

**BYLAWS
OF
THE CALIFORNIA BONES SOCIETY, INC.**
(A California Non-Profit Mutual Benefit Corporation)

ARTICLE I: NAME

The name of the organization shall be the California Bones Society, Inc.

ARTICLE II: PURPOSES AND MISSIONAs the only California based collaborative exclusively dedicated to serving the needs of Independent California Orthopaedic practice managers, the mission of C-BONES is to be the primary educational, networking, and support resource for independent Orthopaedic practices in California.

No part of the net earnings of this Society shall inure to the benefit of any private individual. Further, no part of the income of the Society shall be distributed to its members, directors, or officers, provided however, that the payment of reasonable compensation for services rendered shall not be deemed a distribution of income. The Society shall not participate in or intervene in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

ARTICLE III: MEMBERSHIP

The membership of the Society shall consist of individuals only. There shall be no corporate memberships, and individual memberships are non-transferable. Any controversy regarding membership status shall be brought to the Board for review and final determination. The qualifications and types of membership are as listed below

1. Active Membership:

Active membership may be held by an individual actively serving in an administrative capacity in an Orthopaedic practice, and who participates in the day-to-day business affairs of the Orthopaedic practice. The Orthopaedic practice in which the individual participates must be located within the boundaries of the State of California. If an active member retires or dissociates from active Orthopaedic community they may remain as an active member until the end of the current membership year. Each active member is entitled to one vote and may serve as an officer of the organization or as a board member-at-large.

2. Active Associate Membership:

Any person in a leadership role with an Orthopaedic Practice whose Administrator/CEO/Manager of the group is a member of C-Bones. Associate Members may serve on committees at the discretion of the Board of Directors. Associate Members are entitled to all Society membership services, including the right to vote on all matters. They may not serve as an officer of the Society or as a Board Member-at-large.

3. Emeritus Membership:

Upon recommendation of an active member and upon approval of the Board of Directors, an individual who has been an active member of the California Bones Society for a combined total

of not less than five years, and who is retired or dissociated from active Orthopaedic administration due to disability or other cause, may be granted Emeritus Membership. Emeritus Members are entitled to vote on all matters brought before the Society. Emeritus Members are not eligible to hold office except that an incumbent officer who becomes an Emeritus Member during the term of their office may finish out their term of office, subject to approval by the Board of Directors. Emeritus members are encouraged to actively participate in committees and attend annual meetings.

ARTICLE IV: OFFICERS

The officers of this Association shall be the president, vice-president, secretary, treasurer and the immediate past president. The vice-president shall be the president-elect.

1. The membership shall elect four at-large board members; two from Northern California and two from Southern California.
2. The Board of Directors of the Society shall comprise the officers and the four board members-at-large.

ARTICLE V: ELECTION AND TERMS OF OFFICERS AND BOARD MEMBERS

1. Elections shall be held every year at the annual meeting.
2. All terms of office are for one year, beginning at the annual meeting and ending at the annual meeting the following year.
3. The president, president-elect, and immediate past president shall serve for a term of office of one year. Board members, secretary, and treasurer, having served a one year term may be eligible to be re-elected an additional one year term for a total of two years. After having served a two year term (two consecutive one -year terms), these persons shall be ineligible for re-election to the Board until at least one year has elapsed.
4. No two members from the same organization may be elected to the Board during the same election. No two members from the same organization may be elected to the Nominating Committee during the same election. If any two (or more) elected board members or Nominating Committee members become employed by the same organization during the course of their term, both members may continue to serve until the end of their term.
5. All officers shall be elected by ballot except when it is otherwise ordered.
6. The officers e elected shall be the nominees receiving the highest number of votes.

ARTICLE VI: VACANCIES

1. Should a vacancy occur among the officers or board members-at-large of the Society, the president shall have the power to fill the vacancy by appointment with approval of the majority of the board.
2. Should a vacancy occur in the office of president, the vice-president/president-elect shall automatically serve as president of the unexpired term and thereafter shall be entitled to fulfill their duly elected full term and be eligible for another elected term.
3. In the event both offices become vacant, a special election will be held under the direction of the remaining officers.

ARTICLE VII: RESIGNATION, REMOVAL, FORFEITURE

1. Members, including officers and directors, may resign at any time by notifying the board in writing.
2. The board of directors may suspend or remove any member, committee member, officer, or director for cause at any time, after giving such member written notice and opportunity to be heard before the board within thirty (30) days receipt of said notice. For the purposes of this paragraph, the term 'for cause' shall include, but not be limited to:
 - (a) any violation of these bylaws,
 - (b) any conduct on the part of said member that is prejudicial to the interest and welfare of the Society and its members.
3. Any director shall automatically forfeit his or her position upon losing their eligibility for membership, is expelled from membership pursuant to these bylaws, or fails to fulfill the duties of their position.
4. Any board member or officer who misses 75% of the board meetings that are conducted in person, remotely, conference call or video conferencing, during their term of office may be removed from their office by a majority vote of the board.

ARTICLE VIII: DUTIES OF OFFICERS AND BOARD MEMBERS-AT-LARGE

1. The President shall:

- (a) Have the sole authority to act as the spokesperson on behalf of this Society;
- (b) Preside at all meetings of the Society;
- (c) Oversee progress of committees;
- (d) Be an ex-officio member of all committees;
- (e) Be charged with maintaining the integrity and purposes of the Society;
- (f) At all times endeavor to correlate the Society with its objectives;
- (g) See that all business affecting the Society will be promptly dispatched or administered by the proper officers or committees;
- (h) Serve as chairperson over the By-Laws Committee.

2. The Vice-President shall:

- (a) Serve as president in the absence of the president;
- (b) Serve as. Chairperson of the Communications Committee; Web Site Committee and News Releases.
- (c) Serve as chairperson at the Annual Conference;
- (d) Perform such other duties as assigned by the president;
- (e) Serve as president-elect.

3. The Secretary shall:

- (a) Keep all records of the Society in suitable form and ready for reference;
- (b) Record and provide all minutes of the meetings;

4. The Treasurer shall:

- (a) Be responsible for keeping all financial records of the Society;
- (b) Interact with the board-approved CPA firm performing annual audits;
- (c) Filing necessary State and Federal tax forms after review by the board-approved legal

counsel;

- (d) Provide an annual report to the membership of the financial standing of the Society;
- (e) Transfer books of account and checkbooks to the Secretary for handling if unavailable for two or more weeks;
- (f) Maintain an up-to-date and complete roster of Society Members;
- (g) Responsible for the collection of Membership Dues.
- (h) Serve as chairperson for the Membership Committee.

5. The immediate past President shall:

- (a) Chair the Nominating Committee;
- (b) Coordinate the collection of data and documentation and coordinate any awards presented on behalf of the Society.
- (c) Serve as advisor and provide historical accountability.
- (d) As long as in good standing, shall receive emeritus member benefits.

6. The Board members-at-large shall:

- (a) Chair committees as needed and determined by the Board of Directors;
- (b) Perform other duties as assigned by the Board of Directors.

Shall appointe the Regional Members-at-large

RTICLE IX: DUES

1. Annual dues of \$100.00 have been established by the Board of Directors of the Society. Additional dues as recommended and approved by the Board of Directors may be charged each member in the future. Each member must pay their dues in the amounts as fixed from time to time by the Board to be considered members in good standing.
2. All dues paid to the Society shall become the property of the Society. The Society shall allocate operating funds upon presentation of an annual budget approved by the Board of Directors. No portion of the dues paid by any member shall be refundable if their membership is terminated for any reason.
3. Any funds or property that may be donated to further the work or programs of the Society shall become the property of the Society, and shall be used for the purpose designated by the Board of Directors.
4. Any active member in good standing, who has continuously maintained their membership for a period of not less than two years, may petition the Board of Directors for relief of membership dues based on hardship for a period of no more than one year.
5. Emeritus members who maintain good standing are entitled to have their annual dues waived.

ARTICLE X: 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 claim arose or resulted from any dishonest, fraudulent, criminal, malicious or knowingly wrongful act of such person.

ARTICLE XI: COMMITTEES

Committees of the Society shall be appointed by the Board of Directors. Standing committees shall include: Bylaws, Communication, Education, Membership, Nominating, and Legislative. Additional committees may be formed from time-to-time as determined or approved by the President. Committee chairpersons shall be appointed by the President from the members of the Board of Directors. Committee chairpersons will appoint committee members from the Society's membership.

1. Bylaws Committee shall be composed of the President, Immediate Past President, one board member-at-large, and one member of the Society legal counsel as appointed by the Board of Directors. The President will chair the committee. The Bylaws Committee is responsible for yearly review of the Society's bylaws and to make recommendations for bylaw revisions to the Board of Directors.

2. Communications Committee is responsible for advising the Society's membership of current employment opportunities, submitting periodic summaries of Society activities.. Develop and maintain web site and other internal announcements or communications. The Vice-President will chair the committee with at least two additional members selected from members of the Society.

3. Education Committee will be chaired by the Secretary. The committee is responsible for providing educational programs, establishing educational resources for the membership, maintaining documentation of continuing education units, developing scholarship programs for the membership, and maintaining and preparing necessary documents for submission to the AAOE for annual chapter recognition awards consideration. Public Relations and promoting and maintaining collaborative relationships between the Society and the healthcare industry.

4. Membership Committee is responsible for overseeing the membership of the Society, including: recruitment and retention of members, approving all applications for membership, collecting dues for submission to the Treasurer, maintaining and publishing the annual membership roster, sending and processing membership renewal notices, and providing membership services as directed by the Board of Directors.. The membership list under no circumstance shall be used for soliciting, marketing or contacting members for any purpose other than Society business. The Treasurer will be the chair person of this committee.

5. Nominating Committee shall be composed of no fewer than five members, four of whom shall be elected from the membership of the Society. The Immediate Past President shall chair the committee.

a) A general call by the nominating committee requesting nominees for upcoming vacancies on the Board of Directors shall be mailed to all society members no later than 90 days prior to the annual meeting. The committee shall contact all eligible suggested nominees and request submission of a biographical information form and a statement of professional objectives form to the nominating committee no later than three months prior to the annual meeting.

b) The committee shall prepare a ballot listing candidates for election to be mailed to the general membership in January prior to the annual meeting. The ballot shall include the candidate biographical information and statement of professional objectives. The final ballot shall include space for write-in candidates.

c) Votes shall be tabulated by no less than three members of the nominating committee. The results of the election shall be communicated to the general membership at the Annual meeting. The candidates elected shall be the nominees with the highest number of votes for that position.

6. Legislative Committee is responsible for monitoring and reviewing legislation and legislative activities at the state and federal levels that have or may have an impact on Orthopaedic practice management. The committee will prepare and submit proposed association correspondence to provide comments or suggestions, or to take a position on legislation under consideration at state and federal levels..

ARTICLE XII: PARLIAMENTARY PROCEDURES

Procedures shall be in accordance with Robert's Rules of Orders.

ARTICLE XI: ASSOCIATION ADDRESS

The principal address of the Society shall be: California Bones Society c/o Doug Free, 44 Montgomery St., Suite 3380, San Francisco, CA 94104.

ARTICLE X: BANK ACCOUNT

The bank account of the Association shall be maintained by the treasurer. Transactions on this account shall be authorized by the president or treasurer.

ARTICLE XVI: SEMINAR ATTENDANCE

ARTICLE XVI: MEETINGS

1. A general membership meeting will be held no less than once a year. The agenda for that meeting shall include:
 - a) General Business;
 - b) Treasurer's report of financial activity;
 - c) Treasurer's annual report will be distributed to all members in attendance.
 - d) Committee reports
2. A quorum of the Society shall consist of the active members present at the annual, general membership meeting.
3. For special meetings and all other duly called meetings of the organization, a quorum shall consist of at least three members of the Society's active members present at the meeting.

ARTICLE XVII: AMENDMENTS

Bylaws may be amended by a simple majority of the ballots cast by the voting members of the Society. The proposed amendments shall have been submitted in writing to the members at least thirty (30) days prior to the vote.

ARTICLE X: FISCAL YEAR

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