

# Western Orthopaedic Association

## BYLAWS

**BYLAWS OF WESTERN ORTHOPAEDIC ASSOCIATION**

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## Article I

### Organizational Structure

- I. **Name:** The Western Orthopaedic Association (WOA), was founded in 1932, and incorporated as a 501(C)6 non-profit organization on February 16,1955.
- II. **Purpose:** The purpose of the WOA is to advance the art and science of orthopaedics *through education, research, and the exchange of ideas, focusing on the prevention, evaluation, and treatment of diseases and pathologic conditions of the musculoskeletal system.*
- III. **Mission Statement:** *The WOA is a respected regional orthopaedic society, sharing scientific knowledge and social interaction among its members and guests. Our goals include fostering unique opportunities to participate in open scientific discussions, encouraging mutual respect, and developing lasting friendships.*
- IV. **Vision Statement:** *Connecting people; enriching lives.*
- V. **Geographic Representation:** The Society is a regional organization with membership from the states of Alaska, Arizona, California, Colorado, Hawaii, Idaho, Montana, Nevada, New Mexico, Oregon, Texas, Utah, Washington and Wyoming, and contiguous provinces of Canada and states of Mexico. Disclaimer: The WOA has in the past had local Chapters of the Association. Many of these Chapters have been dissolved. Those that remain have continued to use ‘Western’ or “X” Chapter of the WOA as part of their name. Regardless, they are no longer associated with this organization in any way and the WOA has no oversight capability or fiduciary responsibility regarding such entities.
- VI. **Policies and Procedures.** Decisions passed by the WOA Board of Directors are to be recorded and frequently updated in this document, which may also be referred to as ‘rules and regulations’, or ‘standard operating procedures (SOPs)’. This includes organizational content, such as committee appointments, dues assessments, and other important information that may facilitate the governance of the WOA.
- VII. **Communication.** *All communications, correspondence or notifications of the WOA are to be written, documented, recorded, and exchanged as surface mail or electronic communication.*

## **ARTICLE II**

### **Offices**

Section 1. Non-Profit Corporation. The Western Orthopaedic Association ('WOA', 'Association' or 'Corporation') is a 501(C)6 Corporation incorporated in the State of California.

Section 2. Other Offices. The Association may have offices either within or without the State of California, as the Directors may designate from time to time.

## **ARTICLE III**

### **Corporate Seal**

The corporate seal shall set forth the name of the WOA, and the words "Incorporated February 16, 1955, California". Such seal may be engraved, lithographed, printed, stamped, impressed upon, or affixed to any certificate, instrument, document or paper executed by the corporation.

## **ARTICLE IV**

### **Membership**

Section 1. Membership is a privilege that is accorded to persons who meet the qualifications hereinafter enunciated.

Section 2. Qualifications for Active Membership

Membership eligibility applies to orthopaedic surgeons who are fully licensed as Medical Doctor (MD) or Doctor of Osteopathic Medicine (DO) to practice in the state in which they work, (or are licensed to do the same in a Federal Hospital) AND who have successfully completed an accredited orthopaedic training program; or an Allied Health Professional as defined below. Geographic requirements for Active members of the WOA are the western states of the United States (Alaska, Arizona, California, Colorado, Hawaii, Idaho, Montana, Nevada, New Mexico, Oregon, Texas, Utah, Washington, and Wyoming) and contiguous provinces of Canada and states of Mexico.

### Section 3. Classes of Membership

There shall be the following classifications of membership: Active, Senior Active, Associate, Resident, Allied Health Professional, Ex-Officio, and Honorary. Dues for all classifications shall be determined and adjusted from time to time by the Board of Directors and recorded in the WOA Policies and Procedures document.

#### Subsection 1. Active Members

- A. Primary office or practice must be within the geographical area of the Association.
- B. Active Members in good standing are eligible to vote, hold office and are required to pay dues.

#### Subsection 2. Senior Active Members

- A. Upon request, Senior Active Membership may be conferred, by the WOA Board of Directors, upon a Member in good standing who has either reached the age of seventy or has been a Member in good standing of the organization for a period of 25 years and who is no longer engaged in the full-time practice of orthopaedic surgery.
- B. Senior Active Members can vote, hold office and pay dues at a lower level than Active Members.

#### Subsection 3. Associate Members

- A. Associate Members shall be:
  - 1. Those Active Members in good standing who have moved their primary office outside the geographic area of the Association, but who wish to retain their membership in the Association.
  - 2. Associate Members are eligible to vote, but may not hold office. Associate Members are required to pay dues.
  - 3. Upon request, an Associate Member who has reached the age of 70 may not be required to pay dues.



#### Subsection 4. Resident Members

- A. Residents and Fellows of accredited U.S. Orthopaedic Surgery Training Programs, either M.D., or D.O., within the geographic area of the WOA are eligible for membership.
- B. Resident Members must attend an Annual Meeting to complete their Resident Membership application.
- C. The completed application form must be submitted to the WOA Central Office.
- D. Resident members pay dues, and can vote, but not hold office. They may be appointed to committees in ex-officio capacity at the discretion of the WOA Board of Directors.
- E. Resident Memberships last until the end of the resident's formal training, whereupon he or she is encouraged to apply for Active Membership, if they meet criteria for such.

#### Subsection 5. Allied Health Professional Members

- A. Allied Health Professional Members shall be graduates from recognized and accredited professional schools with certification as an Orthopaedic Physician Assistant, or Physician Assistants.
- B. Certified Allied Health Professional Members must hold a current license in a state within the geographic area of the WOA or contiguous states of Mexico and provinces of Canada and be practicing in the same area.
- C. Practice profile is primarily musculoskeletal.
- D. Application for membership must be sponsored by an Active member of the WOA.
- E. Allied Health Professional Members are required to pay dues, and are non-voting members, and ineligible to hold office, but may be appointed to a committee, in an ex-officio capacity, at the discretion of the WOA Board of Directors.

#### Subsection 6. Ex-Officio Members

- A. The Managing Director of the WOA is a non-voting Ex-Officio member.

B. The Board of Directors may occasionally appoint persons to Ex-Officio positions to meet the immediate needs of expertise on a short-term basis. Such appointments require a confirmatory vote of 2/3rds of either the Executive Committee or the Board of Directors, and should be reviewed at each meeting of the Board of Directors to determine if the need continues for that temporary position.

Subsection 7. Honorary Members

A. By action of the Board of Directors of the Association, Honorary Membership may be conferred upon:

1. An orthopaedic surgeon not eligible for active membership.
2. Any other physician or scientist who has gained professional prominence by his/her contribution to the advancement of orthopaedic surgery in general or to this Association in particular. Any member may nominate an Honorary Member.

B. Honorary Members may attend and participate in scientific meetings.

C. Honorary Members may not vote, hold office, nor are required to pay dues. This is a lifetime appointment, unless removed by the WOA Board of Directors.

Section 4. Nomination and Appointment of Members

A. The completed and approved application form must be submitted to the WOA Central Office. Sponsors must be voting members in good standing in the Association.

B. The names of the applicants will be presented to the Board of Directors for approval by the Membership Committee at scheduled meetings.

C. The Membership Committee or Membership Chair shall conduct any investigation deemed by the Board of Directors to be appropriate or necessary to evaluate any objections or concerns regarding any particular applicant.

D. Upon completion of the investigation, the Membership Committee will provide the information to the Board of Directors. The Board of Directors will make the decision to accept, defer, or reject the application of the candidate.

E. Applicants accepted by the WOA Board of Directors will become members of the Association upon payment in full of dues.

Section 5.      Duties of Members

A. Each active, senior active, associate and allied health professional member must at all times remain a member in good standing of the Association.

B. Each active, senior active, associate and allied health professional member must pay dues as levied by the Association.

C. Each member must at all times conduct himself in accordance with the principles and medical ethics as adopted by the Code of Ethics adopted by the American Academy of Orthopaedic Surgeons.

## **ARTICLE V**

### **Professionalism**

Section 1.      Disciplinary Action

The Board of Directors may censure, suspend, expel or otherwise discipline any member of the Association for violation of the rules or regulations or principles of the organization in accordance with the standards of professionalism of the American Academy of Orthopaedic Surgeons (AAOS).

Section 2.      Confidentiality of Disciplinary Proceedings

All disciplinary proceedings pursuant to Article V, whether said proceedings result in disciplinary action or not, shall be privileged and confidential.

## **ARTICLE VI**

### **Board of Directors**

#### Section 1. Composition

The Board of Directors shall consist of the following:

- A. The President of the Western Orthopaedic Association, shall serve as Chairman of the Board of Directors of the Corporation.
- B. The Officers of the Board of Directors are: The President, First Vice President, Second Vice President, Secretary, Treasurer.
- C. The Immediate Past President
- D. The Managing Director as an Ex-Officio member.
- E. Up to three Members-at-Large.
- F. Up to four Junior Members, who shall be under forty-five years of age at the time of their initial election or appointment.
- G. An AAOS Board of Councilors Representative
- H. A Lay Board Member
- I. Up to two Resident Members

#### Section 2. Election and Terms of Officer Members of the Board of Directors

The President, the First Vice President, the Second Vice President, the Secretary, and the Treasurer shall be elected at each annual meeting of the members of the Association to serve in the dual capacity of Director and Officer. The Officer members of the Board of Directors, shall serve until their respective successors are elected and have qualified, or until their death, resignation or removal. Each Officer member of the Board of Directors shall be an Active or Senior Active Member of the Association.

#### Section 3. Election and Terms of Office for Other Directors

1. The Members-at-Large, the Junior Members of the Board of Directors and the Board of Councilor representative shall be elected at the annual meeting of the members of the Association. The Members-at-Large and the Board of Councilor representative shall serve

for a three-year term and until their respective successors are elected and have qualified, or until their death, resignation or removal.

2. Junior Members shall serve for a two-year term and until their respective successors are elected and have qualified, or until their death, resignation or removal. Junior Member terms shall be staggered so that no more than two Junior Members' terms end in the same year.

3. Each Member-at-Large of the Board of Directors shall be an Active or Senior Active Member of the Association. Each Junior Member shall be an Active Member of the Association.

4. The Lay Board Member shall be elected directly by the Board of Directors to serve a two (2) year term with the possibility of a second term upon recommendation by the Board.

5. Resident Board Members will be elected by the Board of Directors for two year terms, in staggered fashion.

6. The WOA Board of Councilor Representative of the AAOS shall be elected at the annual meeting of the members of the Association. The Board of Councilor Representative shall serve for a three-year term. The Board of Councilor representative may be appointed to a second three-year extension by the Board of Directors.

#### Section 4. Removal

Any or all of the Directors may be removed from office in the manner and under the circumstances set forth in the California Non-Profit Corporation Law. Removal of any Director who is also an Officer of the Association shall result in that person's removal as an Officer.

#### Section 5. Resignation

Any Director may resign effective upon giving written notice to the President, and the Secretary of the Board of Directors of the Association. Resignations shall specify an effective date, so that a successor may be elected by the Board of Directors.

#### Section 6. Vacancies

Anytime there are fewer Board of Directors members than are authorized by these Bylaws for any reason, the vacancy or vacancies may be filled by a majority vote of the remaining Directors. In the event that the vacancies are not filled by the Board of Directors, the membership may call for an immediate election to fill the vacancies. Electronic ballots will be sent to WOA members entitled to vote. A majority vote of the responding

membership will elect. Such an appointed or elected director will serve until the next Annual Meeting.

Section 7. Indemnification

The WESTERN ORTHOPAEDIC ASSOCIATION (ASSOCIATION) shall indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the ASSOCIATION) because he or she is or was a director, officer, employee or agent of the ASSOCIATION, or is or was serving at the request of the ASSOCIATION as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by the individual in connection with such action, suit or proceeding, if:

- a. He or she acted in good faith; and
- b. He or she acted in a manner he or she reasonably believed to be in or not opposed to the best interest of the ASSOCIATION; and
- c. With respect to any criminal action or proceeding, he or she had no reasonable cause to believe his or her conduct was unlawful.

The termination of any 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 or she reasonably believed to be in or not opposed to the best interests of the ASSOCIATION, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

However, 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 or her duty to the ASSOCIATION, 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 the circumstances of the case, such a person is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.

**Successful Defense**

To the extent that a director, officer, employee or agent of the ASSOCIATION has been successful on the merits or otherwise in the defense of any action, suit or proceeding referred to in section 7 or in defense of any claim, issue or matter therein, he or she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by the individual in connection therewith.

### Specific Cases

Any indemnification under section 7 (unless ordered by a court) shall be made by the ASSOCIATION only as authorized in the specific case, upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in section 7. Such determination shall be made:

- a. By the Board of Directors by a majority vote of a quorum consisting of directors who are not parties to such action, suit or proceeding;
- b. If a quorum of the disinterested members of the Board of Directors is not obtainable, or even if obtainable, a quorum of disinterested directors so directs, by independent legal counsel in a written opinion; or
- c. By majority vote of the vote-eligible members of the ASSOCIATION present and voting at a meeting where notice of this item is specifically indicated in advance.

### Advance Payment of Expenses

Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the ASSOCIATION in advance of the final disposition of such action, suit or proceeding, as authorized by the Board of Directors in the specific case, upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the ASSOCIATION

### Indemnification Not Exclusive

The indemnification provided by these Bylaws shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the provisions of these Bylaws, agreement, vote of the vote-eligible members of the ASSOCIATION or disinterested directors, or otherwise, both as to action in his or her 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, employee or agent, and shall inure to the benefit of the heirs, executors and administrators of such person.

### Insurance

The ASSOCIATION may maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the ASSOCIATION or who is or was serving at the request of the ASSOCIATION as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against the individual and incurred by the individual in any such capacity or arising out of his or her status of such, whether or not the ASSOCIATION would have the power to indemnify the individual against such liability.

## ARTICLE VII

### Officers

#### Section 1. Officers

The Officers of the Association shall consist of the President, First Vice President, Second Vice President, Secretary, and Treasurer. The Secretary-Elect (if any), Treasurer-Elect (if any), and Managing Director serve as Ex-officio members.

#### Section 2. Election

- A. The President, the First Vice President, the Second Vice President, the Secretary and the Treasurer shall be elected at each annual meeting of the members of the Association.
- B. The Immediate Past President shall serve on the Board of Directors for one year.
- C. The Managing Director shall be elected by the Board of Directors for a three-year term, with the possibility of one additional three-year term, and does not vote.

#### Section 3. Term of Office

Each Officer (with the exception of the Managing Director) shall hold office for one year and until his or her successor is elected and has qualified, or until his or her death, resignation or removal; provided, however, that the terms of office of the Secretary-Elect and the Treasurer-Elect shall expire at the close of the annual meeting next succeeding their respective elections. An individual may be elected to the Office of Secretary or Treasurer for a maximum of three consecutive one-year terms. Otherwise, an individual may not succeed him or herself in the same office (except as otherwise provided in Article VIII, Sections 2 and 3 of these Bylaws), but may hold a different office in any subsequent year. At the completion of his or her final term, the outgoing Managing Director may serve in an advisory capacity for one (1) additional year to assist the newly appointed Managing Director.

#### Section 4. Removal

Any Officer may be removed from office with or without cause by a two thirds majority vote of the Board of Directors. The removal of any Officer who is also a Director shall cause such Officer's removal as a Director.



Section 5.     Resignation

Any Officer may resign effective immediately upon giving written notice to the President, the Secretary or the Board of Directors of the Association, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation specifies effectiveness at a future time, a successor may be elected pursuant to Section 6 below to take office when the resignation becomes effective. The acceptance of any such resignation shall not be necessary to make it effective unless otherwise specified in such notice. Any Officer who resigns and who is an Officer member of the Board of Directors shall be deemed to have also resigned as a Director of the Association.

Section 6.     Vacancies

Any vacancy occurring in any office for any cause may be filled by a majority vote of the Board of Directors.

## ARTICLE VIII

### Duties of Officers

**I.     Board of Directors:**

Subject to the limitations of any statute as to action to be authorized or approved by the members of the Association, all corporate powers shall be exercised by or under the authority of, and the affairs and activities of the Corporation shall be controlled by or under the authority of, the Board of Directors. *The WOA Board of Directors bears the fiduciary responsibility to manage the affairs of the Association, including hiring, oversight and termination of all paid staff, including the Executive Director, as well as active management of all committees and planning all activities and programs.*

Section 1.     President

1.     The President shall preside at all meetings of the members, and shall serve as ex-officio member of all committees except the Membership Committee.
2.     Unless otherwise expressly provided for in these Bylaws, the President shall make all committee appointments as well as new appointments with the approval of the Board of Directors.
3.     The President shall have such other powers and perform such other duties as may be prescribed for him or her from time to time by the Board of Directors or pursuant to these Bylaws.

4. The President will communicate frequently with the Executive Director for all needed staff support to carry out the administrated functions of the Association.

Section 2.      First Vice President

1. In the absence of the President or in the event of his or her death, resignation, removal or inability or refusal to act, the First Vice President shall perform the duties of the President and when so acting shall have the powers of and be subject to all the restrictions upon the President.
2. The First Vice President shall succeed to the Office of President in the event of the President's death, resignation, removal or inability or refusal to act. In the event the First Vice President succeeds to the Office of President prior to the expiration of the then current President's term of office, the First Vice President shall serve for the remaining unfulfilled term of the replaced President and shall be eligible to be elected as President for an additional one-year term of office in accordance with Article IX, Section 2 A of these Bylaws.
3. The First Vice President shall have such other powers and perform such other duties as may be prescribed for him or her from time to time by the Board of Directors or pursuant to these Bylaws.
4. Shall lead an annual Board discussion of a possible recipient of the Blair Filler Achievement Award, and make the presentation of this highest WOA service award at the Annual Meeting in those years when this award is deemed appropriate.

Section 3.      Second Vice President

1. The Second Vice President shall, in the absence of the First Vice President or in the event of his or her death, resignation, removal or inability or refusal to act, perform the duties of the First Vice President and when so acting shall have all the powers of and be subject to all the restrictions upon the First Vice President.
2. The Second Vice President shall succeed to the Office of First Vice President in the event of the First Vice President's death, resignation, removal or inability or refusal to act.
3. In the event the Second Vice President succeeds to the Office of First Vice President prior to the expiration of the then current First Vice President's term of office, the Second Vice President shall serve for the remaining unfulfilled term of the replaced First Vice President and shall be eligible to be elected as First Vice President for an additional one-year term of office in accordance with Article IX, Section 2 A of these Bylaws.

4. In the event of the absence, death, resignation, removal or inability or refusal to act of both the President and the First Vice President, the Second Vice President shall perform the duties of the President and when so acting, shall have the powers and be subject to all restrictions upon the President.

5. The Second Vice President shall have such other powers and perform such other duties as may be prescribed for him or her from time to time by the Board of Directors or pursuant to these Bylaws.

6. The Second Vice President shall serve as Chair of the Bylaws Committee.

#### Section 4. Secretary

The Secretary shall have the following duties. He or she shall:

A. Review and report the minutes of all meetings of the members and the Board of Directors. He/she must also report these Minutes to the Board of Directors.

B. Oversees all correspondence pertaining to actions taken by the Board of Directors.

C. Oversees certification of membership and a sending a copy of the Bylaws to each new member electronically.

D. Chair the Social Media Committee

E. Oversees annually the preparation and distribution of an updated *WOA Board eBook* for all Board Members following the second full Board meeting during the WOA Annual Meeting: to include current Bylaws, Policies and Procedures, recent Board minutes; and a confidential detailed contact list of all Board of Directors and Committee Chairs, and a complete list of all Committee members and their terms of office.

F. Have such other powers and perform such other duties as may be prescribed for him or her from time to time by the Board of Directors or pursuant to these Bylaws.

#### Section 5. Treasurer

The Treasurer shall have the following duties. He or she shall:

A. Serve as the Chief Financial Officer of the Association.

B. Oversees all records and information pertaining to the financial history of the Association; keeping in good order all reports, papers and records presented at the meetings of the Association.

- C. Provide careful review and oversight of the Annual Financial Report, alternating each year between an audit and a CPA authored review of the Association.
- D. Have custody of, and be responsible for, all funds, securities, and other properties of the Association and (1) deposit (which term shall include, without limitation, the purchases of Certificates of Deposit) such funds in the name of the Association in such banks or other depositories as shall be selected by the Board of Directors, or (2) purchase with such funds debt obligations having maturities of no greater than five years issued and guaranteed as to principal and interest by the United States government or (3) invest in United States government backed investment vehicles having a maturity not to exceed five years.
- E. Keep a roster of members, which is accurate and up to date.
- F. Submit reports to the Board of Directors at the direction of the President.
- H. Serve as Chair of the Finance Committee.
- I. Serve on the Membership Committee.
- J. Be required to give bond for the faithful discharge of his or her duties in such sum, and with such surety or sureties, as the Board of Directors shall require.
- K. Engage a Certified Public Accountant, approved by the President, to review the up-to-date finances of the Association annually, and submit a financial statement.
- L. Serve for the year following his or her mandatory retirement as Treasurer as a voting advisory member of the Finance Committee.
- M. Have such other powers and perform such other duties as may be prescribed for him or her from time to time by the Board of Directors or pursuant to these Bylaws.

Section 6. Immediate Past President

- 1. Shall serve as a voting Director for one year.
- 2. Participate in all committee or project teamwork as requested by the President.
- 3. Chair the Nominating Committee
- 4. Present the Mortality Report to the membership at the Annual Meeting.

Section 7.     Managing Director

The Managing Director shall assist and supervise the administrative functions of the Association. The Managing Director is elected directly by the Board and serves for three (3) years, with a possible second term at the recommendation of the Board.

Duties, he/she shall:

1.     As an Ex Officio Board member, he/she will not vote on Board decisions and
2.     Report directly to the Board of Directors upon their request, imparting ‘institutional memory’ to help guide future projects and activities.
3.     Serve on the Finance Committee.
4.     Serve on the Bylaws Committee.
5.     Serve as WOA Historian, keeping records of milestones and past meetings, posting and updating this information in reports to the Board of Directors and on the WOA web site.

Section 8.     Board of Councilors (BOC) Representative.

- A.     Shall serve as a voting Director and participate in all full Board conference calls and meetings.
- B.     Assumes all the responsibilities of AAOS BOC membership, as outlined in our Procedures and Policies.
- C.     Communicates to the Board at all meetings, including advance written reports of all BOC meetings.
- D.     Writes frequent articles for WOA social media and the WOA Newsletter.
- E.     Succession Planning: In the year preceding a BOC representative vacancy, announcements are made at the annual meeting, in a newsletter and via e-mail to all WOA members containing a statement of opportunity. The announcement should include: the importance of the position, a list of the duties including a delineation of the number of meetings in which physical attendance is required and whether funding is available for travel. Interested members will be directed to the Bylaws on the WOA website to review the offices, responsibilities and structure of the WOA Board of Directors and to obtain a more complete appreciation of the duties the BOC representative will be asked to perform. Interested members should then submit a letter to the Board of Directors outlining

their reasons for interest in addition to what strengths they could bring to the position. A current curriculum vitae should also be submitted. Members who have submitted their names for consideration should be reviewed by the Board of Directors well in advance of the annual meeting. The Board of Directors will submit their selection and a back-up alternate choice to the nominating committee.

Section 9. At Large Members

1. Shall participate in all full Board conference calls and meetings.
2. Shall perform such other duties as may be prescribed for him or her from time to time by the Board of Directors or pursuant to these Bylaws.
3. One At large Member will serve on the Membership Committee
4. One At Large Member will serve on the SAE Committee
5. One At Large Member will serve on the Resident Committee

Section 10. Junior Members

- A. Shall consist of up to four active members with staggered terms, each serving a two-year term as a Director.
- B. Shall participate in all full Board conference calls and meetings.
- C. Shall perform such other duties as may be prescribed for him or her from time to time by the Board of Directors or pursuant to these Bylaws.

Section 11. Lay Board Member

- A. One Lay Board Member shall participate as a Director in all full Board conference calls and meetings.
- B. Shall perform such other duties as may be prescribed for him or her from time to time by the Board of Directors or pursuant to these Bylaws.
- C. Shall serve on the Finance Committee.
- D. Shall serve on the Bylaws Committee.

Section 12.     Resident Board Members

- A.     Up to two Resident Members shall serve as Directors and participate in all full Board conference calls and meetings.
- B.     Shall perform such other duties as may be prescribed for him or her from time to time by the President.
1.     Shall promote resident participation in the WOA.
  2.     One Resident Member shall serve on the Membership Committee

## ARTICLE IX

### Committees

All Committee Chairs are appointed by the President. **All Committees and their members shall be published on the WOA web site following the Annual Meeting.**

**Quorum:** The presence at a meeting of any Committee of fifty percent of the members of the Committee shall constitute a quorum for the transaction of business, unless otherwise specifically stipulated.

Section 1.     Executive Committee

The Executive Committee shall consist of the President, First Vice President, Second Vice President, Secretary, Treasurer, and the Immediate Past President of the Association.

- A.     The Executive Committee shall have the power to act for the Association in the administration of the affairs of the Association. In the exercise of such interim powers conferred upon it by the Bylaws, the Executive Committee shall be bound by such general policies as have been established by the Association.
- B.     All actions and decisions of the Executive Committee must be approved at the following meeting or conference call of the full Board of Directors.
- C.     The Executive Committee may appoint members of the Association to serve in a liaison capacity with other organizations on a reciprocal basis.
- D.     The presence two thirds (four out of six) of the voting members of the Executive Committee shall be a quorum necessary for the transaction of business.

## Section 2. Program Committee

1. The Program Committee shall be composed of not more than nine (9) members including the, current Program Chair, immediate past Program Chair, the Program Chair-elect, the 2<sup>nd</sup> Vice President's Program Chair, the Resident Committee Chair, the SAE Chair, and no more than three (3) other WOA members. The Program Chair will also be the Committee Chair for the Program Committee.
2. Each ascending President-elect will choose his or her Program Chair with the approval of the Board of Directors. After consultation with their respective President-Elect, the Program Chair will appoint the remaining positions on the committee.
3. This Committee shall select and develop scientific symposia based a cyclical 3-year curriculum designed to support the needs of the membership in connection with the American Board of Orthopaedic Surgeon's Maintenance of Certification.
4. This Committee will select all Resident Research Awards, co-ordinate their selections with the scientific program agenda of the Annual Meeting, and report to the Board for final approval.
5. This Committee will select the WOF Resident Research Grants, selecting from OREF lists every four (4) months of available highly rated resident research grant applications. The Committee Chair will present their selections to the WOF Board for funding, and facilitate the presentations of these awarded grants by their respective PI at the next Annual Meeting, following completion of that research.
6. Report to the Board at all meetings, both as to progress made and lessons learned for future reference.

## Section 3. Nominating Committee

1. The Nominating Committee shall be composed of seven (7) members. It shall include the outgoing members of the Board of Directors. The remaining positions will be elected from the floor at the first business session of the Annual Meeting. Each nominee shall be present at the meeting.
2. The Chair of the Nominating Committee shall be the Immediate Past President, or in the event of his/her inability to serve, shall be elected by the Board of Directors by a majority vote.
3. The Committee shall make nominations for the following offices:



- ❖ President, First Vice President, Second Vice President, Secretary,
- ❖ Treasurer, and open vacancies for At Large Member, Lay Board
- ❖ Member, Junior Member and Resident Member positions of the Board of Directors and the Board of Councilors Representative.

4. The Nominating Committee roster shall be presented to the membership attending the Annual Meeting, along with the open positions on the Board of Directors for the following year, and request names of potential candidates.

5. Members of the Association who serve on the Nominating Committee are ineligible for re-election to the Committee in the succeeding year.

#### Section 4. Membership Committee

1. The Membership Committee Chair or Co-Chairs, and other members shall be appointed by the Board of Directors during the Annual Meeting.

2. One member will be an At large Member of the Board.

3. The committee positions are unlimited and shall include one Resident Board Member and one or more Junior Board members.

4. This Committee Chair(s) shall report to all Board conference calls and attend all Board meetings as Ex-Officio members.

5. This Committee will promote new membership in all categories.

#### Section 5. Bylaws Committee

1. The Bylaws Committee shall consist of five members of the Board of Directors, appointed annually by the President. The Second Vice-President shall serve as Chair. The Managing Director and the Lay Board Member will also serve as voting members. The committee Chair may also appoint up to two additional non-Board members to serve as non-voting Ex-Officio members.

2. This Committee Chair shall review the Bylaws and the Policies and Procedures documents annually and present written recommendations to the Board of Directors regarding recommended changes of both documents at each Annual Meeting.

3. The Bylaws Committee Chair will also review and compile a written report following the Annual Meeting of all updates and changes made by the Board during the year to the Policies and Procedures. These additions and corrections shall be published on the WOA web site following the Annual Meeting and included in the E-book given to all Directors.

#### Section 6. Finance Committee

1. The Finance Committee shall consist of seven (7) members with the Treasurer as Chair. The committee shall include the immediate Past President, the Lay Board member, the Managing Director. Three additional members of the Board of Directors appointed by the President will serve for one year terms. In transition years, when there is an immediately retired Treasurer, he or she shall serve for the year as an additional voting member of this Committee.
2. Any vacancies occurring in the Committee shall be filled by appointment of the President, with the approval of the Board of Directors. This Committee shall be responsible for review, analysis, and recommendations to the Board of Directors of all financial policies and accounts of the Association, including oversight of all financial records, and an annual report.
3. Annual Reports. Audits will be done every other year, alternating with CPA Review Reports. The Finance Committee will review annual reports and consider change of auditors at least every five years. The Treasurer, as Chair of the committee, shall review, sign, and present the report of the annual report to the Board of Directors at the Interim Meeting.

#### Section 7. Self-Assessment Education (SAE) Committee

1. The SAE Committee shall consist of three members and the Executive Director. The Chair of the Committee shall be appointed by the President after consultation with the Board of Directors, serving for up to three years. One At Large Board Member will participate on this committee.
2. The SAE Committee Chair shall coordinate the CME activities of the Association by serving on the Program Committee, and developing content for an annual WOA sponsored Self-Assessment Examination (SAE), pooling content with other Regional societies as needed to improve each annual SAE.
3. The SAE Chair will report annually to the Board of Directors regarding the process of development and quality of the exam, the participation levels, the numbers of CME hours conferred, and any suggestions for improving member participation going forward. If not a Member of the Board of Directors, the SAE Chair will participate, as needed, in Board meetings and conference calls in an ex-officio capacity.

#### Section 8. Social Media Committee

1. The Social Media Committee shall consist of four members of the Board of Directors. The Secretary shall serve as Chair. Other appointed Board members shall serve one-year terms.

2. The Committee shall be responsible for frequent publications of content, including: eBlasts, 'Touches', Facebook, the WOA Web site, Twitter, and all other social media approved by the Board.
3. The Chair will report to all Board conference calls and meetings.

Section 9.      Resident Committee

1. The Resident Committee Chair and other members shall be appointed by the Board of Directors during the Annual Meeting. This committee should include two members who are either residency program directors, or residents of programs not currently represented on the WOA Board. The Chair also will serve on the Program Committee and report to the Board at all interim and annual meetings as well as participate in Board conference calls in an ex-officio capacity. One at large Board Member will also be part of this committee.
2. This Committee shall perform such other duties as may be prescribed to it from time to time by the President.
3. This Committee will promote awareness of and participation in the WOA by residents in the western region of the United States.

## **ARTICLE X**

### Voting Rights

All voting rights in the Association shall be vested in the active, senior active, and associate members thereof; and each active, senior active, and associate member shall be entitled to one vote. Such members may vote either in person or by written or electronic proxy filed with the Secretary of the Association at or prior to any membership meeting.

## **ARTICLE XI**

### Meetings of Members

Section 1.      Annual Meetings

1. There shall be an Annual Meeting of the members of the Association, at a location chosen by the Board of Directors in consultation with ascending Presidents.

2. Notice of the date, time and place of the annual meeting shall be published on the WOA web site in advance, and sent by the Secretary to each and every member of the Association, regardless of classification, at least six months in advance of the meeting.

3. Bylaws changes proposed by the Board of Directors shall be sent to the members electronically or through standard mail at least 30 days prior to the start of the Annual Meeting. Such notice shall also state those matters, which the Board of Directors, at the time of the mailing of such notice, intends to present for action by the members.

#### Section 2. Special Meetings of Members

1. Special meetings of the members for educational activities may be held at any time designated by the Board of Directors. Written notice of the date, time and place of a special meeting shall be given by the Secretary to every member of the Association, regardless of classification electronically or through standard mail.

#### Section 3. Quorum

1. Ten (10%) of the voting members attending the Annual Meeting shall constitute a quorum at a business session of a meeting.

2. Written proxies are allowed concerning any proposed Bylaws amendments, and must be submitted to the Secretary. Such written proxies shall also be included in the determination of a quorum for the Bylaws issue under consideration.

## **ARTICLE XII**

### **Board of Directors Meetings**

#### Section 1. Scheduled Meetings

The Board of Directors shall hold three scheduled, face to face meetings annually; First, meeting immediately prior to the Annual Meeting to receive reports from all committees and conduct the business of the Association. Second, meeting on the final day of the Annual Meeting to review the Annual Meeting, and to assign all committee positions for publication in accordance with the Bylaws. Third, the Interim Meeting at a time and location determined by the President, to review the progress of each committee and to plan future meeting venues and programs.

Section 2.      Conference Calls

Conference calls of the Board of Directors may be held at any time at the request of the President, or called by a majority of the Directors, provided that five days' prior notice be given each Director via electronic notification.

Section 3.      Quorum

A two thirds majority of the authorized number of Directors shall constitute a quorum for the transaction of business at any meeting or conference call of the Board of Directors. Proxy votes are acceptable for achieving a quorum.

## **ARTICLE XIII**

### **Registration Fees and Dues**

Section 1.      Registration Fees

The registration fee for the Annual Meeting shall be determined by the Board of Directors.

Section 2.      Dues

The annual dues shall be paid to the Western Orthopaedic Association and sent to the Central Office on request. Delinquent dues policy will be reviewed annually and managed by the Board of Directors.

Section 3.      Waiver of Dues

1.      Honorary members are not required to pay dues.
2.      Waiver of dues may be granted to any member for such reasons as may be determined by the Board of Directors.
3.      Members on active duty with the military service shall be required to pay dues.

## **ARTICLE XIV**

### **Conduct and Order of Business**

#### Section 1. Conduct of Business

Robert's Rules of Order shall govern the parliamentary procedure at all meetings of the Association unless as otherwise set forth in these Bylaws.

#### Section 2. Business Sessions of Members

Not less than two business sessions of members shall be held during the annual meeting.

## **ARTICLE XV**

### **Amendments**

#### Section 1. Proposed Amendments

1. Proposed amendments to the Articles of Incorporation and/or Bylaws signed by four active members must first be presented in writing to the Secretary of the Association.
2. The Board of Directors may approve, amend, or deny any proposed amendment that does not deal substantially with the rights of members.
3. Should the Board determine that member's rights are concerned, the original proposed amendment shall be presented to the membership at the Annual Meeting, and may be accompanied by written statement(s) by the proponents, and a written commentary and recommendation from the Board of Directors. Both the proposed amendment, and any such written statements must be sent to the members electronically or through standard mail 30 days prior to the Annual Meeting.
4. The proposed amendments shall be voted on at a business session during the annual meeting. Passage requires an affirmation of two-thirds (2/3) votes of those members for its adoption, either as proposed or modified.

Section 2.      Filing

Any approved amendments to the Articles of Incorporation shall be submitted to the Secretary of State of the State of California by the proper officers and shall become effective upon the filing.