

BY-LAWS

OF

PIEDMONT ORTHOPEDIC FOUNDATION, INC.

ARTICLE I

OFFICES

Section 1. Principal Office: The principal office of the corporation shall be located at Room 201, Hawthorne Medical Center, 225 Hawthorne Lane, Charlotte, North Carolina.

Section 2. Registered Office: The registered office of the corporation required by law to be maintained in the State of North Carolina may be, but need not be, identical with the principal office.

Section 3. Other Offices: The corporation may have offices at such other places, either within or without the State of North Carolina as the Board of Directors may from time to time determine, or as the affairs of the corporation may require.

ARTICLE II.

MEMBERS

Section 1. Membership. The membership of the corporation shall consist of each person who was designated an initial director of the corporation in its Articles of Incorporation and such other individuals as shall be elected to membership pursuant to these by-laws, each to serve until his or its membership shall terminate by death, resignation or removal as hereinafter provided.

Section 2. Election of Members. Any individual, corporation, trust, joint stock association, unincorporated association or partnership shall become a member of the corporation by affirmative vote of a majority of all members; provided, that the Board of Directors may elect honorary members without voting rights at such times and upon such conditions as the Board of Directors may provide.

Section 3. Voting Rights. Each member having voting rights shall be entitled to one vote on each matter submitted to a vote at a meeting of members; at any meeting of members, members may vote in person or by proxy.

The vote of a majority of the total number of votes which are cast on any matter at a meeting of members at which a quorum is present shall be the act of the members on that matter, unless the vote of a greater number is required by law or by the Articles of Incorporation or By-Laws of this corporation.

Voiting on all matters shall be by voice vote or by a show of hands unless the holders of one-tenth of the votes represented by the meeting shall, prior to the voiting on any matter, demand a ballot vote on that particular matter.

Section 4. Resignation and Removal of Members. Any member may resign at any time by giving written notice to the Secretary of the corporation or to the Board of Directors. Such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Any member may be removed from membership at any time with or without cause by affirmative vote of a majority of all members entitled to vote.

ARTICLE III.

MEETINGS OF MEMBERS

Section 1. Place of Meetings: All meetings of members shall be held at the principal office of the corporation, or at such other place, either within or without the State of North Carolina as shall be designated in the notice of the meeting or agreed upon by a majority of the members entitled to vote thereat.

Section 2. Annual Meetings: The annual meeting of members shall be held at and immediately following the annual meeting of the Piedmont Orthopedic Society, if not a legal holiday, but if a legal holiday, then on the next day following not a legal holiday, for the purpose of electing directors of the corporation and for the transaction of such other business as may be properly brought before the meeting.

Section 3. Substitute Annual Meeting: If the annual meeting shall not be held on the day designated by these by-laws, a substitute annual meeting may be called in accordance with the provisions of Section 4 of this Article. A meeting so called

shall be designated and treated for all purposes as the annual meeting.

Section 4. Special Meetings: Special meetings of the members may be called at any time by the President, Secretary or Board of Directors of the corporation, or by any member pursuant to the written request of not less than one-tenth of all members entitled to vote at the meeting.

Section 5. Notice of Meetings: Written or printed notice stating the time and place of the meeting shall be delivered not less than ten nor more than fifty days before the date thereof, either personally or by mail, by or at the direction of the President, the Secretary, or other person calling the meeting, to each member of record entitled to vote at such meeting.

In the case of an annual or substitute annual meeting, the notice of meeting need not specifically state the business to be transacted thereat unless it is a matter, other than election of directors, on which the vote of members is expressly required by the provisions of the North Carolina Non-Profit Corporation Act. In the case of a special meeting, the notice of meeting shall specifically state the purpose or purposes for which the meeting is called.

When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. When a meeting is adjourned for less than thirty days in any one adjournment, it is not necessary to give any notice of the adjourned meeting other than by announcement at the meeting at which the adjournment is taken.

Section 6. Voting Lists: At least ten days before each meeting of members the Secretary of the corporation shall prepare an alphabetical list of the names and addresses of the members entitled to vote at such meetings, which list shall be kept on file at the registered office of the corporation for a period of ten days prior to such meeting, and shall be subject to inspection by any member at any time during the usual business hours. This list shall also be produced and kept open at the time and place of the meeting and shall be subject to inspection by any member during the whole time of the meeting.

Section 7. Quorum: The holders of one-third of the votes of the members

represented in person or by proxy, shall constitute a quorum at meetings of members. If there is no quorum at the opening of a meeting of members, such meeting may be adjourned from time to time by vote of a majority of the members voting on the motion to adjourn; and, at any adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the original meeting.

The members at a meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum.

Section 8. Informal Action by Members: Any action which may be taken at a meeting of the members may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the persons who would be entitled to vote upon such action at a meeting, and filed with the Secretary of the corporation to be kept in the Corporate Minute Book.

ARTICLE IV.
DIRECTORS

Section 1. General Powers: The business and affairs of the corporation shall be managed by the Board of Directors or by such Executive Committees as the Board may establish pursuant to these by-laws.

Section 2. Number, Term and Qualifications: The number of the directors of the corporation shall be not less than four nor more than seven. Each director shall hold office for one year or until his death, resignation, retirement, removal, disqualification, or his successor is elected and qualifies. Directors need not be residents of the State of North Carolina or members of the corporation.

Section 3. Election of Directors: Except as provided in Section 5 of this Article, the directors shall be elected at the annual meeting of members, and those persons who receive the highest number of votes shall be deemed to have been elected. If any member so demands, election of directors shall be by ballot. In the election of directors, the voting shall be non-cumulative.

Section 4. Removal: Directors may be removed from office with or without cause by a vote of members holding a majority of the votes entitled to vote at an election of directors. If any directors are so removed, new directors may be elected at the same meeting.

Section 5. Vacancies: A vacancy occurring in the Board of Directors may be filled by a majority of the remaining directors, though less than a quorum, or by the sole remaining director; but a vacancy created by an increase in the authorized number of directors shall be filled only by election at an annual meeting or at a special meeting of members called for that purpose. The members may elect a director at any time to fill any vacancy not filled by the directors.

Section 6. Chairman: There may be a Chairman of the Board of Directors elected by the directors from their number at any meeting of the Board. The Chairman shall preside at all meetings of the Board of Directors and perform such other duties as may be directed by the Board.

Section 7. Compensation: The Board of Directors shall serve without compensation; provided, that the corporation may make reasonable reimbursements for expenditures made on behalf of the corporation in furtherance of the purposes of the corporation.

Section 8. Executive Committee: The Board of Directors may, by resolution adopted by a majority of the number of directors fixed by these by-laws, designate two or more directors to constitute an Executive Committee, which committee to the extent provided in such resolution, shall have and may exercise all of the authority of the Board of Directors in the management of the corporation.

ARTICLE V.

MEETINGS OF DIRECTORS

Section 1. Regular Meetings: A regular meeting of the Board of Directors shall be held immediately after, and at the same place as, the annual meeting of members. In addition, the Board of Directors may provide, by resolution, the time and place, either within or without the State of North Carolina, for the holding of additional regular meetings.

Section 2. Special Meetings: Special meetings of the Board of Directors may be called by or at the request of the President or any two directors. Such meetings may be held either within or without the State of North Carolina.

Section 3. Notice of Meetings: Regular meetings of the Board of Directors may be held without notice.

The person or persons calling a special meeting of the Board of Directors shall, at least two days before the meeting, give notice thereof by any usual means of communications. Such notice need not specify the purpose for which the meeting is called.

Attendance by a director at a 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.

Section 4. Quorum: A majority of the directors fixed by these by-laws shall constitute a quorum for the transaction of business at any meeting of the board of directors.

Section 5. Manner of Acting: Except as otherwise provided in this section, the act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

The vote of a majority of the number of directors fixed by these by-laws shall be required to adopt a resolution constituting an executive committee. The vote of a majority of the directors then holding office shall be required to adopt, amend or repeal a by-law, or to adopt a resolution dissolving the corporation without action by the members. Vacancies in the Board of Directors may be filled as provided in Article IV, Section 5, of these by-laws.

Section 6. Informal Action by Directors: Action taken by a majority of the directors without a meeting is nevertheless Board action if written consent to the action in question is signed by all the directors and filed with the minutes of the proceedings of the Board, whether done before or after the action so taken.

ARTICLE VI.
OFFICERS

Section 1. Number: The officers of the corporation shall consist of a President, a Secretary, a Treasurer, and such Vice-Presidents, Assistant Secretaries, Assistant Treasurers and other officers as the Board of Directors may from time to time elect. Any two or more offices may be held by the same person, except the offices of President and Secretary.

Section 2. Election and Term: The officers of the corporation shall be elected by the Board of Directors. Such elections may be held at any regular or special meeting of the Board. Each officer shall hold office until his death, resignation, retirement, removal, disqualification, or his successor is elected and qualifies.

Section 3. Removal: Any officer or agent elected or appointed by the Board of Directors may be removed by the Board with or without cause; but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 4. Compensation: The compensation of all officers of the corporation, if any, shall be fixed by the Board of Directors.

Section 5. President: The President shall be the principal executive officer of the corporation and, subject to the control of the Board of Directors, shall supervise and control the management of the corporation in accordance with these by-laws.

He shall, when present, preside at all meetings of members. He shall sign, with any other proper officer, any deeds, mortgages, bonds, contracts, or other instruments which may be lawfully executed on behalf of the corporation, except where required or permitted by law to be otherwise signed and executed and except where the signing and execution thereof shall be delegated by the Board of Directors to some other officer or agent; and, in general, he shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 6. Vice Presidents: The Vice Presidents in the order of their election, unless otherwise determined by the Board of Directors, shall, in the absence or disability of the President, perform the duties and exercise the powers of that office. In addition, they shall perform such other duties and have such other powers as the Board of Directors shall prescribe.

Section 7. Secretary: The Secretary shall keep accurate records of the acts and proceedings of all meetings of members and directors. He shall give all notices required by law and by these by-laws. He shall have general charge of the corporation books and records and of the corporate seal, and he shall affix the corporate seal to any lawfully executed instrument requiring it. He shall keep, at the registered or principal office of the corporation, a record of members showing the name and address of each member. He shall comply with Article III, section 6, of these by-laws relating to voting lists. He shall sign such instruments as may require his signature, and, in general, shall perform all duties incident to the office of Secretary and such other duties as may be assigned him from time to time by the President or by the Board of Directors.

Section 8. Treasurer: The Treasurer shall have custody of all funds and securities belonging to the corporation and shall receive, deposit or disburse the same under the direction of the Board of Directors. He shall keep full and accurate accounts of the finances of the corporation in books especially provided for that purpose, and he shall cause a true statement of its assets and liabilities as of the close of each fiscal year and of the results of its operations and of changes in surplus for such fiscal year, all in reasonable detail, to be made and filed at the registered or principal office of the corporation within four months after the end of such fiscal year. The statement so filed shall be kept available for inspection by any member for a period of ten years, and the Treasurer shall mail or otherwise deliver a copy of the latest such statement to any member upon his written request therefor. The Treasurer shall, in general, perform all duties incident to his office and such other duties as may be assigned to him from time to time by the President or by the Board of Directors.

Section 9. Assistant Secretaries and Treasurers: The Assistant Secretaries and Assistant Treasurers shall, in the absence or disability of the Secretary or the Treasurer, respectively, perform the duties and exercise the powers of those offices, and they shall, in general, perform such other duties as shall be assigned to them by the Secretary or the Treasurer, respectively, or by the President or the Board of Directors.

Section 10. Bonds: The Board of Directors may by resolution require any or all officers, agents and employees of the corporation

to give bond to the corporation, with sufficient sureties, conditioned on the faithful performance of the duties of their respective offices or positions, and to comply with such other conditions as may from time to time be required by the Board of Directors.

ARTICLE VII.

CONTRACTS, LOANS, AND DEPOSITS

Section 1. Contracts: The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 2. Loans: No loans shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 3. Checks and Drafts: All checks, drafts or other orders for the payment of money issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 4. Deposits: All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such depositories as the Board of Directors shall direct.

ARTICLE VIII.

GENERAL PROVISIONS

Section 1. Powers: The corporation, acting through its officers or directors, shall have full power to do all that is reasonably necessary or desirable to be done to accomplish the purposes for which it is organized, including but not limited to exclusively to engage in assist and contribute to the support of exclusively charitable, educational and scientific activities and projects that qualify under section 501 (c)(3) of the Internal Revenue Code of 1954 and statutes of similar import; to contribute to the support of, to create and maintain, exclusively charitable, educational and scientific institutions,

organizations, trusts and funds of any and every kind that qualify under section 501 (c)(3) of the Internal Revenue Code of 1954 and statutes of similar import; and to encourage the study and development of the science and practice of orthopedic medicine and surgery through the giving or making of donations, scholarships, gifts, and contributions and loans from the income or assets of the corporation, but exclusively for charitable, educational and scientific purposes as may qualify under section 501 (c) (3) of the Internal Revenue Code of 1954 and statutes of similar import.

Section 2. Seal: The corporate seal of the corporation shall consist of two concentric circles between which is the name of the corporation and in the center of which is inscribed SEAL, and such seal, as impressed on the margin hereof, is hereby adopted as the corporate seal of the corporation.

Section 3. Waiver of Notice: Whenever any notice is required to be given to any member or director under the provisions of the North Carolina Non-Profit Corporation Act or under the provisions of the Articles of Incorporation or by-laws of this corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

Section 4. Fiscal Year: Unless otherwise ordered by the Board of Directors, the fiscal year of the corporation shall be April 30th.

Section 5. Amendments: Except as otherwise provided herein, these by-laws may be adopted by the affirmative vote of a majority of the directors then holding office at any regular or special meeting of the Board of Directors.

The Board of Directors shall have no power to adopt a by-law:

- (1) requiring more than a majority of the votes for a quorum at a meeting of members or more than a majority of the votes cast to constitute action by the members, except where higher percentages are required by law, (2) providing for the management of the corporation otherwise than by the Board of Directors or its Executive Committees; (3) increasing or decreasing the number of directors, (4) classifying and staggering the election of directors.

No by-law adopted or amended by the members shall be altered or repealed by the Board of Directors.