.

ARTICLE IV. THE EXECUTIVE BOARD

Section 1. Composition

1. The Executive Board shall consist of no more than thirteen (13) voting Members who are: the President, the 1st Vice President, the 2nd Vice President, the 3rd Vice President, the Immediate Past President, the Treasurer, the Secretary, the Chair of the Membership Committee, the Chair of the Program Committee, the Co-Chair of the Combined Education Committee, the Chair of the Research Committee, and the two (2) elected Members-at-Large.
2. The Executive Board may also have one (1) or more ex-officio Member(s) appointed at the pleasure of the President for a specified term. Ex-officio Members shall have no vote on any matters considered by the Executive Board and shall not be considered Officers of the Society. Ex-officio Members shall not attend executive sessions of the Executive Board except by specific invitation.
3. Member-at-Large:
 - a. Shall be an Active Member of the Society with at least two (2) years of Membership and shall serve on the Executive Board for one (1) three (3) year term.
 - b. Shall be nominated by the Nominating Committee with input from the Membership.
 - c. Shall be elected by voice vote or by hand count of the voting Members present at the Business Meeting of the Society.
 - d. Shall be ineligible for re-election to this position.
 - e. Shall serve as representatives to external organizations as designated by the Board.
 - f. Shall serve as liaisons between the Society's Membership and the leadership.
 - g. Shall serve on committees and task forces as requested by the President.
 - h. The terms of service of the two (2) Members-at-Large shall be staggered.

Section 2. Duties of the Executive Board

1. The Executive Board shall serve as the administrative authority of the Society and shall consider all its activities and determine its policies. It may invite any Member of the Society to participate in its deliberations at any meeting.
2. The Executive Board shall receive and consider the reports of Committees and review their activities and shall direct the Secretary and the Treasurer to prepare an annual report reviewing the work of the previous year, to be submitted to the Membership of the Society.
3. The Executive Board shall determine all initiation fees, annual dues, special assessments and meeting registration fees.
4. The Executive Board shall review the proposed Scientific Program of the Annual Meeting and rule concerning approval or disapproval of such program.

Section 3. Quorum

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

Section 4. Presidential Line

1. The Presidential Line shall consist of the President, 1st Vice President, 2nd Vice President, 3rd Vice President, and the Immediate Past President.
2. The Presidential Line shall meet as necessary. The President shall convene the Presidential Line meeting. The Presidential Line may act on behalf of the Executive Board between meetings of the Board, but such actions of the Presidential Line are subject to ratification by the full Executive Board. The actions of the Presidential Line between meetings of the Executive Board shall be considered effective and binding prior to ratification by the full Executive 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 Knee Society and its interests.

Section 5. Meetings

1. The Executive Board shall convene at least twice yearly, as determined by its Officers.
2. The Executive Board may hold a special meeting at the discretion of the President or upon request by no less than two (2) Members of the Executive Board.
3. Any member of the Executive Board may invite any Member of the Society to participate in any meeting of The Executive Board. The Society's Guest Policy shall apply.
4. Unless specifically prohibited, any action required to be taken at a meeting of the Board may be taken at a meeting at which communication occurs by use of the telephone or other methods of electronic voice transmission. The action taken by such telephonic meeting at which a quorum is present shall be deemed to be the action of the Executive Board.

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. 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 V. COMMITTEES

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

Section 1: Standing Committees

Standing committees are those committees whose existence is perpetual and mandated by the Bylaws. The Knee Society shall have the following standing committees: Membership, Program, Lifetime Achievement Award, Nominating, Finance, and Research. The Knee Society, jointly with The Hip Society, also will have a Combined Education Committee and a Combined Industry Relations Committee.

Each Standing Committee shall have a document outlining its charges and composition. This document shall be part of the Society's Policies and Procedures, and shall require a Board approval.

Section 2. Ad Hoc Committees

1. Shall be appointed on an as-needed basis at the pleasure of the President or by a majority of the Society Membership.
2. Shall be created to accomplish short-term tasks or objectives and shall be sunsetted at the conclusion of the assigned task or objective by the President.
3. The President shall define an ad-hoc Committee's purpose, charges, and timeline, as well as outline measurements to aid the Executive Board in assessing the success of the Committee.
4. Shall report to, advise and aid the Executive Board on all matters designated by the Board or the President and shall not have any authority of the Executive Board.

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 or his or her 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 Committee Members are present in order to transact business.

ARTICLE VI. MEETINGS OF THE SOCIETY

Section 1. Regular Meetings

1. The Members of the Society shall meet at least twice yearly.
2. There shall be a Members (Closed) Meeting held preferably, but not necessarily, in the city of the President.
3. There shall be an Open Meeting held in conjunction with the Annual Meeting of the American Academy of Orthopaedic Surgeons (AAOS). This meeting is referred to in these Bylaws as the "Annual Meeting" of the Society.
4. Member Business Meetings and scientific sessions shall be conducted at both Society Meetings.

Section 2. Special Business Meetings

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

Section 3. Quorum

1. A majority of voting Members present shall constitute a quorum for the transaction of business at regular or special Business Meetings.

Section 4. Parliamentary Procedure

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

ARTICLE VII. FINANCE

Section 1. Fiscal Year

1. The fiscal year begins on January 1 and ends 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: Reserve Fund

1. The Society shall fund a percentage of its net assets appropriate for contingencies in an amount to be determined by the Executive Board 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 Executive Board 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 Executive Board, 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

1. If it is determined that The Knee Society should dissolve, 3/4 of the Society's voting Members 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 Executive Board.

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. GENDER DISCLAIMER

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

ARTICLE XII. BYLAWS AMENDMENTS

Section 1. Bylaws Committee

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

Section 2. Proposed Amendments

1. All proposed amendments must be submitted in writing to the Secretary. Proposed amendments must be approved by the Executive Board and shall be submitted to the voting Membership for a mail or electronic vote, at least thirty (30) days prior to voting.

Section 2. Approval of Proposed Amendments

1. Mail or electronic voting:
 - a. A written notice of the proposed amendments to the Bylaws must be issued thirty (30) days prior to voting.
 - b. An affirmative vote by two-thirds (2/3) of the voting Members is required for amendments to pass.
2. In-person voting:
 - a. A written notice of the proposed amendments to the Bylaws must be issued thirty (30) days prior to voting.
 - b. A unanimous affirmative vote of the voting Members present at the Members Business Meeting is required for amendments to pass.

ARTICLE XIII. 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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