

BYLAWS OF  
PEDIATRIC ORTHOPAEDIC PRACTITIONERS SOCIETY  
Adopted October 2005 / Amended October 2006

**ARTICLE I  
NAME**

*Section 1 Name:*

The name of this organization shall be the Pediatric Orthopaedic Practitioners Society, hereinafter referred to as POPS.

**ARTICLE II  
MISSION AND PURPOSE**

*Section 1 Mission Statement:*

POPS exists to advance and enhance the care provided by the Advanced Practice Nurse and Physician Assistant specialized in pediatric orthopaedics.

*Section 2 Purpose:*

The purpose of POPS shall be to support continuing education, specialized training, research collaboration, mentoring, networking, providing public and patient education and promotion of our role.

*Section 3 Property and Records*

No part of the income or property (real or personal, tangible or intangible) of this society shall inure to the benefit of any member.

*Section 4 Exempt Activities*

POPS will only engage in those activities which are exclusively charitable, literary, educational, and scientific, including for such purposes, the making of distribution to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Articles of Incorporation.

No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. Any such assets not so disposed of shall be disposed of by the Circuit Court or the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

*Section 5 Nondiscrimination*

POPS activities and programs shall practice and assure nondiscrimination practices as to race, gender, ethnicity, or cultural heritage with respect to its membership requirements and the participation of nonmembers, as approved by the Board of Directors, in its various programs and activities

**ARTICLE III  
MEMBERSHIP/APPLICATION/DUES**

*Section 1 Levels of Membership*

There shall be three levels of membership in the Pediatric Orthopaedic Practitioners Society: Active member, Candidate Member and Associate Member.

*Section 1A Active Member*

An Active Member of the organization is an individual who:

- a. holds an active license to practice as an Advanced Practice Nurse or Physician Assistant by their respective state;
- b. has been in continuous practice at the same facility for at least one year devoting at least 75% of their professional time (clinical and research), based on a full-time 40 hour work week, to pediatric orthopaedics;
- c. resides within the United States;
- d. is current in the payment of any dues or assessments;
- e. is entitled to vote, hold elected office and serve on committees.

*Section 1B Candidate Member*

A Candidate Member is one who:

- a. holds an active license to practice as an Advanced Practice Nurse or Physician Assistant by their respective state;
- b. devotes at least 75% of their professional time (clinical and research), based on a full-time 40 hour work week, to pediatric orthopaedics but has been in continuous practice at the same facility for less than one year;
- c. resides within the United States;
- d. is current in the payment of any dues or assessments;
- e. is entitled to vote and serve on committees but not hold elected office;
- f. may apply for Active Member status once qualifications are met.

*Section 1C Associate Member*

An Associate Member is one who:

- a. holds an active license to practice as an Advanced Practice Nurse or Physician Assistant by their respective state or is a registered nurse who holds at least a masters degree;
- b. devotes less than 75% of their professional time (clinical and research), based on a full-time 40 hour work week, to pediatric orthopaedics and/or does not fully meet admission requirements for active or candidate membership;
- c. resides within the United States;
- d. is current in the payment of any dues or assessments;
- e. is entitled to serve on committees but not vote or hold elected office.

### *Section 2 Application for Membership*

- a. Requests for membership shall be made by submitting a written membership application, curriculum vitae, and two letters of recommendation, which shall be subject to approval under criteria and procedures established by the Board of Directors.
- b. Procedures for application for membership will be defined by the Administrative Regulations approved by the Board of Directors.

### *Section 3 Dues*

- a. In order to retain membership in this society all members must pay annual dues as required by these bylaws and established by POPS.
- b. Dues will be established by the Board of Directors in amounts sufficient to ensure that POPS maintains financial resources to carry out its' purposes and activities.
- c. Failure to pay dues within ninety (90) days of annual due date shall result in automatic termination of membership. Such termination may be delayed or deferred by the Board of Directors based on an individual member or a certain class of members.

### *Section 4 Confidentiality of Application*

- a. The POPS membership application shall be privileged and confidential.
- b. Member mailing and email addresses will be made available to other society members and may be released for educational, research & recruitment purposes unless otherwise requested by the member. Phone & fax information is for internal use only by POPS staff and elected officials for the purpose of member communications.

### *Section 5 Termination of Membership*

- a. Membership in the POPS may be terminated or other disciplinary action imposed for any violation of these Bylaws or any rule or practice of POPS.
- b. Termination or other discipline shall be effective or imposed only upon the vote of 2/3 of the entire Board of Directors provided that the member shall have been furnished a full statement of the charges against such member and shall have been afforded adequate opportunity for a hearing before the Board of Directors. The decision of the Board of Directors shall be final without any further appeal.
- c. The Board of Directors shall have sole responsibility and authority to establish levels of disciplinary action and to determine the level and type of disciplinary action to be taken.
- d. All disciplinary proceedings, whether said proceedings result in disciplinary action or not, shall be privileged and confidential.

**ARTICLE IV**  
**OBLIGATIONS OF MEMBERSHIP**

The Board of Directors may censor, reprimand, suspend, expel, or otherwise discipline any member of POPS for cause.

*Section 1 Compliance*

As a condition for continued membership in POPS, a member shall demonstrate:

- a. Continued compliance with the requirements for active membership in POPS as contained in Article III, Section 1.
- b. Continued compliance with all the Bylaws and Policy Statements as may be adopted by the membership or the Board of Directors.
- c. Compliance with dues, fees and assessment requirements established from time to time by the Board of Directors.

*Section 2 Grounds for Disciplinary Action*

A member of POPS may be disciplined for failure to comply with any or all of the above obligations of membership.

*Section 3 Complaints*

All complaints or requests for disciplinary action of a member of POPS shall be made in writing and addressed to the President of POPS. Upon review by the President that the matter may require investigation, the President shall refer such review to the Membership Committee. The member under investigation will be notified that a complaint has been received and that it is being investigated by the Membership Committee. The Membership Committee may as part of its deliberations call upon the member on which the complaint has been made to discuss the matter with the Membership Committee. The Membership Committee shall report on the results of its deliberations to the Board of Directors, within 30 days of receiving information on the complaint. The Committee shall make one of the following recommendations to the Board:

- a. No action be taken, the complaint is without merit
- b. Censure the member in writing
- c. Suspend the member's membership for a definite period of time not to exceed three years
- d. Expel the member from membership in the organization

The member at which the complaint was lodged shall be advised of the results of the deliberations of the Membership Committee and shall be given the right to appear before the Board of Directors to offer testimony on his/her behalf prior to the Board taking up the recommendation of the Membership Committee.

Before action is taken by the Board of Directors with respect to a member, written notice shall be sent by certified mail to such member not less than thirty (30) days prior to the meeting of the Board at which the matter is to be considered, informing the individual that he/she may appear in person, and/or his/her personal representative before the Board.

The Board shall address the matter at either its next regularly scheduled Board meeting after the 30 day notice period; or the President may determine that the Board should address the matter via a specially convened meeting for this purpose. Such a meeting may be held in a direct face-to-face manner or via teleconference as prescribed in its Administrative Regulations.

Disciplinary action against any member of POPS shall require the affirmative vote of not less than two-thirds (2/3) of the members of the Board.

The resulting decision shall be communicated in writing and sent by certified mail to the member within ten days after the meeting at which the Board's decision is rendered.

All decisions of the Board of Directors in such matters shall be final.

The Board shall develop administrative regulations that will govern the process by which such actions are initiated, reviewed, deliberated upon and determined.

## **ARTICLE V MEETINGS**

### *Section 1 Annual Scientific Meeting*

- a. The annual meeting of the POPS shall take place on the date and in the place designated by the Board of Directors.
- b. The annual meeting shall provide continuing education for its members consisting of specialized training sessions, scientific sessions, research dissemination, discussions and at least one (1) business meeting.
- c. A registration fee for each annual meeting shall be paid by attending active members in amounts, which shall be determined by the Board of Directors. Nonmembers will be permitted to attend the Annual Scientific Meeting so long as the nonmember registration fee, to be determined by the Board, is paid.

### *Section 2 Annual Business Meeting*

- a. The annual business meeting of the Board of Directors shall be held in conjunction with the annual scientific meeting of the POPS. The annual business meeting shall be open to all POPS members in good standing.
- b. The voting membership present at any annual business meeting shall constitute a quorum.

## **ARTICLE VI FOUNDING BOARD**

### *Section 1 Founding Board*

Organization & development of POPS shall be managed by the Founding Board consisting of twelve (12) initial members established in May 2005.

- a. Affairs of POPS during the organization phase shall be managed by this Founding Board for a period of two (2) years or until this committee votes to initiate a general election of POPS officers, transfer management of the Society to the duly elected Board of Directors and dissolve as directed by these bylaws. The Founding Board will function as advisors to the

newly elected Board for one (1) year after elections to assure smooth transition and functioning of POPS.

- b. A member of the Founding Board may be removed by a majority vote of the Founding Board whenever, in their judgment, the best interests of POPS would be served by such removal.
- c. Removal of a member of the Founding Board shall require a 2/3 majority vote of the full Founding Board.
- d. In the event of a resignation or removal of a Founding Board Member a successor shall be appointed as needed by the Board of Directors.

*Section 2 Completion of the Founding Board's Work*

At the completion of the Board's work as described above and within the period the Board as an organizational unit shall be made inactive and its duties and responsibilities shall be assumed by the Board of Directors and Officers as provided for in these bylaws and POPS's administrative regulations.

**ARTICLE VII  
BOARD OF DIRECTORS**

*Section 1 Board of Directors*

The affairs of this society shall be managed by the Board of Directors. The Board of Directors shall be comprised by the officers of POPS as stated in Article VII, Section 1 and of four At Large members. The initial At Large members shall served staggered terms, which will be chosen by lot. Subsequent At Large Board members will serve full terms as prescribed by these Bylaws.

- a. The Board of Directors shall meet at least annually with special meetings called as needed by the President.
- b. The Board of Directors shall formulate policies in order to conduct/transact the general business of POPS in the period between annual meetings to further the purposes and goals of POPS and to manage, control and conserve the property and interest of POPS.
- c. The Board of Directors shall have the power to establish fees, create standing and ad-hoc committees and define the committees' duties, and to call national meetings and other meetings of POPS not already provided for in these bylaws.

*Section 2 Quorum of the Board of Directors*

- a. A simple majority of the Board of Directors is necessary to constitute a quorum for opening a meeting of the Board and the transaction of business.
- b. The act of a majority of the Board of Directors present at a meeting at which a quorum is present shall be the action of the Board except where otherwise provided by law or by these Bylaws.
- c. The Board may take action by mail or email ballot according to the provisions of and under the Illinois Not-for-Profit statute. In those instances in which the Board votes by mail or email ballot, the vote must be unanimous for the action to take effect.

The Board may conduct its business via teleconference. In such instances, action of the Board will be considered as if the Board was in session face to face.

*Section 3 Executive Committee of the Board of Directors*

- a. There shall be an Executive Committee of the Board of Directors to consist of the President, Vice President, President-Elect, Secretary and Treasurer to carry on the affairs of POPS in the interim period between the board meetings. The Executive Committee may be empowered by the Board of Directors to perform such duties as the board may direct.
- b. Any action taken by the Executive Committee shall be ratified by the Board at its next meeting.

*Section 4 Informal Action by Directors*

Any action required to be taken at a meeting of the Board of Directors, or any other action which may be taken at a meeting or teleconference of the Board of Directors, may be taken without a meeting if a consent in writing, setting forth the action to be taken, shall be signed by all Directors entitled to vote with respect to the subject matter thereof. Any such consent signed by all Directors shall have the same effect as a unanimous vote.

*Section 5 Board Compensation*

Board members shall not receive compensation for their services, but by action of the Board, expenses of attendance of each regular or special meetings of the Board may be allowed.

*Section 6 Indemnification*

POPS shall indemnify any and all of its directors or officers.

*Section 7 Resignation/Removal/Death of a Board Member*

- a. A member of the Board of Directors may be removed by the vote of the Board Members present at a duly called meeting at which a quorum is present. Procedures for such action shall be defined as part of POPS's Administrative Regulations.
- b. In the event of a resignation or removal of a Board Member or Officer from office, a successor shall be appointed by the Board of Directors to serve the unexpired term of the vacant position.
- c. Upon the death of an officer or member of the Board of Directors, a replacement shall be selected by the Board of Directors to fill the unexpired term of the deceased member.
- d. Upon retiring from office, officers shall deliver all records or other properties of POPS within thirty (30) days of the end of term of office unless otherwise specified by the Board of Directors.

**ARTICLE VIII  
OFFICERS/TERMS OF OFFICE/DUTIES**

*Section 1 Officers*

The officers of POPS shall be as follows: President, President-Elect, Immediate Past-President, Vice President, Secretary, Treasurer, and four (4) Members at Large. These Officers shall perform the duties prescribed in these bylaws or as directed by the Board of Directors. Said Officers shall serve for terms hereinafter specified.

*Section 2 Eligibility of Board Members*

- a. Each candidate for a POPS office or member of the Board of Directors shall have been a society member for at least two (2) consecutive years preceding each election, with

exception to the first general election for which the candidate shall have been a society member for at least one (1) year preceding the election.

- b. A person may not simultaneously be a candidate for more than one office or Board position at any given time.

### *Section 3 Nominations*

Any active member of POPS may submit the name(s) of potential candidate(s) to the chairperson of the Nominating Committee within the designated time prior to the annual meeting. The Nominating Committee shall review the qualifications of all applicants and prepare a proposed slate for review and final approval by the Board of Directors at their annual meeting.

### *Section 4 Elections*

- a. Elections of the Officers and Board of Directors shall be held every year by mail or email vote of all active members from a slate of candidates prepared by the Nominating Committee. Election date will be determined by the Board of Directors.
- b. Plurality shall elect. In case of a tie, choice shall be by lot.
- c. The term of office for those elected shall begin immediately after election results are confirmed and finalized by the Board of Directors.

### *Section 5 President*

- a. Term: The President will serve for one (1) year or until succeeded by the President-Elect.
- b. Duties: The President shall be the principal executive officer of POPS and shall, in general, supervise & control all the business affairs of POPS. The President shall preside at all general meetings of POPS and of the Board of Directors. He/she may sign, with the Secretary or other proper officer of POPS authorized by the Board of Directors, any deeds, mortgages, bonds, contracts or other instruments that the Board of Directors has authorized to be executed.

### *Section 6 President-Elect*

- a. Term: The President-Elect serves for one (1) year or until a successor is elected.
- b. Duties: The President-Elect will be a member of the Board of Directors and shall perform duties as directed by the President.

### *Section 7 Vice President*

- a. Term: The Vice President will serve in this office for one (1) year or until the President-Elect becomes President at which time he/she becomes President-Elect.
- b. Duties: The Vice President will be a member of the Board of Directors and shall assist the President and President-Elect. In the absence of the President, the Vice-President shall preside and assume the usual duties of the President.

### *Section 8 Immediate Past-President*

- a. Term: The Immediate Past President will serve in this office for one (1) year after completion of their role as President.
- b. Duties: The Immediate Past-President will be a member of the Board of Directors and shall

help assure the continuity of the POPS mission and purposes.

*Section 9 Secretary*

- a. The Secretary serves for two (2) years or until a successor is elected.
- b. It shall be the duty of the Secretary to keep a true record of the proceedings of the meeting of POPS, see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law, be custodian of the corporate records, maintain the correspondences of POPS and keep a register of the post office address and email address of each member which shall be furnished to the Secretary by such member.

*Section 10 Treasurer*

- a. The Treasurer serves for two (2) years or until a successor is elected.
- b. It shall be the duty of the Treasurer to maintain the financial records of the POPS in accordance with generally accepted accounting principals. The Treasurer shall be responsible for and have full knowledge of all funds, disbursements and securities of POPS, shall submit financial reports to the Board, prepare the annual budget in collaboration with the Finance Committee and make recommendations pertaining to changes, which may affect the financial status of POPS. The Treasurer shall chair the Finance Committee.

*Section 11 Members at Large*

- a. There shall be four (4) Members at Large.
- b. Members at Large will serve two (2) year terms or until a successor is elected.
- c. Duties: The Members at Large will serve as members of the Board of Directors.

**ARTICLE IX  
COMMITTEES**

*Section 1 Standing Committees*

- a. The standing committees shall be: Membership, Finance and Nominating committees. The Board may from time to time establish other committees that it may deem appropriate to carry out its duties and responsibilities. Members shall be appointed to these committees according to the approved procedures for such appointments. The Board shall also have the authority to terminate and/or disband any committee it may establish under the terms of these Bylaws.
- b. Said committees shall initiate programs and submit them to the Board of Directors for approval and shall consider such matters as may be referred to them by the Board of Directors. Additionally, all committees either established by these bylaws or by the Board of Directors shall have a statement consisting of specific charges, duties, responsibilities, reporting relationship and the approved composition of members, ex-officio members and other category of committee participant. Such charges shall be approved by the Board.
- c. Each committee chair shall present at a minimum a semi-annual, verbal, written, e-mail or faxed report as directed by the Board of Directors to the Board of Directors and an annual report prior to the annual business meeting.
- d. A majority vote of each committee constitutes approval of the committee's action.
- e. The term of appointment for all committees, whether special or standing, shall be two (2) years. Committee member terms shall be staggered so as to assure an orderly transition and

continuation of the work of the committee.

- f. Committee Chairs and committee members are appointed by the President with approval of the Board of Directors.
- g. The President and President-Elect are non-voting, ex-officio members of all committees except Nominating Committee.
- h. The size of the committees shall be determined by the Board of Directors.

*Section 2 Membership Committee*

- a. The Membership Committee shall be responsible for reviewing membership applications and submitting recommendations for membership to the Board of Directors.

*Section 3 Finance Committee*

- a. The Finance Committee shall be responsible for the preparation of the annual budget, review the financial condition of the organization and provide oversight on the financial affairs of the organization.

*Section 4 Nominating Committee*

- a. The Nominating Committee shall review candidate applications, secure candidate consent to serve, and prepare a proposed ballot slate to be submitted to the Board of Directors for review and final approval prior to the scheduled election.

**ARTICLE X  
AWARDS**

The Board of Directors may, under regulations, which it may adopt, create and offer awards for scientific investigations or contributions consistent with the purposes of POPS. The cost of such awards may be authorized by the Board of Directors from the funds of the POPS or from funds, which may be donated, entrusted, or bequeathed to the association for such purposes.

**ARTICLE XI  
FISCAL YEAR**

The Fiscal Year of POPS shall coincide with the calendar year.

**ARTICLE XII  
PARLIAMENTARY AUTHORITY**

The most recent issue of Robert's Rules of Order shall govern the conduct of the meeting of POPS unless otherwise specified in these bylaws or special rules adopted by the POPS.

**ARTICLE XIII  
NONPARTISANSHIP**

The Pediatric Orthopaedic Practitioners Society is nonpartisan and therefore, partisan politics, sex, color, or religion shall not influence the activities of POPS.

**ARTICLE XIX  
AMENDMENTS TO THE BYLAWS**

*Section 1*

Amendments to these bylaws must be proposed in writing, signed by four members in good standing and submitted to the Board of Directors four months prior to the annual meeting of the POPS. All proposed amendments received in proper form by the Board of Directors must be circulated to the entire membership, not less than thirty (30) days prior to the annual meeting. The amendments shall be voted on by the membership at the annual meeting of the POPS.

*Section 2*

An affirmative vote of two-thirds of the voting members present at the annual meeting of the POPS shall be required for the adoption of an amendment.

*Section 3*

The Board of Directors may from time to time promulgate Administrative Procedures for carrying the provisions of these Bylaws. Such procedures shall be approved, amended or rescinded by a two-thirds majority of the Board of Directors present at the time the matter is presented to the Board.

*Section 4*

Any change in the corporate or tax status of POPS caused by modification, repeal, or amendment of any currently existing tax or corporate legislation, which at the discretion of the Board of Directors, requires immediate compliance of POPS, and shall be put in effect to ensure compliance without prior approval of the voting membership. This action must be communicated to POPS membership as soon as possible.