

BYLAWS

of

AMERICAN ASSOCIATION OF ORTHOPAEDIC MEDICINE

ARTICLE I – Offices

1.1 Principal Offices.

The principal office of the corporation in the State of Colorado shall be located in or out of the State of Colorado as determined by the board of directors.

1.2 Other Offices.

The corporation may maintain other offices, either in or out of the State of Colorado as determined by the board of directors, where any business of the corporation may be transacted.

1.3 Registered Office.

The registered office of the corporation required by the Colorado Revised Nonprofit Corporation Act, as amended or revised (the "Act") to be maintained in Colorado may be, but need not be, the same as the principal office of the corporation, and the address of the registered office may be changed from time to time by the board of directors.

ARTICLE II – Purpose

The purpose of the corporation shall be to do the following, but only to the extent not inconsistent with the corporation's Articles of Incorporation:

- (a) To advance the standards of practice and quality of service in the field of orthopaedic medicine.
- (b) To provide training and continuing medical education in orthopaedic medicine for physicians, allied health professionals and the community.
- (c) To correlate the musculo-skeletal concept of disease as related to orthopaedic medicine.
- (d) To maintain and promote the highest moral and ethical standards in the practice of orthopaedic medicine.
- (e) To stimulate original research and investigation and to collect and disseminate the results of such work for the education and improvement of the profession and ultimate benefit to humanity.
- (f) To establish standards for membership.
- (g) To aid in the formation of and assist in every way possible other regional associations of orthopaedic medicine.

ARTICLE III – Membership

3.1 Membership Classes.

The corporation shall be divided into seven (7) categories of membership: Active, Allied Physicians, Allied Health Professionals, Honorary, Emeritus, Intern/Resident/Fellow and Student. Only Active Members may vote on matters or hold office. All members may attend annual scientific seminars at reduced rates, as the board of directors shall determine.

- (a) Active: Those physicians graduated from accredited colleges and legally licensed to practice medicine or dentistry who are actively participating, or interested in various aspects of orthopaedic medicine.
- (b) Allied Physicians: Naturopathic Physicians (ND), Chiropractors (DC), Bachelor of Medicine/Bachelor of Surgery (MBBS), Doctor of Podiatric Medicine (DPM), Doctor of Dental Surgery/Doctor of Dental Medicine (DDS/DMD), Doctor of Oriental Medicine (DOM).
- (c) Allied Health Professionals: Any other person interested in the field of orthopaedic medicine, including but not limited to Physician's Assistants (PA), Nurse Practitioners (NP), Doctor of Philosophy (PhD), Physical Therapists (PT's), Occupational Therapists (OT), nurses, and psychologists.

(d) Honorary: Any individual who has been deemed by the board of directors to have contributed in an outstanding manner to orthopaedic medicine – educationally, scientifically or philanthropically

(e) Emeritus: A physician or dentist who applies for an emeritus membership and whom the board of directors deems worthy of this honor.

(f) Intern, Resident or Fellow.

(g) Student.

3.2 Application.

An applicant for membership to the corporation shall meet the requirements of the class of membership for which he or she is applying and shall submit application to the corporation the prescribed form accompanied by an application fee and annual dues as set forth for the year by the board of directors.

3.3 Membership Criteria

The membership criteria is based on applicant's educational background, training, professional attainments and state license. To become a member, a person must be engaged in the practice of, or show interest in, orthopaedic medicine. Upon becoming a member, member shall be listed in the membership directory and be notified of Bylaws located on the AAOM website. The directory will be updated continuously on the AAOM website.

3.4 Fees and Dues.

(a) Applicants for membership and applicants for reinstatement will pay a fee as set by the board of directors.

(b) The annual dues of the corporation shall be set by the board of directors.

(c) The board of directors may levy additional assessment for extraordinary purposes.

(d) Annual dues apply to a rolling 365 day year, which begins on the date of payment. The date of payment shall become the anniversary date of membership for annual renewal purposes. Members that are in arrears shall be notified of dues in arrears. The membership of any member whose dues shall remain unpaid for three (3) months shall become suspended and his/her name shall be removed from the directory and website until such time as he/she is properly reinstated. He/she may be reinstated without further application before the expiration of six (6) months by payment of all past due annual dues.

(e) The board of directors may exempt certain members or classes of members from the payment of membership fees and dues.

(f) Nothing in these Bylaws shall prohibit the board of directors from charging fees for seminars, which fees may be apart from and in addition to the membership fees.

3.5 Limitations on Use of Membership List.

Unless the board of directors gives its consent, the corporation's membership list or any part thereof may not be: (i) obtained or used by any person for any purpose unrelated to a member's interest as a member; (ii) used to solicit money or property (iii) used for any commercial purpose; or (iv) sold to or purchased by any person.

3.6 Termination.

No member may be expelled or suspended and no membership may be terminated or suspended except as follows. The member shall be given not less than thirty (30) days prior written notice of the expulsion, suspension or termination and the reasons therefore. The member shall have an opportunity to be heard, orally or in writing, not less than five (5) days before the effective date of the expulsion, suspension or termination by the board of directors. Written notice must be given by first-class or certified mail sent to the last address of the member shown on the corporation's records. Any proceeding challenging an expulsion, suspension or termination (including a proceeding in which defective notice is alleged) must be commenced within one (1) year after the effective date of the expulsion, suspension or termination. Any

member expelled or suspended is liable to the corporation for dues, assessments or fees incurred or commitments made prior to expulsion.

ARTICLE IV – Meetings of Members

4.1 Annual Meetings.

The annual meetings of the members of the corporation shall be held each year at such time and place as shall be fixed by the board of directors.

4.2 Special Meetings.

Special meetings of the members, for any purpose or purposes, unless otherwise prescribed by statute, may be called by 1) the President, 2) by a majority of the board of directors, or 3) by the President at the request in writing of not fewer than one-fourth (1/4th) of all the members entitled to vote at the meeting. Such request shall state the purpose or purposes of the proposed meeting.

4.3 Who May Attend.

Only Active Members whose membership has not been suspended shall be entitled to attend the annual and special meetings described in Sections 4.1 and 4.2 above.

4.4 Place of Meetings.

The board of directors may designate the place of the meeting for any annual meeting or for any special meeting. Meetings may be conducted electronically as long as the date and time and purpose of the meeting is provided to all those who are entitled to attend are given not less than ten (10) days prior and not more than sixty (60) days prior notice to the meeting time.

4.5 Notice of Meetings.

(a) Notice; written or electronic stating the place, day and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall, unless otherwise prescribed by statute, be delivered to each Active Member not less than ten (10) nor more than sixty (60) days before the date of the meeting. If notice is mailed by other than first class or registered mail, no less than thirty (30) days' notice must be provided.

(b) Notice of an annual meeting need not include a description of the purpose or purposes except the purpose or purposes shall be stated with respect to (i) an amendment to the Articles of Incorporation of the corporation; (ii) merger; (iii) a sale, lease, exchange, or other than in the usual and regular course of business, of all or substantially all of the property of the corporation; or (iv) any other purpose for which a statement of purpose is required by the Act.

4.6 Methods of Notice.

(a) Notice shall be given to each member entitled to vote at such meeting (i) by mail properly addressed to the member at the member's address as it appears in the corporation's current record of members, with first class postage prepaid or (ii) electronically transmitted facsimile or other form of wire or wireless communication to the member at his/her facsimile number or email address as it appears in the corporation's current record of members. Such notice shall be deemed to be given and effective at the earliest of the date sent electronically or five (5) days after deposit in the United States mail.

(b) A notice or report delivered as part of a newsletter, magazine, or other publication regularly sent to members shall constitute a written notice or report if addressed or delivered to the member's address shown in the corporation's current list of members, or in the case of members who are residents of the same household and who have the same address in the current list of members, if addressed or delivered to one of such members, at the address appearing on the current list of members.

4.7 Waiver of Notice.

A member may waive notice of a meeting before or after the time and date of the meeting by a writing signed by such member. Such waiver shall be delivered to the corporation for filing with the corporate records, but this delivery and filing shall not be conditions to the effectiveness of the waiver. Further, by attending a meeting, a member waives objection to lack of notice or defective notice of the meeting unless the member objects at the beginning of the meeting to the holding of the meeting or the transaction of business at the meeting because of lack of notice or defective notice. By

attending the meeting, the member also waives any objection to consideration at the meeting of a particular matter not within the purposes described in the meeting notice unless the member objects to considering the matter when it is presented.

4.8 Adjourned Meetings.

When a meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place thereof are announced at the meeting at which the adjournment is taken; provided, however, that if the adjournment is for more than thirty (30) days, a notice of the adjourned meeting shall be given to each member entitled to vote at the meeting. At the adjourned meeting the corporation may transact any business which might have been transacted at the original meeting.

4.9 Voting Rights.

Each Active Member whose membership has not been suspended shall be entitled to one vote on each matter submitted to a vote.

4.10 Voting Record and Information.

The officer or agent having charge of the books of the corporation shall (a) maintain a complete record of the members entitled to vote, with the mailing and electronic address of each included, and (b) ensure that each member is sent the information to vote on matters which are submitted to the members for a vote.

4.11 Proxies.

There shall be no voting by proxy.

4.12 Quorum and Voting.

Unless otherwise determined by the Board of Directors, voting by the members shall be conducted by ballot in accordance with the provisions of Section 4.14 of these Bylaws.

(a) For purposes of action to be taken by the members, a quorum shall consist of the members entitled to vote who are present at a meeting or, in the case of a vote by ballot, the number of members entitled to vote who cast votes by ballot.

(b) Action on a matter by the members, including election of officers and directors, is approved if the number of votes cast in favor of the action exceeds the number of votes cast in opposition of the action, unless the vote of a greater number is required by law or the Articles of Incorporation.

(c) With respect to the election of officers and directors, all members of the corporation entitled to vote shall be provided the information to vote one time per each election.

4.13 Meetings by Telecommunications.

Any or all of the members may participate in an annual or special membership meeting by, or the meeting may be conducted through the use of any means of communication by which all members participating in the meeting can hear each other during the meeting. A member participating in a meeting in this manner is deemed to be present in person at the meeting.

4.14 Action by Members Without a Meeting.

(a) By Unanimous Written Consent. Any action required or permitted to be taken at a meeting of the members may be taken without a meeting if a consent in writing (or counterparts thereof) that sets forth the action so taken, shall be signed by all of the members entitled to vote with respect to the subject matter thereof and received by the corporation. Such consent (which may be signed in counterparts) shall have the same force and effect as a unanimous vote of the members. Action taken under this Section is effective as of the date the last writing necessary to effect the action is received by the corporation, unless all of the writings specify a different effective date, in which case such specified date shall be the effective date for such action. The record date for determining members entitled to take action without a meeting is the date the corporation first receives a writing upon which the action is taken. Any member who has signed a writing describing and consenting to action taken pursuant to this Section may revoke such consent by a writing signed by the member describing the action and stating the member's prior consent is revoked, if such writing is received by the

corporation before the effectiveness of the action. All signed written instruments necessary under this provision shall be filed with the minutes of the membership meetings.

(b) By Written Ballot. Any action that may be taken at any annual, regular or special meeting of members may be taken without a meeting if the corporation delivers a written ballot to every member entitled to vote on the matter. Unless the corporation decides to accomplish a vote by ballot in a different manner, deliver of ballots and the vote by ballot shall be done electronically by electronically transmitted facsimile or other form of wire or wireless communication. The ballot shall: (i) set forth each proposed action; and (ii) provide an opportunity to vote for or against the proposed action. Approval by ballot is effective when the number of votes cast in favor of a matter equals or exceeds the number of votes that would be required to approve the matter at a meeting. All solicitations for votes by ballot shall: (i) indicate the number of responses necessary to meet the quorum requirements; (ii) state the percentage of approvals necessary to approve each matter; (iii) specify the time by which the ballot must be received by the corporation in order to be counted; and (iv) be accompanied by written information sufficient to permit each person voting to reach an informed decision. Once submitted by a member, ballots may not be revoked. The corporation will determine and implement procedures to accomplish electronic ballot voting by the members.

ARTICLE V – Directors

5.1 Powers of Directors.

The board of directors shall have full power to conduct, manage and direct the business and affairs of the corporation, except as specifically reserved or granted to the members by statute, the articles of incorporation, or these Bylaws. The board of directors shall make final decisions on all questions of the ethical nature and relating to violations of the AMA and AOA code of ethics and shall investigate all charges of violation of the code of ethics and Bylaws. Members convicted by professional or civil authorities of offenses that reflect on their professional conduct, shall be considered by the board of directors for termination of membership.

5.2 Number, Election, Tenure and Qualifications.

- (a) The board of directors shall consist of not fewer than ten (10) or more than fifteen (15) directors. The number may be determined from time to time by resolution of the board of directors.
- (b) The President, the President-Elect, the Past President, the Secretary/Treasurer shall be directors by virtue of their election by the Members to the officer positions held by them in accordance with the provisions of Section 6.2 of these Bylaws.
- (c) All other directors shall be elected by a vote of the members from a slate of candidates prepared by the Nominating Committee (with the consent of the nominee, additional nominations may be made in writing to the Secretary/Treasurer no later than a date established by the Nomination Committee).
- (d) Each director shall hold office for a two (2) year term. Each director may hold office for three (3) consecutive two (2) year terms. Directors may serve multiple times on the Board, but not more than three (3) terms consecutively at each time of service.
- (e) Directors must be individual persons and Active Members of the corporation.

5.3 Vacancies.

Any vacancy occurring in the board of directors may be filled by the affirmative vote of the majority of the remaining directors or by a sole remaining director, and any so chosen shall hold office until the next election of directors when his/her successor is elected and qualified. Any newly created directorship shall be deemed a vacancy. When one or more directors shall resign from the board, effective at a future time, a majority of the directors then in office shall have the power to fill such vacancy or vacancies, the vote thereon to take effect when such resignation or resignations shall become effective, and each director so chosen shall hold office as herein provided for the filling of other vacancies.

5.4 Removal.

The voting members may remove one or more directors elected by them with or without cause; provided, however, that a director elected by voting members may be removed by the voting members only at a meeting called for the purpose of removing that director and the meeting notice shall state that the purpose, or one of the purposes, of the meeting is removal of the director. A director may be removed only if the number of votes cast to remove the director would be sufficient to elect the director at a meeting to elect directors.

5.5 Resignation.

A director may resign at anytime by giving written notice of resignation to the corporation. The resignation is effective when the notice is received by the corporation unless the notice specifies a later effective date. The unexcused absence of a director from any three (3) regular meetings of the Board of Directors per year (April to April) shall be deemed to constitute the resignation of such director from the Board of Directors, but with effect only at the time such failure to attend is confirmed by an affirmative vote of the Board of Directors.

5.6 Quorum.

A majority of the number of directors than serving shall constitute a quorum for the transacting of business at any meeting of the board of directors, but if less than such majority is present at a meeting, the majority of the directors present may adjourn the meeting without further notice.

5.7 Manner of Acting.

The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors.

5.8 Regular and Special Meetings.

Meetings of the board of directors, regular or special, may be held either in or out the State of Colorado, and may be held by means of which all persons participating in the meeting can hear each other, their participation in such a meeting to constitute presence in person. Regular meetings of the board of directors may be held as prescribed for special meetings hereinafter. Special meetings of the board of directors may be called by or at the request of the President or a majority of the board of directors.

5.9 Notice.

Notice of any special meeting shall be given at least ten (10) days previous thereto by written notice. Notice may be delivered by electronic transmission and will be deemed to be delivered upon transmission. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, so addressed, with postage thereon prepaid. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the board of directors need be specified in the notice or waiver of notice of such meeting.

5.10 Waiver of Notice.

A director may waive any notice of a meeting before or after the time and date of the meeting stated in the notice. Except as otherwise provided in this section, the waiver shall be in writing and signed by the director entitled to the notice. Such waiver shall be delivered to the corporation for filing with the corporate records, but such delivery and filing shall not be conditions of the effectiveness of the waiver. A director's attendance at or participation in a meeting waives any required notice to that director of the meeting unless (a) at the beginning of the meeting or promptly upon the director's later arrival, the director objects to holding the meeting or transacting business at the meeting because of lack of notice or defective notice and does not thereafter vote for or assent to action taken at the meeting or (b) if special notice was required of a particular purpose of the meeting, the director objects to transacting business with respect to the purpose for which such special notice was required and does not thereafter vote for or assent to action taken at the meeting with respect to such purpose.

5.11 Action Without a Meeting.

(a) Director Action. Any action required by law to be taken at a meeting of the board of directors, or any committee thereof, or any other action which may be taken at a meeting of directors, or any committee thereof, may be taken without a meeting if every member of the board in writing either: (i) votes for such action; (ii) votes against such action and waives the right to demand that a meeting be held; or (iii) abstains from voting and waives the right to demand that a meeting be held.

(b) Votes. Action is taken only if the affirmative votes for such action equals or exceeds the minimum number of votes that would be necessary to take such action at a meeting at which all of the directors then in office were present and voted.

(c) Written Description of Action Taken. No action taken pursuant to this Section 5.11 shall be effective unless writings describing the action taken and otherwise satisfying the requirements of subsection (a), signed by all directors and not revoked pursuant to subsection (d) are received by the corporation unless the writings describing the action taken set forth

a different effective date. Any such writings may be received by the corporation electronically by facsimile or other form of wire or wireless communication providing the corporation with a complete copy of the document, including a copy of the signature on the document.

(d) Revocation of Writing. Any director who has signed a writing pursuant to this Section 5.11 may revoke such writing by a writing signed and dated by the director describing the action and stating that the director's prior vote with respect thereto is revoked, if such writing is received by the corporation before the last writing necessary to effect the action is received by the corporation.

(e) Effect of Action Taken. Action taken pursuant to this Section 5.11 has the same effect as action taken at a meeting of directors and may be described as such in any document.

(f) Signed Written Instruments. All signed written instruments necessary for any action taken pursuant to this Section 5.11 shall be filed with the minutes of the meetings of the board of directors.

5.12 Presumption of Assent.

A director of the corporation who is present at a meeting of the board of directors at which action on any corporate matter is taken shall be presumed to have assented to the action unless his dissent shall be entered in the minutes of the meeting or unless he shall file his written dissent to such action with the secretary of the meeting before the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

5.13 Compensation.

Directors shall serve without compensation for their services as directors, although they may be reimbursed for all necessary and reasonable expenses of performing their duties, including waiving of membership dues during their time of service on the board.

5.14 Standard of Conduct for Directors and Officers.

(a) General. Each director and officer shall perform their duties as a director or officer, including without limitation their duties as a member of any committee of the board, (i) in good faith; (ii) in a manner the director or officer reasonably believes to be in the best interests of the corporation; and (iii) with the care an ordinarily prudent person in a like position would exercise under similar circumstances. A director or officer, regardless of title, shall not be deemed to be a trustee with respect to the corporation or with respect to any property held or administered by the corporation including, without limitation, property that may be subject to restrictions imposed by the donor or transferor of such property.

(b) Reliance on Certain Information and Other Matters. In the performance of their duties, a director or officer shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by the persons designated below. However, a director or officer shall not be considered to be acting in good faith if the director or officer has knowledge concerning the matter in question that would cause such reliance to be unwarranted. The designated persons on whom a director or officer are entitled to rely are: (i) one or more officers or employees of the corporation whom the director or officer reasonably believes to be reliable and competent in the matters presented; (ii) legal counsel, a public accountant, or other person as to matters which the director or officer reasonably believes to be within such person's professional or expert competence; (iii) a committee of the board of directors on which the director or officer does not serve if the director reasonably believes the committee merits confidence.

(c) Limitation on Liability. A director or officer shall not be liable to the corporation or its members for any action the director or officer takes or omits to take as a director or officer if, in connection with such action or omission, the director or officer performs their duties in compliance with this Section.

5.15 Conflicting Interest Transactions.

(a) Definition. As used in this Section 5.15(a): (i) "conflicting interest transactions" means a contract, transaction, or other financial relationship between the corporation and a director of the corporation, or between the corporation and a party related to a director, or between the corporation and an entity in which a director of the corporation is a director or officer or has a financial interest; and (ii) a "party related to a director" means a spouse, a descendent, an ancestor, a sibling, the spouse or descendent of a sibling, an estate or trust in which the director or a party related to a director has a beneficial interest, or an entity in which a party related to a director is a director, officer, or has a financial interest.

(b) Procedure; Action; Disclosure. No conflicting interest transaction shall be void or voidable or be enjoined, set aside, or give rise to an award of damages or other sanctions in a proceeding by a member or by or in the right of the corporation, solely because the conflicting interest transaction involves a director of the corporation or a party related to a director or an entity in which a director of the corporation is a director or officer or has a financial interest or solely because the director is present at or participates in the meeting of the corporation's board of directors or of a committee of the board of directors that authorizes, approves, or ratifies the conflicting interest transaction or solely because the director's vote is counted for such purpose if: (i) the material facts as to the director's relationship or interest and as to the conflicting interest transaction are disclosed or are known to the board of directors or the committee, and the board of directors or committee in good faith authorizes, approves, or ratifies the conflicting interest transaction by the affirmative vote of a majority of the disinterested directors, even though the disinterested directors are less than a quorum; or (ii) the material facts as to the director's relationship or interest and as to the conflicting interest transaction are disclosed or are known to the members entitled to vote thereon, and the conflicting interest transaction is specifically authorized, approved, or ratified in good faith by a vote of the members entitled to vote thereon; or (iii) the conflicting interest transaction is fair as to the corporation. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors or of a committee which authorizes, approves, or ratifies the conflicting interest transaction.

ARTICLE VI – Officers

6.1 Number.

The elected officers of the corporation shall be a President, a President-Elect, a Secretary/Treasurer, each of whom shall be elected as provided below. The Past President shall also be an officer. Such other officers and assistant officers as may be deemed necessary may be elected or appointed as provided below. Any two or more offices may be held by the same person; provided, however, that the President shall not hold two or more offices concurrently.

6.2 Election and Term of Office.

The elected officers of the corporation shall be elected biannually by the members from a slate of candidates prepared by the Nominating Committee (with the consent of the nominee, an additional nomination may be made in writing to the Secretary/Treasurer no later than a date established by the Nominating Committee). All elected officers shall begin their term at the close of the annual meetings in which their election is announced. The Past President's term shall begin at the commencement of the term of the person who is his/her immediate successor as President. Each elected officer shall hold office for two (2) years or until his/her successor shall have been duly elected and qualified or until his/her death or until he/she shall resign or until he/she shall have been removed in the manner hereinafter provided. The term of the Past President shall be two (2) years or until his/her death, until he/she shall resign or until he/she shall have been removed in the manner hereinafter provided. Election and Term of Office for elected officers shall be regarded a separate from the term limits of directors on the Board (Article V, Section 5.2 d). All business of each annual meeting shall be completed so far as is practical by the officers who have served throughout the last year.

6.3 Eligibility.

No member will be eligible for office who is not an Active Member and has not been an Active Member of the corporation for the previous one-year period. The President will not be eligible to serve for two (2) consecutive terms. Any officer other than the President shall be eligible to serve for consecutive terms.

6.4 Removal.

Any officer or agent may be removed by three-fourths (3/4ths) vote of the board of directors whenever in its judgment the best interest of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, or the person so removed. Election or appointment of any officer or agent shall not of itself create contract rights.

6.5 Resignation.

An officer may resign at any time by giving written notice of resignation to the corporation. The resignation is effective when the notice is received by the corporation unless the notice specifies a later effective date.

6.6 Vacancies.

A vacancy in any elected office because of death, resignation, removal, disqualification, or any other reason, may be filled by the board of directors for the unexpired portion of the term.

6.7 President.

The President shall be the principal executive officer of the corporation and, subject to the control of the board of directors, shall in general supervise and control all of the business and affairs of the corporation. The President shall preside at all meetings of the members of the corporation. He/she shall be the chairman of the board of directors. Unless otherwise provided herein or by the board of directors, he/she shall appoint all committees of the corporation necessary or proper to carry out the functions of the corporation. He/she may sign for the corporation duly authorized by the board of directors, deeds, mortgages, bonds, contracts, instruments of conveyance, checks, drafts, notes, and other instruments which the board of directors has authorized to be executed thereof shall be otherwise expressly delegated by the board of directors, these Bylaws or law. The President, in general, shall perform all duties incident to the office of president as may be prescribed by the board of directors from time to time and shall be a member of the board of directors.

6.8 President-Elect.

The President-Elect shall work closely with the President during his/her term of office to facilitate the smooth transfer of responsibilities from one President to the next.

6.9 Past President.

In the absence of the President or in the event of his/her death, inability or refusal to act, the Past President shall perform the duties and exercise the power of the President. The Past President shall have such powers and perform such duties as may be delegated to him/her by the board of directors. The Past President shall be a member of the board of directors.

6.10 Secretary/Treasurer.

The Secretary/Treasurer shall:

(a) As the Secretary, (i) ensure that the minutes of all meetings of the board of directors and of the members are properly recorded and filed, (ii) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law, (iii) ensure that all the corporate books, records and accounts and the seal of the corporation are properly maintained, and (iv) in general perform all of the duties incident to the office of Secretary/Treasurer, subject to the control of the board of directors.

(b) As the Treasurer, (i) ensure all funds and securities of the corporation are properly maintained, (ii) ensure all monies from any source whatsoever, are deposited in the name of the corporation in such banks, trust companies or other depositories as shall be selected by the board of directors, (iii) in general, perform all of the duties incident to the office of Treasurer as from time to time may be assigned to him/her by the President or by the board of directors.

6.11 Compensation.

Officers shall serve without compensation for their services of officers, although they may be reimbursed for all necessary and reasonable expenses of performing their duties.

6.12 Executive Director.

The corporation may also have an Executive Director who shall be appointed by the board of directors. The Executive Director may be an employee or an independent contractor of the corporation, as determined by the board of directors to be appropriate and in the best interest of the corporation. The Executive Director shall perform all duties as from time to time may be assigned to the Executive Director by the board of directors.

6.13 Surety Bonds.

The board of directors may require any officer or agent of the corporation to execute to the corporation a bond in such sums and with such sureties as shall be satisfactory to the board, conditioned upon the faithful performance of such person's duties and for the restoration to the corporation of all books, papers, vouchers, money and other property of whatever kind in such person's possession or under such person's control belonging to the corporation

ARTICLE VII – Committees

7.1 Executive Committee and other Committees of the Board.

(a) Executive Committee. The Executive Committee shall consist of the President, President Elect, Past President and Secretary/Treasurer. The Executive Committee shall meet and respond to urgent matters concerning the corporation. The Executive committee powers are limited as described in subsection (c), below.

(b) Other Committees of the Board. The board by resolution, adopted by a majority of the full board, may designate from among its members one or more other committees each of which, to the extent provided in such resolution and permitted by law, shall have and may exercise all the authority of the board, subject to the limitation on powers described in subsection (c), below. The board, with or without cause, may dissolve any such committee or remove any member thereof at any time. The designation of any such committee and the delegation thereto of authority shall not operate to relieve the board, or any member thereof, of any responsibility imposed by law.

(c) Limitation on Powers. Neither the Executive Committee of any other committee of the board may exercise any the authority of the board of directors in reference to the following matters: (a) approve or propose to members action that the Act requires to be approved by members; (b) elect, appoint or remove any director, to include filling vacancies on the board of directors or on any committee of the board of directors; (c) adoption, amendment or repeal of the Bylaws; (d) authorize distributions; (e) amend the Articles of Incorporation; (f) approve a plan of merger not requiring member approval; (g) approve a sale, lease, exchange, or other disposition of all, or substantially all, of its property, with or without goodwill, otherwise than in the usual and regular course of business subject to approval by members; or (h) approve a multiyear or recurring contract with any employee or independent contractor of the corporation.

7.2 Standing and Special Committees. The President shall appoint the following standing committees and any other he/she deems necessary to carry out the proper functions of the corporation:

(a) Nominating Committee – Consisting of no less than three (3) members. The Nominating Committee shall meet prior to the annual meeting to prepare a list of candidates for office in the corporation. A report of this committee shall be made in writing and presented on request of the President. The Nominating Committee shall be composed of: (i) the past President; who shall serve as chairman; (ii) the President-Elect; (iii) a member at large appointed by the president from Active Members of the corporation; (iv) one additional member (or, as needed, two) appointed by the President from the board of directors or the Active Members of the Corporation. The Nominating Committee shall report to the general meeting and shall submit one name for each office. All elections shall be by ballot, and a majority of all ballots cast shall be necessary to elect. Each member shall have one vote.

(c) Education Committee – consisting of no less than three (3) members. The Education Committee shall plan and organize the annual, educational program and social events and shall arrange any professional or educational programs upon request of the President or the board of directors. The committee shall make a report in writing at the annual meeting.

(d) Research Committee – consisting of no less than three (3) members. The Research Committee shall supervise and direct all clinical and educational research programs sponsored by the corporation. This committee shall make a report in writing as requested and to the Board of Directors

(f) Finance Committee – consisting of no less than three (3) members. All members of the committee shall be members of the board of directors. The committee shall be chaired by the Secretary/Treasurer. The committee shall oversee all financial matters, including investment funds and shall make a report in writing at the annual meeting.

7.2 Quorum and Voting.

A majority of the members of any committee of the corporation shall constitute a quorum for the transacting of business of the committee, unless any committee shall by majority vote of its entire membership decide otherwise. The act of a majority of the committee members present at a meeting at which a quorum is present shall be the act of the committee.

7.3 Governance of Meetings.

Rules governing meetings of any committee shall be as established by the board of directors, or in the absence thereof, by the committee itself.

ARTICLE VIII – Limitation on Liability to Third Parties

The members, directors, officers, and employees of the corporation are not, as such, liable for the acts, debts, liabilities or obligations of the corporation.

ARTICLE IX – Indemnification

9.1 Right to Indemnification

The corporation shall indemnify any person made a party to a proceeding because the person is or was a director, officer or employee of the corporation against liability incurred in, relating to, or as a result of, the proceeding to the fullest extent permitted by and in accordance with the provisions of the Act pertaining to indemnification (which are incorporated herein by this reference), including, without limitation, in circumstances in which, in the absence of this section, indemnification would be discretionary under the Act, if: (a) the person conducted himself or herself in good faith; (b) the person reasonably believed: (i) in the case of conduct in an official capacity with the corporation, that his or her conduct was in the corporation's best interests and (ii) in all other cases, that his or her conduct was at least not opposed to the corporation's best interests; and (c) in the case of any criminal proceeding, the person had no reasonable cause to believe his or her conduct was unlawful. In addition to the foregoing, the corporation shall indemnify a person who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the person was a party because the person is or was a director, officer or employee of the corporation against reasonable expenses incurred by him or her in connection with the proceeding.

9.2 Limitations on Indemnification.

The corporation may not indemnify a director, officer or employee under this section: (a) in connection with a proceeding by or in the right of the corporation in which the party was adjudged liable to the corporation; or (b) in connection with any other proceeding charging that the party derived an improper personal benefit, whether or not involving action in an official capacity, in which proceeding the party was adjudged liable on the basis that he or she derived an improper personal benefit. Indemnification permitted under this section in connection with a proceeding by or in the right of the corporation is limited to reasonable expenses incurred in connection with the proceeding.

ARTICLE X - Contracts, Loans, Checks and Deposits

10.1 Contracts.

The board of directors may authorize any officer or officers, agent or agents to enter into any contract or execute and deliver any instruments in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

10.2 Loans.

No Loans shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the board of directors. Such authority may be general or confined to specific instances. The corporation shall not loan money to or use its credit to assist its directors, whether or not employees, or officers. Any director or officer who assents to or participates in the making of any such loan shall be liable to the corporation for the amount of such loan until repayment of the loan.

10.3 Checks and Other Instruments.

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the board of directors.

10.4 Deposits.

All funds of the corporation not otherwise employed shall be deposited to the credit of the corporation in such banks, trust companies or other depositories of as the board of directors may select.

ARTICLE XI - Corporate Records and Reports

11.1 Records.

The corporation shall keep as permanent records minutes of all meetings of its members and board of directors, a record of all actions taken by the members or board of directors without a meeting and of actions taken by a committee in place of the board of directors, and a record of all waivers of notices of meetings of members, the board of directors or any committee. The corporation shall also maintain the following records: (a) appropriate accounting records; (b) its Articles of Incorporation and Bylaws; (c) board resolutions relating to the characteristics, qualifications, rights, limitations and obligations of members or any class or category of members; if any (d) a list of the names and business or home addresses of its current directors and officers; (e) a copy of its most recent corporate report delivered to the Secretary of State; (f) a record of its members which permits preparation of a list of the name and address of all members in alphabetical order and, if applicable, by class which shows the number of votes each member is entitled to cast; (g) minutes of all members' meetings and records of all action taken by members without a meeting for the past three (3) years; (h) all written communications within the past three (3) years to members; (i) all financial statements prepared for periods during the last three (3) years that a member of the corporation could have requested under Colorado law.

11.2 Inspection and Copying of Corporate Records.

Upon written demand delivered at least five (5) business days before the date on which a member wishes to inspect and copy any of the corporate records identified in Section 11.1 of this Article, a member, its agent or attorney is entitled to inspect and copy such records during regular business hours at the corporation's principal office. The corporation may impose a reasonable charge, covering the costs of labor and material, for copies of the documents provided. The charge may not exceed the estimated cost of production and reproduction of the records. A member may also inspect any other records at a reasonable location specified by the corporation upon the same terms and conditions. Members entitled to inspect these other records must also meet the following requirements: (a) the member must have been a member at least three (3) months immediately preceding the demand or hold at least five percent (5%) of the voting power as of the date of the demand; (b) the demand must be made in good faith and for a proper purpose; (c) the member must describe with reasonable particularity the purpose and the records the member desires to inspect; and (d) the records must be directly connected with the described purpose. The rights set forth herein may not be abolished or limited by the Articles of Incorporation or the Bylaws.

11.3 Reports.

The Secretary/Treasurer shall present at the annual meeting of members a report of the financial condition of the corporation. Such report shall be in such form as shall be approved by the board of directors and shall be available for the inspection of members at the annual meeting. The board of directors may, but shall not be required to, have such report prepared and verified by an independent certified public accountant or by a firm of practicing public accountants.

ARTICLE XII - Other Provisions

12.1 Parliamentary Authority.

The rules contained in the current edition of *Robert's Rules of Order*, newly revised, shall govern the corporation in all cases in which they are applicable but only to the extent they are consistent with these Bylaws and with any special rules of order the corporation may adopt.

12.2 Corporate Seal.

A corporate seal shall not be requisite to the validity of any instrument executed by or on behalf of the corporation, but may be used.

12.3 Conveyances and Encumbrances.

Property of the corporation may be assigned, conveyed or encumbered by such officers of the corporation as may be authorized to do so by the board of directors, and such authorized persons shall have power to execute and deliver any and all instruments of assignment, conveyance and encumbrance; however, the sale, exchange, lease or other disposition of all

or substantially all of the property and assets of the corporation shall be authorized only in the manner prescribed by applicable statute.

12.4 References to Internal Revenue Code.

All references in these Bylaws to provisions of the Internal Revenue Code are to the provisions of the Internal Revenue Code of 1986, as amended, and to the corresponding provisions of any subsequent federal tax laws.

12.5 Severability.

The invalidity of any provision of these Bylaws shall not affect the other provisions hereof, and in such event these Bylaws shall be construed in all respects as if such invalid provision were omitted.

12.6 Fiscal Year.

The fiscal year of the corporation shall be as determined by the board of directors.

12.7 Amendment of the Bylaws.

These Bylaws may be amended by the members, provided that such amendment shall have been filed with the Secretary/Treasurer and mailed to the members entitled to vote not less than three (3) months prior to the meeting at which time they are to be acted upon. The Secretary/Treasurer shall provide to each member a copy of the proposed amendment.

AMERICAN ASSOCIATION OF ORTHOPAEDIC MEDICINE

BYLAWS CERTIFICATE

The undersigned certifies that he is the Secretary/Treasurer of American Association of Orthopaedic Medicine, a Colorado nonprofit corporation, and that, as such, he is authorized to execute this certificate on behalf of said Corporation and the foregoing is a complete and correct copy of the presently effective Bylaws of the Corporation.

Dated this ____ day of _____, 2016.

Print Name: _____

Title: Secretary/Treasurer