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A For the 2011 calendar year, or tax year beginning _____, and ending _____

B <input type="checkbox"/> Check if applicable <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	C Name of organization OSTEOARTHRITIS RESEARCH SOCIETY INTERNATIONAL		D Employer identification number 52-1867506		
	Doing Business As		E Telephone number 856-439-1385		
	Number and street (or P O box if mail is not delivered to street address) 15000 COMMERCE PARKWAY		Room/suite C	F Name and address of principal officer LINDA SANDELL PHD 660 S. EUCLID AVE MS 8233 ST LOUIS MO 63100	
	City or town, state or country, and ZIP + 4 MOUNT LAUREL NJ 08054		G Gross receipts \$ 2,243,713		
	H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
	H(b) Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list (see instructions)				
	I Tax-exempt status <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) () ◀ (insert no) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527		H(c) Group exemption number ►		
J Website: ► WWW.OARSI.ORG		K Form of organization <input type="checkbox"/> Corporation <input type="checkbox"/> Trust <input checked="" type="checkbox"/> Association <input type="checkbox"/> Other ►		L Year of formation 1994	M State of legal domicile MD

Part I Summary

1 Briefly describe the organization's mission or most significant activities:
OARSI IS THE FOREMOST INTERNATIONAL ORGANIZATION
AND TREATMENT OF OSTEOARTHRITIS THROUGH THE PRACTICE
RESEARCH, EDUCATION AND THE WORLD-WIDE DISSEMINATION OF
2 Check this box ► if the organization discontinued its operations or disposed of assets
3 Number of voting members of the governing body (Part VI, line 1a)
4 Number of independent voting members of the governing body (Part VI, line 1b)
5 Total number of individuals employed in calendar year 2011 (Part V, line 2a)
6 Total number of volunteers (estimate if necessary)
7a Total unrelated business revenue from Part VIII, column (C), line 12
b Net unrelated business taxable income from Form 990-T, line 34

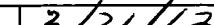
3	19
4	19
5	0
6	0
7a	0
7b	0

SCANNED APR 25 2012
801 Avenue
Expenses

		Prior Year	Current Year
Revenue	8 Contributions and grants (Part VIII, line 1h)	762,057	285,549
	9 Program service revenue (Part VIII, line 2g)	960,929	1,044,240
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	9,750	10,746
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	37,218	0
	12 Total revenue – add lines 8 through 11 (must equal Part VIII, column (A), line 12)	1,769,954	1,340,535
RECEIVED			
Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	66,000	58,000
	14 Benefits paid to or for members (Part IX, column (A), line 4)	0	0
	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	0	0
	16a Professional fundraising fees (Part IX, column (A), line 11e)	0	0
	b Total fundraising expenses (Part IX, column (D), line 25) ►	0	
	17 Other expenses (Part IX, column (A), lines 11a-11d+11f-24e)	1,589,662	1,095,560
	18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	1,655,662	1,153,560
	19 Revenue less expenses. Subtract line 18 from line 12	114,292	186,975
OPEN IT			
Net Assets or Fund Balances	Beginning of Current Year	End of Year	
	20 Total assets (Part X, line 16)	1,470,398	1,603,776
	21 Total liabilities (Part X, line 26)	317,484	268,616
	22 Net assets or fund balances. Subtract line 21 from line 20	1,152,914	1,335,160

Part II Signature Block

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here	 Signature of officer	 Type or print name and title	 Date

May the IRS discuss this return with the preparer shown above? (see instructions)

For Paperwork Reduction Act Notice, see the separate instructions.

PUJ
DAA

Part III Statement of Program Service AccomplishmentsCheck if Schedule O contains a response to any question in this Part III **1** Briefly describe the organization's mission:

OARSI IS THE FOREMOST INTERNATIONAL ORGANIZATION FOCUSED ON THE PREVENTION AND TREATMENT OF OSTEOARTHRITIS THROUGH THE PROMOTION AND PRESENTATION OF RESEARCH, EDUCATION AND THE WORLD-WIDE DISSEMINATION OF NEW KNOWLEDGE.

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? Yes No

If "Yes," describe these new services on Schedule O.

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? Yes No

If "Yes," describe these changes on Schedule O.

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. Section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported

4a (Code:) (Expenses \$ 625,342 including grants of \$ 58,000) (Revenue \$)
 WORLD CONGRESS: TO PROVIDE AND SHARE THE LATEST RESEARCH FOR THE PREVENTION AND TREATMENT OF OSTEOARTHRITIS

4b (Code:) (Expenses \$ 202,219 including grants of \$) (Revenue \$)
 JOURNAL: TO INFORM READERS OF THE RECENT RESEARCH RELATED TO THE PREVENTION AND TREATMENT OF OSTEOARTHRITIS.

4c (Code:) (Expenses \$ including grants of \$) (Revenue \$)

4d Other program services. (Describe in Schedule O.)

(Expenses \$ including grants of \$) (Revenue \$)

4e Total program service expenses ► 827,561

Part IV Checklist of Required Schedules

1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If "Yes," complete Schedule A

2 Is the organization required to complete Schedule B, Schedule of Contributors (see instructions)?

3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I

4 **Section 501(c)(3) organizations.** Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? If "Yes," complete Schedule C, Part II

5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? If "Yes," complete Schedule C, Part III

6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If "Yes," complete Schedule D, Part I

7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? If "Yes," complete Schedule D, Part II

8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III

9 Did the organization report an amount in Part X, line 21; serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? If "Yes," complete Schedule D, Part IV

10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? If "Yes," complete Schedule D, Part V

11 If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable.

a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? If "Yes," complete Schedule D, Part VI

b Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VII

c Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VIII

d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part IX

e Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X

f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? If "Yes," complete Schedule D, Part X

12a Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI, XII, and XIII

b Was the organization included in consolidated, independent audited financial statements for the tax year? If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI, XII, and XIII is optional

13 Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E

14a Did the organization maintain an office, employees, or agents outside of the United States?

b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? If "Yes," complete Schedule F, Parts I and IV

15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? If "Yes," complete Schedule F, Parts II and IV

16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? If "Yes," complete Schedule F, Parts III and IV

17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? If "Yes," complete Schedule G, Part I (see instructions)

18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? If "Yes," complete Schedule G, Part II

19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If "Yes," complete Schedule G, Part III

20a Did the organization operate one or more hospital facilities? If "Yes," complete Schedule H

b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?

	Yes	No
1	X	
2	X	
3		X
4		X
5		X
6		X
7		X
8		X
9		X
10		X
11a		X
11b		X
11c		X
11d		X
11e		X
11f		X
12a	X	
12b		X
13		X
14a		X
14b		X
15		X
16	X	
17		X
18		X
19		X
20a		X
20b		

Part IV Checklist of Required Schedules (continued)

		Yes	No
21	Did the organization report more than \$5,000 of grants and other assistance to any government or organization in the United States on Part IX, column (A), line 1? If "Yes," complete Schedule I, Parts I and II	21	X
22	Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? If "Yes," complete Schedule I, Parts I and III	22	X
23	Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? If "Yes," complete Schedule J	23	X
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25	24a	X
a	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b	
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c	
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d	
25a	Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? If "Yes," complete Schedule L, Part I	25a	X
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? If "Yes," complete Schedule L, Part I	25b	X
26	Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? If "Yes," complete Schedule L, Part II	26	X
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? If "Yes," complete Schedule L, Part III	27	X
28	Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions):	28a	X
a	A current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV	28b	X
b	A family member of a current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV	28c	X
c	An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? If "Yes," complete Schedule L, Part IV	29	X
29	Did the organization receive more than \$25,000 in non-cash contributions? If "Yes," complete Schedule M	30	X
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? If "Yes," complete Schedule M	31	X
31	Did the organization liquidate, terminate, or dissolve and cease operations? If "Yes," complete Schedule N, Part I	32	X
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? If "Yes," complete Schedule N, Part II	33	X
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? If "Yes," complete Schedule R, Part I	34	X
34	Was the organization related to any tax-exempt or taxable entity? If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1	35a	X
35a	Did the organization have a controlled entity within the meaning of section 512(b)(13)?	35b	X
b	Did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? If "Yes," complete Schedule R, Part V, line 2	36	X
36	Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? If "Yes," complete Schedule R, Part V, line 2	37	X
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? If "Yes," complete Schedule R, Part VI	38	X
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19? Note. All Form 990 filers are required to complete Schedule O		

Part V Statements Regarding Other IRS Filings and Tax Compliance

Check if Schedule O contains a response to any question in this Part V

1a Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable
b Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable
c Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?

	Yes	No
1a		
1b	0	

2a Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return
b If at least one is reported on line 2a, did the organization file all required federal employment tax returns?

2a	0
2b	

3a Did the organization have unrelated business gross income of \$1,000 or more during the year?
b If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O
4a At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?

3a	X
3b	
4a	X

b If "Yes," enter the name of the foreign country: ►
 See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.

5a Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?
b Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?
c If "Yes" to line 5a or 5b, did the organization file Form 8886-T?

5a	X
5b	X
5c	

6a Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible?
b If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?

6a	X
6b	

7 **Organizations that may receive deductible contributions under section 170(c).**
a Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?
b If "Yes," did the organization notify the donor of the value of the goods or services provided?
c Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?
d If "Yes," indicate the number of Forms 8282 filed during the year

7d	
7e	
7f	
7g	
7h	

8 **Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations.** Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?

9 **Sponsoring organizations maintaining donor advised funds.**

8	
9a	
9b	

10 **Section 501(c)(7) organizations.** Enter:

10a	
10b	

a Initiation fees and capital contributions included on Part VIII, line 12

b Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities

11 **Section 501(c)(12) organizations.** Enter:

11a	
11b	

12a **Section 4947(a)(1) non-exempt charitable trusts.** Is the organization filing Form 990 in lieu of Form 1041?

12a	
12b	

13 **Section 501(c)(29) qualified nonprofit health insurance issuers.**

13a	
13b	

a Is the organization licensed to issue qualified health plans in more than one state?

Note. See the instructions for additional information the organization must report on Schedule O.

b Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans

13c	
14a	

14a Did the organization receive any payments for indoor tanning services during the tax year?

14b	
	X

b If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O

Part VI Governance, Management, and Disclosure For each "Yes" response to lines 2 through 7b below, and for a "No" response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions. Check if Schedule O contains a response to any question in this Part VI

Section A. Governing Body and Management

1a Enter the number of voting members of the governing body at the end of the tax year
 If there are material differences in voting rights among members of the governing body, or
 if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O

1b Enter the number of voting members included in line 1a, above, who are independent

2 Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?

3 Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, or trustees, or key employees to a management company or other person?

4 Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?

5 Did the organization become aware during the year of a significant diversion of the organization's assets?

6 Did the organization have members or stockholders?

7a Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?

b Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?

8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:

a The governing body?

b Each committee with authority to act on behalf of the governing body?

9 Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O

		Yes	No
1a	19		
1b	19		
2		X	
3	X		
4	X		
5		X	
6	X		
7a	X		
7b		X	
8a	X		
8b	X		
9		X	

Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code.)

10a Did the organization have local chapters, branches, or affiliates?

b If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?

11a Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?

b Describe in Schedule O the process, if any, used by the organization to review this Form 990

12a Did the organization have a written conflict of interest policy? If "No," go to line 13

b Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?

c Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done

13 Did the organization have a written whistleblower policy?

14 Did the organization have a written document retention and destruction policy?

15 Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?

a The organization's CEO, Executive Director, or top management official

b Other officers or key employees of the organization

If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions).

16a Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?

b If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?

	Yes	No
10a		X
10b		
11a		X
12a	X	
12b	X	
12c	X	
13	X	
14	X	
15a		X
15b		X
16a		X
16b		

Section C. Disclosure

17 List the states with which a copy of this Form 990 is required to be filed ► NJ

18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.

Own website Another's website Upon request

19 Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.

20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization. ► ASSOCIATION HEADQUARTERS, INC. 15000 COMMERCE PARKWAY SUITE C
 MT LAUREL NJ 08054 856-439-1385

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

 Check if Schedule O contains a response to any question in this Part VII
Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

1a Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.

- List all of the organization's **current** key employees, if any. See instructions for definition of "key employee."

- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations

- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.

- List all of the organization's **former** directors or trustees that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.

List persons in the following order: individual trustees or directors; institutional trustees, officers; key employees; highest compensated employees; and former such persons

Check this box if neither the organization nor any related organizations compensated any current officer, director, or trustee.

(A) Name and Title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		or director	Individual trustee	Institutional trustee	Officer	Key employee	Highest compensated employee			
(1) FRANCIS BERENBAUM MD PHD PAST PRESIDENT	2.00	X						0	0	0
(2) KIM BENNELL PHD PT DIRECTOR	2.00	X						0	0	0
(3) FRANCISCO J BLANCO MD PHD DIRECTOR	2.00	X						0	0	0
(4) VICTOR M GOLDBERG DIRECTOR	2.00	X						0	0	0
(5) MARY B. GOLDRING PHD DIRECTOR	2.00	X						0	0	0
(6) GILLIAN HAWKER MD MSC DIRECTOR	2.00	X						0	0	0
(7) DAVID HUNTER MD PHD DIRECTOR	2.00	X						0	0	0
(8) HIROSHI KAWAGUCHI MD PHD DIRECTOR	2.00	X						0	0	0
(9) FRANCOIS RANNOU MD PHD DIRECTOR	2.00	X						0	0	0
(10) ANTHONY ROBIN POOLE PHD DIRECTOR	2.00	X						0	0	0
(11) INGRID MEULENBELT, PHD DIRECTOR	2.00	X						0	0	0
(12) TIMOTHY E. MCALINDON, MD, MPH DIRECTOR	2.00	X						0	0	0
(13) WIM B. VAN DEN BERG, PHD DIRECTOR	2.00	X						0	0	0
(14) QING JIANG MD PHD DIRECTOR	2.00	X						0	0	0

Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)

(A) Name and title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)					(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated			
(15) JOANNE M JORDAN DIRECTOR	MD MPH 2.00	X					0	0	0
(16) LINDA SANDELL PhD PRESIDENT	2.00		X				0	0	0
(17) VIRGINIA BYERS KRAUS MD PhD PRES-ELECT	2.00		X				0	0	0
(18) YVES HENROTIN PhD TREASURER	2.00			X			0	0	0
(19) JOHN LOUGHLIN PhD SECRETARY	2.00			X			0	0	0
(20)									
(21)									
(22)									
(23)									
(24)									
(25)									

1b Sub-total ►

c Total from continuation sheets to Part VII, Section A ►

d Total (add lines 1b and 1c) ►

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 in
reportable compensation from the organization ► 0

	Yes	No
3		X
4		X
5		X

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of
compensation from the organization. Report compensation for the calendar year ending with or within the organization's tax year.

(A) Name and business address	(B) Description of services	(C) Compensation
ASSOCIATION HEADQUARTERS INC. MT LAUREL NJ 08054	15000 COMMERCE PARKWAY SUITE C MANAGEMENT	280,097

2 Total number of independent contractors (including but not limited to those listed above) who
received more than \$100,000 of compensation from the organization ►

Part VIII Statement of Revenue

Contributions, Gifts, Grants and Other Similar Amounts		(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514
1a Federated campaigns	1a				
b Membership dues	1b				
c Fundraising events	1c				
d Related organizations	1d				
e Government grants (contributions)	1e				
f All other contributions, gifts, grants, and similar amounts not included above	1f	285,549			
g Noncash contributions included in lines 1a-1f		\$			
h Total. Add lines 1a-1f		►	285,549		
Program Service Revenue	Busn. Code				
2a PUBLICATIONS		468,612			468,612
b ANNUAL WORLD CONGRESS		418,023	418,023		
c MEMBERSHIP DUES		157,605	157,605		
d					
e					
f All other program service revenue					
g Total. Add lines 2a-2f		►	1,044,240		
3 Investment income (including dividends, interest, and other similar amounts)		►	14,924		14,924
4 Income from investment of tax-exempt bond proceeds		►			
5 Royalties		►			
6a Gross rents	(i) Real	(ii) Personal			
b Less rental exps					
c Rental inc or (loss)					
d Net rental income or (loss)		►			
7a Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other			
b Less cost or other basis & sales exps	899,000				
c Gain or (loss)	903,178				
d Net gain or (loss)	-4,178	►	-4,178	-4,178	
8a Gross income from fundraising events (not including \$ of contributions reported on line 1c). See Part IV, line 18	a				
b Less: direct expenses	b				
c Net income or (loss) from fundraising events	►				
9a Gross income from gaming activities See Part IV, line 19	a				
b Less: direct expenses	b				
c Net income or (loss) from gaming activities	►				
10a Gross sales of inventory, less returns and allowances	a				
b Less: cost of goods sold	b				
c Net income or (loss) from sales of inventory	►				
Miscellaneous Revenue	Busn. Code				
11a					
b					
c					
d All other revenue					
e Total. Add lines 11a-11d		►			
12 Total revenue. See instructions.		►	1,340,535	571,450	0 483,536

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A) but are not required to complete columns (B), (C), and (D).

Check if Schedule O contains a response to any question in this Part IX

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the U.S. See Part IV, line 21				
2 Grants and other assistance to individuals in the U.S. See Part IV, line 22	11,000	11,000		
3 Grants and other assistance to governments, organizations, and individuals outside the U.S. See Part IV, lines 15 and 16	47,000	47,000		
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees				
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages				
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)				
9 Other employee benefits				
10 Payroll taxes				
11 Fees for services (non-employees):				
a Management	280,097	100,845	179,252	
b Legal	3,695		3,695	
c Accounting	5,000		5,000	
d Lobbying				
e Professional fundraising services See Part IV, line 17				
f Investment management fees				
g Other				
12 Advertising and promotion	9,463	6,251	3,212	
13 Office expenses	26,621	22,790	3,831	
14 Information technology	4,150		4,150	
15 Royalties				
16 Occupancy				
17 Travel	15,816	9,057	6,759	
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	164,763	164,763		
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization				
23 Insurance	2,625		2,625	
24 Other expenses Itemize expenses not covered above (List miscellaneous expenses in line 24e If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a EDITORIAL EXPENSES	137,500	137,500		
b BOARD EXPENSES	107,734		107,734	
c SUBSCRIPTION EXPENSE	64,719	64,719		
d PROGRAM EXPENSES	60,998	60,998		
e All other expenses	212,379	202,638	9,741	
25 Total functional expenses. Add lines 1 through 24e	1,153,560	827,561	325,999	0
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation Check here ► <input type="checkbox"/> if following SOP 98-2 (ASC 958-720)				

Part X Balance Sheet

		(A) Beginning of year		(B) End of year
Assets	1 Cash—non-interest bearing	185,535	1	492,233
	2 Savings and temporary cash investments	1,046,886	2	311,994
	3 Pledges and grants receivable, net		3	
	4 Accounts receivable, net	40,228	4	3,785
	5 Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L		5	
	6 Receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions)		6	
	7 Notes and loans receivable, net		7	
	8 Inventories for sale or use		8	
	9 Prepaid expenses and deferred charges	33,777	9	127,793
	10a Land, buildings, and equipment cost or other basis. Complete Part VI of Schedule D		10a	
	b Less accumulated depreciation		10b	
	11 Investments—publicly traded securities	163,972	11	667,971
	12 Investments—other securities. See Part IV, line 11		12	
	13 Investments—program-related. See Part IV, line 11		13	
	14 Intangible assets		14	
	15 Other assets. See Part IV, line 11		15	
Liabilities	16 Total assets. Add lines 1 through 15 (must equal line 34)	1,470,398	16	1,603,776
	17 Accounts payable and accrued expenses	87,879	17	9,945
	18 Grants payable		18	
	19 Deferred revenue	229,605	19	258,671
	20 Tax-exempt bond liabilities		20	
	21 Escrow or custodial account liability. Complete Part IV of Schedule D		21	
	22 Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L		22	
	23 Secured mortgages and notes payable to unrelated third parties		23	
	24 Unsecured notes and loans payable to unrelated third parties		24	
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D		25	
Net Assets or Fund Balances	26 Total liabilities. Add lines 17 through 25	317,484	26	268,616
	Organizations that follow SFAS 117, check here ► <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.			
	27 Unrestricted net assets	1,101,414	27	1,319,798
	28 Temporarily restricted net assets	51,500	28	15,362
	29 Permanently restricted net assets		29	
	Organizations that do not follow SFAS 117, check here ► <input type="checkbox"/> and complete lines 30 through 34.			
	30 Capital stock or trust principal, or current funds		30	
	31 Paid-in or capital surplus, or land, building, or equipment fund		31	
	32 Retained earnings, endowment, accumulated income, or other funds		32	
	33 Total net assets or fund balances	1,152,914	33	1,335,160
	34 Total liabilities and net assets/fund balances	1,470,398	34	1,603,776

Part XI Reconciliation of Net AssetsCheck if Schedule O contains a response to any question in this Part XI

1	Total revenue (must equal Part VIII, column (A), line 12)	1	1,340,535
2	Total expenses (must equal Part IX, column (A), line 25)	2	1,153,560
3	Revenue less expenses Subtract line 2 from line 1	3	186,975
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	1,152,914
5	Other changes in net assets or fund balances (explain in Schedule O)	5	-4,729
6	Net assets or fund balances at end of year. Combine lines 3, 4, and 5 (must equal Part X, line 33, column (B))	6	1,335,160

Part XII Financial Statements and ReportingCheck if Schedule O contains a response to any question in this Part XII

1 Accounting method used to prepare the Form 990: Cash Accrual Other _____
 If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O

2a Were the organization's financial statements compiled or reviewed by an independent accountant?
 b Were the organization's financial statements audited by an independent accountant?
 c If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?
 If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.
 d If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a separate basis, consolidated basis, or both:
 Separate basis Consolidated basis Both consolidated and separate basis

3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?
 b If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits

	Yes	No
2a		X
2b	X	
2c	X	
3a		X
3b		

Form 990 (2011)

SCHEDULE A
(Form 990 or 990-EZ)
Department of the Treasury
Internal Revenue Service
Public Charity Status and Public Support

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

► Attach to Form 990 or Form 990-EZ. ► See separate instructions.

OMB No. 1545-0047

2011Open to Public
Inspection

Name of the organization

OSTEOARTHRITIS RESEARCH SOCIETY
INTERNATIONALEmployer identification number
52-1867506**Part I Reason for Public Charity Status** (All organizations must complete this part.) See instructions.

The organization is not a private foundation because it is (For lines 1 through 11, check only one box)

1 A church, convention of churches, or association of churches described in section 170(b)(1)(A)(i).
 2 A school described in section 170(b)(1)(A)(ii). (Attach Schedule E)
 3 A hospital or a cooperative hospital service organization described in section 170(b)(1)(A)(iii).
 4 A medical research organization operated in conjunction with a hospital described in section 170(b)(1)(A)(iii). Enter the hospital's name, city, and state:
 5 An organization operated for the benefit of a college or university owned or operated by a governmental unit described in section 170(b)(1)(A)(iv). (Complete Part II)
 6 A federal, state, or local government or governmental unit described in section 170(b)(1)(A)(v).
 7 An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in section 170(b)(1)(A)(vi). (Complete Part II.)
 8 A community trust described in section 170(b)(1)(A)(vi). (Complete Part II)
 9 An organization that normally receives: (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions—subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See section 509(a)(2). (Complete Part III)
 10 An organization organized and operated exclusively to test for public safety. See section 509(a)(4).
 11 An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See section 509(a)(3). Check the box that describes the type of supporting organization and complete lines 11e through 11h.
 a Type I b Type II c Type III—Functionally integrated d Type III—Other
 e By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2).
 f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box
 g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?
 (i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?
 (ii) A family member of a person described in (i) above?
 (iii) A 35% controlled entity of a person described in (i) or (ii) above?

	Yes	No
11g(i)		
11g(ii)		
11g(iii)		

h Provide the following information about the supported organization(s)

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-9 above or IRC section (see instructions))	(iv) Is the organization in col (i) listed in your governing document?		(v) Did you notify the organization in col (i) of your support?		(vi) Is the organization in col (i) organized in the U.S.?		(vii) Amount of support
			Yes	No	Yes	No	Yes	No	
(A)									
(B)									
(C)									
(D)									
(E)									
Total									

For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ.

Schedule A (Form 990 or 990-EZ) 2011

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)

(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3						
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6 Public support. Subtract line 5 from line 4						

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
7 Amounts from line 4						
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
11 Total support. Add lines 7 through 10						
12 Gross receipts from related activities, etc. (see instructions)						12
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here						► <input type="checkbox"/>

Section C. Computation of Public Support Percentage

14 Public support percentage for 2011 (line 6, column (f) divided by line 11, column (f))	14	%
15 Public support percentage from 2010 Schedule A, Part II, line 14	15	%
16a 33 1/3% support test—2011. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization	►	<input type="checkbox"/>
b 33 1/3% support test—2010. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization	►	<input type="checkbox"/>
17a 10%-facts-and-circumstances test—2011. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization	►	<input type="checkbox"/>
b 10%-facts-and-circumstances test—2010. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization	►	<input type="checkbox"/>
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions	►	<input type="checkbox"/>

Schedule A (Form 990 or 990-EZ) 2011 OSTEOARTHRITIS RESEARCH SOCIETY

52-1867506

Page 3

Part III Support Schedule for Organizations Described in Section 509(a)(2)(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II.
If the organization fails to qualify under the tests listed below, please complete Part II.)**Section A. Public Support**

Calendar year (or fiscal year beginning in) ►

	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants")	987,772	513,587	520,992	762,057	285,549	3,069,957
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose	641,822	705,128	523,057	597,967	575,628	3,043,602
3 Gross receipts from activities that are not an unrelated trade or business under section 513			359,080	400,180	468,612	1,227,872
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5	1,629,594	1,218,715	1,403,129	1,760,204	1,329,789	7,341,431
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 Public support (Subtract line 7c from line 6.)						7,341,431

Section B. Total Support

Calendar year (or fiscal year beginning in) ►

	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
9 Amounts from line 6	1,629,594	1,218,715	1,403,129	1,760,204	1,329,789	7,341,431
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
	15,507	12,128	10,366	9,750	14,924	62,675
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
	15,507	12,128	10,366	9,750	14,924	62,675
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 Total support. (Add lines 9, 10c, 11, and 12.)	1,645,101	1,230,843	1,413,495	1,769,954	1,344,713	7,404,106

14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here ► **Section C. Computation of Public Support Percentage**

15 Public support percentage for 2011 (line 8, column (f) divided by line 13, column (f))	15	99.15 %
16 Public support percentage from 2010 Schedule A, Part III, line 15	16	99.11 %

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2011 (line 10c, column (f) divided by line 13, column (f))	17	1 %
18 Investment income percentage from 2010 Schedule A, Part III, line 17	18	1 %
19a 33 1/3% support tests—2011. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization ► <input checked="" type="checkbox"/>		
b 33 1/3% support tests—2010. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization ► <input type="checkbox"/>		
20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ► <input type="checkbox"/>		

Schedule A (Form 990 or 990-EZ) 2011 OSTEOARTHRITIS RESEARCH SOCIETY 52-1867506 Page 4

Part IV Supplemental Information. Complete this part to provide the explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12. Also complete this part for any additional information. (See instructions).

SCHEDULE D
(Form 990)Department of the Treasury
Internal Revenue Service**Supplemental Financial Statements**

OMB No. 1545-0047

2011Open to Public
Inspection

Name of the organization

OSTEOARTHRITIS RESEARCH SOCIETY
INTERNATIONAL

Employer identification number

52-1867506

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts. Complete if the organization answered "Yes" to Form 990, Part IV, line 6.

	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year		
2 Aggregate contributions to (during year)		
3 Aggregate grants from (during year)		
4 Aggregate value at end of year		
5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control?		<input type="checkbox"/> Yes <input type="checkbox"/> No
6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit?		<input type="checkbox"/> Yes <input type="checkbox"/> No

Part II Conservation Easements. Complete if the organization answered "Yes" to Form 990, Part IV, line 7.

1 Purpose(s) of conservation easements held by the organization (check all that apply).

Preservation of land for public use (e.g., recreation or education) Preservation of an historically important land area
 Protection of natural habitat Preservation of a certified historic structure
 Preservation of open space

2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year.

	Held at the End of the Tax Year
2a	
2b	
2c	
2d	

a Total number of conservation easements
b Total acreage restricted by conservation easements
c Number of conservation easements on a certified historic structure included in (a)
d Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ►

4 Number of states where property subject to conservation easement is located ►

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds?

 Yes No6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year
►7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year
► \$

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)

(i) and section 170(h)(4)(B)(ii)?

 Yes No

9 In Part XIV, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements.

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.
Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

1a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIV, the text of the footnote to its financial statements that describes these items.

b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items:

(i) Revenues included in Form 990, Part VIII, line 1

► \$

(ii) Assets included in Form 990, Part X

► \$

2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items:

a Revenues included in Form 990, Part VIII, line 1

► \$

b Assets included in Form 990, Part X

► \$

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets (continued)

3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply):

- a Public exhibition
- b Scholarly research
- c Preservation for future generations

- d Loan or exchange programs
- e Other

4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIV.

5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection?

Yes No

Part IV Escrow and Custodial Arrangements. Complete if the organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X?

Yes No

b If "Yes," explain the arrangement in Part XIV and complete the following table:

- c Beginning balance
- d Additions during the year
- e Distributions during the year
- f Ending balance

	Amount
1c	
1d	
1e	
1f	

2a Did the organization include an amount on Form 990, Part X, line 21?

Yes No

b If "Yes," explain the arrangement in Part XIV.

Part V Endowment Funds. Complete if the organization answered "Yes" to Form 990, Part IV, line 10.

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance					
b Contributions					
c Net investment earnings, gains, and losses					
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance					

2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as:

a Board designated or quasi-endowment ► %

b Permanent endowment ► %

c Temporarily restricted endowment ► %

The percentages in lines 2a, 2b, and 2c should equal 100%.

3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by:

(i) unrelated organizations

(ii) related organizations

b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?

4 Describe in Part XIV the intended uses of the organization's endowment funds.

	Yes	No
3a(i)		
3a(ii)		
3b		

Part VI Land, Buildings, and Equipment. See Form 990, Part X, line 10.

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land				
b Buildings				
c Leasehold improvements				
d Equipment				
e Other				

Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).) ►

Schedule D (Form 990) 2011 OSTEOARTHRITIS RESEARCH SOCIETY

52-1867506

Page 3

Part VII Investments—Other Securities. See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other		
(A)		
(B)		
(C)		
(D)		
(E)		
(F)		
(G)		
(H)		
(I)		

Total. (Column (b) must equal Form 990, Part X, col. (B) line 12.) ►

Part VIII Investments—Program Related. See Form 990, Part X, line 13.

(a) Description of investment type	(b) Book value	(c) Method of valuation Cost or end-of-year market value
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		

Total. (Column (b) must equal Form 990, Part X, col. (B) line 13.) ►

Part IX Other Assets. See Form 990, Part X, line 15.

(a) Description	(b) Book value
(1)	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	

Total. (Column (b) must equal Form 990, Part X, col. (B) line 15.) ►

Part X Other Liabilities. See Form 990, Part X, line 25.

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
(11)	

Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.) ►

2. FIN 48 (ASC 740) Footnote. In Part XIV, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740).

Part XI Reconciliation of Change in Net Assets from Form 990 to Audited Financial Statements

1 Total revenue (Form 990, Part VIII, column (A), line 12)	1	1,340,535
2 Total expenses (Form 990, Part IX, column (A), line 25)	2	1,153,560
3 Excess or (deficit) for the year. Subtract line 2 from line 1	3	186,975
4 Net unrealized gains (losses) on investments	4	-4,729
5 Donated services and use of facilities	5	
6 Investment expenses	6	
7 Prior period adjustments	7	
8 Other (Describe in Part XIV.)	8	
9 Total adjustments (net). Add lines 4 through 8	9	-4,729
10 Excess or (deficit) for the year per audited financial statements. Combine lines 3 and 9	10	182,246

Part XII Reconciliation of Revenue per Audited Financial Statements With Revenue per Return

1 Total revenue, gains, and other support per audited financial statements	1	1,335,806
2 Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
a Net unrealized gains on investments	2a	-4,729
b Donated services and use of facilities	2b	
c Recoveries of prior year grants	2c	
d Other (Describe in Part XIV.)	2d	
e Add lines 2a through 2d	2e	-4,729
3 Subtract line 2e from line 1	3	1,340,535
4 Amounts included on Form 990, Part VIII, line 12, but not on line 1:		
a Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b Other (Describe in Part XIV.)	4b	
c Add lines 4a and 4b	4c	
5 Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.)	5	1,340,535

Part XIII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return

1 Total expenses and losses per audited financial statements	1	1,153,560
2 Amounts included on line 1 but not on Form 990, Part IX, line 25:		
a Donated services and use of facilities	2a	
b Prior year adjustments	2b	
c Other losses	2c	
d Other (Describe in Part XIV.)	2d	
e Add lines 2a through 2d	2e	
3 Subtract line 2e from line 1	3	1,153,560
4 Amounts included on Form 990, Part IX, line 25, but not on line 1:		
a Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b Other (Describe in Part XIV.)	4b	
c Add lines 4a and 4b	4c	
5 Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.)	5	1,153,560

Part XIV Supplemental Information

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9; Part III, lines 1a and 4; Part IV, lines 1b and 2b; Part V, line 4; Part X, line 2; Part XI, line 8; Part XII, lines 2d and 4b; and Part XIII, lines 2d and 4b. Also complete this part to provide any additional information.

Part XIV Supplemental Information (continued)

**SCHEDULE F
(Form 990)****Statement of Activities Outside the United States**

OMB No 1545-0047

2011**Open to Public
Inspection**Department of the Treasury
Internal Revenue Service

Name of the organization

OSTEOARTHRITIS RESEARCH SOCIETY
INTERNATIONALEmployer identification number
52-1867506**Part I General Information on Activities Outside the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 14b.

1 **For grantmakers.** Does the organization maintain records to substantiate the amount of its grants and other assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? Yes No

2 **For grantmakers.** Describe in Part V the organization's procedures for monitoring the use of its grants and other assistance outside the United States

3 Activities per Region. (The following Part I, line 3 table can be duplicated if additional space is needed.)

(a) Region	(b) Number of offices in the region	(c) Number of employees, agents, and independent contractors in region	(d) Activities conducted in region (by type) (e.g., fundraising, program services, investments, grants to recipients located in the region)	(e) If activity listed in (d) is a program service, describe specific type of service(s) in region	(f) Total expenditures for and investments in region
(1)					
(2)					
(3)					
(4)					
(5)					
(6)					
(7)					
(8)					
(9)					
(10)					
(11)					
(12)					
(13)					
(14)					
(15)					
(16)					
(17)					
3a Sub-total					
b Total from continuation sheets to Part I					
c Totals (add lines 3a and 3b)					

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule F (Form 990) 2011

Schedule F (Form 990) 2011 OSTEOPARTHITIS RESEARCH SOCIETY

Part III Grants and Other Assistance to Individuals Outside the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 16.

Part III can be duplicated if additional space is needed.

(a) Type of grant or assistance	(b) Region	(c) Number of recipients	(d) Amount of cash grant	(e) Manner of cash disbursement	(f) Amount of non-cash assistance	(g) Description of non-cash assistance	(h) Method of valuation (book, FMV, appraisal, other)
(1) SCHOLARSHIPS	EUROPE	1	6,000	CHECK			
(2) SCHOLARSHIPS	MIDDLE EAST	2	12,000	CHECK			
(3) SCHOLARSHIPS	ASIA	2	12,000	CHECK			
(4) CLINICAL AWARD	EUROPE	1	2,000	CHECK			
(5) TRAVEL AWARDS	MEXICO	1	2,000	CHECK			
(6) TRAVEL AWARDS	ASIA	2	4,000	CHECK			
(7) TRAVEL AWARDS	MIDDLE EAST	1	2,000	CHECK			
(8) YOUNG INVESTIGATORS	EUROPE	4	4,000	CHECK			
(9) YOUNG INVESTIGATORS	ASIA	2	2,000	CHECK			
(10) YOUNG INVESTIGATORS	SOUTH AMERICA	1	1,000	CHECK			
(11)							
(12)							
(13)							
(14)							
(15)							
(16)							
(17)							
(18)							

Part IV Foreign Forms

1 Was the organization a U.S. transferor of property to a foreign corporation during the tax year? If "Yes," the organization may be required to file Form 926, Return by a U.S. Transferor of Property to a Foreign Corporation (see Instructions for Form 926)

 Yes No

2 Did the organization have an interest in a foreign trust during the tax year? If "Yes," the organization may be required to file Form 3520, Annual Return to Report Transactions with Foreign Trusts and Receipt of Certain Foreign Gifts, and/or Form 3520-A, Annual Information Return of Foreign Trust With a U.S. Owner (see Instructions for Forms 3520 and 3520-A)

 Yes No

3 Did the organization have an ownership interest in a foreign corporation during the tax year? If "Yes," the organization may be required to file Form 5471, Information Return of U.S. Persons With Respect To Certain Foreign Corporations. (see Instructions for Form 5471)

 Yes No

4 Was the organization a direct or indirect shareholder of a passive foreign investment company or a qualified electing fund during the tax year? If "Yes," the organization may be required to file Form 8621, Information Return by a Shareholder of a Passive Foreign Investment Company or Qualified Electing Fund. (see Instructions for Form 8621)

 Yes No

5 Did the organization have an ownership interest in a foreign partnership during the tax year? If "Yes," the organization may be required to file Form 8865, Return of U.S. Persons With Respect To Certain Foreign Partnerships. (see Instructions for Form 8865)

 Yes No

6 Did the organization have any operations in or related to any boycotting countries during the tax year? If "Yes," the organization may be required to file Form 5713, International Boycott Report (see Instructions for Form 5713)

 Yes No

Part V Supplemental Information

Complete this part to provide the information required by Part I, line 2 (monitoring of funds); Part I, line 3, column (f) (accounting method; amounts of investments vs. expenditures per region); Part II, line 1 (accounting method); Part III (accounting method); and Part III, column (c) (estimated number of recipients), as applicable. Also complete this part to provide any additional information (see instructions).

SCHEDULE I
(Form 990)
2011
Open to Public
Inspection

OMB No. 1545-0047

**Grants and Other Assistance to Organizations,
Governments, and Individuals in the United States**

Complete if the organization answered "Yes" to Form 990, Part IV, line 21 or 22.

Department of the Treasury
Internal Revenue ServiceName of the organization
OSTEOARTHRITIS RESEARCH SOCIETY
INTERNATIONAL

► Attach to Form 990.

Employer identification number
52-1867506**Part I General Information on Grants and Assistance**

1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance?

2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States.

Part II Grants and Other Assistance to Governments and Organizations in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Check this box if no one recipient received more than \$5,000.

Part II can be duplicated if additional space is needed

	(a) Name and address of organization or government	(b) EIN	(c)IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
(1)								
(2)								
(3)								
(4)								
(5)								
(6)								
(7)								
(8)								
(9)								

2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table

3 Enter total number of other organizations listed in the line 1 table

For Paperwork Reduction Act Notice, see the Instructions for Form 990.
DAA

**Schedule I (Form 990) (2011)**

Part III Grants and Other Assistance to Individuals in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 22.

Part III can be duplicated if additional space is needed.

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
1 YOUNG INVESTIGATORS	3	3,000			
2 BASIC SCIENCE AWARD	1	2,000			
3 SCHOLORSHIP	1	6,000			
4					
5					
6					
7					

Part IV Supplemental Information. Complete this part to provide the information required in Part I, line 2, and any other additional information.

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

Complete to provide information for responses to specific questions on
Form 990 or 990-EZ or to provide any additional information.
► Attach to Form 990 or 990-EZ.

OMB No 1545-0047

2011

Open to Public
Inspection

Name of the organization	OSTEOARTHRITIS RESEARCH SOCIETY INTERNATIONAL	Employer identification number 52-1867506
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Form 990, Part III, Line 4d - All Other Accomplishment

OTHER MISC PROGRAMS

Form 990, Part VI, Line 3 - Management Delegated

ASSOCIATION HEADQUARTERS IS THE MANAGEMENT COMPANY THAT HAS BEEN CONTRACTED
WITH OARSI

Form 990, Part VI, Line 4 - Significant Changes to Organizational Documents
BYLAWS AMENDED 2/12/11

Form 990, Part VI, Line 6 - Classes of Members or Stockholders
MEMBERS

Form 990, Part VI, Line 7a - Election of Members and Their Rights
MEMBERS ELECT THE GOVERNING BODY

Form 990, Part VI, Line 11b - Organization's Process to Review Form 990
EXECUTIVE COMMITTEE REVIEWS 990 PRIOR TO MAILING

Form 990, Part VI, Line 12c - Enforcement of Conflicts Policy
APPROPRIATE CORRECTIVE ACTION, UP TO AND REMOVAL FROM BOARD IF NECESSARY.

Form 990, Part VI, Line 19 - Governing Documents Disclosure Explanation
No documents available to the public

Schedule O (Form 990 or 990-EZ) (2011)

Page 2

Name of the organization	OSTEOARTHRITIS RESEARCH SOCIETY	Employer identification number 52-1867506
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Form 990, Part IX, Line 24e - Other Expenses

Description	Amount
AUDIO-VISUAL SERVICES	\$ 59,656
SPEAKER/COMMITTEE HONORAR	\$ 46,698
BANK/ CREDIT CARD FEES	\$ 19,723
PODCAST	\$ 18,765
TREATMENT GUIDELINES	\$ 15,829
ABSTRACT PROCESSING	\$ 13,642
WORKSHOPS	\$ 10,818
REGISTRATION EXPENSES	\$ 8,356
POSTAGE	\$ 7,917
AWARDS EXPENSES	\$ 6,507
CURRENCY LOSS	\$ 1,640
TELEPHONE	\$ 1,263
EXHIBITS	\$ 934
SECURITY	\$ 513
NEWSLETTER	\$ 118

Form 990, Part XI, Line 5 - Other Changes in Net Assets Explanation

UNREALIZED LOSS ON INVESTMENTS

**BYLAWS OF THE
OSTEOARTHRITIS RESEARCH SOCIETY INTERNATIONAL, INC.**

As Amended 02-12-11

ARTICLE I – Purpose and Offices

Section 1.01 **Purpose of the Society.** The Osteoarthritis Research Society International, Inc. (“the Society”) is dedicated to promoting and encouraging fundamental and applied research to permit a better knowledge of osteoarthritis and its treatment. The mission is advanced through programs of research, education partnership and clinical leadership.

Section 1.02 **Offices.** The Society shall maintain a principal office in the State of Maryland. The Society may maintain such other offices at such place or places within or outside the State of Maryland as the Board of Directors may designate.

ARTICLE II – Members

Section 2.01 **Who Shall Be Members.** Individuals and entities interested in and engaged in the fundamental clinical and pharmacological aspects of osteoarthritis shall be eligible to apply for membership in the Society in the following membership categories:

- (i) Regular members - physicians, clinicians, researchers and health industry personnel directly involved in osteoarthritis;
- (ii) Associate members - residents and fellows directly involved in osteoarthritis;
- (iii) Student members – individuals pursuing a course of study related to osteoarthritis;
- (iv) Allied health professionals – health professionals in fields related to osteoarthritis;
- (v) Industry partners – business or nonprofit entities with an interest in the care and treatment of osteoarthritis. Each industry partner member shall designate in writing an individual who shall be its designated representative entitled to exercise the member’s membership rights on all Society matters. Industry partners and their designated representatives may not vote or serve as an office or director of the Society.

The Board of Directors shall have the final discretion regarding a person or entity’s eligibility for membership and proper membership category.

Section 2.02 **Term of Membership.** Membership shall be on an annual basis, upon payment of dues in an amount established by the Board of Directors. A member shall be deemed to have resigned from membership should such member be delinquent in the member’s financial obligations to the Society for greater than ninety days. Any member may resign at any time by mailing or delivering written notice to the

Secretary of the Society. A member may be removed from membership at any time for cause by majority vote of the Board of Directors, provided that the member shall first have been given notice of the grounds for removal and an opportunity to provide the Board with evidence concerning why removal is not appropriate. For purposes hereof, "cause" shall include no longer meeting membership eligibility requirements, a violation of any provision of these Bylaws or of any policy established by the Board of Directors, or conduct not in the best interest of the Society.

Section 2.03 Annual Meeting. A meeting of the members shall be held annually for the election of directors and the transaction of other business as may properly come before the members.

Section 2.04 Special Meetings. Special meeting of the members may be called at any time by the President or the Board of Directors. Special meetings shall also be called by the Secretary on the written request of members entitled to cast at least twenty-five percent (25%) of all the votes entitled to be cast at such meeting. Such written request to the Secretary shall state the purpose of the meeting and the matters proposed to be acted on at such meeting. Upon receiving the written request, the Secretary shall inform the members who make the request of the reasonably estimated cost of preparing and mailing a notice of the meeting, and upon payment of these costs to the Society, the Secretary shall notify each member entitled to notice of the meeting.

Section 2.05 Notice of Annual and Special Meetings. Notice of each meeting of the members shall be given in writing by or at the direction of the President or the Secretary. The place, date and hour of the meeting will be stated, and, unless it is an annual meeting, the purpose or purposes for which the meeting is being called shall be indicated. Notice of any membership meeting may be given in any manner permitted by law, including without limitation personally, by mail or by electronic transmission. The notice shall be given not less than ten (10) nor more than ninety (90) days before the date of the meeting.

When a meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place thereof are announced at the meeting in which the adjournment is taken. At the adjourned meeting, the Society may transact any business that might have been transacted at the original meeting.

Section 2.06 Waiver of Notice. No notice of any meeting need be given to any member who, before or after the meeting signs a waiver of notice, which is filed with the records of meetings of members, or is present at the meeting in person or by proxy.

Section 2.07 Quorum. Five percent (5%) of the members entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of members for the transaction of any business.

Section 2.08 Proxies. Every member entitled to vote at a meeting of members may authorize another person or persons to act for him by proxy, but no person other than a member shall be so authorized.

Every proxy must be signed by the member or such member's duly authorized attorney-in-fact. Every proxy shall be revocable at the pleasure of the member executing it, except as otherwise provided by law.

Section 2.09 Vote. Each member in good standing, except industry partner members and their designated representatives, shall be entitled to one (1) vote on any matter submitted to a vote of the members. The Board of Directors may determine to conduct any vote of the members, including the election of officers and directors, in any manner permitted by law, including without limitation by mail or electronic transmission. Except as otherwise required by law or by the Articles of Incorporation, directors shall be elected by a plurality of the votes cast in the election.

Whenever any corporate action is to be taken by vote of the members, it shall, except as otherwise required by law or by the Articles of Incorporation or these Bylaws, be authorized by a majority of the votes cast by the members entitled to vote thereon.

ARTICLE III –Board of Directors

Section 3.01 Power of Board. The business and affairs of the Corporation shall be managed under the direction of the Board of Directors.

Section 3.02 Number of Directors. The number of Directors constituting the entire Board of Directors shall not be less than three (3) nor more than twenty (20), as determined from time to time by the Board of Directors, provided that no decrease shall affect the term of any incumbent director. All members of the Society, except industry partner members and their designated representatives, shall be eligible to serve on the Board of Directors.

Section 3.03 Election and Term of Directors. At each annual meeting of the members, the members shall elect directors to a term of four (4) years and until his/her successor has been elected and qualified. Terms shall be staggered so that not all terms expire at the same time. Directors may not serve successive four-year terms unless elected to an office of the Society, in which case a director's term shall be extended for the term of such person's office. A person who has served a four-year or more term on the Board shall not be eligible to serve again on the Board until such person has been out of office for four years. A director elected to fill a vacancy shall be elected by the Board of Directors for the unexpired term of his/her predecessor.

Section 3.04 **Newly-Created Directorships and Vacancies.** Newly-created directorships resulting from an increase in the number of directors may be filled by a majority vote of the entire Board of Directors. Vacancies occurring in the Board for any reason may be filled by a majority vote of the Board of Directors at any Board meeting.

Section 3.05 **Removal of Directors.** Except as otherwise provided by law, any one or more of the directors may be removed for a cause at any time with affirmative vote of a majority of the members entitled to vote.

Section 3.06 **Resignation.** Any director may resign at any time upon written notice to the Society. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein no acceptance of such resignation shall be necessary to make it effective. A director who is absent from three consecutive meetings of the Board of Directors shall, absent the affirmative action of the Board approving such absences, be deemed to have resigned as a director and, if also an officer of the Society, as an officer.

Section 3.07 **Quorum of Directors and Action by the Board.** Unless a greater proportion is required by law or by the Articles of Incorporation, a majority of the entire Board of Directors shall constitute a quorum for the transaction of business. Except as otherwise provided by law or by the Articles of Incorporation or these Bylaws, the action of a majority of the directors present at a meeting at which a quorum is present shall be the action of the Board.

Section 3.08 **Meetings of the Board.** An annual meeting of the Board of Directors shall be held each year at such time and place as shall be fixed by the Board of Directors, for the election of officers and for the transaction of such other business as may properly come before the meeting.

Regular meetings of the Board shall be held at such times as may be fixed by the Board. Special meetings of the Board may be held at anytime whenever called by the President, the President-Elect or twenty percent (20%) or more of the directors.

Meetings of the Board of Directors may be at any place in or out of the State of Maryland as may be fixed in the notice of meeting for regular or special meetings.

Notice of a meeting of the Board of Directors may be given in writing or by electronic transmission and shall be given at least 24 hours in advance of a special meeting of the Board. A notice, or waiver of notice, need not state the business to be transacted at or the purpose of any regular or special meeting of the Board of Directors.

Notice of a meeting of the Board of Directors need not be given to any director who signs a waiver of the notice which is filed with the records of the meeting or who is present at the meeting.

Section 3.09 **Informal Action by Directors; Meetings by Conference Telephone.** Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if a unanimous written consent which sets forth the action is signed by each member of the Board of Directors, and filed with the minutes of proceedings of the Board. Any written consent may be communicated to the Society by electronic transmission.

Members of the Board may participate in a meeting by means of conference telephone, electronic networking, or similar communication equipment if all persons participating in the meeting can communicate at the same time. Participation in a meeting by such means shall constitute presence in person at the meeting.

Section 3.10 **Compensation of Directors.** The Society shall not pay any compensation to directors for services rendered to the Society, except that directors may be reimbursed for actual expenses incurred in the performance of their duties to the Society, in reasonable amounts as approved by the Board of Directors.

ARTICLE IV – Committees

Section 4.01 **Executive Committee.** The Executive Committee of the Board of Directors shall be composed of the five (5) elected officers of the Society: the President, President-Elect, Secretary, Treasurer and Immediate Past President. The Executive Committee shall have and may exercise all of the powers of the Board of Directors between meetings of the Board and shall act on matters specifically referred to it by the Board. All actions taken by the Executive Committee shall be promptly reported to the Board of Directors. Actions taken by the Executive Committee shall be reviewed at the next subsequent meeting of the Board.

Section 4.02 **Other Committees.** The Board of Directors may appoint from among its members such other committees, each consisting of two (2) or more directors, and delegate to these committees such responsibility as it deems appropriate and necessary, provided that the Board shall not delegate powers otherwise reserved herein to the Executive Committee or as may be limited by law.

Section 4.03 **Committee Rules.** Unless the Board of Directors otherwise provides, each committee designated by the Board may take, alter and repeal rules for the conduct of its business. In the absence of a contrary provision by the Board of Directors or in rules adopted by such committee, a majority of the entire authorized number of members of each committee shall constitute a quorum for the transaction of a business, the vote of a majority of the members present at a meeting at the time of such vote if a quorum is then present shall be the act of such committee, and each committee shall otherwise conduct its business under Article III of these Bylaws.

Unless otherwise restricted by the Articles of Incorporation or these Bylaws, any action required or permitted to be taken at any meeting of such committee may be taken without a meeting if a written unanimous consent which sets forth the action taken is signed by each member of the committee, and filed with the minutes of proceedings of such committees.

Members of a committee of the Board may participate in a meeting of the committee by means of a conference, telephone, electronic network, or similar communications equipment if all persons participating can communicate at the same time. Participation in a meeting by such means constitute presence in person at the meeting.

Section 4.04 Service on Committees. Each committee of the Board of Directors, except the executive Committee, shall serve at the pleasure of the Board.

Section 4.05 Records. Minutes shall be kept of each meeting of each committee. Copies of the minutes of such meeting shall be filed with the corporate records.

ARTICLE V – Officers, Agents, and Employees

Section 5.01 Officers. The Board of Directors shall elect from among its members, a President-Elect, a Secretary and a Treasurer, and it may, if so determines, elect other officers and may give any of them such further alternate titles as it considers desirable. The President-Elect shall automatically succeed to the office of President. The President shall succeed to the office of Immediate Past President.

Section 5.02 Term of Office and Removal. Each officer shall hold office for a term of two years and until his/her successor has been elected and qualified. All officers shall be elected at the annual meeting of the Board pursuant to procedures adopted by the Board. With the exception of the Secretary and Treasurer, no person shall serve more than one consecutive term in the same office.

Section 5.03 Removal, Resignation and Vacancies. Any officer may be removed by the Board of Directors if in the judgment of the Board, the best interest of the Society will be served. Any officer may resign at any time by given written notice to the Society. Unless otherwise specified in the written notice, the resignation shall be effective upon delivery to the Society. In the event of a vacancy in the office of Immediate Past President, the prior Immediate Past President shall, if available and willing to serve, be appointed to fill that vacancy. In the event of a vacancy in the office of President, the President-Elect shall be appointed to fill that vacancy. In the event of a vacancy in any other office, the Board of Directors shall appoint a member of the Board to fill such vacancy.

Section 5.04 Powers and Duties of Officers. Subject to the control of the Board of Directors, all officers as between themselves and the Society shall have such authority and perform such duties in the management of the Society as may be provided by the

Board and, to the extent no so provided, as generally pertain to the respective offices.

- A. President. The President shall serve as the Chief Executive Officer and Chair of the Board of the Society. The President shall preside at all meetings of the members, the Board of Directors and the Executive Committee and, subject to the supervision of the Board, shall perform all duties customary to that office and shall supervise and control all of the affairs of the Society in accordance with policies and directives approved by the Board of Directors.
- B. President-Elect. In the absence of the President or in the event of his/her disability or refusal to act, the President-Elect shall perform all the duties of the President, and, when so acting, shall have all powers and be subject to all the restrictions upon the president. The President-Elect shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe by standing or special resolution, or as the President may from time to time provide, subject to the powers and the supervision of the Board of Directors.
- C. Secretary. The Secretary shall be responsible for keeping or causing to be kept an accurate record of the proceedings of all meetings of the members, the Board of Directors and the executive Committee, shall give or cause to be given all notices in accordance with these Bylaws or as required by law, and in general, shall perform all duties customary to the office of Secretary. The Secretary shall have custody of the corporate seal of the Society, if any, and s/he shall have the authority to fix the same to any instrument requiring it and to attest to the authenticity of the Society's organizing documents and to the signatures of the Society's other officers as required.. The Board may appoint one (1) or more Assistant Secretaries.
- D. Treasurer. The Treasurer shall be responsible for overseeing all funds and securities of the Society. He/she shall keep or cause to be kept complete and accurate accounts of receipts and disbursements of the Society, and shall deposit or cause to be deposited all monies and other valuable property of the Society in the name and to the credit of the Society in such banks or depositories and under such terms and conditions as the Board of Directors may designate. He/she shall produce and distribute to the Board of Directors and/or officers such financial statements and reports as may be requested. He/she shall perform all duties incident to the office of Treasurer, subject to the supervision of the Board of Directors, and such other duties as shall from time to time be assigned by the Board of Directors. The Treasurer shall, if required by the Board of Directors, give such bond or security for the faithful performance of his/her duties at the expense of the Society. The Board may appoint one (1) or more Assistant Treasurers.

E. Immediate Past President. The Immediate Past President will serve as a member of the Executive Committee and as chair of the Nominating Committee for a two year term.

Section 5.05 Agents and Employees. The Board of Directors may appoint agents and employees who shall have such authority and perform such duties as may have been prescribed by the Board. The Board may remove any agent or employee at any time with or without cause. Any such removal shall be without prejudice to such person's contract rights, if any, and the appointment of such person shall not itself create contract rights.

Section 5.06 Compensation of Agents and Employees. The Society may pay compensation in reasonable amounts to agents and employees for services rendered, such amount to be fixed by the Board or, if the Board delegates such power to any officer or officers, then by such officer or officers.

The Board may require agents or employees to give security for the faithful performance of their duties.

ARTICLE VI – Nominations and Elections

Section 6.01 Nominating Committee. The Nominating Committee shall be chaired by the Immediate Past President, and its members, who shall be appointed annually by the Board of Directors, shall include at least one other elected officer of the Society, at least two other members of the Board, and at least two other regular members of the Society who are not members of the Board. The two regular members of the Nominating Committee shall not be eligible to be nominated for election to the Board while serving on the Nominating Committee.

Section 6.02 Nominations of Board Members. A call for nominations for members of the Board will be made to the general membership.

Section 6.03 Nominations Slate. The Nominating Committee will propose a short list of candidates from all of the nominations that have been received as a result of the call for nominations. Giving consideration to nominations from the membership, the Committee shall arrive at a final slate of nominations with at least two nominees for each vacancy. The chair of the Nominating Committee shall contact nominees on the short list to ensure they are willing to serve if elected. The final slate shall be subject to the approval of the Board of Directors.

Section 6.04 Terms of Office. The terms of each Officer and Board member shall begin at the close of the Annual Business Meeting and end when he/she is replaced by a successor. If no officer or board members is elected to replace him/her, the current officer shall continue in his/her office until an election can be arranged. A person may be re-elected after having been out of office for one term. Persons who fill a vacancy and serve for less than one half of the designated term, may be

considered for re-election as if they have never held that office. No person may hold more than one office at a time.

ARTICLE VII – Miscellaneous

Section 7.01 Fiscal Year. The fiscal year of the Society shall be the calendar year or such other period as may be fixed by the Board of Directors.

Section 7.02 Checks, Notes, Contracts. The Board of Directors shall determine who shall be authorized from time to time on the Society's behalf to sign checks, drafts, order orders for payment of money; to sign acceptances, notes, or other evidences of indebtedness; to enter into contracts; or to execute and deliver other documents and instruments.

Section 7.03 Books and Records. The Society shall keep at its offices correct and complete books and records account, the activities and transactions of the Society, minutes of the proceedings of the members, the Board of Directors, the Executive Committee and any other committee of the Society, and a current list of the members, directors and officers of the Society and their addresses. Any of the books, minutes and records of the Society may be in written form or in other form capable of being converted into written form within reasonable time.

Section 7.04 Amendment of Articles of Incorporation and Bylaws. The Articles of Incorporation of the Society may be adopted, amended and appealed in whole or in part by majority vote of the members following approval of the amendment by a majority vote of the Board of Directors. The Bylaws of the Society may be adopted, amended or repealed in whole or in part by a majority vote of the Board of Directors.

Section 7.05 Indemnification and Insurance. The Society shall, to the fullest extent permitted by law, defend and indemnify any person who was or is a party, or who is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action or suit by or in the right of the Society) by reason of the fact that such person is or was a director, officer, volunteer, employee or agent of the Society, against expenses (including reasonable attorney's fees), judgments, fines, and amounts paid in settlement, actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be the best interests of the Society.

The Society may purchase and maintain insurance on behalf of any person who is or was a director, officer, volunteer, agent or employee of the Society against any liability asserted against such person and incurred by such person in any such capacity, or arising out of his or her status as such, whether or not the Society

would have the power to indemnify such person against such liability under the provisions hereof.

Section 7.07 **Dissolution**. In the event of the dissolution of the Society, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Society, dispose of all the remaining assets of Society in a manner permitted under applicable provisions of the U.S. Internal Revenue Code and applicable Maryland law.