

BYLAWS

NYSBONES, INC.

A Corporation Chartered Under The
Laws of the State of New York

1367 Washington Avenue
Albany, New York 12206

www.nysbones.org

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ARTICLE I

NAME

The name of the Organization shall be: NYS BONES, INC. (hereinafter referred to as NYSB).

The Organization shall have a logo which shall be in the following form:

NYS Bones
NEW YORK STATE SOCIETY OF
ORTHOPAEDIC EXECUTIVES



ARTICLE II

PURPOSE

The purposes of the organization are to:

- A. Promote the professional development of the orthopedic manager through peer interaction and group educational programs.
- B. Encourage and stimulate interest and research in orthopedic practice management.
- C. Represent the concerns and ideas of a broad base of orthopedic administrators on healthcare-related issues.

ARTICLE III

MEMBERSHIP

- A. Total membership:
 - 1) The total membership shall be unlimited.
- B. Classes of membership

1) Active Members: Active members are those individuals who have been granted membership pursuant to the requirements established by NYSB. Active members have voting rights in the organization.

2) Retired members: Retired members or those who have been members of NYSB for at least 10 years or since the inception of the organization and are not currently employed in another health care field.

C. Privileges of membership

1) Active members shall have the right to attend meetings, vote and hold office (as is outlined herein).

2) Retired member shall have the right to attend meetings. They do not have the right to vote or hold office.

D. Admission and membership

1) Eligibility-active member

a. To become a candidate for membership in NYSB the applicant must meet one of the following criteria:

i. Employed by an orthopedic surgeon who is a member of the American Academy of Orthopedic Surgeons (hereinafter AAOS) or who is eligible for membership in AAOS.

ii. Employed by a group in which at least one orthopedic surgeon in the group is a member of the AAOS or whom is eligible for membership in AAOS.

iii. Employed by a medical group which includes orthopedics in

their services. However to hold office or serve on any committee of NYSB this member's employer must have a minimum of 50% of the physician's in the group practicing orthopedics.

- iv. Other healthcare professionals and allied health professionals employed in, or with an interest in, the field of orthopedics.

2) Acceptance into Membership

- a. Applicants shall be admitted into membership upon successful completion of all application requirements established by the Board of Directors.

E. Requirements for Maintaining Membership

- 1) In order to maintain active membership, the member must pay their annual dues.
- 2) If there is a change in the eligibility status of any member, they must notify NYSB within 30 days and, if requested by the Board of Directors, relinquish their membership in the organization if they no longer meet the eligibility requirements.

F. Removal

- 1) A member may be removed for just cause by a three fourths (3/4) vote of the Board of Directors after fifteen (15) days' notice in writing stating the cause for such action
- 2) Except in cases of nonpayment of dues, an opportunity for a hearing before the Board of Directors shall be given.
- 3) The following constitute just cause for removal for membership:
 - a. Nonpayment of dues in the amount and within the time limits specified in Article IV herein.
 - b. Failure to comply with these Bylaws as determined by the Board of Directors.
 - c. Conduct which is detrimental to the organization
 - d. Unethical conduct as determined by the Board of Directors
 - e. Unreported change in eligibility status.

4) A member who has been removed from membership may reapply for membership as if she or he were applying for the first time. If an unreported change in eligibility was the cause for removal, the removed member may reapply when their status returns to that which meets the required criteria for membership.

G. Reinstatement

1) Any member who has resigned while in good standing may be reinstated upon written request to the Secretary and payment of a sum equaling a prorated share of unpaid dues as determined by the Board of Directors.

ARTICLE IV

DUES AND FINANCIAL OBLIGATIONS

A. Annual Dues

1) All active members shall pay annual dues as established by the Board of Directors.

2) All the retired members shall pay no dues.

B. Payment

1) The Business Manager or Treasurer will send a dues notice to each member by January 31 of each year and payment will be owed by March 31.

ARTICLE V

ORGANIZATION

The ratification of officers of NYSB shall take place at the annual meeting.

The organization of the Society shall be:

A. President
President -
ElectSecretary
Treasurer

B. Board of Directors

C. Immediate Past President

ARTICLE

VI

OFFICERS

A quorum of the Board of Directors shall elect the officers, one seat at a time beginning with the office of President, by plurality vote at the last regular Board meeting or conference call prior to the annual meeting of the general membership. The General membership shall approve the election by a majority vote of those members in good standing at the annual business meeting of the organization. The President, President - Elect and Immediate Past President automatically shall assume their new responsibilities at the conclusion of the annual business meeting of the membership in the year when their term expires as set forth above. Succession from Treasurer to Secretary and Secretary to President - Elect shall be at the discretion of those holding the office and confirmation by the Board of Directors.

- A. President. The President shall be the chief executive officer of NYSB and chairperson of the Board of Directors; (s)he shall preside at all meetings of the Board of Directors; (s)he shall be responsible for the overall management of the affairs of NYSB and shall see to it that all orders and resolutions of NYSB and the Board of Directors are carried into effect.

(S)he shall appoint the Chairpersons of any and all committees as hereinafter provided. And in addition to being a member and the presiding officer of the Executive Committee and the Board of Directors, (s)he shall be an ex-officio member of all committees except the Nominating Committee, should one be appointed.

- B. President - Elect. The President - Elect shall assist the President in the performance of his/her duties; (s)he shall preside in the President's absence at meetings of NYSB and at meetings of the Board of Directors and (s)he shall represent the President when requested at meetings or other functions.

- C. Secretary. The Secretary or the Business Manager if so appointed shall keep the minutes and act as secretary of all meetings of the society, Executive Committee and the Board of Directors. (S)he shall be responsible for the giving all notices of meetings of NYSB and the Board of Directors. (S)he shall be the custodian of NYSB's articles. (S)he shall in general perform all duties incident to the office of Secretary and such other duties as may from time to time be assigned to him/her by the Board of Directors.

- D. Treasurer. The Treasurer shall have general supervision of the Business Manager if so appointed. In addition the Treasurer shall have general supervision over the care and custody of the funds of NYSB; (s)he shall deposit the same or cause to be deposited in the name of the Society in such bank or banks, trust company, or trust companies, and in such safe deposit company or safe deposit companies as the Board of Directors may designate, and shall be responsible for all monies received by NYSB and for all payments made on behalf and shall keep or cause to keep full and accurate accounts and records of such receipts and disbursements and whenever required by the Board of Directors so render or cause to be rendered financial statements of NYSB. The Treasurer or the President shall sign all checks in payment of NYSB obligations. The Treasurer or the President of NYSB shall be authorized to sign checks in an amount not in excess of \$5,000.00. All checks and all orders withdrawing funds from the bank, trust company or other financial institution in excess of \$5,000.00 must be signed by the Treasurer and President or his/her Board Member Designee. At the annual meeting of the Society, the Treasurer shall render a statement, summarizing the receipts and disbursements of his/her office, after such statement has been presented to the Board of Directors. (S)he shall be responsible for a current treasurer's statement at all regular meetings of the Board of Directors and the annual meeting.
- E. Immediate Past President. The Immediate Past President shall act in an advisory position to the Board of Directors and shall be a Director of the Society until the current President's term expires.
- F. Compensation of Officers and Directors. No Director or Officer of NYSB shall receive directly or indirectly any salary, compensation or emolument from NYSB, either as such Director or Officer unless authorized by the concurring vote of a majority of all the members of the Board of Directors present and voting at the time of such authorization.
- G. Terms of Office. The President, President - Elect, Secretary and Treasurer shall be nominated to serve for a term of two years or until their successors are appointed. In the event of the inability of one or more of the officers to serve, the vacancy shall be filled for the unexpired term from an appointment by the Board of Directors.

ARTICLE VII

EXECUTIVE COMMITTEE

The Executive Committee shall consist of the officers of NYSB and the immediate Past President and shall have the authority to exercise for and on behalf of the Board of Directors of NYSB all powers of the Board of Directors to the extent permitted by the law between the meetings of the Board of Directors.

ARTICLE VIII

BOARD OF DIRECTORS

- A. The Board of Directors shall consist of the Officers and the Elected Directors. The affairs, property and business of NYSB shall be managed by the Board of Directors.

- B. The Board of Directors shall be composed of at least at least five Directors and no more than nine Directors (counting the Officers). A Director must be a member in good standing, be employed in an orthopedic practice and is subject to approval at the annual meeting by a majority vote of the members in attendance at said meeting. Directors shall serve for a period of three years. Each Director shall have only one vote. The tenure of any individual Director shall be for no more than two (2) consecutive terms, unless granted approval by the Board of Directors to serve additional terms.

- C. The Board of Directors shall meet at least once each year. Notice of anymeeting of the Board of Directors shall be completed either by confirmedemail or postal mail not less than ten (10) days nor more than fifty (50) days prior to such meeting.

- D. Special meetings of the Board of Directors may be called by the President or by a petition signed by a minimum of five (5) members of the Board of Directors.

- E. A majority of the current members of the Board of Directors shall constitute a quorum. Proxy votes on matters of the Board of Directors shall be permissible if supplied in writing to the President.

- F. Any vacancy on the Board of Directors of an Elected Director position shallbe filled by the Board of Directors until that point in time when a Director can be appointed by the Board of Directors and approved by the general membership.

- G. No Officer or Director, or Committee Chairperson of the Society, shall incur any financial obligation without first obtaining the sanction of NYSB or its Board of Directors.

- H. The Board of Directors shall have the authority to hire a Business Manager and determine his/her salary and duties. The Business Manager shall be in charge of any other administrative staff subject to the limitations

of the appropriations authorized by the Board of Directors.

- I. Any member of the Board who is unable to attend a meeting must notify the President of such fact prior to the meeting. Repetitive, unexcused absences from Board meetings without notification shall cause the President to advise the Board as such and cause the Board of Directors to determine the ability of the Director to continue to represent the membership. Upon a majority vote of the Board of Directors under such conditions a Director shall be asked to resign his/her position on the Board but not Membership status in the Society.

ARTICLE IX COMMITTEES

The President, with the approval and consent of the Board of Directors, shall appoint the chairpersons of any standing committees and or ad hoc committees as deemed necessary by the Board of Directors. The Chairpersons of these committees shall be members of the Board of Directors but the other members of the committees need not be Directors. The chairpersons of each committee may appoint the members of his/her committee as needed from the general membership.

ARTICLE X

AMENDMENTS

Proposed amendments to these Bylaws must be submitted in writing to the Secretary of NYSB not less than ninety (90) days prior to the next annual meeting for review and consideration. The proposed amendment shall be reviewed by the Board of Directors, functioning as the Bylaws committee. The recommendations of the Board of Directors shall be presented to the general membership for review and ratification at the annual meeting. The proposed amendment(s) to these Bylaws shall be submitted for vote of those in attendance at the annual meeting and will require an affirmative vote of $\frac{3}{4}$ of those members in attendance and voting.

ARTICLE XI

INDEMNIFICATION

The Society shall indemnify all officers, directors and employees for expenses incurred with the defense or settlement of any claim against such person because of services as an officer, director or employee, unless a judgment or other adjudication shall establish that such a claim arose or resulted from any dishonest, fraudulent, criminal, malicious or knowingly wrongful act of such person.

ARTICLE XII

RULES OF ORDER

The deliberations of NYSB shall be governed by the provisions of "Roberts Rules of Order" when not in conflict with these Bylaws or the laws of the State of New York, or of the United States.

CERTIFICATION

I, the undersigned, as President of NYS BONES, Inc., hereby certify that the above and foregoing constitutes a true and correct copy of the amended and restated Bylaws of NYS BONES, Inc., and that all provisions are in full force and effect and have not been revoked or rescinded. The aforementioned Bylaws having been adopted by the Board of Directors on _____, 2022 and approved by majority vote of the general membership on _____, 2022.

Signature: _ _ _ _ _

Name: _____ - President