



MUSCULOSKELETAL TUMOR SOCIETY

BYLAWS

ARTICLE I – OFFICES

Section 1.01 Registered Office.

The registered office of the Society, located in Minnesota, shall be that as set forth in the Articles of Incorporation, or in the most recent amendment of the Articles of Incorporation, or in the most recent statement filed with the Secretary of State of Minnesota changing the registered office.

Section 1.02 Other Offices.

The Society may have such other offices, within or outside of the State of Minnesota, as the Executive Committee may from time to time determine.

ARTICLE II – MEMBERS

Section 2.01 Membership Year.

The membership year shall begin on January 1 and conclude on December 31 of the same year.

Section 2.02 Status of Membership.

Membership in the Society is a privilege, not a right, and is dependent upon the applicant and member meeting the membership eligibility requirements contained in these Bylaws, demonstrated in the manner set forth in the Society's Policy Manual.

Section 2.03 Classes of Membership.

There shall be six classes of members: Active Member, Associate Member, Affiliate Member, Emeritus Member, Candidate Member and Resident Member.

Section 2.04 Eligibility.

Section 2.04.1 Active Member.

A physician shall be eligible to apply for membership as an Active Member if he or she holds a degree of Doctor of Medicine, or equivalent, maintains a valid and unrestricted license to practice medicine in the United States or Canada; is engaged in the surgical care of musculoskeletal tumors; is an author of two or more tumor-related papers in a referenced journal (not a case report); is American Board of Orthopaedic Surgeons or Canadian Royal College of Surgeons of Canada-Orthopaedics FRCS(C) certified; is a member of American Academy of Orthopaedic Surgery or Canadian Orthopedic Association; and has completed a Society-recognized orthopaedic oncology fellowship.

Section 2.04.2 Associate Member.

A physician shall be eligible to apply for membership as an Associate Member if he or she holds a degree of Doctor of Medicine or equivalent, maintains a valid unrestricted license to practice medicine outside the USA or Canada, lives outside the USA or Canada, and meets the other eligibility requirements set forth in Section 2.04.1.

Section 2.04.3 Affiliate Member.

Section 2.04.3.1 An individual shall be eligible to apply for membership as an Affiliate Member if he or she holds a degree of Doctor of Medicine, or equivalent, such as Doctor of Veterinary Medicine (DVM) or Medicinae Baccalaureus, Baccalaureus Chirurgiae (MBBC), maintains a valid and unrestricted license to practice medicine, is Board certified in his or her specialty, and is involved in the diagnosis and/or treatment of bone or soft tissue tumors. Specifically, Affiliate Membership is available to the following seven areas of specialties of medicine: 1) Surgery; 2) Medical Oncology; 3) Pediatric Oncology; 4) Radiation Oncology; 5) Radiology; 6) Pathology; and 7) Veterinary Oncology.

Section 2.04.3.2. An individual shall be eligible to apply for membership as an Affiliate Member if he or she holds a graduate level degree and demonstrates a significant focus in musculoskeletal oncologic research.

Section 2.04.4 Emeritus Member.

An individual may request to become an Emeritus Member if he or she has been a member in good standing of the Musculoskeletal Tumor Society for the past five (5) years and is retired from the active practice of clinical medicine.

Section 2.04.5 Candidate Member.

A physician shall be eligible to apply for membership as a Candidate Member if he or she holds a degree of Doctor of Medicine, or equivalent, maintains a valid and unrestricted license to practice medicine, and is enrolled in or has completed a Society-recognized orthopaedic oncology fellowship. Candidate membership shall not extend longer than 7 years.

Section 2.04.6 Resident Member.

A physician shall be eligible to apply for membership as a Resident Member if he or she holds a degree of Doctor of Medicine, or equivalent, and has commenced the study of orthopaedics with the intention of ultimately applying to become a Candidate Member in the Society. Resident Membership is limited to those physicians enrolled in an Accreditation Council for Graduate Medical Education (ACGME)-accredited or a Royal College of Physicians and Surgeons of Canada (RCPSC)-accredited residency program.

Section 2.05 Membership Rights

Section 2.05.1 Active Members and Associate Members.

Active Members and Associate Members shall have all rights and privileges with regard to participation in all Society activities. Active Members and Associate Members shall be eligible to serve on the Executive Committee and other committees of the Society. Active Members and Associate Members shall be entitled to vote on all matters submitted to a vote of the membership of the Society.

Section 2.05.2 Affiliate Members, Candidate Members, Emeritus Members, and Resident Members. Affiliate Members, Candidate Members, Emeritus Members and Resident Members shall have all rights and privileges with regard to participation in Society activities and meetings, though they shall not have the right to vote or to serve on the Executive Committee or other committees of the Society.

Section 2.06 Procedure for Admission

Section 2.06.1 Application.

An applicant must demonstrate eligibility for membership by submitting the documentation required by the Society's Policy Manual.

Section 2.06.2 Notice of Acceptance or Rejection.

Each applicant shall be notified of the Society's acceptance or rejection of his or her application as provided in the Society's Policy Manual. An unsuccessful applicant has the right to appeal the Society's decision as provided in the Society's Policy Manual.

Section 2.07 Resignation of Membership.

Any member may resign from membership in the Society by delivering a letter of resignation to the President of the Executive Committee. Dues and assessments shall not be refunded, nor shall resignation relieve the member from any obligations the member may have to the Society at the time of resignation.

Section 2.08 Termination or Suspension of Membership.

The Executive Committee may terminate or suspend an individual's membership for the following reasons: failure to comply with requirements and standards for membership contained in the Bylaws of the Society as adopted by the Executive Committee; being in arrears in dues for more than a period of 1 year after the final due date for the payment of such dues; becoming subject to any limitation or restriction of any right associated with the practice of medicine by any State, including the revocation, suspension or restriction of a medical license or the voluntary surrender of a license while under investigation; failure or refusal to cooperate reasonably with an investigation of a disciplinary matter by the Society; participating in communications to the public or medical personnel or agencies which convey false, deceptive, untrue or misleading information; conviction of a felony; or other grossly immoral, dishonorable, unethical or unprofessional conduct.

Except with respect to termination of membership due to nonpayment of dues or assessments, which shall be automatic and effective without a hearing, the Membership Committee may make whatever investigation it deems necessary, and upon concluding that a reasonable basis exists for membership to be terminated or suspended, shall invite the member to meet with representatives of the Committee. The member may provide the Committee whatever evidence he or she deems proper as to why such action should not be taken. Following such meeting, the Membership Committee shall formulate its report and recommendation to the Executive Committee.

Upon receipt of a report of the Membership Committee, which recommends termination or suspension of membership, the Executive Committee shall schedule consideration of the matter in a regular meeting. The Secretary shall notify the member at least thirty (30) days prior to the date of the meeting at which it will be considered. A copy of the recommendations and report of the Membership Committee shall be attached to the notice. The member may appear at the meeting with counsel to respond to the recommendations of the Membership Committee. Termination or suspension of membership in the Society shall require a two-thirds (2/3) vote of the Executive Committee. The Secretary shall notify the member within thirty (30) days of the decision of the Executive Committee. The decision of the Executive Committee, which shall not be effective sooner than five (5) days following the member's receipt of notice of same, shall be final.

Section 2.09 Annual Dues and Special Assessments.

Membership annual dues and special assessments shall be determined by the Executive Committee. All member categories, with the exception of the Emeritus category, shall pay annual dues and special assessments as established by the Executive Committee each year. The annual dues of the Society shall be payable in advance of December 31 of the current membership year. Any member whose dues and/or special assessments remain unpaid after December 31 shall be suspended from all member benefits. Suspended members shall forfeit all membership benefits until their membership dues and any special assessments are paid in full. Any member whose dues and/or special assessments remain unpaid at the end of the second year of nonpaid membership shall be dropped from the membership rolls. All former members must pay previous dues and/or special assessments in full prior to submitting a new membership application. No dues or special assessments shall be refunded for any reason.

ARTICLE III – MEETINGS AND VOTE OF THE MEMBERSHIP

Section 3.01 Annual Meeting.

The Society shall have an Annual Meeting, which shall include educational programming and a business meeting, at such time and place as the Executive Committee may determine. The Society shall send an official notice of such meeting to the Membership at least thirty (30) days prior to each Annual Meeting.

Section 3.02 Special Meetings.

Special Meetings of the Membership may be called by the Executive Committee, the President, or as otherwise required by the Minnesota Nonprofit Corporation Act (“the Act”). Notice of any Special Meeting, which shall specify the date, time and location of the meeting, shall be given to the Membership at least five (5) days in advance of the meeting.

Section 3.03 Quorum.

As otherwise provided by statute or by these Bylaws, twenty percent (20%) of the total number of the voting membership shall be required to constitute a quorum for the transaction of business at any meeting, and the act of a majority of the voting membership present at any duly-held meeting at which a quorum is present shall be the act of membership except as stated in Article XIII.

Section 3.04 Proxy Voting.

Proxy voting shall not be permitted.

Section 3.05 Action of the Voting Members Other than at a Meeting.

If so determined by the Executive Committee, the voting members of the Society may act other than at a meeting either by unanimous consent or by the procedure set forth in the Act.

ARTICLE IV – EXECUTIVE COMMITTEE

Section 4.01 General Powers.

The property, business, and affairs of the Society shall be managed by or under the direction of a board of directors which shall be named the Executive Committee.

Section 4.02 Composition and Number.

The Executive Committee shall consist of the President, the President-Elect, the two most recent immediate Past Presidents, the Secretary, the Treasurer, the Education Committee Chair, the Membership Committee Chair, the Research Committee Chair, and two Members-at-Large.

Section 4.03 Qualifications.

Members of the Executive Committee shall be either Active Members or Associate Members in good standing. One Member-at-Large shall be under the age of 40 at the time of election and one Member-at-Large shall not have an age restriction.

Section 4.04 Selection.

The Officers and the Members-at-Large shall be elected annually by the voting membership, either at the Annual Meeting or by the procedure set forth in the Act. The committee chairs shall be appointed by the Executive Committee.

Section 4.05 Term of Office.

The Officers and the Past Presidents shall serve one year terms. The chairs of the committees shall serve one term, consisting of three years. The terms must be staggered among the committee chair positions. Committee chairs may be reappointed for one additional term. The Members-at-Large shall serve one term, consisting of two years and must be staggered among the two positions. Members-at-Large may be re-elected for one additional term.

Section 4.06 Resignation.

An Executive Committee member may resign at any time by giving written notice to the Society. The resignation of an Executive Committee member is effective upon receipt of notice by the Society, unless a later effective time is specified in the notice. Any member of the Executive Committee who shall miss three (3) consecutive meetings of the Committee, or greater than fifty percent (50%) of the meetings of the Committee within any term year, unless excused by the President, shall be deemed to have resigned from the Committee and any Society office or committee held.

Section 4.07 Removal of Executive Committee Members.

An Executive Committee member may be removed only for cause by a resolution approved by a majority vote of the Executive Committee.

Section 4.08 Vacancies.

Any vacancy within the Member-at-Large positions caused by death, resignation, removal, an increase in the number of Executive Committee members, or any other cause, shall be filled for the unexpired part of the term by affirmative vote of a majority of the total number of remaining Executive Committee members. The newly appointed Member-at-Large shall be eligible to serve one additional term in the same position upon election by the voting membership.

Section 4.09 Meetings.

Section 4.09.1 Place of Meetings.

The Executive Committee may hold its meetings at such place or places, within or outside the State of Minnesota, as it may from time to time determine.

Section 4.09.2 Regular Meetings.

Regular meetings of the Executive Committee shall be held from time to time, at such times and places as the Executive Committee may determine.

Section 4.09.3 Special Meetings; Notice.

Special meetings of the Executive Committee shall be held whenever called by any one of the Executive Committee members. Notice of a special meeting shall be communicated to each Executive Committee member at least two (2) days before the day on which the meeting is to be held. The notice shall state the time and place of the meeting but need not state the purposes thereof. Any Executive Committee member who participates in such meeting will be deemed to have waived notice to such meeting.

Section 4.09.4 Quorum.

Except as otherwise provided by statute or by these Bylaws, a majority of the total number of Executive Committee members shall be required to constitute a quorum for the transaction of business at any meeting, and the action of a majority of the Executive Committee members present at any duly-held meeting at which a quorum is present shall be the act of the Executive Committee.

Section 4.09.5 Proxy Voting.

Proxy voting shall not be permitted.

Section 4.09.6 Action Without Meeting.

Any action that may be taken at a meeting of the Executive Committee may be taken without a meeting when authorized in a written document signed by all of the Committee members.

Section 4.09.7 Meetings by Remote Communication.

A meeting of the Executive Committee may be conducted by, and a Committee member may participate in a Committee meeting by, remote communication, provided that all Executive Committee members may simultaneously hear each other during the meeting. Participation in a meeting by this means constitutes personal presence at the meeting.

ARTICLE V – OFFICERS

Section 5.01 Officers.

The officers of the Society shall be the President, the President-Elect, the Secretary and the Treasurer. No person may hold more than one office at a time.

Section 5.02 Qualifications for Officers.

Only Active and Associate Members in good standing are eligible to be elected to office in the Society.

Section 5.03 Term of Office.

Each officer shall serve for a one-year term of office or until a successor has been duly elected or is advanced, pending Executive Committee review, to the next higher office as provided in these Bylaws. The term of office for those elected during the Annual Meeting shall commence at the conclusion of the Annual Meeting or when the President-Elect succeeds to the office of President, the Secretary succeeds to the office of President-Elect, the Treasurer succeeds to the office of the Secretary, and the President succeeds to the office of Past President. Officers shall not be entitled to serve consecutive terms in the same office.

Section 5.04 Resignations.

An officer may resign by giving written notice to the Society. The resignation is effective upon receipt of notice by the Society, unless a later effective date is named in the notice.

Section 5.05 Removal.

An officer may be removed only for cause by a resolution approved by a majority of the Executive Committee.

Section 5.06 Vacancies.

A vacancy in an office because of death, resignation, removal of any other cause shall be filled for the unexpired part of the term in the manner prescribed in these Bylaws for succession. If a succession is not prescribed, the Executive Committee shall appoint an individual to complete the vacated term until the next election to such office.

Section 5.07 Officer Responsibilities

Section 5.07.1 President.

The President shall 1) have general active management of the business of the Society, 2) when present, preside at meetings of the Executive Committee and the members, 3) see that orders and resolutions of the Executive Committee are carried into effect, 4) sign and deliver in the name of the Society deeds, mortgages, bonds, contracts, or other instruments pertaining to the business of the Society, except in cases in which the authority to sign and deliver is required by law to be exercised by another person or is expressly delegated by the Articles of Incorporation or Bylaws or by the Executive Committee to another officer or agent of the Society, and 5) perform such other duties as may from time to time be prescribed by the Executive Committee.

Section 5.07.2 President-Elect.

In the absence of the President, or in the event of his/her inability or refusal to act, the President-Elect shall perform the duties of the President, and when so acting, shall have all of the powers of and be subject to all of the restrictions upon the President. The President-Elect shall perform such other duties as shall from time to time be assigned by the Executive Committee.

5.07.2.a Succession of the President-Elect.

The President-Elect shall succeed to the office of President at the conclusion of the Annual Meeting or if the President dies or is unable or refuses to act. If the President-Elect succeeds to the office of President by reason other than natural succession by expiration of the current President's term of office, the President-Elect shall serve for the remaining unfulfilled term of the replaced President and further serve the one (1) year term of office as President that he or she would have succeeded to if the current President had fulfilled his or her term of office.

Section 5.07.3 Secretary.

The Secretary shall 1) insure maintenance of records and, when necessary, certify proceedings of the Executive Committee, 2) when directed to do so, give proper notice of meetings of the Executive Committee and the members, 3) oversee preparation of minutes of meetings of the Executive Committee and members, 4) have responsibility for preparation of the Society newsletter, and 5) perform such other duties as may from time to time be prescribed by the Executive Committee or by the President.

5.07.3.a Succession of the Secretary.

The Secretary shall succeed to the office of President-Elect at the conclusion of the Annual Meeting at which the term of the President-Elect ends or if the President-Elect dies, becomes unable or refuses to act. If both the President and President-Elect are absent, die, or become unable or refuse to act, or if the President-Elect for any reason does not assume the office of President when required to do so under these Bylaws, the Secretary shall succeed to the office of the President. If the Secretary succeeds to the office of President by reason other than natural succession by expiration of the current President-Elect's term of office, the Secretary shall serve the one (1) year term of office as President that he or she would have succeeded to if the current President or President-Elect had fulfilled his or her term of office.

Section 5.07.4 Treasurer.

The Treasurer shall 1) maintain oversight responsibilities for all funds, securities and other assets of the Society, 2) co-sign all expenditures exceeding the limits established by the Executive Committee for routine expenditures, 3) provide an account of transactions and the financial condition of the Society, 4) ensure that the accounts of the Society be audited by a Certified Public Accountant, 5) present an audited financial report to the Executive Committee and the membership, and 6) perform such other duties as may from time to time be prescribed by the Executive Committee or by the President.

5.07.4.a Succession of the Treasurer.

The Treasurer shall succeed to the office of the Secretary at the conclusion of the Annual Meeting or if the Secretary dies, becomes unable or refuses to act, succeeds to the office of President-Elect.

ARTICLE VI – COMMITTEES

Section 6.01 Standing Committees.

Standing Committees shall be created by and shall report to the Executive Committee. Committees are subject at all times to the direction and control of the Executive Committee. Each Committee shall follow the Society's Bylaws and Policy Manual when conducting business. There shall be an Education Committee, a Membership Committee, a Nominating Committee, and a Research Committee.

Section 6.01.1 Education Committee.

The Education Committee shall consist of a maximum of eight (8) members, including the chair. Committee members shall be recruited from the membership and shall serve for three years. The Education Committee shall oversee the program development for the Annual Meeting, Specialty Day, and other educational activities of the Society.

Section 6.01.2 Membership Committee.

The Membership Committee shall consist of no less than five (5) members, including the chair. Committee members shall be recruited from the Membership and shall serve for three years. The Committee shall oversee membership activities of the Society.

Section 6.01.3 Nominating Committee.

The Nominating Committee shall consist of the two most recent Past Presidents, the two Members-at-Large from the Executive Committee, and one voting member selected by the voting membership. The Nominating Committee shall nominate an Active or Associate Member for the office of Treasurer from among the pool of candidates consisting of the standing, and other, committee chairs currently serving and those retired from the previous three (3) years. These nominees shall be submitted to the Executive Committee prior to the Annual Meeting for presentation to and approval by the voting membership at the business meeting.

Section 6.01.4 Research Committee.

The Research Committee shall consist of a maximum of eight (8) members, including the chair. Committee members shall be recruited from the membership and serve for three years. The Research Committee shall be in charge of soliciting and evaluating research projects.

Section 6.02 Other Committees.

Other committees may be formed by the Executive Committee to support the work of the Society's long-term goals. The Executive Committee shall appoint the chairs of such other committees. The Society's Policy Manual shall outline the charges and composition of each formed committee. Each Committee shall follow the Society's Bylaws and Policy Manual when conducting business. These committees shall serve the Society only in an advisory capacity and none of these committees shall have any authority of the Executive Committee.

Section 6.03 Project Teams.

Project Teams shall be formed on an as-needed basis to accomplish short-term tasks or objectives and shall be sunsetted by the President at the conclusion of the assigned task or objective. The Society's Policy Manual shall outline the charges and composition of each formed project team. Each Project Team shall follow the Society's Bylaws and Policy Manual when conducting business. These project teams shall serve the Society only in an advisory capacity and none of these project teams shall have any authority of the Executive Committee.

Section 6.04 Selection of the Education, Membership, and Research Committee Chairs.

The chairs of the Education, Membership, and Research committees shall be Active or Associate members in good standing and shall be appointed by the Executive Committee after soliciting interest from the Membership as outlined in the Society's Policy Manual.

Section 6.05 Term of the Education, Membership, and Research Committee Chairs.

Each chair shall serve for a three-year term. One new chair shall be appointed yearly to a committee, with the terms of the chairs staggered on a rotation cycle of every three years. Each term shall commence at the conclusion of the Annual Meeting.

Section 6.06 Term of Project Teams Chairs.

Each chair shall serve for the duration of the project team.

Section 6.06 Vacancies.

Should any vacancy occur within a committee or a project team, the Society shall solicit members' interest in volunteering prior to the filling of such vacancies by the Executive Committee.

ARTICLE VII – PARLIAMENTARY AUTHORITY

Section 7.01 Parliamentary Authority.

The current revision of Robert’s Rules of Order shall, to the extent not inconsistent with these Bylaws or the policies and procedures of the Society, govern the Society in all cases to which they are applicable, including the Executive Committee, business meetings, and committee and project team meetings.

ARTICLE VIII – COMPENSATION

Section 8.01 Compensation.

The officers, Executive Committee members, chairs, vice chairs, and committee and/or project team members shall receive no compensation for their services.

ARTICLE IX – FINANCE

Section 9.01 Fiscal Year.

The fiscal year of the Society shall begin on January 1 and conclude on December 31 of the same year.

Section 9.02 Loans.

The Society shall not make loans to any individual or organization, unless such loans are permitted by the Act and authorized by the Executive Committee.

ARTICLE X – NONDISCRIMINATION

Section 10.01 Nondiscrimination.

The Society shall not discriminate on any basis which would be unlawful.

ARTICLE XI – BOOKS AND RECORDS

Section 11.01 Books and Records.

The Society shall keep at its principal place of business or such other location as authorized by the Executive Committee, correct and complete copies of: 1) its Articles of Incorporation and Bylaws, 2) accounting records, 3) minutes of meetings of the Executive Committee, other committees and the members and 4) the name of each Active Member, Associate Member, Affiliate Member, Candidate Member, Emeritus Member and Resident Member of record and his or her current address.

ARTICLE XII – INDEMNIFICATION/INSURANCE

Section 12.01 Indemnification/Insurance.

The Society shall indemnify persons to the extent required by the Act, and shall have the power otherwise to indemnify persons for such expenses and liabilities, in such manner, under such circumstances, and to such extent as permitted by applicable law.

ARTICLE XIII – AMENDMENTS

Section 13.01 Amendments.

Amendments to these Bylaws must be approved by a two-thirds (2/3) vote of the voting membership present at a Business Meeting or by vote pursuant to the procedure set forth in the Act. The Articles of Incorporation may be amended by the Executive Committee upon receiving two-thirds (2/3) vote of the Executive Committee members.

Amended and approved on March 15, 2014.

Amended and approved October 10, 2014.