

BY-LAWS OF
THE MUSCULOSKELETAL INFECTION SOCIETY, INC.
REVISED 1991, 2003, 2013, 2020

Article 1: Name, Seal and Purpose

We, the members of the Musculoskeletal Infection Society, Inc., a non-profit corporation (hereinafter sometimes “MSIS” do hereby set forth the following as By-Laws of the MSIS.

Section 1. Principal Office

- 1.1.1 The principal office of MSIS shall be located in Morgantown, West Virginia, and in such other places as shall be determined by the Executive Board. The Morgantown office address and agent initially shall be: Dr. J. David Blaha, West Virginia University, 3512 HSC South, Morgantown, West Virginia 26506-3606.
- 1.1.2 MSIS shall have and continuously maintain a registered office and agent in the State of West Virginia in accordance with the laws of the State of West Virginia.

Section 2. Seal

- 1.2.1 The MSIS seal shall be circular in form and shall have inscribed upon it the name of the corporation and the year of its incorporation, 1989.

Section 3. Purpose

The purpose of the Musculoskeletal Infection Study Group, Inc., shall be exclusively education and scientific within the meaning of Section 501(c) (3) of the Internal Revenue Code of 1986, including as its primary goals:

- 1.3.1 To advance the knowledge of the field of study of musculoskeletal infection and its treatment through education of the general public and its clinician and research professional members.
- 1.3.2 To provide an appropriate education setting that will inform the public generally, as well as maintain the highest level of professional standards among health professionals in the field such as will lead to continuous advancements in the professional and public knowledge, of the causes and the treatments of musculoskeletal infection, through meetings, seminars, conferences, research, publication of reviews, studies and articles by qualified members as well as any other non-profit activities that foster knowledge of the field and advancements therein.
- 1.3.3 To create an optimum environment to enhance education research and treatment of musculoskeletal infection by coordinating such efforts between research organizations, private business, medical colleges and teaching institutions, government entities, professionals and the public at large.
- 1.3.4 To promote and maintain professional standards in order to provide the best professional care to patients with musculoskeletal infection.
- 1.3.5 To coordinate, arrange and encourage charitable distributions for the educational and scientific purposes set forth above to organizations or entities qualifying as exempt organizations for purposes of such distribution by Section 501(c)(3) of the Internal Revenue Code of 1986 (or the provisions of any future Internal Revenue Code).

- 1.3.6 To receive and administer funds and property and perform all acts of business necessary or incidental to the foregoing educational and scientific objects and purposes set forth above.
- 1.3.7 To receive from the general public, other exempt organizations, interested corporations and entities, and MSIS members, property and funds to be used to advance the purposes of the MSIS. Such funds may be used by the MSIS to promote its exempt purposes.

ARTICLE 2: MEMBERSHIP

Section 1. General Requirements

- 2.1.1 There shall be four (4) categories of membership in the MSIS: Active, Honorary, and Emeritus, and Corresponding.
- 2.1.2 There shall be basic requirements for all categories of membership. Applicants for membership must obtain sponsorship from an active or emeritus member of the MSIS. Membership shall be contingent upon compliance with the By-Laws of the organization. Membership shall not be a prerequisite to the dissemination of information and shall not limit dissemination of information or other purposes of the MSIS.
- 2.1.3 The size of the membership shall be determined by the Executive Board.
- 2.1.4 Annual dues will be determined by the Executive Board on a yearly basis to defray costs and expenses of administrative operations and accomplishments of goals.

Section 2. Active Members

- 2.2.1 Any accomplished healthcare professional who has demonstrated interest in the advancement of knowledge in musculoskeletal infection shall be deemed eligible for membership.
- 2.2.2 Such person shall additionally be a person of good ethical standing in his or her own professional group and community in the United States or Canada. For International applicants, they should be in good standing with their respective professional organization.
- 2.2.3 The chair of the membership committee will review all applicants and present for review to the Executive Board. All candidates reviewed and deemed appropriate by the Executive Board since the last business meeting shall be presented at the next business meeting by the chair of the membership committee. It will require a majority of the voting members present at a Business Meeting of the MSIS to be elected to membership. Voting shall take place by *open* ballot.
- 2.2.4 The election of a candidate who is not voted upon favorably may be considered again at a subsequent time (1 year), but reapplication shall be required.
- 2.2.5 Upon election, each such member may vote as herein set forth, may serve on committees of the MSIS, and may hold office in the MSIS.
- 2.2.6 Upon election, each such member must pay yearly dues as required. Membership is further forfeited, if such member fails to pay yearly dues, or fails to maintain good professional and ethical standing in their community. Member will be notified of “failure to pay” by email and given a period of 90 days to rectify. If not paid within 90 days, membership will be forfeited.

- 2.2.7 Each such member must attend at least one (1) of every four (4) meetings of the MSIS. If such member does not attend, unless there is a reason considered satisfactory by the Executive Board, member will be notified after missing the 3rd meeting, that membership will be forfeited after the 4th missed meeting.

Section 3. Honorary Members

- 2.3.1 Honorary Members shall be individuals whom the MSIS deems worthy of special acknowledgement due to notable contributions in the advancement of knowledge of musculoskeletal infection or because of a long-standing interest in the MSIS.
- 2.3.2 Honorary Membership shall be governed by the requirements of 2.2.2, 2.2.3, 2.2.4 and the “good standing” requirement (only) of 2.2.6, provided that each candidate shall be nominated only by the Executive Board.

Section 4. Emeritus Members

- 2.4.1 Any member, having satisfied membership for a period of 20 or more years and retired from practice, may request Emeritus status by submitting a written request to the Secretary requesting transfer to Emeritus membership. This status is subject to approval of the Executive Board.
- 2.4.2 Emeritus Membership shall be governed by the provisions of 2.2.3, 2.2.4, 2.2.8, and such provisions of 2.2.6 as may permit such member to serve on committees of the MSIS.
- 2.4.3 Emeritus members may hold no office.
- 2.4.4 Emeritus members may serve on committees at the behest of the Executive Board.

Section 5. Corresponding Members

- 2.5.1 Those individuals not living on the North American Continent who would be otherwise considered for membership in the organization may be considered for Corresponding Membership.
- 2.5.2 Such individuals shall be subject to the by-law provisions of Active Membership, as appropriate, except as to any requirement for meeting attendance or other requirements inconsistent with residency of such Corresponding Member.

Section 6. Election of Members

- 2.6.1 All founding members will continue in their respective membership categories after adoption of these By-Laws. A founding member may request emeritus status as detailed in 2.4.1.
- 2.6.2 Application for membership requires sponsorship from an active or emeritus member of the MSIS. Applications will be reviewed by the Membership Committee on a monthly basis. After suitable investigation of the applicant eligibility for membership, applicants shall be presented to the Executive Board by the chair of the membership committee.
- 2.6.3 Executive Board members will vote by open ballot to elect new members at executive board meetings. The chair of the membership committee will present all new members elected during the previous year during the annual business meeting. By-Laws 2.2.3 and 2.2.4 shall control general procedure with any additional special requirements as adopted by resolution prior to voting.

Section 7. Notification of Membership and Resignation

- 2.7.1 All new Active, Corresponding, and Honorary Members shall be notified of membership by the Secretary of the Organization. They shall be sent a copy of the By-Laws of the Organization and a membership certificate.
- 2.7.2 The Secretary shall be responsible for informing the candidates of the outcome of their application.
- 2.7.3 Any member may withdraw from the MSIS after giving written notice of such intention to the Secretary, for presentation to the Executive Board. The Board may accept or reject the resignation.

Section 8. Founding Membership

- 2.8.1 Founding members of the Musculoskeletal Infection Study Group will be the incorporators of the Musculoskeletal Infection Society, Inc., and shall be deemed to be Active Members for all pertinent purposes, unless the founding member requests Emeritus status.

ARTICLE 3. EXECUTIVE BOARD

Section 1. General Powers and Composition

- 3.1.1 The general affairs of the MSIS shall be managed by its Executive Board.
- 3.1.2 The Executive Board will consist of a minimum of six (6) members which shall include the President, Vice-President, Secretary and/or Treasurer, and two (2) Past Presidents, and one (1) Member-At-Large. (For the purposes of incorporation, the initial Executive Board shall consist of founding members plus the incorporators.)
- 3.1.3 The Officers shall be President, Vice President and Secretary/Treasurer.
- 3.1.3a A Member-at-Large shall be elected by a simple majority of the members present at the Annual Meeting. Once elected to member-at-large, the member will serve a 5-year term on the Executive Board.
- 3.1.3b After the first year on the board as member-at-large, the member will be elevated to the office of Vice President. In their third year on the board, the member will serve as President of the MSIS. In the fourth year on the board, the member will serve as 1st Past President. In the fifth year on the board, the member will serve as 2nd Past President.
- 3.1.3c The Secretary/Treasurer shall be appointed by the Executive Board for a one (1) year renewable term. The duties of the secretary/treasurer shall be determined by the Executive Board and the Treasurer will report to the Executive Board.
- 3.1.4 The election, qualifications and duties of the officers shall be set forth in By-Laws 3.3.1., et seq.
- 3.1.5 In the event that a member of the Executive Board is deemed incapacitated to perform the duties of his/her office, they can be removed by a unanimous vote of the other members of the Executive Board. The vacant office will be filled as set forth in By-Laws 3.3.4.

- 3.1.6 Any and all of the Executive Board members, committee members, or officers or former Committee, Board Members or officers of the Foundation may be indemnified against expenses actually and necessarily incurred by them in connection with the defense of any action, suit or proceeding in which they, or any of them, are made parties or a party, by reason of their being or having so served with MSIS except in relation to matters as to which any such person shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct not in the performance of MSIS duty. Such indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any By-Law, agreement or otherwise.

Section 2. Duties of the Executive Board

- 3.2.1 The Executive Board shall serve as the administrative authority of the MSIS and shall consider all its activities and determine its policies and the project and activities to be founded or underwritten, as well as review and approve any proposed matter to be published by or under the auspices of the MSIS. It may invite any member of the MSIS to participate in its deliberations at any meeting. The Executive Board will determine what activities and projects will be undertaken subject to ratification by a majority of voting members at the Annual Meeting.
- 3.2.2. The Executive Board shall empower, direct and receive and consider the reports of Committees and review their activities and shall direct the Secretary/Treasurer to prepare an annual report to be submitted to the membership of the MSIS reviewing the work of the previous year.
- 3.2.3 The Executive Board shall convene at least two (2) times each year, and a majority of the same shall constitute a quorum, whether present personally or electronically.
- 3.2.4 The Executive Board shall determine all annual dues, special assessments and Scientific Meeting registration fees.
- 3.2.5 The Executive Board shall determine how all contributions made to MSIS shall be utilized in the furtherance of MSIS exempt purpose.
- 3.2.6 The Executive Board shall review all programs general and scientific and shall set the agenda for the Annual Meeting.
- 3.2.7 The Executive Board shall have the power to propose alterations, amendments or repeal of By-Laws or articles of incorporation provisions and adopt new By-Laws or articles of corporation, provided that the same be permissible under and consonant with the purposed first herein stated and permissible under the provisions of Section 501 (c) (3) of the Internal Revenue Code and Article 7 of the By-Laws.

Section 3. Election and Duty of Officers

- 3.3.1 Election of Officers shall take place at the Annual Meeting of the MSIS and shall be nominated by the Executive Board. Additional nominations may be made from the floor. Election of Officers shall be open or closed ballot of the voting members in attendance at the Annual Meeting and a majority shall elect.
- 3.3.2 A term of office shall begin at the close of the Annual Meeting of the MSIS and shall terminate at the close of the final scheduled activity of the next Annual Meeting of the MSIS.
- 3.3.3 No Member may serve more than one (1) consecutive term in the same office except for the Secretary/Treasurer, who may each serve in the same office for not more than five (5) consecutive terms.

- 3.3.4 In the event of the death, resignation or incapacity of the Member-at-Large, Vice-President or Secretary/Treasurer, the Executive Board shall select a nominee for the vacant office. The Executive Board shall poll the Active Membership by electronic communication to elect these officers. A plurality shall elect.
- 3.3.5 The President shall preside at all meetings of the MSIS and of the Executive Board and shall serve as the Executive Officer of the MSIS. The President shall appoint all committees not otherwise provided for in these By-Laws. President may serve on all committees. The President shall make all appointments to committees and fill all vacancies which occur on committees between annual meetings of the MSIS, unless otherwise provided for in the By-Laws. The President shall be empowered to act for the MSIS in the event of any contingency not covered by the By-Laws.
- 3.3.6 The Vice-Presidents shall preside at meetings of the MSIS and of the Executive Board in the absence or upon the request of the President, and shall assume the duties of the President in the event of death, resignation or incapacity of the President, and shall succeed to the Presidency at the close of the Annual Meeting of the MSIS.
- 3.3.7 The Secretary/Treasurer shall carry on official correspondence of the MSIS and shall keep a record of the proceedings of all Committees and Executive Board Meetings; shall keep a roster of members of the MSIS and a record of members' attendance at all meetings; shall present a report of the MSIS's activities to the membership at all yearly meetings; shall send out notices of meetings to members and shall conduct such other correspondence as may be requested by the President of the Executive Board; shall notify candidates of their election to membership and a copy of the By-Laws to all new members; and, shall keep the Seal of the MSIS.
- 3.3.8 The Secretary/Treasurer shall receive all funds and deposit them in such bank or banks as may be designated by the Executive Board; shall pay all bills of the MSIS and keep an itemized account of receipts and expenditures; shall keep a record of all dues paying members and shall keep a record of all dues paying members and shall notify the Executive Board of those delinquent in payment of dues; shall submit an inventory of these properties to the Executive Board annually. The Treasurer shall prepare an annual financial report to MSIS, which shall, along with the books and records of MSIS, be yearly audited by a Certified Public Accountant. A formal report shall be given at the Annual Meeting.

ARTICLE 4. COMMITTEES

Section 1. Membership Committee

- 4.1.1 The Membership Committee shall consist of the Member-At-Large as the Chair and any additional members needed. Additional members shall be appointed at the discretion of the President.
- 4.1.2 The Membership Committee shall consider all completed applications for membership and investigate all credentials and qualifications of applicants. All applicants will be presented to the Executive Board, with recommendations from the Membership Committee. Application of proposed members who are rejected by the Membership Committee shall be reviewed by the Executive Board.

- 4.1.3 Active members who request Emeritus membership status will be reviewed by the Membership Committee for eligibility, as specified in section 2.4.1. If eligible, the Membership Committee will present such members to the Executive Board for approval.

Section 2. Program Committee

- 4.2.1 The Program Committee shall consist of the President and the Vice-President. The President shall serve as Chair of this committee. Members shall be appointed at the discretion of the President, to assist and to serve on the Program Committee.
- 4.2.2 The Program Committee shall prepare a tentative Annual Meeting program, subject to review and final approval by the Executive Board. This will precede the Annual meeting to enable arrangements for timely printing and distribution by the Secretary/Treasurer.

Section 3. Other Committees

- 4.3.1 A By-Laws and (any) other Committee may be appointed at the pleasure of the President or by a majority of the voting Membership of the MSIS.

ARTICLE 5. MEETINGS

Section 1. Regular, Special and Committee Meetings

- 5.1.1 Not less than once yearly, the members of the Organization shall meet. Business and Scientific sessions shall be conducted at each meeting.
- 5.1.2 Special General Meetings of the MSIS may be called by the Executive Board or by a majority of membership on notice sent by electronic communication to all voting members at least sixty (60) days prior to the date of the meeting. Business to be transacted at these Special General Meetings shall be stated in the notice.
- 5.1.3 The Executive Board may hold special meetings at the discretion of the President or upon request by not less than four (4) members of the Executive Board.
- 5.1.4 Each Committee shall meet in conjunction with the Annual Meeting of the MSIS.

Section 2. Election, Quorum and Procedure

- 5.2.1 All normal elections shall be held at the Annual Business Meeting of the MSIS. In the event of the death, resignation or incapacity of a Board Member a special election shall be conducted by the Executive Board using electronic communication as outlined in section 3.3.4.
- 5.2.2 A majority of members present shall constitute a quorum of the transaction of business at regular or special meetings.
- 5.2.3 All meetings of the MSIS shall be conducted according to these By-Laws and parliamentary Procedures according to Roberts Rules of Order.

Section 3. Suggested Orders of Business for Meetings.

5.3.1 General Business Meeting:

- a) Report of Minutes from the Executive Board
- b) Report of Secretary/Treasurer
- c) Report of the President
- d) Committee Reports
- e) Election of Members
- f) Election of Member-At-Large to the Executive Board

5.3.2 Other Meetings:

- a) Report of Minutes
- b) Old Business
- c) Reports
- d) New Business
- e) Other Business (Comments, Discussion, Election as appropriate)
- f) Adjournment

5.3.3 Each Committee, Board or Meeting group may adopt temporary rules of order not consistent with its purposes or these By-Laws.

ARTICLE 6. DISSOLUTION

6.1.1 No part of the net earnings of the MSIS shall inure to the benefit of, or be distributable to, its members, trustees, officers or other private persons, except that the MSIS shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of the purposes set for the in Article 1 above. No substantial part of the activities of the corporation shall be the carrying on of propaganda or commercial disseminations. The MSIS shall not participate in or intervene in (including the publishing or distributing of statements) any political or commercial campaign on behalf; or of or for any candidate or any product. Notwithstanding any of the provisions of the By-Laws, the MSIS shall not carry on any other activities not permitted to be carried on by a corporation exempt for Federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1986, or corresponding sections of any future Federal Tax Code, or corresponding sections of any future Federal Tax Code or by a corporation, contributions to which are deductible under Section 170(c) (2) of the Internal Revenue Code or corresponding sections of any future Federal Tax Code.

6.1.2 Upon the dissolution of the corporation, assets shall be distributed for one (1) or more exempt purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986 or corresponding sections of any future Federal Tax Code, in accordance with By-Law 6.1.2, or if said By-Law is not applicable, then assets shall be distributed to the Federal government or to a state or local government for a public purpose. Any such assets not disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as the said Court shall determine, organized and operating exclusively for such purposes.

ARTICLE 7 AMENDMENTS TO BY-LAWS

7.1.1. New By-Laws not inconsistent with the purposes of the MSIS set forth in Article 1 may be proposed by three (3) Active Members submitting the same in writing to the Secretary/Treasurer of the MSIS.

7.1.2 A two-thirds (2/3) affirmative vote of the voting members present at a General Business Meeting when written notice of the proposed changes has been given to voting members three (3) months prior to the Annual Meeting, or

7.1.3 A unanimous vote of those present at a General Business Meeting.