

# AAOS

AMERICAN ASSOCIATION OF  
ORTHOPAEDIC SURGEONS

## BYLAWS

OF THE

# AMERICAN ASSOCIATION OF ORTHOPAEDIC SURGEONS®

(Originally Adopted January 12, 1998)  
(Incorporated February 13, 1998)

(Last amended April 24, 2008)  
(As of April 17, 2009)

American Association of Orthopaedic Surgeons®  
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**of the**  
**American Association of Orthopaedic Surgeons®**  
(Last amended April 24, 2008)  
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**BYLAWS  
OF THE  
AMERICAN ASSOCIATION OF ORTHOPAEDIC SURGEONS®**

(Incorporated February, 1998)  
(As of April 17, 2009)

**ARTICLE I  
NAME, STATUS, OFFICE**

1.1 Name

The name of this corporation shall be the AMERICAN ASSOCIATION OF ORTHOPAEDIC SURGEONS (hereinafter "ASSOCIATION").

1.2 Status of Corporation

The ASSOCIATION shall be a not-for-profit corporation, located in and governed by the statutes and regulations of the State of Illinois.

1.3 Office

The ASSOCIATION shall maintain a registered office and a registered agent in the State of Illinois and may have other offices within or outside the State.

**ARTICLE II  
PURPOSE**

The purpose of the ASSOCIATION shall be to promote the interests of musculoskeletal patients and the profession of orthopaedic surgery.

**ARTICLE III  
STATUS AND CATEGORIES OF MEMBERSHIP AND FELLOWSHIP**

3.1 Status of Membership

Membership in the ASSOCIATION is a privilege, not a right, and is dependent upon the applicant adequately demonstrating compliance with the requirements for Membership or Fellowship as contained in the Articles of Incorporation, the Bylaws, the Rules and Regulations, Standards of Professionalism and the policy statements as adopted by the ASSOCIATION and the AMERICAN ACADEMY OF ORTHOPAEDIC SURGEONS (hereinafter "ACADEMY").

3.2 Automatic Membership of Fellows of the ACADEMY

All Fellows and Members of the ASSOCIATION shall be considered Fellows and Members of the same classification of the ACADEMY. All Fellows and Members of the ACADEMY shall be considered Fellows and Members of the same classification of the ASSOCIATION.

### 3.3 Non-Discrimination

The ASSOCIATION does not discriminate on the basis of race, color, gender, sexual orientation, religion, or national origin, or on any basis that would constitute illegal discrimination.

### 3.4 Categories of Membership

There shall be two categories of membership in the ASSOCIATION: Fellows and Members.

## **ARTICLE IV FELLOWSHIP**

### 4.1 Rights and Classes of Fellowship

Only Fellows of the ASSOCIATION shall have the right to vote and hold office in the ASSOCIATION. Fellowship in the ASSOCIATION shall consist of three classifications:

#### 4.1.a Active Fellow

The status of Active Fellow shall be conferred on those individuals qualifying for admission under these Bylaws, the Rules and Regulations, Standards of Professionalism and policy statements as adopted by Board of Directors.

#### 4.1.b Inactive Fellow

The status of the Inactive Fellow shall be conferred on those individuals qualifying for admission under these Bylaws, the Rules and Regulations, Standards of Professionalism and policy statements as adopted by the Board of Directors. An Active Fellow who has become disabled by sickness or accident or who otherwise becomes incapacitated for a period in excess of six (6) months and who is unable to engage in the practice of medicine or to assume duties of a medically-oriented nature because of this illness, accident or incapacity, may request a transfer from the status of Active Fellow to that of Inactive Fellow, with a reduction of dues according to policies adopted by the Board of Directors. The status of Inactive Fellows shall be reviewed periodically by the ASSOCIATION unless terminated by the Inactive Fellow upon written notice to the ASSOCIATION. An Inactive Fellow shall not be required to maintain a full, unrestricted and unlimited license to practice medicine; however, if an Inactive Fellow maintains a medical license which has been restricted, limited or revoked by a state or Canadian province, he or she shall be subject to the provisions of Paragraph 8.3.b of these Bylaws. Inactive Fellows may vote, hold office, serve on any committee or task force except those specifically provided in these Bylaws, and enjoy any and all of the rights and privileges of Fellowship, according to policies adopted by Board of Directors.

#### 4.1.c Emeritus Fellow

The status of Emeritus Fellow shall be conferred on those individuals qualifying for admission under these Bylaws, the Rules and Regulations, Standards of Professionalism and policy statements as adopted by Board of Directors. An Active Fellow who has reached the age of sixty-five (65) shall be transferred to the status of Emeritus Fellow with waiver of dues upon a written request to the ASSOCIATION. An Active Fellow who has reached the age of sixty (60), who has been an Active Fellow in good standing for twenty-five (25) years or more, and who has completely retired from the practice of medicine may, upon written notice to the ASSOCIATION, request a transfer to the status of Emeritus Fellow. An Emeritus Fellow shall not be required to maintain a full, unrestricted and unlimited license to practice medicine; however, if an Emeritus Fellow maintains a medical license which has been restricted, limited or revoked by a state or Canadian province, he or she shall be subject to the provisions of Paragraph 8.3.b of these Bylaws. Emeritus Fellows may vote, hold

office, serve on any committee or task force except those specifically provided in these Bylaws, and enjoy any and all of the rights and privileges of Fellowship.

#### 4.2 Transfer Procedure

Requests for a non-automatic change in classification of Fellowship must be in writing and addressed to the ASSOCIATION, which shall forward such requests to the Membership Committee for its review and recommendations. The Membership Committee shall review the requests for transfer and forward them, along with its recommendations, to the Board of Directors. Any change in classification of Fellowship shall require a two-thirds (2/3<sup>rd</sup>s) vote of the Board of Directors present and voting.

### **ARTICLE V ACTIVE FELLOWSHIP**

#### 5.1 Requirements to Become an Active Fellow

To be eligible to become an Active Fellow of the ASSOCIATION, an individual must meet all of the following requirements:

- a. Be certified by the American Board of Orthopaedic Surgery; and
- b. For three years immediately prior to induction, devote his or her medical practice exclusively to orthopaedic surgery or be actively engaged in the teaching of orthopaedic surgery or research related to the musculoskeletal system; and
- c. Be a citizen of or in practice in the United States or Canada; and
- d. Maintain a full, unrestricted and unlimited license to practice medicine in the state or states of the United States or the province of Canada in which he or she practices or provide evidence of full-time medical service in the federal government which does not require a medical license; and
- e. Comply with the Articles of Incorporation, Bylaws, Rules and Regulations and policy statements as adopted by the Fellowship or Board of Directors of the ASSOCIATION or the Fellowship or the Board of Directors of the ACADEMY; and
- f. Comply with ASSOCIATION Standards of Professionalism, maintain a good reputation and standing within his or her community and be of high ethical character and professional repute.

#### 5.2 Procedure for Admission to Active Fellowship

##### 5.2.a Application and Vote of the Board

The applicant must submit an application to become a Fellow in accordance with such rules and procedures, as the Board of Directors shall from time to time adopt. The applicant shall be solely responsible for the completion of the application on a timely basis and for providing and ensuring that the ASSOCIATION has received all required references.

Board of Directors may confer the status of Fellow upon an individual upon the recommendation of the Membership Committee. Election to become an Active Fellow shall require a two-thirds (2/3<sup>rd</sup>s) vote of the Board of Directors present and voting.

#### 5.2.b Notice of Rejection

If the Board of Directors rejects an applicant, the ASSOCIATION shall send a notice to the applicant within ten (10) days. The rejected applicant shall have thirty (30) days following the date of receipt of such notice within which to request an Admissions Hearing by the Hearing Committee. This request shall be by written notice to the ASSOCIATION. If the rejected applicant does not request a hearing within the time and in the manner required, he or she shall be deemed to have accepted the action taken by the Board of Directors.

#### 5.2.c Admission Hearings

Upon receiving a request for a hearing, the ASSOCIATION shall deliver such request to the Hearing Committee. The Hearing Committee shall, within thirty (30) days after receipt of such request, schedule and arrange for a hearing and give the rejected applicant written notice of the time, place and date of the hearing. The hearing shall commence no later than sixty (60) days from the receipt of the request for a hearing. The hearing shall be conducted in accordance with such rules and procedures as the Board of Directors shall from time to time adopt.

Upon a written request for postponement by either the rejected applicant or the ASSOCIATION stating a good cause for postponement, the Chair of the Hearing Committee may, at his or her discretion, re-schedule the time and place of the hearing.

#### 5.3 Reapplication

A rejected applicant shall, upon notification of the adverse action by the Board of Directors, have the option of reapplying for Fellowship. The ASSOCIATION shall not accept a reapplication for Fellowship until a prescribed period, as the Board shall determine, has elapsed from the date the individual was notified of the Board's action. Reapplication may be commenced in accordance with the regular application procedure.

#### 5.4 Deferral

Applicants may be deferred by the Board of Directors. A deferral may be based on incomplete or inadequate information, insufficient evidence that the applicant has corrected previously identified deficiencies or other reasons. Each deferred applicant shall be considered on an annual basis; however, applicants may receive no more than two (2) deferrals on each application.

#### 5.5 Confidentiality of Application and Election Process

Every aspect of the application and election process as it relates to a particular applicant is privileged and confidential. The entire contents of any membership application file, including the application form, each and every comment, letter or memorandum by any Fellow of the ASSOCIATION, and report or recommendation by the Membership Committee (or any individual or group which provides input to or otherwise assists the Membership Committee), and the election process regarding any applicant may not be disclosed to any person, including the applicant, except where required under the hearing procedures established by the ASSOCIATION or by operation of law.

#### 5.6 Governed by Illinois Law

Membership status in the ASSOCIATION is governed by the law of the State of Illinois, where the offices of the ASSOCIATION are located. That law provides that an applicant may not seek judicial review of an adverse membership decision except where membership is an economic necessity. Every aspect of the application and election process shall also be governed by the law of the State of Illinois.

#### 5.7 Fellows of the ACADEMY Before the Certain Bylaws of the ACADEMY and the ASSOCIATION were Adopted.

Any individual who became a Fellow or Member of the ACADEMY of whatever classification before the Bylaws of the ACADEMY and the ASSOCIATION were amended to provide that the Fellowship and Membership admissions process would be governed and implemented by the ASSOCIATION shall automatically become a Fellow or Member of the same classification in the ASSOCIATION.

## **ARTICLE VI STANDARDS FOR CONTINUED ACTIVE FELLOWSHIP**

### 6.1 Standards for Continued Active Fellowship

As conditions of continued Active Fellowship in the ASSOCIATION, a Fellow shall demonstrate all of the following:

- a. Comply with the standards for continuing medical education as established by the Board of Directors; and
- b. Be a citizen of or practice in the United States or Canada; and
- c. Hold a full, unrestricted and unlimited license to practice medicine in the state or states of the United States or the province in Canada in which he or she practices or provide evidence of full-time medical service in the federal government that does not require licensure; and
- d. Be engaged in medical practice devoted to orthopaedic surgery; or be engaged in the teaching of orthopaedic surgery or related subject matter; or be engaged in doing musculoskeletal research; or be engaged in the administrative practice of medicine under public or private auspices; and
- e. Maintain a good reputation and standing within his or her community and be of high ethical character and professional repute; and
- f. Comply with the Articles of Incorporation, Bylaws, Rules and Regulations and policy statements as adopted by the Fellowship or the Board of Directors of the ASSOCIATION or by the Fellowship or Board of Directors of the ACADEMY; and
- g. Comply with ASSOCIATION Standards of Professionalism; and
- h. Comply with the dues and fee requirements established by the Board of Directors.

Any action regarding the membership status of any Active Fellow for failure to comply with these Standards for Continued Active Fellowship shall be taken in accordance with the provisions of and the procedures contained in or promulgated under Article VIII of these Bylaws.

## **ARTICLE VII ASSOCIATE OR AFFILIATE MEMBERSHIP**

### 7.1 Rights and Classes of Associate or Affiliate Membership

An Associate or Affiliate Member may attend and participate in all scientific meetings and may serve on any committee or task force, but may not hold office or vote at any regular or special ASSOCIATION business meeting. The status of Associate or Affiliate Members shall be conferred on those individuals qualifying under these Bylaws, the Rules and Regulations, Standards of Professionalism and policy statements as adopted by Board of Directors. Associate or Affiliate Membership in the ASSOCIATION shall consist of the various classifications delineated below:

7.1.a Associate Member – Allied Specialties

The status of Associate Member – Allied Specialties may be conferred upon distinguished physicians who are not orthopaedic surgeons, who hold the degrees of M.D. or D.O., and whose activities, interests and contributions are related to orthopaedic surgery. The Board of Directors may confer the status of Associate Member – Allied Specialties upon an individual upon the recommendation of the Membership Committee, based upon such criteria as the Board of Directors may from time to time adopt.

7.1.b Associate Member – Basic Sciences

The status of Associate Member – Basic Sciences may be conferred upon an individual holding a doctorate degree or its equivalent who is engaged in research or basic science related to orthopaedic surgery and who has demonstrated achievement in research and education for orthopaedic surgery. The Board of Directors may confer the status of Associate Member – Basic Sciences upon an individual upon the recommendation of the Membership Committee, based upon such criteria as the Board of Directors may from time to time adopt.

7.1.c Associate Member - Orthopaedic

The status of Associate Member – Orthopaedic may be conferred upon a qualified orthopaedic surgeon who, because of exceptional circumstances, does not otherwise meet all of the requirements to become a Fellow of the ASSOCIATION. U.S.-trained orthopaedic surgeons who were eligible but did not sit for the American Board of Orthopaedic Surgery (ABOS) examination or who failed the ABOS examination are explicitly excluded from this membership category. The Board of Directors may confer the status of Associate Member – Orthopaedic upon an individual upon the recommendation of the Membership Committee, based upon such criteria as the Board of Directors may from time to time adopt.

7.1.d Associate Member - Osteopathic

The status of the Associate Member - Osteopathic may be conferred upon an individual who meets all of the following requirements:

- i. Be certified by the American Osteopathic Board of Orthopaedic Surgery; and
- ii. For three years immediately prior to induction, devote his or her medical practice exclusively to orthopaedic surgery or be actively engaged in the teaching of orthopaedic surgery or research related to the musculoskeletal system; and
- iii. Be a citizen of or in practice in the United States or Canada; and
- iv. Maintain a full, unrestricted and unlimited license to practice medicine in the state or states of the United States or the province of Canada in which he or she practices or provide evidence of full-time medical service in the federal government which does not require a medical license; and
- v. Comply with the Articles of Incorporation, Bylaws, Rules and Regulations, Standards of Professionalism and policy statements as adopted by the Fellowship or Board of Directors of the ASSOCIATION or the Fellowship of the Board of Directors of the ACADEMY; and
- vi. Provide a letter of recommendation from the Chief of the applicant's American Osteopathic Association-approved residency program and from two (2) orthopaedic surgeons in his or her community who are Fellows of the ASSOCIATION; and

- vii. Maintain a good reputation and standing within his or her community and be of high ethical character and professional repute.

The Board of Directors may confer the status of Associate Member – Osteopathic upon an individual upon recommendation of the Membership Committee, based upon such criteria as the Board of Directors may from time to time adopt.

#### 7.1.e.1 Associate Resident Member

The status of Associate Resident Member may be conferred upon a physician who has commenced the study of orthopaedics with the intention of ultimately applying for Active Fellowship in the ASSOCIATION. Associate Resident Membership is limited to those physicians enrolled in a Residency Review Committee-approved or Canadian orthopaedic residency program or those who have successfully completed such an orthopaedic residency and are in a fellowship program. Associate Resident Member status automatically shall be terminated and the physician shall be conferred the status of Associate Candidate Member upon the successful completion of such an orthopaedic residency or subsequent fellowship. However, the conferral of Associate Resident Member status upon a physician does not imply that the recipient will be admitted as an Active Fellow of the ASSOCIATION. Associate Resident Member status will be terminated for failure to successfully complete the orthopaedic residency program.

#### 7.1.e.2 Associate Resident Member - Osteopathic

The status of Associate Resident Member – Osteopathic may be conferred upon a physician who has commenced the study of osteopathic orthopaedics with the intention of ultimately applying for Associate Membership in the ASSOCIATION. Associate Resident Membership - Osteopathic is limited to those physicians enrolled in an American Osteopathic Association-approved osteopathic orthopaedic residency program or those who have successfully completed such an osteopathic orthopaedic residency and are in a fellowship program. Associate Resident Member-Osteopathic status automatically shall be terminated and the physician shall be conferred the status of Associate Candidate Member-Osteopathic upon the successful completion of such an osteopathic orthopaedic residency or subsequent fellowship. However, the conferral of Associate Resident Member-Osteopathic status upon a physician does not imply that the recipient will be admitted as an Associate Member of the ASSOCIATION. Associate Resident Member-Osteopathic status will be terminated for failure to successfully complete the osteopathic orthopaedic residency program.

#### 7.1.f.1 Associate Candidate Member

The status of Associate Candidate Member may be conferred upon a physician who has successfully completed a Residency Review Committee-approved or Canadian orthopaedic residency or subsequent fellowship and who intends to ultimately apply for Active Fellowship in the ASSOCIATION.

Associate Candidate Membership is limited in scope and time to those successfully completing the latter of such an orthopaedic residency program or subsequent fellowship and for up to five (5) years thereafter. During such time that the Associate Candidate Member is engaged in the practice of medicine after successful completion of such an orthopaedic residency or subsequent fellowship program, the Associate Candidate Member must maintain a full, unrestricted and unlimited license to practice medicine in the United States or Canada or give evidence of full-time medical service in the federal government which does not require licensure. Conferral of Associate Candidate Member status upon a physician does not imply that the recipient will be admitted as an Active Fellow of the ASSOCIATION.

The status of Associate Candidate Member is automatically terminated upon election to Active Fellowship in the ASSOCIATION or upon five (5) years from the date of successful completion of the orthopaedic residency or subsequent fellowship, whichever is later. Exceptions may be made by the Membership Committee upon request by the Associate Candidate Member for time spent in specialized training, research, military service, or

other exigencies. Associate Candidate Member status will also be terminated automatically for being in arrears in dues for more than a period of one-hundred eighty (180) days after the final due date of such dues.

#### 7.1.f.2 Associate Candidate Member – Osteopathic

The status of Associate Candidate Member – Osteopathic may be conferred upon a physician who has successfully completed an American Osteopathic Association-approved or osteopathic orthopaedic residency or subsequent fellowship and who intends to ultimately apply for Associate Membership in the ASSOCIATION.

Associate Candidate Membership – Osteopathic is limited in scope and time to those successfully completing the latter of such an osteopathic orthopaedic residency program or subsequent fellowship and for up to five (5) years thereafter. During such time that the Associate Candidate Member - Osteopathic is engaged in the practice of medicine after successful completion of such an osteopathic orthopaedic residency or subsequent fellowship program, the Associate Candidate Member – Osteopathic must maintain a full, unrestricted and unlimited license to practice medicine in the United States or Canada or give evidence of full-time medical service in the federal government which does not require licensure.

The status of Associate Candidate Member – Osteopathic is automatically terminated upon election to Associate Membership in the ASSOCIATION or upon five (5) years from the date of successful completion of the osteopathic orthopaedic residency or subsequent fellowship, whichever is later. Exceptions may be made by the Membership Committee upon request by the Associate Candidate Member – Osteopathic for time spent in specialized training, research, military service, or other exigencies. Associate Candidate Member – Osteopathic status will also be terminated automatically for being in arrears in dues for more than a period of one-hundred eighty (180) days after the final due date of such dues.

#### 7.1.g International Affiliate Member

The status of International Affiliate Member may be conferred upon an orthopaedic surgeon practicing outside the United States who meets all of the following requirements:

- i. Be a member in good standing in one of the national orthopaedic organizations of the country in which he or she practices, as substantiated by that national orthopaedic organization; and
- ii. Devote his or her medical practice to orthopaedic surgery or be actively engaged in the teaching of orthopaedic surgery or research related to the musculoskeletal system; and
- iii. Maintain a full, unrestricted and unlimited license to practice medicine (or its equivalent) in the country in which he or she practices; and
- iv. Comply with the Articles of Incorporation, Bylaws, Rules and Regulations and policy statements as adopted by the Fellowship and Board of Directors; and
- v. The status of International Affiliate Member shall be conferred on an annual basis, upon the payment of such dues as the Board of Directors shall from time to time determine. International Affiliate Member status shall be terminated automatically for being in arrears in dues for a period of one-hundred eighty (180) days after the final due date for payment of such dues.

#### 7.1.h Honorary Member

The status of Honorary Member may be conferred upon an individual by two thirds ( $2/3^{\text{rds}}$ ) vote of the Board of Directors present and voting. An Honorary Member shall be considered an Associate Member of the ASSOCIATION.

## 7.2 Procedure for Admission as an Associate or Affiliate Member

Eligibility and the process by which one becomes an Associate or Affiliate Member of the ASSOCIATION shall be determined in accordance with such rules and procedures as the Board of Directors shall from time to time adopt. Election to Associate or Affiliate Membership shall require a two-thirds ( $2/3^{\text{rds}}$ ) vote of the Board of Directors present and voting.

## 7.3 Emeritus Status of Associate or Affiliate Members

Any Associate or Affiliate Member except for an International Affiliate Member who has reach the age of sixty-five (65) shall be transferred to Emeritus Status with waiver of dues upon a written request to the ASSOCIATION.

# **ARTICLE VIII PROFESSIONAL COMPLIANCE PROGRAM**

## 8.1 Levels of Professional Compliance Actions

The Board of Directors may censure, suspend or expel any Fellow or Member by a two-thirds ( $2/3^{\text{rds}}$ ) vote of the Board members present and voting. The levels of professional compliance action shall be defined as follows:

### 8.1.a Censure

A censure shall be a written reprimand to the Fellow or Member from the ASSOCIATION, with no loss of the benefits of Fellowship or Membership. Such censure shall be made a part of the membership file of the Fellow or Member.

### 8.1.b Suspension

A suspension shall cause the Fellow or Member to lose the benefits of Fellowship or Membership for a period of time as determined by the Board of Directors, after which the individual may be fully reinstated upon the request of the individual, provided he or she pays all past dues, fees or special assessments owing upon reinstatement. Suspension shall be for such term as the Board determines is necessary to ensure modification of behavior.

### 8.1.c Expulsion

An expulsion shall cause the Fellow or Member to be removed from the rolls of the ASSOCIATION. An expelled Fellow or Member shall not be entitled to any of the benefits of Fellowship or Membership. The ASSOCIATION shall not accept a reapplication for Fellowship or Membership from an expelled Fellow or Member until a prescribed period, as the Board shall determine, has elapsed from the date the individual was notified of the Board's action.

## 8.2 Grounds for Professional Compliance Actions

A Fellow or Member of the ASSOCIATION may face a professional compliance action for any one or more of the following reasons:

- a. Failure to comply with the requirements and standards for Active Fellowship or Membership contained in the Articles of Incorporation, Bylaws of the ASSOCIATION, Rules and Regulations or policy statements of the ASSOCIATION, as adopted by the Fellowship or the Board of Directors.

- b. Failure to comply with the ASSOCIATION Standards of Professionalism, as adopted by the Fellowship.
- c. As implemented in Paragraph 8.3.a of these Bylaws, being in arrears in dues for more than a period of one-hundred eighty (180) days after the final due date for the payment of such dues, as such date is determined by the ASSOCIATION in accordance with notice and collection procedures adopted by the Board of Directors.
- d. As implemented in Paragraph 8.3.b of these Bylaws and except for Inactive or Emeritus Fellows who have allowed their medical licenses to lapse, limitations or restriction of any right associated with the practice of medicine by any state or Canadian province, including the revocation, suspension, restriction of a medical license or the voluntary surrender of a license while under investigation.
- e. Conviction of any felony.

### 8.3 Automatic Professional Compliance Actions

#### 8.3.a Dues, Fees, and Special Assessments

The ASSOCIATION shall certify to the Board of Directors the failure of the Fellow or Member to pay annual dues, fees, or special assessments. The ASSOCIATION shall notify the Fellow or Member that the matter will be considered by the Board of Directors at least thirty (30) days prior to the date of the meeting at which it will be considered. If the Board by a two-thirds (2/3<sup>rds</sup>) vote of its members present and voting so determines, the ASSOCIATION shall remove the Fellow or Member from the rolls of the ASSOCIATION, effective at the close of the fiscal year for which dues, fees or special assessments are delinquent. A professional compliance action taken under Paragraph 8.3.a regarding a failure to pay dues, fees or special assessments shall not be reported to others under Paragraph 8.6.

#### 8.3.b Limitations on Right to Practice

The ASSOCIATION shall certify to the Board of Directors, if known, the action of any state or Canadian province to restrict, limit or revoke a Fellow or Member's license to practice medicine. The ASSOCIATION shall notify such Fellow or Member that the matter will be considered by the Board of Directors at least thirty (30) days prior to the date of the meeting at which it will be considered. If the Board by a two-thirds (2/3<sup>rds</sup>) vote of its members present and voting so determines, the ASSOCIATION shall take an appropriate professional compliance action, effective immediately.

### 8.4 Professional Compliance Process Regarding Alleged Violations of Bylaws or Standards of Professionalism

A Fellow or Member may file complaints about another Fellow or Member for alleged violations of the ASSOCIATION Bylaws or Standards of Professionalism in accordance with such procedures as the Board of Directors may from time to time determine. To be considered, such complaints must be signed, contain specific allegations, and follow all ASSOCIATION requirements. The Fellow or Member against whom the complaint has been filed ("Respondent") shall have the opportunity to respond. Based on this information, the ASSOCIATION Committee on Professionalism shall determine whether a *prima facie* violation of the Bylaws or Standards of Professionalism has occurred and whether a hearing by a panel of its members should be conducted.

If a Hearing is conducted, both the Fellow or Member filing the complaint ("Grievant") and the Respondent shall have the opportunity to be heard. If the complaint is sustained, the Hearing Panel shall recommend that the ASSOCIATION Board of Directors censure, suspend or expel the Respondent.

The Grievant or Respondent may appeal the recommendation of the Hearing Panel to the Judiciary Committee. If requested, the Judiciary Committee shall conduct a hearing at which the Complainant and Respondent shall have another opportunity to be heard. The Judiciary Committee shall prepare and submit its own recommended professional compliance action regarding the Respondent to the ASSOCIATION Board of Directors.

#### 8.5 Role of Board of Directors in Professional Compliance Actions

Upon receipt of a report of the Committee on Professionalism which recommends a professional compliance action, or, in the event there is an appeal of the recommendation of the Committee on Professionalism, the original recommendation of the Committee on Professionalism and the recommendation of the Judiciary Committee, the Board of Directors shall schedule consideration of the matter. The ASSOCIATION shall notify the Fellow or Member at least thirty (30) days prior to the date of the meeting at which it will be considered. A copy of the recommendations of the Committee on Professionalism and, if there is an appeal, the Judiciary Committee shall be attached to the notice. No further or new information may be presented to the Board of Directors. If the matter has been appealed to the Judiciary Committee, the Fellow or Member may appear at the meeting with counsel, or with an ASSOCIATION Fellow or Member acting as a representative, to respond to the recommendations of the Committee on Professionalism and the recommendations of the Judiciary Committee.

Any professional compliance action regarding a Fellow or Member of the ASSOCIATION shall require a two-thirds ( $2/3^{\text{rds}}$ ) vote of the members of the Board of Directors present and voting. The ASSOCIATION shall notify the Fellow or Member within thirty (30) days of the decision of the Board of Directors. The decision of the Board of Directors shall be final.

#### 8.6 Notification of Others of the Professional Compliance Actions Taken

For all professional compliance actions taken by the Board of Directors (except those taken under Paragraph 8.3.a dealing with non-payment of dues, fees or special assessments), the ASSOCIATION shall notify the Respondent's state licensing board, state medical society, the American Board of Orthopaedic Surgery, and, as appropriate, other medical associations. For any professional compliance action relating to patient health or welfare, the ASSOCIATION shall notify the National Practitioner Data Bank. At least annually, the ASSOCIATION shall notify Fellows and Members of all professional compliance actions taken, identifying the Respondent by name.

#### 8.7 Status During Professional Compliance Proceedings

The status of a Fellow or Member shall not be altered during a professional compliance proceeding by action of the Fellow or Member or by the ASSOCIATION.

### **ARTICLE IX MEETINGS AND VOTE OF THE FELLOWSHIP**

#### 9.1 Business Meeting of the Annual Meeting

The annual business meeting of the Fellowship of the ASSOCIATION shall take place at the Annual Meeting or at such other time and place as designated by the Board of Directors. The ASSOCIATION shall send an official notice of such meeting to the Fellowship at least thirty (30) days prior to the business meeting of the Annual Meeting.

#### 9.2 Ceremonial Meeting

A ceremonial meeting may be scheduled by the Board of Directors in conjunction with the Annual Meeting or at other times and places as determined by the Board. Any person registered to attend the annual scientific meeting may attend this meeting.

### 9.3 Special Meetings

A special business meeting of the Fellowship may be called by the President of the ASSOCIATION or by resolution of the Board of Directors. Special business meetings of the Fellows may also be called by written petition signed by at least one-twentieth (1/20<sup>th</sup>) of those Fellows entitled to vote at such meeting. The petition of the Fellows shall be submitted to the ASSOCIATION, who shall fix a date for the special business meeting which shall be not less than forty-five (45) days nor more than ninety (90) days from date of receipt of petition by the ASSOCIATION. The President of the ASSOCIATION shall fix the time and location of the special meeting.

### 9.4 Waiver of Notice

Whenever any notice is required by law or these Bylaws, a written waiver of this notice signed by the persons entitled to such notice, whether before or after the time stated in the notice, shall be deemed equivalent to the giving such notice.

### 9.5 Quorum and Manner of Acting at Business Meetings

The business of the Fellowship may be conducted at business meetings only when a quorum is present. A quorum shall consist of those Fellows present and eligible to vote at the business meeting of the Annual Meeting or at special business meetings of the ASSOCIATION, but in no event shall a quorum consist of less than one hundred (100) Fellows eligible to vote. Except as otherwise provided in these Bylaws, a majority of votes will constitute an action of the Fellowship.

### 9.6 Quorum Regarding Proposed Resolutions, Standards of Professionalism or Bylaws Amendments

When the Fellowship considers proposed resolutions, Standards of Professionalism or amendments to the ASSOCIATION Bylaws pursuant to Articles X or Article XIX or XVI respectively, by written or electronic means, a quorum of participation by at least twenty (20) percent of the current ASSOCIATION Fellowship shall be required. In the event less than twenty (20) percent of the ASSOCIATION Fellowship participates in such balloting, the proposed resolutions, Standards of Professionalism or amendments to the ASSOCIATION Bylaws shall fail. Greater than fifty (50) percent the ballots cast shall constitute an action of the Fellowship regarding resolutions and greater than two-thirds (2/3<sup>rd</sup>s) of the ballots cast shall constitute an action of the Fellowship regarding Standards of Professionalism and proposed amendments to the ASSOCIATION Bylaws.

### 9.7 Elections

Elections of the officers and the at-large members of the ASSOCIATION Board of Directors (and others to be elected) shall be determined by the adoption of the report of the Nominating Committee or by the voice, written or electronic ballot of those Fellows present at the business meeting of the Annual Meeting. Each Fellow who is present at the business meeting of the Annual Meeting shall be entitled to one (1) vote for each officer of the ASSOCIATION, member of the Board of Directors, member of the Membership Committee, and nominees to the American Board of Orthopaedic Surgery to be elected. Those individuals receiving the greatest number of votes shall be considered elected, even if they do not receive a simple majority of the votes cast.

### 9.8 Other Votes of the Fellowship

Voting rights at business meetings shall be exercised only by the Fellow in person. No proxy votes shall be allowed at business meetings. No cumulative voting (that is, placing all votes for a particular candidate) shall be allowed.

### 9.9 Conduct of Business Meetings

- 9.9.a Order of Business. The Board of Directors shall determine the order of business prior to the business meeting at the Annual Meeting or any Special Meeting.

- 9.9.b Appointment of Tellers. The President shall appoint such tellers as are deemed necessary.
- 9.9.c Ballot Voting. If the Fellowship approves a motion for a ballot vote at a business meeting, such motion shall be implemented in accordance with whatever written, mechanical or electronic method the Board has previously approved.
- 9.9.d Motions at Business Meetings. The President shall deem any motion duly made and seconded during the business meeting of the Annual Meeting to be a resolution, which shall be considered under Article X of these Bylaws.

## **ARTICLE X RESOLUTIONS**

### 10.1 Resolutions Committee

The Board of Directors shall appoint a Resolutions Committee and Chair. No current member of the Board of Directors may serve on the Resolutions Committee.

### 10.2 Process for Submitting a Proposed Resolution

Four methods exist by which proposed resolutions may be submitted for consideration by the ASSOCIATION. They are:

#### 10.2.a Submission by Individual Fellows

To be considered by the Fellowship within thirty (30) days after the Annual Meeting, a resolution submitted by individual orthopaedic surgeons must be:

- i. Proposed by an ASSOCIATION Fellow (who shall be considered its Sponsor); and
- ii. Signed by at least twenty (20) ASSOCIATION Fellows, including the Sponsor; and
- iii. Designated as a Resolution; and
- iv. Submitted in writing to the ASSOCIATION by September 1, except as provided in Paragraph 10.5.

#### 10.2.b Submission by a State Orthopaedic Society

To be considered by the Fellowship within thirty (30) days after the next Annual Meeting, a resolution submitted by a state orthopaedic society must be:

- i. Proposed by a state orthopaedic society, with a designated ASSOCIATION Fellow to serve as Sponsor; and
- ii. Signed by the President and the majority of the ASSOCIATION Fellows on the Board of Directors of the state orthopaedic society; and
- iii. Designated as a Resolution; and
- iv. Submitted in writing to the ASSOCIATION by September 1, except as provided in Paragraph 10.5.

10.2.c Submission by the ASSOCIATION Board of Directors

To be considered by the Fellowship within thirty (30) days after the next Annual Meeting, a resolution submitted by the ASSOCIATION Board of Directors must be:

- i. Proposed by the Board of Directors, with a designated director to serve as Sponsor; and
- ii. Designated as a Resolution; and
- iii. Submitted in writing to the ASSOCIATION by September 1, except as provided in Paragraph 10.5.

10.2.d Submission by the Board of Councilors

To be considered by the Fellowship within thirty (30) days after the next Annual Meeting, the Board of Councilors may submit a re-designated Advisory Opinion as an ASSOCIATION resolution, provided it has been submitted in accordance with the provisions of Article XIV of these Bylaws. If the Board of Councilors submits a re-designated Advisory Opinion as an ASSOCIATION resolution, Paragraphs 10.3.a, 10.3.b, and 10.3.c of these Bylaws do not apply.

10.3 Process for Considering a Resolution

The ASSOCIATION shall consider a resolution in the following process:

- a. Appointment of Advisor. As soon as is practical after the resolution has been duly submitted, the Board shall appoint an Advisor to the Sponsor of each resolution. The Advisor shall assist the Sponsor by insuring that the resolution is in proper form, clarifying the language of the resolution, determine if the ASSOCIATION or the ACADEMY has taken previous actions on the same topic, assessing whether the action requested is legal and whether the ASSOCIATION is capable of performing the action requested, and other pertinent matters. The Sponsor shall be guided by, but not bound by, the advice of the Advisor.
- b. Submission to the Board of Councilors and the Board of Specialty Societies. The resolution (as it may be revised upon the suggestions of the Advisor) shall be submitted to the Board of Councilors for its consideration. It shall also be submitted to the officers of the Board of Specialty Societies, who shall determine whether the Board of Specialty Societies should discuss or take a position on such resolution at the fall meeting of the Board of Councilors.
- c. Board of Councilors. At its fall meeting, the Board of Councilors shall conduct an Open Hearing on the resolution, at which the Sponsor may, but is not required to testify. In addition, representatives of the Board of Specialty Societies may participate in the Open Hearing, as appropriate.

After the Open Hearing, the Resolutions Committee of the Board of Councilors shall develop a report and recommendation that shall be considered by the Board of Councilors. The Board of Councilors shall recommend that the Fellowship adopt, modify or reject the resolution. The recommendation of the Board of Councilors shall be reported to the ASSOCIATION Board of Directors and the ASSOCIATION Resolutions Committee and, except as otherwise provided in these Bylaws, the Fellowship.

- d. Board of Directors. The ASSOCIATION Board of Directors, at its December meeting following the fall meeting of the Board of Councilors or at its meeting immediately preceding the Annual Meeting, shall consider and prepare comments on the proposed resolutions for consideration by the ASSOCIATION Resolutions Committee and, except as otherwise provided in these Bylaws, the Fellowship.
- e. Notice to the Fellowship before the Annual Meeting. At least thirty (30) days prior to the business meeting of the Annual Meeting, the ASSOCIATION will notify the Fellowship of the proposed ASSOCIATION

resolution and of opportunities the Fellowship will have at the Annual Meeting to discuss the resolutions. This notice shall specify whether the proposed ASSOCIATION resolution has been submitted by individual Fellows, a state orthopaedic society, the ASSOCIATION Board of Directors or by the Board of Councilors. In this communication, the Fellowship will also be informed that all Active, Inactive and Emeritus Fellows of the ASSOCIATION will have the opportunity to cast a written or electronic ballot on the proposed ASSOCIATION resolution after the Annual Meeting.

- f. ASSOCIATION Resolutions Committee: Annual Meeting. During the Annual Meeting, the ASSOCIATION Resolutions Committee shall hold an Open Hearing at which time all proposed resolutions will be discussed. The time and location of the Open Hearing shall be announced to the Fellowship. The Sponsor, Board of Directors, Board of Councilors, Board of Specialty Societies and any other interested Fellow, Member or guest may appear before the ASSOCIATION Resolutions Committee to present information and opinions. In addition, during the annual business meeting, the ASSOCIATION Resolutions Committee will solicit comments regarding the proposed resolution, based upon a report by the ASSOCIATION Resolutions Committee that provides its recommendations regarding the proposed resolution.

Upon hearing the evidence and the opinions presented during the Open Hearing and annual business meeting, the ASSOCIATION Resolutions Committee shall develop a recommendation that the Fellowship adopt, modify or reject each proposed resolution. If the ASSOCIATION Resolutions Committee recommends that a proposed resolution be modified, the Committee's proposed modification shall be submitted to the Fellowship for its consideration.

- g. Withdrawal of Resolution. If the Board of Councilors, the Board of Directors and the ASSOCIATION Resolutions Committee each determines that the resolution should be rejected, such resolution shall be withdrawn and shall not be considered by the Fellowship.
- h. Ballot of the Fellowship. Within thirty (30) days after the end of the Annual Meeting, the ASSOCIATION shall send each Active, Inactive and Emeritus Fellow a packet that contains a ballot and information developed by the Resolutions Committee appropriate to brief the Fellowship on each proposed ASSOCIATION resolution.

In this packet, the ASSOCIATION will instruct Fellows to cast their ballots (either in writing or electronically) within the next thirty (30) days. The packet will also include an indication that at least twenty (20) percent of the current Fellowship must vote regarding the resolution. In addition, of those voting, at least fifty (50) percent must vote in favor of the proposed resolution for it to be adopted.

- i. Extension of Time. In the event that less than twenty (20) percent of the Fellowship votes by the deadline, the ASSOCIATION Board of Directors, in its discretion, may extend the voting period for up to two (2) additional thirty (30) day increments.
- j. Effect of Adoption of the Resolution. As soon as possible after the ballots have been tabulated, the ASSOCIATION will communicate the results of the ballot to the Fellowship. The Board of Directors shall be responsible for the reasonable and timely implementation of all resolutions adopted by the Fellowship. The ASSOCIATION shall report how it is implementing the adopted resolutions.

#### 10.4 Review

All resolutions, except honorary resolutions, adopted by the Fellowship shall be reviewed by the Board of Directors within five (5) years from the date of their adoption. If the Board determines that an existing resolution should be retained, modified or rescinded, it shall submit appropriate suggestions in the form of a resolution to be considered under the process described in Paragraph 10.3, except, however, any resolution adopted by the Fellowship may only be retained, modified or rescinded by the Fellowship. Therefore, if the Board of Councilors, the Board of Directors and the ASSOCIATION Resolutions Committee each recommend that the Fellowship rescind a previously adopted

Fellowship resolution, such recommendation shall be reported to the Fellowship in the packet accompanying the ballot, but it shall not have the effect of withdrawing such resolution from further consideration.

#### 10.5 Late and Emergency Resolutions

10.5.a The ASSOCIATION shall receive a Late Resolution submitted after September 1 and before the fall meeting of the Board of Councilors for consideration at the next Annual Meeting only when the Board of Councilors at its fall meeting votes by two-thirds (2/3<sup>ths</sup>) of those Councilors present and voting to consider such resolutions.

10.5.b The ASSOCIATION shall receive an Emergency Resolution submitted at least thirty (30) days prior to the business meeting of the Annual Meeting and such resolution shall be communicated to the Fellowship upon its arrival at the Annual Meeting and shall be considered by the Board of Directors, Board of Councilors and ASSOCIATION Resolutions Committee at the Annual Meeting. For purposes of this Paragraph, an Emergency Resolution is one that evolves from unforeseen circumstances that call for immediate action, as determined by first the Resolutions Committee of the Board of Councilors and then by the Executive Committee of the ASSOCIATION Board of Directors.

When the packet of proposed resolutions is sent to the Fellowship within thirty (30) days of the end of the Annual Meeting, the Emergency Resolution shall be included with the other proposed resolutions, along with the materials required for all other resolutions.

10.5.c Any Late or Emergency Resolution adopted by the Fellowship shall be binding upon the ASSOCIATION and its Board of Directors.

#### 10.6 Resolution Requiring a Change in the Bylaws

Any resolution which would require a change in these Bylaws shall be considered in accordance with the resolutions process, and if adopted, shall be drafted in Bylaws language by legal counsel and shall be subject to Article XVI of these Bylaws.

### **ARTICLE XI OFFICERS OF THE ASSOCIATION**

#### 11.1 Officers

The officers of the ASSOCIATION shall be the President, First Vice-President, Second Vice-President and Treasurer. The officers of the ASSOCIATION shall serve as the officers of the ACADEMY in the same capacity and for the same tenure.

#### 11.2 Qualifications for Officers

The President, First Vice-President and Second Vice-President are ineligible for re-election to succeed themselves. Only Fellows of the ASSOCIATION who are in good standing are eligible to be elected to office in the ASSOCIATION.

#### 11.3 Term of Office

Each officer shall serve for a one year term of office or until a successor has been duly elected or is automatically advanced to the next higher office as provided in these Bylaws. The term of office for those elected during the business meeting of the Annual Meeting shall commence at the conclusion of the Annual Meeting or when the First Vice-President succeeds to the office of President and the Second Vice-President succeeds to the office of First Vice-President.

If both the First Vice-President and Second Vice-President die, become unable or refuse to act when required to do so by these Bylaws or by the Fellowship or the Board of Directors, the Board of Directors shall by a two-thirds (2/3<sup>rd</sup>s) vote declare the positions vacant. The ASSOCIATION shall then contact the Nominating Committee which presented its recommendations at the most recent Annual Meeting. Such Nominating Committee shall select a nominee for the office of First Vice-President and present the candidate to the Board. The Board shall have the power to elect the nominee to office or to reject the nominee and request the Nominating Committee to submit an alternative nominee.

#### 11.4 President

The duties of the President of the ASSOCIATION shall be to:

- a. Preside at all general meetings of the ASSOCIATION;
- b. Serve as the Chair of the Board of Directors and preside at all meetings of the Board of Directors;
- c. Sign, with any other proper officer or agent of the ASSOCIATION authorized by the Board, any deeds, mortgages, bonds, contracts or other instruments which the Board has authorized to be executed;
- d. Appoint the members of any regular or special committee or task force not otherwise provided for in the Bylaws with the approval of the Board of Directors;
- e. Serve as a non-voting *ex-officio* member of all committees except the Membership, Resolutions, Bylaws and Nominating Committees;
- f. Act in the event of any contingency or emergency not covered by the Bylaws; and
- g. Perform all duties incident to the office of President and such other duties as the Board may prescribe.

#### 11.5 First Vice-President

##### 11.5.a Duties of the First Vice President

The duties of the First Vice-President of the ASSOCIATION shall be to:

- i. In the absence of the President or in the event of his or her death, inability or refusal to act, perform the duties of the President and when so acting, have all the powers of and be subject to all the restrictions upon the President;
- ii. Serve as Vice-Chair of the Board of Directors;
- iii. Serve as a non-voting *ex-officio* member of all committees or task forces, except the Membership, Resolutions, Bylaws and Nominating Committees; and
- iv. Perform such other duties as the President or the Board of Directors may assign.

##### 11.5.b Succession of the First Vice-President

The First Vice-President shall succeed to the office of President at the conclusion of the Annual Meeting or if the President dies or is unable or refuses to act. If the First Vice-President succeeds to the office of President by reason other than natural succession by expiration of the current President's term of office, the First Vice-President shall serve for the remaining unfulfilled term of the replaced President and further serve

the one (1) year term of office as President that he or she would have succeeded to if the current President had fulfilled his or her term of office.

## 11.6 Second Vice-President

### 11.6.a Duties of the Second Vice-President

The duties of the Second Vice-President of the ASSOCIATION shall be to:

- i. In the absence of the First Vice-President or in the event of his or her death, inability or refusal to act, perform the duties of the First Vice-President and when so acting, have all the powers and be subject to all the restrictions upon the First Vice-President; and
- ii. Perform such other duties as the President or the Board of Directors may assign.

### 11.6.b Succession of the Second Vice-President

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

## 11.7 Treasurer

### 11.7.a Duties of the Treasurer

The duties of the Treasurer of the ASSOCIATION shall be to:

- i. Maintain oversight responsibilities for all funds, securities and other assets of the ASSOCIATION;
- ii. Serve as the Treasurer of the Board of Directors and perform all duties incident to the office of Treasurer;
- iii. Serve as the Chair of the Finance Committee;
- iv. Co-sign all expenditures exceeding the limits established by the Board of Directors for routine expenditures. Any un-budgeted expenditure exceeding the maximum limit shall require prior approval of the Board of Directors;
- v. Ensure that the accounts of the ASSOCIATION shall be audited annually by a Certified Public Accountant for the past fiscal year;
- vi. Present an annual audited financial report to the Fellowship; and
- vii. Perform such other duties as the President or the Board of Directors may assign.

11.7.b Term of Office

The Treasurer shall serve one (1) three (3) year term of office. After serving for one term as Treasurer, the Treasurer shall not be eligible for re-election.

11.8 Treasurer-Elect

During the last year of the term of the Treasurer, a Treasurer-Elect shall be elected for a one (1) year term, during which he or she shall be an *ex-officio* member of the Board of Directors and Finance Committee without vote. During this term, the Treasurer-Elect shall assist the Treasurer and become familiar with the financial and other workings of the ASSOCIATION.

The Treasurer-Elect shall succeed to the office of Treasurer at the conclusion of the Annual Meeting at which the term of the Treasurer ends or if the Treasurer dies, becomes unable or refuses to act.

**ARTICLE XII  
STANDING COMMITTEES OF THE ASSOCIATION**

12.1 Classification and Organization

The ASSOCIATION Fellowship shall elect six of the members of the Nominating Committee and all members of the Membership Committee.

12.2 Nominating Committee

The Nominating Committee shall consist of six (6) Active Fellows elected by the Fellowship and a Chair, an Active Fellow who is appointed by the Board of Directors. No member of the Nominating Committee may be a current member of the Board of Directors.

12.2.a Requirements to Serve on the ASSOCIATION Nominating Committee

To serve on the ASSOCIATION Nominating Committee, an orthopaedic surgeon shall:

- i. Be an Active Fellow;
- ii. Not have served on any of the previous three (3) Nominating Committees;
- iii. Not have served as an elected member of the Nominating Committee for more than three (3) terms. However, at its discretion, the Board of Directors may appoint a Chair of the Nominating Committee, even if he or she has been elected by the Fellowship to serve on the Nominating Committee for more than three terms; and
- iv. After being nominated, upon written request by the ASSOCIATION, indicate a willingness to serve if elected and provide biographical information for distribution to the Fellowship.

12.2.b Nominating Committee Election and Deliberation Process

- i. At the business meeting of the Annual Meeting, an unlimited number of nominations from the floor shall be taken to nominate the members of the Nominating Committee which will present its report of recommended officers (and others) at the business meeting of the next Annual Meeting.
- ii. The ASSOCIATION shall compile names and biographical information of those nominated. The ASSOCIATION shall remove the names of any Fellows not eligible to serve on the Nominating Committee.

- iii. No later than July 1, the ASSOCIATION shall send the list of nominees' information along with a written or electronic ballot to every Fellow of the ASSOCIATION.
- iv. Fellows shall vote for up to six (6) individuals to serve as the Nominating Committee for the next Annual Meeting. The polling shall be closed on August 1 or on the next business day thereafter.
- v. After all votes have been cast, the ASSOCIATION shall review the results and determine who has been elected in the following sequence:
  - (a) Except as otherwise provided in these Bylaws, those six (6) individuals who receive the greatest number of votes shall be considered elected, with the individual who received the seventh (7<sup>th</sup>) greatest number of votes serving as an alternate member of the Nominating Committee.
  - (b) No more than two (2) elected members of the Nominating Committee may practice in the same state or province. If three (3) or more individuals from the same state or province are among the top six (6) individuals in terms of number of votes received, then the two (2) individuals from that state or province receiving the greatest number of votes shall be considered elected. When this situation occurs, the individual(s) from other states or provinces receiving the next highest number of votes in order of number of votes received shall be considered elected.
- vi. No later than September 15, a list of the individuals who have been elected to serve on the Nominating Committee shall be sent to every Fellow of the ASSOCIATION. The Nominating Committee shall solicit and consider recommendations from the Fellowship that are submitted to it.
- vii. The Nominating Committee shall conduct its initial deliberations separate from and prior to sixty (60) days in advance of the business meeting of the Annual Meeting.
- viii. The Nominating Committee shall prepare a list of nominees for the following offices: Second Vice-President; Treasurer-Elect (if any); At-large members of the Board of Directors; nominees to the American Board of Orthopaedic Surgery (as required); and a member of the Membership Committee.
- ix. At least sixty (60) days in advance of the business meeting of the Annual Meeting, the Nominating Committee shall release its proposed candidates for each position to be filled. As soon as practicable, the ASSOCIATION shall disseminate this list to the Fellowship and shall include this list in the Official Notice of the Annual Meeting.
- x. At least thirty (30) days before the business meeting of the Annual Meeting, twenty (20) or more Fellows may submit the name of another Fellow to be nominated, along with the position to which he or she is being nominated. The ASSOCIATION shall disseminate the name(s) of any individual(s) so nominated as soon as practicable before and during the Annual Meeting.
- xi. The Chair of the Nominating Committee shall present the report of the Nominating Committee to the Fellowship at the business meeting of the Annual Meeting.
- xii. The President shall announce if any additional individuals have been duly nominated by operations of these Bylaws. No nominations shall be received from the floor. If there have been no individuals nominated in addition to those recommended by the Nominating Committee, the President shall call for a vote to adopt the slate of the Nominating Committee. If additional nominations have been made, there shall be a separate election for each contested position.

### 12.3 Membership Committee

The Membership Committee shall consist of five (5) Active Fellows, each of whom shall serve for one (1) five (5) year term of office. One member of the Committee shall be retired each year and one new member elected.

The Membership Committee shall be responsible for the selection of those applicants to be recommended to the Board of Directors for election as either Fellows or Members, according to such rules and procedures as the Board of Directors may from time to time adopt.

## **ARTICLE XIII BOARD OF DIRECTORS**

### 13.1 Powers of the Board of Directors

The Board of Directors (hereinafter "Board") shall manage the affairs of the ASSOCIATION. It shall be the administrative authority of the ASSOCIATION and shall consider all of its activities and determine its policies.

### 13.2 Number and Qualifications

The President, First Vice-President, Second Vice-President and Treasurer of the ASSOCIATION shall serve on the Board for their respective terms of office, except as otherwise provided by these Bylaws.

The one (1) most recent Past President shall serve on the Board.

Two (2) directors, designated as At-large members, who are less than forty-five (45) years of age at the time of election, shall be elected by the Fellowship and shall serve on the Board for a non-renewable term of two (2) years.

One (1) director, designated as an At-large member, who is age forty-five (45) years of age or older at the time of election, shall be elected by the Fellowship for a non-renewable term of two (2) years. One (1) director, designated as an At-large member, with no age limitation, shall be elected by the Fellowship for a non-renewable term of two (2) years.

The Chair, Chair-Elect and Secretary of the Board of Councilors shall serve on the Board. The Chair, Chair-Elect and Secretary of the Board of Specialty Societies shall serve on the Board.

The Board of Directors shall appoint for a two-year term, renewable once, one (1) voting member of the Board of Directors who is not an orthopaedic surgeon or a Fellow of the ASSOCIATION, based upon such criteria that the Board of Directors shall from time to time adopt.

The Chief Executive Officer shall be a non-voting *ex-officio* member of the Board.

*Ex-officio* members of the Board shall not attend executive sessions of the Board of Directors except by specific invitation.

### 13.3 Chief Executive Officer

The Board shall be authorized to employ a Chief Executive Officer who shall serve as the chief executive official of the ASSOCIATION. The Chief Executive Officer shall possess such authority and be subject to whatever limitations the Board may impose. The Chief Executive Officer shall be delegated authority to act for and on behalf of the ASSOCIATION. The Chief Executive Officer may delegate to any other employee such responsibilities as he or she shall deem appropriate. The Chief Executive Officer shall be a non-voting *ex-officio* member of the ASSOCIATION Board of Directors.

#### 13.4 Tenure

Except in the event that a current member of the Board of Directors is elected to be an officer of the ASSOCIATION, no individual shall be elected to serve on the Board for more than six (6) consecutive years or for more than twelve (12) total years. The term of office of an At-large member under age forty-five (45) of the Board shall not be included in this calculation.

#### 13.5 Resignations

A member of the Board of Directors may resign at any time by written notice delivered to the ASSOCIATION. A resignation is effective when the notice is delivered unless the notice specifies a future date.

#### 13.6 Removal of Directors

A member of the Board of Directors may be removed only for cause by a two-thirds ( $2/3^{\text{rds}}$ ) vote of the Fellows present and voting at a special meeting called specifically for the removal of such director. Cause shall be defined as a refusal to act when required to do so by these Bylaws or by the Fellowship or Board of Directors.

The ASSOCIATION shall send to all Fellows a written notice of such meeting of the Fellowship, stating the purpose of the meeting and naming the director(s) to be voted upon, at least thirty (30) days prior to the meeting.

#### 13.7 Vacancies

The Board may fill a vacancy in any director's position because of death, resignation, refusal to act, removal or disqualification until a successor is duly elected and qualified except as otherwise provided by these Bylaws.

#### 13.8 Regular Meetings

The regular meetings of the Board shall be held prior to the business meeting of the Annual Meeting of the ASSOCIATION and at such other times as the President may designate. The Board may provide by resolution the time and place to hold additional regular meetings of the Board without additional notice.

#### 13.9 Special Meeting

A special meeting of the Board may be called by the President of the ASSOCIATION or by a majority of the directors. Those calling a special meeting of the Board may fix the time and place to hold the special meeting.

#### 13.10 Notice of a Special Meeting

Written notice of any special meeting of the Board shall be given at least seven (7) days before the meeting delivered personally or sent by mail or telefax to each director at his or her address as shown on the records of the ASSOCIATION. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail with postage prepaid. If by telefax, such notice will be deemed to be delivered on the date when the telefax was sent, provided there is a receipt of delivery. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted nor the purpose of any regular or special meeting of the Board must be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

#### 13.11 Telephone Meetings

Unless specifically prohibited, any action required to be taken at a meeting of the Board may be taken at a meeting at which communication occurs by use of the telephone or other methods of electronic voice transmission. The action

taken by such telephonic meeting at which a quorum is present shall be deemed to be the action of the Board of Directors.

#### 13.12 Quorum

A majority of the Board shall constitute a quorum for the transaction of business at any meeting of the Board, provided that if less than a majority of the directors is present, those directors present may adjourn the meeting without further notice.

#### 13.13 Manner of Acting

The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, except where otherwise provided by law or by these Bylaws.

#### 13.14 Informal Action by Directors

Unless specifically prohibited, any action required to be taken at a meeting of the Board may be taken without a meeting if a consent in writing setting forth the action to be taken is signed by all directors entitled to vote.

#### 13.15 Executive Committee of the Board of Directors

The President, First Vice-President, Second Vice-President, Treasurer, Chair of the Board of Councilors, and Chair of the Board of Specialty Societies shall constitute the Executive Committee. The Executive Committee shall handle matters requiring action between Board meetings.

The Executive Committee shall meet as necessary. The President shall convene the Executive Committee. The Executive Committee may act on behalf of the Board between Board meetings, but such actions are subject to ratification by the full Board of Directors. The actions of the Executive Committee between meetings of the Board of Directors shall be considered effective and binding prior to ratification by the full Board of Directors. If the Board of Directors does not ratify the actions of the Executive Committee, such actions shall be deemed null and void.

#### 13.16 Finance Committee

Effective at the conclusion of the 2008 Annual Meeting and thereafter, the Finance Committee shall be composed of the most recent past President, the First Vice-President and the Treasurer of the ASSOCIATION. The Treasurer shall serve as Chair. The Treasurer-Elect, if any, shall serve as an *ex officio* member without vote on the Finance Committee. In the event of the death, resignation or inability to act of the Chair or a member of the Finance Committee, the Board may fill the vacancy and appoint an individual for the unexpired term. The Finance Committee shall recommend investment policies for the ASSOCIATION and shall manage, supervise and control the financial affairs and policies of the ASSOCIATION.

#### 13.17 Other Committees and Task Forces of the Board of Directors

The Board may create whatever other committees and task forces it deems necessary to carry out its functions.

### **ARTICLE XIV BOARD OF COUNCILORS**

#### 14.1 Board of Councilors (BOC)

There shall be a Board of Councilors, the geographic distribution, composition and organization of which shall be established and modified, as necessary, in accordance with the rules and procedures developed by the Board of

Councilors and approved by the ASSOCIATION Board of Directors. The Board of Councilors shall be advisory to the Board of Directors of the ASSOCIATION.

#### 14.2 Purposes of the Board of Councilors

The purposes of the Board of Councilors shall be to:

- a. Provide a mechanism to increase opportunities for involvement and participation in ASSOCIATION affairs by Fellows and Members; and
- b. Facilitate communications and the dissemination of ASSOCIATION policy within the individual states; and
- c. Consider and make recommendations regarding the disposition of ASSOCIATION resolutions and proposed amendments to the ASSOCIATION Bylaws, consistent with Articles X and XVI of these Bylaws; and
- d. Advise the ASSOCIATION Board of Directors regarding matters of importance to orthopaedic surgeons.

#### 14.3 Duties of the Board of Councilors

The duties of the Board of Councilors shall include but not be limited to:

- a. Identifying problems affecting orthopaedics; and
- b. Assisting in the execution and implementation of ASSOCIATION policies within the individual states or regions; and
- c. Developing recommendations of ASSOCIATION resolutions and proposed amendments to the ASSOCIATION Bylaws; and
- d. Developing Advisory Opinions to be submitted to the Board of Directors of the ASSOCIATION; and
- e. Determining whether an Advisory Opinion to be submitted to the Board of Directors of the ASSOCIATION should be re-designated as an ASSOCIATION Resolution and considered pursuant to Article X of these Bylaws; and
- f. Providing other advice as appropriate to the Board of Directors.

#### 14.4 Advisory Opinions and ASSOCIATION Resolutions

The Board of Councilors shall have a formal process for offering Advisory Opinions to the ASSOCIATION Board of Directors. During any meeting in which the Board of Councilors is considering the adoption of an Advisory Opinion, the Board of Councilors may vote to change the Advisory Opinion into an ASSOCIATION Resolution which will be then considered under Article X of these Bylaws, provided the following requirements are met:

- a. The statement is a subject about which the ASSOCIATION can take action;
- b. The statement is re-designated as an ASSOCIATION Resolution (from an Advisory Opinion);
- c. A member of the Board of Councilors is identified as the Sponsor of the Resolution;

- d. Two-thirds (2/3<sup>rd</sup>s) of the Councilors present and voting determine that the matter should be re-designated as an ASSOCIATION Resolution; and
- e. The Board of Directors shall consider and prepare comments on such ASSOCIATION Resolution for consideration by the ASSOCIATION Resolutions Committee and the Fellowship.

#### 14.5 Membership

Each state, the District of Columbia, the U.S. territories, the U.S. Military and Canada shall have at least of one (1) councilor to serve on the Board of Councilors. Additional councilors from individual states or geographic regions may be added, based upon geographic and numerical ratios as determined by the Board of Directors. Those elected to serve as members of the Board of Councilors of the ASSOCIATION shall also serve as members of the Board of Councilors of the ACADEMY in the same positions.

#### 14.6 Election of Members of the Board of Councilors

Members of the Board of Councilors shall be elected locally, in accordance with locally-established procedures. Members of the Board of Councilors must be Fellows of the ASSOCIATION and the AMERICAN ACADEMY OF ORTHOPAEDIC SURGEONS.

#### 14.7 Term of Office

The term of office for an elected member of the Board of Councilors shall be three (3) years. Each councilor shall be eligible for re-election for one (1) additional three (3) year term.

#### 14.8 Officers of the Board of Councilors

The Board of Councilors shall elect a Chair, Chair-Elect and Secretary as officers. Each officer shall be elected for a one (1) year term, and the Secretary may be re-elected for an additional one (1) year term. Each officer shall serve as a member of the ASSOCIATION and the ACADEMY Board of Directors in the same office during his or her term in office.

##### 14.8.a Chair

The Chair shall preside at all meetings of the Board of Councilors and the Executive Committee of the Board of Councilors and shall serve as an *ex-officio* member without vote of all standing and other committees or task forces of the Board of Councilors. The Chair may fill any vacancies which may occur in a committee or task force of the Board of Councilors during the interim between meetings, subject to the approval of the Board of Councilors at its next meeting, unless vacancies are to be filled as otherwise specified. The Chair shall report to the ASSOCIATION Board of Directors all activities of the Board of Councilors. He or she shall, in general, perform all duties incident to the office of the Chair and such other duties as may be prescribed by the Board of Councilors.

##### 14.8.b Chair-Elect

The Chair-Elect shall generally assist the Chair in the performance of his or her duties and shall substitute for the Chair when he or she is unable to attend to those duties.

The Chair-Elect shall succeed to the office of Chair immediately upon the expiration of the term of office of the Chair or if the Chair dies, becomes unable or refuses to act. If the Chair-Elect succeeds to the office of Chair by reason other than natural succession by expiration of the current Chair's term of office, the Chair-Elect shall serve for the remaining unfulfilled term of the replaced Chair and further serve for the one (1) year

term of office as Chair that he or she would have succeeded to if the current Chair had fulfilled his or her term of office.

#### 14.8.c Secretary

The Secretary shall send out notices of meetings of the Board of Councilors; keep records of the proceedings of the Board of Councilors; and maintain such other correspondence as the activities of the Board of Councilors require.

#### 14.9 Committees and Task Forces of the Board of Councilors

The Board of Councilors shall have standing and ad hoc committees and task forces which shall be appointed and operated in accordance with its own guidelines.

### **ARTICLE XV BOARD OF SPECIALTY SOCIETIES**

#### 15.1 Board of Specialty Societies (BOS)

There shall be a Board of Specialty Societies, the composition and organization of which shall be established and modified, as necessary, in accordance with rules and procedures developed by the Board of Specialty Societies and approved by the ASSOCIATION Board of Directors. Those elected to serve as members of the Board of Specialty Societies of the ASSOCIATION shall also serve as members of the Board of Specialty Societies of the ACADEMY in the same positions. The Board of Specialty Societies shall be advisory to the Board of Directors of the ASSOCIATION.

#### 15.2 Purposes of the Board of Specialty Societies

The purposes of the Board of Specialty Societies shall be to:

- a. Facilitate communications between musculoskeletal specialty societies and the ASSOCIATION and among such societies; and
- b. Advise the ASSOCIATION Board of Directors regarding issues of concern of musculoskeletal specialty societies and their members; and
- c. As determined by its officers, comment on ASSOCIATION resolutions and proposed amendments to the ASSOCIATION Bylaws at the fall meeting of the Board of Councilors, consistent with Articles X and XVI of these Bylaws.

#### 15.3 Officers of the Board of Specialty Societies

The Board of Specialty Societies shall elect a Chair, Chair-Elect and Secretary as officers. Officers of the Board of Specialty Societies must be Fellows of the ASSOCIATION and the AMERICAN ACADEMY OF ORTHOPAEDIC SURGEONS. Each officer shall be elected for a one (1) year term and the Secretary may be re-elected for an additional one (1) year term. Each officer shall serve as a member of the ASSOCIATION and the ACADEMY Board of Directors in the same office during his or her term of office.

##### 15.3.a Chair

The Chair shall preside at all meetings of the Board of Specialty Societies and Executive Committee and shall serve as an *ex-officio* member of all standing and other committees or task forces of the Board of Specialty Societies.

#### 15.3.b Chair-Elect

The Chair-Elect shall generally assist the Chair in the performance of his or her duties and shall substitute for the Chair when he or she is unable to attend to those duties. The Chair-Elect shall succeed to the office of Chair immediately upon expiration of the term of office of the Chair or if the Chair dies, becomes unable or refuses to act. If the Chair-Elect succeeds to the office of Chair by reason other than natural succession by expiration of the current term of office, the Chair-Elect shall serve for the remaining unfulfilled term of the replaced Chair and serve additionally his or her own one (1) year term of office.

#### 15.3.c Secretary

The Secretary shall send out notices of Board of Specialty Societies meetings; keep records of proceedings of the Board of Specialty Societies; and maintain such other correspondence as Board of Specialty Societies activities require.

#### 15.4 Committee and Task Forces of Board of Specialty Societies

The Board of Specialty Societies shall have standing and ad hoc committees and task forces which shall be appointed and operated in accordance with its own guidelines.

### **ARTICLE XVI AMENDMENTS TO BYLAWS**

#### 16.1 Bylaws Committee

The Board of Directors shall appoint a Bylaws Committee and Chair. No current member of the Board of Directors may serve on the Bylaws Committee. The members of the Bylaws Committee shall also serve as members of the ASSOCIATION Standards of Professionalism Oversight Committee.

#### 16.2 Process for Considering Amendments to the Bylaws

The ASSOCIATION shall consider a proposed amendment to the ASSOCIATION Bylaws in the following manner:

- a. Submission of proposed amendment to the Bylaws. A proposed amendment to the Bylaws must be submitted in writing by at least twenty (20) Fellows, the Board of Directors, the Board of Councilors, or the Board of Specialty Societies to the ASSOCIATION by September 1 before the Annual Meeting after which it will be considered and voted on.
- b. Appointment of Advisor. As soon as is practical after the proposed bylaws amendment has been duly submitted, the Board shall appoint an Advisor to the Sponsor of each proposed bylaws amendment. The Advisor shall assist the Sponsor by insuring that the proposed bylaws amendment is in proper form, clarifying the language of the proposed bylaws amendment, determining the ASSOCIATION or the ACADEMY has taken previous actions on the same topic, assessing whether the action requested is legal and whether the ASSOCIATION is capable of performing the action requested, and other pertinent matters. The Sponsor shall be guided by, but not bound by, the advice of the Advisor.
- c. Submission to the Board of Councilors and the Board of Specialty Societies. The proposed bylaws amendment (as it may be revised upon the suggestions of the Advisor) shall be submitted to the Board of Councilors for its consideration. It shall also be submitted to the officers of the Board of Specialty Societies, who shall determine whether the Board of Specialty Societies should discuss or take a position on such bylaws amendment at the fall meeting of the Board of Councilors.

- d. Board of Councilors. At its fall meeting, the Board of Councilors shall conduct an Open Hearing on the proposed bylaws amendment, at which the Sponsor may, but is not required to testify. In addition, representatives of the Board of Specialty Societies may participate in the Open Hearing, as appropriate.

After the Open Hearing, the Bylaws Review Committee of the Board of Councilors shall develop a report and recommendation on the proposed bylaws amendment that shall be considered by the Board of Councilors. The Board of Councilors shall recommend that the Fellowship adopt, modify or reject the proposed bylaws amendment. The recommendation of the Board of Councilors shall be reported to the ASSOCIATION Board of Directors and the ASSOCIATION Bylaws Committee and, except as provided in these Bylaws, the Fellowship.

- e. Board of Directors. The ASSOCIATION Board of Directors, at its December meeting following the fall meeting of the Board of Councilors or at its meeting immediately preceding the Annual Meeting, shall consider the proposed ASSOCIATION bylaws amendment and prepare comments for consideration by the ASSOCIATION Bylaws Committee and, except as otherwise provided in these Bylaws, the Fellowship.
- f. Notice to the Fellowship before the Annual Meeting. At least thirty (30) days prior to the business meeting of the Annual Meeting, the ASSOCIATION will notify the Fellowship of the proposed ASSOCIATION bylaws amendment and opportunities the Fellowship will have at the Annual Meeting to discuss the bylaws amendment. In this communication, the Fellowship will also be informed that all Active, Inactive and Emeritus Fellows of the ASSOCIATION will have the opportunity to cast a written or electronic ballot on the proposed ASSOCIATION bylaws amendment after the Annual Meeting.
- g. ASSOCIATION Bylaws Committee; Annual Meeting. During the Annual Meeting, the Bylaws Committee shall hold an Open Hearing at which time all proposed ASSOCIATION bylaws amendments will be discussed. The time and location of the Open Hearing shall be announced to the Fellowship. The Sponsor, Board of Directors, Board of Councilors, Board of Specialty Societies and any other interested Fellow, Member or guest may appear before the Bylaws Committee to present information and opinions. In addition, during the annual business meeting, the Bylaws Committee will solicit comments regarding the proposed ASSOCIATION bylaws amendment, based upon a report by the Bylaws Committee that provides its recommendations regarding the proposed bylaws amendment.

Upon hearing the evidence and the opinions presented during the Open Hearing and annual business meeting, the Bylaws Committee shall develop a recommendation that the Fellowship adopt, modify or reject each proposed ASSOCIATION bylaws amendment. If the Bylaws Committee recommends that a proposed ASSOCIATION bylaws amendment be modified, the Committee's proposed modification shall be submitted to the Fellowship for its consideration.

- h. Withdrawal of Bylaws Amendment. If the Board of Councilors, the Board of Directors and the ASSOCIATION Bylaws Committee each determines that the proposed bylaws amendment should be rejected, such amendment shall be withdrawn and shall not be considered by the Fellowship.
- i. Ballot of the Fellowship. Within thirty (30) days after the end of the Annual Meeting, the ASSOCIATION shall send each Active, Inactive and Emeritus Fellow a packet that contains a ballot and information developed by the Bylaws Committee appropriate to brief the Fellowship on each proposed bylaws amendment.

In the packet, the ASSOCIATION will instruct Fellows to cast their ballots (either in writing or electronically) within the next thirty (30) days. The packet will also include an indication that at least twenty (20) percent of the current Fellowship must vote regarding the proposed bylaws amendment. In addition, of those voting, at least two-thirds ( $2/3^{\text{rds}}$ ) must vote in favor of the proposed bylaws amendment for it to be adopted.

- j. Extension of Time. In the event that less than twenty (20) percent of the Fellowship votes by the deadline, the ASSOCIATION Board of Directors, in its discretion, may extend the voting period for up to two (2) additional thirty (30) day increments.
- k. Effect of Adoption of the Bylaws Amendment. As soon as possible after the ballots have been tabulated, the ASSOCIATION will communicate the results of the ballot to the Fellowship. To be adopted, the proposed ASSOCIATION bylaws amendment shall require the affirmative vote of two-thirds (2/3<sup>rds</sup>) of those Fellows casting ballots.

### 16.3 Legal Change of Name of Named Organizations

In the event that any organization named in these Bylaws legally changes its name, upon notice provided by the named organization, amendments to reflect this change shall be automatically made in these Bylaws without the requirement of a vote of the Board of Directors or the Fellowship.

## **ARTICLE XVII LEGALLY-MANDATED CHANGES**

If the Board of Directors, upon advice of legal counsel, by a three-fourths (3/4<sup>ths</sup>) vote of those members present and voting, determines that changes are required in the corporate, tax status, policy resolutions, Standards of Professionalism or other positions of the ASSOCIATION because of the enactment, modification, repeal, amendment, reinterpretation or other change in any legislation or regulation, whether federal, state or local, such changes shall be made immediately to ensure complete compliance with the law, without the prior approval of the Fellowship. These changes must be ratified at the next meeting of the Fellowship, but shall be effective and binding prior to ratification. If the Fellowship does not ratify the actions of the Board of Directors, such actions shall be deemed null and void.

## **ARTICLE XVIII INDEMNIFICATION**

### 18.1 Settlements and Judgments

The ASSOCIATION shall indemnify any person who was or is a party, or 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 by or in the right of the ASSOCIATION) because he or she is or was a director, officer, employee or agent of the ASSOCIATION, or is or was serving at the request of the ASSOCIATION as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by the individual in connection with such action, suit or proceeding, if:

- a. He or she acted in good faith; and
- b. He or she acted in a manner he or she reasonably believed to be in or not opposed to the best interest of the ASSOCIATION; and
- c. With respect to any criminal action or proceeding, he or she had no reasonable cause to believe his or her conduct was unlawful.

The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the ASSOCIATION, and,

with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

However, no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the ASSOCIATION, unless, and only to the extent that the court in which such action or suit was brought shall determine upon application that despite the adjudication of liability, but in view of all the circumstances of the case, such a person is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.

#### 18.2 Successful Defense

To the extent that a director, officer, employee or agent of the ASSOCIATION has been successful on the merits or otherwise in the defense of any action, suit or proceeding referred to in paragraph 18.1 or in defense of any claim, issue or matter therein, he or she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by the individual in connection therewith.

#### 18.3 Specific Cases

Any indemnification under paragraph 18.1 (unless ordered by a court) shall be made by the ASSOCIATION only as authorized in the specific case, upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in paragraph 18.1. Such determination shall be made:

- a. By the Board of Directors by a majority vote of a quorum consisting of directors who are not parties to such action, suit or proceeding;
- b. If a quorum of the disinterested members of the Board of Directors is not obtainable, or even if obtainable, a quorum of disinterested directors so directs, by independent legal counsel in a written opinion; or
- c. By majority vote of the Fellows of the ASSOCIATION present and voting at a meeting where notice of this item is specifically indicated in advance.

#### 18.4 Advance Payment of Expenses

Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the ASSOCIATION in advance of the final disposition of such action, suit or proceeding, as authorized by the Board of Directors in the specific case, upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the ASSOCIATION as authorized in these Bylaws.

#### 18.5 Indemnification Not Exclusive

The indemnification provided by these Bylaws shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the provisions of these Bylaws, agreement, vote of the Fellows of the ASSOCIATION or disinterested directors, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs, executors and administrators of such person.

#### 18.6 Insurance

The ASSOCIATION may maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the ASSOCIATION or who is or was serving at the request of the ASSOCIATION as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability

asserted against the individual and incurred by the individual in any such capacity or arising out of his or her status of such, whether or not the ASSOCIATION would have the power to indemnify the individual against such liability under the provisions of these Bylaws.

**ARTICLE XIX  
CODE OF MEDICAL ETHICS AND PROFESSIONALISM AND  
STANDARDS OF PROFESSIONALISM**

19.1 Code of Medical Ethics and Professionalism

The ASSOCIATION shall promulgate a Code of Medical Ethics and Professionalism that defines the aspirational standards of conduct that comprise the essentials of honorable behavior for orthopaedic surgeons. Modifications, additions to and deletions from the Code of Medical Ethics and Professionalism shall require a two-thirds (2/3<sup>ths</sup>) vote of the Board of Directors present and voting.

19.2 Standards of Professionalism

The ASSOCIATION shall adopt Standards of Professionalism that establish the minimum standard of acceptable conduct for orthopaedic surgeons. The Standards of Professionalism are mandatory and apply to all Fellows and Members. Modifications, additions to and deletions from a Standard of Professionalism shall require a two-thirds (2/3<sup>ths</sup>) vote of the Fellowship in the manner described in these Bylaws.

19.3 Process for Adopting Standards of Professionalism

The ASSOCIATION shall consider proposed Standards of Professionalism in the following manner:

- a. Submission of a proposed Standards of Professionalism. A proposed Standard of Professionalism must be submitted in writing by at least twenty (20) Fellows, the Board of Directors, the Board of Councilors, or the Board of Specialty Societies to the ASSOCIATION by September 1 before the Annual Meeting after which it will be considered and voted on. One individual should be identified as the Sponsor of the proposed Standard of Professionalism.
- b. Appointment of Advisor. If submitted by individual Fellows, as soon as is practical after the Standard of Professionalism has been submitted, the Board shall appoint an Advisor to the Sponsor of such statement. The Advisor shall assist the Sponsor by insuring that the statement is in proper form, clarifying the language of the statement, determining whether the ASSOCIATION has taken previous actions on the same topic, assessing whether the statement is legal, and other pertinent matters. The Sponsor shall be guided by, but not bound by, the advice of the Advisor.
- c. Submission to the Board of Councilors and the Board of Specialty Societies. The proposed Standard of Professionalism (as it may be revised upon the suggestions of the Advisor) shall be submitted to the Board of Councilors for its consideration. It shall also be submitted to the officers of the Board of Specialty Societies, who shall determine whether the Board of Specialty Societies should discuss or take a position on such proposed statement at the fall meeting of the Board of Councilors.
- d. Board of Councilors. At its fall meeting, the Board of Councilors shall conduct an Open Hearing on the proposed Standard of Professionalism, at which the Sponsor may, but is not required to testify. In addition, representatives of the Board of Specialty Societies may participate in the Open Hearing, as appropriate.

After the Open Hearing, a committee of the Board of Councilors shall develop a report and recommendation on the proposed Standard of Professionalism that shall be considered by the Board of Councilors. The Board of Councilors shall recommend that the Fellowship adopt, modify or reject the proposed Standard. The recommendation of the Board of Councilors shall be reported to the ASSOCIATION Board of Directors, the

Committee on Professionalism and the ASSOCIATION Standards of Professionalism Oversight Committee and, except as provided in these Bylaws, the Fellowship.

- e. Board of Directors. The ASSOCIATION Board of Directors, at its December meeting following the fall meeting of the Board of Councilors or at its meeting immediately preceding the Annual Meeting, shall consider the proposed Standard of Professionalism and prepare comments for consideration by the ASSOCIATION Standards of Professionalism Oversight Committee.
- f. Committee on Professionalism. The Committee on Professionalism shall consider the proposed Standard of Professionalism and prepare comments for consideration by the ASSOCIATION Standards of Professionalism Oversight Committee and, except as otherwise provided in these Bylaws, the Fellowship.
- g. Notice to the Fellowship before the Annual Meeting. At least thirty (30) days prior to the business meeting of the Annual Meeting, the ASSOCIATION will notify the Fellowship of the proposed Standard of Professionalism and opportunities the Fellowship will have at the Annual Meeting to discuss such statement. In this communication, the Fellowship will also be informed that all Active, Inactive and Emeritus Fellows of the ASSOCIATION will have the opportunity to cast a written or electronic ballot on the proposed Standard after the Annual Meeting.
- h. ASSOCIATION Standards of Professionalism Oversight Committee; Annual Meeting. During the Annual Meeting, the Standards of Professionalism Oversight Committee shall hold an Open Hearing at which time all proposed Standards of Professionalism will be discussed. The time and location of the Open Hearing shall be announced to the Fellowship. The Sponsor, Board of Directors, Board of Councilors, Board of Specialty
- i. Societies, Committee on Professionalism and any other interested Fellow, Member or guest may appear before the Standards of Professionalism Oversight Committee to present information and opinions. In addition, during the annual business meeting, the Standards of Professionalism Oversight Committee will solicit comments regarding the proposed Standard of Professionalism, based upon a report by the Committee that provides its recommendations regarding the proposed Standard.

Upon hearing the evidence and the opinions presented during the Open Hearing and annual business meeting, the Standards of Professionalism Oversight Committee shall develop a recommendation that the Fellowship adopt, modify or reject each proposed Standard of Professionalism. If the Standards of Professionalism Oversight Committee recommends that a proposed Standard of Professionalism be modified, the Committee's proposed modification shall be submitted to the Fellowship for its consideration.

- j. Withdrawal of proposed Standard of Professionalism. If the Board of Councilors, the Board of Directors, the Committee on Professionalism and the ASSOCIATION Standards of Professionalism Oversight Committee each determines that the proposed Standard of Professionalism should be rejected, such statement shall be withdrawn and shall not be considered by the Fellowship.
- k. Ballot of the Fellowship. Within thirty (30) days after the end of the Annual Meeting, the ASSOCIATION shall send each Active, Inactive and Emeritus Fellow a packet that contains a ballot and information developed by the Standards of Professionalism Oversight Committee appropriate to brief the Fellowship on each proposed Standard of Professionalism.

In the packet, the ASSOCIATION will instruct Fellows to cast their ballots (either in writing or electronically) within the next thirty (30) days. The packet will also include an indication that at least twenty (20) percent of the current Fellowship must vote regarding the proposed Standard of Professionalism. In addition, of those voting, at least two-thirds ( $2/3^{\text{rds}}$ ) must vote in favor of the proposed Standard of Professionalism for it to be adopted.

- l. Extension of Time. In the event that less than twenty (20) percent of the Fellowship votes by the deadline, the ASSOCIATION Board of Directors, in its discretion, may extend the voting period for up to two (2) additional

thirty (30) day increments.

- m. Effect of Adoption of the Standard of Professionalism. As soon as possible after the ballots have been tabulated, the ASSOCIATION will communicate the results of the ballot to the Fellowship. To be adopted, the proposed Standard of Professionalism shall require the affirmative vote of two-thirds (2/3<sup>rds</sup>) of those Fellows casting ballots.

## **ARTICLE XX MISCELLANEOUS PROVISIONS**

### 20.1 Fees, Dues and Special Assessments

The Board of Directors shall determine the timing and the amount of all fees, dues and special assessments assessed and collected by the ASSOCIATION. Specifically, the ASSOCIATION shall collect:

- a. Initiation fees from all incoming Fellows and Members; and
- b. Annual dues from all Active Fellows; and
- c. Special assessments from all or specifically identified groups of Active Fellows or Members, as the Board may from time to time determine; and
- d. Special assessments from individual Fellows or Members, consistent with procedures adopted under Article VIII and as the Board may determine.

The Board may determine exceptions, if any, from these fees, dues or special assessments.

### 20.2 Contracts

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

### 20.3 Fiscal Year

The Board shall define the fiscal year.

## **ARTICLE XXI RULES OF ORDER**

In the absence of any provision in these Bylaws, all meetings of the ASSOCIATION, the Board of Directors, the Board of Councilors, the Board of Specialty Societies and duly appointed committees or task forces shall be governed by standard parliamentary procedures which provide for adequate notice and fair opportunity for debate. The Presiding Officer may be guided by, but not bound by, the most current edition of Robert's "Rules of Order."

**ARTICLE XXII**  
**DISSOLUTION**

In the event of dissolution or final liquidation of the ASSOCIATION, all of its assets remaining after payment of its obligations have been made and provided for shall be distributed to the ACADEMY or other organizations operated for purposes consistent with those of the ASSOCIATION. This distribution shall be designated by the Board of Directors.