

**By Laws of the New England Hand Society, Inc.**

ARTICLE I- NAME

The name of this organization shall be the New England Hand Society, Inc.

ARTICLE II- PURPOSE

The purpose of this organization is to promote the advancement of hand surgery in all of its aspects through the conduct of activities, programs and events to promote the understanding of hand surgery. The activities of this organization are designed to promote better knowledge of hand surgery, to assure professional development of physicians for the benefit of the general public, and to foster contribution of medical expertise and information regarding hand surgery

It is the purpose of the Society to promote, encourage, foster, and advance the art and science of hand surgery in New England and matters related thereto; to establish a forum for the discussion and teaching of methods and principles among its members; to participate in the development of laws and regulations affecting the practice of hand surgery in New England.

In order to carry out the aforementioned, the Society may exercise the power to take and hold, by bequest, device, gift, purchase, or lease any property, real and personal, tangible or intangible, without limitation as to the amount of value; to sell, convey, and dispose of any such property and to invest and reinvest the principle thereof, and to deal with and expend any such property, or the income therefrom for any of the aforementioned purposes. Without limitations, except such limitations, if any, as may be contained in the instrument under which the property is received, the Bylaws of the Society, or any laws applicable thereto; and to do any and all things necessary or proper in connection with or incidental to such powers, within such limitations prescribed by the law.

The Society is not organized for profit nor organized to engage in activity ordinarily carried on for profit. No part of its net earnings is to inure to the benefit of any member of the Society. No director shall receive compensation for services rendered to the Society in such capacity, but directors shall be entitled to reimbursement for reasonable and necessary expenses actually incurred in connection with the performance of their duties in the manner and to the extent that the Executive Committee shall determine consistent with the requirement of Section 33-1092 of the Connecticut General Statutes. Notwithstanding the foregoing, the Society shall provide no reimbursement for expenses or compensation other than those reasonably necessary in furthering the Society's purposes.

Notwithstanding any other provisions of these Bylaws, no member, director, officer, employee, or representative of this Society shall take any action or carry on any activity by or on behalf of the Society not permitted to be taken or carried on by any organization exempt under Section 501(c) (6) of the Internal Revenue Code of 1986 as it may be

amended from time to time, and its Regulations as they now exist or as they may hereafter be amended.

### ARTICLE III- MEMBERSHIP

SECTION 1: Classification of Membership: There shall be four (4) classes of membership in this Society: (1) Honorary, (2) Active, (3) Emeritus, and (4) Affiliate.

Membership to this Society is a privilege, not a right, which is awarded to a person who meets the qualifications of his/her class of membership.

#### SECTION 2: Honorary Membership Qualifications

- A. Honorary membership in this Society shall be limited to physicians who are elected to the Society because of their outstanding contributions to hand surgery or to the New England Hand Society, Inc.
- B. The Executive Committee shall nominate such proposed members.
- C. Such members are exempt from dues.
- D. Honorary Members have no voting privileges.

#### SECTION 3: Active Membership qualifications.

- A. Active membership in this Society shall be limited to physicians whose practice includes a limited amount of hand surgery.
- B. Active members must have graduated from an accredited medical school, completed residency in general surgery, plastic surgery or orthopedic surgery; be board certified or board eligible. All nominations of each candidate for Active Membership shall be presented to the Membership Committee who determines the candidate's eligibility and upon the Membership Committee's approval the candidate's name is submitted to the Executive Committee to either decline the application for membership or to submit the candidate to the membership for election as a member.
- C. Such members shall pay dues, registration fees at the annual meeting and assessments as determined by the Executive Committee.
- D. Active members, dues paid for calendar year, have voting privileges.

#### SECTION 4: Emeritus membership qualifications.

- A. Emeritus membership in this Society shall be open to any member who has retired from active clinical practices.
- B. The Executive Committee shall nominate such proposed members or members may request Emeritus status once retired from active clinical practice.
- C. Such members are exempt from dues and have no voting privileges.

## SECTION 5: Affiliate membership qualifications

- A. Affiliate membership is available to Occupational and Physical Therapy Professionals and Physician Assistants whose interest and contributions are related to the improvement of hand surgery. Affiliate members must have graduated from an accredited program and have successfully passed their respective national certification exams NBCOT or NPTE or NCCPA).
- B. Such members shall pay dues, and assessments as determined by the Executive Committee.
- C. Such members shall have no vote at any Membership meeting and may not hold office.
- D. Affiliate members who are Occupational or Physical Therapists ~~but~~ may serve on the Therapist Member committee. The Therapist Chairperson serves on the Executive Committee and may exercise voting privileges concerning Affiliate Member business.
- E. The Affiliate Member Committee shall nominate such proposed members and present names for affiliate membership at the Society's annual meeting.

## ARTICLE IV- NOMINATION TO MEMBERSHIP

- A. For all membership classes, a candidate's name must be presented at the next scheduled annual meeting of the Society for approval by the affirmative vote of the Active Members present and participating at the regular annual meeting of the Society.
- B. Candidates for membership shall submit to the Membership and Executive Committees a completed application form or may be prescribed by the Executive Committee.
- C. The Executive Committee may conduct any investigation deemed appropriate in the evaluation of the candidate and will review the letters of recommendation.
- D. The Executive Committee shall vote on whether to propose candidates for membership after it has had sufficient time to review the applications and to then decide to accept, reject, or defer.
- E. A candidate whose application has been rejected or deferred shall be given written notification from the President, stating the reasons why the application was rejected or deferred. The President may recommend certain remedies where applicable. Rejected applicants may reapply in one year.

## ARTICLE V- STANDARDS FOR CONTINUED ACTIVE MEMBERSHIP

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

1. Continued compliance with the applicable requirements for membership as contained in Article III of the Bylaws;
2. Continued compliance with these Bylaws and policy statements as may be adopted by the membership or the Executive Committee;
3. Maintenance of a full and unrestricted state license to practice in the field of medicine or surgery and be board certified or board eligible in plastic surgery, orthopedic surgery or general surgery;
- 4. Continued adherence to the Principles of medical Ethics of the AMA; and**
5. Compliance with the dues, fees, and assessment requirements as established from time to time by the Executive Committee;

## ARTICLE VI- STANDARDS FOR CONTINUED AFFILIATE MEMBERSHIP

As a condition for continued membership in the Society, an Affiliate member shall demonstrate:

1. Continued compliance with the applicable requirements for membership as contained in Article III of the Bylaws;
2. Continued compliance with these Bylaws and policy statements as may be adopted by the membership or the Executive Committee;
3. Maintenance of National Credentialing in their individual professional fields of practice. Occupational and Physical Therapists shall maintain credentialing through NBCOT or APTA.
4. Continued adherence to the principles of medical ethics of the each discipline's professional association. Occupational and Physical Therapists shall adhere to the principles of medical ethics as established by the AOTA and/or APTA.
5. Compliance with the dues, fees, and assessment requirements as established from time to time by the Executive Committee;

## ARTICLE VII- REVOCATION OF MEMBERSHIP

SECTION 1. Forms of Action. The Executive Committee may drop, suspend or expel any member of the Society for cause after suitable warning from the Executive Committee, providing that there are no extenuating circumstances in the judgment of the Executive Committee. The member shall be informed of the pending action and given an

opportunity to appeal in person before the Executive Committee. The forfeiture of membership requires a two-thirds vote of those present and voting at a regular meeting of the Executive Committee. If a member who is expelled or suspended is also a Director or officer of the Society, then such suspension or expulsion shall automatically terminate such member's status as an officer and Director.

SECTION 2. Grounds for Action. A member of the Society may be dropped, suspended or expelled, for causes deemed sufficient by the Executive Committee, including but not limited to any of the following reasons:

a) Failure to comply with any of the requirements contained in Article V or VI Standards of Continued Membership of these Bylaws, or the rules, regulations, or policy statements of the Society as adopted from time to time by the Executive Committee;

**b) Violation of the Principles of Medical Ethics of the AMA for Members and violation of the AAOTA or APTA Code of Ethics for Affiliate Members;**

c) Failure to comply with the requirements of membership of the particular classification of membership the individual possesses, except as otherwise may be permitted by these Bylaws;

d) Conviction of a criminal offense involving moral turpitude; or

e) Being in arrears in payment of any fees, dues, and/or assessments for one year

SECTION 3. Reinstatement of Membership. A member may be re-instated upon the recommendation of the Executive Committee with the affirmative vote of two-thirds of the Executive Committee present at a regular meeting of the Executive Committee.

## ARTICLE VIII- RESIGNATION

Any member may resign at will by presenting his/her resignation to the Executive Committee. If they are a member in "good standing" upon resignation, then they may seek reapplication in the future.

## ARTICLE IX – FINANCIAL OBLIGATIONS

SECTION 1. The amount of annual dues shall be determined by the Executive Committee and then submitted to the general membership for approval. The annual dues shall be determined by the Executive Committee prior to dues assessment each year.

SECTION 2. Deficits incurred by the Treasurer by consent of the Executive Committee shall be met by a special assessment of members if approved by the Executive Committee.

SECTION 3. Special Assessments may be voted by the Executive Committee and submitted to the membership as the need arises.

## ARTICLE X – OFFICERS

SECTION 1. The officers of the Society shall consist of the following: President, Vice President, Secretary-Treasurer and Committeeperson-at-Large.

SECTION 2. The President, Vice President, Secretary-Treasurer and Committeeperson-at-Large will serve for two years. The Vice-President will succeed the President. Elections are to be held at the last meeting of the year in which elections are necessary.

## ARTICLE XI – DUTIES OF THE OFFICERS

SECTION 1. Duties of the President: The President shall preside at all meetings of the Society. The President shall be the principle executive officer of the Society. The President shall be Chairman of the Executive Committee and shall preside over all meetings of the members. The President is empowered to form ad hoc committees and to make appointments to fill vacancies in appointed or elected positions subject to the approval of the Executive Committee. The President may call meetings of the Executive Committee as deemed necessary and shall be responsible for all other duties delegated by these Bylaws or as shall be determined by the Executive Committee. The President shall serve a two-year term of office.

SECTION 2. Duties of the Vice-President. The Vice-President shall be responsible for the scientific programs of all meetings. The Vice-president shall succeed the President at the close of the annual meeting at the end of the President's second year in office. The Vice-president shall preside at all business meetings in the absence of the President in the event of death, incapacity, or refusal on the part of the President, the Vice-president shall assume the duties and title of the President, when directed to do so by the Executive Committee. Should the Vice-president succeed to the office of President other than by normal succession, the Vice-president shall fulfill both the remaining term of the replaced President and the following term to which the Vice-President was elected. The Vice-president is also responsible for oversight of membership recruitment and screening. The Vice President shall serve a two year term.

SECTION 3. Duties of the Secretary-Treasurer. The Secretary-Treasurer shall give due notice and keep the minutes of the Executive Committee and make a report of such meetings to the Society. The Secretary-Treasurer shall conduct all official correspondence of the Society. The Secretary-Treasurer shall notify members of application for membership, notify applicants of their election to membership and shall notify members of their election to office.

The Secretary-Treasurer shall collect all dues, fees, and assessments, have custody of and be responsible for all funds and other properties of the Society. The Secretary-Treasurer shall deposit these funds in such banks and depositories as shall be approved by the Executive Committee. The Secretary-Treasurer shall make such expenditures as shall be authorized by the Executive Committee and shall file the necessary data of the Society's financial accounts with the proper governmental authorities as required by the Internal

Revenue Service. The Secretary-Treasurer shall make available the financial records of the Society for audit when so required, and will submit a financial statement for our monthly meetings and our annual meeting. The Secretary-Treasurer shall have the right to retain a CPA when necessary to assist in making annual or special audits. The Secretary-Treasurer is empowered upon his/her signature alone to expend money up to a maximum of five thousand dollars. Expenditures of amounts above this figure shall require the approval of the Executive Committee. This figure is to be reviewed and adjusted by the Executive Committee as they deem advisable.

The Secretary-Treasurer shall keep the minutes of the meetings of the Executive Committee and of the members. The Secretary-Treasurer shall attend to the giving of notice of regular and special meetings of the Executive Committee and of all the meetings of the Members. The Secretary-Treasurer shall keep, at the principal office of the Society, a book or record containing the names of all persons who are members of the Society. The Secretary-Treasurer shall attend to all correspondence and present to the Executive Committee at its meetings all official communications received. The Secretary-Treasurer shall make the records of the Society open at the request of any member in good standing. The Secretary-Treasurer shall serve a two year term.

SECTION 4. The Committeeperson-at-Large shall serve as chairman of the Membership Committee, and shall coordinate completion of an application for membership to the Society prior to consideration by the Membership Committee.

## ARTICLE XII – COMMITTEES

SECTION 1. Executive Committee. The Executive Committee shall be composed of officers of the Society, namely the President, Vice-President, Secretary-Treasurer and Committeeperson-at-Large. The outgoing President shall continue on the Executive Committee on an emeritus status for two years or until the election of a new President at a regular meeting. The outgoing President has voting privileges on the Executive Committee. A Therapist Chairperson, voted on by affiliate members, will serve two years on the Executive Committee for the purposes of planning and providing input for the annual meeting. The Therapist Chairperson has limited voting privileges, on matters related to affiliate members, on the Executive Committee.

The Executive Committee and Administrator shall administer this Society and supervise its policies.

SECTION 2. Membership Committee. The Membership Committee shall be composed of the Executive Committee until such time as an independent Membership Committee is deemed necessary. The Membership Committee shall investigate charges of unprofessional conduct brought against a member of the Society and make recommendations for forfeiture of membership in the Society to the Executive Committee when such an action is considered necessary.

SECTION 3. Peer Review Committee. The Peer Review Committee shall be composed of members of the Executive Committee, as deemed necessary.

SECTION 4. Nomination Review Committee. The Nomination Review Committee shall be composed of the members of the Executive Committee until such time as an Independent Nomination Review Committee is deemed necessary.

SECTION 5. Affiliate Member Committee

The Committee will be comprised of a Therapist Chair, Therapist Membership coordinator and Therapist Educational coordinator and be appointed by the Affiliate members during the Society's Annual Meeting. Each position will serve a two year term.

The Therapist Chair will serve on the Executive Committee in an ex-officio capacity. The Chair will provide input into annual meeting plans relating to the Therapist/Affiliate members during Executive Committee meetings and present pertinent information during a designated portion of the Membership Business Meeting minimizing time away from therapy session. The Therapy Education Coordinator will plan the therapist breakout session conducted during the Society's annual meeting.

#### ARTICLE XIII – EXECUTIVE COMMITTEE MEETINGS

SECTION 1. Meetings of the Executive Committee may be called by the President with no less than a week's notification. The Executive Committee members are empowered to meet and transact the business of the Society by telephone conference call or by signed letters as set forth herein.

The Executive Committee will convene, via conference call or in person at a minimum of twice a year and as needed. An Executive Committee member may participate in a meeting through the use of any means of communication enabling all Executive Committee members participating in the meeting to hear one another, and participation in a meeting shall constitute presence in person at such meeting.

A written waiver signed at any time by an Executive Committee member entitled to notice shall be the equivalent to the giving of notice. The attendance of any Executive Committee member at a meeting, without protesting prior to the commencement of the meeting the lack of proper notice, shall be deemed to be a waiver by such director of notice of the meeting.

Any action which may be taken at a meeting may be taken without a meeting if a consent in writing setting forth the action so taken, or to be taken, shall be signed by all of the Executive Committee members entitled to vote with respect to the subject matter of such meeting, and the number of such Executive Committee members constitutes a quorum for such action.

SECTION 2. Quorums. The lesser of three quarters of the full slate of the Executive Committee or three Executive Committee Members is necessary to constitute a quorum for opening a meeting of the Executive Committee and the transaction of business. Once

an Executive Committee member is represented for any purpose at a meeting, the member is deemed present for quorum purposes for the remainder of the meeting.

#### ARTICLE XIV– MEMBERSHIP MEETINGS

SECTION 1. A regular meeting of the general membership shall be held annually during the month of December. A quorum of at least twenty Members of the Society who are in good standing and present in person is needed.

SECTION 2. Special Meetings, Notice, Quorums and Voting. A Special Meeting of the Society’s membership may be called by the President of the Society or by a majority vote of the then serving members of the Executive Committee. The Secretary shall provide at least 10 days’ notice but not more than 30 days’ notice to the Membership by regular mail or email for any Special or Regular Meeting. The Notice of Special Meeting shall state in general terms the purpose of the Special Meeting. A quorum for any Special Meeting shall consist of at least five Members of the Society who are in good standing and present in person or by proxy and a quorum for a regular meeting shall consist of at least twenty Members of the Society who are in good standing and present in person or by proxy. All voting shall be in person or by proxy and shall be vocal, unless a motion is made and passed for a vote by ballot, each of which ballot shall state the name of the Member voting and, in addition, if such ballot be cast by proxy, the name of the proxy shall be stated.

#### ARTICLE XV – INDEMNIFICATION

Indemnification and insurance. The Society shall indemnify Executive Committee members, officers, employees and agents of the Society to the maximum extent permitted by law and as set forth in the Society’s Certificate of Incorporation, including, without limitation, Sections 33-1116 through 33-1124 of the Connecticut General Statutes. The Society may procure insurance providing greater indemnification to such persons as well as to volunteers, and may cover the cost with any director, officer, employee or agent on such basis as may be agreed upon. Notwithstanding the foregoing the Society shall not indemnify such individuals, procure such insurance or share such premium cost to the extent so doing would be inconsistent with status as a section 501(c)(6) organization under the Internal Revenue Code of 1986 or corresponding provisions of any later federal tax laws.

#### ARTICLE XVI – SCIENTIFIC MEETINGS

SECTION 1. Any member of the medical or allied professions in good standing and medical students may attend the scientific portion of the Annual Meetings.

#### ARTICLE XVII – ITEMS FOR BUSINESS MEETINGS

The business meeting of the Society will be conducted once a year during the Annual Meeting. Agenda items may include but not limited to:

1. Minutes of previous meeting

2. Report of the Secretary-Treasurer
3. Report of the Committees
4. Communications
5. Unfinished Business
6. New Business
7. Scientific Program
8. Adjournment

#### ARTICLE XVIII – AMENDMENT OF THE BYLAWS

SECTION 1. Propositions to amend the Bylaws may be presented in writing at and Executive Committee meeting and must be signed by five Active Members.

SECTION 2. The proposed amendment shall be circulated to members 10 days in advance of the next meeting. A vote of two-thirds of the active membership present and voting at a regular meeting shall be required to pass an amendment to the Bylaws.

#### ARTICLE XIX – DISSOLUTION

In the event of dissolution, all of the remaining assets and property of the Society shall after payment of necessary expenses thereof be distributed to a nonprofit entity as determined by the Executive Committee at the time of dissolution otherwise to any successor thereto provided such successor shall qualify under section 501(c)(3) of the IRC and if there is not any such successor, then to such organization(s) as the Executive Committee may determine as shall qualify under section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws, or to the Federal government or State or local government for a public purpose.

#### ARTICLE XX – NON-DISCRIMINATION

The New England Hand Society, Inc. shall not deny any category of membership to any individual on the basis of sex, race, creed, color, or national origin.

#### ARTICLE XVII – FISCAL YEAR

The Society's fiscal year will run on a calendar year, January to December.