

**Amended and Restated Bylaws
of the
International Federation of Societies
for Surgery of the Hand**

**ARTICLE I
Name and Purposes**

Section 1. Name

The name of this corporation shall be the INTERNATIONAL FEDERATION OF SOCIETIES FOR SURGERY OF THE HAND, an Illinois not-for-profit corporation (hereinafter the "Federation").

Section 2. Purposes

(a) The Federation is organized and operated exclusively for educational, scientific and charitable purposes.

(b) No part of the net earnings of the Federation shall inure to the benefit of, or be distributable to, its directors, officers, or any other private shareholder, member or individual, except that the Federation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein. No substantial part of the activities of the Federation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Federation shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office.

(c) The Federation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or the corresponding provision of any future United States internal revenue statute or (ii) by any corporation, contributions to which are deductible under Section 170(c)(2) of the Code or the corresponding provision of any future United States internal revenue statute.

**ARTICLE II
Offices**

The Federation shall have and continuously maintain in the State of Illinois a registered office and a registered agent whose office is identical with that registered office, and may have such other offices in or out of the State of Illinois as the Executive Committee may from time to time determine.

ARTICLE III Members

Section 1. Membership

Membership may be granted to any group of individuals (societies or clubs for surgery of the hand) whose members have a major interest in surgery of the hand and that: (i) shares interest in and supports the purposes of the Federation; (ii) abides by these Bylaws, such other rules and regulations as the Federation may adopt; and (iii) meets such additional criteria for membership in the Federation as the Executive Committee may from time to time establish. The Secretary-General shall maintain a list of the Federation's founding members.

Section 2. Application and Election

The Executive Committee shall from time to time adopt an application form and procedures to facilitate the consideration of applicants for membership in the Federation. The Executive Committee, or a committee designated thereby, shall evaluate the credentials of each applicant and determine, based on the criteria set forth in these Bylaws and such other guidelines as the Executive Committee may prescribe, whether an applicant meets the qualifications necessary for membership. Names of applicants shall be submitted to the Council for acceptance as members.

Section 3. Rights and Duties

Each member shall appoint one person to serve as its voting delegate for all Federation matters and to represent it on the Federation's Council. Other than as set forth below, only official delegates may vote and hold office and each member shall have one (1) vote on matters submitted to a vote of the membership.

Section 4. Resignation

Members may resign from the Federation at any time by giving written notice to the Secretary-General.

Section 5. Automatic Termination

The membership of any member who is in default in the payment of dues or assessments, or otherwise becomes ineligible for membership, will be terminated automatically, unless such termination is delayed by the Executive Committee.

ARTICLE IV
Membership Meetings

Section 1. Council

The membership body of the Federation shall be known as the “Council” and shall consist of the official voting delegate of each member and each member of the Executive Committee.

Section 2. Delegates

Each member must appoint a person to serve as its official voting delegate and shall have the right to substitute an alternate to serve as its delegate in the event its official delegate is unable to act. Delegates may vote in person or by proxy. Except as set forth herein, a member may not have more than one vote.

Section 3. Proxies

A delegate may vote in person or by proxy. A proxy must be executed in writing and delivered to the Secretary-General no later than the start of any Council meeting.

Section 4. Annual Meeting

An annual meeting of the Council shall be held at such time and place as shall be determined by the Council.

Section 5. Special Meetings

Special meetings of the Council may be called at the request of the President or any three (3) members of the Executive Committee. The time and place for holding special meetings shall be determined by the Executive Committee.

Section 6. Notice

Notice of any annual or special meeting of Council shall state the time, date, place and purpose of the meeting. Notice of any annual or special meeting shall be delivered not more than sixty (60) and not less than five (5) days prior to the date of such meeting, unless otherwise required by applicable law.

Section 7. Quorum

One-half ($\frac{1}{2}$) the number of delegates eligible to vote shall constitute a quorum for the transaction of business at any duly called meeting of Council, provided that if less than a quorum is present, a majority of the delegates present may adjourn the meeting to another time without further notice.

Section 8. Manner of Acting

The act of a majority of the delegates present at a duly called meeting at which a quorum is present shall be the act of the Council, unless the act of a greater number is required by law, the Articles of Incorporation, or these Bylaws.

Section 9. Mail/Electronic Voting

Voting by mail or electronic means shall be permitted for any item of business to the full extent permitted by the Illinois General Not-for-Profit Corporation Act of 1986, as amended. A mail or electronic vote may be called by the Executive Committee.

**ARTICLE V
International Congress**

Section 1. Schedule

The Federation shall conduct an International Congress periodically according to such schedule as the Executive Committee may from time to time determine.

Section 2. Host

Council shall select a member to serve as the host of each International Congress. The host member will be selected by a closed vote of Council no later than the close of the penultimate preceding International Congress and must meet such criteria for hosting as the Executive Committee may from time to time determine.

**ARTICLE VI
Dues and Assessments**

The initial and annual dues for each member of the Federation, and the time for paying such dues and other assessments, if any, shall be determined from time to time by the Executive Committee. Any member who is in default in the payment of any dues or assessments, as determined by the Executive Committee, shall lose voting privileges and/or be terminated automatically unless such loss of voting privileges or termination is delayed by the Executive Committee. Under special circumstances, the Executive Committee may waive the annual dues and/or assessments for any member.

**ARTICLE VII
Officers**

Section 1. Officers

The officers of the Federation shall be a President, President-Elect, Secretary-General, Secretary-General Elect, Immediate Past President, Historian, and such other officers as the Executive Committee may from time to time determine (collectively referred to herein as the "Officers"). No two (2) offices may be held simultaneously by the same person.

Section 2. Terms

(a) The President, President-Elect, and Immediate Past President will serve terms of three (3) years until the conclusion of the 2025 Council meeting. Thereafter, the President and President-Elect, and Immediate Past President will serve terms of two (2) years. At the conclusion of the 2027 Council meeting the position of President-Elect will be eliminated and all references to the President-Elect will be struck from these Bylaws.

(b) The Secretary-General will serve a term of three (3) years until the conclusion of the 2025 Council meeting. Thereafter the Secretary-General will serve a term of two (2) years.

(c) The Secretary-General Elect and the Historian will serve until the conclusion of the 2022 Council meeting. Thereafter, the positions of Secretary-General Elect and Historian will be eliminated and all references to the Secretary-General Elect and Historian will be struck from these Bylaws.

(d) Officers may not serve two (2) consecutive terms in office, except in special circumstances as determined by the Executive Committee.

Section 3. President

The President shall be the principal executive officer of the Federation. The President shall preside at all meetings of the Council and Executive Committee. The President may sign, with any other proper officer authorized by the Executive Committee, any deeds, mortgages, bonds, contracts or other instruments, which the Executive Committee has authorized to be executed, except documents the execution of which shall expressly be delegated by law, the Articles of Incorporation, these Bylaws, or the Executive Committee to some other officer or agent. The President shall appoint the members of all committees, subject to the approval of the Executive Committee, except as otherwise provided by these Bylaws. The President shall be an ex-officio member of all committees, except the Nominating Committee or as otherwise provided by these Bylaws but shall not vote on any question in any committee except where such vote is necessary to break a tie. The President shall, in general, perform all duties customarily incident to the office of President and such other duties as may be prescribed from time to time by the Executive Committee.

Section 4. President-Elect

The President-Elect shall assist the President in the discharge of the duties of the President as the President may direct, and shall perform such other duties as may be assigned from time to time by the President or the Executive Committee. The President-Elect shall succeed to the presidency at the conclusion of the President's term or whenever that office becomes vacant.

Section 5. Secretary-General

The Secretary-General shall be the principal administrative officer of the Federation. The Secretary-General shall in general, supervise and direct all of the business affairs of the Federation, subject to the direction and control of the Executive Committee. The Secretary-General will be responsible for (i) maintaining minutes of Council and Executive Committee meetings; (ii)

providing notices of meetings; (iii) coordinating the activities of the Executive Committee; (iv) maintaining adequate books of account and financial records for the Federation; (v) receiving, depositing and disbursing funds; (vi) paying expenses; (vii) working with the Federation's independent certified public accounting firm; and (viii) in general, performing all other duties as may be prescribed from time to time by the Executive Committee. The Secretary-General shall succeed to the office of President-Elect at the conclusion of the President-Elect's term or whenever that office becomes vacant. When the position of President-Elect no longer exists, the Secretary-General automatically shall succeed to the presidency at the conclusion of the President's term or whenever that office becomes vacant.

Section 6. Secretary-General Elect

The Secretary-General Elect will assist the Secretary-General and perform such duties as may be assigned by the Secretary-General and/or the Executive Committee. The Secretary-General Elect shall succeed to the office of Secretary-General at the conclusion of the Secretary-General's term or whenever that office becomes vacant.

Section 7. Immediate Past President

The Immediate Past President shall serve as Chair of the Nominating Committee. The Immediate Past President shall preside at meetings of the Federation or the Council in the absence, or upon request, of the President and, when so acting, shall have all the powers of and be subject to all of the restrictions upon the President. In the event the Immediate Past President is unable to serve, the next most immediate past president shall fill the remainder of the term.

Section 8. Historian

The Historian will maintain the archives and artifacts of the Federation in cooperation with museums and libraries designed by Council.

Section 9. Vacancies

In the event of the death, resignation, removal, or incapacity of any officer except Secretary-General or Secretary-General Elect, the Executive Committee, with guidance from the Nominating Committee that served at the most recent annual meeting, shall appoint an individual to fill the vacant office for the remainder of such person's unexpired term in office. In the case of a vacancy in the office of Secretary-General or Secretary-General Elect, the Council, with guidance from the Nominating Committee that served at the most recent annual meeting, shall elect an individual to fill the vacant office for the remainder of the unexpired term. Notwithstanding the foregoing, in the event the vacancy occurs in an officer position for which the bylaws provide automatic succession, then such designated person automatically shall succeed to the vacant position. Any person filling a vacancy with less than one-half ($\frac{1}{2}$) the term remaining is eligible to serve a consecutive full term in such office.

Section 10. Resignation and Removal

Any Officer may resign at any time by giving written notice to the President. In addition, an Officer may be removed from office by a two-thirds vote of the Executive Committee at any

meeting thereof, whenever, in its judgment, the best interests of the Federation would be served by such action; provided, however, pursuant to applicable law, only Council has the authority to remove an Executive Committee member from the Executive Committee.

ARTICLE VIII Chief Administrator

The administrative and day-to-day operation of the Federation shall be the responsibility of a salaried staff head or firm employed or appointed by, and responsible to, the Executive Committee. The salaried staff head or, in the case of a firm, chief staff officer retained by the firm shall have the title of "Chief Administrator." The Chief Administrator shall have the authority to execute contracts on behalf of the Federation and as approved by the Executive Committee. The Chief Administrator shall assist the Secretary General in the administration of the finances of the Federation and perform such other duties as may be specified by the Executive Committee. The salaried staff head or firm shall employ and may terminate the employment of members of the staff necessary to carry out the work of the Federation. The Chief Administrator shall be invited to attend and participate, without vote, in all regular and special Executive Committee meetings except those held in executive session. The Chief Administrator shall be invited to attend and participate, without vote, in all Delegates' meetings.

ARTICLE IX Executive Committee

Section 1. Authority and Responsibility

The affairs of the Federation shall be managed by a board of directors known as the Executive Committee. The Executive Committee shall have supervision, control and direction of the affairs of the Federation, shall determine its policies or changes therein within the limits of these Bylaws, shall actively promote its purposes and have discretion in the disbursement of its funds. The Executive Committee may adopt such rules and regulations for the conduct of its business as shall be deemed advisable and may, in the execution of the powers granted, appoint such agents as it may consider necessary.

Section 2. Composition, Nomination, Election and Term

(a) The Executive Committee shall be composed of no less than seven (7) and no more than ten (10) members as follows: the President, the President-Elect, the Secretary-General, the Secretary-General Elect, the Immediate Past President, the Historian, the Communications Director and five (5) Members-at-large as follows: one (1) each from the Asia Pacific, North America, and South America regions, and two (2) from the European region.

(b) Executive Committee members shall serve for their respective terms as set forth in these Bylaws, or until such time as their successors are duly elected, qualified, and take office.

(c) The Communications Director shall serve a three (3) year term commencing at the conclusion of the 2022 Council meeting. At the conclusion of the 2025 Council meeting, the Communications Director will serve a two (2) year term. The Communications Director may not serve more than two (2) consecutive terms. The Communications Director will enhance the

Federation's media presence, foster communication among members, and maintain the Federation's electronic/internet presence. The Communications Director will perform such additional duties as may be assigned by the Executive Committee.

(d) The Members-at-large shall serve two (2) year terms in office, other than as expressly set forth herein. At the conclusion the 2022 Council meeting, the number of Members-at-large will increase automatically from one (1) to five (5). In order to create staggered terms, three Members-at-large selected in 2022 will serve for two (2) year terms, and two (2) Members-at-large selected in 2022 will serve for three (3) year terms. Thereafter, all Members-at-large will serve two (2) year terms, with three (3) Members-at-large elected in even calendar years, and two (2) Members-at-large elected in odd calendar years. Members-at-large may not serve consecutive terms as Members-at-large.

(e) Candidates for each office and for Communications Director and Member-at-large will be recommended by the Nominating Committee for election by Council.

(f) Officers, the Communications Director and Members-at-large shall take office immediately upon the conclusion of the annual Council meeting at which they are elected or appointed and shall continue in office until their successors are duly elected, qualified and take office. In the event the election of officers, Communications Director and Members-at-large is conducted by mail, email or electronic ballot, or by other electronic means, officers, the Communications Director and Members-at-large shall take office immediately upon the conclusion of the first annual meeting of Council following their election.

Section 3. Qualifications

Officers, the Communications Director and Members-at-large shall meet such qualifications to serve in office as the Executive Committee shall from time to time determine.

Section 4. Mail Ballot

The Federation may conduct elections of officers and directors by mail ballot, e-mail ballot, electronic ballot, or other electronic means. The Executive Committee may establish rules for the conduct of such elections.

Section 5. Regular Meetings

The Executive Committee may provide by resolution the time, date and place for the holding of a regular annual meeting of the Executive Committee and additional regular meetings of the Executive Committee without other notice than such resolution.

Section 6. Special Meetings

Special meetings of the Executive Committee may be called by, or at the request of, the President or upon a written request to the President of three (3) members of the Executive Committee.

Notice of any special meeting of the Executive Committee shall state the time, date, and place of the meeting and shall be delivered at least fifteen (15) days prior to the date of such meeting,

provided that notice of any special meeting held by teleconference call is delivered at least twenty-four (24) hours prior to the teleconference. Attendance of an Executive Committee member at any meeting shall constitute a waiver of notice of such meeting except where an Executive Committee member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called and convened.

Section 7. Quorum

A majority of the Executive Committee shall constitute a quorum for the transaction of business at any duly called meeting of the Executive Committee; provided that, if less than a quorum is present at said meeting, a majority of the Executive Committee members present may adjourn the meeting from time to time without further notice.

Section 8. Manner of Acting

The act of a majority of the Executive Committee members present at a duly called meeting at which a quorum is present shall be the act of the Executive Committee, unless the act of a greater number is required by law, the Articles of Incorporation, or these Bylaws.

Section 9. Resignation and Removal

Any Executive Committee member may resign at any time by giving written notice to the President. An Executive Committee member may only be removed by a two-thirds vote of the delegates present and voting (either in person or by proxy) at a duly called Council meeting at which a quorum was present. No Executive Committee member shall be removed at a Council meeting unless the written notice of such meeting was delivered to all delegates. Such notice must state that a purpose of the meeting is to vote upon the removal of one or more Executive Committee members named in the notice, and only the named Executive Committee members may be removed at such meeting.

Section 10. Vacancies

In the event of the death, resignation, removal, or incapacity of the Communications Director or a Member-at-large, the Executive Committee shall appoint an individual to fill the remainder of such person's unexpired term in office. Any person filling a vacancy with less than one-half (1/2) the term remaining is eligible to serve a consecutive full term in such office.

Section 11. Action by Written Consent

Any action requiring a vote of the Executive Committee may be taken without a meeting if a consent in writing, setting forth the action taken, is signed by all of the Executive Committee members.

Section 12. Meeting by Conference Call

Any action to be taken at a meeting of the Executive Committee may be taken through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other. Participation in such a meeting shall constitute presence in person at the meeting of the persons so participating.

ARTICLE X Committees

Section 1. Standing Committees

(a) Nominating Committee.

- i. **Composition.** The Nominating Committee shall consist of the President, the two (2) most recent Past-Presidents, and two (2) delegates selected by Council and will be chaired by the Immediate Past President.
- ii. **Term.** Members of the Nominating Committee shall serve single terms of three (3) years until the conclusion of the 2025 Council meeting. Thereafter, members shall serve single terms of two (2) years. Except for the President and the two (2) most recent Past-Presidents, no person serving on the Nominating Committee may serve additional terms.
- iii. **Duties.** The Nominating Committee shall solicit nominations for open positions on the Executive Committee and shall submit to the Council a list of qualified candidates to succeed those Executive Committee members whose terms expire, without automatic succession, at the conclusion of the next annual Council meeting. The Nominating Committee also shall nominate individuals to be Pioneers. The criteria and process for becoming a Pioneer shall be established by Council. No member of the Nominating Committee is eligible for elected office.

(b) **Other Standing Committees.** Other standing committees may be established by resolution of the Executive Committee to carry out the purposes of the Federation. The resolution establishing such a committee shall set forth the committee's purpose and composition.

Section 2. Ad Hoc Committees

The President may appoint such ad hoc committees as are necessary or appropriate to carry out the purposes of the Federation. An ad hoc committee created by the President shall terminate with the expiration of the President's term of office. Ad hoc committees may be established for longer periods with the approval of the Executive Committee.

Section 3. Appointment

Unless otherwise provided by these Bylaws or the resolution establishing the committee, the President shall appoint the chair and members of each committee with the approval of the Executive Committee. Any member of any committee may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the Federation would be served thereby.

Section 4. Vacancies

Except as otherwise provided herein, vacancies in the membership of a committee shall be filled by appointments made in the same manner as the original appointments to that committee.

Section 5. Quorum and Manner of Acting

Unless otherwise provided in the resolution establishing a committee, a majority of the whole committee shall constitute a quorum, and the act of a majority of the members present and voting at a duly called meeting at which a quorum is present shall be the act of the committee.

Section 6. Policies and Procedures

The Executive Committee shall develop and approve general policies and procedures for the operation of all committees.

ARTICLE XI Finance

Section 1. Contracts

The Executive Committee may authorize any officer or officers, agent or agents of the Federation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Federation, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, Etc.

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Federation shall be signed by such officer or officers, agent or agents of the Federation and in such manner as shall from time to time be determined by resolution of the Executive Committee. In the absence of such determination by the Executive Committee, such instruments shall be signed by the Secretary-General and countersigned by the President.

Section 3. Deposits

All funds of the Federation shall be deposited to the credit of the Federation in such banks, trust companies, or other depositories as the Executive Committee may select.

Section 4. Bonding

The Executive Committee shall provide for the bonding of such officers and employees of the Federation as it may from time to time determine.

Section 5. Gifts

The Executive Committee may accept on behalf of the Federation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Federation.

Section 6. Books and Records

The Federation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Council, the Executive Committee and any committees having the authority of the Executive Committee. The books and accounts of the Federation shall be audited or reviewed annually by accountants selected by the Executive Committee.

Section 7. Fiscal Year

The fiscal year of the Federation shall be determined from time to time by the Executive Committee.

**ARTICLE XII
Waiver of Notice**

Whenever any notice is required to be given under applicable law, the Articles of Incorporation or these Bylaws, waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

**ARTICLE XIII
Indemnification of Directors and Officers**

The Federation shall indemnify all delegates, officers, Executive Committee members, and committee members of the Federation to the full extent permitted by the Illinois General Not For Profit Corporation Act and shall be entitled to purchase insurance for such indemnification of officers and directors to the full extent as determined from time to time by the Executive Committee.

**ARTICLE XIV
Amendments**

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a majority vote of the Council delegates voting, in person or by proxy, provided that the substance of the alteration, amendment or repeal has been approved by the Executive Committee and submitted in writing to the Council not more than sixty (60) and not less than five (5) days prior to the date by which the same is to be considered.

ARTICLE XV
Dissolution

In the event of the dissolution of the Federation, the Executive Committee shall, after paying or making provision for the payment of all of the liabilities of the Federation, dispose of all of the remaining assets of the Federation (except any assets held by the Federation upon condition requiring return, transfer or other conveyance in the event of dissolution, which assets shall be returned, transferred or conveyed in accordance with such requirements) exclusively for the purposes of the Federation in such manner, or to such organization or organizations as shall at the time qualify as a tax-exempt organization or organizations recognized under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") or the corresponding provisions of any future United States Internal Revenue statute, as the Executive Committee shall determine. Any such assets not so disposed of shall be disposed of by the court of general jurisdiction of the county in which the principal office of the Federation is then located, exclusively for such purposes in such manner, or to such organization or organizations, which are organized and operated exclusively for such purposes, as said court shall determine.

ARTICLE XVI
Use of Electronic Communication

Unless otherwise prohibited by law, (i) any action to be taken or notice delivered under these bylaws may be taken or transmitted by electronic mail or other electronic means; and (ii) any action or approval required to be written or in writing may be transmitted or received by electronic mail or other electronic means.