

**BYLAWS
OF THE
WASHINGTON STATE ORTHOPAEDIC ASSOCIATION**

**ARTICLE ONE
OFFICES AND DEFINITIONS**

The mailing address of the corporation shall be 2033 Sixth Avenue, Suite 1100, Seattle, WA 98121. The principal office of the corporation shall be housed within the office of the executive director of the corporation. The corporation may have other offices, either within or outside of the State of Washington, if approved by a majority of the members of the Board of Directors.

The Washington State Orthopaedic Association may be referred to in this document as “Corporation” or “WSOA.”

It is understood that for the purpose of this document, written notices shall include electronic communications.

**ARTICLE TWO
MEMBERSHIP**

Section 1. Classes of Members. The corporation shall have four classes of members, defined as follows:

- a) **Active Member** – Any medical doctor or doctor of osteopathy, licensed to practice in the State of Washington, who devotes at least ninety percent (90%) of his or her practice to orthopaedic medicine.
- b) **Affiliate Member** – Any physician assistant, licenses to practice in the State of Washington, who devotes at least ninety percent (90%) of his or her practice to orthopaedic medicine.
- c) **Retired Member** – Any active member of the corporation who has fully retired from active practice.
- d) **Resident/Fellow Member** – Any physician enrolled in an orthopaedic residency or fellowship program in the state of Washington.

Section 2. Dues. The Board of Directors may decide to establish different levels of dues for each class.

Section 3. Voting Rights. Each active member in good standing shall be entitled to one vote on each matter submitted to a vote of the members.

Section 4. Termination of Membership. The Board of Directors, by affirmative vote of a majority of all of the members of the board, may suspend or expel a member for cause after an appropriate hearing. If a state disciplinary board suspends or revokes the medical

license of a member of the corporation for cause, or if the member is convicted of a criminal offense, the corporation may, by a majority vote of the board, take the same action. The WSOA adheres to Principles of Medical Ethics and Professionalism endorsed by the American Academy of Orthopaedic Surgeons.

Section 5. Resignation. Any member may resign by filing a written resignation with the WSOA Board of Directors or WSOA office.

Section 6. Reinstatement. Any member who resigned while in good standing may request to be reinstated into membership. If membership has been terminated because of action by a court or a medical disciplinary body, that former member can only be reinstated as a member of the corporation by the majority of the Board of Directors upon reinstatement of a license without restriction in the State of Washington.

Section 7. Transfer of Membership. Membership in this corporation is not transferable or assignable.

ARTICLE THREE

MEMBERSHIP MEETINGS AND RESOLUTIONS

Section 1. ANNUAL GENERAL MEMBERSHIP BUSINESS MEETING. An annual business meeting, open to all members, shall be held at a time and place as designated by the Board of Directors. All members shall be given written notice of the meeting forty-five (45) days prior to the meeting. This meeting shall be, at a minimum, for the purpose of announcing officers and directors, and for the transaction of such other business as may come before the meeting.

Section 2a. ADDITIONAL GENERAL MEMBERSHIP MEETINGS. The WSOA Board of Directors may call additional GENERAL MEMBERSHIP MEETINGS. Notice of additional general membership meetings shall be delivered to the membership fifteen (15) days prior to the meeting.

Section 2b. SPECIAL MEMBERSHIP MEETINGS. A SPECIAL MEMBERSHIP MEETING may be called after a request is submitted in the form of a petition that includes the signatures of thirty percent (30%) of the membership. Any and all business may be considered at SPECIAL MEMBERSHIP MEETINGS. Notice of a SPECIAL MEMBERSHIP MEETING, including the date, time and location, shall be delivered to all members eligible to vote at such a meeting at least fifteen (15) days prior to the meeting.

Section 3. Quorum. At a REGULAR GENERAL MEMBERSHIP MEETING (such as the Annual Meeting) the members present shall constitute a quorum.

At a SPECIAL MEMBERSHIP MEETING, sixty percent (60%) of the membership is required in attendance to constitute a quorum.

Section 4. Proxies. Other than the Annual Meeting, there shall be no proxies at general meetings of the membership.

Section 5. Voting by Mail. Voting by mail shall be permitted.

Section 6. Resolutions. A resolution calling for a vote of the membership may be requested by petition that includes the signatures of thirty percent (30%) of the active membership. Within fifteen (15) days upon receipt of the petition, the Board of Directors shall be required to submit the resolution for a vote of the membership. Passage of resolutions shall require a fifty-one percent (51%) majority vote of the membership.

ARTICLE FOUR **BOARD OF DIRECTORS AT LARGE AND AAOS COUNCILORS**

Section 1. General Powers. The affairs of the corporation shall be managed by its Board of Directors. Directors must be active members in good standing of the corporation and must practice in the State of Washington.

Section 2. Composition. For purposes of conducting the business of the corporation, the Board of Directors of the corporation shall include all Officers, all elected Directors-at-Large, and the Washington representatives to the Board of Councilors of the American Academy of Orthopaedic Surgeons.

Section 3. Number and Terms. The Board of Directors shall consist of up to nine (9) elected Directors-at-Large, the Officers of the corporation, and the Washington representatives to the Board of Councilors of the American Academy of Orthopaedic Surgeons. Elected Directors-at-Large shall serve a term of three (3) years after his/her election, or until his/her successor shall have been elected. The terms of office of the Directors-at-Large shall begin immediately upon election. The terms of office for Directors-at-Large shall be staggered so that three trustees shall be newly elected at each annual meeting.

Section 4. Nominations and Elections for Directors-at-Large and Councilors. At least ninety (90) days prior to the Annual Meeting it shall be the duty of the President to select three (3) members for the nominating committee from the Board of Directors representing, as far as practical, broad geographic areas of state. At least ninety (90) days prior to the Annual Meeting, the nominating committee must mail a slate of nominees to the members that shall present one nomination for each open Director-at-Large and Councilor position. The slate of nominees must explain that a member has the opportunity to contest the ballot and submit additional nominee(s) for a vote of the membership. If uncontested the slate of nominees will be considered elected by the membership and announced at the Annual Meeting. If contested, additional nominee(s) must be submitted by petition with the signatures of at least twenty (20) active members to the WSOA office no later than thirty (30) days prior to the Annual Meeting. The WSOA office will then prepare and send to the membership a ballot with all nominees. Voting will be performed in person at the Annual Meeting or by mail-in ballot sent out

immediately after the Annual Meeting. Mail-in ballots must be returned within fifteen (15) days of the postmarked ballot mailing. The nominees receiving the highest number of votes shall be declared elected.

Section 5. Regular Meetings. A regular meeting of the Board of Directors may be held without any notice other than this bylaw in conjunction with, and at the same place as, the annual business meeting of this corporation.

Section 6. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any three (3) Directors.

Section 7. Notice. Written notice of any special meeting of the Board of Directors shall be given to each Board of Director at least three (3) days before the meeting. The business to be transacted at the meeting shall be specified in the notice.

Section 8. Quorum. A minimum of three members of the Board of Directors in attendance at any regular or special meeting shall constitute a quorum for the purpose of taking action at the meeting.

Section 9. Board Decisions. The act of a majority of the Directors present at a meeting shall be the act of the Board of Directors, unless the act of a greater number is required by the law or these bylaws.

Section 10. Vacancies and Special Appointments. Any vacancy occurring on the Board of Directors may be filled by the President, upon approval by the Board of Directors. Subject to approval by the Board of Directors, the President may appoint ad-hoc member(s) to the Board of Directors. Ad-hoc members of the Board of Directors will have no voting privileges and will serve on the board for no more than one year. The Board of Directors may appoint committees as necessary to conduct the business of the corporation.

Section 11. Compensation. Board of Directors shall not receive any compensation for their services, but by resolution of the Board of Directors, expense reimbursement or travel stipends may be allowed for attendance at meetings as designed by the Board of Directors.

ARTICLE FIVE **OFFICERS**

Section 1. Officers. The officers of the corporation shall be President, one First Vice-President (who is also the presumptive President-Elect of the corporation), a Second Vice-President, a Secretary/Treasurer and the Immediate Past President. Officers shall serve a term of two (2) years after his/her election, or until his/her successor shall have been elected.

Section 2. Election and Term of Office. The officers of the corporation shall be elected by the members of the Board of Directors. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his successor has been duly elected and installed.

Section 3. Removal. Any officer elected or appointed by the Board of Directors may be removed by a majority vote of the entire Board of Directors when, in its judgment, the best interests of the corporation would be served thereby. An officer who is convicted of a crime, or whose medical license is suspended or revoked by a state medical disciplinary body, shall be automatically removed from office.

Section 4. Vacancies. Vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. Duties. The officers shall have such powers and shall perform such duties as may from time to time be specified in resolutions or other directives of the Board of Directors. In the absence of such specifications, the following duties for respective Officers shall apply:

President: The President shall be the chief executive officer and will preside at all meetings of the corporation.

Vice Presidents: The First and Second Vice President shall perform all duties of the President during his or her absence and will assist the President in the fulfillment of his or her executive duties as requested by the President.

Secretary/Treasurer: The Secretary/Treasurer shall cause to be kept adequate and proper accounts of the properties, funds, and records of the corporation. He or she shall supervise the financial affairs of the corporation and perform such other duties as the Board of Directors may prescribe.

Past President: The Past President shall perform such duties as may be prescribed by the Board of Directors.

Section 6. Signature Authority. It shall be the responsibility of the Officers to determine whom among them will have signing authority and the number of signatures required on checks or other withdrawals, corporation checking and savings accounts, deeds, mortgages and contracts on behalf of the corporation.

ARTICLE SIX **CERTIFICATES OF MEMBERSHIP**

Section 1. Certificates of Membership. There shall be no certificates of membership issued.

Section 2. Membership Roll. The name and address of each member shall be entered on the records of the corporation.

ARTICLE SEVEN
BOOKS AND MINUTES

The corporation shall keep correct and complete books of account, and shall also keep minutes of the proceedings of meetings of its members, Board of Directors, and committees. Meeting records shall be considered unofficial documents until unanimously approved as minutes by the Board of Directors. It shall also keep at the principal office a record giving the names and addresses of the members entitled to vote. All official books and minutes of the corporation may be inspected by any member, or his or her agent, for any proper purpose at any reasonable time.

ARTICLE EIGHT
FISCAL YEAR

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

ARTICLE NINE
DUES

Section 1. Annual Dues. The Board of Directors shall determine from time to time the amount of annual dues payable to the corporation by members and shall give appropriate notice to members.

Section 2. Payment of Dues. Dues shall be payable in advance on January 1 of each year unless otherwise decreed by the Board of Directors.

ARTICLE TEN
SEAL

There shall be no seal.

ARTICLE ELEVEN
AMENDMENT OF BYLAWS

These bylaws may be altered, amended or repealed, and new bylaws may be adopted by a majority of the entire Board of Directors present at any regular meeting or at any special meeting, if at least seven (7) days written notice is given of intention to alter, amend or repeal or to adopt new bylaws at such a meeting.

Bylaws as approved by the Washington State Orthopedic Association Board of Directors this 21st day of June, 2002.