

BYLAWS  
OF  
INTERNATIONAL SOCIETY FOR TECHNOLOGY IN ARTHROPLASTY  
(a non-membership nonprofit public benefit corporation)

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INTERNATIONAL SOCIETY FOR TECHNOLOGY IN ARTHROPLASTY

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BYLAWS  
OF  
INTERNATIONAL SOCIETY FOR TECHNOLOGY IN ARTHROPLASTY  
a non-membership nonprofit public benefit corporation

I. OFFICES

- .1 Principal Office. The corporation's principal office shall be fixed and located at such a place as the Board of Directors may from time to time determine. The Board of Directors is hereby granted full power and authority to establish the location of the principal office and to change such location from time to time.
- .2 Other Offices. Branch or subordinate offices may at any time be established by the Board of Directors at any place or places where the corporation is qualified to do business.

II. PURPOSES

- .1 Purpose. The corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is for public and charitable purposes. The specific purpose of this corporation is to promote public awareness of, and promote education and research in, arthroplasty. The principal means by which this purpose shall be achieved is through the organization and execution of an Annual Symposium of the International Society for Technology in Arthroplasty (Annual Symposium).
- .2 Limitations. The corporation is a nonprofit, nonsectarian, nonracial, nonpolitical organization. The property of the corporation is irrevocably dedicated to charitable purposes; and no part of the net earnings, contributions, or assets of the corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons. The foregoing shall not preclude the corporation from paying reasonable compensation for services rendered or from making payments and distributions in furtherance of the purposes set forth in the Articles and otherwise in the Bylaws. No substantial part of the activities of the corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation. The corporation shall not participate or intervene in any political campaign (including the publication or distribution of statements) on behalf of any candidate for public office.

### III. MEMBERSHIP

- .1 Voting Class of Membership. There shall be one class of voting members of the corporation, consisting of the individuals who from time to time comprise the Board of Directors of the corporation.
- .2 Associate Members. Any person or entity (whether corporation, partnership, sole proprietorship, firm or organization or a department or subdivision thereof) interested in the purposes of this corporation and whose participation the Board has determined, in the Board's sole discretion, would advance the purposes of the corporation shall be eligible to be an Associate Member with the rights and privileges set forth in Section 3.3; provided that such persons or entities shall not become Associate Members except upon payment of such initiation fees and annual dues as may be determined by the Board of Directors. An Associate Member shall remain in good standing provided all subsequent dues, assessments and fees, together with such penalties for late payment as may be determined by the Board of Directors, have been paid within a period set by the Board of Directors and the Associate Member continues to meet all of the other requirements of Associate Member. Associate Member dues are initially fixed at Eighty Dollars (US\$ 80.00) per annum, and may be changed from time to time by a majority vote of the Board of Directors. The term of membership in the Society shall be for the calendar year.  
Associate Members shall not be or have the rights and privileges of statutory members as defined in Section 5056 of the California Nonprofit Public Benefit Corporation Law of the State of California and shall have no power or authority over the operation of the corporation.
- .3 Rights and Privileges of Associate Members. Associated Members shall have no voting rights with respect to the corporation. Associate Members shall have the right and privilege to attend the meetings of the corporation and to receive a copy of the proceedings of such meetings. Associated Members shall also be eligible to submit nominations for the at-large Directors to be elected by the Board of Directors at the time of the annual meeting; provide, however, that the Board of Directors is in no way bound by such nominations.
- .4 Other Class of Membership. The Board of Directors may, by appropriate resolution from time to time, establish another class or other class of members for the corporation. None of such other class or class of members, nor the constituents thereof, shall be or have the rights and privileges of voting for statutory members as defined in Section 5056 of the California Nonprofit Public Benefit Corporation Law of the State of California. The privileges, rights and duties of such other class or class of members shall be

as provided by the Board of Directors, subject to the terms of the

Bylaws, as amended from time to time. The Board may determine from time to time an initial membership fee, and set such fees, dues and assessments for membership in the corporation as the Board, in its discretion, may determine.

The Board of Directors may thereby confer specified rights on the members except as otherwise specified in the corporation's Articles of Incorporation or Bylaws.

- .5 Admission and Termination. Election of a successor Director as provided in the Bylaws shall operate to elect such Director to the membership of the corporation. Death, resignation, or removal of any Director as provided in the Bylaws shall automatically terminate membership of such person in the corporation.
- .6 Term and Termination of Associate Membership. Upon payment of any required annual dues, fees or assessments, a person or entity shall be an Associate Member of the corporation for a one (1) year period. Such one (1) year period shall begin on January 1 of each year. Such membership may be renewed annually. There is no limit to number of years a person or entity may be an Associate Member of the corporation. Associate Membership shall terminate upon the occurrence of any of the following:
  - i. Resignation, on 15 days notice to the corporation;
  - ii. Expiration of the term of Associate Membership, unless the Associate Membership is renewed upon the renewal terms set by the Board of Directors;
  - iii. Failure of an Associate Member to pay dues, fees, or assessments set by the Board of Directors, within ninety (90) days after they become due and payable.
- .7 Property Rights. No member or Associate Member shall have any right or interest in any of the property or assets of the corporation.
- .8 Nonliability. No member or Associate Member shall be personally liable for the debts, liabilities, or obligations of the corporation.
- .9 Nontransferability. No member or Associate Member may transfer for value or otherwise a membership or any right arising therefrom; and all rights of membership shall cease upon the member's death.

## IV. BOARD OF DIRECTORS

### .1 Powers.

Subject to the limitations of the Articles of Incorporation, of the Bylaws, and of the Nonprofit Public Benefit Corporation Law of the State of California, and subject to the duties of Directors as prescribed by the Bylaws, all Corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation shall be controlled by, the Board of Directors. So long as the Board of Directors shall be the sole class of voting members of the corporation, any action which requires approval of the members or approval of a majority of the members pursuant to the Nonprofit Public Benefit Corporation Law of the State of California shall require only approval of the Board. Without limiting the foregoing, the Board of Directors shall have the power to levy dues and assessments, to select and remove all officers, agents, employees and contractors, and to fix reasonable compensation therefor, to authorize and empower officers or agents to enter into contracts and other commitments on behalf of the corporation, and to appoint and delegate responsibilities and authority to committees, officers and agents.

### .2 Number of Directors.

The number of Directors of the corporation shall be not less than seven (7) and not more than eighteen (18) until changed by a duly adopted amendment to this Bylaw section. The exact number of Directors shall be fixed from time to time, within the limits specified in this section, by a resolution of the Board of Directors. Subject to the foregoing provisions for changing the number of Directors, the maximum number of Directors of the corporation is hereby fixed at eighteen (18).

### .3 Eligibility.

The Board of Directors shall consist of a balanced mix of persons interested in promoting the purposes of the corporation representing the scientific, engineering, business, and medical communities. The Board shall include persons with interests, expertise, skills or knowledge concerning the corporation's purposes and activities.

All candidates for membership on the Board of Directors shall have attended at least 3 of the most recent 5 ISTA Symposiums.

The Secretary General must have served previously as President of the Annual Symposium (which provision may be overridden by unanimous vote of the Board of Directors in exceptional circumstances).

Representatives of the Past Presidents Council shall have served previously as President of the Annual Symposium.

No officer or Director is eligible for reelection to a consecutive term in the same post, except that those who are elected to fill a partial term either initially, or to fill a vacancy, may be reelected to serve a consecutive complete term provided

they meet all other eligibility requirements

.4 Election: Term of Office.

The members of the Board of Directors shall consist of the following officers of the corporation (the President (current Annual Symposium Chair), First Vice President, Second Vice President, Secretary General, Program Director, and Chief Financial Officer), the First Past President, two (2) members representing the Past Presidents Council (PPC), and maximum nine (9) At-Large members. Vacancies to be elected by the Board of Directors at the annual meeting of the Board, which meeting shall be held in conjunction with the Society's annual symposium.

Directors who serve by virtue of their position as an officer of the corporation shall serve for a term concurrent with their term as officer of the corporation. Directors who serve by virtue of being a past President of the Annual Congress shall serve for a term of 1 year as the most recent past President. The Directors representing the Past Presidents Council (PPC) shall serve for staggered terms of two (2) years each. These Directors may be nominated to stand for election by the PPC but will be elected by the Board of Directors who are not bound by these nominations. The representatives of the Past Presidents Council will be elected to staggered terms with the initial election selecting one representative to serve a one (1) year term, and a second selected to serve a two (2) year term, and thereafter elected to staggered two(2) year terms.

At-large Directors shall serve for a term of three (3) years; provided, however, the initial at-large Directors shall serve for staggered terms of one (1), two (2) and three (3) years. The Board shall select a procedure for determining which of such Directors shall serve for each staggered term of office. At the next annual meeting for the election of Directors, that Director who has been designated to serve only one (1) year shall cease to be a Director, and the Board shall elect a Director to fill the resulting vacancy in accordance with this Section 4.4. Similarly, at the second annual meeting, the Director who has been designated to serve a term of two (2) years shall cease to be a Director.

In the event of postponement of the Annual Symposium, each of the President, First and Second Vice-Presidents, and First and Second Past Presidents shall have their term extended for the duration of the postponement. In the event of cancellation of the Annual Symposium, the order of progression of presidential succession will proceed as if the Symposium had taken place.



- .5 Vacancies. Vacancies in the Board of Directors may be filled by a majority of the remaining Directors then in office, whether or not less than a quorum, and each Director so elected shall hold office until the next annual meeting of the Board. A vacancy or vacancies shall be deemed to exist in the case of the death, resignation or removal of any Director, or if the authorized number of Directors be increased without election of the additional Directors so provided for, or in case of the failure at any time to elect the full number of authorized Directors, or if any Director fails to attend three (3) consecutive meetings of the Board without excuse, provided, however, that except upon notice to the Attorney General, no Director may resign where the corporation would be left without a duly elected Director in charge of its affairs. If any Director tenders his or her resignation to the Board of Directors, the Board shall have the power to elect a successor to take office at such time as the resignation shall become effective. No reduction in the number of Directors shall have the effect of removing any Director prior to the expiration of his or her term of office.
- .6 Place of Meeting. All meetings of the Board of Directors may be held at any place within or without the State, which has been designated from time to time by resolution of the Board or by the written consent of a majority of the Directors.
- .7 Organization Meetings. Not less frequently than annually, the Directors shall hold a regular meeting for the purpose of electing Directors to fill expiring terms, organizing the Board, the election of officers and the transaction of such business as may come before the meeting. Pending such organization meeting, all officers of the corporation shall continue to hold the officer position. A Director elected at such organization meeting, if any, shall forthwith become a member of the Board of Directors for purposes of such organization.
- .8 Other Regular Meetings. Other regular meetings of the Board of Directors shall be held from time to time as deemed necessary by the Board of Directors or the Secretary General of the corporation.
- .9 Special Meetings. Special meetings of the Board of Directors for any purpose may be called at any time by the Secretary General or by any two Directors.
- .10 Notice of Meetings. Notice of the time and place of each meeting of the Board of Directors not fixed by an express provision of the Bylaws or by a standing resolution of the Board of Directors shall be given to each Director

not less than four (4) weeks before the date of the meeting if given personally, by telephone, including a voice message system or other system of technology designed to record and communicate messages, telegraph, facsimile, electronic mail or other electronic memo, or by first-class mail.

- .11 Consent to Meetings. The transactions of the Board of Directors at any meeting however called and noticed or wherever held, shall be as valid as though done at a meeting duly held after call and notice if a quorum be present and if either before or after the meeting each Director not present signs a written waiver of notice, or a consent to the holding of such meeting or approval of the minutes thereof, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to such Director. All such waivers, consents or approvals shall be filed with the Corporate records and made a part of the minutes of the meeting.
  
- .12 Action Without Meeting. Any action required or permitted to be taken by the Board of Directors under any provision of the Nonprofit Public Benefit Corporation Law of the State of California may be taken without a meeting if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as a unanimous vote of such Directors. Any certificate or other document filed under any provision of the Nonprofit Public Benefit Corporation Law of the State of California which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Bylaws authorize the Directors to so act. For the purposes of this section only, "all members of the Board" shall not include any "Interested Directors" as defined in section 4.21.
  
- .13 Telephonic Meetings. Members of the Board may participate in a meeting through use of conference telephone, electronic video screen communication or other communications equipment. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting if all of the following apply:
  - .i Each member participating in the meeting can communicate with all of the other members concurrently.
  
  - .ii Each member is provided the means of participating in all matters before the board, including the capacity to propose, or to interpose an objection, to a specific action to be taken by the corporation.
  
  - .iii The corporation adopts and implements some means of verifying both of the following:

(1) A person communicating by telephone, electronic video screen, or other communications equipment is a director entitled to participate in the board meeting.

(2) All statements, questions, actions, or votes were made by that director and not by another person not permitted to participate as a director.

- .14 Quorum. At least a majority of the members of the Board of Directors in office from time to time shall be necessary to constitute a quorum for the transaction of business, except to adjourn as hereinafter provided. Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors.
- .15 Adjournment. A majority of the Directors present, whether or not a quorum is present, may adjourn any Directors' meeting to meet again at another time or place. In the event a meeting of the Board of Directors is adjourned for more than twenty-four (24) hours, notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to the Directors who were not present at the time of the adjournment.
- .16 Fees and Compensation. Directors shall not be compensated for serving on the Board of Directors. Directors shall be entitled to reimbursement of expenses incurred on behalf of the corporation, as authorized by resolution of the Board of Directors. Members of committees may receive such compensation, if any, for their services and such reimbursement for expenses as may be fixed or determined by resolution of the Board of Directors; provided that such compensation shall be reasonable and shall be comparable to compensation paid by unaffiliated entities for a like position. Nothing herein shall be considered to preclude any Director from serving the corporation in any other capacity, including as an officer, agent, employee or otherwise, and receiving compensation therefor.

.17 Nonliability of Directors and Certain Officers.

- a. Volunteer Directors. Pursuant to Section 5239 of the Nonprofit Public Benefit Corporation Law of the State of California, there shall be no personal liability to a third party on the part of a volunteer Director or volunteer President, Vice-President, Secretary General, Program Director or Chief Financial Officer of this corporation caused by the Director's or officer's negligent act or omission in the performance of that person's duties as a Director or officer, if all the following conditions are met:
- i. The act or omission was within the scope of the Director's or Officers' duties;
  - ii. The act or omission was performed in good faith;
  - iii. The act or omission was not reckless, wanton, intentional, or grossly negligent;
  - iv. The corporation has complied with the requirements of subsection (b) below.

This limitation on the personal liability of a volunteer Director or officer does not limit the liability of the corporation for any damages caused by acts or omissions of a volunteer Director or volunteer officer, nor does it eliminate the liability of a director or officer provided in Section 5233 or 5237 of the Nonprofit Public Benefit Corporation Law of the State of California in any action or proceeding brought by the Attorney General.

- b. Requirement to Obtain Liability Insurance. In order to obtain the full benefit of the limitation of liability set forth in subsection (a) above, the corporation and the Directors shall make all reasonable efforts in good faith to obtain liability insurance in the form of a general liability policy for the corporation or a director's and officer's liability policy.
- c. Paid Directors and Officers. Any Director or officer who receives compensation by the corporation for acting in his or her capacity as a Director or an officer, as the case may be, shall have no liability based upon any alleged failure to discharge such person's obligations as a Director, including, without limiting the generality of the foregoing, any actions or omissions which exceed or defeat a public or charitable purpose to which the corporation, or assets held by it, are dedicated, (i) so long as such compensated Director or officer complies with provisions of section 4.20 of the Bylaws, and (ii) except as provided in Section 5233 of the Nonprofit Public

Benefit Corporation Law of the State of California.

- .18 Indemnity for Litigation. The corporation hereby agrees to exercise the power to indemnify any person who was or is a party or is threatened to be made a party to any proceeding by reason of the fact that such person is or was a Director, officer, employee or other agent (as defined in Section 5238 of the Nonprofit Public Benefit Corporation Law of the State of California) of the corporation, to the full extent allowed under the provisions of said Section 5238 relating to the power of a corporation to indemnify any such person. The amount of such indemnity shall be so much as the Board of Directors determines and finds to be reasonable, or, if required by said Section 5238, the amount of such indemnity shall be so much as the court determines and finds to be reasonable.
- .19 Interested Persons. Pursuant to Section 5227 of the Nonprofit Public Benefit Corporation Law of the State of California, no more than forty-nine percent (49%) of the Directors serving on the Board may be "interested persons." For the purposes of this section, "interested persons" means either (i) any person currently being compensated by the corporation for services rendered to it within the previous twelve (12) months whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a Director as Director; or (ii) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law or father-in-law of any such person. The provisions of this section 4.19 shall not affect the validity or enforceability of any transaction entered into by the corporation.
- .20 Standard of Conduct. Pursuant to Section 5231 of the California Nonprofit Public Benefit Corporation Law, a Director shall perform the duties of a Director, including duties as a member of any committee of the Board upon which the Director may serve, in good faith, in a manner such Director believes to be in the best interests of the corporation and with such care, including reasonable inquiry, as an ordinary prudent person in a like position would use under similar circumstances. In performing the duties of a Director, a Director 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:
- a. One or more officers or employees of the corporation whom the Director believes to be reliable and competent in the matters presented;
  - b. Counsel, independent accountants or other persons as to matters which the Director believes to be within such person's professional or expert competence; or
  - c. A committee of the Board upon which the Director does not serve, as to matters within its designated authority, which committee the Director believes to merit confidence provided,

that in any such case, the Director acts in good faith, after reasonable inquiry when the need therefor is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.

- .21 Self-Dealing Transactions. Pursuant to Section 5233 and except as provided in Section 5233 of the Nonprofit Public Benefit Corporation Law of the State of California, the corporation shall not be a party to a transaction in which one or more of its Directors has a material financial interest ("Interested Director") unless:
- a. Approval by Attorney General. The Attorney General, or the court in an action in which the Attorney General is an indispensable party, has approved the transaction before or after it was consummated; or
  - b. Approval by Board. Prior to entering into the transaction, after full disclosure to the Board of all material facts as to the proposed transaction and the Interested Director's interest and investigation and report to the Board as to alternative arrangements for the proposed transaction, if any, the Board in good faith and by a vote of a majority of the Directors then in office (without including the vote of the Interested Director):
    - i. Resolves and finds that (1) the transaction is in the corporation's best interests and for the corporation's own benefit, (2) the transaction is fair and reasonable as to the corporation, and (3) after reasonable investigation under the circumstances as to alternatives, the corporation could not have obtained a more advantageous arrangement with reasonable efforts under the circumstances; and
    - ii. Approves the entire transaction; or
  - c. Interim Approval by Authorized Committee or Person. If it is not reasonably practicable to obtain approval of the Board prior to entering into such transaction, and, prior to entering into said transaction, a committee or person authorized by the Board approves the transaction in a manner consistent with the procedure set forth in subsection (b) of this section; and the Board, after determining in good faith that the corporation entered into the transaction for its own benefit and that the transaction was fair and reasonable as to the corporation at the time it was entered into, ratifies the transaction at its next meeting by a vote of the majority of the Directors then in office, without counting the vote of the Interested Director.

## V. OFFICERS

- .1 Officers. The officers of the corporation shall be a President, First Vice-President, Second Vice-President, Secretary General, Program Director, Chief Financial Officer, and such other officers as the Board of Directors may appoint. No person shall hold more than one office.
- .2 Election.  
The officers of the corporation, except such officers as may be appointed in accordance with the provisions of section 5.4, shall be chosen annually by the Board of Directors as each term of office expires, and each shall hold his or her office until he or she shall resign or shall be removed or otherwise disqualified to serve, or his or her successor shall be elected and qualified. The Secretary General, Program Director, and Chief Financial Officer shall serve in such positions for terms of three (3) years which will be staggered so as to provide continuity of governance. The President, First Vice-President and Second Vice-President shall serve for terms of approximately one (1) year. Since the beginning and end of these terms shall be determined by the timing of The Society's Annual Symposium, the exact term may vary. Following the termination of such term, the Second Vice-President shall succeed as the First Vice-President and the First Vice-President shall succeed as President, to serve in such positions in the next following year. The Board shall annually elect a Second Vice-President who is selected with the express purpose of organizing the Annual Symposium of The Society in two years.
- .3 Removal and Resignation. Any officer may be removed, either with or without cause, by the vote of a two-thirds (2/3) majority of the members of the Board of Directors then in office at any regular or special meeting thereof. Any officer may resign at any time by giving written notice to the Board of Directors, or to the Secretary General of the corporation. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.
- .4 Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause, shall be filled in the manner prescribed in the Bylaws for regular appointments to such office.
- .5 President of the Annual Symposium The President is and serves as the ceremonial head of the Society. Subject to the control of the Board of Directors, the President shall have general supervision, direction and control of the planning and execution of the next Annual Symposium of The Society. The President is selected to create a unique character for the Annual Symposium while meeting the overriding purpose of providing the premier international forum for the presentation of the most advanced developments in the field of arthroplasty. The

President's responsibilities include establishing a program budget and monitoring the budget for compliance, organizing the solicitation of commercial exhibitor sponsorships and grants, working with the selected venue to produce a suitable setting for the Symposium, soliciting abstracts for presentation, oversee the review of submitted abstracts, promoting international participation, and conducting the meeting. In these duties the President will be assisted by the Board of Directors and officers and may call upon others at his or her discretion. Their term shall commence at the end of the Society's Annual Symposium which immediately precedes the meeting they have been elected to organize. They shall preside at the Annual Symposium they have been elected to organize and shall have such other powers and duties as may be prescribed from time to time by the Board of Directors. In the event that the Annual Symposium a President was elected to organize does not take place, the President shall continue to serve in office until the date which the Symposium was originally scheduled to conclude. The succession of First Vice-President to the office of President will then take place.

- .6 First and Second Vice-Presidents. The Vice-Presidents shall have such other powers and duties as may be prescribed from time to time by the Board of Directors. Specifically, the First Vice- President shall have the duty of preparing for the annual meeting of the corporation to be held at the end of the year he or she assumes the office of President (the next annual meeting). Similarly, the Second Vice- President shall have the duty of preparing for the annual meeting of the corporation to be held at the end of the year he or she assumes the office of President (the second next annual meeting).
- .7 Secretary General. The Secretary General is the chief executive officer of the corporation functioning under the control of the Board of Directors and is the legal representative of the corporation and Chairman of the Board of Directors. The Secretary General shall coordinate all of the activities of the Society so as to support the President in the organization of its Annual Symposium. They shall have general supervision, direction and control of the business and affairs of the corporation and shall be an ex-officio member of all committees and subcommittees and shall oversee the appointment and supervise the function of ISTA staff members.

They shall direct the process of soliciting and qualifying proposals from prospective Presidents of the Society to organize future Annual Symposiums of the Society. In so doing, the Secretary General shall strive to maintain a regular rotation of the Presidency and venue to around the world. This shall include providing assistance and preparation guidelines to those wishing to submit proposals to organize a future Annual Symposium and supervise the proposal review and selection process by the full Board of Directors. The Secretary General shall endeavor to ensure that a second vice-president and venue are selected two (2) years prior to



the corresponding Symposium. Once a proposal has been selected, the Secretary General shall act to ensure that proper agreements are put in place between the corporation and the prospective Annual Symposium organizer which provide that there will be adequate and timely program planning and execution, that the liability of the Corporation and Society is limited and strictly delineated, and that provide for adequate revenues from the Annual Symposium to the Corporation and the Society to ensure continued operation of the Society and cover Corporate and Society Expenses.

The Secretary General shall oversee the selection process for all awards which bear the name of the Society, including, but not limited to the Lifetime Achievement Award and the HAP Paul Award to ensure that the nomination and selection processes are fair and reflect well upon the reputation and purposes of the Society and the Corporation. In the oversight process, he or she shall act to ensure that those appointed to the selection committees have no conflict of interest in the selection process.

The Secretary General will strive to make the Society an dynamic, attractive forum for innovation and technology in arthroplasty, honoring its three essential characteristics: 1) promotion of research, innovation and education in technology in arthroplasty; 2) internationality with an annual meeting rotating around the world, and 3) collaboration between surgeons, scientists, engineers and industry as equals. Together with the Chief Financial Officer, the Secretary General will ensure a sustainable financial situation but will also explore possible investments to make the society more attractive to new members, meeting participants and sponsors.

The Secretary General acts as the spokesperson for the Society in all relationships with other organizations.

The Secretary General is responsible for safeguarding the future of the Society, its public reputation and 'fame', and its publicity and accessibility through a well-functioning website and social media. They shall act to ensure the Society adheres to the Bylaws-and upholds a culture of integrity, diversity, mutual respect and collaboration.

- .8 Executive Secretary. The Executive Secretary, if any, shall assist the Secretary General in the performance of their duties. The Secretary shall keep a full and complete record of the proceedings of the Board of Directors, shall keep the seal of the corporation and affix it to such papers and instruments as may be required in the regular course of business, shall make service of such notices as may be necessary or proper, shall supervise the keeping of the records of the corporation, shall deliver the annual statement required by Section 7.6 to the members, and shall have such other powers and duties as may be prescribed from time to time by the Board of Directors. In the event that an Executive Secretary is not serving, then the Secretary General shall assume the duties of the Secretary.

- .9. Program Director. The Program Director shall take the lead in preparing general procedures and processes for all ISTA symposia together with respective committees (see section VI Committees) and in preparing amendments to procedures and processes. Processes and procedures will be recorded in a so-called ISTA Greenbook of good practices. The Program Director shall oversee the committees (see section VI Committees) which are assisting the Annual meeting president and co-chair with organizing annual meeting abstract and award solicitation, review, and selection. Criteria and procedures for selection will be recorded in the ISTA Greenbook and published on the ISTA website. The Program Director shall also assist the organizers of the future Annual Symposiums. They will work with the President and co-chair of each Annual Symposium in preparation of program planning timelines, and in securing commercial sponsorship and exhibitions. In this capacity, they will act to ensure that the objectives of the Society and Corporation are reflected in the final program, and in the presentation of that program. They will also coordinate with the Secretary General and the Symposium President and Co-Chair to ensure that Society sponsored awards have a proper venue for presentation within the Symposium program. Any issues will be discussed between the Secretary General, the Program Director and CFO. In the event of a disagreement, it will be brought to the Board of Directors attention.

In the absence or disability of the Secretary General, the Program Director shall perform all the duties of the Secretary General and in so acting shall have all of the powers of the Secretary General until such time as a replacement can be elected by the Board of Directors. The Program Director, as acting Secretary General, shall then organize the election of a successor Secretary General by the Board of Directors to complete the current Secretary General's term of office as soon as may be reasonably possible.

- .10 Chief Financial Officer. The Chief Financial Officer (to be known as the "Treasurer") shall receive and safely keep all funds of the corporation and deposit them with such depositories as may be designated by the Board of Directors. He or she shall disburse the funds of the corporation as may be ordered by the Board of Directors, shall render to the Secretary General and Directors, whenever they request it, an account of all his or her transactions as Chief Financial Officer, and of the financial condition of the corporation, and shall have such other powers and duties as may be prescribed from time to time by the Board of Directors. The Chief Financial Officer shall supervise ISTA staff in the maintenance of the ISTA members roster and in the annual membership renewal drive. In cooperation with the Secretary General and the Program Director, they shall review proposed symposium budgets and make recommendations to the Board of Directors regarding budget adoption and shall monitor the financial management of the Annual Symposium of the Society by the President of the Symposium. They will also oversee the Finance Committee (see section VI committees)

In the absence or disability of the Program Director, the Chief Financial Officer shall perform all the duties of the Program Director and in so acting shall have all of the powers of the Program Director until such time as a replacement can be elected by the Board of Directors.

## VI COMMITTEES

- .1 **Standing Committees.** The Secretary General and the Program Director may establish committees to assist in the furtherance of the mission of the Society. Membership on any committee will be by appointment by the Secretary General or the Program Director and confirmation by majority vote of the Board of Directors. The number and mission of these committees may be changed from time to time by direction of the Secretary General and the Program Director.  
The committees will work under the supervision of the Program Director and will have a committee chair who is a member of the Board of Directors. Other committee members may be recruited amongst ISTA members and Past Presidents
  
- .2 **Powers and Authority of Committees.** The Board of Directors may delegate to the Executive Committee or any other committee having the authority of the Board, any of the powers and authority of the Board of Directors in the management of the business and affairs of the corporation, except the following:
  - a. The approval of any action for which the Nonprofit Public Benefit Corporation Law of the State of California also requires the approval of members of a corporation, in which event the approval of the Board of Directors shall be required.
  - b. The filling of vacancies on the Board or in any committee which has the authority of the Board.
  - c. The fixing of compensation of the Directors for serving on the Board or on any committee.
  - d. The amendment or repeal of Bylaws or the adoption of new Bylaws.
  - e. The amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable.
  - f. The appointment of committees of the Board having the authority of the Board, or the members thereof.
  - g. The approval of any self-dealing transaction, except as permitted in section 4.21 of the Bylaws.

## VII MISCELLANEOUS

- .1 Fiscal Year. The fiscal year of the corporation shall end on the last day of December of each year.
- .2 Inspection of Corporate Records. The books of account and minutes of the proceedings of members and Directors, and of any Executive Committee or other committees of the Directors, shall be open to inspection at any reasonable time upon the written demand of any Director. Such inspection may be made in person or by an agent or attorney and shall include the right to make photocopies and extracts.
- .3 Representation of Shares of Other Corporations. Any officer of the corporation is authorized to vote, represent and exercise on behalf of the corporation all rights incident to any and all shares of any other corporation or corporations standing in the name of the corporation. The authority herein granted to said officers may be exercised by such officers in person or by other persons authorized to do so by proxy duly executed by such officers.
- .4 Checks, Drafts, Etc. All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness issued in the name of or payable to the corporation and any and all securities owned by or held by the corporation requiring signature for transfer shall be signed or endorsed by such person or persons and in such manner as from time to time shall be determined by the Board of Directors.
- .5 Execution of Contracts. The Board of Directors may authorize any officer, or officers, agent, or agents, to enter into any contract or execute any contract or execute any instrument in the name of and on behalf of the corporation; and such authority may be general or confined to specific instances. Unless so authorized by the Board of Directors, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or render it liable for any purpose or in any amount. Provided, that pursuant to Section 5214 of the Nonprofit Public Benefit Corporation Law of the State of California, any such contract or instrument between the corporation and any third person, when signed by the President or any Vice-President and the Secretary General, Program Director or Chief Financial Officer of the corporation, shall be valid and binding upon the corporation in the absence of actual knowledge on the part of said third person that the signing officers had no authority to execute the same.
- .6 Annual Statement of Certain Transactions and Indemnifications. Pursuant to Section 6322 of the Nonprofit Public Benefit Corporation Law of the State of California, the Board of Directors shall cause an annual statement of the transactions and indemnifications specified in Section 6322 to be delivered to the members not later than one hundred twenty (120) days after the close of the fiscal year. If the corporation

issues an annual report, this requirement shall be satisfied by including the required information in said annual report.

- .7 Corporate Loans, Guarantees and Advances. The corporation shall not make any loan of money or property to or guarantee the obligation of any Director or officer, except as is expressly allowed under Section 5236 of the Nonprofit Public Benefit Corporation Law of the State of California.
- .8 Public Inspection and Disclosure. The corporation shall have available for public inspection at its principal office a copy of its three (3) most recent annual exempt organization information returns and a copy of its application for recognition of exemption and determination letter. In addition, in the event that the corporation provides services or information to the public for a fee, and such services or information are available from the federal government free of charge or for a nominal cost, such availability shall be conspicuously disclosed in an easily recognizable format in any solicitation or offer by the corporation.
- .9 Political Activities. The corporation shall refrain from any intervention in any political campaign on behalf of, or in opposition to, a candidate. The corporation shall not make any political expenditure or lobbying expenditure which will result in the loss of, or otherwise adversely affect, its status as a tax-exempt organization under the Internal Revenue Code of 1986, as amended.

## VIII. AMENDMENT OF ARTICLES OF INCORPORATION

- .1 Approval of Amendments. The Articles of Incorporation of this corporation may be amended only upon unanimous approval of the Board of Directors.

## IX EFFECTIVE DATE AND AMENDMENTS

- .1 Effective Date. The Bylaws shall become effective immediately upon their adoption. Amendments to the Bylaws shall become effective immediately upon the adoption of the amendment, unless the Board of Directors in adopting the amendment provides that it is to become effective at a later date.
- .2 Amendments. The Bylaws may be amended or repealed and new Bylaws adopted by the vote of a two-thirds (2/3) majority of the members of the Board of Directors then in office.