

## -Amendment 1-

### PROPOSED BYLAWS AMENDMENTS

The following Revisions/amendments to the Philadelphia Orthopaedic Society Bylaws are proposed. An explanation of each follows with the applicable segment highlighted in yellow, deletions in red strikethrough, and insertions in blue. Where appropriate, neutral references to sexual preference are incorporated to replace any specific gender reference (e.g., he, she, him, his, her). The Membership Application Agreement has been duly revised to refer to “they” in place of “he/she.”

#### **Article IV – *Fiscal and Academic Years***

**Fiscal year remains 7/1 to 6/30. Academic year (elections, meetings, etc.) coincides unless emergent circumstances necessitate revision by Board for resolution introduced by President or majority of Board. Membership will be notified within 7 days. Revision, reverts to normal at the end of the revised Academic year.**

### ARTICLE IV

#### **Fiscal and Academic Years**

##### *SECTION 1: Fiscal Year*

The Fiscal year, ~~also referred to as the academic year~~, shall refer to revenues that commence on July 1 and end on June 30 of the following year.

##### *SECTION 2: Academic Year*

- A. The Academic year shall coincide with the Fiscal year unless emergent circumstances can be demonstrated to show due cause to necessitate resolution for interim revision;
- B. Such resolution can be initiated by the President of the SOCIETY or a majority of the Board of Directors;
- C. Revision of the said Academic year shall require at least a three-fourths (¾) vote of the Board of Directors.
- D. Such revision shall only be applicable to the immediate Academic year. Thereafter, the Academic year shall revert to coincide with the Fiscal year that follows the revised Academic year.
- E. If the Board of Directors votes in favor of the proposed Resolution to revise the Academic year, the Membership of the SOCIETY shall be notified within seven (7) days after that action of the Board of Directors.
- F. Reference in these Bylaws to the Academic year, hereinafter, shall apply to the defined Academic year(s), be it unabridged or revised.

## -Amendment 2-

### **Article XV – Board of Directors**

#### **Section 3: Meetings –**

**Means of contact contemporized to “Verifiable notice to each member of the Board of Directors at the contact identified on active Society records” supplants outdated reference confined to mail, fax, or telegram.**

## **ARTICLE XV**

### **Board of Directors**

#### **SECTION 1: Composition**

The Board of Directors, shall consist of the President, President-Elect, Vice-President, Immediate Past President, Secretary, Treasurer, Historian, Chairperson of the Membership Committee, Chairperson of the Program Committee, Bylaws Chairperson, and two (2) members at-large, one to be elected annually to serve a term of two (2) years.

#### **SECTION 3: Meetings**

The Board of Directors shall have the authority to conduct such business of the SOCIETY as is necessary under the Chairmanship of the President between Meetings. There shall be such meetings as a President may, at his/her discretion, deem necessary; but in no case be less than one (1) per year.

Additional Board Meetings may be called upon the written request of at least five (5) Board members. The notice of any special meeting of the Board of Directors shall be given at least seven (7) days prior thereto by ~~verifiable written~~ notice delivered ~~personally or sent by mail, fax, or telegram~~ to each director at ~~the contact his/her address as shown identified on~~ within the active SOCIETY records ~~of the SOCIETY~~.

**-Amendment 3-**

**Article XV – Board of Directors**

**Section 5: Informal Action of Directors**

**Revised to include verifiable digital media.**

**ARTICLE XV**

**Board of Directors**

**SECTION 5: Informal Action of Directors**

The Board of Directors is empowered to meet and transact the business of the SOCIETY, when necessary, by verifiable digital media, telephone conference call, or by signed letters, which letters may be signed in counterparts. If such action is entered in by the Board of Directors, this action shall be ratified at the next formal meeting of the Board.

**-Amendment 4-**

**Article XVI Officers**

**All terms of office are redefined by the Academic year. Any emergent revision will reference that said year until reverting to unabridged year that coincides with fiscal year.**

**-Amendment 5-**

**Article XIX – Meetings**

**Alternate media for meetings. Discretionary resolution allowing rescheduling or cancelation of meetings.**

**ARTICLE XIX**

**Meetings**

The regular meetings of the SOCIETY shall take place at the discretion of the Board of Directors between September and June. Should the Board determine circumstances of a meeting preclude in-person attendance, an alternative media will be arranged or the Board of Directors, with recommendation by the Program Committee and majority vote of the Board, will reschedule or cancel said meeting. Elections shall take place at the last business meeting of the year. Nominations and voting conducted during such meetings shall be as set forth in Article XXI. In accordance with the purpose of the SOCIETY, an educational presentation shall be given at each regularly scheduled meeting. Such presentations shall be available as endowed lectures in accordance with Article XXIV of the bylaws. Those lectures not funded by endowment shall be named at the discretion of the Board of Directors.

## **-Amendment 6-**

### **Article XXI – Voting**

**Elections remain last business meeting, but an alternate will be implemented in prohibitive exigencies.**

## **ARTICLE XXI**

### **Voting**

Voting rights as specified in these Bylaws shall be exercised by the member of the SOCIETY in person. No proxy vote by a member otherwise entitled to vote who is not present in person at the business meeting or committee meeting shall be allowed.

In the event of emergent circumstances that prohibit voting in person for any one meeting, as determined by at least a three-fourths ( $\frac{3}{4}$ ) vote of the Board of Directors, an alternative means of voting with reasonable verification of the respective voting member shall be implemented. No proxy vote by a member otherwise entitled to vote who cannot be reasonably verified at the Board-directed alternate business meeting or committee meeting shall be allowed.

Cumulative voting — to place all votes for a particular candidate or particular issue is specifically prohibited.

Wherever within these Bylaws a member of a committee is specified to be ex-officio, it is specifically understood that this ex-officio member shall have the right to vote unless otherwise specified by the Board of Directors.

Only committee members duly appointed or elected shall be entitled to vote within the committee.

## -Amendment 7-

**Article XXIII, Section 2 A (1) (d) – Process for Consideration of Amendment to the Bylaws proposed by an Active Member. After vetting and Board recommendation, it is submitted, read, and, at the next business meeting voted.**

### ARTICLE XXIII

#### Amendments

##### SECTION 1: Requirements

The Bylaws of the SOCIETY may be amended at any Meeting of the SOCIETY by three-fourths ( $\frac{3}{4}$ ) of those members present and voting.

##### SECTION 2: Process for Consideration of Amendment to the Bylaws

A. Amendment(s) may be proposed by:

(1) An Active Member in writing with written endorsement by ten (10) other Active Members.

(a) The submission must be presented to the Secretary in writing.

(b) The Secretary shall immediately report such proposed amendment(s) to the Board of Directors and the Bylaws Committee.

(c) The Bylaws Committee shall report their recommendations with regard to the proposed amendment(s) at the meeting of the Board of Directors.

(d) If the amendment(s) is in order, it is to be submitted to the membership of the SOCIETY at least twenty-eight (28) days prior to a SOCIETY Meeting. It shall be read at the meeting and voted on at the next business meeting of the SOCIETY, passing by a three-fourths ( $\frac{3}{4}$ ) majority of those members present and voting.

(2) The Board of Directors

(a) The Secretary shall submit the proposed amendment(s) to the Bylaws Committee for review to report back to the Board of Directors at the next meeting of the Board of Directors.

(2) The Bylaws Committee

(a) Any proposed amendment to the Bylaws that is initiated by the Bylaws Committee shall be reported to the Board of Directors at the meeting of the Board of Directors.

B. If the amendment is in order, it shall be submitted to the general membership of the SOCIETY at least twenty-eight (28) days prior to a meeting of the SOCIETY.

**-Amendment 8-**

**Article XXIII, Section 3 – Emergency Amendments**

**Provides that an Emergency Amendment can supersede with due cause to expedite its implementation, the Membership notified ASAP and voting to follow at the next meeting of the Society.**

**SECTION 23: Emergency Amendments**

A. Any change in the corporate or tax status of the SOCIETY caused by any modification, repeal, or amendment of any currently existing tax or corporate legislation, whether, Federal, State, or Local which, at the discretion of the Board of Directors, requires immediate compliance of the SOCIETY, shall be put into effect to ensure complete compliance without any prior approval of the voting membership, even if this compliance is at variance with the Bylaws of the SOCIETY.

This action must be communicated to the SOCIETY membership as soon as possible, and the action confirmed by a three-fourths ( $\frac{3}{4}$ ) vote of those present and voting at the next meeting of the SOCIETY.

B. With demonstrable due cause, a Bylaws Resolution or Amendment can be emergently presented by the President of the SOCIETY to the Board of Directors or by no less than three-fourths ( $\frac{3}{4}$ ) of the Board of Directors for consideration. At the discretion of at least three-fourths ( $\frac{3}{4}$ ) of the Board of Directors, said Resolution or Amendment will be implemented.

This action must be communicated to the SOCIETY membership as soon as possible, and the action confirmed by a three-fourths ( $\frac{3}{4}$ ) vote of those present and voting at the next meeting of the SOCIETY.