

**BYLAWS  
OF THE  
UNITED STATES BONE AND JOINT INITIATIVE, NFP**  
[Previously named the United States Bone and Joint Decade, NFP]

**ARTICLE I  
NAMES, STATUS, OFFICE**

**1.1 Name**

The name of this corporation shall be the United States Bone and Joint Initiative, NFP (hereinafter "USBJI"), a not-for-profit corporation formed under the laws of the State of Illinois.

**1.2 Status of Corporation**

The USBJI shall be a not-for-profit corporation, located in and governed by the statutes and regulations of the State of Illinois.

**1.3 Office**

The USBJI shall maintain a registered office and registered agent in the State of Illinois and may have other offices within or outside the State.

**ARTICLE II  
PURPOSE**

**2.1 Purposes**

The purposes of the USBJI are to:

- a) Initiate and coordinate collective action of organizations that have an interest in reducing the burden of musculoskeletal conditions on the United States.
- b) Raise awareness of the American people of the growing burden of musculoskeletal disorders on society;
- c) Promote prevention of musculoskeletal disorders and empower patients through education programs;
- d) Advance research in prevention, diagnosis and treatment of musculoskeletal disorders; and
- e) Improve diagnosis and treatment of musculoskeletal disorders.
- f) As the U.S. National Action Network, coordinate these goals with those of the International Bone and Joint Decade.

**2.2 Manner of Acting**

The manner in which the USBJI expects to execute its objectives are:

- a. To operate exclusively for charitable and educational purposes, including but not by way of limitation, the making of distributions for such purposes to selected organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code of 1986, as amended (hereinafter "the Code") or the corresponding provision of any future United States internal revenue statute.
- b. To accept, hold, invest and administer any property – real, personal, or mixed – whether received by gift, devise, bequest, purchase, lease, loan or otherwise, absolutely or in trust, for the foregoing purposes or any of them, and to carry out the directions and exercise the powers contained in any trust or other instrument under which such property may be so received, including without limitation the expenditure of the principal, as well as the income, of any property so received, if authorized or directed in such trust or other instrument; and, if so received without any designation of specific use, to expend the income and principal thereof for any one or more of the foregoing purposes in such manner and amounts and at such time or times as deemed proper by the USBJI Board of Directors.

- c. To engage in any and all lawful activities that may be incidental or reasonably related to any of the forgoing purposes and to have and exercise all other powers and authority now and hereafter conferred upon not-for-profit corporations under the laws of the State of Illinois.

### **2.3 Inurement**

No part of the net earnings of the USBJI shall inure to the benefit of any individual, except that the USBJI shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of the purposes set forth above, and no substantial part of the activities of the USBJI shall be used in the carrying on of propaganda or otherwise attempting to influence legislation. USBJI shall not participate in, or intervene in (including publishing or distributing of statements) any political campaign on behalf of or against any candidate for public office.

## **ARTICLE III STATUS AND CATEGORIES OF MEMBERSHIP**

The USBJI shall consist of the following categories of membership:

### **3.1 Member categories**

#### **a) Founding Members**

Founding Members are charitable, research, and educational not-for-profit organizations that support the objectives and activities of the USBJI. They are required to pay annual dues, the amount to be set annually by the Board of Directors. Founding Members are entitled to one representative on the USBJI Board of Directors. Founding Members are those organizations that were represented on the precursor Steering Committee of the National Action Network of the United States prior to the formation of the USBJD/USBJI.

The Founding Members of USBJI are:

- ACR Research and Education Foundation
- American Academy of Orthopaedic Surgeons
- American Academy of Pediatrics
- American Academy of Physical Medicine and Rehabilitation
- American Chiropractic Association
- American College of Rheumatology
- American Physical Therapy Association
- American Society for Bone and Mineral Research
- Arthritis Foundation
- National Athletic Trainers' Association, Inc.
- National Osteoporosis Foundation
- Orthopaedic Research and Education Foundation
- Orthopaedic Research Society
- Pediatric Orthopaedic Society of North America
- Shriners Hospitals for Children

#### **b) Participating Members**

Participating Members are charitable, research, and educational not-for-profit organizations that support the objectives and activities of the USBJI, but did not elect to become Founding Members. They may or may not be required to pay annual fees, as determined by the Board of Directors, and may otherwise provide in kind or financial support to the activities of the USBJI. Participating Members shall have such voting privileges as are provided in these Bylaws.

#### **c) Associate Members**

Associate Members are for-profit organizations who support the objectives and activities of the USBJI and wish to be officially recognized as such. They may or may not be required to pay annual fees, as determined by the Board of Directors, and may otherwise provide in kind or financial support to the activities of the USBJI. Associate Members shall not have voting privileges.

**d) Honorary Members**

Honorary Members are persons who, because of their position or particular stature in the community, are invited to become *ex-officio* members of the USBJI, particularly because of the prestige they would bring to the corporation as well as the assistance they could provide in achieving its objectives. Honorary Members do not pay dues and do not have voting privileges.

**3.2 Election of Members**

Admission to membership is by majority vote of the Board of Directors.

**3.3 Membership resignation or expulsion**

A member may resign from the USBJI by filing its intention in writing with the Secretary; however, resignation does not relieve a member from liability for dues, or other charges accrued and unpaid as of the date of the resignation. Such resignation shall be effective as of the date of the succeeding Board meeting following receipt of notice.

The Board may rescind a member for reasonable cause, as defined in Paragraph 5.6, for non-payment of dues, or otherwise for not meeting the criteria for membership, by two-thirds (2/3) vote of the Board. No dues or portion thereof will be refunded on resignation or expulsion.

**3.5 Dues**

Annual dues shall be determined by the Board of Directors.

Any member of the USBJI who is delinquent in dues for a period of more than sixty (60) days shall be notified in writing and given a further thirty (30) days to rectify the situation, or be considered for expulsion by the Board of Directors. However, the Board of Directors may by rule prescribe procedures for extending the time for payment of dues and continuation of membership privileges upon request of a member for good cause.

**3.6 Role of members**

The role of members is to initiate, coordinate, and/or participate in activities that support the purpose, mission and objectives of the USBJI.

**ARTICLE IV  
MEETINGS OF THE MEMBERSHIP**

**4.1 Annual Meeting**

The annual meeting shall take place every year at such time and place as designated by the Board of Directors, but must take place prior to the year-end following the calendar year for which the auditors' financial report will be made. The purpose of the annual meeting will be reporting on the election of directors, and other items as determined by the Board of Directors. Any opinions expressed at the USBJI annual meeting shall be considered by, but not be binding on the USBJI Board of Directors.

**4.2 Special meetings of the membership**

Special meetings of the membership may be called either by the President, or a majority of the Board of Directors, or by a majority of the members in good standing, for the purpose(s) stated in the call of the meeting. Any opinions expressed at special meetings shall be considered by, but not be binding on the USBJI Board of Directors.

**4.3 Date, Time and Place of meeting**

The Board of Directors may designate any place, date and time for the annual meeting or for any special meeting called by the President or the Board of Directors. If no designation is made or if a special meeting is otherwise called, the place of meeting shall be the registered office of the corporation in the State of Illinois.

**4.4 Notice of meetings**

Written notice stating the place, date and time of any meeting of members shall be delivered to each member not less than thirty (30) days prior to the date set for that meeting. The purpose of such

meeting shall be stated in the notice of the meeting. If mailed, the notice of a meeting shall be deemed delivered when deposited in the United States mail addressed to the member at his or her address as it appears on the records of the corporation, with postage thereon prepaid, or by electronic transmission. 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.

## **ARTICLE V BOARD OF DIRECTORS**

### **5.1 Powers and Duties of the Board of Directors**

The Board of Directors shall determine policies and procedures regarding and receive financial support for and manage the property and affairs of USBJI. It shall be the administrative and policy setting authority of the USBJI. It may invite guests to participate in its deliberations at any meeting. The Board shall approve all budgets of the USBJI. It shall protect the name and logo of the corporation and monitor and administer all programs undertaken on behalf of the International Bone and Joint Decade in the United States.

### **5.2 Number and Qualifications**

There shall be a maximum of twenty-four (24) voting members of the Board of Directors, comprised of one representative from each of the Founding Members which has paid its annual dues, plus seven Members-at-large, five representing the Participating Members and two representing the interests of patients and the general public. In addition the President would be an additional Member-at Large if replaced as the representative of his or her appointing organization during the term of his/her presidency.

Each Founding Member representative must carry the full authority to represent and to vote on behalf of the body that he/she was elected to represent.

In the case of substitute representation at a meeting of the Board, the Board member unable to attend must provide, by written proxy notice (ref. 5.12) to the Secretary, authority to the substitute to vote on his/her behalf.

No more than one representative of a Founding or Participating Member may sit on the Board at any one time.

The Chief Staff Officer or Chief Contract Officer shall serve as a non-voting, *ex-officio* member of the USBJI Board of Directors.

### **5.3 Election of Directors**

#### **5.3 a) Election of Directors**

The Board of Directors shall consist of one representative of each Founding Member in good standing of the USBJI. The Board of Directors shall elect by ballot and a majority of votes the seven (7) Members-at-Large, five (5) representing the Participating Members and two (2) representing the interests of patients and the general public, in the manner prescribed in these Bylaws.

#### **5.3 b) Founding Member representatives**

Each Founding Member shall submit the name of its representative on the Board to the Secretary prior to the date of the annual meeting.

#### **5.3 c) Election of Members-at-Large**

Nominations for the seven (7) Members-at-Large shall be forwarded to the Secretary by Participating Members, in response to a call for nominations. This call will allow no less than thirty (30) days for submission of candidates from the stamped date of mailing, or date of electronic transmission, by the Secretary, prior to the date set for the annual meeting.

At or prior to the annual meeting, the Directors of the current Board shall vote by ballot and a majority of votes cast on the selection of new Directors from Participating Members for the coming year.

The names of those elected as Members-at-Large will be announced at the annual meeting.

#### **5.4 Term**

Except as otherwise provided in these Bylaws, the term for all members of the Board of Directors, excluding ex-officio members, shall be for three (3) years. Any Director shall be eligible for re-election.

#### **5.5 Resignations**

A member of the Board of Directors may resign at any time by written notice delivered to the Secretary or the President if it is the position of Secretary that is being resigned. A resignation is effective when the notice is delivered unless the notice specifies a future date.

#### **5.6 Removal of Directors**

A Director may be removed for cause by a two-thirds (2/3) vote of the Board of Directors at a special meeting called specifically by written notice for the removal of such director. Cause shall be defined as violation of the Bylaws, a refusal to act when required to do so by these Bylaws or the Board of Directors, or for conduct prejudicial to the interests of the USBJI.

The Secretary shall send to all members of the Board of Directors a written notice of such special meeting, stating the purpose of the meeting and naming the director(s) to be voted upon, at least twenty (20) days but no more than sixty (60) days prior to the meeting.

The Director(s) to be voted on shall be given the opportunity to present his/her/their case, prior to the vote being called.

#### **5.7 Vacancies**

Upon the resignation or removal of a Founding Member's representative on the Board of Directors, the Founding Member shall appoint another representative. The appointed individual will serve the rest of the term of the director who has resigned or been removed, at which time the normal procedure for election as outlined elsewhere in these Bylaws will resume.

Upon the resignation or removal of a Member-at-Large on the Board, Participating Member organizations shall submit nominations, in response to a call for nominations that will allow no less than thirty (30) days for submission of candidates from the stamped date of mailing, or date of electronic transmission, by the Secretary. Upon the recommendation of the nominating committee, Directors of the Board shall vote by ballot and a majority of votes cast on the selection of the new Member-at-Large. The elected individual will serve the rest of the term of the director who has resigned or been removed, at which time the normal procedure for election as outlined elsewhere in these Bylaws will resume.

#### **5.8 Regular Meetings**

The Board of Directors shall meet in person at least once annually, with travel costs to be borne by the directors' respective groups. Telephone or videoconferences may supplement the yearly meetings.

#### **5.9 Special Meetings**

A special meeting may be called by the President or by resolution of the Board of Directors. Special meetings may also be called by written petition by a majority of the Board of Directors. The petition shall be submitted to the Secretary. Either the Secretary or the Board member(s) calling the meeting shall fix the time, location and date for the special meeting which shall be not less than seven (7) days from the date of receipt of petition by the Secretary. Notice of the special meeting shall be in writing and may include the purpose for the meeting.

#### **5.10 Notice of a Meeting of the Board of Directors**

The Board of Directors shall develop a schedule of regular meeting dates, and meet at least once annually. Written notice of any regular or special meeting of the Board of Directors shall be delivered personally or sent by certified mail or electronic transmission to each director at his or her address as shown on the records of the USBJI, at least seven (7) days prior to the date set for that meeting. If mailed, such notice shall be deemed to be delivered upon the date it is sent. If by electronic

transmission, such notice delivery date will be the date of transmission. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted nor the purpose of any regular or special meeting of the Board of Directors must be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

#### **5.11 Quorum and Manner of Acting**

A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board, provided that if less than a majority of the members of the Board is present, a majority of those present shall adjourn the meeting without further notice.

The act of the majority of the Board of Directors present at a meeting of the Board at which a quorum is present shall be the act of the Board of Directors, except where otherwise provided by law, the Articles of Incorporation, or these Bylaws.

#### **5.12 Allowance for voting by proxy**

Each member entitled to vote at a meeting may authorize another person or persons to act for him or her by written proxy, stating the specific resolution or meeting or meetings for which such proxy is provided, but no such proxy shall be voted or acted on after 11 months from its date, unless the proxy provides for a longer period.

#### **5.13 Standing Committees**

##### **5.13.1 Executive Committee**

An Executive Committee, comprised of four (4) elected Officers, with the Chief Staff Officer or Chief Contract Officer serving as a non-voting, *ex-officio* member, acts on behalf of the Board in the interim between Board meetings.

##### **5.13.2 Nominating Committee**

The Nominating Committee is comprised of three members, the Immediate Past President who serves as chair, the President, and one member of the Board who is appointed by the President. If the Immediate Past President is unable to serve, the President will appoint the most recent Past President available to serve as Chair.

#### **5.14 Additional Committees, Advisory Groups and Task Forces of the Board of Directors**

The Board of Directors may create and dissolve such committees, advisory groups and task forces it deems necessary to carry out its functions and the purposes of the organization.

#### **5.15 Telephone meetings/videoconferencing**

Unless specifically prohibited by law, any action required to be taken at a meeting of the Board of Directors may be taken at a meeting at which communication occurs by use of the telephone or other methods of electronic transmission. Participation in such meetings shall constitute attendance and presence in person at the meeting of the person or persons so participating. The action taken by such telephonic meeting at which a quorum is present shall be deemed to be the action of the Board of Directors.

#### **5.16 Informal Action by Directors**

Unless specifically prohibited by law, the Articles of Incorporation or by these Bylaws, any action required to be taken at a meeting of the Board of Directors may be taken without a meeting if consent in writing setting forth the action to be taken is signed by all directors entitled to vote.

#### **5.17 Chief Staff Officer or Chief Contract Officer**

The Board shall be authorized to employ a Chief Staff Officer or Chief Contract Officer who shall serve as the chief administrative official of the USBJI. The Chief Staff Officer or Chief Contract Officer shall possess such authority and be subject to such limitations the Board may impose.

The Board may delegate to the Chief Staff Officer or Chief Contract Officer the authority to act for and on behalf of the USBJI. The Chief Staff Officer or Chief Contract Officer shall ensure the provision of all administrative services for the USBJI by contracting for services up to a dollar limit as shall be prescribed by the Board.

The Chief Staff Officer or Chief Contract Officer shall be responsible for providing leadership for the activities of the USBJI and shall represent USBJI to outside organizations.

The Chief Staff Officer or Chief Contract Officer shall be authorized to sign on behalf of the USBJI all tax returns, certificates and other documentation required by state, local or federal government or agencies thereof.

## **ARTICLE VI OFFICERS OF THE USBJI**

### **6.1 Officers**

The officers of the USBJI shall be the President, President-Elect, Vice President, Treasurer, Secretary, and Immediate Past-President. Each officer shall serve for a two (2) year term or until a successor has been duly elected and qualified or is automatically advanced to the next higher office as provided in these Bylaws, with the exception of the Immediate Past-President and President-Elect who shall serve for a term of one (1) year. An officer may serve further consecutive terms by election of a majority of the Board.

The officers of the USBJI may be current or past members of the Board or may be members of founding or participating members with extensive service or participation on committees or in other affairs of the USBJI and demonstrate clear leadership skills. All Officers other than the President, Vice-President, President Elect, or Past President must continue to be the representatives of their organizations throughout their term of office.

### **6.2 Election Procedures**

Election of officers of the USBJI shall be determined by the vote of all current members of the Board of Directors at a regular meeting of the Board to be held immediately prior to the annual meeting at which the new incoming Directors of the Board are elected or announced. The President Elect and Treasurer are elected in even years, and the Secretary and Vice President are elected in the odd years. A nominating committee, chaired by the Immediate Past-President and consisting of the President and a member of the Board appointed by the President shall review and make recommendations of who should be elected to the Board. Officer vacancies between annual meetings will be filled by majority written ballot, or voice ballot in the case of all members being present, of all members of the Board of Directors, at a meeting of the Board.

### **6.3 President**

The President shall preside at all meetings of the Board of Directors. He or she may sign, with the Secretary and Treasurer or any other proper employee or agent of the USBJI authorized by the Board, any deeds, mortgages, bonds, contracts, and other instruments which the Board has authorized to be executed, except in the cases where the signing and execution thereof shall be expressly delegated by these Bylaws or by law to some other employee or agent of the USBJI. He or she shall appoint the members of any special committee or task force. He or she may fill any vacancies that may occur in any committee or task force during the period between meetings, subject to the approval of the Board of Directors at its next meeting. He or she is authorized to act in the event of any contingency or emergency not covered by the Bylaws. He or she shall, in general, perform all duties incident to the office of President and such other duties as the Board may prescribe.

### **6.4 President-Elect**

In the absence of the President, the President-Elect shall perform the duties of the President and, when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The President-Elect shall perform all duties as the President or the Board may assign. The President-Elect shall assume the position on President upon the death, inability or refusal of the President to act, and upon the expiration of the President's term in office.

## **6.5 Treasurer**

The Treasurer shall serve as the Treasurer of the USBJI and shall perform all duties incident to the office of Treasurer and such other duties as the President or the Board may assign. The Treasurer shall be in charge of and shall be responsible for the funds, securities and other assets of the USBJI and shall post a bond at the expense of the USBJI for the faithful discharge of his or her duties in such amount and with such surety and sureties as the Board of Directors shall determine. He or she shall ensure that monies due and payable to the USBJI are received and deposited in the name of USBJI in such banks, trust companies and other depositories, as the Board shall determine. The Treasurer shall ensure that the accounts of the USBJI shall be audited annually by a Certified Public Accountant.

All routine expenditures, not to exceed the limits established by the Board, shall be paid by the Treasurer and/or the Chief Staff Officer or Chief Contract Officer of USBJI out of the general funds of the USBJI.

The Treasurer shall keep itemized accounts of receipts and expenditures and shall present an audited report at each Annual Meeting that will include statements of the financial condition of the USBJI. He or she and/or the Chief Staff Officer or Chief Contract Officer shall be responsible for ensuring the preparation of the annual budget for submission to the Board and for preparation and dissemination of quarterly financial statements, as appropriate.

## **6.6 Secretary**

The Secretary shall serve as the Secretary of the USBJI and shall perform all duties incident to the office of Secretary and such other duties as the President or the Board may assign.

The Secretary shall ensure that all notices are duly given in accordance with the provisions of these Bylaws or as required by law, keep at the USBJI's principal office a record giving names and addresses of all directors entitled to vote and of all members, be custodian of the corporate records including but not limited to notices, minutes of meetings and resolutions of the Board and membership, maintain the correspondence of the USBJI, and prepare an annual report.

## **6.7 Immediate Past-President**

The Immediate Past-President shall provide continuity to the general direction of the USBJI and as a support to the current President. The Past-President shall perform all duties as the President or the Board may assign. In the year during which there is no President-Elect, the Immediate Past-President shall assume the position of President upon the death, inability or refusal of the President to act, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Immediate Past-President shall continue to serve as chair of the Nominating Committee until the term of the next President ends. In the event that the Past President is unable to serve his/her term, the Vice President will assume the Past President's duties.

## **6.8 Vice President**

The Vice-President shall provide continuity to the general direction of the USBJI and as a support to the current President. In the event that the President, Past President, and President Elect are unable to serve his/her term, the Vice President will assume the President or Past President's duties. In the year during which there is no President-Elect, and the Immediate Past-President cannot assume the position of President upon the death, inability or refusal of the President, the Vice President will assume the position of President and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President will be responsible for oversight of designated committees, task forces or summits, membership development, programs or strategic planning based on the needs of the President and/or Board of Directors.

# **ARTICLE VII AMENDMENTS TO THE BYLAWS**

## **7.1 Procedure**

Proposed amendments to the Bylaws must be submitted in writing to the Secretary for distribution to all members of the Board of Directors, not less than thirty (30) days prior to the meeting where they will be considered. Amendments to the Bylaws require the affirmative vote of two-thirds (2/3) of those directors present and voting.



## ARTICLE VIII INDEMNIFICATION

### 8.1 Settlements and Judgments

USBJI shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of USBJI), because he or she was a director, officer, employee or agent of USBJI, or is serving at the request of USBJI as a director, officer, employee or agent of another corporation, partnership, joint venture trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by the individual in connection with such action, suit or proceeding, if:

- a. He or she acted in good faith;
- b. He or she acted in a manner he or she reasonably believed to be in or not opposed to the best interests of USBJI; and
- c. With respect to any criminal action or proceeding, he or she had no reasonable cause to believe his or her conduct was unlawful.

The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon plea of *nolo contendere* or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of USBJI, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

However, no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to USBJI, unless, and only to the extent that the court in which action or suit was brought shall determine upon application that despite the adjudication of liability, but in view of all the circumstances of the case, such a person is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.

### 8.2 Successful Defense

To the extent that a director, officer, employee or agent of USBJI has been successful on the USBJI or otherwise in the defense of any action, suit or proceeding referred to in paragraph 8.1, or in defense of any claim, issue or matter therein, he or she shall be indemnified against expenses (including attorneys' fees) actually or reasonably incurred by the individual in connection therewith.

### 8.3 Specific Cases

Any indemnification under paragraph 8.1 (unless ordered by a court) shall be made by USBJI only as authorized in the specific case, upon determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in paragraph 8.1. Such determination shall be made:

- a. By the Board of Directors by a majority vote of a quorum consisting of directors who are not parties to such action, suite or proceeding; or
- b. If a quorum of the disinterested members of the Board of Directors is not obtainable, or even if obtainable, a quorum of disinterested directors so directs, by independent legal counsel in a written opinion.

### 8.4 Advance Payment of Expenses

Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by USBJI in advance of the final disposition of such action, suit or proceeding, as authorized by the Board of Directors in the specific case, upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by USBJI as authorized in these Bylaws.

**8.5 Indemnification Not Exclusive**

The indemnification provided by these Bylaws shall be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the provisions of these Bylaws, agreement, vote of the Board of Directors of USBJI or disinterested directors, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs, executors and administrators of such person.

**8.6 Insurance**

USBJI shall maintain insurance on behalf of any person who is or was a director, officer, employee or agent of USBJI or who is or was serving at the request of USBJI as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against the individual and incurred by the individual in any capacity or arising out of his or her status of such, whether or not USBJI would have the power to indemnify the individual against such liability under the provisions of these Bylaws.

**ARTICLE IX  
LEGALLY-MANDATED CHANGES**

If the USBJI Board of Directors, by a two-thirds (2/3) vote of the USBJI Board of Directors present and voting, determines that changes are required in the corporate, tax status, policy resolutions or other positions of USBJI because of the enactment, modification, repeal, amendment, re-interpretation or other changes in any legislation or regulations, whether federal, state or local, such changes shall be made immediately to ensure complete compliance with the law.

**ARTICLE X  
MISCELLANEOUS PROVISIONS**

**10.1 Contracts**

The Board of Directors may authorize any agent(s) of USBJI, in addition to the individuals so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of USBJI. Such authority may be general or confined to specific instances.

**10.2 Checks, Drafts**

All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of USBJI, shall be signed by such officer(s) or agent(s) of the USBJI and in such manner as shall be determined by action of the Board of Directors.

**10.3 Gifts**

The Board of Directors may accept, on behalf of the USBJI, any contribution, gift bequest, or device for the general purpose or for any special purpose of the USBJI, so long as such conform with a Conflict of Interest Policy approved by the Board of Directors and generally accepted codes of conduct for health organizations in the United States.

**10.4 Book and Records**

USBJI shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Board meetings and committee meetings having any of the authority from the Board of Directors.

**10.5 Fiscal Year**

The fiscal year of the corporation shall be determined by resolution of the Board of Directors.

**10.6 Use of Name and Logo**

All members of the USBJI are bound by the policies and procedures set by the Board of Directors to use, and in the use of, the logo of the corporation and the International Bone and Joint Decade and all other symbols, drawings and designs created to portray and promote the activities of the International Bone and Joint Decade in the United States and the corporation.

**10.7 Insurance**

The USBJI shall maintain appropriate levels of insurance for the activities of USBJI, as determined by the USBJI Board of Directors.

**ARTICLE XI  
RULES OF ORDER**

In the absence of any provisions in these Bylaws, all meetings of the USBJI and duly appointed committees or task forces shall be governed by standard parliamentary procedures which provide for adequate notice and fair opportunity for debate. The Presiding Officer may be guided by, but not bound by, the most current edition of Robert's "Rules of Order."

**ARTICLE XII  
DISSOLUTION**

In the event of dissolution or final liquidation of the USBJI, all of its assets remaining after payment of its obligations have been made and provided for shall be distributed to and among such corporations, foundations, or other organizations operated for scientific and educational purposes and exempt from taxation under I.R.C. 501(c)(3). The distribution shall be designated by the Board of Directors.

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Revised 3/25/2005  
Revised 9/14/2011  
Revised 9/11/12