

By-laws
of
The Maine Society of Orthopaedic Surgeons

Article I - Name

The Name of this organization shall be The Maine Society of Orthopaedic Surgeons.

Article II - Purpose & Mission Statement

The purpose of this non-profit organization shall be:

1. To promote the highest possible standards of Orthopaedic care rendered to the people of Maine.
2. To facilitate the interchange and dissemination of knowledge of orthopaedic surgery.
3. The Mission Statement of the Maine Society of Orthopaedic Surgeons shall be: To facilitate the interchange and dissemination of knowledge of orthopaedic Surgery and to promote the highest possible standards of orthopaedic care rendered to the people of Maine.

Article III - Membership

1. The membership of this Society shall be divided into four groups: Senior Members, Full Members, Associate Members, and Honorary Members.
 - a. Senior Members of the Society shall be those Full Members and Associate Members who have reached the age of 65. They shall retain their voting privileges, but be exempt from the payment of dues.
 - b. Full Members of the Society shall be physicians, licensed to practice medicine in the State of Maine, who are members of the American Society of Orthopaedic Surgeons. Full Members will have the right to vote and to hold office.
 - c. Associate Members shall be practitioners licensed to practice medicine in the State of Maine who do not qualify for full membership, but who have expressed special interest in orthopaedic surgery. Associate members will not have the right to vote or hold office; they will be able to serve on committees.
 - d. Honorary Membership may be granted to outstanding orthopaedic surgeons whom the Society wishes to so honor. Honorary membership does not require the payment of dues nor confer the right to vote.
2. Candidates for membership shall:
 - a. Express their interest in attaining membership by letter to the Secretary.
 - b. Complete and submit to the Secretary a formal membership application.
 - c. Two letters of recommendation for membership will be submitted. Those persons recommending the candidate will be members of the Maine Society of Orthopaedic Surgeons. Such application shall be reviewed by the Board of Directors prior to the next regularly scheduled Maine Society meeting. The Board of Directors shall then make recommendations concerning submitted applications to the members present for action.

Article IV - Officers and Board of Directors

1. The officers of the Society shall be President, Vice-President, Secretary-Treasurer, Councilor and Representative to the Maine Medical Association. These officers shall be full members of the Society in good standing who are elected at the annual meeting for a two-year term with the exception of the Councilor who is elected for a three-year term.
Nominations shall be presented by a nominating committee or made from the floor, and the nominee who receives the majority vote of the members present at the meeting shall be elected. The Councilor shall serve a term, or terms, in accordance with the By-Laws of the American Society of Orthopaedic Surgeons.
2. The President shall call, and preside at, all meetings of the Society. He shall be an ex-officio member of all committees and shall assume the authority, responsibility and duties usually accorded such office.
3. The Vice-President shall, in the absence of the President, assume all of the authority, responsibility and duties of the President during such absence.
4. The Secretary-Treasurer shall keep minutes of meetings of the Society, call meetings on order of the President, receive and disburse funds for the Society and perform such other duties generally pertaining to this office.
5. The Councilor is that (full) member elected to the Board of Councilors of the American Society of Orthopaedic Surgeons.
6. The Representative to the Maine Medical Association is that full member elected as liaison to the Maine Medical Association.
7. The Board of Directors shall consist of the officers and the immediate past President (if the past President is not holding another office and remains a member). The activities of the Corporation shall be managed by the Board of Directors.

Article V - Committees

1. Committees: The President shall appoint, with the approval of the Board of Directors, such committees as are deemed necessary to fulfill the purposes and functions of the Society.

Article VI - Meetings

1. The Annual Meeting shall be held in the fall of the year and its agenda shall include the annual reports of the officers and the election of officers when appropriate.
2. All meetings shall be held at the call of the President.
3. Quorum At any meeting of the Society, one-fifth of the voting members of the Society shall constitute a quorum provided that the membership is notified of the meeting at least 30 days in advance.

Article VII - Dues

1. The amount of annual dues and special assessments shall be determined by the Board of Directors subject to approval by the membership.
2. Failure to pay the annual dues for two succeeding years shall, after due notice, automatically terminate membership in the Society.

Article VIII – Amendments

These by-laws may be amended by a two-thirds vote of the voting members present at any meeting of the Society provided notice of such proposed amendment has been given to the membership at least thirty (30) days prior to such meeting.

Article IX – Board of Directors: Selection: Term of Office

Section 1. Number. The affairs of this Association shall normally be managed by a Board of (6) directors, who shall be full members of the Association. They will consist of the officers and immediate past-president.

Section 2. Term of Office. At the annual meeting with election of Directors, the members shall elect directors for terms in accordance with Article IV, Part 1.

Section 3. Removal. Any director may be removed from the Board, with or without cause, by a majority vote of the members of the Association. In the event of death, resignation or removal of a director, his successor shall be selected by the remaining members of the Board and shall serve for the unexpired term of his predecessor.

Section 4. Compensation. No director shall receive compensation for any service he may render to the Association. However, any director may be reimbursed for his actual expenses incurred in the performance of his duties.

Section 5. Action Taken Without a Meeting. The directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of all the directors. Any action so approved shall have the same effect as though taken at a meeting of the directors.

Article X – Meetings of Directors

Section 1. Annual Meetings. Annual meetings of the Board of Directors shall be held annually without notice, immediately following the annual meeting of the members.

Section 2. Special Meetings. Special meetings of the Board of Directors shall be held when called by the President of the Association, or by any two directors, after not less than three (3) days notice to each director.

Section 3. Quorum. A majority of the number of directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

Article XI – Powers and Duties of the Board of Directors

Section 1. Powers and Duties. The property, affairs and business of the Corporation shall be managed by the Board of Directors, which may exercise all such powers of the

Corporation and do all such lawful acts as are not by statute, by the certificate of organization or by these By-Laws directed or required to be exercised or done by the stockholders.

Approved 10/5/2013