

# BYLAWS OF THE ISAKOS

## ARTICLE I - NAME

The name of this non-profit corporation is the "International Society of Arthroscopy, Knee Surgery and Orthopaedic Sports Medicine (ISAKOS)" herein after referred to as the "Society".

## ARTICLE II - SEAL

The permanent official seal of the Society shall be as follows:



## ARTICLE III - OBJECTIVES

The Society is organized under the provisions of the Pennsylvania Nonprofit Corporation Code for the following purposes:

1. The objective of this nonprofit society is to foster the communication and dissemination of knowledge relative to arthroscopy, knee surgery and orthopaedic sports medicine.
2. To further the development of research and study relative to arthroscopy, knee surgery and orthopaedic sports medicine.
3. To provide a forum for presentation and discussion of issues relating to arthroscopy, knee surgery and orthopaedic sports medicine.
4. To promote support, develop, and encourage charitable, scientific, or literary purposes advantageous to increased knowledge of arthroscopy, knee surgery and orthopaedic sports medicine.
5. To acquire and administer funds and property which shall be devoted exclusively to the foregoing purposes and to engage in any and all lawful activities incidental to the foregoing purposes except as restricted in the Articles of Incorporation or in the Bylaws.

## ARTICLE IV - LIMITATIONS ON ACTIVITIES

The activities of the Society shall be limited as follows:

1. No part of any net income of the Society shall inure to the benefit of any private shareholder or individual.
2. The Society shall not participate in or intervene in any political campaign on behalf of any candidate for public office.
3. The Society shall not participate in any activity which would invalidate its status as a tax exempt, nonprofit corporation.

## ARTICLE V - OFFICES

The Society shall have and maintain a registered office, at a location or locations as the Board of Directors of the Society may from time to time determine.

## **ARTICLE VI - MEMBERSHIP**

Section 6.01 Status. Membership in the Society is a privilege, not a right, and is dependent upon the candidate adequately demonstrating compliance with the requirements for membership (as may from time to time be adopted by resolution of the membership or the Board of Directors) and shall be contingent upon continued compliance with the Articles of Incorporation and Bylaws of the Society, such rules and regulations as may be promulgated by the Society, and the payment of Society dues.

Section 6.02 Categories. Membership in the Society shall consist of six (6) categories: Active, Associate, Honorary, Emeritus, Corresponding, and Allied Specialty. Membership shall be available to individuals interested in the objectives of the Society, upon application and election, as provided in these Bylaws, and in accordance with such regulations as the Board of Directors may from time to time enact.

### Section 6.03 Specific Requirements for Membership Categories

- (a). Active Members. Individuals at the doctoral level who demonstrate an interest or ability in the fields of medicine or science and who have demonstrated interest in arthroscopy, knee surgery and orthopaedic sports medicine as determined by a membership committee of the Society may join the Society as Active Members. Active Members who are not in arrears of their dues shall have the right to vote at all meetings of the members of the Society.
- (b). Associate Members. Individuals who demonstrate an interest or ability in the fields of medicine or science and who have demonstrated an interest in arthroscopy, knee surgery and orthopaedics sports medicine shall be eligible for membership as associate members of the Society. Admission of associate members shall be governed by the rules and regulations of the Membership Committee of the Society. Associate members are not eligible to hold office in the Society and shall not be entitled to vote at meetings of the members of the Society. An Associate Member may apply to become an Active Member once he or she has attended/attends a biennial meeting and meets the criteria for Active Membership.
- (c). Honorary Members. An individual who has demonstrated great dedication to research and education in Arthroscopy, Knee Surgery and Orthopaedic Sports Medicine as well as dedication to the objectives of ISAKOS may be considered for honorary membership. Such membership shall only be granted by unanimous approval of the Board of Directors. Only honorary members who have been members of ISAKOS in good standing shall be entitled to vote at meetings of the members of the Society, and shall not be obligated to pay dues to the Society. Otherwise honorary members who have not been members of ISAKOS shall not be entitled to vote.
- (d). Emeritus Members. Any member of more than ten (10) years, not practicing in the field of arthroscopy, knee surgery and orthopaedic sports medicine may become an Emeritus member and may become inactive by request, or may remain inactive if he or she continues to meet all the requirements for active membership. Emeritus members shall not be entitled to vote at meetings of the Society, nor shall they be obligated to pay dues to the Society. Emeritus members shall not be eligible to hold elected office in the Society.
- (e). Corresponding Members. Medical doctors qualified as orthopaedists, musculoskeletal surgeons, rheumatologists or the equivalent from all countries who are unable to pay dues, or have had their dues paid through group membership, can be accepted as corresponding members upon approval by the Board of Directors. Corresponding members may be eligible for select member benefits. Corresponding members shall not be entitled to voting privileges.
- (f). Allied Specialty Members. Individuals other than medical doctors. Allied Specialty Members pay dues. Allied Specialty members have no voting privileges.

Section 6.04 Application and Election. Application for membership shall be made to the Office in writing on forms provided by the Society and the application shall be considered by the Board of Directors in such a manner as it shall prescribe. In recognition of the fact that membership in the Society is a privilege and not a right, in the event

of an adverse action by the Board of Directors as to an application for membership, no candidate shall be entitled to question the decision by way of a hearing or otherwise.

**Section 6.05 Change of Status.** In any case where the status of a member changes during the year so that the individual becomes eligible for a different category of membership than that which he or she presently holds, the Secretary, upon receipt of appropriate information, shall reclassify such member.

**Section 6.06 Resignation.** A member not in default in payment of dues, and against whom no complaint or charge is pending, may at any time file in writing with the Secretary his or her resignation, which such resignation shall be effective on the date of filing.

**Section 6.07 Disciplinary Action and Reinstatement.**

- (a). **Disciplinary Action.** The Board of Directors may take disciplinary action with respect to any member in the event it is determined that such member is engaging in unethical or unprofessional conduct or in a course of conduct otherwise inimical to the objectives of the Society. Such action by the Board shall be by a majority vote of the entire Board of Directors. The votes shall be taken only after the individual involved shall have been given a written copy of any allegations against him or her and an opportunity to respond thereto. The Board of Directors may appoint a committee for the purpose of investigating any allegations against a member and for the purpose of giving such member an opportunity to respond. Such committee must have at least two (2) members who are members of the Board. In any such instance, the member concerned shall be given written notice that consideration of disciplinary action is pending and such member shall be offered the opportunity of requesting an appearance before the Board for the purpose of hearing the charges and responding thereto. When a hearing is requested the member shall be given adequate prior notice of the time, place and nature of the hearing and of the disciplinary action that may ensue. If a hearing is not requested, it need not be held. In the event, however, the hearing is held, written minutes shall be made of the charges, the response, the evidence and the action taken. Decisions of the Board on matters of disciplinary action shall be final and may consist of censure, suspension or expulsion.
- (b). **Reinstatement.** In the event disciplinary action taken against any member shall result in suspension or expulsion, such member may be reinstated under such terms and conditions as the Board may determine.
- (c). **Automatic Termination.** Membership of an individual may be terminated or suspended by the Board in a manner described in Section 6.07 (a) for revocation of license to practice medicine; (b) failure to pay dues assessed within six (6) months after the Treasurer shall have sent by electronic mail or mail a notice of delinquency; or (c) a conviction of a felony.

**Section 6.08 Criteria for Continued Membership.** The Board of Directors is authorized to adopt from time to time criteria for eligibility for continued membership for each category of membership; such criteria may include, but need not be limited to, evidence of continued medical education. Failure to comply with such criteria, as adopted, shall result in termination of membership.

## **ARTICLE VII - CONFIDENTIALITY**

**Section 7.01 Confidentiality of Application.** The entire contents of any application for membership in the Society, of whatever category, shall be privileged and confidential and shall not be subject to publication nor public dissemination whether voluntarily, involuntarily or by operation of law. Said application shall be forwarded only to the Board or the appropriate Committee for consideration. Any investigation or inquiries made by or responses received by the Board or the Committee along with all proceedings and testimony received shall likewise be privileged and confidential and shall not be subject to publication or public dissemination whether voluntarily, involuntarily or by operation of law. The candidate shall at no time be permitted to review or copy the contents of

his or her application file. Publication to the members of the Society of a list of candidates for membership and of a list of newly elected members or of current members shall not be considered to be a disclosure of the contents of the application file.

Section 7.02 Agreement of Confidentiality and Covenant Not to Sue. Every application for membership in the Society, for whatever classification shall be accompanied by a separate agreement signed by the candidate. This agreement shall contain substantially the following language:

"The International Society for Arthroscopy, Knee Surgery and Orthopaedic Sports Medicine has agreed to treat the entire contents of this application, including all inquiries or investigations made pursuant thereto and all fruits thereof as privileged and confidential material not subject to publication, dissemination or private or in camera inspection. In consideration of that Confidentiality Agreement I make the following agreement. I specifically authorize the Society to make whatever inquiries and investigation it deems necessary to ascertain and verify my qualifications, credentials, professional standing and moral or ethical character of the undersigned. I further covenant and agree that I will not seek or cause or attempt to seek or cause any disclosure or production, whether private, public or in camera of the content of any application file of any candidate for membership in the Society of whatever classification, including proceeding of the Board or any Committee pursuant thereto, or the product, fruits, or source of any inquiries or investigations made pursuant thereto whether said disclosure be by operation or process of law or otherwise. Processing and consideration of the application will involve participation by numerous members of the Society on behalf of the Society; all activities concerning such processing and consideration shall not be considered to be a disclosure, production, inspection, nor dissemination by the members of the Society participating therein. In further consideration of the Society's processing and consideration of this application, I specifically covenant and agree that I will not commence, bring or institute any proceedings, suit or action in any court or other tribunal or forum directed against or to the Society or any member thereof in any way concerning, pertaining to or arising out of the consideration, processing, rejection, deferment, acceptance or other handling of this application, for membership in the Society or any of the inquiries or investigations conducted in connection therewith."

Section 7.03 Requirement of Confidentiality. Any member of the Society, of whatever category, as a condition precedent to his or her continued status as a member of the Society, shall be bound by the contents of the agreement as stated in Section 7.02 above and shall not cause or attempt to cause any disclosure or discovery of any privileged or confidential material known to the Society whether by operation or process of law or otherwise.

Section 7.04 Confidentiality of Disciplinary Proceedings. All disciplinary proceedings pursuant to Article VI, whether said proceedings result in disciplinary action or not, shall be privileged and confidential and shall not be subject to publication, discovery, or public dissemination whether by operation or process of law or otherwise.

## **ARTICLE VIII- DUES**

Section 8.01 Annual Dues. The Board of Directors shall establish the annual dues for each category of membership within the Society. Upon payment of full Society dues, the member shall receive a subscription to Journal(s) for the following year. Annual dues shall become effective at the beginning of January of the calendar year following their establishment and shall remain in effect for each succeeding year unless and until changed by the Board.

Section 8.02 Date Payable. All dues, unless otherwise directed by the Board of Directors, shall be due and payable on or before the last day of each calendar year for the following year, or, for new members, within three months of the date of admission. At the time an individual is elected to membership he or she shall pay dues for the entire year in which he or she shall be elected, except that any individual who becomes a member after November first in any year shall commence paying dues for the following year.

Section 8.03 Default in Payment. If said dues are not paid within one year, all privileges of membership shall be

suspended until all arrears are paid in full. At any time within two (2) years after the date when dues are first required to be paid, a member who has been suspended may be reinstated upon the payment of all dues in arrears and all dues payable at the time of reinstatement together with such penalty fee, if any, which may be established by the Board of Directors. The Board of Directors in its discretion may modify the provisions of this section, effective for such period as the Board shall determine.

Section 8.04 Exemption From Dues. The Board of Directors shall determine whether any member or class of members shall be exempt from the payment of dues and the period for which said exemption shall continue.

## **ARTICLE IX - MEETINGS OF THE MEMBERSHIP**

Section 9.01 Regular Meetings. There shall be a general and such other meetings of the Society as may be fixed by resolution of the Board of Directors. A general meeting may be held in person during the course of the ISAKOS Congress, or online as necessary. General Meetings will be held for the purpose of electing directors and conducting other necessary business of the Society shall be held at least once every two (2) years. The time and place of such meetings shall be designated by the Board and announced not less than sixty (60) days before the dates so fixed. At said meeting of the Society, the members then entitled to vote shall elect directors and shall transact such other business as may properly be brought before the meeting.

Section 9.02 Special Meetings. Special meetings of the Society may be called by the President, or in his or her absence by the Vice-President, upon resolution of the Board of Directors or upon the written petition of not fewer than one-tenth (1/10) of the membership then entitled to vote. The object purpose of the meeting and the time and place of such meeting shall be stated in writing. It shall be the duty of the Secretary to fix the time of the meeting, which shall be held on such date, place and time as the Secretary shall fix, provided however, that it shall not be less than sixty (60) nor more than ninety (90) days after receipt of the request for such meeting. The Secretary shall give notice in writing to the membership of the Society not less than sixty (60) days before the date so fixed for such special meeting, which notice shall recite the purpose of the meeting and no business, other than that specified in such notice and matters germane thereto shall be transacted at such special meeting. If the Secretary shall neglect or refuse to fix the date and time of such meeting and give notice thereof, the person or persons calling the meeting may do so.

Section 9.03 Quorum And Manner Of Acting. A quorum of the Society shall consist of voting members entitled to cast not fewer than one-tenth (1/10) of all votes which the voting members are entitled to cast. The members present at a duly organized meeting can continue to do business until adjournment notwithstanding the withdrawal of members sufficient to maintain a quorum. Except as otherwise specified in the Articles or these Bylaws, or as may be provided by law, the acts, at a duly organized meeting, of members present and entitled to cast at least a majority of the votes which all members present and voting are entitled to cast shall be the acts of the members.

Section 9.04. Minutes - Agendas. Written minutes of the proceedings of the Society and Committees shall be maintained, and all actions taken at meetings shall be promptly recorded. Minutes shall be reviewed, amended and approved by members of each board or committee at, or in advance of, the next meeting of such board or committee. Where reasonably possible, a written agenda or matters to be considered at an upcoming committee meeting shall be delivered to committee members prior to such meeting.

Section 9.05 Voting Rights And Privileges. Each Active Member of the Society who is not in arrears in the payment of dues and who otherwise is then in good standing in the Society shall be entitled to one vote at any regular or special meeting of the Society. All votes shall be cast in person, by mail or by online voting, as determined by the ISAKOS Board of Directors. Voting rights shall be exercised by the member in person or online. No proxy vote shall be allowed. Cumulative voting is permitted. The acts at a duly organized meeting of the majority of those present and qualified to vote, or if the ballot is by mail or online, the acts of those casting a majority of votes cast, shall be the acts of the members.

Section 9.06 Parliamentary Authority. The rules contained in "Robert's Rules of Order Revised" shall govern the Society in all cases to which they are applicable, and in which they are not inconsistent with these Bylaws.

## **ARTICLE X - BOARD OF DIRECTORS**

Section 10.01 General Powers. The affairs of the Society shall be managed by the Board of Directors. The Board of Directors shall have full power and authority to conduct, manage, and direct the business and affairs of the Society, and all powers of the Society, except those specifically reserved or granted to the members by the Articles, these Bylaws or as may otherwise be granted by law, are hereby granted to and vested in the Board of Directors. The Board of Directors shall not take any action.

Section 10.02 Number, Tenure And Qualifications. The Board of Directors shall consist of the Officers of the Society, twelve (12) additional elected directors, and the Immediate Past President of the Society, who shall serve as an archivist or as a Board liaison to an Archives Committee established to maintain the Society's archives. Each elected director shall hold office for two (2) years or until his or her successor shall be elected and qualified, or until his or her earlier death, resignation or removal. Each director of the Society shall be a natural person of full age, but need not be a citizen of any specific country. Each director must be an active member of the Society.

Once elected, while actively serving on the Presidential Line of ISAKOS, an individual may not simultaneously serve in a position on the Presidential Line of another national or international medical society with a similar mission. This limitation does not extend to other officers or directors on the Society's board, nor to those holding positions on ISAKOS committees.

Geographic considerations will be reviewed prior to each election to ensure appropriate geographical representation.

One geographic area may justify more than one at-large member depending upon the attendance and numerical interest demonstrated by that geographic area. Membership interest and attendance will be considered.

Elected officers should include at least one representative from each of the recognized groups of countries. Active committee involvement, position qualifications and congress attendance will be considered.

The Presidential line should continue to rotate the following cycle of the 4 major regions, in order: Europe, North America, Latin America, Asia-Pacific. The 5<sup>th</sup> Region, Middle East-Africa would not follow in this cycle but may be eligible for Presidential line at any time within the cycle.

Section 10.03 Election of Directors. Except in the case of vacancies, the 2<sup>nd</sup> vice president and directors-at-large shall be elected by the members during the ISAKOS Congress via established nominating and voting procedures. The candidates receiving the greatest number of votes up to the number of directors to be elected shall be the duly elected directors.

Nominations and Elections at each duly constituted membership meeting shall be for approximately one-half (1/2) of the directors at large, as permitted under Section 10.02. The elected persons cannot serve more than two (2) consecutive 2-year terms. Thereafter, nominations and elections at each duly constituted membership meeting shall be for approximately one-half (1/2) of the directors at large permitted under Section 10.02 who cannot serve more than two (2) consecutive 2-year terms.

An individual who has served as an at-large director for two consecutive terms can be elected to the board again after a period of two years off of the Board of Directors. There is no limit to the number of terms an individual can serve as an at-large director.

Section 10.04 Nominations. In advance of the ISAKOS Congress, a Nominating Committee shall be selected as set forth in Section 13.01(c) through online nomination and voting. The Nominating Committee shall submit to the

membership one (1) nomination for each position to be filled. Any duly qualified voting member of the Society may make other nominations through an online nominating procedure. The Committee shall also recommend one (1) nomination for each officer's position to be filled by the Board in accordance with Section 11.02 of these Bylaws.

If the board does not agree with the recommendation of the Nominating Committee for an open Secretary or Treasurer position, the Chair of the Nominating Committee will consult with the Executive Committee for alternative recommendations.

#### Section 10.05 Meetings.

- (a). Regular Meetings. Regular meetings of the Board of Directors shall be held at such time(s) and place(s) as shall be designated from time to time by resolution of the Board. At such meetings, the Board of Directors shall transact such business as may be properly otherwise required by law or these Bylaws.
- (b). Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President of the Society or in his or her absence the Vice President or by the petition of not fewer than two (2) of the directors then in office. Notice of each such special meetings shall be given to each director in writing at least thirty (30) days before the time at which said meeting is to be held. Every such notice shall state the time, place and object of the meeting.
- (c). Organization Meeting. Immediately after each election of directors or other meeting at which the elected directors of the Board are elected, the Board of Directors shall meet for the purpose of organization and the transaction of other business, at the place where said election of directors was held. Notice of such meeting need not be given. Such organization meeting may be held at any other time or place which shall be specified in a notice given as provided in Section 10.05(b) of this Article for special meetings of the Board of Directors.

Section 10.06 Waiver of Notice. Any director may waive notice of any meeting by attendance or by instrument in writing signed either before or after such meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

Section 10.07 Quorum, Manner Of Acting, and Adjournment. A majority of the directors in office shall be present at each meeting in order to constitute a quorum for the transaction of business. Every director shall be entitled to one vote, unless otherwise specified in these Bylaws. Except as otherwise specified in the Articles or these Bylaws or provided by statute, the acts of a majority of the directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors. In the absence of a quorum, a majority of the directors present and voting may adjourn the meeting from time to time until a quorum is present. The directors shall act only as a board and the individual directors shall have no power as such, except that any action which may be taken at a meeting of the Directors may be taken without a meeting, if a consent or consents in writing setting forth the action so taken shall be signed by all of the directors in office and shall be properly filed.

Section 10.08 Compensation. Directors shall not be paid compensation for their services as director. However, nothing herein contained shall be construed as prohibiting payment of compensation to an individual who serves as a director, for services rendered to the Society in another capacity. Furthermore, each director shall be reimbursed for such reasonable cost as shall be approved by the Board of Directors for each meeting of the Board of Directors or committee of the Board which he or she shall attend or for such other activities as he or she may engage in on behalf of the Board and at its direction.

Section 10.09 Interested Directors or Officers. No contract or transaction between the Society and one or more of its member directors or officers, or between the Society and any other organization in which one or more of its directors or officers are directors or officers, or have a financial interest, shall be void or voidable solely for such

reason or solely because the member, director, or officer is present at or participates in the meeting of the Board of Directors which authorizes the contract or transaction or solely because his, her, or their votes are counted for such purpose, if:

- (1). The material facts as to the relationship or interest and as to the contract or transaction are disclosed or are known to the Board of Directors and the Board in good faith authorizes the contract or transaction by the affirmative votes of a majority of the disinterested directors, even though the disinterested directors are less than a quorum; or
- (2). The material facts as to his or her relationship or interest and as to the contract or transaction are disclosed or are known to the members entitled to vote thereon, if any, and the contract or transaction is specifically approved in good faith by the vote of such members; or
- (3). The contract or transaction is fair as to the Society as of the time it is authorized, approved or ratified, by the Board of Directors or the members. Common or interested directors may be counted in determining the presence of quorum at a meeting of the Board of Directors which authorizes a contract or transaction specified in this section

Section 10.10 Vacancies. The Board of Directors may declare vacant the office of a director if he or she is declared of unsound mind by an order or court, or convicted of a felony, or for any other proper cause, or if within sixty (60) days after notice of his or her election he or she does not accept such office either in writing or by attending a meeting of the Board of Directors. Any vacancy or vacancies in the Board of Directors because of death, resignation, removal in any manner other than under the provisions of Section 10.1 of this Article, disqualification, an increase in the number of Directors, or any other cause, may be filled by a majority vote of the remaining members of the Board of Directors though less than a quorum, at any regular or special meeting; and each person so elected shall be a director to serve for the balance of the unexpired term.

Section 10.11 Removal. At any meeting called for the purpose of removing directors the entire Board of Directors, or an individual director, may be removed from office for cause by the vote of members entitled to cast at least a majority of vote which all members present would be entitled to cast any regular election of directors. No such vote shall be taken, however until each director proposed for removal shall have been given an opportunity to be heard by the members. In case the board of any one or more directors are so removed, new directors may be elected at the same meeting.

Section 10.12 Resignations. Any director of the Society may resign at any time by giving written notice to the President or the Secretary of the Society. Such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 10.13 Executive Committee. There shall be an Executive Committee of the Board of Directors which Committee shall be made up of the President, the First Vice President, the Second Vice President, the Secretary, the Treasurer, and the Immediate Past President, with the President serving as Chair. The duties of the Executive Committee shall be to act for the Board at such times when a regular meeting of the Board cannot be convened. A minimum of three (3) members of the Executive Committee shall constitute quorum; the acts of a majority of those members present at a meeting at which there is a quorum shall constitute action by the Executive Committee. All actions taken by the Executive Committee must be reviewed and approved by the Board at the next duly convened meeting of the Board.

The Executive Committee shall have and exercise all of the powers and authority of the Board of Directors in the management of the business and affairs of the Society, except that the Executive Committee shall not have any power or authority as to the following:

- (1). The submission to members of any action requiring approval of members under the Nonprofit



Corporation Law of Pennsylvania.

- (2). The filling of vacancies in the Board of Directors.
- (3). The adoption, amendment or repeal of the Articles of the Bylaws.
- (4). The amendment or repeal of any resolution of the Board of Directors.

#### **ARTICLE XI – OFFICERS**

Section 11.01 Number, Qualifications and Designation. The officers of the Society shall be a President, a First Vice President, a Second Vice President, a Secretary, a Treasurer, and such other officers as may be elected in accordance with the provisions of Section 11.03 of this Article. All officers shall serve as ex-officio members of the Board of Directors of this Society, with vote. The officers shall be natural persons of full age.

Section 11.02 Election and Term of Office. The Presidents and Vice Presidents of the Society shall be elected for a term of two (2) years by the membership, and each such officer shall hold his or her position until his or her successor shall have been elected and qualified, or until his or her earlier death, resignation, or removal. An individual may serve as President of the Society for not longer than one two-year term. The First Vice President shall be considered the president-elect and shall automatically succeed to the office of President upon the completion of a two-year term. The Second Vice President shall then be considered the First Vice President. Upon his or her completion of the term in the office of President, the President shall become the immediate Past President of the Society and shall serve as an ex-officio member of the Board of Directors and the Executive Committee, with vote. The Secretary and Treasurer of the Society shall serve for a four (4) year term with the ability to be re-appointed by the Board for one two (2) year term, upon recommendation of the incoming President.

Section 11.03 Subordinate Officers, Committees and Agents. The Board of Directors may from time to time elect such other officers and appoint such committees, employees or other agents as the business of the Society may require, including one or more additional Vice Presidents, one or more Assistant Secretaries, and one or more Assistant Treasurers, each of whom shall hold office for such period, have such authority, and perform such duties as are provided in these Bylaws, or as the Board of Directors may from time to time determine. The Board of Directors may delegate to any officer or committee the power to elect subordinate officers and to retain or appoint employees or other agents, or committees thereof, and to prescribe the authority and duties of such subordinate officers, committees, employees, or other agents. Appointed officers, committee members, and agents do not have voting privileges in the Board of Directors, Executive Committee, or Finance Committee Meetings.

Section 11.04 CEO-Executive Director. The Board of Directors shall be authorized to employ an administrative agent of the Society who shall be designated CEO-Executive Director. The CEO-Executive Director shall possess such authority and be subject to such limitations as from time to time shall be imposed by the Board of Directors. He or she shall act as an advisor to the Board of Directors and shall report to the Board.

Section 11.05 Central Powers. All officers of the Society, as between themselves and the Society, shall respectively have such authority and perform such duties in the management of the property and affairs of the Society as may be determined by resolutions or orders of the Board of Directors, or, in the absence of controlling provisions in resolutions or orders of the Board of Directors, as may be provided in these Bylaws.

Section 11.06 The President. The President shall preside at all meetings of the membership and all meetings of the Board of Directors and the Executive Committee. He or she shall sign, execute, and acknowledge, in the name of the Society, deeds, mortgages, bonds, contracts or other instruments authorized by the Board of Directors except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors, or by these Bylaws, to some other officer or agent of the Society; and, in general, shall perform all duties incident to

the office of President, and such other duties as from time to time may be assigned to him or her by the Board of Directors. The President shall serve as ex-officio voting member of all committees. The President shall not be eligible to succeed him or herself in office.

Section 11.07 The First and Second Vice Presidents. The First Vice President shall perform the duties of the President in his or her absence and such other duties as may from time to time be assigned to him or her by the Board of Directors or by the President. The Second Vice President shall perform the duties of the First Vice President in his or her absence.

Section 11.08 The Secretary. The Secretary shall attend all meetings of the membership and of the Board of Directors and the Executive Committee and shall record all decisions of the Board and Executive Committee. The Secretary shall see that notices are given and records and reports properly kept and filed by the Society as required by law; may be the custodian of the seal of the Society and see that it is affixed to all documents to be executed on behalf of the Society under its seal; and, in general, shall perform all duties incident to the office of Secretary, and such other duties as may from time to time be assigned to him or her by the Board of Directors or the President.

Section 11.09 The Treasurer. The Treasurer shall have or provide for the custody of the funds or other property of the Society and shall keep a separate book account of the same to his or her credit as Treasurer; shall collect and receive or provide for the collection and receipt of moneys earned by or in any manner due to or received by the Society; shall deposit all funds in his or her custody as Treasurer in such banks or other places of deposit as the Board of Directors may from time to time designate, shall whenever so required by the Board of Directors, render an account showing his or her transactions as Treasurer, and the financial condition of the Society; and, in general, shall discharge such other duties as may from time to time be assigned to him or her by the Board of Directors or the President.

Section 11.10 Resignations. Any officer or agent may resign at any time by giving written notice to the Board of Directors or to the President or the Secretary of the Society. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein and, unless otherwise specified therein the acceptance of such resignation shall not be necessary to make it effective.

Section 11.11 Removal. Any officer, committee, employee or other agent of the Society may be removed, either for or without cause, by the Board of Directors or other authority which elected or appointed such officer, committee or other agent whenever in the judgment of such authority the best interests of the Society will be served thereby, but such removal shall be without prejudice to the contract rights of any person so removed.

Section 11.12 Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled by the Board of Directors or by the officer or committee to which the power to fill such office has been delegated pursuant to Section 11.03 of this Article, as the case may be, and if the office is one for which these Bylaws prescribe a term shall be filled for the unexpired portion of the term.

## **ARTICLE XII - IDEMNIFICATION**

Section 12.01 Indemnification. The Society shall indemnify any and all of its directors or officers, former directors or officers, employees, agents, or any person who may have served at its request or by its election as a director or officer of another corporation or association, or his or her heirs, executors and administrators against expenses (including attorney's fees, judgments fines and amounts paid in settlement) actually and necessarily incurred by them in connection with the defense or settlement of any action, suit or proceeding in which they or any of them are made parties or a party, by reason of being or having been directors or a director, officer, employee or agent of the Society, or of such other Corporation or association, except in relation to matters as to which any such director or officer or person shall be adjudged in such action, suit or proceeding to be liable for willful misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability. 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 engaged in willful misconduct or in conduct in any way opposed to the best interests of the Society. The provisions of this Section are severable, and therefore if any of its provisions shall contravene or be invalidated under the laws of a particular state, county or jurisdiction, such contravention or invalidity shall not invalidate the entire Section, but it shall be construed as if not containing the particular provision or provisions held to be invalid in the particular state, county, or jurisdiction, and the remaining provisions shall be construed and enforced accordingly. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director, officer, employee or agent maybe entitled under any agreement, vote of members or otherwise and such right or indemnification shall inure to the benefit of the heirs, executors and administrators of any such director, officer or person.

### **ARTICLE XIII - COMMITTEES**

Section 13.01 Standing Committees. There will be the following standing committees, in addition to any other committees which may be established from time to time to accomplish the work of the Society. The Chair and members of all committees with the exception of the Board of Directors, shall be appointed by the Committee on Committees subject to the approval of the Board of Directors. Composition of each individual committee should respect the mission of ISAKOS to promote geographic, cultural, age and gender diversity. A committee chair or member may be removed only by action of the Board of Directors. In addition to the President of the Society who shall serve as ex-officio voting members of each committee, the committees shall consist of not less than three (3) members. Individuals other than active members shall be eligible to serve on committees as consultants, but may not hold the Chair. The Chair and members of Standing Committees shall continue in those capacities until their successors have been appointed. Committee Chairs shall be appointed for a term of two (2) years by the Committee on Committees. Committee Chairs have the ability to be re-appointed for an additional two (2) year term. Committee members shall be appointed for a term of two (2) years by the Committee on Committees with a possible option for re-appointment for another two (2) year term.

- (a). Executive Committee. There shall be an Executive Committee as provided in Article X, Section 10.13 of these Bylaws.
- (b). Finance Committee. There shall be a Finance Committee, chaired by the Treasurer, which shall be composed of the executive committee and two (2) members who may be appointed by the President as necessary. The Finance Committee shall prepare, for approval by the Board of Directors, an annual budget for the Society and shall make recommendations for financing the long-range plans of the Society. The Finance Committee shall recommend to the Board of Directors the amounts to be established for annual dues for each category or membership within the Society and shall perform such other duties as from time to time may be assigned to the Committee by the Board of Directors.

The Finance Committee shall supervise the preparation of, shall examine and shall forward the membership all financial statements which the membership describes as necessary and proper for carrying out the functions of the Society.

- (c). Nominating Committee. There shall be a Nominating Committee which shall be composed of the Immediate Past President of the Society who shall serve as Chair of the Committee, two (2) members appointed by the President and approved by the Board of Directors, and four (4) additional members to be elected by the membership at the first business session of the General Meeting of the Society. Nominations for each such member to be elected may be made from the floor at such meeting by any duly qualified voting member of the Society. Nominations may also be made from the Board of Directors and the outgoing Nominating Committee. The Nominating Committee shall be geographically balanced. Not more than two (2) members of the Committee may be elected from any one (1) country or recognized group of countries. Upon presentation of its recommendations to the Board and membership the term of each elected member of the Nominating Committee shall expire. A member cannot serve two (2) successive terms on the Nominating Committee. A Nominating Committee may

also be appointed whenever the Board of Directors shall determine that the assistance of such a committee is needed for the purpose of making recommendations regarding the selection of an individual for a non-elected position. Nothing herein contained shall be construed to preclude nominations in addition to those of the Nominating Committee.

(d). Membership Committee. There shall be a membership Committee composed of members duly selected in accordance with these Bylaws. The Membership Committee shall have the powers and duties hereinafter set forth.

1. The Membership Committee shall receive requests for invitation for membership from any active member of the Society.
2. The Membership Committee shall review all such requests and investigate the credentials and qualifications of proposed members.
3. The Membership Committee shall review all requests received. Candidate names shall be forwarded to the Board of Directors to present to the full membership for a vote.

(e). Education Committee. There shall be an Education Committee composed of members duly selected in accordance with these Bylaws. The Education Committee shall have the powers and duties hereinafter set forth.

1. The Education Committee shall plan and implement all educational activities of the Society.
2. The Education Committee shall assist the Chair on the Program Committee in performing his or her duties in selection of appropriate program for presentation.

(f). Committee on Committees. There shall be a Committee on Committees, chaired by the First Vice President, composed also of the President, Second Vice President, and the Past President. The Committee on Committees shall select the chair and members of all committees. A Committee Member must be an Active Member of ISAKOS and in good standing.

(g). The Program Chair for a given ISAKOS Biennial Congress shall be selected by the presiding President for that Congress. The selected Program Chair shall serve first as the Deputy Chair of the Program Committee for the preceding Congress. Site selection for future ISAKOS Biennial Congresses shall be completed by a Site Selection Committee, chaired by the Immediate Past President. The Congress site selection should take into consideration the desire to rotate the Congress across the 4 major regions: Europe, Asia-Pacific, Latin America, North America, in this current order, contingent on there being a suitable location in the region. The 5<sup>th</sup> region, Middle East-Africa would not follow in this cycle but may be eligible for selection as a Congress site at any time within the cycle.

Section 13.02 Other Committees. ISAKOS shall have additional administrative, clinical, research and education committees as required to address society needs and member interests, which are essential in achieving the vision and mission of ISAKOS and delivering the society's programs. In addition, the President of the Society with the approval of the Board, may appoint such other committees or task forces, whether standing or special, as from time to time shall deem desirable. Except as may be directed by these Bylaws or the Board of Directors, committee members need not be members of the Board. Membership on any committee which is charged with fulfilling and discharging the duties and responsibilities of the Board of Directors of this Society between regular meetings thereof or otherwise shall be limited to members of the Board. The President shall be an ex-officio member of each Board committee with vote, except as may be otherwise provided for in these Bylaws or through resolution of the Board of Directors. All Committees shall keep a record of their proceedings and the minutes of said meetings shall be submitted to the Board for approval.

#### **ARTICLE XIV - CONTRACTS, CHECKS, DEPOSITS OF FUNDS, AND GIFTS**

Section 14.01 Contracts. The Board may authorize any officer or officers, agent or agents of the Society, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Society and such authority may be general or confined to specific instances.

Section 14.02 Checks, Drafts, Etc. All checks, drafts or other order for the payment of money, notes or other evidence of indebtedness issued in the name of the Society, shall be signed by such officer or officers, agent or agents of the Society in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 14.03 Deposits. All funds of the Society shall be deposited from time to time to the credit of the Society in such banks, trust companies or other depositories as the Board may select.

Section 14.04 Gifts. The Board of Directors may accept on behalf of the Society any contribution, gift, bequest, or devise to the general purposes or for any special purpose of the Society.

#### **ARTICLE XV - BOOKS, RECORDS, AND ACCOUNTS**

The Society shall keep or cause to be kept correct and complete books and records of account and shall also keep minutes of the proceedings of the Board of Directors and its committees and/or membership. In addition, the Society shall annually cause a certified audit of its accounts to be made and shall cause to be filed the necessary reports, tax returns, or other documents as may be required by law or on its own behalf.

#### **ARTICLE XVI - FISCAL YEAR**

The fiscal year of the Society shall be the calendar year.

#### **ARTICLE XVII - NOTICE AND WAIVER OF NOTICE**

Section 17.01 Notice. Whenever written notice is required to be given to any person under the provisions of the Articles, these Bylaws, or the Nonprofit Corporation Law, it may be given to such person, either personally or by sending a copy thereof by "written copy", to his or her address appearing on the books of the Society, or the case of directors, supplied by him or her to the Society for the purpose of notice. If the notice is sent by "written copy", it shall be deemed to have been given to the person entitled thereto when "deposited in the United States mail or electronically transmitted." A notice of meeting shall specify the place, day, and hour of the meetings and any other information required by law or these Bylaws.

Section 17.02 Waiver of Notice. Whenever any notice whatever is required to be given under the provisions of the General Not-For-Profit Corporation Act of the or under the provisions of the Articles of Incorporation or the Bylaws of this Society waiver thereof, in writing signed by the person or persons entitled to such notice, whether before or after the time state therein, shall be deemed equivalent to the giving of such notice.

#### **ARTICLE XVIII - DISSOLUTION**

In the event of dissolution or final liquidation of the Society, all of its assets remaining after payment of its obligations shall have been made or provided for, shall be distributed to and among such corporations foundations, or other organization operated exclusively for scientific and educational purposes consistent with those of the Society as shall be designated by the Board of Directors.

## **ARTICLE XIX- AMENDMENTS TO THE BYLAWS OR ARTICLES OF INCORPORATION OF THE SOCIETY**

Section 19.01 Procedure. These Bylaws may be adopted, altered, amended, or repealed and new Bylaws may be adopted by a vote of two-thirds (2/3) of the voting membership of the society at any duly constituted membership meeting, provided that written notice of the proposed alterations, amendments, repeals, or new enactments shall have been given to all members not later than sixty (60) days in advance of such meeting. The proposals for change shall be presented at the first business session of a duly constituted membership meeting and voted upon at the second business session of such membership meetings. A proposed amendment to these Bylaws or to the Articles of Incorporation of the Society unless initiated by the Board of Directors must be endorsed in writing by not less than ten (10) members of the Society and filed with the Secretary at least three hundred and sixty (360) days prior to the meeting at which the amendment(s) is to be considered.

Section 19.02 Emergency Amendments. Any change in the corporate or tax status of the Society or its ability to carry out, perform, or accomplish any of its purposes or objectives caused by any threatened or completed modification, repeal, or amendment of any currently existing statute, regulations, case or administrative decision or interpretation, whether federal, state, or local which in the discretion of the Board of Directors, requires immediate amendment of the Bylaws or Articles of Incorporation shall, notwithstanding the preceding Section empower the Board of Directors to amend the Articles of Incorporation or these Bylaws, in any respect it deems necessary to ensure complete compliance with the change or change of the Law, without any prior approval of the membership.

## **ARTICLE XX - EFFECTIVE DATE**

Provisions of the Bylaws of the Society or amendments thereto, or amendments to the Articles of Incorporation, when adopted at any meeting, shall become effective at adoption unless otherwise stated in the Bylaws, Articles, or the amendment.